

# Whistleblower regulation

## Regulation concerning the handling of the suspicion of an abuse with regard to NedSense enterprises n.v.

### Chapter 1 – Definitions

#### Article 1

In this regulation is understood under:

- *the employee*: the one who is either in service operative or not for the company and its subsidiaries;
- *the company*: the limited liability company NedSense enterprises n.v.;
- *the chairman of the board*: the chairman of the board of the company;
- *the chairman of the Supervisory Board*: the chairman of the Supervisory Board of the company;
- *executive*: the one who directly manages the employee;
- *trusted representative*: the one which is appointed by the chairman of the board to act as such for the company and its subsidiaries;
- *a suspicion of an abuse*: suspect, based on reasonable grounds concerning the company, concerning:
  1. a (threatening) punishable offence;
  2. a (threatening) violation of law and legislation;
  3. a (threat of) consciously incorrect informing of public bodies;
  4. a violation within the enterprise applying behaviour rules or
  5. (a threat of) consciously keeping back, destroying or manipulating of information on these facts.

### Chapter 2 – Procedure

#### Article 2

1. Unless there is talk of exceptional grounds such as stated in Article 5 paragraph 2, the employee will report a suspicion of an abuse internally to his manager or if he does not consider report to his manager desirable, then to the trusted representative. Reporting to the trusted representative can also take place alongside the report to the manager.
2. The manager or the trusted representative records the report, with the date on which this is received, if required in writing, and makes sure the records are signed as agreed by the employee, who receives a duplicate of it. The manager or the trusted representative ensures that the chairman of the board is immediately informed of a reported suspicion of an abuse and of the date on which the report is received and that the chairman of the board receives a duplicate of the recording.
3. The chairman of the board sends a receipt confirmation to the employee who has reported a suspicion of an abuse. In the receipt confirmation the original report is referred to. This applies also if the employee has not reported the suspicion to his manager but to the trusted representative.
4. Immediately after the report of a suspicion of an abuse the board will start an investigation.
5. The employee who reports the suspicion of an abuse and the one to whom the suspicion of the abuse has been reported, treat the report confidentially. Without authorisation of the chairman of the board no information is provided to third parties within or outside the company and its subsidiaries. On providing information the identity of the employee will not be named and also, moreover, the information is supplied in such a way that the anonymity of the employee is guaranteed as far as possible.

#### Article 3

1. Within a period of eight weeks as from the moment of the internal report, the employee is informed in writing by or on behalf of the chairman of the board of the opinion of the board on the reported suspicion of an abuse. Thereby it is indicated which steps have lead to the report.
2. If the opinion cannot be given within eight weeks, the employee will be informed of this by or on behalf of the chairman of the board, and will be indicated within which period he can expect an opinion.

### Chapter 3 – Report to the chairman of the Supervisory Board

#### Article 4

1. The employee can report the suspicion of an abuse to the chairman of the Supervisory Board, if:

1. he does not agree with the opinion as stated in article 3 and reports this within 4 weeks to the chairman of the Supervisory Board;
  2. he has not received an opinion within the required period, stated in the first and second paragraph of article 3;
  3. the period, stated in the second paragraph of article 3, taken into consideration all circumstances is unreasonably long and the employee has objected against this to the chairman of the board, yet the latter has then not indicated a shorter, reasonable period;
  4. the suspicion of an abuse concerns a manager of the company, or
  5. there is talk of exceptional grounds as stated in the next paragraph.
2. Exceptional grounds as stated in the previous paragraph under e. occurs, if there is talk of:
    1. a situation in which the employee can fear in reasonability for counter-measures as a result of an internal report;
    2. an earlier internal report in accordance with the procedure of, in principle, the same abuse, which has not removed the abuse.
  3. The chairman of the Supervisory Board records the report, with the date on which this is received, if required in writing and makes sure the records are signed as agreed by the employee, who receives a duplicate of it.
  4. The chairman of the Supervisory Board sends a receipt of confirmation to the employee who has reported a suspicion of an abuse. If the employee has reported the suspicion of an abuse already before, then the original report is referred to in the receipt confirmation.
  5. An investigation is started immediately as a result of the report of a suspicion of an abuse.
  6. The employee who reports a suspicion of an abuse and the one to whom the suspicion of the abuse has been reported, treat the report confidentially. Without authorisation of the chairman of the Supervisory Board no information is provided to third parties within or outside the company and its subsidiaries. On providing information, the identity of the employee will not be named and also, moreover, the information is supplied in such a way that the anonymity of the employee is guaranteed as far as possible.

## **Article 5**

1. Within a period of eight weeks as from the moment of the internal report the employee will be informed in writing by or on behalf of the chairman of the Supervisory Board of an opinion with respect to the content about the reported suspicion of an abuse. Thereby it is indicated which steps have lead to the report. 2. If the opinion cannot be given within eight weeks, the employee will be informed of this by or on behalf of the chairman of the Supervisory Board and will be indicated within which period he can expect an opinion.

## **Chapter 4 – Legal protection**

### **Article 6**

The employee who has reported a suspicion of an abuse in good faith, taking into account the paragraphs in this regulation, will not be disadvantaged in absolutely any way in his/her position as a result of reporting of such.

## **Chapter 5 – Coming into force**

### **Article 7**

This regulation comes into force on 1 April 2005.

This regulation is established in the meeting of the Supervisory Board and the Board of Directors of 9 March 2005.