

Speak up reporting *Procedure*



bam

Royal BAM Group nv



Speak up reporting

Procedure

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1. Objective

BAM is committed to conducting business responsibly, ethically and in compliance with the law, Code of Conduct and BAM policies. BAM aims to do things right and is determined to address any potential deviation from our commitment to do things right.

BAM promotes an open culture, which fosters trust and honest communication. BAM strives to create an inclusive environment where everyone feels encouraged and safe to speak up and raise their concerns. BAM refers to a concern about actual or suspected violation of (national or international) law (including a breach of European Union Law), our Code of Conduct or policy as a 'Suspicion of Misconduct'.

The objective of this procedure is to clarify when Suspicion of Misconduct should be reported, how to report a Suspicion of Misconduct and how Reports will be handled.

2. Scope

This procedure applies to all companies, employees and any other representatives of BAM Group.

The reporting channels of BAM as described in this procedure are available to any Individual who has a concern in relation to a Suspicion of Misconduct in their work-related context, including:

- Employees, including contract and temporary workers;
- Non-Employees, acting for or on behalf of BAM (e.g. consultants, (sub)contractors, agents and others).

Any concerns relating to general grievances in the field of human resources, including work performance related issues, should be shared with the Line Manager and the HR Function. By approaching the HR Function directly, a person expedites the handling of a concern.

All definitions that are used in this policy correspond with the definitions as included in the BAM Glossary on BAM Connect and in the appendix of this procedure.

3. Procedure

3.1 Introduction

Any Individual who has a Suspicion of Misconduct is encouraged to speak up and raise their concerns, using one of the reporting channels as described in this procedure. This will enable BAM to conduct business responsibly. BAM has established proper channels through which anyone can make Reports without fear of retaliation.

3.2 What to report and when

A Suspicion of Misconduct can relate to matters such as:

- A possible criminal offence or breach of law (national or international, including infringements of European Union law);
- Fraudulent or unethical behaviour;
- Behaviours which are not in line with the BAM Values;
- A (potential) breach of the Code of Conduct or other policies of BAM;
- An act or omission in which the public interest is at stake (e.g. a violation of a statutory provision);
- A danger to public health, to the safety of individuals, or to the environment;

- A risk to the proper functioning of good public service or an undertaking as a result of an improper act or omission, other than an infringement of European Union law.

BAM encourages the reporting of all Suspicions of Misconduct by means of this procedure, even if such a suspicion is not mentioned above but is related to the principles of a Suspicion of Misconduct.

Anyone who has a Suspicion of Misconduct are encouraged to report this as soon as possible after becoming aware of it. Reporting a Suspicion of Misconduct must be done in good faith, however, an Individual does not need to be certain that the Suspicion of Misconduct has occurred in order to report this. BAM will not tolerate retaliation against anyone who reports sincere concerns in good faith about a Suspicion of Misconduct, even if the concerns prove to be unfounded.

3.3 How to report

3.3.1 How Employees can report

BAM encourages an open culture. It is important that Individuals openly report a Suspicion of Misconduct in order to be able to assess, investigate and gather additional information, if necessary, by the Divisional Compliance Officer. Reports can be made in writing, by telephone or, verbally

Reporting can be done via the following reporting channels:

1. The Individual's **Line Manager**. In case of a Suspicion of Misconduct, the line manager is required to report it to the Divisional Compliance Officer;
2. The Divisional **Compliance Officer**. Contact details of Compliance officers can be found on BAM Connect or an e-mail can be sent to doingthingsright@bam.com;
3. The external **SpeakUp Service** via www.speakupfeedback.eu/web/bam. Available 24 hours a day, seven days a week. A Report can be submitted anonymously.

BAM encourages Individuals (the 'Reporting Person') to first speak up and report to their Line Manager, or otherwise to the Divisional Compliance Officer. However, if reporting through those channels is for whatever reason not possible or does not feel comfortable, BAM encourages concerns to be shared through the Speak Up Service.

If a Reporting Person is concerned about retaliation, they can contact the Group Compliance Officer at Corporate Centre directly, via doingthingsright@bam.com or via www.speakupfeedback.eu/web/bam. If a Reporting Person is concerned that their Report may not be addressed effectively internally, they can contact the Group or Divisional Compliance Officer before making a report to external authorities¹. If a member of the Executive Board is involved in a Suspicion of Misconduct or the suspicion relates to the Executive Board, the Group Compliance Officer will report to the Chairman of the Supervisory Board.

Employees can also discuss a Suspicion of Misconduct in confidence with the Confidential Advisor. The Confidential Advisor will notify the Divisional Compliance Officer to handle the issue if a Reporting Person makes that request. The contact details of the Confidential Advisor of the relevant Division can be found on BAM Connect.

¹ A Reporting Person is encouraged to report a Suspicion of Misconduct internally. It is also possible to report externally at local, country specific authorities, see appendix B

3.3.2 How non-BAM Employees can report

Non-BAM Employees can reach out to the relevant contact person of BAM to speak up and report any Suspicion of Misconduct. If this is not an option, the Individual can make use of the Speak Up Service to submit a Report directly to the Compliance Officer at Corporate Centre. The Speak Up Service can be found at www.speakupfeedback.eu/web/bam. Available 24 hours a day, seven days a week. A Report can be submitted anonymously.²

3.4 By whom reports will be handled

Each Report made by an Individual will be handled by the Compliance Officer of the Division.

Each Report that is submitted via the SpeakUp Service will in first instance be handled by the Group Compliance Officer at Corporate Centre.

Each Report that is submitted via the Confidential Advisor will be handled by the Compliance Officer of the Division.

The Divisional Compliance Officer will send confirmation of receipt to the Individual making a report within 7 calendar days.

3.5 How reports will be handled

Every Report made in good faith will be handled confidentially. This means that all those involved in the handling of a Report will not disclose the identity of the Reporting Person without the express written consent of that Reporting Person and with the confirmation that the information relating to the Report will be dealt with confidentially. In case of an investigation, information will only be shared with relevant persons required for the investigation.

An investigation of a Suspicion of Misconduct may only be instituted by the Compliance Officer and will be conducted in accordance with the Compliance Investigation Procedure. Individuals who suspect Misconduct, or managers to whom a Suspicion of Misconduct has been raised, should never start their own investigation or initiate contact with anyone involved in a Suspicion of Misconduct, without first contacting the Divisional Compliance Officer.

Depending on the nature of the Report, the Divisional Compliance Officer will carry out an initial assessment. The purpose of the initial assessment is to determine whether the Report should be dealt with by the Compliance Officer and whether there are sufficient indications to start an investigation. The Compliance Officer can ask the Reporting Person for additional information, either directly via the Speak Up Service or via the Confidential Advisor. The Compliance Officer will notify the Reporting Person of the result of this assessment.

No later than three months after the confirmation of receipt of a Report, the Compliance Officer will inform the Reporting Person of how BAM will deal with the Report in general, how the Reporting Person will be kept up-to-date and the anticipated timeframe of the investigation. Confidentiality, privacy and other considerations prevents the Compliance Officer from providing specific details relating to the investigations

² Please make sure that you save your case number. Response from BAM will be provided via this Speak up Service for which you will need your case number.

or of any remedial and/or disciplinary measures taken as a result of the investigations to the Reporting Person.

BAM cannot guarantee the result as expected or desired by the Reporting Person. However, BAM expects management at all levels to handle all matters relating to Suspicions of Misconduct seriously, confidentially and immediately. Management of BAM must cooperate fully with the Compliance Officers during their investigations and with any remedial actions which follow³.

Each Suspicion of Misconduct will be registered in BAM's central reporting system. At least quarterly, reports are submitted to the Executive Committee and to the Audit Committee periodically, or on request. On the basis of the reports concluded, it is evaluated whether adequate measures have been taken to strengthen the internal controls within BAM to prevent repetition of similar incidents in the future.

3.6 Protection and rights of the Reporting Person

The identity of the Reporting Person is protected (unless the Reporting Person gives his prior written consent for disclosure of their identity or if BAM is obliged to do so to comply with other laws and regulations). The Reporting Person is at all times entitled to refuse consent or withdraw its given consent. These rights must be pointed out to Reporting Person in advance.

Any retaliation – whether direct or indirect – against Reporting Persons who raise a concern in good faith, may result in disciplinary action up to and including dismissal of the retaliating person. This means that BAM will not disadvantage a Reporting Person at BAM after submitting a good faith report of a Suspicion of Misconduct. This also means that managers and colleagues will not disadvantage the Reporting Person. In accordance with the principles of the Code of Conduct, any form of retaliation will be deemed to be a violation of the Code of Conduct. Individuals who have supported the Reporting Person and who are connected with the Reporting Person in a work-related context will also not be disadvantaged.

If the Reporting Person is dissatisfied about the follow-up and/or outcome of their report or does not feel protected, they can discuss the issue with the Complaint Committee in accordance with the Complaint procedure.

If it is established that a report was not made in good faith, disciplinary action could be commenced against the Reporting Person, for example, if false accusations have been made knowingly, maliciously or for personal gain.

The fact that someone is a Reporting Person does not automatically result in internal or external immunity for any personal involvement of the Reporting Person in the Suspicion of Misconduct. In its measures, BAM will at all times take into account that the Reporting Person has voluntarily and in good faith reported the Suspicion of Misconduct via this procedure.

3.7 Protection and rights of the accused

In general, BAM will notify the person to whom the report relates that misgivings have been expressed. BAM will make this notification within a reasonable time and take the interest of the investigation into account. BAM will take all reasonable measures to prevent that the person implicated in a report can otherwise learn the identity of the Reporting Person who submitted the report.

³ See the Compliance Investigation Procedure for more details on the investigation process.

3.8 Data protection and privacy

BAM and their Compliance Officers will treat Reports made in good faith in strict confidence. The information received will only be shared with others inside or outside BAM if and insofar as this is required to adequately handle the Report and the matters expressed in it or when BAM is obliged to do so in connection with compliance with other laws or regulations.

BAM will process personal data to be able to take measures pursuant to this procedure in connection with the reported issues insofar as necessary in the context of the Report.

In the context of this procedure, BAM will only process personal data insofar as this is required to be able to handle the reported issue. Sensitive personal data (such as disclosure of race or ethnic origin, political, religious or ideological conviction, membership of a trade union or information relating to health or sexual orientation) will only be processed insofar as processing is permitted according to national personal data protection legislation.

Personal data relating to Reports that have been considered unfounded is immediately destroyed by the Compliance Officer. Personal data relating to reports on justified issues will be destroyed by the Compliance Officer within reasonable time after the investigation has been completed, unless disciplinary measures are taken or legal proceedings are commenced. In that case, the data is destroyed within a reasonable time after completion of the disciplinary measure or the legal proceedings.

4. Roles and responsibilities

- The Executive Committee is responsible and ultimately accountable for providing direction on and commitment to this procedure.
- The Group Governance and Compliance Function at Corporate Centre, in close cooperation with the Compliance Officer of the Division, is responsible for the design, implementation and oversight of the execution of this procedure.
- The management of the Division and Corporate Centre is responsible for the commitment to this procedure. They must encourage Employees to speak up without fear and encourage an open and transparent culture of compliance within BAM Group.
- The Ethics and Compliance Committee maintains oversight on the compliance framework for BAM Group for ethical behavior and decides on material financial and/or reputational compliance incidents and remedial actions.
- Any Individual who sees or suspects any Suspicion of Misconduct, have an obligation to report it, so that BAM can assess and if necessary investigate and learn from it.

5. Reference to supporting documents

- Code of Conduct
- Compliance Investigation Procedure
- ECC-charter
- Privacy policy
- Privacy statements
- Complaint procedure

6. Document Control

Document Version Number	Description of Revision (Include Reason for change)	Author	Date
V1.0	New procedure	W. Swinkels	June 2017
V2.0	Update procedure based on new TOM and new legislation in Europe	W. Swinkels	April 2023

Appendix A: Definitions

- **Breach of European Union law:** any action or omission that is unlawful and which relates to practices and policy domains of the European Union (EU) which fall within the material scope referred to in Article 2 of the whistleblower guidelines or which undermines the aim or application of the rules in the practices and policy domains of the EU which fall within the above-mentioned scope and which relate to (but are not limited to): financial services, products and markets, the prevention of money laundering and terrorism financing, product safety and product conformity, environmental protection, public health, consumer protection, protection of privacy and personal data and breaches that damage the financial interests of the EU.
- **Confidential Advisor:** the person appointed to act as such in the relevant Division or Corporate Centre of BAM.
- **Individual:** anyone who performs or performed work pursuant to an employment contract with BAM or who performs or performed work for BAM without there being an employment relationship, such as (for example): self employed persons without personnel, shareholders, unpaid interns and persons working under the supervision and management of contractors, subcontractors and suppliers
- **Misconduct:** a violation of the Code of Conduct and/or an action or omission whereby the public interest is at stake in the event of violation of a statutory regulation, a danger to (the safety of) public health, a danger to the safety of persons, a danger to the environment, a danger to the good functioning of proper public service or an enterprise as a result of an improper act or omission, not being a breach of European Union law.
- **Report(s):** the report(s) of a Suspicion of Misconduct on the basis of this reporting procedure.
- **Reporting Person:** An Individual who, in good faith, has submitted a report of a Suspicion of Misconduct in line with this procedure.
- **Speak Up Service:** system that allows a Report to be made directly to the Compliance Officer at Corporate Centre by telephone or via the internet - anonymously if desired.
- **Suspicion of Misconduct:** a suspicion of Misconduct, based on reasonable grounds, which is taking place within BAM

Appendix B: Local Authorities

Employees are encouraged to report a Suspected Misconduct internally. It is also possible to report Suspected Misconduct externally to local authorities:

- Transparency International Speak Up Helpline via <https://www.transparency.ie/helpline/contact-speakup>
- Office of the Protected Disclosures Commissioner via disclosures@opdc.ie
- Protected Disclosures (Whistleblowing): List of prescribed persons via <https://www.gov.ie/en/collection/41798-protected-disclosures-whistleblowing-list-of-prescribed-persons/>

If an external disclosure is made, it should be made to a competent authority or regulator in an appropriate manner, taking into account the legitimate interests of all concerned. Apart from exceptional cases, reporting matters to the press or on social media is inappropriate and not permitted.

Given the potentially serious consequences of external reporting, Reporters are encouraged to seek advice before reporting an issue externally via <mailto:doingthingsright@bam.com>.

BAM will not disadvantage a Reporting Person who reports a Suspected Misconduct externally in good faith.