

Centralis Group Whistleblowing Policy

Owner: Andreas Thommen

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1.13

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History

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1. Overview

Centralis is committed to fostering a culture of integrity, transparency, and accountability by providing a safe and confidential mechanism for employees to report suspected misconduct, illegal activities, or violations of regulations, including those related to the prevention of money laundering, terrorist financing, or other unethical behaviors. The whistleblowing policy underscores the organization's dedication to ensuring that employees feel empowered and protected when raising concerns in good faith, without fear of retaliation.

By adhering to this policy, Centralis aims to reinforce its commitment to ethical conduct and safeguard its operational, legal, and reputational integrity.

2. Purpose

Centralis must have mechanisms that enables employees to report (suspected) wrongdoing or misconduct that ensures confidentiality and protection of employees when reports are made in good faith. This includes acting in contravention with rules arising out of and/or related to the prevention of money laundering and terrorist financing and other suspected illegal activity, wrongdoing, or suspicious activity that an employee of Centralis may bear witness to.

This policy describes what you should do when you are the subject of, suspect or observe any form of misconduct or wrongdoing. It provides details on the roles of the internal Confidential Contact Person (CCP), and it describes the rights and responsibilities in relation to sharing and reporting concerns about misconduct or wrongdoing.

3. Policy

Centralis is committed to creating a safe, open and transparent workplace culture, where employees are encouraged to raise concerns at the earliest opportunity. Centralis recognises that employees are often the first to realise that there may be something seriously wrong within an organisation.

All Centralis employees are expected to support the company culture of openness where we all feel comfortable to ask for help or to raise questions, dilemmas, and/or concerns relating to this policy and to the way we do business. Employees are not only expected to do so, they are required to do so based on our commitments to each other set out in the employee Code of Ethics. In case of any questions or concerns regarding the application of the Code of Ethics, Centralis employees should contact the CRCO.

“Blowing the whistle” or bringing forward issues of wrongdoing and misconduct within the company will not be viewed as disloyal toward colleagues, or as personal misconduct by the employee. On the contrary, an employee who submits their concerns about wrongdoing or misconduct will have their concerns treated with discretion and without retaliation. If an employee believes that their concerns are not being handled with due care, they should inform the CRCO.

4. Scope

This Policy applies to employees, trainees, volunteers, shareholders, members of the Board and all contractors, consultants and advisors (temporarily) engaged by and performing services for and on behalf of Centralis. All these combined are referred to as ‘employees’.

If there is any conflict between what is stated in this policy and what is required per jurisdictional regulations, the JCO or local management shall inform the CRCO accordingly.

5. Glossary & Definitions

CCP means Confidential Contact Person.

Centralis, Centralis Group or Group refers to Centralis Group Holdings S.à.r.l and all of its subsidiaries collectively.

Compliance Function means the function responsible for the third line of defence and consists of compliance officers.

Concern means an employee's worry about or burden from (suspicions of) misconduct or wrongdoing, based on reasonable grounds, arising from knowledge acquired by the employee in working for Centralis or through work activities within another company or organization.

CRCO means Chief Risk & Compliance Officer.

BOD means the Board of Directors of Centralis Group Holdings S.a.r.l.

JCO means the person appointed as the compliance officer for a particular office.

Misconduct means any kind of improper or unethical behaviour and inappropriate or undesirable conduct (either professional or personal) towards other employees, Centralis' clients or other parties.

Whistleblower refers to an individual who reports any kind of concern about (suspicions of) Wrongdoing relating to Centralis, based on reasonable grounds due to information gathered through witnessing it or being told about it.

Wrongdoing is an act, a failure to act or an instance of doing something immoral or illegal, affecting the public interest. This can include (but is not limited to) breaches of a statutory requirement including any (impending) criminal offence, risk to the proper functioning of Centralis due to an improper way of taking action or failure to act, breach of any rule other than a statutory requirement or (the impending risk of) deliberate withholding, destruction or manipulation of information concerning the previous matters.

6. How Concerns are Handled

5.1 How to Raise a Concern to the CCP

Centralis is committed to providing a safe and healthy working environment for every employee and does not accept any form of misconduct or wrongdoing. All employees have a responsibility to report concerns about (potential) violations of the Code of Ethics, Centralis' internal policies and/or procedures or other regulations and laws that govern Centralis' operations.

When you have concerns or questions about anything taking place within Centralis, you are encouraged to resolve the issue in the first instance with the colleague(s) involved or to discuss it with senior management. This method is encouraged, because in general this is the fastest way to clear up any misunderstandings and to ensure an open working environment. If this is not possible, if it is inappropriate or if you are dissatisfied with the outcome, you should share your concern or the issue with the CCP. The CCP contact details are included in Appendix 1 of this Policy.

The CCP will listen to you, will give you guidance and help you to determine the best way to deal with your concerns or complaints, either internally or externally if needed. Together with the CCP you determine if your concern relates to a situation of wrongdoing.

The Confidential Contact Person

The CCP has been appointed by the Board to act as the designated CCP and has the full support and commitment to perform the tasks duly, independently and objectively. The CCP is alert to signals relating to misconduct and wrongdoing within Centralis.

The CCP must be easily approachable and well prepared to discuss with you any matters or Concerns in a neutral and confidential manner.

The CCP:

- will arrange an initial confidential meeting with you to discuss your concerns;
- will evaluate the matter or concern you raise promptly and thoroughly;
- will inform you of the first next step as soon as possible; and
- will guarantee your anonymity to the extent possible, if you wish to stay anonymous. In that case your name will only be known by the CCP.

As every situation and every case is different, the CCP has an open-end responsibility. Therefore, it will be determined on a case-by-case basis where the CCP's responsibilities end.

If the CCP has a conflict of interest in any given case, he/she will inform you as soon as this interest becomes clear. The CCP will see to it that the matter or concern you raise will be duly dealt with in another manner, and that the handover will be done confidentially.

5.2 How to Raise using the Centralis Whistleblowing Platform

Centralis utilises a Whistleblowing platform which allows employees to report their concerns or suspicions of wrongdoing directly into the platform and includes the option to remain anonymous throughout the entire process.

If employees are uncomfortable with reporting their concern to their colleagues, senior management or the CCP, they may utilise Centralis' Whistleblowing platform.

All employees have access to this platform which can be found on the Centralis website at <https://www.centralisgroup.com/whistleblowing>.

5.3 Internal Procedure

The primary goal of an internal procedure is to resolve any concerns or wrongdoing, to restore trust and to ensure that you are confident and able to continue your role within Centralis. It is important that you share your concerns or questions, in order for any irregularities to be discussed openly and resolved when possible.

The below procedures apply to concerns raised directly with the CCP and through the Whistleblowing platform.

The CCP is the central point of contact for the concerns submitted and is responsible for the procedure to be carried out timely and with care. The CCP:

- will confirm the receipt of a report within seven (7) days after the CCP has received the report;
- will discuss with you (the next steps in) the process;

- will ask you to draw up a written summary of the conversation(s), containing only the information that is strictly and objectively necessary to verify your concern, to ensure all information is available in your words and from your point of view;
- will discuss the written summary and your objective with you;
- may ask for any factual substantiation of (the reason for) your concerns, if deemed necessary in writing to ensure a clear understanding of the nature and urgency of the issue and all relevant information;
- may investigate the information provided, both by assessing your information and by gathering and assessing additional information;
- will consult other relevant parties, in order to ‘hear both sides’ and assemble relevant additional information;
- will try to bring parties together and mediate in order to openly discuss and resolve the matter, if possible;
- will share all relevant information on the matter with you;
- may seek advice from or consult an independent third party, if needed;
- will draw up a written report outlining (anonymously) your concern or complaint, all findings and conclusions gathered and drawn during the external procedure;
- will submit this report to the Chairman of the BOD;
- will advise the Chairman of the Board if the matter is to be considered an incident that must be reported as such to a supervisory body such as CSSF, DNB and CIMA;
- reports to the Governance, Risk & Compliance Committee on a regular basis (at least annually) anonymous information on the number, nature and outcomes of the reports received (if any);
- will keep a register of the received reports; and
- will log and retain all relevant information documented in relation to reports and concerns received for a period as long as necessary to fulfil the regulatory requirements with a maximum of 7 years.

If needed, the CCP will help and guide you with advice from an external counsellor.

5.4 Other Obligations

This policy does not exonerate employees from their external whistleblowing obligations towards clients where they sit on boards. It is critical that if any matters are raised towards clients, that there is no “tipping off” in the event of a suspicious activity/transaction report being filed for AML purposes. In addition, this policy does not seek to replace obligations for reporting client suspicious activities. These shall be handled in line with jurisdictional AML procedures.

7. Responsibilities

This policy and procedure is approved by the BOD of Centralis Group Holdings Sarl.

This policy and procedure is maintained by the Centralis Risk and Compliance department.

8. Related Legislation & Documents

Title	Description/Jurisdiction	URL / Reference
Centralis Group Employee Code of Conduct	Group level	
DIRECTIVE (EU) 2019/1937 OF THE EUROPEAN PARLIAMENT AND OF THE	Group level	Directive - 2019/1937 - EN - eu whistleblowing directive - EUR-Lex

COUNCIL of 23 October 2019 on the protection of persons who report breaches of Union law		
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9. APPENDIX 1

CCP Contact Details

**Centralis Group Whistleblowing/Speak-Up Policy
Appendix 1**

CCP Contact Details:

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