

# GrandVision Whistleblower Procedure

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October 26, 2016

## **Rules of Conduct Relating to Suspected Irregularities for GrandVision and its Group Companies (“Whistleblower Rules”)**

### **1. Introduction and Background**

GrandVision NV and its subsidiaries, in all their activities, strive for high standards of transparency, decency and integrity. In order to ensure compliance with these standards, GrandVision encourages employees who suspect that serious issues exist within the company to report them without needing to fear sanctions, repercussions or unfair treatment. This Whistleblower Procedure is intended to support this.

Normally, suspected irregularities must be reported to the relevant manager, who will look into the matter and seek a solution. If an employee, for whatever reason, does not feel they can raise these issues with the manager, they may directly address the Confidential Adviser.

### **2. Definitions**

In these rules the following terms will have the following meanings:

<b>CEO</b>	managing director of local subsidiary – the head of the Local Management Team;
<b>GrandVision CEO</b>	the CEO of GrandVision NV;
<b>Company</b>	GrandVision NV and/or any of its subsidiaries;
<b>Confidential Adviser</b>	the person designated by the CEO to act in that capacity for the Company;
<b>Employee</b>	any person who works for the Company, whether or not under an employment contract, and for whose work the Company is responsible, including directors, temporary employees, seconded employees, freelancers, trainees, volunteers and other employees who are on another employer's payroll but who are hired to undertake work for the Company;
<b>Management Board</b>	the Management Board of GrandVision NV;

<b>Local Management Team</b>	management team of local subsidiary;
<b>Manager</b>	the person directly managing an Employee;
<b>Suspected Irregularity</b>	<p>a suspicion of an irregularity and/or abuse within the Company, based on reasonable grounds and where an important public interest is at stake, which consist of:</p> <ul style="list-style-type: none"><li>a. any imminent or current violation of laws and (statutory) regulations for instance relating to financial matters (such as accounting, internal accounting control, auditing matters and reporting and financial crimes), bribery, fraud, corruption, crimes against the Company, human rights violations, serious discrimination and/or harassment, and/or other similarly severe violations which concern the Company's vital interests;</li><li>b. a serious violation of Codes of Conduct applicable within the Company, including internal rules such as those appertaining to sexual harassment and other matters described under (a) above;</li><li>c. a serious danger to public health;</li><li>d. a serious danger to the safety of individuals or the environment;</li><li>e. irregularities of a general, operational and financial nature in the Company; or</li><li>f. a serious danger to the proper functioning of the public order or an undertaking caused by inappropriate acts or omissions.</li></ul>

### 3. Regulations and Scope

- 3.1 These regulations apply to all Employees and are aimed at enabling them, without jeopardizing their legal position, to report a Suspected Irregularity within the Company.
- 3.2 These regulations are not intended for Employees wishing to make complaints of a personal nature. Such complaints must always be discussed with the Employee's own Manager.
- 3.3 The possibility to report under these regulations is restricted to reports about Suspected Irregularities. Reports about any other fact or issue, and reports which are not sufficiently substantiated, will be set aside by the Company, except when the protection of the Company's vital interests or the safeguarding of the physical or moral integrity of the Employees is at stake, or when there is a legal obligation to communicate the reported Suspected Irregularity to public bodies or authorities for the prosecution of crimes. Reports about Suspected Irregularities outside the scope

of these regulations will be dealt with through the Company's regular information and reporting channels.

- 3.4 An Employee may consult an adviser in confidence before it reports a Suspected Irregularity. This advisor can be the Confidential Advisor but can also be another advisor who has a duty of confidentiality such as a lawyer or a legal advisor of a trade union. An Employee whose employment is governed by Dutch law may also consult the advice department of the House of Whistleblowers.
- 3.5 An Employee who reports a Suspected Irregularity must act in good faith.
- 3.6 An Employee who reports a Suspected Irregularity may not be motivated by personal gain.
- 3.7 An Employee who reports a Suspected Irregularity in which they themselves have taken part will not be immune from internal sanctions or prosecution. It will, however, be taken into account in imposing sanctions that the Employee themselves reported the incident for which they are wholly or partly to blame.
- 3.8 These regulations will be made available to all current and new Employees in the language of the country in question.

#### **4. Internal reporting procedure**

- 4.1 Each Employee is expected to report any Suspected Irregularities they become aware of. Unless an exception applies as referred to in 5.2 or 6.2. Employees must report Suspected Irregularities internally to their Manager or, if they consider reporting to the Manager to be inappropriate, they may report to the Confidential Adviser at [Confidential.advisor@GrandVision.com](mailto:Confidential.advisor@GrandVision.com). They may also report to the Confidential Adviser in addition to the Manager. An Employee making a report is entitled to the confidential handling thereof and of his or her personal details if he or she so requests.
- 4.2 The Manager and/or Confidential Adviser will, at the Employee's request, make a written record of the report, and of the date of its receipt, and will have the Employee concerned sign to confirm their approval of the record. The report must only contain such data as is strictly and objectively necessary to verify the Suspected Irregularity, and must state that the facts are alleged. The Employee must receive a copy of the record. The Manager or Confidential Adviser must ensure that the CEO is immediately informed of any Suspected Irregularity, and of the date on which it was reported, and must also ensure that the CEO receives a copy of any written record
- 4.3 The CEO must send a confirmation of receipt to the Employee who reported the Suspected Irregularity. The confirmation will refer to the original report. This will also apply where the Employee has reported their suspicions to the Confidential Adviser rather than to their Manager.
- 4.4 Immediately after the Employee's report is received, the Local Management Team must start an investigation into the Suspected Irregularity. The investigators will be pre-selected, specially instructed and bound by specific security and confidentiality obligations.

- 4.5 The Employee who has reported the Suspected Irregularity, and the person to whom he has reported it, must keep the report confidential. No information should be provided to third parties in- or outside the Company without the prior consent of the CEO. In providing information, the name of the Employee who has reported the Suspected Irregularity must not be disclosed (and in particular not to the person(s) in respect of whom the report has been filed). The information must further be provided in such a manner as to safeguard, as much as is possible, the confidentiality of the Employee who has reported the Suspected Irregularity. Information directly or indirectly revealing the identity of the Employee may only be provided if it is indispensable for the investigation of the Suspected Irregularity or for subsequent judicial proceedings.
- 4.6 Within four weeks of the initial report, the Employee must be informed in writing, by or on behalf of the CEO, of the Local Management Team's position with regard to the Suspected Irregularity and the action taken as a consequence of the Employee's report.
- 4.7 If no response can be given within four weeks, the Employee must be notified of this by or on behalf of the CEO and be given an indication as to when he will be informed of the Local Management Team's position.
- 4.8 An employee of another organisation who has come into contact with the Company through his work activities and believes there is a Suspected Irregularity within the Company may make a report of this to any manager who holds a position within the hierarchy of the Company that is equivalent to or higher than his own position. If the employee of another organisation has a reasonable suspicion that a member of the Management Board is involved in the Suspected Irregularity, he may also make the report to the Supervisory Board of the Company.
- 4.9 The employee of another organisation may also make a report of Suspected Irregularities within the Company via the Confidential Adviser. The Confidential Adviser shall, in consultation with the employee, forward the report either to a manager as described in the previous paragraph or to the Supervisory Board of the Company.

## 5. Reporting to the GrandVision CEO

- 5.1 The Employee may report the Suspected Irregularity (direct) to the GrandVision CEO at [GrandVision.CEO@GrandVision.com](mailto:GrandVision.CEO@GrandVision.com) if:
- they disagree with the position referred to in 4.6;
  - they have not been notified of the Local Management Team's position within the requisite period, as referred to in 4.6 and 4.7;
  - the period as referred to in 4.7 is, given all the circumstances, unreasonably long and the Employee has objected against this to the CEO, but the latter has not suggested a shorter, reasonable period;
  - the Suspected Irregularity concerns a member of the Local Management Team;

- e. an exception as referred to in the next paragraph applies.
- 5.2 An exception as referred to in the previous paragraph under (e) applies if there is:
- a. a situation in which the Employee has reasonable grounds to fear that an internal report would lead to countermeasures;
  - b. a previous, duly submitted, internal report about essentially the same irregularity, which has not removed the irregularity; or
  - c. a legal obligation to report externally.
- 5.3 The GrandVision CEO must, upon request from the Employee, make a written record of the report and of the date of its receipt and must have the Employee concerned sign the record confirming their approval. The report must only contain such data as is strictly and objectively necessary to verify the Suspected Irregularity and must state that the facts are alleged. The Employee must receive a copy of any written record.
- 5.4 The GrandVision CEO must send a confirmation of receipt to the Employee who has reported the Suspected Irregularity. If the Employee has reported the Suspected Irregularity at an earlier date, the confirmation will refer to this original report.
- 5.5 Immediately upon receipt of the Employee's report, the GrandVision CEO must start an investigation into the Suspected Irregularity. The investigators will be pre-selected, specially trained and bound by specific security and confidentiality obligations.
- 5.6 The Employee who has reported the Suspected Irregularity and the person to whom they have reported it must keep the report confidential. No information must be provided to third parties within or outside the Company without the consent of the GrandVision CEO. In providing information, the name of the Employee who has reported the Suspected Irregularity must not be disclosed, in particular not to the person(s) in respect of whom the report has been filed. The information must furthermore be provided in such a manner as to safeguard, as much as is possible, the confidentiality of the Employee who has reported the Suspected Irregularity. Information directly or indirectly revealing the identity of the Employee must only be provided if it is indispensable for the investigation of the Suspected Irregularity or subsequent judicial proceedings.
- 5.7 Within four weeks of their report, the Employee must be informed in writing, by or on behalf of the GrandVision CEO, of the official position taken with regard to the Suspected Irregularity and the action taken as a consequence of the Employee's report.
- 5.8 If no position can be given within four weeks, the Employee must be notified of this by or on behalf of the GrandVision CEO and be given an indication as to when they will be informed of the Management Board's position.

## **6. Reporting to the Supervisory Board of GrandVision**

- 6.1 The Employee may report the Suspected Irregularity (direct) to the Chairman of the Supervisory Board of GrandVision at [SB.Chairman@GrandVision.com](mailto:SB.Chairman@GrandVision.com) if:

- a. they disagree with the position referred to in 5.7;
  - b. they have not been notified of the GrandVision CEO's position within the requisite period, as referred to in 5.7 and 5.8;
  - c. the period as referred to in 5.8 is, given all the circumstances, unreasonably long and the Employee has objected against this to the GrandVision CEO, but the latter has not suggested a shorter period;
  - d. the Suspected Irregularity concerns the GrandVision Management Board;
  - e. an exception as referred to in the next paragraph applies.
- 6.2 An exception as referred to in the previous paragraph under 6.1 (e) applies if there is:
- a. a situation in which the Employee has reasonable grounds to fear that an internal report would lead to countermeasures;
  - b. a previous, duly submitted, internal report about essentially the same irregularity, which has not removed the irregularity; or
  - c. a legal obligation to report externally.

## 7. External reporting procedure

7.1 In the event that the Employee whose employment with the Company is governed by Dutch law (i) has followed the internal procedure for reporting the Suspected Irregularity through the abovementioned channels in good faith and in a proper manner, and he or she has reasonable grounds that reporting of the Suspected Irregularity externally serves a public interest that prevails over the Company's interest or (ii) cannot reasonably be asked to report the suspicion of irregularities internally first, he or she may report the Suspected Irregularity to the House for Whistleblowers, via e-mail: [advies@huisvoorklokkenluiders.nl](mailto:advies@huisvoorklokkenluiders.nl) and <https://huisvoorklokkenluiders.nl/contact/>. The House for Whistleblowers will provide information, advice and support to the Employee regarding the steps to be taken with respect to the reporting of the Suspected Irregularity and will be able to start an investigation.

## 8. Legal Protection

- 8.1 The position of an Employee who has reported an incident in accordance with the provisions of these regulations, and who acts in good faith, will not be subject to disciplinary action of any sort as a result of making the report. GrandVision will not tolerate reprisals by fellow Employees against the person making the report due to its contents. Any such reprisals will, without exception, be penalized.
- 8.2 The person in respect of whom a report has been filed will have the right, prior to any decision being made, to inspect the report (with the exception of the personal details of the person who submitted it in order to correct any inaccuracies and to prepare their defense.
- 8.3 The relevant Manager, Confidential Adviser, CEO, or (where applicable) the GrandVision CEO or the Chairman of the Supervisory Board of GrandVision, will

inform the person in respect of whom a report has been filed as soon as practicably possible after receipt of the report, unless there is a substantial risk that notifying them would jeopardize the ability of the Company to effectively investigate the Suspected Irregularity or gather the necessary evidence. The person in respect of whom a report has been filed must be informed as to: the actions they are accused of, who will receive the report, the fact that the Company is responsible for these rules, as well as given information on how to exercise their rights of access and rectification, but excluding the identity of the Employee who reported the Suspected Irregularity.

- 8.4 In the event that the person in respect of whom a report has been filed cannot be informed immediately, they will be informed as soon as the risk referred to above ceases to exist. Whether it is possible to inform the person in respect of whom a report has been filed will in all cases be evaluated by the relevant officer dealing with the report. This evaluation will take into account all other measures that might remove the objections to informing the person in respect of whom a report has been filed immediately, including, but not limited to, technical and organizational measures that can be taken to prevent the destruction of evidence.
- 8.5 The person in respect of whom a report has been filed, once they have been informed of a report, will also be notified as soon as is practicable as to whether they will be suspended during any further investigation of the relevant Suspected Irregularity.
- 8.6 As soon as the investigation has been concluded, the person involved will be informed as to whether any action is to be taken as a consequence of the report. If they are informed that no action is to be taken, any suspension will automatically terminate from that date.

## **9. Protection of Personal Data**

- 9.1 The Company is the party responsible for the processing of personal data in the context of these rules. The Dutch Data Protection Authority will be informed of any processing of personal data. The Company will only process personal data in accordance with these rules.
- 9.2 The Company will take the necessary technical and organizational measures to adequately safeguard personal data against loss or unauthorized access. Personal data may be collected by any data processing method, whether electronic or not. These methods must in all events be solely in accordance with these rules, i.e. the personal data must in all cases be processed separately from other Employee information systems or Employee files.
- 9.3 Personal data relating to reports of Suspected Irregularities that have been found to be unsubstantiated will be removed immediately. Data relating to reports of substantiated Suspected Irregularities will be removed within two months of the verification work being completed, unless disciplinary action is taken or court proceedings are begun against the person in respect of whom a report has been

filed. If the Employee is found to have filed a report in bad faith, the data will be removed within two months of the disciplinary action or the court proceedings having been completed. "Remove" means destruction of the personal data or adaptation of it in such a way that the person in respect of whom the report was filed, and the Employee who reported the Suspected Irregularity, are no longer identifiable. After the storage periods mentioned above have lapsed, the personal data may only be kept for archiving and statistical purposes in accordance with the applicable national laws.

- 9.4 Any Employee may, at any time, request to know whether a Suspected Irregularity has been reported in reference to them. If so, they will be provided with a complete written overview of the personal data available about them, unless this would seriously hinder the investigation. If the personal data proves to be incorrect or irrelevant, the person in respect of whom a report has been filed can request that it will be removed, or amended accordingly.
- 9.5 The person in respect of whom a report has been filed has a right to object to the processing of their personal data in relation to the report on compelling legitimate grounds relating to their particular situation, if the Company is processing the personal data based on the legitimacy as set forth in the Article 7(f) of directive 95/46/EC on the protection of individuals with regard to the processing of and the free movement of data.
- 9.6 Replies to requests for access, correction or removal must be provided as soon as reasonably practicable, but no later than four weeks from the date of the request. Any refusal must be in writing and must mention the reasons why the request is being refused.