
KIADIS PHARMA N.V.

WHISTLEBLOWER PROCEDURE

16 December 2019

1. INTRODUCTION

- 1.1 Central to Kiadis' core values and critical to our success as an organisation is our commitment to doing the right thing and being open and honest in all we do. An important aspect of living up to these core values is ensuring that Employees (and other company stakeholders) have access to a confidential, secure and, if they wish, anonymous mechanism to report concerns they may have about possible breaches of Kiadis' compliance standards, be that a failure to follow the laws and regulations applicable to Kiadis' business or the rules set out in Kiadis' Compliance Policies. While Kiadis is committed to ensuring the highest standards of business conduct there may, however, be situations in which people do not live up to Kiadis' compliance standards. This Procedure describes what Employees should do if they suspect or observe such behaviour.
- 1.2 At Kiadis we Speak Up! Kiadis believes it is important to cultivate an open, transparent culture among our Employees, allowing everyone to express, in good faith, any concern. We have a dedicated 24/7 helpline and an online platform where everyone can express concerns, report Breaches and ask questions. Everyone should be able to raise concerns without fear of retaliation, knowing that their concern will be treated confidentially, seriously, fairly and promptly.
- 1.3 The best way to deal with a problem is that the Employee first talks to his/her manager, local Human Resources representative or the Legal and Compliance department. Employees can also contact the Kiadis Speak Up Line. Calls to the helpline are toll free and available 24 hours a day in all local languages. Telephone numbers for the helpline and online reporting functionalities are listed on Kiadis' intranet <https://kiadis.sharepoint.com/eu2.cas.ms/sites/KiadisHome> and on <https://app.convercent.com/en-us/LandingPage>.
- 1.4 The Kiadis Speak Up Line serves as a whistleblowing line and is managed by an independent company, so Employees can be assured of objective treatment. Only the Reporting Official and persons specifically authorized by the Reporting Official have access to files, information and communications in the Kiadis Speak Up Line.
- 1.5 The Kiadis Speak Up Line complies with all local data privacy laws and reports can be made anonymously (if allowed by local law).
- 1.6 Kiadis management realizes that it takes courage to report concerns. Employees can be assured all calls and reports are treated confidentially, impartially and with utmost seriousness and in every case without risk of retaliation.
- 1.7 This Procedure was initially adopted by the Management Board on 15 June 2015 and further amended on 16 December 2019. The amended Procedure is effective as per 16 December 2019.

2. DEFINITIONS

Breach means a violation or reasonably grounded suspicion of a violation of any laws and regulations applicable to Kiadis' business or the rules set out in Kiadis' Compliance Policies by any Employee, contractor, vendor or other partner operating on behalf of Kiadis or commissioned by Kiadis. Breaches are not limited to fraud, theft, corruption, discrimination or harassment, but can regard any other ethical or behavioural complaint as well

Clause means a clause of the Procedure

Compliance Policies means the Kiadis Code of Conduct and underlying and related policies

Employee means any person employed by, or in any other relationship of authority to, the Kiadis Group, irrespective of the length of the employment, including temporary employment agency workers, free lancers, and members of the Management Board and the Supervisory Board

Kiadis means Kiadis Pharma N.V., a Dutch public limited liability company (*naamloze vennootschap*), with corporate seat in Amsterdam

Kiadis Group means Kiadis or any company that is affiliated with Kiadis in a group as referred to in section 2:24b Dutch Civil Code (*Burgerlijk Wetboek*)

Kiadis Speak Up Line means the online and telephonic helpline for reporting Breaches explained and accessible via <https://app.convercent.com/en-us/LandingPage>

Management Board means the management board of Kiadis

Procedure means this Whistleblower Procedure including any subsequent and future amendment hereof

Reporting Official means the official as referred to in Clause 3

Supervisory Board means the supervisory board of Kiadis

3. REPORTING OFFICIAL

- 3.1 The chairman of the Supervisory Board shall appoint a Reporting Official and may replace him/her at any time.
- 3.2 The position of Reporting Official is currently held by Margot Hoppe (General Counsel and Corporate Secretary) at Kiadis' headquarters in Amsterdam, telephone number + 31 20 240 52 52 and e-mail m.hoppe@kiadis.com. Further details are available via: <https://app.convercent.com/en-us/LandingPage>.
- 3.3 The Reporting Official may in his/her sole discretion carry out any investigation which he/she considers to be necessary or desirable to carry out his/her duties

properly. The Kiadis Group shall cooperate in the investigation carried out by the Reporting Official.

- 3.4 The Reporting Official may in his/her sole discretion consult and instruct external experts and advisors, including any external legal advisors and external auditors of the Kiadis Group, as he/she deems necessary to carry out his/her duties properly.

4. **PROCEDURE**

- 4.1 Employees may report a Breach with the Reporting Official, without risk of retaliation.

- 4.2 Any reporting pursuant to Clause 4.1 shall be submitted to the Reporting Official in writing (including but not limited to reporting via email and/or the Kiadis Speak Up Line).

- 4.3 The Reporting Official shall send a confirmation of receipt to the Employee who reported the Breach, within five (5) business days of receipt of the report.

- 4.4 The Reporting Official shall start an investigation, in accordance with Clause 5, after the confirmation pursuant to Clause 4.3 has been sent to the Employee.

5. **INVESTIGATION**

- 5.1 The Reporting Official will arrange for the Breach to be investigated or for it to be redirected to the appropriate grievance channels. The investigation will be conducted in a manner that is fair and responsible with respect to all parties involved. The Reporting Official has oversight responsibility for ensuring that the Breach is investigated in an independent, impartial and unbiased manner, focusing on factfinding with due observance of this Procedure, Compliance Policies, national and international legislation and any applicable regulations. Each Employee involved in an investigation is expected to cooperate with the assigned investigator(s). If an Employee withholds relevant information, this constitutes a breach of duty between the respective Employee and Kiadis.

- 5.2 Within a maximum period of two (2) months after the confirmation pursuant to Clause 4.3, the Reporting Officer will inform the Employee having reported the Breach of the outcome of the investigation. If a Breach has been reported via the Kiadis Speak Up Line, the reporting Employee can contact the Kiadis Speak Up Line two (2) months after the confirmation date, using the ID number provided by the system. If an investigation is commenced and not completed within two (2) months, the reporting Employee will be informed of the expected date of completion.

- 5.3 If the reporting Employee is not satisfied with the manner in which the investigation of the Breach is handled, or if such reporting Employee has reasonable grounds to fear that the investigation of the Breach will lead to repercussions, the Employee can inform the chairman of the Supervisory Board

(contact details available on the landing page of the Kiadis Speak Up Line) who will then deal with the matter.

6. **CONFIDENTIALITY**

- 6.1 Information relating to a Breach, including an Employee's identity or the identity of other persons involved in an inquiry or investigation, shall only be disclosed to those functions within the Kiadis Group (i.e. the investigator(s), the Reporting Official and members of the Legal Department) or outside Kiadis (e.g. forensic auditors and legal counsel) who require this information in order to ensure compliance with this Procedure and legal or regulatory obligations, or as input for subsequent judicial proceedings. Employees who participate in an investigation must keep the matter confidential.

7. **NO REPRISALS**

- 7.1 Kiadis shall not dismiss, demote, suspend, threaten, harass or in any manner retaliate against an Employee on account of his/her having reported a Breach in good faith, having disclosed information relating to a Breach as part of an investigation, or having participated in some other way in an investigation relating to a reported Breach. Reprisals are considered a serious violation of this Procedure and appropriate action will be taken to prevent further damage to the Employee in question and to discipline those responsible for the reprisals.
- 7.2 An Employee's right to protection from retaliation does not give him/her immunity in respect of any complicity in the matters that are the subject of the reported Breach or an ensuing investigation or judicial proceedings. Any abuse of this Procedure, such as the submission of a complaint which is later proven to have been made maliciously or which was known to be false, will result in disciplinary or legal action (including potential termination of employment) being taken against the Employee who has abused this Procedure.

8. **REPORTS ON MANAGEMENT BOARD AND THE REPORTING OFFICIAL**

Reports of Breaches concerning the Management Board and/or the Reporting Official shall be reported to the chairman of the Supervisory Board. Rights and obligations of the Reporting Official stated in this Procedure shall apply mutatis mutandis to the chairman of the Supervisory Board acting in the capacity of Reporting Official for this purpose.

9. **MISCELLANEOUS**

- 9.1 A copy of this Procedure is published on the website of Kiadis and shall enter into force upon such publication, unless stated otherwise in the publication.
- 9.2 This Procedure may be amended by the Management Board.
- 9.3 This Procedure is governed by the laws of The Netherlands.