

Whistleblowing Policy

Effective Oct 2021



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This document is intended to provide policy, procedure, standards or guidance regarding the SUSE Group. This document is reviewed at least annually to ensure validity.

The Company reserves the right to modify or change any policies and procedures outlined in these pages at any time without prior notice (subject to consultation in some countries).

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Document Management & Control

SUSE Whistleblowing Policy	
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Policy Creator/Updater (Employee Name & Title)	Leigh McCaveny, Deputy Company Secretary
Policy Owner (Department)	SUSE Legal Department
Policy Owner (Employee Name & Title)	Andrew McDonald, Chief Legal Officer & Company Secretary
Policy Owner Contact (Employee Email)	andrew.mcdonald@suse.com
Executive Sponsor	Andrew Myers, Chief Financial Officer
Approver	Andrew McDonald, Chief Legal Officer & Company Secretary
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Version Control Table			
Version	Author	Date	Changes
V0.1	Leigh McCaveny	2021-08-12	First Draft
V1.0	Leigh McCaveny	2021-09-30	Risk & Compliance approved version

1. Introduction

As outlined in SUSE's Code of Business Ethics ("COBE"), our most fundamental operating principles are adherence to high ethical standards and compliance with all laws and regulations applicable to our business. There are a variety of laws that apply to SUSE and its operations. It is the responsibility of each SUSE employee to comply with the laws, rules, and regulations that apply to them personally and to their status as a SUSE employee. Complying with such laws and regulations upholds our SUSE values, particularly **We Are Trustworthy And Act With Integrity** and **We Are Empowered And Accountable**. To support this, SUSE encourages a culture where SUSE Employees or those working with us, feel comfortable being able to raise any concerns that they have about non-compliance with these laws and regulations or unethical practice, or behaviours ("Wrongdoing") that are not in line with our ethical standards.

2. Purpose

SUSE encourages any suspected Wrongdoing to be reported as soon as possible and this policy sets out the channels for reporting suspected Wrongdoings, including an independent reporting channel (as outlined in the EU Whistleblower Directive 2019/1937).

SUSE will take any such reports seriously, investigate them as appropriate and respect confidentiality. You can raise concerns about an incident that happened in the past, is happening now, or you believe will happen in the near future. Genuine concerns should be raised without fear of reprisals, even if they turn out to be mistaken.

This policy should not be used for complaints relating to any personal circumstances, such as the way SUSE employees have been treated at work. In those cases you should use the [SUSE Resolution Policy](#), which can be found on the SUSE Policy Hub

This policy does not form part of any employee's contract of employment and may be amended at any time.

3. Scope

This policy applies to SUSE employees and all units of the "SUSE Diamond," which consists of board members, customers, employees (permanent and contracted), partners, and developer communities.

4. Definitions

Term	Definition
EU Directive	EU Whistleblower Directive 2019/1937
SUSE Employees	Employees at all levels, whether part-time or full-time, contractors and freelancers, any agents and directors as well as our board members, both at a management and supervisory level.
Whistleblower	A person who has made a disclosure of suspected Wrongdoing in a business.
Whistleblowing	The reporting of suspected Wrongdoing in a business.
Whistleblowing Officer (“WBO”)	A senior member of the SUSE team nominated to support Whistleblowers and managers dealing with potential concerns and suspected Wrongdoings.
Wrongdoing	<p>Any non-compliance with law, the SUSE COBE or other SUSE policies or procedures, and any other dishonest actions. Some examples of Wrongdoing are:</p> <ol style="list-style-type: none"> 1. Criminal offences including bribery; 2. An intentional failure to comply with any legal or regulatory obligation; 3. Any abuse or misuse of company inside information including disclosure and/or dealing in company shares or options while in possession of inside information; 4. A miscarriage of justice; 5. Defrauding any SUSE Group company or any intentional misrepresentation affecting the SUSE financial statements; 6. Endangering the health and safety of any individual; 7. Unprofessional treatment of a customer or supplier by staff members or intermediaries; 8. Damage to the environment; 9. A breach of the SUSE COBE or other SUSE policies; 10. Negligence; 11. Engaging in, or threatening to engage in detrimental conduct against a Whistleblower or is believed to have, or be planning to make, a disclosure; and 12. Deliberate concealment of any of the above.

5. Policy Statement

All SUSE employees or participants of the SUSE Diamond are encouraged to report any actual or suspected Wrongdoing (in any country in which SUSE operates) by other SUSE employees, business partners or suppliers.

It is not necessary for you to have proof that the suspected Wrongdoing is being, has been, or is likely to be, committed - a reasonable belief is sufficient. You do not have the responsibility to investigate the matter - it is SUSE's responsibility to ensure that an investigation takes place.

5.1 How to Raise a Concern

SUSE encourages you to speak with your line manager in the first instance if you have any concerns. This could be in person, or in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively.

If you prefer not to raise your concerns with your line manager or feel your line manager has not addressed your concerns, then you should contact one of the following:

1. Your HR Business Partner
2. The Whistleblowing Officer
3. Safecall, SUSE's confidential and independently provided confidential reporting service

Safecall provide an independent confidential reporting line where you can raise your concerns and be assured they will be fully addressed. Calls are handled by skilled staff, will be treated in complete confidence, and you can speak to someone in your preferred language. A report of the call will be sent to the WBO and Safecall will not disclose your name to the WBO if you wish to remain anonymous.

You can contact Safecall at any time on the freephone numbers (listed per country) in the link below:



www.safecall.co.uk/freephone

The Safecall line is available 24/7 365 days.



Alternatively, Safecall can be contacted via the web at: www.safecall.co.uk/report

Details of the Safecall service can also be found on Safecall posters which on Slack.

You can find full contact details at the end of this policy.

5.2 Confidentiality

SUSE hopes that you will feel able to voice Whistleblowing concerns openly under this policy as it enables us to obtain further information from you if necessary. However, if you have requested to remain anonymous, SUSE will take all reasonable steps to ensure this is the case. Anonymity would only be broken where it is reasonably necessary in order to allow for thorough investigation or to deal with the malpractice. In these cases, SUSE will always try to discuss this with you first. SUSE will endeavour to ensure that you are not put at a disadvantage as a result and would address any negative behaviour towards you in accordance with our disciplinary process.

5.3 What Happens When a Concern is Raised

Once you have raised a concern about a suspected Wrongdoing, it will be acknowledged within seven days (subject to anonymity requests), which is in line with the EU Directive requirements. Next, an initial assessment will be carried out to determine the scope of any investigation by the WBO. SUSE aims to ensure that any investigation is as fair and proportionate as possible.

In some cases, SUSE may appoint an investigator or team of investigators, including employees with specialist knowledge of the subject matter. The investigator(s) may make recommendations for a change to enable us to minimise the risk of future Wrongdoing. Where necessary, SUSE may employ an external investigator to ensure impartiality.

SUSE will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us from giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

SUSE will aim to conclude the investigation and update the Whistleblower (in line with the EU Directive requirements) within three months of the matter being reported. This timeframe will be extended to six months if the specific circumstances justify a more prolonged investigation. This is subject to confidentiality and where necessary, certain information may be redacted to protect the business or individuals.

If SUSE concludes that a Whistleblower has made false allegations maliciously, the Whistleblower will be subject to disciplinary action.



5.4 What if the Whistleblower is Unhappy with the Outcome

Whilst SUSE cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this policy, you can help us to achieve this.

If you are not happy with the way in which your concern has been handled, you can raise it with one of the other key contacts named above or you can contact the chair of the Risk & Compliance Committee (currently SUSE's CFO). Contact details are set out at the end of this policy.

5.5 Reporting Concerns Outside of the Business

The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any Wrongdoing in the workplace. In most cases, you should not find it necessary to alert anyone externally.

SUSE recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator or other appropriate body. It will very rarely, if ever, be appropriate to alert the media. SUSE strongly encourages you to report internally first or, if this is not appropriate, seek advice before reporting a concern to anyone externally. There are independent whistleblowing charities which operate a confidential helpline and may be able to assist.

Whistleblowing concerns usually relate to the conduct of our SUSE employees, but they may sometimes relate to the actions of a third party, such as a customer, supplier, service provider or business partner. In some circumstances, the law may protect you if you raise the matter with the third party directly. However, SUSE encourages you to report such concerns internally first. Please contact your line manager or one of the other individuals identified in this policy for guidance.

5.6 Protection and Support for Whistleblowers

SUSE appreciates that you may be worried about possible repercussions to you if you raise any concerns. SUSE aims to encourage openness and to support staff who raise genuine concerns under this policy, even if they turn out to be mistaken.

Under no circumstances will any employee be subject to disciplinary or retaliatory action solely as a result of making a good faith report of a violation or potential violation.

SUSE also actively advocates the protection of SUSE employees from any adverse or harmful action, threatening, harassing or otherwise discriminating for:

- Providing information to or assisting in an investigation conducted by a federal regulatory or law enforcement agency or similar
- Filing, testifying, or participating in any legal proceeding relating to an alleged



- violation of the laws
- Providing to a law enforcement officer any truthful information relating to the commission or possible commission of a violation of law
- Reporting known or suspected violations of any company policy to the employee's line manager, the WBO, the Chief Human Resources and Transformation Officer, or other reporting channel put in place by SUSE (e.g. Safecall)

If you believe that you have suffered any retaliatory action, you should inform the WBO immediately. If the matter is not remedied, you should raise it formally using the Resolution Policy.

If you raise your concerns and are given an instruction to cover up wrongdoing, or if you are told not to raise or pursue any concern - even by a person in authority such as a manager - you should not agree to remain silent and should report the matter to the WBO immediately.

Anyone found to have treated Whistleblowers in such a way may be subject to disciplinary action. In some cases, the Whistleblower could have a right to sue you personally.

6. Contacts

6.1 Reporting

Whistleblowing Officer

Name: Andrew McDonald, Chief Legal Officer & Company Secretary
Call: +44 (0)7764 471872
Email: andrew.mcdonald@suse.com

Independent Hotline

Freephone Numbers: www.safecall.co.uk/freephone
Report via website: www.safecall.co.uk/report

Safecall provides an independent confidential reporting facility where you can raise concerns about malpractice or wrongdoing within SUSE. Reports are handled by skilled staff and can be completely anonymous.

You can contact Safecall on the freephone numbers that are applicable to your location, in your preferred language. Alternatively you can also file a report via the Safecall website.

The Safecall service is available 24/7 365 days a year.

Details of the Safecall service can also be found on Slack.



6.2 Escalation

Chair of Risk & Compliance Committee

Name: Andrew Myers, Chief Financial Officer
Call: +44 (0)7766 758721
Email: andrew.myers@suse.com

7. Roles and Responsibilities

The role of the Whistleblower Office is to:

- i. Support Whistleblowers and managers in dealing with a concern or potential concern, acting as central point of contact for the Whistleblower and any investigation
- ii. Re-assure Whistleblowers of the importance of raising concerns internally and the protection available
- iii. Advise Whistleblowers and managers on this policy, how and when the guidance should be applied
- iv. Conduct any Whistleblowing investigation, with assistance from relevant members of the SUSE team (on a confidential basis) when required
- v. Maintain records of approaches and provide confidential (and anonymous where required) reports to HR and people leaders where appropriate, and to the Risk & Compliance Committee, Audit Committee and Management and Supervisory Boards
- vi. Review this policy on a regular basis and make recommendations to the Risk & Compliance Committee for updates and improvements to the policy and associated procedures

It is the role of the Chief Human Resources and Transformation Officer to undertake i. to v. above in the event that the subject of the report is the WBO.

It is the role of the Risk & Compliance Committee to review this policy and monitor its operation.

It is the role of the Audit Committee to oversee all of the above.

8. Exceptions

There are no exceptions to this policy.

9. Related Documentation

Document	Link
COBE	https://mysuse.sharepoint.com/:f:/r/sites/SUSEPolicies/Shared%20Documents/Legal%20Policies/Code%20of%20Business%20Ethics%20(COBE)?csf=1&web=1&e=SEwJWJ
Resolution Policy	https://mysuse.sharepoint.com/:f:/r/sites/SUSEPolicies/Shared%20Documents/HR%20Policies/Resolution%20Policy?csf=1&web=1&e=fmRWyc

10. Policy Review

This policy will be reviewed annually by the WBO in conjunction with any relevant departments.

