

Klokkenluidersregeling/ Whistleblower policy

STATER N.V. // 19 December 2023

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Versieoverzicht

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002	1 oktober 2012	Akkoord directie	definitief
003	17 dec 2012	Akkoord OR	definitief
004	25 juni 2021	Concept aangepaste versie Klokkenluidersregeling; Marloes van de Peppel (HR)	concept
004	29 juni 2021	Review concept aangepaste versie Klokkenluidersregeling; Hugo van Zadelhoff (Compliance)	concept
005	29 juni 2021	Aanpassingen concept rapport en toevoegen laatste items; Marloes van de Peppel (HR)	concept
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008	2 november 2023	Review door HR – Elsbeth Groeneboom	concept
009	5 december 2023	Review door legal – Marlene van Brummelen	concept

Voor akkoord

Versie	Datum	Naam	Status
010	19-12-2023	Directie	Definitief

Notes:

- Deviations from this policy are not permitted if in incidental cases an exception to this policy is unavoidable, the exception must be approved by the Board of Directors;
- For the latest version of this policy please visit Station 'Beleidshuis';
- This policy should be read in conjunction with the following policies: Gedragscode Stater/ Code of Conduct Stater.

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Introduction

General

Purpose

The whistleblowers policy of Stater plays a pivotal role in upholding the principles of transparency, accountability, and ethical conduct within our organization. We recognize that fostering a culture of integrity and responsible behavior is essential not only for the well-being of our organization but also for the trust and confidence of our workers, stakeholders, and the broader society. It is important for Stater to be aware of any (potential or suspected) wrongdoings in order to address, mitigate and prevent them.

Principals of Whistleblowing

Whistleblowing serves as a critical mechanism for early detection and correction of potential Irregularity's, misconduct, abuses and unethical practices that may otherwise remain concealed. It empowers individuals who witness such actions to come forward and voice their concerns without fear of reprisal. This policy, therefore, underscores our commitment to the following crucial principles:

Ethical Standards: We are dedicated to upholding the highest ethical standards in all aspects of our operations. The whistleblowers' policy reinforces our unwavering commitment to integrity, honesty, and compliance with all applicable laws and regulations.

Accountability: We recognize the importance of holding individuals accountable for their actions. Reporting and investigating allegations of Irregularity are essential steps in ensuring that those responsible are brought to justice and that the organization remains on a path of ethical conduct.

Protection of Whistleblowers: We value the courage and integrity of whistleblowers who come forward to report misconduct. It is our duty to ensure that those who speak up are protected from any form of retaliation. This policy provides a robust framework to safeguard whistleblowers' rights and well-being.

Organizational Improvement: Whistleblowing is not just about identifying problems; it is also about facilitating continuous improvement. By encouraging individuals to report concerns, we create opportunities to enhance our processes, systems, and internal controls, ultimately leading to a stronger and more resilient organization.

Trust and Reputation: Trust is the foundation of our relationships with workers, customers, partners, and the public. An effective whistleblowers' policy demonstrates our commitment to transparency, which, in turn, strengthens trust in our organization and protects our reputation.

In summary, this whistleblowers' policy serves as a cornerstone of our commitment to ethical conduct, accountability, and the well-being of our organization and the society at large. We encourage all workers and stakeholders to actively engage in promoting these principles by reporting concerns and contributing to a culture of integrity within Stater. Your involvement is essential to our collective success and the enduring trust we strive to build and maintain.

Legal background

Effective 18 February 2023, the updated Whistleblower Protection Act (Wet bescherming klokkenluiders -WHvK) applies in accordance with European Union Directive 95/46/EC. The reporting mechanism and subsequent investigative procedures ensure the protection of the identity of both the person who reports the wrongdoing and if relevant the natural person who is allegedly responsible for the wrongdoing.

Scope

What is in scope of the Whistleblower Policy

This policy applies to Stater N.V. and all its subsidiaries, branches and representative offices in the Netherlands ('entities') that are under its control (together referred to as 'Stater', unless explicitly stated otherwise. Stater Belgium and Germany are excluded from this policy. It applies everywhere, for all locations, roles and seniority levels. The application of this policy includes all workers who work, worked or will work for Stater, regardless of the duration of their employment contract or other type of relationship (e.g. Interns, volunteers, self-employed workers, and extends to third parties including customers, business partners, shareholders, suppliers, clients, and the public in general. The list of Concerns of wrongdoings that fall within scope of this policy are listed under 1.2.3.

The Whistleblower reporting scheme is not intended for

The Whistleblower reporting scheme is not intended for individual issues such as a conflict between an employee and his immediate superior, or complaints about the service of Stater or its clients, but also not intended for situations in which a person no longer feels safe in his or her workplace such as bullying, aggression and violence, (sexual) harassment, discrimination.

Complaints about the service can be sent to ckm@stater.nl or by post: Then send your complaint along with copies of documents or information that clarify your complaint to: Stater NV Department of Centraal Klachtenmanagement Postbus 2686 3800 GE Amersfoort.

In case of a **direct conflict between an employee and his immediate superior**, please contact the immediate superior of the manager or Human Resource Management HR@stater.nl

Experiencing **bullying, aggression and violence, (sexual) harassment, discrimination** etc, please also contact Human Resource Management but if you want to discuss this anonymously: please contact the [Confidential Counselor](#) via Station – HRM - medewerkersportaal - Vertrouwenspersoon.

Irregularities/Abuses in scope for this Policy

- a violation of European Union law, or the threat of violation of European Union law;
- potential, suspected or actual abuses and irregularities.

Examples of such wrongdoings include (but are not limited to):

- Dishonest, fraudulent, inappropriate, illegal or negligent professional activity or behavior by another person;
- Failure by another person to act appropriately, with propriety or in accordance with the law when carrying out their duties;

- Criminal offences;
- Breaches of civil law or regulations;
- Violations of Stater's core values or other unethical conduct (see also: Stater Code of Conduct/gedragcode Stater, bankierseed/bankers oath);
- Repetitive and/or intentional breaches, and serious breaches of Stater's internal rules and regulations;
- Violation of audit, and accounting rules and procedures, such as serious irregularities in (financial) reporting;
- Deliberate concealment of wrongdoings;
- Breaches of client confidentiality and consumer protection;
- Harassment, bullying or other forms of discrimination in the workplace;
- Endangerment of the health or safety of any person;
- Knowingly withholding, destroying, disseminating or manipulating (confidential) information.

In order to report a wrongdoing:

- The wrongdoing should be directly related to Stater or any of its related parties (entities, branches or representative offices under Stater's control);
- Demonstrating evidence of the wrongdoing is preferred but not necessary, reporters should nevertheless have reasonable grounds to suspect the wrongdoing has taken place (or will take place).

Implementation

Stater's management teams are responsible for:

- the implementation of the whistleblower policy within the organization
- the effective communication of this to all employees
- creating an open and honest culture in which employees feel safe enough to discuss (perceived) abuses/Irregularities with management first.

Managers are responsible for informing all their employees of the existence of this policy, the procedure when using this policy and relevant email addresses and phone numbers. Also, information about the whistleblower policy is made available via intranet (Station) and onboarding programs, the Risk Trainings and Stater's Code of Conduct/Gedragcode Stater.

Definitions

- **Workers:** (former) employees, self-employed person (zzp'er), interns, volunteers, applicants, suppliers, clients, shareholders, directors, members of the supervisory board.
- **(Suspected) abuse/Irregularity:** a reporting person's suspicion of an abuse in the organisation at which he works or has worked or in another organisation if he has come into contact with that organisation through his work, in so far as the suspicion is based on reasonable grounds resulting from the knowledge gained by the worker in the service of his employer or from the knowledge obtained by the worker through his work at another business or organization.
- **Concerned third person:** a. a third person who is connected with a reporting person and who could suffer a detriment at the hands of the reporting person's employer or a person or organisation with which the reporting person is otherwise connected in a work-related context; and b. a legal person that the reporting person owns, works for or is otherwise connected with in a work-related context like suppliers, business partners, clients etc.

- **Wrongdoing:** for the purpose of this policy used as a combination of abuse or irregularity - see: (suspected abuse) / Irregularity.
- **Stater:** Stater N.V. and all its subsidiaries, branches and representative offices inside and outside the Netherlands ('entities') that are under its control (together referred to as 'Stater', unless explicitly stated otherwise).

Reporting procedures

It will not always be clear, in the case of a particular act or behavior, whether there is an abuse/Irregularity. You will have to make your own judgment in this regard. When in doubt as to whether or not a particular act or behavior constitutes an irregularity, you are encouraged to first discuss it, possibly without naming names, with your (direct) manager or, if this is not possible, with the Confidential Advisor (contact details on Station), HR and/or Compliance. It is also possible to solicit external advice via dedicated NGOs or government services like 'het Huis van Klokkenluiders' in the Netherlands. Het Huis van Klokkenluiders provides advice on how to report work related misconduct with a societal relevance (see 2.5 of this policy).

Such contacts will be treated as confidential (always, and only subject to any obligations of Stater to make a notification to regulators or other competent authorities or agencies under laws or regulations) (see 4. Of this policy for more details).

All reports covered by Staters Whistleblowing policy are handled in strict confidentiality, in accordance with applicable laws and regulations. This means that information about your report will only be shared with a limited number of colleagues on a strict need-to-know basis. You can also help us by being discrete and not discussing your report with anyone. The General Data Protection Regulation applies to all reported data and are handled consequently, as stated in 6. Processing of personal data.

Direct manager

We encourage you to first discuss the (suspected) wrongdoing, possibly without providing names, with you direct manager. Please note that the manager is not the channel to report a (suspicion) of wrongdoing or irregularity. He or she is required to discuss with you the severity of the concern presented and provide guidance and assistance on how to report and argue if the issue would possible fall out of scope of this Whistleblowers Policy and what other steps are available to address the concern. If you eventually decide (with or without the manager) to report the (suspicion) of wrongdoing or abuse, please also state if you have discussed it with your manager.

Compliance

To ensure independent, objective and unbiased fact finding, the *Compliance* team has the sole mandate in relation to this policy to initiate and conduct investigations within all entities *relating* Stater *including* all its subsidiaries, branches and representative offices inside and outside the Netherlands ('entities') that are under its control. Compliance will be provided with all the necessary resources -if required- to conduct the investigation and follow ups.

There are several ways to contact Compliance about your concerns:

By email: you can send an email to compliance@stater.nl and if you want to **anonymously report** you can chose so by creating an e-mail message from a public e-mail account (such as

gmail, hotmail or msn) with an anonymous name. Please note that Stater will send a confirmation to this e-mail address within three working days and that if the reporter wishes to remain anonymous, follow-up steps will also be discussed via this e-mail address - so keep the e-mail address on file for a while, or it will be difficult if not impossible to contact you about the status of your concern or other follow-ups.

You can also send an e-mail to ask for a **meeting**. This meeting does not have to take place at a Stater office. Compliance will within three days confirm your request and will make arrangements for a meeting in or outside Stater premises.

You can also send your Suspicion of wrongdoing by **Post**.

To: 'Compliance klokkenluidersregeling' floor A1 Risk and Compliance

Podium 1

Postbus 2686

3800 GE Amersfoort

By Phone: in case you want to report your concerns by phone, please contact the confidential counselor

Confidential Counselor

Experiencing **bullying, aggression and violence, (sexual) harassment, discrimination** etc, please also contact Human Resource Management but if you want to discuss this anonymously: please contact the [Confidential Counselor](#) via Station – HRM - medewerkersportaal - Vertrouwenspersoon.

Please note that the Confidential Counselor is not the channel to report a (suspicion) of abuse or irregularity in light of the scope of this policy, but he or she will be able to discuss with you the severity of the concerns presented, argue if the issue would possible fall out of scope of this Whistleblowers Policy, provide guidance and assistance on how to report and what other steps are available to address the concern. In case you want to report an irregularity or abuse by phone, you also can contact the confidential counselor.

Report Irregularity externally

To report, an employee does not necessarily have to use Stater's internal channels first; she/he can also use the external channels directly In any case, an external body means:

- a) an agency charged with criminal investigation
- b) a body charged with monitoring compliance with the provisions of or under any statutory provision (e.g. AFM, DNB etc)
- c) another authorized body where the suspected wrongdoing can be reported, including the House of Whistleblowers investigation department:
<https://www.huisvoorklokkenluiders.nl/>

Filing a report: What kind of information do you need to provide

When filing a report, please make sure to provide as much relevant information as possible, such as:

- Names, dates and places;
- When did the incident occur;
- Who is involved (persons, legal entities etc);
- Where did the incident take place;
- Description, background and reason of the matter;
- What has occurred;
- How did the incident take place;
- Supporting information (files, film, audio, documents etc)
- Which information is available to back your concern;
- How does this link to Stater.

Note that while this is not mandatory, it can enable us to assess and investigate your concern better.

Throughout the process the Compliance team will keep you informed about the progress on a regular basis. This is only possible if contact details are shared by the reporter/you. In case you provide us your contact details, please indicate the preferred method of communication, such as by phone, email or etc. You may be approached for additional information. Please note that due to legal limitations not all information regarding the investigation can be shared, the same applies for the outcome of the case.

Investigation and follow-up

All reports will be treated with the utmost confidentiality, and anonymous submissions are accepted.

Initial Review

Upon receiving a whistleblower report, the Compliance department will conduct an initial assessment to determine whether the matter falls within the scope of our Whistleblower Policy. This assessment will be completed within [three working days].

Consultation

If there is any doubt regarding the scope of the report, the Compliance department will consult with the Head of Legal and the Head of Risk and Compliance to make a determination.

Acknowledgment of Report

Within three working days of receiving a report, the Compliance department will send an acknowledgment to the whistleblower. If the whistleblower has chosen to remain anonymous, no contact can be made at this stage. The acknowledgment will convey that the report has been received and may include a statement that contact may be initiated with the whistleblower in due course for follow-up questions.

Out of Scope Reports

If the initial assessment deems the report to be outside the scope of our Whistleblower Policy, Compliance will:

SUGGEST ALTERNATIVES

Within three working days, Compliance will inform the whistleblower if the report appears to be an e.g. HR issue and will recommend contacting HR or the designated HR representative or suggest speaking to the designated confidential counselor or any other body to address the reporters concerns, e.g. clients of Stater, that do not fall within the scope of this policy. See 1.2.1 for more details of what is in scope and what is not and 1.2.2 for alternative channels to report concerns not in scope of this policy.

SEEK WHISTLEBLOWER CONSENT

Compliance will ask the whistleblower for their consent to forward the report to the relevant department or individual. If consent is granted, Compliance will ensure that the report is appropriately directed.

Progress Updates

Within three months of making a whistleblower report, the whistleblower will receive an update on the progress of the investigation or resolution of their concern. Compliance will provide the whistleblower with information on the steps taken and any significant developments in handling their report.

Escalation

We recognize the importance of addressing whistleblower concerns promptly and seriously. If a whistleblower feels that their report is not being adequately addressed within a reasonable timeframe or that their concerns are not being taken seriously, they have the following escalation options:

CONTACT THE CHIEF FINANCIAL AND RISK OFFICER (CFRO)

If the whistleblower believes their report has not been handled properly or feels it is not being taken seriously by Compliance or the assigned department, they can contact the CFRO directly to seek resolution.

CONTACT THE BOARD OF SUPERVISORS (RVC)

If the whistleblower remains dissatisfied after contacting the CFRO, they may contact the Board of Supervisors (RVC) to further escalate their concerns.

CONTACT EXTERNAL BODIES FOR ESCALATION

See chapter 2.5

(Ensuring) the position of the Reporter / whistleblower

For certain types of alleged abuses/Irregularities, typically financial crimes and other offenses, the worker, and consequently Stater itself, may have a legal obligation to report the respective irregularity. The nature of these alleged abuses/Irregularities and whether there is a legal obligation or not are not relevant when it comes to the protection offered to the reporting worker. Stater safeguards its employees and workers against retaliation, such as dismissal, suspension, demotion, withholding promotion, a negative assessment, a written reprimand, transfer, intimidation, discrimination, harassment, exclusion, defamation, or premature termination of a contract for the provision of goods or services, revocation of a permit. Retaliation includes a threat of or attempt to

cause detriment. Stater encourages workers to report all alleged irregularities, even when reporting is not mandatory under applicable laws or regulations.

When an reporter suspects any retaliation after filing a report, Stater is required to provide evidence to the contrary.

Workers are discouraged to report (alleged) abuses/Irregularities anonymously, as:

- Stater is dedicated to safeguarding its reporters against retaliatory measures, including those who assist workers in reporting matters under the Whistleblower Protection Act, such as colleagues and family members and other 'concerned third persons'. Therefore, there should be no need for anonymous reports.
- Anonymous reports can hinder follow-up investigations because the company may not be able to reach the reporter.

If a worker believes that they can only report (alleged) irregularities anonymously, the Company prefers an anonymous report over no report at all.

If it is found that a worker uses this whistleblowing policy for malicious or frivolous reports, the worker will be addressed, and disciplinary measures may potentially be taken against them.

A worker who makes a report and is also involved in the irregularity under this policy will not be granted any form of immunity from personal investigation or disciplinary measures solely because they made the report. However, the fact that the report was made by the respective worker and all the cooperation they provided will be taken into account.

Persons reporting (alleged) irregularities must keep this, along with the case details and any feedback they receive, confidential and may only disclose information in accordance with the Whistleblower Protection Act. This does not undermine the workers right to make a report directly to a regulatory authority or other relevant government agency if the worker believes it is the only appropriate course of action. Workers should also be aware that all reported matters under the whistleblowing policy, if required and if found to be true and significant, may be reported to or otherwise made available for inspection by relevant regulatory authorities.

When information is provided in good faith and subsequently leads to a hearing by a regulatory body or court, the employee who initiated the report may be called as a witness. In such a case, Stater will provide the employee/worker with appropriate assistance and support, including any necessary legal advice, until after the hearing.

If a worker, after 3 months of filing the report, believes that the person to whom they initially reported the matter did not handle it adequately, the worker may report the matter in writing directly to the Company's Supervisory Board, which has the authority to address such issues, or choose to report the (alleged) Irregularity to an external entity.

Confidentiality

Any person involved in reporting or investigating a suspected abuse/Irregularity and who in that capacity obtains access to information that he knows or has reasonable grounds to suspect is confidential has a duty of confidentiality regarding this information, except in so far as he is required by statutory regulation to disclose this information or the need to disclose this information is a logical consequence of his responsibilities in relation to the Whistleblower Protection Act.

Processing of personal data

Any processing of personal data for the purposes of the Whistleblower Protection Act, including the exchange or transfer of personal data by competent authorities, shall be carried out in accordance with the General Data Protection Regulation (GDPR). Personal data that is clearly not relevant to the processing of a specific report will not be collected, or, if collected unintentionally, will be deleted immediately.

Stater's Privacy Notice sets out how Stater processes its employees personal data.

Governance of the Whistleblower program

The Head of the Compliance and Risk team reports directly to the Chief Financial and Risk Officer. The Head of the Compliance and Risk team also has an independent escalation line to the chairperson of the Executive Board and/or the chairperson of the Supervisory Board.

1. For the purpose of management information, reports to the Executive Board and Audit Committee are made annually with aggregated data from whistleblowing cases and presented to the management in the Operational Risk Committee (ORC) packs each quarter. The reporting ensures that top management has ongoing oversight of the operation and the effectiveness of its whistleblowing systems and controls.
2. In case the suspected wrongdoing relates to a client of Stater, appropriate measures are in place to ensure the client is informed – as may be required by contracts - through the appropriate channels to ensure the client can take measures to mitigate suspected wrongdoings.
3. The presented data is collected and collated securely to ensure that the identity of the reporter is always protected and anonymized. This means that where whistleblowing cases are used in any reports, nothing that may reveal one's identity will be disclosed.
4. On an annual basis, the Whistleblowing Policy will be reviewed by Risk and Compliance to see if the reporting mechanism, the investigation and the internal and external reporting lines are adhered to.
5. This policy has been approved by Stater's Management Board and takes effect on the date as mentioned on the cover of this policy 19th December 2023. As of this date, all previous versions are repealed.