



**FrieslandCampina** 

*nourishing by nature*

# Speak Up procedure



*The Speak Up procedure is made available in several languages.*

**Royal FrieslandCampina N.V.**

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# Foreword

*Nourishing by nature* stands for better nutrition for the world and a good living for our farmers now and for generations to come. If we can achieve this together, we truly can turn FrieslandCampina into an even faster growing and thriving company.

We want to do this the right way. We call this “responsible entrepreneurship”. We adhere to and are doing business in accordance with the values set out in our code of conduct, which we have named our Compass. These values all relate to behaving with integrity, with respect and in a transparent way. Our success and reputation depend on the behaviour of each employee, every day again. Maintaining the trust and confidence of our stakeholders is crucial.

While doing our work, we may be confronted with obstacles, difficult choices and dilemmas. At such moments, we have our Compass, which is our guide for good business conduct.

We encourage our employees who have concerns about a (suspected) violation of our Compass, to speak up and express concerns. We understand that it takes courage to speak up. That is why we want a company culture without fear of punishment or unfair treatment for raising such concerns. If you are worried that something wrong or dangerous is happening at work, please do not keep it to yourself.

This Speak Up procedure gives you guidance on how to raise concerns.

Please help us keeping FrieslandCampina the excellent place to work by speaking up and raising any concern you may have. We will highly appreciate that.

If you want to be part of our team, follow our Compass and Speak up!

Pieter van der Meer

Chief Executive Officer

Royal FrieslandCampina N.V.

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# Speak Up procedure: Why, Who, What, When and How?

## 1. **WHY are you encouraged to Speak Up?**

We want to do business the right way, responsibly. Part of this is to create a culture of openness in which we all help to bring our company to an even higher level of integrity. A culture in which we all feel comfortable raising questions and concerns related in any way to our Compass.

When you tell us your concerns relating behaviour that is not in line with our Compass, you help us to take action and improve the situation, before it is too late. By reporting your concern, you help us. If you remain silent, this can only make the situation worse. (Note that if it is about an immediate danger like fire or safety issue, please use local emergency procedures).

## 2. **WHO can use this Speak Up procedure?**

We invite all employees and other stakeholders to raise concerns. Other stakeholders must have a valid business interest when raising concerns. The aim should always be to improve our company in doing business the right way, responsibly.

Figure





### 3. WHAT kind of issues can you raise?

If you believe any issue is not entirely in line with our company values or Compass, you can raise your sufficiently reasoned concern. If you have a question about or issue with your employment conditions or performance review or if you have a personal grievance, this Speak Up procedure does not apply. You may contact your local HR person to discuss if there are other ways to raise your concern. If the raised concern is already under investigation or has already been investigated, your concern will not be investigated again and you will be informed about that.

### 4. WHEN AND HOW to Speak Up?

There are two lines of reporting. Which line you need to follow depends on the situation. In certain situations we **encourage** you to speak up, in other situations you **must** speak up (see figure).

If you choose to raise your concern via your Local Trusted Representative or the Corporate Manager Business conduct, you can use the format as included in the Annex to this Speak Up procedure.



# What happens after you raise your concern?

## 5. **We first check if your concern falls under our Compass**

Your Local Trusted Representative or our Corporate Manager Business Conduct will acknowledge receipt of your concern in writing (e.g. by email or regular mail) within 10 working days.

If you contacted the external Speak Up Phone or Web service, you will receive a unique case number, which you can use to check the status of your concern and/or add additional information. This service is managed by an independent party, called People In touch. It allows you to report in your native language. If desired, you can stay anonymous. Your concerns will be sent to our Corporate Manager Business Conduct.

Your Local Trusted Representative or our Corporate Manager Business Conduct will screen each reported case and determines whether:

- it is indeed a reasonable suspicion of a violation of our Compass; or
- a different procedure applies (see paragraph 3).

Within 3 weeks after receipt of your concern the Integrity Committee will decide whether or not your reported case will be further investigated and you will be informed about this decision.

## 6. **If so, we will investigate your concern**

Cases that qualify will be further investigated and handled by or on instruction of our Corporate Manager Business Conduct under the supervision of the **Integrity Committee** (see paragraph 12).

## 7. **If necessary, persons accused will be informed**

In case you raised a concern about a specific person, he/she will be informed as soon as possible about the suspected violation, unless and to the extent this can be expected to seriously hinder the investigation and, as a result, hinder the enforcements of FrieslandCampina's rights in the framework of legal proceedings. In the event the person involved cannot be informed immediately or completely, he or she will be (further) informed as soon as the investigation so permits. If necessary, they may be interviewed to enable them to give their view on the facts presented in the final report.

## 8. **You will receive a status up-date of the investigation**

Within eight weeks from the date you raised your concern, your Local Trusted Representative or our Corporate Manager Business Conduct will inform you in writing (e.g. by email or regular mail) about the status of the investigation. If such information cannot be provided within eight weeks, you will be informed about a new date on which you can expect to receive a status update.

## 9. **If your concern was justified, measures will be taken**

The Integrity Committee receives the investigation results and decides on the reported matter. If the concern that you reported is partly or fully well-founded (for example, wrong behaviour indeed took place), then the Committee gives binding advice to the appropriate management level on measures to be taken. These measures can be disciplinary measures against certain persons and/or organisational measures to prevent such an incident from happening again. The Integrity Committee also monitors execution of such measures. Deviation from this binding advice is only allowed with approval of the Executive Board of Royal FrieslandCampina N.V. A deviation

from a binding advice directed to the Executive Board requires the approval of the Supervisory Board of Royal FrieslandCampina N.V.

## 10. You will be informed about the judgement

Your Local Trusted Representative or our Corporate Manager Business Conduct will inform you about the judgment of the Integrity Committee. No details can be given in view of the privacy and legal position of the person(s) to which your concern is related.

## 11. If you are not happy with the judgement

If, after careful consideration, you feel that

- a. your concern has not been handled professionally or;
- b. an investigation has not been performed correctly,

please inform the Corporate Manager Business Conduct. This may help to improve this Speak Up procedure.

## 12. Integrity Committee

The Integrity Committee is chaired by a member of our Executive Board and consists of (i) the General Counsel & Company Secretary; (ii) the Corporate Director Internal Audit; (iii) the Corporate Director Public and Quality Affairs and (iv) the Corporate Director HR. The Executive Board may also appoint one or more additional and/or substitute members of the Integrity Committee. Furthermore the committee can set up one or more subcommittees to which it will assign certain tasks. The Corporate Manager Business Conducts acts as secretary to the Integrity Committee.

The role and tasks of the Integrity Committee are to:

- monitor the implementation and compliance with the Compass and this Speak Up procedure;
- investigate or have investigated possible violations of the Compass and adopting immediate corrective measures to be taken in this respect;
- pass judgement on the reported matter and providing binding advice for measures to be taken;
- periodically review decisions made under this Speak Up procedure;

- follow trends and developments with respect to business conduct in general; and
- monitor execution of decisions of the Executive Board, the Supervisory Board, the board of management of the relevant operating company / business group or the Integrity Committee in respect to the Compass and this Speak Up procedure.

The Integrity Committee further has such tasks and powers as allocated to it in this Speak Up procedure. The Executive Board may allocate additional tasks and powers to the Integrity Committee.

The Corporate Manager Business Conduct, after consultation with the Integrity Committee can appoint one or more investigators and has the authority to instruct others to take temporary measures if necessary. For example to ensure that physical evidence or digital information is safeguarded. All employees are required to cooperate fully and promptly with an investigation and answer any questions fully and honestly. In the interest of the investigation, all employees are required not to speak about the investigation with anyone, not even their own manager.

On a yearly basis:

- the Local Trusted Representatives and the Corporate Manager Business Conduct will report to the Integrity Committee regarding the performance of their tasks and duties;
- the Corporate Manager Business Conduct will present an analysis of all reports received and on the performance of his or her tasks and duties to the Executive Board and the Audit Committee of the Supervisory Board;
- the activities of the Integrity Committee will be evaluated with the Executive Board and the Audit Committee of the Supervisory Board.

In case a member of the Integrity Committee is personally involved in a reported concern, the matter will be referred by the Integrity Committee to the Executive Board for further handling and investigation. The

procedures described in this Speak Up procedure in that case applicable to the fullest extent possible. A member of the Integrity Committee is obliged to disclose a personal involvement in the reported concern immediately. In case a member of the Executive Board is personally involved in a reported concern, the abovementioned applies, save that the report will be handled and investigated by the Audit Committee of the Supervisory Board. The Audit Committee will provide its advice to the Supervisory Board, who will issue a binding advice of which no deviation is possible.



# How do we protect you?

## 13. No negative effects

FrieslandCampina will not tolerate negative effects when you raise a concern in good faith. There will be no retaliation and any reasonable costs (at the discretion of the Integrity Committee) will be reimbursed. You shall not be put at a disadvantage. If you feel punished or treated unfairly, please inform us via either your manager, the Local Trusted Representative, the Corporate Manager Business Conduct, the Speak Up Phone or Webservice. In such cases, local management will be instructed by the Integrity Committee to ensure that disciplinary measures are taken against the offender(s).

What does **good faith** mean here? It means that a person in the same circumstances would reasonably believe or suspect that our Compass was violated. That it was rational to raise a concern in such case. If upon investigation no violation was discovered, no action will be taken against you if you raised your concern in good faith.

The opposite is reporting in **bad faith**. In that case you know that you are reporting dishonestly. Or you abuse the reporting procedure because you have personal grievances. Or you report for personal benefit only. FrieslandCampina cannot allow reporting in bad faith. Making a bad faith report will result in disciplinary consequences for you, which may include dismissal. You may also have to pay damages.

## 14. Your identity will be protected

All concerns will be handled confidentially. Your name will only be known to the person that you report your concern to, and to the appointed investigators. Please help us protecting your identity by being discrete and by not discussing your concerns or an ongoing investigation with any colleagues.

If you report in person, the recipient of your report will know your identity. If you wish to be completely anonymous, you can contact the external Speak Up Phone or Web service. Anonymity is possible in countries where this is legally allowed. Sometimes this depends on the nature of your concern.

Your Local Trusted Representative and our Corporate Manager Business Conduct are not allowed to communicate your identity to others without your permission. The only exceptions are if:

- this is required by law; or
- you submitted a report in bad faith; or
- an important public interest is at stake (in which case we will inform you).

Sometimes keeping your identity secret can hinder or complicate investigations. Sometimes it even prevents us to take appropriate actions. In such cases, you will be asked to reveal your identity. It will only be given after you gave your approval to those persons who have a need to know such identity.

## 15. Privacy

FrieslandCampina processes personal data in accordance with the FrieslandCampina Privacy Codes. Any personal data obtained as part of this procedure will only be used for the purposes explained here. Such data will only be given to those persons who have a need to know, to comply with the law or when an important public interest is at stake. FrieslandCampina is responsible for the processing of personal data in the context of this Speak Up procedure. The external supplier of the Speak Up



Phone and Web service is only entitled to process personal data as instructed by FrieslandCampina.

A person whose personal data are being processed under this Speak Up procedure may, at all times, and in line with the Privacy Codes, request FrieslandCampina a complete written overview of the data available about him unless this would seriously hinder the investigation and, as a result, the enforcement of rights in the framework of legal proceedings and to the extent that the data processed appear to be relevant and necessary for this purpose.

If data proves to be incorrect or irrelevant, the person involved can request correction or removal thereof. Replies to a request for access, correction or removal shall be provided without delay and in any event within 4 weeks. Any refusal shall be in writing (e.g. by email or regular mail) and shall mention the reasons therefore.

# Contact details and further information

## 16. **Local Trusted Representative**

Each operating company, each business group and the Corporate Centre has appointed one or more dedicated person(s) to whom employees can turn to discuss any concern with respect to our Compass. A Local Trusted Representative may not be dismissed as punishment for his or her function or role in handling a specific concern.

If you need help to locate your Local Trusted Representative, please contact the Corporate Manager Business Conduct. Please check our Business Conduct intranet site for a list of Local Trusted Representatives.

## 17. **Corporate Manager Business Conduct**

→ T: +31 33 713 2509

→ [businessconduct@frieslandcampina.com](mailto:businessconduct@frieslandcampina.com)

## 18. **Speak Up Phone and Webservice**

Please check our Business Conduct intranet site for further information.

## 19. **Intranet**

Please check our Business Conduct intranet site for further information.

# Amendment of this Speak Up procedure, unforeseen circumstances and conflict with mandatory law

This Speak Up procedure has been adopted by the Executive Board of Royal FrieslandCampina N.V. on 20 May 2015 and is effective as of 1 January 2016. This Speak Up procedure replaces the Whistle-blowing Regulations as adopted by the Executive Board in April 2010 and the summary thereof which is called the Whistle-blowing Procedure.

This Speak Up procedure can be amended and supplemented by a decision of the Executive Board of Royal FrieslandCampina N.V. The Executive Board is authorized to make a decision in circumstances not foreseen by this Speak Up procedure.

If it appears that the provisions of this Speak Up procedure, as they may be changed from time to time, are or will become in conflict with mandatory law, mandatory law will prevail.

# Main takeaways

## If you have doubts

It will not always be clear whether a particular situation could be a violation of our Compass. In such cases we prefer that you do raise your concerns, rather than keep them to yourself.

## If you suspect a possible violation

If you are uncomfortable about raising possible violations, here are some tips:

- speak up as soon as something worries you, we will listen to you
- help us if you can by indicating how you think things can be put right.

## If you do not have all the facts

Please do raise your concern, even though you do not have all the facts. Remember that the aim is to improve our company and to ensure that we all follow our Compass. Never start gathering evidence yourself but leave that to experienced investigators, unless the Integrity Committee requests you to do so.

## If you are aware of

any situation or behaviour which:

- can endanger the health or safety of any person or product; or
- seems a violation of the law for which a person could go to prison like fraud, theft, bribery, anti-competitive behaviour and the like, you must report. It is not allowed to keep silent, because the consequences may be very serious.

## If you decide to raise a concern

Please provide as much detailed information as you can to enable the recipient to assess the matter. Examples are circumstances of what you saw, background, reason for the concern, names, dates, places and other information. A report template is provided in the annex.

## Reporting to an outside party

If you speak up, we will handle your concern very professionally. If after evaluation and careful consideration you are of the opinion the procedure followed or decisions taken by the Integrity Committee are not in the best interest of FrieslandCampina or its stakeholders, you may consider reporting to an outside party. External disclosure may further be made in case of an important and urgent public interest or required by law. The instrument of external reporting should reasonably be in balance with the relevant matter and there should not be a less potentially damaging option available. The reporter should minimise the possible negative impact of his/her actions to FrieslandCampina and its stakeholders and to the people involved. The external party one considers disclosing information to, should be able to effectively organise action against the alleged contravention.

Before speaking up externally, we encourage you to inform the Local Trusted Representative or the Corporate Manager Business Conduct or the Speak Up Phone or the Integrity Committee about the planned external reporting activity you are going to follow.

Nothing in this Speak Up procedure prohibits you from reporting possible violations of laws or regulations to the authorities. No prior authorization is required. Nevertheless we strongly encourage you to raise your concerns via this Speak Up procedure and promise to handle that professionally and carefully.

# Annex

## Format to raise a concern with the Local Trusted Representative or Corporate Manager Business Conduct

1. **Do you wish to remain anonymous within FrieslandCampina?**

- yes
- no

**Clarification**

*Please note that the recipient of this report (Local Trusted Representative or Corporate Manager Business Conduct) will always be aware of your personal data. If you do not want that, please use the external Speak Up Phone or Webservice.*

2. **Company information**

Name of your operating company/corporate staff department

-----  
Address

-----  
City

-----  
Country

*Please fill in the full physical address*

3. **Personal information**

Your name

Your preferred phone number

Your preferred e-mail address

Best time for communication with you

Best way of communication with you

phone

e-mail

in person

*Please fill in your full first name and last name*

*You may also fill in your private phone number and private e-mail address*

4. **Report of possible violation**

What is the possible violation of our Compass you want to report?

Do you have a serious suspicion or are you sure?

serious suspicion

I am sure

When did it occur?

Where did it occur?

Who are, in your opinion, the persons involved?  
first name - last name - function

1.

2.

3.

unknown

*Please fill in the location, document or transaction, as the case may be.*

*Please fill in the full first and last names and functions to the fullest extent possible.*

What is, in your opinion, the potential damage (financially or otherwise) to the company or other interested parties?

-----  
Do you think it will happen again?

- no
- yes

5. **Personal action**

How did you become aware of the situation?

-----  
Have you reported the situation to your own manager(s) first?

- no, why not:  
-----
- yes, the outcome was:  
-----

Do you know of any other person(s) who is/are aware of the situation, not being personally involved?

- no
- yes:  
-----

Do you have any physical evidence, which can be handed over?

- no
- yes:  
-----

6. **Additional information**

*Please describe the physical evidence, such as documents*

*Please provide any additional information you have*

-----  
-----  
-----  
-----  
-----  
-----  
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### **Signing of this form**

Date:

.....

Place:

.....

Name of reporter:

.....

Signature:

.....

### **You can send a report to:**

FrieslandCampina

Attention: Corporate Manager Business Conduct

Stationsplein 4

3818 LE Amersfoort

The Netherlands

### **Or by email to:**

[businessconduct@frieslandcampina.com](mailto:businessconduct@frieslandcampina.com)