



Whistleblower Policy and Process

Objective and Scope

D2L Inc. and its subsidiaries (collectively “D2L”) is committed to high standards of ethical, moral and legal business conduct and to reporting unlawful conduct.

This Policy has been adopted by the Board of Directors of D2L Inc. (the “Board”) to establish and describe procedures governing the receipt, retention, investigation and treatment of submissions concerning actual or suspected wrongdoing or misconduct, to encourage employees, officers and directors of D2L, as well as other stakeholders, to report such submissions in a timely way and to protect employees who make good faith reports from retaliation.

What Should be Reported

This Policy applies to serious concerns relating primarily to unethical, fraudulent or illegal business conduct and is not intended to address every concern that may arise in the workplace. D2L has other policies and procedures and available channels of communication for reporting certain concerns that may not be covered by this Policy and/or that may be more appropriate mechanisms for addressing such concerns, including D2L’s Anti-Bullying, Violence, Harassment, Sexual Harassment Discrimination and Retaliation Policy & Procedure. You should make a report under this Policy if you have reasonable grounds to believe that a director, officer, employee, contractor, supplier, partner, client, or other person who D2L has business dealings with has engaged or is imminently likely to engage in conduct which amounts to:

- irregular audit conduct, concerns about auditor independence, accounting methods or financial reporting practices;
- deficiencies in or non-compliance with D2L’s internal accounting controls (for example, circumventing the internal control compliance process);
- misrepresentations or omissions regarding matters contained in D2L’s financial records, financial reports or audit reports;
- violations of any laws, including those concerning securities, privacy, bribery and corruption, and competition;
- unusual or dubious payments, amounts or arrangements;
- failures to disclose conflicts of interest or a failure to preserve the confidentiality of D2L’s confidential information;
- violations of D2L’s Code of Business Conduct and Ethics where the reporting mechanisms specified in the Code have otherwise been exhausted; and
- retaliation or reprisals against an individual who makes a submission under this Policy.

Procedure for Submitting Reports

When submitting a report, you should provide as much detailed information as possible, including the background and history of the incident or concern, names, dates and places where possible, and the reasons why the situation is reason for concern.



You may submit reports, concerns, and information regarding actual or potential unethical, fraudulent or illegal conduct as follows:

- a) for all financial related matters, the report should be sent to D2L's Audit Committee Chair; and
- b) for all other matters, the report should first be sent to D2L's Chief Legal Officer, but if you believe the matter has not been properly dealt with or involves unethical conduct on the part of the Chief Legal Officer then it should be sent directly to D2L's Audit Committee Chair (an independent director of D2L).

Manner in which to submit the report:

- a) verbally or in writing to D2L's Chief Legal Officer;
- b) verbally or in writing to the Chair of the Audit Committee of D2L at 519.772.0325 or AuditChair@D2L.com or D2L Inc., Attn: Chair of the Audit Committee, 137 Glasgow Street, Suite 560, Kitchener, Ontario, N2G 4X8 Canada; or
- c) in any case, if you prefer anonymity, you may file a report online through the anonymous 'Whistleblower Reporting' available through our third-party vendor, **Clearview Connects**. This reporting mechanism is available to both employees and external parties to submit a report in the following manner:
 - Telephone Hotline: Employees in Canada and the US can submit reports by calling the toll-free number: 844-861-1628 or
 - Online Platform: The reporting platform is available globally for employees and third parties to submit reports through either of the below URLs:
 - <https://clearviewconnects.com/> (you will need to type in D2L when prompted for organization name)
 - <https://www.clearviewconnects.com/Home.htm?org=lt0d&lang=en>, or
- d) in writing in a sealed envelope marked "Private and Strictly Confidential – Attention: D2L Chief Legal Officer" or "Private and Strictly Confidential – Attention: D2L Audit Committee Chair" and mail it to D2L, 137 Glasgow Street, Suite 560, Kitchener, Ontario N2G 4X8 Canada.

Confidentiality and Anonymity

If you elect to identify yourself when reporting information, you may be contacted by a D2L representative in order to provide additional information. To the extent permissible under law or any rules or requirements adopted by securities regulatory authorities and any stock exchange upon which D2L's securities are listed, D2L will use reasonable efforts to keep the communications confidential.

If you choose to submit your report with a request for confidential treatment, your identity or any information that could reasonably be expected to reveal your identity will only be revealed:

- a) to the person who the submission was made;
- b) to such other persons such as D2L's Chief Legal Officer, the Chair of the Audit Committee, D2L Inc's Board of Directors, outside advisors, as necessary and advisable in order to carry out an adequate evaluation or investigation of the matters described in the submission; or
- c) as may be required by law, applicable regulatory authorities or a court of competent jurisdiction.

You may submit a report anonymously, and D2L will not make attempts to identify you. However, should you choose to make a submission anonymously, please be advised that D2L may not be able to adequately investigate and resolve the matters specified in your submission if you fail to provide sufficient information, as D2L will be unable to contact you with requests for additional information or clarification.



Consistent with D2L's expectations regarding confidential information and communications with third parties concerning D2L business, disclosure of any suspected fraudulent, illegal or unethical conduct to any member of the media without express approval from D2L's Chief Legal Officer, the Audit Committee Chair, or the Chair of the Board is expressly prohibited.

Investigation and Reporting

D2L will respond to all reported concerns by investigating them, as appropriate. Please note that an investigation into concerns raised is not an indication of whether they have been confirmed or rejected. In order to protect individuals and D2L, initial inquiries will be made to decide whether an investigation is appropriate and, if so, to determine the form and scope of the investigation, including whether to engage outside advisors to investigate the matter. The action taken by D2L will depend on the nature and severity of the concern, as determined during any investigation.

Concerns or allegations that fall within the scope of another policy (for example, discrimination and harassment policies) will normally be investigated and remedied consistent with the specific procedure applicable to that policy.

Good Faith Submissions

You must act in good faith and have an honest belief that is well-founded, including a reasonable factual or other basis. Any submissions based on allegations that are without basis, cannot be substantiated or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

All conversations, calls, and reports made under this Policy in good faith will be taken seriously. However, if you file reports or provide evidence that you know to be false or without a reasonable belief in the truth and accuracy of such information, you will not be protected by this Policy and you may be subject to disciplinary action up to and including immediate dismissal for cause. You may also be held personally liable financially for any damage to D2L's reputation or that of the person(s) about whom the report was made.

Non-Retaliation

Employees are often the first to become aware of unethical behavior or business improprieties but may not express their concerns for fear of retaliation. D2L will not tolerate harassment, retaliation or reprisals of any kind against you or any other individual who, in good faith, (i) protests or raises a complaint or files a report against some policy or practice of D2L or any of its employees, or indicates an intention to make such a report, (ii) cooperates or participates in an internal investigation under this Policy, (iii) provides information or otherwise assists in the investigation of a report or (iv) files, causes to be filed, testifies, participates in, or otherwise assists in a proceeding filed or about to be filed relating to alleged criminal conduct or an alleged violation of applicable laws.

Prohibited acts of retaliation include but are not limited to, demoting, disciplining, terminating one's employment or imposing a penalty related to employment or otherwise harassing, intimidating or coercing an individual (or threatening to do any of the foregoing).

Any act of retaliation should be reported immediately following the reporting procedures outlined in this Policy. An employee, officer or director who retaliates against a person who has reported a violation in good faith is subject to discipline up to and including dismissal.

This Policy is intended to encourage and enable you to raise good faith concerns about questionable or illicit conduct to designated D2L personnel prior to providing any notification outside of D2L. However, nothing in this Policy is intended to prevent you from reporting information to the appropriate governmental agency if you have reasonable cause to believe that a violation of law has occurred. We request, however, that if you do intend to report suspected unlawful conduct to any such parties outside of D2L, you provide advance notice to us as set out above.



Retention of Reports

The Chief Legal Officer and/or the Audit Committee Chair shall each keep a record of all reports made under this Policy that they receive and shall periodically provide a consolidated report to the Audit Committee or the Board, as necessary. Such report shall cover all complaints made from the date of the prior such report until the day before the report is newly presented.

Review of Policy

This Policy shall be reviewed on a periodic basis to determine whether the procedures established under this Policy operate effectively in respect of the receipt, retention and treatment of reports and in providing a confidential and anonymous procedure as may be required by applicable laws.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to shareholders, competitors, employees or other persons, or to any other liability against D2L.

If you have any questions or require additional information regarding this Policy please contact D2L's Legal Department.

Date	Ver.	Description	Editor	Approver
March 4, 2025	7	Add anonymous whistleblower platform reporting option	Legal Department	D2L Board of Directors
September 6, 2023	6	Change of Address and update name of policies	Maryse Rivet	D2L Board of Directors
November 2, 2021	5	Public Company Updates	Carrie Cummings	D2L Board of Directors
April 1, 2020	4	Annual Review – no changes	Jennifer Honsinger	Yvonne Bell
December 27, 2018	3	Format Change	Jennifer Honsinger	Yvonne Bell
August 30, 2017	2	Removed Chief Executive Officer as report recipient; added AC reporting structure; updated revision history	Daniel Micak	Audit Committee
September 23, 2015	1	Original Policy	Daniel Micak	Anna Forgione

Policy Owner: Legal