

# Investigation Protocol

## Introduction

The citizenM Rules and Speak Up Policy encourage employees to discuss any suspicion of violating rules, applicable laws, and internal policies and procedures in an appropriate manner. In some cases, a formal investigation is required.

An investigation consists of three phases: (i) receiving a report, (ii) during the investigation (iii) and the final report. Each of these phases – as well as the roles and responsibilities of those involved in the investigation – are described in more detail below.

Each investigation must comply with the following key principles:

### Proportionality and subsidiarity

- The method of investigation needs to be
- Proportionate to the character and seriousness of the suspected violation; and
  - The least intrusive or aggravating

### Adequacy and sufficiency

- citizenM must use adequate and sufficient means to discover the facts and be able to justify afterwards why these methods have been used

### Objectivity

- Investigators must ensure that they are impartial and objective during the entire investigation and have no personal ties to the people involved or an interest in the outcome

### Confidentiality

- All involved in an investigation must
- Do their utmost to safeguard the reputation of the alleged offended, the reported, all other interviewees and citizenM;
  - Share information only on a strict need-to-know basis

### Fairness

- The tactics or methods used cannot be unfair or illegal; and
- The alleged offended has the possibility to defend him/herself

### Substantiation

No conclusions should be drawn unless they are based on facts that are verified and true

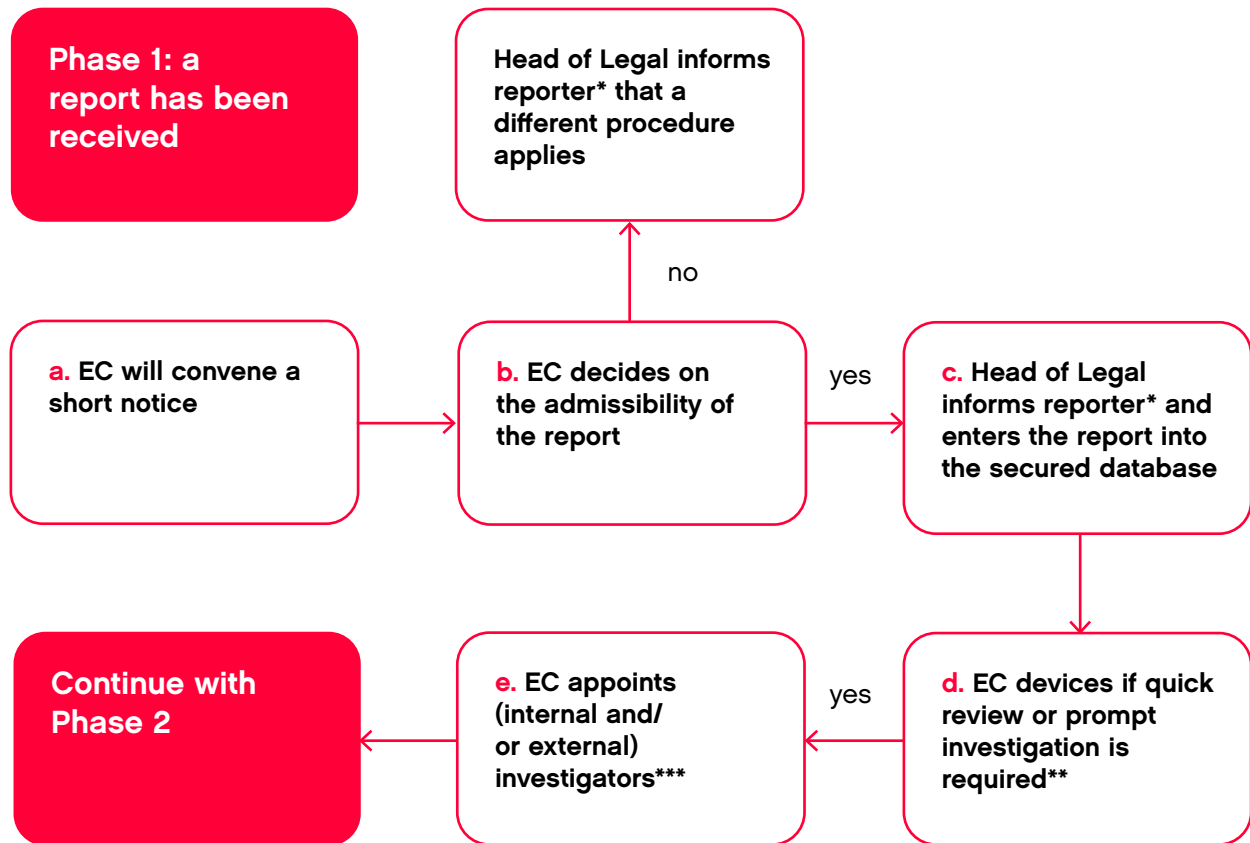
Furthermore, each investigation must comply with statutory local disciplinary and grievance procedures. Retaliation against any employee who reports suspected compliance violations or misconduct is strictly prohibited.

This Investigation Protocol gives an overview of the steps and duties during an investigation, helping those involved reach a decision.

All cases of theft, fraud, non-compliance with citizenM's fair competition principles or a violation of citizenM's gifts, hospitality and anti-corruption policy must be reported to citizenM's Ethics Committee (EC) regardless of whether an investigation is required. The EC will inform citizenM's CEO of its findings.

The EC is composed of citizenM's General Counsel, CFO and Chief People Officer.

## Phase 1: A report has been received



\* in case of anonymous reporting, the reported must be informed via a trusted representative (if involved)

\*\* an investigation will be conducted if (a) senior management could be involved; (b) the report concerns a possible fraud or damage item of at least € 10,000 (or equivalent foreign currency amount); or (c) the report concerns a matter that could seriously affect citizenM's reputation.

\*\*\* externally in case legal privilege or specific expertise is deemed necessary or in case of huge reputation risk

- a. Reports are received through various channels: via managers; via trusted persons or via the email address [confidentialadvisor@citizenM.com](mailto:confidentialadvisor@citizenM.com). When a report is received, the EC will convene at (very) short notice (depending on the estimated urgency), either physically or by telephone.
- b. The EC must first decide whether the report is admissible: does the report contain a possible violation of the citizenM Rules, applicable laws, or internal policies or procedures? Also, does the nature of the report relate to an employment law dispute?

If the EC decides the report is not admissible, the General Counsel informs the reporter accordingly.

The EC constantly observes strict confidentiality. The EC follows an optimal manner to share confidential information with each other and the investigators.

- c. If the report is admissible, the General Counsel enters it into the database and informs the reporter accordingly. The General Counsel will tell the reporter they will be contacted again within 8 weeks with the status of the investigation.
- d. The EC subsequently decides whether this report requires a quick preliminary review (in case insufficient facts are available as to the expected extent and seriousness of the violation involved), or whether the facts should be promptly investigated. An investigation will be conducted in any event if:
  - the report concerns senior management
  - the report concerns a possible fraud or damage item of at least €10,000 or the equivalent amount in a foreign currency
  - the report concerns a matter that could adversely affect the reputation of citizenM

- e. The EC will appoint one or more investigators.

It should be noted it is undesirable for employees to fulfill both their 'normal' role (HR, Legal, Controlling, etc.), as well as the role of investigator.

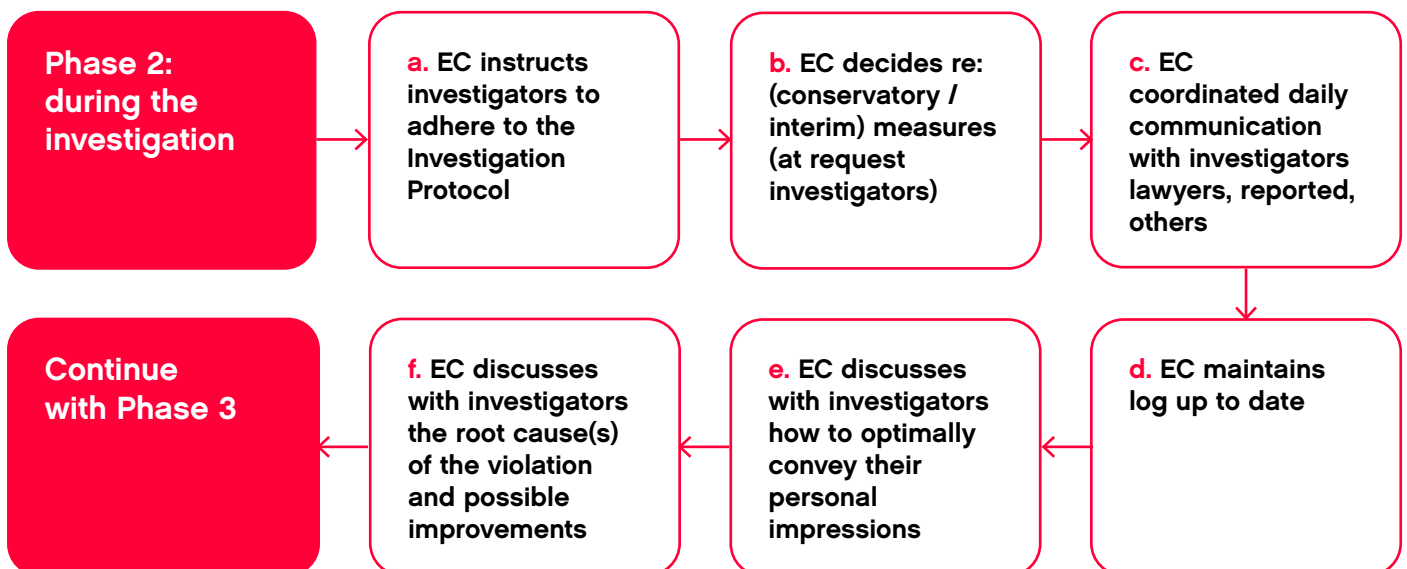
External investigator(s) will be appointed if:

- there is a real chance the investigation will uncover criminal offenses and citizenM wishes to keep the content of its investigation confidential in possible discussions with the Public Prosecution Office or a subsequent civil or criminal case (so in order to secure so-called legal privilege);
- the nature of the report requires specific expertise to investigate (e.g. forensic accountants or IT security experts)
- a major reputation damage is imminent for citizenM

External investigations are always coordinated by the EC.

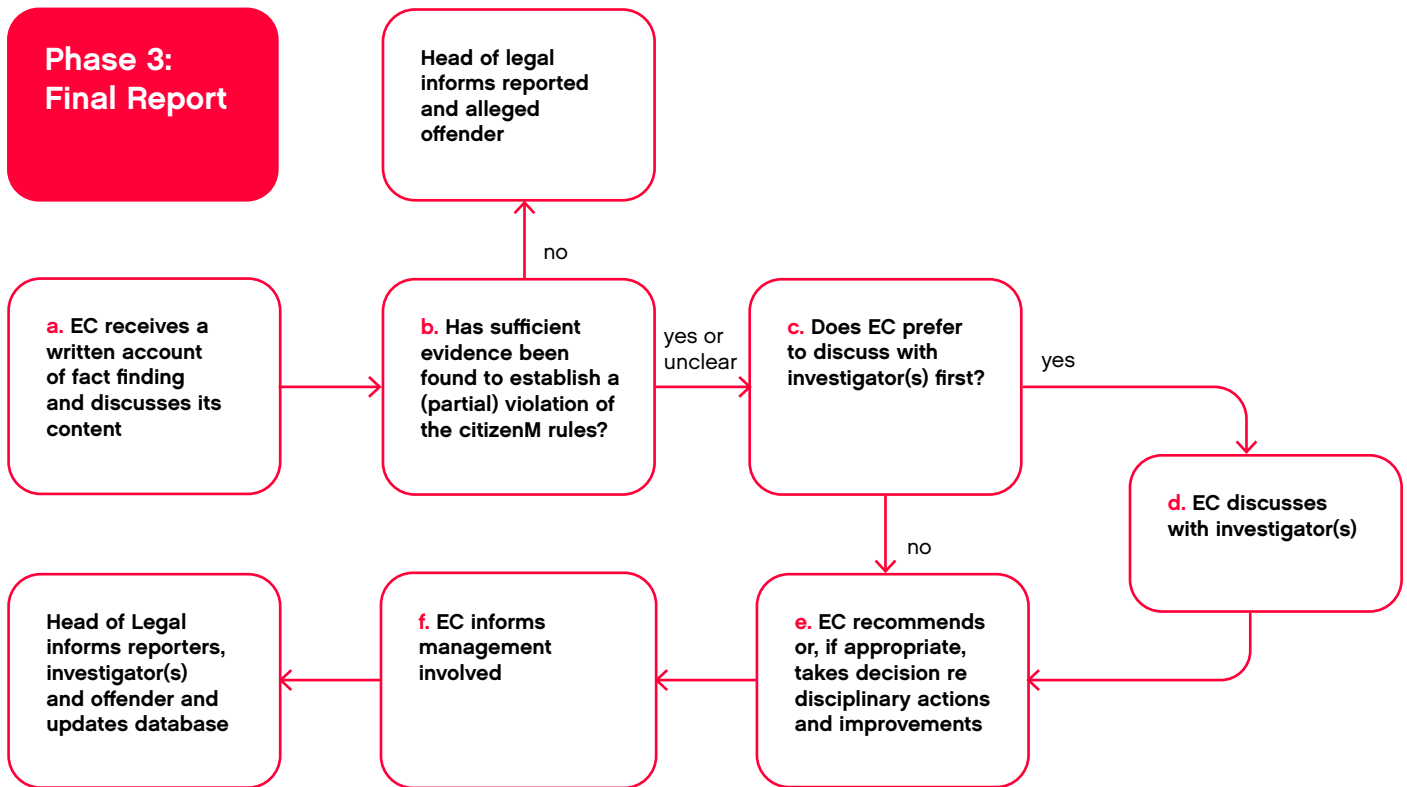
The EC decides if and when to inform citizenM's Brand & Communication team. The EC also evaluates whether or not external supervisory bodies or authorities must be informed.

## Phase 2: During the investigation



- a. The EC provides a copy of the Investigation Protocol to the investigator(s). This ensures all investigations are conducted equally and carefully, regardless of who is conducting them.
- b. The EC decides the next steps (interim measures or extensive investigation methods) based on the investigator(s) suggestions. For example, suspending the accused (with or without pay), securing and making digital information available (via citizenM's Information Security Officer) or the use of cameras where necessary and permitted by law.
- c. The EC coordinates all questions and communications between all involved. They will also indicate the secure way everyone involved will communicate e.g. by means of encryption or via a separate, secure database.
- d. The EC and the investigator(s) keep a chronological log (Appendix A) in order to record an audit trail showing transparency of decisions taken, a full list of contacts and suchlike.
- e. Towards the end of the investigation, the EC discusses the preliminary findings with the investigator(s). In principle, the investigation report may only contain factual descriptions and facts without personal impressions and/or judgments on the part of the investigator(s).
- f. If necessary, the EC and the investigator will discuss the cause(s) of the violation of citizenM Rules, applicable law and internal policies and procedure. Any recommendations the investigator(s) have to prevent a recurrence will also be considered.

### Phase 3: Final report



- a. The EC receives a written account from the investigator(s) with factual findings regarding the report made.
- b. The EC may decide to invite the investigator(s) for further consultation or explanation. If no or insufficient evidence is found, the reporter and the accused are informed accordingly.
- c. If deemed appropriate, the EC will invite the investigator(s) for further consultation.
- d. The EC consults the investigator(s).
- e. The EC deliberates on the report and if required, takes any appropriate sanction(s) in line with citizenM's Disciplinary Measures Policy (Appendix B). The EC also deliberates on possible, more structural improvements in order to prevent repetition (e.g. extra training, more information, dilemma sessions, e-learning, conversations, signed policies, extra hard controls and process/procedure improvements).
- f. The EC informs management about the binding decisions, sanctions and measures that management must implement. The EC emphasizes confidentiality and our non-retaliation policy.

At the same time, the EC informs the reporter and the accused decisions have been taken, but does not go into further details in order to avoid unnecessary damage to reputation (the accused is also entitled to privacy protection).

Finally, all information in the database will be updated.