

**REGULATION CONCERNING THE REPORTING OF A SUSPECTED WRONGDOING OR
IRREGULARITY
DUTCH FLOWER GROUP B.V.**

SECTION 1: DEFINITIONS

In this regulation, the following terms are defined as follows:

1. *notifier*: the employee and others in a contractual relationship with the employer and for whose work activities the employer is responsible, volunteers, freelancers, shareholders, applicants/candidates, directors, everyone working under the supervision and leadership of contractors, subcontractors, suppliers and those supporting a notifier (advisers, trade union representatives, colleagues or family members who have a work-related relationship with the employer, customer or service recipient of the notifier).
2. *employer*: Dutch Flower Group B.V. and its subsidiaries, which, pursuant to a contract of employment under civil law, has work done or has had work done, or, in a context other than an employment relationship, has work done or has had work done;
3. *a suspected irregularity*: a suspected failure or injustice based on reasonable grounds of a general, operational and/or financial nature that takes place under the responsibility of the employer. This concerns irregularities that are so serious that they fall outside of the regular work processes and transcend the responsibility of the manager or line manager.
4. *a suspected wrongdoing*: a suspected malpractice based on reasonable grounds, namely an illegal or immoral practice, which takes place under the responsibility of the employer and/or involving a major social interest, in connection with:
 - a. a criminal offence, such as theft, corruption and forgery, or the risk of this;
 - b. a violation of laws and regulations, or the risk of this;
 - c. a danger to public health, safety or the environment;
 - d. an intentional provision of incorrect information to public bodies, or the risk of this;
 - e. a squandering of society's/collective resources, or the risk of this;
 - f. a deliberate withholding, destruction or manipulation of information about these facts, or the risk of this;
 - g. a violation of European Union law.
5. *management team*: the person(s) forming part of the management team.
6. *adviser*: the adviser is each person who enjoys the confidence of the notifier and who, by virtue of his/her profession or position, has a duty to maintain confidentiality with regard to the information reported to him/her.

7. *confidential adviser*: the person designated in article 2.2.
8. *external report*: report to an external third party or organisation as referred to in Section 3 of the suspected wrongdoing.

SECTION 2: INTERNAL PROCEDURE

ARTICLE 2.1: INTERNAL REPORT

1. The notifier reports a suspected irregularity or suspected wrongdoing to the Chair of the management team and/or the confidential adviser in his/her own organisation or of Dutch Flower Group, unless there is a reason for an exception as referred to in Section 3 under 2, in accordance with the procedure described in this regulation.
2. The report can be done either in writing or verbally. Verbal reports are recorded if permitted by the notifier. Such a recording must happen in a sustainable and retrievable manner, such as, for example, by recording the verbal report or making a full and accurate written report of the conversation. If the report is made verbally, the notifier will receive the written report for perusal, adjustment and approval.
3. If the report of a suspected irregularity or a suspected wrongdoing concerns the performance of the management team, this must be made to the confidential adviser of the notifier's own organisation or of Dutch Flower Group. If it involves the performance of a member of the Executive Committee, the Chair of the management team and/or the confidential adviser of the notifier's own organisation shall, if the report took place there, contact the Board of Directors and the confidential adviser of Dutch Flower Group B.V. Should the report relate to the performance of a member of the Board of Directors, the person where the report was made shall contact the confidential adviser of Dutch Flower Group, who will notify the Supervisory Board of this.
4. The Chair of the management team may decide to appoint a confidential adviser for the internal reporting of a suspected irregularity or wrongdoing as referred to in article 2.2.
5. The Chair of the management team or the confidential adviser of the organisation or of Dutch Flower Group who received the report, shall record that report in writing, stating the date of receipt, and have that report signed as approved by the notifier, who receives a copy thereof. The Chair of the management team notifies the other members of the management team and the confidential adviser of Dutch Flower Group, who shall notify the Board of Directors or Supervisory Board of a reported suspected irregularity or wrongdoing, stating the date on which the report was received.

If the report was made to the confidential adviser, he or she shall notify the Chair of the management team of the organisation in question, and if a report relating to the performance of a member of the Executive Committee concerns the Board of Directors or if it concerns a member of the Board of Directors, the Supervisory Board in a manner agreed with the notifier.

6. The Chair of the management team and/or the confidential adviser within the organisation or of Dutch Flower Group shall send a confirmation of receipt to the notifier within one week of receiving the report and record the report in the designated register. The original report is referred to in the confirmation of receipt.
7. Once the report has been received, an investigation is started as soon as possible. The manner and scope of the investigation shall be shared by the Chair of the management team and/or the confidential adviser of the organisation in question with the confidential adviser of Dutch Flower Group and the Board of Directors of Dutch Flower Group. It shall also be assessed whether an external third party as referred to in Section 3 must be notified about the suspected wrongdoing.
8. Both the notifier and the person to whom the suspected irregularity or wrongdoing was reported shall handle the report confidentially.
9. Every month after sending the confirmation of receipt, the notifier shall be notified about the progress of the investigation and measures taken.

ARTICLE 2.2: CONFIDENTIAL ADVISER

1. In the event of a suspected irregularity or wrongdoing, notifiers may report to the confidential adviser within their own organisation and/of Mr R.A. (Ralph) Houthuizen, confidential adviser of Dutch Flower Group B.V., who receives the report. The confidential adviser may act as process monitor in the reporting process and agrees next steps with the notifier.
2. The confidential adviser acts with authority, credibility and is in that capacity independent of the employer (or his leadership).
3. If the confidential adviser is an employee who is employed by the employer, the legal protection of article 21 of the Dutch Works Councils Act shall apply to the confidential adviser.

ARTICLE 2.3: ADVISER

1. The notifier may, in the context of the report of a suspected irregularity or wrongdoing, engage the services of an adviser and be represented by this adviser if desired.
2. If the adviser is an employee who is employed by the employer, the legal protection of article 21 of the Dutch Works Councils Act shall apply to the adviser.

ARTICLE 2.4: OPINION

1. Every month, from the moment the confirmation of receipt is sent, the notifier is notified in writing by the Chair of the management team and/or confidential adviser of the organisation or of Dutch Flower Group of the substantive opinion with regard to the reported suspected irregularity or wrongdoing. The steps to be taken as a result of the report will also be stated. The opinion is formulated with due observance of the potentially confidential nature of the information/business information to be provided and the statutory provisions that apply to the case, such as privacy regulations.
2. If the opinion cannot be given within eight weeks, the notifier shall be notified of this in writing by the Chair of the management team and/or confidential adviser of the organisation or Dutch Flower Group. It is also stated the period within which the notifier can expect the opinion. This additional period must not exceed four weeks.

SECTION 3: EXTERNAL REPORT

1. The notifier may also report to an external third party in the event of a reasonable suspicion of an irregularity or wrongdoing. However, that is also possible in the following cases after he has previously made an internal report and:
 - a. the notifier does not agree with the opinion as referred to in article 2.4 and concludes that the suspicion has erroneously been set aside;
 - b. the notifier has not received an opinion within the period(s) as referred to in article 2.4.
2. The notifier may report directly externally a reasonable suspicion of an irregularity or wrongdoing bypassing the internal reporting procedure in the following situations where there is:
 - a. acute danger, whereby a significant and urgent public interest makes immediate external notification necessary;
 - b. a situation in which the notifier can reasonably fear countermeasures as a result of the internal report;
 - c. a clearly demonstrable threat of misappropriation or destruction of evidence;
 - d. a previous report in accordance with the procedure for the same wrongdoing, which has not resolved the wrongdoing;
 - e. a legal obligation to make a direct external report.
3. The notifier can make the external report to an external body which, in their reasonable opinion, is most eligible. An external body is, in any event, understood to mean:
 - a. a body that is tasked with investigating criminal offences;
 - b. a body that is tasked with the supervision of compliance with the provisions of, or pursuant to, any statutory regulation;

- c. another competent body to which the suspicion of wrongdoing may be reported, including the Investigations Department of the House for Whistleblowers.

SECTION 4: LEGAL PROTECTION OF NOTIFIER

1. The notifier of an irregularity or wrongdoing who acts with due care in good faith in both a formal and a material respect, shall be protected in his or her legal position. This means that the notifier shall not in any way be disadvantaged in his or her legal position towards the employer through or due to his or her reporting of an irregularity or wrongdoing.
2. Decisions concerning legal status, if and insofar as they are associated with the report of a reasonable suspicion of an irregularity or wrongdoing which in any case fall under the legal protection referred to in paragraph 1, are decisions focusing on the:
 - a. granting of discharge, other than at own request;
 - b. early termination or the non-extension of a temporary employment relationship;
 - c. failure to turn a temporary employment relationship into a permanent employment relationship;
 - d. relocation or transfer or the refusal of a request to this end;
 - e. taking of a disciplinary measure;
 - f. refraining from salary increase;
 - g. refraining from promotion opportunities;
 - h. refusal of leave.
3. If the Employer proceeds to the decisions as reported in paragraph 2 above, she must prove that the negative consequence for the notifier is not associated with the report. Third parties who are associated with the notifier and against whom reprisals may be taken in a work-related context, such as colleagues or family members of the notifier, are eligible for protection.

Formal acting with due care is said to be happening if:

 - a. the notifier has first discussed the facts in question internally as referred to in Section 2, unless that cannot reasonably be required of him/her as provided for in this regulation;
 - b. the notifier makes the facts known in an appropriate and proportional manner in the case of an external report as provided for in this regulation.
4. Material acting with due care is said to be happening if:
 - a. the notifier has a suspicion based on reasonable grounds that the facts in question are correct;
 - b. the external notification involves as a social interest as referred to in Section 1(3);
 - c. the importance of external notification in a social respect prevails above the interest of the employer with regard to confidentiality.

5. The notifier is not liable for the report or reporting of a suspected wrongdoing if the notifier has reasonable grounds to assume that the notification or notification of the information is necessary in order to divulge the suspicion. This may also include the liability for the obtaining of or obtaining access to information in the report or that has been made public, unless the obtaining of or access to that information is a criminal offence.

SECTION 5: HANDLING THE REPORT AND THE IDENTITY OF THE NOTIFIER CONFIDENTIALLY

1. The employer ensures that the information about the report is stored in such a way that it is only physically and digitally accessible to those involved in the handling of this report.
2. All those involved in the handling of a report shall not reveal the identity of the notifier without the express written consent of the notifier and handle the information about the report confidentially.
3. If the suspected wrongdoing or irregularity has been reported via the confidential adviser and the notifier has not consented to making his identity known, all correspondence about the report shall be sent to the confidential adviser and the confidential adviser shall forward this to the notifier immediately.
4. All those involved in the handling of a report shall not reveal the identity of the adviser without the express written consent of the notifier and the adviser.
5. The data relating to the report is destroyed as soon as it is no longer necessary to satisfy legislation and regulations.
6. The employer shall impose penalties on those who:
 - failure to comply with the provisions of this regulation;
 - are guilty of obstructing the notifier or the investigation.
7. Burden of proof of paragraph 6 of this article lies with the employer and will under no circumstances be placed with the employee.
8. The Works council shall be informed annually in writing about the operation of this regulation in the past year (type and number of notifications).

SECTION 6: FINAL PROVISIONS

1. This regulation takes effect on the 1st of July 2023 in view of the positive decision of the Works Council of **[date]**;
2. This regulation shall be generally made known.
3. From the moment this regulation takes effect, Mr R.A. Houthuizen, ralph.houthuizen@dfg.nl, +31 (0)6 2209 7935) is appointed confidential adviser for this regulation.

4. Reports relating to the above can be submitted at meldingen@dfg.nl.