

Whistle Blower Policy

Van Ameyde Group

1-4-2024

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2 Introduction

2.1 Scope

This Policy applies to employees, former employees, candidates, and parties with whom Van Ameyde (VA) Group has a business relationship (such as contractors, subcontractors, and suppliers).

2.2 Purpose

VA Group's reputation and organizational integrity are key requirements to operate successfully. Failing to meet these requirements would violate VA Group's business principles and may expose VA Group and its employees to possible regulatory and/or criminal liability.

The reporting of (suspected) criminal or unethical conduct by or within VA Group is vital for maintaining sound business conduct. All persons are encouraged to report any of these behaviors through the available reporting channels (i.e., through their immediate or next higher-level manager, or through a confidant) in order to keep an open dialogue.

Whistleblowers who report in good faith any suspected or actual criminal conduct, unethical conduct or other misconduct, including a (suspected) breach of (EU) law by or within VA Group are eligible for protection under the WBR Policy. It should be noted that although VA Group will take all reasonable steps to support a whistleblower throughout the process described in this Policy, the level of support might differ between employees and non-employees.

Compliance with the WBR Policy applies to all majority owned VA Group businesses (or business entities), businesses under VA Group's management control and their employees.

The WBR Policy applies to concerns about, suspected or actual criminal conduct, unethical conduct or other misconduct including a (suspected) breach of (EU) law by or within VA Group, including but not limited to:

- Accounting, internal accounting controls or auditing matters;
- Money laundering or terrorist financing or financing clients who violate human rights;
- Market manipulation;
- Insider dealing;
- Breach of client confidentiality or privacy;
- Theft;
- Fraud;
- Bribery or corruption; and
- Undesirable behaviors.

The WBR Policy may not apply to:

- Complaints (not being a concern as defined in this Policy) for which specific procedures have been established within VA Group, for example, complaints related to IT, certain types of labor law matters (e.g., disagreement about appraisals) or customer complaints. To determine whether these complaints fall within the scope of the WBR Policy, they will be assessed on a case-by-case basis. If not in scope of the WBR Policy, these complaints will be redirected to the appropriate channel.

2.3 Exceptions

The WBR Policy does not apply to:

- External complaints (not being a concern as defined in this Policy) from i.e., clients, external parties.

2.4 Legislation

The EU Directive [Directive (EU) 2019/1937] is applicable for this policy, if applicable relevant local laws will be taken into account. In jurisdictions where (local) laws or regulations set stricter rules than those set out in the WBR Policy, the stricter rules prevail.

In case of deviations due to mandatory applicable laws and/or regulations, approval from Group Risk & Compliance as policy owner is required.

2.5 Definitions

The following definitions apply in this policy:

- Employee: the person who, whether employed on a permanent basis or not, works/worked for the company and its subsidiaries and reports a suspected abuse;
- Non-employees: All non-VA Group persons who are in contact with our companies;
- Persons: All individuals, such as but not limited to (non)-employees, candidates and parties and parties with whom VA Group has a business relationship;
- Candidates: person applying for a position within VA Group;
- Confidant: Confidential Advisers inform employees about internal reporting, support employees in the reporting process, and can advise the organization on the improvement of its integrity management system;
- Superior: the person acting as the direct supervisor of the employee;
- Subsidiary: an operating company of Van Ameyde International BV (VAI);
- The Managing Director: the managing director of the subsidiary and/or region and, in VAI's case, the Chief Financial Officer (*the Board Member responsible for human resources*);
- The Chairman of the (VAI) Board: the chairman of the Board of Directors of VAI; the VAI Board: The Board of Directors of VAI;
- Companies: companies within the Van Ameyde Group, including any subsidiary, associate, or joint venture in which VA Group, directly or indirectly, has a controlling interest or is beneficiary;
- Whistleblowers: All persons who are in contact with our company in the course of their professional activities;
- Risk & Compliance and/or Internal Audit: Single point of contact as independent and impartial functions/staff, which is part of and serving the regions;

2.6 Reference to other documents

Please refer also to:

- Code of Conduct;
- Fraud Prevention Policy;
- IT Security Policy;
- Data Protection Policy;
- Incident Management and Reporting Standard;

2.7 Version and implementation

Version	Changes	Dates	Author
1.0	Establishing policy	December 1, 2008	Risk & Compliance
2.0	Update policy	March, 2016	Risk & Compliance
3.0	Update policy	September, 2018	Risk & Compliance
4.0	Update policy	February, 2019	Risk & Compliance
5.0	Update policy	August, 2020	Risk & Compliance
6.0	Update policy	December, 2021	Risk & Compliance
7.0	Actualising to EU whistle-blower directive	August, 2022	Risk & Compliance
8.0	Update and minor textual changes	August, 2023	Risk & Compliance
9.0	Update and minor textual changes	March, 2024	Risk & Compliance

2.8 POLICY OWNER AND CONTACT INFORMATION

The policy owner is Director of Risk & Compliance.

It is the responsibility of all VA Companies' Managing Directors, Group Directors, and Statutory Directors to fully implement the requirements of this Group policy.

The policy owner is responsible for providing all additional communications and/or training/guidance as required to assist with the implementation process.

The contact information of the department Risk & Compliance is:

Van Ameyde International B.V.
 Department Risk & Compliance
 Einsteinlaan 20
 2289 CC Rijswijk

Mailing address

P.O. Box 3038
 2280 GA Rijswijk

Telephone: + 31 70 413 76 76

Email: Risk&Compliance@vanameyde.com.

3 Policy

3.1 Reporting a concern

3.1.1 Employees

All Employees are encouraged to report any suspected abuse they reasonably believe has taken place, is taking place or will take place, to report any incident directly and openly.

It is possible to file a report via:

- The Direct Superior;
- A Confidential counsellor, or local Whistle blower reporting officer;
- (Anonymously) through VA Group's external local whistleblowing counsel.

Please consider that, anonymous reporting may hinder or complicate any investigation that may follow and may prevent appropriate action from being taken.

3.1.2 Non-employees

As stated on the VA Group internet site, page "VAG Whistle blower policy", external parties can report suspected or actual criminal conduct, unethical conduct or misconduct by or within VA Group to the Director Risk & Compliance through risk@compliance@vanameyde.com. Alternatively, parties can make use of local functionalities, such as VA Group's external local whistleblowing counsels or VA Group website [complaint section](#), should they wish to remain anonymous.

3.2 Next steps

Unless there are exceptional grounds, the employee will report a suspected abuse internally to his superior. In the event the employee has opted for (anonymous) reporting through the counsellor or external counsel, these parties will assume the next steps in the whistleblowing process and communicate with the employee in question accordingly, where possible / applicable.

The superior will record the report (please refer to Incident Management and Reporting Standard) and the date of receipt in writing and will have this document signed for approval by the employee, who will receive a copy of this document. The superior will ensure that the Managing Director is immediately informed of any suspected abuse and of the date on which the report was received. The superior will furthermore ensure that the Managing Director receives a copy of the record of this report.

The Managing Director will send an acknowledgement of receipt to the employee who has reported the suspected abuse within 7 working days. In this acknowledgement, reference will be made to the original report. The managing Director will report to the Group Director Risk & Compliance and/or the Head of Internal Audit.

All (internal) investigations will be conducted under supervision of the Group Director Risk & Compliance and the Head of Internal Audit. If needed other (internal and/or external) disciplines will be engaged. The Group Director Risk & Compliance and the Head of Internal Audit will decide if and how the investigation will take place. This,

investigation will allow the persons who are involved in the suspected abuse to have their say. Customers will be informed if required and applicable.

The employee who reports the suspected abuse and the person who has been notified of the suspected abuse will treat the report confidentially. No information will be provided to third parties within or outside VA Group and its subsidiaries without the express permission of the Group Director Risk & Compliance and the Head of Internal Audit. When information is provided, the name of both the employees will not be disclosed and the information will furthermore be issued in such a way that the anonymity of the employees is safeguarded as far as possible. To assure this for everyone, all stakeholders must sign a Confidentiality Statement, where non-compliance will result in disciplinary actions.

Within a period of eight weeks from the time of the internal reporting, the employee will be informed in writing by or on behalf of the Group Director Risk & Compliance and/or the Head of Internal Audit of their position regarding the reported suspected abuse. This letter will also indicate which measures have been taken in response to the report.

If the position cannot be supplied within this eight-week period, the employee will be notified of this fact by or on behalf of the Group Director Risk & Compliance and/or the Head of Internal Audit, and an indication will be given of the term within which he can expect to receive a point of view.

3.3 Reporting directly to corporate level by employees

The employee can report a suspected abuse to the Group Director Risk & Compliance and/or Head of Internal Audit, if:

- a) He is not in agreement with the position as referred to in paragraph 3.2;
- b) He has not received a position within the required term as referred to in paragraph 3.2.;
- c) The term as referred to in paragraph 3.2 is, in view of all the circumstances, unreasonably long and the employee has lodged an objection to this effect with the Managing Director, but the latter has not indicated a shorter, reasonable term in response to this objection;
- d) The suspected abuse concerns a board member of the company or subsidiary or;
- e) There are exceptional grounds. Exceptional grounds as referred to occur when there is:
 - o A situation in which the employee may reasonably fear to suffer repercussions as the result of an internal report;
 - o A previous internal report of essentially the same abuse, which was made following the correct procedure, did not eradicate the abuse.

As stated in 3.1, the employee can opt for making use of a confidential counselor, or local external counsel, these parties will take the place in the next steps of the whistleblowing process and communicate back to the employee in question where possible.

The Group Director Risk & Compliance and/or Head of Internal Audit will record the report and the date of receipt in writing within 7 working days and will have this document signed for approval by the employee, who will receive a copy of this document.

The Group Director Risk & Compliance and/or Head of Internal Audit will send an acknowledgement of receipt to the employee who has reported the suspected abuse. If the employee has made a prior report of the suspected abuse, reference will be made to the original report in this acknowledgement.

All (internal) investigations will be conducted under supervision of the Group Director Risk & Compliance and the Head of Internal Audit. If needed other (internal and/or external) disciplines will be engaged. The Group Director Risk & Compliance and the Head of Internal Audit will decide if and how the investigation will take place. The investigation will be started in response to the report of a suspected abuse. This investigation will allow the persons who are involved in the suspected abuse to have their say. Customers will be informed if required and applicable.

The employee who reports the suspected abuse and the person who has been notified of the suspected abuse will treat the report confidentially. No information will be provided to third parties within or outside VAI and its subsidiaries without the express permission of the Group Director Risk & Compliance and/or Head of Internal Audit and the Board of Directors. When information is provided, the name of the employee will not be disclosed, and information will furthermore be issued in such a way that the anonymity of the employee is safeguarded as far as possible.

Within a period of eight weeks from the time of the internal report, the employee will be provided with a detailed written position regarding the reported suspected abuse by or on behalf of the Group Director Risk & Compliance and/or Head of Internal Audit. This letter will also indicate which measures have been taken in response to the report.

If the position cannot be supplied within this eight-week period, the employee will be notified of this fact by or on behalf of the Group Director Risk & Compliance and/or Head of Internal Audit and an indication will be given of the term within which he can expect to receive a point of view.

3.4 External notifications

External notification will follow the process as described in article 3.3 "Reporting directly to corporate level by employees"

3.5 The investigation

The following procedure is put in place to ensure that evidence of an incident is secured in an appropriate manner and that the possibilities for recovery of funds or damages by VA Group and/or local entities are protected as much as possible.

Management of the entity involved will be consulted as much as possible unless directly/indirectly implicated, in which case management at a higher level will be consulted. The Group Director Risk & Compliance and/or Head of Internal Audit may involve appropriate persons, or any other (external) specialists as required.

Neither management nor employees are allowed to conduct or initiate otherwise any investigation (independent or other) or to take any action against a breach or the suspected persons without the authorization of the Group Director Risk & Compliance and/or Head of Internal Audit. Non-compliance will not be accepted, and necessary (disciplinary and/or legal) action will be taken.

Evidence and documentation shall be preserved as per the instructions of the Group

Director Risk & Compliance and/or Head of Internal Audit in accordance with reporting instructions/requirements, disciplinary procedures and applicable local legislation.

Management is obligated to fully co-operate with and assist the investigators and other parties engaged to investigate a suspected abuse. VA Group expects management at all levels to handle all matters concerning a breach seriously, confidentially, and promptly.

Any employee making a whistleblower report may receive general information on the closing of the investigation and its outcome (within an eight-week period), unless giving such feedback would be detrimental to the investigation.

The Group Director Risk & Compliance and/or Head of Internal Audit will maintain a log of all reports received by her/him, tracking their receipt, investigation, and resolution, and shall prepare periodic summary reports thereof for the Board of Directors. Copies of reports and such log will be maintained in accordance with applicable legal requirements.

Suspected employees will not in any way be considered guilty unless the allegations or suspicions have been proven and they have been given the opportunity to defend themselves. It is the responsibility of management to implement any measures (disciplinary or otherwise) deemed necessary because of established abuse incidents in conjunction with the recommendations of the investigation (including applicable HR implications). Furthermore, an aftercare program will be agreed. When such measures deviate from those recommended by the investigation, they will require the prior approval of the Board of Directors.

4 Disciplinary actions and legal protection

4.1 Disciplinary actions

The whistleblower who, with due observance of the provisions set out in this policy, has reported a suspected abuse in good faith will in no way be disadvantaged in his position as the result of this reporting. Such protection will not apply in cases where the suspicion of abuse is not reported in accordance with the procedure as specified in this policy, but instead is shared at any moment (beforehand, simultaneously, or afterwards) with one or more third parties within or outside the company or subsidiary.

VA Group investigates reports promptly and with strict confidentiality and will not retaliate or undertake action against persons for filing a report or assisting another person in doing so. However, intentionally making a false whistleblower report will lead to disciplinary action. Protection will not apply in such cases.

VA Group will not tolerate false reports of a suspected abuse. If a whistleblower makes a report of a suspected abuse which is reasonably known to be false, the person will be subject to disciplinary actions which may ultimately involve termination of employment. False reporting could also lead to civil or criminal prosecution. In addition, the whistleblower will be held liable for damages towards anyone who has suffered from a false report. VA Group does not indemnify or reimburse any person who has made a false report for costs or other consequences related to such false reporting.

VAG does not tolerate any form of threat, retaliation or other action against an employee or person who has made or assisted in the making of a report of a suspected abuse. Any such threat, retaliation or other action must immediately be reported to the Group Director Risk & Compliance and/or Head of Internal Audit.

4.2 Prosecution

Suspected employees will not in any way be considered guilty unless the allegations or suspicions have been proven and they have been given the opportunity to defend themselves. As a rule, and in accordance with applicable laws, VA Group will initiate criminal prosecution of and/or civil action against the persons that committed the breach. Any decision not to initiate prosecution or to pursue civil action may only be made upon the prior approval of the Chief Executive Officer or the Board of Directors.

4.3 Reporting to Board of Directors

Potentially serious abuses, the investigation and conclusion will be reported to the members of the Board of Directors.

5 Approval

The board of Van Ameyde Group approved this policy, effective from 01-04-2024. Any changes to this policy will require the approval of the board.

DocuSigned by:

D599AD0929F4A9
P. Middelkoop

08 April 2024
Date

DocuSigned by:

B091258462DB4A6
J.M.J. Cillessen

08 April 2024
Date

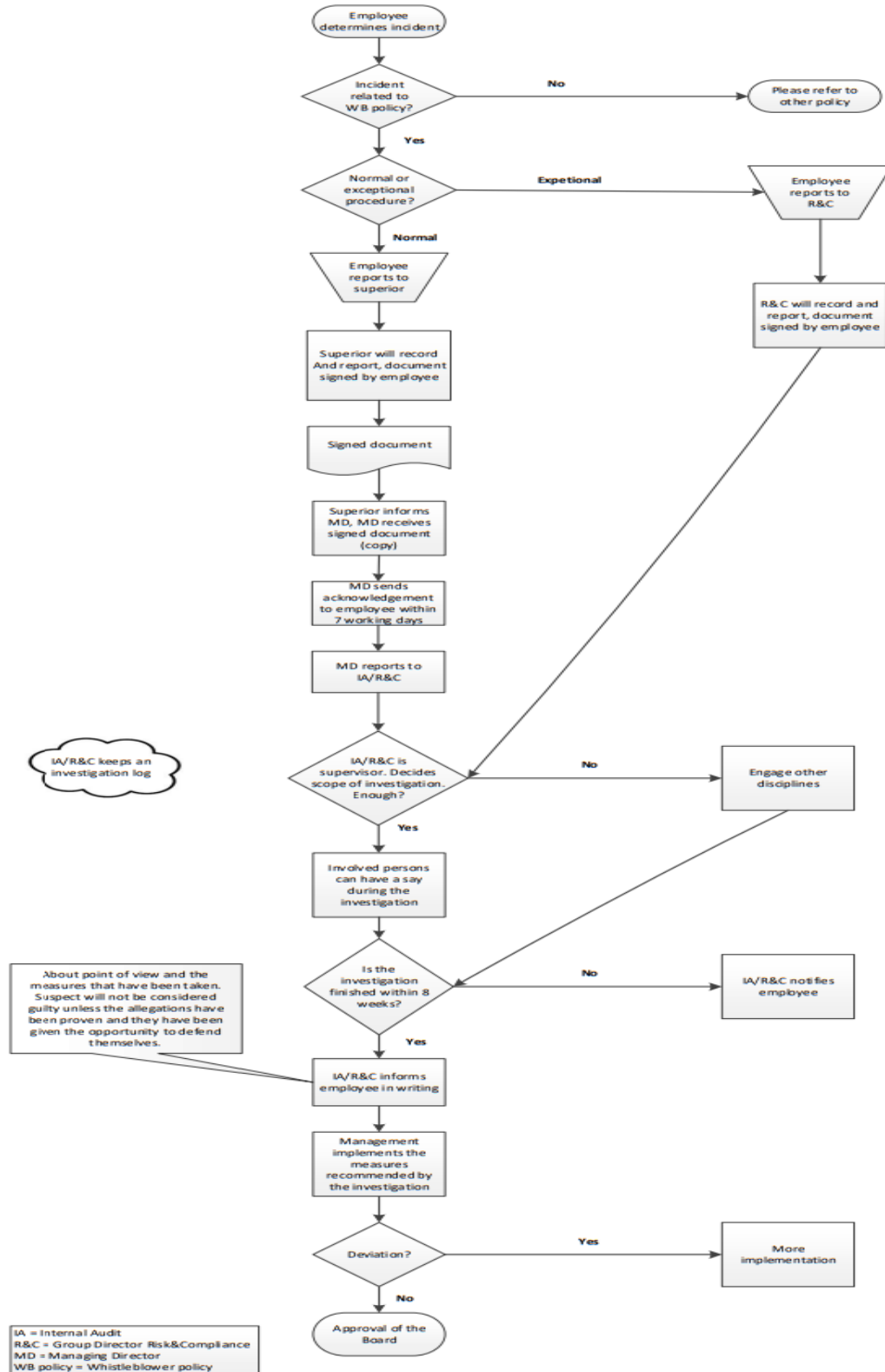
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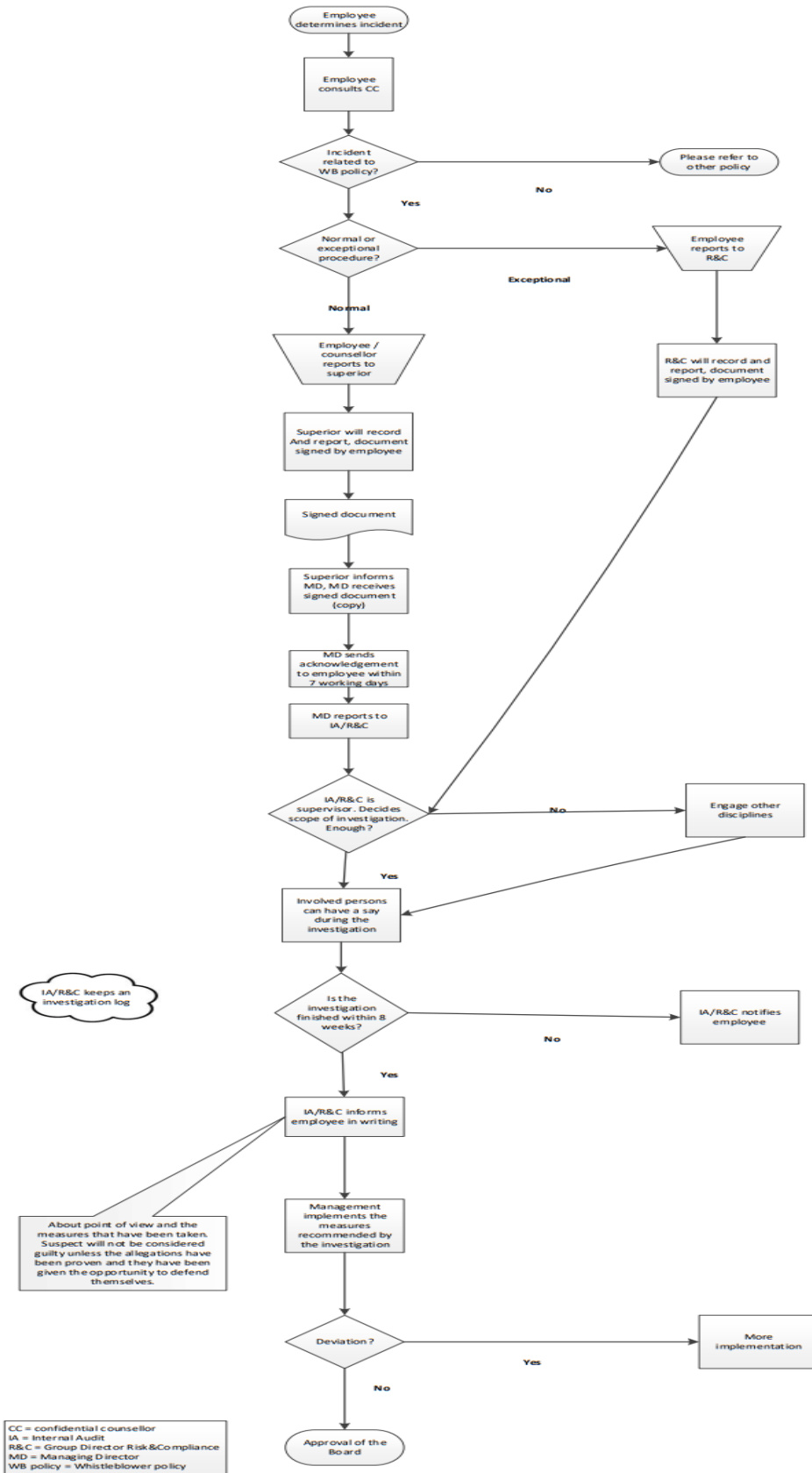
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6 Appendices

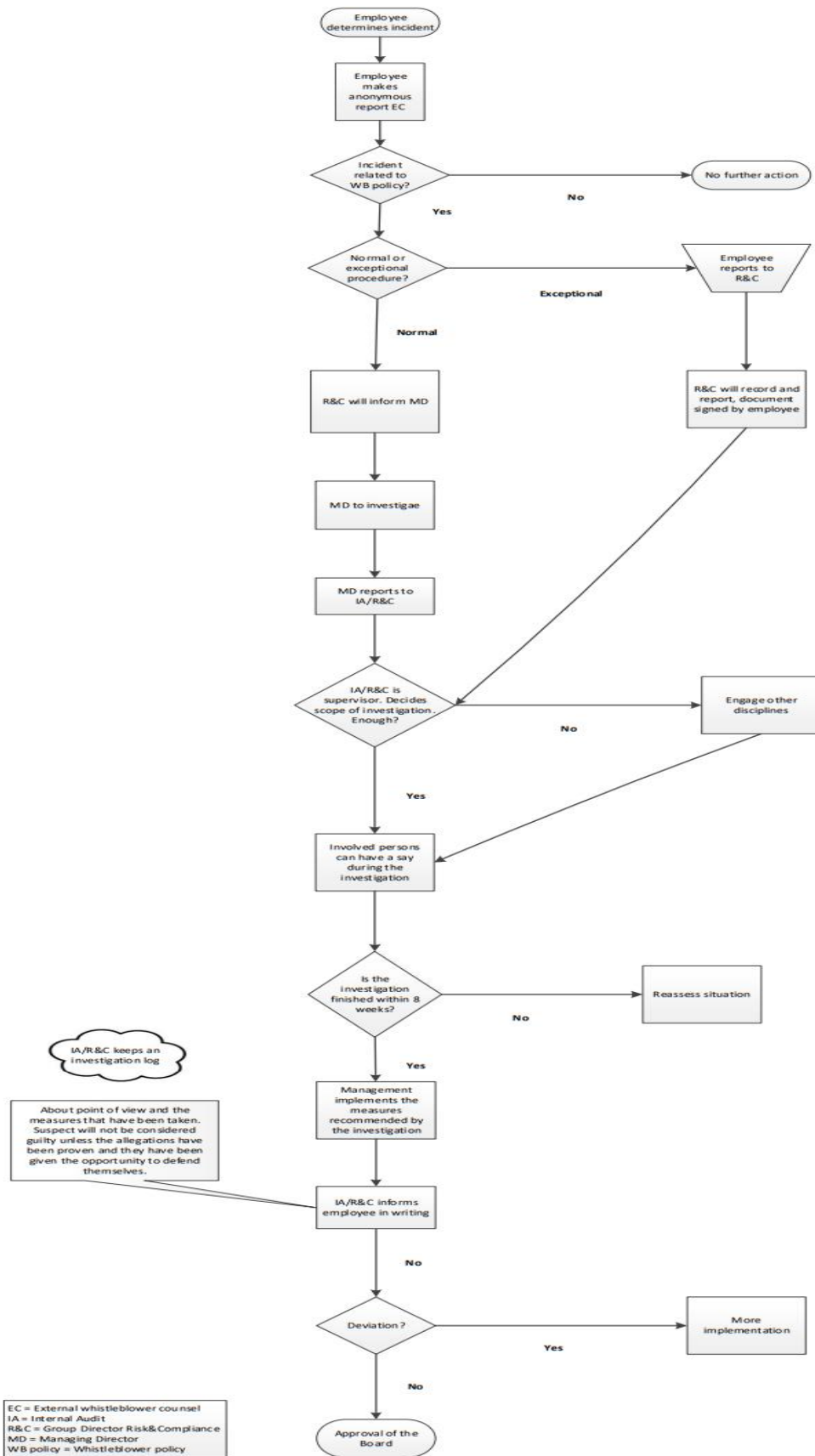
Appendix 1: Employee flowchart – direct reporting



Appendix 2: Employee flowchart – confidant reporting



Appendix 3: Employee flowchart – anonymous reporting



Appendix 4: Flowchart – external reporting

