



2024 MANAGEMENT APPROACH REPORT

Oversight and management of sustainability issues, among other matters, are an important aspect of DPM's corporate governance practice. We believe that the integration of ESG into every level of our organization is a primary determinant of success, and our way of obtaining and maintaining our social license to operate.

### GOVERNANCE STRUCTURES AND ACCOUNTABILITIES

DPM and the Board of Directors (Board) recognize the need for sound corporate governance to ensure that the company achieves its goals of enhancing shareholder and stakeholder value over the long-term by conducting its business activities in an effective, ethical, and transparent manner.

#### **Key management responsibilities**

Key management responsibilities within the sustainability governance structure include:

- Board of Directors: Consist of seven independent, non-executive members and one non-independent, executive (the CEO) member elected annually by shareholders. The Board oversees the development of our business strategy, risk management, and organizational objectives to improve long-term performance and enhance stakeholder value.
- Executive management: Management, under the leadership of the CEO, oversees the execution and performance of the business and affairs of the company in accordance with the strategic plan and objectives approved by the Board. The roles and responsibilities of the Chair of the Board and the CEO of DPM are separate to allow for more effective oversight and to hold management accountable for their decisions.
- Board committees: While the Board has the ultimate responsibility for the Company's strategy setting, the following four committees have been established to assist the Board in carrying out its mandate. They include:
  - Audit Committee
  - Human Capital and Compensation (HCC) Committee
  - Corporate Governance and Nominating (CGN) Committee
  - Sustainability Committee

For more details of DPM's overall governance structure and approach, including the responsibilities of each Board committee, the Chair of the Board and the CEO, as well as further details on the Company's governance and compliance practices generally, please refer to our most recent [Management Information Circular](#).

Oversight of the Company's corporate governance practices, including business ethics and compliance, resides with the Board supported by the Corporate Governance and Nominating Committee. The Committee's mandate includes monitoring, reviewing, and approving the Company's corporate governance policies and practices among other responsibilities. Composed entirely of independent directors, the Committee

meets quarterly, which also includes an in-camera session without management present.

The company also has a risk governance framework in place. While the Board has the ultimate oversight responsibility for the risk management process, various committees have responsibility for particular risk areas. At the Executive level, the Executive Vice-President, Corporate Affairs and General Counsel reports directly to the President and CEO and is responsible for overseeing the Legal and Compliance, Human Resources and Business Optimization functions. The Executive Vice-President of Corporate Affairs and General Counsel also oversees DPM's Enterprise Risk Management (ERM) system, ensuring its alignment with the company's strategic objectives. We also have dedicated operational risk management functions at all levels, including executive management, directors, and site managers that manage particular site risks depending on the nature of the risks.

DPM also has a formal governance structure in place for ESG and Sustainability issues. Oversight of sustainability matters resides with the Board through the purview of the Sustainability Committee. The Committee's mandate spans across key environmental and social issues with an eye toward managing risk while maximizing value in those areas for all stakeholders. Composed entirely of independent directors, the Sustainability Committee meets quarterly for management updates, which also includes an in-camera session without management present. At the Executive level, the Senior Vice President, Sustainable Business Development reports directly to the President and CEO and is responsible for health, safety, and sustainability. The Sustainability functions within DPM, both at the enterprise and operational levels, are responsible for monitoring societal, regulatory, and other relevant developments that could influence our company's policies and standards, which may ultimately impact on our ability to achieve our purpose and strategic objectives.

The internal audit function provides independent assurance on the effectiveness of DPM's risk management and compliance processes and controls. The Audit Committee receives regular updates from management of any high rated risks that fall within the Committee's mandate for supervision.

#### **Our Balanced Score Card - pay for performance**

Our management system includes a Balanced Score Card (BSC) which links short-term incentive compensation to concrete and measurable annual objectives that align executives and employees on initiatives structured to achieve the company's strategic objectives. The high-level strategic objectives and outcomes are cascaded into targets at the operating level. Initiatives are linked to business strategy, including related risks, to ensure successful execution that engages the entire organization and drives accountability beyond the executive level.

Sustainability matters, including environmental and social issues, are included in the BSC processes at both the site and corporate level aligning with material impact and strategic priorities for that particular year.



Refer to the latest *Sustainability Report: Business Conduct* for 2024 BSC results on our website.

### OUR POLICIES AND STANDARDS

#### **Overarching external frameworks and standards**

The Company's internal environmental and social management systems and policies are informed by a broad array of external frameworks, including:

- United Nations Sustainable Development Goals
- United Nations General Principles on Business and Human Rights
- Organization for Economic Cooperation and Development (OECD) Guideline for Multinational Enterprises
- International Finance Corporation (IFC) performance standards on environmental and social sustainability
- European Bank for Reconstruction and Development (EBRD) performance standards
- Equator Principles
- Extractive Industries Transparency Initiative (EITI)
- Global Reporting Initiative (GRI), the IFRS International Sustainability Standards Board (ISSB) which now includes the Sustainability Accounting Standards Board (SASB)
- The Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) and the Paris Agreement framework

Specific industry-level frameworks that guide our policy and governance development include:

- Initiative for Responsible Mining Assurance Standards
- World Gold Council's Responsible Gold Mining Principles
- Mining Association of Canada's Towards Sustainable Mining
- London Bullion Market Association Responsible Sourcing Program
- International Council on Mining and Metals (ICMM)
- Global Industry Standard on Tailings Management (GISTM)
- Greenhouse Gas (GHG) Protocol

#### **DPM key policies**

DPM has a wide array of policies covering matters relating to ethics, transparency anti-bribery and anti-corruption, human rights, and corporate responsibility, amongst others, including:

- *Code of Business Conduct and Ethics* ("the Code"): The Code serves as a statement of principles and commitments to guide the conduct of the company, its board members, employees, and third parties. It aims to promote ethical conduct aligned with the company's values, fostering a culture of integrity and accountability. The Code facilitates compliance with applicable laws and regulations, helps recognize and address ethical issues, and emphasizes the importance of speaking up about concerns. It applies to everyone working for the company, including

employees, board members, and third parties who are contractually required to comply with the Code.

- *Anti-Bribery and Anti-Corruption Policy*: This policy sets out the company's obligations and roles and accountabilities in complying with anti-bribery and anti-corruption laws and provides direction on identifying and responding to acts of bribery and corruption. The policy is supported by a Third-Party Due Diligence (3PDD) Standard, which outlines the requirements for identifying, preventing, detecting, responding to, and mitigating integrity risks in the company's relationships with third parties.
- *Corporate Responsibility Policy*: Emphasizes the company's commitment to managing its impact across all areas of business, focusing on health and safety, environmental care, and support for people and communities. The policy also encourages participation in community support initiatives and stresses the importance of respecting the culture and traditions of communities.
- *Human Rights Standard*: This standard outlines the company's commitment to developing effective strategies to avoid or mitigate human rights-related impacts. It requires the company to identify, prevent, mitigate, and be accountable for its human rights impacts using a risk-based due diligence approach. The standard also emphasizes the importance of enabling remediation for any adverse human rights impact within the company's sphere of influence. It applies to all stakeholders, including employees, third parties, communities, and external stakeholders.
- *The Information Protection Policy*: This policy aims to safeguard company information in compliance with legal requirements and internal commitments, defining the company's approach to protecting both company and personal information. It establishes a framework for information protection, ensuring the integrity, confidentiality, and availability of company information.
- *The Disclosure & Insider Trading Policy*: This policy aims to ensure the company's adherence to Canadian securities laws and Toronto Stock Exchange (TSX) regulations by promoting timely and compliant disclosure of material information while preventing improper or selective public disclosure. It sets out the requirements for communication with the public, defines roles and accountabilities for releasing material information, and outlines trading prohibitions and requirements related to the company's securities.
- *Speak-Up Standard*: This standard is designed to facilitate the reporting of breaches against the Code. It provides guidelines on how to report such issues and outlines the steps that will be followed once a report is made. The standard applies to all board members, employees, third parties, and other external stakeholders who wish to report misconduct or raise concerns.

For more information, refer to Corporate Governance: Policies and standards on DPM's [website](#).

### OUR APPROACH TO SUSTAINABILITY AND GOOD GOVERNANCE

At DPM, the integration of governance and sustainability matters into our business model begins with how we think, act, and operate. The company's purpose is to *unlock resources and generate value to thrive and grow together*.

#### **Risk Management**

As a publicly traded, international mining company, DPM fully recognizes the importance of adopting the best available practices in risk management. Risk assessments, following DPM's ERM framework, are carried out formally on an annual basis, and informally on a quarterly basis, led by risk owners and risk leads.

Our ERM process is designed to support the achievement of our organizational and strategic objectives, to improve long-term performance, and to enhance stakeholder value. It involves:

#### Risk review:

- Identification and analysis of risks;
- Evaluation of risks with consideration for impact (magnitude) and likelihood, based on concrete criteria for their scoring. Risks are first evaluated on an inherent risk basis, reflecting the effect of a risk, without accounting for internal risk management. Risks are then evaluated on a residual risk basis, reflecting the effect of risk once internal controls and risk mitigation strategies are implemented.

#### Risk exposure:

- Quarterly reviews are conducted by management for changes in risks based on changes in internal and external environments, as well as for relevancy and effectiveness of internal controls and risk mitigation actions;
- Annual review and validation of top enterprise risks is performed by DPM's senior leadership; and
- Regular reports are provided to the Board on key risks for the business as well as on internal controls and mitigation strategies applied to manage those risks.

#### Risk culture:

- We provide regular risk management training for all executive and non-executive directors. Training is focused on risk management principles and incorporation of risk criteria in operations to promote an effective risk culture.

For a detailed explanation of the risks applicable to the company and our business, including emerging risks, see the Risk Factors in our latest Annual Information Form. Our company continuously monitors emerging risks and assigns mitigating actions to these, including, but not limited to, evaluation of potential financial impacts and monitoring of new developments around emerging risks.

#### **Supply Chain Management**

The Code is a statement of the key principles and expectations that guide our business. We expect all our third parties (i.e., anyone who does business with DPM) to adhere to principles consistent with those set out in our Code and aligned with DPM's core values. DPM also has a comprehensive risk-based 3PDD process, focused on managing bribery, corruption, reputational and sanction compliance risk. It supplements locally managed procurement procedures which consider the cost and quality of goods and services sought, but also the health, safety, and environmental policies of current and prospective suppliers.

Suppliers are evaluated through the 3PDD process and contracts include provisions requiring the suppliers to comply with local laws and regulations and applicable professional standards, including relevant clauses related to broader ESG matters. We also ask certain third parties to contractually agree to comply with our Code and its supporting governance policies. In addition, we are compliant with the EBRD Performance Requirements, and our internal management system is designed to drive compliance by our partners as well.

#### **Transparency and Reporting**

DPM is committed to conducting its business in a transparent and accountable manner, as this is an essential element of earning and maintaining trust and ensuring our social license to operate. We comply with applicable securities laws and TSX requirements for our public company reporting obligations. In addition, we have been reporting on our non-financial performance since 2011. Since 2012, these reports have been externally assured by Bureau Veritas UK and prepared in compliance with the GRI, and beginning in 2021, the SASB standards.

#### *Extractive Industries Transparency Initiative (EITI)*

In line with our commitment to transparency, we actively support and report under international initiatives such as the Extractive Industries Transparency Initiative (EITI) and the Canadian Extractive Sector Transparency Measures Act (ESTMA) regulation (refer to our [ESTMA Report](#) section on DPM's website).

DPM became a supporter of EITI in 2011, and we continue to be proud supporters of EITI. By adhering to the EITI standard, we aim to ensure that the benefits of natural resource extraction are shared equitably and contribute to sustainable development. In line with the EITI, DPM is also committed to support governments' efforts to publicly disclose key terms of contracts and licenses that govern exploration and exploitation of mining and metals and contribute to public disclosure of contracts and licenses in EITI implementing countries, consistent with government procedures. DPM meets the nine expectations set out by EITI:

Expectation	Location
Expectation 1: Support for the EITI	2024 Sustainability Report: Corporate Governance and Business Conduct 2024 Management Approach Report: Sustainability and Good Governance
Expectation 2: Disclosure in accordance with the EITI Standard	2024 Sustainability Report: About Our Business <a href="#">2024 Annual Information Form</a>
Expectation 3: Disclosure of taxes and payments in non-EITI implementing countries	2024 Sustainability Report: Total Economic Impact <a href="#">2024 ESTMA report</a>
Expectation 4: Commodity trading transparency	Not applicable to DPM as a company that does not buy oil, gas, and/or mineral resources from the state.
Expectation 5: Disclosure of audited financial statements	<a href="#">2024 Annual Report</a>
Expectation 6: Beneficial ownership transparency	2024 Sustainability Report: About Our Business 2024 Sustainability Report: Corporate Governance and Business Conduct
Expectation 7: Due diligence processes and anti-corruption policies	<a href="#">Anti-Bribery &amp; Anti-Corruption Policy</a> 2024 Sustainability Report: Business Conduct 2024 Management Approach Report: Sustainability and Good Governance
Expectation 8: Contract transparency	2024 Management Approach Report: Sustainability and Good Governance
Expectation 9: Gender diversity	<a href="#">Diversity Policy</a> 2024 Sustainability Report: 2024 Sustainability Performance Data

## Tax

At DPM, we recognize that payments to governments play a critical role in how economic value is distributed and ensure that our business operations, and the funds we provide to governments and communities, support the basic infrastructure of society, including human and institutional capacity development, entrepreneurship, and other sustainable development priorities. As such, we promote transparency and consider it crucial for stakeholders to comprehend our tax management approach and the allocation of funds to governments and communities. Our philosophy is to pay an equitable amount of tax in every country where we operate, while avoiding double taxation of the same activity by multiple jurisdictions.

We are committed to complying with all applicable tax laws, including all reporting and disclosure requirements, in each of the countries in which we operate. We work with professional tax and legal advisors to monitor tax laws and regulatory developments and seek guidance when necessary.

Our group-wide Tax policy outlines DPM's approach to managing tax affairs in alignment with our values and strategic objectives. It applies to the company, senior management, and all employees within the finance, legal, and compliance functions. This policy is approved by the Board of Directors.

### Offshore Financial Centers

As a multinational organization, we have established offshore financial centers to manage funding and cash management efficiently. These activities comply with transfer pricing guidelines and laws and are reported by relevant tax authorities. We established a financial center in Luxembourg to centralize foreign investment and financing activities for our operations in Bulgaria and Serbia. The selection of this jurisdiction was based on several key factors including:

- the ability to access investment treaty networks to protect our current and future potential investments in foreign countries
- the ability to efficiently re-deploy funds to and from the countries in which we operate
- their geographic location relative to our operations
- their well-developed infrastructure, including well-established legal, banking and tax systems
- their highly educated and multilingual workforces

### Tax Legislation and Incentives

Corporate tax legislation, including any incentives, aims to collect appropriate taxes from corporations encouraging investment and supporting government policy. Although tax is not a primary factor in our investment decisions, it is significant and considered in assessing whether an investment can fulfill our purpose in a particular country.

### Compliance with tax laws

Taxes represent a significant aspect of our business, and we strive to be compliant, transparent, cooperative, and ethical. We ensure timely and accurate filing of tax returns, timely payment of taxes, and the accurate disclosure of taxes in our financial statements. As a supporting company of the EITI, we report annually on tax and other payments to governments. We respond promptly to government requests for information during tax audits. Inter-company transactions are conducted at an arm's length and comply with transfer pricing policy, local tax laws and international practices. We maintain contemporaneous documentation available to the tax authorities upon request.

### Overall governance and accountabilities

Overall governance and accountability for tax compliance and planning at DPM is managed by our in-country leaders for local matters, and, with our Chief Financial Officer (CFO) for our overall tax strategy and corporate-level tax matters. Local personnel handle day-to-day tax affairs, ensuring compliance with local tax laws. Corporate personnel oversee cross-border and inter-company tax matters, monitoring global tax affairs. Tax personnel receive ongoing training to stay updated on tax developments. Internal controls are in place for tax filings, provisions, disclosures, and planning, with periodic assessments by control owners and the Advisory and

## SUSTAINABILITY AND GOOD GOVERNANCE

Assurance function. Reputable tax professionals review our filings for compliance. The CFO is regularly updated on tax matters, and quarterly certifications are provided for external financial reporting. The Audit Committee oversees tax affairs to ensure alignment of the business strategy with compliance.

### **Cybersecurity**

The company is dedicated to safeguarding the integrity, confidentiality, and availability of its information. This is achieved through methods such as categorization, sensitivity labeling, technical protection, and response strategies, which are employed in the event of an information breach or system failure, all encompassed in our Information Protection Policy. At DPM, we are committed to continuously improving information security systems to ensure data protection is optimal.

The Board has a formal oversight of cybersecurity and information technology matters and risks lie with the Audit Committee at the Board level. They are responsible for monitoring the evolving AI landscape and implementing actions to ensure DPM is actively responding to any cyber threats and information security issues. We ensure at least one of our Board members has an information security / cybersecurity background. At an executive level, the overview of the actions lies with the Vice President, Supply Chain & Technology, reporting directly to the CFO, who reports directly to the Audit Committee on a quarterly basis to provide updates on the company's cybersecurity program.

As part of our processes, we provide continuous cybersecurity awareness training for all employees, which was optimized for learning and knowledge retention, and tailored to individual risk profiles. We are steadfast in our commitment to advancing our information security systems through a dynamic three-year Cyber Security Strategy Plan, meticulously reviewed and adapted annually to address the ever-evolving threat landscape. Our robust vulnerability management program strategically minimizes the cyber-attack surface by proactively identifying and mitigating technical vulnerabilities. We leverage centralized cybersecurity monitoring, enhanced with sophisticated behavior analytics and AI models, to swiftly detect and respond to anomalies. Embracing an "assume breach" philosophy, we conduct regular crisis simulations with comprehensive cybersecurity scenarios, bolstering our preparedness to effectively manage cyber incidents and fortify our business continuity strategies. Our formal cybersecurity policies and procedures delineate explicit responsibilities for our employees and third-party partners, integral to our cyber defense framework, and establish a clear protocol for reporting suspicious activities. Furthermore, we engage in regular independent cybersecurity assessments and penetration testing, providing critical external insights into our strengths and areas for enhancement.



*Outside Chelopech Office in Bulgaria*





## **Contact Us**

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