

# WHISTLEBLOWER REPORTS HANDLING PROTOCOL





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## 1. INTRODUCTION

The ARYZTA AG Board has approved the ARYZTA AG Global Whistleblowing Policy at Group level which sets out ARYZTA's approach to encourage Workers and any **Third Parties** directly or indirectly affected by ARYZTA's business, to submit a report and provide them clear and easily accessible information on ARYZTA's whistleblowing system. In addition, this Whistleblower Reports Handling Protocol sets out the steps to be taken when dealing with whistleblower reports. Reports, in this context, mean messages from Workers as defined in the Whistleblowing Policy and the violations listed therein to report any legal or ethical concerns within ARYZTA Group.

This Protocol should be read in conjunction with the Group Whistleblowing Policy.

## 2. RESPONSIBILITIES

The **Group Report Steering Committee** has overall operational responsibility for the Whistleblowing Policy and to adhere to the steps set out in this Protocol. The members of the Group Report Steering Committee are responsible for receiving and processing incoming reports by (internal and external) whistleblowers and for conducting all follow-up measures, including internal investigations.

The **Audit Committee** (a sub-committee of the ARYZTA AG Board) is responsible for overseeing management's implementation of the Whistleblowing Policy and this Protocol.



### 3. ARYZTA'S REPORTING CHANNELS

**Workers of the ARYZTA Group** (which includes subsidiaries) can use several ways to submit a Report. If a Report has been submitted via one of the following reporting channels, the procedure as described herein must be observed:

- 1) Submitting a report directly to the Group General Counsel in writing, or by email, call or in person. If requested, the Group General Counsel will agree to meet the individual in person or via video or telephone call to take their concern. In this case, the Group General Counsel is the **"Initial Point of Contact"**;
- 2) Using the external Open Talk Hotline to submit a report by call or electronic message. The ARYZTA Open Talk Hotline is managed by NAVEX which is an independent service and is not part of the ARYZTA Group. The Open Talk ARYZTA Hotline can be contacted at [aryzta.ethicspoint.com](https://aryzta.ethicspoint.com) or via local, toll-free phone numbers that connect reporters to a multilingual reporting service. Certain Countries in the European Union as listed in **Annex 1** have the choice to report to a localized reporting channel or the centralized reporting channel both of which are operated via the Open Talk Hotline and managed by NAVEX. They will be given the option to:
  - a. forward the report to the Responsible Person in the **local business**; or
  - b. forward the report to the Responsible Person at the centralised **Group ARYZTA AG** level.

Reports from Workers in the other countries that are submitted via the NAVEX Open Talk Hotline will be forwarded to the Responsible Person at centralized Group ARYZTA AG level. Reports from Third Parties that are not workers of ARYZTA will always be forwarded to the Responsible Person at Group ARYZTA AG level.

In this case, the Responsible Person who receives the email or the telephone call log from NAVEX is deemed the **"Initial Point of Contact"**.

At this stage of the process, the Responsible Person is responsible for compliance with the procedure described herein and the respective legally prescribed procedure, in particular the duty of confidentiality to protect the identities. The Responsible Person is the person authorized to receive the reports logged via the NAVEX system at a local level or central Group level as appropriate.

## 4. PROCEDURE OF PROCESSING THE REPORTS

### Step one: Receiving and recording incoming reports

The **Initial Point of Contact** is responsible for taking the following steps immediately:

1. Each whistleblower report, whether oral or written, should be noted and assigned a unique reference number for tracking and control purposes.
2. The following information should be noted in writing ("**Report Log**"):
  - a) Report number;
  - b) Date of submitting the report;
  - c) Basic report information such as: Summary of the allegation, Source of report (i.e., internal, such as an employee, vs. external, such as a customer or supplier), Suspected party, group or business unit; countries to which the report and the allegations refer; whether the violation is ongoing or has already ended;
  - d) Date that it is handed to the **Group Report Steering Committee** – specifying whether it is the Local Report Steering Committee or the Group Report Steering Committee.

The Initial Point of Contact must acknowledge the receipt of the whistleblowing report to the whistleblower **within at least 7 days**.

### Step two: Steering and Assessing

Within 2 days from receipt of the report at the latest, the **Initial Point of Contact** hands the Report Log to the corresponding **Report Steering Committee**. This Committee is responsible for Steering each Report. Depending on the country from which the report was made and the whistleblower's decision, the Reports Steering Committee can be:

- (i) Group Report Steering Committee; or
- (ii) Local Report Steering Committee.

Members of this "**Group Report Steering Committee**" are:

- a) Group General Counsel; and
- b) Group Compliance Officer;

and, depending on the nature of the report and whether a potential conflict of interest arises with one or more of the functions named above (as determined by the General Counsel and Group Compliance Officer), either of the following:

- c) Group Human Resources Officer; or
- d) Group Head Procurement Officer

In cases of a conflict of interests, the Group Human Resources Officer and the Group Head Procurement Officer (in this order) will replace the conflicted member(s).

For Reports that are submitted to a local **business reporting channel**, members of this **“Local Report Steering Committee”** are:

- a) Managing Director of the local business;
- b) Financial Director of the local business;
- c) Head of HR for the local business.

The Local Report Steering Committee must keep the Group Report Committee informed on a need-to-know basis about the incoming reports, the conducted investigation and all other follow-up measures. The Local Report Steering Committee must only inform the Group Report Steering Committee about the identity of the person that has submitted the Report if allowed by local law.

The primary purpose of the Global Report Steering Committee is to examine each whistleblower report and determine whether it has:

- **Merit:** i.e., it is credible, valid and not frivolous or unsubstantiated or totally insignificant. Any report that has merit and that is not clear in itself without further fact finding must be referred for investigation.
- **Relevance** to accounting, internal accounting controls or auditing matters, in which case it will be referred to the Audit Committee for further analysis and investigation;
- **Conflict of Interest** – if there exists any conflict of interest on the Local or Group Report Steering Committee which needs to be addressed and/or raised to the Group Report Steering Committee in the extended composition.

In order to make this assessment, every report should be classified. The primary objective in classifying reports is to determine the team or advisors that will be required during the investigation phase. Reports will be classified based on two broad sets of factors:

- **Sensitivity:** those factors that, if disclosed, may cause significant harm to the company. They might include the alleged involvement of senior officers or directors, potential violations of criminal laws and asserted breaches of fiduciary duties, among others.
- **Materiality:** those factors that have the potential to significantly impact financial statements, regulatory filings, restrictive covenants or incentive compensation, etc.

*Note: The analysis of sensitivity and materiality should take thoughtful consideration of both qualitative (i.e., potential adverse impact) and quantitative (e.g., financial amount) matters.*

At this early stage, any interaction with company personnel should be confidential, restricted and without disclosing the identities involved. Only open source investigation without witness interrogations or evidence taking which included personal data is allowed at this stage.

### Step three: Appointing and mandating the investigation team

Based on the assessment of materiality and sensitivity during the analysis phase, different groups can be assigned to the investigation.

The Group General Counsel and Group Compliance Officer will issue a recommendation to the Audit Committee setting out the individuals that should be involved in the investigation phase of a whistleblower report. This would usually be as follows depending on the nature of the report involved and considering any potential conflicts of interest:

	NS/NM	NS/M	S/NM	S/M
Group General Counsel	Yes	Yes	Yes	Yes
Group Compliance Officer	Yes	Yes	Yes	Yes
Human Resources		Yes	TBD	TBD
Investor and Public Relations		Yes	TBD	TBD
Internal Audit		Yes	TBD	TBD
Group Head of Procurement		Yes	TBD	TBD
Information Technology		Yes	TBD	TBD
External Auditors		TBD	TBD	TBD

**NS**=Not Sensitive; **NM**=Not Material; **M**=Material; **S**=Sensitive

**Yes:** Recommended involvement

**TBD:** Involvement depending on audit committee recommendation

Depending on the situation, the Report Steering Committee may recommend to the Audit Committee that external advisors such as forensic accountants, specialty external legal counsel (e.g., regulatory, employment, insurance), insurance experts, credit specialists, should be engaged to assist with an investigation.



#### Step four: Conducting the investigation

The investigation should consist of all necessary procedures and actions to provide for the discovery, location and procurement of sufficient facts to reach accurate conclusions.

- Throughout this phase, the investigation team will need to determine who should receive sensitive information as it becomes available. The whistleblower will want to know what happened to the report. The individuals implicated will need information to defend themselves.
- In any investigation of a material whistleblower report related to financial reporting, the external advisors will need to be involved and require information; however, they **cannot** be part of the actual investigation team for reasons of independence.
- If an investigation is sensitive in nature and there is a potential for “leaks,” it may be necessary to involve the internal public relations team or an outside agency so that an appropriate communications plan can be implemented.
- Group General Counsel should direct the company as to who needs to receive what information, and when it should be released. No worker email IT searches in relation to any whistleblowing investigation can be conducted by the Company unless first approved by the Group General Counsel in accordance with the Group Data Protection Officer and the Group General Counsel must inform the Chair of the Audit Committee before giving such approval.

The Report Steering Committee which has been mandated for conducting the investigation must ensure that local laws are adhered to, e.g. European and local data protection regulations or rules for involvement of local worker’s councils. If necessary, local legal advice should be obtained in writing and should be shared with the Reports Steering Committee and (on request) to the Audit Committee.

### Step five: Investigation Report and clearance letter

After completion the investigation, the results must be recorded in an investigation report and submitted to the Group General Counsel.

The **Investigation Report** includes details of the report, including, but not limited to:

- Type of violation (i.e., legal, accounting, ethical, employment)
- Description of Report
- Identification of parties/departments involved
- Internal reporting hierarchy (e.g., managers, supervisors)
- Identification of others who might have knowledge about the Report
- Whistleblower authorization for disclosure (i.e., waiver of anonymity)
- Report status (which will change as the Report moves through the handling process, e.g., Pending Action, No Action, Under Investigation, Withdrawn, Resolved, Dismissed)
- Comment sections for status updates as the Report moves through the process

Once the report has been finalized and submitted to the General Counsel, the investigation is closed.

If the internal investigation does not confirm the suspicion of a compliance violation, Workers who were suspected or affected by the report will receive a **clearance letter**, provided that they have been heard during the investigation or have otherwise become aware that an investigation had been made against them. This letter will state that a compliance violation of the Worker could not be proven and that the internal investigation against him/her has been closed.

### Step six: Corrective actions

A Corrective Action Plan is a set of anticipated procedures to be performed and actions to be followed to address and resolve the whistleblower report. This includes changes of processes, implementing guidelines or regulations, providing (additional) training and sanctioning persons if necessary. The Corrective Action Plan must be compiled by the Group Reports Steering Committee and recommended to the Audit Committee.

The Corrective Action Plan should be formally approved and adopted by the Audit Committee. Before finalizing it, the Audit Committee will normally consult with management and where appropriate external advisors to adequately consider company resource requirements and costs, as well as to address practical limitations.

The Audit Committee should monitor the implementation of the Corrective Action Plan until the matter is closed. Any material changes to the plan should be reviewed and approved by the Audit Committee. In some cases, the Corrective Action Plan will call for steps to be taken before an investigation is complete.

## ANNEX 1: LIST OF COUNTRIES

Workers in the following EU countries must be offered the choice of reporting to a local reporting channel (in addition to a group channel) in accordance with national whistleblowing law:

- Hungary
- Poland
- Romania



**Version control – for internal use**

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