



Internal Whistleblowing Policy

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Internal Whistleblowing Policy

1. Introduction

The Organization's Internal Whistleblowing Policy establishes the rules governing the entire whistleblowing process and subsequent actions, helping the Organization to:

1. Respond to all whistleblowers;
2. Strengthen internal organizational ethics and trust among employees, shareholders, and stakeholders;
3. Promote respect for whistleblowers, encouraging whistleblowing to be seen as a valid and beneficial tool;
4. Demonstrate commitment to the Vangest Code of Conduct, its internal policies, regulations, and legal compliance.

An effective whistleblowing process is vital to:

5. Protect the integrity of the Organization;
6. Fulfill legal obligations;
7. Avoid financial losses and regulatory sanctions;
8. Safeguard the Organization's reputation.

The Internal Whistleblowing Policy helps ensure that the Organization can take appropriate action in cases of criminal conduct (or suspected conduct), unethical behavior, or other misconduct within the Organization.

This Internal Whistleblowing Policy outlines the principles, risk objectives, and controls associated with whistleblowing processes, as well as the roles and responsibilities of those involved.

1.1 Purpose

In accordance with the values of the Code of Conduct, the Organization seeks to encourage and protect whistleblowers who come forward and report concerns in good faith, with a serious foundation in the accuracy of the information provided:

- a) Encourage a culture in which whistleblowers can raise good-faith concerns about suspected or actual criminal conduct, unethical behavior, or other misconduct without fear of adverse consequences;

b) Increase the likelihood of alerting management to concerns so they can be addressed, helping to ensure a better and safer business environment, and preventing violations of laws, the Code of Conduct, Policies, and internal Regulations of the Organization, which could lead to a deterioration of the Organization's integrity, financial loss, regulatory sanctions, and/or reputational damage.

The Internal Whistleblowing Policy aims to:

1. Encourage employees, interns, and third parties with whom Vangest has a business relationship (such as clients and suppliers), collectively referred to as whistleblowers in this Policy, to report in good faith any suspicion of or actual criminal conduct, unethical behavior, or other misconduct by the Organization or its employees, provided that there is a serious foundation in the accuracy of the content of the whistleblowing;
2. Encourage those who may fall under the scope of a whistleblower to initially report concerns through existing channels (e.g., their line manager or via the email report@Vangest.pt). However, if whistleblowers feel unable or uncomfortable raising concerns through the existing channels, they are encouraged to report the concern in good faith via the Internal Whistleblowing Channel;
3. Protect whistleblowers who report concerns in good faith from suffering any adverse consequences;
4. Ensure that reported concerns are thoroughly and promptly investigated, with appropriate expertise and resources for the investigation;
5. Guarantee the anonymity or confidentiality of the whistleblower's identity and the reported concerns; and
6. Prevent and sanction retaliation against whistleblowers.

1.2 Scope

This Policy applies to employees, interns, and third parties (including clients and suppliers) with whom the Organization has a contractual relationship.

Whistleblowers who report in good faith and with a serious foundation in the accuracy of the content of the whistleblowing any suspicion of or actual criminal conduct, unethical behavior, or other misconduct, including corruption or related offenses, public procurement, product safety and compliance, environmental protection, privacy and data protection, network and information system security, by the Organization or any of its employees, are eligible for protection under this Internal Whistleblowing Policy.

It should be noted that while the Organization takes all reasonable measures to support a whistleblower throughout the process described in this Policy, the level of support may differ between employees and third parties. However, any whistleblower who reports in good faith and with a serious foundation in the accuracy of the information and who adheres to the established whistleblowing channels is entitled to legal protection under Law No. 93/2021, of December 20.

Compliance with the Whistleblowing Policy applies to all companies within Vangest and their employees.

The Whistleblowing Policy applies to concerns related to suspected or actual criminal conduct, unethical behavior, or other misconduct, including (suspected) violations of (EU) law by or within the Organization, including but not limited to:

- Corruption and related offenses;
- Fraud;
- Public procurement;
- Product safety and compliance;
- Environmental protection;
- Radiation protection and nuclear safety;
- Consumer protection;
- Privacy and data protection and network and information system security;
- Distortion of competition;
- Organized crime and economic-financial crime;
- Acts or omissions contrary to internal market rules;
- Harassment, whether moral or physical;
- Discrimination;
- Violations of internal Policies and Codes.

The Whistleblowing Policy does not apply to:

- Complaints (not defined as whistleblowing under this Policy) for which specific procedures have been established by Vangest, such as complaints related to IT, certain types of labor law issues (e.g., disagreements over evaluations), or customer complaints. To assess whether these complaints fall within the scope of the Internal Whistleblowing Policy, they will be evaluated on a case-by-case basis. If they do not fall under the scope of the Internal Whistleblowing Policy, these complaints will be redirected to the appropriate channel for resolution.
- External complaints (not defined as whistleblowing under this Policy) from the Organization's clients, shareholders, or third parties.

1.3 Local Regulations

In jurisdictions where (local) laws or regulations impose stricter rules than those established in the Whistleblowing Policy, the stricter legal provisions shall prevail.

1.4 Controls

The Whistleblowing Policy must be implemented and incorporated by all companies within the Organization, as defined in the “Scope” section of this policy.

In accordance with the binding principles outlined in the Vangest Anti-Corruption Policy, the objectives of the Whistleblowing Policy translate into critical and high risks inherent to the Organization’s global perspective, as described in the “Risk Assessment and Control Objectives” chapter.

Based on the description of inherent risk, a control objective outlines what must be achieved to mitigate the risk. Local controls describe mitigating measures to meet the control objectives.

These local controls must be implemented and require testing. In line with Vangest’s structural principles, local controls will be part of the local Risk Management records. These risks and controls are outlined in the PPR, Vangest’s Corruption and Related Offenses Risk Prevention Plan, and will be subject to first-line control by the Compliance Officer, including the collection and analysis of Key Performance Indicators (KPIs) and regular audits.

1.5 Definition of Terms Used

The definitions of the terminology highlighted in blue are described in Appendix A.

2. Principles

Vangest encourages anyone to report in good faith any suspected or actual criminal conduct, unethical behavior, or other misconduct perpetrated by the Organization or any of its employees.

Under the Internal Whistleblowing Policy, all companies within the Organization and their employees must adhere to the following principles:

1. Vangest values open communication among all individuals and strives to maintain an open dialogue. If any employee identifies criminal conduct, whether suspected or actual, unethical behavior, or other misconduct perpetrated by the Organization or any of its employees that could lead to or result in a violation of the Vangest Code of Conduct, any Vangest policy, and/or any applicable law or regulation, they are encouraged to raise their concern through existing channels (such as their direct supervisor or via the email report@vangest.com) and not to withhold or ignore it. However, if an individual feels unable or uncomfortable raising concerns through existing channels, the whistleblowing channel provides an additional secure means to report concerns.

2. Anyone has anonymous and easy access to report concerns in good faith through the internal Whistleblowing Channel. There are no repercussions for reporting a concern in good faith, even if it is later found to be unfounded, as long as the whistleblower had a serious basis to believe the content of the report was true.

3. The whistleblower’s anonymity, the confidentiality of their identity, and the details of the report are respected and protected. For exceptions to the confidentiality principle, refer to Appendix B.

4. Reports are promptly investigated, recorded, and maintained in accordance with applicable laws, regulations, policies, and procedures.

5. The data of the whistleblower and/or individuals involved in investigations are properly recorded, maintained, and destroyed in compliance with applicable laws, regulations, policies, and procedures, such as those relating to data protection and privacy restrictions.

6. Any form of retaliation is strictly prohibited. Every effort is made to protect the following individuals from retaliation:

- The whistleblower who reports a concern in good faith, with a serious basis for the truthfulness of the reported concerns;
- Any person who provides information in good faith (witnesses);
- Any person who otherwise assists in a preliminary and/or full investigation; and
- Any person assisting the whistleblower in the reporting process (such as a trusted advisor, colleagues, or relatives of the whistleblower) who also has a working relationship with Vangest.

3. Risk Assessment and Control Objectives

The risk assessment and controls related to combating corruption and related offenses are further detailed in the Organization's Corruption and Related Offenses Prevention Plan (PPR).

The following table provides an overview of the inherent high and critical risks and the corresponding control objectives specific to the internal whistleblowing process within our group.

The inherent risks associated with the whistleblowing process include the risk of weakening the Organization's integrity, financial losses, regulatory sanctions, and/or reputational damage. These risks arise from concerns about suspected or actual criminal conduct, unethical behavior, or other misconduct by employees not being reported or properly addressed. Additionally, risks include the failure to protect or respect confidentiality (or the perception of such a failure).

These risks must be mitigated through one or more of the following measures:

RISC	CONTROL OBJECTIVE
Employees are unaware of the Internal Whistleblowing Policy	Employees understand ¹ and are aware of the Whistleblowing Policy, which encourages them to report, in good faith, concerns regarding suspected or actual criminal conduct, unethical behavior, or other misconduct perpetrated by the Organization or its employees.

Employees are unaware of the existence or location of the internal whistleblowing channel	The Organization promotes training and communication initiatives to ensure that employees are informed of the existence and location of the internal whistleblowing channel.
Employees do not have anonymous and easy access to reporting mechanisms or to the internal whistleblowing channel	Anonymous and easy access is provided to each employee for reporting concerns through the internal whistleblowing channels.
Employees lack sufficient confidence in the reporting mechanisms (supervisor, report@vangest.com) to express their concerns	Actions are taken ² by Management to ensure that employees have sufficient confidence in the reporting mechanisms ³ to raise their concerns.
Persons responsible for receiving reports do not respect the confidentiality of the whistleblowing reports	Actions are also taken by Management to ensure that those responsible for receiving reports are bound by strict confidentiality and receive the necessary training to perform their duties effectively.
The Administration does not have appropriate functions and responsibilities for the protection and monitoring of reported concerns in accordance with the Code of Conduct, applicable policies, laws, and regulations.	Clear functions and responsibilities are assigned for the monitoring and investigation of reported concerns in accordance with the Code of Conduct and applicable policies, laws, and regulations.

¹ This includes the training of those responsible for receiving whistleblower reports within the Organization on how to properly handle reported concerns.

² Periodic assessments are conducted to evaluate employees' confidence in reporting their concerns (for example, through a Performance Culture survey, compliance risk culture monitoring, or a survey on the Whistleblowing Policy and/or procedures in place), and appropriate actions are taken based on the results.

³ Employees are encouraged to report their concerns through the internal whistleblowing channel, rather than preferring alternative means.

4. Functions and Responsibilities

4.1 Employees

Employees are:

- encouraged to remain vigilant, challenge questionable behaviors, and report any concerns through existing channels. If an employee feels uncomfortable reporting a concern through existing channels, they are encouraged to report a concern in good faith, with a serious basis for the truthfulness of the content of the report, under the Internal Whistleblowing Policy, using the internal reporting channel;

- encouraged to report a concern in good faith, with a serious basis for the truthfulness of the content of the report, to their immediate supervisor, reporting before using the internal reporting channel. For concerns related to Vangest management members, individuals responsible for receiving reports, or the Compliance Officer, see Appendix C;
- authorized to consult a designated reporting officer of the Organization or the internal reporting channel prior to communicating a concern;
- responsible for ensuring they have read and understood the Internal Whistleblowing Policy and the consequences of non-compliance;
- required to provide all relevant information related to the reported concern and to be available for the reporting officers of the Organization and the designated investigation team in case of an investigation;
- required to respect confidentiality when involved in an investigation;
- prohibited from attempting to ascertain the identity of any whistleblower who has chosen to report a concern anonymously.

4.2 Management

In addition to the responsibilities outlined in section 4.1, Management is also responsible for:

- the implementation, execution, and oversight of the Internal Whistleblowing Policy;
- establishing the appropriate tone at the Top Management level and ensuring that all unit/team managers do the same by clearly supporting and sponsoring the creation of an open culture to encourage employees to raise their concerns;
- defining and overseeing the processes, procedures, and systems that are in place to comply with the Internal Whistleblowing Policy;
- ensuring that training on the internal whistleblowing policy is developed for and conducted by all employees;
- appointing a qualified channel operator/manager for the proper management of reports received through the internal reporting channel;
- ensuring the publication and easy access to the internal reporting channel on the corporate website;
- requesting a full investigation if a concern is sufficiently substantiated to initiate one.

4.3 Compliance Officer

In addition to the responsibilities outlined in section 4.1, the Compliance Officer is also responsible for:

- advising Management and Top Management on the implementation and incorporation of the Internal Whistleblowing Policy;
- advising Management and Top Management on deviations from the Internal Whistleblowing Policy;
- advising any employee on the interpretation of the Internal Whistleblowing Policy;
- advising Management and Top Management on employee awareness initiatives (for example, sharing best practices, training, and communication materials); and
- conducting first-line monitoring on the incorporation and compliance with the Internal Whistleblowing Policy.

4.4 Reporting Officers (Channel Manager)

In addition to the responsibilities outlined in section 4.1, the Organization's Reporting Officers are also responsible for:

- receiving concerns and providing acknowledgment of receipt to whistleblowers;
- following up on reported concerns in a timely and appropriate manner, in accordance with applicable laws, the Code of Conduct, the Organization's policies, and regulations;
- providing the whistleblower with timely updates on the overall status of the investigation;
- determining whether the reported concern falls within the scope of the Internal Whistleblowing Policy;
- conducting a preliminary inquiry for all concerns reported that fall within the scope of the Internal Whistleblowing Policy to determine if the concern has a serious enough basis to initiate a full investigation;
- consulting the Compliance Officer in case of doubt;
- always consulting the Compliance Officer in the case that a (member of) Top Management is the subject of concern;
- advising Management on the merits of requesting a Full Investigation;
- consulting the Compliance Officer in the event of reported retaliation;
- immediately triggering the internal investigation process in the event of reported retaliation;
- determining which individuals should be Authorized Persons to access the content of the report, ensuring that these individuals are authorized only when strictly necessary for the handling and/or investigation of the reported concern;

- providing information to the Compliance Officer and other authorized individuals on a strict “need-to-know” basis;
- immediately informing the Compliance Officer in the case of a concern with a material impact, with utmost respect for the confidentiality of the report and all individuals involved in the report;
- collecting semi-annual metrics of the concerns reported through the Organization’s internal reporting channel.

5. References to other documents

[Whistleblowing Guidelines](#)

The Whistleblowing Guidelines aim to provide relevant information to potential whistleblowers regarding the entire reporting process.

[Data Processing Policy](#)

The Data Processing Policy establishes the principles that employees and third parties must follow concerning the collection, use, retention, transfer, disclosure, and destruction of personal data related to the processing of Personal Data and the free circulation of such data.

[Anti-Corruption Policy](#)

The Anti-Corruption Policy seeks to implement the principles of action and duties outlined in Vangest’s Code of Conduct regarding honesty and integrity and establishes standards of conduct aimed at preventing unlawful behaviors constituting acts of corruption and addressing potential conflicts of interest.

[FAQs / Internal Reporting Channel](#)

The Internal Reporting Channel FAQs aim to promote clarification on terms and requirements associated with the use of the Organization’s internal reporting channel.

[Manual of Methods and Procedures for Internal Investigations](#)

The Manual of Methods and Procedures for Internal Investigations aims to establish a standardized internal procedure for conducting investigations resulting from concerns communicated through the Organization’s reporting channels.

[Case Management Process](#)

The Case Management Process document aims to provide guidance to all individuals responsible for receiving reports through Vangest’s internal reporting channel on the proper handling of the platform and the care required regarding the report, its follow-up, and the personal data contained within the platform.

Appendices

Appendix A

Definition of Terms

Anonymity

The identity of the whistleblower is unknown. A whistleblower is considered anonymous when their identity is not known by any employee, including those responsible for receiving reports within the Organization and authorized personnel.

Confidentiality

Confidentiality refers to the non-disclosure of certain information, such as the identity of the whistleblower, witnesses, or the accused, the content of the concern, as well as any other details related to the concern and any investigation thereof. Information is shared only with authorized individuals and strictly on a “need to know” basis.

Concerns

A situation raised by a whistleblower regarding suspected or actual criminal conduct, unethical behavior, or other misconduct by the Organization or any of its employees that leads or may lead to a violation of the Code of Conduct; any policy or regulation of the Organization; and/or any legally binding law and regulation.

Employees/Workers

Any individual who works for or on behalf of the Organization, under a work contract or otherwise, including management and top-level executives, paid and unpaid interns, volunteers, and individuals contracted as external collaborators, including independent workers.

Internal Whistleblowing Channel

Vangest’s internal whistleblowing channel is a digital platform through which whistleblowers can report concerns either anonymously or confidentially by disclosing their identity. This internal channel is provided by an independent partner, Whistle/Navex, thereby ensuring the segregation of internal IT systems, as well as the integrity and security of the system in maintaining the anonymity and confidentiality of the whistleblower.

Investigation

The investigation consists of two phases: Preliminary Investigation and Complete Investigation. The preliminary phase is conducted by the Channel Manager and involves assessing the admissibility of the report, establishing the grounds for the claim, and referring it to the appropriate investigative team(s) to examine the content of the report.

The complete investigation will be carried out by the relevant investigative unit and/or any external party as designated by the competent unit in accordance with applicable policies and procedures. The Complete Investigation will be conducted according to the procedures outlined in the Manual of Methods and Procedures for Internal Investigations.

Good Faith

A concern is reported in good faith when it is not raised maliciously or for personal gain and when it is based on reasonable facts and/or circumstances that support the presumption that the concern is sufficiently substantiated.

Retaliation

Retaliation refers to any act or omission that, directly or indirectly, occurs in a professional context and is motivated by an internal, external, or public disclosure, causing or potentially causing unjustified harm to the whistleblower, whether patrimonial or non-patrimonial.

Such adverse actions, including threats or attempts, may occur against a whistleblower or any other employee who provides information or otherwise assists in a Preliminary and/or Complete Investigation.

Anyone who commits an act of retaliation shall indemnify the whistleblower for the damages incurred. The following acts are presumed to be motivated by a report, unless proven otherwise, if they occur within two years following the report:

- Changes in working conditions, such as duties, hours, work location, or remuneration, non-promotion of the worker, or failure to comply with work obligations;
- Suspension of the employment contract;
- Negative performance evaluation or negative reference for employment purposes;
- Failure to convert a fixed-term employment contract into a permanent contract when the employee had legitimate expectations for such conversion;
- Non-renewal of a fixed-term employment contract;
- Dismissal;
- Inclusion on a list, based on sector-wide agreements, which may lead to the whistleblower's inability to find future employment in the relevant sector or industry;
- Termination of a supply or service contract; and
- Revocation of an act or termination of an administrative contract, as defined in accordance with the Code of Administrative Procedure.

Top Management

Individuals appointed who are, individually or collectively, responsible for decision-making, overall operation, and administration of legal entities, business lines, departments, management bodies, or similar.

Authorized Persons

These are individuals strictly necessary for following up and/or investigating the whistleblower's concern. The Channel Operator determines who is or becomes an Authorized Person. Authorized individuals include:

- Whistleblowing Channel Operator (systematic);
- Two investigators from the Human Resources Department.

Management may be included in the circle of Authorized Persons, but this situation must be determined by the internal whistleblowing channel operator on a case-by-case basis, taking into account potential conflicts of interest and confidentiality.

Third Parties

Any entity or person providing services or acting on behalf of Vangest under a contractual agreement, including clients and suppliers.

Whistleblower(s)

Any employee is eligible for protection as a whistleblower under this Whistleblowing Policy when reporting a concern in the context of their work-related activities in good faith. These individuals include employees, former employees, and candidates.

Undesirable Behaviors

Behaviors such as discrimination, sexual harassment, physical harassment, assault, violence, bullying, and invasion of a person's personal privacy.

Channel Operator/Manager

An employee appointed to manage the admission and follow-up of reports submitted through the internal whistleblowing channel.

Appendix B

Exceptions to the Principle of Confidentiality

Regardless of the adherence to the principle of confidentiality, any individual retains the right to disclose relevant information to the competent authorities. However, the rules of precedence between reporting channels dictate that the whistleblower may only resort to external reporting channels when:

- There is no internal reporting channel available;
- The internal reporting channel allows for reports only from employees, and the whistleblower is not one;
- There are reasonable grounds to believe that the violation cannot be effectively known or resolved internally, or that there is a risk of retaliation;
- A whistleblower has initially submitted an internal report without being informed of the measures planned or taken following the report within the legally prescribed timeframes; or
- The violation constitutes a crime or administrative offense punishable by a fine exceeding €50,000.

A whistleblower who submits an external report without adhering to the rules of precedence between reporting channels shall not benefit from the protection conferred by law unless, at the time of submission, they were unaware, without fault, of such rules.

Exceptions to the Principle of Confidentiality:

1. Identity

As a matter of principle, the identity of a whistleblower who has not reported anonymously is known only to the Organization's Channel Operator/Manager who receives the reported concern and the members of the designated investigation team following up on the matter. The identity will not be disclosed to anyone else unless:

- It is strictly necessary for one or more authorized individuals to know, and prior consent has been obtained from the whistleblower; and/or
- The Organization is legally obliged to disclose the identity of a whistleblower.

2. Concern

An exception to the principle of confidentiality is observed in the event that Vangest is legally obligated by applicable law or regulation to disclose information relating to a report to an external party that is legitimately authorized, for example, to respond to court orders, requests for information from public authorities, law enforcement agencies, among others.

3. When the Organization Decides to Report

An exception to the principle of confidentiality is also observed when the Organization determines that the content of the report or the results of subsequent procedures justify disclosing information to the relevant competent authorities. If the Organization decides to disclose information to the competent authorities, the confidentiality of the whistleblower's identity will be respected, unless the Organization is legally required to reveal the identity of a whistleblower.

Appendix C

Reports Related to Members of Management, Responsible for Receiving Internal Reports, Channel Operator/Manager, or Head of Compliance

Concerns Related to Management or Top Management

In the event that the concern relates to a member of Management or Top Management of Vangest, the whistleblower should report the concern directly through the Organization's internal reporting channel, ensuring thorough follow-up on the matter. Following a preliminary investigation, and upon verifying the serious grounds of the allegations, the Channel Operator/Manager shall refer the report to the Head of Compliance, who must externalize the report for external investigation.

Concerns Related to the Responsible Individual for Receiving Reports or the Head of Compliance

In the event that the concern pertains to the Head of Compliance, the whistleblower must communicate the concern through the internal reporting channel. The Channel Operator/Manager should refer the matter for a complete investigation by the investigators of the Vangest investigation team and, where justified, by external investigators.

In the case where the concern is related to any individual responsible for receiving reports, the whistleblower should communicate the concern directly to the Head of Compliance, who shall promote a complete investigation of the report.



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