

## WHISTLEBLOWING POLICY

### I. POLICY STATEMENT

This Whistleblowing policy (the “**Policy**”) was developed by Orotrade DMCC (the “**Company**”) to demonstrate its commitment to open and accountable management. This Policy is designed to allow staff to disclose information that they believe shows malpractice, unethical conduct or illegal practices in the workplace, without being penalized in any way. This includes protecting staff from any detriment or discrimination if they do report (i.e., ‘blow the whistle on’) improper or illegal conduct within the organization.

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases staff should not find it necessary to alert anyone externally. However, the law recognizes that in some circumstances it may be appropriate for staff to report their concerns to an external body such as a regulator. We strongly encourage any member of staff to seek advice before reporting a concern to anyone external.

The Company is committed to maintaining an open culture with the highest standards of honesty and accountability, where staff can report as soon as possible any legitimate concerns in confidence in every area of its operation.

This policy applies equally to all employees, officers, consultants, contractors, volunteers, casual workers and agency workers of the Company regardless of seniority or length of service.

### II. SCOPE AND DEFINITIONS

This Policy is intended to allow concerns that relate to suspected wrongdoing or danger at work to be reported if they are reasonably believed to be in the public interest. Examples of such concerns (which are not exhaustive) might include:

- A criminal offence
- The breach of a legal obligation or regulatory requirement
- A miscarriage of justice
- A danger to the health and safety of any individual
- Damage to the environment
- Bribery or financial fraud
- Unethical conduct
- Deliberate attempt to conceal any of the above

If a member of staff fails to notify the Company when certain of an occurrence included in, but not limited to, the list of categories of disclosures stated above, it may be regarded by the Company as misconduct.

It may be more appropriate for a particular concern to be raised by way of another policy or procedure and not under this Policy. In particular, this Policy should not be used for complaints relating to a member of staff's personal circumstances, such as the way they have been treated at work. In those cases staff should use the grievance procedure of the Company. If any member of staff has any concerns as to which policy the disclosure should be made under, they should check with their direct manager.

### III. DEFINITIONS

**Whistleblowing** is when a member of staff raises a concern relating to any of the matters mentioned above. Officially this is called 'making a disclosure in the public interest'.

**Protected Disclosure** is a disclosure of information that the member of staff reasonably believes tends to show malpractice. As a member of staff, you are protected from suffering any detriment as a result of your 'disclosure'. This Policy is designed to enable an employee to report inappropriate behavior that is not specifically directed at them personally.

**Confidentiality** is an express term in the contract of employment, stating that an employee or member of staff will not disclose confidential information that concerns the Company. However, where a member of staff discovers information that they believe shows malpractice, unethical conduct or illegal practices within the Company, then the option to disclose the information independently of line management and without fear of reprisal for breach of confidentiality is made available under this Policy.

### IV. PRINCIPLES

This policy offers guidance and protection to those members of staff who disclose a whistleblowing concern. The Company's aim is that the wellbeing of any member of staff should not in any way be harmed as a result of that protected disclosure, whether the item reported proves to be true or not, provided the reporting was carried out in good faith.

Subjecting any member of staff to a detriment because of a protected disclosure, including a member of staff who has been investigated as part of the disclosure, may be regarded as gross misconduct which will result in disciplinary action. A detriment includes dismissal, disciplinary action, threats or other unfavorable treatment.

The Company undertakes to protect any member of staff from any personal claims and from any detriment, victimization, harassment or bullying as a result of their disclosure. Also, the Company undertakes to comply with all applicable laws relating to the prohibition of retaliation against good-faith whistleblowers who raise issues of concern.

This policy is not designed to support a member of staff who wishes to question financial or business decisions that have been taken by the Company; nor should it be used to seek reconsideration of matters which have already been addressed under other Company policies.

In most cases, whistleblowing claims need to be made promptly and at the latest within the three-month period following the date of the act complained of. Limited exceptions may apply in particular circumstances only.

## **V. CONFIDENTIALITY OF CONCERNS RAISED**

We hope that staff will feel able to voice whistleblowing concerns openly under this Policy. However, the Company will treat all disclosures in a confidential and sensitive manner. As part of this, the identity of any member of staff making an allegation may be kept confidential so long as it does not hinder any investigation. However, the individual making the disclosure may need to provide a statement as part of the evidence gathering process and their identity may be revealed or implied as part of the investigating process. If a criminal investigation follows, the member of staff may be needed as a witness. If this occurs, the direct Manager will notify the member of staff at the earliest opportunity.

## **VI. ANONYMOUS DISCLOSURES**

This Policy encourages staff to put their name to any disclosure they make. Concerns expressed anonymously are less powerful and may be less easy to investigate; however, they will be considered and reviewed at the Company's discretion. In exercising this discretion, the factors taken into account will include:

- The seriousness of the issues raised
- The credibility of the concern
- The likelihood of confirming the allegation from attributable sources.

Staff who are concerned about possible reprisals if their identity is revealed should come forward to an their direct Manager and appropriate measures can then be taken to preserve confidentiality.

## **VII. UNTRUE ALLEGATIONS**

If a member of staff makes a genuine allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against them. If, however, they make malicious or vexatious allegations, particularly if they persist with making them, then disciplinary action may be taken against the individual concerned.

## **VIII. PROCEDURES FOR MAKING A DISCLOSURE**

If a member of staff believes that a matter or practice within the scope of this policy is or has been taking place, they should make the disclosure immediately to their direct Manager. If the matter or practice is more serious and/or concerns the line manager then it should be reported to the CEO. There is no specific method that staff should use to make a disclosure; they can use email, telephone or post, for example. Any

reasonable personal expenses incurred in making the disclosure can be claimed as a reimbursable business expense.

An investigation will then take place into the alleged matter or practice. This may involve meeting with the member of staff to discuss their concerns. When disclosing any concerns, the member of staff would not be expected to have absolute proof of malpractice or illegal practices but would need to show the sound reasons for their concerns.

Once a protected disclosure has been received it will be referred to the direct Manager who will report it to the relevant senior management team member as appropriate, giving details of the protected disclosure, including:

- Date and substance of the protected disclosure
- Identity and level of seniority of the alleged wrongdoer(s)
- Level of risk associated with the alleged wrongdoing.

The direct Manager and CEO will decide whether sufficient information exists to allow the allegation(s) to be investigated and, if so, the appropriate process to determine:

- The nature and scope of the investigation
- Who will lead the investigation (that person may be external to the Company)
- The nature of any technical, financial or legal advice that may be required
- A timeframe for the investigation (paying regard to the level of risk)
- Whether any individual(s) under investigation should be suspended.

They will also consider the appropriate time to inform any alleged wrongdoer(s) of the investigation process. We will also aim to keep the member of staff who raised the concern informed of the progress of any investigation and its likely timescale. However, sometimes the need for confidentiality may prevent the Company from giving specific details of the investigation or any disciplinary action taken as a result. Staff should treat any information about the investigation as confidential.

## **IX. POSSIBLE OUTCOMES**

Possible outcomes of the investigation may include:

- No further action
- Disciplinary action
- Further investigation by an external authority.

Note that cases relating to suspected criminal activity, including but not limited to fraud, would be reviewed by the CEO and the direct Manager to decide whether they should be referred to the police or other relevant body.

While we cannot always guarantee the outcome any whistleblower is seeking, we will try to deal with their concerns fairly and in an appropriate way. However, if the discloser is unhappy about the outcome of an investigation, they should make a further report to their direct Manager outlining their concerns. If there is good reason to do so, and particularly if there is new evidence, the concern will be investigated again.