

## **Mandate: BAMA Group Whistleblowing Committee (WBC)**

### **SCOPE**

The group Whistleblowing Policy requires a group level Whistleblowing Committee (WBC). This mandate is approved by the group CEO and applies to all group entities subject to the group Whistleblowing Policy.

### **CONTEXT AND PURPOSE**

BAMA has established a group Whistleblowing Policy and accompanying procedures for reporting and handling issues of concern. There are many alternatives for how to report concerns, whom to report to, and how reported concerns are to be followed up. In order to facilitate holistic and adequate oversight and follow up of reported concerns, the group Whistleblowing Policy requires that all reported concerns are forwarded to the WBC for assessment and decision of how they are to be followed up.

This mandate describes the members, authority and responsibilities of the WBC.

### **AUTHORITY**

The WBC has the right to:

- Access necessary information and contact relevant employees and other stakeholders in the execution of their duty.
- Engage external assistance as deemed necessary, within the financial limits set in the authority matrix. Any needs above this shall be escalated to the group CEO for approval.

### **MEMBERS**

The Whistleblowing Committee is appointed by the group CEO and consists of members with relevant competence and experience. The committee currently consists of:

- Head of Governance, Risk and Compliance GRC (Chair/Leader)
- Head of Legal (Deputy Chair/Leader)
- Executive Vice President People and Culture
- Head of Security

### **ROLES AND RESPONSIBILITIES**

#### Assessment and follow up of individual reports of concern:

Roles and responsibilities are set in light of the established policy and procedures for whistleblowing:

- Reported concerns come to the attention of the WBC through:
  - Reports directly to the WBC through the group wide online Whistleblowing Channel, "Speak Up".
  - Reports that are forwarded to the WBC or come to the attention of the WBC in other ways.
- The Chair (Head of GRC) shall ensure that all reported concerns are registered in the online Whistleblowing Channel in order to have transparency and traceability.
- The Chair (Head of GRC) shall do a preliminary assessment and classification:
  - Assessing "noise" vs legitimate concerns.
  - Preliminary classification of severity and topic.

- Preliminary recommendation for follow up.
- Need for immediate WBC discussion and/or need for immediate involvement of the CEO or BoD at group and/or subsidiary level. Based on the character of the matter, timely involvement of Communication shall be considered.
- Need for reporting to relevant authorities.
- The WBC shall assess received concerns and advise the Chair (Head of GRC) on follow up.
- The Chair (Head of GRC) decides the follow up approach and initiates execution, e.g., through a team, delegation or engagement of external support.
- The Chair (Head of GRC) stays up to date on the execution and resolution of initiated follow up, provides/facilitates support as needed, and summarizes results and recommended/decided actions to the WBC. The decision on actions to be taken resides with management but are monitored by the WBC.
- If a member of the WBC is involved as a party in the reported issue of concern, this member shall withdraw from any discussions of the specific matter (incl. access to the case) due to actual and/or perceived conflict of interest.

#### Oversight of the whistleblowing regime

- Policies and procedures for whistleblowing are owned by the Head of GRC, approved by the group CEO, and implemented and executed by management and employees throughout the group.
- The WBC shall maintain oversight of the well-functioning of the whistleblowing regime, and proactively recommend improvements.
- The Chair (Head of GRC) shall implement improvements as needed.
- The WBC shall annually provide a report to the group CEO about its activities, including an assessment of the effectiveness of the whistleblowing regime, the development of reported concerns in the group, and any recommendations for improvement.

## MEETINGS

The Chair (Head of GRC):

- Prepares the agenda and meeting materials.
- Schedules meetings as needed on a regular or ad.hoc basis.
  - Regular meetings are held quarterly.
- Chairs the meetings.
- Has the decision authority on matters covered by the WBC mandate.
  - Decisions shall be made based on adequate discussion in the WBC.
- Prepares minutes of assessments and decisions
  - The minutes shall state time and place of the meeting, list the persons attending, agenda items, a summary of matters discussed and further proceedings.
  - Draft minutes shall normally be circulated to the Whistleblowing Committee within 7 days after the meeting.
- Archives relevant documents in a timely manner.

Committee members:

- May on an individual basis request a WBC meeting.
- Contribute proactively to the achievement of the objectives stated in this mandate.

The Whistleblowing Committee's meetings are primarily an arena for discussions, information sharing, coordination of who and how to handle each received issue of concern and associated follow up. If the Chair makes a decision this should be clearly expressed and documented.