

OFF BP Pensioenfonds

Organisation for Financing Pensions admitted on 4/9/2002

Identification number FSMA: 50.521

Company number: 0472.656.155

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WHISTLEBLOWING POLICY

Applicable to:	<ul style="list-style-type: none">– General Assembly– Board of Directors– Daily Management– Investment Subgroup– Key function holders– Employees of the external service providers or of the sponsoring undertakings/ other bp companies as well as volunteers, (un)paid trainees, persons having a self-employed status involved in the management of the IORP or rendering services to the IORP and any persons working under the supervision and direction of (sub)contractors and suppliers of the IORP
Approved by / on:	Board of Directors of 8.02.2023
Deadline for revision:	8.02.2026

The following documents collectively form the integrity policy:

<i>1. Integrity policy</i>
<i>2. Code of ethics</i>
<i>3. Conflict of interest policy</i>
<i>4. Remuneration policy</i>
5. Whistleblowing policy
<i>6. Complaint and GDPR requests procedure</i>
<i>7. Fit & proper policy</i>

1 Background and scope

1.1 What is the goal of this whistleblowing policy?

This policy sets up the appropriate procedure for internal whistleblowing within the OFF BP Pensioenfonds (hereafter “the IORP”) to report actual or potential breaches of the applicable legal and regulatory provisions mentioned under item 1.3. hereunder. Whistleblowers can also report information on these type of breaches to an outside authority by using the external reporting channels mentioned under item 2.2. below.

This policy has the objective to detect and address actual and potential breaches of the applicable legislation as soon as possible. In addition, this policy enables the IORP to report breaches of the legislation to the competent authorities and to contribute to the detection and possible sanctioning of financial and possibly other crimes.

The policy implements the new legal provisions of the Act of 28 November 2022 on the protection of persons who report breaches of Union or national law within a legal entity in the private sector (hereafter 'the Whistleblowing Act')¹ and replaces the previous whistleblowing policy of 23 June 2020.

1.2 Who is encouraged to report breaches?

The following persons (hereafter 'reporting persons' or 'whistleblowers') are encouraged to report information, including reasonable suspicions, about actual or potential breaches of the law and regulations mentioned under item 1.3., which occurred or are very likely to occur within the IORP and about attempts to conceal such breaches in accordance with the procedures set out in this policy:

- the (former) members of the General Assembly and their (former) representatives;
- the (former) members of the Board of Directors;
- the (former) members of the Daily Management or any other operational body;
- the (former) members of the Investment Subgroup or any other operational body;
- the (former) key function holders as well as staff members of the external service providers to whom a key function is outsourced;
- the (former) employees of the external service providers or of the sponsoring undertakings / other bp companies as well as volunteers, (un)paid trainees, persons having a self-employed status involved in the management of the IORP or rendering services to the IORP;
- any persons working under the supervision and direction of (sub)contractors and suppliers of the IORP;
- any person who reports information obtained outside a work-based relationship with the IORP, when reporting a breach in the field of financial services, products and markets or money laundering and terrorist financing.

The reporting persons shall also report on (potential) breaches when their work-based relationship with the IORP is yet to begin in cases where information on the (potential) breach has been acquired during the recruitment process or the pre-contractual negotiations.

1.3 Which breaches?

Potential or actual breaches which should be reported include, but are not limited to breaches of the following laws and regulations as well as their implementing provisions:

- the Act of 28 April 2003 on occupational pensions (hereinafter 'AOP');
- the Act of 27 October 2006 on the supervision of institutions for occupational retirement provision (hereinafter 'IORP Act');
- the laws and regulations relating to a.o. the following areas mentioned in the Whistleblowing Act:
 - financial services, products and markets;
 - anti-money laundering and terrorist financing;
 - the financial interests of the European Union or relating to the internal market (including the EU rules on competition and State aid);
 - protection of privacy and personal data, and security of network and information systems;
 - combatting tax and social fraud;

¹ Transposing Directive (EU) 2019/1937 of 23 October 2019 on the protection of persons who report violations of Union law in Belgian law.

- consumer protection and compliance.

A breach is an act or omission that is unlawful or defeats the object or the purpose of the applicable rules.

2 Reporting channels and procedure

2.1 Internal reporting channels

2.1.1 To whom should the (potential) breach be reported?

The IORP encourages reporting through internal reporting channels before reporting through external reporting channels.

The reporting person is encouraged to report the (potential) breach of which he/she has become aware to the compliance function holder of the IORP. This can be done orally or in writing (by e-mail to: lore.vanrespaille@mercier.com) at the discretion of the reporting person.

If the reporting person prefers not to report the (potential) breach to the compliance function holder of the IORP, he/she also has the option to report it to the chairman of the Board of Directors of the IORP by e-mail to: frank.besemer@uk.bp.com).

The compliance function holder or the chairman of the Board of Directors of the IORP receiving the report will act as the whistleblowing officer. The whistleblowing officer will follow-up on the reports and be the point of contact for the reporting person to receive further information and give feedback. The whistleblowing officer shall be independent and may not have a conflict of interest. The whistleblowing officer is bound by a duty of confidentiality.

2.1.2 Can the whistleblowing be done anonymously? Will the whistleblowing be kept confidential?

The whistleblowing may be done anonymously if wished so by the reporting person. If the request is done anonymously, the whistleblowing officer will not be able to acknowledge receipt nor give the reporting person feedback on the follow-up of the whistleblowing.

The IORP will in any event ensure a confidential and secure internal reporting channel and treat each investigation of a report with the utmost confidentiality to ensure the confidentiality of the identity of the reporting person and any third party mentioned in the report and to prevent access to unauthorized persons.

If the whistleblowing is not done anonymously, the identity of the reporting person is not disclosed to anyone beyond the compliance function holder and/or the chairman of the Board of Directors, without the explicit consent of the reporting person. This will also apply to any other information from which the identity of the reporting person may be directly or indirectly deduced. This applies both to the reporting person who immediately discloses his/her identity at the time of the report and to the reporting person who later decides to disclose his/her identity (after initial anonymous reporting).

By way of derogation from paragraph 4, the identity of the reporting person and any other information referred to in paragraph 4 may be disclosed only where this is a necessary and proportionate obligation imposed by law in the context of investigations by national authorities or judicial proceedings, including with a view to safeguarding the rights of defence of the person concerned. In this case, reporting persons shall be informed before their identity is disclosed, unless such information would jeopardize the related investigations or judicial proceedings.

2.1.3 Which information is necessary for the whistleblowing

At the time of whistleblowing, the whistleblowing officer will ask the reporting person to provide the following information and documents, if available:

- the facts demonstrating the (potential) breach;
- the name and, if applicable, the position of the person or organization accused of the breach;
- the period to which the breach relates;
- any available evidence of the breach;
- any other element that seems relevant to the reporting person.

The whistleblowing officer of the IORP may ask the reporting person to further explain the information and documents provided and to provide any additional information and documents, unless the reporting person does not want to disclose his/her identity.

2.1.4 Follow-up after the whistleblowing

The whistleblowing officer who received the report shall acknowledge receipt of the report to the reporting person within seven (7) days of that receipt and shall ensure a diligent follow-up of the report, also if the report was anonymous.

The reporting person will receive feedback from the whistleblowing officer on the investigation and its outcome (i.e., the actions envisaged or taken as follow-up and the grounds for such follow-up) within a reasonable timeframe, unless the reporting person has not disclosed his/her identity. The reasonable timeframe to provide feedback will not exceed three (3) months from the acknowledgement of receipt.

2.1.5 Which actions will be taken following the whistleblowing?

1-

The chairman of the Board of Directors will, immediately following the report of a (potential) breach inform the compliance function holder or vice versa, except in the specific cases mentioned below under item 2.1.5.2.

The chairman and the compliance function holder will jointly decide upon the appropriate actions to be taken, such as further investigation of the alleged breach, gathering of additional information, requesting the support of other key function holders or the members of the Daily Management, the Investment Subgroup or the Board of Directors, obtaining legal advice, etc., depending on the area involved or the expertise required.

The chairman and the compliance function holder will share, only on a need-to-know basis, information with the person(s) contacted protecting to the utmost the identity of the reporting and reported person, as well the alleged facts. If necessary, these individuals will be requested to sign a non-disclosure agreement and will be bound by the same confidentiality duty as the chairman and the compliance function holder. They are expected to fully cooperate and answer all questions completely and honestly, provide relevant data, information, documents or other materials requested.

In addition, chairman and the compliance function holder will always examine whether the FSMA or any other official authority should be notified of this (potential) breach and whether legal action should be taken against the person, body or organization accused of the breach.

2-

In case of a potential conflict of interest or in case the compliance officer or the chairman are the reported person, the compliance officer or the chairman, depending on the situation, will act alone as whistleblowing officer and will solely decide upon the appropriate actions to be taken.

In case the compliance officer is the whistleblower, he/she will report directly to the chairman of the Board of Directors. In case the chairman of the Board of Directors is the whistleblower, he/she will report directly to the compliance officer. In such case the compliance officer or the chairman, depending on the situation, will act alone as whistleblowing officer and will solely decide upon the appropriate actions to be taken.

2.1.6 Is the whistleblowing registered?

The IORP keeps a strictly confidential record of all whistleblowing reports. For each (potential) breach, the record describes:

- how the whistleblowing was done
- who received the report (the chairman of the Board of Directors or the compliance function holder),
- the date of the whistleblowing,
- which further actions were taken or envisaged as follow-up and the grounds for such follow-up (or why it was considered not necessary to take further action) and when,
- whether the FSMA or any other authority was informed or not,
- whether the issue is closed or not.

Oral reporting via an unrecorded telephone line or voice messaging system will be documented in the form of accurate minutes of the conversation written by the whistleblowing officer responsible for handling the report. Where a reporting person requests a meeting the whistleblowing officer will, subject to the consent of the reporting person, also document the meeting through accurate minutes of the meeting. The reporting person will have the opportunity to check, rectify and agree the minutes of the conversation / meeting by signing them.

The data relating to the notification of a breach will be recorded in a confidential and secure system, access to which will be restricted to the whistleblowing officer(s).

If the reporting person so requests, his or her name will not be included in the register in order to guarantee his/her anonymity.

Reports as well as the material related to the whistleblowing shall be stored as long as the reporting person has a contractual relationship with the IORP (see also item 4 on the retention on some personal data) . After expiration of the legal retention period, the report will be deleted.

2.1.7 Open Talk

Open Talk, bp's global helpline, is also open to employees of a sponsoring undertaking or another bp company. In that event the procedure of Open Talk will be followed (see www.opentalkweb.com).

2.2 External reporting channels

The reporting person also has the option to report the (potential) breach directly to the competent authority, or failing that to the Federal Ombudsman.

More information of the external reporting channels can be found on the website of the competent authority or of the Federal Ombudsman (see contact details of the competent authorities per area and of the Federal Ombudsman in Annex 1). The Federal Ombudsman is responsible for coordinating alerts submitted through external channels. It will receive alerts, check the admissibility and transfer them to the competent authority for further investigation.

The competent authorities shall take action as considered appropriate by them.

If the reporting person opts to report directly through the external reporting channels, the IORP encourages the whistleblower to also report the (potential) breach to the compliance function holder or the chairman of the Board of Directors of the IORP - in accordance with this policy - so that the necessary steps can be taken internally to address this breach and to limit possible (further) damage.

Notwithstanding what is mentioned in this whistleblowing policy, the key function holders also have an external whistleblowing obligation vis-à-vis the FSMA, as laid down in the IORP Act and in the charters of the key function holders.

3 Protection and support measures

3.1 How is the reporting person protected?

1-

Whistleblowing shall be done in good faith and shall not be based on unsubstantiated rumours and hearsay nor be intended to damage the IORP's reputation.

Whistleblowers shall qualify for protection provided that (i) they had reasonable grounds to believe that the information on breaches reported was true at the time of reporting and that such information fell within the scope of the areas mentioned in item 1.3. and (ii) they reported internally or externally in accordance with the provisions of this policy and the Whistleblowing Act. The first criterion will be assessed in relation to a person in a similar position with comparable knowledge.

2-

A reporting person acting in good faith and whistleblowing in accordance with this policy will not lose his/her protection if afterwards the report made has proved to be inaccurate or unfounded.

A whistleblower acting in good faith and whistleblowing in accordance with this policy will not

- be considered to have breached any restriction on disclosure of information and shall not incur liability of any kind in respect of such a report provided that he/she had reasonable grounds to believe that the reporting of such information was necessary for revealing a breach;
- incur liability in respect of the acquisition of or access to the information which is reported or publicly disclosed, provided that such acquisition or access did not constitute a self-standing criminal offence.

3-

Reporting persons acting in good faith will never be subject to any form of retaliation, nor to any threats or attempts of retaliation, neither from the IORP nor from one of the sponsoring undertakings or any other undertaking of the bp group. The IORP and the sponsoring undertakings have made clear arrangements in this regard.

Retaliation is an adverse action (or lack of action) taken against the whistleblower because he/she reported a (potential) breach. Retaliation includes, but is not limited to discrimination or other forms of disadvantageous or unfair treatment or detrimental measures (such as, for example, a termination of mandate, a negative performance assessment, early termination or cancellation of a service contract, loss of business, blacklisting or business boycotting or for the employees of the sponsoring undertakings / external service providers involved in the management of or rendering services to the IORP, for example a dismissal, reduction of salary, change of position or job content, termination of mandate or other disciplinary measures)

4-

Each reporting person who claims to be a victim of (a threat) of retaliation can file a reasoned complaint with the Federal Ombudsman who will initiate an out-of-court protection procedure to verify whether a reasonable presumption of retaliation exists. The contact details of the Federal Ombudsman are listed in Annex 1.

The IORP or the person who has taken the detrimental measure can however prove that there was no retaliation and that the measure taken was based on duly justified grounds.

5-

Each reporting person acting in good faith who qualifies for protection and is nevertheless a victim of retaliation can claim the compensation based on the rules of contractual or non-contractual liability, as laid down in the Whistleblowing Act.

Each reporting person who is a victim of retaliation can introduce a claim before the competent Labour Court (if necessary via a summary procedure).

6-

The reporting persons can ask information and advice on procedures and remedies available and in some circumstances also ask for assistance or legal aid from the Federal Ombudsman or the Federal Institute for Protection and Promotion of Human Rights. The contact details of both authorities can be found in Annex 1 to this policy.

7-

The above-mentioned measures for the protection and support as well as the duty of confidentiality also apply to:

- facilitators, being natural persons who assist a reporting person in the reporting process in a work-related context, and whose assistance should be confidential;
- third persons who are connected with the reporting persons and who could suffer retaliation in a work-related context, such as colleagues or relatives of the reporting persons, and;
- legal entities that the reporting persons own, work for or are otherwise connected with in a work-related context;

provided they have reasonable grounds to believe that the reporting person fell within the scope of the protection of this policy.

3.2 What happens if the whistleblowing is not done in good faith (abuse of the whistleblowing procedure)?

The whistleblowing procedure may not be used for wrongful purposes, to damage the IORP's reputation by making a false accusation, or to cause harm to the IORP, the sponsoring undertakings or any of the members of the Board of Directors, the Daily Management, the Investment Subgroup or any other body of the IORP, the key function holders or any employee of the external service providers or sponsoring undertakings/ bp companies involved in the management of the IORP or rendering service to the IORP, or. If, following an investigation, it is concluded that a whistleblowing was done in bad faith or is defamatory without any valid grounds, the IORP will take appropriate action against the reporting person.

4 Processing of personal data

With respect to the internal whistleblowing channel the IORP is the data controller.

Any processing of personal data by the IORP in case of a whistleblowing is subject to the BP's general policy on Data Privacy and shall be carried out in accordance with applicable legal provisions on the protection of personal data, including the General Data Protection Regulation (GDPR).

Personal data which are manifestly not relevant for the handling of a specific report shall not be collected or, if accidentally collected, shall be deleted without undue delay.

The IORP shall in any event keep the name, function and contact details of the reporting person and of any person to whom the protection and support measures apply, as well as of the name, function, contact details and, if relevant, the company number of the reported person, until the reported breach is prescribed.

5 Monitoring and evaluation - publication

The Board of Directors, together with the compliance function holder, will monitor compliance with the whistleblowing policy.

This policy note will be (electronically) made available to all persons involved in the management of or rendering services to the IORP, as mentioned under item 1.2.

The Board of Directors will regularly and at least every three years, evaluate the effectiveness of this whistleblowing procedure, and, if necessary, update this policy document.

ANNEX 1 – CONTACT DETAILS OF THE COMPETENT AUTHORITIES

1. External reporting channels

Competent area	Competent authority – contact details
	FSMA (www.fsma.be)
	NBB (www.nbb.be)

2. Federal Ombudsman

Address: Leuvenseweg 48 bus 6, 1000 Brussel

Online complaint: <https://www.federaalombudsman.be/nl/klachten/dien-een-klacht-in>
<https://www.mediateurfederal.be/fr/plaintes>

E-mail: contact@federaalombudsman.be or contact@mediateurfederal.be

Telephone: 0800 99 961

3. Federal Institute for Protection and Promotion of Human Rights

Address: Leuvenseweg 48, 1000 Brussel

E-mail: info@firm-ifdh.be

Website: <https://federaalinstituutmensenrechten.be>