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Wavin Group

**Whistle-blower's
Procedure**

A man and a woman in business attire are looking at a document together. The man is on the right, wearing a dark blue shirt and a patterned tie. The woman is on the left, wearing a dark blue dress. They are both looking down at a document held by the woman. The background is a solid blue color.

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Introduction

Wavin underwrites the importance of transparency and integrity. The company therefore encourages all employees to promptly report (suspected) misconduct by the company or its employees. This whistle-blower's procedure has been established to ensure that an employee who reports (suspected) misconduct will not jeopardize his or her position nor be subject to disciplinary actions or retaliation on account of their reporting, even if it turns out that there has been no misconduct.

Article 1 - Definitions

1.1 In this procedure the following terms have the following meanings:

- the employee:**
the person who works for the Company and/or its subsidiaries, whether or not in employment;
- the Company:**
the private company with limited liability Wavin N.V.;
- the chairman of the Management Board:**
the chairman of the Management Board of the Company;
- the Chairman:**
the chairman of the Supervisory Board of the Company;
- superior:**
the person who acts as immediate superior of the employee;
- confidential counsellor:**
the person who has been designated by the chairman of the Management Board to act as such for the Company and its subsidiaries;
- a suspicion of a wrong:**
a suspicion based on reasonable grounds in connection with the enterprise, in relation to:
 - a. a (threat of a) punishable act;
 - b. a (threat of an) infringement of legislation and regulations;
 - c. a (threat of) deliberate misinformation of public bodies;
 - d. an infringement of rules of conduct applicable within the enterprises; or
 - e. a (threat of) the deliberate non-disclosure, destruction or manipulation of information about these facts.

Article 2 - Procedure

- 2.1 Unless article 4(1)(d) applies or there is ground for an exception as referred to in article 4(2) the employee reports a suspicion of a wrong internally to his superior or, if he considers a report to his superior not desirable, to the confidential counsellor. A report to the confidential counsellor may also be made in addition to the report to his superior.
- 2.2 On request the superior and the confidential counsellor make a written record of the report with the date on which it was received and has that record signed for approval by the employee who receives a copy of it. If, after performing a first review of the report, the superior or the confidential counsellor is of the opinion that there is reason to

proceed with an investigation of the report and the reported suspicion of a wrong is sufficiently serious, he sees to it that the chairman of the Management Board is informed immediately of a reported suspicion of a wrong and of the date on which the report was received and that the chairman of the Management Board receives a copy of the record.

- 2.3 The chairman of the Management Board sends an acknowledgement of receipt to the employee who has reported the suspicion of a wrong. In the acknowledgement of receipt reference is made to the original report. This is also true if the employee has reported the suspicion not to his superior but to the confidential counsellor.
- 2.4 If, after performing a review of the report, the Management Board is of the opinion that there is reason to proceed with an investigation of the report and the reported suspicion of a wrong is sufficiently serious, the Management Board will start an investigation.
- 2.5 The employee who reports the suspicion of a wrong and the person to whom the suspicion of the wrong has been reported treat the report confidentially. Without permission from the chairman of the Management Board no information is supplied to third parties inside or outside the Company and its subsidiaries. When information is supplied, the name of the employee will not be mentioned and otherwise the information will be supplied in such a manner that the employee's anonymity is guaranteed in so far as possible. If necessary, a report can be filed anonymously by the reporting employee. However, it is strongly encouraged not to file an anonymous report, since it will be more difficult to investigate the reported suspicion of a wrong and revert back to the reporting employee at a later stage.

Article 3 - Procedure (continuation)

- 3.1 Within a period of eight weeks from the time of the internal report the employee is informed by or on behalf of the chairman of the Management Board in writing of the position of the Management Board about the reported suspicion of a wrong. In that connection it will be indicated to what steps the report has led.
- 3.2 If the position cannot be given within eight weeks the employee is informed of this by or on behalf of the chairman of the Management Board and it is indicated within what period he may expect a position.

Article 4 - Report to the Chairman of the Supervisory Board

- 4.1 The employee may report the suspicion of a wrong to the Chairman of the Supervisory Board if:
 - a. he does not agree with the position as referred to in article 3;
 - b. he has not received a position within the required period referred to in the first and second paragraphs of article 3;
 - c. the period referred to in the second paragraph of article 3 is unreasonably long, in view of all the circumstances, and the employee has objected to this to the chairman of the Management Board but the latter has not indicated a shorter, reasonable period in reply;
 - d. the suspicion of a wrong concerns a managing director of the Company, or
 - e. there is ground for an exception as referred to in the next paragraph.

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- 4.2 There is ground for an exception as referred to in the preceding paragraph under (e) if it is a question of:
 - a. a situation in which the employee may fear in reason for counter measures as a result of an internal report; or
 - b. an earlier internal report in conformity with the procedure concerning essentially the same wrong has not removed that wrong
- 4.3 On request, the Chairman of the Supervisory Board makes a written record of the report, with the date on which it was received and has that record signed by the employee, who receives a copy thereof.
- 4.4 The Chairman of the Supervisory Board sends an acknowledgement of receipt to the employee who has reported a suspicion of a wrong. If the employee already reported the suspicion of a wrong earlier, the acknowledgement of receipt will contain a reference to the original report.
- 4.5 If, after performing a review of the report, the Supervisory Board is of the opinion that there is reason to proceed with an investigation of the report and the reported suspicion of a wrong is sufficiently serious, an investigation is started.
- 4.6 The employee who reports the suspicion of a wrong and the person to whom the suspicion of the wrong has been reported treat the report confidentially. Without permission from the Chairman of the Supervisory Board no information is supplied to third parties inside or outside the Company and its subsidiaries. When information is supplied, the name of the employee is not mentioned and otherwise the information is supplied in such a manner that the employee's anonymity is guaranteed in so far as possible. If necessary, a report can be filed anonymously by the reporting employee. However, it is strongly encouraged not to file an anonymous report, since it will be more difficult to investigate the reported suspicion of a wrong and revert back to the reporting employee at a later stage.

Article 5 - Report to the Chairman of the Supervisory Board (continuation)

- 5.1 Within a period of eight weeks after the time of the internal report the employee is also informed by or on behalf of the Chairman of the Supervisory Board in writing of a material position about the reported suspicion of a wrong. On that occasion it is indicated to what steps the report has given rise.
- 5.2 If the position cannot be given within eight weeks, the employee is informed of this by or on behalf of the Chairman of the Supervisory Board and it is indicated within what period he may expect a position.

Article 6 - Legal protection

The employee who has reported a suspicion of a wrong in good faith with observance of the provisions in this scheme will not suffer any disadvantage in his position as a result of reporting this. However, in case of an intentionally false or incorrect report, as with any form of misuse, the employee who has filed such report may face disciplinary consequences ranging up to and including dismissal and legal actions, depending on the severity.

Article 7 - Data Protection

- 7.1 The Company is the controller of the data processing. The personal data that are processed in the context of this Whistle-blower's Procedure may be the identity of the person who is the subject of the suspicion of a wrong or of other persons involved, personal details about these individuals, the description of the wrong and other data that are necessary for handling (potential) wrongs.
- 7.2 The information provided through this Whistle-blower's Procedure may be disclosed to the Management Board of the Company and the Supervisory Board of the Company, as well as to a limited group of people involved in the investigation a reported wrong may result in.
- 7.3 There will be no transfer of personal data relating to a report to countries outside the EU/EEA unless such transfer is necessary in order to carry out the investigation, in which case the Company will ensure that the transfer will be conducted in compliance with applicable laws.
- 7.4 The Company is obliged to inform individuals whose personal data are being processed no later than at the moment of the processing of the information. However, if it is necessary for the assessment of the report, for example for the gathering of evidence, the concerned individual will be informed as soon as practically possible without jeopardizing the investigation.
- 7.5 Any employee has the right to request an excerpt to check which information, if any, is registered about him or her. Should any personal data be incorrect, incomplete or misleading, the employee may request such data to be rectified, blocked or erased. The identity of the person who filed the report through this Whistle-blower's Procedure will not be disclosed, unless that person has intentionally reported a false or incorrect concern.
- 7.6 Personal data relating to reports that have been found unsubstantiated or reported in bad faith will be removed immediately. When an investigation has been initiated with respect to a report, personal data relating to the report will be removed within two months after completion of the investigation. If a disciplinary action is taken or court proceedings are filed against the reported person or if the reporting person filed a report in bad faith, any personal data relating to the report will be removed upon conclusion of these proceedings and upon expiration of the period allowed for any appeal.
- 7.7 For any questions, concerns or complaints about the processing of personal data through this Whistle-blower's Procedure, please contact the Corporate Director Legal, Tax & Compliance, Jos Kruisman (e-mail: jos.kruisman@wavin.com or tel.: +31 (0) 38 429 4210).

Article 8 - Implementation

This procedure takes effect on 1st July 2014.

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More information

**For more information
you can visit
www.wavin.com
or go to [http://wavinet.
wavin.com](http://wavinet.wavin.com)**

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