



---

## Whistleblower Policy

Effective Date:	March 25, 2020
Last Updated:	May 10, 2023
Policy Owner:	General Counsel
Approver:	Board of Directors

# Table of Contents

<b>A. Purpose and Scope.....</b>	<b>1</b>
<b>B. Policy Statement.....</b>	<b>1</b>
<b>C. Receipt, Retention and Treatment of Whistleblower Complaints .....</b>	<b>1</b>
1. <i>Receipt</i> .....	1
2. <i>Retention</i> .....	3
3. <i>Treatment</i> .....	3
<b>D. Protection from Retaliation .....</b>	<b>3</b>

## A. Purpose and Scope

This policy establishes the guidelines and requirements of Itafos Inc. and its subsidiaries (collectively, the “**Company**”) for (1) the Company’s whistleblower policy, (2) the receipt, retention and treatment of complaints and concerns regarding accounting, internal controls, auditing matters, fraud or unethical business practices of the Company (any such filing, a “**Whistleblower Complaint**”) and (3) the protection granted to those that file a Whistleblower Complaint.

This policy applies to all employees, officers, directors, contractors and any other party acting on behalf of or representing the Company.

Any policy exceptions must be documented in writing and approved by the General Counsel, unless specifically stated otherwise. Subsidiaries of the Company may supplement this policy with additional guidelines or requirements if such guidelines or requirements do not conflict with this policy or with local laws and regulations.

This policy should be read in conjunction with the Code of Ethics and Business Practices, the Anti-Corruption Policy and any other applicable policies of the Company. In the event of any conflict between this policy and the Code of Ethics and Business Practices, the Code of Ethics and Business Practices shall prevail.

If you have any questions about this policy, contact the General Counsel directly or email the Legal Department at [legal@itafos.com](mailto:legal@itafos.com).

## B. Policy Statement

You have a responsibility to report concerns about any actual or potential unethical business practices; violations of laws and regulations; violations of the Company’s Code of Ethics and Business practices; violations of any Company policies or procedures; accounting, internal controls and auditing matters; fraud, waste and abuse; and general misconduct in the workplace. This policy is intended to encourage and enable anyone to file a Whistleblower Complaint if they have any concerns regarding these matters.

The Company does not prohibit anyone from reporting concerns, making lawful disclosures or communicating with any governmental authority about conduct believed to violate laws or regulations.

The Company prohibits all forms of retaliation against a person who files a Whistleblower Complaint based on reasonable beliefs about any of the mentioned matters or acts of misconduct.

The Company also prohibits all forms of retaliation against a person who assists with an investigation or proceeding regarding a Whistleblower Complaint.

Anyone who is aware of any conduct that may be prohibited by this policy or who believes that they have been the subject of any retaliation relating to a Whistleblower Complaint should promptly file a report describing the facts forming the basis of that belief. Details for filing such complaints are provided below.

## C. Receipt, Retention and Treatment of Whistleblower Complaints

### 1. Receipt

- a. Anyone may submit a Whistleblower Complaint to the Company and such filings may be submitted anonymously, if so desired.

- b. The Company has engaged Convercent, an independent company, to administer the Company's internal reporting system.
- c. Whistleblower Complaints may be submitted directly to Convercent online at [www.convercent.com/report](http://www.convercent.com/report) or by phone<sup>1</sup> at 1.800 461.9330.
  - i. International callers can find a list of international (collect or toll free) phone numbers<sup>1</sup> at [www.convercent.com/report](http://www.convercent.com/report).
  - ii. Convercent's online and telephone numbers are available 24 hours a day/7 days a week/365 days of the year.
- d. Whistleblower Complaints may be submitted via email directly to [compliance@itafos.com](mailto:compliance@itafos.com).
- e. Alternatively, Whistleblower Complaints may be submitted by regular mail to the Chair of the Governance and Nominating Committee. Complaints should be sent to the Company's corporate headquarters at 109 North Post Oak Lane, Suite 405, Houston, Texas 77024, Attn: Governance and Nominating Committee.
  - i. The envelope must be labelled as: *"Confidential. To be opened by the Governance and Nominating Committee only, pursuant to the Whistleblower Policy."*
- f. Management of the Company shall promptly forward to the Governance and Nominating Committee any Whistleblower Complaint it receives.
- g. To foster an effective review, anyone submitting a Whistleblower Complaint should provide detailed information on the alleged misconduct and a full explanation for why the situation is cause for concern.



**I need to file a Whistleblower Complaint, but I do not have all the details about the alleged misconduct. Should I wait until I have more information to report?**

No. If you have reasonable grounds for believing that misconduct or a violation of the Company's Code of Ethics and Business Practices or another Company policy has occurred, you should submit a Whistleblower Complaint and provide the information that you have at the moment.

You should not go around and start "conducting your own investigation" in efforts to provide more "solid" information. Sometimes waiting to get more information may result in the alleged or actual violation escalating further and becoming worse.

You should report what you have and then let the General Counsel, Board or a committee of the Board determine next course of action.

---

<sup>1</sup> Convercent telephone numbers are not emergency lines. If you are reporting an emergency, please contact the appropriate emergency service or law enforcement agency within your specific country or region.

## 2. Retention

- a. Whistleblower Complaints will be documented by the General Counsel, who shall maintain all documentation related to Whistleblower Complaints in compliance with applicable laws and the document retention policies of the Company.
- b. Those responsible for handling Whistleblower Complaints and retaining the relevant documentation must maintain the confidentiality of such complaints and documentation and, if requested, the anonymity of the person making the complaint, subject to the need to conduct a full and impartial investigation and to comply with applicable laws and court orders.

## 3. Treatment

- a. All Whistleblower Complaints shall be treated as confidential, subject to the need to conduct a full and impartial investigation and to comply with applicable laws and court orders.
- b. Upon receiving a complaint, the Chief Executive Officer, the General Counsel and/or the Chair of the Governance and Nominating Committee will promptly conduct a thorough investigation. Reported matters specifically about accounting, internal controls, and auditing matters will be communicated and/or overseen by the Company's Audit Committee.
- c. All employees, officers, directors, contractors and other parties which are subject to this policy must cooperate in such investigation and must maintain its confidentiality.
- d. The investigation will generally include, but will not be limited to, discussions with the person filing the Whistleblower Complaint (unless it was submitted anonymously), the party against whom allegations have been made, any witnesses, other parties involved or parties with knowledge of the incident and that can support or provide information for the investigation.
- e. If an investigation establishes that an individual has engaged in conduct or actions in violation of this policy, the Company will take immediate and appropriate corrective action.

## D. Protection from Retaliation

All forms of retaliation for filing a Whistleblower Complaint or assisting with its investigation are strictly prohibited.

The Company defines retaliation broadly to include any actual, proposed, implicit, direct or indirect threats, verbal or non-verbal behavior, changes to the terms or conditions of employment, harassment, intimidation or deliberate exclusionary behaviors.

Please note, however, that anyone filing a Whistleblower Complaint must be acting with reasonable belief and have reasonable grounds for believing the information disclosed indicates a violation of this policy.

Filing a Whistleblower Complaint that proves to have been made maliciously will be viewed as a serious offense and the filer may be subject to discipline by the Company. Filing malicious reports can also result in personal liability for the reporter.



**Retaliation means do not fire or demote the person, right?**

No. Retaliation may be manifested in many ways. Retaliation can include the following examples:

- Termination
- Demotion
- Dismissal
- Suspension
- Transfer or change in duties or working conditions
- Adverse performance ratings
- Providing unrealistic targets with the intention of affecting performance
- Disciplinary proceedings
- Denial of advancement, blacklisting, boycotting
- Reputational damage
- Disclosing of identity
- Verbal, physical or psychological harassment
- Bullying or mobbing
- Intimidation
- Deliberate exclusionary behaviors (e.g., isolation)
- Failure to prevent or minimize harm

\* \* \*