

## NSK EUROPE SPEAK UP POLICY

NSK Europe Limited  
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## 1. Introduction

- 1.1. The NSK Europe Group (including its subsidiaries and European affiliated companies) ("NSK") is committed to conducting business with honesty and integrity, and we expect all employees to maintain the highest ethical standards, in accordance with our [Code of Ethics](#).
- 1.2. However, all organisations face the risk of things going wrong from time to time and, therefore, a culture of openness and accountability is essential in order to limit unethical issues from occurring and to address them promptly when they do occur.

## 2. Purpose of this policy

- 2.1. The purpose of this policy is to:

- 2.1.1. encourage Employees to report suspected wrongdoing as soon as possible through approved channels, in the knowledge that their concerns will be taken seriously and investigated appropriately;
- 2.1.2. reassure Employees that their confidentiality will be respected;
- 2.1.3. provide Employees with guidance as to how to raise concerns;
- 2.1.4. reassure Employees that they should be able to raise concerns without fear of reprisals, even if they turn out to be mistaken;
- 2.1.5. allow Employees to take the matter further if they are dissatisfied with NSK's response on the concerns expressed.

### Who does this policy apply to?

All persons working for, or on behalf of NSK, including any of our subsidiaries and affiliated companies in Europe, for example, employees, directors, officers, agency and contract workers, seconded personnel (e.g. Japanese Delegates), volunteers and interns, wherever located ("Employees")

- 2.2. This policy does not form part of, or affect, an Employees' contract of employment.

## 3. Reporting workplace concerns

- 3.1. Speaking up is the responsibility of everyone. At NSK, we take malpractice, wrongdoing or violations of our Code of Ethics extremely seriously. We encourage anyone with a genuine concern to report matters of suspected wrongdoing or dangers at work. This may include (but is not limited to):

- 3.1.1. improper conduct or unethical behaviour, such as:

- harassment, violence or bullying
- abuse of human rights
- drug or alcohol abuse
- conflicts of interest
- improper use of social media
- dangers to health & safety or the environment
- misuse of confidential information
- improper use of company assets

- 3.1.2. illegal behaviour such as:

- giving or receiving of bribes or other improper advantages

- competition law or anti-trust violations
- financial malpractice or fraud

3.1.3. actions that would adversely affect NSK's reputation

3.1.4. any other behaviour that is inconsistent with the principles in our Code of Ethics; or

3.1.5. any attempt to hide any of the above

### 3.2. **This policy is not relevant for:**

3.2.1. complaints relating to personal grievances. In such cases, you should refer to your local HR Procedures; and/or

3.2.2. concerns or questions relating to Employee pay, benefits or contractual conditions which should be raised through local HR channels.

3.3. If you are uncertain whether something is within the scope of this policy, you should seek advice from the Legal, Risk & Compliance Department (whose contact details are set out below).

## 4. **How do I speak up?**

4.1. We believe that our Employees are our most important asset. By creating open channels of communication, we can promote a positive work environment. In addition, an effective reporting system enhances our efforts to foster a culture of integrity and ethical decision-making, encouraging a speak up culture.

4.2. As such, we've made sure there are several different ways for you to speak up and we encourage you to choose whichever you feel the most comfortable with in the circumstances:

### **Option 1 – Report to your Line Manager, or a Senior Manager**

We know it is not always easy to raise your concerns, however, we hope that in many cases you will be able to do so with your Line Manager. You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases, they may refer the matter to your local HR or the Legal, Risk & Compliance Department.

### **Option 2 – Report to your local HR Team**

If you don't feel it is appropriate to discuss the issue with your Line Manager or a Senior Manager, you can discuss the matter with your local HR team. Matters described in 3.2 oben should be referred to your local HR team.

### **Option 3 – Report to your local Compliance Champion**

Depending on your concern, your local Compliance Champion may be able to answer any questions that you have, be able to advise you who to speak to, or even help you set up a call with someone from the Legal, Risk & Compliance Department. To find out who your local Compliance Champion is, please [click here](#).

## Option 4 – Report to the Legal, Risk & Compliance Department

You can contact the Legal, Risk & Compliance Department directly as follows:

CALL: +44(0)1636 643070 or Ext 23 3070

EMAIL: [ehq-legal@nsk.com](mailto:ehq-legal@nsk.com)

## Option 5 – Report confidentially or anonymously (\*where your local law permits) to our external Ethics Line

There may be occasions where reporting a concern internally doesn't feel like the right approach. All Employees have access to the Ethics Line, either by calling the confidential freephone number, where operators are available to take your call 24 hours a day, 365 days a year, in your local language (or with support on the call from an interpreter, if necessary). Alternatively, you can report concerns using the secure web-based self-reporting system.

For a full list of the local freephone Ethics Line numbers, please [click here](#).

To access the secure web reporting system, please [click here](#).

## 5. More about the Ethics Line

The Ethics Line is a confidential reporting tool, run by an independent third party, NAVEX Global. It provides an important channel for all NSK Europe Employees to report ethical concerns confidentially, and anonymously (where local law permits\*) if you wish.

5.1. When making a report using the Ethics Line, you have two options:

### 1. Remain completely anonymous (where local law permits\*)

Once your report has been taken, NAVEX Global will provide you with a unique pass code which relates directly to your report, and will request that you either call back or log back into the web-reporting portal (as appropriate) in a set number of days (normally 20 working days), to allow sufficient time to initially investigate your concern. NSK may also contact NAVEX Global and provide them with questions to ask you in the event you call back. NAVEX Global will never reveal your identity to NSK.

### 2. Provide all details which will be included in the report

NAVEX Global will provide to NSK all of your contact details contained within the report. NSK will take responsibility to ensure details are held confidentially and stored in accordance with applicable privacy law. For further information, please refer to [NSK Europe's Data Retention Policy](#) and [Privacy Policy](#).

*\*The Netherlands currently does not permit anonymous reporting for some matters.*

5.2. Once a report has been received by NAVEX Global it will be transmitted to the Authorised Recipient in NSK. The Primary Authorised Recipients are the Legal Director & Company Secretary and the European Compliance & Governance Manager at NSK Europe Ltd. If a report involves the Legal, Risk & Compliance Department, NAVEX Global will contact only the Second Authorised Recipient (the European HR Director) or the Third Authorised Recipient (the Chief Financial Officer) if the report involves the Legal, Risk &

Compliance Department and HR Department.

5.3. Use of the NSK Europe Ethics Line is completely voluntary.

5.4. For guidance or more details about the Ethics Line, please visit the [FAQs](#) or contact the Legal, Risk & Compliance Department.

## 6. External Disclosures

6.1. The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in our workplace. In most cases you should not find it necessary to alert anyone externally.

6.2. The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body, such as a regulator. We strongly encourage you to seek advice before reporting a concern externally. If a matter is sufficiently serious to require notification to a regulator, the Legal, Risk & Compliance Department will seek external legal advice and report appropriately.

## 7. What happens once I have raised a concern?

7.1. The steps below outline what we do when an Employee raises a concern:

7.1.1. We will carry out an initial assessment to determine the scope of any investigation.

7.1.2. We will acknowledge the report either directly to you or indirectly via the Ethics Line. We may also use this channel to communicate with you as part of the investigation (where you have chosen to remain anonymous).

7.1.3. The Authorised Recipient will decide how and who best to investigate the matter (e.g. Human Resources, the Legal, Risk & Compliance Department, Internal Audit or another department, as appropriate).

7.1.4. Any action taken by NSK in response to a report will depend on the nature of the concern and the evidence which could be collected. In some cases, NSK may choose or be required to pass the matter for independent inquiry or for formal investigation by local police or authorities. In order to safeguard both NSK and individuals, enquiries will be made to determine the most appropriate process for investigating and progressing the concern.

7.1.5. If NSK decides to proceed with an investigation, the Authorised Recipient will investigate, keeping the person who raised the report informed of the process and likely timescale. However, sometimes the need for confidentiality will likely prevent NSK from disclosing specific details of the investigation or any actions taken as result. All information regarding the investigation should be treated as confidential.

## 8. Protection and Support

8.1. The decision to raise a concern may be a difficult one for you to make and you may be worried about possible repercussions. However, NSK encourages openness and will support Employees who raise genuine concerns in good faith under this policy, even if they turn out to be mistaken.

8.2. NSK will take all appropriate steps to minimise any difficulties that an Employee may experience as a result of reporting a concern in good faith.

8.3. NSK will not tolerate any type of victimisation or retaliation against anyone raising a genuine concern and will take appropriate action to protect any person who raises a genuine concern in good faith. Anyone involved in such conduct may be subject to disciplinary action.

8.4. If it is found that an Employee has made deliberately false or malicious allegations intentionally to the detriment of another person and/or NSK, that Employee may be subject to disciplinary action.

## **9. Confidentiality**

9.1. We hope that Employees will feel able to voice concerns openly, in line with this policy. However, if you want to raise your concern confidentially, we will keep your identity secret to the extent permitted by law. It will be necessary for anyone investigating your concern to know your identity. If we suspect that this could have consequences, we will discuss this with you.

9.2. Employees who choose to make disclosures anonymously should consider that a proper investigation may be more difficult or impossible if we cannot obtain further information from them. Employees who are concerned about possible reprisals if their identity is revealed should come forward to one of the contact points listed in Section 5 and appropriate measures can then be taken to preserve confidentiality.

9.3. Section 5 and appropriate measures can then be taken to preserve confidentiality.

## **10. Who is Responsible for this policy?**

10.1. The Compliance & Ethics Committee of the NSK Europe Ltd Board is responsible for Corporate Governance, Ethics and Compliance. It has responsibility for this policy, and for reviewing the effectiveness and actions taken in response to concerns raised under this policy.

10.2. The Legal Director & Company Secretary and European Compliance & Governance Manager have day to day operational responsibility for this policy and must ensure that all managers and other Employees who may deal with concerns or investigations receive appropriate support and training.

## **11. Processing of Personal Data**

11.1. The controller of Employees' personal data for the purpose of the Ethics Line is NSK Europe Ltd.

11.2. Personal data of the Employee making a report as well as other Employees or people whose personal data may be mentioned will be processed on the basis of the legitimate interests of NSK. Lawful business reasons for processing include enabling Employees to report fraud, corruption or other serious professional wrongdoing within NSK and managing the Ethics Line.

11.3. NSK Europe will ensure that any third party that processes NSK personal data complies with the applicable data protection legislation and keeps NSK's personal data confidential and secure.

11.4. An Employee should only share personal data that is relevant for the concern reported. An Employee should not share any sensitive personal data meaning personal data revealing racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership, any genetic data, biometric data for the purpose of uniquely identifying a natural person, data concerning health or data concerning a natural person's sex life or sexual orientation, unless it is necessary for the concern reported.

11.5. In certain circumstances, NSK may share and/or is obliged to share personal data with third parties in accordance with applicable data protection laws. These third parties will act as controllers of such personal data in their own right, and they will be responsible for compliance with applicable data protection laws. These third parties include:

- police;
- law enforcement bodies;
- other statutory bodies;
- the courts;
- other statutory regulators; and
- any other third party that NSK Europe is required by law to disclose information to.

11.6. We will maintain accurate records of any such disclosures and any subsequent action taken.

## **12. Your Rights**

- 12.1. Subject to local law, any person whose personal data is processed under this policy have the right to request access to personal data, the right to rectification of inaccurate personal data, the right to deletion, the right to limit the processing, the right to data portability. Any such person is also entitled to object to the processing of his or her personal data in certain situations.
- 12.2. Any person whose personal data is processed under this policy can also lodge a complaint with a relevant data protection supervisory authority.

## **13. If you are not satisfied**

- 13.1. Whilst we cannot always guarantee the outcome you seek; we will try to deal with your concern fairly and in an appropriate way. If you feel that a concern has not been adequately considered or investigated after you have raised it with one of the key contacts set out at section 5, you may contact the Chairman of the [Compliance & Ethics Committee](#).

## **14. Monitoring this policy**

- 14.1 NSK will maintain a record of all matters raised through this policy in order that the Compliance & Ethics Committee can make a proper assessment of its effectiveness and any issues arising from its use.