



## Whistleblowers Policy

The Whistleblowers Policy of Beter Bed Holding 2020 is a translation. The Dutch version of this policy is binding.

---

**Introduction** This regulation describes how an employee of Beter Bed Holding N.V. and its subsidiaries must deal with any suspicion of wrongdoing and/or irregularity.

---

### 1. Definitions

---

**Adviser** A person who, by virtue of his position, has a duty of confidentiality and who can be consulted by the Notifier in confidence about a suspicion of wrongdoing and/or irregularity. This in any case includes the Confidential Adviser and a lawyer.

---

**Board of Directors** The board of directors of the Employer.

---

**Chief Executive Officer** The Chief Executive Officer of the Employer, i.e. John Kruijssen.

---

**Notifier** The Employee who reported on the basis of this policy.

---

**Investigators** Those to whom the Superior Manager directs the investigation into the wrongdoing.

---

**Superior Manager** The Board of Directors or the Chief Executive Officer.

---

**SB** The supervisory board of the Employer.

---

Suspicion of wrongdoing	<p>Suspicion of an Employee that within the organisation in which he or she works or has worked or with another organisation if he or she has come into contact with that organisation as a result of his or her work, there is a case of wrongdoing if:</p> <ol style="list-style-type: none"> <li>1. the presumption is based on reasonable grounds arising from the knowledge gained by the Employee from his Employer or arising from the knowledge gained by the Employee through his work at another company or organisation, and,</li> <li>2. the interests of society are at stake in the case of: <ol style="list-style-type: none"> <li>i. the (imminent) violation of a statutory provision, including an (imminent) offence;</li> <li>ii. an (imminent) danger to public health;</li> <li>iii. an (imminent) danger to the safety of persons;</li> <li>iv. an (imminent) danger of damage to the environment;</li> <li>v. an (imminent) danger to the proper functioning of the organisation as a result of improper actions or omissions;</li> <li>vi. an (imminent) infringement of rules other than a statutory requirement;</li> <li>vii. an (imminent) waste of public money;</li> <li>viii. (a threat of) knowingly withholding, destroying or manipulating information concerning the facts set out in points (i) to (vii) above.</li> </ol> </li> </ol>
Suspicion of an irregularity	<p>A reasonable suspicion based on reasonable grounds of an inadequacy or injustice of a general, operational or financial nature that takes place under the responsibility of the organisation and is so serious that it falls outside the regular work processes and exceeds the responsibility of the immediate superior, including but not limited to the violation of the current code of conduct.</p> <p>There is a suspicion within the meaning of this regulation if the suspicion is based on reasonable grounds arising from knowledge gained by the Notifier from the Employer. The suspicion must be sufficiently concrete and must be based on the Notifier's own observation or on documents. A suspicion may not be based solely on the stories of third parties.</p>
Confidential Adviser	<p>The person appointed (i) within the organisation to act as confidential adviser, i.e. Ms Carmen Folkers (<a href="mailto:carmen.folkers@beterbed.nl">carmen.folkers@beterbed.nl</a>) or (ii) outside the organisation by the organisation to act as external confidential adviser specifically for this policy, i.e. Mr Jan-Berend Möller (<a href="mailto:jan-berend.moller@kvdI.com">jan-berend.moller@kvdI.com</a>).</p>
Chair of the SB	<p>The chairman of the Supervisory Board of the Employer.</p>
Employer	<p>The person who performs or has performed work for the Employer on the basis of an employment contract or otherwise than on the basis of employment (including, but not limited to: self-employed workers without employees, temporary workers).</p>
Employee	<p>The person who performs or has performed work for the Employer on the basis of an employment contract or otherwise than on the basis of employment (including, but not limited to: self-employed workers without employees, temporary workers).</p>

---

## 2. Information, advice and support

---

- 2.1 An Employee may consult an Adviser within the meaning of this regulation in confidence about a suspicion of an abuse and/or a suspicion of an irregularity.
- 
- 2.2 The Notifier may ask the (internal) Confidential Adviser for information, advice and support regarding a suspicion of wrongdoing and/or a suspicion of an irregularity.
- 

## 3. Internal notification by an Employee

---

- 3.1 The Employee who suspects wrongdoing must report such suspicion and/or irregularity verbally or in writing to every manager or an Adviser or a combination of both. If the Employee is employed by another organisation (e.g. a temporary employee, seconded employee, cleaner), he will also make the report to a manager or an Adviser or a combination of both. If there is a reasonable suspicion that the manager or the Adviser is involved in the suspicion of wrongdoing or irregularity, the notification will be made to the Chief Executive Officer.
- 
- 3.2 The officer to whom the notification has been made or to whom the notification has been forwarded via a manager or Adviser shall record the notification, including any verbal explanation thereof, in writing, stating the date of receipt, and shall have that record signed for approval by the Employee. The Employee will receive a copy of the notification.
- 
- 3.3 The officer to whom the notification has been made shall – in coordination with the Employer – immediately inform the Chief Executive Officer of the report, if he was not already aware of it. Unless Article 3.4 applies, the Chief Executive Officer shall subsequently deal with the notification in accordance with the provisions of this Policy.
- 
- 3.4 If there is a reasonable suspicion that the Superior Manager is involved in the suspicion of wrongdoing and/or irregularity, the notification will be dealt with under the direction of the Chair of the SB and any reference to "Chief Executive Officer" or "Superior Manager" must be read as "Chair of the SB".
- 
- 3.5 The Chief Executive Officer or the Chair of the SB shall inform all members of the SB of the notification made, unless there are serious objections to this.
-

---

## 4. Confidentiality

---

- 4.1 The Employer shall ensure that the information about the notification is stored in such a way that it is physically and digitally accessible only to those involved in handling the notification.
- 
- 4.2 All those involved in handling the notification will keep the identity of the Notifier confidential without the explicit consent of the Notifier and will handle the notification confidentially.
- 
- 4.3 If the suspicion of wrongdoing and/or irregularity has been reported through the Adviser and the Notifier has not given permission to disclose his or her identity, all correspondence regarding the notification will be sent to the Adviser and the Adviser will immediately forward it to the Notifier.
- 
- 4.4 All those involved in handling a notification will also keep the identity of the Adviser confidential without the explicit consent of the Adviser.
- 

## 5. Handling of internal notification

---

- 5.1 The Chief Executive Officer shall immediately authorise an investigation into the notification of (a suspicion of) wrongdoing and/or irregularity, unless:
- a. that suspicion is not based on reasonable grounds, or
  - b. it is clear in advance that the report does not relate to any wrongdoing within the meaning of these rules.
- 
- 5.2 If no investigation is initiated, the Chief Executive Officer will inform the Notifier and the officer involved within three weeks after the internal notification, thereby stating the reasons why the Chief Executive Officer is of the opinion that the suspicion is not based on reasonable grounds or why it is clear in advance that the notified does not relate to a suspicion of wrongdoing and/or irregularity within the meaning of this policy.
- 
- 5.3 The Chief Executive Officer assesses whether an external authority (such as police, labour inspectorate or the Netherlands Authority for Consumers & Markets (ACM)) should be involved. If the Employer involves an external authority, the Notifier will receive a copy thereof, unless there are serious objections to this.
- 
- 5.4 The Chief Executive Officer will assign the investigation to Investigators who are independent and impartial, and in any event will not allow the investigation to be conducted by persons who may be or have been involved in the suspected wrongdoing and/or irregularity.
-

---

5.5. The Chief Executive Officer will promptly inform the Notifier in writing that an investigation has been initiated and by whom the investigation is being conducted. The Chief Executive Officer will send a copy of the investigation assignment to the Notifier, unless there are serious objections.

---

5.6 The Chief Executive Officer informs the persons concerned in the notification about the notification and about informing an external authority as referred to in 5.3, unless this could harm the investigative or enforcement interest.

---

## 6. Executing investigation

---

6.1 The Investigators give the Notifier the opportunity to be heard. The Investigators will make a written record of this, and submit it to the Notifier for approval and signature. The Notifier will receive a copy of this record.

---

6.2 The Investigators give the Notifier the opportunity to be heard. The Investigators will make a written record of this, and submit it to the Notifier for approval and signature. The Notifier will receive a copy of this record.

---

6.3 The Investigators may inspect and request all documents within the Employer's organisation that they consider reasonably necessary for the purpose of carrying out the investigation.

---

6.4 Every Employee may provide the Investigators with any documents that it reasonably considers necessary for the Investigators to take note of in the course of the investigation.

---

6.5 The Investigators draw up a draft investigation report and give the Notifier the opportunity to comment on it, unless there are serious objections.

---

6.6 The Investigators then adopt the investigation report. They send a copy to the Notifier, unless there are serious objections to this.

---

---

## 7. Position Employer

---

- 7.1 The Chief Executive Officer will inform the Notifier in writing within eight weeks after the notification regarding the substantive opinion in relation to the notified suspicion of wrongdoing and/or irregularity. It will also indicate the steps to which the notification has led.
- 
- 7.2 If it becomes clear that the opinion cannot be rendered within the set time limit, the Chief Executive Officer will inform the Notifier in writing. The term within which the Notifier may expect the opinion to be adopted will be indicated. If, as a result, the total period is more than twelve weeks, the reasons why a longer period is necessary will also be stated.
- 
- 7.3 Upon completion of the investigation, the Chief Executive Officer assesses whether an external authority as referred to in article 5.3 should be notified of the investigation report and the Employer's opinion. If the Employer notifies an external authority, a copy will be sent to the Notifier, unless there are serious objections to this.
- 
- 7.4 The persons to whom the notification relates will be informed in the same way as the Notifier pursuant to paragraphs 1 to 3, unless the interests of investigation or enforcement may be harmed as a result.
- 

## 8. Adversarial proceedings

---

- 8.1 The Employer shall give the Notifier the opportunity to comment on the investigative report and the position of the Employer to respond.
- 
- 8.2 If the Notifier substantiated responds to the investigation report or the position of the Employer that the suspicion of wrongdoing or irregularity has not actually or not properly been investigated or that the investigation report or the position of the Employer holds inaccuracies, the Employer responds substantively and, if necessary, draws up a new or additional investigation. Articles 5 to 7 shall apply mutatis mutandis to such new or additional investigation.
- 
- 8.3 If the Employer informs or has informed an external authority as referred to in Article 9, paragraph 3, the aforementioned reaction of the Notifier to the investigation report and the position of the Employer will also be sent to that external body. The Notifier receives a copy.
-

---

## 9. External notification

---

- 9.1 The starting point is that the Notifier first makes an internal notification of a suspicion of wrongdoing and/or irregularity. Once this has been notified internally, the Notifier may notify it externally if:
- a. the Notifier disagrees with the opinion referred to in Article 7 and is of the opinion that the suspicion was set aside wrongly;
  - b. the Notifier has not received a position within the period of time referred to in Article 7 paragraph 1 or paragraph 2 and there is a realistic expectation that this position will not be received within the foreseeable future.
- 

- 9.2 The Notifier can immediately make an external report of a suspicion of wrongdoing and/or irregularity if he or she cannot reasonably be required to make an internal report first. This is in any case the case if there is:
- acute danger, where a serious and urgent public interest requires immediate external notification;
  - a reasonable suspicion that one or more members of the SB or of the Board of Directors are involved in the suspected wrongdoing;
  - a situation in which the Notifier may reasonably fear measures directed against him in connection with an internal notification of a suspicion of wrongdoing and/or irregularity;
  - a clearly identifiable threat of embezzlement or destruction of evidence;
  - the reported wrongdoing has not been remedied after previous internal notification thereof;
  - a legal obligation to notify the suspicion of wrongdoing and/or irregularity directly externally.
- 

- 9.3 The Notifier may make the external report to an external authority that, in the reasonable opinion of the Notifier, is the most appropriate. An external authority is in any case understood to be:
- an authority responsible for investigating criminal offences;
  - an authority responsible for ensuring compliance with the provisions of, or pursuant to, any legal requirement;
  - any other competent authority to which the suspicion of wrongdoing and/or irregularity can be reported.
- 

- 9.4 Prior to making a (direct) external notification, the Notifier must weigh up the social importance of a (direct) external report, on the one hand, and the possible damage to the Employer by disclosing the suspected wrongdoing and/or irregularity on the other hand, on which short consultation shall take place with the Adviser. It is also important here whether in the reasonable opinion of the Notifier the suspected wrongdoing or irregularity can be terminated by the external authority.
-

---

## 10. Protection against and combatting prejudice

---

- 10.1 The Employer will not disadvantage an Employee as a result of properly and in good faith notifying a suspicion of wrongdoing and/or irregularity within the meaning of and on the basis of this policy, during and after the handling of that notification. However, if a notification is demonstrably intentionally made without foundation, employment law measures can be taken against the Notifier.
- 
- 10.2 The Employer will not disadvantage the manager, the Adviser, the Confidential Advisor or the Investigators because of their role as officers.
- 
- 10.3 The officer concerned immediately discusses with the Notifier which risks of disadvantage are present, how these risks can be reduced and what the Employee can do if he or she is of the opinion that there is disadvantage.
- 
- 10.4 If the Notifier is of the opinion that there has been prejudice, he or she may discuss this with the officer concerned without delay. The officer concerned and the Notifier will also discuss what measures can be taken to prevent prejudice.
- 
- 10.5 The Superior Manager ensures that measures are taken to counteract disadvantage.
- 
- 10.6 At the request of the Notifier, the officer concerned or the Superior Manager will make a written record of the discussions with the Notifier, and will submit this record to the Notifier for approval and signature. The Notifier will receive a copy.
- 
- 10.7 The Notifier who believes that he or she has been harmed in connection with making a report of a suspicion of wrongdoing and/or irregularity may request the Superior Manager to investigate the way in which he or she is treated within the organisation. In that case, Articles 5 to 7 shall apply mutatis mutandis.
- 

## 11. Publication

---

- 11.1 The Superior Manager ensures that this policy is published on the intranet and made public on the Employer's website.
-



---

## 12. Taking effect

---

12.1 This policy entered into force on 8 September 2020 and replaces the old policy.

---