



WHISTLEBLOWING POLICY

Publication month: July 2023

Scope: every employee of the PAYER Group as well as all temporary and contract employees

Approved by: PAYER Group Management

Note: This relates to whistleblowing with regards to solving criminal offenses, economic criminal cases and corruption.

1. General Information

Our corporate values guide us in our daily actions, here at PAYER. These values form the basis for how we conduct ourselves and how we interact with our customers, employees, suppliers, and other stakeholders. Our company is committed to ensuring compliance with Company Regulations and fostering an ethical corporate culture by adhering to the highest standards regarding fair dealing, honesty, and integrity in its business activities. Our management is committed to open communication within the company as well as to adhering to high ethical standards. We do not tolerate committing criminal acts within or from within the company.

This policy represents a set of rules relating to communicating relevant risks within the company. Any leads are investigated promptly and without exception. Internal whistleblowers are also informed promptly about the status of the investigation. Whistleblowers are not discriminated against in any way within the company because they have made a report in good faith. On the contrary, employees who discriminate against whistleblowers can expect disciplinary consequences.

2. Purpose

We encourage the reporting of all instances of suspected unethical, illegal, corrupt, fraudulent, or undesirable conduct related to the company's business. Furthermore, we provide safeguards and measures for individuals who disclose such conduct without fear of victimization or retaliation.

A copy of this policy will be provided to all employees and officers of the company upon commencement of their employment. This policy is also available to individuals outside the organization and is accessible on the company's website.

3. Scope

This policy applies to anyone who is or has been one of the following individuals regarding PAYER's business. This scope includes employees, directors, contractors (including subcontractors and employees of contractors), suppliers (including employees of suppliers), consultants, accountants, relatives, dependents, spouses, or dependents of spouses of any of the above.

We intend this policy to apply to the above-named individuals in all countries in which PAYER conducts business.



4. Reportable Behavior

Management encourages employees to report perceptions of gross misconduct, safety deficiencies, serious hazards and risks related to the company. Criminal offenses must be reported without any exception.

Under this policy, staff members can make a whistleblower report or disclosure if they have a sound reason to believe that management, officers, employees, contractors, suppliers, consultants, or any other person doing business with the company has engaged in reportable conduct.

Reportable conduct includes, for example:

- Dishonesty, fraud, and corruption
- Illegal activities (i.e., theft, trafficking or use of illegal drugs, violence or threatened violence, and vandalism)
- Unethical behavior (i.e., violations of company policies such as the Code of Conduct, oppression, or vast reckless conduct)
- Potentially harmful behavior or misconduct to the company, staff or third parties
- Risk to the public or the financial system

Any reports or disclosures that do not fall within the definition of reportable conduct do not qualify for protections under this policy. It is up to the company's judgment whether to believe that there is reasonable suspicion of the occurrence of a reportable conduct and/or whether the conduct constitutes "misconduct or inappropriate circumstances" as defined by this policy.

Note: Reportable conduct does not include personal work-related complaints. A personal work-related complaint is a complaint about any matter relating to an employee's current or former employment that has an impact (or tends to have an impact) on that individual personally and that does not have a broader impact on the company. Examples of personal work-related grievances are the following:

- An interpersonal dispute between the employee and another employee.
- A decision regarding the employee's hiring, transfer, or promotion, or a decision regarding the terms and conditions of the employee's employment.
- A decision to suspend or terminate the employee's employment or otherwise discipline the employee.

Please note that in the case of providing blatantly false information, there is a possibility of compensation for damages. Furthermore, a judicial prosecution or administrative violation may be carried out as well.

A detailed account of the observations made is to be provided to allow a thorough investigation of all relevant facts. If there are supporting documents, these should be enclosed.



To allow a thorough investigation of all relevant facts, a detailed account of the observations made is to be provided. If there are supporting documents, these should be enclosed. Whistleblowers are entitled to supplement or correct information (confirmation upon request within seven days). Business secrets may only be used or disclosed for the purposes of this policy and only to the extent necessary for this purpose.

We expressly state that employees must refuse to cooperate in criminal acts. No employee will suffer any disadvantage because of such a refusal.

The legal basis for the PAYER Whistleblower Directive is Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report infringements of Union law.

The EU Directive establishes a set of common minimum standards for the protection of individuals who report the following violations of Union law.

- Violations pertaining to the following:
 - Public procurement
 - Financial services, financial products, and financial markets, as well as preventing money laundering and the financing of terrorism
 - Product safety and product conformity
 - Road safety
 - Environmental protection
 - Radiation protection and nuclear safety
 - Food and feed safety, animal health and welfare
 - Public health
 - Consumer protection
 - Protection of privacy and personal data and security of network and information systems

- Infringements against the financial interests of the Union within the meaning of Article 325 TFEU as well as according to the more precise definitions in relevant Union measures.

- Infringements of internal market rules within the meaning of Article 26(2) TFEU, including infringements of Union rules on competition and state aid, as well as infringements of internal market rules in relation to acts that violate corporate tax rules or in relation to agreements aimed at obtaining a tax advantage contrary to the object or purpose of the applicable corporate tax law.



5. Process of a Disclosure/Report

We rely on our employees to maintain a culture of honest and ethical conduct. Accordingly, they are expected to make a report/disclosure in accordance with this policy should they become aware of any reportable conduct. There are several ways in which they can report or disclose issues or conduct they consider to be reportable behavior.

As a matter of principle, employees must address their observations to their direct supervisor or the person directly responsible for the matter. Should this not be possible (for example, if the direct superior commits criminal conduct to the detriment of the company or a third party), then the employee should communicate with the next higher superior. This also applies if the immediate superior does not react at all or in a sufficient manner.

Supervisors are obligated to immediately follow up on reports and to inform both management and the whistleblower of the results of the investigation and the actions taken.

Should compliance with the above structure be deemed unreasonable, or should they not feel comfortable making an internal report, external bodies must be informed. If this happens, they must contact the external reporting office set up specifically for this purpose.

Contact details of the external reporting office:

Contact: Mag. Martin Lux | public notary
Neutorgasse 57 | 8010 Graz | AUSTRIA

Email address: whistleblowing.payer@notar-lux.at

6. Anonymity

It is possible to file a report or disclosure anonymously. However, it may be difficult for the company to properly investigate the matters disclosed upon if a report or disclosure is filed anonymously, which is why PAYER encourages the disclosure of one's identity when filing a report or disclosure. However, it is not mandatory.

If a report or disclosure has been made via the external body in question for which contact details have been provided, these contact details are only passed on to the company with the employee's consent.

Nonetheless, a person's identity may be disclosed if it is necessary in the context of official investigations or legal proceedings, to protect the rights of defense of the person affected by a report. Any form of work-related reprisal against whistleblowers (such as dismissal, reduction of salary, mobbing, damage to reputation, etc.) is prohibited and subject to punishment. The amount of the penalty is to be determined by national law.

The whistleblower is entitled to remedies against any reprisals, although the burden of proof is reversed in these cases.

If a whistleblower complies with the requirements of the Whistleblower Policy, he or she is generally not liable (for example, for copyright infringement, defamation, violation of trade secrets and the like).



7. Investigation of the Disclosure/Report

All matters reported under this policy will be investigated as soon as possible. All investigations will be conducted fairly, independently and in a timely manner. All reasonable efforts shall be made to maintain confidentiality during the investigation.

If the report is not anonymous, the person who received the disclosure - or the external investigator - will contact the whistleblower through the preferred method of communication to discuss the investigative process and any other matters relevant to the investigation.

Whistleblowers are informed about the progress and anticipated timeline of the investigation. The individual against whom allegations were made will also be informed of the concerns and given an opportunity to respond (unless there are restrictions or otherwise appropriate reason not to do so).

8. Protection of Whistleblowers

Discrimination against whistleblowers based on their disclosure is prohibited. The company is committed to ensuring that any person who makes a disclosure is treated fairly and does not suffer any harm resulting from the disclosure, as well as maintaining confidentiality with respect to all matters raised under this policy.

Also, the company strictly prohibits all forms of harmful conduct toward any person involved in an investigation of any matter disclosed under this policy in response to his or her involvement in that investigation.

We will take all reasonable steps to guard against harmful conduct and will take appropriate action when such conduct is identified.

Requirement for whistleblower protection:

Whistleblowers are entitled to protection under this policy, so long as:

- they reasonably believed that the reported information on infringements was true at the time of the report and that such information fell within the scope of this policy.
- they have reported internally in accordance with Article 7 or externally in accordance with Article 10 or have made a disclosure in accordance with Article 15.

The whistleblower is entitled to protection under the Whistleblower Policy only if he or she reports the information in the manner provided. Whistleblowers are free to choose between an internal (affected company) and an external report (responsible body). However, internal reports are preferable. A report must be acknowledged within seven days of receipt. Within three months, the whistleblower must be informed which measures are being taken. Each report must be stored securely to prevent access by unauthorized employees. Employers are obliged to inform their staff about the reporting process and alternative reporting channels to the authorities.



9. Data Protection

The processing of personal data as part of a whistleblowing system is subject to regulations under the General Data Protection Regulation (GDPR). The data protection authority has already deemed the establishment of whistleblowing hotlines to be lawful under certain conditions. As justification for this matter serves the overriding legitimate interest of the employer [Article 6(1)(f) of the GDPR].

Following the implementation of the Whistleblower Policy, the processing of data will be justified as it is necessary to fulfill a legal obligation pursuant to Article 6 (1) (c) of the GDPR.