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Whistleblower Policy regarding  
CIP's Whistleblower Arrangement

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CONCERNING

Copenhagen Infrastructure  
Partners P/S and Copenhagen  
Infrastructure Partners II P/S

("CIP")

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## **1. Introduction and purpose**

- 1.1 This Whistleblower Policy describes the purpose of Copenhagen Infrastructure Partners P/S ("CIP P/S") and Copenhagen Infrastructure Partners II P/S ("CIP II") (CIP P/S and CIP II hereinafter referred to as "CIP") having introduced a Whistleblower Arrangement, how it works, who can make use of the Whistleblower Arrangement, and what may be reported through the Whistleblower Arrangement.
- 1.2 The Whistleblower Arrangement includes the following companies:
- Copenhagen Infrastructure Partners P/S
  - Copenhagen Infrastructure Partners II P/S
- 1.3 The purpose of the Whistleblower Arrangement is to ensure that a Whistleblower, as defined in this Whistleblower Policy, can swiftly and confidentially, through a special, independent and autonomous channel, report violations or potential violations within the scope of this Whistleblower Arrangement, allowing an independent and autonomous whistleblower unit to assess which steps are required in this respect.
- 1.4 The Whistleblower Arrangement ("Arrangement") has been established partly pursuant to the Danish Act on the Protection of Whistleblowers (hereinafter referred to as the "Whistleblower Act") (hereinafter referred to as the "Mandatory Arrangement"), partly pursuant to Alternative Investment Fund Managers Act ("AIFM Act") and the Danish Anti Money Laundering and Terrorist Financing Act ("AML Act").

## **2. Scope of Application**

- 2.1 The purpose of the Arrangement is to ensure that employees of CIP, as well as the other groups of persons mentioned in section 3.1 and 10.5, can swiftly and confidentially, through a special, independent and autonomous channel, report violations or potential violations within the scope of the Whistleblower Act, allowing an independent whistleblower unit to assess which steps are required in this respect.
- 2.2 Hereby CIP observes Section 9 of the Whistleblower Act and Section 27a of the AIFM Act and Section 35 of the AML Act regarding its duty to establish an internal Whistleblower Arrangement.

## **3. Who can use the Arrangement?**

- 3.1 The Arrangement can be used by persons who report information on violations to which the person in question has gained access in connection with his or her work-related activities, and who belong to the following categories of persons (hereinafter referred to as "Whistleblower"):

- a) Employees
  - b) Self-employed persons
  - c) Members of the executive board, board of directors
  - d) Volunteers
  - e) Paid or unpaid trainees
  - f) Persons working under the supervision and management of contracting parties, subcontractors, and suppliers
  - g) Persons who are reporting or publishing information to which they have gained access in a work-related relationship that has ceased since then
  - h) Persons in work-related relationships that have not yet commenced, who report information on violations to which they have gained access during the course of the recruitment process or other pre-contractual negotiations
- 3.2 Persons listed under section 10.5 can also file reports under the Arrangement.
- 3.3 Persons not included in the categories of persons stated in sections 3.1 or 10.5 cannot file reports under the Arrangement, but have to report through ordinary communication channels. If the conditions are otherwise fulfilled in this respect, reports can be filed through the external whistleblower system of the Danish Data Protection Agency, as described in section 11.
- 3.4 Furthermore, as described in section 11, a Whistleblower can submit reports through the external whistleblower system of the Danish Financial Supervisory Authority regarding matters comprised by the AIFM Act and AML Act. However, CIP encourages a whistleblower to make the report via CIP's own Whistleblower Arrangement, as this ensures a fast and efficient handling of the report and any consequences the report might entail.
- 4. What may be reported through the Arrangement?**
- 4.1 The Mandatory Arrangement covers reports regarding serious offences or other serious matters (see section 4.4 (i)) as well as reports regarding violations of EU law within the scope of application of the Whistleblower Directive (see section 4.4 (ii)).
- 4.2 "Violations" means acts or omissions that
- i) are illegal or constitute a serious offence or other serious matters comprised by section 4.4; or
  - ii) allow circumventions of the purpose of the rules under section 4.4.
- 4.3 Any information may be reported, including reasonable suspicion about actual or potential violations or serious matters comprised by section 4.4, which have

occurred or most probably will occur at CIP, as well as any attempts to cover up such violations.

4.4 The report must concern violations or potential violations within the scope of the Whistleblower Act, defined as acts or omissions which:

- i) are serious offences or other serious matters, like for instance:
  - Violation of any duty of confidentiality
  - Abuse of financial means
  - Theft
  - Deceit
  - Embezzlement
  - Fraud
  - Bribery
  - Violation of industrial safety rules
  - Any form of sexual harassment
  - Severe harassment, e.g. bullying, violence, and harassment due to race, political or religious affiliation
  
- ii) are illegal pursuant to EU law within a number of specific areas, including for instance:
  - Public procurement
  - Money-laundering
  - Protection of the environment
  - Protection of privacy and personal data

In this connection, reference is made to <https://www.plesner.com/~media/plesnerdocuments/whistleblower/Whistleblower%20-%20Oversigt%20over%20implementeringslovgivning>, containing information on the legislation that is covered by the Arrangement.

4.5 The Arrangement may only be used for reporting violations or potential violations in relation to the issues described in section 4.4 that have occurred or most probably will occur in CIP's organisation, committed for instance by employees, executive board, or members of the Board of Directors of CIP. In connection with reports on incidents committed by CIP, please note that such incidents may be reported although the incident cannot be attributed to an individual person but may be due to a basic systemic failure at CIP.

4.6 Offenses that do not relate to breaches of the regulation mentioned in section 4.4 may not be reported via the Arrangement. This may be minor offenses such as cooperation difficulties, violation of CIP's internal guidelines on smoking, e-

mails, internet, alcohol, etc. as well as cases involving staff-related conflicts in the workplace, e.g. conflicts between two or more employees, employees' incompetence or the whistleblowers own employment relationship.

4.7 Offences that are not comprised by the Arrangement must be reported through ordinary communication channels. If the conditions are otherwise fulfilled in this respect, reports can be filed through the external whistleblower system of the Danish Data Protection Agency, as described in section.

## 5. Contents of the report

5.1 To facilitate further investigation of the reported issue, and to be able to identify the offence, it is important that the Whistleblower describes the offence in the best possible way. It is thus not possible to make any further investigations of a report if the report is not specified or if it only contains very general allegations without any further clarification.

5.2 Therefore, it is important that the Whistleblower - to the utmost extent - provides the following information:

- a description of the matter;
- the person(s) involved;
- whether others are aware of the suspicion about the matter;
- whether the executive board knows about the matter;
- whether documents exist that support the matter;
- whether and where further information may be found about the matter;
- for how long the matter has gone on; and
- whether the Whistleblower knows about any attempts to hide the offence.

5.3 Manifestly unfounded reports will not be investigated further.

## 6. How can a report be submitted and who is to receive the report?

6.1 CIP has appointed a whistleblower unit that

- a) will receive the reports and be in contact with the Whistleblower;
- b) will follow-up on the reports; and
- c) give feedback to the Whistleblower.

6.2 Written reports are submitted through the following website:

<https://cippartners.whistleblownetwork.net>

6.3 Once the Whistleblower has made the report, the Whistleblower will be asked to select a password, after which the Whistleblower will be assigned a case number. It is important that the Whistleblower remembers the password and keeps it safe. It will then be possible for the Whistleblower to log on to the whistleblower site and find out about the processing of the report, including corresponding with the whistleblower unit, if additional information is needed.

6.4 The whistleblower unit will treat all written reports as confidential.

6.5 The persons in CIP's whistleblower unit are subject to a duty of confidentiality regarding the information contained in the reports.

## **7. Anonymity**

7.1 The Whistleblower site is set up so that the Whistleblower is anonymous. Thus, the system logs neither IP address nor computer ID, just as all data is encrypted.

7.2 All communication between the whistleblower unit and the Whistleblower, which takes place via the whistleblower site, will take place anonymously, unless the Whistleblower chooses to disclose his identity. If the Whistleblower chooses to make an anonymous report, it is recommended for the sake of ensuring complete anonymity that the Whistleblower uses a private PC or, for example, a PC located in a public library.

## **8. Information to the whistleblower**

8.1 The Whistleblower will receive:

- an acknowledgement of receipt of the report within seven days of that receipt; and
- feedback soonest possible and in principle within three months from the acknowledgement of receipt of the report.

8.2 "Feedback" means a notification about the measures taken by CIP to assess the correctness of the allegations made in the report and, where relevant, to counter the reported offence. The feedback provided by the whistleblower unit must, at any time, observe the rules under data protection law, which may entail limitations in relation to the contents of the feedback to the Whistleblower.

8.3 Depending on the circumstances, an extension of the timeframe for the feedback may be required, where necessary due to the specific circumstances of the case, in particular the nature and complexity of the report, which may

require a lengthy investigation. If this is the case, the Whistleblower must be notified in this respect.

## **9. Information to and protection of the reported person**

9.1 After a preliminary investigation has taken place and all relevant evidence has been secured, the reported person will for instance be informed about:

- the identity of the Case Manager(s) responsible for the investigation of the report; and
- the issues of the report.

9.2 Under certain circumstances, the reported person will also have the right of access to information about the Whistleblower's identity where necessary for the reported person to exercise his or her right to an effective defence (see section 10.7)

9.3 Reference is made to CIP's Privacy Policy for the Whistleblower Arrangement <https://cippartners.dk/wp-content/uploads/2019/12/CIP-Privacy-Policy.pdf> containing further information on the processing of personal data and the rights of the data subject.

## **10. Protection of the whistleblower**

10.1 Pursuant to the Whistleblower Act, the Whistleblower is protected against retaliation when submitting a report through the Arrangement. Such protection only applies if the following conditions are fulfilled:

- The person submitting the report meets the conditions to be considered a Whistleblower (see section 3.1).
- The Whistleblower had reasonable grounds to believe that the reported information was correct at the time of reporting.
- The reported information falls under the scope of application of the Whistleblower Act (see section 4.4).

10.2 Whistleblowers submitting reports under the Section 27b of the AIFM Act and Section 35 of the AML Act are also protected against retaliation.

10.3 "Retaliation" means unfavourable treatment or unfavourable consequences as a reaction to a report. This may be suspension, dismissal, demotion, or equivalent measures.

10.4 If the Whistleblower submits a report in bad faith and is fully aware of the fact that the reported information is not correct, the Whistleblower is not protected against retaliation. Depending on the circumstances, the Whistleblower can be sanctioned with a fine if he or she has deliberately submitted false reports. If



the Whistleblower is employed by CIP, it may also have employment-related consequences, entailing inter alia the summary dismissal of the Whistleblower.

- 10.5 In addition to the group of persons mentioned in section 3.1, the protection described in this section 10 also applies to the following persons or entities:
- 1) Intermediaries, is a natural person who confidentially assists a whistleblower with the reporting process in a work-related context (for example, a representative of the whistleblower)
  - 2) Third parties who are connected to the Whistleblower and who risk being subject to retaliation in a work-related context (e.g. a colleague).
  - 3) Undertakings and authorities which the Whistleblower owns or works for or is otherwise connected with in a work-related context (e.g. an undertaking owned by the Whistleblower).
- 10.6 Information about the identity of the Whistleblower or any other information that directly or indirectly may reveal the Whistleblower's identity will only be disclosed to other persons than the whistleblower unit after having obtained prior explicit consent from the Whistleblower.
- 10.7 However, information on the Whistleblower's identity may be disclosed without consent to other public authorities where this is necessary for the prevention of offences (e.g. a criminal act that has not yet been committed), or with a view to safeguarding the rights of defence of the persons concerned. If the identity of the Whistleblower is disclosed without consent, the Whistleblower will be informed accordingly and be provided with the grounds for the disclosure, unless such information would jeopardize the related investigations or judicial proceedings. Concerning the disclosure of the Whistleblower's identity, reference is also made to section 9.2.
- 10.8 The identity of the Whistleblower may also be revealed in connection with legal proceedings regarding the reported matter.
- 10.9 If the Whistleblower has deliberately revealed his or her identity in connection with a publication of the reported matter, the special considerations regarding the protection of the Whistleblower's identity are not applicable. In such cases, information on the Whistleblower's identity may be passed on pursuant to the rules under the General Data Protection Regulation.
- 10.10 Other information from the report, i.e. information not revealing the Whistleblower's identity, will only be disclosed to persons outside the whistleblower unit as part of a follow-up on the report or for the purpose of preventing a potential offence in relation to the issues described in section 4.4.

10.11 If the whistleblower unit collects additional information in connection with the processing of the report, such information is not covered by the provisions of the Whistleblower Act, such as the special duty of confidentiality. Such information will thus be subject to the general rules on the reported person's right of access pursuant to Section 22 of the Danish Data Protection Act. Therefore, the duty of confidentiality only pertains to the information contained in the reports.

## **11. External whistleblower systems**

11.1 A Whistleblower who intends to submit a report under the Arrangement may instead choose to file the report through the external whistleblower system of the Danish Data Protection Agency - for instance, if the Whistleblower fears retaliation. The external whistleblower system of the Danish Data Protection Agency can be reached through <https://whistleblower.dk/indberet>.

11.2 A Whistleblower may also choose to file the report through the whistleblower system of the Danish Financial Supervisory Authority <https://www.finanstilsynet.dk/Whistleblower>.

11.3 It is emphasized that the Whistleblower is free to choose to submit a report through the Arrangement or through the external whistleblower system of the Danish Data Protection Agency.

## **12. Data security and data storage**

12.1 Reports are stored as long as necessary and proportionate in order to comply with the requirements imposed by Danish law.

12.2 CIP will process all information reported through the Arrangement, including information on persons reported through the Arrangement, in accordance with applicable law in force at any time.

12.3 The Whistleblower system are being delivered by a third party, for now Got Ethics A/S. Got Ethics A/S guarantees the data security of the whistleblower system.

12.4 All reports will be stored properly, and it will only be possible for relevant persons of the whistleblower unit to access the information.

12.5 A report falling outside the scope of the Arrangement will be immediately forwarded to CIP's HR-Legal function and closed in the Arrangement.

12.6 In principle, reports will be deleted from the Arrangement after CIP has finalized the processing, unless CIP has legitimate reasons to continue the

storage, e.g. if required by other legislation, or if there is reason to believe that the report may be corroborated by subsequent reports on the same issue.

12.7 If the matter is reported to the police or another authority, the report will be closed in the Arrangement immediately after the case has been closed by the authorities in question.

12.8 If - on basis of the collected data - a disciplinary sanction is implemented against the reported person, or if there are other grounds justifying and requiring the continued storage of the data on the person concerned, such data will be stored, where an employee is involved, in the employee's personnel file.

12.9 Otherwise, the information is stored in accordance with CIP's deletion policy.

**13. Questions**

13.1 If you have any questions regarding this Whistleblower Policy contact CIP's Compliance-function.

**14. Approval**

14.1 This Whistleblower Policy was approved by the Board of Directors on 16 November 2022.

**15. Approval history**

<b>Version:</b>	<b>Effective from:</b>	<b>Changes:</b>	<b>Performed by:</b>
1	27 November 2021	Initiation	Board of Directors of CIP P/S and CIP II
2	16 November 2022	Review and update	Board of Directors of CIP P/S and CIP II P/S