

Whistleblower and Internal Complaints Procedure

1 Introduction

This Whistleblower and Internal Complaints Procedure describes the means by which reports of Suspected Irregularities (as defined below) are handled. All Exact employees with knowledge of Suspected Irregularities are encouraged to report these.

This Whistleblower and Internal Complaints Procedure applies to all employees of Exact. Exact does not tolerate any form of threat, retaliation or other action against employees who have reported a Suspected Irregularity in good faith.

The Board of Managing Directors may resolve to amend this Whistleblower and Internal Complaints Procedure from time to time.

2 Suspected Irregularity

Exact employees can always report a suspected irregularity through normal reporting procedures. This means that Exact employees are encouraged to firstly contact their direct manager or higher management within the hierarchical line or the Global HR Director. If the employee prefers not to report a Suspected Irregularity through the normal reporting procedures, he/she may use the Expolink Whistleblowing Hotline. Through the Expolink Whistleblowing Hotline, reports can be made anonymously and directly to the Exact Compliance Committee. Exact employees can request external advice with a third party, GIMD. See Chapter 8 (Contact details) for the contact details of the Expolink Whistleblowing Hotline, the Exact Compliance Committee and GIMD.

For the purposes of this Whistleblower and Internal Complaints Procedure a Suspected Irregularity means: an irregularity or suspicion based on reasonable grounds with regard to Exact in connection with, but not limited to:

- questionable or inappropriate accounting practices, internal (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;
- abuse of authority, including instructions not to report a Suspected Irregularity under this Whistleblower and Internal Complaints Procedure;
- another violation of the Exact Code of Conduct or related internal policies;
- 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.

The above mentioned Suspected Irregularity may also apply to circumstance outside of the organization of Exact. Exact endorses the importance of reporting Suspected Irregularities and will trust on the judgment of employees to report in good faith.

3 Reporting

All receipts of reports of Suspected Irregularities, including reports coming in through the Expolink Whistleblowing Hotline, will be further investigated, evaluated, appropriately documented and assessed by the Compliance Committee, and after that in consultation with management the appropriate course of action will be determined.

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

4 Purpose and possible outcome of an investigation

The purpose of an investigation is first and foremost to gather facts that are relevant to a Suspected Irregularity, so that the Compliance Committee can make a credible determination based on the information available. Investigations should be structured in such a way as to minimize disruption to the business without compromising the quality of the investigation.

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;
- it is concluded that the report was made in bad faith.

Depending on the findings of the investigation, the Compliance Committee will in consultation with management determine the appropriate course of action which can be, but is not limited to: declaring the report inadmissible;

- taking corrective actions, which may take the form of disciplinary actions (e.g. written warning, suspension, reduction in pay or demotion) and any such disciplinary action shall properly reflect the severity of the violation;
- 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.

5 Timeframe

Within eight weeks from the date the employee submitted his/her report, the reporting employee shall be notified on the position of the Compliance Committee with regard to the Suspected Irregularity, unless (i) the report was made anonymously; or (ii) 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 employee shall be notified thereof by the Compliance Committee and be given an indication as to when he/she will be informed of the position of the Compliance Committee.

6 Non-retaliation & confidentiality and anonymity

6.1 Non-retaliation

Any employee, who in good faith and on reasonable grounds reports a Suspected Irregularity in accordance with this Whistleblower and Internal Complaints Procedure, will be given protection and shall in no way be treated unfairly or put at a disadvantage by Exact as a result of his or her report, regardless of the outcome of an investigation of the report. Retaliation against an employee for reporting in good faith and on reasonable grounds any Suspected Irregularity or for participating in any investigation regarding a Suspected Irregularity will not be tolerated. The prohibition against unfair treatment pertains to the period of time during and after the investigation of the report. Becoming a complainant does not, however, automatically result in immunity for misconduct.

This protection is applicable to those employees who follow this Whistleblower and Internal Complaints Procedure.

Even when the procedure has been followed correctly, there are exceptions when a complainant'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 an employee fails to report his/her suspicions relevant to a Suspected Irregularity or does report a Suspected Irregularity in another way than in accordance with this Whistleblower and Internal Complaints Procedure, he/she will be acting in violation of Exact's Code of Conduct and related internal policies.

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

6.2 Confidentiality and anonymity

Any employee who reported a Suspected Irregularity or who is in any way whatsoever involved in the investigation or handling of the Suspected Irregularity must keep all information to which they become aware of as a result of their involvement strictly confidential.

An employee who reports a Suspected Irregularity will remain anonymous at his/her request, provided that this does not result in a breach of any statutory obligations or prejudice Exact's justified interests. When the anonymity of the employee can no longer be guaranteed, the employee will be notified. In all cases the interests of the employee reporting a Suspected Irregularity will be treated with the utmost care.

The Compliance Committee will treat all information received in strict confidence. Confidentiality will be maintained to the fullest extent possible, consistent 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 (i) disclosure is required by any applicable law or regulation or by a court or regulatory or governmental body; (ii) disclosure is necessary to apply, invoke or enforce the Suspected Irregularity in court proceedings or disciplinary proceedings; (iii) disclosure is necessary to obtain advice from any professional advisor, (iv) 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 employee who reported the Suspected Irregularity or participated in any investigation regarding the Suspected Irregularity, unless such notification would be in breach of any applicable law or regulation or interfere or otherwise prejudice the investigation.

7 Protection and rights of the accused

When a person is officially under investigation, then he/she shall be notified about this fact. After validating the report with due care and, if necessary, safeguarding relevant evidence, Exact will notify the person under investigation (unless such notification would be in breach of any applicable law or regulation or interfere or otherwise prejudice the investigation).

8 Contact details

Exact Compliance Committee

Email address: compliance.officer@exact.com

Members of the Compliance Committee

- ☒ Director of Legal Affairs | Company Secretary
- ☒ Global HR Director
- ☒ Chief Financial Officer
- ☒ Internal Audit Director

Expolink Whistleblowing Hotline

Employees can report a Suspected Irregularity via the Whistleblowing Hotline of Expolink, by:

- ☒ (free)phone (free phone numbers listed hereunder);
- ☒ email (Exact@expolink.co.uk); or
- ☒ via the website www.expolink.co.uk/Exact.

Through the Expolink Whistleblowing Hotline a Suspected Irregularity can be reported anonymously. Any Suspected Irregularity reported through the Expolink Whistleblowing Hotline shall be transferred to and handled by the Compliance Committee.

GIMD

Marc Kiel

Phone number: 06-10908704

E-mail: m.kiel@gimd.nl

Free phone numbers for Expolink Whistleblowing Hotline

Australia	1800 121 889
Belgium	0800 71025
Canada	1888 268 5816
China Netcom (North) China Telecom (South)	00800 3838 3000 10800 441 0078
Czech Republic	800 142 428
France	0800 900240
Germany	0800 182 3246
Malaysia	1800 807055
Mexico	01800 123 0193
Netherlands	0800 022 9026
Poland	00800 441 2392
Singapore	800 4411 140
Spain	900 944401
United Kingdom	0800 374199
USA	1877 533 5310