



BIL Group Whistleblowing Charter

The purpose of the BIL Group Whistleblowing Charter is to describe the option provided to BIL Group staff members, shareholders, management or supervisory body incl. non-executive members, trainees or volunteers remunerated or not as well as persons working under the supervision and direction of contractors, subcontractors, and suppliers about whistleblowing in terms of scope, reporting channels to be used, protection and sanctions.

The present document discloses a summary of the Charter.

Governance

Chief Compliance Officers of each BIL Entity are responsible of the internal communication channel of any whistleblowing alert and among other ensure:

- A prompt and objective investigation;
- The confidentiality of the data of the parties concerned and the protection of their rights and interests (present but also in the future);
- Data Protection and the destruction of the data as soon as it is no longer useful;
- The communication with local authorities if needed;
- Report of the status of the investigation to the Whistleblower;
- The presentation of the internal Whistleblowing system to management.

In case of absence of a Chief Compliance Officer at the level of an Entity, the internal communication will be reported directly to BIL Group Chief Compliance Officer (unless specific regulatory requirements).

Reporting procedures are adapted to guarantee the confidentiality of the data of the parties concerned by the report.

Training programs about local regulatory requirements and information on local sanctions and/or applicable penalties are provided by each Entity of BIL Group.

Handling of an alert

If in a professional context, Group staff members, shareholders, management or supervisory body incl. non executive members, trainees or volunteers as well as persons working under the supervision and direction of contractors, subcontractors and suppliers become aware of fraud, misconduct and serious negligence in violation of internal rules (charters, policies, etc.) or external rules (laws, regulations, etc.), and cannot escalate it to his/her direct line manager (when applicable), he/she has the right to report it to some Designated persons who can appoint a Dedicated team to be in charge of the investigation.

At BIL Luxembourg level, the Designated persons are the Chief Compliance Officer of the BIL Group or its deputy in case of absence. Shall the Compliance department be



concerned by the alert, the BIL Head of General inspection is in charge of processing the alert or its deputy in case of absence.

In such a case the reporting person becomes a **Whistleblower** and the concern/issue becomes an **alert**. The Whistleblowing status also applies to an individual who publicly discloses information about violations obtained during his or her professional activities.

Reporting persons are encouraged to first use the Whistleblowing procedures in their workplace (internal reporting channel) before using the external reporting channel to competent authority where the violation can be effectively remedied internally and where they believe there is no risk of retaliation (means any direct or indirect act or omission that occurs in a professional context, is prompted by an internal or external report or public disclosure, and causes or may cause undue harm to the reporting person).

All forms of retaliation, including threats and attempts at retaliation, are prohibited against the reporting person.

Whistleblower can do a public disclosure with the same level of protection under the following conditions.

Internal reporting channel

Reporting can be written or oral (or both), or, via a meeting in person within a reasonable time to the “Designated person”. It should be done in one of the 3 administrative languages. Besides Luxembourgish, French and German, English is a common language of communication for many Luxembourg authorities.

External reporting channel

The oral or written communication of information on breaches can also be provided to one of the designated authorities via their websites on the limit of their scope and competences. Each competent authority must have a dedicated web site section to allow Whistleblower to make an alert.

Further information will be available with the “Office des Signalements”, office under the Ministry of Justice in charge of:

- informing and assisting Whistleblowers, in particular by informing them of the appropriate authority to contact;
- raise public awareness of the rights of Whistleblowers.

Whistleblowing violations

Generally, the Whistleblowing Charter covers all wrongdoing, be it of a general, operational, or financial nature, including possible irregularities in financial reporting, the



transmission of false or misleading information to regulators, authorities and internal or external auditors, weak governance, or the existence of conflicts of interest.

This also concerns all types of fraud, obvious mistakes and serious neglect in clear violation of internal rules (e.g. internal charters, policies, internal memorandums and working procedures) or external rules (e.g. laws, regulations, accounting rules and rules on market abuse, insider trading, professional secrecy, personal data protection, money laundering, terrorist financing, theft, fraud, corruption, etc.)

Such violations correspond to illegal activities and abuse of rights knowing as acts or omissions that:

- (a) are unlawful; or
- (b) are contrary to the object or purpose of directly applicable provisions of national or European law, provided that the consequence is a disturbance of the public interest).

Confidentiality and protection

The confidentiality of the Whistleblower's identity as well as the concerns raised will be ensured; this is essential to avoid retaliation. The confidentiality is also applicable for information from which the identity of the reporting person can be directly or indirectly deduced. The identity of the Whistleblower will only be communicated to those in charge of the investigation led by the Designated person according to the strict observance of the "need to know" rule.

Indicative and non-exhaustive list of information to include in the alert:

- Her/his identity and contact details.
- The name of the Entity where the incident occurred.
- A description of the situation, with all the significant elements and facts (what happened, where, the specific behaviour that led to the reported suspicion, who is concerned etc.).
- An explanation as to the reason for the alert.
- An indication as to whether the event has already occurred or is likely to occur or re-occur in the future.
- An indication of the way s/he became aware of the incident or situation.
- If others are involved or whether there are witnesses.
- If s/he has information/documentary evidence supporting the suspicion.
- Whether s/he has discussed the subject with someone else and, if so, with whom.
- An estimate, where appropriate, of the amounts involved.

The BIL Group guarantees that Whistleblowers presenting their concerns in **good faith** will suffer no negative consequences of any sort for having taken such steps in accordance with this Charter.



The BIL Group guarantees that the person against whom allegations are made will be protected and the BIL Group will take account of the interests and rights of all the parties concerned, including the right of the BIL Group to investigate the facts that have emerged.

Processing of alerts

The concerns of the Whistleblower are treated with care and caution by the Designated person.

When the decision is taken to initiate a thorough investigation of an alert, it will be carried out by a qualified and independent staff member(s) within the Whistleblowing Investigation Team and within deadlines defined below:

- an acknowledgement of receipt shall be sent to the reporting person within **7 days** of receiving the alert.
- A reasonable period to provide feedback will **not exceed 3 months** from the date of acknowledgment of the report.

Investigations are subject to strict ethical rules, they are bound by obligations of privacy and exercise a duty of self-restraint. Investigations must be confidential and must protect the Reporting persons. Investigations will be anonymised outside the Whistleblowing Investigation Team.

Based on the investigation report, the Management Body will take appropriate measures.

Sanctions

Competent authorities and the “Office des signalements” can pronounce administrative sanctions to individuals and legal persons:

- who obstruct or attempt to obstruct an alert,
- who refuse to provide information or provide incomplete or false information,
- who breach confidentiality,
- who refuse to remedy the violation found, or
- in case of non-compliance with the obligation to establish a channel, internal reporting procedure and follow-up.

The fine can range from EUR 1,500 and EUR 250,000. It could be doubled in the event of a repeat offence within 5 years of the last sanction becoming final.

A fine between EUR 1,250 and EUR 25,000 shall be imposed on any person who takes retaliatory action or who brings abusive proceedings against those who have issued an alert.

The reporting person who knowingly reports or publicly discloses false information may be punished with imprisonment of 8 days to 3 months and a fine of EUR 1,500 to EUR 50,000.



Each employee of the BIL Group must act in good faith when issuing an alert. Should it be proved that charges were made in bad faith or with a defamatory or calumnious intent appropriate sanctions may be taken.

Each BIL Group Entity shall inform its employees on the local sanctions and/or penalties applicable.