



XTM

**ACADEMY
PACK**

NEBULA STAGE | MAY 2020 RELEASE

D U C O R P



01. ORIENTATION LETTER

Welcome to Ducorp XTM

Our core business is people.

We focus on encouraging you to develop your personal brand by encouraging you to express your talents in the marketplace. We believe that Truth First is the way to get there; that is, being true to yourself, your goals and wants and balancing this with your capabilities. Only then can we collectively add value to our audience and solve their problems.

Ducorp XTM. Ducorp is a family investment company. XTM (X-Team) is its operational arm.

We run our HR like an academy. We help you develop self-confidence, find your truth, express it and use your talents to do what you love while adding value to others.

Our marketing strategy. We document our journey while building experience, brands, products, and businesses.

We are practical. We listen to the market and pay attention to the issues of others. If it intersects with our abilities and preparedness, we build solutions to tackle these.

In this pack you will find:

1. a detailed orientation before starting with us;
2. the Ducorp World booklet that elaborates on the thinking behind our brand and values;
3. an academy summary pack;
3. course material, and
5. a book that brings to life our core values through 4 short fictional stories.

At the beginning of your journey with us, you will be given a plant that you will have to cultivate as you put into practice some of the values that you learn at the academy. You will be provided with more info in the "seeds information booklet" also provided in this pack.

At the end of the orientation, you will find a test questionnaire that all staff must answer.

We suggest that you further your knowledge about the company by viewing our videos on our YouTube channel at <https://bit.ly/2IUjlas>.

We look forward to a great journey of learning, growth, and success together.

XTM LTD.

1220 BLALOCK RD STE 300, HOUSTON, TX 77055, USA. T : (713) 396-3038
SHAND STREET, ELEGANCIA COURT, BEAU BASSIN, 1713-01, MAURITIUS.
LEVEL 12, SICOM TOWER, EBENE CYBER CITY, MAURITIUS.
BRN: C18153371 | VAT: 27585155

E : INFO@DUCORP.CO
W : DUCORP.CO/XTM

D U C O R P



02. LETTER FROM CEO

DUCORP LIMITED (UAE)
XTM LIMITED (MRU)
DX TEAM LIMITED LIABILITY COMPANY (USA)
ORIENTATION

As you make your first few steps within the Ducorp family, we understand that there will be a period of adjustment. During this time, we'd like you to do two things:

1. Ask as many questions as possible; and
2. Read as much as you can about what we're doing and about our strategy.

The following will be covered during your orientation:

- As a prime focus of our business, we encourage you to share stories that matter, whether it is our story, your story, or the stories of our customers, subject to our IT Policy; and
- Sharing stories in a sustainable and commercially progressive manner is an essential first step in developing our business.

Whenever you correspond on social media on a subject linked to us, tag **@xtmplus** (or @ducorpXTM on LinkedIn), and add Ducorp XTM's hashtags: **#StoriesThatMatter, #Renaissance, and #BeastMode.**

**"AT DUCORP XTM WE ARE IN THE BUSINESS OF
BUILDING TRUST BASED IN TRUTH AND GEARED
TOWARDS ADDING VALUE TO OTHERS. TRUTH IS AT
THE CORE OF EVERYTHING WE DO"**

We are driven by the gratitude we get when we provide a service, and the footprint we leave in humanity's legacy. We are participants in the renaissance enabled by the internet and see no boundaries in geographical constraints.

OUR DRIVE

The business world is increasingly experiencing moments of rapid change. We believe in the ability of people to reinvent and adapt themselves to new social and economic conditions. In everything we do, we focus on a human-centric approach, and we are never silent about the things that matter. We are resilient, tireless, honest and above all, challengers of the status quo towards progressing our collective standard of living. We may be many, but at Ducorp XTM we are one family focused on bringing to life a people's renaissance enabled by the Internet.

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02. LETTER FROM CEO (CONT'D)

TOOLS WE USE

You will need specific tools to perform your work effectively. To start with, you will be given access to the following:

1. Ducorp Slack account for discussions;
2. Trello Boards;
3. Google Drive. We use google products such as sheets, docs etc;
4. Email account (you will need to set up the accounts on your Gmail and set a particular folder. (Note that by taking employment with us, the information sent to your company email address remains the property of Ducorp and its subsidiaries); and
5. Any other software tools depending on what you need may also be provided.

Your email account will be **[name]@ducorp.co**.

You can access your email at **<http://webmail.cpanel-box5763.bluehost.com/>**

For simplicity, you should add it to your Gmail account. You will need the following:

Username:	Your email address
Password:	Use the email account's password.
Incoming Server:	box5763.bluehost.com
	IMAP Port: 993
	POP3 Port: 995
Outgoing Server:	box5763.bluehost.com
	SMTP Port: 465
	IMAP, POP3, and SMTP require authentication.

5. The information you must read is found in this pack.

If you have questions, please get in touch with our legal and compliance person, **Mr. Kush Poonith** or the CEO, **Mr. James Duchenne**.

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02. LETTER FROM CEO (CONT'D)

Acknowledgment (required of all Staff)

I acknowledge that I have read, understood and agreed to the content in Ducorp LTD, XTM LTD, DX Team LLC's documentation.

(Employee Name) _____

(Signature) _____ (Date) _____

Please pdf this document and send it to **info@ducorp.co**.

In some instances, you may require special software or other tools to complete your tasks. Please do not hesitate to ask, and management will make a decision on the matter. We are continually learning, and as a new company, things may take a little longer. We ask for your patience in this event, we are here to work together and progress as a unit.

JAMES DUCHENNE,

DIRECTOR

DUCORP, XTM, DX TEAM

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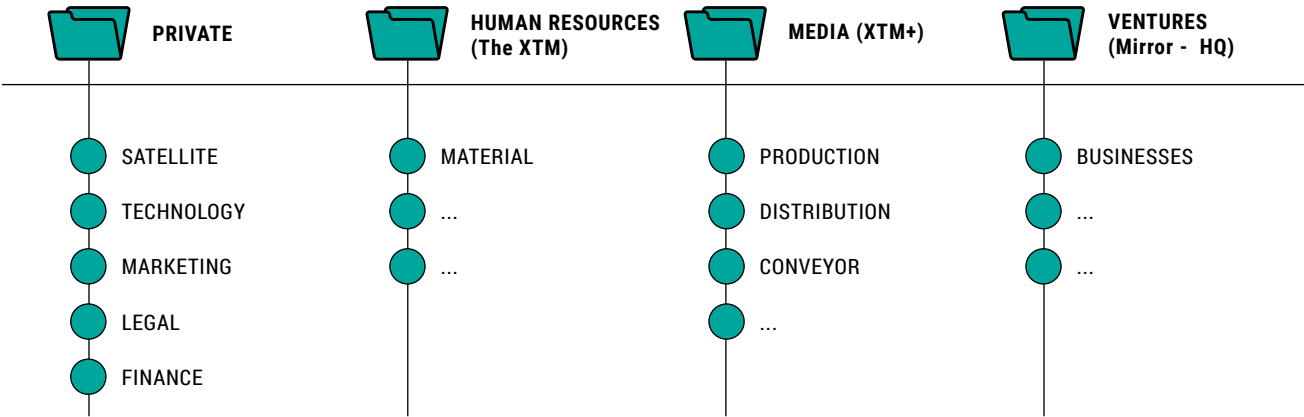
03. DRIVE STRUCTURE

Our drive is structured to streamline work flow and provide privacy where required. You are expected to use common sense to know where a particular document should go so your peers can find it easily.

We have 4 main folders:

- 1. **Private** (for all private matters for the governance of Ducorp XTM)
- 2. **Human Resources (The XTM)** (for all matters related to people's progression within our academy)
- 3. **Media (XTM+)** (for all matters addressing brand communications and media distribution)
- 4. **Ventures (Mirror - HQ)** (shows the list of all businesses and folders appertaining to them)

FOLDER ARCHITECTURE.



04. CORPORATE INFORMATION

Ducorp Ltd is a holding company that has no operational functions. The aim of its investments is to build and run modern businesses and brands. Its activities can be classified in three categories: (a) Media, (b) Marketing and Advertising, and (c) Investments. It invests in businesses that use technology and new approaches to solve problems today.

XTM Ltd (MRU) and **Ducorp XTM, LLC** (USA) - together **XTM** - are the operational arm of Ducorp and is entrusted with building and running businesses it invests in. Human resources and assets are centralized in **XTM**.

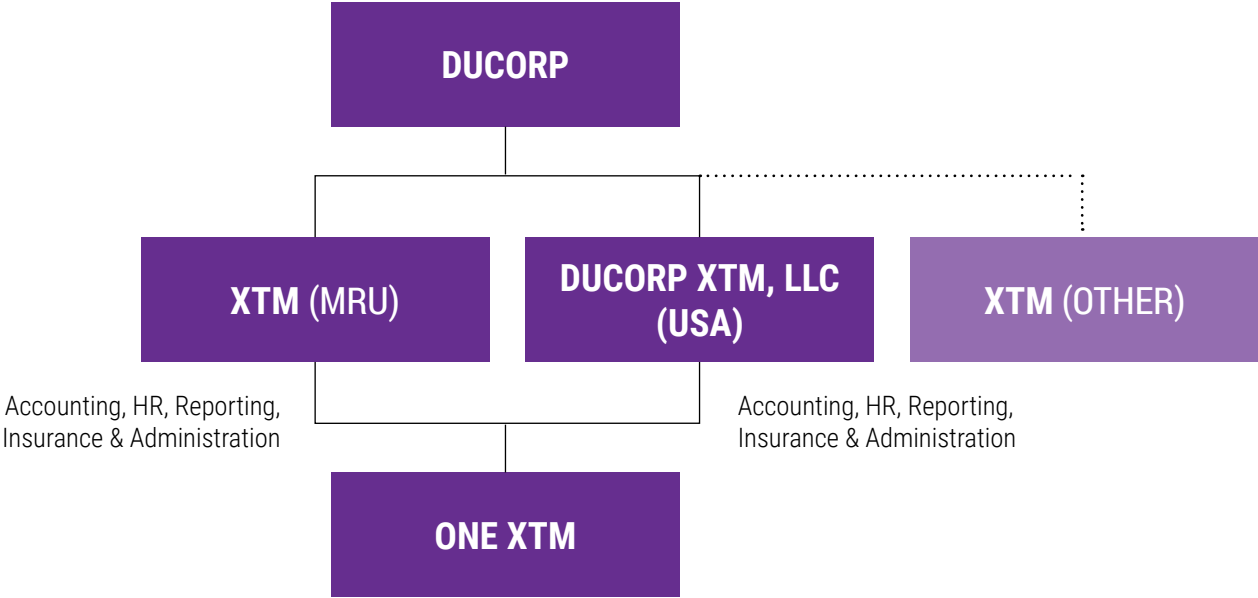
All staff have a **@ducorp.co** email address. Signature lines must be written as **Ducorp XTM**. This represents both companies, Ducorp and XTM. Business Cards will be marked **Ducorp XTM**.



XTM's motto is the "street" version of **Ducorp's** Truth First; that is, F*** Fake.

05. CORPORATE STRUCTURE INFORMATION (CONT'D)

12. *Various Jurisdictions and Locations.* XTM LTD (MRU) and Ducorp XTM, LLC (USA) operates in tandem. Both entities operate as one entity for the purposes of operations.



06. ACTIVITIES AND BUSINESSES

XTM has or is implementing the following:

Our People

We call our HR an academy that coaches our people and others on a regular basis.

Designer for XTM

Our designers rite of passage is to express themselves through our clothing line. F*CK FAKE.

XTM + (Media)

A media channel by Ducorp XTM.

XTM Mirror (Marketing and Advertising)

XTM Mirror provides a suite of marketing products to third parties as well as an in-house team to the companies it has a stake in. These cover online presence, SEO, advertising online and in the real-world, lead generation services, engagement and rewards program, and advisory. It also does ad hoc work in the digital marketing, content production and distribution space.

XTM HQ (Investments)

XTM HQ is a brand incubator and accelerator. Its program trades media, marketing and advertising spend for a stake in promising young companies or royalty positions in products. It has also designed a LITE program where it helps others brand themselves for fee payment.

FindRate (XTM Mirror Product)

Helps small businesses in Mauritius and Africa build a strong virtual presence for customers to discover them. We offer a dedicated site whereby crowdsourced reviews builds the reputation of those businesses.

#HustleMania (XTM Mirror Product)

A competitive event that allows people to bid for items in an auction-style setting. The winner is the person that gets the star item (last item presented at the event). Hustlemania is used to help retailers and stores drive foot traffic and sales by offering bid units (BUNs) that is used at the auctions.

Satoshi's Lounge (XTM Mirror Product)

An exclusive is an exclusive club that delivers high-value information and modern products to members today so they can stay one step ahead of the pack tomorrow.

Mauritius Blockchain & Tech Meetup

The number 1 blockchain networking group in Mauritius.

06. ACTIVITIES AND BUSINESSES (CONT'D)

HR ALLOCATION

Company Type Human Resources

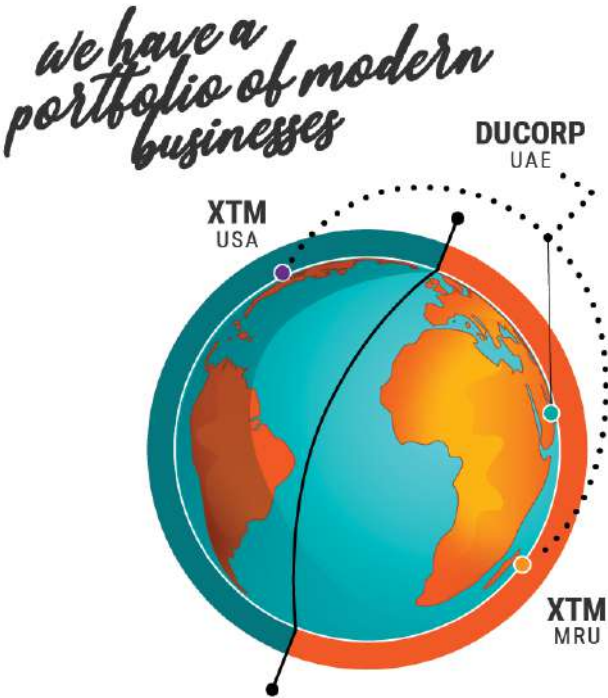
DUCORP	Holdings Board, CEO., General Counsel
XTM	Executive/Operations Arm Directors and Employees.
XTM HQ - Investments	XTM Division As above.
XTM Mirror - Marketing and Advertising	XTM Division As above.
XTM+ - Media Company	XTM Division As above.

ROLES AS AT SEPTEMBER 2019

- DUCORP**

James Duchenne	Director, CEO
Gilles Duchenne	Director & Secretary
Alexandre Duchenne	Director
Kush Poonith	General Counsel

JURISDICTIONS



07. OTHER USEFUL INFORMATION

SOCIAL RESPONSIBILITY

A large part of what we do at Ducorp is driven by social responsibility.

STRATEGY

1. Community First Approach.

Consumers join groups that share the same passion and wants as they do. They form communities so they can help each other out. Some communities have different levels of privacy (for example, B2B may protect people's information for commercial reasons). Others are public. In order to build and cultivate these communities, we must be able to communicate to them in a language that they understand and with the greatest impact.

Our strategy to document our progress in building up our business shows them who we are from the inside out; our truth. They can decide whether they trust us, our judgment and service.

2. Communications

When we communicate to a specific community, we must be true while crafting a message that resonates. It must be simple, with the right media tools (graphics, website, videos). The management of social channels (Online and off-line) can be seen as the management of customers. This must be systematic, frictionless.

3. Influencers and role models

Building communities is hard. We first identify influencers that love what we're doing and contribute to growing our audience. Work should be done to incentivize these influencers to talk about their association with us, and provide absolute critical support to them. We must not pay for influencers - If they want payment it is an indication that they don't believe in what we do. Let them come in of their own volition to participate.

4. Ultimate care for community members

We must systematically look after our customers as if they are part of our own family. This means that there must be processes in place to provide the best service possible. It is better to lose some money on one customer than to turn one customer into a bad review. If the product ultimately sold is good, then customers will use it.

5. Practicality

We must deliver on our promises. This means that we must have a hyper efficient administrative unit. The administrative unit must provide the master plan for all areas of execution. This means (a) HR, (b) Accounting, Legal and Compliance, (c) Procurement, (d) Front-line, (e) Tasks of Specific Divisions (Includes, Innovations, Logistics, Manufacturing or Build, Repairs). These must act in unison to form one organism.

08. IT POLICY

PURPOSE

Ducorp XTM LLC ("XTM") communications network and all computing devices, are provided for the purpose of research, product development, product operations and administration. This policy informs internal users ("users") of their rights and responsibilities in relation to their use of this technology. It applies to all users of XTM's information technology (IT) facilities and is consistent with the provision of an environment that respects freedom of inquiry and expression, privacy and confidentiality, the law and due process.

INFORMATION TECHNOLOGY FACILITIES

This policy governs the use of:

- All network services, computer equipment and software, owned, leased or used under license by XTM;
- Computer facilities maintained by other bodies but available for use through an agreement or agreements with XTM.

INTERNAL USER RIGHTS

Users have the right to access and use XTM Team IT facilities for legitimate work, study and related purposes. Personal use of IT facilities is a privilege and is to be kept to an incidental level.

INTERNAL USER RESPONSIBILITIES

Through the use of the information technology facilities users agree to abide by this policy. Persons using the IT facilities are responsible for their own actions, and are subject to relevant state and federal laws and to regulations and policies.

COMPLIANCE

XTM reserves the right to undertake periodic audits to ascertain compliance with this policy.

Network and System Administrators treat the content of electronic communications and data as confidential. However, normal operation and maintenance of the systems requires backup and caching of communications and data, the logging of activity, and the monitoring of general usage patterns. Where inappropriate use of IT facilities is detected, reports may be prepared for the purpose of investigating breaches of this or other XTM policies and for appropriate follow-up action. Such action may require privileged use of information. In all matters relating to privacy and security of individual accounts and communications, including any requests for release of information, users must abide by the relevant laws, regulations and policies.

08. IT POLICY (CONT'D)

ETHICAL USE

Users should observe ethical standards in our codes of conduct.

Unethical activities may include:

- Denying access to other authorized users
- Obtaining or attempting to obtain a higher level of access privilege or access to facilities without authorization
- Granting access to unauthorized users
- Using another person's computer account (even with the owner's permission)
- Disclosing their own or attempting to discover any other computer user's password
- Attempting to modify system facilities, illegally obtain extra resources, degrade the performance of any system or attempt to subvert the restrictions associated with any computer system, computer account or network service
- Sending bulk unsolicited mail (commonly known as spam) on xtm's facilities internally or externally, personally or on behalf of xtm.
- Utilizing access for commercial or personal gain not associated with xtm's business goals or objectives
- More than an incidental level of personal use
- Illegitimate monitoring of individual internal users or xtm's external users on our software systems and platform.

SOCIALLY RESPONSIBLE USE

Internal users must ensure that their use of XTM's facilities is socially responsible. In particular Commonwealth and State Laws and XTM policies prohibit harassment and discrimination, vilification or victimization on grounds such as race, gender, religious belief, political conviction, sexual preference, or disability. (See Codes of Conduct)

XTM IT facilities must not be used to humiliate, intimidate or offend others particularly on the basis of any attribute prescribed under these laws and policies. This includes the sending of offensive emails, displaying inappropriate screen saver images and accessing inappropriate material, which may inadvertently be observed by others.

Pornography and other material that can cause offence to others may not be accessed, held or displayed on any IT facilities at XTM except as is necessary to accommodate legitimate research or study needs. Users unsure if their activities fall within these parameters should seek advice from appropriate supervisors. (See Codes of Conduct)

All users should ensure that they are familiar with Codes of Conduct or contact Human Resources if they require further information. (For contact details, see www.seiian.com)

08. IT POLICY (CONT'D)

LEGAL USE

Users must ensure their use of the IT facilities complies with all relevant Federal and State legislation. Illegal activities may include:

- Intentional damage of facilities
- Violating a software license
- Unauthorized access by 'hacking'
- Theft of equipment, software or data
- Creation, possession or distribution of illegal pornography (e.G. Child pornography)
- Any other unlawful activity.
- Unauthorized publication on behalf of xtm
- Breach of copyright
- Unauthorized experimenting with, or demonstrating of network or system vulnerability.

COMPETENT USE

Users should ensure that they are competent in the general use of network and computing facilities and services. In particular users should:

- Choose a secure password and change it periodically
- Know how to back-up programs and data for which they are responsible
- Understand their responsibilities under the it security policy
- Assume responsibility for the maintenance and protection of data and software in their charge
- Take all practicable measures to ensure current local virus protection mechanisms are in place
- Seek assistance if they do not know how to competently use the facilities.

EFFICIENT USE

Users should ensure technology resources are utilized in the most effective manner to reduce wastage and costs incurred by XTM in providing data storage, access and network capacity. In particular, users will need to adopt responsible approaches to activities that can result in wasteful use of resources including:

- Storage of excess mail
- Processing and storage of large documents (e.G. Video, audio and high resolution images)
- Storing excessive personal data or files
- Downloading of large files from the internet
- Wasteful printing.

BREACH OF POLICY

While XTM is generally a cooperative and relaxed environment, breach of this policy could lead to:

- Counseling and/or user education
- Appropriate penalties or disciplinary action (which may lead to dismissal) in accordance with the rules and policies of xtm
- Immediate termination of the right to use it facilities authorized on a temporary or permanent basis pursuant to the laws existing in the relevant jurisdiction.
- Criminal or other legal proceedings in accordance with state and federal legislation.

08. IT POLICY (CONT'D)

DEFINITIONS

Internal Users include all employees, contractors, interns, volunteers and visitors who have signed and authorized under the Information Technology Facilities Use Agreement to use our facilities.

External Users include all users of our platform, XTM, and any other product XTM operates. Users include businesses, individuals and organizations.

09. CRITICAL INCIDENT PROCEDURE

June 2019

PURPOSE:

The purpose of this policy and related procedure is to assist XTM Limited, Ducorp XTM LLC ("XTM") and its team in the management of critical incidents.

DEFINITION:

A critical incident is: Any extraordinary and unpredicted traumatic event affecting an individual/s that requires the implementation of special arrangements involving a number of areas of the institute in order to prevent/minimize any negative impact on their health and welfare.

Critical incidents include but are not limited to:

- Medical emergencies involving an XTM employee or visitor
- Critical illness of a XTM employee or visitor
- XTM Employee death/suicide
- Traumatic events that affect XTM employee; such as
- Sexual Assault
- Mental Health Crisis
- Drug / Alcohol Overdose
- Workplace Disturbance / Riot
- Fire / Explosion with Injuries or Significant Damage
- Natural Disasters (in Australia and overseas)
- Airplane Crashes
- International Hostage Situations/ Kidnappings
- National Emergencies
- Hate/Bias Incidents

09. CRITICAL INCIDENT PROCEDURE (CONT'D)

PROCEDURE:

When XTM is advised of a critical incident.

The Head of Office Operations ("Head") is usually the first point of contact.

The Head makes a decision on 'critical incident' ie does the event meet the critical incident definition?

- If yes, the Head convenes the Critical Incident Response Team (CIRT)
- If no, advises on appropriate course of action.

The CIRT is chaired by the Head and membership can include:

- Other Heads of Work Areas
- Nominated XTM member
- Administration Co-ordinator, and
- Head of Communications or nominee
- Nominated trained staff member/or agency/or counselor

The role of the CIRT is to effectively manage critical incidents with clear actions and procedures that are humane, sensitive, and responsive to the needs of XTM employees, visitors and the broader XTM community. Intervention procedures may reduce the intense reactions of XTM employees to an incident and assist them in returning to their normal activities and/or duties.

The operations of the CIRT involve activities prior to, during and after periods impacted upon by the critical incident, and include:

- Preparing/informing XTM employees on actions to be taken in the event of a critical incident
- Initial Action
- Stabilizing the XTM community
- Debriefing
- Personal support
- Media management
- Corporate review
- Reports and Records management

CIRT Role in preparing employees for a possible critical incident.

The role of the CIRT includes:

- Informing XTM employees of the role and activities of the CIRT
- Assisting/advising on the development of positive working relationships and morale across the XTM
- Establishing contacts with and/or developing suitably trained internal or external debriefers
- Assessing the institute environment for the potential for critical incidents

09. CRITICAL INCIDENT PROCEDURE (CONT'D)

PROCEDURE (CONT'D):

In consultation with XTM employees, developing agreed procedures for responding to critical incidents:

- Medical emergencies involving a XTM employee
- Critical illness of a XTM employee
- XTM Employee death
- Traumatic events that affect XTM employee
- Ensuring that XTM employee are familiar with these procedures.

CIRT Initial Action

Critical incidents may trigger a wide range of physical and psychological symptoms, including increased heart rate, high blood pressure and anxiety. The initial action of XTM is to calm its employees and visitors following a critical incident and to ensure that their immediate needs are met. A member of the CIRT, who was not involved in the incident, or affected by it, is responsible for this initial action.

A demobilization takes place before the end of a shift or before those involved in the incident disperse. Strategies include:

- Contact emergency services if necessary
- Convene a meeting for those involved as soon as possible.
- Summarize the incident and clarify uncertainties.
- Invite questions and discuss issues of concern.
- Show care and support.
- Draw up a plan of action, taking into account the needs of DX employees and visitors.
- Make short-term arrangements for work responsibilities.
- Offer information on defusing and debriefing.

CIRT role in Stabilizing our XTM Community

The role of stabilizing XTM community is assigned to a trained person and is designed to bring the experience of the incident to a conclusion and provide immediate personal support. The aim is to stabilize the responses of employees and visitors involved in the incident and allow an opportunity for them to express any immediate concerns. This step should take place within 12 hours of the incident.

Strategies include:

- Review the event.
- Clarify XTM employee questions and concerns.
- Encourage employees to talk about what happened.
- Identify current needs.
- Offer advice, information and handouts on referrals and support agencies.
- Arrange debriefing and follow-up sessions to provide additional information about the event when available

09. CRITICAL INCIDENT PROCEDURE (CONT'D)

PROCEDURE (CONT'D):

CIRT role in Debriefing

Debriefing is usually carried out within three to seven days of the critical incident, when employees have had enough time to take in the experience. Debriefing is not counseling. It is a structured voluntary discussion aimed at putting an abnormal event into perspective. It offers employees clarity about the critical incident they have experienced and assists them to establish a process for recovery.

Debriefers help the employees to explore and understand a range of issues, including:

- The sequence of events
- The causes and consequences
- Each person's experience
- Any memories triggered by the incident
- Normal psychological reactions to critical incidents
- Methods to manage emotional responses resulting from a critical incident

CIRT role in personal support

An immediate and primary role of the CIRT is to determine how the institute can support the XTM employee and their families involved in the incident.

The Head manages all agreed communications and support mechanisms with affected XTM employees and their families.

The CIRT through the support services set up arrangements for particular employees most closely related to the individual(s) involved in the incident to receive personal support.

CIRT role in Media management

All media enquiries, press releases and institute website postings related to the critical incident are managed by the CIRT.

The Head of Communications will be the only people approved by the CIRT to deal with communications with the media.

The CIRT has a responsibility to impress upon XTM employees that there may be pressure on them to provide photos to the media. Out of respect for the individual and their families and to protect the integrity of the XTM community, no photos other than those approved by the CIRT should be released to the media.

CIRT role in the corporate review

A corporate review is held a few weeks after the incident by members of the Management Committee and/or Board. The CIRT reviews all aspects of the incident to uncover deficiencies in the handling of the incident, and provide corrective solutions and reports to the Management Committee. The review looks at how the incident was handled, how it could have been handled better and the effectiveness of the intervention strategies.

Related institute policies, safety regulations, safe work procedures are also reviewed.

09. CRITICAL INCIDENT PROCEDURE (CONT'D)

PROCEDURE (CONT'D):

CIRT role in Reports and Records management

The Head responsible for administration across the company who is a member of the CIRT has the responsibility for ensuring that:

- Minutes and agendas of ongoing CIRT meetings are maintained
- A file is raised each time the CIRT is convened to deal with a specific critical incident. This file (electronic and/or hardcopy) includes but is not limited to records of:
 - The incident
 - The nature of the incident
 - The people involved in the incident
 - How the institute became aware of the incident
 - Employee support measures;
 - Communications with:
 - External bodies (police/emergency services/etc)
 - Media outlets
 - Particularly members of employee families;
 - Reports
 - Defusing and
 - Debriefing sessions;
 - Action plans;
 - Corporate review report; and
 - Subsequent amendments to institute policies and procedures.

Incident Involving or Directly Impacting an Overseas Employee/Visitor

If an overseas employee/visitor is directly involved in a critical incident and the CIRT determines that the employee/visitor's family must be notified:

- The Head of Communications is delegated to contact the relevant agent (if any) to relay a message to the parents. If the agent is willing to contact the parents, check that they have the necessary contact details. If not, the employee's record file or the visitor's registration details will have their nominated emergency contact details. Ask the agent to notify the team when the agent has spoken to the next of kin.
- If the agent is not willing to contact next of kin, then the Head of Communications does so.
- The team contacts other relevant people such as the accommodation provider and the Embassy of the employee/visitor's home country.

RESPONSIBILITY

Head of Office Operations or Designated Person

PROCEDURE OWNER

Head of Office Operations or Designated Person

10. HAZARD MANAGEMENT PROCEDURE

INTENT AND OBJECTIVES

XTM LTD, Ducorp XTM LLC ("XTM") is committed to providing and maintaining a safe and healthy workplace and ensuring the hazards associated with XTM activities are identified and effectively controlled. This procedure sets out the steps that must be taken by all employees within the XTM Team who have control over activities, in order to meet that commitment.

This six step procedure provides the basic risk management framework and will be supported by a range of specific hazard related guidelines.

SCOPE

XTM Team and community

EXCLUSIONS

None

PROCEDURE STEPS AND ACTIONS

Responsibility

The Head of Work- Areas is responsible for ensuring compliance with this procedure within their area of authority. All employees who have control over activities, including the development and management of work-areas/teams are responsible for ensuring the health and safety of those who participate in the activities under their control i.e. employees, visitors, contractors. All employees who have control over XTM activities are responsible for ensuring all hazards associated with their activities are identified and adequately controlled by following this procedure.

Procedure

- All workplace hazards must be identified and recorded in a hazard register. Identification needs to consider the nature and type of tasks, work environment, work practices, materials, substances, plant and equipment, facilities, buildings, premises and program planning and management. Potential hazards should also be identified prior to the introduction of any new activities, research and development programs, substances, plant, equipment and in the design phase of building and refurbishment projects.
- For each hazard or hazardous activity that is identified above, the associated risks must be determined. A risk assessment must then be completed to determine whether the level of risk is acceptable.
- Once each of the risks has been ranked, suitable control measures must be determined and implemented using the hierarchy of controls. Controls should take into account any legislation associated with the hazard and XTM policies and procedures. The chosen risk controls should be implemented as soon as possible with priority given to those risks with the highest ranking. Any tasks that involve risks that may lead to death or serious injury must be halted until suitable controls are in place to reduce the risk.
- All employees, contractors and visitors must receive appropriate induction, training and supervision relating to the risks of the work they perform or the activities they participate in. The legislation requires evidence to be maintained of the training, information, instruction and supervision provided.
- Managing risks is an ongoing process and all risk controls must be regularly checked to ensure they are working effectively. A schedule to regularly evaluate the effectiveness of the control measures must be established in each workplace. The frequency of the evaluations should be determined by the nature of the hazards and level of risk in each area. A review of the effectiveness of controls must be conducted following a workplace injury to ensure appropriate measures are taken to prevent the injury occurring again.

10. HAZARD MANAGEMENT PROCEDURE(CONT'D)

PROCEDURE STEPS AND ACTIONS (CONT'D)

Procedure (cont'd)

- The hazard identification, risk assessment and risk control process must be carried out in consultation with staff and health and safety representatives. This is a legal requirement of the legislation. All documentation relating to this procedure should include a record of the names of employees consulted in each of the first five steps.

11. ISSUE RESOLUTION PROCEDURE

OBJECTIVE

If an issue arises involving the Workplace Health and Safety of employees at XTM Ltd, Ducorp XTM LLC ("XTM") we provide the following guide to resolve the WHS issue raised.

SCOPE

This procedure applies to all workers and other persons at XTM. Repairs, hazards and incidents are only covered by this procedure where they are not resolved by the organization's maintenance, hazard or incident procedures.

PROCEDURE

WHS issues arising at XTM are to be reported through normal channels and within the local work area to the immediate supervisor.

Where issues remain unresolved and after a reasonable time has elapsed, the procedure for resolution of the issue, as summarized in XTM WHS Issue Resolution Flow Chart (Appendix A), is as follows:

- Issue Resolution Reporting Procedure

For WHS issues unable to be resolved in consultation with the immediate supervisor, the issue shall be escalated by reporting to the following persons/groups in the order below, until the issue is resolved:

- WHS Representative
- Officer/Responsible Officer (RO)
- Human Resources (HR) - WHS Unit
- WHS Committee
- External party/expert (consultation)

The parties must make reasonable efforts to achieve a timely, final and effective resolution of the issue in accordance with this procedure.

Consultation with the WHS Unit, an external expert and/or Workplace Standards is normally instigated by the Officer/RO as necessary, for assistance with problem solving, mediation and/or negotiation in resolution of the issue.

Involvement of Workplace Standards should only be instigated after reasonable efforts have been made to achieve an effective resolution of the issue.

After reasonable efforts have been made, a party to the issue may ask the regulator to appoint an inspector to attend the workplace to assist in resolving the issue.

11. ISSUE RESOLUTION PROCEDURE (CONT'D)

PROCEDURE (CONT'D)

In implementing solutions to WHS issues, XTM seeks to reach agreement between the parties on the actions to be taken, the timing and who is responsible for implementation.

- Matters to be Taken into Account

As part of the issue resolution process, the matters to be taken into account by the parties to the issue include the following:

- The number and location of workers affected by the issue;
- Any relevant accepted industry practice, if that practice is consistent with the Work Health and Safety Act and Regulations;
- The requirements for the management of risks under the Work Health and Safety regulations;
- What (if any) temporary measures are required;
- What (if any) further information is required;
- A method and timeline for resolution of the issue;
- Whether any other persons may reasonably be required to assist the early resolution of the issue;
- Who is to be responsible for implementing the resolution of the issue on behalf of the person conducting the business or undertaking (PCBU).
- Resolution of a WHS Issue

When a WHS issue is resolved, the details of the issue and its resolution must be set out in writing to the satisfaction of all the parties. Action plans developed must detail all of the actions required to resolve the issue, timeframes for taking action, and the person(s) responsible for each action.

As soon as reasonably practicable after the resolution of an issue, the PCBU must ensure that:

- Details of the agreement between the parties are brought to the attention of all workers affected by the issue; and
- A copy of the agreement is provided to any relevant person, the WHS Unit, and to the local WHS Committee and/or management meeting.
- Records

All records associated with the resolution of an issue (e.g. minutes of meetings) shall be documented and retained by the RO/Supervisor.

- Monitoring and Review

Following resolution of a WHS issue, monitoring and review shall be undertaken to ensure the effectiveness of the resolution and to determine if any further issues/difficulties have arisen.

- Responsibilities

Officers/Responsible Officers are responsible for ensuring:

- This procedure is implemented effectively within their area of responsibility, including monitoring progress following resolution of the issue.
- The resolution of issues is communicated to relevant persons, records are documented and kept, and an action plan is developed and implemented.

11. ISSUE RESOLUTION PROCEDURE(CONT'D)

PROCEDURE (CONT'D)

The Person Conducting Business or Undertaking (PCBU) is responsible for ensuring:

- Consultation with workers is undertaken when resolving health or safety issues.
- The agreed procedure for issue resolution at XTM is set out in writing (this procedure), and communicated to all workers engaged by the PCBU.

All Workers and other persons are responsible for:

- Ensuring that this procedure is followed if a WHS issue requires resolution.

DEFINITIONS AND ACRONYMS

Employee

For the purposes of this procedure, employee refers to any XTM staff member or visitor.

Officer

Any person at XTM who makes, or participates in making, decisions that affect the whole, or a substantial part, of DX is an Officer. As such, members of Boards, Committees, Management and Heads of Work Areas are deemed to be Officers at XTM.

Other person

For the purposes of this procedure, 'other persons' refers to all other persons that may be at XTM that are not workers including stakeholders and visitors.

Parties

Parties, in relation to an issue, means the following:

- The person conducting the business or undertaking (PCBU) or the person's representative;
- If the issue involves more than 1 business or undertaking, the PCBU or the person's representative;
- If the worker or workers affected by the issue are in a work group, the WHS Representative for that work group or his or her representative;
- If the worker or workers affected by the issue are not in a work group, the worker or workers or their representative.

A PCBU must ensure that the person's representative (if any) for the purposes of issue resolution:

- Is not a WHS Representative; and
- Has an appropriate level of seniority, and is sufficiently competent, to act as the person's representative.

11. ISSUE RESOLUTION PROCEDURE(CONT'D)

DEFINITIONS AND ACRONYMS (CONT'D)

Person Conducting Business or Undertaking (PCBU)

PCBUs are the principal duty holder, with primary duty of care for the operation of XTM. As such, Board members, Heads of Work-Areas are deemed to be PCBUs at

Records

Records include:

- Copy of completed Notification of a Safety Hazard Report and/or Incident Report
- Minutes of meetings held to resolve a WHS issue.

Responsible Officer

Heads of Work-Areas have been designated as Responsible Officers.

A situation, activity, behaviour or item that poses a health and safety risk to a person.

Worker

Any person carrying out work in any capacity at XTM, including work as an employee, contractor or sub-contractor, employee of a labour hire company, outworker, apprentice or trainee, work integrated learning or work experience student and volunteer.

12. WORKPLACE HEALTH & SAFETY POLICY

June 2019

Contents:

1. Purpose
2. Scope
3. Compliance
4. Management System
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6. Induction and Training
7. Identification, Control and Management of Safety Hazards Risks
8. Safe Systems of Work
9. Safe Facilities at Work
10. Issue Resolution
11. Consultation
12. Review of Workplace Health and Safety and Management System
13. Responsibilities

1. Purpose

The purpose of this Policy is to demonstrate XTM Ltd, Ducorp XTM LLC's ("XTM") commitment to providing a safe environment for work and innovation in accordance with relevant legislation where XTM undertakes its operations.

XTM is committed to providing a safe workplace for XTM employees, contractors, trainees, interns and visitors by:

- Meeting all legislative obligations
- Developing a planned and systematic approach to the management of workplace health and safety and injury prevention through a formal workplace health and safety management system; and
- Providing the resources for the successful implementation of the work health and safety management system

2. Scope

The Work Health and Safety Policy applies to company employees, contractors, trainees, interns and visitors at all the Australian workplaces owned, managed or controlled by XTM and approved offsite workplaces including collaborative arrangements with other parties.

All stakeholders of XTM have a collective and individual responsibility with regard to the prevention of workplace injuries and illness. Everyone has an important contribution to make by working safely.

3. Compliance

XTM will comply with the relevant Work Health and Safety and Workers Compensation legislation that apply in states, territories and countries where XTM undertakes operations.

4. Management system

XTM will implement a work health and safety management system, comprising an integrated suite of policies, procedures, plans, positions and resources to prevent injuries and to systematically manage work health and safety at workplaces owned, controlled or managed by XTM.

5. Resourcing

XTM will provide adequate and responsible resources, including finances to facilitate the fulfilment of XTM's workplace health and safety ("WHS") responsibilities.

12. WORKPLACE HEALTH & SAFETY POLICY (CONT'D)

June 2019

6. Induction and Training

XTM will identify, develop and provide appropriate information, instruction and training to equip employees, contractors, trainees, interns and visitors with the knowledge and skills necessary to meet their WHS responsibilities.

7. Identification, Control and Management of Safety Hazards and Risks

XTM will identify WHS hazards associated with the tasks and activities undertaken at XTM. All such hazards will be eliminated unless it is not reasonably practicable to do so.

Where it is not reasonably practicable to eliminate a hazard, XTM will select the most appropriate measures to control the risks associated with the hazard having regard to the test of what is reasonably practicable.

8. Safe Systems of Work

XTM will provide, monitor and maintain safe systems of work for the use handling, storage and transportation of infrastructure, plant, equipment and substances.

9. Safe Facilities at Work

XTM will provide facilities needed for employees, contractors, trainees, interns and visitors to conduct their activities in a healthy and safe environment.

10. Issue Resolution

XTM is committed to ensuring that WHS issues raised at XTM are resolved through a formal WHS Issue Resolution Procedure. Repairs, hazards and incidents are only covered by this procedure where they are not resolved by XTM's maintenance, hazard or incident procedures.

11. Consultation

XTM will undertake adequate consultation with XTM employees, contractors, trainees and interns to enhance the effectiveness of the WHS Management System.

XTM supports the election of Employee Safety Representatives within defined work groups and has established a WHS Committee to facilitate formal consultation on WHS matters.

12. Review of WHS Management System

XTM will regularly review and evaluate the WHS Management System through audits and workplace inspections.

XTM aspires to eliminate work-related injury and illness and will establish targets to measure its progress towards this aspiration.

12. WORKPLACE HEALTH & SAFETY POLICY (CONT'D)

June 2019

13. Responsibilities

The XTM Directors are committed and have the ultimate responsibility for the effective implementation of this WHS Policy.

The Heads of Team ("Heads") are responsible within their work area for the following:

- Ensuring XTM meets its employer responsibilities under relevant WHS legislation and regulation.
- Ensuring effective resourcing and implementation of XTM's and WHS Policy and WHS Management System
- Providing the leadership necessary to raise an organization-wide safety culture;
- Ensuring that within their workplace there is appropriate planning; development, implementation and monitoring of WHS programs specific to the needs of the area.

The WHS Committee supports XTM by fulfilling its responsibilities in accordance with and WHS Policy. The Committee provides the strategic and WHS framework that will allow WHS representatives to fully achieve and WHS policies, procedures, and minimum compliance standards and make recommendations to the Directors.

The WHS Unit provides specialist advice to assist its WHS representative with their WHS Policy compliance and the implementation of their WHS Management System.

Those responsible for a Team, whether they are the Head or not (this includes those with responsibility for trainees and interns) are recognized as being an Accountable Person under XTM's WHS Management System. As Accountable Persons they are required to meet the various requirements of WHS Regulations including:

- Ensuring that adequate consultation, information, instruction and training are provided to employees under their control
- Providing supervision appropriate to the level of risk that the task or job entails
- Managing contractors

For the rest of the Team (including employees, contractors, trainees, interns) and visitors are responsible for:

- Co-operating with instructions, supporting and promoting WHS within XTM workplaces and whilst engaged in company activities;
- Acting and encouraging others to act in a healthy and safe manner and;
- Reporting or rectifying any unsafe conditions or acts that comes to their attention.

13. WORKPLACE HEALTH AND SAFETY MANAGEMENT SYSTEM

The roles, structure and responsibilities outlined in this document support the information within the Work Health and Safety Policy for the management of Workplace Health & Safety (WHS) in all work areas of XTM LTD, Ducorp XTM LLC ("XTM"). General WHS responsibilities of the Committee, individuals and groups at XTM are detailed below.

WHS COMMITTEE

The development and implementation of the WHS management system will be undertaken by the WHS Committee and include the following duties:

1. Appointment of Committee
2. Function of Committee
3. Budgetary requirements
4. Audit
5. Election Process of Committee Member
6. Volunteers
7. Term of Committee Member

XTM's WHS Committee's core functions include the following:

- WHS systems support
- Assist with the development, monitoring and review of company-wide WHS policies, procedures and guidance in order to provide direction and support for management, staff, contractors, trainees and interns working at the workplaces and carrying out approved offsite work;
- Assist in the resolution of WHS issues;
- Support continuous improvement;
- Promote WHS awareness throughout XTM, and the need for continuous improvement of WHS performance;
- Support XTM in meeting the strategic plan objectives by using approved risk management strategies, being informed of WHS best practice and by engaging with XTM stakeholders to promote excellence in WHS work practices;
- Regular monitoring and review;
- Monitor XTM's WHS performance, and develop and implement a strategic framework to ensure a proactive approach to WHS that will allow work areas to fully achieve WHS statutory compliance.

WHS MANAGEMENT SYSTEM

WHS Management System ensures XTM meets its responsibilities pursuant to the Work Health and Safety regulations. Their area of operations includes:

- Implementation of WHS policies and procedures:
- Provide suitable facilities and resources to ensure the effective implementation of all company WHS policies and procedures within their designated work area, ensuring any non-compliances are rectified
- Provide the leadership necessary to raise and promote a positive organization-wide safety culture;
- Identify and address WHS issues;
- Ensure that jobs/tasks/projects have been reviewed to identify and assess risks to the health and safety of those involved;
- Address WHS issues brought to their attention and consult with those affected, including ensuring appropriate action is taken to prevent reoccurrences of incidents and to control hazards;
- Refer WHS issues beyond their control to more senior managers, taking interim action to reduce risk as considered necessary and practical;

13. WORKPLACE HEALTH AND SAFETY MANAGEMENT SYSTEM (CONT'D)

WHS MANAGEMENT SYSTEM (CONT'D)

- Support the rehabilitation of injured employees;
- Regular monitoring and review;
- Ensure that within their work-area there is appropriate planning, development, implementation and monitoring of WHS programs specific to the area's needs, including the development of the action plans;
- Ensure WHS inspections are completed on a regular basis;
- Identify and implement WHS training needs in conjunction with the WHS unit;
- Participate in XTM audit program; and
- Ensure WHS is an agenda item on staff/management meetings.

EMPLOYEE SAFETY REPRESENTATIVES

Elected individuals to undertake the following:

- Participation in WHS activities:
- Promote health and safety in the workplace by encouraging safe work practices, identifying workplace hazards and, in consultation with relevant personnel, address the resolution of these hazards;
- Assist with WHS functions in their work area such as incident investigations, identification of hazards, risk assessments and implementation of risk control measures.
- Attend employee safety representative training in accordance with the legislation
- Attend any internal WHS training as required by the WHS unit.
- Accompany any inspector who may be conducting an inspection of the workplace, and, with the consent of the staff member, be present at any interview between a staff member and an inspector concerning health and safety;
- Consultation and communication
- Attend meetings of Employee Safety Representatives and participate in discussion of WHS matters
- Represent your team/work area on WHS matters
- Report back to your team WHS issues in their work area

ALL EMPLOYEES, CONTRACTORS AND VISITORS

Are to comply in the following ways:

- Duty of care;
- Duty to take reasonable care to protect the health and safety of themselves and others
- Comply with all WHS policies, procedures and instructions, and use and maintain safety devices and personal protective equipment correctly;
- Act and encourage others to act in healthy and safe manner;
- Support and promote WHS within workplaces and whilst engaged in company activities, including maintaining a safe and tidy work area;
- Maintain a "fit" state at the workplace (i.e. not being so affected by alcohol or another drug that they endanger their own or any other person's health and safety);
- Participate in meetings, training and other WHS activities as required;
- Be familiar with emergency and evacuation procedures and comply with instructions given by emergency response personnel;
- Identify and address WHS issues;
- Assist in the identification of hazards, the assessment of risks and implementation of risk control measures;
- Rectify and report WHS incidents and hazards.

13. WORKPLACE HEALTH AND SAFETY MANAGEMENT SYSTEM (CONT'D)

HUMAN RESOURCES WHS UNIT

- Provide advice to work areas in regard to legislative and statutory requirements, standards and guidelines; Co-ordinate the administration of WHS matters at XTM. Including incident and hazard reporting and resolution, radiation safety and hazardous materials management;
- Coordinate company WHS monitoring programs (e.g. audiometric testing);
- Liaise with Workers Compensation staff on the rehabilitation of company personnel in consultation with the relevant work area and/or an external provider;

CONSULTATION AND COMMUNICATION

- Facilitate consultation with the WHS Committee on changes proposed to be made at XTM which may affect the health or safety of persons;
- Liaise with and meet regulatory notification requirements of Workplace Standards.

DESIGNATED FIRST AID OFFICER

- Provision of first aid treatment;
- Provide appropriate first aid treatment and care in accordance with their training, to any person engaged in workplace activities, who becomes ill or sustains an injury;
- Keep all information received in the course of their duty confidential;
- Record all treatment (however minor), and encourage staff who have had an occupational injury/illness to record this using XTM's reporting procedures;
- Maintain first aid facilities, including first aid equipment, checking and restocking of first aid kits as necessary.

SECURITY

- Emergency response support role:
- In the event of a serious incident, responsible to contact, meet and direct relevant emergency services, and notify relevant internal personnel including the Human Resources – WHS Unit;
- In an emergency situation, act as the Deputy Chief Warden (initial Emergency Response Officer – ERO) and Communications Officer.

WORK FROM HOME POLICY

- Approval – Inspection required to ensure compliance with statutory obligations
- Rehabilitation of insured employees policy.

WHS PURCHASING POLICY & WHS PRE-PURCHASE CHECKLIST

When planning for new equipment, new experimental works, new work systems or new work environments you need to assess the WHS implications.

13. WORKPLACE HEALTH AND SAFETY MANAGEMENT SYSTEM (CONT'D)

DEFINITIONS

WHS Representative

An individual, who assumes responsibility for the health or welfare of any other person in a workplace by providing instruction, direction, assistance, advice or service and is deemed an accountable person in accordance with WHS. All management and supervisory staff (which include those with responsibility for trainees and interns) are therefore considered "accountable persons".

Contractor

Any individual or organization engaged by XTM to provide works or service for gain or reward other than an employee

Employee

For the purposes of this policy, employee refers to any staff member, trainee, intern contractor or visitor.

14. EMPLOYEE TEST (CONT'D)

DEFINITIONS

The purpose for this test is to ensure that you have understood the materials as to what relates to infrastructure of the company. Unless staff members understand how the company is set up and run, they won't be able to properly communicate what the company does. The goal is not to understand the in depth legal structures or corporate structures, but give enough information for a third party to understand the company and its innovative aspects.

The test consists of 10 questions.

1. What is Ducorp and in what field does it operate?

2. What do you understand by the company's Truth First tagline, and why is it important?

3. What is the role of XTM in the corporate structure of Ducorp?

4. Describe in your own words what is Ducorp's Life Force Theory and why it is important?

14. EMPLOYEE TEST (CONT'D)

5. Describe in your own words what is Ducorp's Storytelling Theory and why it is important?

6. Describe in your own words what is Ducorp's Doers Theory and why it is important?

7. What is the function of Ducorp's academy?

8. What is the function of Ducorp's media (XTM+)?

14. EMPLOYEE TEST (CONT'D)

9. What is the function of XTM Mirror?

10. What is the symbolic meaning of the Jaguar in Ducorp's logo?
