

WHISTLEBLOWING POLICY

1. POLICY STATEMENT

1.1 We are committed to conducting our business with honesty and integrity, and we expect all workers to maintain high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.

1.2 The aims of this policy are:

- (a) to encourage workers to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
- (b) to provide workers with guidance as to how to raise those concerns; and
- (c) to reassure workers that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.

1.3 This policy does not form part of any employee's contract of employment and it may be amended at any time.

2. WHO IS COVERED BY THIS POLICY?

This policy applies to all individuals working at all levels of the organisation, including for its subsidiaries and for its property managers, senior managers, officers, directors, employees, consultants, contractors, trainees, homeworkers, part-time and fixed-term workers, casual and agency staff (collectively referred to as "**workers**" in this policy).

3. WHAT IS WHISTLEBLOWING?

3.1 Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:

- (a) criminal activity;
- (b) miscarriages of justice;
- (c) danger to health and safety;
- (d) damage to the environment;

- (e) failure to comply with any legal obligation or regulatory requirements;
- (f) bribery;
- (g) financial fraud or mismanagement;
- (h) negligence;
- (i) breach of our internal policies and procedures;
- (j) conduct likely to damage our reputation;
- (k) unauthorised disclosure of confidential information; and / or
- (l) the deliberate concealment of any of the above matters.

3.2 A whistleblower is a person who raises a genuine concern in good faith relating to any of the above. If you have any genuine concerns related to suspected wrongdoing or danger affecting any of our activities (a "**whistleblowing concern**") you should report it under this policy.

3.3 This policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work. In those cases you should approach your direct manager.

3.4 If you are uncertain whether something is within the scope of this policy you should seek advice from the relevant local Whistleblowing Officer, whose contact details are at the end of this policy.

4. **RAISING A WHISTLEBLOWING CONCERN**

4.1 We hope that in many cases you will be able to raise any concerns with your direct manager. You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases they may refer the matter to the relevant local Whistleblowing Officer.

4.2 However, where the matter is more serious, or you feel that your direct manager has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact either the relevant Whistleblowing Officer or the local manager of the subsidiary / platform you are working for.

4.3 Contact details are set out at the end of this policy.

4.4 We will hear your complaint as soon as possible and will discuss your concern. You may bring a colleague to any meetings under this policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

4.5 We will aim to give you an indication of how we propose to deal with the matter.

5. **CONFIDENTIALITY**

5.1 We hope that workers will feel able to voice whistleblowing concerns openly under this policy. However, if you want to raise your concern confidentially, we will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you.

5.2 We do not encourage workers to make disclosures anonymously. Proper investigation may be more difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible and have been made in good faith. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the relevant local Whistleblowing Officer and appropriate measures can then be taken to preserve confidentiality.

6. **EXTERNAL DISCLOSURES**

6.1 The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.

6.2 The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely if ever be appropriate to alert the media. We strongly encourage you to seek advice before reporting a concern to anyone external.

6.3 Whistleblowing concerns usually relate to the conduct of our workers, but they may sometimes relate to the actions of a third party, such as a customer, supplier or service provider. The law allows you to raise a concern in good faith with a third party, where you reasonably believe it relates mainly to their actions or something that is legally their responsibility. However, we encourage you to report such concerns internally first. You should contact your direct manager or one of the other individuals set out in paragraph 4 for guidance.

7. **INVESTIGATION AND OUTCOME**

7.1 Once you have raised a concern, we will carry out an initial assessment to determine the scope of any investigation. We will inform you of the outcome of our assessment. You may be required to attend meetings in order to provide further information.

7.2 In some cases we may appoint an investigator or team of investigators including workers with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable us to minimise the risk of future wrongdoing.

7.3 We will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

7.4 If we conclude that a whistleblower has made false allegations maliciously, in bad faith or with a view to personal gain, the whistleblower will be subject to disciplinary action and any action by law.

8. **IF YOU ARE NOT SATISFIED**

8.1 While we cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this policy you can help us to achieve this.

8.2 If you are not happy with the way in which your concern has been handled, you can raise it with the chairman of the board. Contact details are set out at the end of this policy.

9. **PROTECTION AND SUPPORT FOR WHISTLEBLOWERS**

9.1 It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support workers who raise genuine concerns in good faith under this policy, even if they turn out to be mistaken.

9.2 Workers must not suffer any detrimental treatment as a result of raising a concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the relevant local Whistleblowing Officer immediately. If the matter is not remedied you should raise it formally and in writing.

9.3 Workers must not threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action, as well as other repercussions set down by law.

10. **RESPONSIBILITY FOR THE SUCCESS OF THIS POLICY**

10.1 The Board of Directors has overall responsibility for this policy, and for reviewing the effectiveness of actions taken in response to concerns raised under this policy.

- 10.2 The Whistleblowing Officers have day-to-day operational responsibility for this policy, and must ensure that all managers and other workers who may deal with concerns or investigations under this policy receive regular and appropriate training.
- 10.3 The Whistleblowing Officers, in conjunction with the board should review this policy from a legal and operational perspective at least once a year.
- 10.4 All workers are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the relevant local Whistleblowing Officer.

11. CONTACTS

11.1 Whistleblowing Officer (Germany)

Name: Andrija Olujic

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Mobile +49 151 440 65 440

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11.2 Whistleblowing Officer (for all other countries)

Name: Guy Priel

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Schedule

Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to the local manager of subsidiary you are working for:

1. you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
2. you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
3. a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
4. a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
5. a third party requests an unexpected additional fee or commission to "facilitate" a service;
6. a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
7. a third party requests that a payment is made to "overlook" potential legal violations;
8. a third party requests that you provide employment or some other advantage to a friend or relative;
9. you receive an invoice from a third party that appears to be non-standard or customised;
10. a third party insists on the use of side letters or refuses to put terms agreed in writing;
11. you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
12. a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or

13. An associated entity has current business, family or some other close personal relationship with a government official, has recently been a government official or is qualified only on the basis of his influence over a government official;
14. A government official recommends or insists on the use of a certain business partner or associated entity;
15. An associated entity has a poor reputation or has faced allegations of bribes, kickbacks, fraud or other wrongdoing or has poor or non-existent third-party references;
16. An associated entity does not have an office, staff or qualifications adequate to perform the required services;
17. An expense/payment request by an associated entity is unusual, is not supported by adequate documentation, is unusually large or disproportionate to products to be acquired, does not match the terms of a governing agreement, involves the use of cash or an off-the-books account, or is in a form not in accordance with local laws.
18. you are offered an unusually generous gift or offered lavish hospitality by a third party.