

Trifleet Leasing
"WHISTLEBLOWER" POLICY"
(Making a Disclosure in the Public Interest)

Introduction

1. Trifleet Leasing (the "**Company**") is committed to the highest standards of openness, integrity and accountability. It does not tolerate malpractice, impropriety, statutory non-compliance or wrongdoing by staff in the course of their work.

An important aspect of accountability and transparency is a mechanism to enable staff and other members of the Company, vendors and service providers to report concerns in a responsible and effective manner. It is a fundamental principle of every contract that an employee, vendor or service provider will faithfully serve his or her employer respectively live-up to his or her contractual obligations, and not disclose confidential information about the Company's affairs. Nevertheless, where an individual discovers information which he or she believes shows serious malpractice or wrongdoing within the organization, then this information should be disclosed to the Company internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line manager would be the appropriate person to be told).

2. The public interest disclosure laws of the countries in which the Company has offices give legal protection to employees against being dismissed or penalized by their employers as a result of publicly disclosing certain serious concerns. The Company has endorsed the provisions set out below to ensure that no members of staff should feel at a disadvantage in raising legitimate concerns. Similarly, these are intended to promote that vendors and service providers can voice legitimate concerns without fear of adverse consequences. It enhances that all such concerns will be taken seriously and investigated, and the outcome duly communicated.
3. It should be emphasized that this policy is intended to assist individuals who believe they have discovered wrongdoing or irregularities. It is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters which have already been addressed under harassment, complaint, disciplinary or other procedures.

Scope of Policy

4. This policy is designed to enable employees of the Company, its vendors and service providers to raise concerns about wrongdoings or irregularities to the Company internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. This policy is intended to cover concerns which are in the public interest and may at least initially be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary. These concerns could include:
 - Financial or non-financial malpractice or impropriety or fraud
 - Failure to comply with a legal obligation or Statutes
 - Dangers to Health & Safety or the environment
 - Harassment and abuse and misrepresentation of power and authority
 - Discrimination on the basis of gender, race, age, religion, or disabilities
 - Criminal activity
 - Improper conduct or unethical behavior including a conflict of interest without disclosure
 - Attempts to conceal any of these

The policy is designed for the possibility that individuals have a reasonable suspicion about wrongdoings or irregularities within the Company, as a result of which the public interest is affected or might be affected. The suspicion must be based on reasonable grounds, arising

from knowledge acquired by the individual through work activities. Disputes with the Company, disagreement about decisions taken that are not conflicting with the public interest or malpractices in which the Company is not involved, are not covered by the Policy. Nor are hear-say or gossip considered to offer a sufficient basis for disclosures under this Policy. You will be expected to refer to specific facts that you have seen or read.

Safeguards

5. **Protection** - this policy is designed to offer protection to those employees of the Company, vendors and service providers who disclose concerns (the "**Reporter**"), provided the disclosure is made:
 - In good faith;
 - In the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety and if they make the disclosure to an appropriate person (see below). It is important to note that no protection from internal disciplinary procedures or counter measure is offered to those who choose not to use the procedure. In an extreme case, malicious or false report could give rise to legal action on the part of the persons complained about.
6. **Confidentiality** - Trifleet Leasing will treat all such disclosures in a confidential and sensitive manner, which includes:
 - No person involved in dealing with a report shall disclose the identity of the Reporter without its explicit written consent. Furthermore each such person shall deal confidentially with the information concerning the report. However, the investigation process may reveal the source of the information and the Reporter may need to provide a statement as part of the evidence required;
 - The Company shall ensure that the information concerning the report is stored in such a way that it is only physically and electronically accessible to the persons involved in dealing with this report.
7. **Anonymous Report** - this policy encourages individuals to put their name to any disclosures they make. A report on concerns about wrongdoing or irregularities expressed anonymously is much less credible, but may be considered at the discretion of the Company. In exercising this discretion, the factors to be taken into account will include:
 - The seriousness of the issues raised
 - The credibility of the concern
 - The likelihood of confirming the report from attributable sources
8. **Untrue Report** - If a Reporter makes a report on its concerns about wrongdoing or irregularities in good faith, which is not confirmed by subsequent investigation, no action will be taken against that Reporter. In making a disclosure the Reporter should exercise due care to ensure the accuracy of the information. If, however, a Reporter makes a malicious or vexatious report, and particularly if he or she persists with making them, disciplinary action may be taken against that individual.

Procedures for Making a Disclosure

9. A Reporter who has concerns about wrongdoing or irregularities within the Company may make a report of this to any member of the Management Team (holding a higher position within the organization's hierarchy than his own and higher than the subject of his concerns). The Reporter may also make a report of concerns about wrongdoing or irregularities within the Company's organization via the confidential integrity advisor.
10. On receipt of a report on concerns, the MT member who receives the report shall, in consultation with the reporter, record this in writing and present this written record to the Reporter for approval and signature. A copy of the record shall be given to the reporter.
11. The MT member will set up an investigation procedure into the reported concerns about wrongdoing or irregularities, unless:
 - the concerns are not based on reasonable grounds, or

- it is clear at the outset that the matter reported does not involve concerns about wrongdoing or irregularities.
If the MT member who receives the report decides not to set up an investigation procedure, he or she will inform the Reporter of this in writing within two weeks following the report. This communication also states the reasons why he or she believes that the concerns are not based on reasonable grounds or that it is clear at the outset that the matter reported does not involve concerns about wrongdoing or irregularities within the Company.
- 12. If the MT member who receives the report decides to have an investigation procedure carried-out, he or she must pass this information as soon as is reasonably possible, to the appropriate designated investigating officer as follows:
 - A report on concerns will be investigated by the appropriate Director unless the report relates to a Director or is in any way related to the actions of a Director. In such cases, the report should be passed to the Managing Director for referral.
 - In the case of a report, which is any way connected with but not against a Director, the Managing Director shall also act as the alternative investigating officer.
 - A report against the Managing Director should be passed to the Chairman of the Supervisory Board:
 - Mr Rob Naber, email: r.naber@catenainvestments.com; mobile: +316 53922880

The Chairman of the Supervisory Board will subsequently nominate an appropriate internal / external investigating officer.

 - The Reporter has the right to bypass the line management structure and take their complaint direct to the Chairman of the Supervisory Board. The Chairman has the right to refer the report back to management if he or she feels that the management without any conflict of interest can more appropriately investigate the report.
- 13. Should none of the above routes be suitable or reasonably acceptable to the Reporter, then the Reporter may approach the following individual who has been designated as independent point of contact under this procedure. He/she can advise the Reporter on the implications of the legislation and the possible internal and external avenues of complaint open to them:
 - Mrs Saskia Besseling, B+E Consultants, email: saskia@beconsultants.nl, phone +31614206460. Mrs Besseling advises the Company on matters of compliance, quality control, sustainability and risk.

If there is evidence of criminal activity then the investigating officer should inform the police. The Company will ensure that any internal investigation does not hinder a formal police investigation. This policy does not affect any legal right to report criminal or other activity as required by law.

Timescales

- 14. Due to the varied nature of these sorts of complaints, which may involve internal / external investigators and / or the police, it is not possible to lay down precise timescales for such investigations. The investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.
- 15. The investigating officer, should as soon as practically possible, send a written acknowledgement of the concern to the Reporter and thereafter report back to them in writing the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the Reporter informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded.
- 16. All responses to the Reporter should be in writing and sent to their home address marked "confidential".

Investigating Procedure

17. The investigating officer should follow these steps:

- Full details and clarifications of the report should be obtained and recorded in writing. The investigating officer will give the Reporter the opportunity to voice his concerns. The investigating officer will record this in writing and present this written record to the Reporter for approval and signature. A copy of the record shall be given to the reporter.
- The investigating officer should inform the member of staff against whom the report is made as soon as is practically possible. The member of staff will be informed of their right to be accompanied by a trade union or work colleague at any future interview or hearing held under the provision of these procedures. At the discretion of the investigating officer and dependent on the circumstances of the report an alternative representative may be allowed e.g. the individual's legal representative.
- The investigating officer should consider the involvement of the Company auditors and the police at this stage and should consult with the Chairman of the Supervisory Board / Managing Director if appropriate
- The report should be fully investigated by the investigating officer with the assistance where appropriate, of other individuals / bodies.
- An investigation judgment concerning the report on concerns and validity of the report will be made by the investigating officer. This investigation judgment will be detailed in a written report containing the findings of the investigations and reasons for the judgment. The investigation judgement will be passed to the Managing Director and Chairman or the Supervisory Board as appropriate.
- Upon receipt of the final investigation judgment, the Managing Director / Chairman of the Supervisory Board will decide what action to take. If the report is shown to be justified, then they will invoke the disciplinary or other appropriate Company procedures.
- The Reporter should be kept informed of the progress of the investigations and, if appropriate, of the final outcome. The Company should give the Reporter the opportunity to comment on the investigation outcome and the position adopted by the Company.
- If appropriate, a copy of the outcomes will be used to enable a review of Company procedures.

18. If the Reporter is not satisfied that their concern is being properly dealt with by the investigating officer, they have the right to raise it in confidence with the Managing Director/ Chairman of the Supervisory Board, or one of the designated persons described above.

19. If the investigation finds the report unsubstantiated and all internal procedures have been exhausted, but the complainant is not satisfied with the outcome of the investigation, the Company recognizes the lawful rights of employees and ex-employees to make disclosures to prescribed persons or body (e.g. the "Huis voor Klokkenuiders" in the Netherlands, www.huisvoorklokkenuiders.nl). A list of prescribed people and bodies can be found on the relevant government websites.

Protecting the Reporter against unfair treatment

20. The Company shall not treat the Reporter unfairly (e.g. dismissal, termination of contract, disciplinary measures, extending or limiting the Reporter's work scope, withholding promotion, new assignments etc.) and shall use its best efforts to avoid negative consequences in connection with a report in good faith and according to the proper procedure of concerns about wrongdoing or irregularities in its organization or any other manner. In addition, the Company shall ensure (or, if the reporter is a vendor or service provider: shall use best efforts) that the Reporter's managers and colleagues refrain from any form of unfair treatment (e.g. bullying, ignoring, excluding, intimidating, etc.) in connection with the report in good faith and according to the proper procedure of concerns about wrongdoing or irregularities that interferes with the reporter's ability to function either professionally or personally.

21. The Company shall speak to any employees who treat the Reporter unfairly about their actions and may give them a warning or take disciplinary measures against them.