



# ARVOS POLICY

WHISTLEBLOWING-POLICY

– EU & AUSTRALIA –

JULY 2023

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### 1. Introduction

ARVOS Group has implemented this Whistleblower Policy within the EU (“**Policy**”) to help ensure an open and transparent communication ARVOS Group and to facilitate reporting of improper activities. To encourage you to report improper activities such as any suspected misconduct, potential breaches of laws or internal regulations and/or illegal acts of ARVOS Group and as set forth more fully in Section 4 (jointly “**Improper Activities**” or singularly “**Improper Activity**”), ARVOS Group the Whistleblower System implemented with this Policy protects Whistleblowers against retaliation.

This Policy applies to all directors, officers, members, consultants, secondees, trainees, employees, whether permanent or temporary, external advisors, contractors, suppliers and other per-sons that render services to ARVOS Group that are employed, advising or supplying or are otherwise engaged with ARVOS Group) and its various affiliates as well as other entities that provide services to ARVOS Group or its affiliates (collectively known as “ARVOS Group”).

This policy does not form part of any contract of employment and ARVOS Group may amend it at any time.

### 2. Purpose of this Policy

This Policy will help familiarize you with the system that ARVOS Group has implemented to report (suspected) Improper Activities to internal and external departments/bodies. It sets out how to communicate in an anonymous way as well as the rules and procedures that ARVOS Group has put in place to uncover potential Improper Activities. This Policy is designed to protect all directors, officers, members, consultants, secondees, trainees and interns, employees, whether permanent or temporary, external advisors, contractors, suppliers and other persons that that are employed, advising or supplying or are otherwise engaged with ARVOS Group as well as their relatives, colleagues and facilitators (“**Protected Persons**”) who report an Improper Activity.

We expect and require everyone who works for and/or with ARVOS Group to comply with all laws and regulations as well as our policies, rules and procedures and professional standards. You also have a responsibility to speak up using one of the many channels available within ARVOS Group when you suspect something does not look or feel right or unlawful. We encourage you to consider talking to your manager, supervisor, Managing Director, HR representative, regional compliance officer or if external, to your contact within ARVOS Group. If you report pursuant to this Policy, we take our

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responsibility to protect you very seriously, including not disclosing your identity (unless required or permitted by law) and protecting your relatives and colleagues.

Further, it is in ARVOS Group interest to ensure that no Improper Activity remains undiscovered. Each Improper Activity will be investigated and any actual breach or misconduct must be remedied to the extent possible as well as to improve internal processes and avoid (further) breaches and misconduct.

Please ensure that you understand this Policy and act correspondingly at all times. If you report reasonably suspected or actual Improper Activities pursuant to this Policy you can be sure that you will not have to fear any retaliation, fine or sanction, neither by law nor by consequences from any supervisor or manager of ARVOS Group.

This Policy is within the responsibility of ARVOS Group’s Chief Compliance Officer and is subject to regular monitoring and review.

### 3. When should I speak up?

You should be satisfied, both subjectively and for good objective reasons, that you have reasonable grounds to suspect an Improper Activity before submitting your concern via the communication channel of your choice pursuant to this Policy (“**Report**”). This includes submission of scanned documents, files, pictures etc. (“**Supporting Data**”).

You may have reasonable grounds to believe that the reported information on infringements is/was correct at the time the information is or was true. This means that you do not need to be able to prove your allegations, but it will assist if you can provide Supporting Data. However, the disclosure is qualified for protection even if it turns out to be incorrect. ARVOS Group encourages you to speak up even if you are not sure that your suspicion turns out to be relevant as long as you believe, in good faith (i.e., subjectively as well as for good objective reasons), that your Report will most likely lead to an Improper Activity being discovered.

Please note, this Policy does not set out the procedure that applies to general grievances. So, if you have a complaint about your own personal circumstances, please do so pursuant to our grievance procedure instead. ARVOS Group is committed to dealing responsibly and professionally with all genuine concerns. We expect all ARVOS Group employees to maintain high standards of behavior in accordance with the ARVOS Group values. Further, ARVOS Group abides by its Code of Conduct and all other Compliance Policies in its administration of this Policy and will not tolerate abuse of this Policy by reporting untrue or knowingly inaccurate which information.

## 4. What are Improper Activities?

An Improper Activity can be any (suspected) misconduct, illegal or corrupt act, bribery, breach of laws or regulations (whether internal or external), or even an improper state of affairs or circumstances, including unethical behaviour. Also, it could be conduct that constitutes a contravention of laws or represents a danger to the public or the financial system or a violation of any binding provision or our policies, rules, and procedures. Improper Activities can be committed either by an act or omission. Examples of Improper Activities include but are not limited to:

- a) illegal conduct, such as theft, violence or threatened violence against one or more individuals, and/or criminal damage against property;
- b) fraud, money laundering including potential terrorism financing or misappropriation of funds;
- c) offering or accepting a bribe;
- d) anticompetitive conduct;
- e) financial irregularities;
- f) damage to the environment;
- g) a miscarriage of justice;
- h) public procurement;
- i) product safety and compliance;
- j) transport safety;
- k) protection of the environment;
- l) radiation protection and nuclear safety;
- m) food and feed safety, animal health and welfare;
- n) public health;
- o) consumer protection;
- p) sexual harassment;
- q) protection of privacy and personal data and security of network and information systems
- r) failure to comply with, or breach of, legal or regulatory requirements; and
- s) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure pursuant to this Policy.

Any person that is in a business relationship with ARVOS Group and conducts (or you suspect in good faith conducts) an Improper Activity may be the subject of your Report.

Please note that minor Improper Activities might not be followed up on, even if you report them internally. Especially if ARVOS Group is not allowed to use the information provided by you, due to local legal restrictions. However, reporting an Improper Activity that might be classified as “minor” by the local law, still is important to enable ARVOS Group to improve its own system and follow-up any

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Improper Activity internally. Kindly note that it might not be possible for ARVOS Group to follow-up an individual case beyond a certain level if data protection or other laws would be violated thereby.

If you suspect or discover any Improper Activities, please abide by the Whistleblowing reporting process set forth in this Policy. By abiding by it, you are protected as a whistleblower by law from any retaliation or employment related consequences.

### 5. How do I speak up?

Within the EU, you have the choice of submitting your report via our internal reporting channels (see below) or to the external official body (see Section 11).

Please note, that your choice is not final. If you speak up via our internal reporting channels (see below) first, but should we not deal with your report at all or not properly, you can still submit your report to the external official body afterwards.

Technical ways to report:

- a) By regular mail:

Chief Compliance Officer ARVOS Group  
ARVOS Holding GmbH  
Am Taubenfeld 21/2  
69123 Heidelberg

- b) By physical meeting with the Chief Compliance Officer ARVOS Group

- c) By Internet Application :

<https://www.bkms-system.net/bkwebanon/report/clientInfo?cin=1arv22&c=-1&language=ger>

If you are unsure how to make your Report or are deciding whether you should report at all (*e.g.*, because you do not know if it is an Improper Activity pursuant to this Policy), feel free to contact ARVOS Group's Chief Compliance Officer or, if you are working in one of the countries noted in Section 11, the authority mentioned for the respective country in that section.

Please provide as much detailed information as possible so that your Report can be investigated. Some useful details include:

- a) date, time and location of the suspected Improper Activity;

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- b) names of person(s) involved, roles and their business group;
- c) your relationship with the person(s) involved;
- d) the nature of your concern (*i.e.*, a fulsome description of the Improper Activity);
- e) how you became aware of the issue;
- f) possible witnesses; and
- g) other information that you have available to support your report.

The more detailed your Report is, the more likely it is that we will be able to investigate the suspected Improper Activity thoroughly. If you have any documents, files, pictures or the like to support your suspicion, feel free to attach them to the report. If you are afraid that your identity may be concluded on the basis of the additional content, feel free to anonymize before submitting the report and content.

Our web-based application BKMS referred to above in this Section (“**Application**”) is designed to provide a bidirectional, fully anonymous communication channel. Any identities you might mention within your Report will be kept confidential to the extent possible, *i.e.*, only employees responsible for the (possible) investigation of the reported suspected Improper Activity will have access to this information.

You can choose not to make your report anonymously and if so, you will still be protected under the Whistleblower laws.

By letting us know who you are, we can contact you directly to discuss your concerns, which will help us investigate the complaint more quickly and efficiently. We can also appoint a person of trust (“**Person of Trust**”) to you to assist with any questions or concerns that you have about the process.

Where you make a disclosure, your identity (or any information which could identify you) will only be shared where:

- a) you provide your express consent; or
- b) ARVOS Group is required by law.

However, you should be aware that in certain circumstances the Person of Trust does not need your consent to share your disclosure if:

- a) the information does not include your identity;
- b) we have taken all reasonable steps to reduce the risk that you will be identified from the information; and

- c) it is reasonably necessary for investigating the issues raised in the report

## 6. What Protection will I have as a Whistleblower?

You must make your Report pursuant to this Policy to qualify for protections under the Whistle-blower laws and this Policy. These include protections against:

- a) identity disclosure;
- b) suspension, lay-off, dismissal or equivalent measures;
- c) transfer of duties, change of location of place of work, reduction in wages, change in working hours;
- d) discrimination, disadvantageous or unfair treatment;
- e) failure to renew, or early termination of, a temporary employment contract; and/or
- f) early termination or cancellation of a contract for goods or services

that you could encounter due to your report. Your relatives, colleagues and facilitators also are protected by the Whistleblower laws and the non-retaliation provisions of this Policy.

Examples of actions that are not detrimental conduct may, for example, include:

- a) managing a Whistleblower's unsatisfactory work performance, if the action is in line with ARVOS Group's performance management framework; or
- b) administrative action that is reasonable to protect the Whistleblower from detriment.

We are committed to taking all reasonable steps to protect you from any retaliation as a result of making a report under this Policy and the Whistleblower laws. Therefore, ARVOS Group does not tolerate any form of retaliation taken by any person against the Whistleblower or any people who are involved in an investigation of a Report.

ARVOS Group takes all allegations of detrimental conduct very seriously. If you believe that you are suffering retaliation or detrimental conduct you should report it to us and we will take appropriate steps in accordance with this Policy and ARVOS Group's other policies.

If you as the Whistleblower have experienced retaliation, please contact the Chief Compliance Officer or, if applicable, your appointed Person of Trust.

## 7. False or misleading Reports

When making a disclosure, you will be expected to have reasonable grounds to suspect the information you are disclosing in your Report is true, but you will not be subject to a penalty if the information turns out to be incorrect. However, you must not make a Report that you **know** is not true or misleading. This may be considered as a serious matter that may result in disciplinary action against you.

Knowingly submitting a false Report will result in you losing the protection of the Whistleblower laws as well as this Policy (**Section 6**). There also may be legal consequences if you make a knowingly false Report. In particular, if a deliberate false report has been made to the detriment of a third person, we are entitled to pass on the identity of the deliberate false declarant to the competent authorities for the purpose of initiating criminal or fine proceedings.

To be clear, the Policy is **NOT** designed to be a forum where disgruntled employees voice anonymously their criticism of management or their supervisor and such is unacceptable. Moreover, Whistleblowers should understand that false information or accusations submitted may result in decisions that affect other people's lives and careers, and such malicious use of the Whistleblowing Policy is unacceptable. Therefore, honest whistleblowers should only submit information that they have a good reason to believe is true.

## 8. Whistleblowing Process after Report filing

Depending on how you have filed a Report, you will receive a confirmation from the Chief Compliance Officer or the Application within seven days after you have submitted your Report. If you have submitted your Report anonymously, such confirmation is solely possible if you have used the Application.

After your submission we will review the Report as well as any Supporting Data you might have submitted. If we need additional information and you have either contacted us by disclosing your identity or via the Application, we might eventually contact you and ask for additional Supporting Data. Otherwise, we will consider the disclosed information, your Report as well as any Supporting Data you have provided and make a decision on whether to investigate the potential Improper Activity.

If we decide not to investigate the reported suspected Improper Activity, we have concluded that:

- it is not improper due to a more detailed knowledge we have of the particular activity; or

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- the information you have provided is not sufficient despite having requested additional Supporting Data.

In any case, we will submit our decision to you (if we are able to contact you) and explain the reasons for our decision within at least three months after the expiration of the seven days term to provide our confirmation of receipt of your Report to us.

If we decide to take further measures and investigate the potential Improper Activity, we will take the investigation seriously. While the particular circumstances of each Report may require different investigative steps, all investigations will:

- a) follow a fair process;
- b) be conducted as quickly and efficiently as the circumstances permit;
- c) determine whether there is enough evidence to substantiate the matters reported; and
- d) be independent of the person(s) concerned with the allegations.

The investigation process outlined in this Policy also is designed to allow fair treatment of any individuals mentioned in the disclosure, so:

- a) disclosures will be handled confidentially;
- b) matters reported will be assessed and may be subject to an investigation;
- c) there will be a presumption of innocence until the outcome of the investigation is determined.

The purpose of the investigation is to determine whether there is enough evidence to substantiate the matters reported. If this is the case, further measures will be taken, depending on the particular Improper Activity and on whether the acting person(s) are employees of ARVOS Group or external suppliers or advisors.

## 9. Final Report

We will prepare a final report on the matter when it has concluded. You will receive a summarized report that aims to provide the information you need to be confident that we have investigated the (suspected) Improper Activity thoroughly and initiated appropriate measures.

Please understand that this summarized report will not contain every detail of our activities, the persons affected and comprehensive information about the whole case; we will not be able to inform you of any matters which would infringe any duty of confidentiality owed to others. However, should you have any concerns then please let us know if you expected more detailed information. We will then consider your request and submit more details to you if appropriate.



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### 10. Documentation

We are obliged to record and store each Report submitted to us as well as any decisions and measures we might take for a period of two years from the end of the procedure that was initiated by the relevant report. Further we are obligated to store each communication we submit to you (if any). In case of an investigation of a suspected Improper Activity, measures and consequences we might take, we are obligated to record and store this information as well. Access to this information is restricted to our employees on a strict need-to-know basis to clear the case, even after the suspected Improper Activity has been taken care of as described in this Policy and pursuant to the General Data Protection Regulation (EU) 2016/679 (GDPR).

Oral Reports (independent of the particular way of communication, *e.g.*, by phone or direct contact) ARVOS Group will - subject to your prior consent - record the relevant conversation and we will submit a transcript to you together with the offer to check, rectify and agree to the transcript by signing it.

### 11. Whistleblowing to Official Body

National whistleblower laws allow you to report the suspected Improper Activity to an official body as well. If you are working in one of the following countries, the authority mentioned for the respective country is/are (each an “**Official Body**”):

a) Germany:

- 1) External official body of the German federal government, located at the Federal Office of Justice, via the following link:

<https://www.bundesjustizamt.de/DE/MeldestelledesBundes/MeldestelledesBundes.html>

- 2) For reports on the subject of money laundering, in addition to the external official body of the Federal Government, it is also possible to submit your report to the competent office of BaFin. You can find the responsible office via the following link:

<https://goaml.fiu.bund.de/Home>

- 3) The Federal Cartel Office (Bundeskartellamt) shall be the competent external reporting office for information on infringements of Articles 101 and 102 of the Treaty on the Functioning of the European Union of the Treaty on the Functioning of the European Union as well as infringements of the provisions of Section 81 (2) no. 1, 2

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letter a and number 5 and paragraph 3 of the German Act against Restraints of Competition (Gesetz gegen Wettbewerbsbeschränkungen, GWB).

- b) Poland: Authority not yet defined by Polish government.
- c) Czech Republic: Authority not yet defined by Czech government.
- d) Australia:

While it is the Law Council's preference for disclosures to be made internally - to give the Law Council the opportunity to investigate and deal with them - an eligible whistleblower may choose to raise disclosable matters externally with:

- 1) Australian Securities and Investments Commission ("ASIC") to be found at:

<https://asic.gov.au/about-asic/contact-us/reporting-misconduct-to-asic/>

- 2) Ombudsman New South Wales to be found at: <https://www.ombo.nsw.gov.au/>

Please note that you will still be protected by the whistleblower laws if you submit your report to an Official Body or the public. However, if it turns out that you are no longer confident that the suspected Improper Activity really happened or is true, you may lose your protection under whistleblower laws.

If you intend to submit your suspicion of Improper Activity (or any Supporting Data) to an Official Body, you have to submit your Report to the official body mentioned above for your country either in writing or orally. Upon your explicit request and if the individual Official Body provides for such option, you may also request a personal meeting with representatives of the relevant Official Body within a reasonable time.

Please note that above Sections 3, 4, 5, 6, 7, 8 (with a term of up to six months in individual cases) and 9 apply to Reports submitted to the Official Body correspondingly. The Official Body is obligated to provide at least the same level of security, thoroughness and confidentiality as described within the aforementioned sections of this Policy.

Further, please note that no confidentiality agreement or provision in any agreement you and/or ARVOS Group entered into may prevent you effectively from speaking up to the Official Body (see this Section 11 above) or, under the prerequisites set forth in the following Section 12, to the public, where you have reason to believe that disclosure of the content of this information is necessary to detect an infringement. This means, even if you disclose any information and/or documents, (whether written, oral, in hardcopy or digital) in relation to ARVOS Group and/or its business, affiliated companies, employees, suppliers, etc. that is not publicly known or obtainable via public available sources ("**Confidential Information**") to the Official Body mentioned in Section 11, or to the Public (if you are

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allowed to do so pursuant to Section 12), you may not be made responsible and may not be punished for speaking up. However, please note that you still may not disclose Confidential Information if it is not expressly allowed pursuant to this Policy.

However, a report may not contain Confidential Information, if the disclosure of such Confidential Information is not necessary to detect or inquire about an infringement.

## 12. Disclosure to the Public

In order to receive the protections afforded by this Policy, you may disclose your Report or speak up in the public about the (suspected) Improper Activity only in the following cases:

- a) after you have submitted your Report either to the body provided by ARVOS Group (not in all jurisdictions sufficient, *i.e.*, external report to the relevant Official Body necessary before disclosure to the public is protected, see Section 11 for the relevant country specific details) and/or to an Official Body pursuant to this Policy and if neither ARVOS Group nor the Official Body (depending to whom you have submitted your report) have initiated appropriate measures (please note different prerequisites for public reporting in Norway, see Section 12);  
or
- b) if you have reasonable grounds to believe that the (suspected) Improper Activity may constitute an imminent or manifest danger to the public interest, such as where there is an emergency or a risk of irreversible damage; or
- c) if there is a risk of retaliation or there is a low prospect of the (suspected) Improper Activity being effectively addressed, due to the particular circumstances of the case, such as those where evidence may be concealed or destroyed or where an authority may be in collusion with the perpetrator of the (suspected) Improper Activity or involved in the (suspected) Improper Activity.

## 13. Local Specific Rules

This Whistleblowing Policy is based on the Directive (EU) 2019/1937 of the European Parliament and the Council of 23 October 2019 on the protection of persons who report breaches of Union law. Please note, that every EU Directive needs to be adopted into national law of every EU member state. Most of the EU member states have done so, but not all. In addition, the EU member states are authorized

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to modify the Directive when adopting it into national law, as long as they fulfill the Directive, which serves as a minimum joint standard.

Therefore, it is vital that you check your local legislation with respect to Whistleblowing Acts and their respective requirements and specific rules.

ARVOS Group has established this Whistleblowing Policy for Germany (“Hinweisgeberschutz-Richtlinie”), which is in line with the German Whistleblowing Act.

## 14. Effective Date

This Policy comes into force on the date of its last signature.

31 July 2023



Ludger Heuberg



Karsten Stückrath



Randolph Mossing

Randolph Mossing