



VTXRM_PO09_Whistleblower

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Related Document	VTXRM_PO06_Compliance Basic Principles VTXRM_MN04_Code of Conduct

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Objective & Scope

Integrity, alongside with compliance, laws and regulations, are the foundation of Compliance policies and are top priorities for VTXRM. They lay the foundation for the good reputation of the group and its brands, for the trust of its customers and business partners, the well-being of its employees as well as of sustainable economic success, which should not be undermined by the risk of significant financial losses from fines, seizure of profit and liability for damages, or criminal prosecution.

VTXRM trusts in all of its employees. They are expected to be guided by ethical values in their actions, particularly to behave in an honest way, to deal fairly with each other, with customers and business partners, to comply with the laws and the rules applicable in VTXRM (in particular the Code of Conduct) and to fulfil the obligations under their employment contracts. The VTXRM expects its executives to act as role models.

Violations of regulations, in particular violations of the law or the Code of Conduct will not be tolerated. Such violations will be sanctioned and, if need be, brought to the attention of the relevant authorities. Sanctions stemming from regulatory violations follow the principle of proportionality. In addition to the severity of the violation, social data, performance within the company, responsibilities within VTXRM and the additional specific circumstances of the individual case are taken into account.

In order to prevent violations, identify them as soon as possible, take corrective measures and impose sanctions, regularly scheduled training sessions on compliance with the applicable laws and internal regulations are required, in addition to a corporate culture based on integrity as well as the selection and



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development of personnel. This requires vigilance by all employees, their willingness to report potential violations if reasonable suspicion exists, and timely, objective clarification of suspicious activity reports as well as sanctions by VTXRM for violations detected.

Whistleblowers must be protected against discrimination and retaliation. Employees will be treated fairly in the investigation of violations. Until proven otherwise, they will be presumed innocent.

The VTXRM has established a compliance governance and workflow to prevent and detect any and all violations as well as to provide consulting services on compliance with laws and internal regulations.

Area of Application

This regulation applies to: VTXRM.



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Reporting Violations

VTXRM Employees should report suspicions of regulatory violations.

The reporting can be made preferably through existing channel compliance@vtxrm.com , or alternatively to local authority contact dciap@pgr.pt .

Team Leaders, Managers, Heads are obliged to report reasonable suspicions concerning Serious Regulatory Violations to the Compliance Officer. Team Leaders, Managers, Heads can also meet their obligation to report by reporting to CEO and CFO. These recipients are obliged to document and forward the reports immediately and in full to Shareholders Board.

The regulations do not affect the rights and obligations of employees to report to governmental and official authorities.



Procedural Principles and safeguards

Procedural Fairness

The principle of procedural fairness applies to all investigations. Only information acquired legally may be used for investigative purposes, including subsequent authorizations. The persons implicated in the suspected wrong doing and respondents must be treated fairly and with respect.

Presumption of innocence

Investigations must be conducted in a neutral and objective manner in accordance with the presumption of innocence. In addition to incriminating evidence, potentially exonerating evidence must also be examined.

The presumption of innocence shall not preclude any personnel measures that may be taken on the basis of a concrete suspicion.

Whistleblower Protection

Whistleblowers will be protected. Statements made by the whistleblower are handled confidentially. Their identity will not be disclosed, if so desired and legally permissible. Whistleblowers who are disadvantaged as a result of their report should contact compliance@vtxrm.com . It shall take up the case and clarify the facts in accordance with this Policy.



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Discrimination, intimidation or hostilities towards whistleblowers, as well as retaliation against whistleblowers due to their report, will not be tolerated and will be investigated and possibly sanctioned under this policy.

Anonymous reports from whistleblowers are always possible – unless expressly prohibited by applicable country-specific law. The success of the following investigation is often higher, if whistleblowers disclose their identity to allow inquiries that might be helpful. Provided they do not wish to have their identity revealed to other offices or departments of the VTXRM, this is ensured.

Whistleblowers, if not kept anonymous, will always be informed as to whether a regulatory violation has been identified.

Any statutory and official disclosure and reporting obligations shall not be affected by the aforementioned provisions.

Reasonableness

Investigations are limited in framework to the subject of the investigation. Investigations will only be conducted on the basis of reasonable suspicion. Investigative measures must observe the principle of reasonableness, i.e. they must be suitable, necessary and appropriate to satisfy the purpose of the investigation.



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Conducting Investigations

During investigations, policies and work instructions of the investigating units or the suitable body apply. Regulatory violations handled directly by the investigating units or the suitable body, must be reported to compliance@vtxrm.com, if there is suspicion before or during the investigation that a Serious Regulatory Violation could have occurred.

Applicable laws and data protection

When processing hints and carrying out investigations, all applicable laws, including relevant data protection laws shall be complied with, in addition to internal regulations.

Right to heard, informing the persons implicated

Persons implicated will be informed that they are under investigation as soon as possible, and as far possible, without jeopardizing the purpose of the investigation.

Persons implicated shall be given the opportunity, at the latest before the end of the investigation, to make a statement on the allegations. This statement will be taken into account.



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If it becomes clear at an early stage in the investigation that a regulatory violation has not occurred, the obligation to inform the person implicated and that person's right to make a statement may be disregarded, as far as this is allowed under data protection rules.

In the context of the Need-to-Know-Principle, the team leaders, managers, heads of the person implicated will only be informed during an Investigation insofar as this is necessary to clarify the facts.

Once the findings have been set down in the investigation report, to VTXRM Management (CEO and CFO) the HR Competence Area ensures that the persons implicated in having committed a regulatory violation is properly informed of the facts.

Persons implicated, for whom the findings of the investigation report have not revealed any regulatory violation, are informed about this by the Compliance Officer.

Right to counsel

Persons implicated have the right to be advised by a legal counsel at any time during the investigation, and to be accompanied in interviews. This does not affect the right of the VTXRM to set a timeline for the investigation. In principle, the person implicated bears the costs of his/her legal counsel.



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Confidentiality and secrecy

The employees responsible for handling the hints and the investigations must, in principle, treat the information obtained as confidential and may not disclose it to other parties. This applies in particular to personal data. They may only inform other persons on a strictly need-to-know basis, or if it is expressly provided for in this policy.

Principle of legality

There is no discretionary authority as to whether hints are processed and investigations carried out and whether sanctions are imposed in the event of a finding of a regulatory violation.

Rehabilitation

If the result of the investigation concludes that no regulatory violation has occurred, the person implicated may be supported – if so desired – by the Compliance Officer in charge or another department chosen by him to clarify this in an appropriate manner in the person's working environment, to avoid any reputational damage. The person implicated may especially decide in such cases whether his/her supervisor should be informed, insofar as they have not yet been informed. At the request of the person implicated, the managerial authority may clarify that the person implicated was wrongly accused.



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Obligations of Cooperation

All employees are obliged to fully support investigations pursuant to this VTXRM Policy. This includes in particular making documents and data available in their entirety and providing comprehensive and truthful information.

The impairing or hindering of investigations, in particular influencing witnesses and suppressing or manipulating documents, is not permitted and will also be investigated as a regulatory violation and sanctioned, if applicable.

Responsibilities

VTXRM's Compliance Responsibility

Every employee of VTXRM, to whom a whistleblower entrusts his or her hint is obliged to report the hint immediately to compliance@vtxrm.com. The hints received by the Compliance Officer have to be passed on to the VTXRM Management. If the information is relevant for the Shareholder Board it has to be forwarded to for further processing.



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Information Concerning Certain Employees

Any hints that raise suspicions against the management of the VTXRM and that are not querulous, clearly inaccurate or lacking in substance, must be submitted without delay by the Compliance Officer to VTXRM Management who shall decide on further actions.

Any hints that are not manifestly inaccurate, or insubstantial and raise suspicions against members of the VTXRM Management or VTXRM Directors shall immediately be reported by the Compliance Officer to the Shareholders Board who shall decide on further actions.

Any hints which raise suspicions against the Compliance Officer must immediately be submitted to the VTXRM Management (CEO; CFO) as well as the chairman of the Shareholders Board. They have to decide on further actions.

Investigation process

Receipt, recordings and pre/check

Compliance Officer receives all hints for violations via the entry channel.



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After receiving and recording of the hints, a pre-check regarding substantiation is conducted by the Compliance area. If needed other parties are involved; e.g.; HR area, Lawyer and the Team Leader/ Head / Management. If any indication shows a possible serious regulatory violation forwards the hint for plausibility check and categorization to the Shareholders Board.

As well receipt, recording as pre-check have to be documented.

Plausibility check

In preparation for categorization, the Compliance Officer reviews the hints for substantiated information. This comprises the preliminary investigation of the regulatory violation described in the hint.

Categorization

After checking for plausibility, the Compliance Officer allocates hints to one of the following categories:

- Unsubstantiated/unfounded (also includes obviously incorrect and insubstantial hints)
- Suspicion of other regulatory violations



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- Suspicion of serious regulatory violations

Suspicion of Other Regulatory Violations respectively Serious Regulatory Violations exists, if there are sufficient actual indications of Other Regulatory Violations respectively Serious Regulatory Violations.

Investigation of regulatory violations

Investigations are only permissible on the basis of an investigation mandate.

This policy does not limit the independence of Internal Audit in respect of their direct reporting rights to the Shareholders Board and the investigations to be carried out to this effect.

If the investigation report (also) confirms that other regulatory violations have occurred, these other regulatory violations shall be processed in line with this policy.



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Remedy of Unlawful conditions

If the Shareholders Board become aware of continuing unlawful conditions, they shall, while observing the procedural principles and safeguards, immediately inform a body responsible to remedy the respective violations, regardless of the categorization.

Questions

Furthermore, our local Compliance Officer/responsible function can also be addressed in all matters of the Whistleblower System via compliance@vtxrm.com.



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Version History

Version	Date	Change
V1.0	2019/12/06	Establishing Whistleblower Policy following Shareholders Board guidelines.
V2.0	2021/09/21	General Review. Added the Plausibility check and the areas involved in the pre check.
V3.0	2022/11/25	Added local contact to address a suspicious, compliance officer support questions.