

# a.s.r. Whistleblower Scheme

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# Introduction

ASR Nederland N.V. ('a.s.r.') strives for an open and ethical culture, in which suspicions of abuse or irregularities can be reported in a careful, safe and confidential manner (hereinafter: 'Report'). The Whistleblower Scheme (hereinafter: 'Scheme') explains how matters that may potentially affect the ethical and controlled operations and/or reputation of a.s.r. can be reported in a safe and confidential manner. a.s.r. believes that it is important to be informed of suspected abuses or irregularities so that action can be taken. This is why a.s.r. encourages employees to make a report, so that possible abuses or irregularities can be resolved. Every Report, anonymous or otherwise, will be taken up by Compliance.

This Scheme has been prepared in accordance with the obligations in the Dutch Whistleblower Protection Act and the Dutch Corporate Governance Code 2022. Definitions of other terms used in this Scheme are presented in Annex 1.

## 1. Purpose and scope of the Scheme

The Scheme applies to a.s.r. The application of the Scheme applies to all employees who work, have worked or will work for a.s.r. and for third parties. Employees of subsidiaries of a.s.r. are also free to make reports under this Scheme. The Scheme is only intended for reporting suspected abuses or irregularities.

### 1.1 Abuses and irregularities

An **abuse** is defined as:

1. an act or omission with regard to which the public interest is at stake in relation to:
  - a breach or risk of a breach of:
    - a statutory regulation or
    - internal rules that entail a concrete obligation and that have been adopted by a.s.r. on the basis of a statutory regulation;
  - a danger to:
    - public health;
    - the safety of persons;
    - environmental integrity; or
    - the proper functioning of a.s.r. as a result of improper acts or omissions.

The public interest is in any event at stake if the act or omission does not merely affect personal interests and a pattern or structural character is involved or the act or omission is serious or extensive.

2. a breach or risk of a breach of European Union acts, namely an act or omission that:
  - is unlawful and relates to acts and policies of the European Union falling within its material scope; or
  - undermines the purpose or application of the rules in European Union acts and areas within their material scope.

For the purposes of the Scheme, an **irregularity** means an act and/or omission that (potentially) deviates from or is contrary to the values and principles set out in the a.s.r. Code of Conduct, policies and/or applicable procedures of a.s.r., excluding the topics mentioned in section 1.2 of this Scheme.

### 1.2 Limitation of scope of the Scheme

In principle, the Scheme does not cover:

- Complaints from employees concerning employment law and/or working conditions issues. In that case, the General Right of Complaint Procedure Scheme applies.
- Employee complaints of undesirable behaviour. This includes any form of behaviour of a sexual and/or otherwise offensive, intimidating or abusive nature. For example, harassment and discrimination. In that case, a complaint can be filed through the Right of Complaint Undesirable Manners Procedure.

- Complaints to which the a.s.r. Complaints Procedure applies.
- Employee reports related to (integrity) incidents and/or undesirable behaviour such as inappropriate behaviour, theft or violation of the a.s.r. Code of Conduct. In that case, the reporting channels provided for that purpose on the intranet can be used.

## 2. The Report

### 2.1 Reporting method

A Report can be made in the following ways:

1. in writing, at a.s.r.'s whistleblower hotline, by sending an email to [meldpunt.klokkenluid@asr.nl](mailto:meldpunt.klokkenluid@asr.nl). A limited number of independent officers have access to this hotline, namely the Manager Compliance and specifically designated Compliance Officers;
2. orally, through a telephone conversation with the Manager Compliance;
3. at the request of the Person Reporting, within a reasonable time, by means of an on-site meeting with the Manager Compliance. This request can be made by contacting the Manager Compliance;
4. by telephone on +31 30 257 9190; and
5. anonymously in writing, by sending an email to the whistleblower hotline ([meldpunt.klokkenluid@asr.nl](mailto:meldpunt.klokkenluid@asr.nl)) from an anonymous and not reusable email address, or by sending an anonymous letter to Postbus 2072, 3500 HB Utrecht, Compliance Department, for the attention of the Manager Compliance, or anonymously by telephone on +31 30 257 9190. The Person Reporting filing an anonymous Report should be aware that this person cannot be informed about the assessment and follow-up of the Report.

Suspected abuse may be reported internally or externally. See Chapter 3 for this.

The Manager Compliance, together with the specifically designated Compliance Officers, is also the person who properly follows up on a Report.

If a Report (also) concerns a Compliance Officer, the Manager Compliance will report this to the CRO of a.s.r. (member of the Management Board) without delay. If the Report (also) concerns the Manager Compliance, the Report can be made directly to the CRO. The investigation in these cases takes place under the responsibility of the CRO.

The Person Reporting has the right to consult an advisor in confidence about a suspected abuse or irregularity. Externally, this advice can be sought from the Advice department of the Whistleblowers Authority<sup>1</sup> (see [huisvoorklokkenluiders.nl/ik-vermoed-een-misstand](https://huisvoorklokkenluiders.nl/ik-vermoed-een-misstand)) or from, for example, a lawyer or a legal advisor from a trade union. If the Person Reporting is an employee, the (external) confidential advisor of a.s.r. can also be called in (see the a.s.r. intranet for this).

### 2.2 Upon receipt of a Report

A Person Reporting will receive an acknowledgement of receipt within seven days of the Report being received (unless this is not possible because the Report was made anonymously). Each Report is recorded in an internal register and, in line with a.s.r.'s retention policy, is retained no longer than necessary. This register can only be accessed by the Manager Compliance and specifically designated Compliance Officers. A Report made by telephone or through an on-site interview is recorded by:

- a) making a recording of the conversation in a durable or retrievable form with the prior consent of the Person Reporting; or
- b) a complete and accurate written record of the interview. The Person Reporting will be given the opportunity to check the written representation, correct it and sign it for approval.

<sup>1</sup> the opinion of the Advisory department of the Whistleblowers Authority does not extend to irregularities.

## 2.3 Follow-up of a Report

A Report is properly assessed by the Manager Compliance. In assessing the Report, the circumstances, the factual information available and the information and any documentation provided by the Person Reporting will be taken into account. If necessary, an investigation will be initiated. Within three months of sending the acknowledgement of receipt referred to under 2.2, the Person Reporting will be provided with information on the assessment and, to the extent applicable, the follow-up of the Report.

- After assessing the Report, the conclusion may be that no follow-up will be given to the Report, for example because the Report does not concern a suspicion of an abuse or irregularity, or the Report has already been made before and there are no new facts. If there is a Report for which another internal procedure is open, the Person Reporting will be referred to that specific procedure.
- If the assessment is that the Report concerns a suspicion of an abuse or irregularity, the Manager Compliance determines whether and what form of investigation is required in response to the Report. An investigation is carried out on the instructions of the Compliance Manager. The Compliance Manager may, by mutual agreement, have the investigation conducted by the Security Affairs department of a.s.r. (also known as Investigations a.s.r.). The Security Affairs department reports the findings to the Compliance Manager. If there are reasons not to have this investigation carried out by the Security Affairs department, the Compliance Manager may conduct the investigation under his/her own responsibility.

## 2.4 Investigations

As part of an investigation, where possible, the Person Reporting and others involved will be heard by the investigators. Interviews are recorded in writing or are recorded with the consent of those involved. Interview reports are submitted for approval to the Person Reporting or the other parties involved, who are given the opportunity to check the report, correct it and sign it for approval.

Where possible, the Manager Compliance informs the Management Board and/or the Supervisory Board of the outcome of the investigation and provides advice on any further action. Based on the advice, the chairman of the Management Board (or the chairman of the Supervisory Board if one or more members of the Management Board are party to the matter) determines whether and if so, what action is appropriate. The chairman informs the Compliance Manager of the decision.

In accordance with the Retention Periods Policy, the Report and the underlying information (investigation, report, etc.) will not be kept longer than is strictly necessary.

## 2.5 Confidentiality

a.s.r. handles the information from a Report and the personal data of the Person Reporting confidentially. Officers involved in the Report or in the investigation who have access to information which they know to be, or could reasonably be expected to assume is of a confidential nature are obliged to keep this information confidential unless a.s.r. has a statutory duty to share the information. Any information exchange will be limited to individuals on a need-to-know basis.

Data of a confidential nature include:

- details of the identity of the Person Reporting and of the person to whom the suspicion of an abuse or irregularity is attributed or with whom the person is associated, and information traceable thereto; and
- information about a trade secret.

The identity of the Person Reporting and information from which their identity can be (in)directly ascertained shall not be disclosed without the express written consent of the Person Reporting.

The obligation to disclose the identity of the Person Reporting may arise in the context of investigations by a competent authority (e.g. the regulator) or legal proceedings. In that case, the Person Reporting shall be informed of this in advance by means of a written explanation of the reasons for the disclosure of the details of the Person Reporting's identity, unless this could jeopardise the relevant investigation or legal proceedings.

## 3. External reporting

Persons Reporting may choose to report a suspected abuse externally, as well as, or instead of internally.<sup>2</sup> An external report of a suspected abuse can be made to the competent authorities listed in Annex II to this Scheme. a.s.r. encourages Persons Reporting to first report a suspected abuse internally through the procedure in this Scheme. This gives a.s.r. the possibility of first assessing a suspicion of abuse itself, and to adequately and decisively address and resolve this.

A report of a suspected abuse may be made to the competent authorities in the following manner:

- a. in writing;
- b. orally; or
- c. at the request of the Person Reporting, within a reasonable time, by means of an on-site interview.

Procedures for reporting to competent authorities can be found on the various websites of the competent authorities.

## 4. Protection against adverse effects

### 4.1 Protection of the Person Reporting

Reports under this Scheme are seen as a contribution to improving the functioning of a.s.r. and a.s.r. therefore encourages employees to make reports, so that possible abuse or irregularities can be resolved. a.s.r. will therefore not disadvantage a Person Reporting who has reasonable grounds to believe that the reported information is correct at the time of reporting a suspicion of an abuse (internal or external) or irregularity during and after the handling of the report. If the Person Reporting nevertheless has the impression that adverse effects are involved, they can always discuss this with the Compliance Manager.

The Person Reporting a suspected abuse is protected from legal proceedings under the Dutch Whistleblower Protection Act.

### 4.2 Protection of other parties involved

What is included in 4.1 also applies to the person who assists a Person Reporting (e.g. the confidential advisor of a.s.r.), a third party involved, the person to whom a Report is made or who properly follows up on the Report.

### 4.3 Malicious reporting

If an investigation reveals that a Person Reporting has made a report of a suspected abuse (internal or external) or irregularity with malicious intent, or with the intention of deliberately harming another person or a.s.r., this will in all cases be coordinated with the CHRO or a designated deputy Human Resources officer and an investigation will be conducted by the Security Affairs department of a.s.r. on the basis of a.s.r.'s Disciplinary Measures Policy.

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<sup>2</sup> A (suspected) irregularity cannot be reported externally to the competent authorities.

## 5. Cooperation

a.s.r. is committed to ensuring that its employees work in a safe and ethical working environment. Pursuant to its duty of care, a.s.r. is obliged to effectively follow up on a Report if a safe and ethical working environment is at stake. a.s.r. therefore has an interest in ensuring that every employee involved cooperates fully with a possible investigation and, in accordance with its right to issue instructions, may also require this from employees involved.

## 6. Publication of the Scheme and reporting

This Scheme has been made available through publication on the a.s.r. website. For employees, the Scheme has also been made available via a.s.r.'s intranet.

The Manager Compliance reports broadly on the number and nature of Reports made, as well as on the implementation of this Scheme, to the Management Board and the Supervisory Board of a.s.r.

The chairman of the Management Board informs the Central Works Council (COR) anonymously and in outline about the number and nature of Reports made, which are then discussed in a consultation meeting with the COR.

## 7. Entry into force of Scheme

This Scheme replaces the Whistleblower Scheme of December 2017.



# Annex I: Definitions

a.s.r.: ASR Nederland N.V.

## Adverse effects/disadvantaging:

- a. dismissal or suspension;
- b. a fine as referred to in Article 7:650 of the Dutch Civil Code;
- c. demotion;
- d. withholding promotion;
- e. a negative performance review (negative assessment);
- f. a written reprimand;
- g. transfer to another location;
- h. discrimination;
- i. intimidation, harassment or exclusion;
- j. libel or slander;
- k. early termination of a contract to provide goods or services, and
- l. withdrawal of a licence.

Adverse effects are also understood to include threats and attempts to disadvantage.

## Third party involved:

- a. a third party associated with a Person Reporting (such as a colleague or family member) who may be subject to adverse effects by a.s.r. or a person or organisation with whom the Person Reporting is otherwise associated in a work-related context; and
- b. a legal entity owned by the Person Reporting, for which the Person Reporting works or with which the Person Reporting is otherwise associated in a work-related context.

**Competent authority:** the competent authorities as listed in Annex II.

**Manager Compliance:** the Manager Compliance of a.s.r., or the deputy compliance officer designated for that purpose by the Manager Compliance. Their contact details can be found on a.s.r.'s intranet.

## Material scope of application:

- a. violations which fall within the scope of application of the European Union actions listed in the Annex to the Directive and which concern the following areas:
  - i. public procurement;
  - ii. financial services, products and markets, and prevention of money laundering and terrorist financing;
  - iii. product safety and product conformity;
  - iv. safety of transport;
  - v. environmental protection, radiation protection and nuclear safety;
  - vi. food and feed safety, animal health and animal welfare;
  - vii. public health;
  - viii. consumer protection;
  - ix. financial interests of the Union (including anti-fraud measures);
  - x. the internal market of the Union (including free movement of goods and services, competition, state aid from tax breaks), or;
  - xi. protection of privacy, personal data and security of network and information systems,
- b. breaches affecting the financial interests of the European Union, as referred to in Article 325 of the Treaty on the Functioning of the European Union (TFEU) and further specified in relevant Union measures;
- c. breaches relating to the internal market, as referred to in Article 26(2) of the TFEU, including breaches of European Union competition and state aid rules, as well as breaches relating to the internal market in relation to acts which breach the rules of corporate tax or to arrangements the purpose of which is to obtain a tax advantage that defeats the object or purpose of the applicable corporate tax law.

**Employee:** a person who performs work for a.s.r. under an employment contract or otherwise in a relationship of subordination for remuneration.

**Person Reporting:** a natural person who reports or publicly discloses a suspected abuse in the context of his/her work-related activities.

**Report:** report of a suspected abuse or irregularity.

**Scheme:** this Whistleblower Scheme.

**Directive:** the European Union's Whistleblower Directive ([Directive \(EU\) 2019/1937 of the European Parliament and of the Council of 23 October 2019 \(OJEU 2019, L 305\)](#)).

**Suspicion of an abuse:** the suspicion of a Person Reporting that an abuse is involved within a.s.r., in which the Person Reporting works or has worked, or at another organisation if the Person Reporting has come into contact with a.s.r. through his/her work, in so far as the suspicion is based on reasonable grounds, arising from the knowledge that the Person Reporting has gained at his/her employer or arising from the knowledge that the Person Reporting has gained through his/her work at another company or another organisation.

**Work-related context:** future, current or past work-related activities through which, regardless of the nature of those activities, individuals may obtain information about an abuse and where those individuals could face adverse effects if they were to report such information.

## Annex II Competent authorities

The competent authorities responsible for receiving and following up a report of a suspected abuse are:

1. the Netherlands Authority for Consumers & Markets;
2. the Dutch Authority for the Financial Markets;
3. the Dutch Data Protection Authority;
4. De Nederlandsche Bank N.V. (the Dutch Central Bank);
5. the Whistleblowers Authority;
6. the Health and Youth Care Inspectorate;
7. the Dutch Healthcare Authority;
8. the Authority for Nuclear Safety and Radiation Protection, and
9. organisations and administrative bodies, or units thereof, designated by an order in council or ministerial order, which have tasks or powers in one of the areas referred to in Article 2(1) of the Directive.

