

Vopak Whistleblower Rules



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Rules of conduct for employees (and other stakeholders) of Koninklijke Vopak N.V. (“company”) and group companies relating to suspected irregularities.

Chapter 1 – DEFINITIONS

Article 1

In these rules the following terms shall have the following meanings:

- *Audit Committee*: sub-committee of the Supervisory Board, working in the areas as mentioned in the charter for the Audit Committee (available on the website);
- *CEO*: the chief executive officer of the Executive Board of the company;
- *Chairman of the Supervisory Board*: the chairman of the Supervisory Board of the company;
- *company*: Koninklijke Vopak N.V. also referred to as Royal Vopak;
- *Global Director Internal Audit*: the employee working at the corporate head office of the company and responsible for the internal audit function of the company;
- *employee*: a person, working for the company and/or its group companies;
- *manager*: the person directly managing the employee;
- *other stakeholders*: suppliers, customers or other third parties not being employees of the company;
- *suspected irregularity*: a suspicion based on irregularities of a general, operational and/or financial nature in connection with:
 - a. an (imminent) criminal offence;
 - b. an (imminent) violation of laws and regulations;
 - c. an (imminent) intention to provide incorrect information to public bodies;
 - d. violation of rules of conduct applicable within the company;
 - e. (imminent) intentional suppression, destruction or manipulation of information relating to the facts referred to under a. up to and including d.;
- *Trusted Person*: the Global Director Internal Audit, designated by the CEO of the Executive Board to act in that capacity for the company and its group companies;
- *Vopak Values*: means the following values adopted by the company:
 - a. *Care for Safety, Health & Environment*: Sustainability is at the core of every decision
 - b. *Integrity*: We can look at ourselves every day in the mirror
 - c. *Team Spirit*: We work together, we excel together
 - d. *Commitment*: We do what we say, and say what we do
 - e. *Agility*: We learn, adjust, improve and change
- *Whistleblower*: internal or external person who notifies of the suspected irregularity.

Chapter 2 – PROCEDURE

Article 2

1. Employees shall report suspected irregularities and/or other issues which are not in line with the Vopak Values, in particular the value “Integrity”, internally to their manager or, if they consider reporting to the manager inappropriate, to the responsible manager at the next level above or if they consider reporting to the responsible manager inappropriate, to the Trusted Person. They may also report to the Trusted Person in addition to the manager or the responsible manager. Other stakeholders shall report to the Trusted Person.
2. The manager, the responsible manager or Trusted Person shall confirm the notification in writing to the Whistleblower (mostly by e-mail).
3. The Trusted Person shall inform the Executive Board, or if he considers this more appropriate, the Chairman of the Supervisory Board, of the notification, of the investigation approach (when deemed necessary) and shall keep the Executive Board, or the Chairman of the Supervisory Board, informed during the investigation (when deemed necessary).
4. Depending on the type of notification, the Trusted Person shall appoint the most suitable internal or external person to conduct the investigation with careful consideration for the position of the Whistleblower. The Trusted Person will ensure that the investigation process is executed confidentially by independent, impartial and knowledgeable investigators.
5. The Whistleblower and the persons involved in the investigation shall keep the investigation report confidential. No information shall be provided to third parties in or outside the company and its group companies without the consent of the Trusted Person.

Article 3

1. The Whistleblower shall be informed of the outcome of the investigation process by the Trusted Person or directly by the most suitable investigator, depending on the type of notification.
2. If deemed necessary, the Whistleblower can reply whether he agrees or disagrees with the outcome of the investigation.
3. If the investigation lasts more than four (4) weeks, a preliminary notification of the status of the investigation will be sent to the Whistleblower (mostly by e-mail).
4. The Trusted Person shall monitor and ensure that articles 3.1 and 3.2 are always adhered to.
5. The Trusted Person shall, in parallel to the notification to the Whistleblower, inform the Executive

Board, or if deemed more appropriate the Chairman of the Supervisory Board, of the outcome of the investigation process and of the reply of the Whistleblower to the outcome of the investigation if deemed necessary.

Chapter 3 – PERIODIC REPORTING

Article 4

The Trusted Person shall, in their role as Global Director Internal Audit, on a quarterly basis, provide the Audit Committee with an overview of Whistleblower notifications received, outcomes of investigations and the replies from the Whistleblowers to the outcomes of the investigations.

Chapter 4 – LEGAL POSITION

Article 5

The Whistleblower policy is intended to encourage and enable employees and other stakeholders to raise serious concerns within the company rather than seeking resolution outside the company, acting in good faith. The position of the Whistleblower who reported a suspected irregularity in accordance with these rules and who has acted in good faith, shall not be affected in any way as a result of the notification.

Article 6

Although it is assumed that a Whistleblower acts in good faith, if the contrary is confirmed, it should be noted that abuse of the Whistleblower policy will be taken up seriously and can result in a written warning, suspension for a certain time, transfer to another department or termination of the employment contract of an employee or the relationship with the other stakeholder.

Chapter 5 – DATE OF UPDATE

Article 7

This updated version of the Whistleblower Rules reflects the current Vopak Values as of 8 December 2017.