

# **WHISTLEBLOWING POLICY**

*FINAL VERSION*

**Adapteo**

**Adapteo.**

**APPROVED BY ADAPTEO BOARD OF DIRECTORS**

**18<sup>th</sup> of June 2019**

## **KEY DISTRIBUTION**

Board of Directors

Group Management

Group Finance & Control

General Managers

Adapteo's auditors

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## **1. Definition of the framework**

### **1.1 Background and purpose**

Adapteo Group's Whistleblowing Policy supports responsible behavior and compliance with laws, regulations and Adapteo's values. These values and ethical norms are set out in our Operating Principles, Code of Conduct and Anti-Fraud Policy. This Whistleblowing Policy complements and supplements these policies.

### **1.2 Applicability**

The principles defined in this document must be followed by all Adapteo Group subsidiary companies, business units, management and employees. Contract employees of Adapteo Group must also be aware of and shall follow the principles defined in this document as applicable.

### **1.3 Status and relationship to other policies**

This document has been approved by the Board and is a part of Adapteo Group policies. Other whistleblowing related instructions within Adapteo Group shall be in line with the content of this document.

### **1.4 Ownership and changes to the policy**

The CFO is the owner of this document and oversees that other policies and other operational guidelines are aligned with this document and shall propose any necessary changes to them.

Any changes to this document shall be approved by the Board.

### **1.5 Effectiveness**

This document is effective as of 18<sup>th</sup> of June 2019 and until further notice.

## 2. Requirements related to reporting violations

Everyone in the Adapteo is obligated to report violations, or reasonable suspicions of violations of the Code of Conduct and Anti-Fraud Policy by following the procedure outlined below. Reports in accordance with this Whistleblowing Policy may also be made by any person affiliated with Adapteo, including business partners, suppliers and other stakeholders. Employees do not need evidence or complete assurance of a violation to make a report: it is sufficient that you have a strong suspicion and that you make the report sincerely.

The following are only a few examples of types of activities that should be reported:

- An employee believes that a manager, executive or employee has engaged in questionable accounting or auditing practices;
- A vendor or supplier offers an employee, and the employee accepts an inappropriate gift or money;
- A manager or executive requests employees to falsify company data;
- An employee falsifies payroll or expense reimbursements;
- An employee use corporate property, information or his/her position for improper personal gain;
- An employee competing with Adapteo directly or indirectly;
- An employee's private interest interferes in any way with the interests of the company;
- An employee, or members of his/her family, receives improper personal benefits as a result of his/her position at Adapteo;
- An employee discloses non-public information that might be of use to competitors or harmful to Adapteo;
- An employee is involved in theft of Adapteo's property and assets;
- An employee disclosing of proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports;
- The company cheats customers, suppliers or others who have a financial interest in it;
- Antitrust or competition law violations;
- A company superior asks employees to engage in activities they consider illegal or questionable;
- The offer or acceptance of cash gifts by any employee;

- An employee steals cash, merchandise or other company assets;
- Environmental violations are committed by an employee or the company;
- Any type of harassment, including racial or sexual harassment (the location procedure for resolution of this type of concern shall be utilized first for addressing these issues);
- Any other activity that may violate applicable law, regulation, Operating Principles or the Code of Conduct.

If the employee feels they cannot discuss the matter with any of them, the whistleblowing system provides an anonymous, confidential alternative reporting process. Adapteo Group offers a whistleblowing service to provide an alternative and anonymous way of raising concerns of non-compliance with Adapteo's values, guidelines, and ethical norms as well as laws and regulations. It also provides a way to raise concerns when the whistleblower simply does not know whom to contact when they make their report.

### **3. Whistleblower protection**

Adapteo takes the accusation of violations very seriously. Therefore, it is our policy that:

- The Whistleblowing Policy is intended to encourage and enable employees and others to raise serious concerns within Adapteo prior to seeking resolution outside the company;
- We trust that all Adapteo's employees will make the right decision and report any violations of the Operating Principles, Code of Conduct or Anti-Fraud Policy to the appropriate personnel;
- No one shall suffer adverse employment consequences, harassment, be discriminated against or retaliated against for making a claim in good faith of a violation of Adapteo's Operating Principles, Code of Conduct and Anti-Fraud Policy;
- An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or summary dismissal;
- However, any employee who is found to have intentionally made a false claim of violation of Adapteo's Operating Principles, Code of Conduct and Anti-Fraud Policy will receive disciplinary action as deemed necessary, up to and including termination of employment.

### **4. Personal data**

In relation to this Whistleblowing Policy, Adapteo may receive information on both the whistleblower and persons involved in the suspected misconduct. Such information may contain sensitive information on suspected criminal behavior and other personal matters.

All information received according to the Whistleblowing Policy will be processed in accordance with applicable law on processing of personal data. Generally, all information received according to the Whistleblowing Policy will only be retained for as long as it is necessary unless otherwise required by law.

Information about a complaint by or about an employee may be placed on the employee's personnel file, along with a record of the outcome and of any notes or other documents compiled during the process. These will be processed in accordance with Adapteo Group's Information Security Policy.

## **5. Confidentiality**

It is as important for Adapteo to provide a mechanism for employees and board members to safely report illegal activities and/or serious misconduct, as it is for the company to protect and to avoid damage to the reputation of innocent employees or board members who are the subject of a reported violation.

For these reasons, Adapteo will conduct its investigations of any reported violation as discretely as possible and in a confidential manner to the greatest extent possible commensurate with carrying out a thorough and adequate investigation. Furthermore, to the extent possible, all reasonable efforts will be made to treat the whistleblower's identity as confidential.

This confidentiality and protection applies to reports of suspicions, even if those prove to be unfounded. However, if a report is found to have been false and made with malicious intent, a disciplinary process may follow.

If investigating the report leads to a criminal investigation by the authorities, case information will also be given to those entities/individuals participating in the investigation, who are legally entitled to receive the information. This information will include the whistleblower's contact details if they have been provided.

## **6. Reporting channels**

At Adapteo we foster an open door policy and encourage employees to share their questions, concerns, suggestions or complaints with someone who can address them properly.

In most cases, an employee's line manager is in the best position to address an area of concern. If this reporting channel is deemed inappropriate due to the individuals involved or the severity of the breach in question, the breach or suspected breach should be reported to the CFO, or directly to the President and CEO or alternatively, to the Chairman of the Board.

The whistleblowing reporting service is provided independently. We use a specialized service, designed to protect a whistleblower's identity when a report is made. If the whistleblower does not disclose his/her identity when making the report, he/she will stay

anonymous throughout the whole investigation. Adapteo will not attempt to find out his/her identity in any way. When a report is made, the whistleblower receives a personal ID number and password, to use in report related communications, anonymously, confidentially and securely.