

# whistleblowing procedure of the elemental holding capital group



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## INTRODUCTION

In **the Elemental Holding Capital Group**, in connection with the general rules introduced under the Code of Ethics, as well as legal requirements and general standards of sustainable development implemented within the Organization, **the Whistleblowing Procedure** has been created and implemented (hereinafter referred to as "**Procedure**"), which defines who may report violations, their material scope, the procedure to follow and above all means of protection of persons reporting violations, including protection of their personal data. The Whistleblowing Procedure applies to all companies from the Organization, regardless of the level of employment in a given company. Modifications of the procedure are allowed depending on the legal regulations applicable in a given jurisdiction to which the company from the Organization belongs, to the extent specified by law.

This **Whistleblowing Procedure along with Annexes** is a material instrument in the enforcement of applicable procedures and laws. Cases of violations affect proper functioning of the Organization; they lead to distortions of competition, increase costs of conducting business activity, harm stakeholders' interests, and reduce investment activity. People every day facing situations in which irregularities might occur have more information, thanks to which more efficient identification and prevention of unfair or illegal practices is possible. That is why it is so important to put in place effective, confidential, and secure reporting channels and to provide whistleblowers with efficient protection against retaliation.

According to generally accepted principles applicable in the Elemental Holding Capital Group, all regulations, including this Procedure, are subject to mandatory review at least every two years and upon the entry into force of significant amendments to whistleblowing and personal data protection laws, or if such a revision is needed as a result of a change in or the introduction of another specific internal policy/procedure in the Elemental Holding Capital Group, or in the event of any other important reason.

The following templates are annexed to this Procedure:

- a) **Annex No. 1 – Internal whistleblowing form.**



- b) **Annex No. 2 – Internal whistleblowing form for mobbing, discrimination, or harassment.**
- c) **Annex No. 3 – Anonymous internal whistleblowing form.**
- d) **Annex No. 4 – Register of violation reports.**
- e) **Annex No. 5 – Template of information clause.**
- f) **Annex No. 6 – Template of authorization and confidentiality obligation.**

## DEFINITIONS

### § 1

Whenever this Procedure refers to:

1. **Associate** – it is understood as a person providing services to the Company based on any civil law contract, including persons representing the Company based on granted powers of attorney;
2. **Company** – it is understood as a company belonging to the Elemental Holding Capital Group;
3. **Compliance Department** – it is understood as the internal Compliance department of a given Company and if there is no such department, the Compliance department of another Company from the Organization acting on its behalf;
4. **Employee** – it is understood as a natural person employed by the Company under an employment contract;
5. **Ethics Officer** – it is understood as a Compliance Officer who is a member of the Compliance Department, authorized to receive and examine Reports;
6. **Feedback** – it is understood as providing information to the Reporting Person on planned or undertaken follow-up actions and reasons for such a decision;
7. **Follow-up action** – it is understood as an action taken by the Company to assess justifiability of allegations contained in the Report and to implement corrective actions, such as, conducting an investigation, initiating an inspection, or closing the whistleblowing procedure;
8. **HR Department** – it is understood as the internal HR department of a given Company, and if there is no such department, the HR department of another Company from the Organization acting on its behalf;

9. **Management Board** – it is understood as the Management Board of a given Company;
10. **Person assisting in making a report** – it is understood as a natural person who helps the Reporting Person in making the Report and whose assistance should not be revealed;
11. **Person associated with the Reporting Person** – it is understood as a natural person who may experience retaliation in a work-related context, including another employee of the Company, a member of the Reporting Person's family, or a witness;
12. **Report** – it is understood as an internal notification of a violation noticed made under this Procedure;
13. **Reported Person**– it is understood as a natural or legal person or an organizational unit without legal personality granted legal capacity by separate regulations, named in the Report as an entity committing the violation;
14. **Reporting Person** – (also referred to as "**Whistleblower**") it is understood as a natural person, including an Employee or Associate, who reports any irregularities noticed on the basis on this Procedure;
15. **Retaliation** – it is understood as a direct or indirect action or omission in a work-related context that is caused by the Report and that violates or may violate the Reporting Person's rights, or causes or may cause unjustified damage to the Reporting person.

## GENERAL PROVISIONS

### § 2

1. This Procedure was introduced to standardize and organize the process of reporting any irregularities detected by Whistleblowers in the Organization, so as to ensure full transparency of organizational processes and compliance by Employees, Associates or contractors of the Companies with the procedures and policies in force in the Elemental Holding Capital Group, to create proper attitudes by eliminating unethical behavior noticed in the Organization, which will in consequence help to build and protect image of the Companies belonging to the Organization, for example by reducing the risk of external reports or public disclosures, ensuring at the same time full protection of the Reporting Person.

2. This Procedure applies to all Companies belonging to the Elemental Holding Capital Group, regardless of the level of employment in a given Company.
3. Each of the Companies publishes the Procedure on its website and in other communication channels applicable and available in a given Company, and should ensure that such a reporting path is properly communicated within its internal structures, which will enable widespread use of this form of reporting any violations noticed.
4. Our Organization perceives Whistleblowers as persons significantly contributing to self-repair and improvement of the processes existing in the Companies, therefore this Procedure provides for both Report revealing the identity of the Whistleblower and anonymous Reports as available channels of transmitting information that initiates the entire process specified in this Procedure and aim at eliminating unethical or illegal behavior in the Organization.
5. A Report revealing the identity of the Whistleblower does not mean that this data will be available to all other persons, but only to parties authorized by the Company, who are obliged to ensure confidentiality of the identity of the Reporting Person and the third party indicated in the Report.
6. This Procedure replaces all previous documents/procedures relating to the issue of reporting Irregularities and is adopted by each of the Companies as an internally binding document, taking into account modifications resulting from laws applicable in a jurisdiction in which the Company has its registered office.
7. The Compliance Department of a respective Company is responsible for the introduction of this Procedure, its updating, and training in the principles resulting from it.
8. This Procedure is kept in both electronic and paper versions.
9. The Annexes constitutes an integral part of this Procedure, and their changes does not require Procedure's amendment and could take place regardless of changes made to this document. The Annexes amendments shall be determined and approved by the Compliance Department.
10. The definitions used and not defined in this document and not containing a reference to another procedure, policy or regulations, shall have the meaning given to them in the Code of Ethics of Elemental Holding Capital Group.

## PERSONAL SCOPE

### § 3

1. This Procedure applies to the Whistleblower making the Report described in § 4 below, who may be the following:
  - a) Employee;
  - b) Associate;
  - c) persons applying for a job in the Company;
  - d) persons whose employment/cooperation relationship has ceased in the Company;
  - e) member of the Management Board or other body of the Company;
  - f) stockholder or shareholder of the Company;
  - g) current or former business partner of the Company conducting single-person business (including client, counterparty, contractor, subcontractor) or persons employed by or cooperating with such a party;
  - h) person conducting single-person business applying for a contract with the Company;
  - i) intern, volunteer or apprentice cooperating with the Company;
  - j) another natural person involved to some extent in cooperation with the Company.
2. Where appropriate, the protection measures provided to the Whistleblower shall also apply to:
  - a) Persons assisting in making the Report,
  - b) Persons associated with the Reporting Person, and
  - c) legal entity, in particular own or work with Reporting Person, which support or connect with the Whistleblower.

## MATERIAL SCOPE

### § 4

1. The Whistleblowing Procedure applies to violations detected or disclosed in connection with the business activity carried out by the Company:
  - i. in the scope arise from the binding provisions i.e.:**
    - a) public procurement;
    - b) financial services, products and markets;



- c) prevention of money laundering and terrorist financing;
- d) product safety and compliance;
- e) transport safety;
- f) protection of the environment;
- g) radiation protection and nuclear safety;
- h) food and feed safety;
- i) animal health and welfare;
- j) public health;
- k) consumer protection;
- l) protection of privacy and personal data;
- m) security of network and information system;
- n) financial interests of the State in which the Company its registered and European Union;
- o) European Union internal markets including competition and state aid rules and corporate tax;

**ii. in the scope of other violations identified in the Company, i.e.:**

- a) violations of the principles set out in the Code of Ethics or other policies/procedures in force in the Organization;
- b) violations of human rights;
- c) occurrence of a conflict of interests;
- d) corrupt practices;
- e) undertaking activities that cause or may cause damage to the reputation and image of the Company;
- f) misappropriation of property belonging to the Company;
- g) committing fraud, counterfeiting or alterations of internal documentation, including financial documentation belonging to the Company;
- h) violations of the security systems existing in the Company, including those involving violations of the principles of personal data protection;
- i) abuse in the scope of tax liabilities;
- j) violations of the principles of equality in employment, including all forms of discrimination;
- k) occurrence of any form of harassment or mobbing;
- l) violations in the field of privacy protection and personal rights;
- m) violations of the principles of free competition or monopolistic practices;
- n) violations of other rules, values, and laws applicable to activities of companies belonging to the Elemental Holding Capital Group.



2. The material scope specified in section 1 applies to internal reports regulated in this Procedure. As regards external reports or public disclosures, their scope should result from the relevant legal regulations and information posted on websites of the competent public authorities.

## WHISTLEBLOWER PROTECTION RULES

### § 5

1. Subject to the provisions of section 2 below, the Whistleblower shall be protected provided that, at the time the Report is made, he or she has reasonable grounds to believe, in the light of facts and information known to him or her, that the circumstances they describe are true and that the following conditions for granting protection are met:
  - a) the Report was made in good faith;
  - b) Whistleblower's activities are undertaken in the public interest, including the broadly understood Company's interest;
  - c) there are grounds and evidence justifying the suspicion presented in the Report;
  - d) the Report was made according to the provisions of this Procedure;
  - e) the Report is not intentionally misleading, abusive or not serious;
  - f) the Report is not intended to make a false accusation against the person or persons identified as responsible for the irregularity;
  - g) the Report is not made to hide or divert attention from any other negative action that the Whistleblower has committed himself or herself.
2. The Whistleblower who has reported inaccurate information about violations as a result of an unintentional error will also be protected.
3. As part of the Report examining procedure, Companies provide Whistleblowers with the following protection measures:
  - a) full confidentiality of identity and other information based on which the identity of the Reporting Person can be directly or indirectly identified, unless the Reporting Person has consented to the disclosure of his or her identity or if disclosure of the Whistleblower's identity is a necessary and proportionate legal obligation in the context of investigations or judicial proceedings carried out by public authorities or other competent authorities, including in order to guarantee the right to defend to the Reported Person;



- b) access to the information provided in the Report only to the Committee dealing with the Report or other persons involved in the process under written authorization;
  - c) prohibition of undertaking, threatening or attempting to undertake retaliation actions specified in this Procedure;
  - d) systematic training for Employees and Associates to raise awareness of the rules in force in the Company, the rights of the Reporting Persons, and the protection measures available to them;
  - e) treating the disclosure of the information contained in such a Report, including the identity of the Whistleblower, by a person not authorized to read the Report as irregularity and taking relevant consequences after the end of the proceedings.
4. The following retaliation actions are prohibited in the Companies:
- a) refusal to establish an employment relationship or other cooperation agreement;
  - b) dismissal with notice or terminating the employment contract or the cooperation agreement;
  - c) reduction of remuneration, downgrading, suspension or omission from promotion;
  - d) unfavorable change in the place or time of performing work or duties;
  - e) negative assessment of work results or negative opinion about cooperation;
  - f) use of coercion, intimidation or exclusion;
  - g) mobbing or discrimination or other forms of unfavorable or unfair treatment;
  - h) taking actions that impede finding a job in the future or establishing cooperation in a given sector or industry on the basis of informal arrangements/ agreements;
  - i) causing a financial loss, including economic loss or loss of income;
  - j) making other non-material damage, including damage of reputation, especially on social media;
  - k) blacklisting based on informal sectoral agreements;
  - l) other retaliation actions specified in applicable laws.
5. Intended or undertaken actions of the nature indicated in sections 4 (a) – l and (i) above are not considered as retaliation actions, if the Company can demonstrate that it was guided by objective and duly justified reasons, and in

such a situation the Company is not limited in making decisions related to employment or conducting business activity.

6. A Whistleblower who has become the target of retaliation or suspects that he or she may become the target of retaliation should report the situation to the Ethics Officer. Retaliation actions against the Whistleblower, as well as other cases of violations, are subject to the same procedure as the Whistleblowing, including assessment during the investigation process, just as other cases of violations.

#### MEASURES OF PROTECTION AVAILABLE TO REPORTED PERSONS

##### § 6

1. Companies belonging to the Elemental Holding Capital Group ensure that the Persons named in the Report have the confidentiality of their identity protected at the stage of the Report investigation process.
2. Pursuant to applicable laws, the following protection measures are available to the Reported Person:
  - a) the right to an effective legal remedy and an impartial court;
  - b) the right to defend, including the right to be heard;
  - c) the presumption of innocence;
  - d) the right of access to case files.

#### STATUS OF THE ETHICS OFFICER AND THE IRREGULARITIES COMMITTEE

##### § 7

1. The Organization appoints an Ethics Officer who cooperates with each of the Companies under a direct agreement or a general cooperation agreement concluded between the Companies. Due to the territorial scope of the Organization, several Ethics Officers can be appointed, depending on the number of regions separated in legal and cultural terms.
2. Each Company should appoint a person in its structure to cooperate with the Ethics Officer during the investigation carried out as part of examining the Reports.
3. The Ethics Officer is an authorized member of the Compliance Department – Compliance Officer or the Director of the Compliance Department during absence of the former one.



4. The duties of the Ethics Officer include:
  - a) receiving Reports from Whistleblowers regarding irregularities noticed, submitted through the reporting channels specified in this Procedure;
  - b) making a preliminary analysis of the Reports and providing Feedback to the Whistleblower regarding further steps connected with the Report;
  - c) conducting investigation proceedings and cooperating with other members of the Irregularities Committee to clarify a specific case of violation, applying relevant disciplinary measures and implementing corrective actions;
  - d) ensuring confidentiality of the documentation collected when receiving and processing of Reports;
  - e) preparing, no later than by the end of the first quarter of the calendar year , a report for the previous calendar year and submitting it to the Management Board of the parent company in the Elemental Holding Capital Group specifying irregularities identified in the Organization and the Companies in which these irregularities took place;
  - f) organizing regular training in the field of whistleblowing procedures, anti-mobbing policy, and anti-corruption policy. During the training, case studies of the irregularities identified in the Organization (anonymized) should be analyzed by reference to ensure a clearer message for Employees and Associates;
  - g) performing and participating in all tasks and duties of the Irregularities Committee;
  - h) keeping the Register of Reports;
  - i) undertaking other activities that will be necessary in the implementation of the above-mentioned duties.
5. The Ethics Officer shall perform his or her duties independently, using his or her knowledge and experience, guided primarily by the interests of persons who should be duly protected in the light of fact described in the received Report.
6. The **Irregularities Committee** consists of the **Ethics Officer** and a representative of the **HR Department** from a given region separated in legal and cultural terms. Additionally, the Ethics Officer could nominate to Irregularities Committee a person designated by the Company to which the Report relates, referred to in section 2 of this paragraph. In addition, members of the Irregularities Committee may decide to appoint further members to the Committee, however not more than two, for the purposes of a specific Report,

especially relating to complicated issues or connected with the top management of the Companies, Persons appointed to the Irregularities Committee should receive written authorization from the Company and undertake to maintain confidentiality. A template of such a document is attached as **Annex No. 6** to this Procedure.

7. The following persons may not be a member of the Irregularities Committee:
  - a) the Reporting Person;
  - b) the Reported Person;
  - c) a person who is a direct subordinate or line manager of the Reported Person;
  - d) a person close to the Reported Person;
  - e) a person performing activities or dealing with matters, the correctness of which will be the subject of examination;
  - f) a person whose participation in the proceedings would give rise to reasonable doubts as to his or her impartiality on other grounds.
8. The fact of appointing additional members to the Irregularities Committee should be recorded in writing and included in the documentation collected for the purposes of a given Report.
9. If the Report concerns members of the Compliance Department and/or a representative of the HR Department being members of the Irregularities Committee, the Report should be addressed directly to the Management Board of the dominant company in the Elemental Holding Capital Group.
10. When considering the Report referred to in section 9, the Management Board of the dominant company in the Elemental Holding Capital Group should apply the principles set out in this Procedure, including properly select the composition of the Irregularities Committee, taking into account the provisions of section 7 above.
11. If the Report concerns a member of the Management Board of the dominant company in the Elemental Holding Capital Group, the Report should be addressed directly to other members of this Management Board, and if the Report concerns the entire Management Board, then an external report is recommended.
12. As part of its proceedings, the Irregularities Committee has the right to:
  - a) access documents to the extent necessary to clarify the matter;
  - b) obtain information in oral or written form from managers, Employees, or Associates of particular units, as well as relevant representatives of business partners;

- c) access data from video monitoring carried out in the Company to which the Report relates, taking into account the principles of personal data protection set out in relevant internal policies;
- d) access relevant premises of the Company concerned by the Report to carry out an on-site inspection or take other actions necessary to clarify the matter;
- e) consult the Management Board of the Company or the Management Board of the dominant company in the Elemental Holding Capital Group to determine further remedies;
- f) or consult external entities, including legal, tax, or ethics advisors.

#### PROCEDURE OF RECEIVING AND PROCESSING INTERNAL REPORTS

##### § 8

1. If the irregularity noticed by the Whistleblower can be effectively resolved as part of an internal procedure in force in the Company and when there is no risk of retaliation actions against the Whistleblower, it is recommended that irregularities noticed should be reported according to this section.
2. The Ethics Officer is a party responsible for receiving Reports and in the case referred to in § 7 section 9 – the Management Board of the dominant company in the Elemental Holding Capital Group.
3. The Whistleblower can report using the following reporting channels:
  - a) in a written form to the following address: Elemental Holding, 20 rue Eugène Ruppert, L-2453 Luxembourg, or to the Company's address with the annotation: "*To the Ethics Officer*", "*Report of violation*", "*Confidential - concerns irregularity*", "*Whistleblower - do not open*" – or other analogous statement indicating the confidentiality of the information contained in the letter, which should be addressed to the Ethics Officer;
  - b) in a written form, thrown directly into the alarm mailbox situated on the premises of the Company's workplace with the annotation specified in point a) above;
  - c) using e-forms available in respect of individual procedures on the Company's website;
  - d) by e-mail to: [whistleblowing@elemental.biz](mailto:whistleblowing@elemental.biz).

4. Reports submitted in a written form, designated according to section 3 points a) and b) should be forwarded directly to the Ethics Officer, without first opening the envelope.
5. Reports may be anonymous or may reveal the identity of the Whistleblower. If the identity of the Whistleblower is revealed, this does not mean that this information is available to all other persons; it is known only to parties authorized by the Company, who are obliged to ensure confidentiality of the identity of the Reporting Person and the third party indicated in the Report.
6. As part of the internal whistleblowing procedure, the following forms are available to make Reports:
  - a) internal whistleblowing form – dedicated to report any irregularities, with the exception of cases of mobbing, discrimination or harassment – the template of the form is attached **as Annex No. 1** to this Procedure;
  - b) mobbing, discrimination or harassment reporting form – the template of the form is attached **as Annex No. 2** to this Procedure;
  - c) anonymous report making form – the template of the form is attached **as Annex No. 3** to this Procedure.
7. Validity of the Report does not depend on using the forms specified in section 6 above, although such a path is recommended, and in the case of not using forms dedicated to reporting irregularities, the Report should provide information and describe issues covered by the content of the forms.
8. If no comprehensive information is available, the Whistleblower may make a Report to the extent known to him or her. Lack of complete information is justified in Anonymous Reports if provision of additional information could result in the disclosure of the Whistleblower's identity.
9. When making anonymous Reports without using the e-form available on the website, which is submitted through an IT application ensuring the anonymity of the Whistleblower, it should be made in the way that prevents identification of the Reporting Person, e.g. not sent from a personal e-mail address.
10. Any attempts to establish the identity of the Whistleblower when processing anonymous reports is prohibited.
11. Upon receipt of the Report, the Ethics Officer enters it in the **Register of Reports**, the template of which is attached **as Annex No. 4** to this Procedure, carries out a preliminary verification of the Report, and then:
  - a) closes the proceedings if he or she establishes that there is no irregularity referred to in this Procedure and specified in the received Report, as well as

- if the Report is obviously groundless, notifying the Whistleblower of the closure of the proceedings within 7 days from the date of receipt of the Report, as long as the Reporting Person has provided a contact address to which feedback should be sent; or
- a) informs the Whistleblower on proceeding with the examination of the Report within 7 days from the date of receipt of the Report, as long as the Reporting Person has provided a contact address to which the confirmation should be sent, and at the same time forwards the Report for examination by the Irregularities Committee to start investigation activities.
12. All Reports received by the Ethics Officer are treated with proper care and seriousness, ensuring confidentiality, and are subject to the principle of impartiality and objectivity, and people involved strive at establishing and taking into account all factual and legal circumstances.
  13. The Irregularities Committee is obliged to ensure full confidentiality of identity of the persons indicated in the Report, as well as confidentiality of any other data and actions taken while examining a respective Report.
  14. Investigation activities should be undertaken immediately, but no later than within 7 days from the date of receipt of the Report.
  15. The Irregularities Committee, as part of the Report investigation activities, takes the following actions:
    - a) analyzes the evidence and documents received with the Report, as well as available data from the IT system;
    - b) requests additional information and evidence, and communicates with the Reporting Person in this respect;
    - c) talks to Employees and Associates and other persons aware of facts necessary to investigate the Report;
    - d) where necessary, records, secures or makes notes, copies, or certified copies of the data<sup>1</sup>;
    - e) determines who is responsible for the irregularity;
    - f) if necessary and if the nature of the Report allows it, especially if there is a possibility of an amicable conclusion of the proceedings and if the Report was not an anonymous Whistleblower, refers the case to mediation under conditions set out in this Procedure.

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<sup>1</sup> These operations should be carried out in the presence of owners of the information that is being examined.



16. If the information needed by the Irregularities Committee is confidential, the Committee is obliged to apply to the Management Board of the relevant Company to release an Employee or Associate, or business partner from the obligation to maintain confidentiality of such information.
17. The Ethics Officer is obliged to describe all facts established during the investigation in the Register of Reports, in order to have a written report of all stages and evidence collected in the proceedings.
18. Upon completion of the investigation, the Irregularities Committee prepares a report summarizing the findings made during the investigation, conclusions regarding justifiability of the Report, further remedial actions proposed, and recommendations for resolving the case.
19. The report is submitted to the Management Board of the Company or the Management Board of the dominant company in the Elemental Holding Capital Group if the matter concerns the Management Board of the Subsidiary, together with a recommendation for further actions, except for matters that relate to minor, less significant violations.
20. Based on the received Report, the Management Board decides on the actions to be taken in connection with the irregularity. Such a decision should be promptly taken by the Management Board, taking into account the time limit within which feedback should be provided to the Whistleblower. The Management Board is not bound by recommendations of the Irregularities Committee, however, in the event of a decision inconsistent with the recommendation of the Irregularities Committee, it is obliged to provide written explanations regarding the decision taken. Such a document is forwarded to the Irregularities Committee to be recorded in the Register of Reports and to implement corrective actions that fall within the competence of the Irregularities Committee.
21. The Ethics Officer provides the Whistleblower with feedback on the actions taken after the completion of the investigation and receipt of the information from the Management Board on further actions regarding the violation, within a period not exceeding 3 months from the date of confirmation of receipt of the Report, and in the case of failure to confirm, within 3 months from the expiry of 7 days from the date of submission of the Report, unless the Reporting Person has not provided a contact address to which feedback can be sent.
22. In cases concerning violation of ethical principles applicable in the Organization, the Irregularities Committee may, after obtaining the consent of the Whistleblower and the Reported Person, organize a mediation meeting to

facilitate and help in working out a common solution to the conflict situation. Mediation should be conducted by at least one member of the Irregularities Committee, in compliance with the principles of impartiality, in a place that ensures confidentiality of participants' identity and the course of the mediation arrangements. The mediation is followed by the drawing up of minutes, which should be signed by the participants. The result of the mediation is recorded in the Register of Reports.

23. In cases of minor importance or in which the parties have reconciled, also as a result of mediation, it is recommended that the person liable for the violation be instructed and obliged to refrain from committing violations in the future.
24. In the event of identifying damage, the Irregularity Committee may recommend the obligation to redress it on the terms set out in the settlement or pursuant to applicable laws.
25. If significant violations are identified, the Irregularities Committee may recommend the following:
  - a) initiating disciplinary proceedings and imposing a penalty on the terms set out in applicable laws, and with regard to Employees – on the terms set out in the provisions of labor law;
  - b) making changes or rotations in the positions occupied by persons committing violations;
  - c) omission when promoting or rewarding, limitation of authority.
26. If the Irregularities Committee finds that a violation was of a criminal nature in the light of applicable laws, the recommendation should contain an obligation to inform the competent authorities about the possibility of committing a crime.
27. In addition, the Irregularities Committee may, based on the considered Report, recommend the need to make changes to applicable internal policies and procedures, or the need to codify specific issues and processes occurring in the Organization.
28. A Whistleblower who did not act in good faith when making the Report and thus failed to not meet the conditions set out in § 5 of this Procedure, does not have the rights specified in this Procedure, including the right to, and may be subject to disciplinary, civil and criminal liability pursuant to applicable laws. Such liability also applies to other persons who violate the confidentiality of information related to the submission of Reports and the process of examining them.

29. If the identified and confirmed irregularities also concern the activity of other companies belonging to the Elemental Holding Capital Group, the Ethics Officer provides relevant information to the Management Board of the Companies concerned together with specific recommendations. The provisions of section 20 hereof shall apply mutatis mutandis.

## OTHER FORMS OF REPORTING IRREGULARITIES

### § 9

1. The recommended form of reporting irregularities is the internal reporting process described in § 8 of the Procedure, which in a situation where there is no risk of retaliation should be applied in the first place, especially that in the light of the adopted solutions, each of the Companies can ensure faster and perhaps in some cases more effective prevention and removal of the violations and, in justified situations, redressal of damage.
2. There are other forms of reporting under applicable laws, such as:
  - a) external report and
  - b) public disclosure.
3. The Reporting Person may file an external report without the need to submit an internal Report as defined in § 8 of the Procedure.
4. An external report may be made to:
  - a) the public authority competent for the protection of civil rights - in the case of violations falling within the scope of duties of such authority and following the procedure established by that authority;
  - b) the public authority competent for competition and consumer protection, following the procedure adopted by that authority;
  - c) the public authority competent for the protection of personal data of natural persons following the procedure adopted by that authority;
  - d) other public authorities (including international and European) – receiving external reports of violations in the areas of their activity following the procedure adopted by them.
5. Public disclosure is permissible where:

- a) the Whistleblower has made an internal Report or an external report, or has made an external report straight away, but no relevant actions have been taken as a result of these reports within the applicable time limits; or
  - b) the violation may be an imminent or manifest threat to the public interest, in particular where there is a risk of irreparable harm; or
  - c) making of an external report exposes the Whistleblower to retaliation; or
  - d) if an external report is made, the violation is unlikely to be effectively remedied due to the specific circumstances of the case, such as the possibility of hiding or destroying evidence, the existence of collusion between the public authority and the party committing the violation, or involvement of a public authority in the violation.
6. The provisions of section 5 above shall not apply where a person discloses information directly to the press according to specific national provisions establishing the system of protection of freedom of expression and information.

## REGISTER OF REPORTS

### § 10

1. The Ethics Officer keeps a Register of Reports, which specifies and describes all cases of internal Reports received, as well as records the course of investigation activities and results and recommendations ending the proceedings.
2. The Register of Reports is kept in a manner consistent with the provisions on the protection of personal data, taking into account the obligation to maintain the confidentiality of identity of Whistleblowers, parties committing or probably committing violations, as well as persons against whom a violation was committed.
3. The Register of Reports shall be kept according to the template set out in **Annex No. 4** to this Procedure. The Register of Reports should contain:
  - a) internal Report number;
  - b) the date of filing of the internal Report;
  - c) personal data of:
    - the Whistleblower (if it is disclosed)
    - the Reported Person;
    - witnesses
  - d) designation of the form of the internal Report;
  - e) designation of the subject matter of the internal Report

- f) information about all evidence and documents collected in the course of the investigation;
  - g) findings made as a result of the investigation, mediation and recommendations to the Management Board;
  - h) decision of the Management Board on the follow-up actions and information on putting them in place;
  - i) date on which the Whistleblower was informed of the action taken;
  - j) additional information/annexes;
  - k) date of completion of the case understood as the date of completion of the follow-up actions.
4. The data in the Register of Reports is stored for a period of 12 months from the date of closing the case; after this time it is deleted from the Register of Reports.
5. The following persons have access to the Register of Reports:
- a) Ethics Officer;
  - b) a representative of the HR Department belonging to a respective Irregularities Committee;
  - c) Director of the Compliance Department;
  - d) the Management Board of the Company to the extent that the Register relates to that Company;
  - e) the Management Board of the dominant company in the Elemental Holding Capital Group;
  - f) any other person of the basis of written authorization granted by the persons indicated in points a) – d) above, involved in the process of substantive clarification of the Report, only to the relevant and necessary extent and after signing a confidentiality commitment.
1. Access to the Register of Reports is also granted to competent public authorities in connection with their proceedings and to the extent resulting from applicable laws.

## PRINCIPLES OF PROTECTION AND SECURITY OF PERSONAL DATA

### § 11

1. Companies and persons designated to receive and examine Reports are obliged to protect personal data contained in Reports, in particular personal data of the Whistleblower, the Reported Person, and witnesses, pursuant to applicable national law, Regulation (EU) 2016/679 of the European Parliament and of the

Council of 27 April 2016 on the protection of natural persons about the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (hereinafter referred to as the "GDPR") and on the basis of internally applicable data protection rules, in particular those included in this Procedure, the Personal Data Protection Policy and the Security Policy in force in the Organization.

2. Each of the Companies provides relevant IT systems that guarantee the confidentiality of personal data in order to comply with the obligations set out in section 1 above, , including relevant tools to ensure anonymous reporting of violations.
3. Each Report and data concerning the Whistleblower and other persons connected with the Report or data that may enable their identification is confidential and is subject to protection using organizational and technical measures available in the Company.
4. The Company acting as data controller ensures that all persons designated to examine Reports or involved in this process would be obliged to maintain confidentiality of all information covered by the Report and obtained while completing their tasks, as well as to would take measures to ensure protection of information against access by unauthorized persons and against their loss, damage and destruction.
5. Whistleblower's data is not disclosed in any document related to the implementation of follow-up actions. Moreover, all reports of the Ethics Officer addressed to the Management Board of the dominant company in the Elemental Holding Capital Group and describing the scope and subject matter of Reports submitted in a given calendar year, as well as any possible training materials developed by the Ethics Officer to train Employees and Associates so as to prevent similar situations in the future, are anonymized to the extent preventing identification of persons acting in any capacity in the Report examining procedure.
6. The Company to whose activity a given Report is related is the controller of personal data appearing in such Report.
7. In matters related to the processing of personal data and the exercise of rights under the GDPR, please contact the controller at [gdpr@elemental.biz](mailto:gdpr@elemental.biz).
8. Personal data will be processed for the purposes related to reported cases of irregularities on the basis of the controller's legitimate interest , which is to receive, verify and clarify reports of violations of law and ethical principles (by

analogy to **Article 6 (1) (f) of the GDPR**), voluntary consent, if the Whistleblower has decided to disclose his or her identity as part of the procedure (by analogy to **Article 6 (1) (a) of the GDPR**), and if relevant provisions governing the receipt and examining of reports of irregularities are in force in a given jurisdiction – on the basis of the legal obligation (by analogy to **Article 6 (1) (c) of the GDPR**).

9. Personal data will be processed for a period of 15 months from the date of closing the case.
10. The controller ensures confidentiality of data in connection with the received Report. Therefore, the data may be made available only to parties having relevant authorization on the basis of legal provisions or acting as providers of the system enabling submission of Reports, and parties to whom the controller has entrusted the processing of personal data.
11. Each person whose data is collected and processed has the right to request access to their personal data, as well as their rectification, deletion, or limitation of processing, as well as has the right to object to the processing, but the objection can only be made if further processing is not necessary for the controller to comply with a legal obligation and there are no other overriding legal grounds for the processing.
12. The data subject can withdraw their consent at any time. Withdrawal of consent will not affect the lawfulness of the processing that was carried out on the basis of the consent before its withdrawal.
13. Personal data provided throughout the process examining Reports will not be transferred to a third country or an international organization.
14. Personal data provided throughout the process examining Reports is not subject to profiling or automated decision-making.
15. Provision of personal data is voluntary. Failure to provide this data may, however, result in the impossibility to examine the Report, especially if it concerns mobbing, harassment or discrimination cases.
16. Any person whose data is collected and processed under this Procedure has the right to lodge a complaint with the authority competent for data protection pursuant to applicable national laws.
17. The template of the information clause is attached as **Annex No. 5** to this Procedure<sup>2</sup>.

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<sup>2</sup> The template has been prepared for companies with registered offices in the territory of the Republic of Poland. It should be adapted accordingly to the provisions of the law in force in the jurisdiction to which a given Company from the Organization belongs.

## FINAL PROVISIONS

### § 12

1. This Procedure is an internal act established in the Organization as part of the collection of internally binding policies and procedures but it does not exclude the application of generally applicable laws.
2. The Procedure is available to all Employees, Associates and business partners.
3. Violation of the provisions of this Procedure may result in consequences specified in applicable laws or disciplinary sanctions specified in internal regulations applicable in the Organization.
4. As regards examination of internal Reports, in matters not regulated in this Procedure or the event of special situations requiring an individual approach, a decision, also in terms of derogations applied, is made by the Director of the Compliance Department after obtaining the approval of the Management Board of the Company.
5. Any derogations from this Procedure applied when examining the Report require relevant annotations in the Register of Reports.
6. This Procedure enters into force two weeks after its adoption and supersedes all other documents relating to the procedure of receiving and handling reports of irregularities in force in the Companies.

Changes which ensure the compliance of the Procedure with the Law on the Protection of Whistleblowers of the Republic of Lithuania established in a separate Annex to this procedure.





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