



Whistleblowing Policy

ofi Group Limited





Version Control

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1. An introduction to the ofi Whistleblowing Policy

Purpose

ofi Group Limited and its subsidiaries ("ofi or the "Company") acknowledges international whistleblower protection laws. Accordingly, this ofi Whistleblowing Policy ("**Policy**") is designed to ensure that appropriate arrangements are in place to enable employees and third parties to report suspicion of wrongdoing particularly where these relate to unlawful acts or omissions, or to contraventions of our Code or ofi Policies. This document sets out the guidelines, protections and internal processes that apply when a report setting out a person's suspicions or concerns of inappropriate conduct is made (a "**Complaint**").

The Policy's essential features are that:

- a) anyone suspecting wrongdoing at work is encouraged to make a Complaint through the **ofi** Speak Out channel (www.ofiSpeakOut.com).
- b) any Complaints raised shall be investigated properly in accordance with this Policy.
- c) the identity of the person raising a Complaint will be kept confidential to the extent they wish to remain anonymous; and
- d) anyone making a Complaint in good faith shall not be exposed, penalized, or suffer any form of retaliation, even if they are mistaken.

Questions concerning the scope, implementation, requirements of, or other matters related to, this Policy, the **ofi** Speak Out channel or related procedures should be directed to the Global Head of Internal Audit or the ofi Chief Compliance Officer.

Who is a Whistleblower/Complainant?

Whistleblowers or Complainants are generally considered to be individuals (including employees) who may bring new information to the attention of a company's management or competent authorities to assist them in detecting wrongdoing, including a crime, a breach of internal policy, fraud, bribery, market manipulation, money laundering, a privacy/personal data breach or any other illegal or dangerous activity, so that appropriate action can be taken.

Who does this Policy apply to?

This Policy applies to all **ofi** Employees, Associated persons and Joint Venture ("JV") partners and expects them to raise concerns directly with their supervisor, local Human Resources ("HR") manager, the Internal Audit ("IA") function, the Legal Compliance and Co Sec ("LCCS") function directly or via the **ofi** Speak Out channel and may rely on this Policy.

"**Employees**" means all employees, officers, directors and managers of the Company (whether permanent or temporary) and of the Company's subsidiaries or Affiliated Companies, whether permanent or temporary.

"**Associated Persons**" means, employees, representatives, officers and directors of the Company's representatives, partners, vendors, contractors, shippers, agents, customers, suppliers, consultants, business contacts, advisers, brokers, including authorized travel agents and general sales agents, and any other entity or individual that performs services



for or on behalf of the Company or any of its Affiliated Companies wherever located and whether permanent or temporary.

"Affiliated Companies" are, for the purposes of this Policy, in relation to one ofi company:

- (a) a holding company of the ofi company,
- (b) a subsidiary of the ofi company, or
- (c) a subsidiary of a holding company of the ofi company in all cases, irrespective of whether shareholdings are in the minority or majority.

2. No Retaliation

ofi recognizes that some individuals might be hesitant to raising their concerns because they fear possible retaliation. Accordingly, measures to ensure the anonymity and/or protection of the Whistleblower/Complainant are necessary and should address their rights and, where appropriate, the rights of the accused person(s).

Retaliation against a Whistleblower/Complainant is not acceptable within **ofi**. Any person who feels compelled to make a Complaint has the right to protection as set out in this Policy and the **ofi** Code of Conduct.

ofi will not dismiss, harass, or otherwise discriminate against any Employee or Associated Person who raise concerns in good faith, even if they are mistaken.

Anyone who reports suspected or actual wrongdoing shall, where possible, be given complete anonymity (as described in this Policy) and **ofi** shall support Employees against any form of action against them in relation to the making of any such report.

Any retaliation will be treated as a serious matter to be addressed under the applicable disciplinary procedure.

If you believe that you have suffered any such treatment, you should inform the IA, HR or LCCS function immediately. The appropriate function may then review or seek more information if required and decide what action to take with respect to the complaint.

3. Using the Policy

- 3.1 This Policy should only apply where there is or has been suspected wrongdoing. A non-exhaustive list of examples of wrongdoing is set out below. It is not intended to apply to trivial matters or address an employee's day-to-day frustrations or grievances. For the avoidance of doubt, Complaints do not necessarily have to relate to a person but could be to a situation or state of affairs.
- 3.2 Malicious, deliberately or recklessly making false accusations of any kind for personal reasons is unacceptable.
- 3.3 Examples of suspicions or concerns that may merit being raised under this Policy as a Complaint include, but are not limited to;



- Crime (i.e., Failure to comply with any legal obligation, by act or omission);
- Fraud, Bribery or Corruption, Money Laundering;
- Price-fixing or other anti-competitive behavior;
- Collusion (e.g., undue favouritism or business allocation to certain suppliers / business partners);
- Procuring goods / services for personal advantage;
- Consumer protection concerns;
- Unauthorized use or disclosure of proprietary data, intellectual property or confidential information;
- Misuse of Company assets or funds (e.g., utilization of company's funds to make non-company related purchases or for personal use);
- Workplace harassment, bullying or discrimination;
- False expense claims (e.g., understatement of cost or expenses / unreasonable deferment, claiming expenses without incurring them);
- Theft (e.g., misappropriation of Company funds, assets, stocks or inventories);
- Unauthorized deliveries to customers;
- Significant food safety related incidents;
- Endangering the health or safety of an individual or damaging the environment;
- Any nature of discrimination or bias;
- Any breach of **ofi's** Code of Conduct and internal Policies.

It is important to note that Complaints do not necessarily have to relate to a person but could be to a situation or state of affairs.

4. How to make a Complaint

If a Complainant believes that wrongdoing has, or is, taking place, they should report it:

- i to any manager;
- ii to their local HR; or
- iii through **ofi's** Speak Out! confidential reporting channel

Our Speak Out! reporting channel allows for anonymous reporting. Care should be taken to provide as much information as possible when deciding to remain anonymous as a proper investigation may be more difficult or impossible if we cannot obtain further information. The Speak Out! reporting channel also facilitates anonymous communication between ofi and the Complainant.

Where a Complainant decides to disclose his or her name every effort will be taken to keep their identity secret and the investigators will only reveal the Complainant's identity, with his or her permission, where necessary, to those involved in investigating the concern.

5. Investigation of Complaints

Regardless of how a Complaint is made, the action to be taken in response to it should be consistent. Where local legislation sets out any specific timelines to reply to a person who has reported a concern non-anonymously, such timelines must be understood and met by the relevant parties who are handling the report.

Prompt action will be taken by the individuals who have received the report and are handling its investigation (the “**Investigation Team**”) upon receipt of a Complaint:

- i. Receipt of the report will be acknowledged, and, where possible further feedback shall be provided, in line with local applicable regulations.
- ii. The Investigation Team in receipt of the Complaint or the Speak Out channel will record and retain details of the Complaint.
- iii. The Investigation Team in receipt of the Complaint will evaluate and investigate the matter promptly. Each Investigation Team must have in place and follow a clearly documented investigation procedure.

The results of all investigations will be shared with Internal Audit function prior to its closure to ensure completeness and conclusiveness of the investigation.

On a quarterly basis details of significant complaints received, and an update on the progress of all such investigations, will be shared by Head of IA with the Chairman of the Audit and Risk Committee.

6. Principles to be followed when investigating complaints

The following principles should be followed for all investigations of Complaints by whichever Investigation Team is handing it:

- a) no individual should ever be involved in the management and/or conducting of investigation of allegations in which he or she is the accused or in any way personally or directly involved,
- b) where possible, the investigation should take place at least one management level above the level of the most senior person against whom allegations have been made.
- c) Complaints should be reviewed promptly by the Investigation Team in receipt of the Complaint.
- d) All Complaints are to be assessed and, where appropriate, investigated.
- e) It is important to note that the investigation will seek to establish the facts only. It will not make any recommendation as to a course of action, other than regarding measures for process improvement where appropriate.
- f) If the investigation uncovers substantiated issues, these will be addressed in accordance with the relevant wider **ofi** policies and procedures that are applicable.



- g) Where possible and/or appropriate, feedback will be given to the Complainant in accordance with the local regulations.

7. Confidentiality

The identity of the individual raising a Complaint, where known, (and any third party mentioned in the report) shall be kept confidential outside of the Investigation Team and we have procedures in place to prevent access by non-authorized staff members. Accordingly, their identity should only be communicated to the extent necessary:

- a) To comply with any local law provisions surrounding confidentiality of a whistleblower / Complainant
- b) To ensure the matter is properly investigated and reported in line with this Policy; and

and in all cases, in accordance with applicable data privacy laws.

8. Actions following an investigation

In every case where wrongdoing have been found to have occurred within **ofi**, the Code, relevant internal policies or controls should carefully be assessed to establish whether there has been any breakdown or failing and, if there is, what steps should be taken to prevent the wrongdoing from happening again.

Even where no breach of the Code, policies or breakdown of internal controls has been found, careful consideration should be given as to whether or not certain steps should be taken to adjust such relevant policies and/or minimise the risk of recurrence and/or to improve the ability to detect any such recurrence. LCCS, HR, IA, Finance and other relevant representatives at the appropriate level (as appropriate), will work collaboratively to assess any appropriate remedial actions.

In addition to addressing and modifying policies, systems and controls, decisions will be taken in terms of the appropriate disciplinary action for any person associated with the wrongdoing.

The Board Audit and Risk Committee reviews:

- i. arrangements by which individuals may, in confidence, raise concerns about possible inappropriate activity as detailed in this Policy.
- ii. concerns raised through the Policy to make sure that any significant matters receive independent investigation and appropriate follow up action (including escalation to the full Board, if considered appropriate).



9. Record Keeping

Records must be kept of every report received and these must be stored securely as long as required by law. Where there is no legal retention period prescribed such records shall be retained for a minimum of 5 years. The Speak Out! channel will be used as the primary place of storage for all relevant information.

10. External Reporting

Following any investigation, should the Investigation Team conducting the investigation believe the matter is of such a nature that it requires disclosing to a regulatory agency, they should refer the matter to the LCCS function who shall evaluate the matter, advise on the requirement to report, and assist with the submission of any such report to the relevant body.

11. Training

The existence of the **ofi** Speak Out! channel must be widely communicated via workshops, and posters in all **ofi** locations to ensure maximum reach. This information is also contained in the **ofi** Code of Conduct which is provided to all new Employees. The Whistleblowing Policy together with reporting link is available on the ofi external website.

Refresher information and appropriate training about the Speak Out! procedure and channel will be shared with Employees and senior management and where relevant, Associated Persons, periodically.