

CSM Rules of Conduct related to Suspected Irregularities

January 1, 2005

Article 1. Definitions

In these rules the following terms shall have the following meanings:

- *Employee*: a person, employed or otherwise, working for the company and its group companies;
- *Company*: the limited liability company CSM nv;
- *Chairman of the Board of Management*: the chairman of the Board of Management of the company;
- *Chairman of the Supervisory Board*: the chairman of the Supervisory Board of the company;
- *Manager*: the person directly managing the employee;
- *Confidential Adviser*: the person designated by the chairman of the Board of Management to act in that capacity for the company and its group companies;
- *Complaints Committee*: the committee set up by the chairman of the Board of Management to act in that capacity for the company and its group companies;
- *Suspected Irregularity*: a suspicion based on reasonable grounds with regard to the company or its group companies and in connection with:
 - a. an (imminent) criminal offence;
 - b. an (imminent) violation of laws and regulations;
 - c. an (imminent) intentional provision of incorrect information to public bodies;
 - d. a violation of rules of conduct applicable within the company or relevant group company;
 - e. (imminent) intentional suppression, destruction or manipulation of information regarding those facts.

Article 2. Procedure

- 2.1 Unless an exception applies as referred to in article 4 paragraph 2, employees shall report suspected irregularities internally to their manager or, if they consider reporting to the manager inappropriate, to the confidential adviser. They may also report to the confidential adviser in addition to the manager.
- 2.2 The manager or confidential adviser shall on request make a written record of the report and of the date of its receipt and shall have the employee concerned sign the record for approval. The employee shall receive a copy of the record. The manager or confidential adviser shall procure that the chairman of the Board of Management, or, if instituted, the Complaints Committee shall be informed immediately of a suspected irregularity and of the date on which it was reported, and he shall procure that the chairman of the Board of

- Management, or, if instituted, the Complaints Committee receives a copy of the record.
- 2.3 The chairman of the Board of Management, or, if instituted, the Complaints Committee shall send a confirmation of receipt to the employee who reported the suspected irregularity. The confirmation shall refer to the original report. This shall also apply where the employee has reported his suspicions to the confidential adviser rather than his manager.
- 2.4 Immediately after the employee's report, the Board of Management, or, if instituted, the Complaints Committee shall start an investigation into the suspected irregularity.
- 2.5 The employee who has reported the suspected irregularity and the person to whom he has reported shall keep the report confidential. No information shall be provided to third parties in or outside the company and its group companies without the consent of the chairman of the Board of Management, or, if instituted, the Complaints Committee. In providing information, the name of the employee shall not be disclosed and information shall otherwise be provided in such a manner as to safeguard where possible the anonymity of the employee.

Article 3. Procedure

- 3.1 Within eight weeks from his internal report, the employee shall be informed in writing, by or on behalf of the chairman of the Board of Management, or, if instituted, the Complaints Committee, of the Board of Management's, or, if instituted, the Complaints Committee's position with regard to the suspected irregularity and the action taken as a consequence of the employee's report.
- 3.2 If no position can be given within eight weeks, the employee shall be notified thereof by or on behalf of the chairman of the Board of Management, or, if instituted, the Complaints Committee and be given an indication as to when he will be informed of the Board of Management's, or, if instituted, the Complaints Committee's position.

Article 4. Reporting to the Chairman of the Supervisory Board

- 4.1 The employee may report the suspected irregularity to the chairman of the Supervisory Board, if:
- a. he disagrees with the position referred to in article 3;
 - b. he has not been given a position within the requisite period, as referred to in the first and second paragraphs of article 3;
 - c. the period as referred to in the second paragraph of article 3 is, given all circumstances, unreasonably long and the employee has objected against this to the chairman of the Board of Management, but the latter has not indicated a shorter, reasonable period;

- d. the suspected irregularity concerns a managing director of the company or a member of the Complaints Committee, if applicable, or
 - e. an exception as referred to in the next paragraph applies.
- 4.2 An exception as referred to in the previous paragraph applies if there is:
- a. a situation in which the employee has reasonable grounds to fear that an internal report would lead to countermeasures;
 - b. a previous, duly submitted, internal report about essentially the same irregularity, which has not removed the irregularity.
- 4.3 The chairman of the Supervisory Board shall on request make a written record of the report and of the date of its receipt and shall have the employee concerned sign the record for approval. The employee shall receive a copy of the record.
- 4.4 The chairman of the Supervisory Board shall send a confirmation of receipt to the employee who reported the suspected irregularity. If the employee had previously reported the suspected irregularity, the confirmation shall refer to the original report.
- 4.5 Immediately after the employee's report, the Supervisory Board shall start an investigation into the suspected irregularity.
- 4.6 The employee who has reported the suspected irregularity and the person to whom he has reported shall keep the report confidential. No information shall be provided to third parties in or outside the company and its group companies without the consent of the chairman of the Supervisory Board. In providing information, the name of the employee shall not be disclosed and information shall otherwise be provided in such a manner as to safeguard where possible the anonymity of the employee.

Article 5. Reporting to the Chairman of the Supervisory Board

- 5.1 Within eight weeks from his internal report, the employee shall be informed in writing, by or on behalf of the chairman of the Supervisory Board of the Supervisory Board's position with regard to the suspected irregularity and the action taken as a consequence of the employee's report.
- 5.2 If no position can be given within eight weeks, the employee shall be notified thereof by or on behalf of the chairman of the Supervisory Board and be given an indication as to when he will be informed of the Supervisory Board's position.



Article 6. Legal protection

The position of employees who have reported a suspected irregularity in accordance with these rules shall not be affected in any way as a result of the report.

Article 7. Effective date

These rules shall take effect on 1 January 2005.