



ARROW EMEA REGION WHISTLEBLOWER PROTECTION POLICY

1. Purpose of this Policy

This Whistleblower Protection Policy ("Policy") has been developed so that whistleblowers, as defined below, can freely without fear of adverse consequences or retaliation, raise concerns about conduct that they perceive to be in violation of Arrow policies or applicable laws. Retaliation by anyone against a person for speaking up about a potential violation, or who participates in an investigation of such reports is against the law and Arrow policy.

No employee will be disciplined, lose a job, or be retaliated against in any way for asking questions or voicing concerns about our legal or ethical obligations, when acting in good faith.

2. Scope of this Policy

2.1. Who Is an Eligible Whistleblower?

You are an **eligible whistleblower** if you are a former or current Arrow employee, intern, consultant, vendor, candidate for employment, subcontractor or one of its employees (hereafter referred to as a "**whistleblower**").

AND

- a. your matter is a disclosable matter (as defined below) and not an excluded matter
- b. you do not want to raise your concerns via Arrow's reporting processes; and
- c. you have a genuine and reasonable concern about suspected or actual misconduct.

2.2. What Are Disclosable Matters?

Disclosable matters involve information that the **whistleblower has reasonable grounds to suspect misconduct, illegal activities, or conduct** relating to Arrow. Examples of disclosable matters may include, but are not limited to:

- Fraud, bribery, corruption, money laundering or misappropriation of funds.
- Breach of trust and breach of duty.
- Breach of national legislation and Union law.
- Any matter that represents a danger to the public interest or financial system.
- Threat of retaliatory conduct.
- Seeking guidance about this Policy or any Arrow policy.

If your matter is not a disclosable matter (as a personal work-related grievance as described below), you will not qualify for protection under Directive 2019/1937 of the European Parliament and the Council ("Directive"). However, Arrow's Worldwide Code of Business Conduct & Ethics and/or applicable employment laws in your jurisdiction can provide you with the appropriate protection.

2.3. Personal Work-Related Grievances

Personal work-related grievances **do not** qualify for protection under the Directive or this Policy. Personal work-related grievances include matters relating to a person's current employment and have implications for the individual personally, without any material impact to Arrow. Examples of personal work-related grievances include interpersonal conflicts between staff or decisions with

pay, promotion, or demotion of employees etc. For personal work-related grievances, employees should contact their Human Resources Business Partner or their manager for guidance.

3. How to Make a Disclosure

3.1. Disclosures to Eligible Recipients

Whistleblowers can make reports or disclosures to the following (“**Eligible Recipients**”):

- An officer or a member of the local senior management team such as the Vice President of the appropriate business unit, a Vice President of Human Resources or a Vice President of Legal Affairs.
- To Arrow’s Legal and Compliance Department, as set out in the Arrow Worldwide Code of Business Conduct & Ethics at <https://www.arrow.com/en/fiveyearsout/company/reporting-and-governance> .
- Arrow Alertline, a 24 hour, 7 days a week third-party operated hotline via phone or web: <https://arrowalertline.com/> .



- By sending an email to compliance@arrow.com .

Whistleblowers may request to remain anonymous.

3.2. Disclosures to External Legal Practitioners

Information disclosed to an external practitioner for purposes of obtaining legal advice or legal representation to ascertain whether whistleblower protections apply to you, constitutes a disclosure protected under this Policy. The Directive does not affect the protection of confidentiality of communications between a legal practitioner and their client, as provided under national and Union law.

3.3. Disclosures to Regulatory Bodies and External Parties

A disclosure of information of a disclosable matter may also be made to the European Anti-Fraud Office, the European Maritime Safety Agency, the European Aviation Safety Agency, the European Security and Markets Authority and the European Medicines Agency as prescribed by the Directive, Union, or national laws from time to time. Such disclosure is protected under this Policy.

Such disclosure may be made when:

- a. the disclosure has previously been made to Arrow in accordance with this Policy;
- b. a period of at least 3 months has passed since that disclosure was made;
- c. the whistleblower has not received any feedback; and
- d. the whistleblower has reasonable grounds to believe that no action has been taken to address the disclosed matter.

A disclosure that qualifies for protection under this Policy may be made to a journalist (‘public interest disclosure’) if it meets all elements describe in (a) through (d) above AND after the whistleblower gives written notice to Arrow of his or her intention to make a public interest disclosure.

4. Legal Protections for Whistleblowers

4.1. Protection from Detrimental Acts or Omissions

A person cannot cause harm, disadvantage or detriment to a whistleblower relating to a disclosure, if:

- a. the whistleblower had reasonable grounds to believe that the information was true at the time of reporting and that such information fell within the scope of the Directive;
- b. that the whistleblower reported the matter either internally in accordance with Art 7 of the Directive or externally in accordance with Art 10 of the Directive or made a public disclosure in accordance with Art 15 of the Directive;
- c. the person believes or suspects that the whistleblower or another person may make a disclosure that qualifies for protection; and
- d. that suspicion or belief is the reason, or part of the reason, for the detrimental conduct.

Further, a person cannot threaten a whistleblower or another person including facilitators, colleagues or relatives of the whistleblower who are in a work-related connection with the whistleblower's employer or customer or recipient of services, in relation to a disclosure. The whistleblower or the other person do not have to fear that the threat would be carried out.

Arrow will take reasonable steps to protect eligible whistleblowers reporting disclosable matters from adverse consequences as a direct result of making the report, including but not limited to protection from:

- Dismissal.
- Disadvantageous changes in position, such as demotion.
- Harm, injury, or damage to property.
- Damage to reputation, business, or financial position.
- Discrimination, mobbing or harassment.

Arrow will take appropriate measures to prevent harm, disadvantage, or detriment to the whistleblower, including but not limited to:

- Taking protective actions, if necessary, such as making modifications to the whistleblower's working environment, or adjusting their or other employees' location or duties.
- Ensuring management is aware of their responsibilities in maintaining confidentiality, addressing the risk of isolation or harassment, managing conflicts, and ensuring fairness when managing the performance of the whistleblower.

4.2. Identity protection

Arrow will not disclose the identity of the whistleblower or information that would identify them in accordance with Art 17 of the Directive, Art 5 and 13 of Regulation (EU) 2016/679, Art 13 of Directive (EU) 2016/680 and Art 15 of Regulation (EU) 2018/1725 as applicable, except in the following circumstances:

- a. where the disclosure needs to be relayed to any Union or national agencies under applicable laws;
- b. to a legal practitioner (for the purposes of obtaining legal advice or representation about the whistleblower provisions);
- c. to a person or body prescribed by a Union or national laws; or
- d. where the whistleblower has consented to their identity being revealed.

Arrow will take reasonable steps to reduce the risk of that the whistleblower identify may disclosed by redacting all personal information that could identify the whistleblower. All documentation will be stored securely and only shared with those directly involved in investigating and managing the disclosure.

Even though Arrow will take necessary steps to maintain the confidentiality of the whistleblower, there may be instances where others may be able to guess or identify the whistleblower, for instance, if the whistleblower has previously told others about the matter or is one of a small number of individuals with access to that information.

It is against the law and this Policy for a person to disclose the identity of a whistleblower or information that would likely lead to identification of the whistleblower, except for the exceptions stated in 4.2 above. Should the whistleblower believe that there has been a breach of confidentiality, the whistleblower may lodge a complaint with the relevant external regulator.

Please note that Arrow can disclose the information in a disclosure to others with or without the whistleblower's consent if:

- a. the information does not include the whistleblower's identity;
- b. it has taken all reasonable steps to reduce the risk that the whistleblower may be identified from that information; and
- c. it is reasonably necessary for investigating the issues raised in the disclosure.

4.3. Compensation and Other Remedies

A whistleblower, or any other employee or individual, can seek compensation and other remedies through the courts if they:

- a. suffer loss, injury, or damage because of a disclosure; and
- b. Arrow failed to take reasonable precautions and exercise due diligence to prevent such detrimental conduct.

4.4. Civil, Criminal and Administrative Liability Protection

Whistleblowers are protected from any of the following in relation to their disclosure:

- a. civil liability (e.g., any legal action against the whistleblower for breach of an employment contract, duty of confidentiality or other contractual obligation);
- b. criminal liability (e.g., attempted prosecution of the whistleblower for releasing information unlawfully, or other use of disclosure against the whistleblower in protection (other than making a false disclosure)); and
- c. administrative liability (e.g., disciplinary action for making the disclosure).

4.5. However, the whistleblower remains liable for any misconduct that the whistleblower has engaged in that it is revealed in the disclosure.

5. Investigation procedure

Once an Eligible Recipient is made aware of a potential disclosure, the following steps will be taken depending on the unique facts and circumstances:

5.1. Validation Guidelines

Whistleblowers can make a disclosure through the various channels as set out in 3.1 of this Policy and have the option of remaining anonymous. Please note that should the whistleblower choose to remain anonymous; Arrow may be unable to undertake a complete investigation if it is not able to contact the whistleblower.

Once an Eligible Recipient is made aware of a potential disclosure, the appointed investigation officer and certain members of the senior management team (only on an as-required basis) will validate the eligibility of the disclosure. Based on the outcome of the validation, the disclosure may be further escalated to members of the global Senior Executive team, including the Chief Legal Officer, the Chief Financial Officer, or the Chief Human Resources Officer.

As part of the investigation process, Arrow will not disclose information that would likely lead to the identification of the whistleblower, without the whistleblower's consent, unless it is reasonably necessary for investigating the matters raised in the whistleblower.

Where the issue is determined an ineligible disclosure under the Directive and applicable Union and national laws, Arrow will inform the whistleblower that they may wish to escalate the issue through other Arrow reporting channels.

In all cases, Arrow will inform the whistleblower of the results of the initial assessment.

5.2. Investigation Guidelines

Where Arrow determines through its validation that a disclosure warrants further investigation, the Arrow Legal and Compliance department will investigate and may engage, if necessary, other Arrow departments or external parties. All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality.

While Arrow investigates the allegations, the whistleblower is required to keep confidential the fact that a disclosure has been made (subject to any legal requirements).

Any disclosures that implicate an employee or officer must be kept confidential, even if the whistleblower has consented to the disclosure of their identity and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the disclosure.

In circumstances where a whistleblower has the legal obligation to make a report to a statutory body or government department, the whistleblower should ensure that they comply with all such reporting requirements. The whistleblower can contact the Arrow Legal and Compliance Department for guidance.

5.3. Findings of the Investigation

Where appropriate the investigator will make recommendations to appropriate Arrow employees. The findings of the investigation will be documented in writing and stored in a confidential manner.

Where appropriate the findings of the investigation will be communicated to the whistleblower within a reasonable timeframe not exceeding three months. Please note that in some instances, it may not be appropriate to provide details of the findings or outcome the investigation to the whistleblower.

6. Fair treatment of individuals mentioned in the disclosure

If an employee other than the whistleblower is mentioned in the disclosure, Arrow will ensure that such individuals are treated fairly. This will be done by:

- a. handling the disclosures confidentially, where appropriate and practical in the circumstances; and
- b. ensuring that any investigations that need to be undertaken are done so in an objective, fair and independent manner.

- 6.1.** An employee who is implicated in a disclosure has a right to be informed of the allegations against them and will be given an opportunity to respond and provide additional information, during the investigation (subject to the whistleblower's right to anonymity). No permanent action will be taken against employees implicated in a disclosure until the investigation is complete.

7. Accessibility of this Policy

This Policy is made available on the Arrow website at:

<https://www.arrow.com/en/fiveyearsout/company/reporting-and-governance>

Training will be provided to employees and others eligible to be authorized recipients.
