

WHISTLEBLOWING PROCEDURE OF HOLLAND COLOURS GROUP

PROCEDURE FOR DEALING WITH SUSPECTED WRONGDOINGS

1. **DEFINITIONS**

In this procedure the following terms have the following meanings:

- *employee*: an individual working for the company or its affiliated group company, either as an employee or otherwise;
- *the company*: the public limited company Holland Colours NV;
- *Managing Director*: the General Manager of the company's Board of Management under the Articles of Association;
- *the chair of the Supervisory Board*: the chair of the company's Supervisory Board;
- *line manager*: the employee's immediate superior;
- *trusted representative*: the individual appointed to act as such for the company or its affiliated group company;
- *suspected wrongdoing*: a suspicion, based on reasonable grounds, concerning the company or its affiliated group company and relating to:
 - a. an actual or imminent criminal offence;
 - b. an actual or imminent violation of laws and regulations;
 - c. a risk to public health, safety or the environment;
 - d. the actual or imminent deliberate provision of inaccurate information to public bodies;
 - e. a violation of the company's or its affiliated group company's rules of conduct, or
 - f. the actual or imminent deliberate suppression, destruction or manipulation of information about the above facts.

2. **PROCEDURE**

- 2.1 An employee should report a suspected wrongdoing internally to the Managing Director and/or the trusted representative of the company or its affiliated group company where the employee is employed.
- 2.2 The Managing Director and/or the trusted representative shall confirm the date of receipt of the report to the employee. If an employee reports solely a suspected wrongdoing to the trusted representative, the trusted representative shall provide an anonymized version of the report to the Managing Director as soon as possible, stating the date of receipt of the report.
- 2.3 The Managing Director shall initiate an investigation immediately after a suspected wrongdoing has been reported.
- 2.4 The employee reporting a suspected wrongdoing and the person to whom the suspected wrongdoing is reported shall treat the report confidentially. No information may be disclosed to third parties within or outside the company or its affiliated group company without the Managing Director's permission. If information is disclosed, the name of the employee shall not be mentioned and the information shall be furnished in such a way as to safeguard the anonymity of the employee as much as possible.

3. **DECISION PERIOD FOR THE MANAGING DIRECTOR**

- 3.1 The employee shall be informed in writing by or on behalf of the Managing Director of his assessment of the reported suspected wrongdoing within eight weeks of the date of the report of the employee. On that occasion the employee shall also be notified of any measures taken further to the report.
- 3.2 If the assessment cannot be given within eight weeks, the employee shall be notified accordingly by or on behalf of the Managing Director and shall be informed of the period within which he can expect to receive the assessment.



4. REPORT TO THE CHAIR OF THE SUPERVISORY BOARD

- 4.1 An employee may report a suspected wrongdoing to the chair of the Supervisory Board if:
- a. he disagrees with the assessment referred to in Paragraph 1 of Article 3;
 - b. he does not receive the assessment within the period required as mentioned in Paragraphs 1 and 2 of Article 3;
 - c. the period referred to in Paragraph 2 of Article 3 is unreasonably long, considering all the circumstances of the case, and the employee has lodged an objection to this with the Managing Director without the Managing Director stating a shorter, reasonable period in response to this objection;
 - d. the suspected wrongdoing concerns a member of the company's statutory Board of Management, or
 - e. an exception as referred to in the next Paragraph applies.
- 4.2 An exception as referred to in clause (e) of the previous Paragraph applies:
- a. in a situation where the employee may reasonably fear retaliation in response to an internal report;
 - b. if an earlier report made in accordance with the procedure set out in Articles 2 and 3 and essentially concerning the same wrongdoing has not resulted in elimination of the wrongdoing.
- 4.3 The chair of the Supervisory Board shall confirm the date of receipt of the report to the employee.
- 4.4 An investigation shall be initiated immediately by the chair of the Supervisory Board after a suspected wrongdoing has been reported.
- 4.5 The employee reporting a suspected wrongdoing and the person to whom the suspected wrongdoing is reported shall treat the report confidentially. No information may be disclosed to third parties within or outside the company and its affiliated group company without the permission of the chair of the Supervisory Board. If information is disclosed, the name of the employee shall not be mentioned and the information shall be furnished in such a way as to safeguard the anonymity of the employee as far as possible.

5. DECISION PERIOD FOR THE CHAIR OF THE SUPERVISORY BOARD

- 5.1 The employee shall be informed in writing by or on behalf of the chair of the Supervisory Board of a substantive assessment of the reported suspected wrongdoing within eight weeks of the date of the internal report of the employee. On that occasion the employee shall also be notified of any measures taken further to the report.
- 5.2 If the assessment cannot be given within eight weeks, the employee shall be notified accordingly by or on behalf of the chair of the Supervisory Board and shall be informed of the period within which he can expect to receive the assessment.

6. LEGAL PROTECTION

The position of an employee who has reported a suspected wrongdoing in good faith in accordance with the provisions of this procedure shall not be adversely affected thereby in any way. A trusted representative as referred to in Article 1 who is an employee of the company or its affiliated group company shall not be disadvantaged in any way because of his actions as such under this procedure.

7. EFFECTIVE DATE

This procedure shall take effect on April 1, 2016 and replaces the procedure dated August 26, 2005