

Whistleblowers Regulation Brocacef

Brocacef values the conduct of a proper integrity policy and, as part thereof, a regulation on how to deal with reporting suspected abuse or irregularity ("**whistleblowers regulation**"). With the agreement of the Central Works Council of Brocacef Groep N.V. the following regulation has been established.

Article 1. Definitions

1. In this regulation the following definitions shall apply:
 - a. **employee**: the person (m/f) who, on the basis of an employment contract is carrying or has carried out work, or the person other than from employment is carrying or has carried out work;
 - b. **Brocacef**: the limited liability company Brocacef Groep N.V. having its statutory seat in Maarssen, the Netherlands, and its subsidiaries referred to in article 2:24a of the Civil Code;
 - c. **concerns about wrongdoing**: the presumption of an employee that within Brocacef there is a wrongdoing as far as:
 1. the concerns are based on reasonable grounds, arising from knowledge acquired by the Brocacef employee in working for his employer or arising from knowledge acquired by the employee through work activities within another company or organisation, and
 2. the public interest is affected by:
 - i. a breach (or impending breach) of a statutory requirement, including any criminal offence (or impending criminal offence),
 - ii. a risk (or impending risk) to public health,
 - iii. a risk (or impending risk) to human safety,
 - iv. a risk (or impending risk) of environmental damage,
 - v. a risk (or impending risk) to the proper functioning of Brocacef due to an improper way of taking action or failure to act,
 - vi. a breach (or impending breach) of any rule other than a statutory requirement, including the compliance policies of PHOENIX group,
 - vii. a waste (or impending waste) of government funds,
 - viii. deliberate withholding, destruction or manipulation of information concerning the matters described in paragraphs (i) to (vii) above (or an impending risk of the same);
 - d. **concerns about irregularities**: a concern based on reasonable grounds about a deficiency or injustice of a general, operational or financial nature that arises in respect of a matter for which Brocacef is responsible and which is sufficiently serious that it is not covered by the standard working procedures and exceeds the responsibility of the immediate manager;
 - e. **advisor**: a person who has a duty of confidentiality by virtue of his position and who is consulted by an employee in confidence regarding concerns about wrongdoing;
 - f. **advice department of the House for Whistleblowers**: the advice department of the House, as described in article 3a(2) of the House for Whistleblowers Act;
 - g. **report**: a report of concerns about wrongdoing or irregularities pursuant to this policy;
 - h. **reporter**: the employee who has reported concerns about wrongdoing or irregularities pursuant to this policy;
 - i. **compliance manager**: the by Brocacef appointed person as (local) compliance manager;
 - j. **PHOENIX group compliance manager**: the by PHOENIX group (shareholder of Brocacef Groep N.V.) appointed person as group compliance manager;
 - k. **Integrity Platform**: an internet-based reporting system which is available through <http://phoenixgroup.integrityplatform.org>. This system offers the possibility to ask questions anonymously, to make reports and to receive a response. The system is provided by an external service provider, independent of Brocacef and PHOENIX group. The identity of the reporter cannot be determined, unless the reporter wishes;

- l. **group management board:** the board of directors of Brocacef Groep N.V., as Brocacef's top manager;
 - m. **contact person:** the person appointed as the contact person by the compliance manager, in consultation with the reporter, after receiving the report and with the aim of preventing unfair treatment;
 - n. **investigators:** those persons whom the compliance manager appoints to carry out the investigation into the wrongdoing or irregularity;
 - o. **external body:** the body to which the reporter reasonably believes it is most appropriate to make an external report of his concerns about wrongdoing;
 - p. **external third party:** any organisation that or representative of an organisation whom the reporter reasonably believes to be capable of directly or indirectly resolving or bringing about the resolution of the suspected wrongdoing;
 - q. **investigation department of the House for Whistleblowers:** the investigation department of the House, as described in article 3a(2) of the House for Whistleblowers Act.
2. Where this policy refers to 'he', 'him' or 'his' this is intended to include reference to 'she' or 'her' as appropriate.

Article 2. Information, advice and support for the employee

1. An employee may consult an advisor in confidence regarding concerns about wrongdoing.
2. In accordance with paragraph 1, the employee may also request the House for Whistleblowers for information, advice and support with respect to concerns about wrongdoing. The services provided by the advice department of the House for Whistleblowers is confidential, independent and free of charge.

Article 3. Internal report by an employee of Brocacef

1. An employee who has concerns about wrongdoing or irregularities within his employer's organisation may make a report of this to any manager holding a higher position within Brocacef's hierarchy than his own. If the employee has a reasonable suspicion that (a member of) the group management board and/or the compliance manager is involved in the suspected wrongdoing or irregularities, he may also make the report to the PHOENIX group compliance manager. In that case, the term "compliance manager" in this policy should be understood to mean "PHOENIX group compliance manager".
2. An employee may also make a report of concerns about wrongdoing or irregularities within Brocacef via the Integrity Platform, whether or not anonymously.

Article 4. Internal report by an employee of another organisation

1. An employee of another organisation who has come into contact with Brocacef through his work activities and has concerns about wrongdoing within Brocacef, may make a report of this to any manager who holds a position within the hierarchy of Brocacef that is equivalent to or higher than his own position. If the employee of another organisation has a reasonable suspicion that (a member of) the group management board and/or the compliance manager is involved in the suspected wrongdoing, he may also make the report to the PHOENIX group compliance manager. In that case, the term "compliance manager" in this policy should be understood to mean "PHOENIX group compliance manager".
2. The employee of another organisation as described in the previous paragraph, may also make a report of concerns about wrongdoing or irregularities within Brocacef via the Integrity Platform, whether or not anonymously.

Article 5. Protecting the reporter against unfair treatment

1. Brocacef shall not treat the reporter unfairly in connection with a report in good faith and according to the proper procedure of concerns about wrongdoing or irregularities at Brocacef, another

organisation, an external body within the meaning of Article 14, paragraph 3 or an external third party in the circumstances described in Article 14, paragraph 4.

2. Unfair treatment as referred to in paragraph 1 shall be understood to include taking any measure – as a result of the report- with a negative effect, such as:
 - a. dismissal of the reporter, except at his own request;
 - b. early termination of a temporary employment contract or failure to renew the same;
 - c. failure to convert a temporary employment contract into a permanent employment contract;
 - d. taking any disciplinary measure;
 - e. imposing any rule banning the reporter or his colleagues from investigating, speaking about the matter, attending their work station and/or having contact with other persons;
 - f. compulsory appointment to another position;
 - g. extending or limiting the reporter's duties, except at his own request;
 - h. moving or relocating the reporter, except at his own request;
 - i. refusing a request by the reporter for a move or relocation;
 - j. changing the reporter's work station or refusing a request to do so;
 - k. withholding a salary increase, incidental remuneration, bonus or the award of allowances;
 - l. withholding opportunities for promotion;
 - m. not accepting the employee reporting sick or recording the employee as being on sick leave;
 - n. refusing an application for leave;
 - o. placing the reporter on leave, except at his own request.
3. Unfair treatment as referred to in paragraph 1 also applies if there are reasonable grounds to speak to the reporter about his performance or to take a measure with a negative effect as referred to in paragraph 2 against him but the measure taken by Brocacef is disproportionate to those grounds.
4. If Brocacef proceeds to take a measure with a negative effect as referred to in paragraph 2 against the reporter within a short period following on a report being made, Brocacef shall give justification as to why she considers this measure necessary and why this measure is not connected with the report in good faith and according to the proper procedure of concerns about wrongdoing or irregularities.
5. Brocacef shall ensure that the reporter's managers and colleagues refrain from any form of unfair treatment in connection with the report in good faith and according to the proper procedure of concerns about wrongdoing or irregularities that interferes with the reporter's ability to function either professionally or personally. This includes the following:
 - a. bullying, ignoring and excluding the reporter;
 - b. making unfounded or disproportionate allegations about the performance of the reporter;
 - c. imposing anything that amounts to a ban on the reporter or his colleagues from investigating, speaking about the matter, attending their work station and/or having contact with other persons, regardless of how it is presented;
 - d. intimidating the reporter by threatening to take specific measures or actions if he proceeds with his report.
6. Brocacef shall speak to employees who treat the reporter unfairly about their actions and may give them a warning or take disciplinary measures against them.

Article 6. Preventing unfair treatment of the reporter

1. The contact person appointed under Article 9, paragraph 6 shall immediately discuss with the reporter the risks of unfair treatment that exist, how those risks can be reduced and what the employee can do if he believes that he is being treated unfairly. The contact person shall ensure that this is recorded in writing and present this written record to the reporter for approval and signature. A copy of the record shall be given to the reporter.
2. If the reporter believes that he is being treated unfairly, he can discuss this immediately with the contact person. The contact person and the reporter shall also discuss what measures can be taken to prevent unfair treatment. The contact person shall ensure that this is recorded in writing and

present this written record to the reporter for approval and signature. The contact person shall send this record to the group management board and the compliance manager immediately. A copy of the record shall be given to the reporter.

3. The group management board shall ensure that the measures necessary to prevent unfair treatment are taken.

Article 7. Protecting others involved against unfair treatment

1. Brocacef shall not treat the advisor employed by Brocacef unfairly due to his role as advisor to the reporter.
2. Brocacef shall not treat the contact person, the compliance manager or investigators employed by Brocacef unfairly due to his/their carrying out the duties described in this policy.
3. Brocacef shall not treat an employee who is interviewed by the investigators unfairly in connection with making a statement in good faith.
4. Brocacef shall not treat an employee unfairly in connection with his provision to the investigators of documents that he reasonably believes to be relevant to the investigation.
5. Article 5, paragraph 2 to 6 shall be of corresponding application to any unfair treatment of the persons referred to in paragraphs 1 to 4.

Article 8. Dealing confidentially with the report and the identity of the reporter

1. Employees who wish to report anonymously are requested to report via the Integrity Platform. The identity of the reporter cannot then be found unless the reporter wishes. All correspondence regarding the report will then take place via the Integrity Platform if possible.
2. Brocacef shall ensure that the information about each report, regardless of the manner in which it has taken place, is stored in such a way that it is physically and digitally accessible only to those who are involved in the processing of this report.
3. No person involved in dealing with a report shall disclose the identity of the reporter without the explicit written consent of the reporter and each such person shall deal confidentially with the information concerning the report.
4. No person involved in dealing with a report shall disclose the identity of the advisor without the explicit written consent of the reporter and the advisor.

Article 9. Recording, passing on and confirming receipt of an internal report

1. If the employee makes a report of concerns about wrongdoing or irregularity to a manager orally or gives an oral explanation of a written report, that manager shall, in consultation with the reporter, ensure that this is recorded in writing and present this written record to the reporter for approval and signature. A copy of the record shall be given to the reporter.
2. The manager to whom the report is made shall immediately pass on the report to the compliance manager within Brocacef's organisation.
3. If the employee makes a report of concerns about wrongdoing or irregularity via the Integrity Platform, the report will be received by the PHOENIX group compliance manager. Except in the situation referred to in paragraph 4 of this Article, the PHOENIX group compliance manager sends this report via the Integrity Platform to the compliance manager of Brocacef. As far as the report is unclear or incomplete, the compliance manager tries to obtain further information via the Integrity Platform in order to proceed to written record. The reporter receives a copy of this as far as this finding is different from the report.
4. If the reporter or the manager to whom the report is made reasonably suspects that (a member of) the group management board and/or the compliance manager is involved in the suspected wrongdoing or irregularity, the manager shall immediately pass the report on to the PHOENIX group compliance manager. In that case, the term "compliance manager" in this policy should from this point on be understood to mean "PHOENIX group compliance manager".

5. The compliance manager shall immediately send the reporter confirmation that the report has been received. If the report has not been made via the Integrity Platform, the confirmation of receipt shall include a brief description of the report, the date on which it was received and a copy of the report.
6. Following receipt of the report the compliance manager shall, in consultation with the reporter, immediately appoint a contact person with the aim of preventing unfair treatment. If the report has been made anonymously via the Integrity Platform, a contact person will only be appointed at the express request of the reporter.

Article 10. Actions by Brocef to deal with the internal report

1. The compliance manager shall set up an investigation into the reported concerns about wrongdoing or irregularities unless:
 - a. the concerns are not based on reasonable grounds, or
 - b. it is clear at the outset that the matter reported does not involve concerns about wrongdoing or irregularities.
2. If the compliance manager decides not to set up an investigation, he shall inform the reporter of this in writing within two (2) weeks following the internal report. This communication shall also state the reasons why the compliance manager believes that the concerns are not based on reasonable grounds or that it is clear at the outset that the matter reported does not involve concerns about wrongdoing or irregularities.
3. The compliance manager shall decide whether an external body within the meaning of Article 14.3 needs to be informed about the internal report of concerns about wrongdoing. If Brocef informs an external body, the compliance manager shall send the reporter a copy of this communication, unless serious objections exist to oppose this.
4. The compliance manager shall assign the investigation to investigators who are independent and impartial and shall not have the investigation carried out by persons who may be or may have been involved in the suspected wrongdoing or irregularities. Investigators can be employees of Brocef as well as externals.
5. The compliance manager shall inform the reporter immediately in writing of the fact that an investigation has been set up and the identities of the persons carrying out the investigation. The compliance manager shall enclose with this communication a copy of the investigation assignment, unless serious objections exist to oppose this.
6. The compliance manager shall inform the person or persons to whom a report relates about the report and about the fact that an external body has been informed as referred to in paragraph 3, unless this could have a detrimental effect on the investigation or on enforcement.

Article 11. Carrying out the investigation

1. The investigators shall give the reporter the opportunity to voice his concerns. The investigators shall ensure that this is recorded in writing and present this written record to the reporter for approval and signature. A copy of the record shall be given to the reporter.
2. The investigators may also interview other persons. The investigators shall ensure that this interview is recorded in writing and present this written record to the person interviewed for approval and signature. A copy of the record shall be given to the person interviewed.
3. The investigators may consult and request all documents within Brocef's organisation that they reasonably consider to be necessary to carry out the investigation.
4. Employees may provide to the investigators all documents that they consider to be reasonably necessary for the investigators to consult in the context of the investigation.
5. The investigators shall prepare a draft investigation report which will be sent to the compliance manager and the group management board. After agreement of the compliance manager the investigators will give the reporter the opportunity to comment on the draft report, unless serious objections exist to oppose this.

6. The investigators shall then approve the final investigation report. They shall send Brocacef as well as the reporter a copy of that report, unless serious objections exist to oppose this.

Article 12. Position adopted by Brocacef

1. The compliance manager discusses the investigation report with the group management board and determines together with the group management board the substantive position of Brocacef as well as the steps to which the report has led.
2. The compliance manager shall inform the reporter within eight (8) weeks after the report in writing about the substantive views on the reported suspected concerns about wrongdoing or irregularity. It is also indicated to what steps the report has led.
3. If it becomes clear that it will not be possible to communicate the position adopted within the appointed period, the compliance manager shall notify the reporter of this in writing or via the Integrity Platform. This communication will state the period within which the reporter can expect to be informed of the position adopted. If as a result of this extension the total period exceeds twelve (12) weeks, it will also state the reasons why a longer period is necessary.
4. Following the conclusion of the investigation the compliance manager shall decide whether an external body within the meaning of Article 14, paragraph 3 needs to be informed about the internal report of concerns about wrongdoing and about the investigation report and the position adopted by Brocacef. If Brocacef informs an external body, she shall send the reporter a copy of this communication, unless serious objections exist to oppose this.
5. The persons to whom the report relates will receive notifications corresponding to those received by the reporter under paragraphs 1 to 3, unless this could have a detrimental effect on the investigation or on enforcement.

Article 13. Hearing both sides with respect to the investigation report and the position adopted by Brocacef

1. Brocacef shall give the reporter the opportunity to comment on the investigation report and the position adopted by Brocacef.
2. If in response to the investigation report or the position adopted by Brocacef the reporter states, giving reasons, that the concerns about irregularities or wrongdoing have not actually been investigated or have not been investigated properly or that there are fundamental inaccuracies in the investigation report or the position adopted by Brocacef, she shall respond to these specific points and if necessary set up a new or additional investigation. Articles 10 to 13 shall be of corresponding application to this new or additional investigation.
3. If Brocacef informs or has previously informed an external body within the meaning of Article 14.3, she shall also send the reporter's comments on the investigation report and the position adopted by Brocacef as referred to above to that external body. A copy of this communication shall be given to the reporter.

Article 14. External report

1. After making an internal report of concerns about wrongdoing, the reporter may make an external report if:
 - a. the reporter disagrees with the position referred to in Article 12 and believes that the concerns have been set aside incorrectly;
 - b. the reporter has not been notified about the position adopted within the period referred to in Article 12, paragraph 2 or 3, except in case of extension of the time limit referred to in Article 12, paragraph 3.
2. The reporter may make an external report of concerns about wrongdoing immediately if he cannot reasonably be required to make an internal report first. The situations in which this applies include where this is provided for by any statutory provision or in the case of:

- a. immediate danger, where a significant and urgent public interest necessitates an immediate external report;
 - b. a situation in which it is reasonable for the reporter to fear reprisals in connection with making an internal report;
 - c. a clearly identifiable threat of falsification or destruction of evidence;
 - d. an earlier report about the same wrongdoing made in accordance with the procedure that did not put an end to the wrongdoing;
 - e. a duty to make an immediate external report.
- Furthermore, the reporter can make an external report immediately if:
- a. he has a reasonable suspicion that (a member of) the group management board is involved in the suspected misconduct about wrongdoing; and/or
 - b. he makes the report to the investigation department of the House for Whistleblowers.
3. The reporter may make the external report to the external body to which the reporter reasonably believes it is most appropriate to make an external report of his concerns about wrongdoing. The term external body shall be understood to include:
- a. a body responsible for investigating criminal offences;
 - b. a body responsible for monitoring compliance with any requirements imposed by statute or under statutory authority;
 - c. any other competent body to which concerns about wrongdoing can be reported, including the investigation department of the House for Whistleblowers.
4. If the reporter reasonably believes that the public interest outweighs Brocacef's interest in confidentiality, the reporter may also make the external report to an external third party whom the reporter reasonably believes to be capable of directly or indirectly resolving or bringing about the resolution of the suspected wrongdoing.

Article 15. Internal and external investigation into unfair treatment of the reporter

1. A reporter who believes that he has been unfairly treated in connection with making a report of concerns about wrongdoing or irregularity may request the compliance manager to carry out an investigation into the way in which he is treated within the organisation.
2. Articles 10 to 13 shall be of corresponding application.
3. Paragraphs 1 and 2 shall be of corresponding application to the persons referred to in Article 7 paragraphs 1 to 5.
4. The reporter may also request the investigation department of the House for Whistleblowers to set up an investigation into the way in which Brocacef behaved towards him as a result of the report of concerns about wrongdoing.

Article 16. Publication, annual reporting and evaluation

1. The compliance manager shall ensure that this policy is published on the intranet and made publicly available on Brocacef's website.
2. The compliance manager shall prepare an annual report concerning the approach to dealing with reports of concerns about wrongdoing and irregularities and the implementation of this policy. This annual report shall include:
 - a. information about the approach taken over the past year to dealing with reports of concerns about wrongdoing and irregularities and the planned approach to this issue for the coming year;
 - b. information about the number of reports and an indication of the nature of the reports, the outcomes of the investigations and the positions adopted by Brocacef;
 - c. general information about experiences of preventing unfair treatment of the reporter;
 - d. information about the number of requests for investigation of unfair treatment in connection with making a report of concerns about wrongdoing and an indication of the outcomes of the investigations and the positions adopted by Brocacef.

3. The compliance manager shall send a draft of the annual report described in the previous paragraph to the Central Works Council for discussion and it will then be discussed with the Central Works Council at a consultation meeting.
4. The compliance manager shall give the Central Works Council the opportunity to express its views on the approach to dealing with reports of concerns about wrongdoing and irregularities, the implementation of this policy and the annual report. The compliance manager shall ensure that the views of the Central Works Council are incorporated in the annual report and shall present the revised report to the Central Works Council for approval.

Article 17. Entry into force of policy

1. This policy shall enter into force on 1 July 2016.
2. This policy shall be referred to as the “Whistleblowers Regulation Brocacef”, or the regulation on dealing with reports of concerns about wrongdoing or irregularities.

Explanatory notes to the Whistleblowers Regulation Brocacef

Article 1. Definitions

Paragraph 1(a): employee

In this policy, as in the House for Whistleblowers Act (“HW Act”), an employee is defined as:

- a. any person who carries out or has carried out work under an employment contract governed by civil law; and
- b. any person who carries out or has carried out work otherwise than pursuant to an employment relationship.

This includes at least freelancers, trainees and volunteers.

Employee of a different organisation

This policy applies, on the basis of the HW Act, not only to employees of Brocacef, but also to employees of a different organisation who have come into contact with Brocacef through their work. These could be agency workers or workers seconded from another organisation, but consultants, workmen, cleaners etc. would also be covered. This group would also include employees of a different organisation who have through working together with Brocacef become aware of suspected wrongdoing at Brocacef. The category ‘employees of a different organisation’ would also include civil servants.

Employer’s own employee and employee of a different organisation

Where the term employee is used in this policy this refers to both types of employee. Only in Article 3 about employees of Brocacef and in Article 4 about employees of another organisation there is a distinction.

Paragraph 1(b): Brocacef

Related enterprises all fall within the definition of Brocacef, as for example also BENU Apotheken B.V. and Brocacef Ziekenhuisfarmacie B.V. It concerns all subsidiaries of Brocacef Groep N.V. These are companies in which Brocacef Groep N.V., directly or indirectly, can prosecute more than half of the votes in the general meeting.

Paragraph 1(c): concerns about wrongdoing

The HW Act refers to ‘concerns about wrongdoing’.

With a view to preventing the occurrence of wrongdoing, it is desirable for an employee to be able to make an internal report even at the stage when wrongdoing is impending. For example, in the situation where the decision that will result in the occurrence of the wrongdoing has already been taken but not yet been implemented.

Reasonable grounds

The suspicion about wrongdoing must be based on reasonable grounds. That means that the reporter does not have to prove that wrongdoing exists, but he must have some reasonable basis for his suspicion. The suspicion must be sufficiently specific and must be based on his own observations or on documentary evidence (for example emails, reports, letters, photographs etc.). Hearsay evidence, for example, will not be sufficient.

Public interest

It is not possible to provide a general rule as to when wrongdoing affects the public interest; this needs to be examined on a case by case basis. In principle this applies where situations go beyond the level of a single person or a few individual cases, for example due to a certain degree of seriousness or scale being involved or due to the systematic nature of the wrongdoing concerned.

Here is an example to illustrate this. The theft of a few items by one individual does not in itself qualify as wrongdoing affecting the public interest. However, the public interest may be affected if the situation involves multiple thefts or expensive items, certainly if the thefts are carried out by employees who are actually responsible for the security of those goods or if the thefts are tolerated by the company's management or the managers themselves share in the spoils.

Paragraph 1(d): concerns about irregularities

Less serious

Irregularities are less serious in nature than wrongdoing. An irregularity is a deficiency or injustice that is not so serious that it affects the public interest.

No possibility for an external report irregularity

If the report only involves concerns about irregularities and not concerns about wrongdoing, this policy does not provide for the option of making an external report. The reason for this is that concerns about irregularities alone do not affect the public interest.

Reasonable grounds

One of the requirements in the definition is for the concerns to be based on reasonable grounds. For further information, see the explanatory note on paragraph 1(c).

Paragraph 1(e): advisor

The HW Act provides that the employee shall have the opportunity to consult an advisor in confidence regarding concerns about wrongdoing. The advisor must be a person who has a duty of confidentiality. This includes an advisor in the advice department of the House for Whistleblowers, a lawyer in private practice, a legal advisor at a trade union, a legal advisor at a legal assistance insurer and a company medical officer.

The advisor's role is set out in Article 2, paragraph 1 and Article 8, paragraph 4. Protection against harm to the advisor who is employed by Brocacef is governed by Article 7, paragraph 1 and 5.

Paragraph 1(f): advice department of the House for Whistleblowers

The advice department of the House for Whistleblowers is established by the HW Act. The services provided by the advice department of the House for Whistleblowers are confidential, independent and free of charge.

An employee can ask the advice department of the House for Whistleblowers for information, advice and support in connection with concerns about wrongdoing (see Article 2, paragraph 2).

Paragraph 1(m): contact person

Article 9, paragraph 6 provides that as soon as possible following receipt of the report the compliance manager shall, in consultation with the reporter, appoint a contact person with the aim of preventing unfair treatment of the reporter.

This can be an employee holding a position within the organisation's hierarchy equal to or higher than that of the reporter. It is important that the contact person is someone in whom the reporter has confidence. For this reason, the contact person is appointed in consultation with the reporter.

As unfair treatment can occur even at an early stage, it is advisable for the contact person to be able to get to work as soon as possible following the report. For this reason, Article 9.6 provides that this contact person shall be appointed as soon as possible, which means the same day or within a few days. If the

report has been made anonymously via the Integrity Platform, a contact person is only designated at the express request of the reporter.

Article 6 sets out the action to be taken by the contact person and the compliance manager to prevent unfair treatment of the reporter.

Protection of the contact person against unfair treatment is provided for in Article 7, paragraphs 2 and 5.

Paragraph 1(n): investigators

The compliance manager shall assign the investigation to investigators who are independent and impartial and shall not have the investigation carried out by persons who may be or may have been involved in the suspected wrongdoing or irregularities (see Article 10, paragraph 4).

Investigators can be employees of Brocacef as well as external persons.

The role of the investigators is further set out in Article 11.

Paragraph 1(o): external body

The reporter may make the external report to the external body to which it is most appropriate to do so (Article 14, paragraph 3). The term external body shall be understood to include:

- a. a body responsible for investigating criminal offences;
- b. a body responsible for monitoring compliance with legislations and regulations;
- c. any other competent body to which concerns about wrongdoing can be reported, including the investigation department of the House for Whistleblowers.

The role of the external body is further set out in Article 5, paragraph 1, Article 10, paragraph 3, Article 12, paragraph 4 and Article 13, paragraph 3.

The explanatory note on Article 14, paragraph 3 deals with the option for the reporter to make an external report of concerns about wrongdoing to the investigation department of the House for Whistleblowers.

Paragraph 1(p): external third party

In certain circumstances the reporter may also inform a third party that is not an external body regarding concerns about wrongdoing. This external third party could be, for example, a minister, members of the Dutch House of Representatives or a civil society organisation or, in the most extreme cases, it could be the media. The conditions for taking this step and the role of the external third party are set out in Article 14, paragraph 4.

Paragraph 1(q): investigation department of the House for Whistleblowers

The reporter may make an external report to an external body, including the investigation department of the House for Whistleblowers (see Article 14 paragraph 3(c)). The explanatory note on Article 14, paragraph 3 deals with this option.

The reporter may also ask the investigation department of the House for Whistleblowers to set up an investigation into the way in which Brocacef behaved towards him as a result of the report of concerns about wrongdoing (see Article 15, paragraph 4). For more information see the explanatory note on Article 15, paragraph 4.

Article 2. Information, advice and support for the employee

An employee who believes that wrongdoing may exist has the option of discussing this with an advisor and the advice department of the House for Whistleblowers.

Paragraph 1

An advisor is a person who has a duty of confidentiality by virtue of his position and who is consulted by an employee in confidence regarding concerns about wrongdoing (see Article 1, paragraph 1(e)). This includes an advisor in the advice department of the House for Whistleblowers, a lawyer in private practice, a legal advisor at a trade union, a legal advisor at a legal assistance insurer and a company medical officer.

Paragraph 2

The advice department of the House for Whistleblowers is established by the HW Act. The services provided by the advice department of the House for Whistleblowers are confidential, independent and free of charge.

Article 3. Internal report by an employee of Brocacef**Paragraph 1**

This provision corresponds with the HW Act (see Articles 6(1)(e) and 6(1)(f) of the HW Act) and offers Brocacef's own employees, depending on the seriousness and scale of the suspected wrongdoing or irregularities and depending on who is involved, the option to assess for themselves to whom and at what level within the organisation it is most appropriate for them to make a report.

The manager to whom the report is made does not have to be a line manager of the employee.

No formal requirements apply to making a report of concerns about wrongdoing or irregularities. There is no prescribed form for making a report and reports may be made orally or in writing. If the employee makes the report orally or gives an oral explanation of a written report, the manager to whom the report was made shall ensure that this is recorded in writing (Article 9, paragraph 1).

If there is a reasonable suspicion that the group management board and/or compliance manager is/are involved in the suspected wrongdoing or irregularity, the internal report may be made to the PHOENIX group compliance manager.

Paragraph 2

Paragraph 2 provides for the option for Brocacef's own employees to make an internal report via the Integrity Platform. This possibility is preferred in case the reporter wants to remain anonymous.

Article 4. Internal report by an employee of another organisation

This provision corresponds with the HW Act. After all, the definition of 'concerns about wrongdoing' in the HW Act means that it must be possible for an employee of another organisation who has come into contact with Brocacef through his work activities to make a report of concerns about wrongdoing to Brocacef as well.

Paragraph 1

Paragraph 1 offers an employee of another organisation, depending on the seriousness and scale of the suspected wrongdoing or irregularities and depending on who is involved, the option to assess for himself to whom and at what level within Brocacef's organisation it is most appropriate for him to make a report. As employees of another organisation is such a broad group, it has been decided only to offer them the option of making a report of concerns about wrongdoing. The option to report concerns about irregularities is limited to Brocacef's own employees.

For more information see the explanatory note on Article 3, paragraph 1.

Paragraph 2

Paragraph 2 provides for the option to make a report via the Integrity Platform. For more information see the explanatory note on Article 3, paragraph 2.

Article 5. Protecting the reporter against unfair treatment

Ensuring effective protection of the reporter against unfair treatment is one of the basic requirements for dealing with reports of concerns about wrongdoing or irregularities properly and with due care.

Unfair treatment applies if in connection with making a report the reporter is treated less well than he would have been treated if he had not made a report. This unfair treatment can also occur during the phase prior to making the report. This is the phase in which the person who will later become a reporter has become aware of the issue and has started to ask questions about this or express his opinion about it within the organisation.

Protection against unfair treatment does not just mean that Brocacef refrains from taking measures that constitute unfair treatment. Brocacef is also responsible for ensuring that the reporter's managers and colleagues do not act in certain ways that result in practice in the reporter being treated unfairly.

The protection against unfair treatment is not restricted to a specific period. The issue is that the reporter is not treated unfairly in connection with making a report.

For completeness it should be noted that the protection against unfair treatment relates to Brocacef's own employee in two distinct situations.

- In the first situation the suspected wrongdoing takes place within Brocacef's own organisation and the employee makes the report to Brocacef.
- In the second situation the suspected wrongdoing takes place in another organisation with which the employee came into contact through his work activities for Brocacef's organisation. In that case the employee can make the report to the other organisation. The report itself will then be dealt with by that other organisation. However, even in this case Brocacef may not treat the reporter unfairly as a consequence of making a report to that other organisation.

Protection against unfair treatment also applies to an employee of another organisation who makes a report of concerns about wrongdoing to Brocacef (see the explanatory note on Article 4, paragraph 1). After all, Brocacef may not treat an employee of another organisation unfairly as a consequence of making a report. In practice, this protection is mainly relevant for an employee whose employment position is dependent on Brocacef, such as an agency worker or a worker seconded from another organisation.

Paragraph 1

Paragraph 1 corresponds to the protection provision in the HW Act.

The HW Act includes provisions for the protection of civil servants and employees against unfair treatment. Paragraph 1 is broader as it provides for protection against unfair treatment for all reporters, which also includes, for example, self-employed persons, trainees and volunteers.

The words "in connection with" in paragraph 1 express the fact that the obligation to act as a good employer means that Brocacef should also protect the employee against unfair treatment in the phase prior to making the report.

Paragraph 1, like the protection provision in the HW Act, requires that the employee can make the report in good faith and according to the proper procedure. This means that the reporter must make the report in

accordance with this policy and that the reporter must not make a false or untruthful report. The reporter does not have to prove that he is acting in good faith.

In addition to the requirements of the protection provision in the HW Act, this provision also states that protection against unfair treatment also applies to reporting concerns about irregularities (see the explanatory notes on Article 1, paragraph 1(d)).

In another addition to the requirements of the protection provision in the HW Act, this provision also states that protection against unfair treatment also applies to reporting to an external third party in the circumstances described in Article 14, paragraph 4 (see also the explanatory note on that Article).

Paragraph 2

Subsections (a) to (o) of paragraph 2 provide examples of measures that would constitute unfair treatment if Brocacef takes them in connection with a report in good faith and according to the proper procedures of concerns about wrongdoing or irregularities. This list is not exhaustive.

For completeness it should be noted that if a manager takes a measure described in paragraph 2 this will be directly attributed to Brocacef. If this constitutes unfair treatment Brocacef will be in breach of Article 5, paragraph 1.

Paragraph 3

Paragraph 3 makes it clear that unfair treatment also applies if there are reasonable grounds to speak to the reporter about his performance or to take measures against him but, in connection with making a report, Brocacef takes a measure that is more severe than is reasonably justifiable or Brocacef takes a more severe measure against the employee than the measure she has taken in comparable circumstances against other employees who have not made a report.

Paragraph 4

The obligation to provide justification in paragraph 4 is a preventive measure that helps Brocacef to avoid unfair treatment of the reporter by his managers. If the planned measure is not connected with making the report, the manager will have no objection to stating why it is necessary to take this measure.

Paragraph 5

Paragraph 5 expresses the fact that the obligation to act as a good employer means that Brocacef has a duty of care and is obliged to be proactive in protecting the reporter against unfair treatment as a consequence of the behaviour of managers and colleagues.

Subsections (a) to (d) of paragraph 5 provide examples of behaviour by managers and colleagues that constitutes unfair treatment.

Paragraph 5(c) refers to the situation where no formal ban on investigating, speaking about the matter, attending the work station and/or having contact with other persons is imposed, but the manager for example asks for this during a conversation and then proceeds to behave as though it has been agreed.

Paragraph 6

Paragraph 6 expresses the fact that the obligation to act as a good employer means that Brocacef is obliged to take enforcement action where appropriate. In this situation Brocacef will need to decide, depending on the seriousness of the unfair treatment and the part played by the employee in question, what enforcement action will be sufficient to ensure effective protection of the reporter against unfair treatment.

Article 6. Preventing unfair treatment of the reporter

Article 9, paragraph 6 provides that as soon as possible following receipt of the report the compliance manager shall, in consultation with the reporter, appoint a contact person with the aim of preventing unfair treatment of the reporter.

This can be an employee holding a position within the organisation's hierarchy equal to or higher than that of the reporter. It is important that the contact person is someone in whom the reporter has confidence. For this reason, the contact person is appointed in consultation with the reporter.

As unfair treatment can occur even at an early stage, it is important that the contact person is able to get to work as soon as possible following the report. For this reason, Article 9.6 provides that this contact person shall be appointed immediately, which means the same day or within a few days. If the report has been made anonymously via the Integrity Platform, a contact person will only be appointed at the express request of the reporter.

Article 6 sets out the action to be taken by the contact person and the group management board to prevent unfair treatment of the reporter.

Paragraph 1

Paragraph 1 is important to prevent unfair treatment of the reporter as far as possible and, if unfair treatment does occur despite this, to respond to it as quickly and effectively as possible.

A risk of unfair treatment will arise if there is a risk that the reporter's immediate managers and/or immediate colleagues making negative comments about the fact that someone has made a report or blaming the reporter for making the report. This is a real risk if, for example, one or more of them is directly or indirectly involved in the suspected wrongdoing or if they are friends with or otherwise loyal to any other staff member(s) directly or indirectly involved in the suspected wrongdoing.

The best way to reduce the risk of the reporter being treated unfairly will depend on the situation occurring within the organisation. In a situation such as that described above, Brocacef could explain to the staff concerned the attitude and behaviour that Brocacef expects from them in this situation and describe the attitudes and behaviour that Brocacef does not consider acceptable in this situation.

Article 7. Protecting others involved against unfair treatment

Paragraphs 1 and 2

Paragraphs 1 and 2 express the fact that the obligation to act as a good employer means that Brocacef is also obliged to protect the advisor employed by Brocacef, the compliance manager, the contact person and any investigators employed by Brocacef against unfair treatment due to their carrying out the role they have been given. Naturally the persons referred to have an obligation to act as good employees in this situation.

Paragraph 3

Paragraph 3 expresses the fact that the obligation to act as a good employer means that Brocacef is also obliged to protect an employee who is interviewed by the investigators from unfair treatment in connection with making a statement in good faith.

Paragraph 4

Paragraph 4 expresses the fact that the obligation to act as a good employer means that Brocacef is also obliged to protect an employee who provides to the investigators documents that he may reasonably believe to be necessary for the investigators to be able to consult in the context of the investigation from unfair treatment in connection with this.

Paragraph 5

Paragraph 5 expresses the fact that the obligation to act as a good employer means that the protection against unfair treatment set out in Article 5, paragraphs 2 to 6 has corresponding application to the persons referred to in Articles 7, paragraphs 1 to 4.

Article 8. Dealing confidentially with the identity of the reporter

Paragraph 1

If the report has been made anonymously via the Integrity Platform and the reporter wishes to remain so, Brocacef nor PHOENIX group has the ability to identify the reporter. This is ensured by the fact that the Integrity Platform is maintained by an external provider. In this case, all correspondence regarding the report will then take place via the Integrity Platform if possible.

Paragraph 2

If managers and/or colleagues know who made the report and blame him for this, that can lead to unfair treatment of the reporter. For this reason it is important that the identity of the reporter is kept confidential as far as possible. Specifically, this means that the group of people who know who the reporter is may not be larger than is necessary for the proper implementation of this policy.

Paragraph 3

For the identity of the reporter to be disclosed beyond this group of people, explicit written consent is required. This statement of consent must specifically state the person or group of persons to whom the reporter's identity may be disclosed.

Paragraph 4

Dealing confidentially with the identity of the advisor is relevant for both the reporter and the advisor. That is the reason that they both need to give explicit written consent for the identity of the advisor to be disclosed. This statement of consent must specifically state the person or group of persons to whom the advisor's identity may be disclosed.

Article 9. Recording, passing on and confirming receipt of an internal report

Paragraph 1

For the options for making an internal report, see Articles 3 and 4. No formal requirements apply to making a report of concerns about wrongdoing or irregularities. There is no prescribed form for making a report and reports may be made orally or in writing.

Paragraph 1 provides for the content of the report to be recorded in writing. This prevents a difference of opinion concerning its content from arising at a later stage.

Paragraph 2

The compliance manager is responsible for dealing with the report. This is the reason why the manager to whom the report is made is required to pass the report on to the compliance manager as soon as possible.

Paragraph 5

This provision ensures that the reporter is informed in detail of the receipt of the internal report by the compliance manager. After all, the reporter has a legitimate interest in Brocacef providing information enabling the reporter to verify whether the report is being dealt with properly and with due care.

Paragraph 6

For a description of the role of the contact person in this policy, see the explanatory notes on Article 6.

Article 10. Actions by Brocacef to deal with the internal report

Paragraph 1

In principle, an investigation will always be set up in response to a report of concerns about wrongdoing or irregularities. There are two exceptions to this.

The first exception (in subsection (a)) is where the concerns are not based on reasonable grounds. For more information on what is meant by this, see the explanatory notes on Article 1, paragraph 1(c).

The second exception (in subsection (b)) is the situation where it is clear at the outset, without carrying out an investigation, that the matter reported does not involve concerns about wrongdoing or irregularities.

This applies where it is clear at the outset:

- that there is nothing wrong with the behaviour or events reported, or
- that the behaviour or events reported are not serious enough to be classified as concerns about wrongdoing or irregularities.

Paragraph 3

General

An internal report of concerns about wrongdoing may give reason for Brocacef to inform an external body about this report. This may be due to a reporting requirement, but may also be motivated by Brocacef's own interests or by corporate social responsibility considerations.

Paragraph 3 provides for this assessment to be made already at the stage of receiving and starting to deal with the report.

Serious objections

The phrase "unless serious objections exist to oppose this" expresses the fact that this will only apply in an exceptional situation. In considering whether such a situation applies, Brocacef will need to take into consideration:

- that the reporter has a legitimate interest in being able to verify whether the notification of the external body takes place properly and with due care, and
- that the reporter has a duty of confidentiality to Brocacef and Brocacef is entitled to expect the reporter to exercise care in respect of all information and documents relating to the report.

If in spite of these factors serious objections exist to oppose the provision of a copy to the reporter, Brocacef shall send the reporter a summary omitting the information in respect of which the serious objections exist.

Paragraph 4

Should the reporter be aware of any indications that the investigators are not independent and impartial or may even be or have been involved in the suspected wrongdoing or irregularities, he can inform the compliance manager of this. The compliance manager will then need to assess whether the investigators satisfy the requirements in paragraph 4.

Paragraph 5

For information on the exceptional situation where serious objections exist, see the explanatory notes on paragraph 3.

Article 11. Carrying out the investigation

Paragraphs 2 to 4

For employees who become involved in the investigation, see the protection provisions in Article 7, paragraphs 2 to 4.

Paragraphs 5 and 6

For information on the exceptional situation where serious objections exist, see the explanatory notes on Article 10, paragraph 3.

Article 12. Position adopted by Brocacef

Paragraphs 1 and 2

The initial period set out in these provisions of, in principle, eight (8) weeks for informing the reporter of the specific position adopted and the obligation to explain, if the time required for this is expected to exceed twelve (12) weeks, why this is the case, ensure that an active approach is taken to dealing with the report and the investigation into the suspected wrongdoing or irregularities.

Paragraph 3

See the explanatory notes on Article 10, paragraph 3. This Article provides that this assessment shall also be made following the conclusion of the investigation.

Article 14. External report

Paragraph 2

A reporter may immediately make an external report in the cases referred to in this Article. This is the case, for example, if he has a reasonable suspicion that (a member of) the group management board is involved in the suspected wrongdoing. An external report to the investigation department of the House for Whistleblowers may also take place immediately.

Paragraph 3

Paragraph 3 corresponds to the HW Act (see, in particular, Article 6, paragraph 1(d) of the HW Act). Subsections (a) to (c) of this provision set out examples of what is meant by an external body.

Paragraph 3(c) includes reference to the option for the reporter to make an external report of concerns about wrongdoing to the investigation department of the House for Whistleblowers. This option is provided for in Article 4, paragraph 1(a) of the HW Act.

Article 6, paragraph 1 of the HW Act sets out the requirements for acceptance of an external report to the investigation department of the House. Article 6, preamble and paragraph 1(d) of the HW Act provides that the investigation department of the House shall not set up an investigation if it finds that *“the concerns about wrongdoing are eligible for assessment by administrative bodies or services responsible for investigating criminal offences or for monitoring compliance with any requirements imposed by statute or under statutory authority or by any other competent body to which concerns about wrongdoing can be reported and that administrative body, service or other competent body is satisfactorily dealing with or has satisfactorily dealt with the concerns about wrongdoing.”*

The investigation department of the House’s role in relation to external reports of concerns about wrongdoing is therefore akin to that of a safety net, responsible for catching the matters other organisations have not dealt with. The investigation department of the House investigates external reports if other external bodies are not competent to do so and if the report is not dealt with, or is not dealt with satisfactorily, by such bodies.

For completeness it should be noted that the option to make an external report of concerns about wrongdoing to the investigation department of the House for Whistleblowers (Article 14, paragraph 3(c)) is limited to concerns about wrongdoing as defined in the HW Act. The additions to the in this Whistleblowers Regulation Brocacef used definitions are not applicable here.

Paragraph 4

This paragraph expresses the fact that in certain circumstances the reporter can also inform a third party that is not an external body of concerns about wrongdoing.

A condition of making an external report to an external third party of this kind is that paragraphs 1 and 2 are satisfied and that the reporter makes a reasonable assessment as to whether the public interest in making the external report outweighs Brocacef's interest in confidentiality.

This external third party could be, for example, a minister, members of the Dutch House of Representatives or a civil society organisation. In the most extreme cases, the reporter may have the right to make his concerns about wrongdoing public, for example via the media. Reporting to an external third party is conditional on the reporter acting proportionately and not causing any unnecessary damage to Brocacef.

Article 15. Internal and external investigation into unfair treatment of the reporter

Paragraphs 1 and 2

Ensuring effective protection of the reporter against unfair treatment is one of the basic requirements for dealing with reports of concerns about wrongdoing or irregularities properly and with due care. This includes ensuring that a reporter who believes he has been unfairly treated can request Brocacef to carry out an investigation into the way in which he is treated within the organisation.

Paragraph 2 refers with respect to how this request should be dealt with to the provisions that apply to dealing with an internal report of concerns about wrongdoing or irregularities.

Paragraph 3

The persons referred to in Article 7, paragraph 1 to 5 are also entitled to protection against unfair treatment. This follows from the obligation to act as a good employer. Therefore, if they believe that they have been unfairly treated, they too can request Brocacef to carry out an investigation into the way in which they are treated within the organisation.

Paragraph 4

This provision refers to the option for the reporter also to request the investigation department of the House for Whistleblowers to set up an investigation into the way in which Brocacef behaved towards him. This option is provided for in Article 4, paragraph 1(b) of the HW Act. Making a request of this kind to the investigation department of the House is not subject to the condition that the reporter must have made this request internally first.

Article 16. Publication, annual reporting and evaluation

Paragraph 1

Under the HW Act, Brocacef is required to provide the persons working for her with a written or electronic statement of the procedure for dealing with reports of concerns about wrongdoing within the organisation.

However, ex-employees, employees of Brocacef who carry out work otherwise than pursuant to an employment relationship and employees of another organisation do not generally have access to Brocacef's intranet. For this reason, this policy also provides for the publication of the policy on Brocacef's website.

* * * * *