



# **WHISTLEBLOWER POLICY**

## **KONINKLIJKE A-WARE FOOD GROUP B.V. & GROUP COMPANIES**

**Version dated 4<sup>th</sup> of June 2024**

### **Foreword**

This whistleblower policy is intended for reporting suspected misconduct within A-ware. Misconduct is where the public interest is at risk of being harmed, or where European law is breached or potentially breached. This might include an act or omission which may be harmful to the public interest due to non-compliance with legal requirements, or threats affecting (product) safety, the environment, or (financial) integrity. Suspected misconduct must be based on reasonable grounds.

The questions and answers leaflet gives a step-by-step guide to the most important things to do when making a report. This is intended to make reporting easy, and to make it clear what happens next. This whistleblower policy sets out the process in full.

This whistleblower policy meets the requirements of the Dutch Whistleblowers Protection Act, which is the implementation of European Directive 2019/1937 on the protection of whistleblowers. The European Directive has been adopted into the national legislation in the various EU countries where A-ware operates. This whistleblower policy applies throughout the entire Koninklijke A-ware Food Group B.V. For local variations to this policy, which is based on Dutch legislation, please refer to the relevant addendum.

In case of doubt relating to the interpretation of this policy, Dutch law shall prevail.



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### SECTION 1 - GENERAL

#### Clause 1. Terms and definitions

The following terms and definitions apply to this whistleblower policy:

A-ware	Koninklijke A-ware Food Group B.V. or one of its group companies.
professional advisor:	anyone with a duty of confidentiality conferred by their position (such as company doctor, workers' representative, lawyer).
executive board:	the executive board of Koninklijke A-ware Food Group B.V.
company director:	a company director of Koninklijke A-ware Food Group B.V.
compliance officer:	the general counsel of Koninklijke A-ware Food Group B.V. or legal counsel within A-ware appointed by the general counsel.
external body:	<p>Within the Netherlands, the following external bodies:</p> <ol style="list-style-type: none"><li>1. the Netherlands Authority for Consumers and Markets (ACM);</li><li>2. the Netherlands Authority for the Financial Markets (AFM);</li><li>3. the Dutch Data Protection Authority (AP);</li><li>4. the Dutch central bank (DNB);</li><li>5. the Dutch Whistleblowers Authority;</li><li>6. the Healthcare and Youth Care Inspectorate (IGJ);</li><li>7. the Dutch Healthcare Authority (NZ);</li><li>8. the Authority for Nuclear Safety and Radiation Protection (ANVS), and</li><li>9. organisations and administrative bodies, or departments of these, appointed by the board or by government authority.</li></ol> <p>Please refer to the relevant addendum for equivalents in other countries.</p>
internal supervisory body:	the chair of the supervisory board of Koninklijke A-ware Food Group B.V.
employee:	anyone who has a contract of employment with A-ware, as well as anyone else who has a paid working relationship with A-ware.
reporting person:	any natural person who has reported or disclosed suspected misconduct in a work-related context on the basis of this whistleblower policy.



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reporting:	reporting (suspected) misconduct.
misconduct:	<ol style="list-style-type: none"><li>1) a breach or potential breach of European law (as defined below), or</li><li>2) an act or omission which may be harmful to the public interest. This must therefore involve:<ol style="list-style-type: none"><li>a. a breach or potential breach of:<ul style="list-style-type: none"><li>• a legal requirement;</li><li>• internal procedures which entail specific obligations and which have been established by A-ware based on legal requirements, or</li></ul></li><li>b. a threat to public health, to public safety, of damage to the environment, or public or commercial organisations being unable to operate properly in light of an unlawful act or omission.</li></ol></li></ol> <p>The public interest is in any case at risk of being harmed where an act or omission affects not just personal interests but also:</p> <ol style="list-style-type: none"><li>1. there is a pattern or it is systemic in nature, or</li><li>2. the act or omission is serious or extensive.</li></ol>
investigators:	anyone appointed to investigate the misconduct.
reasonable grounds:	suspected misconduct must be based on reasonable grounds. This means that the reporting person does not have to prove that there has been misconduct, but they must be able to substantiate their suspicion to some extent. The suspicion must be sufficiently specific and based on personal testimony or documentation (such as emails, reports, correspondence, photos, etc.). Hearsay is not sufficient.
directive:	Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019.
breach of European law:	act or omission which: <ol style="list-style-type: none"><li>a. is unlawful and relates to matters referred to in Article 2 of the directive, or</li><li>b. defeats the object or purpose of the rules referred to in Article 2 of the Directive.</li></ol>
suspected misconduct:	where a reporting person suspects that there is misconduct within A-ware (as defined above), subject to the suspicion being based on reasonable grounds, arising from knowledge which the reporting person has come by through their work there or arising from knowledge which the reporting person has come by through their work at another company or organisation.
workers' representative:	anyone appointed to act in that capacity for A-ware.



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### Clause 2. Making the report, and advice and support for the reporting person

2.1. A reporting person who suspects misconduct within A-ware is free to decide whether to report this to A-ware (internal reporting) or to an external body (external reporting). Please note that reporting internally is preferred. The procedures for making both internal and external reports are set out below.

2.2 A reporting person may approach a professional advisor in confidence regarding suspected misconduct. Employees may approach a workers' representative in confidence for information, advice and support regarding suspected misconduct.

## SECTION 2 - INTERNAL REPORTING

### Clause 3. Internal reports

3.1 Any employee who suspects misconduct within A-ware can report this to their manager. Where the employee reasonably suspects that their manager or the executive board or a director is implicated in the suspected misconduct, the report can be made to the compliance officer.

3.2 Employees can also report suspected misconduct to a workers' representative. The workers' representative will forward the report to the compliance officer and, provided the circumstances outlined in the second sentence of clause 3.1 do not apply, and with the employee's agreement, to the manager.

3.3 Anyone other than an employee can make an internal report by reporting this to their point of first contact. Where the reporting person reasonably suspects that their point of first contact is implicated in the suspected misconduct, the report can be made to the compliance officer.

3.4. The reporting person may also decide to make an internal report directly to the compliance officer.

3.5 Reports as referred to in clauses 3.1 - 3.4 can be made in writing or verbally. The reporting form available on the website at [www.royal-aware.com](http://www.royal-aware.com) can be used for this. Once completed, the reporting form should be sent to the compliance officer. Verbal reports can be made by phone or other voice messaging systems. If the reporting person requests, the report can also be made within a reasonable time by means of a conversation at a particular location. Conversations may only be recorded with the consent of the reporting person.

3.5 Reports as referred to in clauses 3.1 - 3.4 can also be made anonymously. This can be done using the relevant reporting form available on the website at [www.royal-aware.com](http://www.royal-aware.com). Once complete, the reporting form should be sent to the compliance officer (Royal A-ware Food Group B.V., FAO the compliance officer/general counsel, Rembrandtsplein 1 (3411 HA) Lopik, Netherlands). Since the identity of the reporting person is not known, clauses of this whistleblower policy concerning feedback to the reporting person do not apply. The reporting person cannot also be involved in the investigation as the identity of the reporting person is not known. A-ware is unable to protect an anonymous reporting person against potential retaliation as referred to in clauses 12 and 13, because their identity is not known in these circumstances.

### Clause 4. Processing internal reports in confidence and keeping the identity of the reporting person confidential

4.1 A-ware will ensure that information about a report is stored in accordance with all current applicable (privacy) legislation, such that it can only be accessed physically and electronically, and, where necessary, by those involved in processing the report in question.



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4.2 Anyone from A-ware involved in processing an internal report will not reveal the identity of the reporting person and will process information concerning the report in confidence.

### Clause 5. Compiling and forwarding internal reports

5.1 Where an employee reports suspected misconduct verbally, or at a particular location, or provides a written report with a verbal explanation, the person to whom the verbal report/explanation was made (manager, point of first contact, workers' representative or compliance officer) is responsible for keeping a written record of this. The reporting person is then sent a written copy of this, which they can check, correct as necessary and sign to approve.

5.2 The manager or point of first contact to whom the report was made will forward the report to the compliance officer immediately upon receipt, thereby transferring the relevant report into the care of the compliance officer. The reporting person will be sent confirmation that the report has been received within seven days. The compliance officer will record that a report has been received in a register established for this purpose. Once registered, the report or information will be kept in the register for no longer than is required by law. The register complies with current applicable statutory requirements.

5.3 The compliance officer will immediately forward the report to the executive board. Where the compliance officer reasonably suspects that a company director is implicated in the suspected misconduct, the compliance officer will immediately forward the report to the other company directors. In such circumstances this whistleblower policy should furthermore read "*directors where there is no reasonable suspicion they are implicated in the suspected misconduct*" in place of "*the executive board*". Where the compliance officer reasonably suspects that the executive board is implicated in the suspected misconduct, the compliance officer will immediately forward the report to the internal supervisory body. In such circumstances this whistleblower policy should furthermore read "*the internal supervisory body*" in place of "*the executive board*".

### Clause 6. Processing the internal report at A-ware

6.1 The executive board, together with the compliance officer, will conduct an investigation into the reported suspected misconduct, except where (i) the suspicion is not based on reasonable grounds, or (ii) it is clear from the outset that the report does not relate to suspected misconduct.

6.2 Where the executive board, in consultation with the compliance officer, decides not to initiate an investigation, the reporting person will be advised in writing within a reasonable time of the internal report (which may be up to three months). This will also state on what grounds the board is of the opinion that the suspicion is not based on reasonable grounds, or that it is clear from the outset that the report does not relate to suspected misconduct.

6.3 The executive board, together with the compliance officer, will assess whether any external bodies (as defined in this whistleblower policy) should be advised about the internal report of suspected misconduct.

6.4 The executive board, in consultation with the compliance officer, will delegate the investigation to people who are independent and impartial, and in any case will not have the investigation carried out by anyone who may be or has been implicated in the suspected misconduct.

6.5 The executive board or compliance officer will notify anyone who is the subject of a report about that report, and where applicable that an external body has been notified (as defined in this whistleblower policy), unless this could jeopardise the investigation or any enforcement action.



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#### **Clause 7. The investigation process**

7.1 The investigators may interview the reporting person and other parties involved in order to establish facts. The investigators will ensure that this is recorded in writing and show this record to the person who was interviewed, for approval and signature. Anyone interviewed will be given a copy of this.

7.2 The investigators can request any information from A-ware that is reasonably necessary to conduct the investigation.

7.3 The investigators will compile a report of the investigation.

#### **Clause 8. A-ware's findings**

8.1 The reporting person will be advised in writing as soon as possible, but no later than three months after making the report, of the executive board's principal findings with regard to the report of suspected misconduct. It will also state what action has been taken as a result.

8.2 If it becomes clear that the findings cannot be reported within the timescale specified, the reporting person will be advised of this in writing. This will also state the timescale for when the reporting person can expect the findings. If the total time is consequently more than three months, it will also explain why more time is needed.

8.3 Once the investigation is complete, the executive board, together with the compliance officer, will assess whether any external body (as defined in this whistleblower policy) should be advised about the internal report along with the report of the investigation and the board's findings. If the executive board does notify any external bodies, the reporting person will be sent a copy of this, unless there are strong objections.

8.4 Anyone who is the subject of the report will be advised in the same way as the reporting person under sub-clauses 1 to 3 above, unless this could jeopardise the investigation or any enforcement action.

#### **Clause 9. Hardship clause**

The executive board and compliance officer are entitled to deviate from the process outlined in this whistleblower policy should the nature of the report or the circumstances of the case reasonably demand.

#### **Clause 10. Giving all parties a fair hearing in A-ware's report of the investigation and findings**

10.1 The reporting person will be afforded the opportunity to respond to the report of the investigation and the board's findings.

10.2 If the reporting persons states in response to the investigation report or the executive board's findings that there are substantial inaccuracies in either of these, the executive board will respond in detail to this and, if necessary, initiate a new or further investigation. The clauses of this whistleblower policy apply mutatis mutandis to this new or further investigation.

### **SECTION 3 - EXTERNAL REPORTS**

#### **Clause 11. External reports**

11.1 Suspected misconduct can also be reported to an external body (as defined in this whistleblower policy). These bodies have websites explaining how to report something. The



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reporting person can make the external report to whichever external body they believe is most suitable for this.

### SECTION 4 - PROTECTION AGAINST RETALIATION

#### Clause 12. Reporting persons and other connected parties are protected against retaliation

12.1 The reporting person will not suffer any retaliation from A-ware when reporting suspected misconduct or afterwards, provided that at the time of making the report the reporting person had reasonable grounds to assume that the information reported about the suspected misconduct was correct.

12.2 The reporting person will not suffer any retaliation from A-ware when reporting suspected misconduct or afterwards, provided that the reporting person meets the conditions set out in Article 17 (ea) of the Dutch Whistleblowers Act, or the applicable local national conditions for protection following disclosure.

12.3 A-ware will not retaliate against a reporting person's professional advisors or officials such as the compliance officer, the worker's representative or the investigators as a result of carrying out their duties set out in this whistleblower policy.

12.4 A-ware will not retaliate against any connected person who is interviewed by the investigators in connection with making a statement in good faith or providing documents to the investigators which are important for the investigation.

#### Clause 13. Protection against retaliation

13.1 Retaliation as referred to in clause 12 of this whistleblower policy is in any case understood to mean:

- a. dismissal or suspension;
- b. a financial penalty under Article 650 of Book 7 of the Dutch Civil Code;
- c. demotion;
- d. withholding promotion;
- e. a negative performance assessment;
- f. a written reprimand;
- g. change of location of place of work;
- h. discrimination;
- i. intimidation, harassment or ostracising;
- j. harm to the person's reputation.

13.2 Retaliation also includes threats of retaliation and attempts at retaliation.

13.3 Any reporting person or connected persons who believe there has been retaliation in connection with reporting suspected misconduct or breach, can request the executive board and the compliance officer to investigate the way they are being treated within the organisation.

13.4 The reporting person can request the investigations department at the Dutch Whistleblowers Authority to conduct an investigation into the way A-ware behaved towards them following a report of suspected misconduct.