



Company Policy on Whistleblower Protection

Last Update, January 2024



Contents

| | |
|---|----------|
| 1. OBJECTIVE..... | 3 |
| 2. DEFINITIONS | 3 |
| 3. SCOPE | 4 |
| 4. GENERAL PRINCIPLES | 4 |
| 5. IMPLEMENTATION OF THE POLICY | 4 |
| 5.1 Notification Subjects | 4 |
| 5.2 Notification Methods | 5 |
| 5.3 Notification Tracking System | 5 |
| 5.4 Confidentiality, Anonymity and Honesty | 6 |
| 5.5 Zero Tolerance Against Retaliation..... | 7 |
| 5.6 Investigation Process..... | 7 |
| 5.7 Expectations from Whistleblowers | 8 |
| 6. AUTHORITY AND RESPONSIBILITIES..... | 9 |
| 7. REVISION HISTORY | 9 |



1. OBJECTIVE

The purpose of the company policy on whistleblower protection (“**Policy**”) is to encourage the employees and stakeholders of the Company, Van Eck Trailers B.V. (“**Company**”) to notify the Company of any action they suspect to be in contradiction with the Company’s Code of Conduct and applicable policies or the relevant legislation. It is also aimed to emphasize clearly and definitively that any Company employees, who reported a case in good faith, are protected from retaliation actions that they may suffer.

All employees and managers of the Company are obliged to comply with this Policy, which is an integral part of the Company Code of Conduct.

2. DEFINITIONS

“**Authorized Person(s)**” refer to the term defined in Article 5.3.

“**Chief Supervisor**” means the first manager to whom the respective employee directly reports.

“**Compliance Manager**” means the Company’s independent compliance manager.

“**Disciplinary Action**” means the sanction applied for acting in contrary with the employment agreement and/or the applicable legislation and/or the Company’s Code of Conduct, as well as the relevant policies, procedures, regulations, memos, and any other in-house provisions.

“**Investigation**” means investigations conducted carefully and in a detailed manner about the actions and behaviors to find the truth.

“**Notification**” means sharing, in accordance with this Policy, the observations and concerns for actions that are suspected to contradict/have been contradicted with the Company’s Code of Conduct, relevant in-house policies, procedures, regulations or other internal provisions.

“**Notification Subjects**” refer to the term defined in Article 5.1.

“**Notification Tracking System**” refers to the term defined in Article 5.3.

“**Retaliation**” means any adverse action faced by an employee for reporting a case, including but not limited to degradation, implementation of a disciplinary action, dismissal, reduction of his/her salary, or changing his/her tasks or shifts.

“**System**” refers to the term defined in Article 5.3.

“**System Users**” refer to the term defined in Article 5.3.

“**Third Party**” means natural persons or legal entities acting on behalf of or related with the Company, such as any distributor, dealer, agent, advisor, representative, contractor, subcontractor.

“**Whistleblower**” means the person who notifies. This definition covers the persons who are/were employed by the Company, the Company’s customers, Third Parties, and all other stakeholders.



3. SCOPE

The Company pledges to comply with the applicable legislation and performs its operations honestly in accordance with the highest level of ethical standards. Furthermore, the Company supports “open communication” and “accountability” culture to prevent unethical or illegal actions. Therefore, the Company expects its employees, who has directly or indirectly witnessed any illegal activity or unethical event in relation with an employee or a Business Partner, or who has legally obtained information about such activities/events, or who suspect such an activity/event, to communicate their concerns, and encourages its stakeholders to do so too.

4. GENERAL PRINCIPLES

The Company carefully evaluates all Notifications reported and intends to investigate any claims as described below. For this purpose, all investigations are conducted as soon as possible upon receiving the Notification by taking preliminary evaluation results into consideration.

5. IMPLEMENTATION OF THE POLICY

5.1 Notification Subjects

Any illegal or unethical behavior or action that is included in the below headings but not limited to, and occurred previously or is still ongoing at the time of the Notification or expected to occur in the future can be the subject of a Notification.

- (i) **Actions Against the Employee:** The Company provides a safe, peaceful, and professional work environment for its employees. Therefore, the Company does not tolerate any action against its employees that might contradict with the applicable legislation, the Company’s Code of Conduct, or relevant policies and that may endanger the safe and peaceful work environment.
- (ii) **Actions Against the Company:** All employees of the Company comply with our fundamental values and Code of Conduct while performing their tasks and avoid any behavior and action that may materially and/or spiritually damage the Company they work at. This can only be achieved if all the employees internalize and maintain the Company values and its ethical values as an integral part thereof, as well as integrity, fairness, and commitment to legality. Therefore, the Company does not tolerate any behavior of any of its employees that contradicts with our values, regardless of their seniority and role.

Customer complaints for the Company products and services are not covered by this Policy unless they also form the subject matter of a Notification.



- (iii) **Violations Caused by Third Parties:** The Company monitors and assesses risks related with Third Parties to ensure compliance with the issues stated in the Company's Code of Conduct and with applicable policies. No action of Third Parties contradicting with our Code of conduct and applicable policies is tolerated.
- (iv) **Violations of Law:** The Company complies with the regulations of countries in which it operates and encourages its employees to take information from relevant experts in cases where the regulations are not certain and expects its employees to always act in compliance with the Company's Code of Conduct. The Company does not tolerate any violation of local or applicable international legislations including but not limited to sanctions and export controls, the fight against bribery and corruption, prevention of the laundering of proceeds of crime and the financing of terrorism, protection of competition and personal data, and the transportation legislation.

Each of the issues described in sub-headings (i), (ii), (iii) and (iv) above shall be considered a “**Notification Subject**” and referred to as “**Notification Subjects**” together.

5.2 Notification Methods

The notification can be submitted to the Company through a third party operated independent web-based reporting system available on <https://www.faceup.com/c/vanecktrailers>. Additionally, Whistleblowers can report their concerns whether verbally or in writing via email notifying their Chief Supervisor if they are an employee while making such Notification, directly sending an email the Compliance Manager (compliance@vanecktrailers.com), or online through <https://www.app.faceup.com/en-us/c/vanecktrailers> anonymously, if desired.

If any employee, manager, coordinator, director, or any senior executive directly becomes aware of a Notification Subject and/or is notified by another person of a Notification Subject, they are expected to immediately inform the Compliance Manager so that the Notification can be handled in accordance with this Policy and all details can be gathered within the same authority. Where a Notification is reported to any authorized person, it must be ensured that such Notification is recorded in the Notification Tracking System as described below.

5.3 Notification Tracking System

Independently from the Notification method used, all Notifications must be gathered by the Compliance Manager to be reviewed in utmost confidentiality and due care. through the Notification Tracking System (dashboard) (“**System**”) accessed only by the Compliance Manager and certain unbiased person(s) appointed by the Compliance Manager for each specific Notification (“**System Users**”). It is not allowed in the Notification Tracking System to



change or delete any data provided by the Whistleblower whatsoever.

The System is accessed only by the Compliance Manager and authorized System Users, who are assigned by the Compliance Manager. As Notifications are required to be investigated by persons who will not cause any conflict of interest, the System Users are selected from among persons who can perform an independent task.

The System Users periodically analyze the data in the System (e.g., type and frequency of events, departments that are reported regularly, etc.) and, if they deem necessary, they work together with other relevant departments and Compliance Manager to ensure that necessary actions are taken with a view to eliminating any identified compliance risks.

External auditors regularly report to the Compliance Manager and protect effectiveness of the System to eliminate possible risks of conflict of interest.

The System Users also combines all works, including disciplinary board resolutions and actions performed through the Notification Tracking System, once a year and present them as a report to the Compliance Manager. The Compliance Manager is also responsible for updating the System and, if any, eliminating errors with the System with the assistance of the System Users.

5.4 Confidentiality, Anonymity and Honesty

The Company respects the preference of the Whistleblowers to stay anonymous. For this reason, any reported information is kept confidential to the extent allowed by the legislation. Accordingly, and to the extent allowed by the legislation, details of a Notification and all other information learned throughout an Investigation are shared only with persons authorized by the Compliance Manager to (i) investigate, (ii) evaluate and (iii) act in a subject that they need to know, provided that their selves and interests are not involved in the action covered by the Notification subject. For the avoidance of doubt, any person who is involved in a report/notification is not authorized to access or be included in the evaluation or investigation process.

Confidentiality of the Investigation is a must and the department conducting the investigation is not obliged to provide the Whistleblower with any information about the progress and conclusion of the investigation other than those described in the respective laws. All persons who provided information during the Investigation are obliged to keep confidential both such information they have provided and the information they might have learned during the Investigation and protect and respect the existence and confidentiality of the Investigation, as well as the individuals involved in the process.

At the time of reporting a case, a Whistleblower has two options, (i) not to share personal details to stay anonymous and (ii) to share personal details and allow himself/herself to be communicated only by the Compliance Manager. In the latter case, the Whistleblower might be directly contacted to request any information required during the Investigation.



5.5 Zero Tolerance Against Retaliation

The Company encourages and supports the communication of concerns. It is very important to ensure that a whistleblowing employee feels himself/herself comfortable and safe and does not worry about his/her professional life if he/she has acted honestly and in good faith. Therefore, employment agreement of any employee, who submitted a Notification with personal details, cannot be terminated, he/she cannot be suspended, dismissed, sent for paid or unpaid leave, or relocated with or without any reason or cannot be subjected to any such action. The Company never tolerates any Retaliation against a Whistleblower. Retaliations are accepted as a clear violation of this Policy, and they are subject to Disciplinary Actions.

The Company protects Whistleblowers even if the accuracy of the reported event could not be proven by an Investigation, provided that the Notification is made in good faith and due to reasonable reasons and is not made with the intention to cause grievance, to cause damage or achieve a personal benefit. However, if it is found during an Investigation that the Whistleblower has made a Notification on false accusations intentionally and in bad faith, this employee might be subject to a disciplinary process and Disciplinary Actions. Therefore, it is utmost important to base notifications on observations and, if possible, hard evidence.

In a possible retaliation case, the Whistleblower or the witness of such breach can use the same reporting system available for Whistleblowers.

5.6 Investigation Process

All submitted notifications are initially evaluated by the Compliance Manager based on their subject. The purpose of such an evaluation is to keep the Notification confidential, to confirm the subject of the relevant Notification and determine whether the reported information is reliable or not. If necessary, the Compliance Board is authorized to examine the subject in detail to decide whether the Notification subject should be investigated or settled. If an Investigation is required, the process is carried out in accordance with the internal procedures of the Company. Any information (if any) gathered by the Whistleblower through illegal means is not taken into consideration during this process.

The Human Resources Department gives its opinion at the time of the Investigation if the relevant case is claimed to be a violation against an employee. If the relevant case is claimed to be a violation of the current laws (criminal law, code of labor, etc.) inhouse or external legal counsel, as the case may require has to support the Investigation and make necessary applications/notifications to relevant authorities in accordance with current laws.

The department responsible for the Investigation informs and takes (if any) the opinions of other relevant departments before concluding the Investigation and releasing its final report. In such a case, the consulted departments share their suggestions as soon as possible and, in any case, in a way that will not cause



any delay in the process provided that the deadlines determined by law are kept.

If deemed necessary for the validity and effectiveness of the Investigation, the employees that are involved in the Notification may be suspended or dismissed. Approval of the Compliance Manager and other relevant bodies if any, is required for such a decision.

If there is any hierarchical or functional conflict of interest that may affect objectivity and independent decision taking in Investigations and/or the name of authorized department is included in the Notification, or in case of other valid reasons such as the requirement to conduct a comprehensive examination or the Investigation taking place in a country other than the one housing the Company's headquarters (e.g. conducting the investigation quickly and efficiently, requirement for a special expertise, language barriers, etc.), the investigations might be conducted by independent third-party service providers. In such cases, the opinion of the Compliance Manager is taken for outsourcing the service, based on the Notification Subject. If there is a suggestion to decide on a Disciplinary Action in the report prepared because of the Investigation, the issue is presented to the Human Resources Department according to the nature of the event and the person investigated.

5.7 Expectations from Whistleblowers

A Whistleblower is expected to provide detailed and sufficient information as much as possible to ensure that the Notified case is clearly understood and accurately and fairly evaluated. Therefore, the notifications to be made by Whistleblowers are expected to include answers to below questions as much as possible:

- Name(s) of suspected person(s).
- Detailed information about the case.
- When/where/between whom did the issue take place? How many times did it occur?
- Is it repeating?
- When was the first time it occurred?
- If it has not occurred yet, when it is expected to occur?
- When did the Whistleblower notice the issue?
- Who else knows about the issue?
- If managers are already aware of the issue, have they taken any action to prevent it?
- Did the Whistleblower directly witness the case, or did he/she hear it from someone else?
- Did the Whistleblower inform his/her managers? If not, why?
- Is there any proof about the notified case?



6. AUTHORITY AND RESPONSIBILITIES

The Compliance Manager is responsible for updating this Policy.

The Company employees and managers are obliged to comply with this Policy and Third Parties are also expected to comply with this Policy as much as possible. If there is any difference between this Policy and local legislation effective in the countries in which the Company operates, the more restrictive one shall be applied.

As explained in more detail above, if this Policy is violated, Disciplinary Actions might be taken for employees, including dismissal, and penal sanctions might be applied for Third Parties, including termination of agreement.

7. REVISION HISTORY

This Policy entered into force on 31 January 2024.

| Revision | Date | Description |
|-----------------|-------------|---|
| No.1 | 31.01.2024 | Updates were made due to the new whistleblower system as stipulated in the Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law. |