



EURASIAN RESOURCES GROUP SARL

WHISTLEBLOWING AND INVESTIGATION POLICY

In this document, the “Company” or “ERG” means Eurasian Resources Group S.a.r.l. and includes, where applicable, all subsidiaries.

1 Policy Objective

- 1.1 The policy sets out:
 - 1.1.1 the roles and responsibilities of employees of the Company within the process of reporting *Malpractice*;
 - 1.1.2 processes to be followed by ERG Group employees or business unit management to report cases of alleged *Malpractice*; and
 - 1.1.3 the process to be followed to investigate alleged *Malpractice*.

2 Policy Statements

- 2.1 Any director, officer, manager, employee, business partner, consultant, supplier, contractor or agent, who knows or has a reasonable belief that persons associated with the Company have engaged or plan to engage in an illegal or unethical conduct in connection with the Company activities or resources, is expected to file a complaint as outlined in this policy.
- 2.2 The Company shall investigate all allegations of *Malpractice* irrespective of their source provided that they contain sufficient verifiable facts and corroborating information.
- 2.3 Vague, unspecific, broad allegations without evidentiary or corroborating information may not be investigated.
- 2.4 The effort put into an investigation should be proportionate to the severity of alleged *Malpractice* and potential financial or reputational impact on the Company.
- 2.5 Any investigation conducted by the Company must comply with applicable laws and regulations.
- 2.6 The Company will maintain a Whistleblowing hotline accessible by all staff to report



allegations of *Malpractice* anonymously. Anonymity of whistle-blowers will be protected.

- 2.7 Any conflicts between this Policy and applicable local laws must be reported in writing to the Group General Counsel.

3 Definition of Malpractice

3.1 For the purposes of this Policy, the Company considers the following matters to be *Malpractice* (where such activity is related in any way to ERG, its business or where such activity could impact ERG's reputation):

- a) A serious violation of work discipline. Violations of lesser nature should be reported and handled under the respective business unit's disciplinary policy as appropriate;
- b) Circumstances or actions endangering life, health or safety of people, the environment, the preservation of property, the image and business of ERG and its subsidiaries;
- c) Provision of false information affecting decisions made by ERG management or the management of ERG subsidiaries;
- d) Circumstances or actions creating a threat of an administrative violation;
- e) Circumstances or actions creating a threat of a criminal or civil offence as well as a criminal or civil offence itself; or
- f) Violations of the code of conduct, group and local policies and procedures, from time to time in force.

4 Reporting of Malpractice

4.1 All allegations of *Malpractice* must be reported to:

- a) The employee's direct supervisor or any other trusted senior manager;
- b) Respective business unit's Head of Human Resources or General Counsel;
- c) If the complainant does not feel able to report any allegations of *Malpractice* to the persons outlined in Clauses 4.1(a) or (b), the



Complainant must report such allegations to the Group management (via the whistleblowing hotline, email or intranet site, by telephone or in person).

- 4.2 If an allegation is reported to the individuals listed at 4.1(a) or (b), such individuals must report the details of the allegation to their respective business unit counsel.
- 4.3 All serious allegations of *Malpractice*¹ and allegations made under Clause 4.1 (c) must be further reported to the Group General Counsel in a timely fashion.
- 4.4 If the Group General Counsel is alleged to be involved or connected to the alleged *Malpractice*, reports must be made to the Chairman of the Audit Committee who will then proceed accordingly.

In urgent cases², ERG's Compliance, Legal, Security or Internal Audit teams are authorized to take steps, as permitted by law, to secure relevant evidence of *Malpractice*, in accordance with ERG Internal Investigation Manual, at the same time as reporting the *Malpractice* to the Group General Counsel. In such cases, the Group General Counsel must be informed of what steps have been taken to secure evidence.

5 Co-operation with Investigations of Malpractice

- 5.1 All ERG directors, officers, managers, employees, joint venture partners, consultants, contractors, suppliers and agents have a duty to co-operate fully and transparently with any internal investigation carried out by ERG in accordance with this Policy. Any failure to co-operate in accordance with this Policy or obstruction of an Investigation, including any destruction or concealment of documents or facts, will be treated as a serious disciplinary matter and may result in dismissal from ERG or termination of contractual or business arrangements.

¹ A non-exhaustive list of matters which ERG would consider as serious *Malpractice* include: any allegation of bribery or corruption, significant fraud on the Company by employees or third parties and allegations of physical harm, harassment or serious threats towards ERG personnel.

² A matter would be considered urgent if there is a risk that evidence will be deleted or destroyed unless secured or serious loss or damage could be prevented by taking immediate action.



6 Protection of Whistle-blower or Complainant

An individual making a complaint or whistleblowing report will not be discharged, threatened, harassed, or discriminated against for reporting in good faith what he or she perceives to be *Malpractice* or for assisting with any investigation of such activity under this Policy. Any person who improperly retaliates against an individual for reporting or participating in an investigation of *Malpractice* will be subject to disciplinary action.

7 Responsibility for Dealing with Allegations of Malpractice

7.1 The Group General Counsel shall have overall responsibility for dealing with the following allegations of *Malpractice*:

- a) Any report via the whistleblowing hotline;
- b) Any allegation of *Malpractice* involving a government official;
- c) Any allegation of *Malpractice* involving bribery or corruption;
- d) Any allegation of a violation of international economic/financial sanctions or money laundering;
- e) Any allegation of *Malpractice* which involves a potential economic adverse effect on the Group, or a potential improper benefit to a director, officer, manager, employee, joint venture partner, consultant, contractor, supplier or agents of ERG, of over USD 500,000 on a cumulative basis over any 12 month period.

7.2 The Local General Counsel of each ERG business unit shall have overall responsibility for dealing with any other allegations of *Malpractice* within that business unit. In the event that the allegation is subsequently found to involve any matter set out at clause 7.1 or otherwise be of a serious nature, it must be immediately referred to the Group General Counsel to deal with.

8 Initial Evaluation

8.1 The person with overall responsibility for dealing with any allegation of *Malpractice* must direct an initial evaluation of each allegation of *Malpractice* in order to determine whether there is any factual basis or material truth in the allegation to



justify the investigation. Assistance may be requested from other functions.

- 8.2 Based on results of initial evaluation the person handling the allegation will either:
- a) Direct that an investigation should take place in accordance with paragraph 9; or
 - b) Direct that no investigation is required or possible, giving reasons for this decision.

9 Investigation

- 9.1 All investigations of *Malpractice* should be carried out in a competent, independent and objective way.
- 9.2 In the event that a Director, the Group General Counsel, any member of the Executive Committee or Group Head of Internal Audit is involved or connected to the alleged *Malpractice* or is otherwise conflicted, the investigation may be referred to independent external third party specialists or advisors acting under instructions from the Audit Committee.
- 9.3 The outcome of all Investigations must be documented and must include:
- a) The findings and conclusions of the Investigation in respect of each allegation of *Malpractice*;
 - b) Any suggested improvement in ERG's systems and controls;
 - c) Any required disciplinary action against ERG employees; and
 - d) Any remedial action required.
- 9.4 The Company has constituted a permanent Investigation Committee which is responsible for monitoring progress of ongoing Investigations as well as agreeing improvements to ERG's processes, systems and controls in response to any ongoing Investigations (or outcomes of Investigations). The Investigation Committee is chaired by the Group General Counsel, and comprises (in addition) of the CEO, the CFO and the Group Head of Internal Audit. The Investigation Committee shall consult with other senior management as appropriate.
- 9.5 The Investigation Committee approves and reviews from time to time an Internal Investigations Manual containing detailed procedures and guidelines regarding



conducting internal investigations.

10 Reporting

- 10.1 Progress and outcomes of all Investigations under Group General Counsel direction must be reported regularly to the Group General Counsel and subsequently to the Investigation Committee (unless the investigation is under 9.3 in which case it must be reported to the Audit Committee).
- 10.2 The Group General Counsel will provide, as prescribed, updates on all ongoing investigations and outcomes of closed investigations to the Audit Committee and the Compliance Committee.