

NMC Whistleblower Policy

1 Introduction and Scope

1.1 Why Do We Need a Whistleblower Policy?

At NMC International SA ("NMC" or the "Company", including its subsidiaries and affiliates), we believe that the true measure of success is not just the results we achieve, but how we achieve them. Our Values and Guidelines are the foundation of our action. Our [NMC Code of Business Ethics](#) defines the guiding framework on how the NMC Group conducts business and operates.

For us, there should be no gap between what we say and what we do.

We encourage everybody to speak up when you know or suspect that there has been a breach of applicable laws or regulations, NMC's Code of Business Ethics or other Company policies, or where there has been a significant ethical lapse.

It may seem easier to keep silent or look the other way, but by speaking up, you could provide the Company with otherwise hidden information about illegal or unethical behaviour that may introduce severe risks to our Company. Reporting does not necessarily have to involve wrongdoing around a specific bad actor but can entail reporting about a practice or procedure that you feel is inappropriate. And as responsible employees, managers and owners, we should all take steps to protect the Company from these risks.

In order to enable our colleagues and others to report their concerns through a safe and reliable means, NMC has implemented this policy, which outlines detailed procedures regarding the Company's receipt, retention, and treatment of whistleblower reports. Subject to applicable laws, colleagues and others can submit whistleblower reports confidentially (meaning that the identities disclosed and the reports received will only be known by a limited number of people – these who have a need to know for the investigation or remedial actions or under applicable laws). Individuals who make reports in good faith will be free from any retaliation or victimization for making the report.

1.2 Who Is Covered?

This policy applies to any person who uses the whistleblower channels described in this policy in good faith and reports on breaches in a work-related context. This includes, a.o.

- persons having the status of employees or self-employed status;

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- shareholders and persons belonging to the administrative, management or supervisory bodies, including non-executive members, as well as volunteers and paid or unpaid trainees;
- any persons working under the supervision and direction of contractors, subcontractors and suppliers.

1.3 What Is Covered?

Are covered by this policy, all reports in relation to breaches or suspected breaches of:

- compliance with laws, rules and regulations in general, and in particular
- antitrust and competitions laws,
- anti-corruption and anti-bribery rules,
- data privacy and rules of confidentiality,
- intellectual property,
- non-discrimination, equal treatment, human rights,
- non-retaliation,
- export control and economic sanctions,
- responsible use of company money or property,
- health and safety policies,
- environmental policies and laws,
- IT and information security measures, and
- the NMC Code of Business Ethics and other Company policies.

2 How Can Reports Be Made?

The easiest way to report under this policy is through the email address compliance@nmc.eu to our Compliance Officer. This is a secure way of reporting. You can file your report in your language and you do not need any approvals or authorisations to report alleged misconduct.

Besides, you can also report concerns directly to your line manager (if you feel comfortable doing so).

Nothing in this policy in any way prohibits or is intended to restrict or impede colleagues from exercising protected rights or otherwise disclosing information to law enforcement agencies, regulatory, or administrative agencies as permitted or required by law.

3 Confidentiality

As a general rule, the Company will maintain the confidentiality of whistleblowers or other individuals who provide information in the course of an investigation. Disclosure will be made only in exceptional circumstances, for instance in order to facilitate the investigation, take remedial action, or comply with applicable laws or regulations, and as far as possible with the prior approval of the whistleblowers.

4 No Retaliation

NMC prohibits and will not tolerate any threatened or actual retaliation against any persons, or their legitimate representatives, who, in good faith, (i) raise concerns, (ii) formally or informally report to NMC, (iii) assist another colleague to report to NMC, or (iv) participate in an investigation or legally protected litigation regarding a report made under this policy.

Prohibited retaliation or victimization includes, but is not limited to, any form of adverse employment action, demotion, suspension, discipline, threats, intimidation or harassment.

Retaliation is reportable under this policy itself, which will result in disciplinary action, up to and including termination of employment. If you have been subject to any conduct that you believe constitutes retaliation, please immediately report the alleged retaliation following the guidance of this policy.

This policy does not excuse colleagues from the consequences of their own misconduct. For example, a colleague who makes a whistleblower report could still face disciplinary action for unrelated misconduct. Similarly, a colleague who self-reports misconduct can still be disciplined for the misconduct she or he has engaged in.

In addition, a party who knowingly and intentionally files a false report or provides false or deliberately misleading information in connection with an investigation of a report may face disciplinary action, up to and including termination of employment or other legal proceedings.

Similarly, any NMC colleagues who discourages or prevents another either from making such a report or seeking the help or assistance she or he needs to make such a report could be subject to disciplinary action.

5 How Do We Treat Whistleblower Reports?

All reports made under this policy will be taken seriously and will be promptly and thoroughly investigated by the Compliance Officer, or by other teams or persons under their supervision. All line managers receiving a report covered under this policy should escalate the report to the Compliance Officer.

The receipt of a report will be confirmed within 7 days to the whistleblower.

The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the results of the investigation. If misconduct has been confirmed through an investigation, the Company will take prompt and appropriate remedial action proportionate to the seriousness of the misconduct, in accordance with its established procedures and practices. Such remedial action may include disciplinary action against the accused party, up to and including termination of employment. Reasonable and necessary steps will also be taken to prevent any further occurrence of misconduct.

All colleagues are expected to cooperate fully and honestly with any internal investigation. Any colleague who fails to cooperate (e.g. by not providing complete and truthful information or intentionally provides misleading information) will be subject to disciplinary action.

When possible and when determined appropriate, notice of the status of the investigation may be provided to the whistleblower. Given the sensitive nature of many investigations arising from whistleblower reports and certain limitations under applicable laws, we do not commit to providing whistleblowers with any update or the outcome of an investigation. Specific information will be provided on a case-by-case basis.

To the extent allowed or required by applicable laws, information reported may be communicated to public bodies or authorities competent for the prosecution of crimes or be included in external corporate reporting. In doing so, the Company will strive to maintain the confidentiality of the identity of the whistleblower.

The Compliance Officer will make periodic report to the Audit Committee on whistleblower reports received, who will evaluate the effectiveness of the complaints procedure.

6 Legal Compliance

This Policy seeks to establish global guidelines and provide the basis for developing local standards in consideration of applicable local laws, worker council and union agreements, and cultural norms. If any part of this Policy conflicts with applicable local laws (such as applicable data protection, labour and criminal laws), such applicable local laws must be followed.

In circumstances when there is a question as to whether this Policy can be followed, or whether there is a conflict between applicable local laws and this Policy, colleagues must seek guidance from the Compliance Officer before taking action.

7 Data Privacy

By making your report through compliance@nmc.eu, you acknowledge and agree that NMC, and possibly third party support, may process, store and otherwise use the reported information as they deem appropriate to investigate and take appropriate action in response to your report, in accordance with applicable laws relating to data protection and whistleblower protection.

To the extent it is required that additional information be provided to individuals affected by a particular whistleblowing procedure under applicable laws, the Company will comply with such requirements. However, in doing so, the Company may defer the provision of specific information to certain individuals in accordance with applicable laws. The Company will also strive to maintain confidentiality of the whistleblower to the extent applicable laws permit.

8 Administration of the Policy

The CFO is responsible for the administration of this Policy. Any amendment of the Policy shall happen in consultation with the Audit Committee.

This Policy shall enter into force the day following its publication on NMC's website.