

Tokio Marine Europe S.A.

Whistleblowing Policy

Version 1.5

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1. Document Control

1.1 Revision History

Version	Description / Reason for Change	Name	Date
0.1	Initial Document	Busola Taiwo	March 2020
1.0	Amendment relating to the report to the Audit Committee	Sonia Zegaï	December 2020
1.1	Amendment relating to the Spain Section	Cathy Magnard	March 2021
1.2	Amendment relating to data protection requirements	Cathy Magnard	July 2021
1.3	Amendment relating to including Whistleblowing Champion email	Cathy Magnard	September 2021
1.4	Amendments incorporating new EU Directive, adapting the French Branch section and including reference to the TME UK branch	Cathy Magnard Busola Taiwo Christophe Molinier Reynaud Aïssatou Sarr	July 2022
1.5	Amendments adapting changes to applicable laws following transposition of EU Whistleblowing Protection Directive	Christophe Molinier Reynaud Cathy Magnard Hugh Davenport	September 2023

1.2 Review List

Version	Name	Date
0.1	Sonia Zegaï	April 2020
0.1	Peter Engelberg	May 2020
1.1	Sonia Zegaï	March 2021
1.2	Sonia Zegaï	July 2021
1.3	Sonia Zegaï	Sept 2021
1.4	Sonia Zegaï	August 2022
1.5	Sandy Mavrommati	November 2023

1.3 Approval

Role	Date	Version
TME Audit Committee	11 May 2020	0.1
TME Board	12 May 2020	0.1
TME Audit Committee	7 December 2020	1.0
TME Board	8 December 2020	1.0
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2. Introduction

2.1 Purpose

This Policy sets out Tokio Marine Europe S.A.'s (TME) approach to whistleblowing.

It is important that all employees at TME can perform their duties and responsibilities to legal, regulatory, and ethical standards. TME is committed to supporting and protecting employees, who in good faith raise any concerns or suspicions of illegality or impropriety from retaliation. Part of this commitment involves encouraging employees to report any serious concerns that they may have about wrongdoing related to any aspect of their work, the conduct of others or the running of TME, including activities carried out on behalf of TME.

This is a TME wide Policy, which has been designed with consideration of the provisions and principles set out in Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons, who report breaches of EU law (hereinafter the "EU Directive"), which aims at protecting and encouraging reporting on a range of wrongdoings that they become aware of through their work.

2.2 Scope

TME is an entity within a group of companies known as 'TMHCC International' Group.

This Policy is applicable to all TME staff members and all external or occasional employees (such as job applicants, interns, temps, secondees), directors (including non-executive directors), officers, shareholders, consultants, contractors, interns, secondees and agency workers of TME and its overseas branches. In addition, suppliers, customers and other third parties may use this Policy to report suspected wrongdoing.

This Policy can be read in conjunction with the TME Anti-Money Laundering and Financing Terrorism Policy.

The EU Directive also affords protection to any person, who assisted or aided the reporting person in his or her reporting or who is connected in a work-related context to the reporting person.

TME will endeavour to provide staff with the fullest protection to which they are legally entitled. *As TME operates in different countries with different legal systems, the protection, which can provide to staff may vary depending on the country. Local legal and regulatory requirements may therefore apply in addition to this Policy.*

It is important to underline that this Policy is not designed to question financial or business decisions taken by TME, nor should it be used by employees to raise concerns relating to their employment or engagement. Any employment related concerns should be raised to TME Human Resources.

2.3 Policy aims

The aim of this Whistleblowing Policy is to:

- Define whistleblowing;
- Communicate to staff TME's position on whistleblowing;
- Encourage TME employees to report any wrongdoing as soon as possible, with the knowledge that their concerns will be taken seriously, investigated appropriately, and treated confidentially;

- Reassure any individual that they should be able to raise genuine concerns without fear of reprisals or victimisation;
- Support and protect all TME employees, including the reporting person and the person about whom a report is made, from retaliation or victimisation;
- Provide clear guidance for the reporting of such concerns, internally and externally; and
- Manage the reporting of all concerns in a timely, consistent, and professional manner.

This Policy does not form part of and is not incorporated into any individual's contract of employment or engagement, nor does it confer any contractual rights on any person to whom it applies. TME may amend, terminate, or replace the Policy at any time and from time to time.

2.4 Policy Ownership and Review

This Policy is owned by TME Legal & Compliance and operational responsibility for Whistleblowing is delegated to the TME Internal Audit.

TME has appointed a Whistleblowing Champion, who has the responsibility for ensuring and overseeing the integrity, independence and effectiveness of our policies and procedures on whistleblowing. Our appointed Whistleblowing Champion is Peter Engelberg, who is the Non-Executive Director. Peter can be contacted at pengelberg@tmhcc.com.

The Policy will be reviewed at least annually.

As per applicable laws, this Policy may be the subject of consultation with relevant work councils.

3. What is Whistleblowing?

Whistleblowing occurs when any persons who work or have worked within an entity report any malfunctions or failures committed by persons within an organisation.

Whistleblowers are defined as any person of any status (public or private sector employees, including those whose employment contract has not started or has ended, volunteers and trainees, subcontractors, suppliers, self-employed persons, shareholders and members of the administrative, management or supervisory body may report information about breaches, including reasonable suspicions, of actual or potential breaches, that have occurred or are very likely to occur in his/her business.

3.1 Legal basis

Luxembourg National Framework

- Law of 16 May 2023 implements Directive (EU) 2019/1937 of the Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law.
- Law of 23 July 2015 implementing inter alia EU Directive 2013/36/EU of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms
- Law of 5 April 1993 on the financial sector, as amended.
- Law of 23 December 2016 on market abuse.
- Law of 30 May 2018 on markets in financial instruments.

- Law of 26 June 2019 on trade secrets implementing EU Directive No 2016/943 of 8 June 2016 on the protection of undisclosed know-how and business information (trade secrets) against their unlawful acquisition, use and disclosure.
- Law of 12 November 2004 on the fight against money laundering and financing terrorism, as amended.
- Law of 13 February 2011 strengthening the means to fight corruption and amending inter alia of the Labour Code, the Code of Criminal Procedure and of the Penal Code.

European framework

- Directive (EU) 2019/1937 of the Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law.

3.2 Application

Duty to Report

TME employees do not have a general duty to report wrongdoing or violations they discover. The decision to report is at the discretion of the individual.

However, TME employees do have a duty to report wrongdoings or concerns in relation to certain financial crime acts (bribery, corruption, money laundering and financing terrorism) occurred within the company. The latter are governed by dedicated TME Policies.

Protections

Making a report may result in the violation of professional secrecy laws, and may include disclosure of confidential information, trade secrets, or protected intellectual property. For this reason, the Policy seeks to manage and mitigate the risk of retaliation and reprisals against the Whistleblower by other employees.

To benefit from the protective regime provided for by applicable law, the Whistleblower must (i) have reasonable grounds to believe that the information is true at the time of reporting and that the information falls within the scope of applicable law and (ii) have complied with the reporting procedures, as per applicable law.

TME recognises that the decision to report a Whistleblowing concern can be a difficult one to make; therefore, this Policy ensures that no one will be at risk of retaliation, harassment, threats, victimisation, discrimination, or any other detriment because of reporting a Whistleblowing concern covered by this Policy. In particular, the following are notably prohibited (non-exhaustive list): suspension of an employment contract, layoff, dismissal, non-renewal or early termination of a fixed-term employment contract or equivalent measures; demotion or refusal of promotion; transfer of duties, change of workplace, reduction of salary, change of working hours; suspension of training; disciplinary measures imposed or administered, reprimand or other sanction, including a financial penalty.

TME will not tolerate the victimisation or harassment of any individual who raises a Whistleblowing concern, or who facilitates the raise of a concern, in accordance with the terms of this Policy and any. Any such treatment will be taken seriously and investigated under internal disciplinary Policies and procedures.

The responsibility to ensure that Whistleblowers are afforded the appropriate degree of protection lies with TME Human Resources.

Untrue Allegations

Abuse of this Policy (for instance, by making malicious or vexatious allegations or allegations which the person making it does not reasonably believe to be true at the time of reporting or victimises a whistleblower) may result in disciplinary or legal action against the person reporting, including the imposition of a sanction or dismissal.

4. Some examples of whistleblowing concerns

The following is a non-exhaustive list of matters which might be considered as whistleblowing concerns:

- Bribery or Corrupt practices
- Criminal offences
- Financial mis-accounting
- Abuse of influence
- Misuse of privileged information
- Illegal or negligent professional activity
- Violations of health or safety regulation
- Violations of environmental regulation
- Deliberate concealment of violations, abuses, or irregularities
- Significant breaches of TME's internal rules and regulations
- Any other matter covered by local law.

Further, TME employees can report issues concerning modern slavery and human trafficking. TME encourages the reporting of such concerns related to the direct activities or the supply chains of the company, or any circumstances that may give rise to an enhanced risk of slavery or human trafficking.

5. How to report a Whistleblowing Concern

5.1 Communication methods

A Whistleblowing concern may be raised by any reasonable method of communication, such as:

- By email
- By post
- By telephone

Certain methods of communication may however be subject to practical limitations in respect of anonymity when this is sought by the Whistleblower and local particularities must be considered.

5.2 Anonymity and Confidentiality

TME will take all steps possible to protect the confidentiality and anonymity of any employee, who raises a whistleblowing concern. Where it is not possible for TME or the relevant regulatory authorities to conduct an effective investigation without compromising this, TME will not disclose the identity and/or any confidential

information without first receiving a consent from the individual and discussing with the appropriate regulatory authority.

We recognise that, despite the protections in place and subject to applicable laws, you may want to raise your concerns anonymously. In certain countries, a report made anonymously may not be considered protected. However, we strongly recommend that you include your name and contact details in any concerns you report because whilst investigating a concern, TME may require you to provide further information and your on-going co-operation after you have raised a concern is important to ensure a proper investigation. If a matter is raised anonymously, it may not be possible to investigate as comprehensively if TME is not able to return to you for more detailed information. Additionally, it will not be possible for us to report to you the results of any investigation.

5.3 Internal Reporting

If a TME employee reasonably believes they have discovered wrongdoing, they can report to:

- Their Line Manager
- The TME Head of Internal Audit
- The TME Head of Legal & Compliance
- The Whistleblower's Champion
- Local Whistleblower Officer

TME employees are encouraged to raise concerns internally as soon as possible.

5.4 External Reporting

TME encourages all employees to first make an internal report. In any situation where the individual feels uncomfortable notifying any of the individuals above, they can make an external report to an external body (e.g., a regulator). Independent and autonomous external reporting channels for the reception and processing of concerns have been set up by the supervisory authorities for the insurance sector in all jurisdictions. In Luxembourg the Commissariat aux Assurances (CAA) offers such possibility and a list of the supervisory authorities in other countries is available in TME Whistleblowing Procedure document.

Whilst we would encourage you to first report your Whistleblowing concern using the internal reporting procedures, you may choose to report it directly to an external body without having first reported or disclosed it to TME.

5.5 Public disclosure

Although persons wishing to report concerns are encouraged to give preference to reporting through internal reporting channels before reporting through external reporting channels, there is also possibility for public disclosure. Such public disclosure should only be considered as a last resort where it is clearly impossible to do otherwise.

As per applicable law, public disclosure is strictly regulated in that a person who makes a public disclosure is entitled to protection if one of the following conditions is met:

- a) the person has first made an internal and external report, or has made an external report directly but no appropriate action has been taken in response to the report within the time provided by the Law;

- b) the person has reasonable grounds to believe that: (i) the breach may represent an imminent or obvious danger to the public interest, such as where there is an emergency situation or a risk of irreversible harm; or (ii) in case of an external report, there is a risk of retaliation or there is little likelihood that the breach will actually be remedied, due to the particular circumstances of the case, such as where evidence may be concealed or destroyed or where an authority may be in collusion with the perpetrator of the breach or involved in the breach.

6. What happens after a Whistleblowing Concern is reported?

6.1 Acknowledgement and Notification Procedure

Whistleblowing reports made *internally* to the Line Manager, the TME Head of Legal & Compliance, the Whistleblower Champion or the local Whistleblower officer must be acknowledged in writing **within 5 working days** from the day the concern was received and then referred to the TME Head of Internal Audit, as soon as possible. The TME Head of Internal Audit will in turn contact the Whistleblower clearly stating that he or she will be given feedback on the follow up of the report within **three months** from receipt of his or her report.

Where a report is made to an *external* agency, it will act in accordance with its institutional procedures.

6.2 Initial Assessment and Investigation

TME Internal Audit, upon receiving the report, shall assess the information provided in the initial report and determine whether an investigation is appropriate and, if so, what form it should take. However, some concerns may be resolved without the need for an investigation. If an investigation is deemed necessary, the matter will be investigated in a professional and thorough manner using the most appropriate means and resources.

TME will manage most investigations internally but may appoint an external investigator if deemed appropriate. In such cases, the same principles over confidentiality and anonymity apply and the TME Internal Audit will assess the outcome of the investigation and determine next steps.

Should it become apparent that there is a potential conflict of interest between the investigator and the Whistleblower, the matter shall be dealt by another person.

6.3 Conclusion of the Initial Assessment and Investigation

TME Internal Audit shall inform the Whistleblower (where the identity is known) of the outcome of the initial assessment and/or investigation.

6.4 Escalation

It is foreseen that depending on the outcome of the investigation, the conclusions may be escalated to the TME Audit Committee and/or to any other relevant regulatory bodies.

If the conclusion of the investigation is that the Whistleblower made a false allegation or has in any other way deliberately abuse internal whistleblowing procedures, the matter shall be escalated to TME Human Resources.



6.5 Data Protection

Processing of personal data under this Policy must be handled in accordance with the General Data Protection Regulation (Regulation (EU) 2016/679, hereinafter “GDPR”).

Any personal data communicated under this Policy will be processed and maintained under TME’s applicable data security measure. If necessary, due to the specifics of the information provided during an investigation TME may implement additional data security measures.

There may be several legal basis, for processing personal data in the context of whistleblowing:

- The processing is necessary for compliance with a legal obligation;
- It may be a “legitimate interest” of TME and the TME employees, who raise a whistleblowing concern for a range of activities associated with whistleblowing;
- The nature of some whistleblowing reports may involve the processing of “special categories of personal data” within the meaning of GDPR, which shall entail additional precautions, including confirmation that the processing is legal.

Any person, who is the subject of a whistleblowing concern may exercise his or her rights of access, rectification, opposition, and deletion regarding his or her personal data obtained and processed by TME under this Policy, upon request in writing to the individual(s) in charge of the investigation. However, TME may restrict the exercise of such rights in view of the circumstances of the case and to ensure the rights and freedoms of others involved in the investigation process.

TME employees can lodge a complaint before their local Data Protection Authority (“DPA”) if they think their data protection rights have been infringed.

By raising a whistleblowing concern in accordance with this Policy you agree to abide by the terms of this Policy and consent to the processing and transfer of your personal data as set out above.

6.6 Record keeping

A central record of all reports raised, and the actions taken are held securely and confidentially by the TME Internal Audit.

The TME Head of Internal Audit will prepare an annual Whistleblowing report, including a summary of the number, status and outcomes of whistleblowing concerns raised during the year, which will be made in a form, which does not endanger the confidentiality of any party involved. Such report will be submitted to the TME Audit Committee.

CAA, as the supervisory authority of TME, shall have access to the records upon request.

7. Training

As part of the TME training plan, training on and awareness of this Policy on all employees and new joiners will be provided.