



Policy related to whistleblowers

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Introduction

As part of our integrity policy, **Ex2** Inc. ("**Ex2**") has implemented a whistleblower policy (the "Whistleblower Policy", hereinafter referred to as the "Policy") concerning **Ex2** and all its subsidiaries within the meaning of Article 2:24a of the Dutch Civil Code (hereinafter referred to as the "Group", the "Organization" or the "Entities **Ex2**"). The Policy is detailed in this document and is based on European Directive 2019/1937 of 23 October 2019.

This Policy contributes to the careful management of (alleged) cases of misconduct or wrongdoing, an essential element in establishing a safe, open, and honest corporate culture in which employees feel involved and responsible to the group. We expressly invite anyone affected by this Policy to report any (alleged) case of misconduct to us internally so that we can take appropriate action.

Our goal is for everyone to feel safe enough to discuss any situation internally (through HR, or with their manager and, if the manager is involved, with their direct supervisor) and to act appropriately, so that it is not necessary to resort to this Policy. If, however, this is not the case, this Policy specifies who can report (alleged) misconduct and how. We emphasize that it is also possible at any time to contact the Confidential Advisor (external or internal) for information, advice, and assistance (please refer to the Code of Conduct of **Ex2**).

When the masculine gender is used in this Policy, it shall be understood to include the feminine gender and any other gender identity, as applicable. This policy will be subject to periodic review to ensure its effectiveness and compliance with applicable laws and regulations. Stakeholder feedback will be taken into consideration during these reviews.

In the event of undesirable behavior in the workplace, reference should be made to the Code of Conduct as well as the Policy on Sanctions and Control of Commercial Exchanges, which describe what is considered undesirable behavior and the measures that can be taken in such cases.



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Article 1 - Confidential Contact Person and Alert Contact Person

1. An employee may consult a Confidential Advisor regarding (alleged) misconduct. The contact details of the Confidential Advisors are included in the Code of Conduct and are available upon request. Further information on how the Confidential Advisor can assist you is also available in the Code of Conduct.
2. An employee can also file a complaint with the Alert Officer. The Alert Officer is the legal director of **Ex2**.
3. When he receives a complaint, the Alert Officer sets up a complaints committee, composed at a minimum of himself, a human resources manager and a confidential referee or an external arbitrator (the "Complaints Committee").
4. The Complaints Committee aims to ensure the independent, confidential, and thorough handling of reports submitted under the Whistleblower Policy. The Committee is responsible for assessing the admissibility of complaints, conducting impartial investigations, and providing reasoned findings and recommendations to the Board of Directors, thereby preserving integrity and trust within the organization. The Complaints Committee reports to the Board of Directors.

Article 2 - Official Reporting of an (Alleged) Misdemeanor

1. An employee may file a report relating to (alleged) misconduct (a "Report") with the Complaints Committee, with or without consultation with a Confidential Referent (hereinafter referred to as "the Reporter"). A Report must be filed as follows: (a) The Reporter sends a detailed official Report to the Referent of **Ex2** (b) Upon receipt of the Report by the Alert Coordinator, it will be reviewed to verify its completeness and admissibility. (c) The Alert Coordinator will endeavor to send the Reporter: (A) an acknowledgement of receipt of the Report within seven days of its receipt, and (B) confirmation of the admissibility and completeness of the Report within two weeks of its receipt.
2. If the Report is deemed incomplete, the Declarant will have the opportunity to complete it.
3. If the Report is deemed complete and admissible, the Alert Officer informs the other members of the Complaints Committee. The Complaints Committee may investigate the factual merits of the Report and, in doing so, is authorized to obtain the information it deems necessary to form an opinion on the handling of the Report.
4. The Complaints Committee will not pursue a report if the suspicions of wrongdoing are not based on reasonable grounds, that is, if it is clear from the outset that the report



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does not concern any wrongdoing. If the Complaints Committee so decides, the complainant will be informed within two weeks of this decision. The Committee will also be informed of the reasons why no further investigation will be conducted.

5. The Alert Officer ensures that the Report is correctly recorded in a register.

Article 3 - The Investigation

1. Following up on a Report may involve (i) conducting inquiries (with the Reporter or internally); or (ii) conducting a preliminary investigation or assessment regarding the legitimacy or scope of the Report.
2. The Complaints Committee hears the Complainant and, where applicable, the Employee(s) allegedly involved in the (alleged) Misconduct and, if necessary, other Employees. If other persons are heard, they may not suffer prejudice under labor law as a result.
3. The Complainant, the Employee(s) presumed to be involved in the (alleged) Wrongdoing and other Employees are required to appear when summoned by the Complaints Committee to be heard.
4. The meetings of the Complaints Committee are confidential. Minutes are taken for each meeting at which a person is heard (the "Minutes"). The individuals concerned have the opportunity to consult their own Minutes, respond to them, and sign them within seven working days of their issuance. After this period, the Minutes are deemed adopted, even if no response is received. The Minutes remain in the custody of the Complaints Committee for the duration of the investigation. No copies will be provided.
5. The Complaints Committee may be assisted by external experts.
6. Once the investigation is complete, the Complaints Committee will advise the board of directors whether or not disciplinary action should be taken.
7. The Complaints Committee may make recommendations to the Board of Directors regarding interim measures to be implemented during the investigation when an untenable situation is identified for one or more employees due to (alleged) misconduct and/or the investigation itself. The Complaints Committee does not provide advice on employment-related measures.
8. By filing a Complaint in good faith, the Complainant does not suffer any prejudice with regard to labor law.

Article 4 - Conclusion and opinion following investigation by the Complaints Committee



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1. Following the investigation, the Complaints Committee submits the Report, the Minutes, the opinion, and any recommendations of the Complaints Committee (collectively referred to as the "Investigation Report") to the Board of Directors. A Complainant may withdraw their Report until the Board of Directors decides to take action and/or impose sanctions following receipt of the Investigation Report.
2. The Complaints Committee will submit the Investigation Report, along with a written opinion, to the board of directors within eight weeks of the Report's submission.
3. In the Investigation Report, the Complaints Committee shall establish at least the following elements: 3.1 Whether the Report is founded: a Report is founded when it is plausible that Wrongdoing has taken place; 3.2 In relation to whom, or within which part of the Group, the Wrongdoing occurred; and 3.3 In what manner and how frequently the Wrongdoing occurred.
4. The Complaints Committee advises the Board of Directors on the measures and sanctions to be taken. The Complaints Committee's opinion is reasoned and justified and includes all relevant information that led to that opinion.
5. The Complainant and the (alleged) Employee(s) involved in the (alleged) Wrongdoing will receive the Investigation Report from the Complaints Committee, excluding the Minutes.

Article 5 - Decision Management

1. Within two weeks of the publication of the Investigation Report by the Complaints Committee, after consultation with the relevant hierarchical levels (Management of **Ex2**, Management of the group that owns **Ex2**, etc.), the board of directors decides on the measures and sanctions to be taken in response to the Investigation Report (the "Decision").
2. The Board of Directors will inform the Complainant and the (alleged) Employee(s) involved in the (alleged) Wrongdoing of the Decision as soon as possible. The Board of Directors will simultaneously inform the Complaints Committee of the Decision.
3. The Investigation Report serves as the basis for the Decision. If the Decision deviates from the opinion and recommendations of the Complaints Committee, the Board of Directors will provide the reasons. The Decision will be issued in writing.
4. The Board of Directors is responsible for implementing the Decision.
5. When a report concerns a board member, that member cannot make a decision. In this case, human resources assumes this role, but the final decision will be made by the board without the member in question.
6. The Decision will be kept in the Reporter's personnel file and, if applicable, if the committee finds the Report substantiated, in the file of the Employee(s) involved in the



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Misconduct. In the event of a criminal offense or crime, a report will be systematically filed with the competent police authorities.

7. If it appears that the time limits applicable to the Complaints Committee for publishing the Investigation Report, enabling the Board to make a Decision, are insufficient, the time limit applicable to the Complaints Committee may be extended by four weeks and that applicable to the Board of Directors by two weeks.

Article 6 - Possible Measures and Sanctions

1. If the Council finds the report to be substantiated, sanctions may include the following measures: (a) written warning; (b) written reprimand (a more severe form of formal warning); (c) suspension; (d) transfer to another department; (e) demotion; (f) refusal of promotion; (g) penalty or damages; (h) termination of the employment contract; or dismissal.
2. The sanctions taken must always be proportionate to the nature and seriousness of the Report.

Article 7 - External Report

1. Instead of reporting a (suspected) case of wrongdoing to the internal Complaints Committee, the complainant may also file a report with an external competent authority. This may be the Directorate General for Competition Policy, Consumer Affairs and Fraud Control (DGCCRF), the Competition Authority, the Financial Markets Authority (AMF), the National Commission for Information Technology and Civil Liberties (CNIL), the Defender of Rights, or any other authority designated by law. The report must be filed with the most appropriate authority.
2. Although it is possible to submit an external report directly, the Organization prefers to use the internal procedure with the Complaints Committee.

Article 8 - Confidentiality, privacy and good faith

1. All persons involved in a Report and/or investigation (in any capacity) are required to treat all information in a strictly confidential manner. In the event of a breach of this Article 8, disciplinary action may be taken against the Employee concerned.
2. The Confidential Officers, the Complaints Committee and all other persons involved in the Complaint procedure must act in a manner that guarantees the protection of the data



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concerned and the privacy of the Complainant, the Complainant and other persons concerned.

Article 9 - Protection of the Declarant against reprisals

1. During and after the processing of an internal or external report, the declarant of an (alleged) wrongdoing will be protected against any harm.
2. Prohibited forms of retaliation resulting from a Report include (but are not limited to): dismissal or layoff, demotion, denial of promotion, negative evaluation, written or oral reprimand, transfer to another facility, discrimination, intimidation, harassment, exclusion, defamation or slander, as well as premature termination of a contract and revocation of a license.
3. Anyone who retaliates against a Reporter will be subject to disciplinary action, up to and including termination. Employees are encouraged to report any instances of retaliation using the same reporting mechanisms described in this Policy.

Article 10 - Final Provisions

This Policy will come into effect in November 2025. A digital version will be provided upon request to the Human Resources department.



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Appendix 1 - Definitions

In this procedure, the following definitions apply:

- **External Confidential Contact:** Independent agent appointed by the Organization, bound by professional secrecy, whom the Employee may consult in complete confidentiality as an advisor regarding a (presumption) of Wrongdoing.
- **Internal Confidential Contact:** Employee designated by the Organization, bound by professional secrecy, whom any other Employee may consult in complete confidentiality as an advisor regarding a (presumed) case of Wrongdoing.
- **Investigation Report:** As defined in Article 4.1 of this policy.
- **Minutes:** To the meaning attributed to it in Article 3.4 of the Policy.
- **Reprehensible Act** There is a Wrongful Act in the following situations: "a crime, an offence, a threat or harm to the public interest, a violation or an attempt to conceal a violation of an international commitment duly ratified or approved by Canada, of a unilateral act of an international organization taken on the basis of such a commitment, of European Union law, law or regulation."
- **Report:** To the meaning attributed to it in Article 2.1 of this document.
- **Declarant** A reporting person is an individual who, in the course of their professional activities for the Organization, reports or discloses (alleged) wrongdoing by completing a report. A reporting person may therefore be an employee, a former employee, a self-employed worker, a temporary worker, an intern, a job applicant, or any other person who has come into contact with the Organization in the course of their work.
- **Decision:** To the meaning attributed to it in Article 5.1 of the Policy.
- **(Presumption) of a Reprehensible Act:** The presumption by a Declarant that there is a case of Wrongdoing within the Organization or another organization with which he has come into contact in the course of his activities.
- **Whistleblower Policy or Policy** The current policy.