

WHISTLEBLOWING POLICY Scheme for dealing with a suspected abuse

Purpose

All Jubii Europe employees are encouraged to notify management immediately of any abuse or alleged abuse involving a public interest. The basic principle of this scheme is that abuse or alleged abuses are firstly notified internally. It's only after unsuccessful notifications to the confidential advisor, the CEO and the supervisory board that employees may notify externally.

The employee who has reported as suspected abuse in good faith and in compliance with the provisions of this scheme, shall not be prejudiced in its position in any way as a result of the report.

The scheme is not set up for personal complaints, nor for employees who seek personal gain or who otherwise do not act in good faith.

Whistleblowing Policy

Article 1. Possibility to report

Jubii Europe N.V., and its group entities (Jubii Europe) wish to offer its employees the possibility to report suspected abuses to the management and to safeguard integrity and confidentiality in the handling of thereof.

Article 2. Suspected abuse

A suspected abuse is a suspicion which is based on reasonable grounds and which involves the business of Jubii Europe and the public interest of:

- a) general, operational or financial irregularities within the business of Jubii Europe;
or
- b) a (threat of)
 - (i) an offence,
 - (ii) a breach of laws and regulations,
 - (iii) a danger to the public health, safety or the environment,
 - (iv) knowingly misleading of public bodies,
 - (v) a waste of public funds, or
 - (vi) a deliberately withholding, destroying or manipulating information about these facts.

Article 3. Internal report step 1

The reporting employee shall report a suspected abuse by email first internally to confidential advisor, which is Gaby Ostermann, Human Resources Director, who can be reached at gaby.ostermann@jubii.com or any successor in function.

Article 4. Internal report step 2

If the reporting employee does not agree with the findings by the confidential advisor, he shall report a suspected abuse internally by email to the CEO of Jubii Europe N.V., which is Dr. Fred Wilsdorf, who can be reached at fred.wilsdorf@jubii.com, or any successor in function. If the reporting employee has reason to fear retaliation due to an internal reporting to the confidential advisor, he can report to the CEO directly, without first reporting to the confidential advisor.

Article 5. Internal report step 3

If the reporting employee does not agree with the findings by the CEO, he shall report a suspected abuse internally by email to the chairman of the supervisory board of Jubii Europe N.V., which is Dr. Martin Dannhoff, who can be reached at martin.dannhoff@bertelsmann.de or any successor in function.

If the reporting employee has reason to fear retaliation due to an internal reporting to the CEO, he can report to the chairman of the supervisory board directly, without first reporting to the CEO

Article 6. Involvement management board

In addition to the above, the reporting employee may report suspected abuses which involve a member of the management board to the chairman of the supervisory board directly, without first reporting to the confidential advisor and the CEO.

If the confidential advisor or the CEO receives a report of a suspected abuse involving a member of the management board, he shall as soon as possible inform the chairman of the supervisory board.

Article 7. Internal report fast track

In case of an urgent situation, which is:

- a) a situation of acute danger, where as substantial and urgent public interest requires immediate external reporting,
- b) a situation where there is a clear threat of embezzlement or destruction of evidence,
- c) a situation where there is obligation or power of direct external reporting,
- d) a situation where the reporting employee disagrees with the findings of the confidential advisor (internal report step 1) and the CEO (internal report step 2) and has reason to fear retaliation due to the internal reporting of a suspected abuse to the chairman of the supervisory board, or
- e) a situation where an earlier reporting of similar or nearly similar suspected abuse under this scheme and particularly an internal reporting to the chairman of the supervisory board, did not end the suspected abuse,

the reporting employee shall report the suspected abuse to the confidential advisor, or if the reporting employee cannot reach the confidential advisor in a reasonable period of time, to the CEO directly.

Article 8. Confirmation receipt

The person receiving a report of a suspect abuse under this scheme (i.e. the confidential advisor, the CEO and the chairman of the supervisory board respectively; each hereinafter a receiving person) shall send a confirmation of receipt to the reporting employee and shall immediately initiate investigations. In the investigations, the identity of the reporting employee shall be kept anonymously, unless it is agreed otherwise with the reporting employee.

Article 9. Integrity and confidentiality

Each report of a suspected abuse under this scheme shall be treated on the basis of honesty, integrity, reasonableness and fairness.

The reporting employee, the receiving person and those involved in the investigations by the receiving person shall treat the report strictly confidential.

Article 10. Informing about findings

The receiving person shall inform the reporting employee about his findings in writing and within eight weeks after the date of receipt of the report, or within such other period as the receiving person may have communicated to the reporting employee.

If the suspected abuse is made during an urgent situation and the receiving person confirms there is an urgent situation, the receiving person shall inform the reporting employee about his findings in writing and within a period which does justice to the urgent situation but no later than two weeks after the date of receipt of the report.

Article 11. External report

During the internal handling of a reported suspected abuse, the receiving person shall decide whether an external party shall be notified.

Both before, during and after the internal handling of a reported suspected abuse, the reporting employee shall refrain from seeking external advice or assistance, and shall refrain from seeking or giving internal or external publicity, unless

- a) both the confidential advisor (internal report step 1), the CEO (internal report step 2) and the chairman of the supervisory board (internal report step 3) have rejected to initiate investigations;
- b) the reporting employee disagrees with the findings and proposed actions of each of the receiving persons;
- c) in case of an urgent situation only, the receiving person (either the confidential advisor or the CEO) has rejected to initiate investigations; or
- d) in case of an urgent situation only, the reporting employee disagrees with the findings and proposed actions of the receiving person.

Only in case of a), b), c) or d) above and provided in the reasonable judgment of the reporting employee the public interests involved are so important that they carry more weight than the interest of Jubii Europe, the reporting employee may report a suspected abuse to an external party.

Article 12. Identity external party

In case of reporting to an external party, the reporting employee shall choose the external party whom in his reasonable opinion, is best qualified to deal with the suspected abuse, taking into account on the one hand the external party's power to deal effectively with the case and on the other hand the Jubii Europe's interest in sustaining as little damage as possible as a result of the external party's actions, in so far as that the damage does not necessarily ensue from actions taken against the suspected abuse.

The greater the likelihood of damage for Jubii Europe due to a report of a suspected abuse to an external party, the stronger the suspicion of an abuse the reporting employee must have.

Article 13. Legal protection

The reporting employee who has reported a suspected abuse in good faith and in compliance with the provisions of this scheme, shall not be prejudiced in its position in any way as a result of the report.

The confidential advisor who is employed by Jubii Europe shall not in any way be prejudiced as a result of his acting as such under this scheme.

Article 14. Effective date

This scheme shall take effect as of 16. February 2005