



Whistle-blower Policy

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Contact details

List of Whistle-blowing Reporting Officers

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All questions and requests for further information arising from your review of the Whistle-blower Policy can be sent to **whistleblower@green-giraffe.eu**.



1 Background and preamble

1.1 Scope

Green Giraffe B.V. (hereinafter “Green Giraffe”), is a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) organised and existing under the laws of the Netherlands and registered with the trade register of the chamber of commerce in the Netherlands under number 30288088. Its registered office and principal place of business is at Plompstorengracht 19, 3512 CB CX Utrecht, the Netherlands. Green Giraffe provides advisory services in the energy transition sector.

At Green Giraffe, we are committed to the highest levels of ethics and integrity in the way that we do business. This is crucial to our continued success and reputation as well as to maintain healthy, professional and profitable relationships internally as well as with external parties. Green Giraffe’s Whistle-blower Policy (hereinafter “WB Policy”) is implemented to ensure we individually and collectively can take appropriate and adequate action in case of suspected or recognised criminal conduct, unethical conduct or other misconduct by or within Green Giraffe. Therefore, this WB Policy applies to all Green Giraffe’s businesses, teams, clients, providers, related entities or any other counterparty.

1.2 Definitions

Definitions of the main concepts included within this WB Policy can be found in Appendix 1.



2 Introduction

This WB Policy sets out how Green Giraffe will support you, whether you are one of its team members, clients, providers, part of one of its related entities or any other counterparty, so that you can safely express your concerns, know who to contact, how to make a report and the protections available to you.

2.1 Who is a Whistle-blower?

A Whistle-blower is defined by this Policy as an Employee, client, provider, or any other counterparty that the Company and its Employees interact/work with (it also applies to relatives, dependents or spouses of any of these people), including:

- persons having the status of a worker, including civil servants
- persons having self-employed status
- stagiaires
- shareholders and persons belonging to the administrative, management or supervisory body of an undertaking, including non-executive members, as well as volunteers and paid or unpaid trainees
- persons working under the supervision and direction of contractors, subcontractors and suppliers
- persons who used to work for a Green Giraffe related entity

who reports an activity or behaviour that they consider to be illegal, dishonest, unethical, or otherwise improper.

This activity can concern any matter such as, but not limited to:

- accounting, internal accounting controls or auditing matters
- money laundering, terrorist financing or financing clients who violate human rights
- market manipulation or abuse
- insider trading, breach of client confidentiality or privacy
- theft, fraud, bribery or corruption
- undesirable behaviours, psychological or sexual harassment
- violation of Green Giraffe internal policies, of any other laws, regulations

A Whistle-blower is someone who discovers and reports illegal behaviour. Often this is an Employee, but not only, who stops wrongdoing within the organization and tells someone in



authority. However, the fear of suffering Retaliation for 'causing trouble' for management and/or colleagues can prevent potential Whistle-blowers from coming forward.

2.2 Objectives of the WB Policy?

In line with our core value "We respect our clients and employees equally", Green Giraffe wants to:

- encourage Employees, clients, providers, and any other counterparty, to come forward when they suspect or encounter actual behaviour in or outside the workplace that is unethical, illegal or goes against our values, and
- protect them from any form of Retaliation

We also want to provide a clear, transparent and structured process ensuring a safe environment in which any Whistle-blower feels protected and in which their name and the matters at stake will be kept confidential. This structured process will permit to increase the likelihood of wrongdoing being reported to the Compliance, People, Legal and/or Management Team (MaTe) who in turn will be able to take action and address the issues at stake. Finally, we want to have a frame permitting to track the progress of the Investigations done following reported concerns.

This policy protects whistleblowers who report in good faith. A report is considered to be made in good faith if the individual had reasonable grounds to believe the information was true at the time of the reporting. If it later turns out the information was not true but the report was made in good faith, the whistleblower is still protected from retaliation.

Those who deliberately and knowingly report wrong or misleading information do not enjoy protection, which serves as a safeguard against malicious or abusive reports. Making malicious or false claims is incompatible with the Company's core values and deliberate misuse of the Company's whistleblowing channel may result in disciplinary action.

2.3 Difference between a complaint and whistleblowing

A complaint is related to an Employee on an individual basis, for instance, rude behaviour by a manager to an Employee. A complaint is generally made by an individual who feels that they have been wronged in some way, this can cover a multitude of issues; poor service, faulty product, an attitude of a staff member, low standards of quality, etc. A complaint is often made by someone who has a vested interest in the issue at hand - often it is themselves who have been treated incorrectly or who have received a sub-standard level of service.



Whistleblowing is the process of raising a concern against any wrongdoings or illegal activity, which may affect the organisation badly. Whistleblowing however can only refer to the act of escalating a genuine concern about the wellbeing and safety of at least one individual. When someone blows the whistle, they are raising a concern about danger or illegality that affects others. It is even possible that the whistleblowing relates to an activity or behaviour, which is a matter of public concern if it is:

- in violation of a state, federal, or municipal law, regulation, or ordinance
- a danger to public health or safety; and/or
- gross mismanagement, substantial waste of funds or a clear abuse of authority

2.4 Internal versus external whistle-blowing

Internal whistleblowing designates a situation in which an Employee raises a concern over any wrongdoing within the organization. The reasons can vary and can be indiscipline, disobedience, improper or misconduct, etc.

External whistleblowing designates a situation in which any illegal wrongdoing against the company or against the management of the company is raised from outside the organisation.



3 Involved parties

Parties being possibly involved in the whistleblowing process:

- Whistleblowing Employee or external party (client, provider, any other counterparty) and
- Whistle-blower Reporting Officers (the People director, the Compliance officer and the Head of legal)

If and when necessary, other parties (Authorised Persons) can possibly be involved in the Investigation of reported concerns:

- Heads of Office (HOOs), and/or
- People team members, and/or
- Compliance team members, and/or
- Legal team members, and/or
- Management Team members (Green Giraffe Advisory MaTe)



4 Process

4.1 Process to follow when reporting any wrongdoing

If an Employee has knowledge of or a concern about illegal or dishonest/fraudulent activity, the Employee is to follow the following steps:

- Contact promptly, one or several of the Whistle-blower Reporting Officers (WRO(s)) who are the People director, the Compliance officer and the Head of legal (to their best judgment and comfort)
- In any event, if the Employee is not comfortable reaching out to one of them, s/he/they should reach out to an Authorised Person, which can be either:
 - o his/her/their direct line manager or Head of office; and/or
 - o anyone else from the People Management or Operations teams; and/or
 - o anyone from the Compliance team; and/or
 - o anyone from the Legal team; and/or
 - o any member of the Management Teams
- This Authorised Person will then be responsible for sharing the matter with one or all of the WRO(s) (depending on the topic at stake)
- If the Employee feels uncomfortable raising the concern to anyone mentioned above and wants to remain fully anonymous, s/he/they can report the matter via the whistleblowing online system FaceUp here: <https://www.faceup.com/c/9eo8f5bo>.
 - o FaceUp's external online platform permits Whistle-blowers to remain entirely anonymous, as email address, phone number and even the IP address is not been collected by FaceUp when users connect to their platform to report concerns.
 - o FaceUp provides a safe environment for Whistle-blowers to share details in writing, or with a voicemail that they can upload directly via the platform (which distorts the voice to ensure anonymity is being maintained)
 - o The WRO(s) are responsible for receiving all anonymously reported concerns via this online platform and to follow-up on them promptly, confidentially and with a diligent investigation.

Once the WRO(s) are informed of the matter, whether directly, via another person or the online anonymous whistleblowing system, he/she/they is/are responsible for investigating and coordinating any necessary corrective action. The WRO(s) take responsibility for investigating the matter that has been reported, together with the appropriate management representatives (Authorised Person) that they will inform and involve for the Investigation and resolution of the



matter. They should report progress in line with section 4.2 until the matter at stake is closed and corrective measures have been implemented.

The Whistle-blower is not responsible for investigating the activity or for determining fault or corrective measures. Insofar as possible, the anonymity of the Whistle-blower and confidentiality on the reported concern will be maintained. However, identity may have to be disclosed (when known) to conduct a thorough Investigation, to comply with the law and to provide accused individuals with their legal rights of defence, in which case they will be informed ahead of time.

Prior to lodging a report, employees also have the opportunity to ask for advice and discuss their concern confidentially within the Company with any of the Confidential Counsellors. It is also possible to solicit external advice via government services like 'het Huis voor Klokkenuiders' in the Netherlands. Het Huis voor Klokkenuiders provides advice on how to report work related misconduct with a societal relevance.

4.2 Regular reporting to Whistle-blowers and recordings of investigated concerns

Reported concerns will be investigated within three months, with a fortnightly update being provided to the Whistle-blowers when they are known and unless otherwise agreed with them.

Reported concerns will be recorded, retained and destroyed in accordance with applicable laws, regulations, policies and procedures.

4.3 Protection of Whistle-blowers against any form of Retaliation

The Company will not retaliate against a Whistle-blower. This includes, but is not limited to, protection from Retaliation in the form of an adverse employment action such as termination, compensation decreases, poor work assignments and threats of physical harm.

Any Whistle-blower who believes they are being retaliated against must contact the People Director or anyone else from the People team or Compliance team immediately.

The right of a Whistle-blower for protection against Retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

Employees with any questions regarding the WB Policy should contact the People Operations or the Compliance team.



5 Roles and responsibilities

5.1 Employees, clients, providers and other counterparties' responsibilities

Employees, clients, providers and any other counterparties are:

- encouraged to be vigilant, to challenge questionable behaviours and to report any concerns;
- responsible for ensuring they understand this WB Policy and the consequences when they do not comply with it;
- permitted to consult one or all the WRO(s) or anyone above-mentioned before reporting a concern;
- encouraged to report a concern to one, several or all the WRO(s). They can be contacted:
 - o individually and directly in person, by phone, email or Teams
 - o collectively via the whistleblowing@green-giraffe.eu email group
 - o via the [FaceUp external whistleblowing system](#) permitting to keep full anonymity for the Whistle-blower if they are more comfortable with that
- requested to provide all relevant information relating to the reported concern and be available to the WRO(s) in the event of an Investigation (in case the Whistle-blower wishes to remain anonymous, they can remain so by exchanging regular messages with the WRO(s) via the [FaceUp external whistleblowing system](#) which is fully setup to not track the Whistle-blower's connection details, email, phone or IP address;
- obliged to respect confidentiality when involved in an Investigation;
- prohibited from attempting to discover the identity of any Whistle-blower, who has chosen to report a concern anonymously; and
- responsible to report immediately to one, several or all the WRO(s), directly or via the [FaceUp external whistleblowing system](#), any Retaliation or suspected Retaliation after a concern has been reported.

5.2 The Whistle-blower Reporting Officers' responsibilities

The WRO(s) are responsible for:

- receiving concerns and, to when possible, acknowledging receipt from Whistle-blowers;
- determining whether the reported concern is in the scope of the WB Policy;
- conducting a preliminary Investigation, for reported concerns which are in the scope of the WB Policy, to determine if a concern is sufficiently grounded to start a full Investigation;



- performing the Investigation on reported concerns timely and adequately, in conformity with Green Giraffe’s policies, laws and regulations;
- providing the Whistle-blower (when known or via the [FaceUp external whistleblowing system](#)) updates on the general status of the progress of the Investigation as per section 4.2;
- consulting with one or both the other WRO(s) in case support is desirable and/or in case of doubt;
- advising the Green Giraffe Advisory Management Team (MaTe) on the merits to request an Investigation;
- consulting with the other WRO(s) in case Retaliation is reported;
- determining the persons who are/become Authorised Persons only when strictly necessary for the handling and/or Investigation of the reported concern (the smallest number of people possible should be informed of the concern being reported and the ongoing investigation); and
- providing information to the other WRO(s) and other Authorised Persons on a strict “need to know” basis.

5.3 Actions undertaken to support and sponsor the whistleblowing process

- adequate training will be organised on a regular basis for all the members of the People Operations and Management, Compliance, Legal and Management teams, to ensure they are all equipped at all times to handle any form of concern being brought to them by a Whistle-blower;
- appointment and training of the WRO(s) internally (Head of legal, Compliance officer & People director);
- all Employees will be asked to read and sign the WB Policy and training sessions will be organised on topics they could be confronted with and that should be reported via the Whistle-blower process;
- a whistleblowing@green-giraffe.eu email group composed of the WRO(s) (Head of legal, Compliance officer & People director) has been created; and
- an external and anonymous reporting system with [FaceUp](#) has been implemented and can be accessed via our website and here: [Report | FaceUp](#)



6 Legal references

In 2019, the European Union Commission approved the Whistle-blower Directive 2019/1937 to enact greater protections for Whistle-blowers by shielding them from Retaliation and creating “safe channels” to report violations of the law.

In jurisdictions where (local) laws or regulations set stricter rules than those set out in this Whistle-blower Policy, the stricter rules prevail.



Employee consent and signature

By signing this document, the Employee confirms he/she/they have read and understood the Whistle-blower Policy and agree to respect the terms and conditions of this Policy.

Signature

Date



Annex 1: Main definitions

Whistle-blower: any person who is eligible for protection as a Whistle-blower under this policy when they report a concern in the context of their work-related activities in good faith. These individuals include Employees, former Employees, candidates and parties with whom Green Giraffe has a business relationship such as contractors, subcontractors, suppliers, among others.

Employee: any natural person working for or on behalf of Green Giraffe, on an undefined or temporary contract, including the management team, persons on secondment, interns, volunteers, trainees or persons hired as external Employees, including self-employed workers.

Whistle-blower Reporting Officers (WRO(s)): Employee(s), who had been appointed to manage Whistle-blower concerns confidentially and the realisation of a proper Investigation.

Authorised Person: these are persons who are strictly necessary for the handling and/or Investigation of the Whistle-blower's concern. Green Giraffe's Whistle-blower Reporting Officers determine the persons who are/become Authorised Persons. Authorised Persons (could) include:

- Heads of Office (HOOs), and/or
- People teams (i.e. People Operations and/or People Management), and/or
- Compliance team, and/or
- Legal team, and/or
- Management Teams (Green Giraffe Advisory MaTe)

Anonymity: the unknown identity of the Whistle-blower. A Whistle-blower is anonymous when his/her identity is not known to any Employee (including the Green Giraffe's WRO(s) and Authorised Persons) and the External Whistleblowing Line.

Investigation: if the reported concern is within the scope of the WB Policy, an inquiry is performed in order to confirm or reject the concern by determining whether there are reasonable facts and/or circumstances to proceed with the process described in this policy.

Retaliation: this is any adverse action including threats or attempts taken against a Whistle-blower as a result of reporting the concern or taken against any other Employee who provides information or who otherwise assists in a Preliminary and/or Full Investigation. Examples of such adverse actions could include but are not limited to, harassing, threatening, firing or demoting, reducing benefits, transferring to another part of the organisation, failure to fulfil an agreed commitment, changing working hours or office location or changing responsibilities.