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Whistleblower Policy

Legal & Compliance

Introduction

Purpose of the Whistleblower Policy and Doing the Right Thing

At Exact Group B.V. and its subsidiaries (hereinafter referred to as Exact), we are committed to the highest levels of ethics and integrity in the way that we do responsible business. We are strongly committed to making our business model and way of working as responsible as possible. We do business with respect for each other, the environment and the communities we serve. We have an obligation towards our customers, ourselves and society as a whole to do good and to make a difference. We actively take care of our planet and engage with our local communities.

Our Code of Conduct sets guidance for our business decisions and provides principles of ethical business behaviour, in line with our company values: Keep Raising the Bar, Welcome Everyone, Always be Learning, Work Hard Play Hard, Act Responsibly and Take Ownership. We expect everyone at Exact to comply with our policies and procedures, professional standards, and laws and regulations. If you experience, suspect or witness any matters of concern, we encourage you to speak up and report any reportable conduct.

If you do speak up, Exact does not tolerate any form of threat, retaliation or other action against you.

This Whistleblower Policy describes what matters are reportable and it sets out how you can safely express your concerns, who to contact and how to make a report. The Whistleblower Policy also describes the protection available to you and how your report will be handled.

We have developed this Whistleblower Policy, having regard to the relevant legal requirements and current best practices relating to the protection of Whistleblowers in the Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law as well as applicable local legislation.

The Board of Managing Directors may resolve to amend this Whistleblower Policy from time to time.

Who is a Whistleblower?

This Whistleblower Policy applies to all current and former employees, agents, representatives, temporary workers, volunteers and interns, job applicants, customers, suppliers, contractors and subcontractors (or persons working under the responsibility of such persons), persons in management positions, members of the Board of Supervisory Directors, shareholders and other associated persons of Exact when acting on behalf of Exact.

It also applies to persons assisting these people, such as a confidential advisor, family members and colleagues of the Whistleblower (if they have a working relationship with the person who is the subject of the report). All such persons can be potential Whistleblowers. Accordingly, a Whistleblower is a potential Whistleblower speaking up and reporting reportable conduct pursuant to this Whistleblower Policy.

Whistleblower Policy	
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What is reportable conduct?

Reportable conduct typically includes any justifiable suspicion of illegal or unethical activities.

Some examples of reportable conduct are given below.

- + questionable or inappropriate accounting practices, (accounting) controls or auditing matters
- + a criminal offence (e.g. theft or fraud)
- + a violation of laws and regulations
- + an intentional provision of incorrect information to public authorities
- + a danger to the public or employees' health, safety and/or security
- + sexual harassment
- + discrimination
- + abuse of authority, including instructions not to report under this Whistleblower Policy
- + another violation of the Exact Code of Conduct
- + any other conduct that could have a detrimental or adverse effect on the reputation or financial situation of Exact
- + an intentional suppression, destruction, or manipulation of information regarding or relating to any suspicion referred to above.



How to contact us?

You may use the Whistleblower Hotline of EthicsPoint, via the website www.exact.ethicspoint.com. On this website, you can enter information in writing or orally: you will find a free telephone number for your specific location. All reports filed using the Whistleblower Hotline will be handled by the Compliance Committee, which does not know your identity and is bound by confidentiality.

Competent authority procedure

You may also report directly to the relevant external competent authorities, depending on the subject matter.

For The Netherlands these include:

- + Authority for the Consumer and Market (Autoriteit Consument & Markt - ACM)
- + Authority for the Financial Markets (Autoriteit Financiële Markten - AFM)
- + Authority for the Protection of Personal Data (Autoriteit Persoonsgegevens - AP)
- + Dutch National Bank (De Nederlandsche Bank - DNB)
- + Dutch Whistleblower Authority (Huis voor Klokkenluiders)

For Belgium these include:

- + Belgian Competition Authority (de Belgische Mededingingsautoriteit – BMA)
- + Financial Services and Markets Authority (de Autoriteit voor Financiële diensten en Markten - FSMA)
- + Data Protection Authority (de Gegevensbeschermingsautoriteit - GBA)
- + National Bank of Belgium (de Nationale Bank van België)
- + Federal Public Service Finance (Federale Overheidsdienst Financiën)
- + Belgian Federal Ombudsman

For Germany these include:

- + Federal Cartel Office (Bundeskartellamt – Bkarta)
- + Federal Financial Supervisory Authority (Financial Bundesanstalt für Finanzdienstleistungsaufsicht - BaFin)
- + Federal Office of Justice (Bundesamt für Justiz - BfJ)

The Compliance Committee

Depending on the nature of the reported conduct, the Compliance Committee may be involved. Reports filed using the Whistleblower Hotline of Ethics Point will automatically be handled by the Compliance Committee.

The members of the Compliance Committee are:

- + Director of Legal Affairs | Compliance Officer
- + Chief HR Officer
- + Chief Financial Officer

Matters addressed to the Compliance Committee will be evaluated, assessed and, as appropriate, investigated. After consultation with the Board of Managing Directors, the appropriate course of action will be determined. All reports will be appropriately documented and registered. A Whistleblower reporting any reportable conduct will receive a confirmation of receipt within seven days after the report was made.

Exact expects its management at all levels to handle all matters concerning any reportable conduct seriously, impartially, confidentially, and promptly. Management is obliged to cooperate fully and assist whoever is appointed to investigate the reportable conduct.

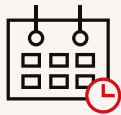
What the process followed by the Compliance Committee looks like:



Purpose

First, we will gather the facts, so that the Compliance Committee can make a credible determination based on the information available. The Compliance Committee has the discretionary authority not to pursue a report further. This can for instance be the case when:

- + there is insufficient information for an adequate investigation and if there is no possibility of obtaining further information; or
- + it is concluded that the report was made in bad faith.



Timeframe

Within seven days from the date a Whistleblower submitted his/her report, the Whistleblower shall receive a confirmation of receipt. Within eight weeks from the date the Whistleblower submitted his/her report, the Whistleblower shall be notified on the position of the Compliance Committee with regard to the reported conduct, unless such notification would be in breach of any applicable law or regulation or interfere or otherwise prejudice the investigation.

If no position can be given within eight weeks, the Whistleblower shall be notified by the Compliance Committee and be given an indication as to when the Whistleblower will be informed of the position of the Compliance Committee.

In any case the position will be given within 3 months.



Possible outcome

Depending on the findings of the investigation, the Compliance Committee will in consultation with the Board of Managing Directors determine the appropriate course of action which can be, but is not limited to:

- + taking corrective actions, which may take the form of disciplinary actions against the wrongdoer (e.g. written warning, suspension);
- + developing additional measures, such as training, revising or adding new internal controls, creation of additional policies or other measures that aim to promote a culture of integrity and compliance;
- + declaring the report inadmissible.

What protection will I have as a Whistleblower?

Non-retaliation

Any Whistleblower, who in good faith and on reasonable grounds reports reportable conduct in accordance with this Whistleblower Policy through the reporting procedures in place, will be given protection and shall in no way be treated unfairly or put at a disadvantage by Exact as a result of his/her report, regardless of the outcome of an investigation of the report. Retaliation against a Whistleblower for reporting in good faith and on reasonable grounds any reportable conduct, or retaliation for assisting another person with reporting or participating in any investigation regarding any reportable conduct, will not be tolerated.

Whistleblowers are not liable for reporting in good faith and on reasonable grounds. In order to make the report or to disclose any reportable conduct, the Whistleblower may have violated certain rules. This may include a violation of an obligation of confidentiality or copyright, or slander, for example. Whistleblowers will not be liable provided that they justifiably assumed that it was necessary to break those rules in order to report or disclose the reportable conduct. Persons assisting the Whistleblower are provided with similar protection.

The prohibition against unfair treatment applies to the period of time during and after the investigation of the report. Becoming a Whistleblower does not, however, automatically result in immunity for misconduct. This protection is applicable to those who follow this Whistleblower Policy and report accordingly.

Even when the procedure has been followed correctly, there are exceptions when a Whistleblower's protection cannot be guaranteed, these include without limitation:

- + situations where it is established that a report has been made in bad faith;
- + if the report itself is a criminal offence.

If a potential Whistleblower fails to report his/her suspicions relevant to any reportable conduct or does report reportable conduct in another way than in accordance with this Whistleblower Policy, he/she will be acting in violation of Exact's Code of Conduct.

If the Whistleblower is not satisfied with the follow-up and/or outcome of his/her report or when the Whistleblower does not feel protected the Whistleblower can file a complaint to the Compliance Committee, or when it involves the Compliance Committee, directly to the Board of Managing Directors.

Confidentiality and anonymity

Regardless of the preferred reporting procedure, the identity of a Whistleblower who reports any reportable conduct will remain confidential (also for any person(s) under investigation), unless the Whistleblower approves the disclosure of his/her identity. The interests of the Whistleblower will be treated with the utmost care.

The Whistleblower or others who are involved in the investigation or handling of the reportable conduct must keep all information of which they become aware as a result of their involvement, strictly confidential.

The Compliance Committee will treat all information received in strict confidence. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation of the report and the applicable statutory requirements.

The report, its conclusions and all underlying information may only be disclosed by the Compliance Committee to other persons or authorities if:

- + disclosure is required by any applicable law or regulation or by a court or regulatory or governmental body;
- + disclosure is necessary to apply, invoke or enforce the reported conduct in court proceedings or disciplinary proceedings;
- + disclosure is necessary to obtain advice from any professional advisor,
- + disclosure is necessary within the Exact organization (e.g. suspect's manager), in each case only on a need-to-know basis.

In the event the Compliance Committee is required to disclose the report, its conclusions or any underlying information pursuant to one of the above exceptions, it shall notify the person(s) under investigation and (to the extent appropriate) the Whistleblower. Such notification will not be given in the event a notification would be in breach of any applicable law or regulation or interfere or otherwise prejudice the investigation.

Protection and rights of the accused

After validating the report with due care and, if necessary, safeguarding relevant evidence, Exact will notify any persons under investigation (unless such notification would be in breach of any applicable law or regulation or interfere or otherwise prejudice the investigation).

