

## WHISTLEBLOWER POLICY TOPIC

### ARTICLE 1: DEFINITIONS

The terms used in these regulations are defined as follows:

1. Topic: Topic Ventures B.V and all affiliated companies.
2. Reporter: a natural person who reports or discloses suspected wrongdoing in the context of his work-related activities.
3. Suspicion of a social injustice: The Reporter's suspicion of a serious situation of injustice at Topic, to the extent that:
  - a. the suspicion is based on reasonable grounds, which arise from knowledge that the Reporter has gained in his employment relationship with Topic or which arise from knowledge that the Reporter has gained as during his activities at Topic, and
  - b. the public interest is at stake, always in the event of:
    - i. the (impending) breach of a statutory provision
    - ii. an (impending) danger to public health
    - iii. an (impending) danger to the safety of individuals
    - iv. an (impending) danger of degradation of the environment
    - v. an (impending) danger for the proper functioning of a public service or a company as a result of improper conduct or omission.
4. Counsel: any person who has the confidence of the Reporter and who has an obligation to observe secrecy with regard to the reported information by virtue of his/her profession or office.
5. Confidential Intermediary: the person appointed by Topic's Board of Directors to function in this capacity, always including managers and persons appointed by Topic's Board of Directors to act as confidential adviser.

### ARTICLE 2: INTERNAL REPORT

1. The Reporter shall make a written or oral report of a Suspicion of a social injustice to the Confidential Intermediary according to the procedure as laid down in these regulations. In the event of doubt or when there is a Suspicion of a social injustice, the Reporter may examine the situation in question together with the Confidential Intermediary or a Counsel in good faith and without discrimination before making a formal report.
2. Should the report of a social injustice concern the Confidential Intermediary himself, the report is made to the Board of Directors or the Counsel.
3. The Confidential Intermediary shall document the report in writing stating the date of receipt and shall have the report signed as correct by the Reporter, who will receive a copy thereof. The Reporter will receive a written confirmation of receipt of the report within 7 days.

The receiving intermediary shall notify the Board of Directors of the reported presumed social

injustice without delay stating the date on which the report was received.

- 4 After the report is made to the Confidential Intermediary, the intermediary shall inform Board of Directors in a manner as agreed on with the Reporter.
- 5 After receipt of the report, an investigation shall be launched without delay. The Reporter receives information about the assessment of the report within an maximum of 3 months.
- 6 Both the Reporter and the person to whom the Suspicion of a social injustice was reported, shall treat the report as confidential.

### **ARTICLE 3: EXTERNAL REPORT**

1. The Reporter may only report the matter to an external body without first making reporting the matter internally in the event that he cannot reasonably be expected to report the matter internally. For instance when the suspicion of an injustice involves the board of directors or another manager.
- 2 The Reporter may report the matter to an external body when the organization does not take appropriate action based on the initial report. Before doing so, the Reporter must reported the matter to the Confidential Intermediary.
- 3 In the event of an external report, the Reporter can apply to the "House for Whistleblowers" from the Whistleblowers Authority for information, advice or support.
- 4 The House for Whistleblowers may not disclose the identity of the Reporter without his/her permission.

### **ARTICLE 4: CONFIDENTIAL INTERMEDIARY**

1. The Confidential Intermediary acts as a process officer in the reporting procedure.
2. The Confidential Intermediary acts with authority, credibility and is independent of (the management of) Topic in that capacity.
- 3 . Should the Confidential Intermediary be a TOPIC employee, the legal protection pursuant to article 21 of the Works Councils Act and article 7:658b Dutch Civil Code apply mutatis mutandis.

### **ARTICLE 5: COUNSEL**

1. When a Suspicion of a social injustice is reported, the Reporter may involve a Counsel and may be represented by a Counsel if he so chooses.
2. Should the Counsel be an employee at Topic, the legal protection pursuant to article 21 of the Works Councils Act and article 7:658b Dutch Civil Code applies mutatis mutandis to the Counsel.

### **ARTICLE 6: POSITION**

1. Within a period of eight weeks from the moment of the internal report, the Reporter shall be informed by the Confidential Intermediary or the Board of Directors in writing on the substantive standpoint taken in regard to the reported Suspicion of a social injustice. This will include a survey of the steps

taken as a result of the report. The position shall be formulated with due observance of the confidential nature of the (business) information to be provided and any applicable statutory stipulations, including privacy legislation.

2. In case a position cannot be taken within eight weeks, the Reporter shall be informed of this by the Board of Directors in writing. The notice will include the period of time in which the Reporter may expect to receive the position.

#### **ARTICLE 7: WHEN DOES THE WHISTLEBLOWERS' POLICY NOT APPLY**

1. These regulations do not replace the existing procedures for (individual) complaints or irregularities. Such irregularities must first be discussed according to the normal procedure; the direct supervisor, the supervisor next in line, the HR-manager or other designated persons.

#### **ARTICLE 8: LEGAL PROTECTION REPORTER**

1. The Confidential Intermediary shall keep the identity of the Reporter confidential. Should it not be possible to protect the identity of the Reporter as a result of further action which has to be taken in order to counter the Suspicion of a social injustice, the Confidential Intermediary shall first consult with the Reporter.
2. The Reporter who reports a Suspicion of a social injustice in good faith and who acts with due care shall be covered by legal protection pursuant to article 7:658 Dutch Civil Code. This entails that the Reporter's legal position shall not in any way be injured as a result of his or her report of a Suspicion of social injustice.
3. Should the investigation not be able to confirm a Suspicion of social injustice and the Reporter have acted with due care, no action shall be taken against the Reporter.
4. Should the investigation show that a report was false or made in bad faith, this may be ground for reasonable and proportionate action against the Reporter.
5. Should the Reporter be subject to disciplinary action, unfair treatment or be injured in any other way by a certain person without proper cause, this shall have consequences for this person.
6. Due care is always taken when:
  - a. the Reporter has first brought the facts in question to the attention of company itself, as referred to in article 2 of these regulations unless this cannot reasonably be expected of him/her as described in these regulations;
  - b. the Reporter reasonably assumes the facts in question to be correct, as intended in article 1 paragraph 3 under a of these regulations.

**ARTICLE 9:        PRIVACY**

1. All personal details which are processed by Topic for the purpose of these regulations shall solely be used for the purpose of these regulations. The details shall only be issued to persons who require them for these intended purposes, or in observance of the law, or a substantial public interest .
2. Should a report be declared unfounded, all details related to the report shall be destroyed without delay, unless the details must be secured as evidence in possible legal proceedings.
3. Should a report be declared well-founded, all details related to the report shall be deleted within two months after the end of the investigation, unless disciplinary measures are taken or when the details must be secured as evidence in possible legal proceedings.

**ARTICLE 10:        CONCLUDING PROVISIONS**

1. These regulations shall come into force on 18 February 2023.
2. These regulations have been approved by the Works Council.
3. Following the entry into force, the Chairman of the Works Council is appointed Confidential Intermediary for the purpose of these regulations.