



Deriv Group SEZC

Whistleblowing Policy for Partners

Document Changes

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1. Introduction

1.1. Purpose

This Whistleblowing Policy for Partners (“**Policy**”) applies to Deriv Group SEZC and the group of companies which are directly or indirectly, controlled or owned by Deriv Group SEZC (together, the “**Deriv Group**” and each a “**Deriv Group Company**”) and our external **Partners** (Affiliates, Introducing Brokers, Payment Agents and Deriv API Developers).

The Deriv Group operates across multiple jurisdictions globally. This Policy is designed to ensure compliance with all applicable whistleblowing laws and regulations. It forms an integral part of the overall governance framework of the Deriv Group.

The Deriv Group is committed to maintaining the highest standards of openness, decency, integrity and accountability in all its operations. In line with this commitment, this Policy provides a secure and confidential avenue for whistleblowers to report any potential wrongful conduct committed within or by any Deriv Group Company, Partners or its staff, without fear of reprisal. It ensures that whistleblowers have adequate opportunities to speak up and are treated fairly throughout the investigation and resolution process.

A Deriv Group Company may be subject to specific local laws that take precedence over any provision of this Policy. In such cases, some Deriv Group Companies may establish their own whistleblowing policies to outline their compliance with local whistleblowing laws. Where discrepancies exist between this Policy and a local Deriv Group Company policy, the provisions of the respective Deriv Group Company’s policy shall take precedence.

2. Objectives of the Policy

The objectives of this Policy are:

- to provide a formal process for raising and addressing whistleblowing concerns, supported by a clear framework;
- to encourage external and internal stakeholders to report improper, unethical, and/or inappropriate behaviour without fear;
- to provide assurance that all reports will be handled appropriately and kept confidential;
- to ensure safeguards are in place to protect whistleblowers from any form of reprisal or retaliation; and
- to promote, develop and maintain a culture of accountability, integrity, and transparency throughout the Deriv Group.

3. Definitions

The definitions used in this Policy are set out below for ease of reference.

- “Disclosure” means the act of reporting a Reportable Matter in accordance with the procedures outlined in this Policy.
- “Group Whistleblowing Officer” means the Vice President, Legal Compliance, appointed by the Deriv Group to manage and/or investigate the Reportable Matter.
- “Management” refers to senior staff who are individually or jointly responsible for the decision-making and operation of Deriv Group.
- “Partners” means Affiliates, Introducing Brokers, Payment Agents, Deriv APIs.
- “Reportable Matter” means incidents of wrongdoings (suspected or actual) which might amount to a breach of local laws, regulations or policies referred in paragraph 4 below of this Policy.
- “Staff” means a Deriv Group Company employee, director, and/or consultant (including independent contractor).
- “Whistleblower” refers to any individual or entity that discloses a Reportable Matter. This includes any entity or person who has dealings with any Deriv Group Company whether as a service provider, consultant, employee, or recipient of services from any Deriv Group Company.
- “Whistleblowing” means the reporting of a Reportable Matter to the Group Whistleblowing Officer (or his/her nominated deputy) or as otherwise set out in this Policy.

4. Scope of the Policy

This Policy establishes a framework for managing disclosures of Reportable Matter(s) involving wrongdoing that significantly impact Deriv Group and its Partners.

“Reportable Matters” include but are not limited to the following incidents:

- intentional or deliberate violations of laws, regulations or policies;
- actions that have occurred, may occur, or are likely to occur that violate legal or ethical standards;
- fraudulent activity (actual or suspected fraud) that has occurred, may have occurred, or is likely to occur;
- instances of bribery that have occurred or is likely to be committed;
- willful collusion or connivance to cause unlawful loss or unjust disadvantage;
- criminal act(s) that has been committed, is being committed or is likely to be committed;
- deliberate suppression or concealment of relevant information relating to wrongdoing;
- involvement in activities related to money laundering and/or terrorist financing;
- situations that have occurred, is occurring or is likely to occur that undermine justice;
- indications that any of the aforementioned matters have been, are being, or are likely to be deliberately concealed.

It is important to note that this Policy does not cover complaints or concerns that do not qualify as Reportable Matter(s), for example issues related to IT, specific labour law matters (e.g. disagreement about appraisals) or customer complaints. Each such complaint or concern will be assessed on a case-by-case basis to determine whether it falls within the scope of the Policy.

5. Application

This Policy is applicable to the Deriv Group and its Partners, regardless of their location. All Deriv Group Partners will be required to have read and understood this Policy.

6. Roles and Responsibilities

The Management is responsible for ensuring compliance with whistleblowing practices within the Deriv Group. The Group Whistleblowing Officer supports Management by overseeing the implementation of this Policy and ensuring that all procedures are followed effectively, in as far as reasonably practicable. It is important to note that there will be instances when dealing with Partners, which will be outside of Deriv Groups' control. Deriv Group will not be held liable for such instances.

7. Reporting Mechanism

The scope of Disclosures includes Whistleblowing concerns raised in good faith, either internally or externally. A Disclosure made in good faith is a protected disclosure made with the honest belief in the accuracy of the information provided. Whistleblowers who submit Disclosure(s) based on genuine misunderstandings will still be protected.

To facilitate the proper investigation of any Reportable Matter, Disclosure, whether submitted through internal or external channels, should provide as much information as possible concerning the Reportable Matter.

Disclosures can be in writing or orally. To the extent possible, a written Disclosure should include the following details:

- i) the full name, address and occupation of the Whistleblower;
- ii) the nature of the Reportable Matter;
- iii) the time and place where the Reportable Matter occurred, is occurring or is likely to occur;
- iv) the full name, address and description of any witness to the Reportable Matter, if applicable; and
- v) if the Whistleblower is a Partner, Staff or any other third party.

If a Disclosure is made orally to an individual other than the Group Whistleblowing Officer, the person receiving the Disclosure must document it in writing, including the same details as set out in paragraph 7 (i-v) above. This information must then be submitted to the Group Whistleblowing Officer without delay.

The Group Whistleblowing Officer commits to handling all reports fairly while observing a duty of confidentiality, ensuring adequate protection and safety for the Whistleblower.

The Whistleblower has the following rights:

- i) protection against retaliation;
- ii) access to information on about the reporting process;
- iii) guidance on the reporting process and implications;
- iv) the option to report concerns anonymously;
- v) confidentiality regarding their identity and concerns raised;
- vi) the right to stay informed about the status of their report; and the ability to escalate concerns if necessary.

8. Reporting channels

Anyone wishing to make a Disclosure may contact the Group Whistleblowing Officer through the following channels:

- i) in writing via email to: speakup.partners@deriv.com

If the Whistleblower reasonably believes that the Group Whistleblowing Officer:

- i) is or may be involved in the Reportable Matter; and/or
- ii) is, not an appropriate person to receive the Disclosure due to a relationship or association with someone who is or may be involved in the alleged improper practice,

the Whistleblower may make a Disclosure to the Group Compliance Officer who, in this instance, shall be deemed to be the Whistleblowing Reporting Officer. The Group Compliance Officer can be contacted via email at: joanna@deriv.com.

9. Investigation

You will receive an acknowledgment of receipt of any Disclosure submitted to the Group Whistleblowing Officer within five business days.

Concerns raised under this Policy will remain confidential between the Whistleblower, the Group Whistleblowing Officer and, any other individuals who need to be notified of the Disclosure, as required. This confidentiality will be maintained, unless the Whistleblower expressly consents in writing to the disclosure of that information.

While every effort will be made to protect the identity of the Whistleblower and any third party mentioned in the Disclosure, it is important to understand that the investigation process may necessitate revealing the identity of the Whistleblower, however on a strictly need to know basis in accordance with the exceptions to the confidentiality principles set out below. Although Deriv Group discourages anonymous Disclosures, all such anonymous Disclosures will still be considered when determining whether impropriety has occurred and will be investigated accordingly.

Depending on the nature of the Disclosure, the concerned Deriv Group Company may be legally required to disclose some or all reported information to a third party such as law enforcement agency or a regulatory body.

The Group Whistleblowing Officer may request further information to assist in the investigation of any Disclosure. The co-operation of the Whistleblower in this regard is essential for the proper and conclusive investigation.

The Whistleblower will receive feedback on the Reportable Matter within a reasonable time, not exceeding [30] days from the acknowledgment of receipt of the Disclosure. The Whistleblowing Officer may require an extension of time to investigate, the Whistleblower will be notified in such event.

If initial enquiries by the Group Whistleblowing Officer determine that the Disclosure raised lacks basis, the Disclosure investigation may be closed without further action, and the reasons will be documented. The Whistleblower will be informed that their concern has not been upheld along with the reasons for this outcome.

The Group Whistleblowing Officer will schedule an appointment as soon as possible to conduct a brief interview. The purpose of this interview is to gather relevant facts relevant about the Disclosure and to explain the investigation procedure. Evidence must not be withheld, destroyed, or tampered with. After making a Disclosure, the Whistleblower should refrain from communicating with anyone at the Deriv Group concerning the matter, except for the Group Whistleblowing Officer or any person appointed to conduct the investigation.

A report will be prepared detailing the scope of the matter, facts, findings, conclusions and recommendations. The investigation shall be completed within 30 days from the acknowledgement of the receipt of the Disclosure and, in any event, shall not exceed 90 days from the same date.

If the investigation concludes that a Reportable Matter is likely to have been committed, appropriate disciplinary, or corrective action will be taken.

10. Confidentiality and Protection

The Deriv Group respects the confidentiality of Whistleblowers and is committed to safeguarding this confidentiality by ensuring that case information is held securely and accessible only to designated individuals.

The Group Whistleblowing Officer, and any other persons involved in the investigations on a case-by-case basis, must adhere to the Deriv Group confidentiality safeguards for all information relating to the Reportable Matter(s), while ensuring the privacy of all parties involved in the matter.

The Deriv Group has a zero-tolerance policy for any form of reprisal, discrimination, or harassment against Whistleblowers. Deriv Group is committed to protecting Whistleblowers from threats to their employment or any other retaliatory actions. Disciplinary measures will be taken against anyone who retaliates, harasses or discriminates against Whistleblowers. The Deriv Group condemns any kind of retaliation or discrimination that occurs as a result of Whistleblowing, including but not limited to harassment: a) withholding promotions or training; (b) harassment; (c) loss of status or benefits; (d) negative changes in role duties; (e) changes to working hours; (f) physical harm; or (g) threat of any of the above.

11. Exceptions to the confidentiality principle

Whilst Deriv Group is committed to maintaining the confidentiality of Whistleblowers, there are certain circumstances where disclosure may be necessary. The following is an inexhaustive list of examples where disclosures may be necessary:

- **Identity Protection**

The identity will remain confidential except in the following limited circumstances:

Necessary Disclosure: When it is strictly necessary for authorized personnel involved in the investigation to know the identity. In such cases, we will notify the Whistleblower before disclosing your identity.

Legal Requirements: When Deriv Group is legally required to disclose the Whistleblower's identity under applicable laws, regulations, or court orders.

- **Compliance with applicable laws**

Deriv Group or any Deriv Group Company may be legally obligated to disclose information about reported concerns to authorities, including:

- Responding to court orders
- Complying with information requests from regulatory bodies
- Fulfilling statutory reporting obligations to law enforcement agencies or other justice departments.

When such disclosure is legally required, Deriv Group will limit the information shared to what is strictly necessary for compliance purposes while making reasonable efforts to maintain confidentiality to the extent permitted by law.

12. Policy Review

This Policy will be reviewed annually. More frequent reviews may be conducted as needed, particularly in response to changes in legislation, changes to Partner structures, or the organisational structure of the Deriv Group.

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