

Code of Business Ethics and Conduct



1. Introduction

DT Global conducts its business in an ethical manner and with the highest standards of integrity. Adherence to this Code of Business Ethics and Conduct (“Code”) by all employees, including company directors, company management, stakeholders, consultants, and contractors, referred to collectively as “staff” for the purposes of readability, is essential to merit the confidence and support of our clients and partners. Staff of DT Global must act in ways that are lawful, ethical and which build trust with our business partners, stakeholders, colleagues and communities. It is your responsibility to know, understand and comply with all the ethical and legal obligations that apply to you.

You should take the time to learn what ethical and lawful risks exist in your role for DT Global. Your conduct both inside and outside the workplace may impact DT Global, our business partners and your colleagues.

This Code has been prepared as a working guide and not as a technical legal document. Thus, emphasis is on brevity and readability rather than providing an all-inclusive answer to specific questions. In observance of this code, as in other business conduct, there is no substitute for common sense. Staff should apply this code with common sense and the attitude of seeking full compliance with the letter and spirit of the policies and rules presented.

It is incumbent upon you, as part of DT Global staff, to perform satisfactorily and to follow our policies and comply with our rules as they are issued or modified from time to time. These policies and rules are necessary to effectively manage the business, meet the ever-changing needs of the marketplace and to safeguard the reputation and staff of DT Global. Good performance and compliance with business rules lead to success. All staff are required to read, understand and apply this code; a signed copy of your acknowledgment will be kept on file.

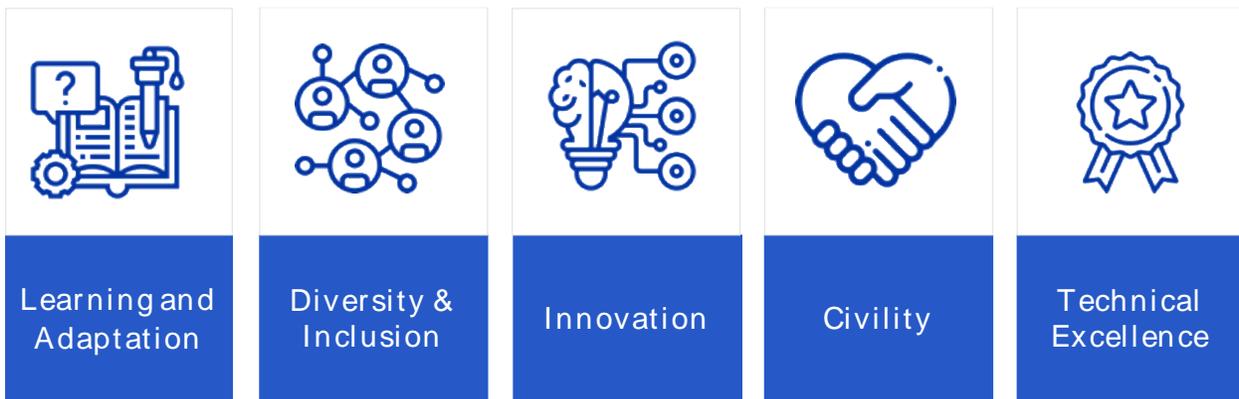
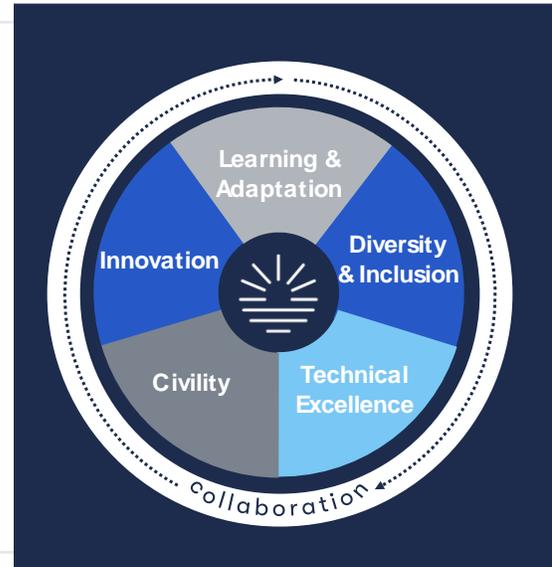
Violations of the Code may result in disciplinary action, including dismissal and criminal prosecution. There will be no reprisal or retaliation in any form permitted against anyone who reports a violation or suspected violation of the Code or any applicable laws. The absence of a specific guideline practice or instruction covering a particular situation does not relieve you from exercising the highest ethical standards applicable to the circumstances.

If you have any doubts regarding a questionable situation that might arise, immediately consult your supervisor, manager, a member of the senior management team or DT Global General Counsel GeneralCounsel@DT-Global.com

2. DT Global Company Values, Core Objectives and Goals

***Creating Impact.
Transforming Lives.***

***Partnering for a
better world.***



Learning and adaption

A continuous process of documenting, reflecting, adapting, and sharing in order to grow and better address operational, programmatic, and professional challenges. DT Globals emphasis on experience, evidence, and learning ensures that we are providing our partners and clients around the world with strong, responsive, context-appropriate programs that achieve maximum impact on the ground.

Diversity & Inclusion

DT Global aims to attract and retain people with diverse skills, experience and background to deliver high quality services. We are committed to providing an inclusive workplace culture where all our staff are valued and recognised for their unique qualities, ideas and perspectives. We recognise that a workplace that reflects the diversity of our communities will be better able to understand the needs of our clients and stakeholders and make better ethical decisions.

Innovation

Fostering a disruptive culture that values experimentation and risk taking beyond our comfort zone. DT Global's environment encourages staff to collaborate and to generate new ideas, where co-design and partnership opportunities are welcomed and identified, where experimentation and testing is encouraged, and where evolving best practices are widely shared. These steps combine to create thoughtful and impactful solutions for DT Global, our clients and stakeholders.

Civility

Recognizing the inherent value and contributions of all, while building community around respect and understanding. At DT Global our policy is to treat our staff, clients, stakeholders, business partners and members of the public with fairness, civility and respect. We are committed to providing a work environment which is safe and free from inappropriate workplace behaviour such as unlawful discrimination, harassment, vilification, victimisation and bullying.

Technical excellence

Becoming a recognized industry leader by providing adaptive, cutting-edge technical expertise and thought leadership.

3. Diversity and Inclusion

DT Global is committed to an inclusive culture which values diversity of thought, opinion and background, and where staff are provided with equal access to opportunities. This diversity enriches the culture of DT Global.

At DT Global we believe that inclusion is harnessing our diverse workforce to work together effectively, where people are respected, connected, progressing and contributing to organisational success. DT Global recognises the important role leaders play in creating an inclusive culture and building inclusive teams where each of our staff feel they belong, are valued and respected and can speak up. We strive to leverage the full potential of all our staff and create a culture that both values and benefits from equality, diversity and inclusion. DT Global embraces differences and value individuality.

DT Global does not tolerate discrimination against people based on race, color, national extraction or social origin, gender, gender identify or sexuality, physical or mental disability, age, marital status, pregnancy, family or carer responsibilities, religion or political belief. Staff are required to treat people equally. Discrimination in decisions concerning procurement, hiring, compensation, benefits, training, termination, promotions or any other condition is prohibited.

4. Health and Safety

DT Global strives to provide a safe and healthy work environment. We expect staff to follow health and safety policies and practices and promptly report accidents, injuries, unsafe practices or near misses, equipment or conditions to a safety representative, project supervisor or a senior manager. Staff must take reasonable care for their own health and safety and do nothing which adversely affects the safety of others. Report any risks to your health or safety or that of others to your manager.

DT Global does not permit violence, threatening behavior or behavior not in accordance with DT Global Values or this Code in our workplaces. If staff witness bullying or other inappropriate behaviour it is important that they report it immediately, so that it can be stopped.

Staff must report to work in condition to perform their duties at their best, free from the influence of illegal

drugs or alcohol. DT Global does not tolerate the use of illegal drugs in the workplace.

5. Environmental Compliance

DT Global conducts its business in an environmentally responsible manner that minimizes environmental impacts. We are committed to:

- Minimizing and, if possible, eliminating the use of any substance or material that may cause environmental damage
- Reducing waste generation and disposing of all waste through safe and responsible methods
- Minimizing environmental risks by employing safe technologies and operating procedures
- Promoting and demonstrating the use of safe technologies and operating procedures in our operations, projects, field offices and to those we do business with

Violation of environmental laws can be a criminal offense and can involve monetary fines and imprisonment. We expect staff to comply with all applicable environmental laws and follow office procedures designed to minimize DT Global's environmental impact.

6. Competition and Antitrust

Fair Competition

DT Global supports fair competition based on quality of our services and price. We will conduct our affairs honestly, directly, ethically and fairly. To comply with the antitrust laws and our policy of fair competition, staff:

- Must never discuss with competitors any matter directly involved in competition between us and the competitor (e.g. cost information, teaming partners, and company policies);
- Must never agree with a competitor to restrict competition by fixing prices, allocating markets or other means;
- Must not arbitrarily refuse to deal with or purchase goods and services from others simply because they are competitors in other respects;
- Must not require others to buy from us before we will buy from them;
- Must not require customers to take from us a service they don't want just so they can get one they do want;
- Must never engage in industrial espionage or commercial bribery; and
- Must be accurate and truthful in all dealings with clients and be careful to accurately represent the quality, features and availability of DT Global offerings and services.

7. Commitment to Compliance and Human Rights

DT Global operates in many countries with differing laws and regulations. Staff are to comply with all applicable laws and regulations. All staff are charged with the responsibility of acquiring sufficient knowledge of the laws and regulations relating to their position in order to recognise potential dangers and to know when to seek guidance or legal advice.

In particular, when dealing with public officials, you must adhere to the highest ethical standards of business conduct. Should staff seek the resolution of regulatory or political issues affecting DT Global interests, we must do so solely on the basis of merit and pursuant to proper procedures in dealing with

such officials. Do not offer, provide or solicit, directly or indirectly, any special treatment or favor in return for anything of economic value or the promise or expectation of future value or gain.

DT Global is committed to upholding individual human rights, following employment laws and acting in compliance with internationally recognized human rights and labor standards in all the locations where we conduct business.

DT Global is opposed to all forms of:

- compulsory or forced labor - this includes a situation in which an employer holds a worker's passport or other papers to prevent the worker from leaving his or her job.
- child labor within our supply chain and within all areas of our operations.
- discrimination; this includes discrimination based on a person's gender, race, ethnic origin, nationality, political opinions, religion, physical handicap, or sexual orientation.

We are committed to ensuring that working conditions throughout our supply chain, and in every aspect of our operations, comply with our commitment to respecting human rights.

Staff are requested to report any suspected breaches of compliance laws or human rights to their Manager, the DT Global Ethics Hotline or to General Counsel, GeneralCounsel@DT-Global.com

8. Child Protection

In the implementation of our mission to partner with governments, the private sector, foundations, NGO's and civil society to deliver effective programming and transform lives, DT Global is committed to creating environments that are safe for children, where they are respected, protected and empowered and where staff are competent and well supported in meeting their protection responsibilities. The best interests of the child shall be a primary consideration.

DT Global has a zero-tolerance policy regarding any staff that engage in or support child exploitation and abuse, including possession of child exploitation material. DT Global will uphold the United Nations Convention on the Rights of the Child as well as the requirements of our global clients and donors and recognizes that it is the shared responsibility of all adults to prevent child exploitation and abuse.

DT Global Child Protection Principles are set out in the DT Global Child Protection Policy. All staff including volunteers, visitors, interns, trustees, board members, sub-contractors, sub-consultants, associates, partners and downstream partners are required to:

- understand and conduct themselves in accordance with DT Global Child Protection principles
- complete Child Protection training
- conduct DT Global business and provide services in accordance with the DT Global Child Protection Policy.

Staff or any party listed above, who engage in conduct prohibited by this Code or the DT Global Child Protection Policy or against any associated laws, will be disciplined or held accountable which may include termination of employment or termination of contract.

9. Anti-Corruption

Staff of DT Global must conduct business in an ethical manner and with the highest standards of integrity and must never engage in any form of bribery and corruption. DT Global prohibits bribery anywhere in the world, in connection with any kind of business, directly by company personnel or through intermediaries or third parties, and to anyone, whether government officials, commercial employees, or private individuals.

Bribery may severely damage DT Global's reputation and disrupt our business operations. DT Global

prohibits any corrupt actions, which may expose the company and staff involved, to criminal prosecution and civil penalties. Staff must report any requests made by a government official for money or anything of value.

This prohibition also applies to contractors, third parties and agents who deal with or act on behalf of DT Global. Under no circumstances are kickbacks, secret commissions or similar payments permitted. Payments that are prohibited generally include cash payments and can include other things such as gifts, hospitality, travel, favors, business opportunities and charitable donations, depending on the circumstances. DT Global may not retain a third party or enter into a joint venture or other business association to engage in any activity that we are prohibited from participating in ourselves. Staff must also never make improper use of knowledge, power or resources for personal gain or advantage.

DT Global also prohibits all other forms of corruption including collusion, bid rigging, coercion and misrepresentation and facilitating payments 'Facilitating payments' are small, infrequent payments made to a government official to expedite the performance of routine government actions such as issuing visas and work permits. These types of payments are prohibited by DT Global except in cases of clear danger when they are necessary to prevent immediate harm to staff. In cases where staff may be unable to consult with General Counsel, any payments made must be reported to General Counsel immediately to ensure accurate books and records. Any exceptions to this policy must be pre-approved by General Counsel in writing.

DT Global staff must report any knowledge of a violation of this Code or the Anti-Corruption Policy and are required to complete anti-corruption training as and when it is assigned. All staff are required to act in accordance with the Anti-Corruption policy at all times and may be required to certify compliance with this Policy from time to time.

Remember: There is no acceptable reason to compromise our principles or to conduct business by anything other than lawful and ethical means.

Obligation to Identify and Mitigate Corruption Risks

DT Global must take measures to reduce the risks of corruption when establishing new projects, hiring staff, consultants, project staff, choosing third parties and into entering agreements. DT Global staff are our first line of defense in ensuring that our projects are compliant and that the third parties and those we work with share our ethical values and operate in a legal and compliant manner.

Some steps staff should take to reduce corruption risks include:

- identifying any specific corruption risks in the project location
- being aware of 'touch points' or situations with increased corruption risk - for example, applying for visas or permits
- conducting an ethics and corruption risk assessment and putting a mitigation/management plan in place
- ensuring all staff and consultants complete applicable training in timely manner
- engage third parties who share our ethical values
- following relevant policies and procedures
- 'Speak Up' to report any non-compliance or misconduct

Contracting with Third Parties

When DT Global retains third parties, they must be held to the same high compliance standards as our staff. The consequences of bribery can be severe, even when the bribe comes from a third party and not from DT Global directly. Our reputation will be at risk if we fail to effectively communicate our requirements to comply with our Code and all applicable laws, as well as carry out checks on our suppliers, partners, and

contractors before we enter into a relationship with them. For this reason, DT Global is committed to screening suppliers and contractors to identify any high-risk relationships and situations.

Before retaining any third party, including sub-contractors, sub-consultants, suppliers and business partners, staff must complete due diligence checks. DT Global screens all parties against applicable sanction lists of denied persons and entities.

Be aware of and identify any 'Red Flags'. Some 'Red Flag' issues include:

- a transaction involving a country that has a reputation for prevalent corruption.
- a third party has a close family or personal relationship to a government official
- a client or government official is insistent that the third party become part of the transaction
- the third party objects to anticorruption representations in contractual agreements
- the third party requests unusual contract terms or payment arrangements, such as a payment in cash, payment in another country's currency, or payment in a third country
- the compensation requested by the third party is disproportionate to the work to be performed
- the third party provides only vague details about the work to be performed, makes suspicious statements about its method of operating, or is otherwise evasive or secretive about its activities
- the third party is in a different line of business than that for which it has been engaged or otherwise appears unqualified for its role
- any fact or circumstance which in your experience doesn't look or seem right

Refer any relevant search results or 'red flags' to General Counsel for review.

If you suspect that someone you are working with, whether a third party or anyone else, might be engaged in bribery, report your concerns immediately to your Manager, the DT Global Ethics Hotline or General Counsel, GeneralCounsel@DT-Global.com.

Corruption Laws with International Reach

Legal authorities and international bodies recognize that government corruption damages societies and economic development, and they are taking measures to combat it. The Organization for Economic Cooperation and Development, or OECD recognized that multilateral cooperation was needed to fight corruption, so an anti-bribery convention was adopted. As a result of the OECD convention and other international agreements numerous countries have adopted new laws or updated existing ones to combat bribery and other forms of corruption. These laws have international reach, that is they extend beyond the boundaries of a country to govern the operations of companies and individuals in the conduct of international business.

Specific International Corruption Laws

Foreign Corrupt Practices Act, Bribery Act UK & Crimes Act (Cth) Australia

The Foreign Corrupt Practices Act (FCPA) applies to all DT Global businesses, each subsidiary, all staff, including those with whom we do business such as subconsultants, agents and contactors, in whichever country they are operating.

Strict compliance is required with the requirements of this Act and all staff are expected to know and understand their obligations. Under the FCPA It is a crime to:

- offer a gift, payment or bribe, or anything else of value,
- directly or indirectly, to
- any foreign official, foreign political party or party official, or candidate for foreign political office;

- for the purpose of influencing an official act or decision, or seeking influence with a foreign government in order to
- obtain, retain or direct business to the company or to any person.

The following persons are 'Foreign Officials' or 'Government Officials':

- Employees of a government agency, whether paid or not, regardless of rank, seniority, or position.
- Publicly funded or state-affiliated entities are considered to be governmental entities, even when the function of the organization does not appear to be governmental in nature for example universities or hospitals
- Employees of multi-lateral funding organizations such as the World Bank
- Employees of international organizations such as the United Nations
- Members of royal families

Remember - Even if the payment is legal in the host country, it is forbidden by the FCPA, violates the law and is prohibited by this Code.

The FCPA also requires that DT Global's books and records accurately and fairly reflect all transactions, that we maintain and follow a system of internal controls and that transactions are duly authorised.

Falsely reporting transactions or failing to report the existence of false transactions in the accounting records is prohibited. Staff certifying the correctness of records, including vouchers or bills, should have reasonable knowledge that the information is proper and correct.

Other corruption legislation with an international reach applies to DT Global operations in the European Union, Great Britain and Australia. Like the FCPA, the U.K. Bribery Act (UKBA) and the Crimes Act (Cth) Australia prohibit bribery of government officials. The UKBA goes further and prohibits *all* commercial bribery.

As an ethical business, DT Global will comply with FCPA, UKBA, the Crimes Act (Cth) Australia other applicable anticorruption laws, regulations, and conventions, including the OECD anti-bribery convention; the World Bank Guidelines on Preventing and Combating Fraud and Corruption; and all other applicable laws in every country in which DT Global operates.

Remember. Corruption laws have international reach and strict compliance is required.

To protect DT Global's reputation, our clients and our staff from penalties and imprisonment, DT Global prohibits bribery anywhere in the world, in connection with any kind of business, directly by company personnel or through intermediaries or third parties, and to anyone, whether government officials, commercial employees, or private individuals.

Contact your Manager or General Counsel, GeneralCounsel@Dt-global.com if you have any compliance queries.

Working for International Financial Institutions

DT Global is committed to operational excellence and transparency in support of the objectives of International Financial Institutions 'IFIs'. IFI's, such as the World Bank and other bilateral or multilateral development bank or donor agencies, each have their own definitions of what constitutes corruption which often go beyond the requirements of international anti-corruption laws. In accordance with the requirements of IFI's, DT Global prohibits:

- Corrupt payments to employees or agents of an IFI
- Corrupt payments in relation to IFI-funded projects or services

DT Global Managers have extra compliance obligations when working on proposals and projects for IFI clients. All key personnel included in proposals for IFI work shall formally agree to working on the project prior to proposal submission and shall complete all assigned training. Changes to key personnel must be approved by the appropriate DT Global Manager and the IFI client, in writing. Similarly, changes to approved subcontractors and experts must also be approved by the client in writing.

International Business

DT Global is a global company operating across many countries. We are required to comply with the export control laws and regulations of the United States and other jurisdictions where we do business.

An “export” occurs when a product, service, technology or piece of information is shipped to a person in another country. In the U.S., an export can also occur when technology, technical information or software is provided in any way including verbally, to a non-U.S. citizen, regardless of where that person is located. In this regard, an “export” of technical data can occur during meetings, telephone conversations and site inspections and by memoranda, letters, faxes, email and other written materials.

Staff involved in accepting or processing client contracts and orders, authorizing or processing the international movement of goods or technology, the performance of defense services or any other activity have an obligation to ensure that they are aware of and comply with the laws that pertain to any international trading activity.

DT Global screens all parties to an order (for example, the customer, the consignee, and the end user) against applicable lists of denied persons and entities and controlled destination countries to ensure compliance with export control laws.

International Sanctions

Countries where we conduct business sometimes impose sanctions or comply with sanctions imposed by multi-national organizations such as the United Nations, and the European Union. Sanctions may reflect concerns about national security, terrorism, or foreign policy, or may be adopted in response to international obligations or agreements. Sanctions restrict or prohibit dealings with certain countries or individuals. DT Global must comply with the economic sanctions administered by the United States Office of Foreign Assets Control (OFAC), which include, restrictions on financial transactions, travel, and imports and exports. DT Global also complies with sanctions imposed by other countries and multilateral institutions such as the European Union or World Bank.

International sanctions may also apply to activities such as providing services and exporting sensitive technology. As each sanctions program is based on different foreign policy and national security objectives, the prohibitions vary between programs. Staff handling international business need to be aware of and understand regulations which are updated regularly. Check with your Manager if you have any concerns about sanctions compliance.

Boycott Requests

U.S. law prohibits DT Global and its' subsidiaries from participating in foreign boycotts that the United States does not sanction. DT Global is committed to full compliance with U.S. anti-boycott laws and regulations. These laws apply to boycotted companies as well as to boycotted countries and their nationals.

DT Global must avoid participating in any illegal boycott. Countries involved in boycotts include Iraq, Libya, Syria, Kuwait, Qatar, UAE, Lebanon, Saudi Arabia and Yemen. Contracts, tender documents, purchase orders and all agreements with clients, companies, individuals or third parties from these countries, should be carefully reviewed to identify potential non-compliant boycott language.

Some examples of non-compliant boycott language include:

- DT Global shall comply with the laws of [boycotting country]
- DT Global shall ensure that its personnel, employees and agents comply with the laws of [boycotting country]
- DT Global shall abide by all laws, rules, regulations, and decrees concerning the boycott of [boycotting country]
- DT Global shall observe the laws of [boycotting country]

Any non-compliant language must be amended before the relevant document is signed and before DT Global commences any work. General Counsel will assist in amending the appropriate language in such instances. If the other party does not agree to amend the non-compliant language, DT Global *must not* sign the document and *must not* commence any work with the client or third party.

Remember: Non-compliant language may not be confined to the Middle East and can be found in standard contracts, bids, tenders, contracts in Europe, Asia, Africa and other geographies.

DT Global must report any boycott requests to the U.S. government. If staff identify non-compliant language, receive a boycott request or have any questions about boycott activities, please contact General Counsel GeneralCounsel@DT-Global.com.

10. Gifts and Entertainment

Definition of Gifts

“Gifts” are items and services of value that are given to any outside parties, but do not include items described below:

- Normal business entertainment items such as modest meals and beverages are not to be considered “gifts.”
- Items of minimal value, given in connection with sales campaigns and promotions or services, safety or retirement awards are not to be considered “gifts” for purposes of this Code.
- Contributions or donations to recognised charitable and nonprofit organisations made in accordance with this Code are not considered gifts.
- As a general guide items or services, with a total value under \$50 per year are excluded but this can vary from country to country. For example, some countries prohibit all gifts to officials while others may have different monetary limits.

Definition of Supplier

“Supplier” includes not only vendors providing services and material to the company, but also consultants, financial institutions, advisors, and any person or institution which does business with the DT Global.

Gifts

No staff or member of his or her immediate family shall solicit or accept from an actual or prospective client or supplier any compensation, advance loans, gifts, entertainment, or other favors which are of more than token value or which the staff member would not normally be in a position to reciprocate under normal expense account procedures.

Under no circumstances should a gift or entertainment be accepted which would influence the staff member’s judgment. In particular:

- staff must avoid any interest in or benefit from any supplier that could reasonably cause them to

favor that supplier over others.

- Staff are prohibited from accepting a gift from a person or organization involved in active procurement with DT Global. This prohibition applies to all DT Global tenders, globally.

It is a violation of the Code for any staff to solicit or encourage a supplier to give any item or service to themselves or a family member regardless of its value, no matter how small. Our suppliers will retain their confidence in the objectivity and integrity of our company only if each of us strictly observes this guideline.

Remember - gifts, business entertainment or customary gifts may never be provided if they are being offered in exchange for an unfair business advantage or if offering them could create the perception of an improper motive.

Reporting Gifts

Any staff member who receives, or whose family member receives, an unsolicited gift prohibited by these guidelines, should report it to their supervisor and either return it to the person making the gift or, in the case of perishable gift, give it to a non-profit charitable organization.

Discounts

Staff may accept discounts on a personal purchase of the supplier's or customer's products only if such discounts are generally offered to others having a similar business relationship with the supplier or customer.

Business Meetings

Entertainment and services offered by a supplier or client may be accepted by staff when they are associated with a business meeting and the supplier or client provides them to others as a normal part of its business – for example meeting for coffee and refreshments to discuss DT Global capabilities and expertise. Meals may be accepted as a standard part of a business event, like a conference or seminar. Any other entertainment or services accepted in the course of business must be of a type which would be allowable and reimbursable as an expense.

Providing Gifts, Entertainment & Travel Costs

Prior to offering any gift or entertainment to any party and in particular to government officials, staff must obtain appropriate approvals from their Manager or Supervisor and follow all applicable procedures. The anti-corruption laws in some countries require government officials to obtain permission prior to receiving gifts or entertainment and others set very low thresholds on gift values. As a general rule, gifts to government officials should be avoided.

All gifts must be reasonable and appropriate in the circumstances. Such circumstances include past, pending or future business dealings with the recipient of the gift. Multiple gifts to the same person, even of small value, may create the perception that they are being given for an improper purpose and should be avoided.

Payments and expenditures for gifts of any value must be fully and accurately recorded in DT Global books and records.

Dt Global may reimburse travel expenses to cover the cost of reasonable and legitimate expenses for government officials and clients or potential clients, when those expenses are related to fulfilling DT Global contractual obligations or developing new business. Legitimate expenses include appropriate class airfares, travel costs and accommodation costs, directly related DT Global contract obligations, business or business development. The payment of other non-business related expenses such as sightseeing trips, lavish entertainment, travel costs for spouses, family members or friends are prohibited.

11. Political & Charitable Contributions

DT Global will make any contributions to political parties, party officials, candidates for government and charities permitted under this Code, in accordance with applicable laws and best practice recommendations. Federal law and many state laws prohibit contributions by corporations to political parties or candidates. The term “political contributions” includes, in addition to direct cash contributions, the donation of property or services, and the purchases of tickets to fundraising events.

Charitable contributions means the provision of monetary donations or anything of value to a charity or for charitable purposes such contributions being reasonable, appropriate, lawful and are provided in an open and transparent manner and without any expectation of award or retention of business to DT Global. All Charitable Contributions are to be accurately documented in DT Global records.

Due diligence shall be conducted on the recipient of any charitable contribution, prior to obtaining the approval of your Manager. Any ‘red flags’ raised in due diligence shall be referred to General Counsel GeneralCounsel@DT-Global.com for review and resolution.

All approved contributions are to be paid by the appropriate DT Global business. No contributions will be reimbursed through employee expense reports, credit cards, purchase cards or petty cash. The amount of each contribution shall be charged to the applicable overhead cost code and not to projects.

The following contributions are *prohibited*:

- contributions to political parties, party officials and candidates for government
- contributions to charities at the request of political parties, party officials or candidates for government
- charitable contributions or sponsorship with the intent of receiving an improper benefit from a government official
- charitable contributions to individuals, crowd funding platforms, religious organizations, fraternal organizations, labor or union organizations, political or lobbying organizations
- charitable contributions to conferences, and workshops or seminars not related to DT Global business interests

Permitted Contributions

Staff may make direct political contributions of their own money, but such contributions are not reimbursable. It is improper for staff to use their position within the company to solicit political contributions from another staff member for the purpose of supporting a political candidate or influencing legislation. It is also improper for staff to make a political contribution in the name of DT Global.

Other charitable contributions to community development, emergency services organizations, postsecondary educational institutions, professional societies, and cultural events are permitted subject to obtaining appropriate approval from your Manager.

Sponsorships of private or governmental organization events shall be considered non-political contributions and must be approved by your Manager.

12. Conflicts of Interest

All Staff and potential employees are required to disclose actual, perceived or potential conflicts of interest to a manager as soon as they become aware of the conflict. A conflict may exist in the following situations:

- Actual Conflict - when there is a direct conflict between your current duties and responsibilities and

your private interests.

- Perceived Conflict – when a person could reasonably perceive that your private interests are likely to improperly influence the performance of your duties.
- Potential Conflict – when you have a private interest which could conflict with your duties in the future.

There are several situations that could give rise to a conflict of interest. The most common are accepting gifts from other companies, employment by another company, close or family relationships with outside companies, and communications with competitors. A potential conflict of interest exists for staff who make decisions in their jobs that would allow them to give preference or favor to a customer in exchange for anything of personal benefit to themselves or their friends and families. Such situations could interfere with the ability to make judgments solely in the company's best interest.

Relationships with Suppliers and Customers

Business transactions must be entered into solely for the best interests of the company. No staff member can, directly or indirectly, benefit from their position or from any sale, purchase or other activity of the company. Staff should avoid situations involving a conflict or the appearance of conflict between duty to the company and self-interest.

No staff member who deals with individuals or organisations doing or seeking to do business with the company, or who makes recommendations with respect to such dealings, should:

- Serve as an officer, director, employee or consultant; or
- Own a substantial interest in any competitor of the company, or any organisation doing or seeking to do business with the company. Substantial interest means an economic interest that might influence or reasonably be thought to influence judgment or action but shall not include an investment representing less than 1% of a class of outstanding securities of a publicly held corporation.

Outside Employment

Full-time regular employees, as defined in our employee handbook, must not be employed outside the company:

- In any business that competes with or provides services to the company;
- In any business where a conflict of interest could arise in respect to DT Global;
- In a manner which would affect their objectivity in carrying out their company responsibilities; and/or
- Where the outside employment would conflict with scheduled hours or the performance of the company assignments. Employees must not use company time, materials, information or other assets in connection with outside employment.

Consultants and part time staff may be employed outside of DT Global in accordance with the non-competition terms found in their specific consulting agreements or employment contracts.

13. Confidential Information and Data Privacy

Confidential Information

Confidential information includes all information, whether technical, business, financial or otherwise concerning DT Global, which the company treats as confidential or secret and/or which is not available or is not made available publicly. It also includes any private information of, or relating to, customer records, fellow staff members, other persons or other companies, and national security information obtained by

virtue of the staff member's position. The release of private or confidential information could harm DT Global, our clients, any individuals involved and may violate the law.

DT Global policy and various privacy and data protection laws protect the integrity of the company's confidential information which must not be divulged except in strict accordance with established company policies and procedures. The obligation not to divulge confidential company information is in effect even though material might not be specifically identified as confidential and the obligation exists during and continues after employment with the company.

A few examples of prohibited conduct are:

- Selling or otherwise using, divulging or transmitting confidential company information
- Using confidential company information to knowingly convert a company business opportunity for personal use
- Using, divulging or transmitting confidential company information in the course of outside employment or other relationship or any succeeding employment or other relationship at any time
- Reading or discussing a confidential document you may accidentally come across
- Disclosing, commenting on or discussing confidential company information in any form on social media

The protection of personal data of employees, customers, suppliers and other third parties is a priority to DT Global. Personal data is defined as any information relating to a person that, either directly or indirectly, can be used to link to that person's identity. In this regard, and although there are special rules to protect privacy when dealing with personal data, as a general rule, collecting, storing, processing and other use of personal data require the consent of the person concerned, a contractual arrangement or some other legal basis. Access to personal information should be limited to those with a need to know for a legitimate business purpose.

DT Global holds private information about its staff. All staff have a role to play in guarding each other's information if we should encounter it. Always protect private and confidential information from accidental or careless disclosure. If you identify a possible breach or security lapse regarding private or confidential information, promptly take proper action. The obligation to protect confidential company information continues even after employment with DT Global ends.

Do not disclose confidential information to colleagues who do not have a legitimate business need to know. When staff have a business need to disclose confidential information to a colleague or third party, they must ensure that the appropriate confidentiality agreement is in place.

Staff shall not seek out, accept or use any confidential DT Global information of or from a competitor of the company. In particular, should we hire an individual who previously worked for a competitor, we must neither accept nor solicit confidential information concerning that competitor from our staff.

The requirement to protect company confidential information does not apply to nor restrict staff, consultants, or subcontractors from lawfully reporting waste, fraud, or abuse related to the performance of a government contract to a designated investigative or law enforcement representative of a government department or agency authorised to receive such information.

If, at any time staff are approached by a government investigator asking questions or requesting production of information or records, contact your Manager or General Counsel GeneralCounsel@dt-global.com prior to agreeing to comply with the request. In this situation, it is important to protect DT Global's property, data and legal rights. Staff must preserve all records relevant to any government inquiry. Any information subsequently provided to investigators must be authentic and unaltered. Staff must not alter, conceal or destroy any documents or records. As a company committed to operating in

accordance with the law and the highest ethical standards, DT Global will cooperate with appropriate government investigations into possible violations of the law.

Remember: Records are the property of DT Global regardless of who creates, keeps or updates them.

14. Media/Public Discussions

It is our policy to disclose material information concerning DT Global to the public through specific limited channels only, to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information. All inquiries or calls from the media should be referred to the global Director of Communications with a copy to the Managing Director in your business location.

15. Company Assets

Cash and Bank Accounts

All cash and bank account transactions must be handled so as to avoid any question or suspicion of impropriety. All cash transactions must be recorded in the company's books of account. All accounts of DT Global funds shall be established and maintained in the name of the company and might be opened or closed only on the authority of the Senior Management Team.

All cash received shall be promptly recorded and deposited in a DT Global bank account. No funds shall be maintained in the form of cash, except authorised petty cash, and no company shall maintain an anonymous (numbered) account at any bank. Payments into numbered bank accounts by the DT Global might leave that company open to suspicion of participation in a possibly improper transaction. Therefore, no disbursements of any nature might be made into numbered bank accounts or other accounts not clearly identified to the company as to their ownership.

Prevention of Money Laundering

DT Global is committed to help minimize money laundering. "Money laundering" is the process by which a person or group tries to conceal illegal funds or attempts to make the sources of their illicit funds look legitimate. DT Global will always perform due diligence on customers, suppliers, intermediaries and other business partners who wish to conduct business with us. Staff are to be aware of "red flags" that may signal money laundering activities and ensure that any party with whom we conduct business maintains a physical presence, is engaged in legitimate business and has proper compliance processes in place. If you need more information about how to identify money laundering, you should consult your Manager or General Counsel GeneralCounsel@dt-global.com.

Some senior staff, company officers and the directors of DT Global have a special responsibility to promote integrity within our company. Their role requires them to ensure that our financial compliance and records are accurate and complete. In order to do so, these individuals are required to know and understand the financial compliance laws that apply to their work. Violations of financial compliance laws will be viewed as a severe offense that may result in disciplinary action, up to and including termination. This includes failing to report potential violations by others. If you believe that a violation has occurred, contact Senior Management or General Counsel. If you prefer to report on an anonymous basis, you may submit a report by contacting the DT Global Ethics Hotline.

DT Global Assets and Transactions

Compliance with prescribed accounting procedures is required at all times. Staff members having control over company assets and transactions are expected to handle them with the strictest integrity and ensure that all transactions are executed in accordance with management's authorisation. All transactions shall be accurately and fairly recorded in reasonable detail in the company's accounting records.

Staff members are personally accountable for company funds over which they have control. Staff members who spend company funds should ensure the company receives good value in return and must maintain accurate records of such expenditures. Staff members who approve or certify the correctness of a bill or voucher should know that the purchase and amount are proper and correct. Obtaining or creating “false” invoices or other misleading documentation or the invention or use of fictitious sales, purchases, services, loans, entities or other financial arrangements is prohibited.

Expense Reimbursement

Expenses actually incurred by staff members in performing DT Global business must be documented on expense reports in accordance with company procedures. In preparing expense reports, staff members should review these procedures for the documentation in order to be reimbursed for business expenses.

Software Computers and Network Security

Computer data, information and software may appear intangible, but they are valuable assets of the company and must be protected from misuse, theft, fraud, loss and unauthorised use or disposal, just as with any other DT Global property.

Computer technology, hardware, software, networks and the information that runs on them, are critical to DT Global’s growth and success. All staff who use a computer play a role in ensuring these resources operate as they should. All staff must use computers responsibly and primarily for legitimate business purposes and protect and respect the security of DT Global computer systems. In addition, staff must protect information used to access DT Global networks, including IDs and passwords, pass codes and building-access key cards.

When using DT Global computers, network and systems, staff must *not*:

- Engage in electronic communications that might be considered offensive, derogatory, defamatory, harassing, discriminatory, obscene, vulgar or otherwise not in accordance with DT Global values and this Code
- Use DT Global electronic communications systems to improperly disseminate copyrighted or licensed materials
- Participate in any manner in Internet or other on-line bulletin boards or chat rooms on matters concerning DT Global
- Use DT Global electronic communications to transmit chain letters, advertisements or solicitations (unless authorized)
- Access company records of any kind for personal use
- Misappropriate computer space, time or software by using a computer to create or run unauthorised jobs
- Operate a computer in an unauthorised mode or intentionally cause any kind of operational failure
- Use DT Global systems and equipment for personal financial gain

DT Global electronic communications systems, such as e-mail, voice mail, cellular and line telephone services are to be used primarily for business, and not for personal use. Staff are permitted to use DT Global’s internet access, email, paging, fax and telephone systems for incidental or occasional personal use. The personal privacy of staff is not protected on these systems.

Staff must report any security breaches, phishing emails, the theft or loss of a computer or data to your IT Manager as soon as possible.

16. Conduct

Conduct on Company Business

Dishonest or illegal activities and any conduct in violation of this Code, will not be condoned on DT Global premises, while on company business or representing DT Global or our clients in country, and can result in disciplinary action, including dismissal and criminal prosecution. The following illustrates activities that are against DT Global policy, and which will not be tolerated on company premises, in company vehicles or while engaged in company business:

- The use of controlled substances, such as drugs or alcohol; the unlawful manufacture, distribution, dispensation, possession, transfer, sale, purchase or use of a controlled substance;
- Driving vehicles or operating company equipment while under the influence of alcohol or controlled substances;
- Illegal betting or gambling;
- Carrying weapons of any sort on DT Global premises, in company vehicles or while on company business unless specified as a requirement of performance of a contract. Even staff with permits or licenses cannot carry weapons on company property or while on company business.

DT Global reserves the right to inspect any property that might be used by staff for the storage of their personal effects. It is a violation of company policy to store any contraband, illegal drugs, toxic materials or weapons on company property.

All staff members are required to notify DT Global within five (5) days of any conviction of any criminal statute violation occurring on the job. In addition, any staff member who is convicted of a felony, whether related to these rules or not, shall report that fact.

17. 'Speak Up' Reporting: DT Global Ethics Hotline

DT Global is committed to a 'Speak Up' culture where all staff and those involved with DT Global feel confident and safe raising any issues relating to actual, possible or suspected, wrongdoing, breach of law, best practices or our policies and procedures, collectively referred to as 'misconduct'. All staff are encouraged to promptly make reports of misconduct, such reports help to identify and deter wrongdoing, in line with DT Global risk management and governance framework as well as support DT Global long-term sustainability and reputation.

Fraud, money laundering, offering or accepting a bribe, non-compliance or breach of legislation or policy and engaging in detrimental conduct against a person who has made a report, are some examples of misconduct which can be reported.

Reports which relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the person making the report, should be raised and discussed with your Human Resources representative, your Manager or by following any applicable Complaints and Grievance procedure.

Specific examples of grievances that may be personal work-related grievances include:

- an interpersonal conflict between the report maker and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about the engagement, transfer or promotion of the report maker;
- a decision about the terms and conditions of engagement of the report maker; or

- a decision to suspend or terminate the engagement of the report maker, or otherwise to discipline the report maker.

Exception:

A personal work-related grievance may be reported if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) the report maker suffers from or is threatened with detriment for making a report

‘Speak Up’ Protections

Reprisal against any staff member who makes an Ethics Report, the ‘reporter’, is strictly prohibited. DT Global does not tolerate acts of retaliation against anyone who makes a report of misconduct or who participates in an investigation of possible wrongdoing. Some examples of reprisal and retaliation include dismissal; injury of an employee in their employment; alteration of an employee’s position or duties to their disadvantage; discrimination between an employee and other employees of the same employer; harassment or intimidation of a person; harm or injury to a person, including psychological harm; damage to a person’s property, reputation; business or financial position; or any other damage to a person.

Reprisal does NOT include administrative action that is reasonable for the purpose of protecting those who make a report from detriment (e.g. moving a report maker, who has made a report about their immediate work area to another office to prevent them from detriment) or managing a unsatisfactory work performance, provided the action is in line with the DT Global performance management framework.

Specific protections available to staff who report misconduct include the following:

- Confidentiality/ identity protection when it is practical and appropriate in the circumstances
- Anonymity
- DT Global prohibition on reprisal or retaliation as set out in the Code, local policies and legislation
- Access to Employee Assistance Programs and support

While DT Global will take all reasonable steps to protect the identity of those who report, others may guess your identity if for example, you previously mention or discuss your intention to make a report or you are one of a small number of people to have access to the information.

Other specific whistleblower protections contained in legislation may be available to staff depending on the facts of the report and staff location. If staff have any concerns or queries about the availability of whistleblower protections it is recommended they seek independent legal advice on what whistleblower protections, may apply to their circumstances outside this Code.

DT Global will protect those who report misconduct, whether or not the report actually uncovers misconduct, as long as you have honest intentions in making it. Many countries have enacted legislation to protect those who report misconduct. DT Global enforces any applicable protections afforded by such laws. However, making a report which you know is not true or deliberately making a false report is a violation of this Code and will be subject to accountability and disciplinary action.

Reporting Options

DT Global provides all staff including contractors, suppliers and associates access to an independent, externally managed DT Global Ethics Hotline, to report misconduct. The DT Global Ethics Hotline service provided by Core Integrity can be contacted outside of usual business hours. Using the DT Global Ethics Hotline enables you to make your report, confidentially; receive updates on the status of the report and provide additional information to the DT Global while remaining anonymous if you choose. Whether or not you choose to report anonymously, your report will be treated confidentially.

When making a report staff can also choose to remain anonymous over the course of the investigation and after the investigation is finalised. Staff may also refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. If you wish to make a report and remain anonymous, DT Global recommends using the DT Global Ethics Hotline, as this will enable ongoing two-way communication and assist with follow-up questions and feedback.

Reports may be made to the DT Global Ethics Hotline using the phone, email, mail, URL or QR code (available on printed collateral). The DT Global Ethics Hotline reporting options are set out in the table below:

Reporting Channels	
Dedicated Australian Hotline Phone Number:	1800 765 692
Dedicated USA Hotline Phone Number:	1 (800) 203-7008
Dedicated Spanish Hotline Phone Number:	900 998 400
Any Other Country Hotline Phone Number:	+61 2 9053 9285
Email:	speakup@coreintegrity.com.au
Mail (postal address):	PO Box 895, Darlinghurst NSW, Australia 1300
Weblink to English/Spanish/French reporting form:	qrs.ly/DTGlobalEthicsHotline

Alternatively, you may choose to make a report internally to your manager, supervisor, a consultants point of contact, senior management or to General Counsel GeneralCounsel@DT-Global.com.

Following a Report

Whether you report via the DT Global Ethics Hotline or using our internal process, DT Global will acknowledge receipt of the report and will contact you during key stages of an investigation such as when the investigation process has begun; while the investigation is in progress; and after the investigation has been finalized.

Investigation Framework

All reports received will be assessed and may be subject to an investigation. The objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported. Any ensuing investigation will be objective, fair and independent and will preserve confidentiality. To the extent it is practical, investigations will be independent of the report maker, any individuals who are the subject of the report and the department or business unit involved. If considered necessary, DT Global may appoint external investigators. All staff are expected to cooperate in the investigations of reports. Following an assessment or investigation DT Global will determine the appropriate corrective actions, such as process improvements, accountability or discipline measures.

Any staff member who is the subject of a report will be advised about the subject matter of the report as and when required by principles of procedural fairness/natural justice and prior to any adverse findings being made. DT Global will determine the most appropriate time to inform the staff member. Any staff member who is the subject of a report may contact the DT Global Employee Assistance Provider for support services such as counselling.

18. Accountability and Discipline

Each of us is responsible and accountable for compliance with this Code and DT Global policies and procedures. Violation of this Code can result in serious consequences for the company, its reputation, credibility, and the confidence of its clients. Penalties for compliance breaches can include substantial

finances, sanctions, restrictions on future operations as well as the possibility of fines and prison sentences for individual staff members.

Managers who condone, permit or have knowledge of illegal or unethical conduct by those reporting to them and do not take corrective action will be held accountable and subject to disciplinary action. Any disciplinary action will be considered on a case by case basis and implemented in accordance with applicable laws, awards and collective agreements. On the same basis, disciplinary action might also be taken against staff members who make false statements in connection with investigations of violations of this Code.

Accountability actions include re-training, counselling and support, mentoring, reprimands, performance management, relocation, formal warnings, and termination of employment. DT Global in its sole discretion will determine the appropriate accountability and disciplinary action for a given matter. The listing of possible actions is informative only and does not bind the company to follow any particular accountability actions, disciplinary steps, process or procedure.

DT Global's principles of proper conduct set out in this Code will not be waived in any respect. Violation is cause for accountability and disciplinary action including dismissal or termination of contract. All staff will be held to the standards of conduct described in this Code. DT Global never has and never will authorise any staff member to commit an act that violates this Code or to direct another to do so. Any attempt to justify a violation of the Code by relying on the directions of instructions of another, will not be accepted.

19. Compliance with this Code

Each employee or consultant hired by the company will review the Code of Business Ethics and Conduct and sign the Code's Acknowledgment Form. The Code of Business Ethics and Conduct Acknowledgment Form will be kept on file for all staff members.

Staff who work on projects with DT Global business partners, will upon request also comply with all reasonable policies and procedures of those business partners, for the duration of the project. Should there be any conflict between this Code and the applicable policy of a business partner, Staff are to raise the issue immediately with a manager for resolution prior to taking any action.

Remember: The reputation of DT Global and the safety of our staff depend on compliance with this Code. Staff who have any questions or do not understand what is expected, should raise their concerns with their Manager, Human Resources or General Counsel.

20. Accessibility of this Code

This Code will be posted on DT Global website and on any intranet and other communications platforms. The Code will also form part of employee induction information, sub-contractor on boarding and training for new starters. Training on the Code will be held regularly, and all staff are required to promptly and satisfactorily complete Code training as and when it is assigned.

Version Control and Change History

Version Control	Effective Date	Approved by	Amendment
V 1.0	23 May, 2019	DT Global Leadership Team	First Version
V1.3 DRAFT	08 Aug 2019	Approved	Update to align with DT Global Fraud Policy and Anti-Corruption policy
V1.7	13 Jan 2020	Approved	General update to add Corporate Values, amend Speak Up Reporting section, add Accessibility of this Code section and miscellaneous amendments to update to best practices and ensure brand consistency
V2	12 Feb 2020	Approved	Update DT Global Ethics Hotline Contact Information

Code of Conduct Certification

I have read the DT Global Code of Business Ethics and Conduct or “the Code” and:

- I understand that the standards and policies in the Code represent the policies of DT Global and that violating those standards and policies, or any legal and regulatory requirements applicable to my job, may result in penalties set forth in the Code or other appropriate sanction;
- I understand that there are several sources within the company, including the Company Management, where I can consult if I have questions concerning the meaning or application of the Code or relevant legal and regulatory requirements;
- I understand that it is my responsibility to disclose to my supervisor or Company Management any situation that might reasonably appear to be a violation of the Code;
- I understand that DT GLOBAL maintains an anonymous third-party complaint reporting system for reporting suspected violations of the Code. The reporting system can be accessed using the Channel of my choice below:

Reporting Channels	
Dedicated Australian Hotline Phone Number:	1800 765 692
Dedicated USA Hotline Phone Number:	1 (800) 203-7008
Dedicated Spanish Hotline Phone Number:	900 998 400
Any Other Country Hotline Phone Number:	+61 2 9053 9285
Email:	speakup@coreintegrity.com.au
Mail (postal address):	PO Box 895, Darlinghurst NSW, Australia 1300
Weblink to English/Spanish/French reporting form:	qrs.ly/DTGlobalEthicsHotline

- I am not aware of any exceptions to standards and policies in the Code of Conduct except: (if none, so indicate by writing “NONE”.) _____
- I have no actual, perceived or potential conflict of interest to disclose/ I disclose the following actual, perceived or potential conflict of interest: (provide details)

Signature: _____

Name: _____ Date: _____