



PROCEDURE ON REPORTS OF MISCONDUCT

Bonava AB (publ)
(556928-0380)

Decided by the CEO on 4 December 2017

TABLE OF CONTENTS

1. Background and purpose	3
2. Procedure statement	3
3. Relevant Entity	5
4. Roles and responsibilities.....	5
5. Monitoring of compliance.....	6

1. **Background and purpose**

Bonava might be faced with reports of misconduct. Those reports must be handled properly and consistently and have to be approached according to the severity of the alleged misconduct.

This procedure regulates in a uniform way how the group manages reports on misconduct as well as defining roles and responsibilities for the area.

2. **Procedure statement**

2.1 Reports of Misconduct

2.1.1 Reports on Violations of our Values and Principles

Violations of our Values and Principles constitute a breach of internal and/or external rules.

Examples: human rights violations, corruption, fraud, embezzlement, physical violence, cartelisation, intentional health & safety breaches, intentional environmental breaches, discrimination, sexual harassment, other violations of the Code of Conduct and other Group policies and procedures.

2.1.2. Contract-Related Complaints

Contract-related complaints constitute reports by third parties (e. g. customers, suppliers or subcontractors) regarding alleged misconduct that is in direct relation with a contract Bonava has concluded without involving the breach of our values or principles. If the reported conduct allegedly breaches our values and principles it must be categorized as (severe or not) report on violations of our values and principles and be handled as such.

Examples: Delayed payments, delayed handling of defects, disagreements about the owed performance

2.2 Receiving Reports of Misconduct and first Evaluation

2.2.1 Receiving Reports

2.2.1.1 Bonava's SpeakUp System

Bonava's SpeakUp System provides every stakeholder of Bonava with the opportunity to anonymously report misconduct through an independent third party company. Bonava guarantees protection of everyone that raises honest concerns.

The General Counsel is the process owner and primary administrator of Bonava's SpeakUp System.

Reports of misconduct that are filed via the SpeakUp System will get translated and directly sent by People InTouch to the General Counsel. If the report concerns the General Counsel it shall be sent to the CEO.

The General Counsel then evaluates the nature of the complaint and decides on the measures that have to be taken.

2.2.1.2 Other Channels (E-Mails, Letters, Phone Calls, Social Media, etc)

The nature of reports of misconduct that reach Bonava through any other channel than Bonava's SpeakUp System has to be evaluated by the recipient. Contract-related complaints will immediately be handled by the respective Group function or Business Unit. Every other report has to be sent to the General Counsel without delay and before the recipient starts any own investigation. If the report concerns the General Counsel it shall be sent to the CEO.

2.2.1.3 Reports on negligent Health & Safety and Environmental breaches

Reports on negligent health & safety breaches will be investigated and followed-up by the Group Head of Health & Safety. Reports on negligent environmental breaches will be investigated and followed-up by the Group Head of Sustainability.

2.2.2 First Evaluation

The General Counsel will evaluate all incoming reports and determine under which of the following categories they fall: Probable violation of our values and principles, probable contract-related complaints, and clearly non-credible reports. Clearly non-credible reports will be handled summarily by the General Counsel and the person who is the subject of the report, or immediately discarded. If the report concerns the General Counsel, the CEO will perform the first evaluation.

2.3 Internal Investigation

2.3.1 Reports on Violations of our Values and Principles

a) If the alleged conduct concerns Group staff, the General Counsel will investigate the allegations and decide on the appropriate handling and consequences in consultation with the concerned employee's manager.

The General Counsel will inform the CEO, the CFO, and the SVP HR accordingly as long as they are not subject of the allegations. If the CEO is the subject of the allegations, the General Counsel will inform the Chairman of the Board of Directors.

If the General Counsel sees fit or otherwise appropriate, other personnel or external service providers should be involved in the internal investigation.

If the General Counsel is subject of the alleged conduct, the CEO will become the responsible investigator.

b) If the alleged conduct concerns BU staff, the BU President whose employee is subject of the alleged misconduct shall in principle be the responsible investigator.

If the BU President is potentially implicated or it would otherwise be inappropriate for him/her to lead the investigation, the General Counsel shall be the responsible investigator.

If a severe violation is suspected, the respective BU President and the General Counsel shall decide together who will be the responsible investigator.

The responsible investigator regularly informs the other concerned parties about developments in the investigation. The General Counsel will inform the CEO, the CFO and the SVP HR accordingly.

If the responsible investigator sees fit or otherwise appropriate, other personnel can be involved in the investigation.

The BU President and the General Counsel decide together on when to conclude the investigation and on possible consequences. If this process would be inappropriate with regard to the results of the investigation, said decisions shall instead be taken by the CEO and the General Counsel or by the CEO alone.

2.3.2 Contract-Related Complaints

Contract-related complaints are handled by the respective Business Unit.

2.4 Documentation

In every investigation, the responsible investigator shall document the decisions taken in the investigation.

At the end of each internal investigation - unless this would be inappropriate - the person who has been the subject of the investigation shall be properly informed about the outcome of the investigation and, if applicable, the consequences that have been determined.

The General Counsel compiles a summary of all reports on violations of our values and principles that shall be included in the annual Risk and Compliance Report.

2.5 Stand-In

The General Counsel can delegate parts of his/her aforementioned tasks to the Group Head of Risk and Compliance as long as Group Legal is not the subject of the reported misconduct. The Group Head Risk and Compliance will also substitute the General Counsel in his/her absence.

3. Relevant Entity

This procedure applies to the following entities within the Bonava Group:

- All entities

4. Roles and responsibilities

All managers and employees have the general and specific responsibilities set out above.

The General Counsel is the owner of this procedure.

5. Monitoring of compliance

The General Counsel monitors compliance with this procedure.