

IFU WHISTLE-BLOWER POLICY

Department: Sustainability & Impact
Effective date: 14 April 2023
Approval date: 14 April 2023
History: V.1
No. pages: 10

Table of Contents

1	Background.....	3
2	Purpose	3
3	Scope	3
4	Definitions.....	4
5	Policy Statement.....	6
6	Procedures	7
6.1	Channels to report Reports.....	7
6.2	Obligation to Report Reasonable Suspicions	7
6.3	Procedures for reports about Senior Management.....	7
6.4	Procedure for Anonymous Reports	8
6.5	Obligation to report to Danish authorities	8
7	Principles and Rights in Whistle-blower Cases	8
8	Investigations and Sanctions procedures.....	10
9	Related Policies and Documents	10
10	References.....	10

1 Background

The Investment Fund for Developing Countries (“IFU”) has the ambition of being a ‘best-in-class’ impact investor, guided by the vision and mission to invest and create a world where growing populations live well and achieve their fullest potential within the boundaries of the planet.

As a development finance institution, IFU provides equity, loans, and guarantees on commercial terms to private sector investments in developing countries and emerging markets. IFU's objective is to promote investments which support sustainable development in its three dimensions – economic, social, and environmental – in a balanced and integrated manner in developing countries and contribute to the realisation of the UN Sustainable Development Goals (SDGs).

International law and applicable legislation also establish best practice standards and requirements regarding management of grievances by stakeholders and providing safe, confidential, and anonymous procedures for employees and other concerned parties to communicate with companies about potential breaches of policies and law. In particular, the UN Guiding Principles on Business and Human Rights, the Danish Act on Measures to Prevent Money Laundering and Terrorist Financing, and the IFC Performance Standards establish requirements for effective Investigations.

IFU is committed to conducting business with ethics and integrity, including related to its investments. As part of that commitment, IFU promotes a speak-up culture in which IFU employees, IFU Projects, and other concerned, stakeholders are encouraged to speak up openly regarding concerns about any matter related to IFU or IFU investments. To support the speak-up culture, IFU establishes a whistle-blower policy.

2 Purpose

The purpose of this policy is to ensure that potential breaches of IFU policy or legislation, related to IFU and IFU's investments, can be reported, investigated, and sanctioned, through a confidential and anonymous process. This policy provides for the possibility of multiple channels for reporting concerns or grievances in scope of this policy, to ensure availability, accessibility, confidentiality, and if desired, anonymity, to all stakeholders who wish to contact IFU with a concern or report.

This policy also aims to ensure compliance with applicable legislation and best practice standards.

3 Scope

The scope of this policy includes concerns or allegations about suspected breaches of:

- The IFU Staff Ethics Guideline
- IFU policies, including, amongst others the IFU Human Rights Policy
- Applicable laws and regulations, including the
 - Danish Act on Measures to Prevent Money Laundering and Terrorist Financing
 - Danish Criminal Code, Section 122
- Specific areas of EU law, such as violations regarding EU law concerning food and feed safety, protection of the environment as well as product safety and compliance. For the remaining areas of relevant EU law, reference is made to article 2 of the EU Directive (EU) 2019/1937 of 23 October 2019 on the protection of persons who report breaches of Union law.

The following matters are not within the scope of this policy:

- minor HR-related incidents such as cooperation difficulties at the workplace.
- commercial inquiries, questions related to applications for employment, or other general questions.

The following persons may make reports governed by this policy:

- IFU's employees
- Employees in projects financed by IFU
- Other IFU Project stakeholders
- Third parties with a business relationship to IFU and IFU Projects
- Other parties who are affected by IFU or projects financed by IFU

4 Definitions

Advisory Helpdesk	The Advisory Helpdesk is an internal IFU email address, advisory@ifu.dk , that IFU employees can use to request advice related to IFU policies, processes, or projects. This mail can be used if the employee has a concern or report related to topics in scope of the whistle-blower policy but is not sure if the issue is a breach of a policy or law. The Advisory Helpdesk can also be used if employees simply have questions regarding these topics but do not know who can support their request for support. The Advisory Helpdesk should not be used if an employee wishes to report a concern anonymously.
Credible Suspicion	A “credible suspicion” (“begrundet mistanke”, in Danish law) is formed when there are objective facts that with considerable strength point towards the conclusion that a crime has been committed by the suspected person. A credible suspicion is a high level of suspicion and gives the basis for a judge to detain a suspect in pre-trial detention.
IFU Projects	Other IFU managed funds (projects financed by IFU and IFU managed funds are collectively referred to as “IFU Projects”), including IFU-managed facilities such as DSIF and DGF.
Investigations Oversight Committee	The Investigations Oversight Committee consists of representatives from Executive Management, Business Integrity, Legal, Human Resources, Sustainability & Impact, Investments, and Communications. The Investigations Oversight Committee receives and investigates reports within the scope of this policy and ensures that sanction and/or rehabilitation of concerned parties takes place, in a confidential manner.
Need to know principle	The “need to know” principle is the principle that a report or investigation’s existence and specific facts related to that report or investigation must only be shared with individuals or bodies with a justified need to know that information. In cases where a limited amount of information suffices to fulfil the justified need to know, other information regarding the report or case must be held confidential.
Other Violation	An “Other Violation” is any violation that is not a Serious Violation
Person Implicated	A Person Implicated is a person who is alleged or suspected of having committed a violation within the scope of the whistle-blower policy.
Reasonable Suspicion	A “reasonable suspicion” is more than a general suspicion or a bad feeling. A Reasonable Suspicion must be associated with a specific individual and based on specific facts, which are taken together with rational inferences from those facts.

	For the sake of clarity, a “reasonable suspicion” is less stringent than “reasonable grounds” (“rimelige grunde”) in Danish law, which is the standard required to obtain a search warrant.
Regulatory Violation	A regulatory violation is any breach of the Staff Ethics Guidelines, IFU policies, or applicable legislation which does not rise to the level of Serious Violation as defined below.
Rehabilitation	If the result of an investigation is the exoneration of a Person Implicated, Rehabilitation is the measures decided to ensure that damage to their reputation is avoided, mitigated, or repaired.
Serious Violation	<p>A serious violation is a breach of Staff Ethics Guidelines, IFU policies, or applicable legislation which poses a significant reputational, financial, legal, or operational risk to IFU. Examples of matters which could be serious violations include, amongst others:</p> <ul style="list-style-type: none"> • Financial fraud • Violation of corporate governance, for instance bribe or distortion of competition • Violation of work environment and work safety regulations • Violation of environment legislation and pollution of the environment • Physical violence and sexual offences • Potential or actual breaches of anti-money laundering rules • Breaches of IFU’s sustainability policy and other policies within that framework • Concerns about human rights abuse • Any retaliation, discrimination, intimidation or hostility against whistle-blowers • Any false accusations against others, and altogether, deliberately untrue information may be classified as a Serious Violation • Failure to report a Reasonable Suspicion
Suitable Body	A Suitable Body is the individual or team that is identified by the Investigations Oversight Committee to fulfil a designated task, in particular the plausibility check, the investigation, the sanctioning, or the rehabilitation.
Whistle-blower	<p>“Whistle-blower” is defined according to the Danish Whistle-blower Protection Act (Lov nr. 1436 af 29/06/2021)</p> <p>Whistle-blower: A natural person who reports or publishes information about violations to which the person has obtained access in connection with his or her work-related activities, and who belongs to the following groups of persons:</p> <ol style="list-style-type: none"> a) Workers. b) Self-employed. c) Shareholders and members of the executive board, the board of directors, the supervisory board, or the corresponding management body in a company. d) Volunteers. e) Paid or unpaid trainees. f) Persons who work under the supervision and management of contractors, subcontractors, and suppliers. g) Persons reporting or publishing information to which the person concerned has obtained access in an employment relationship that has since ended. h) Persons whose employment relationship has not yet begun, who report information about violations to which they have gained access during the employment process or other pre-contractual negotiations.

	In addition to the above definition, stakeholders in IFU Projects may also make reports according to this policy, even if they do not meet the definition in the Danish Whistle-blower Protection Act.
Violation	Serious Violations and Other Violations are collectively referred to as Violations

5 Policy Statement

The objective of this policy is to ensure that any concerns about misconduct or breaches of law and regulation by employees and management or similar stakeholders in IFU and in IFU Projects can easily and safely be reported, investigated, and where relevant, sanctioned through trustworthy procedures that provide for a fair resolution to the grievance or complaint.

This policy and supporting processes enable IFU's employees and employees in IFU Projects as well as other external stakeholders and business relationships related to IFU and IFU Projects, to raise a grievance if they identify or experience irregularities within the scope defined in Section 3 of this policy.

This policy provides minimum standards and general procedural rules for the implementation, design, and execution of the whistle-blower system at IFU and describes the responsibilities, competencies, and cooperation requirements.

IFU also provides an Advisory Helpdesk managed by Business Integrity, with the assistance from Legal, for employees who have questions or concerns regarding IFU policies, projects, and any related matters.

IFU employees, employees of IFU Projects, and members of affected communities may also contact IFU with their concerns. Reports can be made electronically through the means of a web portal available here <https://report.whistleb.com/en/ifu>, or by an email sent to advisory@ifu.dk or post, at the address below:

Chair of Investigations Oversight Committee
IFU
Fredericiagade
1310 København K
Denmark

27

However, where IFU employees or employees of IFU Projects are not comfortable with reporting concerns to managers or internal procedure or feel that concerns that they have raised have not been handled correctly, they may report the issue confidentially or anonymously to the whistle-blower system. Bech-Bruun Law Firm will receive the reports and determine how to proceed. The object of this external anchoring is to ensure impartiality and objectivity in the assessment and processing of the reports.

IFU wishes to protect the confidentiality of whistle-blowers, whose identity will be kept confidential to the greatest extent possible, considering IFU's need to make a thorough investigation. However, it may be necessary to disclose information, for instance if the issue is reported to the police or if the case is taken to court. IFU will not reveal the identity of a whistle-blower to the reported person unless this is specifically required by legislation.

All persons who report concerns or suspicions in the scope of this policy, as well as witnesses or other persons who provide information, are protected against retaliation or discrimination, for example against unfavourable treatment or adverse effects because of such reporting.

Persons who report in bad faith are not protected by this policy and may be subject to civil, criminal and employment law sanctions, including dismissal.

Personal data processed in connection with this policy is retained for as long as deemed necessary for the purpose for which the data was collected. If the result of a specific case presents no evidence of any irregularity, the personal data will be deleted immediately and as a main rule within two months after closing of the case.

6 Procedures

6.1 Channels to report Reports

Reports may be reported through the following channels:

Internal reports:

- Report to a manager or head of function
- Report to the Advisory Helpdesk (advisory@ifu.dk)
- Report to a member of the Investigations Oversight Committee

Any reporters who seek to preserve anonymity should report to Bech-Bruun at <https://report.whistleb.com/en/ifu>. It is difficult to preserve anonymity through other channels.

External reporters may use the whistle-blower platform established by Bech-Bruun at <https://report.whistleb.com/en/ifu>, but they may also report directly to an IFU-appointed board member or other IFU staff.

6.2 Obligation to Report Reasonable Suspicions

All IFU staff have an obligation to report all Reasonable Suspicions of a Serious Violation, regardless of whether that information or knowledge has been obtained from internal or external sources. The failure to report a Reasonable Suspicion of a Serious Violation is a Serious Violation.

Any IFU staff with information that may give rise to a credible suspicion (“begrundet mistanke”) of foreign bribery involving a Danish individual or company must immediately report the information to the Investigations Oversight Committee for assessment regarding the IFU’s obligation to report such credible suspicions to Danish law enforcement authorities. In such instances, it is of utmost importance that the IFU staff member does not discuss the matter further with potential Persons Implicated.

6.3 Procedures for reports about Senior Management

If a report concerns a member of the Investigations Oversight Committee, Bech-Bruun will exclude the member and highlight the omission to the other members when forwarding the report to the Investigations Oversight Committee.

Reports concerning the chairman of IFU’s board of directors will be investigated by Bech-Bruun, with the possibility of using the deputy chairman of the board of directors as a sounding board. Reports concerning members of IFU’s board of directors other than the chairman are investigated by Bech-Bruun in cooperation with the chair of the Investigations Oversight Committee.

Reports concerning the chair of the Investigations Oversight Committee, the chief investment officer, and executive management will be investigated by the chairman of the board of directors with assistance from Bech-Bruun.

6.4 Procedure for Anonymous Reports

Reports which request anonymity will be initially assessed by Bech-Bruun. Individuals who wish to remain anonymous should not state their name anywhere in their report. However, it is important to note that anonymity may complicate the investigation. Furthermore, even if the reporter does not state his or her name, address etc., it may still be possible to determine the reporter's identity based on the facts provided in the report.

6.5 Obligation to report to Danish authorities

Where the Investigation Oversight Committee concludes that a report raises a credible suspicion of foreign bribery involving a Danish individual or company, it must report the incident to Danish law enforcement authorities.

In other cases, where reports relate to potential breaches of Danish law, the Investigation Oversight Committee must also consider if the allegations should be reported to the Ministry of Foreign Affairs, the Danish police, or other relevant authorities.

7 Principles and Rights in Whistle-blower Cases

Principle of legality

If there is a Reasonable Suspicion of misconduct, an investigation must take place.

Legal compliance and personal data protection

All applicable laws, including relevant data protection laws, must be complied with when investigating suspected misconduct.

Confidentiality and the need-to-know principle

The employees responsible for handling potential misconduct and investigations must treat the information obtained as confidential and may not disclose it to other parties. They may only inform other persons on a strict need-to-know basis, or if it is expressly provided for by legal obligation or written policies. The Investigations Oversight Committee has a "need-to-know" regarding all cases, subject to section 6.3 of this policy, while all other IFU staff and other decision-making bodies, including the board of directors, are subject to the need-to-know principle. Statistics and general information that is necessary for conducting necessary duties, such as oversight of risk management, may be provided to the board of directors.

Whistle-blower protection

Whistle-blowers will be protected against retaliation, discrimination, intimidation, or hostility. Any such retaliatory behaviour will be treated as a misconduct and investigated as a misconduct.

Statements made by the whistle-blower must be handled confidentially. If whistle-blowers request confidentiality, their identity will not be disclosed, if legally permissible. Even when the whistle-blower becomes known during an investigation, the disclosure shall be contained as much as possible.

When a whistle-blower wishes to remain anonymous, this should be respected if legally possible. If further investigation, e.g., by authorities, is not possible without revealing the whistle-blower's identity, the whistle-blower must be consulted on this topic. Any decision to disregard the whistle-blower's wish to remain anonymous may only be made after consultation with Bech-Bruun.

Timely Investigation

Investigations, sanctioning and rehabilitation must be conducted without undue delay, taking the nature of the report into consideration.

Reasonableness

Investigations must only be conducted where there is a Reasonable Suspicion, which is more than a general suspicion or a bad feeling. A Reasonable Suspicion must be associated with a specific individual and based on specific facts, which are taken together with rational inferences from those facts.

Investigative measures must be reasonable and proportional, i.e., suitable, necessary, and appropriate to satisfy the purpose of the investigation.

Procedural fairness

The principle of procedural fairness applies to all investigations. All Persons Implicated must be presumed innocent until proven otherwise. Mitigating and/or exonerating circumstances must be taken into consideration.

Only information acquired legally may be used in investigations.

Persons Implicated and witnesses/respondents of alleged wrongdoing must be treated fairly and with respect.

The results of the investigation on which the decision is based must be summarized in the final report. They must be transparent, fair and shall be communicated to the Person Implicated. However, if it becomes clear at an early stage in the investigation that a Regulatory Violation has not occurred, it is not necessary to inform a Person Implicated.

Presumption of innocence

The presumption of innocence is the legal principle that a Person Implicated must be considered innocent unless proven guilty during the entire investigation. Until proven otherwise, the Person Implicated must not be treated as guilty, but only as Person Implicated.

The main task of the investigation is to seek the truth. The investigation process is not “adversarial” but rather “inquisitorial.” Investigations must be conducted in a neutral and objective manner. Potentially exonerating evidence must be examined.

Right to be Heard, informing the Persons Implicated

Persons Implicated shall be informed as soon as possible and as far as possible without jeopardizing the purpose of the investigation.

Latest at the end of the investigation, Person Implicated should be informed – if possible – of the facts and shall be given the opportunity to comment on the allegations. This must happen before deciding about the result of the investigation and the start of the sanctioning process. The Person Implicated should, as a matter of principle, have the opportunity to provide meaningful input for the final decision of the investigation with his statements.

This includes the opportunity to comment on the results of the taking of evidence. These comments and statement must be considered for the result.

Obligation to cooperate

All employees are required to support investigations. This includes sharing data of all types and the comprehensive and truthful provision of information, unless prohibited by law or regulations.

Contrary to investigations by governmental authorities, employees do not have a right to refuse to give evidence. Employees who have witnessed or have expert knowledge may not refuse to cooperate in an internal investigation.

Interfering with investigations, influencing witnesses, and hiding or otherwise tampering with documents, is not permitted, and will also be investigated as an Other Violation.

Rehabilitation

If the result of the investigation concludes that no Regulatory Violation has taken place, the Person Implicated must be informed about the outcome. Afterwards, the Person Implicated, if he or she so chooses, must be supported to communicate this to his or her working environment, to avoid any reputational damage.

The Person Implicated may decide whether his or her supervisor should be informed, insofar as they have not yet been informed.

8 Investigations and Sanctions procedures

An Investigation Oversight Committee has been established to receive reports, lead the investigations process, and make decisions regarding sanctions and rehabilitation of Persons Implicated.

The Investigations Oversight Committee may establish rules of procedure for its operations.

9 Related Policies and Documents

IFU Human Rights Policy

IFU Ethics Guideline

IFU Anti-Money Laundering Instructions

Rules of Procedure for the Investigations Oversight Committee

10 References

Danish Whistle-blower Protection Act

Danish Criminal Code

Danish Act on Measures to Prevent Money Laundering and Terrorist Financing

United Nations Guiding Principles on Human Rights and Business

—
Signed by IFU's board of directors through Penneo

PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Nanna Hvidt

Bestyrelsesmedlem

Serial number: 05bfa8da-06bc-4fdd-a361-13867287afc5

IP: 188.120.xxx.xxx

2023-04-14 18:45:49 UTC



Jarl Eskil Sture Krausing

Bestyrelsesmedlem

Serial number: 7181a837-ff89-4048-a365-a60d9bdc3072

IP: 89.150.xxx.xxx

2023-04-15 05:50:57 UTC



Michael Rasmussen

Bestyrelsesformand

Serial number: 380f3040-dd7f-4c1b-9f78-d28b93c17bc1

IP: 195.249.xxx.xxx

2023-04-16 10:06:49 UTC



Thomas Bustrup

Bestyrelsesmedlem

Serial number: f8913646-c4c8-4c09-a6e3-7a00ba4847a5

IP: 188.177.xxx.xxx

2023-04-16 14:36:02 UTC



Hanna Line Jakobsen

Bestyrelsesmedlem

Serial number: ba3dc59b-a24e-4fde-919c-5e98dc176cc7

IP: 94.147.xxx.xxx

2023-04-16 14:37:10 UTC



Anette Eberhard

Næstformand

Serial number: 011ac88c-dda5-4fb3-9aa6-69c161818880

IP: 80.197.xxx.xxx

2023-04-16 15:35:07 UTC



Penneo document key: HZQ6G-LJ3FX-20TMH-LT5FV-AH6VY-H5HPE

This document is digitally signed using Penneo.com. The digital signature data within the document is secured and validated by the computed hash value of the original document. The document is locked and timestamped with a certificate from a trusted third party. All cryptographic evidence is embedded within this PDF, for future validation if necessary.

How to verify the originality of this document

This document is protected by an Adobe CDS certificate. When you open the

document in Adobe Reader, you should see, that the document is certified by **Penneo e-signature service** <penneo@penneo.com>. This guarantees that the contents of the document have not been changed.

You can verify the cryptographic evidence within this document using the Penneo validator, which can be found at <https://penneo.com/validator>

PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Emilie Agner Damm

Bestyrelsesmedlem

Serial number: 826e3006-003c-45dd-b243-8ac52aa77601

IP: 176.23.xxx.xxx

2023-04-20 15:27:33 UTC



Irene Quist Mortensen

Bestyrelsesmedlem

Serial number: 9281cd16-b75c-4a77-a5f0-0e3321e65c04

IP: 77.241.xxx.xxx

2023-04-21 06:51:17 UTC



This document is digitally signed using Penneo.com. The digital signature data within the document is secured and validated by the computed hash value of the original document. The document is locked and timestamped with a certificate from a trusted third party. All cryptographic evidence is embedded within this PDF, for future validation if necessary.

How to verify the originality of this document

This document is protected by an Adobe CDS certificate. When you open the

document in Adobe Reader, you should see, that the document is certified by **Penneo e-signature service** <penneo@penneo.com>. This guarantees that the contents of the document have not been changed.

You can verify the cryptographic evidence within this document using the Penneo validator, which can be found at <https://penneo.com/validator>