



Whistleblowing Policy



Target audience:	All relevant Employees of the Group Companies	
Policy Owner (Responsible for the document)	JSC TBC Bank Compliance Department	
Units engaged in the implementation:	JSC TBC Bank Compliance Department CEOs/ Management of Group Companies	
Reviewed by:	JSC TBC Bank Legal Department	
Approved by:	TBC Bank Group PLC Board of Directors  Arne Berggren Chairman of the TBC Bank Group PLC Board of Directors	
Effective Date:	12.12.2023	
Replaces:	N/A	
In the event of any discrepancies between the English version of this Policy and a translated version, the English version shall prevail.		
Version		Date
Current version	2 nd	12.12.2023
Revision frequency	Annual/Ad hoc	
Accessibility	Internal	
Application	All Group Companies must adhere to this Policy in its entirety. If a Group Company wishes to adopt and modify its content, it may do so as long as the modifications do not contravene the intent of this Policy. Otherwise, any changes made require approval from TBC Bank Group PLC Board of Directors.	
Implementation	In order to implement this policy, Management adopts the relevant procedures / guidelines that should be established in alignment with the rules outlined by Subsidiary Governance Procedure.	
Definitions	Terms written in bold capital letters that have not been defined in this Policy will carry the same meanings as stated in the Glossary approved by TBC Bank Group PLC Board of Directors.	

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DEFINITIONS

Incident/Violation - any inappropriate activity (an action or inaction), including financial crime, theft, fraud, harassment, affecting **TBC's** interests or reputation, or any conduct relating to the discharge of professional duties by **Employees**, violation of the Code of Conduct and Ethics, other internal policies/procedures and/or legal and regulatory requirements.

Whistleblower - a person who reports activity/persons believed to be or suspected of fraudulent or dishonest conduct.

Retaliation - retaliation means any act of discrimination, revenge or harassment directly or indirectly taken against a **Whistleblower**, by any person, for making a disclosure under the **Policy**.

Whistleblowing Report – a concern submitted to the **Whistleblowing Channel** regarding an actual or alleged breach.

Whistleblowing Channel – any relevant form of communication within the **TBC**, either in a form of an e-mail, phone, physical meeting, or secured IT-based system that is accessible through the **TBC's** internal intranet site or external URL platform, through which the **Whistleblowing Report** is submitted in a safe and confidential manner.

1. THE PURPOSE AND SCOPE

- 1.1.** The purpose of the Whistleblowing policy (the **Policy**) is to establish a general framework at **TBC** for implementing and maintaining responsible and honest conduct within **TBC**, as well as to create an environment where **Employee** is encouraged to identify and report, without any fear of retaliation, about any fraudulent, improper, or unethical conduct, which may cause financial and reputational loss to **TBC** or jeopardize ethical working atmosphere.
- 1.2.** An effective whistleblower Policy is an important part of **TBC**'s approach to be fully compliant with regulatory requirements and maintaining strong corporate culture.

2. POLICY STATEMENTS

- **Employees** are responsible for reporting any suspected violations.
- **TBC**'s internal procedures/policies ensure that **Employees** have different **Whistleblowing Channels** to freely raise a concern regarding any suspected **Incident/Violations**
- **TBC** has in place anonymous hotline alternative to standard reporting lines, for raising a concern regarding any suspected violations and incidents
- **Employees** do not need any approval or authorization to raise a concern.
- The **Policy** and related documents are easily accessible for the **Employees**.
- The whistleblowing process, including how to report suspected or actual misconduct or unlawful activity and the protections afforded to **Whistleblowers**, is known and understood by all senior executives, **Managers, Employees** and other across **TBC**
- Any type of pressure and reproach, any other reprehensive or depreciating/adverse actions, as well as any violations of confidentiality other than in the instances envisaged by **TBC** internal policies/instructions towards the **Whistleblower** are strictly prohibited and are subject to financial and disciplinary sanctions
- Any reported violation/incident is analyzed and investigated in the appropriate and timely manner.
- Internal procedures ensure periodic reporting to **Management**.
- The identities of **Whistleblowers** (if known) are kept strictly confidential and will be shared only when required by law or on a strict need-to-know basis.
- A **Whistleblower** has the right to escalate the claim to the **Supervisory Board** directly if the **Whistleblower** is not satisfied with the resolution.
- Access rights regarding **Incident/Violation** reports are strictly defined.
- Authorized **Employees** who are in a conflict of interest with the reported **Incident/Violation** do not receive any information on the case.

3. INCIDENT TYPES AND REPORTING

- 3.1.** **Incidents/Violation** may vary in terms of its nature, severity, and scale. **Whistleblowing Reports** can be made regarding any violations of applicable laws or regulations, internal policies and standards, or other significant concerns impacting **TBC**.
- 3.2.** Following **Violations/Incidents** are encouraged to be reported through **Whistleblowing Channels**:
- Various types of financial wrongdoing or misconduct, including fraud or any dishonest conduct by employees that may have an adverse financial effect on **TBC**

- Non-compliance with legal obligations, statutes or internal policies and procedures
- Acts that pose risks to health and safety or the environment
- Any kind of criminal behavior
- Inappropriate conduct or unethical actions
- Intentional falsification or hiding of information
- Using or attempting to use falsified documentation;
- Abuse of **Employee** power and responsibility in return for personal or any third-party benefit
- **Employee** participation in corruption schemes
- **Employee** discrimination and/or harassment;
- Transfer (disclosure) of confidential information to any third party in violation of internal and legislative requirements;
- Disclosure of material, non-public information without a relevant approval;
- Ignorance of conflicts of interest;
- Trading in the Bank's securities based on insider information

4. WHISTLEBLOWER PROTECTION

- 4.1.** TBC pledges to safeguard **Whistleblowers** from **Retaliation** or unjust actions when they submit a report in good faith through the **Whistleblowing Channels**.
- 4.2.** Specific measures are implemented by the **TBC** to protect **Whistleblowers** from negative consequences, including those related to employment.
- 4.3.** However, if an **Employee** intentionally misuses the **Whistleblowing Channel**, disciplinary action may be taken, and **Whistleblower** protection will not apply.

5. CLEAR GUIDELINES

- 5.1.** TBC's internal policies and instructions should cover the followings:
 - Clearly documented incident reporting and investigation process
 - Detailed definitions of the incidents
 - The anonymous channels for reporting incidents
 - Roles and responsibilities
 - **Employee** protection
 - Sanctions for policy/instruction violations
 - **Employee** awareness and training
 - Record keeping procedures

6. DISCIPLINARY PROCEEDINGS

Any infringement of any of the provisions of the **Policy** may lead to disciplinary proceedings.