



Reporting and Whistleblowing Procedure PwC Nederland



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Introduction

The purpose of the Reporting & Whistleblowing Procedure is to enable Misconduct or Suspected Misconduct to be safely flagged and adequately handled within the organisation of PwC so that suitable measures may be taken in a timely fashion. The procedure applies to employees of PwC, but also to third parties. In this way, the procedure can contribute to existing best practices with a view to promoting ethical behaviour, improving quality and preventing and combating misconduct.

The Reporting & Whistleblowing Procedure is aimed at professional misconduct such as fraud or swindling and operates in relation to PwC as an organisation. For the handling of complaints of a personal nature concerning work-related undesirable behaviour, we refer you to the Complaints Procedure for Undesirable Behaviour.

Article 1 Definitions

Business Conduct Committee: The committee set up by the Management Board that is tasked with handling and investigating a Report and advising the Management Board in this regard.

Code of Conduct: The code of conduct that is based on our purpose and our values and that clearly states what PwC (NL) stands for and what is expected of people who work at PwC. The Code of Conduct is a guideline that provides direction and certainty to (ethical) conduct and the manner in which a wide range of circumstances and situations must be handled.

Business Conduct Leader: The partner or director appointed by the Management Board and who is responsible, among other things, for implementing and enforcing compliance with the Code of Conduct and the Reporting & Whistleblowing Procedure and all related issues.

Management: The management of PricewaterhouseCoopers Accountants N.V., PricewaterhouseCoopers Belastingadviseurs N.V., PricewaterhouseCoopers Advisory N.V., PricewaterhouseCoopers B.V., PricewaterhouseCoopers Compliance Services B.V., PricewaterhouseCoopers Deelnemingen B.V., Coöperatie PricewaterhouseCoopers Nederland U.A., Holding PricewaterhouseCoopers Nederland B.V., PricewaterhouseCoopers Certification B.V., and/or PricewaterhouseCoopers Pensions, Actuarial & Insurance Services B.V.

Report Handling: The Business Conduct Committee handles Reports in the manner described in Article 4.3.

Reporting Person: A natural person who reports or discloses Misconduct (or Suspected Misconduct) within the context of his/her work-related activities in relation to PwC.

Employee: The person who works for PwC or is associated with PwC, including a partner, director, employee, temporary worker, freelancer, seconded worker, trainee or intern.

Reports: Disclosure of professional Misconduct (or Suspected Misconduct) involving the organisation of PwC by a Reporting Person to a person or body described in this Procedure.

Misconduct: As described in Section 1 of the Whistleblower Protection Act (“Wet Bescherming Klokkensluiders”):

- a. a breach or likely breach of [European Union Law](#)¹, or
- b. an act or omission where the public interest is at stake where there is:

¹ The following areas are examples of European Union law: government contracts, financial services, products and markets, prevention of money laundering and the financing of terrorism, product safety and product conformity, the safety of means of transport, protection of the environment, nuclear safety, the safety of food products and animal feeds, animal health and welfare, public health, consumer protection, protection of privacy and personal data, and the protection of network and IT systems, breaches which harm the EU’s financial interests and breaches connected to the internal market.



1) a breach or likely breach of a legal provision or of internal rules that contain a specific prohibition and which have been established by an employer under the law, or
2) a danger to public health, the safety of persons, harm to the environment or to the correct functioning of a public service or an undertaking as a result of inappropriate acts or omissions.
The public interest is at stake in any case if the act or omission does not solely affect personal interests and it has either a pattern or structural character or if the act or omission is serious or significant.

Works Council: The Works Council of PwC.

PwC: Coöperatie PricewaterhouseCoopers Nederland U.A. and/or one or more of its subsidiary companies.

Management Board: The Management Board of PwC.

Supervisory Board: The Board of Supervisory of PwC.

Procedure: This Reporting and Whistleblowing Procedure.

Suspected Misconduct: The suspicion of professional Misconduct within PwC by a Reporting Person, where the suspicion is based on reasonable grounds that arise from knowledge that the Reporting Person has gained at PwC.

Confidential Counsellor: The person who can act as the point of contact for the Employee in relation to the area of the Code of Conduct, the Complaints Procedure and the Reporting and Whistleblowing Procedure.

Article 2 Role allocation and procedures

2.1. Role Allocation

In order to be able to implement and comply with this Procedure as carefully and effectively as possible, the following parties are involved with the supervision, assessment and decision-making concerning professional Misconduct (or Suspected Misconduct):

- I. The Business Conduct Leader;
- II. The internal Confidential Counsellor;
- III. The external Confidential Counsellor;
- IV. The Business Conduct Committee and the secretary.

The appointment of persons to the aforementioned roles and the manner of ending their appointment is described in Annex I *Explanatory notes on the appointment and responsibility of persons involved with this Procedure*.

2.2. Procedures

There are a number of different reporting procedures, depending on the nature of the Report of Misconduct or the preference of the Reporting Person:

1. Internal procedures (Article 4):
 - a. Solution by consultation (paragraph 4.2);
 - b. Handling a Report (paragraphs 4.3 and 4.4);
2. External procedure (Article 5)

Separate Complaints Procedure for registered accountants and accounting and administration consultants

In addition to the reporting procedures described in this Procedure and that are listed above, there is a



separate complaints procedure for situations in which a third party, who is not an Employee, wishes to make a complaint about the way in which a registered accountant or an accounting and administration consultant has behaved in the course of carrying out the profession of a registered accountant or an accounting and administration consultant.

This separate complaints procedure has been included as an Annex to this Procedure as the '*Complaints Procedure for the professional conduct of registered accountants and accounting and administration consultants*'.

Article 3 Business Conduct Committee

3.1. Tasks and decision-making

The Business Conduct Committee has the following tasks:

- Handling a Report;
- Investigating a Report or having an investigation carried out into a Report;
- Advising the Management Board about the handling of a Report;
- Advising the Management Board about the policy associated with a Report in a more general sense.

Supervisory Board

If the Report concerns a member of a LoS Board/Management or the Management Board, then the procedure will take place via the Supervisory Board. The secretary to the Business Conduct Committee forwards the Report to the chairperson of the Supervisory Board.

3.2. Composition

The Business Conduct Committee consists of three members and a chairperson. Three deputy members and a deputy chairperson are appointed.

The chairperson appoints three (deputy) members of the Business Conduct Committee to handle the Report, taking into account the fact that:

- Each Line of Service (Assurance, Tax & Legal, Advisory) and Firm Services is represented; and
- The composition of the Business Conduct Committee is as diverse as possible.

The Business Conduct Committee will be assisted by a secretary.

If a member or the chairperson of the Business Conduct Committee is directly involved in the Report or otherwise associated with the Reporting Person then the member or the chairperson will step down and will be replaced by his or her deputy.

Article 4 Reporting internally at PwC

4.1. Reporting

The Reporting Person who is aware of a professional Misconduct (or Suspects of Misconduct), can submit a Report. The Report should be submitted in writing to the secretary to the Business Conduct Committee and should contain:

- (preferably) the name and (email) address of the Reporting Person
- the date
- a clear description of the Report
- the reason why the Report is being submitted

The Report can be submitted in various ways:

- by email: [NL Klachten en Meldingen@pwc.com](mailto:NL_Klachten_en_Meldingen@pwc.com)
- by telephone or in writing to the [Ethics Helpline](#), 0800-0227259
- by post:



Confidential

PricewaterhouseCoopers B.V.
F.a.o. Secretary of the Business Conduct Committee
Antwoordnummer 46440
1060 WD Amsterdam

If the Reporting Person prefers to submit the Report at a meeting on the premises, then they can specify this in writing or by telephone.

Anonymity

The Reporting Person can also make an anonymous Report and choose to submit this to a Confidential Counsellor and/or ask the Business Conduct Committee to handle this anonymously. Reports can also be submitted anonymously through the [Ethics Helpline](#).

If a situation occurs in which it is no longer possible to guarantee anonymity, the Reporting Person will be asked whether he/she wishes to persist with the Report. In every case, the interests of the Reporting Person who has submitted a Report will be treated with the utmost care.

Notwithstanding the foregoing, it may be necessary to communicate the identity of the Reporting Person, or the person whom the Report concerns, for example in case of a legal obligation to report or to report incidents to the (supervisory) authorities, the obligation to answer as a witness to the competent persons/bodies as part of an investigation or (judicial) procedures instigated in relation to the Report.

4.2 Solution by consultation

Once the Business Conduct Committee has received the Report, it will be first explored whether a solution can be found by consultation between the parties. At this point, the Report Handling process has not yet begun. If the parties find a solution, the Report is settled.

If the Reporting Person wishes to commence the Report Handling process before, during or after the consultation, the Reporting Person will confirm this once again in writing to the Business Conduct Committee. From that moment, the Report Handling procedure will apply (paragraph 4.3).

Exception

If the Business Conduct Committee deems the nature of the Report to not be suitable for a solution by consultation, for instance, if there are risks to integrity that pose a serious threat to ethical business operations at PwC, there will not be an initial investigation as to whether it is possible to find a solution by consultation, but rather the Report Handling will begin immediately.

4.3. Report Handling

The Report Handling consists of the following elements:

- a) Start;
- b) Admissibility of Report;
- c) Informing the persons involved;
- d) Investigation;
- e) Business Conduct Committee advice;
- f) Decision of the Management Board.

A) Start

The Report Handling starts at the moment that the secretary of the Business Conduct Committee receives a notice confirming receipt from the commencement of the Report Handling sent to the Reporting Person. The secretary of the Business Conduct Committee will forward this receipt within 7 calendar days after receipt of the message that the Reporting Person wishes to commence the Report Handling.

If the Report is incomplete or insufficiently clear, the Reporting Person will be invited by the secretary of the Business Conduct Committee to provide further information on the Report verbally or in writing or to provide clarification within two weeks.



B) Admissibility of the Report

The Business Conduct Committee is not obliged to handle the Report or to continue handling it if:

- the solution by consultation has not been attempted without proper reasons;
- the Report does not fall within the scope of the procedure and does not qualify as Misconduct (or Suspected Misconduct);
- the facts leading to the submission of the Report took place more than five years ago (calculated from the date of submission in accordance with Article 4.1);
- There is or was a potential overlap with proceedings at a judicial body, tribunal, regulatory agency or other external authority that is associated with the Report; or
- an investigation or prosecution of a criminal offence related to the Report is underway on the orders of the Public Prosecutor.

After a notice confirming receipt of the Report or after receipt of further information/clarification relating to the Report, the Business Conduct Committee informs the Reporting Person in writing within two weeks as to whether the Report is being taken into consideration. If the Report is not taken into consideration, the Business Conduct Committee informs the Reporting Person accordingly, stating the reasons for the decision.

C) Informing the persons involved

The chairperson or secretary of the Business Conduct Committee informs the following persons about the Report:

- The members of the Business Conduct Committee,
- The Business Conduct Leader,
- The remaining persons whom the Business Conduct Committee deems necessary to keep informed about the Report. These can include, for instance, the Management Board, the Supervisory Board, the responsible HC partner and/or the Business Unit Leader, the responsible HC Director and/or the Compliance Office. Furthermore, these persons will solely be informed about the part of the Report and the course of the procedure in so far as this is deemed relevant by the Business Conduct Committee.
- If a Report is taken into consideration, the person or organisation to whom the Report relates is also informed of the existence of the Report. The person or organisation receives the Report or a part of it, at the discretion of the Business Conduct Committee. The above does not apply if the Business Conduct Committee deems that it may potentially obstruct the investigation and the gathering of evidence. In that case, the communication will be postponed until this risk is no longer present.

D) Investigation

The Business Conduct Committee investigates the Report carefully and expeditiously with due regard to a maximum period of three months. The following guiding principles apply:

- The Business Conduct Committee obtains any information it deems necessary. Employees who are requested for information by the Business Conduct Committee or who are invited for questioning by the Business Conduct Committee are obliged to cooperate. The Reporting Person, the person whom the Report concerns or other Employees may be supported by an assistant of their choosing during the handling of the Report (see Article 8.3);
- The sessions of the Business Conduct Committee are closed sessions. A summary is made of each session. In the event that the person being questioned does not agree with the summary (or part of the summary), his/her written account will be added as an annex;
- The Business Conduct Committee may decide to expand the committee with an external member or to consult an (internal/external) adviser. All temporary and external advisers and members of the Business Conduct Committee shall similarly guarantee that the Report is handled carefully and confidentiality with due regard to Article 6 of this Procedure;
- In principle, the investigation by the Business Conduct Committee will last eight weeks. This period starts from the moment that the secretary of the Business Conduct Committee has confirmed receipt to the Reporting Person of the written confirmation of the Report Handling. This period may be extended if necessary until the decision referred to under F, with due regard to the maximum period of three months;
- After the conclusion of the investigation, the Business Conduct Committee will prepare a summary



of the investigation and the outcome of the investigation. The secretary of the Business Conduct Committee is responsible for forwarding the summary to the Reporting Person and to the person(s) who was/were interviewed or involved, who are to be determined by the Business Conduct Committee.

- The Business Conduct Committee may recommend that the Report is investigated by an external investigating committee should this be required by the nature or scope of the Report.

E) Business Conduct Committee Advice

The Business Conduct Committee issues written advice to the Management Board concerning the Report. In its written advice, the Business Conduct Committee always provides reasons as to whether:

- it can be assumed that the facts/circumstances relating to the Report did indeed take place and that Misconduct did indeed occur;
- the Report gives rise to further (external) investigation or whether this is required by the nature or scope of the Report and/or interim organisational or disciplinary measures, and if so, which measures are the most appropriate;
- whether the Report gives rise to measures aimed at ending Misconduct or preventing it from occurring;
- any (external) body, tribunal, regulatory agency or other external authority needs to be notified of the Report, for instance under the Audit Firms (Supervision) Decree.

the Reporting Person, the Business Conduct Leader and those involved as determined by the Business Conduct Committee receive a copy of the advice or a part of it from the Business Conduct Committee.

F) Decision of the Management Board

The Management Board takes a decision on the Report within three weeks of receipt of the advice from the Business Conduct Committee. If this deadline is extended, the Reporting Person and the person whom the Report concerns will be informed and will be notified of the new deadline.

The Management Board is able to decide as follows:

1. In line with the measures in the advice by the Business Conduct Committee.
2. Contrary to the measures in the advice by the Business Conduct Committee. In that case, it will provide reasons.

The Reporting Person, the Code of Conduct Leader, the Business Conduct Committee and the persons whom the Report concerns – to be determined by the Management Board – receive a copy from the Management Board of its decision or a part of it, stating any measures being adopted. Where necessary, the Management Board may inform other persons involved concerning the outcome of the decision-making.

4.4. Decentralised Reporting

In principle, the Report is submitted centrally and investigated as set out in Articles 3 and 4 of the Procedure. PwC believes that it is most effective to investigate, assess and follow up reports centrally. However, notwithstanding the above, if the Reporting Person prefers to submit the Report decentralised at the relevant Line of Service level (Assurance, Tax & Legal, Advisory) or at the Firm Services level, this option is also available.

In that case, the reporting procedure set out in Article 3 and 4 of the Procedure remains largely the same, but the following points will change:

- The Report may be submitted, if preferred, to the chairperson/member of the Business Conduct Committee or their respective deputies, from the relevant Line of Service (Assurance, Tax & Legal, Advisory) or Firm Services. It is also possible to submit a Report to the Confidential Counsellor connected to the relevant Line of Service or Firm Services.
- In that case, the Business Conduct Committee will always consist of the chairperson/member of the



relevant Line of Service (Assurance, Tax, Legal, Advisory) or Firm Services, or their respective deputies. The Business Conduct Committee may be expanded with an external member or an internal/external adviser may be consulted in accordance with Article 4.3, under D) of the Procedure.

- The Business Conduct Committee provides advice to the Management of the relevant Line of Service (Assurance, Tax & Legal, Advisory) concerning the Report, contrary to Article 4.3, under E) of the Procedure. The Management of the respective Line of Service (Assurance, Tax & Legal, Advisory) will then take a decision within the meaning of Article 4.3, under F) of the Procedure, instead of the Management Board. The above does not apply to Firm Services (the Management of Firm Services is the Management Board).

Article 5 Reporting to an external authority

Reporting Persons are encouraged to first report Misconduct or Suspected Misconduct to PwC under the procedures stated in Article 4 of this Procedure.

It is also possible to report misconduct to a competent external authority, including the following:

- Dutch Whistleblowers Authority (Huis voor de Klokkeluiders);
- Regulatory agencies such as the Dutch Consumer and Markets Authority (ACM), the Dutch Data Protection Authority (Dutch DPA), the Dutch Central Bank (DNB) and the Netherlands Authority for the Financial Markets (AFM).

For more information, refer to the information provided by these authorities.

Article 6 Privacy and confidentiality

Register

The files relating to the reporting procedure will be included in the archive of the Business Conduct Committee. Access to this archive is the exclusive preserve of the Business Conduct Leader, the chairperson of the Business Conduct Committee and the secretary of the Business Conduct Committee. The secretary is responsible for custody of the relevant file. PwC has drawn up privacy guidelines as part of the privacy legislation in force which it also follows with respect to misconduct report files.

A file will be destroyed at the end of the relevant retention period. The details of a Report in the register will be destroyed if they are no longer needed in order to satisfy the requirements of the relevant whistleblowing legislation.

Confidentiality

All persons involved with the Reporting and Whistleblowing procedure are obliged to observe strict confidentiality concerning all the information that has come to his/her knowledge and to apply the utmost care to protect the confidentiality of the information that has come to the knowledge of the person concerned. The provision of this information is only permitted to the extent that it is necessary for the handling of the Report and the reporting obligations resulting from this in accordance with this Procedure, in the event of legal obligations or (judicial) procedures.

Reports in the context of this Procedure (see Article 7) are anonymous, in other words without citing matters that can lead directly or indirectly to the identity of the Reporting Person or other individuals involved. The privacy guidelines drawn up by PwC in that context are adhered to in this process.

Informing

Where this Reporting and Whistleblowing Procedure refers to informing, reporting and sharing information, documents or records, this will occur at all times in line with the privacy guidelines that have been drawn up by PwC in that context.



Article 7 Reporting

7.1. Business Conduct Committee

The Business Conduct Committee will report quarterly and annually at the end of the financial year (by 30 June at the latest) to the Business Conduct Leader on:

- the number and nature of the submitted Reports.
- the number of investigations that the Business Conduct Committee has carried out.
- the number and nature of the cases it has handled.
- the advice issued by the Business Conduct Committee.
- the decisions of the Management Board.

The Business Conduct Committee or the Business Conduct Leader may provide (interim) policy recommendations to the Management Board and they are obliged to do so where gaps or inaccuracies are found in the policy and/or guidelines.

7.2. Confidential Counsellors

The internal and external Confidential Counsellors will report quarterly and annually at the end of the financial year (by 30 June at the latest) to the Business Conduct Leader on their activities as Confidential Counsellors. This is also an opportunity to identify problem areas PwC's policy concerning the Code of Conduct. The reports of the Confidential Counsellors to the Business Conduct Leader cannot be traced back to an individual case. The privacy guidelines drawn up by PwC in that context are adhered to in this process.

7.3. Business Conduct Leader

The Business Conduct Leader will report three times a year to the Management Board on:

- The content and general outline of the reports that the Business Conduct Leader has received from the Complaints Committee and the Confidential Counsellors;
- The management information about conduct and ethics in the organisation that is received by the Business Conduct Leader during the course of the year and the question as to whether the outcome of this analysis is sufficiently in line with the purpose and values of PwC and with the Code of Conduct.

7.4. Management Board

The Management Board will inform the Works Council and the Supervisory Board once a year about the operation of the Reporting and Whistleblowing Procedure.

Article 8 Other provisions

8.1. No prejudice

A Reporting Person acting in good faith and in observance with the provisions of this Procedure who submits a Report (internally or externally) concerning Misconduct or a Suspicion of Misconduct should not encounter any form of harassment or unfair treatment in his/her position within the organisation because of the fact that he/she has submitted a Report.

That also applies to the line manager, the Confidential Counsellor, the Business Conduct Leader, the chairperson, members of the Business Conduct Committee, the secretary of the Business Conduct Committee and others who, by virtue of their position, are or have been involved in a Report or investigation of a Report based on this Procedure.

8.2. After-care

Within the context of after-care, one or more evaluation interviews will be conducted with the Employee, the Reporting Person and/or other persons involved with the Report between one and six months from the completion of an internal Reporting procedure, if the parties involved wish to participate. The



Business Conduct Leader will take the initiative for this.

8.3. Assistance

The Reporting Person, the person whom the Report concerns or other Employees may be supported by an accompanying person of their choosing during the handling of the Report. Any (external) person or legal person who is trusted by the Reporting Person or the person whom the Report concerns may act as an accompanying person, including the internal or external Confidential Counsellor.

Article 9 Forfeiture of rights

The application of this Procedure shall not lead to the forfeiture of any rights of the Reporting Person. Regardless of the outcome of the procedure relating to the Report, the Reporting Person has the right to take legal action.

Article 10 Entry into force

This Procedure takes effect from 1 July 2023 and may be amended from time to time. Reports submitted before the Procedure was amended will be dealt with in accordance with the Procedure as it applied at the time of submitting the Report.

This document is a translation. In the event of any dispute as to the interpretation of any of these conditions, the official Dutch language version shall prevail.



Annex Complaints Procedure for the professional conduct of registered accountants and accounting and administration consultants

In addition to the reporting procedures described in the Reporting and Whistleblowing Procedure, a separate complaints procedure has been created within PwC for situations in which a third party, who is not an Employee, wishes to make a complaint about the way in which a registered accountant or an accounting and administration consultant has behaved while carrying out the profession of registered accountant or accounting and administration consultant. This complaints procedure is intended for complaints about conduct that does not fall under the definition of 'Misconduct' within the meaning of the Reporting and Whistleblowing Procedure.

Business Conduct Committee

The complaint within the meaning of this complaints procedure is submitted to and handled by the Business Conduct Committee. The complainant can also opt to submit his or her complaint to the NBA Complaints Committee.

Submitting a complaint

The complaint within the meaning of this complaints procedure must be submitted in writing and must contain at least the following:

- the name and address of the Complainant;
- the name of the registered accountant or accounting and administration consultant whose conduct the complaint concerns;
- the date;
- a clear description of the conduct to which the complaint pertains; and
- the reason why the complaint is being submitted.

The complaint may also contain a proposal for settlement.

Submitting the complaint

The complaint can be submitted in various ways:

- by email: NL_Klachten_en_Meldingen@pwc.com
- by telephone or in writing to the [Ethics Helpline](#), 0800-0227259
- by post:

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PricewaterhouseCoopers B.V.
F.a.o. Secretary of the Business Conduct Committee
Antwoordnummer 46440
1060 WD Amsterdam

Admissibility

The Business Conduct Committee is not obliged to handle or continue to handle the Complaint by the third party described in this complaints procedure:

- if the complaint relates exclusively to a declaration;
- if the complaint relates to conduct that is/was the subject of the judgement of the complaints committee of the professional organisations or a complaints body of another accountancy organisation or accountancy firm, or the Accountancy Division due to the submission of a complaint;
- the complaint concerns professional acts or omissions that occurred more than 10 years before the submission of the Report;
- as long as an investigation on the orders of the Public Prosecutor or the prosecution of a criminal offence is underway in relation to the complaint/conduct;
- if the set requirements have not been met regarding the handling of the complaint in accordance with this Complaints Procedure, provided that the Complainant has had the opportunity to rectify the oversight within a period set by the Business Conduct Committee.



Taking the complaint into consideration

The Business Conduct Committee informs the complainant in writing as soon as possible, and within a reasonable period of receipt of the complaint, as to whether the complaint is being taken into consideration. If the complaint is not being taken into consideration, the Business Conduct Committee will notify the complainant in writing as soon as possible and no later than four weeks from the receipt of the written complaint. The Business Conduct Committee sends back any Complaint or communication that is not intended for it as soon as possible to the Complainant and states the reason for the return.

Handling the complaint

The Business Conduct Committee is responsible for the careful and appropriate handling of the complaint received. In handling the complaint, the Business Conduct Committee places emphasis on achieving agreement by means of consultation.

The registered accountant or accounting and administration consultant whose conduct the complaint concerns will be offered the opportunity to submit a written response to the Business Conduct Committee within a term of three weeks at maximum. At the request of the registered accountant or accounting and administration consultant, the Business Conduct Committee may decide to extend this term by a reasonable period of time. The Complainant is informed accordingly.

As far as possible, the Business Conduct Committee offers the Complainant and the registered accountant or accounting and administrative consultant the opportunity to explain their standpoint in person and may decide to question one or both of them. If the complaint is obviously unfounded, the above may be dispensed with. A report is made of the hearing.

The Business Conduct Committee completes the handling of the complaint as quickly as possible as described in this paragraph, and within eight weeks. The term may be suspended if the complaint does not, or does not yet meet the set requirements, if the set term has expired unused, or if attempts are made to reach agreement through consultation. If the Business Conduct Committee is unable to complete the handling of the complaint within this period, the Complainant and the respective registered accountant or accounting and administration consultant will be informed about this and notified of a new period.

The Business Conduct Committee informs the registered accountant or accounting and administration consultant in writing with an explanation of its findings concerning the complaint and any recommendations it has made, where applicable, to the Management Board or to the Management.

Decision

The decision of the Business Conduct Committee seeks to

- declare the complaint founded
- declare the complaint unfounded

If the Report relates to an act or omission as described in Article 22 paragraph 1 of the Accountants (Disciplinary Law) Act, the decision states that the Complainant may contact the Accountancy Division.

Settlement

The complaint is deemed to be settled after the decision by the Business Conduct Committee. The complaint also expires when the third party informs the Business Conduct Committee that the accountant or accounting and administration consultant has responded to the Complainant's satisfaction.

Registration

The secretary of the Business Conduct Committee is responsible for registering the complaints submitted.



Explanatory notes on the appointments and responsibility of persons involved

Contents:

1. Business Conduct Leader
2. Business Conduct Committee
3. Secretary of the Business Conduct Committee
4. Confidential Counsellors

1. Business Conduct Leader

The Business Conduct Leader has the following responsibilities:

- developing policy concerning the Code of Conduct within PwC NL and also in relation to the PwC Network Standards (Ethics and Business Conduct), identifying problem areas in the implementation of policy and providing solicited and unsolicited advice in this area to the Management Board.
- ensuring a uniform implementation of the Code of Conduct, the Complaints Procedure for Undesirable Behaviour, the Reporting & Whistleblowing Procedure and other internal codes of conduct deriving from these.
- acting as a sounding board for the Confidential Counsellors, the Complaints Committee, the Business Conduct Committee and the Management Board.
- taking decisions following a complaint after obtaining the recommendations from the Complaints Committee, and escalating decision-making to the Management Board in complex cases.
- advising on the appointment of the Confidential Counsellors, the members of the Complaints Committee and the members of the Business Conduct Committee, the secretary and all the deputies.
- monitoring and following up on the performance of the Confidential Counsellors, the Complaints Committee and the Business Conduct Committee.
- making recommendations concerning the Code of Conduct, the Complaints Procedure for Undesirable Behaviour and the Reporting & Whistleblowing Procedure.
- informing and involving the Ethics & Business Conduct Platform.
- reporting on prominent trends and developments within PwC NL, LoS, IFS and/or Business Units related to the Code of Conduct. Where applicable, this will be used as a basis for proposals for necessary action and/or additional measures. The Business Conduct Leader also reports annually on the operation of the Complaints Procedure for Undesirable Behaviour and the Reporting & Whistleblowing Procedure to the Management Board, which is also based on reports submitted by the Confidential Counsellors, the Complaints Committee and the Business Conduct Committee.
- The Business Conduct Leader is the Business Process Owner for Ethical Requirements and Values in the context of the quality management system (SoQM) within the Assurance LoS. Furthermore, the Business Conduct Leader should provide input on risk analyses and related activities concerning integrity risks.
- The Business Conduct Leader is the PwC Network Standard owner of Network Standard 10.1 Ethics and Business Conduct and the responsibilities described.

During the performance of his or her role, the Business Conduct Leader is accountable to the Management Board and for this purpose reports to the Management Board and also informs the HC and X LoS R&Q portfolio holder(s) in the Management Board as well as the X LoS R&Q director.

Appointment

The Management Board appoints a Business Conduct Leader. The appointment is for a term of four years with the option of reappointment. The persons eligible for appointment as a Business Conduct Leader are directors and partners of PwC, with the exception of members of the Management Board, members of Management and members of the Members Council. The Business Conduct Leader should match the profile drawn up by the Management Board.

End of term of office

The term of office of Business Conduct Leader will terminate:

- at his/her own request;
- if he/she is relieved of his/her duties by the Management Board;
- upon termination of the employment contract or accession agreement with PwC;
- upon expiry of the term of office for which the Business Conduct Leader was appointed, provided that he/she has not been reappointed.



2. Business Conduct Committee

Appointment

The Business Conduct Committee is appointed by the Management Board. Those eligible for appointment are partners and corporate managers (Firm Services) of PwC with the exception of members of the Management Board, members of the Board LoS/Management and members of the Members Council.

The chairperson and deputy chairperson come from the Assurance LoS and are accountants or accounting and administration consultants. The three (deputy) members represent the other Line of Services (Tax & Legal, Advisory) and Firm Services. For the purposes of diversity, the Management Board appoints at least one man and one woman as members and at least one man and one woman as deputy members. As much account as possible is taken of other diversity aspects.

Appointment takes place after obtaining advice from the Business Conduct Leader and is for the four-year period with the option of reappointment. The (deputy) chairperson and the (deputy) members should match the profiles drawn up by the Management Board.

End of term of office

The membership or chairmanship of the Business Conduct Committee will terminate:

- at his/her own request;
- if the member was relieved of his/her duties by the Management Board where he/she was appointed by the Management Board;
- upon termination of the member's employment contract or accession agreement;
- upon expiry of the term of office, provided that he/she has not been reappointed.

3. Secretary of the Business Conduct Committee

The Management Board appoints the secretary and a deputy(s). The appointment is for a term of four years with the option of reappointment. The secretary should match the profile drawn up by the Management Board.

The position of secretary will terminate:

- at his/her own request;
- if he/she is relieved of his/her duties by the Management Board;
- upon termination of his/her employment contract;
- upon expiry of the term of office for which he/she was appointed, provided that he/she has not been reappointed.

4. Confidential Counsellors

4.1. Internal Confidential Counsellor

One or more internal Confidential Counsellors are appointed within PwC per region or per office. These internal Confidential Counsellors have the following responsibilities:

- They act as a point of contact for Employees in relation to the Code of Conduct and the Reporting and Whistleblowing procedure.
- They provide the initial contact with the Employee, referring him/her if necessary to other expert assistance within the organisation (such as the staff welfare officer, company doctor, Business Conduct Partner or Compliance Officer).
- They search for solutions in consultation and provide mediation where possible.
- They provide information and advice concerning the Reporting and Whistleblowing Procedure and they advise the Employee on the possibility of submitting a Report.
- They assist Employees with the Reporting & Whistleblowing Procedure and may submit an anonymous Report on behalf of the Employee if required. A Report can also be submitted anonymously through the [Ethics Helpline](#). The Reporting Person and the person to whom the Report relates may be assisted by a Confidential Counsellor but they must be assisted by different internal Confidential Counsellors.
- They provide after-care.



- They identify problems or points for improvement in the implementation of the policy concerning the Code of Conduct and they advise the Business Conduct Leader.

A list of all internal Confidential Counsellors is available on the [Intranet](#). Our employees are also completely free to choose their Confidential Counsellor.

Appointment

The Management Board appoints one or more internal Confidential Counsellors per region or per office upon the recommendation of the Works Council or the Business Conduct Leader.

Appointment is for a term of four years with the option of reappointment.

Those eligible for appointment as an internal Confidential Counsellor are employees with a permanent employment contract who have been employed at PwC for at least one year, with the exception of partners, directors and members of the Works Council.

The internal Confidential Counsellor should match the profile drawn up by the Management Board.

End of term of office

The term of office of the internal Confidential Counsellor will terminate:

- at his/her own request;
- if he/she is relieved of his/her duties by the Management Board upon the recommendation of the Works Council or the recommendation of the Business Conduct Leader;
- upon termination of the internal Confidential Counsellor's employment contract with PwC;
- upon promotion to Director or Partner;
- upon expiry of the term of office for which the Confidential Counsellor was appointed, provided that he/she has not been reappointed. If the term of office ends during the course of assisting an Employee, the Confidential Counsellor will in principle continue providing assistance until the case has been closed.

4.2 External Confidential Counsellor

The Management Board has appointed an external Confidential Counsellor. The external Confidential Counsellor holds professional qualifications, is registered, and is trained in dealing with problems concerning integrity issues, among other things, and can provide supervision in this matter where needed.

The external Confidential Counsellor can be contacted via the Confidential Counsellor Hotline at the firm Bezemer & Schubad, +31 (0)88-1440200 or vertrouwenspersoon@bezemer-schubad.nl.

The external Confidential Counsellor can be contacted or consulted in the following situations:

- An Employee can contact an external Confidential Counsellor if he or she experiences a problem or has a request for assistance, but would prefer not to discuss that issue with an internal Confidential Counsellor, manager or HC colleague from PwC;
- An internal Confidential Counsellor may consult an external Confidential Counsellor if the internal Confidential Counsellor has questions about an issue that has been referred or discussed internally;
- An external Confidential Counsellor may identify problems or points for improvement concerning undesirable behaviour and the Code of Conduct and the respective policy within PwC.

This document is a translation. In the event of any dispute as to the interpretation of any of these conditions, the official Dutch language version shall prevail.