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# CODE OF CONDUCT

# PORT OF ROTTERDAM AUTHORITY

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## INTRODUCTION

The Code of Conduct of the Port of Rotterdam Authority is a set of standards and values. The code shows what we stand for and what we consider to be important in our dealings in business and society. Inside and outside the company! This means how we think colleagues should behave, not only towards each other but also towards clients, contacts, suppliers and other external parties.

The Code of Conduct is structured on the lines of the following themes: desirable conduct, undesirable conduct and integrity. The code consists of guidelines that clarify what we do, and do not, consider acceptable at the Port Authority. When a decision has to be made about an issue involving conduct or integrity, the Code of Conduct provides guidance. The Code of Conduct, generally applicable standards and values, and the interests of the company help to make an assessment of whether specific behaviour is desirable and whether it is ethical or not. It goes without saying that, in addition to this Code of Conduct, the relevant prevailing legislation and regulations apply to the employees of the Port of Rotterdam Authority.

The management and the Works Council of the Port Authority believe it is important for all employees from inside and outside the company to understand and comply with the Code of Conduct. Managers must establish the conditions required to keep the code alive and to ensure it is complied with. They serve as role models for desirable and ethical conduct. They talk to the people who answer to them about the conduct they expect. Managers also call the people who answer them to account when they suspect or observe undesirable or unethical conduct. Employees are expected to raise any dilemmas with respect to compliance with the guidelines in the Code of Conduct with their line managers. A central desk has been set up at the Port Authority ([bedrijfscode@portofrotterdam.com](mailto:bedrijfscode@portofrotterdam.com)) to which managers and employees can turn with any questions they may have about the application of the Code of Conduct.

This Code of Conduct applies to everyone working at or on behalf of the Port of Rotterdam Authority and its 100% subsidiaries: management and employees and also, for example, temporary employees, interns, volunteers, seconded staff or other staff from outside the organisation. In this Code of Conduct, this group of people is referred to as 'employees'. All are required to act in accordance with this Code of Conduct and provide feedback to each other about the topics covered by this Code of Conduct.

Whenever this Code of Conduct refers to working hours, this means the times when work has to be done and the times people must keep available in case work needs to be done. The Code of Conduct focuses primarily on conduct during working hours. But employees are also expected to behave appropriately in social settings during their private lives.

Inappropriate conduct by employees in their private lives can harm the Port Authority because even then they can be seen by other people as employees of the Port Authority.

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## 1.0 GENERAL PROVISIONS

### 1.1 ROLE OF THE PORT AUTHORITY IN THE LOCALITY

The Port Authority has an effect on people, businesses and living environments in and around the Port of Rotterdam and, increasingly, in other countries as well. Where we work, we do so in a socially responsible way, with respect for people, nature and the environment. The following standards and values from our Corporate Social Responsibility Statement are guiding principles in this respect.

#### Healthy & Safe Locality

Safety is a top priority. In addition, we work unceasingly on creating a healthy and appealing living environment and we are committed to the preservation of nature and biodiversity.

#### Climate & Energy

We contribute to the fight against climate change. The Port of Rotterdam is the place where the energy transition and circular economy are taking shape.

#### People & Work

We work on establishing an inclusive port where people can develop their talents; a port with employment at all levels for current and future generations.

### 1.2 BUSINESS PRINCIPLES

On the basis of social responsibility, the Port Authority wants to contribute to the achievement of the Sustainable Development Goals, the global goals for sustainable development signed by all countries of the United Nations. We also subscribe to the international OECD guidelines, the UN Guiding Principles on Business and Human Rights, and the business principles of the UN Global Compact. The UN Global Compact's ten universal business principles imply that:

#### Human Rights

- we support and respect the protection of internationally proclaimed human rights (see human rights policy in enclosure 6);
- we make sure that we are not complicit in human rights abuses.

#### Working Conditions

- we uphold the freedom of association and the effective recognition of the right to collective bargaining;
- we work to eliminate all forms of forced and compulsory labour;
- we work on the effective abolition of child labour;
- we work on the elimination of discrimination in respect of employment and occupation.

#### The environment

- we support a precautionary approach to environmental challenges;
- we undertake initiatives to promote greater environmental responsibility;
- we encourage the development and diffusion of environmentally friendly technologies.

#### Anti-corruption

- work against corruption in all its forms, including extortion and bribery.

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### 1.3 LEGISLATION AND REGULATIONS

The Port Authority and its employees comply with the laws and regulations applicable to them in the performance of their work at home and abroad. Compliance with these regulations is a part of how the Port Authority and its employees work, and it is monitored regularly.

### 1.4 CORPORATE GOVERNANCE

The Port Authority's governance structure has been set out in the Port Authority's Articles of Association. The 'Management Regulations' contain the agreements with regard to the duties, composition, expertise, independence, and allocation of tasks in the Executive Board. In addition, the 'Supervisory Board regulations' set out the agreements with regard to the duties, composition, expertise and independence of the Supervisory Board.

The Port Authority subscribes to the principles of the Dutch Corporate Governance Code (the Van Manen Code). Policies are designed and implemented - where applicable and where possible - in accordance with this Code. The 'Comply or Explain' arrangement states the extent to which the Port Authority complies with the standards and values, and best practice provisions, of the Dutch Corporate Governance Code and which documents serve as safeguards in this respect.

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### 2.0 DESIRABLE AND UNDESIRABLE CONDUCT

Port Authority employees operate reliably, respectfully, ethically and with care in their dealings with colleagues, job applicants, external personnel, clients, suppliers and principals. The employees of the Port Authority comply with this Code of Conduct in ways that result in an open, safe and healthy working environment and that do not harm the image of the Port Authority.

#### 2.1 PSYCHOSOCIAL WORKLOAD

The Port Authority stands for an open, safe and healthy working environment and there is no place for sexual harassment, aggression, violence, bullying, discrimination or an excessive workload. These are all forms of psychosocial strain.

##### Sexual harassment

Sexual harassment is defined as any form of verbal, non-verbal, or physical conduct with sexual overtones (such as unwelcome physical contact, sexually suggestive comments, whether verbal, non-verbal or digital) that has a negative effect on a person's dignity, particularly if it results in a threatening, hostile, abusive, humiliating, or offensive situation.

##### Aggression and violence

Aggression and violence mean incidents in which an employee is psychologically or physically harassed, threatened or attacked in circumstances that are directly related to work. Aggression and violence involve the expression of verbal or non-verbal violence, or physical violence. They may also consist of psychological violence: threats, intimidation, pressure, threats regarding home life or acquaintances, and damaging property as a result of which someone feels unsafe.

To prevent aggression and violence, the use or possession of weapons is prohibited. One exception is the use of weapons to control harmful wildlife (such as rabbits and foxes) in the port.

DHMR has an 'Aggression and Violence' protocol in place and a hotline has been set up ([meldpuntagressieengeweld@portofrotterdam.com](mailto:meldpuntagressieengeweld@portofrotterdam.com)).

In addition, a Peer Support Team (TCO) is active at the Port Authority. The aim of peer support is to prevent adverse (psychological and psychosomatic) effects that may result from a traumatic experience. The TCO can also be called in after an incident involving aggression or violence.

##### Bullying

Bullying is demeaning, intimidating, or hostile conduct directed repeatedly against the same person (or persons) who cannot defend themselves effectively against it. Common forms of bullying include:

- mockery;
- gossip;
- making work unpleasant or difficult;
- social isolation;
- physical violence;
- threats.

Both bullied employees and bystanders may experience psychosocial symptoms as a result of the bullying.

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## Excessive workload

A workload is excessive when an employee is not given the facilities or is unable to fulfil the qualitative or quantitative requirements imposed with respect to work. Those requirements can vary in terms of quantity, quality and pace. When a workload is excessive, an employee is constantly subject to unhealthy time pressure or working at an unhealthy speed.

The employee and manager share the responsibility for a healthy balance between the individual workload and individual capacity. If the healthy balance is disturbed, the manager and employee should enter into consultations to achieve a better match between workload and capacity.

## Discrimination

Discrimination means treating people differently, disadvantaging or excluding them on the basis of their personal traits. Equal treatment legislation protects the following personality traits:

- religion;
- beliefs;
- political affiliation;
- race;
- gender;
- nationality;
- sexual orientation;
- civil status;
- handicap or chronic disease;
- age.

Moreover, during recruitment or dismissal procedures, an employer may not discriminate with respect to terms of employment, training, promotion or working conditions.

Sexual intimidation, aggression and violence, discrimination or bullying by any colleague or person from outside the organisation against an employee of the Port Authority should be reported as soon as possible to the external or internal confidential counsellor ([vertrouwenspersoon@portofrotterdam.com](mailto:vertrouwenspersoon@portofrotterdam.com)), or a complaint should be filed directly with the Complaints Committee for Integrity and Undesirable Conduct (Complaints Committee). In this way, appropriate measures can be taken. In addition, the employee is also free to discuss these matters with those involved and the manager.

## 2.2 DIVERSITY AND INCLUSIVENESS

The Port of Rotterdam Authority is convinced that diversity and inclusiveness are important so that it can continue to attract the best people and so that diversity will contribute to the quality of the workforce, better decision-making, and more agility and innovation. A safe and open culture in which everyone can voice their opinions and in which everyone has the opportunity to develop their talents is a prerequisite in this respect. The Port Authority embraces diversity and inclusiveness in the broadest sense, including diversity in the male-female ratio, age, cultural background, with or without physical disabilities and with or without a distance from the labour market. The Port Authority engages in specific activities to promote diversity and inclusiveness. This begins as early as the recruitment and selection stage, with both our recruitment page and the job description stating that we encourage diversity. We recruit as widely as possible and look for employees who not only meet our job requirements but also contribute to our diversity. During careers, we encourage learning from each other and leverage the differences between people to improve the quality of work. Each employee is expected to view others with an open mind, to want to learn from others and to embrace differences.

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## 2.3 WORKING CONDITIONS

Good working conditions are an essential component of our corporate policy. This has been stated in a declaration on working conditions. Good working conditions are the basis for delivering quality. Our employees have the right and the duty to work in a safe and healthy manner. Safe and healthy work must never be subordinated to time constraints, greater efficiency or staff capacity. There will be no compromises with respect to safety requirements.

To safeguard good working conditions, our policy focuses on vitality, a safe working environment and sustainable employability. We invest in proper attitudes and conduct, we work according to procedures, instructions and Life Saving Rules, and we use safety minutes and safety walks in order to ensure there is an adequate focus on safety in the workplace.

Employees are required to use SafetyNow to report positive observations, dangerous situations/conduct and accidents or near-misses to the manager.

The responsibility for an employee's health and safety resides with both the employee and the manager (line responsibility). Assets are provided for employees' safe and healthy conduct at work. On projects, the project manager, in addition to a manager, is responsible for safety aspects during preparation, and during and after the completion or handover of the project.

## 2.4 ALCOHOL, DRUGS, MEDICATION AND SMOKING

### Policy

In maintaining healthy and safe working conditions for our employees, there is no place for the negative effects of alcohol, drugs, medication and smoking.

The use of alcohol or drugs on Port Authority work sites is strictly prohibited. Employees must not be under the influence of alcohol or drugs when performing work and while travelling to work. With regard to the consumption of alcohol, organised events after working hours and outside the Port Authority's work sites may be an exception to this prohibition. When testing for alcohol or drugs, the applicable laws and regulations are observed.

The use of medication that is essential to an employee's health can also have an effect on work safety, which is why we expect employees to check whether use of the prescribed medication could affect their work or ability to participate in road traffic. Employees can consult their GP, pharmacist or the medication's information leaflet for this purpose. If the use of medication adversely affects responsiveness or other physical or mental abilities, we ask the employee to contact the company doctor, so the company doctor can advise the employee, and if necessary the manager, about the possibilities and limitations relating to employability for work in relation to the use of the medication.

Smoking (including e-cigarettes and vapes) is only permitted in designated outdoor smoking areas.

Wilful violation of this policy will result in disciplinary action as set out in the collective labour agreement.

A further explanation of the policy and the way the Port Authority handles support and care for people struggling with problematic substance use or addiction can be found in the ADMR regulations.

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## 2.5 PRESENTATION

The Port Authority expects its employees to behave and dress for work in a presentable manner (appropriate to the position, working environment and occasion) and in line with generally accepted social standards. In practice, this means, among other things, that employees must comply with requirements relating to personal hygiene and proper clothing, and observe due consideration with respect to their colleagues, clients, and other stakeholders. In addition, the Port Authority expects all employees to refrain, unless instructed to do so, from wearing clothing that covers the face because it may make communications more difficult.

The Port Authority believes it is important for the Port Authority's buildings and vessels to look presentable and professional. This means that everyone will leave the workplace and meeting rooms clean and tidy.

Employees whose jobs require the use of company clothing will wear it during working hours. See also the relevant regulations relating to clothing.

## 2.6 VISITORS

Visitors must be welcomed in a cordial manner. At the World Port Center, this means that employees will register their visitors in advance digitally at reception. The visitor will be informed by the employee in advance that they must bring proof of identity and present it at reception.

The employee should be available by telephone at the time of visit and will welcome the visitor after being notified by reception. The employee accompanying the visit will inform the visitor about the relevant house rules and safety instructions.

After the appointment, the employee will escort the visitor back to reception. Visitors will be reminded to hand in visitor's passes.

Hospitality also includes good telephone and digital availability.

## 2.7 PRIVACY

In the course of their work, the Port of Rotterdam Authority and the Harbour Master handle privacy-sensitive data relating to employees, clients, suppliers and other contacts. We respect the privacy of these persons and therefore handle these personal data carefully and confidentially.

### Personal data

Personal data means "any information about an individual that can be used to identify that individual directly or indirectly". This can include names, phone numbers and email addresses, but also images. Typically, the Port Authority processes personal data required for our real-estate operations, such as names in a rental or ground lease contract. Other examples are the name of a captain or AIS data relating to an inland vessel required to collect port fees or for the work done by the Harbour Master.

### Special Categories of Personal Data

There are also personal data that are particularly sensitive due to their nature: special categories of personal data. These include data about health, religious beliefs or membership of a union. Particular care is required with respect to these data. This may be a report that a person is sick that should not be sent to a large group of recipients.

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When handling personal data, we comply with the applicable laws and regulations, including the General Data Protection Regulation. This means, among other things, that:

- we process personal data only if there is a legal basis for doing so;
- we process personal data only for specified purposes. For example, we process employee data for the purposes of employment contracts;
- we keep only the data that is strictly required for us to perform our work. If we no longer need the data, we will delete them;
- we share personal data with third parties only if there is a legal basis for doing so. In addition, we will consider whether processing agreements must be entered into with these third parties before the data can be provided. These agreements also include arrangements relating to data security;
- we process personal data only if the data subject has been informed in advance;
- we inform data subjects, for example in privacy statements;
- our general privacy statement can be found on [the website of the Port Authority](#);
- we have an overview of processing operations which lists whom we share data with, how long we keep the data and why we use the data; and
- we store the data in a secure location.

Our General Privacy Statement and Privacy Policy sets out our approach to processing personal data. To find out which privacy issues apply to your department, you can consult your Privacy Officer. Our Data Protection Officer and/or Data Privacy Counsel at Legal can help you with major substantive issues and with advice about, for example, Data Privacy Impact Assessments and data breaches.

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### 3.0 INTEGRITY

The employees of the Port Authority work ethically. In other words, they act in accordance with the moral values and standards that prevail in society as a whole. That means doing the right thing, even when no one is looking. Accordingly,

- business decisions are based on the best interests of the Port Authority and the Port Authority's clients and stakeholders;
- we are always honest;
- the interests of the Port Authority, our clients and stakeholders always come first.

Furthermore,

- decisions are never based on an employee's financial, personal, friend or family interests;
- fraud and corruption are never acceptable. Fraud is when matters are presented differently than they really are. Corruption is when someone in a position of power grants illicit favours in exchange for a favour in return or as a favour that may result in a position of dependency on the person granting the favour;
- conflicts of interest (and any suggestion thereof) should be avoided.

If you encounter actual or possible conflicts of interest, fraud or corruption, you must report them immediately to the Port Authority's Complaints Committee. The general principle is that you should be open in your dealings with your manager and colleagues about any dilemmas you encounter.

The Port Authority takes an active approach to furthering integrity by encouraging discussions about integrity, offering training about integrity, establishing an information desk for integrity issues and by requiring every employee (internal or external) who comes to work for us to provide a Certificate of Good Conduct (VOG). For specific types of position at DHMR, more extensive periodic screening by the Dutch intelligence services is required by law. These positions are defined in the Screening Policy Memorandum. The VOG is requested periodically, not only when someone is appointed but also during the course of a career for specific positions with a higher integrity risk.

Employees from Belgium or Luxembourg are also asked to provide a VOG. Employees from other countries are required to obtain an extract from the criminal records of their country of origin before being employed.

### 3.1 BUSINESS PARTNERS

The Port Authority wants to do business with parties that operate in a socially responsible way and are not guilty of abuses such as corruption, environmental or safety offences, child labour or human rights abuses.

### 3.2 POWER OF REPRESENTATION

The Port Authority has an authorisation policy. It identifies the various forms of competence at the company. Power of representation means that someone is authorised to engage in acts on behalf of the Port Authority with legal consequences, such as when entering into an obligation.

There are various types of authorisation:

- Statutory director;
- Procuration agent;
- Attorney.

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The Port Authority may be represented under the Articles of Association by two statutory directors acting jointly. The members of the Executive Board are statutory directors of the Port Authority.

In addition, employees with a procuration or power of attorney can commit the Port Authority to agreements with external parties.

The Executive Board designates positions with a procuration status. A procuration grants competence to represent the Port Authority externally. Procuration agents are not competent until they are registered as such with the Chamber of Commerce by the Legal or Corporate Affairs department. You can find the most recent Procuration Regulations (including procuration agents) on Thisisweb.

In addition to procuration agents, someone may be granted temporary or occasional authority. This will be granted by written power of attorney, subject to approval by the Legal department.

A procuration or power of attorney does not grant the procuration agent or attorney the competence to make decisions. In all cases, therefore, a procuration agent or attorney must first receive approval from the body at the Port Authority that is competent to make a decision before entering into a transaction. All employees are expected to act in accordance with the authorisation policy and procuration regulations.

### 3.3 CORPORATE GIFTS

The guiding principle with respect to giving and receiving corporate gifts (physical or invitations to events) is that the gift must be appropriate for the service rendered and the relationship with the business partner. 'The gift should match the occasion'. In addition, giving or receiving a corporate gift may not compromise the independence of an employee of the Port Authority. Care should be taken to avoid obligations (perceived or otherwise) with respect to the person giving the gift. Particular caution should be taken with respect to accepting corporate gifts if the person giving the gift is a potential contract partner.

The following guidelines apply to receiving corporate gifts:

- employees are not permitted to accept sums of money, vouchers or gift vouchers;
- employees must not receive corporate gifts at their home address;
- modesty and restraint is a generally accepted principle with respect to receiving corporate gifts. The guideline is a value of up to €50;
- employees/managers who are offered a gift (invitation to an outing, travel, dinners, lunches, etc.), should be open about this and report it to the line manager. The manager will determine (after consultation with the employee/manager) whether the gift is acceptable, whether the employee can keep the gift, and whether the gift will be allocated in another way (distribution of corporate gifts to employees by drawing lots);
- corporate gifts with a value of more than €50 or rejected gifts will be registered by the employee on the Gifts report form;
- inform suppliers and any potential business partners, if necessary, about the Port Authority's policies (the above rules) where appropriate.

Giving corporate gifts is subject to the Communications & External Affairs department's Guidelines and Explanation of Corporate Gifts. When giving corporate gifts, employees must act in accordance with the spirit of the rules that also apply to receiving corporate gifts and take the norms and values of the party receiving the gift into account.

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### 3.4 RELATIONSHIPS IN THE WORKPLACE

A relationship between two employees with a mutual hierarchical relationship is not acceptable at the Port Authority. This is due to the fact that the Port Authority strives for as much objectivity and transparency as possible. If a relationship of this kind should begin, it will be reported by one of the persons in question to the manager, who will take the matter up with the Human Resources department.

In there is a relationship between two employees with no hierarchical relationship, the two employees will behave in such a way that work and colleagues are not affected or inconvenienced by it.

### 3.5 CORPORATE AND INTELLECTUAL PROPERTY

Employees will handle the Port Authority's property and assets in a responsible and careful way in order to safeguard the continuity of the Port Authority. The facilities and materials (office supplies, equipment, business attire etc.) made available by the Port Authority are for the purposes of doing the work. For the use of equipment on loan at home or elsewhere, the prevailing application procedure must be followed (see the guidelines of the Facilities Service Centre).

An employee must be careful with the company assets provided for work purposes. Employees should report the loss of company assets to the Facilities Service Centre, Human Resources or D&IT.

Several cameras have been installed on the premises with the aim of improving the surveillance of security and company property. Whenever there is a reasonable suspicion that Port Authority company assets are not being properly handled, the manager will discuss the matter with the employee or the Head of HR.

#### Laptop, mobile phone and data carriers

Employees themselves are personally responsible for the use of a laptop, mobile phone or other data carriers provided by the Port Authority. Employees are not permitted to lend company assets (to colleagues or others) or leave assets unattended. In principle, employees will use laptops, mobile phones or data carriers only for work at the Port Authority and they may use them to a limited extent for private purposes.

Only Port Authority equipment or equipment approved by the D&IT department may be connected to a Port Authority network or computer.

#### Copiers, phones, mail

Copiers, phones or mail will be used for work purposes. Employees may use these assets for private purposes only in exceptional cases, and then only to a limited extent. Sending private mail through the mail room at the Port Authority's expense is not permitted.

#### Company car / lease car

Employees granted disposal over a company or lease car will comply with the regulations issued to them when they take the car.

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### Intellectual property

All intellectual property rights - including but not limited to patent, design, brand, copyright and database rights - relating to data, reports, documents, materials, methods, data, drawings, information, reports, know-how, inventions, trade secrets, improvements, techniques and other results produced by an employee or external employee in the context of work for the Port Authority which arise in connection with or as a result of any relationship (including - but not limited to - the individual employment contract, or a hiring, internship or secondment contract) between the Port Authority and the employee or external employee concerned, will, effective upon their establishment, be vested exclusively in the Port Authority, unless expressly agreed otherwise in writing.

#### Monitoring of use by the Port Authority

The Port Authority can monitor the use of Port Authority assets or intellectual property in the event of suspected misuse or damage by consulting camera footage and/or equipment managed by the Port Authority. In doing so, the Port Authority will comply with the prevailing privacy regulations. Checks will be conducted at the request of the immediate line manager and after the responsible manager (the Direct Report) or the Complaints Committee has given approval. In all cases, the manager and the Complaints Committee are required to consult the Data Protection Officer beforehand. At the request of the responsible manager or the Data Protection Officer, the Privacy Board may be asked to make a decision about the request. The request will be processed in accordance with the Regulations on providing personal data for the monitoring of compliance with the Code of Conduct (Enclosure 4). A request to the Port Authority to consult camera images and/or equipment in connection with the misuse or damage of private property will be sent to the appropriate authorities such as the police. A request to the Port Authority in the absence of the submission of a statement to the appropriate authorities will be rejected.

### 3.6 USE OF COMMUNICATIONS FACILITIES

Mobile phones, email and the Internet are used for communications. This allows us to be on social media, chat and conduct meetings using Teams and other tools. And various apps are provided for employees to arrange things like leave.

#### Private use

In principle, employees who use communications facilities at the workplace or via other company equipment will use them only for their work at the Port Authority and to a limited extent for private purposes.

This private use must not involve private commercial activities. The use of communications facilities for private purposes must not prevent an employee's job or jobs of other employees being done properly. If employees of the Port Authority use communications facilities to discredit a recipient, for harassment, or for other unwelcome personal advances, managers will call them to account and disciplinary action under the Code of Conduct is possible. Private use is entirely for the risk of the employee. The employee indemnifies the Port Authority.

#### Questionable or criminal content

You may not communicate, retrieve, upload, download or otherwise distribute in an intentional manner threatening, sexually explicit or racially offensive material. It is also not permitted to upload, download or otherwise distribute copyrighted video or music files.



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### **Intranet use**

Employees will not distribute intranet data or files to third parties without the prior consent of the Port Authority. Privacy considerations and intellectual property play a role here.

At the Port Authority, intranet files such as the digital telephone directory with an accompanying file containing passport photos may be used only for the purposes for which they are intended.

### **Email**

Email is for business purposes only. Employees remain responsible for the content of an email message and for protecting the information they send.

In order to prevent the misuse of these data, Port Authority email addresses (personal or otherwise) should not be left on the Internet in newsgroups, weblogs response pages or other public lists. If the sender of an email message does not seem to be known or trusted, it is sensible not to open the email. Opening a spam message makes it likely that spam messages will be sent to the email address more often. If an employee does not trust an attachment, it is advisable to check with the D&IT department (the help desk) or the cybersecurity team ([security@portofrotterdam.com](mailto:security@portofrotterdam.com)). An attachment may contain viruses, spyware or other harmful content. An email message should not be automatically forwarded to other email addresses because nothing can be known about the security of these mailboxes.

### **Use of online meeting tools (such as MS Teams)**

Teams is meant for working together and business meetings online. Employees themselves remain responsible for the content and for protecting the information from the Teams environment about where documents, images etc. are shared for the purposes of working together. This also applies to presentations shared during online meetings. When a Teams meeting is recorded, all attendees should be informed and also know what the recording will be used for.

### **Monitoring use**

The Port Authority will monitor the frequency, duration and content of the use of the Internet, email and phones if there is a suspicion of abuse. In doing so, the Port Authority will comply with the prevailing privacy regulations. Checks will be conducted at the request of the manager and after approval is obtained from the manager responsible (Direct Report).

In all cases, the manager is required to consult the Data Protection Officer beforehand. At the request of the responsible manager or the Data Protection Officer, the Privacy Board may be asked to make a decision about the request. The request will be processed in accordance with the Regulations on providing personal data for the monitoring of compliance with the Code of Conduct (Enclosure 4).

### **Modern communications facilities**

Employees who use, privately or for business purposes, blogs and social networks such as Instagram, Facebook and LinkedIn should be mindful of the information they make available. It is not permitted to publish confidential information about the Port Authority. In case of doubt, prior approval should be sought from the manager. In addition, it is important, for the good name of the employee and that of the Port Authority, to write only on matters about which the employee is knowledgeable. It is not permitted to publish about the financial situation of the Port Authority.

An employee may not make remarks that will harm the Port Authority. Employees who want to publish something about the Port Authority, for example in a digital CV, should exercise restraint and observe the requisite confidentiality. Employees must also state that they are writing in a personal capacity.

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## **3.7 CONFIDENTIAL DATA**

It is essential for the Port Authority to handle data (whether digital, audio/video recording, oral or on paper), particularly confidential data, with due care. Files must be compiled so that they are correct and complete. The employer may request full access at all times (both digital and on paper).

A clean desk policy applies at workstations. Employees themselves are responsible for clearing up their working locations if they leave the location or after using a consultation/meeting room. When an employee leaves a working location and there are no other colleagues in the room, the information must be put away. Particularly when a location is left for long periods of time, employees will ensure that information is stored securely and responsibly. When employees receive visitors, employees must ensure that confidential information is stored away. A visitor should not be left alone in a working location, even if the visitor is a known person. When working at home, employees should ensure that company information is stored securely so that it cannot be viewed by third parties.

When employees leave a working location, they should lock the computer (ctrl-alt-del or Windows Key L). The D&IT Department's Password Guideline explains how to make a password as secure as possible.

Confidential data should not be left on a laptop, USB stick, paper or other data carrier. Should this nevertheless be necessary, permission from the manager is required. Employees themselves are responsible for ensuring that confidential data do not fall into the hands of third parties. Do not therefore leave a laptop, USB stick or other data carrier unattended.

Employees are expected to be selective about forwarding information outside of the Port Authority, especially when that information is confidential.

More information about security and privacy can be found on Thisweb.

## **3.8 CONFIDENTIALITY**

During a period of employment and thereafter, employees will maintain absolute confidentiality concerning all those corporate matters that they know, or can reasonably suspect, are confidential, regardless of how they have learnt about them.

This includes information about clients or other employees of the Port Authority.

## **3.9 COMPETITION / NON-SOLICITATION CLAUSE**

In principle, the Port Authority does not want to impede employees' employability and freedom to work elsewhere. However, it may be contrary to the Port Authority's interest for employees to work for a company with activities that are similar or related to, or that compete with those of the Port Authority. This may also be the case with respect to work and/or involvement with clients or contacts of the Port Authority. It is advisable to consult Human Resources in specific cases.

After an employee resigns and in order to protect the interests of the Port Authority, it may be decided to deny the employee access to the company with immediate effect.

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### 3.10 PERSONAL INVESTMENTS

Employees or employees' partners may not have any direct or significant interests in business entities that work with the Port Authority, do business with the Port Authority or wish to do business with the Port Authority unless the employee in question has received written permission to do so from the Chief Executive Officer or the Supervisory Board.

Employees or their partners may not - given considerations of possible dependency - have any direct or significant interests (such as a minimum of 5% shares, assignments for third parties, etc.) in organisations that work with the Port Authority, do business with the Port Authority who wish to do so unless the employee has received written permission to that effect from the Chief Executive Officer or the Supervisory Board. It is important for Port Authority employees to maintain an independent position. If there are doubts in this respect, employees should consult the Direct Report or (if a Direct Report is involved) the Executive Board.

### 3.11 ANCILLARY ACTIVITIES

Ancillary activities are defined by the Port Authority as all paid and unpaid activities that employees perform in addition to their regular work for the Port Authority. For example, ancillary activities are when an employee is a committee member of an association, works as a volunteer or has another job alongside a job with the Port Authority.

#### What should be reported?

Employees are required to report actual or planned ancillary activities digitally in the HR portal. This allows the manager to determine whether the ancillary activities may affect or harm the interests of the Port Authority.

In any case, it is not permitted to engage in activities that may result in:

- a conflict or clash of interests;
- damage to the prestige of an employee's own position or the good name of the Port Authority;
- detriment to the credibility of the Port Authority;
- detriment to the Port Authority's performance or business operations;
- insufficient availability for the work as agreed;
- excessive workload.

Further details can be found in the Company Regulations on Ancillary Activities (Enclosure 5). Those Company Regulations state, among other things, who makes an assessment of whether an ancillary activity is permitted or not and in what cases the income from ancillary activities will be netted with an employee's salary.

The Guideline for Practical Assessment Criteria for Ancillary Activities provides suggestions for the manager and the Human Resources department about how to assess ancillary activities.

### 3.12 DEALING WITH THE PRESS

At the Port Authority, members of the Executive Board and the press officers of the Communications & External Affairs department are the only persons permitted to have contacts with journalists. Employees who are approached by journalists should contact the press centre of the Communications & External Affairs department. A decision will be taken about how to proceed in consultation with them.

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## 4.0 COMPLIANCE WITH THE CODE OF CONDUCT

Each employee is expected to comply with the Code of Conduct and, if this is impossible, to inform the manager accordingly. The manager is also expected to set an example in terms of complying with this Code of Conduct. Managers will call employees who infringe the rules to account. In the case of multiple infringements, the manager will take appropriate action.

If there is any question of unethical or undesirable conduct, employees can raise the matter through various channels:

- a manager;
- an internal or external confidential counsellor;
- an HR employee, for example the Business Partner;
- the Complaints Committee for Integrity and Undesirable Conduct;
- <https://www.portofrotterdam.com/nl/klokkenluidersmelding> (this can also be done anonymously);
- [meldingklokkenluiders@portofrotterdam.com](mailto:meldingklokkenluiders@portofrotterdam.com).

Decisions relating to legal status that are considered to be incorrect (and that are not therefore related to integrity or inappropriate conduct) may be appealed to the Appeals Committee. The procedure is described in the collective labour agreement.

If clients or contacts of the Port Authority engage in undesirable or unethical conduct, the management of the Port Authority will issue a response to the client/contact and, if necessary, also take action (such as reporting the matter).

Third parties (such as clients or contacts of the Port Authority) who believe that an employee of the Port Authority has behaved in an undesirable or unethical way towards them may submit a complaint (anonymously or otherwise) to this effect to the secretary of the Complaints Committee at [meldingklokkenluiders@portofrotterdam.com](mailto:meldingklokkenluiders@portofrotterdam.com) or, in the case of an anonymous complaint, to [www.portofrotterdam.com/klokkenluidersmelding](http://www.portofrotterdam.com/klokkenluidersmelding) or by mail.

### 4.1 WHISTLEBLOWER

All employees are expected to report (anonymously or otherwise) any undesirable or unethical conduct by a colleague, suspected wrongdoing or a violation of European Union law ("Union law"). This also applies to cases about which there are doubts.

For the further course of the procedure and an explanation of what is meant by wrongdoing and violations of Union law, see the Whistleblower Regulations (Enclosure 3).

### 4.2 CONFIDENTIAL COUNSELLOR

In addition to the manager or another person responsible, employees may consult an internal or external confidential counsellor if they suspect that a colleague is not acting ethically or engaging in undesirable conduct. This option is also available if employees themselves are faced with such actions or conduct. For the role and responsibilities of the confidential counsellor, see the Confidential Counsellor guideline (Enclosure 2).

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### **4.3 COMPLAINTS COMMITTEE**

An employee may file a complaint with the Complaints Committee for Integrity and Undesirable Conduct if the matter involves undesirable or unethical conduct. With regard to the drafting of the complaint, the role of the Complaints Committee and the procedure, please refer to the Regulations governing the Complaints Committee for Integrity and Undesirable Conduct (Enclosure 1).

### **4.4 DISCIPLINARY MEASURES**

Compliance with this Code of Conduct is required from everyone working for or employed by the Port Authority. Failure to comply with this Code of Conduct and generally applicable standards and values may result in action being taken (disciplinary or otherwise). Even if an employee's complaint is not reported or a complaint is not processed by the Complaints Committee for Integrity and Undesirable Conduct, the Port Authority reserves the right to impose measures (disciplinary or otherwise) and measures under employment law if, in the opinion of the Port Authority, an act or conduct violates the Code of Conduct or generally accepted standards and values. In addition to disciplinary measures and measures under employment law, the Port Authority may instigate civil or criminal proceedings.

The Non-activity, Suspension and Disciplinary Measures regulations of the Collective Labour Agreement apply to every employee of the Port Authority (whether working under the terms of the Collective Labour Agreement or not).

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# Enclosures

## ENCLOSURE 1. REGULATIONS GOVERNING THE COMPLAINTS COMMITTEE FOR INTEGRITY AND UNDESIRABLE CONDUCT

### Article 1 - Definitions

Complaint:	A written report of conduct or a decision by the defendant that directly affects the complainant's interest.
Complainant:	An employee of, or an external worker working at, the Port of Rotterdam Authority, or a former employee, to the extent that less than 3 months have elapsed since the termination of employment.
Complaints Committee:	Complaints Committee for Integrity and Undesirable Conduct
Defendant:	An employee of, or an external worker working at, the Port of Rotterdam Authority, or a former employee.
The parties:	Complainant and Defendant
Integrity:	Placing the interests of the Port of Rotterdam Authority above personal interests and in no way damaging the image of the Port of Rotterdam Authority.

### Article 2 - Establishment and purpose

1. The Executive Board will establish a Complaints Committee.
2. The purpose of the Complaints Committee is to:
  - contribute to good social relations;
  - protect the individual interests of employees and former employees, as well as the interests of the Port of Rotterdam Authority;
  - combat undesirable conduct, including in any case sexual harassment, discrimination, aggression and violence, harassment and bullying.

### Article 3 - Membership and term of office

1. The Complaints Committee will consist of different members depending on the matter concerned. If there are doubts about whether the complaint is about unethical or undesirable conduct, the chair will make a decision about the nature of the complaint. The Complaints Committee consists of three members and three deputy members:
  - a permanent chair (an external member with a legal qualification and an expert in the field of undesirable conduct and/or integrity);
  - a rotating member with expertise in the area of integrity or undesirable conduct (external member with a specific background in behavioural sciences relating to integrity or undesirable conduct and handling complaints. This member is designated by the chair depending on the matter concerned);
  - a permanent member working as Head of IAD at the Port Authority;
2. The Complaints Committee should be staffed by both men and women.
3. The Works Council has the right to nominate members or substitute members.
4. The Complaints Committee is assisted by a secretary. The secretary is not a member of the committee and is therefore not entitled to vote. The secretary is an Advisor from the Safety department.
5. The chair of the committee will determine whether the complaint is admissible and, if necessary, conduct a brief preliminary investigation.
6. The complainant determines whether a complaint will be a formal complaint.
7. The members and deputy members of the Complaints Committee will be appointed, suspended and dismissed by the Executive Board.

8. The members and deputy members of the Complaints Committee are appointed for a period of four years and are eligible for immediate reappointment.
9. In the event of an interim resignation of a member or deputy member, the new member will be appointed for the remainder of the current term of office.
10. The Executive Board will provide the facilities required to allow the Complaints Committee to perform its duties properly.
11. If members or the secretary of the Complaints Committee are implicated in a complaint directly or indirectly, they will recuse themselves in favour of a substitute member.

### Article 4 – Duties and implementation

1. The Complaints Committee will investigate and evaluate complaints and advise the Executive Board about the decision requested in the complaint and any measures or interim measures to be taken. The Complaints Committee handles complaints in strict confidentiality.
2. The members and secretary are bound to observe confidentiality.
3. The Complaints Committee will base its recommendations on the principle of the right to a fair hearing.

### Artikel 5 - Complaint

1. The complainant addresses a complaint to the chair of the Complaints Committee.
2. A complaint will be filed with the Complaints Committee no later than 12 months after the undesirable or unethical conduct.
3. It will contain the following information:
  - the name of the complainant;
  - the date;
  - a description of the conduct or decision against which the complaint is directed;
  - the grounds for the complaint;
  - the name of the defendant(s);
  - the decision being requested.
4. If the complaint does not comply with Article 5(3), the complainant will be given an opportunity to rectify the omission within two weeks.
5. If the omission referred to in Article 5(4) is not rectified, or not rectified in time, the complaint will, in principle, not be considered.
6. The complaint will be marked with the date of receipt upon receipt.
7. The complainant will receive confirmation of receipt within two weeks.
8. The complainant may withdraw the complaint at any time before a decision is made by the Executive Board.

### Article 6 - Statement of defence

1. The Complaints Committee will forward the complaint to the defendant as soon as possible after receipt of the complaint, as referred to in Article 5(6), or after the rectification as referred to in Article 5(4).
2. The defendant may submit a statement of defence to the Complaints Committee within 2 weeks of receiving the complaint.

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### Article 7 - Complaint proceedings

1. The Complaints Committee may ask the parties for more information (in writing or otherwise) and/or hear the parties.
2. The Complaints Committee may call in internal and external experts.
3. The parties may be assisted by counsel during the hearing.
4. The parties will be heard outside each other's presence unless the Complaints Committee determines otherwise. If the complaint refers to sexual harassment, the parties will always be heard outside each other's presence.
5. The Complaints Committee will record the statements made by the parties in a report, a copy of which will be provided to the parties. In exceptional cases, separate reports may be drafted for the defendant and the complainant.
6. The Complaints Committee will not handle a complaint in public.

### Article 8 - Recommendation by Complaints Committee

1. The Complaints Committee will, within one month of receiving the complaint, make a decision by a majority vote on the recommendation to be given. In the event of a tied vote, the chair of the Complaints Committee will have a casting vote.
2. The Complaints Committee may extend the period referred to in Article 8(2) to 2 months, stating valid grounds.
3. The recommendation will be in writing, stating grounds.
4. The recommendation will include:
  - a substantive assessment of the complaint;
  - the proposed decision;
  - a proposal relating to the measures, if any, to be taken;
  - a statement of whether the recommendation has been approved unanimously.

If the decision is not unanimous, the recommendation of the chair of the Complaints Committee will be published.

5. The recommendation will not be made public.

### Article 9 - Decision of the Executive Board

1. The Executive Board will make a decision, stating grounds, within one month after receiving the recommendation.
2. If the decision differs from the Complaints Committee's recommendation, the Chief Executive Officer will state the considerations leading to that difference.
3. On behalf of the Executive Board, the secretary of the Complaints Committee will inform the complainant, the defendant and the Complaints Committee of its decision.
4. If the complainant or the defendant does not agree with the decision taken by the Executive Board, complainants may, at their own initiative, report the case to an authority outside the Port Authority.

### Article 10 - Miscellaneous provisions

1. At the request of the parties, one of the members may present an explanation of the recommendation.
2. The Complaints Committee reports annually to the Executive Board and the Works Council anonymously about:
  - the number of admissible complaints;
  - the number of complaints upheld and rejected.

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## ENCLOSURE 2. GUIDELINES FOR CONFIDENTIAL COUNSELLOR

The purpose of having internal and external confidential counsellors in the organisation is to create a safe working environment. The role of the internal and external confidential counsellors is described below.

### Task

- the confidential counsellor can be approached by an employee if there is a situation in which an employee of the Port Authority has been, or is being, faced in any way with forms of undesirable conduct in the employee's own organisation, or infringements (serious or otherwise) of integrity. These situations are described in the Code of Conduct;
- the confidential counsellor monitors the process, provides the initial assistance, and supports and advises the employee. The role is similar to that of a coach and is limited to the confidential counsellor-employee relationship;
- the confidential counsellor encourages the employee to seek a solution for the situation that has arisen;
- the confidential counsellor reports annually, after the end of the calendar year, and anonymously about employees who have been advised, informed and/or counselled;
- the confidential counsellor also serves as a front desk for the implementation of the Company Whistleblower Regulations (see the Code of Conduct).

### Guiding principles

- conversations between the confidential counsellor and employee are confidential in nature;
- the confidential counsellor is bound to respect confidentiality. This duty of confidentiality does not apply to the competent authority, the employee, accused persons, the Complaints Committee, judicial authorities or doctors. The duty of confidentiality does not expire after the work of the confidential counsellor comes to an end;
- the confidential counsellor is on the employee's side and stays within the bounds of the relationship;
- the employee remains responsible at all times.

### Process

1. The employee may report the situation that has arisen anonymously to the confidential counsellor. This report may result in a 'formal complaint'. The confidential counsellor will initially investigate whether an informal solution is one of the possible options.
2. The confidential counsellor will primarily listen, think along with the employee and help to find a solution.
3. The confidential counsellor will not initiate a preliminary investigation. Only the chair of the Complaints Committee may conduct a preliminary investigation.
4. The confidential counsellor will draw up a written account of the situation which the employee has encountered. The counsellor will ensure that the employee who formally files a complaint signs that account.
5. In a situation which may involve a complaint about integrity, the confidential counsellor may report the situation anonymously to the chair of the Complaints Committee. The chair and the confidential counsellor will determine together, in the context of a preliminary investigation, whether the report merits a complaint.
6. The confidential counsellor will report the situation to the Complaints Committee and the Chief Executive Officer after the employee has granted approval to that effect.
7. If it is necessary for the investigation or the assessment of the complaint for the identity of the person submitting the report to be known, the employee will be asked to waive anonymity. However, the employee need not comply with such a request.
8. The chair of the Complaints Committee is competent to conduct a preliminary investigation. The confidential counsellor will not be personally involved in any investigation or implementation of measures.

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## ENCLOSURE 3. WHISTLEBLOWER REGULATIONS

The Port Authority considers it important for employees to be able to report any Suspicions of Wrongdoing in the company or Violations of Union law adequately and safely. It has therefore drawn up the regulations below.

### Article 1 - Definitions

**Person ultimately responsible:** The person who, alone or with others, has ultimate control in the management of the Company's organisation.

**Violation of Union law:** An unlawful act or omission relating to Union acts and the policy areas within the material scope of Article 2 of EU Directive 2019/1937 or undermining the purpose or application of the rules of those Union acts and policy areas. Examples may include violations in the following areas:

- public procurement (such as any failure to comply with procurement rules);
- financial services, products and markets, prevention of money laundering and the financing of terrorism (such as failures to comply with, or the evasion of, measures to prevent money laundering);
- product safety and product conformity;
- traffic safety;
- protection of the environment;
- protection against radiation and nuclear security;
- food and feed safety, animal health and animal welfare;
- public health;
- consumer protection;
- privacy and personal data protection, and the security of network and information systems;
- harming the financial interests of the Union and violations related to the internal market, including rules relating to competition and state aid or acts in violation of corporate taxation (such as wrongful acquisition and the use of state aid or subsidies).

**Information about a violation:** The suspicion, based on reasonable grounds, of a person concerned, in the organisation where that person works or has worked or at another organisation with which that person has come into contact at work, that there is an actual or potential violation of Union law or the concealment of such a violation. The reasonable grounds for the suspicion of the person concerned must arise from the knowledge that this person has acquired at the employer's organisation or from the knowledge that the person has acquired during the course of work at another company or organisation.

**Manager:** The line manager of the person concerned.

**Person concerned:** The natural person who:

- i. is or is not employed (inside or outside the company) or is working in another way for remuneration on behalf of the Company; and/or,
- ii. in the context of his/her current, past or future work-related activities, has been able to obtain information about Wrongdoings and may suffer detriment if he/she were to report such information; and
- iii. makes a Report or discloses information about a Suspicion of Wrongdoing.

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**Report:** A report of Wrongdoing as described in Articles 2, 5 and/or 7.

**Counsel:** The person as referred to in Article 4.

**Suspicion of Wrongdoing:** The suspicion based on reasonable grounds arising from the knowledge that the person concerned has acquired at the employer's organisation or arising from the knowledge that the said person has acquired through working at another company or organisation, that there has been Wrongdoing.

**Wrongdoing:**

- a violation or the risk of a Violation of Union law or an act or omission where the public interest is at stake in the event of
- a violation or the risk of a violation of a statutory provision, or internal rules that constitute a concrete obligation and were drawn up by the employer pursuant to a statutory provision.
- a threat to public health;
- a threat to the safety of persons;
- a threat to the environment;
- a threat to the proper functioning of the public service or a company due to improper conduct or an omission that do not constitute Violations of Union law.

The public interest is at stake if the act or omission has a pattern or is structural in nature or if the act or omission is extensive or serious and does not merely affect personal interests.

**Company:** Port of Rotterdam Authority

**Person responsible:** Manager with direct or indirect control over the part of the organisation where the person concerned works and/or to which the Report relates.

**Confidential counsellor:** The person appointed by the Executive Board of the Company for this purpose. This can be a person inside or outside the organisation. You can find the confidential counsellor here.

**Chair of the Supervisory Board:** The chair of the Supervisory Board of the Company.

**Act:** Amendment of the House for Whistleblowers Act and any other statutes implementing Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 (OJ 2019 L 305) and any other amendments.

### Article 2 - Internal reporting procedure

1. The person concerned may submit the Report to the Manager, the person responsible, the confidential counsellor, or via the Internet to the secretary of the Complaints Committee, unless there are grounds for an exception pursuant to Article 5(2).
2. The Report may be made in writing, by telephone, or by any other voice message system (such as Teams) or at the request of the person concerned, preferably as soon as possible and orally during a meeting in person. The Manager, person responsible, confidential counsellor or the secretary of the Complaints Committee will make a record of the Report with the date upon which it has been received. Unless the Report is made in writing, the Report will be registered by recording the conversation if the person concerned gives consent to that effect. If the person concerned does not consent to the recording of the conversation, the Manager, person responsible, confidential counsellor/secretary of the Complaints Committee will make a full and accurate written record of the Report. The person concerned will be given the opportunity to review the report, make comments and sign for approval. An anonymous report can also be made.

3. The Manager, person responsible, confidential counsellor/secretary of the Complaints Committee will immediately inform the Complaints Committee for Integrity and Undesirable Conduct and the person ultimately responsible, i.e. the member of the management to whom the Manager answers hierarchically, about the Report and the date of the Report, and provide them with a copy of the Report. The secretary of the Complaints Committee for Integrity and Undesirable Conduct notes the Report and the date of the Report in the register established to that effect. Upon receipt of the message that the Report has been submitted, the Complaints Committee for Integrity and Undesirable Conduct will immediately initiate an investigation.
4. The secretary of the Complaints Committee for Integrity and Undesirable Conduct will send an acknowledgement of receipt of the Report to the person concerned within 7 days of its receipt. In the case of a Report submitted via the Internet, this will be done if the personal data of the person concerned are available. The acknowledgement of receipt will refer to the original Report.
5. The person concerned and the person(s) to whom the Report has been submitted and/or who has been informed about the Report pursuant to these Whistleblower Regulations will treat the Report as confidential and keep the information provided confidential unless doing so conflicts with a legal obligation or unless providing the information is required in the context of the implementation of the Act. No information will be provided to third parties inside or outside the Company or its group companies without the permission of the chair of the Complaints Committee for Integrity and Undesirable Conduct. When information is provided, the names of the person concerned and the persons to whom the Wrongdoing is attributed or the persons with whom they are associated will not be named and, in addition, the information will otherwise be provided in such a way that the anonymity of the aforementioned persons is safeguarded. In principle, the identity of the person concerned and information on the basis of which the Report could be traced back to the person concerned are only disclosed with the consent of the person concerned. The Act may require, for example in the context of an investigation by the authorities or judicial proceedings, that the name of the person concerned be communicated. In this case, the person concerned will be given prior written notice explaining why his/her information is being provided, unless this could jeopardise the investigation or the procedure. Once the information relating to a Report is no longer required for the investigation or other legal obligations, it will be deleted from the register.

### Article 3 - Procedure/Term

1. All desired information may be obtained for the purposes of the preparations for handling an internal Report. Experts may be called in to this end and, if necessary, invited to the hearing.
2. Within a period of eight weeks after the submission of the internal Report, the person concerned will be informed in writing by or on behalf of the chair of the Complaints Committee for Integrity and Undesirable Conduct about a substantive position with regard to the Report. That will include a statement of which steps have been taken pursuant to the Report.
3. If the position cannot be stated within eight weeks, the person concerned will be notified accordingly in writing by or on behalf of the chair of the Complaints Committee for Integrity and Undesirable Conduct and given an indication of the time within which he or she can expect a position.

### Article 4 - Counsel

1. The person concerned may report a Suspicion of Wrongdoing or Information about a violation to Counsel in order to ask for advice in confidence.
2. Any person who enjoys the trust of the person concerned and who is bound by a duty of confidentiality may act as Counsel.

### Article 5 - Reporting to the chair of the Supervisory Board

1. The person concerned may submit a Report to the chair of the Supervisory Board if:
  - he or she disagrees with the position referred to in Article 3;
  - he or she has not received a position within the required period as referred to in the second and third paragraphs of Article 3;
  - the period of time referred to in Article 3(2) is unreasonably long in view of all the circumstances and the person concerned has submitted an objection in this respect to the chair of the Complaints Committee for Integrity and Undesirable Conduct but the latter has not subsequently stated a shorter, reasonable period of time;
  - there is a ground for exception as referred to in the following paragraph.
2. A ground for exception as referred to in the previous paragraph under 4 will be present if there is:
  - acute danger, with an important and urgent public interest requiring an immediate external Report;
  - a situation in which the person concerned can reasonably fear retaliatory measures as a result of an internal Report;
  - a clear threat of misappropriation or the destruction of evidence;
  - a previous internal Report in accordance with the procedure effectively relating to the same Wrongdoing, which did not rectify the Wrongdoing;
3. The Report may be made in writing, by telephone, or by any other voice message system (such as Teams) or, at the request of the person concerned, within a reasonable time and orally during a meeting in person. The chair of the Supervisory Board will record the Report, together with the date on which it was received, in writing in the register provided for that purpose. Unless the Report is made in writing, the Report will be registered by recording the conversation if the person concerned gives consent to that effect. If the person concerned does not consent to the conversation being recorded, the chair of the Supervisory Board will draft a full and accurate written record of the Report. The person concerned will be given the opportunity to review the report, make comments and sign for approval.
4. The chair of the Supervisory Board will send an acknowledgement of receipt of the Report to the person concerned within 7 days. If the person concerned has already submitted a Report previously, the acknowledgement of receipt will refer to the original Report.
5. Upon receipt of the notification of the Report, the chair of the Supervisory Board will immediately initiate an investigation.
6. The person concerned and the person(s) to whom the Report is submitted and/or who are informed about the Report pursuant to these Whistleblower Regulations will handle the Report confidentially. No information will be provided to third parties inside or outside the Company or its group companies without the permission of the chair of the Supervisory Board. When information is provided, the names of the person concerned and the persons to whom the Wrongdoing is attributed or the persons with whom they are associated will not be named and, in addition, the information will otherwise be provided in such a way that the anonymity of the aforementioned persons is safeguarded. In principle, the identity of the person concerned and information on the basis of which the Report could be traced back to the person concerned are only disclosed with the consent of the person concerned. The Act may require, for example in the context of an investigation by the authorities or judicial proceedings, that the name of the person concerned be communicated. In this case, the person concerned will be given prior written notice explaining why his/her information is being provided, unless this could jeopardise the investigation or the procedure. Once the information relating to a Report is no longer required for the investigation or other legal obligations, it will be deleted from the register.

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## Article 6 - Procedure/Term

1. Within a period of eight weeks after the submission of the internal Report, the person concerned will be informed in writing by or on behalf of the chair of the Supervisory Board about a substantive position with regard to the Report. That will include a statement of which steps have been taken pursuant to the Report.
2. If the position cannot be stated within eight weeks, the person submitting the Report will be notified accordingly in writing by or on behalf of the chair of the Supervisory Board and given an indication of the time within which he or she can expect a position.

## Article 7 - External report

1. The person concerned may also submit a Report directly to the relevant authority or authorities. To which authority the Report can be submitted depends on the subject of the Report. For example, the Dutch Consumer & Market Authority (ACM), the Dutch Financial Markets Authority (AFM), the Dutch Personal Data Authority (AP), the Dutch Central Bank, the Dutch Healthcare Authority (NZa), the Dutch Nuclear Safety and Radiation Protection Authority (ANVS) and the Dutch Whistleblowers' House. More information can be found on the websites of the authorities in question. The Whistleblowers' House can help if there are doubts about which authority to report to. The Whistleblowers' House can also be contacted for advice.
2. The websites of the different authorities describe their reporting arrangements and the prevailing deadlines for feedback. Reports to the authorities can also be made in writing, orally by telephone or with other voice equipment or technology, or upon request within a reasonable period of time in an interview during a meeting in person. If the Report is made by telephone, through another voice message system, or during a meeting in person, the Report will be registered by recording the conversation if the person concerned gives consent to that effect. If the person concerned does not consent to a recording, a full and accurate written record of the Report will be made. The person concerned will be given the opportunity to review the report, correct it and sign for approval. Once the information relating to a Report is no longer required for the investigation or other legal obligations, it will be deleted from the register.
3. The person concerned will receive an acknowledgement of receipt of the Report within 7 days, unless the person concerned expressly requests otherwise or the relevant authority deems on reasonable grounds that the acknowledgement will compromise the anonymity of the person concerned.
4. The person concerned will be informed of the assessment and, if applicable, the follow-up to the Report within 3 months of receipt of the Report unless that information could jeopardise the investigation or the legal proceedings or is in violation of a legal obligation of confidentiality. If this is the case, the person concerned will be informed accordingly. The 3-month period can be extended once.
5. The person concerned will be informed of the assessment unless that information could jeopardise the investigation or the legal proceedings or is in violation of a legal obligation of confidentiality. If this is the case, the person concerned will be informed accordingly.
6. The competent authority or authorities may decide that there will be no follow-up to a Report if (1) the Violation of Union law is of minor significance, or the public interest in the investigation or the seriousness of the Wrongdoing is manifestly inadequate or (2) the Report relates to the same Wrongdoing that is pending before the competent authority or has been processed by the competent authority, unless a new fact or circumstance has emerged that may lead to a different decision. If there is no follow-up for the above reason(s), the person concerned will be notified as soon as possible.

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## Article 8 - Legal Protection against detriment in the Event of a Report and Disclosure

- 8.1 A person concerned who has reasonable grounds to believe that the Suspicion of Wrongdoing is correct at the time of the Report, may not suffer detriment during and after the handling of the Report.
- 8.2 A person concerned who:
  1. has reasonable grounds to believe that the Information reported about the Suspicion of Wrongdoing is correct at the time of disclosure; and
  2. has made a Report pursuant to Article 2 or 5 and/or 7 before the disclosure and, on the basis of the response about progress obtained within three months, has reasonable grounds to believe that the investigation is not progressing satisfactorily; or
  3. has reasonable grounds to suppose that: i. the Wrongdoing may represent an imminent or actual threat to the public interest; ii. there is a risk of detriment if a Report is made to a competent authority or other competent body; or iii. it is not likely that the Wrongdoing will be effectively remedied;may not suffer detriment during and after the disclosure of the Information about a violation or Suspicion of Wrongdoing.
- 8.3 If a person concerned suffers detriment during and after the handling of a Report, or after the disclosure of a Suspicion of Wrongdoing, it will be presumed that the detriment is the consequence of the Report or disclosure.
- 8.4 The protection described in Articles 8.1 to 8.3 also applies, subject to the same conditions, to (i) the person assisting the person concerned; (ii) third parties associated with the person concerned who may suffer detriment as a result of actions of the person concerned's employer or a person or organisation with which the person concerned is otherwise connected in a work-related context; (iii) a legal entity owned by the person concerned, for which the person concerned works or with which the person concerned is otherwise connected in a work-related context, and iv) the independent officers mentioned in Articles 2 and 7 to whom the Report may be submitted.
- 8.5 The person concerned obtains the supporting documents and documents from the competent authority in order to be able to prove in proceedings during which legal protection is sought that a Report has been submitted.

## Article 9 - Limitation of Liability

- 9.1 Unless the person concerned violates legislation or regulations relating to the protection of national security, the professional secrecy of lawyers, medical confidentiality, the confidentiality of judicial deliberations or criminal procedure, the person concerned cannot be held liable for violating his or her duty of confidentiality in a Report or disclosure of a Suspicion of Wrongdoing or Information about a violation if:
  - i) he or she has reasonable grounds to believe that the Report or disclosure of the information is necessary for the disclosure of the Wrongdoing; and
  - ii) the Report or disclosure is made in accordance with the Act.
- 9.2 If the above conditions under i and ii have been met, a person concerned cannot be held liable either for acquiring or accessing information contained in the Report or disclosed unless acquiring or accessing that information is a criminal offence.
- 9.3 The person who holds the person concerned liable must prove that the conditions have not been met.
- 9.4 The protection described in Articles 9.1 to 9.3 also applies, subject to the same conditions, to (i) the person assisting the person concerned; (ii) third parties associated with the person concerned who may suffer detriment as a result of actions of the person concerned's employer or a person or organisation with which the person concerned is otherwise connected in a work-related context; (iii) a legal entity owned by the person concerned, for which the person concerned works or with which the person concerned is otherwise connected in a work-related context, and iv) the independent officers mentioned in Articles 2 and 7 to whom the Report may be submitted.



## ENCLOSURE 4. REGULATIONS ON PROVIDING PERSONAL DATA FOR THE MONITORING OF COMPLIANCE WITH THE CODE OF CONDUCT

### Article 1 - Definitions

Application:	A written request from the Applicant and/or the Data Protection Officer to the chair of the Privacy Board in connection with the provision of personal data due to a reasonable suspicion that the Code of Conduct has been or is being violated.
Applicant:	A Direct Report of the Port of Rotterdam Authority.
Privacy Board:	Committee that makes a decision about an Application.
GDPR:	General Data Protection Regulation.
Filing system:	Any structured set of personal data which are accessible according to specific criteria, whether centralised, decentralised or dispersed on a functional or geographical basis (Article 4(6) GDPR).
Data subject(s):	The person(s) to whom personal data relate.
Personal data:	Any information relating to an identified or identifiable natural person ('data subject'); an identifiable natural person is one who can be identified, directly or indirectly, in particular by reference to an identifier such as a name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that natural person (Article 4(1) GDPR).
Processing of personal data:	Any operation or set of operations which is performed on personal data or on sets of personal data, whether or not by automated means, such as collection, recording, organisation, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction (Article 4(2) GDPR).

### Article 2 - Duties and members of Privacy Board in relation to the provision of personal data

1. The Executive Board appoints a Privacy Board. The Privacy Board is responsible for, inter alia, making a decision about an Application of the kind referred to in these regulations.
2. When making a decision about an Application, the Privacy Board will consist of the following members:
  - Head of Legal (chair);
  - Head of Human Resources;
  - Head of Internal Audit Department;
  - Applicant;
  - Member of the Works Council.
3. The Executive Board will provide the facilities required to allow the Privacy Board to perform its duties properly on the basis of these regulations.
4. If members of the Privacy Board are directly or indirectly involved in the Application they will recuse themselves in favour of a substitute member.

### Article 3 - Application

1. The Privacy Board makes a decision about an Application of the kind referred to in these regulations.
2. In any case, the decision referred to in the first paragraph will relate to an Application concerning the provision of personal data from the following systems:
  - Access Control System (ACS);
  - the Port Authority telephone system;
  - device provided for the purpose of performing work (such as a tablet or cell phone);
  - Internet, MS-Outlook;
  - cameras positioned in or on Port Authority buildings;
  - other Port Authority sources from which personal data may be derived that are required for the investigation.
3. In case of emergencies, the Head of the Company Emergency Services (BHV) has permission to access the ACS.

### Article 4 - Procedure

1. The Applicant and/or the Data Protection Officer will submit an Application to the Privacy Board via [privacyboard@portofrotterdam.com](mailto:privacyboard@portofrotterdam.com).
2. The Application will include at least the following:
  - details of the Applicant and/or relevant manager;
  - nature of the Application;
  - substantive explanation of the Application;
  - recommendation from the Data Protection Officer regarding the Application;
  - the decision requested.
3. The Privacy Board will make a decision about the application within two weeks of receipt.
4. The Applicant may withdraw the Application at any time before a decision is made by the Privacy Board.

### Article 5 - Preparation of decision

1. The Privacy Board will study the Application and may ask for further information or clarification from the Applicant and/or the Data Protection Officer.
2. The Privacy Board is never given access to the personal data involved during the preparation of the decision.
3. The Privacy Board may call in internal and external experts.
4. When considering the different interests, the Privacy Board will make an assessment of the interests involved in accordance with the prevailing privacy regulations.
5. The Privacy Board's handling of an application is not public.

### Article 6 - Decision

1. The Privacy Board's decision will be based on the following documents and/or data:
  - the Application;
  - the additional information or explanation;
  - any report from internal and external experts.
2. The Privacy Board will make a decision about the Application by majority vote. In the event of a tied vote, the chair of the Privacy Board will have a casting vote.
3. The decision will be given in writing or by email and forwarded to the Applicant, the manager concerned and the Data Protection Officer, stating grounds.

4. The decision will not be made public.
5. If the person or persons concerned do not agree with the decision taken by the Privacy Board, the person concerned may submit a complaint to the Complaints Committee for Integrity and Undesirable Conduct of the Port Authority.

### Article 7 - Miscellaneous provisions

The Privacy Board reports annually to the Executive Board and the Works Council about:

- the number of Applications;
- the number of upheld and rejected Applications and the resulting complaint procedures;
- any recommendations for amendments to the Port Authority's Code of Conduct or these regulations in connection with the provision of personal data when monitoring compliance with the Code of Conduct.

## ENCLOSURE 5. ANCILLARY ACTIVITIES

### Purpose of the regulations

The establishment of a framework indicating the conditions subject to which ancillary activities are permitted or not and therefore the prevention of damage to the interests/business interests and/or image of the Port Authority.

### Content of the regulations

Definition of ancillary activities: Any employment or activity in addition to the position at the Port Authority for third parties or with an external effect of a more or less structural nature, regardless of whether a fee is paid for this work or activity. This also includes activities such as acting as a member of a supervisory board, a director, or a partner of a company, foundation or association.

### Guiding principles

The following principles apply to the regulations for ancillary activities:

1. Employees must report in writing via My HR any ancillary activities they perform or intend to perform that may affect or harm the interests/business interests of the Port Authority.
2. Changes in circumstances, such as (but not limited to) changes in the Port Authority's area of focus and/or nautical management, in social perceptions, in private life or in the position/substance of the position etc. may result in ancillary activities that were initially permissible no longer being so.
3. In any case, ancillary activities that are not permissible will be those resulting in:
  - a conflict or clash of interests;
  - damage to the prestige of an employee's own position or the good name of the Port Authority;
  - detriment to the credibility of the Port Authority;
  - detriment to the Port Authority's performance or business operations;
  - insufficient availability for the work as agreed;
  - excessive workload.
4. The assessment of whether or not an ancillary activity is permissible is primarily the responsibility of the manager. When assessing whether permission can be granted, the guiding principle is not to question the employee's integrity in advance and advice will be sought from the Human Resources department.
5. The Human Resources department will make a binding recommendation to the manager as to whether or not an ancillary activity is considered permissible.
6. The guideline is a maximum of five ancillary activities. In this respect, the Port Authority follows the recommendations of the Frijns Commission.
7. The employee will be notified if an ancillary activity is permitted. The permitted ancillary activities are saved in My HR.
8. The manager will notify the employee if an ancillary activity is not permitted.
9. The employee will notify the manager via My HR when an ancillary activity is terminated.
10. A distinction is made between ancillary activities associated with private activities and ancillary activities directly related to the position at the Port Authority because of the way the Port Authority processes the income from the ancillary activities.
11. If the employee receives income from ancillary activities associated with private activities (and the manager finds the ancillary activities to be permissible), the income will not be offset against the salary the employee receives from the Port Authority. The income from this ancillary work will be paid directly to the employee, not through the Port Authority.

12. When the employee receives income from permitted activities that are directly related to the position within the Port Authority, such as a commercial manager and a position on a supervisory board, the income will be offset against the salary.
- this will be done on the basis of the fee paid. Any expense reimbursements will not be withheld and paid to the employee unless the expenses have already been reimbursed to the employee in some other way (for example in the case of the use of a lease car);
  - the income from the ancillary activity is transferred directly to the Port Authority;
  - fees of less than €50 will not be offset;
  - an employee may decide not to accept a fee;
  - the employee must report any fee in writing to the Human Resources department.
13. As far as the question of the permissibility of ancillary activities is concerned, there is an additional dimension when employees engage in supervisory and/or investigative work for national and municipal authorities respectively.
- As far as Special Investigating Officers (BOAs) are concerned, it goes without saying that employees should keep in mind the oath of office/sworn affirmation they have taken when being sworn in as a BOA and the resulting responsibilities they have in their role as a supervisor/BOA.
- The ancillary activities are, in principle, a regular component of the performance interviews in terms of the possible impact on job performance. Topics such as availability for an employee's own job and other questions relating to the Working Hours Act and Sailing Hours and Crew Numbers (Inland Waterways) Act are in this way discussed with the employee.
- The same applies to the enforcement activities performed by the employee and possible impediments to those activities resulting from the ancillary position. In this way, management can keep its finger on the pulse and take appropriate action in good time when appropriate.
14. If there are signs that integrity is an issue, this will be reported to the BOA's immediate supervisor (the Chief of Police) and the Board.

## ENCLOSURE 6. POR HUMAN RIGHTS POLICY

### Respect for human and labour rights

The Port of Rotterdam Authority commits to the principles in the [UN Guiding Principles on Business and Human Rights](#) (UNGPR) from 2011, and endorses Section IV Human Rights of the [OECD Guidelines](#) from 2011. Human rights focus on the individual human being and include the right to be treated with dignity. Internationally recognised human rights are included in the [Universal Declaration of Human Rights](#) (UDHR) from 1948. The main instruments codifying the UDHR are the [International Covenant on Civil and Political Rights](#) and the [International Covenant on Economic, Social and Cultural Rights](#), both from 1966. Together, these three frameworks form the International Bill of Human Rights.

Human rights as referred to by the Port of Rotterdam Authority in this statement include labour rights. Therefore, PoR also endorses the principles in the [Declaration on Fundamental Principles and Rights at Work](#) of the International Labour Organization ("ILO") from 1998. Labour rights focus on the worker and include the right to a workplace that meets ILO standards.

### Human rights in focus

PoR applies due diligence to identify potential human and labour rights violations. The due diligence process provides insight into human rights risks in our own operations and those in the value chain, and prioritises salient issues that require our attention. Based on weighting the criteria of severity, probability, impact ('leverage') and connection to strategy ('alignment'), we identify the following salient issues for the Port of Rotterdam Authority within the pillars of our [Corporate Social Responsibility Statement](#):

#### Safe & Healthy Environment

- Right to a healthy environment, such as a clean living environment.
- Protection of privacy, such as shielding personal information and data.

#### Climate & Energy

- Right to life, such as a liveable climate in which people can live healthily, freely and safely.

#### People & Work

- Fair, safe and healthy working conditions, such as a safe working environment.
- Fair pay, such as fair compensation for work.
- Equitable standard of living, such as reasonable working hours.
- Equality before the law, such as equal treatment.
- Right to collective bargaining, such as freedom to join a trade union.
- Provisions for occupational disability, such as job security.
- Free choice of work, such as no forced labour.
- Education and upbringing, such as no child labour.
- Freedom from torture and cruel, degrading or inhuman punishment, such as protection of local populations and their way of life.
- Self-determination of peoples, such as respecting territories to which indigenous peoples have a spiritual connection.
- Economic, social and cultural development, such as consulting indigenous peoples in the development of ancestral lands.

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As part of the human rights due diligence process, salient human rights risks are periodically assessed and adjusted where necessary. The Port of Rotterdam Authority has specific policies on themes related to human rights, such as [occupational safety](#), [privacy](#), [diversity and inclusion](#) and [climate](#).

## Governance

This human rights statement is part of the [code of conduct](#), which sets out the basic principles for our own actions and the actions of our business contacts. The code of conduct and this human rights policy apply to all employees and managers, including part-time and hired employees, of the Port of Rotterdam Authority. Education and training are used to expand knowledge and awareness of the code of conduct and human rights policy. We also expect our business contacts, such as suppliers, clients and (international) collaboration partners, to respect human rights.

We all bear the responsibility to ensure that we act in accordance with the human rights policy. Line management is responsible for identifying and managing risks of human rights violations. A risk management and control system has been set up within the Port of Rotterdam Authority based on the internationally accepted standards of the Committee of Sponsoring Organizations of the Treadway Commission ([COSO](#)). Risk management consultants, controllers and experts on high-profile issues support line management in their responsibility for managing human rights risks. The Executive Board is ultimately responsible for the overall risk management and control system and the Supervisory Board's Audit Committee oversees its performance.

In the annual report, the Port of Rotterdam Authority reports on its human rights policy, the human rights issues it faces and any measures taken in the context of the human rights policy. This is based on the [UN Guiding Principles Reporting Framework](#).

## What if we nevertheless face violations?

In the event of any human rights violations, we take action appropriate to the situation and degree of involvement. There are three ways in which PoR might be involved in human rights issues:

1. When PoR's own activities at home or abroad cause human rights violations, we take action to remedy them.
2. When PoR's activities contribute to human rights violations, for example in tenders or in (international) participating interests, we use our influence to help remedy the situation.
3. When related to human rights violations, for example when a business contact is involved in a violation, we cooperate and exert indirect influence ('use leverage'), for instance by participating in dialogue, joining a stakeholder initiative or lobbying government for legislative changes.

## Remedies

If a situation arises where the Port of Rotterdam Authority or a business contact causes a violation of human rights, the Port of Rotterdam Authority's complaints and whistleblower procedure may be used. The following regulations and guidelines are available for this purpose.

- Regulations governing the complaints committee for integrity and undesirable conduct (Enclosure 1 [code of conduct](#)).
- Guidelines for confidential counsellor (Enclosure 2 [code of conduct](#)).
- Whistleblower regulations (Enclosure 3 [code of conduct](#)).

