

REPORTING PROCEDURE FOR SUSPECTED WRONGDOINGS AND BREACHES

Government organisations, organisations in the financial sector, organisations that fall under the scope of the Dutch Anti-Money Laundering and Anti-Terrorist Financing Act (Wwft) *and* organisations with more than 50 employees have had a legal obligation (Dutch Working Conditions Act) since 1 July 2016 to have an expert and independent desk where employees can report (alleged) wrongdoings. Other self-respecting organisations that care for their stakeholders follow this approach. It was originally a desk to report unwanted behaviours such as bullying, discrimination and (sexual) harassment. Legislation and regulations have since expanded.

The European Whistleblower Protection Directive has been in effect in the Netherlands since 17 December 2021. The new directive was ratified by the Senate on 24 January 2023 and incorporated into the new Dutch Whistleblower Protection Act (Wbk), which replaces the Dutch House for Whistleblowers Act. This new law better protects whistleblowers and makes it easier to report (alleged) wrongdoings. **Thanks to this legal refinement, not only employees but also other stakeholders can directly and externally report suspected wrongdoings and breaches of EU law to an independent desk.** This reporting procedure contains the relevant information about this and the subsequent processing and handling.

Since 1 March 2020 we have contracted with an external and independent desk, *denhartigh & partners bv | waarheidsvinders & profilers*, for such reports, to ensure optimal expertise and diligence. This reporting procedure is public and can be consulted by third parties. Employees receive a copy of the reporting procedure when they are appointed.

The reporting procedure applies to wrongdoings of social importance and other violations of integrity, such as *unwanted behaviours* including sexual harassment, discrimination and abuse of power. And also to other *violations of integrity* such as conflicts of interest, abuse of power, nepotism, corruption, fraud and theft. A possible breach of EU law is an action or omission that pertains to:

- Government contracts
- Financial services, products and markets, prevention of money laundering and counter-terrorism
- Product safety and product conformity
- Transport safety
- Environmental protection
- Radiation protection and nuclear safety
- Safety of food and animal feed, animal health and welfare
- Public health
- Consumer protection
- Protection of personal data

Principles of the reporting procedure

- Wrongdoings/violations of integrity/breaches must (be able to) be stopped;
- The reporter (and anyone assisting the reporter, such as a colleague, confidential adviser or lawyer) should in principle not suffer any adverse effects from the report;
- The reporter (employee) keeps their job in principle;
- Efforts are made to handle the report adequately, with the priority being to restore a safe working environment for both the reporter and the (alleged) party/parties involved;
- Where necessary and possible, the causer(s) and cause of the report are addressed by or on behalf of the competent authority.

Sometimes the (alleged) issue is first raised internally with the management. However, the (alleged) issue can be so serious (for example, if there may be criminal offences involved) that reporting directly to the external desk is the best choice for both the reporter and the competent authority. Time can be precious and is also important for the success of an investigation.

According to the new law (Wbk), reporters and those who assist reporters have the right to the following:

- Protection against disadvantage.
- Reversal of the burden of proof, which means that as an employer, in a legal procedure, you may have to prove that there is no disadvantage to the reporter when the reporter claims to have been disadvantaged because of their report.
- Exemption from legal proceedings.

Reporters cannot be held liable for defamation, disclosure of trade secrets, infringement of copyright or breach of confidentiality if they rightly believed that this was necessary to reveal a wrongdoing or a breach of Union law.

The work of the external investigation committee (het loket)

The chair of the external investigation committee (hereinafter the 'committee') examines whether or not a report is admissible and founded. It is also assessed whether the report is considered *investigable* and *worthy of investigation*.

If this is the case, then the chair of the committee advises the competent authority on the measures to be taken, namely whether or not to investigate. If an investigation is deemed desirable or necessary, this generally means that the committee initiates a formal investigation into the matter, resulting in a confidential factual or circumstantial report.

After both sides have been heard, the factual or circumstantial report is submitted to the competent authority, which generally acts as the client for the committee.

The committee is impartial, independent, expert in the field of integrity-related investigation and advice, and has a licence from Dienst Justis, the Dutch Ministry of Justice and Security's screening authority.

The client determines whether or what legal and/or organisational measures will be taken based on the investigation results.

The potential role of a confidential adviser

A confidential adviser has an independent function and is separate from the committee. Prior to a report or during the investigation, a confidential adviser can play a role at the request of a reporter if desired, such as:

- Advising the employee to make an external report when the issue possibly involves criminal offences or is considered so serious that independent investigation may provide clarity or lead to a solution to the issue;
- Assisting in formulating the report / drafting the letter or email to the committee (if the reporter so wishes);
- Guidance/support of the reporter during the hearing (if the reporter so wishes).

Definitions and terms

In this reporting procedure, the following terms are defined as follows:

- The employer: **Ontwikkelingsmaatschappij Het Idee B.V.**, hereinafter referred to as **Solynta**;
- The competent authority: the CEO of **Solynta**;
- The client: the CEO of **Solynta**;
- The employee: any person employed by the companies falling under **Solynta**. Interns, freelancers, seconded employees, temporary workers and self-employed people are also considered employees;
- The reporter: a stakeholder of **Solynta** who submits a report to the committee;
- Stakeholder(s): applicants, employees, shareholders, directors, anyone who works under the supervision of contractors, subcontractors, suppliers and those who assist the reporter, confidential advisers, union representatives, volunteers, colleagues or family members who are in a work-related relationship with the employer, customer or service recipient of the reporter;
- The (alleged) party (parties) involved: the person/people the report is directed at;
- The process participants: reporter, (alleged) party (parties) involved, witness(es), third-party witnesses;
- The investigation committee/external desk: *denhartigh & partners b.v. | waarheidsvinders & profilers* (www.denhartighenpartners.nl);
- The chair of the committee: Ms N. J. den Hartigh, contactable via nicole@denhartighenpartners.nl or mobile: 06 297 31 804.

Article 1: Procedure

- 1.1 An interested party who wants to report (alleged) violations of integrity/suspected wrongdoings/breaches can submit the report directly to the chair of the committee.
- 1.2 A report is preferably submitted in writing to the chair of the committee. This can preferably be done by email and should be addressed to nicole@denhartighenpartners.nl or info@denhartighenpartners.nl

Reports can also be made by post. The address for this is:

CONFIDENTIAL

denhartigh & partners bv | waarheidsvinders & profilers

Business Center Vijverstaete

Ms N. J. den Hartigh (chair of the investigation committee)

Piet Heinstraat 11-b

7204 JN ZUTPHEN

If a written report or report by email is not possible, a report can also be made by phone. The direct number for this is: 06 297 31 804. If desired, a report can also be made in person at the office of *denhartigh & partners bv*. An appointment needs to be made first with the chair of the committee, who is reachable via the above contact details.

A (written) report contains (as far as possible):

- Name and contact details of the relevant organisation;
- Role, department, date of employment of the reporter (if the reporter is an employee);
- If the reporter is not an employee: what is your interest in **Solynta**? For example, are you a supplier or client? (see: 'Definitions and terms', 'The reporter');
- Name, address, phone number, email of the reporter (private);
- Concrete facts: which form of (alleged) violations of integrity/wrongdoing/breach the report pertains to, description of the behaviours and/or actions. Substantiate this – if possible – with evidence, such as emails, minutes of conversations, photos, etc.;
- The place and time at which the incident(s) occurred;
- The impact the matter may or could have on work, private life, health;
- The steps taken so far and when;
- Name, role, department and contact details of the (alleged) party (parties) involved;
- Date of reporting and signature of the reporter.

1.3 Intake phase: the chair of the committee sends a confirmation of receipt to the reporter's email or private address upon receipt of the report, including a copy of this reporting procedure.

1.4 The chair determines whether the report is initially admissible and substantiated and can be processed (cf. the investigability and investigation-worthy principle).

A report is inadmissible if:

- a) the report does not comply with what is understood under psychosocial workload and/or violation of integrity and/or breach of EU law, or;
- b) the reporter(s) or (alleged) party (parties) involved does/do not fall under the definition of reporter, or;
- c) the report has not been submitted in writing within 3 years of the incident, or;
- d) the report has already been handled by the committee, unless there are new facts and circumstances.

1.5 When the report is declared inadmissible, the reporter is informed in writing (via their private address or private email) by the chair. If the 3-year deadline for submitting the report has been exceeded, the committee may decide to declare the report admissible after all, providing reasons for doing so.

1.6 When the report is declared admissible, the competent authority is informed of the report as soon as possible on the basis of confidentiality, unless this is not possible (for example, if the competent authority is also the (alleged) party involved. In such a case, recourse will be made to a supervisory body, such as the chair of the Supervisory Board.

In a regular situation where the competent authority can act as the client for the investigation, the chair of the committee will outline the situation as considered on the basis of the documents received in a conversation with the client. After the discussion, the chair will present a plan of action, including a schedule and cost estimate, for approval. The rules of confidentiality apply here.

Investigation phase: after written approval from the client, the reporter and (alleged) party (parties) involved are informed of the investigation in writing within a reasonable period of time.

The (alleged) party (parties) involved receive(s) a 'notification letter' from both the client and the committee. In consultation with the client, it can be determined to which address/email address the relevant letters can be delivered.

- 1.7 As soon as the assignment has been confirmed by the client in writing, the confidential investigation will start in principle. The first hearing takes place no later than one month after it has been confirmed in writing that the report will be processed, unless otherwise agreed.

Prior to the talks, an analysis is made of any policy documents provided by the reporter and/or client, the assessment framework and other relevant information. The reporter and the (alleged) party (parties) involved are invited for an interview (hearing) at different times.

In the invitation, the reporter and (alleged) party (parties) involved receive information about the protocol that the committee adheres to, which is based on the Dutch Private Security Organisations and Detective Agencies Act (WPBR).

- 1.8 During the investigation, the reporter and the alleged party (parties) involved are heard separately through one or more interviews. In addition, witnesses and other process participants (third-party witnesses) can be heard at the request of the reporter, the (alleged) party involved and/or the committee.

The committee determines how many and which witnesses/third parties are heard and how often this is deemed necessary. Participation in a person-oriented investigation is on a voluntary basis. (Alleged) party (parties) involved and witnesses who work for **Solynta** who are summoned for an interview are obliged to appear at this hearing.

If the committee decides not to hear certain (alleged) party (parties) involved, witnesses and/or third-party witnesses, it will state this with reasons in the factual or circumstantial report.

The committee has the right to all information from the client that it needs to fulfil its task.

The committee can, in the interest of finding the truth, have an expert investigation carried out by specific experts (such as having corporate data secured in a forensically responsible manner). The costs for this will be borne by **Solynta**.

- 1.9 During the investigation, process participants can have a confidential adviser or counsel assist them at their own initiative and expense.
- 1.10 The committee makes a conversation report of each hearing and, where possible, also records it with recording equipment in order to achieve the most accurate possible reporting. This will be communicated to the parties in advance. The storage and deletion of the recordings fall under the responsibility of the committee, taking into account the statutory retention periods.
- 1.11 Process participants are provided with the report of their own hearing for verification and possible addition. If desired, process participants can add written commentary or additional

evidence separately to the report. The (possibly supplemented) conversation reports can be attached to the factual report and/or passages from them can be used in the factual report.

- 1.12 In a counter-response, at least the reporter and the (alleged) party/parties involved will be given the opportunity to express their views on the draft findings as recorded by the committee. Any relevant comments from the counter-response are taken into account as such in the factual report. After this, the investigation is closed. After the closure of the investigation, no more persons will be heard. The chair informs the client in writing of the fact that the investigation has been closed.
- 1.13 The committee's deliberations take place without the presence of the process participants and the client.
- 1.14 Files, video and audio recordings of the committee are protected and stored by the committee in accordance with the applicable legal terms. After this, the files/audio recordings are destroyed.

Article 2: Statements by the committee

- 2.1 The chair of the committee declares the received report:
 - admissible or not;
 - substantiated or not (partially or entirely);
 - investigable and/or worthy of investigation or not.
- 2.2 In the case of a report deemed admissible that is also considered investigable and worthy of investigation, the committee compiles a confidential report addressed to the client after the investigation. This report includes, among other things, the factual findings and the assessment framework.

Based on this report and the chair of the committee's oral explanation to the client, the client independently proceeds to take the legal and/or organisational measures they deem necessary.
- 2.3 Possible measures to be taken by the competent authority include written reprimand, suspension, monetary fine, compensation for damage suffered and/or cost of investigation(s), relocation and/or dismissal.

In the case of detected criminal offences, a complaint will be lodged by or on behalf of the competent authority. In certain cases, for example in the event of rape, child pornography found on company business resources or on the business network, or in the case of an environmental offence, it is legally obligatory to report.

- 2.4 The committee can – if desired and optionally – be asked by the competent authority, at a predetermined rate – and separate from any investigation following a report – to share *best practices* and/or *lessons learned* in the field of integrity management, or to assist with communication and/or help implement organisation-wide awareness concerning the reporting procedure.

Article 3: Decision of the Board

- 3.1 The client takes a preliminary decision no later than four weeks after receiving the committee's factual or circumstantial report. Before making a final decision, the client gives the reporter and (alleged) party (parties) involved the opportunity to express their views on the proposed decision. The client then justifies their decision and communicates their final decision as soon as possible to the reporter and (alleged) party (parties) involved.

The client also informs the chair of the committee in writing about the measures the former has taken. In principle, no measures are taken that disadvantage the reporter and/or their confidential adviser or lawyer.

Article 4: Confidentiality

- 4.1 All parties involved in the process are expected to handle the information they receive in the event of a report and/or investigation with strict confidentiality. Any damage and costs resulting from not respecting the care measures surrounding an integrity-related investigation will be charged to those responsible by **Solynta**.

- 4.2 The factual or circumstantial report prepared by the committee is intended for the client and is tailored to the purpose of use mentioned.

The report is therefore not intended and may not be suitable for any other use, as it is not necessarily guaranteed that third parties – who are not aware of the purpose and scope of the work done – will interpret the content of the report correctly.

- 4.3 The provision of (copies of) or information from the confidential factual or circumstantial report, or extracts thereof, to persons, parties or institutions other than those agreed in writing with *denhartigh & partners bv*, may cause damage and/or legal consequences.

The costs of legal procedures and time that must be spent on any dispute resolution resulting from non-compliance with the measures that ensure the confidentiality and diligence of this investigation will be fully borne by **Solynta**, which may possibly recover these damages/costs from those responsible.

Prior permission must always be obtained in writing from the management of *denhartigh & partners bv* for publication of the report other than for use in any legal proceedings in accordance with the purpose of the assignment.

Article 5: Final provisions

- 5.1 If circumstances occur that are not provided for in this procedure, the competent authority of **Solynta** will decide based on the confidential factual or circumstantial report of the committee.
- 5.2 The competent authority is obliged to deliver this reporting procedure to the employees of **Solynta**, which means¹: you must make the reporting procedure available on paper and/or electronically;

The competent authority is also obliged to make this reporting procedure known to the other stakeholders of **Solynta** (such as clients, suppliers, etc.). This is usually done by including the reporting procedure on the organisation's website and intranet, where this reporting procedure and the contact details of the external desk (*denhartigh & partners bv*) should be easily findable.

- 5.3 **Solynta** requires the consent of the **Works Council (WC)** to establish your reporting procedure in the organisation:
- The WC's consent is also necessary for any change in the reporting procedure;
 - The WC has the annual right to written information about the functioning of the reporting procedure in the past year;
 - This annual obligation to provide information also applies to the expectations you have for the reporting procedure for the coming year.
- 5.4 Your external desk – *denhartigh & partners bv* – provides annual information about the reporting procedure and its results for the benefit of the competent authority, so you can easily share the information in outline (anonymised, number of reports and type) with the WC and other stakeholders (such as the external accountant).

Date of entry into force of changes: 24 January 2023.

Name of competent authority: Hein Kruyt (**CEO of Solynta**)

Signature of competent authority:

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