



imec

Speak Up Policy
Applicable within imec-NL

September 2018
Version 1.0

I Introduction

On 1 July 2016, the House for Whistleblowers Act (Wet Huis voor klokkenluiders) came into effect in the Netherlands. This act stipulates that Dutch companies with 50 employees or more have to adopt a policy that allows employees to report a concern about wrongdoing and irregularities within organizations under legal protection.

2 Definitions

Anonymity / Anonymous

You are Anonymous when your identity is not known to any Employee, including the Reporting Officer and Authorized Persons within imec-NL.

Authorized Persons

There are two Authorized Persons to whom an Employee can decide to report a Concern to, if, for some reason, a report cannot be made to the Reporting Officer. The two Authorized Persons will act as the Reporting Officer in such situation. Both the Reporting Officer and the two Authorized Persons can involve additional Authorized Persons case-by-case basis, on a strict 'need to know' basis. The additional Authorized Persons are strictly necessary for the investigation of your Concern. Additional Authorized Persons may include:

- Imec-NL's Managing Director;
- Representatives of other departments, including departments of imec in Belgium or other countries;
- External consultants (e.g. lawyers) or investigators.

Confidential(ity)

Confidential(ity) refers to the non-disclosure of certain information such as the identity of the Employee, the content of the Concern as well as any other details related to the Concern and any Investigation of the Concern. This also includes any information that relates to the identity of the Employee.

Concern

The collective name for different Concerns like concerns about wrongdoing and Concerns about irregularities.

Concerns about irregularities

A Concern based on reasonable grounds about a deficiency or injustice of a general, operational or financial nature that arises in respect of a matter for which the organization is responsible and which is sufficiently serious that it is not covered by the standard working procedures and exceeds the responsibility of the immediate manager.

Concerns about wrongdoing

An employee's Concern that wrongdoing exists within the organization where he works or has worked or in another organization if he came into contact with that organization through his work activities, where:

- I. the Concerns are based on reasonable grounds, arising from knowledge acquired by the employee in working for his employer or arising from knowledge acquired by the employee through work activities within another company or organization, and
- II. the public interest is affected by:

- a breach (or impending breach) of a statutory requirement, including any criminal offence (or impending criminal offence),
- a risk (or impending risk) to public health,
- a risk (or impending risk) to human safety,
- a risk (or impending risk) of environmental damage,
- a risk (or impending risk) to the proper functioning of the organization due to an improper way of taking action or failure to act,
- a breach (or impending breach) of any rule other than a statutory requirement,
- a waste (or impending waste) of government funds, deliberate withholding, destruction or manipulation of information concerning the matters described under II above (or an impending risk of the same).

Dutch Whistleblower Authority – “Huis voor Klokkeluiders”

This is a government agency which, at your request, can conduct an investigation into the possible violation or suspected wrongdoing. Find more information at the following address:

<https://huisvoorklokkeluiders.nl/whistleblowers-authority-huis-voor-klokkeluiders-english/>

Employee

In accordance with the definition of the Dutch House for Whistleblowers Act (WHvK), the Employee is:

- any person who carries out or has carried out work under an employment contract governed by civil law with imec-NL and/or any person who carries out or has carried out work otherwise than pursuant to an employment relationship; and any person who performs or has performed work other than from employment (Consultants, Subcontractors, Students, Residents).

Full Investigation

The investigation following the Preliminary Investigation conducted in accordance with this Policy.

Good Faith

A Concern is reported in Good Faith when the Concern is not raised maliciously and when it is based on reasonable facts and/or circumstances that allow for the assumption that the Concern is sufficiently grounded.

Imec-NL

Stichting imec Nederland.

Imec

Imec corporate organization headquartered in Leuven, Belgium.

Investigation

Preliminary Investigation and/or Full Investigation.

Policy

Refers to the Speak Up Policy.

Preliminary Investigation

An inquiry to determine:

- (i) whether the reported Concern is within the scope of this Policy; and, if so,
- (ii) whether there are reasonable facts and/or circumstances to start a Full Investigation in order to confirm or reject the Concern.

Reporting Officer

An Employee within imec-NL, who has been appointed to manage Speak up cases confidentially by:

- Receiving Concerns from and communicating with Employees;
- Conducting an Investigation; and
- Providing information to Authorized Persons on a strict 'need to know' basis.

Retaliation

Retaliation is any adverse action taken against an Employee as a result of reporting the Concern or taken against any other Employee who provides information, who causes information to be provided, or who otherwise assists in an Investigation.

3 Introduction

Consistent with imec's policies regarding Ethical Code of Conduct and the imec-NL Confidential Advisor, the Speak up Policy is essential to maintain the highest standards of integrity and professional conduct. A positive compliance culture in which we respect all applicable laws and regulations and adhere to all policies of imec-NL and imec is essential to our business.

You are encouraged to report any Concern through the normal reporting channels (i.e. through your direct Manager, next Manager within the hierarchical line, the HR Director or the Confidential Advisor) to keep an open dialogue. However, you may feel uncomfortable raising a Concern through the normal reporting lines. This is where the imec-NL Speak Up Policy (the 'Policy') can help you to report a Concern.

Type of misconducts that should be reported under this policy

This Policy covers concerns about wrongdoing and concerns about irregularities ("Concerns"). The description of both concerns can be found under chapter 2 'Definitions'.

Non-retaliation & confidentiality

This Policy guarantees protection from Retaliation, for anyone who reports a Concern in Good Faith and provides information in an Investigation. All reports will be dealt with in a confidential manner consistent to the need to conduct an adequate investigation of the report.

Misuse of this Policy

As stated above we welcome all reports made in Good Faith and in compliance with the provisions of the Speak Up Policy. If, however, it should become clear that the reporting procedure has not been undertaken in Good Faith (for example, to pursue a personal grudge against another employee) or is not in compliance with the provisions of the Speak Up Policy, this will constitute misconduct.

Imec-NL cannot permit a situation in which someone purposely makes a false report. This may result in consequences, for instance, by holding the Employee liable for damages suffered by anyone who has been affected by these false reports.

4 Rights and obligations

4.1 Your rights as an Employee raising a Concern

Easy Access

You have the right to consult the imec-NL Reporting Officer before reporting an actual Concern.

Anonymous Access

You are encouraged to disclose your identity when reporting a Concern. This allows the Reporting Officer to consult you for further explanation about the (suspected) misconduct. However, if you feel comfortable to only report a Concern Anonymously, then you can report the Concern Anonymously.

Confidential Identity

Your identity is only known to the Reporting Officer receiving the reported Concern and is not disclosed to anyone else unless:

- it is strictly necessary for the Authorized Persons to know;
- imec-NL is legally obliged to disclose your identity; and/or
- the disclosure of such information is required if and when imec-NL decides to report to relevant regulatory or criminal authorities.

No Right to Immunity

In case you raise a Concern in which your own conduct is involved in the Concern, you will not be given any automatic immunity from Investigation, disciplinary action, criminal prosecution and/or civil liability.

- The same applies to any other Employee who provides information, who causes information to be provided, or who otherwise assists in an Investigation.

External report

You have the right to make an external report to an external institution that is most suited to handle the matter, but only after making an internal report as defined by this Policy under the following conditions:

- imec-NL has not acted upon your report in a proper manner or you do not agree to the outcome of the internal investigation; and
- you have notified imec-NL that you do not agree to the procedure or outcome and imec-NL does not act upon this in a proper manner.
- If you cannot reasonably be required to make an internal report first, you may make a report to an external supervisory institution or the Dutch Whistleblower Authority immediately. The situations in which this applies include where this is provided for by any statutory provision or in the case of:
 - a. immediate danger, where a significant and urgent public interest necessitates an immediate external report;
 - b. a reasonable suspicion that imec-NL's Managing Director is involved in the suspected wrongdoing;
 - c. a situation in which it is reasonable for you to fear reprisals in connection with making an internal report;
 - d. a clearly identifiable threat of falsification or destruction of evidence;
 - e. an earlier report about the same wrongdoing made in accordance with the procedure that did not put an end to the wrongdoing;
 - f. a duty to make an immediate external report.

If you reasonably believe that the public interest outweighs imec-NL's interest in confidentiality, you may also make the external report to an external third party whom you reasonably believe to be capable of directly or indirectly resolving or bringing about the resolution of the suspected wrongdoing.

Advice Dutch Whistleblower Authority

You also have the right to request the advice of the Dutch Whistleblower Authority for information, advice and support with respect to Concerns about misconducts as explained in the introduction of this Policy.

4.2 Your obligations as an Employee raising a Concern

Providing Information to the Reporting Officer

When reporting a Concern, you should only share relevant information about the Concern, such as:

- the date of the (suspected) misconduct(s);
- the nature of the (suspected) misconduct(s);
- the name(s) of the person(s) involved in the (suspected) misconduct(s).

You are expected to meet any reasonable request to provide (additional) information and to cooperate with an Investigation. A lack of information can be the reason for deciding not to conduct an Investigation and/or to conclude that the Concern has no factual basis.

Respect Confidentiality

You are encouraged to report and provide new or additional details of a Concern to the Reporting Officer only. The Reporting Officer is responsible for forwarding new or additional details to the appropriate Authorized Persons on a strict 'need to know' basis.

You, nor any other Employee who assists in an Investigation, are not allowed to discuss the details of the reported Concern or any related Investigation with anyone except the Reporting Officer, unless specifically requested to do so by the Reporting Officer or required by law and/or regulation. In such case, your contribution does not affect your rights and protections under this Policy, nor does it change any of the other obligations as mentioned in this section.

4.3 Imec-NL's obligations

Easy Access

Imec-NL must appoint an internal Reporting Officer and must ensure publication and easy access on the imec-NL desk of the appropriate contact details of the Reporting Officer.

Anonymity

An Employee, including members of (senior) management and the Reporting Officer, must never attempt to discover the identity of someone who has chosen to report a Concern Anonymously.

Retaliation

Imec-NL strictly prohibits Retaliation against an Employee who reports a Concern in Good Faith or provides information in an Investigation. Imec-NL:

- Informs Employees on these specific prohibitions by means of the Speak Up Policy; and
- Subjects to disciplinary action any Employee who (attempts to) Retaliate(s) against an Employee who provides information, who causes information to be provided or who otherwise assists in an Investigation.

Anyone who suspects to have been Retaliated against in violation of this Policy must report this immediately to the Reporting Officer. The Reporting Officer must consult, with one or more Authorized Persons, on the next steps.

Confidentiality

The Reporting Officer and all other Authorized Persons must protect the Employee's identity and other details of the Concern, as well as the details of an Investigation, by sharing this information only with other Authorized Persons and only on a strict 'need to know' basis.

- An exception to the Confidentiality principle is when imec-NL is legally required by applicable law or regulation to disclose information related to an Employee's Concern, including the Employee's identity and/or the identity of the accused person(s), to an external party who is legitimately authorized.

Protecting you against unfair treatment

Imec-NL shall not treat the Employee unfairly in connection with a report in Good Faith and according to the proper procedure of concerns about wrongdoing or irregularities in imec-NL's organization, another organization, an external body or an external third party in the circumstances described in.

Unfair treatment shall be understood to include taking any measure with a negative effect, including but not limited to:

- a. dismissal of the Employee, except at the Employee's own request;
- b. early termination of a temporary employment contract or failure to renew the same;
- c. taking any disciplinary measure;
- d. imposing any rule banning the Employee or his/her colleagues from investigating, speaking about the matter, attending their work station and/or having contact with other persons,
- e. compulsory appointment to another position;
- f. extending or limiting the Employee's duties, except at the Employee's own request;
- g. refusing a request by the Employee for a move or relocation;
- h. changing the Employee's work station or refusing a request to do so;
- i. withholding a salary increase, incidental remuneration, bonus or the award of allowances;
- j. withholding opportunities for promotion.

Unfair treatment also applies if there are reasonable grounds to speak to the Employee about his/her performance or to take a measure with a negative effect against the Employee but the measure taken by imec-NL is disproportionate to those grounds.

If imec-NL proceeds to take a measure with a negative effect against the Employee within a short period following a report being made, imec-NL shall give justification as to why the measure is considered necessary and why this measure is not connected with the report in Good Faith and according to the proper procedure of concerns about wrongdoing or irregularities.

Imec-NL shall ensure that the Employee's manager(s) and colleagues refrain from any form of unfair treatment in connection with the report in Good Faith and according to the proper procedure of concerns about wrongdoing or irregularities that interferes with the Employee's ability to function either professionally or personally. This includes the following:

- a. bullying, ignoring and excluding the Employee;
- b. making unfounded or disproportionate allegations about the Employee's performance;
- c. imposing anything that amounts to a ban on the Employee or his/her colleagues from investigating, speaking about the matter, attending their work station and/or having contact with other persons, regardless of how it is presented;

- d. intimidating the Employee by threatening to take specific measures or actions if he/she proceeds with the report.

Imec-NL shall speak to any Employees who treat the Employee unfairly about their actions and may give them a warning or take disciplinary measures against them.

4.4 Consequences of Breaches

Employees, including members of (senior) management and Reporting Officers, who breach any of the provisions of this Policy may be subject to disciplinary action.

Anyone who has not acted in Good Faith by reporting an alleged Concern under this Policy, or who does not respect the Confidentiality provisions of this Policy:

- May lose the rights and protections provided under this Policy;
- May be subjected to disciplinary action.

5 Reporting & Investigation process

5.1 Reporting Process

Reports can be addressed as follows:

Stichting imec Nederland

To the attention of the Reporting Officer or Authorized Persons.
P.O. Box 8550
5605 KN Eindhoven
The Netherlands

You can also send an email to:

- Reporting Officer: Reporting.Officer@imec-nl.nl
- Authorized persons: Authorized.Person1@imec-nl.nl
Authorized.Person2@imec-nl.nl

The process steps:

- The Reporting Officer must acknowledge receipt of the Concern to the Employee.
- The Reporting Officer must inform the Employee if the Concern is in scope of this Policy and, if so, about his/her rights, obligations, protections and the next steps. This information specifically includes provisions regarding Confidentiality, Anonymity and the processing of (personal) data.
- In case the Employee reported Anonymously, the above two points cannot be reasonably expected from the Reporting Officer.
- The Reporting Officer must inform the imec-NL Managing Director about the receipt of a Concern, without disclosing the identity of the Employee. If the Managing Director is the subject of the Concern, the Chairman of the Board of Management of Stichting imec Nederland must be informed.
- On a regular basis, the Employee may request the Reporting Officer to provide him/her with an update by providing a general status report on the progress of the investigation,

but not on the details of the investigation itself. The Reporting Officer can decide to refrain from providing an update on certain details of the Investigation, for example if the Reporting Officer believes that such information is Confidential or could hinder the Investigation.

5.2 Preliminary Investigation

- If the reported Concern is in scope of this Policy, the Reporting Officer must perform a Preliminary Investigation. Cooperation by Employees, including members of (senior) management, is mandatory.
- The Preliminary Investigation must in principle be concluded within 2 months of receipt of the reported Concern.
- The Reporting Officer may consult with one or more Authorized Persons to determine if there are reasonable facts and/or circumstances from the Preliminary Investigation to conclude that the reported Concern is sufficiently grounded.
- The Reporting Officer must consult with one or more Authorized Persons if the Preliminary Investigation indicates that (a member of) senior management is the subject of the Concern.

5.3 Full Investigation

- If there are reasonable facts and/or circumstances resulting from the Preliminary Investigation that the reported Concern is sufficiently grounded, the Reporting Officer will advise the imec-NL Managing Director, to request a Full Investigation.
- The Full Investigation will be conducted by the Reporting Officer and/or one or more Authorized Persons and/or external consultants.
- The Full Investigation and the case settlement will be carried out according to the Policy. Cooperation by Employees, including members of (senior) management, is mandatory.

5.4 Concerns related to Reporting Officer

- In the event that the Concern relates to a Reporting Officer, the Employee may report the matter to one or more Authorized Persons.

6 Policy Deviations

- In jurisdictions where (local) laws or regulations set stricter rules than those set out in this Policy, the stricter rules must prevail. Any deviations of this Policy because of applicable law or regulation must be incorporated in applicable procedures.
- Only deviations of this Policy required by applicable law and/or regulation are permitted.
- The Reporting Officer must inform one or more Authorized Persons in case of any deviations to any principle laid down in this Policy and its consequences.

7 Administrative matters

7.1 Recording and Retention

- The Reporting Officer must maintain a record of all activities, reports and information received pursuant to this Policy. Such records may include initial contact reports, transcripts from meetings and verbal conversations about the (alleged) Concern and all facts from an Investigation.
- All records related to the Speak Up Policy must, as a minimum, be classified and handled as 'Strictly Confidential', in accordance with imec's Information Security Policy.
- These records must be retained and deleted in accordance with applicable law and/or regulations.

7.2 Internal Reporting

- Without disclosing the identity of the Employee(s), the Reporting Officer must report (the status of) the Concerns to the imec-NL Managing Director on a quarterly basis. In case of serious Concerns, the Managing Director must be informed immediately.
- Once an investigation is finished, the Works Council is informed. The information shall include an indication of the nature of the report, the outcome(s) of the investigation and the position adopted by imec-NL.
- The Reporting Officer must report periodically to the imec-NL Managing Director how the Speak Up Policy and related local procedures are functioning generally. Based on this report, this policy may be improved.
- Any personal information related to the Speak Up Policy, retained for statistical purposes should be made Anonymous by the Reporting Officer.

7.3 Related Policies / Documents

This Policy is related to and must be read in conjunction with the:

- Imec Code of Conduct.

Depending on future changes in regulatory legislation, it may occur that this Policy requires adjustments in order to remain compliant.

7.4 Publication, annual reporting and evaluation

- The imec-NL Managing Director shall ensure that this policy is published on the intranet.
- The imec-NL Managing Director shall prepare an annual report concerning the approach to dealing with reports of concerns about wrongdoing and irregularities and the implementation of this policy. This annual report shall include:
 - a. information about the approach taken over the past year to dealing with reports of concerns about wrongdoing and irregularities and the planned approach to this issue for the coming year;
 - b. information about the number of reports and an indication of the nature of the reports, the outcomes of the investigations and the positions adopted by imec-NL;
 - c. general information about experiences of preventing unfair treatment of the reporter;

- d. information about the number of requests for investigation of unfair treatment in connection with making a report of concerns about wrongdoing and an indication of the outcomes of the investigations and the positions adopted by imec-NL.
- The imec-NL Managing Director shall send the annual report described in the previous paragraph to the Works Council for discussion. This will be discussed with the Works Council at a consultation meeting.

7.5 Entry into force of policy and cancellation of current policy

- This policy shall enter into force on 06 September 2018.