

Whistleblower Policy

International Chamber of Commerce



I. Preamble

1. The International Chamber of Commerce's (hereafter "ICC") its representatives, staff members and extended network (as defined below) must uphold high standards of business and personal ethics in the conduct of their duties and responsibilities.
2. As ICC's representatives, staff members and Extended Network, we must practice honesty and integrity in fulfilling our responsibilities and comply with all relevant applicable laws and regulations.
3. ICC's representatives, staff members and Extended Network are encouraged to report alerts in accordance with this whistleblower policy (hereafter the "Policy").
4. This policy is governed by French law. Should any provisions of this Policy contradict stricter imperative provisions of local laws on the protection of whistleblowers, the latter will prevail.
5. In addition to its application to ICC Headquarters in France, this Policy is also applicable (under the terms and conditions of this Policy) to:
 - ICC's offices abroad,
 - ICC's global subsidiaries and affiliates such as the ICC Merchants of Peace Foundation.
 - ICC's World Council,
 - ICC's Executive board and its Committees and Subcommittees,
 - ICCs Governing Bodies,
 - ICC National Committees and Groups solely for issues pertaining to ICC's governance and to the relationship with ICC defined in the ICC bylaws ("ICC Constitution").

(hereafter "ICC's Extended Network")

6. ICC is the legal entity responsible for the processes comprised herein and is the data controller.

II. Key objectives

7. The objectives of this Policy are to:
 - Encourage and enable ICC's representatives, staff members and Extended Network to raise, in good faith and without any financial compensation, facts that have occurred or are very likely to occur and falling within the scope of this Policy.

- Provide necessary safeguards for the protection of Reporting person from any sanctions or discriminations, provided the relevant alert is reported in adherence with this Policy;
- Set out clear policies and procedures for reporting and handling such alerts;
- Proactively prevent, address and correct inappropriate conduct which could negatively impact ICC and ICC's Extended Network; and
- Strengthen a culture of openness, transparency and integrity.

III. Who may report?

- Under applicable law, only individuals and no legal entity may report alerts.
- Any ICC's representatives, staff members and members of ICC's Extended Network who belong to one of the following categories may report an alert, if they act without a financial compensation and in good faith (hereafter the "Reporting person"):
 - Any current or former member of staff of ICC in France or ICC's Extended Network,
 - Any shareholder and/or a person exercising (either directly or indirectly) an administrative management, supervisory or representative function within ICC or ICC's Extended Network,
 - Any person working under the supervision and direction of ICC or ICC's Extended Network's contractors, subcontractors or suppliers,
 - Any job applicant (whether the application was accepted or rejected) to the extent the information reported was acquired in the context of the application process,
 - Any individual collaborating with or any member of an entity or body comprised within ICC's Extended Network.

IV. What to report on?

- Scope.** Unless otherwise provided in the Policy, any Reporting person may, without any financial compensation and in good faith, reveal or alert on any of the following, of which the Reporting person has obtained the information in a work-related context or if the information was not obtained as part of his/her professional activities, has been personally aware (hereafter the "Alert"):
 - Any activity that could constitute a crime or offence;
 - A breach or an attempt to conceal a breach of French applicable law or regulation, EU law, an international undertaking duly ratified by France or a unilateral act of an international organisation taken based on such undertaking
 - A threat or harm to public interests.

11. **Absence of financial compensation.** A Reporting person must act in a disinterested manner, meaning without any direct compensation. Should any report be made with a financial compensation, the Reporting person will not be protected as per applicable rules.
12. **Good faith.** A report must be made in good faith. It should not be abusive, or made with the purpose of causing intentional harm. Any report made by a Reporting person while knowing it to be false will be considered as not having been made in good faith. Should any report not be made in good faith, the Reporting person will not be protected as per applicable rules.
13. **Examples.** Instances that could constitute an Alert within the scope of this Policy are listed thereafter (this list is non-exhaustive):
 - Violations of domestic and international legal obligations;
 - Acts of corruption, bribery, fraud or money laundering;
 - Breaches of confidential information or of IT security; and
 - Acts threatening the health or the security of individuals.
14. **Interpretation.** Any question of interpretation of the scope of this Policy should preliminarily be raised with the members of the Internal Ethics Committee (as defined below).
15. **Exclusions.** By law, any information, facts or documentation:
 - Covered by national defence secrets, medical secrecy or attorney-client privilege; and
 - Covered by any other secrets protected by French law (unless their disclosure is necessary and proportionate to the safeguarding of the interests at stake and in conformity with applicable French law) or by other applicable local laws and regulations;are excluded from the scope of this Policy.
16. This Policy should not be used by ICC's representatives, staff members and members of ICC's Extended Network to report concerns if such concerns do not fall within the scope of this Policy. Any concerns not falling within the scope of this Policy should be reported through standard channels, i.e. to a direct or indirect supervisor or to the employer.

V. Principles

17. Under this Policy, the following principles are guaranteed:
 - **Facultative nature of this Policy.** This Policy applies complementarily to standard channels usually used to raise concerns at ICC and ICC's Extended Network, i.e. to a direct or indirect supervisor or to the employer. The use of this Policy is facultative.

Should representatives or members of staff decide not to use this Policy in order to report a concern, there will be no specific consequences attached for them.

- **Confidentiality.** ICC and ICC's Extended Network will strictly comply with their confidentiality obligations under applicable French law and applicable local laws. ICC and ICC's Extended Network may solely reveal the identity of the Reporting person if he/she agrees thereto, with the exception of judicial authorities. ICC and ICC's Extended Network may solely reveal the identity of the person subject of the Alert only once it is established that the Alert is well-founded, with the exception of judicial authorities.
- **Non-discrimination and anti-retaliation.** ICC and ICC's Extended Network may not sanction, dismiss or directly or indirectly discriminate any person that raised concerns in conformity with this Policy. More generally, no one will suffer any detrimental treatment if they are raising a concern under this Policy or help a Reporting person to file a report while operating in the same work-related context.
- **Equitable treatment.** ICC and ICC's Extended Network are committed to handle all reported alerts, investigate them promptly and will treat all individuals involved in an equitable, non-discriminatory, impartial and neutral manner.
- **Communication.** ICC and ICC's Extended Network are responsible for ensuring that this Policy is accessible and available to any person falling within the scope of this Policy by taking all necessary measures in order to communicate on this Policy.

VI. How to report an alert?

Step 1: Reporting the Alert

18. Should a Reporting person, without any financial compensation and in good faith, reasonably believe that there is a concern falling within the scope of this Policy, he/she may report an Alert to our internal report channel handled by the **WhistleB** reporting channel, managed by an external service provider (Navex).
19. Any report shall be sent in French or in English via this confidential internal channel: <https://report.whistleb.com/en/iccwbo>
20. Messages received on WhistleB are encrypted. To ensure the anonymity of the Reporting person, WhistleB does not record IP addresses or other metadata.
21. To the extent possible, any report should comprise all relevant and sufficient information to be comprehended. Reporting persons are encouraged to submit the following elements with their report, if available:
 - Name, role and contact details of the Reporting person;
 - Name, role and contact details of the person subject of the Alert;

- Description of the fact(s)/event(s) (if possible, chronologically);
- Date of the fact(s)/event(s); and
- Place of the fact(s)/event(s).

Step 2: Treatment of the Alert

22. Once an Alert is filed, the access to the Alert via WhistleB is limited to the members of the Internal Ethics Committee (hereafter the “Committee”).
23. Only duly authenticated authorised members of the Committee have access to WhistleB which is in conformity with applicable IT security and confidentiality policies and procedures. Relevant access rights are regularly registered and monitored.
24. The Committee comprises the:
 - ICC General Counsel;
 - ICC Human Resources Director.
25. **Obligation of the Committee.** Members of the Committee will treat reports in a time sensitive, serious, confidential, transparent, impartial and independent manner. Members of the Committee are the recipients and in charge of the treatment of reports and, as such, are subject to contractually determined reinforced obligations of confidentiality and security applicable at the time of collection, communication and retention of data. These obligations are subject to regular audits and controls.
26. **Notification of the Reporting person.** Within 7 business day from the date of receipt of the report by the Committee, the Reporting person will be informed by email with A/R of the: (i) receipt of the Alert; (ii) recipients of the Alert; (iii) time limits for the Committee’s decision on admissibility and merits of the Alert; (iv) confidentiality matters (the identity of the Reporting person will be kept confidential at all stages of the treatment of the Alert and will not be revealed to the person subject of the Alert. His/her identity may only be revealed with to his/her consent, with the exception of judicial authorities); and (v) personal data protection rights (incl. rights of access, rectification and opposition).
27. **Notification of the person subject of the Alert.** Upon receipt of the report, the person subject of the Alert will be informed by the Committee by registered mail with A/R to his/her personal address of the: (i) receipt of the Alert; (ii) data controller; (iii) recipients of the Alert; (iv) facts of the Alert; (v) time limits for the Committee’s decision on admissibility and merits of the Alert; (vi) confidentiality matters (the identity of the person subject of the Alert will be kept confidential at all stages of the treatment of the Alert. His/her identity may only be revealed if it is established that the Alert is well-founded, with the exception of judicial authorities); and (vii) personal data protection rights (incl. right of access, rectification and opposition).

28. By exception, should conservatory measures be necessary, namely with regard to evidence, the person subject of the Alert will be informed by the Committee of the above-mentioned elements within a reasonable time.

Step 3. Decision on the Alert

29. Upon receipt of a report, the Committee will review the Alert to ensure that it meets the requirements set out by the Policy and is supported by accurate and consistent facts. It will start conducting a preliminary investigation and verify the submitted facts, information and documentation. The Committee may ask the Reporting person for additional information, as the case may be.
30. Within 7 business days from the date of receipt of an Alert by the Committee, the Committee will decide on the admissibility of the Alert. Should the Committee decide that an Alert is not admissible, relevant personal data will be destroyed without delay. The Reporting person and the person subject of the Alert will be informed accordingly.
31. Within a reasonable time not exceeding 2 months from the date of receipt of the Alert by the Committee, the Committee will decide on the merits of the Alert.
32. Should the Committee decide that an Alert is not well-founded, such Alert will not be pursued. Relevant personal data will be destroyed within 2 months from the closing of the file. The Reporting person and person subject of the Alert will be informed accordingly.
33. Should the Committee determine that an Alert is well-founded, the Committee will submit relevant information to ICC's Governance Committee (hereafter the "Governance Committee"), insofar as this is necessary for the treatment of the Alert. The Governance Committee will, if necessary, launch further investigative measures it deems appropriate and decide whether to initiate disciplinary and/or court proceedings. Relevant personal data will be retained until the end of applicable disciplinary and/or court proceedings, taking into consideration the exhaustion of available remedies. In order to carry out its duties, the Governance Committee members will use a special workflow in the WhistleB platform that Navex provides. The Reporting person and person subject of the Alert will be informed accordingly.
34. A status of the investigation will be provided within 3 months after the initial acknowledgement of receipt.

VII. Reporting – Specific cases

35. **Conflicts of Interest.** Only ICC's General Counsel will be able to handle an Alert that pertains to an HR subject.
36. Only ICC's Human Resources Director will be able to handle an Alert that pertains to the legal department or the ICC General Counsel.

37. When one member, permanent invitee or observer of the Governance Committee is the subject of the Alert, and the Committee determines that the Alert should be transmitted to the Governance Committee, only those Governance Committee members who are not implicated in the Alert will handle it.
38. Should the Alert involve all members of the Governance Committee, the Committee will refer the Alert to an external counsel who will perform the usual role of the Governance Committee.
39. **Anonymous report.** Anonymous reports are not encouraged. Anonymous reports render relevant investigations more complex. Should a Reporting person decide to report anonymously, he/she will be informed that the anonymous nature of the report will be preserved. An anonymous Alert will be treated only in case it is established that facts are grave and that factual elements are sufficiently detailed. Such Alert will be subject to preliminary scrutiny by the Committee.
40. **National Committees and Group .** The ICC will open its reporting channel to reports by or pertaining to the functioning of National and Group committees subject to them adopting their own local whistleblowing policy in compliance with local laws, in particular to report violations of rules and principles guiding ICC's actions. Such reports will be solely governed by the applicable local policy and not by this Policy.
41. **External Channel.** Notwithstanding the internal reporting channel, and in accordance with applicable law, a Reporting person, if based in France, can also, either directly or after having filed an internal report, file a report with external authorities listed in local legislation pertaining to the protection whistleblowers, i.e.
- Any relevant administrative authority listed in the Appendix to the Decree no. 2022-1284 dated 3 October 2022,
 - The “Défenseur des Droits” who may direct the Reporting person to the authority that is best placed to handle such report if appropriate,
 - The judicial authority,
 - any institution, body or organisation of the European Union which has jurisdiction to receive information on breaches falling into the scope of the EU Whistleblowing Directive.

VIII. Sanctions

42. Should any individual or legal entity responsible for the treatment of Alerts breach his/her/its confidentiality obligations as set out in this Policy, such individual or legal entity may face penalties up to several years of imprisonment and substantial fines.
43. Should any individual or entity prevent the transmittal of an Alert, such individual or legal entity may face penalties of imprisonment and substantial fines. Should such individual or

legal entity submit a complaint for defamation against the Reporting person, the potential civil fine that such individual or legal entity could face may be increased.

44. Should a Reporting person reveal or report information covered by national defence secrets, medical secrecy or attorney-client privilege or by any other secrets protected by French legislation (in case the disclosure is not necessary, proportionate to the interests at stake or not in conformity with French law), he/she may face civil and criminal proceedings.

IX. Privacy rights and obligations

45. In the context of the Policy, ICC processes personal data in accordance applicable data protection laws and regulations. ICC is the controller of the processing of personal data described in this Policy.
46. The process is necessary for compliance with the legal obligations to which ICC is subject and necessary for the purposes of its legitimate interests.
47. When processing an Alert, ICC may collect personal data from:
- The Reporting person;
 - The person subject of the Alert;
 - The person receiving the Alert;
 - Any third party involved in the fact/event described in the Alert;
 - Any person who needs to be contacted to process the Alert.
48. The categories of personal data collected by the ICC to process an Alert are:
- Name;
 - Contact details;
 - Role;
 - Description of the fact/event;
 - Sensitive personal;
 - Status and relationship with ICC.
49. The personal data processed are only disclosed internally to the Committee as described above.
50. Personal data processed in the context of the Alert may be transferred to third countries outside of the European Economic Area. In such cases, the transfers comply with applicable data protection laws, including applying appropriate safeguards such as the EU Commission Standard Contractual Clauses and supplementary measures, as necessary.

51. You have the right to access, rectify and delete your personal data, the right to restrict its processing, the right to object to its processing, and the right to portability of such personal data. You may exercise your rights at any time by contacting dataprotection@iccwbo.org. You also have the right to lodge a complaint to data protection authorities, such as the CNIL (Commission Nationale de l'Informatique et des Libertés) in France.

For more information regarding ICC's privacy policy and the processing of personal data, please refer to your contract with ICC, to your employment agreement, to ICC GDPR charter available on the ICC intranet.

