

**OPERATING PROCEDURE AND POLICY FOR NORDIC TRANSPORT GROUP'S WHISTLEBLOWER
SYSTEM AND INTERNAL INVESTIGATIONS**

NTG NORDIC TRANSPORT GROUP A/S

STANDARD OPERATING PROCEDURE AND WHISTLEBLOWER POLICY

REGARDING INTERNAL INVESTIGATIONS

1 Introduction and purpose

- 1.1 This standard operating procedure and whistleblower policy (the "**Procedure**") for NTG Nordic Transport Group A/S and all its subsidiaries (collectively known as "**NTG**") describes e.g., the procedure for i) reporting to NTG's whistleblower system, ii) investigating the reportings received in NTG's whistleblower system, and iii) following up on these reportings. Reportings covered by the scope of NTG's whistleblower scheme are defined in section 3.
- 1.2 The purpose of the Procedure is to ensure that persons who may use the service know the procedure for reporting suspicions through NTG's whistleblowing system or other ordinary channels of communication.
- 1.3 The aims of NTG's whistleblower system and this Procedure is mainly to meet the obligation pursuant to Directive (EU) 2019/1937 of 23 October 2019 on the protection of persons who report breaches of Union law (the "**Whistleblower Directive**"), the Danish Whistleblower Act and other national legislation implementing the Whistleblower Directive requiring employers to establish a whistleblower scheme and providing the employees to access to information about the reporting procedure. Further, the aims are:
- To encourage staff to report suspected serious wrongdoing as soon as possible in the knowledge that their concerns will be taken seriously and investigated as appropriate and that their confidentiality will be respected.
 - To provide staff with guidance as to how to raise those concerns.
 - To reassure staff that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken.
 - To set out the procedure for handling reports made by whistleblowers through NTG's whistleblower system or other ordinary channels of communication.

2 The whistleblower system

- 2.1 This process description applies to employees, directors, members of the board of directors of NTG, whether incidents are reported via the whistleblower system or through ordinary channels of communication.
- 2.2 The whistleblowing system may be used by all employees, directors and members of the board of directors of NTG to report matters covered by the scope of the Whistleblower Directive and other serious offences or suspected serious offences. The whistleblower system may also be made accessible for auditors, lawyers, suppliers, consultants and other business partners of NTG who are connected with NTG. However, auditors and lawyers are not listed as whistleblowers pursuant to the Whistleblower Directive and the Danish Whistleblower Act. Thus, auditors and lawyers are not protected by the Whistleblower Directive and the Danish Whistleblower Act if they report to NTG's whistleblower system.
- 2.3 Offences and misconduct that are not to be reported through the whistleblowing system (see section 3) shall be reported through the ordinary channels of communication. Incidents reported via ordinary channels of communication (and not via the whistleblower system) will be handled in accordance with the procedures set forth herein if deemed relevant by Group Management, Group Finance or Group Legal.

2.4 The whistleblowing system may only be used to report information about persons or incidents related to NTG: employees at NTG, directors and members of the board of directors, auditors, lawyers, suppliers and other business partners of NTG to report serious offences or suspected serious offences.

3 The scope

3.1 The following concerns can be raised under the whistleblower system: (i) breaches of EU law that fall within the scope of the Whistleblower Directive and (ii) other serious breaches of Danish and EU law as well as other serious concerns.

3.2 Suspected breaches of the specific EU legal acts that fall within the scope of the Whistleblower Directive do not have to be serious. The Whistleblower Directive applies to breaches of those EU legal acts that are listed exhaustively in Part I in the annex to the Whistleblower Directive, inter alia, concerning the following areas:

- public procurement,
- financial services,
- products and markets,
- prevention of money laundering and terrorist financing,
- product safety and compliance,
- transport safety,
- protection of the environment,
- radiation protection and nuclear safety,
- food and feed safety,
- animal health and welfare,
- public health,
- consumer protection,
- protection of privacy and personal data, and
- security of network and information systems.

Breaches affecting the financial interests of the EU and breaches relating to the internal market, including breaches of EU competition and state aid rules are also included in the scope. The Whistleblower Directive is available [here](#).

3.3 NTG encourages that all matters covered by the scope of the Whistleblower Directive and serious breaches of Danish and EU law and other serious offences are reported by use of NTG's whistleblowing hotline. However, it is emphasized that the system is an alternative to the ordinary communication channels, e.g. local management, local HR responsible, Group Management or Group Legal.

Serious breaches of Danish and EU law and other serious offences include, inter alia,:

- criminal acts such as breaches of non-disclosure obligations, abuse of funds, theft, fraudulent misrepresentation, embezzlement, corruption, fraud, and bribery,

- serious or repeated infringements of the law, including legislation on the use of force, the Danish Public Administration Act, the Danish Act on Access to Public Records and legislation intended to protect public health, provide safety in the transport sector, or protect the nature and the environment, etc.,
- sexual harassment in the workplace,
- serious person-related conflicts in the workplace, for instance serious harassment on grounds of race, political affiliation, religious belief, etc.,
- serious violations of occupational safety rules, and
- serious breaches of data protection laws.
- Violation of internal rules provided that:
 - the violation may lead to serious, recurring security risks or
 - the violation may lead to serious financial risks or
 - the violation may lead to regulatory measures or
 - the violation may lead to a serious qualification from the auditor or
 - the violation may seriously damage NTG's relations with employees or external parties.
- Other serious violations of NTG's codes of conduct

3.4 If you report concerns under the whistleblower system that are not covered by the scope of the Whistleblower Directive or the Danish Whistleblower Act, you will not qualify for protection under the Whistleblower Directive or the Danish Whistleblower Act, as described in this Procedure.

3.5 The reports made via the whistleblowing system are received by Deloitte ("**Deloitte**") as an external and independent third-party to NTG. Upon screening of the report and assessment of who at NTG should receive the report for further processing, the report is forwarded in accordance with section 4.

3.6 Subject to the conditions in section 4, reports are handled by NTG's CFO and Group Legal.

3.7 NTG encourages its staff to use the whistleblower system and to protect all whistleblowers who make a report in a good faith. Whistleblowers will not be subjected to any adverse treatment or adverse consequence.

3.8 The whistleblower system is not an emergency hotline. Any issues that constitute immediate threats i.e. where there is a threat to health, life etc. should be reported through the ordinary emergency channels.

4 **The procedure**

4.1 *Reporting Channel for whistleblower system*

Reports are filed via "Deloitte Halo Whistleblower System" found on NTG's intranet. The whistleblower system does not allow oral reportings.

4.2 *Anonymous reporting – whistleblower system*

NTG encourages that the reports are filed are not anonymous. It helps the subsequent investigation that the persons handling the case have the opportunity to ask additional questions and subsequently inform about how the investigations will proceed. However, it is possible to file an anonymous report to the effect that such reports will be and remain

anonymous to NTG. Deloitte will always be able to see the identity of the whistleblower regardless whether reports are made anonymously in which cases Deloitte is obliged not to disclose the whistleblower's identity to NTG.

4.3 *The Whistleblower Unit*

When the report is filed, Deloitte will on behalf of NTG forward the report to the Whistleblower Unit (as defined below). The Whistleblower Unit is by default Group Legal. If a report concerns Group Legal or a person within Group Legal, Deloitte will instead forward the report to the IT Director or the CFO.

Should the report concern a board member, the chairman of the board or the CEO, Deloitte is instructed to inform NTG's external auditor.

If a matter is reported via ordinary channels of communication, the Whistleblower Unit will be appointed by Group Management or Group Legal.

4.4 *Self-obligation to ensure impartiality*

The Whistleblower Unit is required always to ensure that the report does not concern them and the reported content generally can be processed within the scope of the whistleblowing system, see section 3.

4.5 *Obligation to investigate*

All reports must be investigated. However, if a reported incident is assessed to be manifestly unfounded, no further investigations shall be initiated.

4.6 *Reporting and consequences for the whistleblower*

Any investigation must be finalized by a written report containing a conclusion and/or recommendation for further action based on the findings of the report. The report is passed to NTG's audit committee. The conclusion/recommendation can be:

- The investigation has been closed as manifestly unfounded
- The case ends with change of internal procedures
- The case ends with a warning or termination of the employment
- The case ends with other disciplinary actions (expulsion/dismissal)
- The case should be filed to the police for a police investigation
- The case should be filed with other agencies, e.g. the Danish FSA

4.7 *Use of internal and external services*

To the extent it is deemed necessary, the Whistleblower Unit is authorized to engage internal and external assistance for the investigation of a report, including Group Finance performing a forensic accounting investigation, IT technical assistance, investigative and forensic assistance and legal assistance.

4.8 *Confidentiality*

The Whistleblower Unit and those individuals engaged according to section 4.7, must keep confidential all information that is received in a reporting and during an investigation. Until the time of the delivery of the written report to the audit committee, only the Whistleblower Unit may authorize disclosure of information to third parties provided this is allowed pursuant to applicable legislation. The duty of confidentiality also applies to other members of staff who are

authorised to receive/follow-up on reports and, in doing so, receive information about the identity of the whistleblower or other information that must be treated confidential.

Information on the identity of the whistleblower, the reported person or any other third party mentioned in the reporting, if known, can only be communicated on the basis of a warrant or other act of a public authority, or if NTG is otherwise subject to a legal obligation to do so, e.g. pursuant to anti money-laundering (AML) legislation.

4.9 *The reported person*

The reported person will, as a main rule, not be notified of the reporting or the investigation according to the obligation of the confidentiality. The duty to provide the reported person with information will in most cases be exempted, cf. Article 14(5)(d) of the General Data Protection Regulation ("GDPR").

The Whistleblower Unit is as a main rule required to keep the identity of the reported person confidential..

4.10 *Information to the board of directors and/or executive management*

The board of directors and/or the executive management will be informed about reports and investigations of all matters reported via the whistleblower system or otherwise investigated in accordance with the procedures set forth herein.

4.11 *Feedback to the whistleblower*

The Whistleblower Unit will confirm receipt of a report within 7 business days where the whistleblower has listed his/her contact information and the whistleblower will receive feedback within 3 months from confirmation of the receipt of the report, or 6 months if special circumstances warrant it.

Subject to compliance with applicable law, including the rules on non-disclosure, NTG will inform the whistleblower of the action envisaged or taken as follow-up to the report and the ground for the choice of that follow-up. Follow-up could include, for instance, filing of a police report, launch of an internal enquiry, or referral to a supervisory authority.

4.12 *Annual report to the board of directors*

The Whistleblower Unit provides an annual report to the board of directors based on the reports received in a calendar year. The annual report accounts generally for the extent and types of reports and information about who investigated the reports and their conclusion.

5 **Protection of whistleblowers**

5.1 *Protection criteria*

The whistleblower will be afforded protection under the Whistleblower Directive and the Danish Whistleblower Act only if the whistleblower had reasonable grounds to believe, based on the information available to him/her at the time of reporting, that the matters reported were true, and that the matters were covered by the whistleblower scheme as described above. If the whistleblower reports inaccurate information on breaches by honest mistake, he/she will also be entitled to protection.

The whistleblower will not be protected under the Whistleblower Directive or the Danish Whistleblower Act if he/she deliberately reports inaccurate information or information about breaches that are manifestly unfounded, including unsubstantiated rumours and hearsay.

5.2 *Protection granted*

Exemption from liability for breach of confidentiality and acquisition of information

If the whistleblower meets the criteria for protection, the whistleblower will not be deemed to have breached any statutory non-disclosure obligation and will not incur liability in that respect, provided that he/she had reasonable ground to believe that the report was necessary to disclose a breach falling within the scope of the Whistleblower Directive and/or the Danish Whistleblower Act. Nor will the whistleblower incur liability for getting access to the reported disclosures, provided that such access did not constitute a self-standing criminal offence.

Protection against retaliation

If the whistleblower meets the criteria for protection, he/she will enjoy statutory protection against retaliation, including threats of retaliation and attempts of retaliation as a result of the reporting, and no one can hinder or attempt to hinder the whistleblower from reporting his/her concerns.

Retaliation means any direct or indirect act or omission which occurs in a work-related context, which is prompted by internal or external reporting or by public disclosure, and which causes or may cause unjustified detriment to the reporting person.

Request for dismissal of a case

The whistleblower has the right to rely on a report to seek dismissal of a case, provided that he/she had reasonable grounds to believe that the reporting was necessary for revealing a breach that falls within the scope of the Whistleblower Directive and/or the Danish Whistleblower Act.

6 External whistleblowing

6.1 Scope

Pursuant to the Danish Whistleblower Act, the Danish Data Protection Agency has established an external whistleblower scheme, which allows all persons defined as a whistleblower pursuant to the Danish Whistleblower Act to report wrongdoings the same matters as covered by NTG's whistleblower system.

In addition, a number of public authorities have established external whistleblower schemes for reporting of breaches of special legislation, including the Danish Financial Supervisory Authority, the Danish Working Environment Authority, the Danish Environmental Protection Agency, and the Danish Business Authority.

6.2 Procedure for external whistleblowing

External whistleblower schemes allow for both written and oral reporting, and a report can also, upon request, be submitted at a physical meeting within reasonable time.

The public authority will provide acknowledgement of receipt within 7 days, feedback as soon as possible and no later than 3 months or within 6 months in duly justified cases.

The whistleblower will receive the outcome of the investigation, if this information is not already received in connection with the feedback.

The authority operating the external whistleblower scheme may refuse to accept a report if it does not fall within the scope of the Danish Whistleblower Act and will not be required to forward the report to another authority. If the number of reports received under an external whistleblower scheme is excessive, the authority may give priority to the reports with the most serious allegations.

6.3 *Choice of reporting channel*

The whistleblower is free to choose to report his/her concerns to NTG's internal whistleblower scheme or to any relevant external whistleblower scheme or to both. However, NTG encourages to use the internal whistleblower scheme if the breach can be effectively addressed internally and if there is no risk of retaliation.

7 **Data security and data retention**

7.1 *Data security*

Personal data that is processed within the whistleblower system, including investigative reports, are processed securely, and only authorised personnel may access the information.

7.2 *Whistleblower System*

Deloitte acts as a data processor on behalf of NTG in relation to the whistleblowing system, where employees may file reports. Deloitte has implemented necessary technical and organisational security measures to protect data against accidental or unlawful destruction, loss or alteration and against unauthorized disclosure, abuse or other processing in violation of the provisions laid down in applicable data protection legislation including the Danish Data Protection Act and the GDPR. NTG has concluded a data processor agreement with Deloitte.

7.3 *Data retention*

In general, information is deleted after the closing of the matter with the authorities where a report has been filed with the police or other relevant authorities, unless it is deemed necessary for NTG to store the information for a longer period of time due to documentation requirements. NTG notifies Deloitte when the case has been closed.

Reports that are not covered by the whistleblower scheme are deleted, unless continued storage may be justified where there is ground to believe that the report will be confirmed by subsequent reports on the same matter and that the reports combined will constitute a serious matter covered by the scope of the whistleblower scheme.

Where a disciplinary case or sanction is carried out on the employee or there are other grounds in which a continued storing of information about employee is legitimate and necessary, information will be stored in the employee's personnel file. Information about the employee is stored up to 5 years after termination of the employment.

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