



**We commit to openness  
and accountability**

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# **Titan Group Whistleblowing Policy**

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## INTRODUCTION

Titan S.A. (“**Titan**”) and its subsidiaries (collectively “**Titan Group**”) are committed to conducting their business with the highest standards of transparency and integrity. All persons carrying out work for Titan Group are expected to maintain the highest standards of ethical and lawful business conduct, in accordance with Titan Group’s Code of Conduct, Values and internal policies, and the applicable laws, including EU Directive 2019/1937 (the “**EU Whistleblowing Directive**”). However, sometimes, incidents of illegal or unethical conduct may unknowingly occur within an organization. A culture of openness and accountability is essential to safeguard the appropriate conduct. Titan Group actively promotes a strong speak-up culture, encouraging anyone who has a whistleblowing concern to report it, in good faith and responsibly, in a safe and trustful environment of reporting channels. The Group whistleblowing system allows concerns to be raised and addressed in a responsible, effective, and confidential manner, ensuring full protection of whistleblowers, without any fear of retaliation.

This Whistleblowing Policy (the “**Policy**”) establishes the framework for reporting work-related incidents, and relevant information that constitute whistleblowing concerns. It also provides for protection of a person reporting such incidents in good faith against retaliation.

Matters that do not constitute such incidents and fall outside the scope of this Policy are any subjects expressly excluded from the scope of a whistleblowing system by applicable laws.

## DEFINITION

### What is “whistleblowing”?

“**Whistleblowing**” is the act of disclosing information about a whistleblowing concern.

### Who is a “whistleblower” and what is a “whistleblowing concern”?

Under this Policy a “**whistleblower**” is a person who raises a “**whistleblowing concern**”, meaning a work-related reasonable and in good faith concern regarding (i) any reasonably suspected, actual or potential, action, omission or behavior encompassing violations of Titan Group’s Code of Conduct, Values, and internal policies, (ii) acts that adversely impact the reputation of Titan Group, or (iii) criminal conduct, unethical conduct or other misconduct, including a suspected breach of national or EU law within Titan Group.

Reported incidents may fall under the following categories:

- a. **Accounting, Auditing and Financial reporting**, including financial misstatements, wrongful accounting transactions, tax evasion, internal controls issues etc.;
- b. **Business Integrity**, related to interactions with third parties and legislation, including bribery & corruption, money laundering, conflict of interest, trade and competition law matters, data privacy, product safety, unauthorized disclosure of confidential or inside information, basic human rights and freedoms of individuals etc.;
- c. **Misuse or Misappropriation of Corporate Assets**, specifically related to assets being wasted or used in a manner other than what is expected, including theft, inaccurate expense reporting etc.;
- d. **People, Diversity and Workplace Respect**, mostly related to workplace and employee relations or misconduct, including discrimination, harassment, retaliation, substance abuse, compensation and benefits, and other general HR issues etc.;
- e. **Environmental and Health & Safety**, related to environmental regulations, health and safety risks, workplace safety etc.;
- f. **Breaches of EU Law**: any incident from the above categories, specifically encompassing breaches of EU Law, as per EU Whistleblowing Directive.

**Fraud** allegations are those reported incidents, from any of the above categories, which are possibly related to deliberate unlawful or irregular actions involving deception, intended to result in financial or personal gain for the perpetrator, implicating corporate assets of any value.

They may include Bribery & Corruption, Assets Misappropriation or Financial Statements fraudulent schemes.

## OBJECTIVE

The objective of this Policy is to:

- a. establish a comprehensive system of reporting channels;
- b. encourage and facilitate the reporting of whistleblowing concerns;
- c. provide the framework and standards to ensure that the reports will be addressed effectively, taken seriously, and treated with objectivity and confidentiality without any fear of retaliation.

## SCOPE

This Policy applies to all employees, former employees, candidates, and persons with whom Titan Group has a business relationship (such as suppliers, contractors, subcontractors, and customers), including shareholders and persons associated with the administrative, management or supervisory bodies of any Titan Group entity (including non-executive directors).

All Titan Group companies and Business Units must ensure that all employees are familiar and comply with this Policy.

## LEGAL FRAMEWORK

This Policy reflects TITAN Group strong commitment for doing business lawfully and ethically in accordance with Titan Group's Code of Conduct, Values and Policies, and the applicable laws, including the EU Whistleblowing Directive.

This Policy may be supplemented by Addenda, to ensure compliance of certain Titan Group companies with the requirements of any applicable national legislation, including the requirement to designate a person Responsible for Receiving and Monitoring Reports ("**RRMR**"), or to provide information regarding the competent authorities and the procedure for submitting an external report. In the event and to the extent of any conflict between this Policy and an Addendum, the Addendum shall prevail. In the event of a conflict between this Policy, as supplemented by any Addenda and any applicable national rules, the latter will prevail.

This Policy does not affect nor limit the obligation or the possibility for submission of reports to the competent judicial, supervisory, or regulatory authorities in any country.

## MAKING A REPORT INTERNALLY

### To Whom?

Any whistleblower who has a whistleblowing concern, as specified in this Policy, is strongly encouraged to report the events and circumstances that believes, in good faith and on the basis of reasonable grounds, have caused such whistleblowing concern, as follows:

- a. **By submitting a report to EthicsPoint**, the Titan Group's web and phone-based reporting system, which is hosted outside Titan Group by an independent external service provider, to ensure the confidential collection of all reported Incidents.  
In EthicsPoint, a report, either anonymous or signed, may be submitted 24 hours a day, 7 days a week via the telephone or the Internet, in English or in local language.  
Confirmation of receipt of the report shall be provided to the whistleblower within a timeframe of maximum seven (7) days from its submission.
- b. **By submitting a report to Line or Senior Management**, or directly to the associated departments **Legal, Compliance, HR, Internal Audit**.  
Reports may be submitted by phone, by e-mail, by letter or through a personal meeting, if requested.  
Especially for potential Breaches of EU Law, reports should be submitted to the designated **RRMR**, where appointed, and as specified in any Addendum to this Policy.



## How?

To facilitate the effective review and proper examination of a report, it is particularly important for the whistleblower to provide:

- a. a detailed description of the events relating to the whistleblowing concern and how the reporting person became aware of them;
- b. the date and place of the reported incident relating to the whistleblowing concern;
- c. the names and job positions of the persons involved in the reported incident relating to the whistleblowing concern, or information that enables the identification of such persons;
- d. the names of any other persons who can attest to the actions set out in the report;
- e. reference to any documents or other evidence, that could confirm that the reported incident relating to the whistleblowing concern did occur.

In case of doubt as to whether a report should be made, for more clarifications as to how to submit a report or for any other relevant question not addressed in this Policy, one is encouraged to contact the Departments or persons designated to receive reports as mentioned above, or to use the functionality of asking questions through the EthicsPoint reporting platform.

## HANDLING OF SUBMITTED REPORTS

### Report Examination

All reports are promptly and thoroughly investigated, ensuring absolute impartiality, fairness and confidentiality towards all parties involved (e.g., reporting or reported persons, witnesses, or other implicated persons), pursuant to the applicable national laws.

To ensure a well-informed investigation process, the responsible examination team will inform executive management, depending on the nature and significance of the issue and in the absence of any apparent conflict. Also, at the discretion of the responsible examination team, assistance may be requested from local or group staff that are competent in each instance or additional information may be sought from the reporting person or other individuals. If necessary, the assistance of external consultants or experts will be sought.

### Key roles and responsibilities

Subject to the national applicable laws:

- **Line / Senior Management** shall handle and review, under the responsibility and with the approval of the relevant Head of Organizational Unit / Corporate Function, all cases of a low impact which are not submitted to EthicsPoint, excluding:
  - Fraud allegations, which should be forwarded to the Regional Committee, see below.
  - Any potential breaches of EU law, which should be forwarded to the designated RRMR, where appointed.Low impact cases are indicatively considered single, not widespread incidents, concerning minor breaches of a low financial or operational impact, not affecting the company's reputation, needing a rather simple and fast solution to be resolved. Cases with conflicts will be forwarded accordingly, as specified hereunder. Cases of medium or high impact, should be forwarded to any relevant Regional Committee member. Following their investigation, cases over a certain level of criticality will be registered in EthicsPoint by the Regional Committee.
- **Regional Committees**, composed of managers from HR, Legal, Internal Audit & Compliance Departments, and the RRMR(s) (where appointed), shall review, handle, and coordinate the examination of all reports submitted to or registered in EthicsPoint, as well as any other cases received directly by, or forwarded to the Regional Committee or a Regional Committee member by other recipients of a whistleblowing concern, excluding:
  - Any potential breaches of EU law, which should be forwarded to the designated RRMR, where appointed.
  - Any allegation as part of litigation, which should be handled by the Legal Department.The investigation and reporting of any fraud allegation will be undertaken by the Regional Internal Audit & Compliance Department.

- **Supervisory Committee**, comprises of representatives from the Titan Group's senior management and the Chair of the Audit and Risk Committee of Titan, who presides over the committee's meetings. The committee will be notified of reports in all countries, have access to all related materials, oversee and ensure the effectiveness of the investigation process, provide guidance where needed, and handles cases where conflicts might arise with a Regional Committee member. The committee provides updates periodically to the Audit and Risk Committee of Titan.
- **Audit & Risk Committee** of Titan has the overall responsibility for monitoring the effectiveness of the Whistleblowing reporting and investigation system. The committee handles cases where conflicts might arise with Supervisory Committee members, ExCom members, or RRMR, and reports periodically to the Board of Directors the reported whistleblowing concerns, the results of the investigations and the remedial actions taken.

## Report Review

A received report is archived and not further investigated, if one of the following applies:

- the alleged conduct does not constitute a whistleblowing concern as per the scope of this Policy, the content of the report is incomprehensible, totally insufficient, or frivolous;
- apparently, the report has not been made in good faith or is malicious;
- the reported whistleblowing concern is already addressed or resolved;
- there are constraints under the applicable national laws that prohibit the investigation of the whistleblowing concern.

Inquiries or other concerns which do not constitute whistleblowing concerns, will be forwarded to the responsible individuals or functions, to address them and respond accordingly. Within this context, regular commercial inquiries will be forwarded to the commercial department for further action.

## Report Resolution

For the substantiated reports, once the investigation is completed, an Investigation Memo will be prepared, setting out at a minimum the key reported facts, the investigation carried out, the evidence considered, the findings and the proposed action plan.

The Investigation Memo will be submitted to the Supervisory Committee, to the respective Regional Director, the General Manager of the BU (if applicable), and to other members of executive management accordingly, including Group HR and Group Legal Departments. The decision for appropriate intervention plans and remedial actions, which may include internal disciplinary and/or legal/judicial measures as deemed necessary, will be made by appropriate levels of executive management, Legal and HR Departments, depending on the nature and the severity of the case. The examination bodies, including Internal Audit or Compliance & Anti-Fraud Departments, do not have the authority to decide or impose any disciplinary measures.

## Objectivity and Independence

If any person involved in the internal report handling and investigation process, as described above, faces a conflict of interest arising from or relating to a reported whistleblowing concern, then that person shall be excluded from the handling and investigation process of the specific whistleblowing concern.

Subject to any applicable national laws, in case a member of the Regional Committee is involved in a reported whistleblowing concern, then the Regional Committee will be bypassed, and only the Supervisory Committee will receive and handle the report.

Subject to any applicable national laws, in case a member of the Supervisory Committee, Titan Group Executive Committee or the RRMR is involved in a reported whistleblowing concern, then the Regional Committee and the Supervisory Committee will be by-passed and only the Audit and Risk Committee of Titan will receive and handle the report.

## ANONYMITY

Reports may be made by the reporting persons anonymously or by providing their name. Anonymity is absolutely ensured when a reporting person submits a report to the EthicsPoint platform, choosing to remain anonymous. To that end, certain effective technical controls are in place. EthicsPoint does not generate or maintain any internal connection logs with IP addresses, so there is no information linking the reporting person PC to EthicsPoint. In fact, EthicsPoint is contractually committed not to pursue a reporter's identity.

However, Titan Group encourages whistleblowers to provide their identity to facilitate the investigation of their reports.

Subject to applicable national laws, all reports, whether anonymous or not, will be assessed by considering among other factors as appropriate under the circumstances, the seriousness of the issues raised, the credibility of the report and the likelihood of confirming the allegation from available sources. Whistleblowers may be required to provide clarifications during the investigation of the report.

## CONFIDENTIALITY

Reports will be treated confidentially. Titan implements appropriate technical and organizational measures to ensure that only individuals whose involvement is necessary for the handling or investigation of a report may have knowledge of the identity of the whistleblower, or any other information from which the identity of the whistleblower may be directly or indirectly deduced, and the reported incident.

All persons, including the whistleblower, are required to safeguard confidentiality regarding any report, the investigation, and the findings.

The identity of a whistleblower is not revealed, except in certain exceptional circumstances, including when:

- a whistleblower authorizes such disclosure.
- this is required by any subsequent legal proceedings under applicable law in investigations by national authorities or in judicial proceedings, or to the extent necessary to safeguard the rights of defense of the person being reported;
- a whistleblower acts in bad faith and maliciously makes a false statement.

In any of the above cases, Titan Group will notify whistleblowers before their identity is disclosed, unless such notification is not allowed under the applicable national laws or would jeopardize the related investigations or judicial proceedings.

## PROTECTION AGAINST RETALIATION

Whistleblowers who are Titan Group staff or anyone who has directly or indirectly participated in the investigation of a report are protected, provided reports are made in good faith and in the reasonable belief that the report reflected a whistleblowing concern.

Titan Group will not tolerate any kind of retaliation against a whistleblower or anyone who has directly or indirectly participated in the investigation of the report and will do its utmost to protect whistleblowers from detrimental treatment, such as:

(a) suspension, lay-off, dismissal or equivalent measures; (b) demotion or withholding of promotion; (c) transfer of duties, change of location of place of work, reduction in wages, change in working hours; (d) withholding of training; (e) a negative performance assessment or employment reference; (f) imposition or administering of any disciplinary measure, reprimand, or other penalty; (g) discrimination, threat, disadvantageous or unfair treatment.

Whistleblowers, witnesses, or persons involved in the handling and investigation of a report, who believe that they have been subject to detrimental treatment, should immediately contact the Group or local HR or Legal Departments, Group Internal Audit & Compliance, or make a new report. Titan Group reserves any right to take necessary actions, including legal or judicial actions and measures or disciplinary action against any person engaging in retaliation or making threats of retaliation against whistleblowers, in accordance with the Policy.

National laws may additionally provide Whistleblowers with support measures (including financial and psychological support in legal proceedings).

## BAD FAITH & FALSE ACCUSATIONS

Titan Group considers the raising of malicious allegations to be a serious disciplinary matter. Titan Group will not tolerate reporting whistleblowing concerns in bad faith or making false accusations. Whistleblowers who maliciously have made false allegations will be subject to disciplinary action, including termination of employment and other detrimental measures. Titan Group may also take appropriate legal actions to protect its personnel, rights, assets, and reputation against anyone who, in bad faith, has made false or malicious reports.

## PROCESSING OF PERSONAL DATA

The processing of personal data in connection with any report will be subject to the applicable data protection laws and the data protection policies of each Titan Group company, including the Group Data Protection Policy and the relevant Privacy Notice. Personal data which is manifestly not relevant for the handling of a specific report shall not be collected or, if accidentally collected, shall be deleted without undue delay.

## RETENTION OF SUBMITTED REPORTS

All submitted reports and the related records of investigations will be retained in accordance with applicable laws and regulations and in a manner that ensures confidentiality and protection of personal data. In the event of legal or other proceedings arising from or in connection with the reports, the reports will be retained for an appropriate and necessary duration until the conclusion of the legal, judicial or disciplinary proceedings, including any subsequent appeals.

## TRAINING

Regular and appropriate training will be provided to all Titan Group staff, including line managers and any other individual involved in the investigation of whistleblowing concerns under this Policy.

Information and guidance about the submission of reports will be accessible on the Intranet as well as on the Titan Group website ([Titan Materials](#)).

## POLICY ADMINISTRATION

The Group Compliance & Anti-Fraud Department will be responsible for the administration of this Policy. This Policy is reviewed at least annually by Group Compliance & Anti-Fraud, in conjunction with Group Legal, to ensure compliance with the applicable legal requirements, including the EU Whistleblowing Directive.

Any revisions of this Policy will be approved by the Group Executive Committee and reviewed by the Audit & Risk Committee of Titan.