



VAN LANSCHOT
KEMPEN

Whistleblowing Policy

Target Audience :

This document applies to all employees (both internal and external) within the Van Lanschot Kempenn group

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Compliance & Operational Risk Committee

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Annex 1

Version management

Date	Version	Approval	Actions
2015	1.0	Management Board, 24-03-2015	
2017	1.1	Approval Works Council VL 30-01-2017	Adjustments in connection with Wet Huis voor Klokkenluiders, aligned with legal (December 2016)
2017	1.2	Approval Works Council KCO 27-09-2017	No substantive changes, only applicable to KCo
2018	1.3	Director Compliance	Addition of sentence Right to protection against measures and adverse effects in connection with EBA directive
2019	1.4	Executive Board informed 18-12-2019	Change of name in connection with legal merger 1-1-2020.
2021	1.5	Corcie 01-02-2021	Revised version to bring policy in line with Compliance Charter and Policy of Policies.(M. van der Bijl Compliance- C. Talsma legal)
2021	1.6	Compliance 20-07-2021	Correction typing error responsible committee: Management Board > Compliance & Operational Risk Committee
2022	1.7	Management Board 07-06-2022	The Management Board has appointed Sophie Roozen as Notification Contact under the Whistleblowing Policy as per 30 June 2022
26-06-2023	1.8	Compliance	Adding entity name changes due to Branding as One project. International policy alignment project finalised (as approved by the CORC on 12-09-2022).

1. Introduction

As a specialist wealth manager, it is Van Lanschot Kempen N.V. (hereinafter, “VLK”) purpose to preserve and create wealth, in a sustainable way, for our clients and the societies we serve. VLK offers its services and financial instruments both in the Netherlands and in other jurisdictions.

VLK highly values integrity and transparency in its employees’ conduct, and therefore considers it important that the organisation should have a culture in which employees can address and report real or perceived abuse. Employees should feel free to discuss any abuse with colleagues and report it to a line manager or the Compliance department.

VLK appreciates that employees may at times feel uneasy about reporting abuse, but it is important that abuse be brought to light so that the culture of openness, transparency and integrity at VLK is reinforced and management is made aware of any abuse that may occur. VLK has therefore a the Whistleblowing Policy (‘Regeling Klokkenluiden’), so that abuse can be addressed even when employees are hesitant about reporting abuse to a line manager or Compliance and to fulfil its legal obligation to have this procedure in place.

The Whistleblowing Policy establishes the whistleblower’s rights and duties, among other things, and describes the procedure for reporting abuse and describe the procedure of a report in line with the Whistleblowing Act.

2. Target Audience and Scope

This policy applies to all employees at VLK and its subsidiaries, excluding the company’s subsidiaries, branches, representative offices and foundations which are also part of the group (hereinafter referred to as: “Employee”).

In line with the Policy of Policies, any deviations from this group policy that are deemed necessary from a local perspective, need to be approved by the Compliance and Operational Risk Committee.¹ For deviations and entity-specific provisions, see Section 6 of this policy.

VLK shall ensure that every Employee is informed in writing or digitally about the Whistleblowing Policy and it is available at all times on both the internal and external websites of VLK. Employees are responsible to comply with the provisions of this Policy.

3. Responsible Committee and Approval

This Policy is approved by the Compliance & Operational Risk Committee of VLK and in accordance with the Policy of Policies. In accordance with the legal obligations, the Works Council has given its approval.

The Compliance department of VLK (“Compliance”) is responsible for drafting and updating this Policy.

4. Whistleblowing Policy

This Policy establishes the whistleblower’s rights and duties, among other things, and describes the procedure for reporting abuse.

The types of abuse alluded to in this policy, whether witnessed or suspected, include all actual or potential irregularities of a general, operational and financial nature, for example:

- Theft or other offences;
- Civil law infractions or violations of legislation and regulations;

¹ This group policy is not applicable to Van Lanschot Belgium (VL Belgium), Mercier Vanderlinden (MVAM) en Van Lanschot Kempen USA (VLK USA) Inc. These entities shall introduce their own, comparable policy tailored to their own organisation.

- Serious, repeated and/or deliberate violations of VLK internal rules;
- Deliberate covering up of irregularities;
- Breach of confidentiality;
- Serious irregularities in financial or other reporting;
- Market abuse and trading on inside information.

For all these situations, social interests must also be at stake. This means that there must be a pattern or a structural character.

In principle, the policy does not cover situations involving conflicts related to work, working conditions or intimidation (sexual or otherwise), bullying, aggression, violence and discrimination. Employees can report those issues to HRM or the Confidential Contact Person Permanent Confidant.

Apart from employees, third parties such as suppliers or intermediaries, for example, can also witness abuse. Third parties wishing to report cases of abuse can do this by contacting the Compliance director. Clients wishing to report irregularities of a general, operational or financial nature can refer to the complaints regulation (available on the corporate website).

4.1 Procedure

4.1.1 Prior to notification procedure

Employees who feel uncomfortable about reporting abuse to a line manager or to Compliance are permitted under the Whistleblowing Policy to contact the designated Notification Contact instead.

4.1.2 Notification Contact

The Notification Contact is an employee of VLK appointed by the Management Board. The appointment is communicated to all employees and published on the Intranet.

The person appointed as Notification Contact is selected with the following considerations in mind:
He or she occupies a central position within the organisation and is easy to contact and readily approachable.

He or she is independent and of unquestionable reliability.

4.1.3 External advice and/or reporting

The 'Huis voor Klokkenuiders' (Whistleblowing House), an external organisation, can be contacted confidentially for information, for example on the details to bear in mind when reporting abuse.

Abuse can also be reported to the Huis voor Klokkenuiders, but in principle only after having been reported internally. Abuse may only be reported to the Huis voor Klokkenuiders in those cases where internal notification has not been dealt with appropriately within the organisation itself, or if circumstances rule out internal notification.

For more information on the Huis voor Klokkenuiders, see www.huisvoorklokkenuiders.nl.

4.1.4 Notification procedure

Witnessed or suspected abuse can be reported to the Notification Contact in person or in writing. The Notification Contact will decide whether the reported case is covered by this Whistleblowing Policy.

If it is not, the Notification Contact will refer the employee to the appropriate person, if possible.

If the reported case is covered by the Whistleblowing policy, the Notification Contact will create a file to document it while informing the employee of the whistleblower's rights and duties including Right of protection and as further detailed below 4.2, as well as the procedure that will be followed. Thus informed, the whistleblower will decide whether he or she wishes to go ahead with the procedure.

If a whistleblower decides not to press ahead with the case, the Notification Contact can nevertheless decide to request an investigation if the abuse that has come to his attention is serious enough.

If the notification is pursued, the Notification Contact will record all the relevant information (with or without the whistleblower's assistance). If a whistleblower wishes to remain anonymous, the Notification Contact will anonymise the

notification. With this anonymised information in hand, the Notification Contact submits an investigation request to the chairman of the Management Board and the Compliance director. This request has to be submitted within two weeks of the initial notification by the whistleblower, unless exceptional reasons justify deviating from this procedure. If the Compliance director has been appointed as Notification Contact by the Management Board, the Compliance director will inform the chairman of the Management Board of his decision to launch an investigation.

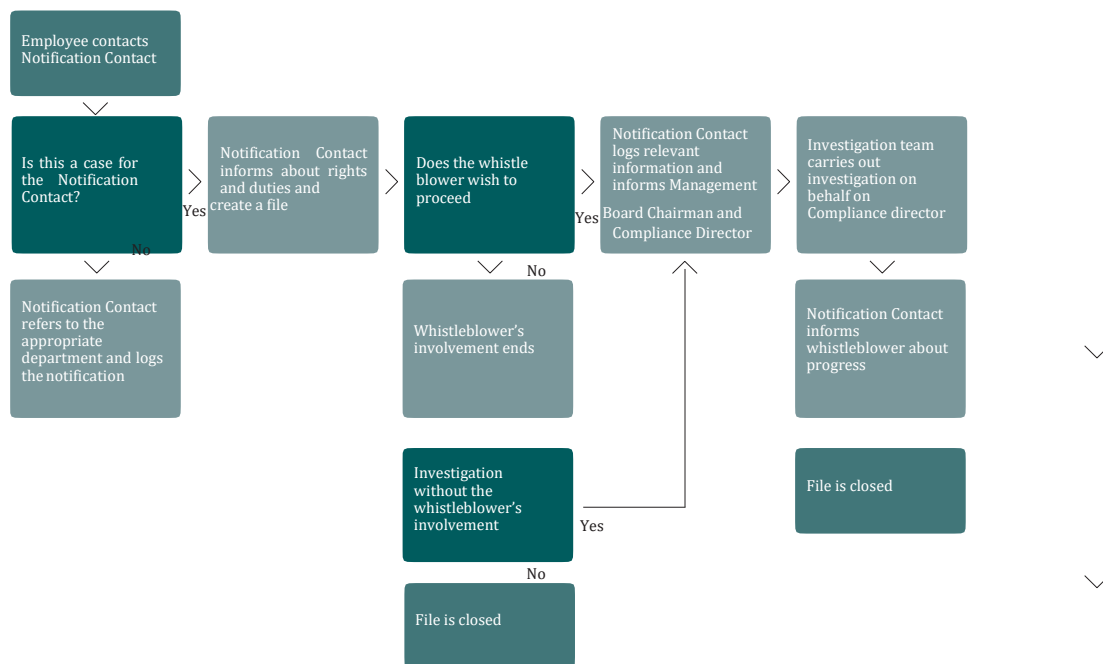
If the notification concerns a member of the Management Board, the Compliance director or a member of the Supervisory Board, the Notification Contact will submit the investigation request to the chairman of the Supervisory Board. If the notification concerns the chairman of the Supervisory Board, the Notification Contact will submit the investigation request to the vice-chairman of the Supervisory Board. In these cases, the chairman or vice-chairman of the Supervisory Board will commission an external party to conduct an investigation. The whistleblower’s rights and duties will remain in force.

The Compliance director has final responsibility for ensuring that the investigation is carried out properly. The investigation will be carried out in accordance with the Internal Investigations Policy (which is published on the Intranet). The Compliance director will put together an investigation team.

The investigation team can engage internal or external specialists. During the investigation, the Compliance director will keep the chairman of the Management Board and the Notification Contact informed of the investigation’s progress, insofar as possible. The Notification Contact will inform the whistleblower.

Figure 1. Diagrammatic overview of the procedure

Figure 1. Diagrammatic overview of the procedure



4.1.5 File and reporting

The Notification Contact will maintain a file on every notification which falls within the scope of the Notification Contact. These files are confidential and in principle will not be shared beyond the Notification Contact. Sometimes, however, there may be a legal requirement to provide details from the file, for example to a regulatory body. Files are therefore stored for 12 months after a case has been closed.

The Notification Contact reports annually to the Management Board on all notifications it has received.

4.2. Rights and Duties

An employee who submits a notification as per the procedure of this policy will be recognised as a 'whistleblower'. This status comes with the following rights and duties.

Right to anonymity

Whistleblowers are entitled to anonymity. The whistleblower will be informed if anonymity cannot be guaranteed during the course of the investigation because of special circumstances. The right to anonymity may also be reneged due to a legal obligation.

The right to anonymity also means that other employees, including members of senior management, are prohibited from attempting to uncover the identity of the whistleblower. The Notification Contact will only share information which is pertinent to the investigation into the abuse, anonymised if so desired, and only with duly authorised individuals.

Anonymous notification to the Notification Contact, whereby the identity of the person reporting an abuse remains unknown to the Notification Contact, falls outside the scope of this policy.

Right of protection against sanctions and adverse consequences

It is strictly forbidden to impose any kind of sanction, such as resignation or relocation to another position, on a whistleblower as a result of a notification. Any sanctions that are nevertheless imposed will result in disciplinary measures as defined in the guidelines for investigations relating to individuals (published on the Intranet). Whistleblowers who suspect they are, or have been, the victim of sanctions due to their making a notification can report this to the Notification Contact. This also applies to all persons who have been reported to the Notification Contact, but where no further evidence has emerged after further investigation.

Right to information

The Notification Contact will aim to inform the whistleblower about the handling of the notification, unless doing so would interfere with the investigation or would be prohibited by law.

Right to appropriate support

VLK offers appropriate support to whistleblowers, for example if a whistleblower needs legal support or external advice.

Right to immunity

Whistleblowers who report abuse bearing on their own conduct are not automatically entitled to immunity from disciplinary sanctions, prosecution or liability under civil law.

Duty of confidentiality

Anyone obtaining information about a notification pursuant to the Whistleblowing policy is obliged to treat this information in strict confidence vis-à-vis third parties, unless they are authorised or obliged, pursuant to this policy or by law, to provide this information to a third party.

Duty to provide all information

Whistleblowers are obliged to share with the Notification Contact all the information they have about the abuse they wish to report.

Duty to be available for investigation

During the investigation, the whistleblower has an obligation to be available to answer additional questions from the Notification Contact.

Duty to notify in good faith

This policy is not intended for the resolution of personal issues. Employees who abuse this policy by submitting malicious or frivolous notifications can be punished by sanctions as defined in the guidelines for investigations relating to individuals.

4.3. Notification contact under the Whistleblowing Policy

The Management Board has appointed Sophie Roozen as Notification Contact under the Whistleblowing Policy as per 30 June 2022.

Contact details for Sophie Roozen: s.roozen@vanlanschotkempen.com

If the Notification Contact is not available, the Compliance director can be contacted.

Switzerland

For Van Lanschot Kempen Switzerland, Paul von Holzen is Notification Contact under the Whistleblowing Policy. Contact details for Paul von Holzen: paul.vonholzen@gmx.ch.

United Kingdom

For Van Lanschot Kempen Investment Management UK Ltd, Andre Keijsers is Notification Contact under the Whistleblowing Policy. Contact details for Andre Keijsers: a.keijsers@vanlanschotkempen.com.²

5. Review

This Policy is reviewed at least every 3 years, or earlier where necessary as a consequence of a change in regulations, and/or external and internal developments relating to the business.

6. Jurisdictional variations in relation to the policy in other countries/entities

European directive on protection of whistleblowers published on 26 November 2019. By 17 December 2021, all Member States must transpose these new rules into their national legislation. By then, VLK will also have to adapt this policy to comply with the new legal requirements.

6.1 Switzerland

This group policy is applicable to Van Lanschot Switzerland. For exceptions, see section 4.3.

6.2 UK

This group policy is applicable to Van Lanschot Kempen Investment Management UK Ltd. For exceptions, see section 4.3/Annex I.

6.3 USA

This group policy is not applicable to Van Lanschot Kempen USA Inc. A local policy is in place.

6.4 Belgium

This group policy is not applicable to Van Lanschot Belgium and Mercier Vanderlinden (MVAM). A local policy is in place.

² In the case of VLK IM UK Ltd, a MiFID investment firm authorised by the Financial Conduct Authority ("FCA") in the United Kingdom, the FCA provides a hot-line which can be found at: <https://www.fca.org.uk/firms/whistleblowing>.

Annex 1
Relevant Regulations

Relevant Regulations	
Wet Huis voor Klokkenluiders	Article 1, 2,3a, 3k, 4, 13,14,17
EBA Guidelines Internal Governance	Section 13 Internal reporting procedures
European directive on protection of whistleblowers /("Whistleblower Protection Directive")	EU Member States are obliged to transpose the Directive's provisions into their national legislation by 17 December 2021
Dutch Works Councils Act	Article 27

Relevant Regulations applicable to Van Lanschot Kempen Investment Manage UK Ltd

Relevant Regulations VLK IM UK Ltd	
FCA Handbook	SYSC 18
Public Interest Disclosure Act 1998 (PIDA)	All articles

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Additional information

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