**HOLLAND COLOURS GROUP Whistleblower’s policy**

**1. PURPOSE AND SCOPE**

1.1 We understand that things can go wrong in any business, including ours. At Holland Colours, we take any wrongdoings very seriously and are committed to conducting our business with honesty and integrity. We expect all our staff to maintain high standards as well. We encourage open communication from everyone who works for us, and we want everyone to feel safe and confident about reporting any concerns they may have.

1.2 Holland Colours' Whistleblower’s Policy is designed to encourage and protect individuals who report Suspected Wrongdoings in the workplace. The main goal of this policy is to provide a procedure for reporting any Suspected Wrongdoing. Our policy is based on the Dutch Whistleblower Protection Act (Wet bescherming klokkenluiders) and the EU Whistleblowing Directive and reviewed for all foreign Holland Colours’ entities to ensure compliance with applicable local and national legislation. Please note that this policy has been established with the consent of the Confidence Committee (Workers Council) of the Company.

* 1. This policy applies to reports of Suspected Wrongdoings only. It does not cover other types of concerns or complaints, such as those related to individual employment, position, or personal circumstances at work. If you have such other concerns, we have appropriate grievance policies in place.
	2. This policy is not a part of any employment contract, and we may amend it at any time.
	3. In this policy, we use the following definitions:
* *CEO*: the chairman of the Company's board of management.
* *The chair of the Supervisory Board*: the chair of the Company’s Supervisory Board.
* *Company, ‘we’ or ‘the Employer’*: Holland Colours NV,
* *Employee*: an individual employed by the Company or its affiliated group company, or an individual who otherwise works under supervision and authority of the Company or its affiliated group company against remuneration.
* *Reporter*: a natural person who reports or otherwise discloses a Suspected Wrongdoing within the context of their work-related activities. In addition to Employees, Reporters may also be civil servants, volunteers, freelancers, trainees, applicants, temporary workers, (persons who work under the responsibility of) suppliers, contractors and subcontractors, persons in management bodies, such as a supervisory board and shareholders.
* *Suspected Wrongdoing*: a suspicion, based on reasonable grounds that follow from knowledge obtained at the Employer or through the Reporter’s activities for another company or organization, concerning any of the Company and its affiliated group company and relating to any of the following wrongdoings:

(a) the actual breach, or the risk thereof, of Union law, meaning an act or omission that:

(i) is unlawful and relates to Union acts and areas that fall within the material scope of Article 2 of the EU Whistleblowing Directive, or

(ii) defeats the object or purpose of the rules in Union acts and areas falling within the material scope of Article 2 of the EU Whistleblowing Directive.

(b) an act or omission in which the public interest is at stake and which concerns:

(i) violation or a risk of violation of a statutory provision or internal rules of the Company that contain a specific obligation and have been adopted by the Employer on the basis of a statutory requirement; or

(ii)risk to public health, the safety of persons, the environment or the proper functioning of the public service or a company as a result of an improper act or omission.

A public interest is at stake when the act or omission not only infringes personal interests and shows a pattern or structural character or is severe and extensive. Other criteria can also be taken into consideration, such as the number of people whose interests the report covers, the nature of the interests that are at stake, the nature of the Suspected Wrongdoing and the position of the person who is suspected of wrongdoing.

* *Trusted Representative*: an independent person whom Employees can contact confidentially to discuss work-related problems, complaints, or concerns about Suspected Wrongdoings.

1.6Holland Colours’ Whistleblower’s Policy applies to and protects Reporters who report Suspected Wrongdoing in the workplace and will also protect involved third parties who could suffer a detriment at the hands of the Reporter’s employer, such as colleagues and family members, or a person or organization or legal person with which the Reporter is otherwise connected in a work-related context. Additionally, the policy will protect people who help Reporters, such as confidential advisers and Workers Council.

**2. INTERNAL REPORTING PROCEDURE**

2.1 Reporters can report a Suspected Wrongdoing to:

* The CEO.
* The Trusted Representative of the Company or its affiliated group company, as specified in the intranet Holland Colours’ employee Handbook.

2.2 Alternatively, a Suspected Wrongdoing may be reported to the chair of the Supervisory Board if:

(a) the report concerns one or more of the persons referred to in paragraph 2.1;

(b) Reporter disagrees with the follow-up referred to in paragraph 3;

(c) Reporter does not receive follow-up within the period referred to in paragraph

(d) the Suspected Wrongdoing concerns a member of the Company’s statutory Board of Management; or

(e) one of the following circumstances arises:

1. situation where the Reporter may reasonably fear retaliation

in response to an internal report of a Suspected Wrongdoing;

1. if an earlier report of a Suspected Wrongdoing made in accordance with the procedure set out in this paragraph 2 and essentially concerning the same wrongdoing has not resulted in elimination of the wrongdoing.

2.3 If a Reporter reports a Suspected Wrongdoing only to the Trusted Representative, the Trusted Representative will provide an anonymized version of the report to the CEO or as applicable in accordance to 2,2 the chair of the Supervisory Board, unless the Reporter gives permission to disclose their identity.

2.4 Reports can be submitted in writing (via Holland Colours’ IntegrityLog\*, email, or letter), verbally (via telephone or other communication device), or in-person by request. If a verbal report is made, the person receiving the report will document it in writing. Reporters can provide feedback on the report if desired.

2.5 The Reporter will receive acknowledgment of receipt of the report within seven days from the relevant officer.

2.6 Employees can consult an adviser confidentially regarding any Suspected Wrongdoing. Advisers may include lawyers, legal advisers from trade unions, or legal advisers from legal expenses insurers.

2.7 Verbal reports can also be made anonymously, but we encourage Reporters to disclose their identities whenever possible. Anonymous and non-anonymous reports are treated equally, but identifying the Reporter can facilitate the investigation process and protect their interests.

**3. FOLLOW-UP AND FEEDBACK**

3.1 The CEO or the chair of the Supervisory Board, or their designated representatives within the Company, will follow up on reports, ensuring independence, confidentiality, and absence of conflict of interest.

3.2 Follow-up may involve making initial inquiries, conducting preliminary investigations or assessments of the report's legitimacy, specificity, or scope. Depending on the nature and content of the report, a formal or informal investigation may be necessary. External investigators may be involved if required. The Reporter may be asked for additional information during the investigation, but providing such information is not mandatory.

3.3 If requested, and to the extent possible without compromising the investigation, the Reporter will receive general information about the progress and outcome of the investigation.

3.4 Within a reasonable timeframe, but no later than three months after acknowledging the receipt, the Reporter will be informed about the action(s) taken or planned in response to the report and the reasons for that choice. If the appropriate follow-up is still being determined, the Reporter will be informed about the delay and any further feedback to expect.

3.5 Follow-up actions may include (a) referring the matter to other channels or procedures for reports that exclusively affect individual rights, (b) closing the procedure due to insufficient evidence, (c) initiating an internal inquiry and sharing its findings and measures taken, (d) referring the matter to a competent authority for further investigation, if disclosure does not compromise the internal inquiry or investigation or violate the rights of the people involved.

In all cases, the Reporter will be kept informed about the progress and outcome of the investigation.

3.6 The Reporter will have the opportunity to respond in writing to the follow-up and feedback provided.

**4. EXTERNAL REPORTING PROCEDURE**

4.1 We encourage Reporters to use the internal reporting procedure via Holland Colours’ IntegrityLog\*. However, Reporters may also report to (one of) the external bodies.

4.2 For certain types of incidents, specific external bodies are available. If there is no specific external body or at the Reporter's discretion, reports regarding Suspected Wrongdoings can be made to the House for Whistleblowers (Huis voor Klokkenluiders).

**5. LEGAL PROTECTION**

* 1. We are committed to protecting the following individuals from retaliation:
* A Reporter who reports a Suspected Wrongdoing in good faith;
* Individuals who assist in the (preliminary) investigation, including but not limited to a Trusted Representative; and
* A person or party as mentioned in Section 1.6 of the policy.

5.2 We will not disadvantage, threaten, or attempt to disadvantage Reporters who report Suspected Wrongdoings in good faith. We will make reasonable efforts to keep the Reporter's identity confidential.

5.3 We may take disciplinary actions against anyone found guilty of prejudicing a Reporter.

5.4 If you believe you have faced retaliation for reporting (Suspected) Wrongdoings, please contact the officer to whom the report was made.

5.5 Making a malicious or knowingly false report may lead to disciplinary or legal action against the Reporter.

**6. CONFIDENTIALITY**

6.1 We will treat all reports of (Suspected) Wrongdoings confidentially. The contents of the report will only be shared with individuals necessary for handling or investigating the report. The name of the Reporter will not be disclosed, and we will take steps to protect the Reporter's anonymity as much as possible.

6.2 Anyone involved in the report or investigation, who has access to confidential data, must maintain confidentiality, except when required by law or regulations to disclose such information.

6.3 The identity of the Reporter and any information that could indirectly identify them will be strictly confidential unless the Reporter gives consent.

6.4 We may disclose reported matters and relevant facts to third parties, such as regulatory, governmental, law enforcement, or self-regulatory agencies, if reasonably necessary, keeping the identity of the Reporter strictly confidential unless with the Reporter’s consent.

6.5 Reporters may consult an adviser confidentially about any (Suspected) Wrongdoing, misconduct or irregularities. Possible advisers include lawyers, legal advisers from trade unions, or legal advisers from legal expenses insurers.

6.6 We will record reports of (Suspected) Wrongdoings in a dedicated register and handle the data in accordance with data protection laws. Once the data is no longer required for compliance with the Dutch Whistleblower Protection Act, other Union law or local and national legislation requirements, it will be destroyed.

**7. EFFECTIVE DATE**

This policy will be effective as of February 1, 2024 and supersedes all previous versions.

\*IntegrityLog will be operational Q1 2024.