

Speak Up Policy (the “Policy”)

Veranova’s “Speak Up Policy” (Policy) is intended to encourage you to raise concerns if you see, know of, or suspect conduct that may violate our policies and procedures, or any applicable law. Veranova takes all honest concerns seriously and, as such, Veranova will strive to deal with each concern in a prompt and thorough manner. Veranova’s Board of Directors and the Veranova Leadership Team are fully committed to this Policy and recognize their importance in protecting the reputation and wellbeing of our employees, our company, our business partners, and our external stakeholders.

1. Introduction

What is the aim of this Policy?

This Policy provides guidance on how you can raise concerns about known or suspected misconduct, in confidence and without fear of retaliation. This Policy also explains why raising concerns is important and what happens after you raise a concern.

What is Speaking Up?

“Speaking Up” is raising concerns about known or suspected unsafe, unethical, or unlawful conduct. This conduct may have already occurred, may be occurring, or may be likely to occur in the future.

Why is asking for help and Speaking Up important?

Veranova is committed to responsible business practices, acting with honesty, integrity, and with respect for others. Our policies, values, and principles support this commitment by providing a clear road map to help you navigate some business and legal requirements. If our policies do not provide you with sufficient guidance on a particular situation, you can ask for help from your line manager, Human Resources, or someone in the Legal Department. It is always better to ask than to risk getting it wrong.

If you see, know of, or suspect unsafe, unethical, or unlawful conduct that appears to breach our policies or procedures or any applicable law, Veranova encourages you to Speak Up. The earlier you Speak Up the more likely you can minimize the negative outcome of the situation. Veranova encourages you to be open about your concerns so that we can follow up, investigate where appropriate, resolve any issues, and learn from these instances. You should **not** investigate any concerns yourself.

Integrity is one of Veranova’s core values. Speaking Up, and supporting those that do Speak Up, is key to acting with integrity. Veranova expects you to maintain the highest standards of integrity and ethics set out in our policies. Veranova values the help of anyone who identifies and raises concerns that need to be addressed.



Who can Speak Up?

This Policy applies to all of Veranova’s directors, officers, employees, agency or contract workers, self-employed contractors and trainees on work experience/vocational training (“Employees”). Third parties that Veranova has a business relationship with, such as suppliers, agents, distributors, and customers, may also Speak Up.

What type of concerns are covered by this Policy?

Examples of unsafe, unethical or unlawful conduct that may be raised under this Policy include:

Antitrust / competition	Gifts and entertainment abuses
Bribery, corruption, and kickbacks	Intellectual property violations
Compliance with laws	Privacy and data protection
Conflicts of interest	Quality concerns
Discrimination or harassment	Theft
Environmental concerns	Trade (import/export) compliance
Financial concerns	Unsafe work conditions
Fraud	Violations of agency rules or regulations

This Policy is not to be used for employment grievances (please instead refer to Human Resources), personal disputes, or false accusations. If you are not sure whether your concern is a grievance, Speak Up to seek guidance as to what to do next.

2. How and What

How do I ask for help or Speak Up?

Whenever you have a question about business conduct your first point of guidance should be our policies. Our policies will assist you with who and where to go to for more help about a specific issue. There are several different channels you can ask for help or Speak Up:

Your manager

As a general guideline, your manager is the first person to approach when you have questions, need further advice or guidance, or want to raise a concern.

Human Resources or Legal Department

You may choose to ask questions, seek advice, or raise a concern, especially if it relates to the expertise of these functions, directly with your local HR or Legal Department.

Other functions

Where your question or concern is within the expertise of another department/function, such as EHS or Quality, you can raise it with your local contact in these functions.

VLT

The Veranova Leadership Team is an additional point of contact for you to ask questions, seek guidance or raise concerns. They should be able to point you in the right direction for advice or assist with general queries.



Speak Up Helpline

Veranova provides you with a further means to raise concerns, particularly if you would prefer to do so anonymously (where local law permits). The Veranova Speak Up Helpline is hosted by an **independent third party** and provides two methods for you to submit a report:

By telephone

- (800) 461-9330 within the U.S.
- 0-(808)-189-1053 within the U.K.

Otherwise, refer to [Veranova.integrityline.com](https://veranova.integrityline.com) for a list of other countries' local telephone number

Online

- Visit <https://veranova.integrityline.com> (followed by typing the name of your entity name, i.e. Veranova, Macfarlan Smith, etc.)

You are strongly encouraged to raise your concerns internally via one of the channels listed above. Doing so provides Veranova with the best opportunity to assess the situation and take appropriate actions.

What information do I need to provide when I Speak Up?

When you Speak Up you need to provide as much information as you can to enable Veranova to assess and investigate your concern. This may include:

- The background and reason for the concern.
- Names, dates, places and any other relevant information.
- Any documents in support of your concern.

A concern can only be followed up if it contains sufficient information or, where all the facts are not yet known, there is a reasonable possibility of obtaining further information. Veranova does not expect you to have all the answers but does expect you to provide all the information you do have. **It is of utmost importance that you do not investigate the matter yourself or actively seek further evidence to strengthen a case.** Unsanctioned investigations may interfere with Veranova's investigation, may damage evidence, or may tip off the individuals who are subjects of the investigation, thus making it much more challenging for Veranova to investigate the underlying concerns.

3. Confidentiality and Anonymity

Do reports remain confidential?

When you Speak Up through the appropriate channels, the information that you provide to Veranova will be dealt with confidentially. Confidential information will only be shared with a limited number of individuals on a need-to-know basis. Although it is generally easier to address concerns that are raised openly, Veranova understands that, on some occasions, you may not feel comfortable doing so. If you do not want your identity to be known once you have raised a concern, the recipient of the concern will not disclose your identity unless you authorize them to do so or the disclosure is required by law (or similar legal order). You can further protect your confidentiality by not discussing your report with others, especially those who do not have a need-to-know basis.



Can I raise concerns anonymously?

You can raise concerns anonymously through the Speak Up line (where local laws permit). However, Veranova encourages you to be as transparent as possible because it is more difficult, and in some circumstances even impossible, to fully investigate anonymous reports. Ultimately, to best address current and future concerns, it is most effective when you work directly with the investigator.

How am I protected?

Veranova encourages you to Speak Up and will protect all Employees who submit genuine concerns, even if the genuine concern later turns out to be mistaken. Veranova takes seriously any claims of retaliation, reprisal or detrimental treatment against anyone as a result of them raising a concern or providing assistance in an investigation. Retaliation will be treated as a disciplinary matter. Veranova is committed to protecting the privacy of anyone involved in a concern and will comply with all relevant data protection laws. Veranova will safeguard personal data obtained as part of any concern that is raised from unauthorized access or processing as far as reasonably possible.

Please note that raising malicious claims that are false may also be treated as a disciplinary matter.

4. What Happens After a Concern is Raised

You may raise concerns to certain individuals or through the Speak Up line. Whether you are Speaking Up yourself, or whether you are the recipient of a concern, the following sets out what will happen next:

1. Initial Review

If a concern is raised to an individual

When a concern is raised to an individual it is important that you provide as much information as possible to the recipient about the reason for, and the background to, the concern so that the recipient may make an informed preliminary assessment. If at any time a recipient does not feel comfortable with receiving the concern or is in a position where there may be a conflict of interest or is unable to be impartial, the individual should direct the reporter to an alternative recipient, such as Human Resources, Legal Department, or to the Speak Up line. (See Appendix 1, paragraph A for guidance on receiving a concern).

The recipient of a concern should make a preliminary assessment of the concern and determine the next steps within 10 working days of receipt of the concern. In some cases, the recipient may be able to resolve the concern informally themselves without escalating it further or may refer the reporter to one of the corporate functions for specific expertise. In others, the concern may require a more formal approach. If the recipient of a concern considers that the concern requires a formal approach, the recipient must submit a report into the EQS Case Management System (EQS CMS) (See Appendix 1, paragraph B for guidance on making a preliminary assessment).

Following the preliminary assessment, the recipient will promptly inform the reporter, unless explicitly asked not to by the reporter, of the next steps (See Appendix 1, paragraph C for further guidance on responding to a concern).



The recipient must always seek further advice from Legal Department if in any doubt about what to do. It is advisable that the recipient clearly documents their course of action and why it has been taken.

If a concern is raised through the Speak Up line

If you submit a report through the Speak Up phone line or internet site, you shall be assigned a unique code ("report key"). You may use your report key to check your report for any feedback or questions. Your report key is particularly important if you choose to remain anonymous as Veranova can only contact you through the website in that case. The concern should receive a preliminary assessment within 10 working days of receipt of the concern. Following the assessment, you will be informed of what the next steps are and who will be taking the matter forward.

2. Investigated

Once a report has been submitted to the Speak Up case management system it will be assessed and, where appropriate, investigated. All investigations must be dealt with confidentially and in an independent, fair and unbiased manner with respect to all parties involved. All investigations aim to follow a consistent approach with the focus of addressing the concern in an effective manner.

3. Resolution and Feedback Provided

It is important that all concerns raised are ultimately addressed, that the interested and involved parties are informed once the matter is concluded, and that feedback is provided (as appropriate).

Veranova cannot always provide details of the outcome of an investigation to those involved nor can Veranova guarantee that the outcome will be as expected or hoped for by those involved. However, if you are not satisfied with the handling of a concern or with the outcome, you may raise it with any of the Speak Up contacts above. Alternatively, you can contact the VLT.

5. Policy Governance

Oversight

The Legal Department shall have oversight of Speak Up concerns raised, of Speak Up policy development, and Speak Up compliance. The Legal Department shall be instrumental in ensuring that all concerns raised are being dealt with, investigated where appropriate in accordance with any applicable policies, and addressed in a timely manner.

Document ownership and review

This Policy has been prepared by the Legal Department and has been approved by the Compliance and Safety Committee of the Veranova Board of Directors.

This Policy is maintained by the Legal Department and will be reviewed from time to time to reflect:

- Changes in applicable laws;
- Recognized good/best practices;
- Lessons learned; and
- Ongoing feedback.



Veranova has the right to amend this Policy at any time.

Assurance

The Legal Department shall have oversight of the type and number of concerns that are raised within Veranova in order that appropriate and consistent measures may be developed to address these concerns and/or prevent them from reoccurring.

Feedback

Any feedback on this Policy should be provided to the General Counsel and Chief Compliance Officer.

APPENDIX 1

A. On receipt of a concern, the recipient should:

1. Handle the concern confidentially

To address concerns effectively and fairly, the recipient of a concern must treat the concern with as much confidentiality as possible. This does not mean that the recipient cannot tell anyone about the concern, nor can the recipient promise to keep the concern a secret. The recipient should be clear with the reporter about the inability to keep the concern a secret from the outset, while ensuring the concern be shared only on a strict need-to-know basis. If a concern is sufficiently serious, the recipient should immediately notify the Legal Department.

2. Listen carefully

3. Consider what facts are immediately available

- Has the reporter requested that their identity is not disclosed?
- What is the reason for, and the background to, the concern?
- What are the factual basics (what, who, when, where, why, how) of the concern?
- Is there any documentation to support the concern?
- What are the types of legal and ethical risks involved?
- When did the concern first arise?
- Where relevant, what is prompting the decision to Speak Up now?
- Has any action already been taken or agreed to be taken?
- If the concern is not raised to a line manager, is there a reason for this?
- Is the information "first hand" or "hearsay"?
- Are there any specific individuals that the concern should not initially be discussed with?
- Is the reporter anxious about retaliation?
- Does the reporter want feedback?
- Is there anything further that may be relevant?

B. On making a preliminary assessment of the concern (ideally, within 10 business days of the report) the recipient must:

- Assess how serious/urgent the risk is.
- Assess whether there is a sensitive issue involved.
- Determine whether any other policies need to be taken into consideration.



- Determine whether the assistance of or referral to senior management or a corporate function is desirable or necessary.
- Determine the next steps required.
- Document the course of action taken and why.

C. Having made a preliminary assessment, the recipient should:

- Contact the Legal Department to review and address next steps
- Contact the reporter to:
- Acknowledge receipt of the concern
- Briefly set out the next steps and an estimated timeframe for these
- Provide a point of contact for all correspondence/contact going forward (especially if the recipient has referred the concern onwards)
- Carry out the next steps
- If the concern has been escalated, follow up the concern within a reasonable period of time to ensure that it is being dealt with.