

**MITHRA PHARMACEUTICALS SA  
And Affiliates  
Mithra Group or the Company**

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**ANTI-CORRUPTION AND BRIBERY POLICY  
BUSINESS CODE OF CONDUCT**

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**CONTENTS**

1. POLICY STATEMENT
2. WHO IS COVERED BY THE POLICY?
3. WHAT IS BRIBERY?
4. MITHRA GROUP ANTI-BRIBERY PROCEDURES
5. GIFTS AND HOSPITALITY IN GENERAL
6. WHAT IS NOT ACCEPTABLE
7. RELATIONSHIP WITH HCP's HCO's and PATIENT GROUPS
8. RELATIONSHIP WITH POLITICAL PARTIES
9. FACILITATION PAYMENTS AND KICKBACKS
10. CONFLICT OF INTERESTS
11. RELATIONSHIP WITH COMPETITORS/PARTNERS
12. INFORMATION AND TECHNOLOGY
13. EQUAL OPPORTUNITY
14. YOUR RESPONSIBILITIES
15. RECORD-KEEPING
16. HOW TO RAISE A CONCERN
17. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OF CORRUPTION
18. PROTECTION
19. TRAINING AND COMMUNICATION
20. WHO IS RESPONSIBLE FOR THE POLICY?
21. MONITORING AND REVIEW

## 1. POLICY STATEMENT

**This Policy is a public document and may be given to third parties to explain Mithra Group's approach to business. All relevant third parties will be made aware of this Policy as it applies to our people in their dealings with them.**

1.1 At Mithra Group, the importance of ethical behavior in how we carry out and conduct our business is paramount. It is our policy to conduct all of our business in an honest and ethical manner. Mithra Group takes a zero-tolerance approach to bribery and corruption in all forms, whether taking place directly or through third parties, and we are committed to acting professionally, fairly and with integrity and responsibility in all our business dealings and relationships wherever we operate, and implementing and enforcing effective systems to counter bribery. Mithra Group expects the same approach to doing business from any third party we work with.

1.2 Mithra Group will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.

1.3.1 The purpose of this policy is to provide a coherent and consistent framework to enable Mithra Group's employees and personnel to understand and implement arrangements enabling compliance. This policy sets out:

- (a) our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption;
- (b) information and guidance to those working for us and working with us on how to recognize and deal with bribery and corruption issues.

1.3.2 By developing, implementing and acting upon this Policy, Mithra Group shall strengthen its reputation, build the respect of its employees and personnel and maintain its credibility amongst health care professionals ("HCP's"), health care organizations ("HCO's") and patient groups.

1.4 Bribery is a criminal offence. Under Belgian law, bribery and corruption are punishable for individuals by up to three years' imprisonment, and if we are found to have taken part in corruption we could face an unlimited fine, be prohibited to continue our activities and face irreparable damage to our reputation. Mithra Group therefore takes its legal responsibilities very seriously.

You are liable to disciplinary action, dismissal, legal proceedings and possible imprisonment if you are involved in bribery and corruption.

1.5 We have identified that the following examples as particular risks for our business:

- (i) we operate within the biotechnology industry and we are conducting clinical trials in several countries and closely working with hospitals and principal investigators;
- (ii) how the business deals with gifts and hospitality (if and when necessary); and
- (iii) our relationship with third parties including, but not limited to, consultants/HCPs, distributors, Government Officials and suppliers.

Mithra Group is committed to taking action and in particular to:

- (i) auditing our compliance with anti-bribery laws on an ongoing basis;
- (ii) setting out a clear anti-bribery policy and to keeping it up-to-date;

- (iii) making all employees and personnel aware of their responsibilities at all times;
- (iv) undertake to provide training to all staff so that they can recognize and avoid this use of bribery by themselves and others;
- (v) review our existing relationship with third parties and implement written statements for them to adhere to;
- (vi) undertake to monitor our Anti-Bribery and Corruption Policy and other associated procedures on an ongoing basis.
- (vii) encourage Mithra Group's employees and personnel to be vigilant and to report any suspicions of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately;
- (viii) taking firm action against any individual(s) involved in bribery; and
- (ix) include appropriate clauses in contracts to prevent bribery.

- 1.6 In this policy, **third party** means any individual or organization you come into contact with during the course of your work for us, and includes actual and potential clients, customers, business partners, suppliers, distributors, business contacts, consultants/HCPs, agents, advisers, independent contractors, surgeons, physicians, technicians, nurses, research co-ordinators and government and public bodies, including their advisors, representatives and officials, politicians and political parties, and any other politically exposed person.

## 2. WHO IS COVERED BY THE POLICY?

This policy applies to all of Mithra Group's activities.

Within Mithra Group, the responsibility to control the risk of bribery occurring resides **at all levels of the organization**. It does not rest solely within one department, but in all areas of our business. This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, surgeons, physicians, technicians, nurses, research co-ordinators, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, distributors, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as **workers** in this policy).

## 3. WHAT IS BRIBERY?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage which is undue.

### **Examples:**

#### **Offering a bribe**

You offer a potential client tickets to a major sporting event to an HCP, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a scientific, commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential HCP to accept your offer.

**Receiving a bribe**

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organization to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

**Bribing a foreign official**

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as approval for a new medical device.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

**4. MITHRA GROUP'S ANTI-BRIBERY PROCEDURES**

## 4.1 Mithra Group's procedures cover six principles:

**Proportionality**

Mithra Group has procedures in place to prevent bribery by persons associated with it. These are proportionate to the bribery risks faced by Mithra Group and to the nature, scale and complexity of Mithra Group's activities. They are also clear, practical, accessible, effectively implemented and enforced.

**Top Level Commitment**

The Chairman, CEO and management team are committed to preventing bribery by persons associated with it. They foster a culture within the organization in which bribery is never acceptable.

**Risk Assessment**

The nature and extent of Mithra Group's exposure to potential external and internal risks of bribery on its behalf by persons associated with it is periodically assessed. This includes financial risks but also other risks such as reputational damage.

**Due Diligence**

Mithra Group takes a proportionate and risk based approach, in respect of persons who perform or will perform services for or on behalf of the organization, in order to mitigate identified bribery risks.

**Communication (including training)**

Mithra Group seeks to ensure that its bribery prevention policies and procedures are embedded and understood throughout the organization through internal and external communication, including training that is proportionate to the risks it faces.

**Monitoring and review**

Procedures designed to prevent bribery are and shall be monitored and reviewed and improvements are and will be made where necessary.

**Accurate Whistleblowing policy**

Mithra Group attaches great importance to the present policy and to the other ethical codes that it has in place such as the Dealing Code and the Corporate Governance Charter and their implementation. Breaches to such rules that would be committed by workers, in the framework of their contract or by external consultants or contractors when providing services for Mithra Group could cause prejudice to the Group, jeopardize the position of Mithra Group on the market, lead to judicial proceedings and threaten the employment within the Group.

It is therefore expected from each worker to report any violation against the Code and applicable laws and regulations in accordance with the Whistleblowing Policy in Appendix and seek clarification in case of doubt on its correct application.

## 5 GIFTS AND HOSPITALITY IN GENERAL

- 5.1 Gifts should never be given or received to HCP's, HCO's, patients groups or any governmental body or political party as well as the members related thereto
- 5.2 This policy does not prohibit normal and appropriate hospitality (given and received) to or from other third parties than those who are listed in article 5.1 above which seeks to improve the image of the organization, to effectively present products and services, or establish amiable relations with such third parties.
- 5.2.1 Any hospitality should not be excessive in value or time and must be in compliance with our Expenses, Travel and Hospitality Policy and all local regulations.
- 5.2.2 In providing or receiving hospitality, you should act in good faith, impartially, or in accordance with a position of trust and not intend to, or give the appearance of intending to, influence the recipient.
- 5.2.3 Hospitality expenditure should be proportionate to the size of the company, our market and business needs.
- 5.2.4 Hospitality should not be concealed, but show transparency.

Most routine and inexpensive hospitality is unlikely to lead to any reasonable expectation of improper conduct.

- 5.3 The giving or receipt of gifts is not prohibited, if the following requirements are met:
- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;
  - (b) it complies with local law, regulations and industry and professional codes of conduct;
  - (c) it is given in our name, not in your or any other individual's name;
  - (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - (e) it is appropriate in the circumstances. For example, in Europe it is customary for small gifts to be given at Christmas time; and in Belgium, it is customary to offer a souvenir from our country in the form of chocolate.
  - (f) taking into account the reason for the gift, it is of an appropriate type and of modest value and given at an appropriate time;
  - (g) it is given openly, not secretly; and
  - (h) gifts should be associated with professional practice or provide a legitimate educational function.

- 5.4 We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is **reasonable, proportionate and justifiable. The intention behind the gift should always be considered.**

## 6 WHAT IS NOT ACCEPTABLE?

- 6.1 It is not acceptable for you (or someone on your behalf) to:
- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or

hope that a business advantage will be received, or to reward a business advantage already given or which could be perceived to affect the outcome of a business transaction;

- (b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- (c) accept payment from a third party if you know or suspect that the payment is offered with the expectation that it will obtain a business advantage for them
- (d) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under that policy; or
- (e) engage in any activity that might lead to a breach of this policy.

## **7 RELATIONSHIP WITH HCP's HCO's and PATIENT GROUPS**

- 7.1 Mithra Group strive to respect the independence of the HCP's, HCO's, patient groups with which Mithra Group interacts, to make sure that Mithra Group does not influence their activities and decision.
- 7.2 Mithra Group does sometimes require the expertise of an HCP or an HCO and will at that time dully formalize the terms of the collaboration in a contract that clearly explains the scope of the service and the deliverables. Mithra Group will always call upon an HCP or an HCO's expertise if it is duly justified for scientific, medical or promotional purpose, and therefore will appoint the HCPs or the HCO's based on objective criteria relating to their qualification and skills as an expert in accordance with the expected legitimate requirements. Mithra Group shall pay a fair and reasonable remuneration for the services provided by the HCP/HCO compatible with the market values.
- 7.3 If we are to invite HCPs, HCOS to conferences or scientific manifestations, Mithra Group will comply with national laws, regulations and code and obtain the necessary clearance to do so if required, but also with those of the country where the event is held. Based on common practice, travel and hospitality of the guests shall be covered by Mithra Group at a reasonable level. These payments shall be made directly to the company which organizes the event.
- 7.4 Mithra Group is entirely compliant with the Sunshine Act which imposes our Group to be transparent regarding the contributions of any kind and origins that Mithra Group exposes in the course of its relationship with HCP's, HCO's and patient organization.

## 8 RELATIONSHIP WITH POLITICAL PARTIES

- 8.1 Mithra Group does not make contributions to political parties or to any politician. We do make charitable donations that are legal and ethical under local laws and practices, and these shall be in accordance with our Whistleblowing Policy in Appendix.
- 8.2 All workers shall not use their position with Mithra Group to try and influence any other person from political party or from a governmental authority. Workers shall not use or permit that Mithra Group's property be used for political purposes and ensure that Mithra Group does not express any political opinion whether categorically or lightly. If any political opinion is expressed, Mithra Group shall ensure that it is clearly stated that it is a personal opinion and not that of Mithra Group.

## 9 FACILITATION PAYMENTS AND KICKBACKS

- 9.1 We do not make, and will not accept, **facilitation payments** or "**kickbacks**" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in Europe, but are common in some other jurisdictions. We shall ensure this policy is distributed to all third parties working on our behalf, including those abroad. Where there is an intention to induce improper conduct, including where the acceptance of such payments is itself improper, this will be seen as a bribery offence. .
- 9.2 If you are asked to make a payment on Mithra Group's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Compliance Officer.
- 9.3 Kickbacks are typically payments made in return for a business favor or advantage. All workers must avoid any activity that might lead to, or suggest that, a facilitation payment or kickback will be made or accepted by us.

## 10 CONFLICT OF INTERESTS

You are to avoid as much as possible to be in a conflict of interest position. A conflict of interest occurs when your personal interests or those around you are in contradiction with those of Mithra Group.

Mithra Group aims at safeguarding its independence and yours.

As Mithra Group's workers, you undertake to accomplish your professional mission in Mithra Group's best interest, and not to serve any other competing interest which may affect your judgment and loyalty towards Mithra Group. In particular, you undertake not to accept any benefits of any kind whatsoever from third parties, such as benefits in kind, payments, gifts, invitations, or other favors which may affect the independence, impartiality, and objectivity of your judgment. You must alert

Similarly, the acquisition of any interest in a competitor company, whether or not including a professional activity, must be mentioned beforehand to your manager to prevent any conflict of interest. More broadly, you must alert to situations in which the objectivity of your actions or professional decision-making might be questioned or disputed.

Mithra Group expects all workers to make known any conflict of interest that might affect the accomplishment of their missions. In the event of a doubt concerning the existence of a conflict of interest that might influence your independence, impartiality, and objectivity, you must discuss the issue with your manager or with the legal and compliance departments, to ensure that this situation is acceptable.

If it is not the case, Mithra Group will take the appropriate and necessary measures to remedy the conflict of interest situation, pursuant to the applicable legislation (protection of private life



and employment law). A conflict of interest, whether potential or real, can substantially damage Mithra Group's image and reputation, but also those of the employee involved

## **11 RELATIONSHIP WITH COMPETITORS/ PARTNERS**

- 11.1 Besides any incentive in a competitors' business that are to be disclosed based on the conflict of interest section above, Mithra Group undertakes not to adopt any practice that would hinder fair competition in order to protect a competitive market.

Mithra Group complies with the competition rules in force in all countries where we operate and we expect all our workers to comply strictly with them. Failure to comply with the competition rules can lead to fines, substantial damages and criminal sanctions for Mithra Group and any individual which has been implicated.

Namely, violation of competition rules may be committed either through relations maintained with our competitors ("horizontal agreement") or through those with our suppliers, distributors and clients ("vertical agreement").

- 11.2.1 Mithra Group ensures that we act in an ethical and professional manner with our business partners and that we work with honesty and integrity in our professional and commercial interactions;

Mithra Group aims at working with partners that are able to observe the same level of ethical and professional standards and are able to comply with the regulations, codes and contracts to the professional relations. A prior analysis is made with partners to check their integrity, capacities and abilities to honor the defined contractual relationship. In the event of an established issue relating to a partner, corrective actions are implemented to protect Mithra Group's interest.

## **12. INFORMATION AND TECHNOLOGY**

When using Mithra Group information and technology systems, you shall consider before sending an email whether you would feel comfortable with it being published in a newspaper or referred to a legal actions. Mithra Group's information and technology material must be used solely for work purposes and you should consider before surfing on any website whether it could damage the material or bring viruses into the computer. In any case, Mithra Group's IT material should be used pursuant to Mithra Group's IT policy.

## **13. EQUAL OPPORTUNITY**

Mithra Goup doesn't discriminate based on whatever ground (gender, sexual orientation, age, race, religious belief, color, nationality, ethnic or national origin, disability, political consideration ...). Any worker of Mithra Group who would harass or bully any other worker based on those would be in breach of this policy and exposed to disciplinary sanctions. Depending on the severity of the misbehavior, it could be considered as a gross misconduct and result in a dismissal.

## **14. YOUR RESPONSIBILITIES**

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Mithra Group or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify the Compliance Officer (see section 11.1) as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business.

Any Mithra Group's personnel or manager who breaches this policy will face disciplinary action which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

## 15. RECORD-KEEPING

Mithra Group must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must keep a written record of all hospitality or gifts accepted or offered, which may be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers, consultants, distributors and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## 16. HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Compliance Officer [Compliance.Officer@mithra.com](mailto:Compliance.Officer@mithra.com)

Concerns should be reported by following the procedure set out in our Whistleblowing Policy in Appendix.

Concerns can be anonymous. In the event that an incident of bribery, corruption or wrongdoing is reported, the Compliance Officer will act as soon as possible to evaluate the situation. We have clearly defined procedures for investigation fraud, misconduct and non-compliance issues and these will be followed in any investigation of this kind. If you have any questions, please contact the Compliance Officer.

## 17. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you reach out to the Compliance Officer as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

## 18. PROTECTION

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Compliance Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

## 19. TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

Mithra Group's zero-tolerance approach to bribery and corruption must be communicated to all relevant third parties at the outset of our business relationship with them and as appropriate

thereafter.

## 20. WHO IS RESPONSIBLE FOR THE POLICY?

The Chairman and management team have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Compliance Officer has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it. Third parties must also maintain awareness and understanding of this policy.

## 21. MONITORING AND REVIEW

The Compliance Officer will monitor the effectiveness and review the implementation of this policy on an ongoing basis, considering its suitability, adequacy, quality, consistency and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing, in accordance with our Whistleblowing Policy ( Schedule)

Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer.

This policy does not form part of any employee's contract of employment and it may be amended at any time.

## PRACTICAL EXAMPLES

1. Health Care Professionals such as surgeons or key opinion leaders may, from time to time, act as consultants for the company. Payment to such consultants for services such as research, presentations and product development, and also covering reasonable expenses such as travel, meals and accommodation, would not be considered bribery if it is reasonable and proportionate.

However, travel, meals and accommodation or other expenses for spouses or guests of a consultant are likely to be considered disproportionate and regarded as an intention for financial or other advantage to influence the consultant in his or her official role and thereby secure business or a business advantage.

**Please bear in mind that any expense made for a Health Care Professional as well as for a Health Care Organization should be duly recorded as per the Sunshine Act and thus disclosed once a year on the Be Transparent platform.**

A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business – NO

- a. Except he that other company has an affiliate in that other country which complies with Anti-Bribery and Anti-Corruption – OK
2. A third party requests an unexpected additional fee or commission to "facilitate" a service, for example a consultant may request a commission in order to promote a particular device designed by the company- NO
3. A third party requests that a payment is made to "overlook" potential legal violations – NO
4. You receive an invoice from a third party that appears to be non-standard or customized- NO
5. A third party insists on the use of side letters or refuses to put terms agreed in writing;- NO

6. You are offered an unusually generous gift or offered lavish hospitality by a third party- NO
7. You suspect that a third party promoting clinical trials are really doing so for marketing purposes.- you need to report it

**Schedule 1**  
**Whistleblowing Policy**

Mithra Group has adopted a policy and procedure (this “Whistleblowing Policy”) to handle the airing of reasonable concerns about suspected misconduct that might be present within the Company in light of the present Anti-Bribery and Anti-Corruption Policy.

It is indeed expected from each employee and contractor to report any violation against the Code and applicable laws and regulations in accordance with this Whistleblowing Policy and seek clarification in case of doubt on its correct application.

This Whistleblowing Policy reflects the various requirements applicable to good governance, data protection, privacy and confidentiality when reporting violation against the present policy or any of the other codes that Mithra Group has in place such as the Dealing Code or the Corporate Governance Charter.

The purpose of this Whistleblowing Policy is to provide the personnel with a channel to report any breach of the Code and of applicable laws, regulations and policies that he/she observes or any information that the Associate reasonably believes may be evidence of misconduct, and that cannot be addressed through hierarchical line or through a specific procedure available for Associates of Mithra group .

## **1. Reporting process**

### **1.1 Facts and acts that can be reported**

This whistleblowing procedure can be used to report any breach to the present policy or any of the other codes that Mithra Group has in place such as the Dealing Code or the Corporate Governance Charter.

The whistleblowing procedure cannot be used for facts for which there exists a specific procedure, such as facts of psychosocial risks, violence, sexual and moral harassment at the workplace which are regulated under Mithra Group’s work regulations.

Any report done under this whistleblowing procedure must be related to sufficiently serious facts (such as a severe violation of the Code, laws, regulations or policies). **The report can therefore not rely on rumours or hearsay. The whistleblowing procedure must only be used for genuine concerns. False or malicious allegations may result in severe disciplinary actions up to and including dismissal as provided under item 8 below.**

### **1.2 Reporting process- who to contact?**

When a member of the personnel or management of Mithra Group is considering an integrity or compliance issue, he can consult this Whistleblowing Policy. This Whistleblowing Policy is supplementary. Any concern on a possible breach of applicable laws and regulations and of the Code should first be addressed by the usual hierarchical line (i.e. direct manager or supervisor at the appropriate Mithra Group entity).

When a member of the personnel or management of Mithra Group believes that it is inappropriate to use the usual hierarchical line and taking into account specific circumstances (e.g. hierarchical relationship, risk of loss or concealing of evidence, confidentiality risks, etc.) and when he/she believes that a violation of law or the Code or another Mithra Group policy may have occurred, or may be going to occur, that person can follow the process set out below.

The reports can be addressed to the following persons:

- ✓ a direct manager or supervisor

- ✓ another manager or supervisor at Mithra Group
- ✓ the Compliance Officer
- ✓ any member of the board of directors of Mithra Group.

### 1.3 Reporting process- How to report?

To initiate the whistleblowing procedure, the whistleblower must submit a report (written or orally) to one of the above persons in which he/she reports an issue. Before doing that, the whistleblower is encouraged to:

- ✓ review its submission to ensure that information provided is easily comprehensible and well documented.
- ✓ be precise about the issue, providing all known details (names, dates, financial figures, situation, etc.) necessary for the Investigator to review and start his investigation; the report cannot be a vague allegation; this is especially critical if Associates submit the complaint anonymously, since there will be no opportunity to obtain follow-up information.
- ✓ mention if he/she has a direct or personal interest in the matter.

Anonymous reports are in principle not allowed, but if desired and exceptional circumstances require it, an exception can be made. If the whistleblower wishes to remain anonymous, he/she needs to mention that in his/her report.

Once a report is submitted, it cannot be withdrawn. Each submitted report will be reviewed and an investigation will be conducted if necessary.

All potential whistleblowers are encouraged to raise questions when unsure. The potential whistleblowers should keep the following in mind:

- ✓ not report a violation to any person involved in the violation.
- ✓ If a concern is raised and the issue is not resolved, he/she should raise it through another channel.
- ✓ knowingly or recklessly providing false reports may result in disciplinary action, including termination (subject to applicable laws / employment agreement).

### 1.4 Reporting process- Investigation?

All reported violations of law, the Code or other policies will be investigated. Mithra Group shall appoint a person with the appropriate expertise and level to investigate the matter (the "Investigator"). The Investigator shall not have any conflict of interest between his/her role as investigator and his/her normal position in the Company.

The Investigator shall:

- ✓ be bound by professional secrecy when processing the report, even towards the management of Mithra Group (unless urgent protective measures should be taken), other members of personnel, trade unions and third parties; the reports shall therefore be treated confidentially.
- ✓ carry out his duties independently vis-à-vis the management of Mithra Group.

- ✓ make sure that the identity of the whistleblower shall remain confidential during and after the investigation, except where following an investigation the identity of the whistleblower must be reported in the framework of judicial proceedings.
- ✓ make sure that the identity of the person concerned by the report shall remain confidential during and after the investigation, except if measures and/or sanctions must be taken.
- ✓ be able to ask for any oral or written information from any person of the Company.
- ✓ make sure that the allegations of the whistleblower are limited to facts and do not contain any judgment of values.
- ✓ explicitly mention in his/her own report that some allegations are related to unproven facts.
- ✓ submit to the management of Mithra Group protective measures to avoid any destruction of evidence.
- ✓ shall decide the appropriate time to inform the persons against whom the allegations are made of their rights.

Mithra Group shall take the whistleblower seriously and shall ensure that he/she and the person(s) against whom the allegation is made, will be treated fairly and justly.

When the whistleblower has identified himself/herself, he/she may be asked to attend fact finding meeting(s). If required by law, or to prevent fraud, Mithra Group may also collect, use or disclose individually identifiable personal information.

## 1.5 Reporting process- Consequences?

Members of the personnel and of the management responsible for violations will be subject to disciplinary action appropriate to the circumstances and consistent with applicable law, up to and including termination. Depending on the nature of the incident, individuals involved may also face prosecution for civil or criminal offenses.

## 2. Obligations, protection and rights of the whistleblower

### 2.1. Obligations of the whistleblower

The person who considers starting a whistleblowing procedure must

- ✓ first make sure that he/she has a reasonable ground to believe that the facts are sufficiently serious to start such a procedure.
- ✓ keep the information reported as confidential towards any person. Should he/she fail to do so, he/she shall not be able to reproach the Investigator for not having kept the information confidential.

### 2.2. Measures to protect the whistleblower

The whistleblowing procedure is confidential. The confidentiality of the identity of the whistleblower is therefore guaranteed. When processing the report, the Investigator shall make sure that the identity of the whistleblower, or elements which would enable his/her identification, will not be disclosed without the whistleblower's prior explicit consent.

The whistleblower shall not suffer any prejudice nor benefit from any benefit resulting from the whistleblowing.

Whilst the whistleblowing procedure is confidential in nature and the whistleblower is protected and granted immunity against any retaliation as set out in this Whistleblowing Policy, such protection shall however cease in case of deliberate breach of confidentiality or disclosing any part of the on-going investigation by the whistleblower himself/herself.

A retaliation against an employee or member of the management who submitted a report in good faith is strictly prohibited, Mithra Group shall take appropriate disciplinary or legal action against any individual who is proven to have taken retaliatory action.

### 2.3. Rights of the whistleblower

The whistleblower has the right to be informed of the follow-up of his/her report, to ask for feedback as well as the results of the investigation. Mithra Group shall therefore provide feedback to the extent it is appropriate and does not violate a duty of confidentiality or other legal obligation.

The whistleblower does however not have the right to have access to the personal data of the person against whom the allegation is made or of third parties. Such access prohibition could however be lifted when, after the investigation, the person against whom the allegation is made has wrongfully accused the whistleblower (e.g. by arguing that the whistleblower was involved in the abusive practices) or if a third party has acted in bad faith (e.g. false testimony).

### 3. Rights of the person against whom the allegation is made

The Investigator shall inform as soon as possible the person against whom the allegation is made of the following:

- ✓ the allegations against him/her
- ✓ the persons or departments that are or shall be informed of the procedure
- ✓ the right to exercise his/her right to modify or delete personal data should they be inaccurate, incomplete or irrelevant.

The Investigator can delay informing the alleged perpetrator in exceptional circumstances, such as a risk that evidence would be destroyed.

The person against who the allegation is made shall not have access to the identity of the whistleblower or of any third party (or to elements that would allow their identification) except if such persons consented thereto or in case of unjustified or defamatory accusations of the whistleblower or false testimony of a third party.

### 4. Data protection

When processing data, the Investigator and Mithra Group shall comply with European and Belgian data protection principles and legislation. This means that the Investigator and Mithra Group shall ensure that personal data is:

- ✓ fairly and lawfully processed.
- ✓ accurate and up to date.
- ✓ processed for specified, explicit and legitimate purposes (and not used for other purposes).
- ✓ processed in line with individual's rights.
- ✓ adequate, relevant and not excessive for the processing of the report.



- ✓ not kept longer than necessary for the processing of the report, including possible judicial or disciplinary proceedings against (i) the person against whom the allegation is made or (ii) the whistleblower in case of unjustified or false accusations.

The personal data collected during the procedure shall also be protected against the accidental or unlawful destruction, loss, communication or unauthorized access.

Only persons who need to know the case shall have access to the personal data including when it is archived.

If personal data must be transferred outside the EU during the reporting process, such transfer shall comply at all times with the Belgian legislation relating to protection of personal data. Moreover, personal data shall only be transferred to the parent-company of Mithra Group in very serious circumstances for which it became obvious that the processing cannot be limited to Mithra Group or if they have consequences beyond Mithra Group or in the EU.

## 5. Abusive or malicious use of the whistleblowing procedure

The purpose of the whistleblowing procedure is to protect the interests of the Company.

The members of the personnel and of the management are invited to use the usual hierarchical ways to signal malfunctions to line managers. The potential whistleblower must have reasonable and sufficient grounds to believe that the facts are established and serious.

When the investigation carried out by the Investigator shows that the whistleblowing was manifestly unfounded and when the elements of the case show that the whistleblower has acted in bad faith, he/she shall receive a disciplinary sanction that could possibly lead to dismissal.

## 6. Miscellaneous

Mithra Group shall carry out regular audits of this whistleblowing procedure. Audit reports shall not be disclosed in a way that would permit the identification of the persons concerned by the investigation.

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