

Lear Specialty Cars Italy S.r.l.

Corso Canonico Allamano n. 32 – Grugliasco (TO)



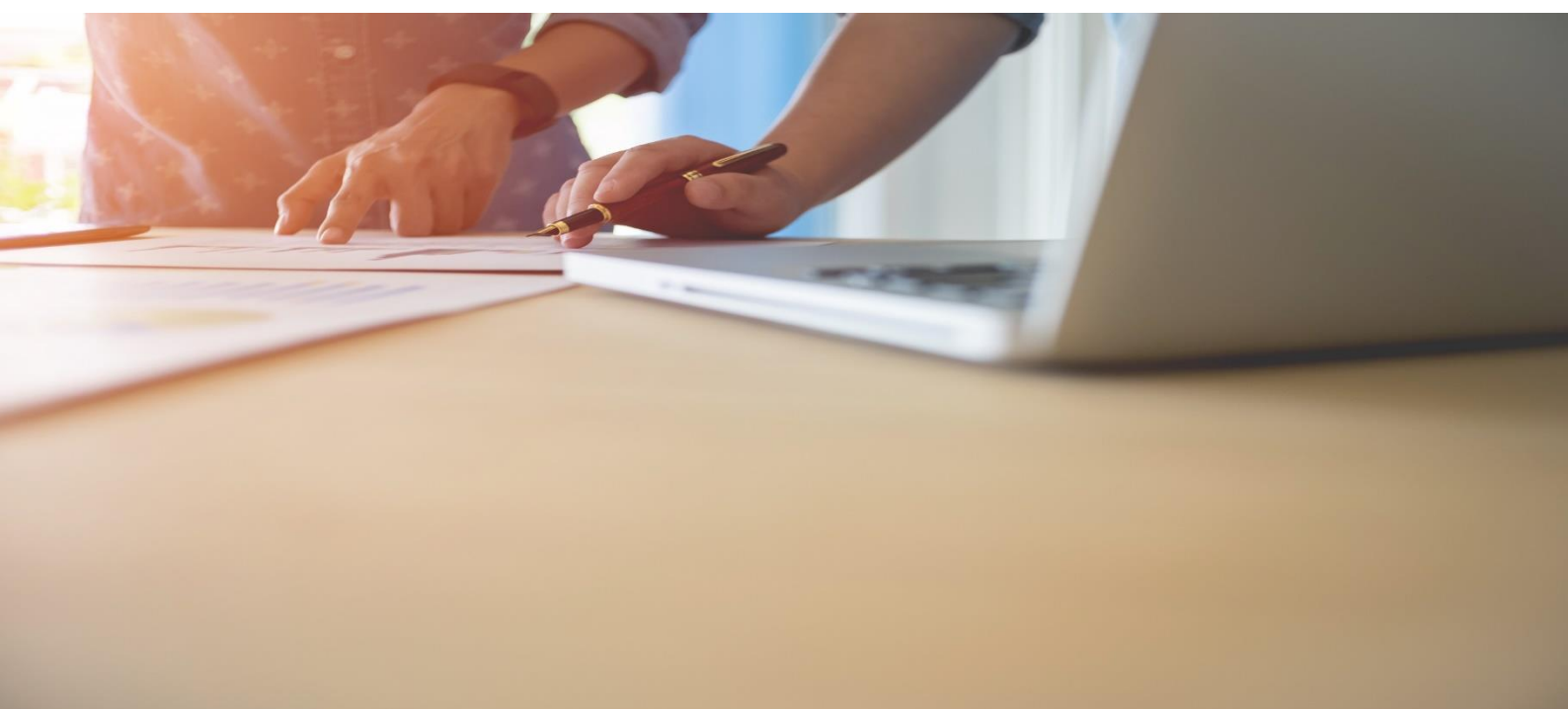
Code of Ethics

REVISION HISTORY	
First adoption	Approved by the Board of Directors on 22.09.2025

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INTRODUCTION

Lear Specialty Cars Italy S.r.l. (hereinafter also referred to as "LEAR" or "Company") is a multinational company , belonging to the Lear Group , which has specialized in the industrialization and production of automotive seats for many years.

The Company was established following the partial demerger of Lear Corporation Italia S.r.l. on October 14, 2024, through the transfer of the business complex represented by the Pozzo d'Adda plant to the new Company, Lear Specialty Cars Italy S.r.l.

LEAR has always been committed to environmental protection, sustainability, and the health and safety of its employees. In this regard, it has obtained the following certifications:

- UNI EN ISO 14001:2015;
- UNI EN ISO 45001:2023,

and has adopted an *Environmental and Safety Management System Manual*, in accordance with UNI EN ISO 14001:2015 and UNI EN ISO 45001:2023 standards.

LEAR has also obtained IATF 16949:2016 certification, a globally recognized standard that defines the requirements for a Quality Management System for organizations operating in the automotive sector, aimed at pursuing certain objectives such as continuous improvement, 2016, a globally recognized standard that defines the requirements for a Quality Management System for organizations operating in the automotive sector, aimed at pursuing certain objectives such as continuous improvement, prevention of manufacturing defects, inclusion of specific requirements for the automotive industry, and promotion of the reduction of variations and waste in the supply chain.

The Company, aware that the adoption of a Code of Ethics is of primary importance also for the purpose of preventing the offenses provided for by Legislative Decree no. 231 of June 8, 2001 (hereinafter "**Legislative Decree** 231/2001" or simply the "Decree"), which, as is well known, introduced the administrative liability of companies into the Italian legal system, has decided to clearly establish the set of corporate values that inspire the Company and all those who carry out their activities on its behalf.

Consequently, this document (hereinafter referred to as **the "Code of Ethics"**) sets out the principles to which the Company complies and which it expects to be strictly observed, in accordance with the provisions of LEAR's Code of Business Conduct and Ethics ("*Lear's Code of Business Conduct and Ethics*"), with which all Recipients (as defined in the following paragraph) must comply and, in any case, all those who, in Italy or abroad, cooperate and collaborate with it in the pursuit of its corporate purpose.

This Code of Ethics is an integral part of the Organization, Management, and Control Model pursuant to Legislative Decree 231/2001 ("Model").

RECIPIENTS

The principles of this Code of Ethics are binding for all those who, within the Company, hold representative, administrative, or management positions, or who exercise, even de facto, the management and control of the Company, for all employees, for those who cooperate and collaborate with it - in various capacities - in the pursuit of its objectives, and for anyone who has business relations with it (hereinafter the "Recipients").

The Recipients are required to learn the contents and comply with the precepts set out below and covered by this Code of Ethics.



GENERAL PROVISIONS

PURPOSE, APPLICATION, AND DISSEMINATION OF THE CODE OF ETHICS

The Company undertakes to faithfully observe the provisions of this Code of Ethics and to carry out its activities with the utmost diligence, professionalism, and reliability, constantly promoting correct and proper conduct in internal relations within the Company and in commercial and non-commercial relations between the Company and third parties (with customers, suppliers, consultants, and business partners), protecting the reputation and image of the Company.

This Code of Ethics is brought to the attention of all Recipients, who undertake to apply it and share its values.

To this end, the Company shall:

- disseminating the Code of Ethics to its employees by posting it on notice boards or by any other appropriate means;
- disseminating it to third parties who have commercial or other relationships with the Company by publishing it on its website.

The Company requires all Recipients to sign a declaration stating that they have read the Code of Ethics and undertake to comply with it, to the extent of their competence.

GENERAL ETHICAL PRINCIPLES

In order to achieve its objectives and for the purposes of preventing predicate offenses pursuant to Legislative Decree 231/2001, as well as complying with the provisions contained therein, the Company adheres to the following principles:

- compliance with laws, statutory and regulatory provisions, including international ones;
- loyalty and fairness in relations with business partners, suppliers, consultants, customers, and private entities, maintaining transparent, fair, and impartial relations with each of them;
- compliance with current legislation on health and safety at work, taking all precautions against the risks of accidents and injuries at work;
- compliance with current environmental legislation, promoting activities and processes that are as environmentally friendly as possible;
- respect for fundamental human rights in all company activities, refraining from behavior that is offensive to the dignity of individuals and from discriminatory attitudes based on gender, racial or ethnic origin, age, social position, origin, nationality, ethnic group, religion, physical or mental disability;
- transparency in relations with representatives of the public administration, private individuals, trade unions, and social organizations;
- transparency and compliance with applicable regulations with regard to *intercompany* relations;
- regularity and accuracy in the management of accounting and accounting-tax documentation in accordance with the provisions of the relevant laws and regulations in force;
- management of company assets and resources in a manner that protects their value and exclusively for the purpose of achieving the Company's objectives and goals;
- protection of the confidentiality and privacy of company information and confidential information.

COMPLIANCE WITH REGULATIONS

The Company believes that compliance with ethics, understood as honesty, loyalty, fairness, and conformity with the law, is a primary value.

Therefore, the Company is committed to strict compliance with national, European Union, and international laws and regulations.

EXTERNAL RELATIONS WITH BUSINESS PARTNERS, CUSTOMERS, SUPPLIERS, EXTERNAL CONSULTANTS, AND PRIVATE ENTITIES

RELATIONSHIPS WITH BUSINESS PARTNERS

The Company manages its relationships with business partners in accordance with the principles of fairness, transparency, and professionalism, and maintains relationships with them based on criteria of trust, quality, competitiveness, professionalism, and respect for market dynamics.

In particular, the Company undertakes to:

- establish relationships only with business partners who have a respectable reputation and are engaged only in lawful activities;
- ensuring the transparency of agreements, avoiding any secret and/or unlawful agreements.

RELATIONSHIPS WITH CUSTOMERS

The Company aims to satisfy and protect its customers, acting in accordance with the principles of loyalty, fairness, efficiency, and professionalism.

To this end, the Company offers its Customers products of excellence, paying attention to their quality, safety, and reliability.

In commercial negotiations and all other communications with customers, the Company is committed to simplicity, clarity, transparency, and completeness, avoiding any deceptive and/or unfair practices.

Employees also undertake to comply with the provisions of the Lear Code of Conduct and

Business Ethics.

RELATIONSHIPS WITH SUPPLIERS AND EXTERNAL CONSULTANTS

The choice of suppliers and external consultants is based on criteria of competence, cost-effectiveness, transparency, and fairness.

The Company manages its relationships with suppliers and consultants in accordance with the principles of loyalty, fairness, and professionalism.

In its relationships with suppliers, the Company encourages ongoing collaboration and solid, lasting relationships of trust, avoiding any form of corruption that could ensure the continuation of *business* with the Company.

In particular, the Company selects its suppliers on the basis of their reliability (with particular regard to the origin of the products purchased), excluding parties suspected of dealing in goods of illegal origin.

In particular, the Company undertakes to:

- establish relationships only with suppliers and consultants who have a respectable reputation and are not involved in illegal activities;
- guarantee the transparency of agreements, avoiding any secret and/or unlawful agreements.

Employees also undertake to comply with the provisions of the Lear Code of Conduct and Ethics.

RELATIONSHIPS WITH PRIVATE ENTITIES

The Company supports charitable organizations dedicated to economic well-being, education, and environmental protection.

All donations must be made in a transparent manner. The Company undertakes to identify the identity of the beneficiary and the purpose of the donation in an appropriate manner, as well as to adequately document and justify the reasons and purpose of the donation.

All donations must be evaluated and authorized in advance in accordance with the provisions of LEAR's Code of Conduct and Business Ethics.

The Company undertakes to subsequently request evidence from the beneficiary of the actual destination and use of the donation.

Any donation to individuals or associations whose purposes are contrary to the values and principles that inspire the Company is prohibited.

GIFTS AND GRATUITIES

The Company refrains from offering, accepting, or receiving gifts, benefits, and/or any other personal or non-personal advantages to or from private individuals in the course of its activities, except for gifts of modest value¹ during the Christmas holidays or in the context of normal professional relationships or other initiatives that may be implemented by the Company as part of its marketing and communication strategies.



RELATIONS WITH OTHER COMPANIES

The Company recognizes freedom of economic initiative and competition, trust in the exercise of trade, fairness in production and trade, and the quality of services offered as values underlying its business activities.

Relations with other companies must be based on legality, fairness, and honesty and must comply with the principles established in the field of industry and commerce by national, European Union, and international laws.

PROTECTION OF COMPETITION

The Company believes in healthy and fair competition and in a competitive market.

Therefore, deceptive behavior or behavior that may constitute any form of unfair competition is prohibited.

Employees also undertake to comply with the provisions of Lear's Corporate Code of Conduct and Ethics.

¹ With regard to the value of gifts and/or gratuities permitted by/in favor of third parties, please refer to LEAR's Code of Conduct and Business Ethics. In any case, it should be noted that, pursuant to Article 4, paragraph 5 of Presidential Decree No. 62 of April 16, 2013, "gifts or other benefits of modest value are those with a value not exceeding, as a guideline, €150, including in the form of discounts."

HEALTH AND SAFETY AT WORK

The Company promotes the dissemination and consolidation of a culture of safety and health for workers in the workplace, encouraging prevention and awareness of risks as well as responsible behavior on the part of all personnel.



The Company acts towards its employees and collaborators in full compliance with the provisions of Legislative Decree No. 81/2008.

The Company guarantees working conditions that respect individual dignity and ensures safe and healthy working environments, in compliance with current accident prevention, health, and hygiene regulations.

The Company strongly promotes the dissemination of a culture of safety and awareness of the risks associated with the work activities carried out, requiring everyone, at all levels, to behave responsibly and respect the health and safety of workers.

The Company undertakes to:

- guarantee the training and correct information of workers about the safety risks to which they are exposed, providing them with suitable means and Personal Protective Equipment required by current legislation in relation to the type of activity carried out;
- periodically review and monitor the performance and efficiency of its system for managing risks related to safety at work, in order to maintain safe working environments that protect the integrity of personnel, with a view to constantly improving working conditions.

The Company has also obtained ISO 45001:2018 certification and has adopted an *Environmental and Safety Management System Manual*, in accordance with UNI EN ISO 14001:2015 and ISO 45001:2018 standards.

Employees are also committed to complying with the provisions of Lear's Code of Conduct and Ethics.

ENVIRONMENTAL PROTECTION



The Company considers environmental protection and sustainable development of the territory in which it operates to be important, taking into account the rights of the community, future generations, and respect for the local area.

As part of its operational management and *business* initiatives, the Company undertakes to:

- consider essential environmental requirements;
- minimizing the negative impact that its business activities may have on the environment.

To this end, the Company, in full compliance with current environmental legislation, pays particular attention to the following aspects:

- promoting activities and processes that are as environmentally friendly as possible, with a view to continuous improvement and through the use of advanced criteria and technologies in the field of environmental protection, energy efficiency, and sustainable use of resources, with the aim of constantly reducing resource consumption through optimized processes;
- assessment of environmental impacts in all company activities and processes;
- collaboration with internal (e.g., employees) and external (e.g., public authorities) *stakeholders* to optimize the management of environmental issues.

The Company has also obtained UNI EN ISO 14001:2015 certification and has adopted an *Environmental and Safety Management System Manual*, in accordance with UNI EN ISO 14001:2015 and UNI EN ISO 45001:2023 standards.

Employees are also committed to complying with the provisions of the Lear Code of Conduct and Business Ethics.

HUMAN RESOURCE MANAGEMENT



SELECTION, RECRUITMENT, AND DEVELOPMENT OF HUMAN RESOURCES

The Company recognizes the central importance of human resources, believing that the most significant factor in the success of any company is guaranteed by the professional contribution of the people who work there, in an environment of loyalty and mutual trust.

Human resources represent an indispensable and valuable asset for the Company's very existence and future development.

The Company recognizes the following as essential principles of its corporate philosophy:

- respect for one's own work and that of others;
- professional contribution and individual commitment;
- respect for different opinions, regardless of seniority and experience; and
- the innovative power of ideas.

In this regard, the Company ensures equal opportunities at all levels of the company, based on merit and without discrimination. Even during the selection and hiring process, the Company rejects all forms of discrimination and harassment based on race and ethnic origin, religion and ideology, disability, gender, sexual identity, and age.

The search for and selection of personnel is carried out on the basis of criteria of objectivity, competence, and professionalism, guaranteeing equal opportunities.

The Company is committed to enhancing the professional skills of individuals through training and continuous updating. The Company promotes the aspirations of individuals and the learning, professional, and personal growth expectations of each individual.

The Company acts in accordance with legal requirements and effectively eliminates illegal employment. It employs and remunerates its employees on the basis of appropriate contracts that comply with the law.

Employees also undertake to comply with the provisions of the Lear Code of Conduct and Business Ethics.

BEHAVIOR AT WORK

The Company expects employees to maintain a conduct based on seriousness, mutual respect, order and decorum, loyalty, and transparency within the workplace.

The Company is committed to ensuring a healthy work environment and does not tolerate any discriminatory conduct or any form of harassment and/or offense of a personal or sexual nature.

Furthermore, the Company is committed to ensuring the physical, psychological, and moral integrity of its employees and collaborators.

Employees also undertake to comply with the provisions of the Lear Code of Conduct and Business Ethics.

RELATIONS WITH PUBLIC ADMINISTRATION REPRESENTATIVES AND TRADE UNIONS

RELATIONS WITH REPRESENTATIVES OF PUBLIC ADMINISTRATION

The Company promotes and requires compliance with anti-corruption principles and regulations.

Relations with representatives of the public administration must be undertaken and managed in full compliance with current legislation.

The Company rejects corruption in all its forms and promotes full compliance with the principles of integrity, fairness, impartiality, and legality.

In relations with public administration entities, it is expressly forbidden to engage in or incite others to engage in corrupt practices of any kind. In particular, relations with the public administration must be based on the strictest compliance with applicable laws and regulations.

The assumption of commitments and the management of relations of any kind with the Public Administration are reserved exclusively for the company departments responsible for this and for authorized personnel.

In any case, it is mandatory to diligently keep the documentation received from and sent to the Public Administration.

Furthermore, it is forbidden to offer, promise, give, or authorize anyone to procure, directly or indirectly, an economic advantage or other benefits to a public entity for the purpose of:

- induce that person to perform any function or take any action in an improper manner or contrary to the duties of their office (or to reward them for having done so);
- unduly securing an unfair advantage in violation of applicable laws.

Relations with representatives of the Public Administration are based on maximum cooperation, fairness, and transparency: it is forbidden to obstruct the regular performance of verification activities, including through the concealment or destruction of documentation.

Employees also undertake to comply with the provisions of the Lear Code of Conduct and Ethics.

GIFTS AND GRATUITIES

The Company refrains from offering, accepting, or receiving gifts, benefits, and/or any other personal or non-personal advantages personal or otherwise, to or from representatives of the Public Administration in the context of its activities, except for the granting/receipt of gifts of modest value² during the Christmas holidays or in the context of normal professional relations or other initiatives that may be implemented by the Company as part of its marketing and communication strategies, where permitted by current legislation.

RELATIONS WITH TRADE UNIONS AND POLITICAL PARTIES

The Company contributes to the economic well-being and growth of the community in which it operates. To this end, in carrying out its activities, it complies with local and national communities, promoting dialogue with trade unions and other associations.

² As for the value of gifts and/or gratuities allowed by/in favor of government officials and/or union representatives, please refer to LEAR's Code of Conduct and Business Ethics. In any case, it should be noted that, pursuant to Article 4, paragraph 5 of Presidential Decree No. 62 of April 16, 2013, "gifts or other benefits of modest value are those with a value not exceeding, as a guideline, €150, including in the form of discounts."

The Company does not promote or maintain any kind of relationship with organizations, associations, or movements that pursue, directly or indirectly, criminally illegal or otherwise prohibited by law.

The Company also condemns any form of participation in associations whose aims are prohibited by law and contrary to public order and rejects any behavior aimed at facilitating the activities or programs of organizations instrumental in the commission of crimes, even if such facilitation is necessary to achieve a benefit.

In compliance with applicable laws, every employee is free to be represented by a trade union or other representatives.

The Company does not promote political parties and/or trade unions and refrains from contributing financially to political campaigns, political parties, political candidates, or any of their direct and/or indirect affiliated organizations.

MANAGEMENT OF RELATIONS WITH THE MEDIA

Relations with the press and *media* are handled exclusively by the company departments responsible for this. All external communications must be authorized in advance. Employees may attend meetings, gatherings, or public events in a strictly personal capacity; the company name and trademark may not be used without express authorization.

Employees also undertake to comply with the provisions of the Lear Code of Conduct and Ethics.

INTERCOMPANY RELATIONS

Intercompany relations must be based on maximum transparency and compliance with the regulations applicable to the relevant legal systems.

The Company ensures that the circulation of information within *intercompany* relations is carried out in accordance with the principles of truthfulness, loyalty, fairness, completeness, clarity, transparency, and prudence, while respecting the autonomy of each company and its specific areas of activity.

Existing and future commercial relationships must be duly formalized and conducted in accordance with the principles of fairness, effectiveness, economic consistency, consistency with market values, and protection of the respective interests.

MANAGEMENT OF ACCOUNTING AND TAX TRANSACTIONS AND INFORMATION

Every action, operation, or transaction must be correctly recorded in the company's accounting system in accordance with the criteria indicated by law and applicable accounting principles, and must also be duly authorized, verifiable, legitimate, consistent, and appropriate.

Each accounting entry must accurately reflect the results of the supporting documentation.

The Company requires maximum transparency in commercial transactions and in relations with third parties, in full compliance with national and international regulations on the fight against money laundering.

All financial transactions must be adequately justified in contractual relationships and must be carried out using means of payment that guarantee their traceability.

In order to ensure maximum transparency in the economic and financial management of the company, the Company prohibits the replacement or transfer of money, goods, or other benefits derived from illegal activities, or the performance of other transactions in relation to them, in order to hinder the identification of their illegal origin.

The Company is committed to preventing and combating incidents related to the laundering of money derived from criminal activities and the receiving of goods or other benefits of illegal origin.

Employees also undertake to comply with the provisions of the Lear Code of Conduct and Business Ethics.

MANAGEMENT OF COMPANY ASSETS, PERSONAL INFORMATION, AND COMPUTER DATA

USE OF COMPANY ASSETS AND RESOURCES

Company assets and resources must be used efficiently and in a manner that protects their value and exclusively for the purpose of achieving the Company's business objectives and goals.

The following are prohibited:

- the use of company assets and resources for purposes that conflict with the interests of the Company or are unrelated to the employment relationship;
- the use of company assets and, in particular, IT and network resources (e.g., website or social networks) for purposes contrary to mandatory legal provisions, public order, or morality, as well as to commit or induce the commission of crimes or racial intolerance, xenophobia, the glorification of violence, discriminatory acts, or the violation of human rights;
- audiovisual, electronic, paper, or photographic recordings or reproductions of company documents, except in cases where this has been expressly authorized.

Employees also undertake to comply with the provisions of the Lear Code of Conduct and Business Ethics

PROTECTION OF INTELLECTUAL PROPERTY

The Company demands compliance with national, European Union, and international regulations protecting industrial and intellectual property.

The Company promotes the correct use, for any purpose and in any form, of trademarks, distinctive signs, and all creative intellectual works, including computer programs and databases, to protect the economic and moral rights of the author.

To this end, it is forbidden to engage in any conduct aimed at counterfeiting, altering, duplicating, reproducing, or disseminating, in any form or by any means, without the right to the work and the relevant authorization.

PROTECTION OF COMPANY INFORMATION AND CONFIDENTIAL INFORMATION

MANAGEMENT OF COMPANY INFORMATION AND

The Company disseminates information on management policies and commercial activities that is truthful and in compliance with applicable laws, ensuring the accuracy of the information and disseminating it in a timely, appropriate, and fair manner, in accordance with confidentiality requirements.

All information, including advertising or promotional information, must be impartial, clear, and not misleading.

The communication of any company information to third parties is reserved exclusively for authorized company personnel and must be carried out in accordance with the provisions of the Lear Code of Conduct and Business Ethics.

MANAGEMENT OF CONFIDENTIAL INFORMATION

The Company guarantees the confidentiality of the information in its possession and refrains from using confidential data, except in cases of express authorization and, in any case, in strict compliance with current legislation on the protection of personal data.

The Company prohibits any misuse of confidential information for the purpose of obtaining undue advantages.

It is prohibited to disclose information regarding the Company's technical and technological knowledge to third parties, as the *know-how* and intellectual property developed constitute a fundamental resource.

The communication of any confidential information to third parties is reserved exclusively for authorized company personnel and must be carried out in accordance with the provisions of the Lear Code of Conduct and Ethics.

PREVENTION OF CONFLICTS OF INTEREST

In carrying out its business activities, the Company refrains from situations of conflict of interest.³

In carrying out their duties or functions, Recipients shall pursue the general objectives and interests of the Company, refraining from any activities, conduct, or actions that are incompatible with the obligations associated with their employment. Recipients must therefore avoid any situation that may conflict with the interests of the Company or that may interfere with their ability to make impartial and objective decisions in the interests of the Company.

In the event of a conflict of interest, even a potential one, it is mandatory to act correctly and transparently and to inform the competent company representative without delay, complying with the decisions taken by the latter.

Employees must use the *E&C Disclosure Management System* to disclose all potential conflicts relating to Ethics and Compliance (as provided for in Lear's Code of Conduct and Business Ethics).

SANCTIONS

Compliance with the principles of this Code of Ethics shall be considered an essential part of the contractual obligations of all relationships between the Company and the Recipients pursuant to and for the purposes of applicable law.

Any violation of the provisions of the Code of Ethics by Company employees may constitute a breach of employment obligations or a disciplinary offense, in accordance with applicable law, Article 7 of Law No. 300/1970, and the applicable National Collective Bargaining Agreement, and must be handled in accordance with the provisions of the Disciplinary System contained in the Model adopted by the Company (to which reference should be made in full).

³ A conflict of interest is defined as a situation in which the Recipient pursues an interest other than *the company's mission* or engages in activities that may, in any case, interfere with their ability to make decisions in the exclusive interest of the Company or personally benefit from the Company's business opportunities.

Compliance with the principles of this Code is an essential part of the contractual obligations assumed by all those who have relations with the Company in various capacities. Therefore, violation of the provisions of the Code of Ethics may constitute a breach of contract, with all legal consequences regarding the termination of the contract and the consequent compensation for damages.



WHISTLEBLOWING

The task of monitoring compliance with this Code of Ethics (an integral part of Model 231) is entrusted to the Supervisory Body established pursuant to Legislative Decree 231/2001.

In compliance with the provisions of Legislative Decree 24/2023, which transposes into Italian law EU Directive 2019/1937 on the protection of persons reporting breaches of Union law, LSCI has decided to adopt a specific procedure to regulate the reporting of improper practices and unlawful conduct by its employees (hereinafter, the "*Whistleblowing Policy*").

The Whistleblowing Policy is an integral part of the Model 231 adopted by the Company and has been published in a specific section of the Group's institutional (<https://www.lear.com/italian-legislative-decree-24-2023>).

Each Recipient is required to promptly report any violation or alleged violation of the provisions of this Code of Ethics that comes to their knowledge in the course of their work or in the context of their relationship with the Company, in accordance with the procedures and in compliance with the specific Policy adopted.

In accordance with the Whistleblowing *Policy*, the following may be reported:

- behavior or actions that are not in line with *Lear's values, Code of Business Conduct and Ethics*, LEAR's Model 231 (of which the Code of Ethics is an integral part), and internal regulations (procedures, policies, etc.);
- behavior or actions that do not comply with the laws applicable to LEAR (at the national or EU level).

Recipients who decide to report a violation must follow the procedures set out in the *Whistleblowing* procedure. In particular, internal reports can be made through the following channels:

1. in writing, via the **online platform** available at the link: <https://secure.ethicspoint.com/domain/media/en/gui/56559/index.html> ;
2. verbally, through the **E&C Helpline**, available 24 hours a day, 7 days a week. The Helpline is managed by a third-party provider who accepts, transcribes, and records all calls received through the Helpline. Whistleblowers can speak to an operator in their own language by calling the toll-free number for their country, available at the following link: <https://secure.ethicspoint.com/domain/media/en/gui/56559/index.html> (for Italy, the number is 800 727 442);
3. at the whistleblower's request, verbally through a face-to-face meeting with the **Whistleblowing Committee**⁴ , which can be requested via the IT platform accessible by typing the following URL: <https://secure.ethicspoint.com/domain/media/en/gui/56559/index.html> , and must be scheduled within 45 days of the request.

If the reported conduct concerns members of the *Whistleblowing* Committee, the *whistleblower* may address their report directly to LEAR's Supervisory Body, in accordance with the procedures set out in *the Whistleblowing Policy*.

If, on the other hand, the reported conduct concerns a member of LEAR's Supervisory Body (SB), the *whistleblower* may request that the report not be communicated to the Supervisory Body or to one or more of its members.

The Committee will carry out the investigations it deems necessary to ascertain the validity of the report in accordance with the *Whistleblowing* Policy (which is referred to in its entirety here⁵).

In this regard, the Company guarantees the utmost confidentiality regarding the identity of the whistleblower and the persons involved/mentioned in the report and, furthermore,

⁴ The *Whistleblowing Committee* () is composed of the Europe-Africa Compliance Coordinator and the Country HR Manager. The *Whistleblowing Committee* is responsible for collecting reports, confirming receipt, and following up on them, including conducting preliminary investigations, while ensuring the confidentiality of all information relating to the whistleblower, the individuals mentioned in the report, and the subject matter of the report, in order to prevent potential retaliatory acts of any kind. The *Whistleblowing Committee* is also responsible for keeping the whistleblower informed of the progress of the internal investigation and for providing feedback to the whistleblower. In addition, it is responsible for reporting to the Company's senior management in accordance with the provisions of the relevant Policy.

⁵ Paragraph 5.4 "Investigation of Reports" of the *Whistleblowing Policy*.

prohibits discriminatory acts, retaliation⁶ or penalties against whistleblowers who have made a report in good faith. Any acts taken in violation of this prohibition are null and void.

In any case, the Committee is required to promptly forward to the Supervisory Body any reports relating to unlawful conduct relevant to Legislative Decree 231/2001 or violations of Model 231, using channels that guarantee compliance with confidentiality requirements, so that the Supervisory Body can assess the appropriateness of undertaking the necessary investigations/actions.

It should be noted that failure to comply with the principles and rules contained in the Policy will result in the application of the disciplinary system adopted by LEAR, including the disciplinary system provided for in this Model 231.

The Model's disciplinary system provides for the application of specific sanctions in the event of violation of the protective measures for the protection of the whistleblower and the persons indicated in the *Whistleblowing* Policy ("**Other Protected Persons**," as detailed in paragraph 6.1), or in the event of reports made with intent or gross negligence that prove to be unfounded, and any other case of misuse or exploitation of the *whistleblowing* channels.

Finally, if the conditions set out in Article 6 of Legislative Decree 24/2023⁷ are met, the *whistleblower* may make an **External Report** to ANAC (the National Anti-Corruption Authority), using the channels specifically set up by the latter. External reports are also considered protected reports under the policy adopted by LEAR (for more details on how to make a report, please refer to Chapter 7 of the *Whistleblowing* Policy).

APPROVALS AND AMENDMENTS TO THE CODE OF ETHICS

This Code of Ethics has been approved by the Board of Directors.

⁶ With regard to conduct considered retaliatory, please refer to the provisions of Article 17 of Legislative Decree 24/2023.

⁷ Pursuant to Article 6 of Legislative Decree 24/2023, external reporting may be carried out in the following cases:

- the mandatory internal channel is not active or is active but does not comply with the law;
- the Whistleblower has already made an internal report, but no action has been taken;
- the Whistleblower has reasonable grounds to believe that, if they made an internal report, it would not be effectively followed up or that the report itself could lead to the risk of retaliation;
- the Whistleblower has reasonable grounds to believe that the violation may constitute an imminent or obvious danger to the public interest.

Any amendments and/or updates to the Code of Ethics must be approved by the Board of Directors and promptly communicated to the Recipients.



Lear Specialty Cars Italy S.r.l.

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