

Fondazione Pirelli

Code of Ethics

CODE OF ETHICS

ARTICLE 1 - INTRODUCTION

The Fondazione Pirelli (hereinafter the "Foundation") was established on 22 July 2008 with the aims outlined in Article 2 of the Statute. With its registration on 10 December 200, in the register of Legal Persons at the Prefecture of Milan as no. 978, it obtained legal personality.

The Fondazione Pirelli carries out its internal and external activities in compliance with this Code of Ethics (the "Code").

The Founding Partners, Members, the President of the Foundation and the Honorary Chairmen, the Advisors, the Director, the Advisory Board (when set up), the Board of Auditors, collaborators of the "Fondazione Pirelli" and in general all those who operate in Italy and abroad on behalf of or in favour of the foundation, or who have relations with the same ("Recipients of the Code"), in carrying out their functions and responsibilities, are called upon to respect the principles and rules contained in this Code of Ethics.

ARTICLE 2 - PRINCIPLES OF CONDUCT

Integrity, transparency, honesty and fairness characterise the activities of the Fondazione Pirelli.

In particular, the Fondazione Pirelli:

- ensures that its action is fully transparent to all its stakeholders without compromising the confidentiality entailed in the operations of the Fondazione Pirelli; for this reason the Recipients of the Code must observe the utmost confidentiality with information received or elaborated in the performance of their duties.
- undertakes to pursue excellence when carrying out its activity;
- eschews and condemns recourse to any illegal or improper behaviour as a means of securing the objectives of the Foundation, which must be carried out exclusively through excellence in terms of innovation and quality;
- protects and enhances its human resources with the aim of improving effectiveness, promote a sense of belonging and satisfaction; it is therefore necessary that relationships and conduct to be based on the principles of honesty, propriety, transparency, confidentiality, impartiality, diligence, loyalty and mutual respect.
- pursues the principle of equal opportunity, regardless of sex, marriage status, sexual orientation, religious faith, political or trade union affiliation, skin colour, ethnic origin, nationality, age, and disability;
- pursues and endorses the protection of internationally proclaimed human rights;
- makes responsible use of resources, consistent with the aim of achieving sustainable development, with respect for the environment and the rights of future generations;
- will not tolerate any type of corruption in relation to public officials, or any other parties, in any shape or form, in any jurisdiction, even where activities of such nature might be within accepted practice, tolerated or not subject to prosecution. For this reason, Recipients of the Code are prohibited from offering or receiving complementary gifts or other benefits which could constitute a breach of the rules, or are in conflict with the Code, or might, if made public, damage, if only in terms of reputation, the Foundation;

- safeguards and protects the company's assets, including by providing the means to prevent embezzlement, theft and fraud at the expense of the Foundation;
- safeguards and protects the reputation of the company, the intangible assets of the Foundation, as well as the reputation of all its collaborators, expecting behaviour coherent with such aims, including with the goal of contributing to preserving the integrity of the company culture, together with the values which represent the distinctive character of the Foundation;
- condemns the pursuit of personal interests and/or third parties to the detriment of company interests;
- as an active and responsible component of the communities in which it operates, it is committed to respecting and ensuring respect both internally and in its relations with the outside world for the laws in force in the areas in which it operates;
- to put in place tools, safeguards and processes to enable the prevention of violations of the rules and principles of transparency, propriety and fairness from its collaborators and to supervise their observance and specific implementation.

ARTICLE 3 - STAKEHOLDERS

The Fondazione Pirelli adopts a multi-stakeholder approach:

Environment

The Fondazione Pirelli manages its activities with respect for the environment and public health. The activity of enhancing the historic and cultural heritage of Pirelli is aimed at environmental sustainability, with a view to achieving eco-friendly growth through the adoption of particular technologies and working methods which - where operatively and environmentally sustainable - enable a reduction, even beyond the limits of applicable standards.

Partners

The Foundation bases the excellence of its activity on constant innovation, with the goal of developing a service-orientated culture to meet the needs of those with whom it comes into contact (Partners).

Strong relationships of collaboration are established with its partners through an immediate, effective response, with conduct based on fairness and courtesy.

In their relations with partners, all Recipients of the Code are required to:

- respect the commitments and obligations of confidentiality in their dealings with clients;
- adopt behaviour based on the principles of respect, courtesy, availability and efficiency, with a view to fostering a collaborative and highly professional relationship;
- refrain from any action or statements which can damage the image of the Foundation, its Founding Members and Participants;
- ask that partners, where necessary or appropriate, take note of this Code, mentioning it as an integral part of the agreements to which it must be attached.

Human resources

The Fondazione Pirelli recognises the central importance of its collaborators in the belief that the key factor of its success comes from the professional contribution of the people who collaborate with the Foundation in a climate of fairness and mutual trust.

The Foundation promotes health, safety and hygiene in the workplace.

The Foundation also considers it essential to respect the rights of its workers when carrying out its activity.

Equally, the Foundation asks for behaviour based on mutual respect and the integrity and dignity of people.

The management of labour relations is aimed in particular at ensuring equal opportunity and enhancing diversity in order to promote an inclusive working environment.

External suppliers and contractors

The relations of the Foundation with suppliers and contractors are based on fairness, impartiality and respect for equal opportunities for all involved parties.

The Foundation asks its supplies and contractors to respect the principles and rules outlined in this Code.

In particular, with regards to relations with third parties, it is required to:

- (i) if necessary, to inform such third parties of their obligations under this Code and demand compliance from these third parties for the obligations relative to their functions;
- (ii) inform the Director of the Foundation of any conduct of third parties which is contrary to the Code or in any case likely to violate the provisions of the Code of Ethics.

Third parties which establish relations with the Foundation shall be bound to comply with the provisions of this Code, after entering a clause in their respective contracts which establishes the obligation to comply with its provisions; with this same clause, the Fondazione reserves the right to terminate the relationship in cases of violation of the provisions of the Code by the aforementioned third parties.

The Public

The Fondazione Pirelli maintains relations with public authorities at local, national and supranational levels that are characterised by full and active cooperation, transparency, respect for their independence and the values contained in the Code.

The Fondazione Pirelli is committed to putting into effect all necessary measures to prevent and avoid corruption and bribery. In the conduct of its relations with public officials of any nationality, it is prohibited for Recipients to offer gifts that may lead to the securing of an advantage and/or to influence the independent nature of a judgement.

Gifts, forms of hospitality and acts of courtesy are allowed if they cannot engender an impression in the receiver that they are given with the goal of acquiring an unfair advantage, or to create an impression of bad faith or impropriety.

ARTICLE 4 - INFORMATION MANAGEMENT

Records

The Foundation observes rules for correct, complete and transparent accounting, according to the criteria set down by law and established principles.

All accounting records must be truthful and accurate. In particular, all transactions and operations must be carried out in full compliance with the law and in accordance with the accounting principles prescribed by law.

The Recipients responsible for the preparation of accounting or tax documentation are required to operate with utmost due diligence, according to the principles of propriety, good faith, lawfulness, transparency and accuracy.

Confidentiality

All information is confidential which, if made public ¹, could be detrimental to the Foundation, to its Founders and to its Participants, or to its Partners.

Any information relative to the Foundation, which is acquired or developed by any Recipient of the Code in their work is of a confidential nature and cannot be used, disclosed to third parties or distributed without the prior authorisation of the President and/or Director of the Foundation, or the persons designated by them to fulfil this purpose.

Protection and security of personal data

The Fondazione Pirelli complies with the provisions concerning the confidentiality of personal information under Legislative Decree 196/2003 (the new Code concerning the protection of personal data) and any subsequent modifications, additions and implementing regulations.

The processing of personal data is ²permitted only to authorised personnel, in compliance with the regulations and procedures adopted by the Foundation.

¹In the notion of reserved information is included, though merely as an example, the data, skills, acts, documents, relations, appointments, slides, studies, designs, photographs, models, papers, prototypes, samples and any other material pertinent to the organisation and the material and non-material goods of the Foundation, to the strategies followed, the operations conducted, activities of research and development, and to the procedures relative to the Foundation and its Members, which are not yet in the public domain.

Intellectual property

The safeguarding of intellectual property, including any patents, copyrights, brands, know-how and skills acquired in the course of the institutional activities of the Foundation, is fundamental for conserving the competitive advantage and the excellence which distinguishes the Foundation.

Recipients are therefore required to protect, maintain and defend the intellectual property rights of the Foundation, as well as respecting the intellectual property rights of the companies, institutions and partners with whom they come into contact in the performance of their work activities.

The unauthorised use and/or misappropriation of the intellectual property of third parties may constitute breach of contract and, where appropriate, may lead to compensation for any damage arising from such breach to the Foundation, in accordance with current legislation, existing contracts and collective agreements.

ARTICLE 5 - COMPLIANCE WITH THE CODE OF ETHICS

The Fondazione Pirelli shall inform the Recipients of the Code on the provisions and application of the same, and requires all Recipients to act in accordance with the general principles presented in this Code of Ethics.

It is therefore required of all Recipients of the Code to refrain from any behaviour that is contrary to the principles contained therein.

The Foundation also requires that all the Recipients of the Code of Ethics, here included collaborators, to signal promptly and through the proper channels any violation of this Code of Ethics that comes to their knowledge.

Compliance with the Code of Ethics is an integral part of the mandate given to the institutional representatives of the Fondazione Pirelli.

All consultants and parties acting in the name and on behalf of the Foundation, or who work at the Foundation, must work, always and without exception, with integrity and diligence, in full compliance with the principles of fairness and lawfulness provided by this Code.

Any violation of this Code committed by any employees shall result in disciplinary action proportionate to the seriousness or frequency of the infringement, or the degree of guilt, subject to the provisions contained in the applicable collective labour contracts, as well as under Article 7 of Law no. 300 of 20 May 1970.

²This is understood to mean any operation or set of operations concerning the collection, recording, organisation, storage, processing, modification, selection, extraction, comparison, use, interconnection, blocking, disclosure or dissemination of personal data.

In case of violation of the requirements of this Code of Ethics by consultants and contractors, the Foundation reserves the right, if considered appropriate, to unilaterally terminate the contract with these parties.

ARTICLE 6 - REPORTS AND NOTIFICATIONS

Any Recipient who becomes aware of acts contrary to the regulations or the requirements of this Code of Ethics is obliged to inform the Director of the Foundation.

The allegation of violations may be made either in anonymous form or confidentially, without fear of retaliation.

The Foundation protects those who, in good faith, report any acts and/or conduct which is in violation of the Code, regardless of whether these allegations prove correct, or those who collaborate in any investigations of such violations.