

Whistleblower Policy

May 2024

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1. Introduction

DIF aims to achieve a safe and ethical environment for all persons working for us. Nevertheless, irregularities may occur. We invite anyone who works or has worked for us to report suspected irregularities.¹ We encourage all staff where needed to report such situations as we are keen to remedy possible irregularities.

This whistleblower procedure explains how to safely report suspicions of irregularities internally and externally.

By an irregularity, we mean a conduct or event that is or may become an integrity incident or malpractice:

- Think of an **irregularity** as conflict of interest, harassment, careless handling of confidential information or non-compliance with procedures (this may also qualify as an integrity incident at some point).
- Examples of **integrity incidents** include theft, bribery, fraud, abuse of power, insider trading, etc. (Integrity incidents may in some cases further develop into malpractice). A severe integrity incident is an event that seriously jeopardises the integrity of the company
- Examples of **malpractices** include willful over-crediting, violation of procurement rules, serious environmental or safety offences.

In the annex, we have explained these and other important concepts.

When you follow the steps outlined in this procedure, your position within DIF is protected. This means that no one in our organisation may harm you as a result of your report. Do you still feel you have been harmed? Please discuss this with your manager or with our confidential advisors (see annex for their contact details). We consider it important that you feel completely free to report irregularities. After all, without reporting, we cannot remedy the irregularities either.

2. Method of internal reporting

You can report a suspicion of an irregularity to your manager. Reporting may be done verbally, by e-mail or in writing.²

Your manager then takes care of handling the report. This means that he/she assesses whether there is a suspicion of an integrity incident or malpractice. If that is the case, this person must immediately report your report to the compliance officer or the hotline. In all other cases, your manager will deal with the irregularity him- or herself. If necessary, assistance may be obtained from the compliance officer. Your manager is obliged to give you feedback on how your report has been handled.

You may also report your suspicion of an irregularity directly to the compliance officer or the hotline. You may choose the manner in which you wish to report to the compliance officer or the hotline: in writing, via e-mail to compliance@dif.eu or meldpunt@compliance-instituut.nl, via the report button on www.compliance-instituut.nl, by telephone, or within a reasonable time an interview (on location).³

If you have any doubts about making a report, you can always discuss this with your manager. Would you prefer to consult confidentially? Then you can always contact DIF's confidential advisors (see annex for their contact details). You can also ask the confidential advisor to make a report on your behalf. Your contact details are then known only to the confidential advisor and not to the hotline.

3. Report anonymously

If you prefer not to have your details known to anyone, you may also report anonymously by using the reporting line of the Netherlands Compliance Institute⁴, by e-mailing via an e-mail address that you create yourself temporarily or by sending a letter to the compliance officer at DIF's Headquarters. It is very important for us to be able to communicate with you, even when you report anonymously. We would therefore ask you, in case of an anonymous report, to preferably report via a temporary e-mail address or via the reporting line of the Netherlands Compliance Institute so that they can ask any additional questions and let you know what we will do with your report.

Should you report by letter, or end the temporary e-mail address that you created, we will not be able to reach you. Please know then, that although we will take your anonymous report into consideration, we will not always be able to investigate due to possible lack of information.

¹ The possibility of protected reporting is open to all applicants, employees, volunteers, trainees, directors, Supervisory Board members, shareholders and all persons otherwise in a subordinate relationship performs labour for our organisation (self-employed persons, contractors, subcontractors and suppliers included).

² Article 2d Wet Bescherming klokkenluiders (**Wbk**).

³ Article 2d Wbk.

⁴ www.compliance-instituut.nl

4. Advice

You, the person assisting you and a concerned third party may at any time request confidential advice⁵ to our confidential advisors and to the advisory department of the House of Whistleblowers.⁶

5. Working method of the Compliance Officer and/or the Hotline

- If you report an irregularity, integrity incident or malpractice verbally, we will record the conversation with your prior consent or provide a complete and accurate written record of the conversation.⁷ You will have the opportunity to check the written record of the conversation, correct it and sign it for approval or approve it by e-mail.⁸
- The compliance officer or the hotline registers the received report of the suspicion of an irregularity, integrity incident or malpractice in the register and confirms the report to you by e-mail without delay but no later than seven days after the report.⁹
- The compliance officer or the hotline assesses whether your report qualifies as a suspicion of an integrity incident or malpractice.
- If your report qualifies as an integrity incident or malpractice, the compliance officer or the internal hotline informs the Board about the report and advises them on the investigation to be launched.
- If the report concerns the Board, the compliance officer or the hotline informs the Supervisory Board about the investigation to be launched. The Supervisory Board shall in that case carry out all the steps below instead of the Board.
- The Board decides on the approach to the investigation. It can be conducted internally, e.g. by the compliance officer, or by an external agency in case of insufficient internal capacity or expertise on the subject.
- If your report is not considered an integrity incident or malpractice, the compliance officer or the hotline will decide who can handle your report. This may be the compliance officer or the hotline him- or herself, but he/she may also refer you to your manager or another official within DIF.
- The compliance officer or the hotline will inform you of his/her assessment so that you know what will be done with your report.
- Your identity or information that makes your identity directly or indirectly identifiable will not be shared with anyone other than the hotline without your explicit consent. This also means that your identity will only be shared with the investigators after your consent.¹⁰ Your identity will not be shared with Board. Only with your written consent or consent by e-mail will we share your identity with other persons.

6. Conducting an internal investigation

- The Board transfers the investigation to (external) investigators.
- The compliance officer or the hotline informs you by e-mail that an investigation has been launched, by whom the investigation is being conducted and what the terms of reference of the investigation are. In this confirmation, the compliance officer or the hotline will draw your attention to the possibility of being able to consult our confidential advisors.
- Within eight weeks¹¹ of the confirmation of receipt of the report at the latest, the compliance officer or the hotline shall inform you about the substantive assessment and, if applicable, the follow-up of this report. Should it not be possible to complete the investigation within eight weeks, the compliance officer or the hotline will inform you of this before the end of that period. In any case, the compliance officer or the hotline will send you a progress report at least every four weeks, even if no progress has been made.
- The compliance officer or the hotline shall inform the person(s) to whom a report relates, unless there are serious objections. With serious objections, consider, for example, the possibility that the person(s) to whom a report relates could remove evidence. The Board determines whether there are serious objections and records the reasons if there are. The compliance officer or the hotline shall draw the attention of the person(s) to whom a report relates to the fact that he/she can consult our confidential advisors for assistance.
- In conducting the study, the following principles are applied:
 - the principles of Dutch and European privacy laws and regulations are observed;
 - data are collected lawfully and proportionately;
 - unlawfully obtained data will not be used;

⁵ Article 3k Wbk.

⁶ The advisory department of the House of Whistleblowers can be reached by phone on 088 - 1331 030, on weekdays between 10 a.m. and 12 p.m. and between 1pm and 4pm.

⁷ Article 2b Wbk.

⁸ Article 2b Wbk.

⁹ Article 2e Wbk.

¹⁰ Article 1a Wbk.

¹¹ Legal deadline is three months.

- mutual hearing takes place. Where during the investigation mutual hearing is not possible, then mutual hearing will take place at the latest before the decision-making regarding the investigation.
- The investigator/investigation committee shall give you the opportunity to be heard. The investigator/investigation committee may also hear others, including the person(s) to whom the report relates. The investigator/investigation committee will ensure a written record of all interviews conducted and will submit this record to the person heard for checking, correction, approval and signature. The person heard will receive a copy of this.
- The investigator/investigation committee may inspect and request any of our organisation's documents (all relevant information, such as paper documents, electronic documents, e-mails and other durable data carriers) that it deems reasonably necessary to conduct the investigation.
- Any person working for DIF may also, on his or her own initiative, provide the investigator/investigation committee with any documents which the person concerned considers it reasonably necessary for the investigator/investigation committee to know.
- The investigator/investigation committee draws up a draft investigation report and gives the reporter and the person(s) subject to the report the opportunity to give their views on it. The views of the reporter and the person(s) concerned by a report are attached to the report.
- The investigator/investigation committee then adopts the investigation report and sends it to Board. Board sends [the compliance officer/the reporting point] a copy. The compliance officer or the hotline shall provide the reporter and the person(s) to whom a report relates with a copy of this, unless there are serious objections. If there are serious objections, it may be assessed whether parts of the report can be shared.
- If the investigation concerns the Board, the investigation report shall be sent to the Supervisory Board, which shall then provide the hotline with a copy thereof. The compliance officer the hotline shall provide the reporter and the person(s) to whom a report relates with a copy thereof, unless there are serious objections to this. If there are serious objections, it may be assessed whether parts of the report can be shared.
- The Board or Supervisory Board if the investigation concerned the Board will decide on the basis of the report whether and, if so, what repressive and corrective measures should be taken.

7. Escalation

If, during the process, you do not agree with the position of the compliance officer or the hotline or the Board, you can report the suspicion of an irregularity, integrity incident or malpractice, possibly with the intervention of the confidential adviser, to the Supervisory Board.

8. Method of external reporting

We encourage you to report your suspicion of an irregularity internally so that we can resolve it internally. You may also report suspected malpractice directly to a competent authority. You can find the competent authorities in the glossary (Annex). Under the Dutch Whistleblower Act, the Wbk, you may only report suspicions of malpractice externally; you may not report suspicions of other irregularities externally. The competent authority must inform you within three months of receiving the report about the assessment and, if applicable, the follow-up of the report, unless that information could jeopardise the investigation or legal proceedings or violate a legal duty of confidentiality. The competent authority may extend this period once for three months, subject to sufficient justification.

If you have reported to the wrong competent authority, that authority must seek permission from you, the reporter, to pass the report on to the correct competent authority.

9. Making your report public

If you do not receive anything from the competent authority within the three- to six-month deadlines or receive notice that by objective standards shows that your report is not being adequately addressed, you are also protected if you seek publicity.¹² This includes, for example, contacting the press.

The three- and six-month deadlines are about giving you information about the progress of the investigation and actions taken as a result of your report. The investigation does not have to be completed within those deadlines.¹³

- You may also make your report public directly if you have reasonable grounds to believe that:
 - the malpractice may pose an imminent or real danger to the public interest;
 - there is a risk of harming in reporting to a competent authority, or

¹² Article 17e Wbk.

¹³ Section 2.3.2.2 Mvt Wbk.

- the malpractice is unlikely to be remedied effectively.¹⁴
- Should you consider making your report public, we advise you to engage confidential advisors because the conditions for disclosure are complex. Our confidential advisors can, in confidence, help you explain the route to follow.

10. Secrecy

All persons involved in the reporting or investigation are obliged to keep confidential information confidential. Unless we have a statutory duty to report, such as the mandatory reporting of an integrity incident to DNB or AFM. Confidential data refers in any case to the identity of the reporter and the accused persons and information traceable to them as well as information on trade secrets.¹⁵

11. Protection when reporting¹⁶

- You, the person assisting you, a legal entity assisting you, an involved third party, the hotline, the investigator(s) and any witnesses heard in an investigation may not be harmed because of making a report.¹⁷ A condition of this protection is that you have reasonable grounds (supported by facts) to believe that the reported information is correct at the time of the report. It is not necessary that you present evidence for your suspicions.
- The accused person is also entitled to protection from harm until it is established during investigation that the accused person is guilty.

12. Protection in case of making a report public¹⁸

- You, the person assisting you, an involved third party, the hotline, the investigator(s) and any witnesses heard in an investigation may not be harmed because of making a report of suspected malpractice public. Conditions of this protection are:
- That you have reasonable grounds to believe that the reported information is correct at the time of the report. It is not necessary for you to present evidence for your suspicions, and,
- you have first made an internal report to the compliance officer or the hotline and a competent authority or reported directly to a competent authority and you have reasonable grounds to believe that the investigation is not proceeding sufficiently; or
- you have reasonable grounds to believe that:
 - the malpractice may pose an imminent or real danger to the public interest;
 - there is a risk of harming in reporting to a competent authority, or
 - the malpractice is unlikely to be remedied effectively.

13. Harm

If, despite the legal prohibition of harm, you have the impression that you are being harmed or that there is a threat or attempt to be harmed, please contact your manager or our confidential advisors to discuss this. Harm also includes a threat of and an attempt to cause harm. You can also consult with the advisory department of the House of Whistleblowers¹⁹. In the event of harm, you can file a complaint about it under the complaints procedure in the Policy on Safe Working Environment.

14. Exemption of liability

You, the person assisting you, a concerned third party, the hotline, the investigator(s) and any witnesses heard in an investigation may not be held liable by making a report of malpractice or making it public when²⁰:

- you do not share more than is necessary to make the report,
- when you have made the notification or public report according to the steps indicated in this procedure.

However, you, the person assisting you, a relevant third party, the hotline and the investigator(s) may be held liable when information is illegally acquired or accessed.²¹

¹⁴ Article 17e Wbk.

¹⁵ Article 1a Wbk.

¹⁶ Article 17e of the Wbk.

¹⁷ By harm, you can think of such things as harassment, discrimination, bullying, damage to reputation, negative references, dismissal, suspension, demotion, withholding of a promotion, negative evaluation, a written reprimand, transfer, etc. A threat or attempt to harm is also considered harm.

¹⁸ Article 17e of the Wbk.

¹⁹ The advice department can be reached by phone on 088 - 1331 030, on weekdays between 10 a.m. and 12 p.m. and between 1pm and 4pm.

²⁰ Section 17f Wbk.

15. No more right to protection

Anyone who intentionally and knowingly reports or makes public false or misleading information does not enjoy protection and may even be punished for it. The person assisting you, a legal entity assisting you, an involved third party, the hotline, the investigator and any witnesses heard in an investigation will not lose protection in that case as long as they are not themselves also guilty of intentionally and knowingly reporting or making public false or misleading information.

The protection remains in place if you have reported with the right intentions and your report is ultimately found to be unfounded.

16. We are obliged to report externally

As a financial institution, DIF is obliged under the Dutch Financial Supervision Act (wet op financieel toezicht or Wft) to inform DNB and or AFM without delay when the irregularity or malpractice qualifies as a severe integrity incident. The moment the Board determines that a severe integrity incident has occurred, it reports it to DNB and or AFM without delay. The compliance officer or the hotline informs you as reporter, the person about whom the report is made, prior to this external report unless there are serious objections.

17. Processing personal data

We process the following personal data within the framework of this whistleblower procedure: name, position, (e-mail) address and telephone number of the reporter, the person about whom the report is made and, if applicable, the confidential advisor and/or third parties involved.

We apply the principles for processing personal data, as set out in our GDPR Policies. We process obtained personal data only for the purpose for which we obtained the personal data and only for the period that the data processing is necessary. We will, in principle, destroy personal data from six months up to a maximum of one year, after the report has been determined to be inadmissible, or if after investigation it is found not to be an irregularity. If an irregularity is confirmed after an investigation, we anonymise the investigation file after a maximum of one year from the completion of the investigation.

Annex – Glossary

In these regulations, we use the following terms:

- **affected third party:**
 - a) a third party related to you as reporter who may be harmed by DIF or a person or organisation with which you as reporter are otherwise connected in a work-related context, and
 - b) a legal entity owned by you as reporter, for which you as reporter work or with which you as reporter are otherwise connected in a work-related context;
- **competent authority:**
 - Authority Consumer and Market (Autoriteit Consument en Markt)²¹
 - Financial Markets Authority (Autoriteit Financiële Markten)²²
 - The Dutch Central Bank (De Nederlandsche Bank)²³
 - Personal Data Authority (Autoriteit Persoonsgegevens)²⁴
 - House for whistleblowers (Huis voor Klokkenuiders)²⁵
- **compliance officer or hotline:** the officer appointed as compliance officer or hotline who acts as a reporting point for the purposes of these regulations. Contact details: compliance@dif.eu or meldpunt@compliance-instituut.nl, via the report button on www.compliance-instituut.nl or by telephone.
- **person assisting a reporter:** a knowledgeable natural person who advises a reporter in the reporting process in a work-related context and whose advice is confidential.
- **Board:** the statutory directors of DIF Management B.V. otherwise known as the Executive Committee or ExCo.
- **Severe integrity incident:** conduct or event that seriously jeopardises the integrity of the company concerned²⁶.
- **reporter:** a natural person who because of his future, current or past work with our organisation:
 - reports an irregularity or integrity incident internally;
 - report or disclose suspected malpractice (internally and/or externally).
- **malpractice:**
 - a) a breach or risk of breach of Union law, or
 - b) an act or omission involving the public interest at:
 1. a violation or risk of violation of a legal requirement or internal rules that impose a concrete obligation and are based on a established by law by an employer, or
 2. a danger to public health, to the safety of persons, to the degradation of the environment or for the proper functioning of DIF as a result of improper acts or omissions.

The social interest is at stake in any case if the act or negligence does not merely affect personal interests and there is either a pattern or structural character or whether the act or omission was serious or bulky.
- **irregularity:** conduct or event that is or may become an integrity incident or malpractice.
- **legal entity assisting a reporter:** a knowledgeable legal entity that advises a reporter in the reporting process in a work-related context and whose advice is confidential. (e.g. a trade union)
- **violation of Union law:** act or omission that:
 - is unlawful and relates to certain Union acts and policies (for a full list of all EU directives to which an EU infringement may relate, see the [EU directive](#) annex), or
 - undermines the purpose or application of the rules in Union acts and policies (for a full list of all EU directives to which an EU infringement may relate, see the [EU directive](#) annex),
- **confidential advisor:** the person designated by Board to act as such for our organization
 - **Antoinette Cosijn** is appointed as the internal confidential advisor. She can be contacted by a.cosijn@dif.eu or by +31 6 46 11 55 87.
 - **Cora Wielenga** is appointed as the external confidential advisor. She can be contacted by c.wielenga@compliance-instituut.nl or by +31 6 20 49 27 49.

²¹ <https://www.acm.nl/nl/contact/tips-en-meldingen/uw-tip-of-melding-doorgeven-aan-acm>

²² <https://www.afm.nl/nl-nl/professionals/onderwerpen/misstanden-incidenten>

²³ <https://www.dnb.nl/contact/klacht-of-misstand-melden/melden-misstanden-financiele-instellingen/>

²⁴ <https://autoriteitpersoonsgegevens.nl/nl/contact-met-de-autoriteit-persoonsgegevens/informatie-en-meldpunt-privacy>

²⁵ <https://www.huisvoorklokkenuiders.nl/onderzoek-door-het-huis>

²⁶ Bpr, Bgfo, Bftk.