

REGULATIONS FOR DEALING WITH SUSPICIONS OF MISCONDUCT ('WHISTLE-BLOWER REGULATIONS') AT ACCELL GROUP N.V.

These regulations were adopted by the board of directors of Accell Group N.V. on 20 February 2017 and approved by Accell Group N.V.'s supervisory board on 09 March 2017.

Copies of these regulations have been provided to the Employees (as defined below). These regulations are also available on Accell Group N.V.'s website: www.accell-group.com, under 'Corporate Governance'.

Article 1 Definitions

- 1.1. The following definitions apply in these regulations:
- *Accell*: Accell Group N.V., and its group companies;
 - *the Person Concerned*: the Employee in respect of whom reasonable grounds for suspicion exist that he is guilty of Misconduct or of having enabled Misconduct or has intentions that will cause him to be guilty of Misconduct or of having enabled Misconduct in respect of Accell's enterprise;
 - *the Whistle-Blower*: the Employee who reports a Suspicion of Misconduct pursuant to these regulations;
 - *the Superior*: the person who is the direct superior of the Whistle-Blower;
 - *the BoD*: the board of directors of Accell Group N.V.;
 - *the SB*: the supervisory board of Accell Group N.V.;
 - *a Suspicion of Misconduct*: an Employee's suspicion of Misconduct (as defined below), at Accell or at another organisation if he came into contact with that organisation as part of his work insofar as (a) the suspicion is based on reasonable grounds, which ensue from knowledge that the Employee gained at Accell or which ensue from the knowledge that the Employee has acquired from performing work at another organisation; and (b) where a public interest is at stake, in connection with:
 - a. the violation (or imminent violation) of a statutory provision, including a punishable act that has been or is likely to be committed;
 - b. a threat (or imminent threat) to public health;
 - c. a threat (or imminent threat) to the safety of persons;
 - d. a threat (or imminent threat) to the environment;

- e. a threat (or imminent threat) to the proper functioning of Accell or the other relevant organisation as a consequence of an improper act or omission;
 - f. a violation (or imminent violation) of rules other than a statutory provision (including the internal code of conduct of Accell); or
 - g. information about such acts specified at a. to f. above that has been or is likely to be deliberately withheld, destroyed or manipulated,
(acts a. to g. above each being referred to hereinafter as: *Misconduct*)
- *the Confidential Adviser*: the person appointed by the Chair of the BoD to act in that capacity for Accell. If no Confidential Adviser has been appointed, the role of Confidential Adviser will be filled by the Chair of the BoD or, if the Suspicion of Misconduct concerns a member of the BoD, the Chair of the SB;
 - *the Employee*: any person who has a fixed-term or open-ended employment contract with Accell, and any person who performs work for Accell as a temporary worker or based on a secondment agreement, a work placement agreement or a contract for services;
- 1.2. All references in these regulations to the male gender also include the female gender.

Article 2 Reporting a Suspicion of Misconduct

- 2.1. The Employee should report any Suspicion of Misconduct to his Superior or – if he considers it undesirable to report the Suspicion of Misconduct to his Superior – to the Confidential Adviser.
- 2.2. The Superior or the Confidential Adviser will record the report in writing, stating the date on which the report was received, and will ensure that the Whistle-Blower signs that record in token of his agreement. The Whistle-Blower will be given an authenticated copy of that record. The Superior or the Confidential Adviser will ensure that the Chair of the BoD receives a copy of that record without delay.
- 2.3. As soon as the Superior or the Confidential Adviser receives a report of a Suspicion of Conduct, he will begin an investigation into the background to that report.
- 2.4. The Chair of the BoD will send confirmation of receipt to the Whistle-Blower who reported the Suspicion of Misconduct. That confirmation of receipt will include a reference to the original report.
- 2.5. The Chair of the BoD will notify the members of the BoD of the report while imposing a duty of confidentiality on them and will keep them regularly apprised, under the same conditions, of the progress made. This does not apply

where a Suspicion of Misconduct concerns a member of the BoD; in that scenario the Chair of the BoD will act in accordance with Article 7.

- 2.6. In the interest of the investigation that will be conducted in connection with a report of a Suspicion of Misconduct, the Whistle-Blower is encouraged not to make an anonymous report. Anonymous reports will nevertheless be handled, in which respect the procedure laid down in these regulations will be followed as much as possible.

Article 3 Position

- 3.1. Within eight weeks after the moment that the report was made as referred to in Article 2, the Whistle-Blower will receive written notification from or on behalf of the Chair of the BoD explaining a substantive position adopted by the BoD with regard to the reported Suspicion of Misconduct and describing the measures taken as a result of the report.
- 3.2. If the position cannot be notified within eight weeks, the Whistle-Blower will be informed of that circumstance by or on behalf of the Chair of the BoD, with an indication of the timeframe within which the Whistle-Blower may expect a position.

Article 4 Reporting a Suspicion of Misconduct regarding a member of the BoD

- 4.1. An Employee may report a Suspicion of Misconduct to the Chair of the SB if:
 - a. the Suspicion of Misconduct concerns a member of the BoD;
 - b. the case concerns a situation in which the Employee may reasonably fear reprisals as a consequence of reporting a Suspicion of Misconduct; or
 - c. the case involves a clear and demonstrable threat of spoliation or destruction of evidence.
- 4.2. The Chair of the SB will record the report in writing, stating the date on which the report was received, and will ensure that the Whistle-Blower signs that record in token of his agreement. The Whistle-Blower will be given an authenticated copy of that record.
- 4.3. As soon as the Chair of the SB receives a report of a Suspicion of Misconduct, he will begin an investigation into the background to that report.
- 4.4. Within eight weeks after the moment that the internal report was made, the Whistle-Blower will receive written notification from or on behalf of the Chair of the SB explaining a substantive position adopted by Accell's supervisory board with regard to the reported Suspicion of Misconduct and describing the measures taken as a result of the report.
- 4.5. If the position cannot be notified within eight weeks, the Whistle-Blower will be informed of that circumstance by or on behalf of the Chair of the SB, with

an indication of the timeframe within which the Whistle-Blower may expect a position.

Article 5 Reporting a Suspicion of Misconduct to the Chair of the SB

- 5.1. The Whistle-Blower may also report a Suspicion of Misconduct to the Chair of the SB if:
 - a. he does not agree with the position as meant in Article 3.1;
 - b. he has not received a position within the period as meant in Article 3; or
 - c. the timeframe referred to in Article 3.2 is unreasonably long, all circumstances considered, and the Whistle-Blower has lodged an objection against that timeframe with the Chair of the BoD, who has not responded within 10 business days.
- 5.2. Articles 4.2 to 4.5 apply, modified as necessary, to reports as described in Article 5.1.

Article 6 Reporting a Suspicion of Misconduct to an external confidential adviser

- 6.1. If no Confidential Adviser has been appointed (and as a consequence the Chair of the BoD or the Chair of the SB fills the role of Confidential Adviser), the Whistle-Blower may also report a Suspicion of Misconduct to an external confidential adviser appointed by the Chair of the BoD or the Chair of the SB at the Whistle-Blower's request, if the Whistle-Blower considers it to be undesirable to report the Suspicion of Misconduct to the Chair of the BoD or the Chair of the SB. The procedure described in Articles 2.3 to 3.2, modified as necessary, applies in such situations.

Article 7 Information for the Person Concerned

- 7.1. The Chair of the BoD or (if applicable) the Chair of the SB will notify the Person Concerned of a report of the Suspicion of Misconduct as soon as is practicable after that report was received, unless a serious risk exists that notifying the Person Concerned will jeopardise the possibilities for effectively investigating the Suspicion of Misconduct and gathering the necessary evidence. The Person Concerned must in any event be notified as soon as that risk no longer exists.
- 7.2. The Person Concerned will be informed of the facts of which he has been accused and the persons who will receive the report. This information will not include the Whistle-Blower's identity.
- 7.3. Once the Person Concerned has been notified that a report has been made, an interview will be conducted with the Person Concerned to give him the

opportunity to give his view of the facts on which the report is based. Once the Person Concerned has been notified of the report, he will also be informed as soon as possible whether he will be suspended while the investigation into the Suspicion of Misconduct is being carried out.

- 7.4. As soon as the investigation has been completed, the Person Concerned will be informed about whether any measures will be taken as a result of the report.

Article 8 Legal protection

- 8.1. The Whistle-Blower and the person to whom a Suspicion of Misconduct has been reported must treat the report confidentially. No information may be disclosed to third parties at or outside Accell without the approval of the Chair of the BoD (or, in the cases described in Article 4 and Article 5, the Chair of the SB). If any information is disclosed, the Whistle-Blower's name will not be given (especially not to the Person Concerned) and the information will be disclosed in such a manner that the Whistle-Blower's anonymity is guaranteed insofar as is possible.
- 8.2. The position of a Whistle-Blower who has in good faith reported a Suspicion of Misconduct with due observance of the provisions set out in these regulations will not be prejudiced in any way as a result of the Whistle-Blower having reported the Suspicion of Misconduct. At a minimum, good faith requires that the Whistle-Blower acts with due care.
- 8.3. The position of a Superior who is employed by Accell will not be prejudiced in any way as a result of the Superior's actions as set out in Article 2.1 of these regulations.
- 8.4. A Confidential Adviser who is employed by Accell will not suffer any adverse consequences whatsoever as a result of filling the role described in these regulations.

Article 9 Privacy

- 9.1. All personal data that Accell processes in connection with the present regulations will be used exclusively for the purposes of the present regulations. The data will only be provided to persons who need them for these purposes, to comply with the law, or for a substantial public interest.
- 9.2. If a report of a Suspicion of Misconduct turns out to be unfounded, all data concerning the report will be destroyed as soon as possible, unless the data is needed to secure evidence in potential proceedings.

- 9.3. If a report is held well-founded, the data relating to the investigation will be destroyed within two months after the investigation is completed, unless disciplinary measures are taken, or if the data is needed to secure evidence in potential proceedings.

Article 10 Entry into force

- 10.1. These regulations replace the Whistle-Blower Regulations of 1 March 2013 and enter into force on 09 March 2017.
- 10.2. These regulations apply to all Employees.

ANNEX: HOUSE FOR WHISTLE-BLOWERS FOR DUTCH EMPLOYEES

Effective 1 July 2016, the House for Whistle-Blowers Act (*Wet Huis voor klokkenluiders*) entered into force in the Netherlands. This Annex contains several additional provisions that apply exclusively to Dutch Employees (as defined below) in connection with the entry into force of the House for Whistle-Blowers Act. The provisions of this Annex apply in addition to the procedure set out in the main text of the Whistle-Blower Regulations. This means that Article 1 to Article 10 of the Whistle-Blower Regulations apply without restriction to Dutch Employees.

This Annex enters into force on 09 March 2017.

Article 11 Definitions

11.1. The following definitions apply in this Annex:

- *the House for Whistle-Blowers*: the House for Whistle-Blowers within the meaning of section 3 of the House for Whistle-Blowers Act (available at: <https://huisvoorklokkenluiders.nl/>);
- *the Dutch Whistle-Blower*: the Dutch Employee who reports a Suspicion of Misconduct under the Whistle-Blower Regulations;
- *the Dutch Employee*: any person who has a fixed-term or open-ended employment contract under Dutch law with Accell Group N.V. or a group company of Accell Group N.V. in the Netherlands, and any person who performs work for Accell Group N.V. and/or a group company of Accell Group N.V. in the Netherlands as a temporary worker or based on a secondment agreement, a work placement agreement or a contract for services governed by Dutch law (including former Dutch Employees);
- *the House for Whistle-Blowers Act*: the Act of 14 April 2016, creating a House for Whistle-Blowers (available at: <http://wetten.overheid.nl/BWBR0037852/2016-07-01>).

Article 12 Information, advice and support for the Dutch Employee

12.1. A Dutch Employee may consult an adviser in confidence about a Suspicion of Misconduct. To that end, the Dutch Employee may request information, advice and support from the Confidential Adviser or the advisory department of the House for Whistle-Blowers concerning a Suspicion of Misconduct.

Article 13 Reporting to the House for Whistle-Blowers

- 13.1. If a Dutch Whistle-Blower has first reported a Suspicion of Misconduct to his Superior, the Confidential Adviser and/or the Chair of the SB in accordance with the procedure set out in the Whistle-Blower Regulations and the report has not resulted in the Misconduct being remedied within a reasonable period of time, the Dutch Whistle-Blower may report the Suspicion of Misconduct to the investigations department of the House for Whistle-Blowers.
- 13.2. A Dutch Employee may report a Suspicion of Misconduct immediately to the investigations department of the House for Whistle-Blowers if he cannot reasonably be expected to first report the Suspicion internally at Accell in accordance with Article 2, Article 4 and/or Article 5. This in any event includes situations where:
 - a. the case concerns a situation in which the Dutch Employee may reasonably fear reprisals as a consequence of reporting a Suspicion of Misconduct internally; or
 - b. the case involves a clear and demonstrable threat of spoliation or destruction of evidence.
- 13.3. The Dutch Whistle-Blower may request the investigations department of the House for Whistle-Blowers to conduct an investigation into the Suspicion of Misconduct. The Dutch Whistle-Blower may furthermore request that an investigation be conducted into the manner in which Accell has acted in respect of the Dutch Whistle-Blower in connection with his report. The above-referenced requests must be made in accordance with the relevant requirements in the House for Whistle-Blowers Act. The investigations department of the House for Whistle-Blowers will determine whether a request can be allowed with due observance of the conditions within the meaning of section 6(1) of the House for Whistle-Blowers Act.