

## **STONERIDGE, INC.**

### **WHISTLEBLOWER POLICY AND PROCEDURES**

#### **Purpose**

This policy addresses the Company's continuing commitment to integrity and ethical behavior by helping to foster and maintain an environment where employees can act without fear of retaliation by establishing procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Reference is also made to the Company's Code of Conduct (the "Code") and, in particular, Our Commitment to Integrity section thereof (Ask Questions and Speak Up) dealing with reports of suspected wrongdoing generally.

The purpose of this policy is to encourage all employees to disclose any wrongdoing that may adversely impact the Company, the Company's customers, shareholders, employees, investors, or the public at large. This policy also sets forth an investigative process of reported acts of wrongdoing and retaliation. As stated in the Code, employees are strongly encouraged to discuss with supervisors, managers, or other appropriate personnel when in doubt about the best and ethical course of action in a particular situation.

#### **Reports of Wrongdoing**

The Company shall not take adverse employment action against an employee in retaliation for:

- any reports of wrongdoing made in good faith; or
- providing information or causing information to be provided in an investigation conducted by any state or federal regulatory agency or authority, a member of the U.S. Congress, any committee of Congress, or person at the Company with supervisory or similar authority over the employee, regarding any conduct the employee in good faith believes constitutes a violation of federal law regarding securities fraud, any rule or regulation of the Securities and Exchange Commission or any provision of federal law relating to fraud against the Company's shareholders; or
- participating in an investigation, hearing, court proceeding or other administrative inquiry in connection with a report of wrongdoing.

This policy is intended to encourage reporting of wrongdoing by the Company's employees and presumes that employees will act in good faith and will not make false accusations. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to discipline, up to and including termination of employment. Employees who report acts of wrongdoing pursuant to this policy can and will continue to be held to the Company's general job performance standards. Therefore, an employee against whom legitimate adverse employment actions have been taken or are proposed to be taken for reasons other than prohibited retaliatory actions, such as poor job performance or misconduct by the employee, is prohibited from using this policy as a defense against the Company's lawful actions.

## Definitions

For purposes of this policy:

(1) Good Faith. Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious, false, or frivolous.

(2) Wrongdoing. Examples of wrongdoing include, but are not limited to, fraud, including financial fraud and accounting fraud, violation of laws and regulations, violations of Company policies, unethical behavior or practices, endangerment to public health or safety and negligence of duty.

(3) Adverse Employment Action. Examples of adverse employment action include, but are not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, harassment, denial of compensation and privileges as a result of the employee's report of wrongdoing, or any manner of discrimination against an employee in the terms and conditions of employment because of any other lawful act done by the employee pursuant to this policy or Section 806 of the Sarbanes-Oxley Act of 2002.

## Reports of Wrongdoing

An employee who becomes aware of any wrongdoing or suspected wrongdoing are encouraged to make a report as soon as possible by contacting the Director of Compliance or his or her designee (in case a designee is selected, notice of such selection shall be given to all employees). Acts of wrongdoing may be disclosed in writing, telephonically or in person. The current contact information for the Director of Compliance is as follows:

Renée Rourke  
Director of Compliance  
Stoneridge, Inc.  
39675 MacKenzie Drive, Suite 400  
Novi, MI 48377  
(248) 829-2095  
e-mail: [renee.rourke@stoneridge.com](mailto:renee.rourke@stoneridge.com)

In the event the act of wrongdoing concerns the Director of Compliance or his or her immediate subordinates, the report of wrongdoing should be filed with the Compliance and Ethics Committee of the Board of Directors.

Contact information for the Compliance and Ethics Committee Chairman is as follows:

George S. Mayes Jr.  
Chairman – Compliance and Ethics Committee  
Stoneridge, Inc.  
39675 MacKenzie Drive, Suite 400  
Novi, MI 48377  
(248) 489-9300

Except as otherwise provided below with respect to confidential and anonymous submissions by employees of concerns regarding questionable accounting, auditing or internal accounting control matters (see below), to the extent practical, the identity of any employee who makes reports pursuant to this policy shall not be revealed to persons in the employee's department, division or work location. The Company will make good faith efforts to protect the confidentiality of employees making reports; provided, however, the Company or its employees and agents shall be permitted to reveal the reporting employee's identity and confidential information to the extent necessary to permit a thorough and effective investigation.

### **Confidential and Anonymous Reports Relating to Questionable Auditing and Accounting Related Matters and Workplace Concerns**

In addition to the other procedures set forth herein, the Company has established, and the Audit Committee has approved procedures by which employees and persons other than employees may make confidential and anonymous submission of concerns regarding questionable auditing and accounting related matters and workplace concerns involving the Company. Persons wishing to make such a confidential and anonymous submission should contact the Stoneridge Integrity Helpline at [www.stoneridgeintegrityhelpline.com](http://www.stoneridgeintegrityhelpline.com) to submit a report online or to find a local toll-free telephone number.

### **Treatment of Reports and Administration of Policy**

This policy should be read together with the Company's Code, which also encourages reporting of suspected wrongdoing and addresses ways to make such reports. The Audit Committee of the Company's Board of Directors shall be primarily responsible for the administration of this policy; provided, however, the Audit Committee shall coordinate with the Compliance and Ethics Committee on the administration of this policy and shall work closely with the Director of Compliance to ensure this Policy's effectiveness and may delegate to management and/or third parties, including professional advisors, responsibility for all or part of the administration of this policy. The Audit Committee Chairman shall be promptly notified of, and the Audit Committee shall be provided quarterly summaries of, all reports/complaints made pursuant to this policy, through the Company's Integrity Helpline or made pursuant to the Code concerning (i) the Company's accounting, internal accounting controls, or auditing matters, or (ii) confidential, anonymous submission by Company employees of concerns regarding questionable

accounting or auditing matters (together such reports, complaints and concerns are referred to as “Accounting and Financial Concerns”).<sup>1</sup>

For each reported instance of a suspected wrongdoing, report or complaint related to Accounting and Financial Concerns an inquiry or investigation will be initiated to determine if the report can be substantiated or has merit. That inquiry or investigation will be made by such person or persons (the “Investigating Officer”) designated by the Audit Committee to review the Accounting and Financial Concern, which person may include members of the Audit Committee, the Compliance Department, the Director of Internal Audit, the Chief Legal Officer or his or her designee or outside legal counsel. The Investigating Officer shall conduct the initial inquiry and make a determination, in his or her reasonable judgment, whether a reasonable basis exists for commencing a further review or investigation. The purpose of the initial review of the Investigating Officer is to screen the reports of Accounting and Financial Concerns so that the Audit Committee does not have to further review or investigate immaterial, unsubstantiated, or spurious complaints. Nevertheless, the Audit Committee shall have oversight authority and review on a regular basis, complaints received that were screened out for immediate reporting to the Audit Committee. If the Investigating Officer does not screen out an Accounting and Financial Concern, he or she shall promptly forward the Accounting and Financial Concern to the Chairman of the Audit Committee along with the Investigating Officer’s conclusions (even if preliminary or qualified) about the merits of the Accounting and Financial Concerns.

Following the receipt of any Accounting and Financial Concerns found by the Investigating Officer to merit further review or investigation the Audit Committee shall further review or investigate each matter reported and recommend that the Company or Board take appropriate corrective or disciplinary action. The Audit Committee may enlist employees of the Company and/or outside legal, accounting, or other advisors, as appropriate, to conduct any investigation of an Accounting and Financial Concern.

A confidential file for each report or complaint will be maintained for an appropriate time period. Human Resources or other appropriate management personnel may be contacted to determine what employment action, if any, should be taken.

### **Claims of Retaliation**

Claims of acts of retaliation should be submitted to the Director of Compliance or Audit Committee, as applicable. The recipient of such claims will immediately notify appropriate Company personnel, who shall initiate a confidential investigation.

In accordance with New York Stock Exchange Listing Standard 303A.07, Securities Exchange Act Rule 10A-3(b)(3) and Section 301 of the Sarbanes-Oxley Act of 2002, this policy was adopted by the Board of Directors and approved by the Audit Committee in 2004 and updated in December 2019.

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<sup>1</sup> The Compliance and Ethics Committee shall receive reports on all matters reported that are not required to be reported to the Audit Committee hereunder. In such case, the Compliance and Ethics Committee shall oversee the investigation and resolution of such reports.