

**Integrity Regulations
of subsidiary companies affiliated with
Erasmus University Rotterdam
(hereinafter: Integrity Regulations 2021)**

Considering:

- The advice dated June 2020 from the EUR Holding Committee on Undesirable Behaviour and Misconduct (COOM), given its experience with the operation of the previous complaints regulations regarding (suspected) misconduct or (alleged) undesirable behaviour;
- The inaccessibility of the Committee Scientific Integrity of Erasmus University Rotterdam for the handling of complaints against researchers employed at EUR Holding or one of its subsidiaries regarding an (alleged) violation of scientific integrity, which requires setting up an independent facility for the handling of this type of complaints;
- The outcome of the matters discussed between EUR Holding and its subsidiaries;
- The outcome of the consultation with EUR Holding Confidential Counsellors;
- The approval by EUR Holding shareholders following their Annual General Meeting, particularly on the power to appoint confidential counsellors and members of the Complaints Committee.

Taking into account:

- a) Erasmus University Rotterdam Holding BV (hereinafter: EUR Holding) was founded in 1995 by Erasmus University Rotterdam (hereinafter: EUR) with the “*aim of establishing, participating in, managing, providing services and facilities to and financing other private companies and enterprises whose objective is to conduct and / or support research and education at the request of third parties, using the knowledge and facilities of EUR [etc.]*” and that EUR holds all shares of EUR Holding;
- b) EUR Holding holds all shares in the private subsidiaries (constituted as limited liability corporations and hereinafter referred to as LLCs) that have since been incorporated to develop the activities referred to in a) and which operate independently and without binding mandate from EUR Holding for this purpose;
- c) EUR Holding and its LLCs pursue a jointly established and supported integrity policy that engages them, as organisations, to encourage all stakeholders, both individually and collectively, to apply social, ethical and professional norms and values in their activities;
- d) EUR Holding and each LLC individually fulfil, as employer, their duty of care to protect employees from psychosocial and excessive workloads as reasonably possible, and wish to provide adequate procedures for reporting a suspected case of misconduct or violation of scientific integrity within the organisation;
- e) The regulations set forth in 2016 by EUR Holding and its LLCs, namely the *EUR Holding Regulations on Reporting Undesirable Behaviour and Complaints Procedure* and the *EUR Holding Regulations on Reporting Suspected Misconduct* have been partially revised or supplemented in 2018;
- f) Progressive insight has contributed to the decision of EUR Holding and its LLCs to merge, restructure and supplement the two schemes referred to in consideration e) with a procedure for notifications and investigations regarding (suspected) violations of scientific integrity and to be further adjusted where necessary or deemed desirable;
- g) The opportunity was seized to include the integrity policy referred to in c) in the following *Integrity Regulations 2021*.

EUR Holding and its LLCs adjudicate:

- 1) As of 8 March 2021, both the *EUR Holding Regulations on Reporting Undesirable Behaviour and Complaints Procedure* and the *EUR Holding Regulations on Reporting Suspected Misconduct*, last amended in 2018, no longer apply.
- 2) The present *Integrity Regulations 2021* is applicable from 8 March 2021.

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Section I – Integrity Policy

Article 1.1 – Integrity Policy

1. EUR Holding and its subsidiaries strive to instil a culture of integrity by fostering a climate that encourages all persons within their organisations to abide by the set standards of ethical conduct, both individually and collectively. These norms and values form the basis of the rules of conduct. The rules established by EUR Holding and its subsidiaries are crucially important, but not exhaustive. Compliance with laws and regulations, including unwritten rules which govern a particular profession or occupation are also subject to the integrity commitment of all stakeholders involved within EUR Holding and its subsidiaries. Furthermore, importance is attached to personal integrity, which concerns the general principles and standards of behaviour, such as decency, honesty, and openness.
2. With the aim of reaching a common understanding of ethical behaviour, EUR Holding and its subsidiaries define the following **Golden Rules of Conduct**:
 - I. We conduct ourselves in accordance with generally accepted standards of decency.
 - II. We adhere to academic codes and regulations as well as general law and regulations.
 - III. We handle finances, company property and information with the appropriate due care.
 - IV. We support colleagues as far as possible, and definitely avoid undermining them.
 - V. We never make (deliberate) untrue statements about colleagues, students or clients.
 - VI. We adhere, in our teaching and research, to the Netherlands Code of Conduct for Research Integrity 2018.
 - VII. The content of our contract teaching can be set in consultation with, but never exclusively by our clients.
 - VIII. We base our assessment of student performance on explicit and published requirements.
 - IX. We act independently and in ways to prevent any conflicts of interests or undue influence.
3. Compliance with the Integrity Policy is a joint responsibility:
 - a. EUR Holding appoints Confidential Counsellors (see Section V), provides a Complaints Procedure (see Section III) and sets up an independent Complaints Committee (see Section VI).
 - b. The Statutory Director and the Supervisory Board of all subsidiaries monitor the Integrity Policy and ensure continuous awareness of this Integrity Policy within their organisation(s).
 - c. Managers demonstrate their commitment to integrity, both in their own ethical conduct and in response to the conduct of others.
 - d. Employees reflect on what integrity implies in their work practice and also actively contribute to open discussions about ethical dilemmas that might arise within their organisation.

Section II – General

Article 2.1 – Definitions

In these Regulations, the following terms are understood to mean:

AGM	The Annual General Meeting of Shareholders of EUR Holding
Campus	The grounds and buildings of EUR.
Chair of the supervisory board	The person appointed as chair of the supervisory board of an LLC.
Committee	The permanent Complaints Committee set up by EUR Holding to investigate and assess Complaints of Undesirable behaviour, Misconduct or Violation of scientific integrity, and advise the LLC concerned about the Complaint.
Complaint	The written complaint by a Complainant about alleged Undesirable behaviour, suspected Misconduct or an alleged Violation of scientific integrity, submitted to the Committee after an Incident report has been discussed by the Complainant with a Confidential counsellor.
Complainant	The person who submits a Complaint to the Committee after discussing the Incident report with the Confidential counsellor.
Confidential counsellor	The person appointed as such by EUR Holding.
Defendant	The person against whom an Incident report or Complaint is made and who is in a Legal Relationship with an LLC.
EUR	Erasmus University Rotterdam, sole shareholder of EUR Holding.
EUR Holding	The private limited company Erasmus University Rotterdam Holding, the sole shareholder in LLCs whose activities are related to EUR.
Incident report	The written or oral notice of (suspected) Undesirable behaviour, Misconduct or Violation of scientific integrity to a Confidential counsellor.
Informant	The person who informs a Confidential counsellor of (suspected) Undesirable behaviour, Misconduct or Violation of scientific integrity, and who at the time of reporting the incident had a Legal relationship with an LLC.
Legal relationship	<p>One of the following legal relationships that are either still ongoing or terminated no later than three months before receipt of the Incident report:</p> <ul style="list-style-type: none"> ▪ An employment contract; ▪ A secondment agreement; ▪ A service agreement contract; ▪ Being enrolled as student or course participant in a course or training; ▪ An internship as part of an educational programme or for the purpose of gaining work experience; ▪ A hospitality agreement. <p>Moreover, but only in the case of an (suspected) Violation of scientific integrity and as such for an indefinite period:</p> <ul style="list-style-type: none"> ▪ A direct concern, for example as evidenced by the consequences of the violation that have a substantial influence on the legal position of the stakeholder, or a far-reaching societal importance.
LLC	A private limited company, constituted as a limited liability corporation, whose shares are wholly owned by either EUR Holding or EUR.
LLC concerned	The LLC with which the Informant or Complainant has a Legal Relationship.

Manifestly unfounded	A Complaint may be deemed manifestly unfounded if the Complainant's objections are unfounded and there is no reasonable doubt about that conclusion. For example: <ul style="list-style-type: none"> ▪ When the full or partial settlement of a Complaint is evidently contrary to laws or regulations; ▪ The Complaint concerns the rejection of a previous Complaint, without presenting new facts or changed circumstances since the first decision.
Misconduct	A presumption, based on reasonable grounds, of a negligence or wrongdoing with regard to an LLC, involving: <ul style="list-style-type: none"> ▪ An (imminent) criminal offense, such as theft, corruption and forgery; ▪ A gross (imminent) violation of laws, regulations or policies; ▪ An (imminent) danger to public health, safety or the environment; ▪ A (threat of) deliberate misinforming of public bodies; ▪ A (threat of) deliberate withholding, destruction or manipulation of information on wrongdoings described above.
Parties	Complainant and Defendant.
Regulations	The Integrity Regulations 2021
Secretary	The secretary of the Committee.
Stakeholder	Complainant, Defendant, witnesses and / or experts.
Statutory director	The legal or natural person appointed as statutory director of an LLC.
Supervisory board	The Supervisory Board of an LLC.
Undesirable behaviour	Behaviour that is regarded as inappropriate, annoying, intimidating, hurtful, threatening or unacceptable, which can be manifested verbally, non-verbally, physically, digitally or by other means, and which violates the personal integrity of another person. Undesirable behaviour is also understood to include (sexual) harassment, bullying, discrimination, threats, gossip, racist behaviour, aggression. An incident of Undesirable behaviour must have taken place in circumstances directly linked to the Legal relationship.
Violation of scientific integrity	An act or omission with regard to an LLC that reasonably suggests that there is a violation of set standards, as described in the Netherlands Code of Conduct for Research Integrity 2018.
VOG	Certificate of Good Conduct (in Dutch: <i>Verklaring Omtrent Gedrag</i> , or VOG).
Working day	All days with the exception of a Saturday, Sunday or a generally recognized public holiday, as referred to in the General Extension of Time Limits Act.
Written communication	E-mail messages or written documents attached to e-mails.

Article 2.2 – Applicability

1. These Regulations apply to Incident reports and Complaints relating to (suspected) Undesirable behaviour, Misconduct or Violation of scientific integrity.
2. These Regulations do **not** apply to:
 - a. Complaints from a course participant or student with regard to courses, training or other educational activities offered by an LLC. Such complaints are to be handled in accordance with the relevant complaints procedures as designated by the LLC.
 - b. Complaints regarding the contractual obligations of an LLC.
 - c. Complaints relating to a (suspected) Violation of research integrity by a person who is (also) an employee of EUR. In that case, the complaint must be submitted to EUR's Executive Board or to the Scientific Integrity Committee established by EUR.

Article 2.3 – Prescribed Course of Actions

1. An individual who enters into a Legal relationship with an LLC is called upon to make discussion of acting with integrity possible in a safe environment for all who are involved.
2. Any individual who is in a Legal relationship with an LLC may directly contact a Confidential counsellor.
 - a. Regarding (suspected) Undesirable behaviour or misconduct, please contact by e-mail: confidential-counsellor@holding.eur.nl.
 - b. Regarding (suspected) Violations of scientific integrity, please contact by e-mail: scientificintegrity-counsellor@holding.eur.nl.
3. In response to the Incident Report the Confidential counsellor will discuss possible solutions with the Informant, after which it is up to the Informant to proceed with submitting a formal Complaint or not.
4. The Committee will first decide whether it needs to reject the Complaint and if the Complaint is admissible. Furthermore, and in principle, the Committee will only handle Complaints after an Incident report has first been filed and discussed with a Confidential Counsellor.
5. A Complaint considered admissible and processed by the Committee will result in a recommendation to the Statutory director of the LLC concerned.
6. The Statutory director of the LLC concerned renders a decision on the Complaint based of the Committee's advice.
7. Anyone is at all times free to report an incident to the police. In that case, the Statutory director of the LLC concerned will cooperate with the police or judicial investigation relevant to the incident and the Statutory director can request the Committee to initiate its own investigation, as long as there are no pending legal proceedings.

Article 2.4 – Confidentiality

1. Every Incident report and Complaint will be treated with confidentiality. All who are directly or indirectly involved in an Incident report or Complaints procedure must treat all information therein in the strictest confidence.
2. The Committee may initiate investigations into possible breaches of confidentiality.
3. After verification of a possible confidentiality breach, the Committee may take additional measures to protect confidentiality. These measures may extend to the manner in which the Complainant and the Defendant are heard and whether or not access to documents and reports should be provided. The Committee may advise the Statutory director of the LLC concerned to take such appropriate measures.
4. A breach of confidentiality, which compromises finding out the truth, may result in the Committee ceasing the handling of the complaint and advising the Statutory director of the LLC concerned not to process the Complaint any further. In such case, all Parties will be informed of this decision in writing.
5. Confidentiality does not apply with regard to the exchange of information:
 - a. Between the Committee and the Secretary;
 - b. Based on the handling of Complaints as described in these Integrity Regulations 2021;
 - c. Based on the legal obligation towards police officers and authorised judicial authorities;
 - d. In the context of legal proceedings.

Article 2.5 – Legal protection

1. Informants, Complainants, witnesses, experts, Confidential Counsellors, the Secretary, chair and members of the Committee shall not suffer any detriment from LLCs on account of an Incident report or Complaint made in good faith.
2. The information pertaining to the handling of Complaints shall be kept in the personnel file of both the Complainant and the Defendant, in case they are employed with an LLC.

Article 2.6 – Complaint Against Statutory Director of the LLC Concerned

1. If a Complaint is lodged against the Statutory director of the LLC concerned, the term "Statutory director" stated in these Regulations in such cases will be replaced by "Chair of the supervisory board".

2. Contrary to the provisions in Article 4.1 paragraph 6, the Chair of the supervisory board shall report the advice of the Committee and an opinion thereon to the other members of the supervisory board of the LLC concerned.

Article 2.7 – Legal framework

1. Incident reports or Complaints regarding (suspected) Undesirable behaviour will be handled in compliance with Article 3 paragraph 2 of the Working Conditions Act and the General Equal Treatment Act.
2. Incident reports or Complaints with regard to (suspected) Misconduct will be handled in compliance with the Dutch Whistleblowers Authority Act.
3. Incident reports or Complaints with regard to a (suspected) Violation of scientific integrity will be handled in compliance with the Netherlands Code of Conduct for Research Integrity 2018.
4. In accordance with the provisions of Article 6, paragraph 1c of the General Data Protection Regulation, personal data shall only be collected and processed by Confidential Counsellors for the purpose of discussing the Incident report with the Informant. The Committee and the Secretary shall only collect and process personal data necessary to handle the Complaint.
5. Incident reports or Complaints shall not be handled with due observance of the Dutch General Administrative Law Act (Awb) and the Higher Education and Scientific Research Act (WHW).

Section III – Complaints Procedure

Article 3.1 – Submitting a Complaint

1. A Complaint can only be submitted in writing to the Committee by sending a message via e-mail to coom@holding.eur.nl.
2. A Complaint must be submitted in the Dutch language to the Committee. However, the English language may be admissible if the Complainant communicates more fluently and efficiently in that language, without causing disproportionate detriment to the interests of other stakeholders. The chair of the Committee, or in his absence, the vice-chair, is empowered to decide on behalf of the Committee which language is appropriate in such case.
3. A Complaint must include the following information:
 - a. The name and contact details (address, e-mail address and telephone number) of the Complainant;
 - b. A description of the Complainant's Legal relationship;
 - c. The name and job position of the Defendant;
 - d. A clear description of the (suspected) Undesirable behaviour, Misconduct or Violation of scientific integrity;
 - e. The date (s), time (s) or period (s) of time during which the (suspected) Undesirable behaviour, Misconduct or Violation of scientific integrity took place;
 - f. If available, written documents or other evidence to substantiate the description referred to in paragraph 3 (d) of this Article, or any time information as referred to in paragraph 3 (e);
 - g. If available, the name and contact details of one or more witnesses with regard to the (suspected) Undesirable behaviour, Misconduct or Violation of scientific integrity;
 - h. A description of the steps already taken by the Complainant.
4. When signing a Complaint, the Complainant must use an e-mail address that can be traced back to the Complainant. The Committee Secretary may request additional information from the Complainant to verify their identity.
5. The Committee will give the Complainant the opportunity to rectify their Complaint within 10 Working days if it does not meet the submission requirements laid down in paragraphs 1 to 4 of this Article. The Committee may extend this period at the request of the Complainant.
6. The date on which the Complaint is received and officially acknowledged by the Committee corresponds to the date of the received email in which the submitted Complaint satisfies the requirements laid down in paragraphs 1 to 4 of this Article, or the date of the sent rectified Complaint by the Complainant, as referred to in paragraph 5 of this Article.
7. After the acknowledged date of receipt, in accordance with paragraph 6 of this Article, the Secretary confirms receipt of the Complaint in a written notification to the Complainant, stating these Regulations.

Article 3.2 – Rejection of Complaint

1. The Committee will not handle a Complaint when one of the following grounds applies:
 - a. The Complaint concerns Undesirable behaviour or Misconduct which took place more than one year prior to lodging the Complaint.
 - b. The Complaint concerns a Violation of scientific integrity which took place more than five years prior to lodging the Complaint, or if an investigation by the Committee is no longer reasonably possible due to the passing of time.
 - c. The Defendant does not have a Legal relationship with the LLC concerned or the Defendant's Legal relationship has ended more than three months before submission of an Incident report or Complaint.
 - d. The Complaint is Manifestly unfounded.
 - e. The matter raised in the Complaint is already the subject of legal proceedings against the Defendant or LLC concerned.
 - f. The Complainant did not first discuss an Incident report concerning the matter raised with a Confidential counsellor, whereas the Committee sees no compelling urgency in the interest of the Complainant or LLC concerned to skip that step from the Complaints procedure.
 - g. The Complainant submits a complaint anonymously.

2. The Committee will notify the Complainant in writing if a Complaint will not be handled.
3. The chair of the Committee (or in the chair's absence, the vice-Chair) is authorised to decide on behalf of the Committee whether or not to handle the Complaint in accordance with paragraph 1 of this Article.

Article 3.3 – Inadmissible complaint

1. The Committee can declare a Complaint inadmissible if:
 - a. The Complainant has not met all the requirements for submission of a Complaint, as stated in Article 3.1.
 - b. The matter raised in the Complaint does not relate to Undesirable behaviour, Misconduct or a Violation of scientific integrity.
2. The Committee shall inform the Complainant in a substantiated writing of the inadmissibility of the Complaint.
3. The chair of the Committee Chair (or in the chair's absence, the vice-Chair) is authorised to decide on behalf of the Committee whether a Complaint is admissible under the provisions in paragraph 1 of this Article.

Article 3.4 – Complaints handling procedure

1. The Committee shall inform the Defendant and the Statutory director of the LLC concerned if a Complaint is deemed admissible and will be processed.
2. The Committee informs the Defendant and Statutory Director of the LLC concerned by providing a copy of the Complaint. If witnesses are mentioned in the Complaint, the Committee shall redact any personal data from these witnesses before providing the copy.
3. The Defendant may submit a written statement of defence within 15 Working days after being notified by the Committee about the Complaint. The Committee can extend this period at the request of the Defendant. The Committee shall then send a copy of the statement of defence to the Complainant.
4. The Committee discusses the Complaint and the statement of defence with the Parties during a hearing.
5. The Complaint is generally processed within 8 weeks from the date it was received. The Committee shall during that period either come to an advice on the Complaint or declare it inadmissible. The Committee may decide to extend this period of time and in that case shall inform both Parties and the Statutory Director of the LLC concerned thereof in writing.
6. The Committee may advise the Statutory Director of the LLC concerned to take temporary or other measures during the handling of the Complaint.

Article 3.5 – Withdrawal of a Complaint

1. The Complainant may withdraw the Complaint by means of a written notice to the Committee to that effect.
2. If the Complaint is withdrawn, the Committee shall stop the complaints handling procedure without delay and immediately inform the Defendant and the Statutory Director of the LLC concerned thereof in writing.

Article 3.6 – Assistance

1. The Complainant and the Defendant may receive assistance from an authorised representative or the Confidential counsellor. In that case, the Confidential counsellor shall participate as observer alongside the Complainant or Defendant.
2. The authorisation must be provided in writing, dated and signed by the Complainant or Defendant using assistance. A written authorisation is not required if a Party is represented by a lawyer.
3. When a Party seeks representation, the Committee shall send all documents regarding the complaints handling, in writing, to that Party's authorised representative.
4. Any costs incurred for an authorised representative shall be borne by the Party making use of assistance.

Article 3.7 – Hearing

1. The Committee determines the date and place of a hearing once the Complaint is declared admissible (hereinafter: the Hearing). The Hearing shall take place within 25 Working days from the date of receipt of the Complaint, unless the Committee decides that more time is required.

2. The Committee shall promptly summon all Stakeholders in writing, but no later than five Working days before the date set for the Hearing.
3. The Committee may decide to spread the Hearing over several days.
4. The Committee may decide to handle several related Complaints during a Hearing.
5. The Committee may summon witnesses and experts to be heard. If the identity of a witness cannot be disclosed to the Parties, the Committee will disregard hearing that witness.
6. The Hearing is to be held in private.
7. In principle, the Hearing is held in Dutch. However, the English language may be used if it facilitates communication and does not threat or disproportionately harm the interests of third parties. The chair of the Committee shall determine which language is appropriate to use during the Hearing. When a Party does not speak or have an adequate command of the Dutch language, they are permitted to use an interpreter at their own expense during the Hearing.
8. During the Hearing, Complainant and Defendant may receive assistance from a Confidential counsellor or authorised representative, and by a maximum of one additional person of their choosing.
9. In principle, the Complainant, the Defendant, witnesses and experts are all heard in person and without each other's presence. The Committee may however decide to hear Parties in each other's presence.
10. The Committee may refrain from hearing one of the Parties (Complainant or Defendant) if that person stated they do not wish to exercise their right to be heard.
11. Hearings may be recorded by the Committee for fair and accurate reporting purposes. The recordings remain in the possession of the Committee and shall be destroyed after the file has been closed.
12. The Committee may direct a Hearing to take place electronically, if necessary.

Article 3.8 – Reporting

1. After the Hearing, The Committee sends the written report from the Hearing to both the Complainant and Defendant, who are asked to provide a separate, substantive response in writing within 5 Working days, if desired. The Committee shares response(s) from one Party with the other Party.
2. Witnesses or experts called in to the Hearing shall receive from the Committee relevant passages of the Hearing's report pertaining to their testimony, with the request to provide a separate, substantive response in writing within 5 Working days, if desired. The response(s) will be shared by the Committee with the Parties.
3. If no reaction to the Hearing's report is provided by the Stakeholders within the specified period, the report will be formally set.

Article 3.9 – New facts and circumstances

If, after hearing the Stakeholders in a Complaint, the Committee learns of new facts or circumstances that could impact its opinion and advice about the Complaint, the Committee shall inform the Parties of these new revelations and the Parties will be given the opportunity to be heard again.

Article 3.10 – Committee advice and recommendations

1. The Committee sends its written advice to the Statutory director of the LLC concerned, stating therein:
 - a. The name and address of the Complainant.
 - b. The name of the Defendant.
 - c. The nature of the Complaint.
 - d. The course and outcome of the complaints handling procedure by the Committee.
 - e. A justified answer as to whether the Complaint is admissible and/or justified.
 - f. In the event of an admissible and justified Complaint, the Committee also advises on the ensuing measures that can be taken by the LLC concerned.
 - g. The recommendation of a possible after-care programme for the Complainant or the Defendant if needed.
2. The report of the Hearing and any written responses from the Stakeholders to the report will be added to the advice by the Committee to the Statutory director of the LLC concerned.

Section IV – Outcome of the complaint procedure

Article 4.1 – Decision notice LLC concerned

1. Based on the Committee's advice, the Statutory director of the LLC concerned first forms an opinion on the Complaint prior to contacting the Defendant. Before taking a decision, the Statutory director of the LLC concerned may request additional information from the Committee.
2. If the Statutory director of the LLC concerned intends to deviate from the advice of the Committee, they must first consult the chair of the Committee before making a final judgment about the Complaint.
3. Within 15 Working days of receipt of the Committee's advice, the Statutory director of the LLC concerned will inform the Complainant and the Defendant of the Committee's recommendations, along with the decision Statutory director has taken. The issued decision may include — if applicable — which measures will be taken against the Defendant.
4. The period referred to in paragraph 3 of this Article may be extended by ten Working days by the Statutory director of the LLC concerned if additional information is deemed necessary (see paragraph 1 of this Article) or if further consultation with the chair of the Committee is needed (see paragraph 2 of this Article). In that case, the Statutory director of the LLC concerned shall notify the Complainant and the Defendant in writing.
5. If the decision by the Statutory director of the LLC concerned deviates from the Committee's advice, they shall notify the Complainant and the Defendant and substantiate their reasons for deviating.
6. The Statutory director informs the supervisory board of the LLC concerned of the Committee's advice and the subsequent decision taken (including any substantiation if the decision deviates from the advice).
7. The Committee and Confidential counsellors receive a copy of the written notice sent to the Complainant and Defendant by the Statutory director of the LLC concerned.
8. An objection or appeal against the decision issued about the Complaint by the Statutory director of the LLC will not be taken into consideration. The Complainant or Defendant is free to take legal action if desired.

Article 4.2 – Measures and Disciplinary Actions

The Statutory Director of the LLC concerned can take measures or disciplinary actions to resolve the Complaint:

- a. For an employee, a disciplinary action as referred to in the General Terms and Conditions of Employment of EUR Holding, applicable to the employment contract with the LLC concerned, whereby the most severe measure may lead to dismissal.
- b. For seconded employees, termination of the secondment agreement to the LLC concerned, or non-renewal of such an agreement.
- c. For interns, termination of the agreement on the basis of which the internship takes place at the Company concerned, or announcement of the non-renewal of such an agreement
- d. For clients or contractors, termination of the contractual agreement with the LLC concerned, or the non-renewal of such an agreement.
- e. For students and course participants, a warning, a reprimand, a conditional or definitive denial of access to educational activities, facilities and resources of EUR, EUR Holding and the subsidiaries (LLCs).
- f. For persons in a hospitality agreement with the LLC concerned, termination of that agreement.
- g. Within the LLC concerned, an organisational change as to give a formal pledge to address the consequences of undesirable behaviour, misconduct or violations of scientific integrity, or to provide additional preventive measures.

Section V – Confidential Counsellors

Article 5.1 – Independence

1. The Confidential Counsellors provide confidential counselling and operate independently from EUR Holding subsidiaries (LLCs).
2. The independence requisite of Confidential Counsellors is essential and incompatible with them receiving any instructions from an LLC, its Statutory Director, Supervisory Board and employees.

Article 5.2 – Appointment of Counsellors

1. For all subsidiaries (LLCs), EUR Holding shall appoint:
 - a. One or more Confidential Counsellors for handling reports of (alleged) undesirable behaviour or (suspected) misconduct.
 - b. One or more Confidential Counsellors for handling reports of (alleged) violation (s) of scientific integrity.
2. EUR Holding appoints confidential counsellors from applicants who have postulated to be Confidential Counsellors. The candidates must submit their CV (curriculum vitae), a Certificate of Conduct (VOG) and a completed and signed non-disclosure agreement (NDA) with EUR Holding.
3. Before proceeding with appointing a new Confidential Counsellor, EUR Holding Statutory Director must first obtain approval from the shareholder(s) of EUR Holding.
4. The first appointment of a new Confidential Counsellor is valid for a period of at least 1 year. Subsequently, EUR Holding Statutory Director may renew the appointment.

Article 5.3 – Resignation and Dismissal

1. Confidential counsellors may resign from this position at any time at their own request.
2. The appointment of a confidential counsellor can be terminated if the person concerned accepts a job position that is incompatible with the independence requisite, as described in Article 5.1, paragraph 2.
3. A confidential counsellor may be dismissed by the EUR Holding Supervisory Board if serious reasons give rise thereto. The decision for dismissal requires approval at EUR Holding's AGM.

Article 5.4 – Confidential Counsellors Duties

1. Confidential counsellors provide the interested parties with information about these *Integrity Regulations 2021* and the procedures for handling incident reports and complaints.
2. Confidential Counsellors hold consultation meetings with informants, complainants and defendants, offer them emotional support and if necessary, refer them to a professional assistance agency or care provider.
3. The Confidential Counsellor informs and advises an informant on possible options to resolve the (alleged) undesirable behaviour, (suspected) misconduct or (alleged) violation of scientific integrity. It is up to the Informant to decide whether to pursue the matter.
4. Confidential counsellors shall alert the Statutory Director of the LLC concerned after receiving signals of (alleged) violations of scientific integrity, (alleged) undesirable behaviour or (suspected) misconduct, whether or not these signals lead to an incident report or complaint.
5. Confidential Counsellors have a duty to advise the Statutory Director of LLCs, at their request or from their own initiative, about preventing and eradicating violations of scientific integrity, undesirable behaviour and misconduct, including advising on the Integrity Policy of EUR Holding and its LLCs.
6. The Confidential Counsellors are responsible for registering incident reports, without including any personal data in the registration. Confidential Counsellors are the only persons authorised to link the registered data to natural persons. The data may not be used for other purposes.
7. Confidential Counsellors submit annually an anonymised report to the Statutory Director of all LLCs, which includes the number and nature of incidents reported. Upon request, Confidential Counsellors may add to the annual report their advice on preventing and combating inappropriate behaviour, misconduct and violations of scientific integrity.

Article 5.5 – Confidential Counsellors Powers and Working Methods

1. To conduct their duties, Confidential Counsellors are empowered to:
 - a. Obtain all relevant information in consultation with the Statutory Director of the LLC concerned.
 - b. Consult internal and external experts on their own initiative.
 - c. Request the service of an expert, arbitrator or mediator.
 - d. Access to all organisational departments of the LLCs and conduct meetings with any person associated with the LLC through a Legal relationship.
2. The LLCs shall provide Confidential Counsellors with all the information and facilities reasonably necessary for them to conduct their duties appropriately.
3. Confidential Counsellors shall not process an incident report if unrelated to an (alleged) violation of scientific integrity, (alleged) undesirable behaviour or (suspected) misconduct.
4. A confidential counsellor will not process an incident report that is unconscionable or malicious, or when there are conflicts of interest, facts or circumstances that could influence an impartial judgment. In that case, the Informant will be referred to another confidential counsellor or other authority to handle the Incident Report.
5. A Confidential counsellor may not simultaneously assist the Informant / Complainant and the Defendant and must refer one of the Parties to another confidential counsellor.
6. A person may submit a complaint about the actions of a confidential counsellor in writing to the Confidential Counsellor in question. If a subsequent discussion between the two parties does not lead to a satisfactory resolution for the complainant, they can in turn submit their complaint in writing to the Statutory Director of EUR Holding.
7. Confidential counsellors are solely accountable to EUR Holding Statutory Director in the performance of their duties. This expressly ensures their confidentiality obligation and honouring of the non-disclosure agreement.

Article 5.6 – Remuneration

Confidential Counsellors receive a receive remuneration according to an amount set by the Statutory Director of EUR Holding.

Section VI – The Committee

Article 6.1 – Composition and Member Appointment

1. EUR Holding selects the Committee to handle complaints of alleged undesirable behaviour, suspected misconduct or alleged violations of scientific integrity, and to provide advice and recommendations on resolving such complaints.
2. The select Committee consists of a minimum of three and a maximum of six persons, distinguished according to their role of Chair, Vice-Chair or Member.
3. In forming the select Committee, EUR Holding strives for inclusiveness and balance. When there are vacancies, the following factors are considered when recruiting and selecting candidates:
 - a. At least two-thirds of Committee members possess a background in academic education or scientific research;
 - b. At least one third of Committee members possess a legal background;
 - c. The aim is to achieve gender equality in the Committee membership;
 - d. The aim is to achieve a proportional age representation within the Committee.
4. The following persons cannot be appointed to sit on the select Committee:
 - a. Persons who are part of the Statutory Director or Supervisory Board of an LLC.
 - b. Deans, or members of the Executive Board or of the Supervisory Board of EUR.
 - c. EUR Directors.
 - d. Confidential Counsellors.
 - e. Persons who have a dependent relationship with an LLC.
5. Before being selected as a member to the Committee, candidates must submit their CV (curriculum vitae), a Certificate of Conduct (VOG) and a completed and signed non-disclosure agreement (NDA) with EUR Holding.
6. EUR Holding appoints the Chair, the Vice-Chair and Members of the Committee, after obtaining the approval of shareholders at the AGM.
7. Appointments are for a duration of 4 years, with the understanding that this term can be altered to spread the retirement schedule in order to safeguard continuity of the Committee.
8. EUR Holding may decide to reappoint the Chair, the Vice-Chair and Members of the Committee.

Article 6.2 – Resignation and Dismissal

1. A Chair, Vice-Chair or member may resign from the Committee at any time at their own request.
2. The Committee membership is terminated if a member accepts a job position which is incompatible with the role of Committee member, as referred to in Article 6.1, paragraph 4.
3. EUR Holding may dismiss the Chair, Vice-Chair or a Committee member if, after hearing both the person concerned and the shareholders at the AGM, there are serious reasons to do so.

Article 6.3 – Committee Secretary

1. EUR Holding elects a Committee Secretary.
2. The Secretary is responsible for planning meetings of the Committee and reporting. If desired, the Committee may be assisted by the Secretary in drawing up its advice.
3. In carrying out the activities stated in these Regulations, the Secretary shall only receive instructions from the Committee Chair or Vice-Chair.
4. The Committee Secretary is not a Committee member.

Article 6.4 – Committee Tasks

1. The Committee decides without duty bound consultation about the admissibility and handling of a complaint.
2. The Committee handles admissible complaints by investigating and assessing them, discusses recommendations and delivers its advice to the Statutory Director of LLCs concerned.

3. The Committee is authorised to advise LLCs at their request or on its own initiative, on the prevention of undesirable behaviour, misconduct and violations of scientific integrity.
4. The Committee annually submits an anonymised report to the Statutory Director of all LLCs, which includes the number and nature of incidents reported to the Committee, the number of Complaints lodged, the nature of handled Complaints, and the advice and recommendations of the Committee on resolving the Complaints. The Committee may elect to add advice on preventing Complaints.

Article 6.5 – Committee Powers and Working Methods

1. The Committee is empowered to obtain all information and advice it deems necessary to accurately conduct its duties, including consult witnesses and experts, regardless of whether or not they are associated with LLCs.
2. The LLCs shall make available to the Committee, upon request or otherwise, all information and facilities necessary for the proper performance of its duties;
3. The Committee holds a meeting to handle complaints that comprises three persons, including at least the Committee Chair or Vice-Chair. At least one of these persons must be a lawyer. The Committee Chair (or in the Chair's absence, the Vice-Chair) determines the composition of the Committee meeting session.
4. In its assessment of a complaint, the Committee will also consider the extent to which there has been a violation of the LLC Integrity Policy and associated rules of conduct.
5. The Committee adopts a decision by a simple majority. In the event of a tie vote, the Committee Chair (or in the Chair's absence, the Vice-Chair) may give the casting vote.
6. All Committee meeting sessions are held privately.
7. All incident and complaint files subjected to these Regulations will be kept in the confidential archive maintained by the Committee Secretary for a period of up to 10 years after handling. After that, the files are destroyed.

Article 6.6 – Substitution and Recusal

1. Committee meeting participants must not have been involved with the matter raised in the Complaint, the Complainant, or the Defendant.
2. Committee participants may recuse themselves from a meeting.
3. The Complainant or Defendant may object to the presence, during a meeting, of one of the Committee participants if they believe the participant to be biased. A justified request for challenge must be submitted in writing to the Committee Secretary.
4. The full Committee, minus the person (s) concerned in the challenge, makes a substantiated decision about the challenge request. No appeal or objection is possible against this decision.
5. In the event of a recusal or granted objection, the Committee participant in question will be substituted by another member of the Committee. The provisions described in paragraph 3 of Article 6.5 shall apply *mutatis mutandis*, insofar as possible.
6. The adopted decision of the Committee on objections, together with any change in the composition of the Committee shall be promptly communicated to the Complainant and the Defendant.

Article 6.7 – Remuneration Committee Members

The Chair, Vice-Chair and Members of the Committee receive remuneration according to an amount set by the Statutory Director of EUR Holding

Section VII – Transitional and Final Provisions

Article 7.1 – Interpretation

In cases pertinent to these Regulations which are not covered under the provisions of these Regulations, or in instances where these Regulations give rise to multiple interpretations, EUR Holding Statutory Director shall issue a decision after consultation with AGM shareholders.

Article 7.2 – Translation

In the event of discrepancies between this translation and the original Dutch version, the Dutch version shall prevail.

Article 7.3 – Publication

EUR Holding and its subsidiaries (LLCs) shall post these Regulations on their respective websites and impart to these Regulations them to all stakeholders when entering into a Legal Relationship.

Article 7.4 – Legal Citation

These Regulations shall be referred to and cited as: *Integrity Regulations 2021*.

Article 7.5 – Applicable Law

These Regulations are exclusively governed by Dutch law.

Article 7.6 – Administration of Regulations

These Regulations are administered by the Committee Secretary.

Article 7.7 – Extension of Validity Nominations and Appointments

1. The appointment of Confidential Counsellors under the provisions of the *EUR Holding Regulations on Reporting Suspected Misconduct* or the *EUR Holding Regulations on Reporting Undesirable Behaviour and Complaints Procedure* shall remain in force – for the period stated in each respective scheme – as the designated Confidential Counsellor under these Integrity Regulations 2021.
2. The nomination of persons for the Committee on Undesirable Behaviour and Misconduct (COOM) under the provisions of the *EUR Holding Regulations on Reporting Suspected Misconduct* or the *EUR Holding Regulations on Reporting Undesirable Behaviour and Complaints Procedure* shall remain in force – for the period stated in each respective scheme – as the nominated persons in the Committee.