

AlterA Vastgoed NV
Whistleblower regulation

Version May 2023





Version management

Determination date	25 May 2023
Version	1.0
Review date	2024
Author	Compliance
Logfile/changes	

Contents

Introduction	4
Article 1 Definitions	4
Article 2 Procedure for internal reporting	6
Article 3 Anonymous reports	6
Article 4 Recommendation	6
Article 6 Carrying out the investigation	7
Article 7 Escalation	7
Article 8 Procedure for external reporting	7
Article 9 Making the report public	8
Article 10 Confidentiality	8
Article 11 Protection when reporting	8
Article 12 Protection when making the report public	8
Artikel 13 Prejudice	9
Article 14 Indemnification from liability	9
Article 15 No further right to protection	9
Article 16 Requirement to notify the regulator	9
Article 17 Personal Data Processing	9
Article 18 Evaluation	9

Introduction

The Management Board of Altera Vastgoed N.V. ('Altera') aims to provide a safe and fair environment for everyone working at and for Altera. Irregularities can nevertheless occur. Preferably, it should be possible to report irregularities directly and openly so that the present regulation does not have to be used. Nevertheless, a regulation is essential for situations in which someone who reports irregularities fears that such report could have negative consequences.

This whistleblower regulation explains how someone can make a report of suspected irregularities safely, both internally and externally.

Article 1 Definitions

The following definitions are used in this regulation:

Third party concerned	<p>(a) a third party who is connected to the whistleblower and who could be prejudiced by Altera or by a person or organisation with whom the whistleblower has a connection in a work-related context</p> <p>(b) a legal entity of the whistleblower or a legal entity with which the whistleblower has a connection in a work-related context</p>
Competent authorities	The Netherlands Authority for the Financial Markets ('AFM') ¹ Dutch Data Protection Authority ('Dutch DPA') ² Dutch Whistleblowers Authority ³
Compliance officer	The person who has been appointed as compliance officer and who acts as the notification centre in the context of this regulation: Frank Stockmann, telephone 06 27 56 25 17, email frank.stockmann@alteravastgoed.nl
Integrity incident	Conduct or event that poses a serious threat to the ethical performance of Altera's business. This is the case if an act or omission could have a harmful effect on Altera in a financial sense or in other ways.
Whistleblower	A natural person who because of his/her future, current or past work at Altera – including employees, job applicants, volunteers, interns, Management Board members, Supervisory Board members, shareholders and all persons who perform work for Altera in any other way under an employment contract – <ul style="list-style-type: none"> • reports an irregularity or integrity incident internally; • reports or makes public a suspicion of abuse (internally and/or externally).
Notification centre	Compliance officer
Abuse	<p>(a) a violation or risk of violation of EU law, or</p> <p>(b) an act or omission that impacts the public interest, being <ol style="list-style-type: none"> 1. a violation or risk of violation of a statutory provision or internal rules that include a concrete obligation and that have been adopted by an employer on the basis of a statutory provision, or 2. a risk to public health, to the safety of individuals, to the state of the environment or to the proper functioning of Altera as a result of an improper act or omission. The public interest is impacted in any event if the act or omission does not affect personal interests alone and either the act or omission is part of a pattern or is structural in character, or the act or omission is serious or substantial. </p> <p>(c) all acts directed at an individual, who perceives these acts as threatening, humiliating or intimidating; it is a form of psychosocial work stress. This includes acts such as bullying, sexual or other forms of intimidation, aggression and violence (unacceptable behaviour). This is regarded by Altera as a special form of abuse and is treated in the same way.</p>
Irregularity	Behaviour or event that is or could become an integrity incident or abuse.
Organisation	Altera Vastgoed N.V. and participating interests in that company

¹ <https://www.afm.nl/nl-nl/sector/themas/bescherming-klokkenluiders> and <https://www.afm.nl/nl-nl/sector/themas/belangrijke-verplichtingen-voor-ondernemingen/melden-en-aanvragen/melden-misstanden-en-incidenten>

² <https://autoriteitpersoonsgegevens.nl/nl/zelf-doen/gebruik-uw-privacyrechten/klacht-melden-bij-de-ap>

³ <https://www.huisvoorklokkenluiders.nl>

A

Whistleblower regulation

Violation of EU law	EU law is laid down in a European decree or directive. A violation of EU law is an act or omission that is unlawful or that undermines the purpose of that law and is detrimental to the general interest.
Confidential counsellor	The person appointed by Altera to act in that capacity on behalf of Altera: Ms A. Pierik-van Diest (a member of the Dutch Compliance Institute), telephone number 06 835 99 847 or 088 99 88 100, email pierik@compliance-instituut.nl
Wbk	Whistleblowers Protection Act
Wft	Financial Supervision Act

Article 2 Procedure for internal reporting

A suspicion of an irregularity can be reported to the compliance officer. The report can be made verbally, by email or by letter⁴. The compliance officer then ensures that the report is dealt with. This means that the compliance officer assesses whether there is a suspected integrity incident or abuse. The compliance officer is obliged to give the whistleblower feedback on how the report has been dealt with.

If the whistleblower has doubts about making a report, the whistleblower can always discuss it with the compliance officer. The whistleblower can also discuss it in confidence with the external confidential counsellor. In addition, the whistleblower can ask the confidential counsellor to make a confidential report. The contact details of the whistleblower are then known only to the confidential counsellor and not to the rest of the organisation.

Article 3 Anonymous reports

The whistleblower can choose to make an anonymous report by emailing it using a temporary email address or by sending a letter. If the report is made using a temporary email address, additional questions can be asked and the whistleblower can be kept informed about the handling of the report.

An anonymous report is always dealt with, but it may not always be possible to carry out an investigation because of a potential lack of information if communication with the whistleblower is not possible or is no longer possible.

Article 4 Recommendation

The whistleblower, anyone assisting the whistleblower, and any third party concerned may ask for advice at any time⁵ from the confidential counsellor or the advisory department of the Huis van Klokkenluiders (Dutch Whistleblowers Authority).⁶

Article 5 How the compliance officer works

- If the whistleblower makes a verbal report of an irregularity, integrity incident or abuse, the conversation will – with the prior consent of the whistleblower – be recorded or a full and accurate transcript of the conversation will be made. The whistleblower has the opportunity to check the transcript of the conversation about the report, to correct it and to sign it or approve it by email.⁷
- After receipt, the compliance officer records the report of a suspected irregularity, integrity incident or abuse in the register and sends confirmation to the whistleblower by email immediately, or in any case within no more than seven days after the report has been made, that this has been done.⁸
- The compliance officer assesses whether the report qualifies as a suspected integrity incident or abuse.
- If the report qualifies as a suspected integrity incident or abuse, the compliance officer informs the Management Board of the report or, if the report relates to the Management Board or a Management Board member, the Supervisory Board and tells them of the investigation that is to be launched.
- The Management Board or the Supervisory Board (if the report relates to the Management Board or a Management Board member) decides the investigation method. It could be carried out internally or, if there is insufficient capacity or expertise internally, by an external agency.
- If the report is not regarded as an integrity incident or abuse, the compliance officer decides who can deal with the report. This could be the compliance officer him/herself, but the compliance officer could also delegate the task to the manager of the whistleblower or another officer in the organisation.
- The compliance officer informs the whistleblower of his/her assessment, so the whistleblower knows what is being done with the report.
- The identity, or information that enables the identity to be established directly or indirectly, is not shared with anyone other than the compliance officer and (if applicable) the investigators, except with the consent of the whistleblower.⁹ Only with the written consent of the whistleblower, by letter or by email, is the identity disclosed to others.

⁴ Article 2d Wbk

⁵ Article 3k Wbk

⁶ The advisory department can be reached by phone on working days on 088 – 1331 030.

⁷ Article 2b Wbk

⁸ Artikel 2e Wbk

⁹ Article 1a Wbk

Article 6 Carrying out the investigation

- The Management Board hands over the investigation of a possible integrity incident or abuse to internal or external investigators.
- The Management Board informs the whistleblower by email that an investigation has been started, by whom the investigation is being carried out and what the terms of reference of the investigation are. In that confirmation, the Management Board draws the attention of the whistleblower to the possibility of consulting the external confidential counsellor if the whistleblower so wishes.
- Within no more than eight weeks after the confirmation of receipt of the report, the Management Board gives the whistleblower information about the content of the assessment and, if applicable, the next steps with respect to the report. Should it not be possible to finish the investigation within eight weeks, the Board informs the whistleblower before the end of that period. At least every four weeks, the Management Board sends the whistleblower a progress report, even if no progress has been made.
- The Management Board informs the person(s) to whom the report relates about the report, unless there are serious objections to this¹⁰. The Management Board determines whether there are any serious objections and, if there are, documents those objections. The Management Board draws the attention of the person(s) to whom the report relates to the fact that he/she can consult our external confidential counsellor for assistance.
- The following guidelines are followed when the investigation is carried out:
 - the principle of Dutch and European privacy laws and regulations are taken into consideration;
 - data are collected legitimately and proportionally;
 - no use is made of data obtained illegitimately;
 - both sides of the argument will be heard. If both sides of the argument cannot be heard during the investigation, they will in any event be heard before a decision is made with respect to the investigation.
- The investigator / investigation committee gives the whistleblower the opportunity to be heard. The investigator / investigation committee can also hear others, including the person(s) to whom the report relates. The investigator / investigation committee ensures that all the interviews are documented so that they can be put forward to the person who has been heard for checking, correction, approval and signature. The person who has been heard receives a copy.
- The investigator / investigation committee is permitted to inspect and request from Altera all the documents (all relevant information, such as paper documents, electronic documents, emails and other permanent data carriers) that they reasonably consider necessary for carrying out the investigation.
- Employees are permitted to provide, on their own initiative, the investigator / investigation committee with any documents that they reasonably consider necessary for the investigator / investigation committee to take into consideration in the context of the investigation.
- The investigator / investigation committee draws up a draft investigation report and gives the whistleblower and the person(s) to whom the report relates the opportunity to give their opinion on it. The opinion of the whistleblower and of the person(s) to whom the report relates are added to the report.
- The investigator / investigation committee then adopts the investigation report and sends it to the Management Board. The Management Board sends a copy to the notification centre, the whistleblower and the person(s) to whom the report relates, unless there are serious objections to this. If there are serious objections to this, a decision is made as to whether or not the report can be shared.
- If the investigation relates to the Management Board or a Management Board member, the investigation report is sent to the Supervisory Board, which then sends a copy to the compliance officer, the whistleblower and the person(s) to whom the report relates, unless there are serious objections to this. If there are serious objections to this, a decision is made as to whether or not the report can be shared.
- The Management Board or Supervisory Board (if the investigation related to the Management Board or a Management Board member) decides on the basis of the report whether any repressive and corrective measures need to be taken and, if so, what these will be.

Article 7 Escalation

If during the process the whistleblower is not in agreement with the standpoint of the compliance officer or the Management Board, the whistleblower can notify the Supervisory Board of the suspected irregularity, integrity incident or abuse, possibly with the assistance of the confidential counsellor.

Article 8 Procedure for external reporting

The whistleblower may also report suspected abuse to a competent authority. By virtue of the Wbk, suspicions of other irregularities (not abuse) may not be reported externally. The competent authority must, within three months after receipt of the report, give

¹⁰ For example, the person(s) to whom the report relates could refute the evidence.

information about the assessment to the whistleblower and, if applicable, information about the next steps with respect to the report, unless that information could prejudice the investigation or the legal proceedings or conflicts with a legal duty of confidentiality. The competent authority may extend this deadline once by three months, provided that adequate reasons are given. If the whistleblower has submitted the report to the wrong competent authority, that authority must ask the permission of the whistleblower to pass on the report to the right competent authority.

Article 9 Making the report public¹¹

If the whistleblower receives no information from the competent authority before the deadlines of three and six months or receives notice that indicates that, according to objective criteria, inadequate action is being taken with respect to the report, the whistleblower is also protected if he/she makes the report public. This means, for instance, that the whistleblower could contact the press.

The deadlines of three and six months relate to the provision of information to the whistleblower, the progress of the investigation and the action being taken with respect to the report. The investigation does not have to be completed within those deadlines. The whistleblower may also make the report public straight away if the whistleblower has reasonable grounds to suspect that:

- the abuse could be a potential or actual threat to the public interest;
- making the report to a competent authority could be prejudicial, or
- it is unlikely that the abuse will be remedied effectively.

If the whistleblower considers making the report public, it is advisable for the whistleblower to involve the confidential counsellor because the conditions for going public are complicated.

Article 10 Confidentiality

All the people involved in the report or the investigation are obliged to observe secrecy with regard to confidential information. An exception to this is where there is a legal duty to report, such as the compulsory reporting of an integrity incident to the Netherlands Authority for the Financial Markets (AFM). Confidential information includes in any event the identity of the whistleblower and of the accused persons, as well as business secrets.¹²

Article 11 Protection when reporting¹³

The whistleblower, the person assisting the whistleblower, a legal advisor assisting the whistleblower, any third party concerned, the notification centre, the investigator(s) and any witnesses that are heard in an investigation must not be prejudiced by the making of the report.¹⁴ A condition for this protection is that the whistleblower has reasonable grounds (supported by facts) to presume that the information reported is correct at the time of the report. It is not necessary for the whistleblower to provide evidence of the suspicions.

Article 12 Protection when making the report public¹⁵

The whistleblower, the person assisting the whistleblower, a legal advisor assisting the whistleblower, any third party concerned, the notification centre, the investigator(s) and any witnesses that are heard in an investigation must not be prejudiced if the suspicion of abuse is made public. Conditions for this protection are:

- that the whistleblower has reasonable grounds to suppose that the information reported is correct at the time of the report. It is not necessary for the whistleblower to provide evidence of the suspicions, and
- that the whistleblower has first made an internal report to the compliance officer and a competent authority or has notified a competent authority directly and that the whistleblower has reasonable grounds to presume that the investigation has made inadequate progress, or
- that the whistleblower has reasonable grounds to presume that:
 - the abuse could be a potential or actual threat to the public interest;
 - making the report to a competent authority could be prejudicial, or
 - it is unlikely that the abuse will be remedied effectively.

¹¹ Article 17e Wbk

¹² Article 1a Wbk

¹³ Article 17e Wbk

¹⁴ Prejudicial effects include intimidation, discrimination, bullying, reputational damage, negative references, dismissal, suspension, demotion, withholding a promotion, negative assessment, written reprimand, and transfer. A threat of a prejudicial effect or an attempt at carrying one out is also considered a prejudicial effect.

¹⁵ Article 17e Wbk

Artikel 13 Prejudice

If the whistleblower has, despite the legal ban on prejudice, the impression that he/she is being prejudiced or that a threat of a prejudicial effect or an attempt at carrying one out has been made, the whistleblower can contact the compliance officer or confidential counsellor to discuss it. A threat of a prejudicial effect or an attempt at carrying one out is also considered a prejudicial effect. The whistleblower can also consult the advisory department of the Dutch Whistleblowers Authority¹⁶.

Article 14 Indemnification from liability

The whistleblower, the person assisting the whistleblower, any third party concerned, the notification centre, and the investigator(s) may not be held liable for reporting a suspicion of abuse or making the report public if:¹⁷

- the whistleblower discloses nothing more than is necessary to make the report,
- the whistleblower has made the report, or made it public, in accordance with the steps indicated in this regulation.

The whistleblower, the person assisting the whistleblower, any third party concerned, the notification centre and the investigator(s) may, however, be held liable if the acquisition of or access to information is considered a criminal offence.¹⁸

Article 15 No further right to protection

Anyone who deliberately and consciously reports misleading information or makes it public enjoys no protection and can be punished for it. In such a case, the person assisting the whistleblower, any third parties concerned, the notification centre and the investigator do not lose the protection as long as they themselves do not deliberately and consciously report misleading information or make it public.

The protection remains in force if the report is ultimately found to be groundless but the whistleblower made the report with the right intentions.

Article 16 Requirement to notify the regulator

By virtue of the Wbk, Altera is obliged to inform the AFM immediately if the irregularity or abuse qualifies as an integrity incident. As soon as the Management Board establishes that an integrity incident has occurred, it reports the incident to the AFM straight away. The Management Board informs the whistleblower prior to making the external notification.

Article 17 Personal Data Processing

In the context of this whistleblower regulation, the following personal data are processed: name, job title, address, email address and telephone number of the whistleblower, the person to whom the report relates and, if applicable, the confidential counsellor and/or any third parties concerned.

The following guidelines are observed for processing personal data, as provided for in the Privacy Statement of Altera. The personal data obtained are processed solely for the purpose for which we obtained them and only for the period of time that the data processing is necessary. The personal data will be destroyed from six to twelve months after the report has been dismissed or when an investigation has shown that no irregularity has occurred. If an investigation shows that an irregularity has occurred, the investigation file is anonymised no later than one year after completion of the investigation.

Article 18 Evaluation

This whistleblower regulation is evaluated at least once a year and, if necessary, amended. This evaluation establishes whether the content of the regulation is still sufficiently feasible, whether it still complies with the relevant statutory and non-statutory requirements and whether it requires amendment. Amendments to the regulation are made in the interim if circumstances (such as amendments to laws and regulations) warrant such action.

¹⁶ The advisory department can be reached by phone on working days on 088 – 1331 030.

¹⁷ Article 17f Wbk

¹⁸ Protection of classified information, medical confidentiality, professional confidentiality of lawyers, judicial deliberations and the law of criminal proceedings remain in force.