

1. Purpose

The Board of DMTC Limited (“DMTC”, “The Company”) is committed to operating legally (in accordance with applicable legislation and regulation), properly (in accordance with organisational policy and procedures), and ethically (in accordance with recognised ethical principles). Directors, employees, consultants and contractors are expected to cooperate with the Company in maintaining legal, proper, and ethical operations, if necessary by reporting suspected or actual occurrence(s) of illegal, improper, unethical or inappropriate conduct, behaviours or practices (“Reportable Conduct”).

The purpose of this policy is to:

- a) encourage the reporting of Reportable Conduct;
- b) enable DMTC to deal with reports from Whistleblowers (as defined herein) in a way that will protect the identity of the whistleblower as far as possible and provide for the secure storage of any information provided;
- c) establish a mechanism for protecting Whistleblowers against reprisal, and providing support to Whistleblowers as appropriate;
- d) help to ensure DMTC maintains the highest standards of ethical behaviour and integrity.

2. Policy scope/coverage

This policy applies to:

- all DMTC directors and staff;
- all contractors and consultants (and their employees where applicable), and;
- personnel involved in DMTC project activities.

(“DMTC Personnel”)

Notwithstanding the above, DMTC encourages others to report Reportable Conduct to the Company, including: former DMTC personnel, and family and dependents of DMTC personnel (“External Whistleblowers”). External Whistleblowers reporting Reportable Conduct to the Company shall be provided support, and protected from reprisal in general accordance with this policy, where the Company has the reasonable ability to do so.

3. Policy statement

3.1. Responsibilities

DMTC’s Board is responsible for adopting this policy. DMTC’s CEO is responsible for the implementation of this policy.

All DMTC Personnel are responsible for reporting breaches of general law, organisational policy, or generally recognised principles of ethics to a person authorised to take action on such breaches.

3.2. Definitions

A “Whistleblower” is a DMTC Personnel member or External Whistleblower who reports Reportable Conduct in accordance with this policy.

For the avoidance of doubt, Reportable Conduct may include (without limitation):

- corrupt conduct;
- fraud or theft;
- official misconduct;
- maladministration;
- harassment, bullying or unlawful discrimination of any kind (including reprisals against Whistleblowers);
- illegal practices or a breach of legislation or local authority by-laws;
- practices endangering the health or safety of staff, volunteers, or the general public;
- practices endangering the environment;
- practices or behaviours that, in the opinion of the whistleblower, would cause damage to the reputation of DMTC.

3.3. Reporting

If an employee of DMTC has reasonable grounds to suspect Reportable Conduct, and wishes to report their concern, that person should report their suspicion to;

- their supervisor: or, if they feel that their supervisor may be complicit in the breach,
- the CEO: or, if they feel that the CEO may be complicit in the breach,
- the Chair of the Board of Directors, or, if they feel that the Chair of the Board of Directors may be complicit in the breach,
- the Chair of the Audit, Risk & Remuneration Committee, or if they feel that the Chair of the Audit, Risk & Remuneration Committee may be complicit in the breach,
- DMTC’s external auditors, but only in the event that all other reporting options are unsuitable due to suspected complicity.

All other DMTC Personnel and External Whistleblowers should report their suspicion to:

- the CEO: or, if they feel that the CEO may be complicit in the breach,
- the Chair of the Board of Directors, or, if they feel that the Chair of the Board of Directors may be complicit in the breach,
- DMTC’s external auditors, but only in the event that all other reporting options are unsuitable due to suspected complicity

Any Whistleblower reporting Reportable Conduct should be informed that;

- as far as lies in the Company’s power, the person will not be disadvantaged for the

act of making such a report, and will be protected from reprisals; and

- if the Whistleblower wishes to make their complaint anonymously, their wish shall be honoured except insofar as it may be overridden by due process of law; and
- reporting Reportable Conduct will not necessarily absolve the Whistleblower from consequences of any involvement on their own part in the Reportable Conduct.

Any report should where possible be in writing and should contain, as appropriate, details of;

- the nature of the Reportable Conduct;
- the person, persons or organisation(s) involved in the Reportable Conduct;
- all facts on which the Whistleblower's suspicion that Reportable Conduct has occurred and has been committed, are founded;
- the nature and whereabouts of any further evidence that would substantiate the Whistleblower's allegations, if known.

Evidence to support the report should be brought forward at this time if it exists. The absence of such evidence will be taken into account in subsequent consideration of whether to open an investigation into the report. However, absence of such evidence will not necessarily prevent the activation of the Company's investigative procedures. In particular, the existence of a suspicion may be sufficient to trigger reporting responsibilities.

Reports in the context of this policy must be based on objectively reasonable grounds to suspect Reportable Conduct. Anyone making a report without reasonable grounds to suspect Reportable Conduct may not be afforded protection under this policy, and may be subject to disciplinary and/or legal action as appropriate.

In some jurisdictions, in addition to the protections provided for under this policy, a person making an allegation of Reportable Conduct may be protected by local law from civil and/or criminal proceedings, and against reprisal, provided the report is made in accordance with local law.

3.4. Investigation

On receiving a report of Reportable Conduct, the person to whom the report is made shall;

- if they reasonably believe that the report fails to be based on an objectively reasonable suspicion, or otherwise relates to a trivial matter, dismiss the report and notify the person making the allegation of their decision. Guidance should first be sought from the CEO (or other authority as outlined in section 3.3 if the CEO is subject of the disclosure) before making any decision to dismiss the report or;
- if they believe the report to be based on an objectively reasonable suspicion, and relates to a non-trivial matter, put in motion the investigation process described as follows.

Subject to section 3.3, the person to whom the disclosure was made shall notify the CEO,

who shall be responsible for ensuring that an appropriate investigation is established and adequately resourced. An investigation plan will be developed to ensure: all relevant questions are addressed, the scale of the investigation is in proportion to the seriousness of the alleged Reportable Conduct, the investigation is conducted with discretion and in a manner that protects the identity of the Whistleblower and affords natural justice and procedural fairness to the subject of any allegation of Reportable Conduct, and sufficient resources are allocated. The investigation will be initiated and carried out in as timely a manner as possible, taking account of circumstances. In extreme circumstances, the matter may be referred directly to police or other relevant authorities.

Personnel with knowledge of the allegation may be interviewed as appropriate (and on a need to know basis) and any supporting documents examined. Strict confidentiality will be maintained during the investigative process and those assisting with the investigation will be provided support as appropriate. Accompanying notes of all discussions, phone calls and interviews will be made.

The person or persons conducting the investigation shall be independent and may if appropriate, be appointed from outside the Company.

3.5. Findings

Subject to section 3.3, an investigation report will be confidentially prepared for the CEO when an investigation is complete. This report will include:

- the allegations
- a statement of all relevant findings of fact and the evidence relied upon in reaching any conclusions
- the conclusions reached (including the damage caused, if any, and the impact on the organisation and other affected parties) and their basis
- recommendations based on those conclusions to address any wrongdoing identified and any other matters arising during the investigation

3.6. Protecting the subject of allegations of Reportable Conduct

Subject to the Company's legal and regulatory obligations, the subject of an allegation of Reportable Conduct:

- will be afforded fair treatment and an impartial investigation;
- will have their identity kept confidential where this is possible and reasonable;
- will, if appropriate, be informed as to the substance of any allegations and given a reasonable opportunity to respond to those allegations.
- will, if aware of an investigation, be formally advised as to the outcome of the investigation, regardless of the outcome;

3.7. Outcome of investigation

The investigation report will be considered and an appropriate course of action developed

and implemented, including notification of appropriate authorities. The course of action will consider the recommendations contained in the investigation report, and may include additional actions as deemed appropriate.

3.8. Protection and support of Whistleblower

Provided any report of Reportable Conduct is made in accordance with this policy, the Company will undertake all reasonable and otherwise legally required steps to protect the identity of a Whistleblower and to protect a Whistleblower from any reprisals. The Company may offer the Whistleblower further support as appropriate, such as counselling.

Subject to considerations of natural justice, due process, and the privacy of those against whom the allegations are made, the Whistleblower may be kept informed of:

- relevant progress of an investigation
- relevant outcomes of an investigation:

3.9. Linked Policies, Procedures or Forms

- [Policy - Privacy](#)
- [DMTC Code of Conduct](#)

3.10. Review

This policy is reviewed annually by the Board.