



# TRANS-OIL

Group of Companies

## WHISTLEBLOWING POLICY

Approved by the Board of Directors:

27 September 2023

Aragvi Holding International Ltd and its subsidiaries (“Trans-Oil Group”) aim to conduct their business with honesty and integrity. We expect all staff to uphold high standards of business conduct and to promptly report any instances of misconduct that deviate from these core principles. It is the responsibility of all employees, contractors and individuals working on Trans-Oil Group premises to raise any concerns they may have regarding workplace malpractice.

### Policy statement

**1.1** This Policy governs the reporting of illegal practices within Trans-Oil Group, the procedure for investigating these reports, the rights and protection measures for whistleblowers, the responsibilities of employers, and the authorities’ powers responsible for examining such reports, along with those of the whistleblower protection authorities.

**1.2** Trans-Oil Group is dedicated to fostering a safe, open and transparent workplace culture that encourages employees to promptly voice their concerns. We acknowledge that employees often serve as the first line of defense in identifying potential serious issues within an organization.

**1.3** This Whistleblowing Policy is designed in accordance with the EU Directive (Directive (EU) 2019/1937) of October 23 2019, on the protection of individuals who report violations of Union law.

**1.4** Trans-Oil Group places great importance on promptly reporting and addressing any instances of fraud, misconduct, or wrongdoing by its workforce. We are committed to addressing malpractice and wrongdoing diligently. It is essential for everyone to recognize the significance of preventing and eradicating misconduct in the workplace. Any substantiated cases of wrongdoing will be dealt with seriously.

**1.5** Trans-Oil Group encourages staff to use internal reporting mechanisms to report instances of malpractice or illegal acts or omissions by current or former employees. We are dedicated to listening to employees and any serious concerns will be thoroughly investigated.

**1.6** Trans-Oil Group will regularly provide refresher training to all managers to equip them with the skills to address raised concerns. We are committed to treating all disclosures consistently and fairly.

**1.7** Trans-Oil Group will ensure that all new employees and managers receive policy induction and will also offer refresher training to all staff members, ensuring their awareness of whistleblowing laws and familiarity with the proper use of this policy.

### 2. Definitions and scope

**2.1** In accordance with this policy, Trans-Oil Group acknowledges that whistleblowing involves the reporting of workplace misconduct. The whistleblower must reasonably believe that they are acting in the public interest.

**2.2** The statutory categories for wrongdoing are:

- a criminal offence (such as illegal tax evasion, corruption, bribery)
- a breach of any legal obligations

- a miscarriage of justice
- endangering an individual's health and safety
- damage to the environment,

Examples of wrongdoing may include (but are not limited to):

- unsafe working conditions
- discrimination or harassment
- inappropriate agreement with competitors
- conflicts of interest
- inadequate response to a reported safety incident
- insufficient induction or training for staff
- suspicions of fraud
- any other unethical conduct, in violation of our Code of Conduct, policies, or procedures.

**2.3** It is not mandatory for the staff member to possess concrete proof of ongoing, past, or potential wrongdoing. Having a reasonable belief is sufficient grounds to disclose the concern. Staff members are not responsible for investigating the wrongdoing; the organization bears the responsibility for initiating an investigation.

**2.4** A staff member who makes such a protected disclosure has the right to protection against dismissal, adverse treatment, or victimization as a consequence of their disclosure.

**2.5** Trans-Oil Group acknowledges that confidentiality clauses in settlement agreements or non-disclosure agreements with individuals do not impede staff members from making disclosures in the public interest. Such clauses are considered void in such circumstances.

### **3. Roles and Responsibilities**

**3.1** The senior management team bears the responsibility for overseeing this Whistleblowing Policy, and their duties include:

- demonstrating their commitment to fostering an open organizational culture through actions
- receiving and reviewing annual reports concerning whistleblowing activity
- appointing designated responsible employees (officers) from the Compliance Unit and the Security Division of Trans-Oil Group.

Line managers are responsible for:

- ensuring that all staff are well-informed about this policy and procedure, along with their respective responsibilities.
- conducting prompt and thorough investigations into raised issues
- fostering an open culture within their teams
- safeguarding whistleblowers from any form of detriment
- escalating issues and seeking the support of designated officers when necessary.

**3.2** Designated employees assume the lead role in managing the whistleblowing procedure and addressing raised concerns. Their responsibilities include:

- overseeing and periodically reviewing the whistleblowing policy and procedure

- providing guidance and support to managers and employees
- ensuring that lessons learned from whistleblowing cases are disseminated throughout the organization
- ensuring that managers receive training in handling such issues
- investigating issues reported directly to them, promptly and thoroughly
- informing the senior management team about all reported disclosures and the corresponding actions taken
- monitoring the process and making necessary improvements
- providing annual reports on whistleblowing activity to the senior management team.

#### **4. Designated employees (officers)**

**4.1** Trans-Oil Group has identified and officially appointed the following Units as designated officers to handle concerns under this procedure: the Compliance Unit and the Security Division.

**4.2** These designated employees will serve as independent and unbiased sources of advice for staff members at any stage of raising a concern, offering accessibility to anyone within the organization.

**4.3** These individuals have been entrusted with special responsibilities and have received training in addressing whistleblowing concerns. They will provide information about additional sources of support and they will:

- maintain the confidentiality of the concern, unless otherwise agreed
- ensure that staff members receive timely assistance in advancing their concerns
- report to senior management any signs that a staff member is facing repercussions for raising their concern
- promptly remind the organization of the need to provide staff members with timely feedback on the progress of addressing their concern.

#### **5. How to raise a concern**

**5.1** Trans-Oil Group ensures that concerns (incidents) can be reported in at least three ways: in writing, via the hotline by telephone and via e-mail/whistleblowing software. When submitting concerns in writing, the individual should provide the background and history of the concerns, including names, dates, and places whenever possible, along with the reason for making the disclosure. In cases where individuals are not comfortable making a written disclosure, an interview will be arranged.

**5.2** Employees raising concerns are not required to prove the allegation, but they must demonstrate that there are reasonable grounds for concern.

**5.3** If a staff member wishes to raise a matter in confidence, they should state this at the outset so that appropriate arrangements can be made.

**5.4** Confidentiality will be maintained to the greatest extent possible. It is guaranteed when a protected disclosure is made and will be preserved throughout the investigation and hearings, except when disclosing the identity becomes necessary during the staff member's cross-examination as a witness in any subsequent procedure or when required by law.

**5.5** It is advisable to raise concerns openly as it facilitates Trans-Oil Group's ability to address them. Trans-Oil Group will not disclose the whistleblower's identity without their consent unless legally obligated to do so.

**5.6** Staff members may choose to disclose information anonymously. However, it should be noted that in such circumstances, Trans-Oil Group will not be able to contact the staff member to discuss the concern or request further information, and typically, feedback about any action taken may not be provided. Anonymous whistleblowers may seek feedback through a telephone appointment or by using an anonymized email address.

## **6. How will Trans-Oil Group respond**

**6.1** Any concern raised under this policy will be investigated thoroughly, promptly and confidentially.

**6.2** In many cases, the most straightforward way for a staff member to address their concern will be to formally or informally raise it with their line manager, who should subsequently report it to the Compliance Unit.

**6.3** If this approach is not suitable, perhaps because the concern is related to the line manager, or if the staff member does not feel comfortable raising it with them, or if the issue remains unresolved after discussing it with the line manager, the staff member can directly approach the Compliance Unit.

**6.4** Any interactions with line managers and designated employees will be handled with the utmost confidentiality, and the staff member's identity will not be disclosed without their prior consent. Respect will be shown to all staff members at all times, and the individual raising the concern will receive acknowledgement and appreciation.

**6.5** There may be a meeting with the staff member raising the concern to ensure that Trans-Oil Group fully comprehends the specific issue at hand.

**6.6** When an individual makes a disclosure, the organization will process any personal data collected during the investigation in line with Trans-Oil Group's data protection policy. This includes secure storage of the data and limiting access to only those individuals essential for addressing the disclosure.

**6.7** Within five working days of a concern being raised, the line manager or the designated officers who received the disclosure will send a written response to the staff member, which includes:

- Acknowledgement of the receipt of the concern, along with the date of receipt, whether confidentiality has been requested by the person raising the concern, and a summary of the concern;
- Information about how the matter will be handled, by whom, and how the staff member can reach out for further communication;
- Notification to the staff member regarding the commencement of an investigation, or plans for one, and whether their further assistance will be required.

**6.8** The staff member who raised the concern will receive information about the expected duration of the investigation and will be regularly updated on its progress.

**6.9** The concerns brought forward may undergo an internal investigation. If it is not feasible to promptly resolve the matter, typically within a few days, with the line manager, an impartial and adequately trained individual, such as a designated employee, will conduct the investigation.

**6.10** The investigation will maintain objectivity and be rooted in evidence, resulting in a report that primarily identifies and rectifies issues, while gleaning lessons to prevent their recurrence. If the investigator deems that the concern would be more appropriately addressed through another process, such as the grievance procedure or dignity at work procedure, this will be discussed with the staff member.

**6.11** Personal work-related grievances fall outside the scope of protected concerns under this policy. They are subject to separate handling in accordance with the office's applicable legislation and other relevant policies.

**6.12** In the event that misconduct is discovered as a result of an investigation conducted under this policy, the existing disciplinary procedures within Trans-Oil Group will be invoked in addition to any external measures.

**6.13** Upon conclusion of any investigation, the staff member will be informed of the outcome of the investigation and what actions Trans-Oil Group has taken, or intend to take, in response. Wherever possible, Trans-Oil Group will share the full investigation report with the staff member who raised the concern, while respecting the confidentiality of others involved. If no action is to be taken, the reason for this decision will be explained.

**6.14** Trans-Oil Group's whistleblowing policy will be subject to regular internal audits conducted by the Internal Audit of the Group to ensure the policy meets all necessary requirements. These audits will involve an independent review of the policy's design and implementation, provide support in specific cases, advise on implementing controls to prevent recurring situations, and follow up on proposed remedial actions.

## **7. Harassment and victimization**

**7.1** Trans-Oil Group understands that raising a concern can be challenging for staff, particularly if they fear retaliation from those responsible for the wrongdoing. Trans-Oil Group unequivocally condemns harassment and victimization of individuals who raise concerns. Raising a concern should not have any adverse impact on a staff member's continued employment, future promotion opportunities, or training prospects. Such behavior contradicts our organization's core values and, if found true following an investigation, may lead to disciplinary action, including potential dismissal.

**7.2** Trans-Oil Group will not tolerate any attempt to intimidate or bully individuals into refraining from raising concerns. Such behavior is also a breach of our organization's values and, if substantiated following an investigation, may result in disciplinary measures, possibly leading to dismissal.

**7.3** If a staff member makes an allegation in good faith, but the investigation does not substantiate the allegation, no punitive action will be taken against that staff member. They will not be at risk of losing their job or facing reprisals as a result. As long as the staff member is acting

honestly, it is irrelevant whether they were mistaken or if there is an innocent explanation for their concerns.

**Annex List of companies  
of the Trans-Oil Group's Sanctions Policy**

The entities and their respective employees subject to Trans-Oil Group's Sanctions Policy are as follows:

1.	TRANS-OIL COMMODITIES SRL	Moldova
2.	MOLGRANUM SRL	Moldova
3.	FFA TRANS OIL LTD SRL	Moldova
4.	KELLEY GRAINS CORPORATION SRL	Moldova
5.	TRANS-OIL REFINERY SRL	Moldova
6.	TRANS CARGO TERMINAL SRL	Moldova
7.	PRUT SA	Moldova
8.	CEREALE PRUT SA	Moldova
9.	AUR ALB SA	Moldova
10.	ANENGRain GROUP SRL	Moldova
11.	FLOGRAIN GROUP SRL	Moldova
12.	UNCO CEREALE SRL	Moldova
13.	AGROFLORIS-NORD SRL	Moldova
14.	ELEVATORUL IARGARA SA	Moldova
15.	FLOAREA SOARELUI COMERT SRL	Moldova
16.	Intreprinderea de transport Nr. 7 or. Bălți SA	Moldova
17.	TRANS BULK LOGISTICS SRL	Moldova
18.	FLOAREA SOARELUI SA	Moldova
19.	AGROTEST-LAB SRL	Moldova
20.	DANUBE OIL COMPANY SRL	Moldova
21.	CEBA GROUP SRL	Moldova
22.	GLOBAL GRAIN INTERNATIONAL SRL	Romania
23.	HELIOSAGRI INTERNATIONAL SRL	Romania
24.	BALKAN COMMODITIES INTERNATIONAL D.O.O.	Serbia
25.	VICTORIAOIL D.O.O.	Serbia
26.	GRANEXPORT D.O.O. PANCEVO	Serbia
27.	ZITO BACKA KULA D.O.O.	Serbia

28.	LUKA BAČKA PALANKA DOO	Serbia
29.	RENIYSKIY ELEVATOR	Ukraine
30.	RENI LINE	Ukraine
31.	SEAGULL OPERATIONS INTERNATIONAL B.V.	Netherlands
32.	TOI COMMODITIES MIDDLE EAST DWC LLC	United Arab Emirates
33.	TOI COMMODITIES SA	Switzerland