

Ebusco Holding N.V.

Whistleblowing Policy

1. INTRODUCTION

- 1.1 Ebusco Holding N.V. (the **Company**) together with its subsidiaries (together, the **Group**) aims at conducting all business activities in a responsible and transparent way, and with integrity towards all of its stakeholders. These values are set forth in the Group's Code of Conduct and other policies.
- 1.2 This Whistleblowing Policy (the **Policy**) sets forth how a staff member can internally and externally report actual or suspected misconduct or irregularities.
- 1.3 This Policy applies to all staff members, employees, officers and directors (including members of the management board of the Company (the **Management Board**) and supervisory board of the Company (the **Supervisory Board**)) of the Group, contract staff and others engaged to work for the Group, collectively referred to as "staff members". This Policy will enter into force as of the date on which the shares of the Company are listed on Euronext in Amsterdam.

2. REPORTABLE SITUATIONS

- 2.1 For the purpose of this Policy, actual or suspected misconduct and irregularities are reportable if a staff member knows or has reasonable suspicion of any material abuse, malpractice, breach, misconduct or other irregularities of a general, environmental, operational, financial or other nature within the Group, in so far as:
- (a) the suspicion is based on reasonable grounds resulting from the knowledge gained by the staff member in the service of the Group or from the knowledge obtained by the staff member through his/her work at another business or organization, and
 - (b) either:
 - (i) a public interest is at stake since the suspected abuse concerns a breach of statutory regulations, a risk to public health, public safety or the environment, or an improper act or omission that jeopardises the proper functioning of the public service or an undertaking; or
 - (ii) the actual or suspected misconduct or irregularities can otherwise reasonably be considered as material.

3. INTERNAL REPORTS AND INVESTIGATION PROCEDURE

- 3.1 Internal reports should in principle be made to:
- (a) the staff member's direct or indirect manager(s);
 - (b) the Corporate Secretary; or
 - (c) the Group's appointed trusted person, as indicated on the Group's intranet: <https://ebusco.sharepoint.com/SitePages/Home.aspx>.

The staff member has the choice to decide to whom of the above persons it prefers to make the report.

- 3.2 If the report concerns one or more of the persons referred to in paragraph 3.1, it can also be made to the Chief Financial Officer. If the report concerns a member of the Management Board, it should be made to the Chairman of the Supervisory Board.

- 3.3 Reports can be made in writing (e.g. via email or letter) and orally (e.g. in person or via the telephone). The reporting staff member will receive a confirmation in writing that his or her report has been received, with the date and time of the receipt of the report.
- 3.4 Any oral explanations will be written down by the officer to whom the report is made, and will be provided to the reporting staff member for its approval. A staff member may request to have its report handled on an anonymous basis, although non-anonymous reports are encouraged to facilitate the investigation.
- 3.5 Reports will in principle be referred to the following officers for review and, where applicable, further investigation, unless such officer has any conflict of interests in which case the report will be referred to one or more of the other officers as set out below, as appropriate:
- (a) to the extent not already involved, reports will be referred to the Company Secretary as soon as possible;
 - (b) the Management Board shall be notified of any signs of actual or suspected material misconduct or irregularities within the Group as soon as possible;
 - (c) the Management Board shall inform the Chairman of the Supervisory Board without delay of any signs of actual or suspected material misconduct or irregularities within the Group.
- 3.6 If the officer authorized to handle the report deems a report to be legitimate and within the scope of this Policy, a preliminary investigation is carried out, after which a full investigation will be launched if at least a reasonable suspicion of material misconduct or irregularities is found. After the date of receipt of the report, the Company aims to take a stand concerning the reported matter within a period of eight weeks. The Company will also describe what further steps were taken/will be taken within the Group following the report, if applicable. To the extent the period of eight weeks is insufficient for the Company to take a stand concerning the reported matter, it will notify the reporting staff member or, in case of an anonymous report, the officer to whom the report was made. The reporting staff member will always be allowed to respond in writing to the findings of the Company.
- 3.7 If requested, and to the extent possible in the context of the investigation, the staff member will be provided with general information on the progress of an investigation and its outcome. The staff member will be informed in a timely manner if no reasonable suspicion of material misconduct or irregularities is found to pursue the reported matter and conduct further investigation.

4. PROHIBITION ON RETALIATION

- 4.1 The Company will not disadvantage the reporting staff member in any way in connection with its report of actual or suspected misconduct or irregularities, provided the report is made in good faith and in line with the provisions of this Policy. The Company will procure that the staff member is protected against retaliation and will keep the staff member's identity confidential to the extent reasonably possible.
- 4.2 The Company prohibits retaliation against any staff member, and will endeavour to ensure that any managers and other colleagues of the reporter refrain from any form of prejudice in connection with reporting in good faith any actual or suspected misconduct or irregularities, whether or not such report interferes with the professional or personal functioning of the reporter.
- 4.3 The relevant corporate body of the Company or another member of the Group may take disciplinary actions against any persons who are guilty of prejudicing any reporting staff member.

4.4 Staff members who believe they have been subject to retaliation for reporting any actual or suspected misconduct or irregularities should immediately contact the respective officer to whom the report was made.

5. FALSE ALLEGATIONS

5.1 Any report that is later proven to have been made maliciously or which was known to be false, may result in disciplinary or legal action being taken against the reporting staff member.

6. CONFIDENTIALITY

6.1 The Company will procure that any reports of actual or suspected misconduct or irregularities will be treated in a confidential manner, to the extent reasonably possible. The Company shall only share the contents of the report and the identity of the reporting staff member to those individuals whose involvement is necessary for the handling or investigation of the report.

6.2 If the reporting staff member has requested to have its report handled on an anonymous basis, the identity of the reporting staff member will be kept strictly confidential.

6.3 The Company may disclose reported matters and any facts relating thereto to third parties, including regulatory, governmental, law enforcement or self-regulatory agencies, to the extent reasonably necessary.

6.4 The staff member may consult an adviser confidentially about any actual or suspected misconduct and irregularities. Possible advisers that can be considered include a lawyer, legal adviser from a trade union or legal adviser from a legal expenses insurer.

7. EXTERNAL REPORT OF SUSPECTED ABUSE

7.1 In certain circumstances, staff members can also make a report to an external body. Staff members may do so in the event:

- (a) an internal report may, in all reasonableness, not be expected of the staff member;
- (b) a report made by a staff member internally is not handled appropriately; or
- (c) an external notification obligation applies (*please refer to www.huisvoorklokkenuiders.nl*).

7.2 For external reports concerning some types of incidents, there are specific external bodies. If there is no specific external body, external reports concerning a suspected abuse as set out in paragraph 2.1(b)(i) can be made to the House for Whistleblowers (*Huis voor Klokkenuiders*).