

Whistleblowing Policy

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1 Introduction

1.1 Background and purpose

The purpose of this whistleblowing policy (the “Policy”) is to provide guidance to NYAB employees and other Reporters (as defined in Section 2.2 below) on how to report concerns regarding violations of laws, policies, EU regulations, or other matters outlined in Section 2.1 below.

This Policy is designed to support and empower employees, as well as others with legitimate grounds, to report serious and sincere concerns in good faith without fear of retaliation or adverse consequences.

1.2 Implementation and monitoring

The CEO of NYAB Group is responsible for ensuring that this Group Policy is implemented within the group.

The Country manager in each country that the Group operates in is tasked with the duty of informing of the content of this Whistleblowing Policy.

The Whistleblowing Policy undergoes an annual review at the group level, with updates made as necessary to ensure its continued relevance, effectiveness and adherence to applicable legislation.

1.3 Scope

This policy applies to all employees as well as other reporting individuals. If there is mandatory local legislation that does not align with this policy, the local law shall take precedence.

1.4 Roles and responsibilities

Role/Title	Responsibility
Board of Directors	- Approves the Group Whistleblowing Policy annually and receive information on cases submitted and ongoing investigations.
CEO	- Sets the direction for whistleblowing investigations. by assigning mandates and resources
CFO	- Responsible for keeping the Group Whistleblowing policy updated and in line with applicable legislation. - Communicate the policy internally - Leads investigations and reporting to the Board of Directors.
Country managers	- Responsible for ensuring awareness of the policy.



2 Policy

2.1 Whistleblowing

NYAB employees or other stakeholders may come across a situation that appears to be inconsistent with legislation, NYAB's Code of Conduct or other governing documents. In such situations it is all employees and stakeholders responsibility to bring any concern to NYAB's attention.

Please note that matters not falling within the scope of the whistleblowing legislative framework are not subject to this whistleblowing procedure and should preferably be raised directly with your manager or contact person, or through any other applicable procedures within NYAB for handling the relevant matter. If a matter falls outside the scope, such matter is handled and investigated with confidentiality and due care.

Matters and concerns that should be reported include, but are not limited to:

- Engaging in unlawful acts, whether civil or criminal in nature
- Violations of NYAB's Code of Conduct or other governing documents
- Knowingly breaking, or attempting to break, laws or regulations
- Behavior deemed unprofessional or not aligned with recognized standards of practice
- Suspicious or inappropriate accounting or auditing methods
- Actions or statements widely regarded as unethical or unacceptable
- Deliberate or careless disclosure of confidential information
- Practices that could endanger health, safety, or cause damage to people or property
- Failing to prevent, mitigate, or appropriately report issues likely to result in significant and avoidable costs, liabilities, or reputational damage to NYAB
- Abusing power or authority for unauthorized purposes
- Unfair treatment, discrimination, harassment, or abuse during employment or while providing services
- Retaliation or discrimination against individuals reporting concerns under this Whistleblowing Policy
- Breaches relating to the protection of privacy, personal data, or the security of network and information systems

2.2 Who is protected?

Employees, consultants, individuals working under the direct or indirect supervision and direction of NYAB, other in contact with NYAB within work-related activities, non-employees that are engaged in the management of NYAB, volunteers and trainees ("Reporters") are entitled to use this whistleblowing procedure and are accordingly protected under this Policy.

Reporters are protected under this Policy if the report is made in good faith, i.e the Reporter believe it is substantially true and does not act maliciously or make false allegations.



2.3 No retaliation

Reporters of concerns that fall under the whistleblowing regulatory framework are safeguarded from any adverse action, i.e. reprisal, Harassment or Victimization, for reporting concerns in accordance with this Policy and applicable laws. The same apply to any party affiliated with the Reporter (including both natural persons and legal entities) or any individual assisting the Reporter in the whistleblowing procedure.

Reporters will not be liable for breaching restrictions on disclosure of information, provided that they had reasonable grounds to believe that the reporting was necessary for revealing the Improper Activity.

The Reporters may remain anonymous; however, it is strongly encouraged that the Reporter identify her/himself to facilitate an investigation. Concerns expressed anonymously will be explored appropriately, but the possibility of investigating the matter may be affected.

Every effort will be made to treat the Reporter's identity and the reported concern with appropriate regard for confidentiality.

Please note that the right to disclose information under this Policy does not entail a right to hand out NYABs confidential documentation. In addition, any Reporter who, in connection with collecting or disclosing information, commits a criminal offence is not protected under this Policy.

3 Internal reports

3.1 How to speak up – who to contact

Employees are encouraged to raise any concerns or suspicions of wrongdoing directly with their immediate manager or with the Legal Department as a first step. This enables the company to assess the issue promptly and address it in an appropriate manner.

If an employee does not feel comfortable reporting through these internal channels, or if the matter cannot be handled adequately through ordinary reporting lines, concerns may be raised through the company's whistleblowing channel. The whistleblowing channel is available for all employees and external stakeholders and ensures confidential and secure reporting.

The reporting channel is provided by an external and impartial service provider, Lexia Attorneys. If the matter relates to persons in or actions taken by the Executive management, the matter is investigated by Lexia Attorneys.

The Reporter are entitled to report verbally and, if requested, have a physical meeting for this purpose. In that case, the Reporter should request such verbal report/meeting through the reporting channel as set out above.

3.2 Procedure and follow-up



After submitting a report, the Reporter will receive an acknowledgement within seven days. All reports under this Policy are handled seriously, and NYAB will promptly investigate each case.

The investigation process will depend on the specifics of the case, and the Designated Function may contact the Reporter for further details. Investigations may be conducted internally or referred to law enforcement or relevant authorities.

All information disclosed during the investigation remains confidential and is only shared when necessary and as allowed by law. If the Reporters identity must be revealed to third parties, we will inform the Reporters unless it compromises the investigation.

The Reporter will receive feedback on actions taken in response to your report within three months of acknowledgment.

3.3 Documentation

Under applicable laws, NYAB are obliged to document the report and the procedure. Verbal reports will be recorded (subject to your consent) or documented in written minutes. For information regarding the handling of the Reporters personal data and applicable retention periods, please refer to section 4.

3.4 External reports to competent authorities through external reporting channel

Reporters are entitled to submit a report externally to the designated national authorities competent to receive and follow-up on reports. Such report is submitted through their established reporting channels. Reporters are also entitled to report to the relevant institutions, bodies, offices or agencies of the EU.

4 Processing of personal data

All documents related to the reporting, investigation, and enforcement of this Policy will be processed and maintained in accordance with NYABs policies and applicable law.

As a result of a report, NYAB will process personal data submitted in the case. The personal data will be processed for the purpose of carrying out the investigation and taking appropriate follow-up measures and only to the extent necessary for such purpose.

Only the designated individual will have access to the personal data processed because of a report. However, as set out in section 0, information regarding the report may be made available to third parties (such as law enforcement) if necessary to conduct the investigation and to take any remedial action, however only on a need-to-know basis and subject to applicable law. Any personal data not relevant for the purpose will not be processed and will, if collected by mistake, be immediately deleted.

Personal data will be saved as long as necessary to achieve the purpose it was collected for.

5 Violations of this policy

Employees who violate a Group Policy may be subject to disciplinary action, up to and including dismissal, depending on the facts and circumstances.

6 Policy review

Date	Version	Description	Author
251211	1.0	First version adopted by the Board	CFO

7 Appendices and related documents

Code of Conduct