

## RULES OF CONDUCT RELATED TO SUSPECTED IRREGULARITIES ("WHISTLE-BLOWER'S REGULATIONS")

### Article 1 - Definitions

In these rules the following terms shall have the following meanings:

- *employee*: a person, employed or otherwise, working for the company and its group companies, i.e.:
  - employees, self-employed workers, volunteers, unpaid trainees, shareholders and members of supervisory bodies;
  - independent third-party contractors, subcontractors and suppliers;
  - ex-workers and future workers, being all persons reporting breaches in a professional as opposed to private context.;
- *company*: ICT Group B.V.
- *chairman of the Executive Board*: the chairman of the executive board of the company;
- *chairman of the Supervisory Board*: the chairman of the supervisory board of the company;
- *manager*: the person directly managing the employee;
- *confidential adviser*: the person designated by the chairman of the Executive Board to act in that capacity for the company and its group companies;<sup>1</sup>
- *Retaliation*: any direct or indirect act or omission which occurs in a work-related context, is prompted by internal or external reporting or by public disclosure, and which causes or may cause unjustified detriment to the reporting person.
- *Suspected irregularity*: a suspicion based on reasonable grounds with regard to the company and in connection with:
  - a. an (imminent) criminal offence;
  - b. an (imminent) violation of laws and regulations;
  - c. an (imminent) intentional provision of incorrect information to public bodies;
  - d. a violation of rules of conduct applicable within the company;or
  - e. (imminent) intentional suppression, destruction or manipulation of information regarding those facts;
  - f. Any legal breach, misconduct or behavior that one is uncomfortable with.An employee having a suspected irregularity is not expected to proof the correctness of an assertion, but he must be able to demonstrate that sufficient grounds exist for a reasonable conviction that something is wrong.

### Article 2 - Reporting to the manager or to the confidential adviser

2.1. Unless an exception applies as referred to in article 3.2, employees shall report in writing and submit reports by e-mail or report by telephone suspected irregularities internally to their (direct) manager, Human Resources, Head of Legal, Chair of the Board of Directors or external confidential adviser. Employee shall receive an acknowledgement of receipt of the report within 7 days. At the whistleblower's request, the abovementioned channels should also enable reporting by means of physical meetings, within a reasonable timeframe.

2.2. The manager or confidential adviser shall on request make a written record of the report and of the date of its receipt and shall have the employee concerned sign the record for approval. The employee shall receive a copy of the record. The manager or confidential adviser shall procure that the chairman of the Executive Board shall be informed immediately of a suspected irregularity and of the date on which it was reported, and he shall procure that the chairman of the Executive Board receives a copy of the record.

2.3. The chairman of the Executive Board shall send a confirmation of receipt to the employee who reported the suspected irregularity. The confirmation shall refer to the original report. This shall also apply where the employee has reported his suspicions to the confidential adviser rather than his manager.

2.4. Immediately after the employee's report, the Executive Board shall start an investigation into the suspected irregularity.

2.5. The employee who has reported the suspected irregularity and the person to whom he has reported shall keep the report confidential. No information shall be provided to third parties in or outside the company and its group companies without the consent of the chairman of the Executive Board. In providing information, the name of the employee shall not be disclosed and information shall otherwise be provided in such a manner as to safeguard where possible the anonymity of the employee.

2.6. Within eight weeks from his internal report, the employee shall be informed in writing, by or on behalf of the chairman of the Executive Board of the Executive Board's position with regard to the suspected irregularity and the action taken as a consequence of the employee's report.

2.7. If no position can be given within eight weeks, the employee shall be notified thereof by or on behalf of the chairman of the Executive Board and be given an indication as to when he will be informed of the Executive Board's position. However, feedback entailing actions or lack thereof must be given within 3 months from the expiry of the 7-day time-limit for acknowledgement of receipt.

### **Article 3 - Reporting to the chairman of the Supervisory Board**

3.1. The employee may report the suspected irregularity to the chairman of the Supervisory Board, if:

- a. he disagrees with the position referred to in article 2.6;
- b. he has not been given a position within the requisite period, as referred to in article 2.6 and 2.7;
- c. the period as referred to in article 2.7 is, given all circumstances, unreasonably long and the employee has objected against this to the chairman of the Executive Board, but the latter has not indicated a shorter, reasonable period;
- d. the suspected irregularity concerns a member of the Executive Board, or
- e. an exception as referred to in the next paragraph applies.

3.2. An exception as referred to in the previous paragraph applies if there is

- a. situation in which the employee has reasonable grounds to fear that an internal report would lead to countermeasures or
- b. previous, duly submitted, internal report about essentially the same irregularity, which has not removed the irregularity.

3.3. The chairman of the Supervisory Board shall on request make a written record of the report and of the date of its receipt and shall have the employee concerned sign the record for approval. The employee shall receive a copy of the record.

3.4. The chairman of the Supervisory Board shall send a confirmation of receipt to the employee who reported the suspected irregularity. If the employee had previously reported the suspected irregularity, the confirmation shall refer to the original report.

3.5. Immediately after the employee's report, the Supervisory Board shall start an investigation into the suspected irregularity.

3.6. The employee who has reported the suspected irregularity and the person to whom he has reported shall keep the report confidential. No information shall be provided to third parties in or outside the company and its group companies without the consent of the chairman of the Supervisory Board. In providing information, the name of the employee shall not be disclosed and information shall otherwise be provided in such a manner as to safeguard where possible the anonymity of the employee.

3.7. Within eight weeks from his internal report, the employee shall be informed in writing, by or on behalf of the chairman of the Supervisory Board of the Supervisory Board's position with regard to the suspected irregularity and the action taken as a consequence of the employee's report.

3.8. If no position can be given within eight weeks, the employee shall be notified thereof by or on behalf of the chairman of the Supervisory Board and be given an indication as to when he will be informed of the Supervisory Board's position.

#### **Article 4 - Legal protection**

4.1 The position of employees who have reported a suspected irregularity in accordance with these rules shall not be affected in any way as a result of the report. If it should become clear that the procedure has not been used in good faith (for example, in case of a personal grudge against another employee), this will constitute misconduct.

4.2 Retaliation is prohibited. More specifically, the following are prohibited:

- Suspension, lay-off, dismissal or equivalent measures;
- Demotion or withholding promotion;
- Transfer of duties, change of location of work, reduction in wages;
- Withholding of training;
- Discrimination;
- Coercion, intimidation, harassment.

4.3 From the moment that an employee can demonstrate that (i) he/she disclosed information (by internal or external reporting or by public disclosure) and that (ii) he/she encountered any act of retaliation, the burden of proof shifts to the natural or legal person responsible for that act or retaliation. Hence, it is for the later to demonstrate justifiable grounds.

4.4 As soon as the internal investigation is closed and the employee is correctly informed of its outcome, the legal entities must keep records of every report received, in compliance with the confidentiality requirements. However, reports must be stored for no longer than is necessary and proportionate to comply with the Whistleblower Directive or with requirements imposed by Union or national law.