



Reporting Policy TKH Group (Whistleblower Procedure)

Introduction

TKH Group is committed to an open culture in which employees can openly discuss any concerns, problems or abuses. The Whistleblower Procedure provides for a procedure under which employees can raise such topics.

Section 1. Who can report?

This policy applies to all employees of TKH Group N.V. and its group companies ("TKH").

"Employee" in this policy means (a) all individuals who have (or have had) an employment contract with TKH and (b) all individuals who otherwise carry out (or have carried out) work for TKH.

Section 2. Which concerns are covered by this reporting policy?

This policy can be used by Employees to report concerns about suspicions of possible misconduct within TKH. These concerns may relate to the following matters:

- A possible criminal offence or violation of the law;
- A violation of the company's internal policies and/or procedures (such as the TKH Code of Conduct);
- Giving or receiving a bribe;
- Disclosure of confidential information; or
- Dishonesty or unethical behavior, such as discrimination (sexual harassment, bullying etc.

An Employee's report of suspicions of possible misconduct should be supported by relevant information and submitted in good faith.

Section 3. Could I ask someone for advice?

Employees can consult the Confidential Officer (the "Confidential Officer") of the company they are working for about suspicions of possible misconduct. An Employee can discuss his or her concerns with the Confidential Officer in confidence.

If requested by the Employee, the Confidential Officer could inform the Central Compliance Officer of TKH Group NV ("Compliance Officer") to take the matter further. In that case, a report will be submitted.

The contact details of the Confidential Officer can be found on the (local) intranet.

Section 4. Whom should I report to?

Employees are encouraged to first report matters to their (direct) manager or supervisor. However, if for any reason this is not appropriate, the Employee should raise the concern with the responsible Confidential Officer or to the Managing Board of the subsidiary of the Employee. If for any reason this is also not appropriate, the Employee can report directly to the Compliance Officer. If the report of the suspicion relates to the Compliance Officer or if the report of possible misconduct concerns the Executive Board, the Employee can send his report to the Chairman of the Supervisory Board. In cases where the report should be addressed to the Chairman of the Supervisory, this person will act as the Compliance Officer under this policy.

The contact details of the Confidential Officer and the Chairman of the Board or the Chairman of the Supervisory Board can be found on the intranet.

Section 5. How can I report?

Employees can choose to report matters in writing or orally. The contact details of the Confidential Officer and Compliance Officer can be found on the intranet (see also section 4).

Section 6. Can I remain anonymous?

TKH encourages an open culture and emphasizes the importance of Employees raising any concerns openly to assess, investigate and gather additional information if required. However, if the Employee has serious objections to openly raise concerns and wishes to remain anonymous, TKH will use all reasonable efforts to ensure an Employee's anonymity.

Employees can report anonymously through the Compliance Officer. The contact details can be found on the intranet.

Section 7. What happens after I report a concern?

TKH takes every report of suspicions of possible misconduct seriously and insists that such a report is followed up adequately.

The Confidential Officer for whom the report was made, informs the Compliance Officer about the reporting as soon as possible (immediately). The Employee receives within two weeks a confirmation of the report. The Compliance Officer submits the report in writing and has this record signed for approval by the Employee.

The Compliance Officer, or an officer which is designated by him / her, will carry out an initial assessment. Where possible, TKH will inform the Employee of the outcome of this assessment. TKH may request additional information from the Employee at this time.

TKH intends to give the Employee an indication on how the Company will deal with the report, the expected timeframe, the results of the investigation and any actions taken in response. However, the need for confidentiality and privacy and other considerations may prevent TKH from being able to give the



Employee (specific) details regarding the investigation or any remedial and disciplinary action taken as a result. Any information shared with the Employee about the investigation and action taken must be treated as confidential.

TKH cannot guarantee the outcome expected or desired by the Employee. However, TKH is committed to dealing with the Employee's genuine concerns in a fair and appropriate way.

Section 8. Will reports be treated confidentially?

TKH will treat any report confidentially, in order to allow for an adequate investigation of the report and to comply with applicable privacy laws.

An Employee has the possibility to indicate that his or her report should be treated confidentially. The name of the Employee who submitted a report in good faith shall not be disclosed to others within or outside TKH, unless the Employee gives his prior written consent or TKH is required to comply with a legal or regulatory obligation. The Employee is entitled to deny or withdraw his consent at any time and shall be informed of this right prior to giving consent.

The information received will only be shared with others within or outside TKH if and to the extent this is required to appropriately deal with the report and the issues raised in it. Again, the name of the Employee will not be disclosed unless the Employee has given its consent or there is a legal or regulatory obligation to do so.

The Compliance Officer of TKH Group NV, the Executive Board or a person who has been designated by aforementioned persons, generally notifies the person implicated by a report immediately, that concerns have been raised in relation to him. TKH will make this notification within a reasonable time and taking into consideration the interests of the investigation. TKH will take all reasonable measures to prevent that the person implicated in a report can learn the identity of the Employee who submitted the report.

If it turns out the report was not made in good faith, TKH is not bound by these confidentiality undertakings, without prejudice to applicable privacy laws.

Section 9. How will I be protected if I report a concern?

No Employee who in good faith raises a concern involving matters covered by this policy will suffer harassment, retaliation or any other adverse (employment) consequences as a result of raising a concern. TKH will not tolerate any form of threat or retaliation, and will take (disciplinary) action against relevant co-workers or managers where appropriate.

An Employee who believes he or she has been penalized because of the Employee's status as a reporter of suspected misconduct or due to participation in the investigation of a report is encouraged to immediately report such conduct to his manager, the Confidential Officer or the Compliance Officer to allow TKH to take appropriate remedial measures.



TKH may only take disciplinary actions if TKH concludes that a report has not been made in good faith, e.g. because false allegations have been made knowingly, improperly, maliciously, or for personal financial gain.

If it turns out that the Employee has had personal involvement in suspected misconduct, reporting such misconduct does not exempt the Employee from possible (disciplinary) actions by TKH or civil, criminal or regulatory liability. In its actions, TKH will, however, at all times take into consideration that an Employee has voluntarily and in good faith reported the suspicions of misconduct through this policy.

Section 10. Privacy

TKH will process personal data in order to monitor notifications appropriately.

TKH will only process personal data in the context of this proceeding and to the extent necessary, to comply with a notification. Sensitive personal data (such as data that provides insight into the ethnic origin, political affiliations, religious or philosophical beliefs, trade union membership or information concerning health or sexual preference) about the person against whom the report is directed, will be processed only to the extent which is permitted under applicable national privacy laws.

TKH will take appropriate technical and organizational measures to protect personal data adequately against theft or unauthorized processing. Personal data relating to unsubstantiated reports will be deleted as soon as possible. Personal data relating to valid reports will be removed within a reasonable period after the investigation is completed, unless disciplinary measures are taken, judicial proceedings have been initiated against the person against whom the message is addressed, or unless the Employee has reported not in good faith. In such cases, personal data will be removed within a reasonable period after disciplinary measures have been taken or judicial procedure has been completed.

Reference is also made to the TKH Privacy Policy.

Section 11. Entry into effect

This procedure comes into effect as per July 2016 and replaces the previous version of the “Regulation for dealing with a Suspicion of Wrongful Conduct (Whistleblowers Procedure)” as amended and entered into force on October 7, 2013.