

**WHISTLEBLOWER POLICY REGARDING
GUBRA APS'S WHISTLEBLOWER ARRANGEMENT**

Dated: 06-03-2023

WHISTLEBLOWER POLICY

1 INTRODUCTION AND PURPOSE

- 1.1 This Whistleblower Policy describes the purpose of Gubra ApS (hereinafter referred to as "**Gubra**") having introduced a whistleblower arrangement, how it works, who can make use of the whistleblower arrangement, and what may be reported through the whistleblower arrangement.
- 1.2 The purpose of the whistleblower arrangement is to ensure that a Whistleblower, as defined in this Whistleblower Policy, can swiftly and confidentially, through a special, independent and autonomous channel, report violations or potential violations, allowing an independent and autonomous whistleblower unit to assess which steps are required in this respect.
- 1.3 It is noted that the Arrangement is established on a voluntary basis and based on Gubra's corporate governance considerations and the recommendations in this respect for listed companies. The Arrangement is thus not covered by the Danish Whistleblower Act, meaning that the mandatory protection of whistleblowers afforded therein, does not apply for whistleblowers reporting under this Arrangement.

2 WHO CAN USE THE ARRANGEMENT?

- 2.1 The Arrangement can be used by persons who report information on violations to which the person in question has gained access in connection with his or her work-related activities, and who belong to the following categories of persons (hereinafter referred to as "**Whistleblower**"):
- (i) Employees
 - (ii) Self-employed persons
 - (iii) Shareholders and members of the executive board, board of directors, or similar governing body in an undertaking.
 - (iv) Volunteers
 - (v) Paid or unpaid trainees
 - (vi) Persons working under the supervision and management of contracting parties, subcontractors, and suppliers.
 - (vii) Persons who are reporting or publishing information to which they have gained access in a work-related relationship that has ceased since then.
 - (viii) Persons in work-related relationships that have not yet commenced, who report information on violations to which they have gained access during the course of the recruitment process or other pre-contractual negotiations.
- 2.2 Persons not included in the categories of persons stated in sections 2.1 cannot file reports under the Arrangement but have to report through ordinary communication channels.

3 WHAT MAY BE REPORTED THROUGH THE ARRANGEMENT?

- 3.1 The Arrangement is open for reports regarding serious offences or other serious matters (see section 3.4 (i)) as well as reports regarding violations of EU law within the scope of application of the Whistleblower Directive (see section 3.4 (ii)).
- 3.2 "Violations" means acts or omissions that
- a) are illegal or constitute a serious offence or other serious matters comprised by section 3.4; or
 - b) allow circumventions of the purpose of the rules under section 3.4.

3.3 Any information may be reported, including reasonable suspicion about actual or potential violations or serious matters comprised by section 3.4 which have occurred or most probably will occur at Gubra, as well as any attempts to cover up such violations.

3.4 The report must concern violations or potential violations within the scope of the Whistleblower Act, defined as acts or omissions which:

(i) are serious offences or other serious matters, like for instance:

- Violation of any duty of confidentiality
- Abuse of financial means
- Theft
- Deceit
- Embezzlement
- Fraud
- Bribery
- Violation of industrial safety rules
- Any form of sexual harassment
- Severe harassment, e.g. bullying, violence, and harassment due to race, political or religious affiliation.

(ii) are illegal pursuant to EU law within a number of specific areas, including for instance:

- Public procurement
- Money-laundering
- Product safety and compliance
- Transport safety
- Food and feed safety
- Animal health and welfare
- Protection of the environment
- Public health
- Consumer protection
- Protection of privacy and personal data
- Security of network and information systems.

In this connection, reference is made to this [list](#) containing information on the legislation that is covered by the Arrangement.

3.5 The Arrangement may only be used for reporting violations or potential violations in relation to the issues described in section 3.4 that have occurred or most probably will occur in Gubra, committed for instance by employees, executive board, or members of the board of directors of Gubra. In connection with reports on incidents committed by Gubra, please note that such incidents may be reported although the incident cannot be attributed to an individual person but may be due to a basic systemic failure at Gubra.

3.6 Offences that are not comprised by the Arrangement must be reported through ordinary communication channels.

4 CONTENTS OF THE REPORT

- 4.1 To facilitate further investigation of the reported issue, and to be able to identify the offence, it is important that the Whistleblower describes the offence in the best possible way. It is thus not possible to make any further investigations of a report if the report is not specified or if it only contains very general allegations without any further clarification.
- 4.2 Therefore, it is important that the Whistleblower - to the utmost extent - provides the following information:
- a description of the matter;
 - the person(s) involved;
 - whether others are aware of the suspicion about the matter;
 - whether the executive board knows about the matter;
 - whether documents exist that support the matter;
 - whether and where further information may be found about the matter;
 - for how long the matter has gone on; and
 - whether the Whistleblower knows about any attempts to hide the offence.
- 4.3 Manifestly unfounded reports will not be investigated further.

5 HOW CAN A REPORT BE SUBMITTED AND WHO IS TO RECEIVE THE REPORT?

- 5.1 Gubra has appointed a whistleblower unit that
- (a) will receive the reports and be in contact with the Whistleblower;
 - (b) will follow-up on the reports; and
 - (c) give feedback to the Whistleblower.
- 5.2 The whistleblower unit in charge of the tasks mentioned in section 5.1 consists partly of two lawyers from Plesner Law Firm (hereinafter "**Plesner**"), and partly of an impartial group of persons at Gubra.
- 5.3 Written reports are submitted through Plesner's Whistleblower Arrangement that can be found on Gubra's website:
- <https://whistleblower.plesner.com/direct.aspx?c=Gubra>
- 5.4 Written reports are received by two lawyers at Plesner Law Firm. Plesner will make a legal capacity assessment of the persons of the whistleblower unit who are able to process the report, after which the report will be forwarded to the relevant persons (hereinafter referred to as "**Case Managers**") at Gubra. Before forwarding the report, Plesner will assess whether the report falls within the scope of application of the Arrangement.
- 5.5 It is only possible to submit written reports under the Arrangement.
- 5.6 The whistleblower unit will treat all written reports as confidential.
- 5.7 The Case Managers appointed to receive and follow up on the reports are subject to a duty of confidentiality regarding the information contained in the reports.

6 ANONYMITY

- 6.1 Gubra encourages the Whistleblower to state his or her name when submitting a report so that the Case Managers are able to ask clarifying questions and subsequently provide feedback on the further course of the investigation. However, anonymous communication between Plesner and a Whistleblower who chooses to be anonymous is possible (see section 6.4 and 6.5).
- 6.2 If the Whistleblower chooses to submit an anonymous report, it is recommended - to ensure full anonymity - that the Whistleblower uses a private PC or, for instance, a PC located at a public library.
- 6.3 Plesner will make a communication module available, allowing the Whistleblower to communicate with Plesner for the purpose of providing additional information about the reported issue, which Plesner will then pass on to the Case Managers.
- 6.4 If the Whistleblower chooses to submit an anonymous report, it is possible for the Whistleblower to communicate with Plesner through the communication module. The Whistleblower can provide additional information to Plesner through the communication module and remain anonymous. In connection with the reporting, a one-off code is generated which, in order to safeguard the anonymity, cannot be re-created. Therefore, it is **important** that the Whistleblower keeps the code and remembers to log on the communication module to communicate with the whistleblower unit.
- 6.5 The communication module can be accessed through the above-mentioned link under the Arrangement (see section 5.3) to log on the communication module. If the Whistleblower chooses to be anonymous, it is important that the Whistleblower regularly enters the communication module to check whether Plesner has asked any questions. If the Whistleblower is anonymous, Plesner is not able to come into contact with the Whistleblower in any other ways, for instance to inform the Whistleblower that additional questions etc. have been submitted.

7 INFORMATION TO THE WHISTLEBLOWER

- 7.1 The Whistleblower will receive:
- an acknowledgement of receipt of the report within seven days of that receipt; and
 - feedback soonest possible and in principle within three months from the acknowledgement of receipt of the report.
- 7.2 "Feedback" means a notification about the measures taken by Gubra to assess the correctness of the allegations made in the report and, where relevant, to counter the reported offence. The feedback provided by the whistleblower unit must, at any time, observe the rules under data protection law, which may entail limitations in relation to the contents of the feedback to the Whistleblower.
- 7.3 Depending on the circumstances, an extension of the timeframe for the feedback may be required, where necessary due to the specific circumstances of the case, in particular the nature and complexity of the report, which may require a lengthy investigation. If this is the case, the Whistleblower must be notified in this respect.

8 INFORMATION TO AND PROTECTION OF THE PERSON CONCERNED

- 8.1 After a preliminary investigation has taken place and all relevant evidence has been secured, the reported person will for instance be informed about:
- the identity of the Case Manager(s) responsible for the investigation of the report; and
 - the issues of the report.
- 8.2 Otherwise, Gubra observes the rights of the reported person under the General Data Protection Regulation. Reference is made to Gubra's Privacy Policy for the Whistleblower Arrangement, which

can be found at Gubra's website. The Privacy Policy contains further information on the processing of personal data and the rights of the data subject.

9 PROTECTION OF THE WHISTLEBLOWER

- 9.1 A Whistleblower reporting in good faith under the Voluntary Arrangement will not be subject to retaliation. However, a Whistleblower who submits a report in bad faith, fully aware of the fact that the reported information is not correct, will not be protected against retaliation etc.
- 9.2 "Retaliation" means unfavourable treatment or unfavourable consequences as a reaction to a report. This may be suspension, dismissal, demotion, or equivalent measures.
- 9.3 However, it is important to note that the Whistleblower reporting in good faith under the Arrangement will not be covered by the Danish Whistleblower Act and the mandatory protection afforded therein.
- 9.4 In principle, the identity of the reporting person will not be disclosed to the person who is subject of the report. However, in this connection please note that pursuant to Article 15 of the General Data Protection Regulation, the data subject has a general right to access, unless - pursuant to Section 22 of the Danish Data Protection Act - an exemption can be made to the data subject's request in this respect. Furthermore, the identity of the Whistleblower can be revealed if it turns out that a false report has been knowingly submitted or if Gubra is under an obligation to publish the information.
- 9.5 Also, the identity of the Whistleblower can be revealed in connection with any subsequent legal proceedings concerning the reported issue.

10 DATA SECURITY AND DATA STORAGE

- 10.1 Gubra will register all reports received under the Arrangement. Gubra will store a report as long as necessary and proportionate in order to comply with the requirements imposed by Danish law.
- 10.2 Gubra and Plesner will process all information reported through the Arrangement, including information on persons reported through the Arrangement, in accordance with applicable law in force at any time.
- 10.3 All reports will be stored properly, and it will only be possible for relevant persons of the whistleblower unit to access the information.
- 10.4 A report falling outside the scope of the Arrangement will be immediately forwarded to Gubra's Head of People & Culture and closed in the Arrangement.
- 10.5 In principle, reports will be deleted from the Arrangement 45 days after Gubra has finalized the processing, unless Gubra has legitimate reasons to continue the storage, e.g., if required by other legislation, or if there is reason to believe that the report may be corroborated by subsequent reports on the same issue.
- 10.6 If the matter is reported to the police or another authority, the report will be closed in the Arrangement immediately after the case has been closed by the authorities in question.
- 10.7 If - on basis of the collected data - a disciplinary sanction is implemented against the reported person, or if there are other grounds justifying and requiring the continued storage of the data on the person concerned, such data will be stored, where an employee is involved, in the employee's personnel file.
- 10.8 Otherwise, the information is stored in accordance with the deletion policy for Gubra.

11 QUESTIONS

- 11.1 If you have any questions regarding this Whistleblower Policy, you are welcome to contact Jacob Tørsheim Veltelen, Head of People & Culture (jtv@gubra.dk).

12 UPDATING

- 12.1 This Whistleblower Policy has been updated on or before: *March 2023*