

**Annex [ ]**

to the Sole Shareholder's Resolution for  
EuroChem Trading USA Corp.



**EUROCHEM**

Whistleblower Procedure Statement  
EuroChem Trading USA Corp.





### Legal notices

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EuroChem Trading USA Corp. (the "Company") is committed to ensuring the highest possible standards of ethical, moral and legal business conduct and practices, transparency and accountability in all aspects of its business.

This Whistleblower Procedure Statement (the "Statement") has been developed in support of the Whistleblower Policy and the Compliance Policy.

## 1. rules to file a Concern

Whistleblowing is a specific means by which a Whistleblower can report or disclose his or her Concerns through established channels.

Only genuine concerns of a serious or sensitive nature should be reported under the whistleblowing procedures. The Concern should be made in good faith with a reasonable belief that the information relating to the same is substantially true.

A Concern can be made even if the Whistleblower is not able to identify a particular person to which the breach or misconduct relates.

In case information is provided in an open manner and the whistleblower's identity is known, the responsible LCO shall inform the whistleblower that his or her information is processed and that additional information may be requested.

The Whistleblower shall agree that all personal data is provided at his or her sole discretion, and that it is not mandatory, and the Company does not expect it as other options for reporting any violations or misconduct based on confidentiality and anonymity are also available.

Any employee may request an advice of the LCO, CCO and/or the General Counsel with the respect to any concerns, he or she may have.

Whistleblowers shall:

- provide full, relevant and necessary information (nature of the event, dates, names, persons involved, evidences (documentation, e-mails, voice records, photo/video materials) if and when known;
- be available for the Authorized persons and for further investigation procedures;
- meet possible requests under investigation procedures to clarify any facts or circumstances, provide additional information, cooperate with the investigating persons;
- discuss the details and assist the investigating process.

No Confidential Information in respect of the Whistleblower will be disclosed to any third party without the prior consent of the Whistleblower, save to the extent required by law or required for purposes of making a report to the relevant authorities.

No reprisal action will be taken by the Company against a Whistleblower in respect of any Concern made in good faith. However, if the Concern is made with malicious intent by the Whistleblower, this will be viewed seriously by the Company and will be treated as a misconduct which may subject the Whistleblower to disciplinary action in accordance with the Company's rules, policies and procedures.

## 2. Terms and definitions

Term	Definition
Company	EuroChem Trading USA Corp.
Group	The parent company EuroChem Group AG and each of its subsidiaries (each its subsidiaries and each joint venture in which the parent company has, directly or indirectly, an interest of 50% or greater).
WB data center specialist	A person receiving and collecting concerns from whistleblowers in accordance to the scope and obligations set in the Annex 1.
Concern	A report raised by a whistleblower about an actual or suspected irregularity or misconduct within EuroChem that involves or could involve a violation of EuroChem business principles, any EuroChem policy, and/or any law, regulation or code.
Good Faith	A Concern is reported in Good Faith when the Concern is not raised maliciously and when it is based on reasonable facts and/or circumstances that allow for the assumption that the Concern is sufficiently grounded and not intended to mislead.
Group's management	Senior executives of the Group, including the Chief Executive Officer (CEO), any member of the Management Board, General Counsel, Head of Corporate Security, and the Chief Compliance Officer.
Local Compliance Officer or LCO	The Compliance Officer of the Company committed to ensuring that the compliance policies (including the Policy) are consistently complied with throughout the Company.
Chief Compliance Officer or CCO	The Compliance officer of the Group committed to ensuring that the compliance policies (including the Policy) are consistently complied with throughout the Group.
General Counsel	The General Counsel of the Group.
Corporate Security	The department or a person nominated in the Company and/or the Group to provide the support in security matters to the Company's activity.
Retaliation	Any adverse action taken against a whistleblower by another employee, manager or representative of the Company or the Group as a result of reporting a Concern, or against any other employee who provides information, who causes information to be provided, or who otherwise assists in investigative procedures. Examples of adverse actions could include, but are not limited to, harassing, threatening, firing or demoting, transferring to another part of the

	organization or changing responsibilities.
Investigation	The process of examining and verifying information provided by a whistleblower and the audit or inquiry procedure set up to do this. The aim of the investigation is to get to the bottom of a Concern, uncover its causes and extent, and learn any applicable lessons to prevent any recurrence and minimize potential negative consequences for the Group and the Company, its employees, beneficiaries, third parties and other stakeholders.
Whistleblower System (WBS)	A special communications channel set up to enable the reporting or alerting of a Concern, in accordance with this Policy.
Breach or Misconduct	Any unethical behavior, malpractices, illegal acts or any other wrongful or improper conduct within the EuroChem Group, which if proved, constitutes a disciplinary offence or a criminal offence.
Whistleblower	Any employee, consultant, contractor or vendor of EuroChem Group making a Concern.
Compliance area	The Compliance Risk Areas listed Section 4 of the Compliance Policy.
Alerting Issue	Concern on the issue, which may have direct material impact on the Company's and the Group's activity and may be referred to the 1 <sup>st</sup> category risk in accordance with the Case Handling Statement.

*Unless this Statement provides otherwise or the context otherwise requires, a term which is defined in the Compliance Policy of the Company shall have the same meaning in this Statement.*

*Terms and definitions are relevant at the time of approval.*

### 3. Procedure

#### 1.3. Ways to make a Concern

Unless Whistleblower intentionally disclosed his or her personality and provided with his or her personal data, the Company respects and maintains whistleblowers' confidentiality and anonymity.

A Concern may be made in any one of the following manner listed below:

- WBS Hot Line mail box: [whistleblower@eurochem.ru](mailto:whistleblower@eurochem.ru)
- WBS online channel at [www.eurochemgroup.com](http://www.eurochemgroup.com) (may be made anonymously)
- WBS Hot Line telephone recorder: 800 80 80 60 60 (may be made anonymously)

#### 1.4. Procedures after the Concern is received

The messages received through any of the ways listed in clause 1.3 above are recorded and kept in accordance with internal rules.

The WB data center specialist shall review or listen to the Concern and complete the Concern Form (Annex 2) with all relevant information received and include such information into the Daily report (Annex 4).

The message with the Concern Form shall be marked "Private & Confidential" and forwarded together with relevant documentary evidence to the LCO and CCO within 2 days. In cases the Concern relates to any Alerting Issue or to behavior of the Company's management or any of the members of the Group's management, it shall be reported to the CCO immediately. Upon receipt of the Concern related to Alerting Issue, the CCO shall promptly notify the Compliance Committee and initiate Investigation.

All Concerns together with the relevant documentary evidence received by the LCO shall be recorded and filed and thereafter a copy will be forwarded to the CCO and the Company's management.

Upon receipt of a Concern, the LCO shall within a reasonable time, conduct an initial enquiry of the Concern to determine its genuineness and the seriousness of the concern, which has been raised.

If the enquiry made by the LCO indicates that the Concern has no basis or merits or it is not a matter to be dealt with under the Whistleblowing Policy, it will be dismissed at this stage and the feedback should be sent to the WB data center specialist. The Summary report (Annex 5) must be issued to the CCO, or, in case of Alerting Issue – to the Compliance Committee.

If the enquiry indicates that further Investigation is necessary, the LCO shall carry out a thorough Investigation into the Concern in accordance with the authorities and responsibilities provided in the Compliance Policy (including right to call for any information and documents and to examine any employee of the Company or any other person(s) as it may deem appropriate for the purposes of conducting its investigation).

All findings after due Investigation by the LCO will be documented and reported to the CCO. Upon reviewing and evaluating the findings of the Investigation, the CCO decides if the breach or misconduct is proven or not and then decides whether to escalate such matter to the attention of the Compliance Committee or not. Compliance Committee may, upon receiving the report from CCO, escalate any such matter to the attention of the Group's management, Board of Directors or shareholders.

The CCO may also initiate Investigation on any Concern at any moment on any compliance matter, regardless of whether the matter is related to or is non related to the Alerting Issue, requesting the Corporate Security function to lead this Investigation or to perform further internal Investigation by the Corporate Security specialists under internal rules, or perform special Investigation with involvement of the representatives of local law enforcement or other governmental authorities.

If the breach or misconduct is proven, the CCO or the Compliance Committee shall take the relevant measures, which may include:

- Measures against the employee or other person(s) found to have committed breach or misconduct (if any), and
- Preventive measures for the future, including but not limited communication on the case, and
- Report to the Group's management or relevant governmental authorities (if applicable), and
- Financial and accounting adjustments.
- After the measures are taken, the relevant information and feedback to the WB data center specialists must be made. The specialists shall incorporate it into the Summary report.

## Annex 1. Authority and responsibility of the WB data center specialist

### 1. Scope

The WB data center specialist shall be responsible for reviewing and listening to the Concerns, determination the relevancy of the Concerns and forwarding the relevant Concerns to the responsible LCOs.

### 2. Authority and Responsibilities

The WB data center specialist shall be responsible for monitoring the WBS open online channel, WBS Hot Line mailbox and WBS Hot Line telephone recorder and to keep the log of the messages received.

Upon receipt of any message, the WB data center specialist shall mark it at the log as either a Concern or irrelevant message.

In case the message is marked as irrelevant message, the reason of such determination shall be written at the log.

WB data center specialist shall produce the Concern Form (as per Annex 2) for each Concern and forward the Concern Form together with all the relevant information to the responsible Compliance Officer. The date and responsible Compliance Officer must be added to the log.

In case the WB data center specialist is not able to determine of the responsible Compliance Officer, or has doubts about the relevancy of the message, he or she shall forward the message with comments or the Concern Form to the mailbox at: [Compliance.dep@eurochem.ru](mailto:Compliance.dep@eurochem.ru) or to the CCO.

The relevant mark must be added to the log.

The log report shall be prepared on a daily basis and delivered to the CCO. The logs and the log report must be provided to the Compliance Committee upon request.

The WB data center specialist shall treat the information received through the WBS, logs and logs reports as Confidential information.

Annex 2. Concern Form

<b>A PARTICULARS OF WHISTLEBLOWER*</b>		
<b>*only upon Whistleblower willingness to disclose his or her identity</b>		
1.	Name	
2.	Position	
3.	Department	
4.	Correspondence Address	
5.	Telephone No.	
6.	Email Address	
1.	Member of the Group	
2.	Compliance area	
3	Particulars of irregularity or misconduct	<b>Date:</b>
		<b>Time:</b>
		<b>Place:</b>
		<b>Particulars:</b>

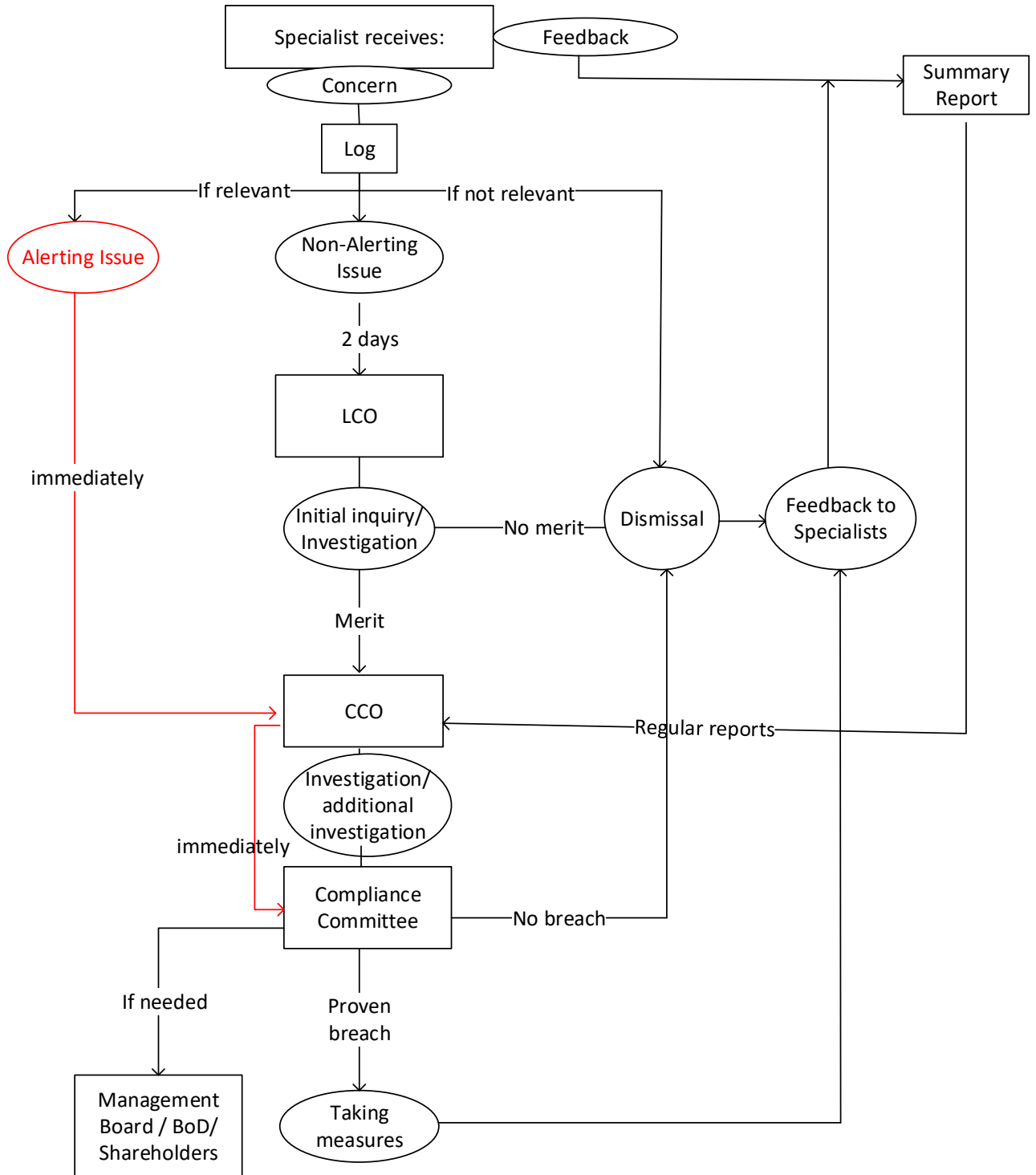
Reference No : \_\_\_\_\_

Received by : \_\_\_\_\_

Date : \_\_\_\_\_



Annex 3. Flowchart





Annex 4 Daily report

Date	WB tool	Anonymous or not	Member of Group (if mentioned)	Individual (if mentioned)	Compliance area	Description	Comments





**Annex 5 Summary report**

Date	WB tool	Anonymous or not	Member of Group (if mentioned)	Individual (if mentioned)	Compliance area	Description	Category of information	Comments