



WHISTLEBLOWER POLICY

OF

DÜMMEN ORANGE

1. INTRODUCTION

The Company strives for high standards of transparency, decency and integrity. In order to ensure compliance with these standards, the Company expects Employees who suspect that serious issues exist within the Company to report them without needing to fear sanctions, repercussions and/or unfair treatment. This Policy is central to our effort to establish and sustain an ethical workplace environment and sound business practices. This Policy is however not intended to replace any existing internal procedures or rules for reporting issues. Alleged Irregularities should be reported as much as possible to an Employee's direct manager in line with normal reporting procedures. If the Employee feels this is not reasonably possible or feels this is inappropriate for whatever reason, the Employee can follow this Policy.

2. DEFINITIONS

The words and expressions used in this Policy shall have the following meaning:

Alleged Irregularity means an activity of a general, operational or financial nature which in the opinion of the Employee (i) is in violation of the law, any implementing regulation, any internal or external regulation that applies to the Company or any generally accepted practice within the Company and (ii) may have considerable negative consequences for the operations of the Company;

Audit Committee means the audit committee of the Company consisting of 2 or more managers of the ultimate majority shareholder of the Company;

Company means Dümmen Orange;

Compliance Committee means the compliance committee of the Company consisting of the CEO, the CFO and the General Counsel and Company Secretary of Dümmen Orange based at the headquarters of Dümmen Orange at De Lier, the Netherlands;

Confidential Adviser means the HR Manager of Dümmen Orange in De Lier, The Netherlands who acts as an official to whom Alleged Irregularities are reported;



Employee means any person who works for the Company, whether or not under an employment contract and for whose work the Company is responsible, including directors, temporary employees, seconded employees and other employees who are on another employer's payroll but who are hired to undertake work for the Company;

Policy means this whistleblower policy of the Company; and

Whistleblower mean an Employee who reasonably believes that certain conduct within the Company constitutes an Alleged Irregularity and who reports the Alleged Irregularity in good faith in accordance with this Policy, although minor defects in the procedure followed by the Whistleblower shall not prevent such person from the protection reflected herein or otherwise granted by law.

3. SCOPE

- 3.1 This Policy applies to all Employees and is aimed at enabling them, without jeopardizing their legal position, to report Alleged Irregularities.
- 3.2 This Policy is not intended for Employees wishing to make complaints of a personal nature. Such complaints must always be discussed with the Employee's direct manager.
- 3.3 The possibility to report under this Policy is restricted to reports about Alleged Irregularities. Reports about any other fact or issue will be set aside by the Company, except when the protection of the Company's vital interests or the safeguarding of the physical or moral integrity of the Employee is at stake.

4. PROCEDURE

- 4.1 If an Employee for whatever reason feels that it is inappropriate to report an Alleged Irregularity with his/her direct manager, he/she shall report the Alleged Irregularity to the Confidential Adviser at ConfidentialAdviser@DummenOrange.com. Reports of Alleged Irregularities may be disclosed in writing, telephonically or in person. However, all reports are encouraged to be made in writing, so as to assure a clear understanding of the Alleged Irregularities. Schedule 1 provides a format which may be used to report Alleged Irregularities. Whistleblowers are recommended to self-identify, though it is not a requirement of the Policy.
- 4.2 The Confidential Adviser confirms receipt of the report of an Alleged Irregularity to the Whistleblower in writing as soon as possible.



- 4.3 Immediately after the Whistleblower's report is received, the Confidential Adviser shall provide a copy of such report to the Compliance Committee with a copy of such report or, if the report relates to any member of the Compliance Committee, to the Audit Committee and perform an investigation into the Alleged Irregularity, or instruct others to do so on behalf of the Confidential Adviser. as stipulated in clause 6 hereof. Anyone involved by the Confidential Adviser shall be specifically instructed and bound by specific security and confidentiality obligations.
- 4.4 Each Employee shall at all times cooperate with the investigation into the Alleged Irregularity carried out by or on behalf of the Confidential Advisor.
- 4.5 Within 4 (four) weeks of the date on which the Whistleblower reported the Alleged Irregularity, the Confidential Adviser shall prepare a written report on the position of the Confidential Adviser with regard to the Alleged Irregularity and the action taken as a consequence of the Whistleblower's report. The Confidential Adviser shall provide the Whistleblower with the written report prepared by it. A copy of such report shall also provided to the Compliance Committee or, if the report relates to any member of the Compliance Committee, to the Audit Committee.
- 4.6 If no response can be given within 4 (four) weeks, the Confidential Adviser shall inform the Whistleblower of this in writing and must give an indication as to when they will be informed of the Confidential Adviser's position with regard to the Alleged Irregularity.

5. LEGAL PROTECTION

A Whistleblower who reports an Alleged Irregularity in good faith shall in no way be prejudiced, disadvantaged or harmed in his/her position as a consequence of or in relation to having done so. The Company shall not tolerate reprisals by fellow Employees against the Whistleblower due to its contents. Any such reprisals will, without exception, be penalized.

6. EXPERTS AND ADVISORS

- 6.1 The Confidential Adviser may in its sole discretion consult and instruct internal and external experts and advisors, including the external legal advisors of the Company and the external auditors of the Company, as it deems necessary to properly carry out its duties under this Policy. Any costs and expenses with respect to the consultation and instruction of such experts and advisors shall be borne by the Company.



- 6.2 The external experts and advisors consulted and/or instructed in accordance with clause 6.1 may, on behalf of the Confidential Adviser, carry out any investigation as the Confidential Adviser may determine to be necessary or desirable. The Company and its Employees shall cooperate with any such investigation.

7. CONFIDENTIALITY

- 7.1 The Confidential Adviser, each member of the Compliance Committee and the Audit Committee shall treat all information and documents obtained as a result of this Policy as strictly confidential.
- 7.2 All information and documents regarding the report of an Alleged Irregularity, an investigation or the written report of the Confidential Adviser shall not be disclosed, unless if (i) required by law or (ii) reasonably necessary for the investigation of the Alleged Irregularity. Furthermore, the Compliance Committee (unless the report relates to any member of the Compliance Committee) and the Audit Committee are entitled to review such report and any related information and documents. Notwithstanding the confidentiality obligation stipulated herein, the Company and/or its shareholders are entitled to use and publish high level information from the report of an Alleged Irregularity for purposes such as its annual reporting, as long as individual privacy of the Whistleblower or other Employees remains carefully protected at all times.
- 7.3 The Confidential Adviser shall ensure that the provisions in clauses 7.1. and 7.2 shall equally apply to the experts and/or advisors as referred to in clause 6.1.



SCHEDULE 1

WHISTLEBLOWER REPORT FORM

Please provide the following details for any Alleged Irregularities and submit to the Confidential Advisor.

REPORTER'S CONTACT INFORMATION			
<i>(This section may be left blank if the reporter wishes to be anonymous)</i>			
NAME			
COMPANY			
POSITION			
CONTACT NUMBER(S)			
E-MAIL ADDRESS			
SUSPECT'S INFORMATION <i>(if any)</i>			
NAME			
COMPANY			
POSITION			
CONTACT NUMBER(S)			
E-MAIL ADDRESS			
WITNESS(ES) INFORMATION <i>(if any)</i>			
NAME		NAME	
COMPANY		COMPANY	
POSITION		POSITION	
E-MAIL ADDRESS		E-MAIL ADDRESS	

**ALLEGED IRREGULARITIES**

Briefly describe the Alleged Irregularity and how you know about it. Specify, if possible, what, who, when, where and how. If there is more than 1 (one) Alleged Irregularity, number each Alleged Irregularity and use as many pages as necessary.

1. What Alleged Irregularity occurred?

2. Who committed the Alleged Irregularity?

3. When did it happen and when did you notice it?

4. Where did it happen?

5. Is there any evidence that you could provide us?

6. Are there any other parties involved other than the person(s) referred to under paragraph 2. above?



7. Do you have any other details or information which would assist us in the investigations?	
8. Any other comments?	
Date:	Signature (<i>optional</i>):

Note 1: Please follow the guidelines as laid out in the Policy.

Note 2: You should not attempt to obtain evidence for which you do not have right of access since Whistleblowers are reporting parties and not investigators.