

# DORC Conflicts of Interest Policy

October 1st 2017

## 1.1 Purpose

DORC is committed to conducting business in a manner that ensures we do not allow personal interests to influence our business judgment and decision-making. When employees' personal interests either influence, have the potential to influence, or are perceived to influence their decision-making at DORC, a conflict of interest situation results. This policy explains the relevant principles and rules for preventing or managing conflicts of interest and how such principles and rules are to be implemented.

## 1.2 Scope and Applicability

This policy applies to all DORC employees.

## 2.1 Principles and Rules

Conflicts of interest may arise where an employee places his or her personal interests before the interests of DORC and where such personal interests unduly influence that employee's business judgments, decisions or actions. These situations may include both closely related persons and friends. Making judgments, taking decisions, or pursuing actions when facing a conflict of interest may make it difficult to perform work for DORC objectively and effectively, and may have legal and regulatory consequences.

Common examples of conflict of interest situations include personal workplace relationships (e.g. hiring or supervising a closely related person), external mandates (e.g. serving on the board of directors or scientific advisory board of a DORC competitor), outside employment (e.g. having a second job with a DORC customer, supplier or competitor), promoting personal financial interests (e.g. owning a substantial share of a DORC supplier while in a position to steer DORC business towards it), and receiving fees, commissions, discounts, gifts, entertainment, or services (e.g. receiving cash from a DORC business partner).

Employees are expected to recognize when they have, potentially have, or could be perceived as having, a conflict of interest. Employees should consult their manager if in doubt about what circumstances might create a conflict of interest.

## 2.2 Employees should avoid Conflicts of Interest wherever possible

As part of their employment with DORC, employees have a contractual obligation of loyalty to DORC. Accordingly, employees should avoid conflicts of interest with DORC. Some conflicts of interest, however, represent an especially high risk to the reputation or business interests of DORC and employees must avoid these (see Table at Annex A).

DORC respects employees' rights and choices and does not wish to interfere with their personal lives. However, employees' avoidance of conflicts of interest is an important part of maintaining the integrity and sustainability of our business and builds trust and support amongst colleagues and our key stakeholders.

## 2.3 Employees must disclose Conflicts of Interest

The required action for an employee who does not or cannot avoid a conflict of interest is to disclose it. Having a conflict of interest is not necessarily wrong. However, it can become a problem or a legal matter if an employee tries to influence the outcome of business dealings for direct or indirect personal benefit. This is why transparency, in the form of disclosure, is critical and helps to protect the integrity and reputation of DORC and the employee.

Employees must disclose to their manager any conflicts of interest. Disclosure must take place as soon as the employee identifies that there may be a conflict of interest and, whenever possible, before the associate engages in the conduct in question.

Newly hired employees specifically must disclose all conflicts of interest with DORC during the hiring process so they can be discussed with the hiring manager.

## 2.4 Managers must ensure Conflicts of Interest are appropriately addressed

Disclosure provides transparency to actual, potential, or perceived conflict of interest risks to DORC. It is a necessary part of mitigating these risks, but disclosure alone is not sufficient. This policy also requires addressing a conflict of interest. Addressing a conflict of interest is the responsibility of the manager. Specifically, DORC expects the manager to:

- Treat the information disclosed by the employee confidentially and without bias
- Fairly evaluate the conflict of interest situation disclosed by the employee, including the risks to the business interests and reputation of DORC
- Seek guidance if needed from the Legal, HR, and Compliance Departments
- Make a pragmatic decision to address the conflict of interest so that risks to DORC are minimized and the personal interests of the employee are protected as far as possible
- Communicate the decision and its reasoning to the employee and follow up to ensure the employee understands and complies with it
- Retain documentation of the decision and provide a copy to the employee.

## 3. Implementation

### 3.1 Training and Awareness

Employees must familiarize themselves with this policy and participate in periodically held training sessions, including e-learning. Managers should additionally be trained on their specific responsibility to evaluate and effectively address conflicts of interest. Attendee lists should be signed, retained and archived for every mandatory training event.

### 3.2 Reporting Potential Misconduct/Non-Retaliation

Any employee who learns of a potential violation of applicable laws or this policy is required to report his or her suspicion promptly in accordance with the DORC Speak-Up policy.

Employees who report potential misconduct or who provide information or otherwise assist in any inquiry or investigation of potential misconduct will be protected against retaliation. However, an employee who makes a report of potential policy violations is not automatically immune from disciplinary procedures, if he/she is involved in misconduct.

### 3.3 Breach of this Policy

Breaches of this policy will not be tolerated and can lead to disciplinary and other actions up to and including termination of employment.

### 3.4 Responsibilities and Implementation

It is the responsibility of every DORC manager to adhere to this policy within his or her area of functional responsibility, to lead by example, and to provide guidance to those employees reporting to him or her.

All employees are responsible for adhering to the principles and rules set out in this policy.

HR is responsible for ensuring conflicts of interest are disclosed by new hires during the hiring process.

## Annex A

Examples of high risk conflicts of interest that employees must avoid or must be removed:

Type of conflict	What must be avoided/removed
Personal workplace relationships	<p>Employees must not:</p> <ul style="list-style-type: none"> <li>• Be in a supervisory, subordinate role, or have an influence over conditions of employment with closely-related persons</li> <li>• Be involved in any hiring decision regarding closely related persons</li> </ul>
Outside engagements, including employment	<p>Employees must not have any kind of paid or unpaid engagement with:</p> <ul style="list-style-type: none"> <li>• A DORC business partner or competitor, unless it meets a DORC business purpose or does not influence the employee's business judgment</li> <li>• Any other person or company if this impacts their performance at DORC</li> </ul>
Personal financial interests	<p>Employees must not</p> <ul style="list-style-type: none"> <li>• Own any interest in any company which competes with or does business with DORC</li> </ul>
Relationships with business partners and competitors	<p>Employees must not</p> <ul style="list-style-type: none"> <li>• Conduct DORC business with any entity in which they have a substantial interest or with which they have a substantial affiliation</li> <li>• Act as an official of or advisor or consultant to any government agency with regulatory or supervisory power over DORC</li> </ul>

Type of conflict	What must be avoided/removed
<p>Gifts, meals, travel, entertainment</p>	<p>Employees must not directly or indirectly solicit or accept from any DORC business partner or competitor:</p> <ul style="list-style-type: none"> <li>• Cash or cash equivalents: this includes actual and potential business partners or competitors</li> <li>• Gifts: if a gift is received nonetheless, it must be returned if it influences or could be perceived as influencing the employee's business judgment</li> <li>• Meals, travel, or entertainment, unless it predominantly meets a DORC business purpose, is accompanied by a representative of the business providing it, and does not influence the employee's business judgment.</li> <li>• See individual policies.</li> </ul>
<p>Fees, commissions, services, other favours</p>	<p>Employees must not directly or indirectly solicit or receive a fee, commission, service, or other favor from any actual or potential DORC business partner or competitor.</p>