

# WHISTLEBLOWER POLICY

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Adopted and approved July 2023

## Purpose

At Flow Traders, we are committed to the highest levels of ethics and integrity in the way that we conduct business. We recognize that this is fundamental to our continued success and reputation. Within the firm we encourage and strive for an open culture, where employees are expected to be aware of, and to comply with, applicable laws, regulations, and internal policies. Each employee is responsible for ensuring honest and ethical conduct of business within the firm.

Flow Traders' Whistleblower Policy is a crucial element in identifying and detecting corrupt, illegal as well as inappropriate conduct. Within the company we encourage employees to report and come forward with any concerns or observations of wrongdoing. Flow Traders will take all reports made under this policy seriously.

This policy has been developed and updated to outline Flow Traders' approach to whistleblowing and has been created to encourage all employees to voice concerns, protect employees as well as cultivate a culture of transparency in the workplace.

## Definitions

### Abuse

A fact or circumstance, or reasonable suspicion of it, relating to the Company or any of its subsidiaries which includes, but is not limited to the following, whether actual or threatened:

- any breach of the Company Code of Conduct or Staff Manual Amsterdam;
- any irregularity with respect to the Company's business and the conduct of its employees;
- a breach of security measures;
- an improper use or misuse of company assets;
- a criminal offence;
- a breach of applicable laws, (tax) regulations or internal (tax) policies or rules, including but not limited to breaches of European Union law relating to:
  - financial services, products and markets, and prevention of money laundering and terrorist financing;
  - protection of privacy and personal data, and security of network and information systems;
  - money laundering or terrorist financing
  - financing clients who violate human rights or commit environmental crimes
  - market manipulation
  - insider trading
  - confidentiality
  - theft
  - fraud
  - bribery or corruption
  - undesirable behavior (as described in the Staff Manual Amsterdam, available on the Company's intranet)
  - violations of any other laws, regulations or Company policies;
- deliberate misinforming of third parties (such as supervisory authorities, operators of a regulated market or multilateral trading facility, counterparty);
- a danger to public health, or the environment;
- a deliberate concealment, destruction or manipulation of information on the

above facts or circumstances or otherwise;

Board

The one-tier management board of Flow Traders Ltd.

CEO

The member(s) of the Board with the title of CEO (or co-CEO).

Chairperson of the Board

The member of the Board who holds the position of chairperson.

Company

Flow Traders Ltd. and its group affiliates.

Company Code of Conduct

The document maintained on the Company's intranet titled "Company Code of Conduct".

Employee

Each person who works or has worked within or provides services or has provided services throughout the Company or any of its affiliates, including Board members, employees and officers

Global Head of Compliance

The Employee who is the head of the Company's compliance department.

Global Head of Legal

The Employee who is the head of the Company's legal department.

Staff Manual Amsterdam

The document maintained on the Company's intranet titled "Staff Manual Amsterdam".

Whistleblower

Any person who in good faith reports an Abuse or intends to report an Abuse in accordance with the procedures as set out in this Whistleblower Policy

Whistleblower Policy

This policy.

## General provisions and scope

1. This Whistleblower Policy is established in accordance with the Dutch Corporate Governance Code and the Dutch Whistleblower Protection Act (*Wet bescherming klokkenluiders*).
2. The Company encourages an open culture within its organization and expects its Employees to comply with applicable laws, regulations and internal policies. Each Employee is responsible for ensuring honest and ethical conduct of business within the Company. Each Employee is free to raise issues and has the responsibility to report Abuse. Circumstances may arise that cause the Employee to feel insecure or unsafe to the extent that they may not want to use the usual reporting lines. The Company provides the Employee with a safe way of reporting Abuse within its organization by formulating protective measures in this Whistleblower Policy. The Company will ensure that a Whistleblower who reports an Abuse in good faith will suffer no negative repercussion or detrimental treatment as a result of his or her report, even if the report turns out to be unfounded.
3. The Company will bring the existence of this Whistleblower Policy to the attention of the Employees at regular intervals via email, as well as on a continuous basis on the Company's intranet.
4. This Whistleblower Policy applies to each Employee and each Whistleblower and potential Whistleblower, as well as persons who, whilst not being Employees of the Company, can play a key role in exposing breaches of law and may find themselves in a position of economic vulnerability vis-à-vis the Company in the context of their work-related activities.
5. Complaints related to undesirable behavior may be lodged through an official complaint in accordance with the "General complaint policy" procedure as described in the Staff Manual or in accordance with the procedure as described in this Whistleblower Policy.
6. This Whistleblower Policy serves as a minimum standard. In jurisdictions where (local) laws or regulations set stricter rules than those set out in this Whistleblower Policy, such stricter rules shall prevail.
7. This Whistleblower Policy provides a step-by-step guide of the Company's

whistleblowing process. It also aims to reassure Whistleblowers that the reporting of misconduct will be treated with the highest level of confidentiality.

## Reporting an Abuse and investigation

1. A Whistleblower who wishes to report an Abuse may report to the Global Head of Legal or to [vertrouwenspersoon.nl](https://www.vertrouwenspersoon.nl). A Whistleblower may submit a report:
  - In writing, to
    - Internal: [whistleblowing@flowtraders.com](mailto:whistleblowing@flowtraders.com)
    - External: [vanderlans@devertrouwenspersoon.nl](mailto:vanderlans@devertrouwenspersoon.nl)
  - By phone or voicemail, to
    - Internal: +31 20 799 6455
    - External: +31 088 111 99 10
  - At the request of the Employee, in person with the Global Head of Legal, including at a location outside of Company premises.
  
2. A Whistleblower may submit a report of an Abuse to an external party, such as the *Huis voor Klokkeluiders* in The Netherlands. A Whistleblower is not required to first report an Abuse internally.
  
3. A Whistleblower may consult in confidence with an advisor regarding the Abuse. The trusted person ([vertrouwenspersoon.nl](https://www.vertrouwenspersoon.nl)) is available for this purpose. A Whistleblower may also choose to engage a paid external advisor. The Company will not reimburse the Whistleblower for any fees paid to such an advisor.
  
4. The Global Head of Legal or the relevant person at [vertrouwenspersoon.nl](https://www.vertrouwenspersoon.nl) will send the Whistleblower an acknowledgement of receipt within seven days of the Whistleblower having submitted a report of an Abuse.
  
5. Following the report of an Abuse, the Global Head of Legal or the relevant person at [vertrouwenspersoon.nl](https://www.vertrouwenspersoon.nl) will consult with the Global Head of Compliance on whether the report should be investigated. The Global Head of Compliance will decide whether or not to investigate the report. The Global Head of Legal or the relevant person at [vertrouwenspersoon.nl](https://www.vertrouwenspersoon.nl) will inform the Whistleblower of this decision within three months of the Whistleblower having submitted a report of an Abuse.
  
6. If the Global Head of Compliance has decided the report should be investigated, the Global Head of Compliance will investigate the reported Abuse and draft a report on the findings. The Global Head of Compliance will send this report to the CEO.



7. The CEO shall consider the measures to be taken. The CEO shall then notify such measures to the Global Head of Compliance. The CEO shall decide on a case-by-case basis what, if any, information regarding measures taken or to be taken is to be shared with the Whistleblower.
8. The CEO will discuss the Global Head of Compliance's report with the Board.
9. If the Global Head of Compliance's investigation uncovered any regulatory irregularities or breaches, the Global Head of Compliance will report these to the CEO. The CEO or the Global Head of Compliance will notify the relevant regulatory authority in accordance with the Company's established practices for disclosure and notification of regulatory compliance matters to the relevant regulatory authority.
10. If the reported Abuse concerns the Global Head of Compliance, any action by or involvement of the Global Head of Compliance as described in paragraphs 5 through 9 will instead be performed by the CEO. If the reported Abuse concerns the CEO, any action by or involvement of the CEO as described in paragraphs 6 through 9 will instead be performed by the Chairperson of the Board.
11. Records concerning an Abuse shall be retained and deleted in accordance with applicable law and regulations.

## Protection of the Whistleblower

### 1. Guaranteed anonymity

In order to further enhance the effectiveness of this Whistleblower Policy and safeguard the position of the Whistleblower, the Company will ensure full anonymity for a Whistleblower who wishes to report an Abuse anonymously. A Whistleblower who wishes to report an Abuse anonymously, may send an anonymous email or letter to the Global Head of Legal or to [vertrouwenspersoon.nl](mailto:vertrouwenspersoon.nl) (Flow Traders, Global Head of Legal, Jacob Bontiusplaats 9, 1018 LL Amsterdam / [vertrouwenspersoon.nl](mailto:vertrouwenspersoon.nl) Jacob Catsplein 1 8913 CS Leeuwarden.)

### 2. Confidentiality

Any reports submitted by a Whistleblower pursuant to this Whistleblower Policy will be treated as confidential. The Company and any Employee involved in the investigation and follow-up of a report of an Abuse will not disclose the identity of a Whistleblower who submitted a report without the Whistleblower's consent, except in the event that such disclosure is required by law.

### 3. Legal protection

A Whistleblower who submitted a report pursuant to this Whistleblower Policy shall not suffer any detrimental treatment by the Company as a result of having submitted such a report.

The Company and the Company's Employees shall refrain from any act of retaliation against a Whistleblower who submitted a report pursuant to this Whistleblower Policy, for having submitted such a report.

The Company will not initiate litigation against a Whistleblower who submitted a report pursuant to this Whistleblower Policy, for having submitted such a report.

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