

# American Express – EU Whistleblowing Protocol

## Handling whistleblower complaints in the European Union

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Last reviewed	December 2024
Next review	December 2025
Approved by GCO International (VP, EMEA, Employment Law Group)	

### Background –

The European Union (EU) Whistleblowing Directive (Directive (EU) 2019/1937) (the “**Directive**”) serves to protect whistleblowers based in the EU. American Express (the “**Company**” or “**AXP**”) provides a global channel for, and protection of, whistleblowers under AEMP17 Whistleblower Claims Policy (the “**Global Policy**”).

AXP has put this additional Protocol in place to reflect the requirements of the Directive and local implementing legislation, where relevant.

### AXP policies and procedures –

Whistleblowing policy at AXP is governed globally by AEMP17 Whistleblower Claims Policy.

There are also bespoke whistleblowing policies and procedures in place for certain EU markets. These are:

- **Netherlands** – Before the implementation of the WB Directive, this market already had a local bespoke Whistleblowing policy to comply with local whistleblowing regulations. The local policy has been updated following the transposition of the Whistleblowing Directive.
- **Spain** – This market has a country-specific addendum which regulates AXP Spain’s local reporting channels.
- **Belgium** – This market has a country-specific addendum which regulates AXP Belgium’s local reporting channels.
- **Italy** – This market has a country-specific addendum which regulates AXP Italy’s local reporting channels.
- **Poland** – This market has a country-specific addendum which regulates AXP Poland’s local reporting channels.

The Addendums listed above supplement the Global Policy and this Protocol and prevails over said Global Policy and Protocol in case of discrepancy.

### Protocol –

All EU markets should comply with the below Protocol for dealing with whistleblowing reports, regardless of the format or source of the whistleblowing report.

1. The Directive requires internal whistleblowing procedures on a local legal entity level where they are regulated or there are over 50 employees<sup>12</sup> in the legal entity. AXP complies with this under the Global Policy, this Protocol, and local Addendums of this Protocol, where needed, permitting reporting locally.
  
2. The protection provided by the Directive will apply to individuals<sup>3</sup> who report a breach of EU law in any of the following areas:
  - public procurement
  - financial services, products and markets, and prevention of money laundering and terrorist financing
  - product safety and compliance
  - transport safety
  - protection of the environment
  - radiation protection and nuclear safety
  - food and feed safety, animal health and welfare
  - public health
  - consumer protection
  - protection of privacy and personal data, and security of network and information systems
  - breaches affecting the financial interests of the EU
  - breaches relating to the EU internal market.

The Directive permits EU Member States to extend their national provisions to cover areas beyond those listed above with a view to promoting a comprehensive and coherent whistleblower protection framework at national level. Those local nuances or deviations of those countries where AXP has employees are included in this Protocol as **Annex 1** and will be taken into consideration.

3. Any individual who suspects a serious breach of Company policy or the law should report it immediately to their leader, if appropriate and they are comfortable doing so, or to any of the following Amex resources: the General Council's Organization (GCO), the Internal Audit Group (IAG), Global Security, Compliance, the Colleague Experience Group (CEG), Colleague & Labor Relations (CLR) **or the Amex Ethics Hotline** (amex.ethicspoint.com). It also includes the possibility of an oral report through the Hotline call system.

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<sup>1</sup> **For Germany**, employees should be understood according to Section 3 (8) of German Whistleblowing-Protection-Act: employees ("Arbeitnehmer"), those employed for their vocational training ("Berufsausbildung") and those persons who are considered to be comparable to employees because of their economic independence; this includes, without limitation, persons employed in home-based work ("Heimarbeit") or persons assimilated to them.

<sup>2</sup> **For France**, at least 50 employees at the end of two consecutive financial years.

<sup>3</sup> **Individuals** are all AXP colleagues including employees, contractors, suppliers, volunteers, trainees, workers and other individuals acting in a similar capacity, as well as current shareholders, across all Company business lines, subject to local laws.

4. **Should reporters wish to raise concerns locally, local CEG, Global Security, GCO, Compliance or IAG** will be considered as the local designated persons/teams by AXP to receive, process and follow up local reports. The team or local unit handling the report will be totally independent in the performance of its duties.

If the designated person and teams consider that the processing would be handled more effectively by another entity due to a potential conflict of interest, they may invite the reporter to withdraw the report and submit it via the internal channel of the other entity concerned. The local designated persons/teams remain responsible and accountable until the report is withdrawn, including for maintaining confidentiality, giving feedback, and processing the report.

**For Germany and Hungary**, individuals suspecting breaches of Company policy, or the law are not obliged to report them. However, it does not affect separate specific legal obligations to report unlawful actions.

If they report a breach, internal reporting should be favoured over external reporting as far as an internal proceeding is deemed to be helpful.

Regardless which reporting channel is used, the local business unit will remain responsible for the process and the compliance with local law. If the findings of the investigation indicate potential criminal conduct, the persons responsible for the investigation must immediately raise this with Global Security and GCO Employment Law Group (ELG).

5. For those countries where AXP operates and where there are no employees based in the market, individuals will still be able to report any infringement detailed in point 1 through the Amex Ethics Hotline (amex.ethicspoint.com). Contact can be made via the Amex Ethics Hotline website or toll-free telephone number as described in the Global Policy. The same applies to any individual located in a country where AXP has its own colleagues, meaning that all individuals can report directly to the Amex Ethics Hotline, which is a global whistleblowing tool.
6. All whistleblowing reports, regardless of how they are received, must be acknowledged within seven days of receipt. If the reporter requests a physical meeting it will be set up within the maximum periods agreed locally<sup>4</sup>. Feedback on the whistleblowing report should be provided to all whistleblowers, regardless of how the report is received, within three months from the acknowledgement of receipt. Additional obligations may apply depending on local markets.
  - Save as otherwise provided above, feedback does not necessarily mean the conclusion of the investigation must be within three months. Feedback means providing information on *‘the action envisaged or taken as follow-up and on the grounds for such follow-up’* – this could include a communication to state that the action envisaged as follow up for the moment is further investigation of the complaint.

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<sup>4</sup> **For France:** At the request of the reporter, reports may be made in a physical meeting (and with the employee's consent, during a videoconference) organized no later than twenty working days after receipt of the request.

- In any event, feedback should not be provided to whistleblowers without first consulting GCO (Santiago Gonzalez Perez, Vice President and Senior Counsel, ELG Santiago.Gonzalez@aexp.com or a deputy of the ELG Team), which will not act as the local responsible designated person to process the investigation (unless specifically agreed) but as a legal consultant for all whistleblowing complaints to ensure compliance with the Global Policy, the Directive and the local transposition, when applicable.
7. AXP will not decline to investigate whistleblowing reports which are anonymous or based on the relationship the reporting individual has with the Company (e.g., contractor, new recruit, supplier) as long as the reporting individual is under the Directive's or local scope and can benefit from its protection.
  8. If a reporting individual asks for information on how to report a whistleblowing concern to external authorities, GCO (ELG) should be informed immediately, and the reporting individual advised that this information is contained in an Annex to the Global Policy which is available on The Square. AXP is required to provide this information by the Directive.
  9. An individual who meets the conditions for protection under the Directive is safeguarded from any form of retaliation and from threats of or attempt at retaliation (it must be assumed that there has been retaliation, and, in court proceedings, the burden of proof is on the Company to show that it has not retaliated). Therefore, prior to adopting any employment related measures (e.g., low rating, PIP, demotion, termination, etc.) against an individual who becomes protected under the Directive or local law, GCO (ELG) should be consulted.
  10. It is recommended to put in place a process for monitoring those who make whistleblowing complaints under the Directive to ensure that no adverse employment action is taken against whistleblowers without prior consultation with CEG and GCO (ELG).
  11. Any processing of personal data carried out pursuant to the Directive shall be carried out in accordance with local applicable regulation together with the Regulation (EU) 2016/679 and Directive (EU) 2016/680. Details of the data processing are set out in the related privacy notice.
  12. Local laws implementing the Directive frequently contain strict confidentiality requirements on local reports, limiting the extent to which details of the whistleblower and/or any subject can be shared. In case of doubt, GCO (ELG) should be consulted.

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## ANNEX 1: LOCAL SCOPE OF WHISTLEBLOWING REPORTS

Country	Additional scope
<b>Belgium</b>	<ul style="list-style-type: none"> <li>• Fight against tax fraud.</li> <li>• Fight against social fraud.</li> <li>• It is not included under the scope of whistleblowing reports, concerns related to national security area, classified information, information covered by medical confidentiality and the professional confidentiality of attorneys and information covered by the confidentiality of judicial deliberations. Labor disputes (e.g., being unhappy with personal circumstances, being unhappy with the workplace environment, etc.) are not covered either by the material scope of the Belgian Whistleblower Act.</li> </ul>
<b>Finland</b>	<ul style="list-style-type: none"> <li>• Breaches of EU or national law if they (i) are punishable offenses, (ii) may result in a penalty fee, or (iii) may seriously endanger the realization of public interest.</li> <li>• Infringements of the rules governing the financial management of the European Union or the implementation of expenditure or the collection of Union revenue or funds, infringement of the rules governing the granting, use or recovery of grants or State aid and infringements of tax rules by companies and entities or arrangements for obtaining tax advantages.</li> </ul>
<b>France</b>	<ul style="list-style-type: none"> <li>• Criminal offence, misdemeanor, a threat or harm to the general interest, a violation, or an attempt to conceal a violation: (i) of an international commitment duly ratified or approved by France, or (ii) of a unilateral act of an international organization taken based on such an undertaking.</li> <li>• It is not included under the scope of whistleblowing situations where employees are unhappy with their personal circumstances such as their treatment in the workplace, workplace environment, salary or working conditions, or any other personal issues.</li> </ul>
<b>Hungary</b>	<ul style="list-style-type: none"> <li>• Reports may be made regarding any unlawful activities infringing national law, including cases of fraud.</li> <li>• Protection of the Directive only applies in respect of alleged breaches of EU laws, to the extent to those EU laws are listed in the annexes to the Hungarian Whistleblowing Act.</li> </ul>
<b>Ireland</b>	<ul style="list-style-type: none"> <li>• Criminal offences.</li> <li>• Failure to comply with a legal obligation (other than a worker's contract of employment).</li> <li>• Miscarriage of justice.</li> <li>• Endangerment of health and safety.</li> <li>• Damage to the environment.</li> <li>• Unlawful or improper use of public funds.</li> <li>• Oppressive, discriminatory, or negligent behavior by a public body.</li> <li>• Concealing or destroying evidence of wrongdoing.</li> <li>• Issues such as workplace grievances and contract disputes are not considered reportable offences under the scope of whistleblowing.</li> </ul>
<b>Italy</b>	<ul style="list-style-type: none"> <li>• Breaches of national legislative and statutory provisions resulting in torts, administrative, accounting or criminal offences.</li> <li>• Any unlawful conduct that is relevant pursuant to Legislative Decree No. 231/01 ("Decree no. 231") or any breaches of Organizational, Management and Control Model ("231 Model") ("231 Reports").</li> <li>• Reports concerning labor disputes are excluded from the scope of whistleblowing.</li> </ul>

<b>Netherlands</b>	<ul style="list-style-type: none"> <li>• Any act or omission involving the public interest<sup>5</sup> in: <ul style="list-style-type: none"> <li>○ a breach (or impending breach) of a statutory requirement, including any criminal offence (or impending criminal offence),</li> <li>○ a risk (or impending risk) to public health,</li> <li>○ a risk (or impending risk) to human safety,</li> <li>○ a risk (or impending risk) of environmental damage,</li> <li>○ a risk (or impending risk) to the proper functioning of the Company due to an improper way of acting or failure to act,</li> <li>○ a breach (or impending breach) of any rule other than a statutory requirement,</li> <li>○ a waste (or impending waste) of government funds,</li> <li>○ deliberate withholding, destruction or manipulation of information concerning the matters described in paragraphs (i) to (vii) above (or an impending risk of the same).</li> </ul> </li> <li>• Purely personal disputes with no public interest do not fall within the scope of the whistleblowing situations (i.e. if it concerns only personal interests and the act or omission is not serious or significant).</li> </ul>
<b>Poland</b>	<ul style="list-style-type: none"> <li>• Corruption.</li> <li>• Constitutional freedoms and rights of the human being and the citizen occurring in the relations of the individual with public authorities.</li> <li>• Breaches affecting the financial interests of the State Treasury of Poland or any local self-government unit.</li> <li>• Reports relating to individual employee grievances, complaints relating to job performance, or complaints related to the terms and conditions of employment do not fall within the scope of the whistleblowing situations.</li> </ul>
<b>Spain</b>	<ul style="list-style-type: none"> <li>• Acts or omissions that may constitute "serious" or "very serious" administrative infringements or criminal offences, including all those serious or very serious administrative infringements or criminal offences that involve economic loss for the Public Treasury and for Social Security.</li> </ul>
<b>Sweden</b>	<ul style="list-style-type: none"> <li>• Breaches of Swedish law implementing or supplementing Union law within the scope of Whistleblowing Directive (i.e. product safety/product compliance, environmental issues etc.).</li> <li>• Concerns that are of such nature that it is of public interest.</li> <li>• Report concerns regarding individuals own employment relationship do not fall within the scope of the whistleblowing situations.</li> </ul>

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<sup>5</sup> The public interest is at stake in any case if the act or omission does not only affect personal interests but must also have either a pattern or structural character or the act or omission must be severe or extensive.