

WHISTLEBLOWER POLICY & PROCEDURE

RATIONALE

Everise Holdings, its affiliates and subsidiaries ("Everise" or the "company") is committed to ensuring the highest possible standards of ethical, moral and legal business conduct and practices including openness and accountability in all aspects of its business. With the establishment of this Whistleblower Policy and Procedure (this "policy"), employees, advisors, contractors and vendors are encouraged to raise genuine concerns regarding Detrimental Actions and Improper Conduct occurring within Everise globally. Capitalized terms are defined under "Procedural Guidelines" below.

The purpose of this policy is to:

- Provide a consistent, systematic, corporate-wide process for managing any suspected Detrimental Action and Improper Conduct;
- Provide a mechanism for employees and others to report their concerns freely and without fear of reprisal or intimidation if they act in good faith;
- Protect individuals who in good faith report Detrimental Actions or Improper Conduct on a confidential basis; and
- Assist in ensuring that Detrimental Actions and Improper Conduct are identified and dealt with appropriately.

This policy supplements (but does not replace) any and all existing company policies and procedures relating to the treatment of wrongful or improper conduct.

COVERAGE

This policy applies to all whistleblowers as defined below.

POLICY

A Whistleblower as defined by this policy may be an employee, advisor, contractor or vendor of Everise who reports an activity that he/she/it considers to be illegal or dishonest to one or more of the parties specified in this policy. The Whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities include violations of federal, state or local laws; billing for services not performed or for goods not delivered; and fraudulent financial reporting.

If an individual has knowledge of or a concern that illegal or dishonest fraudulent activity has occurred, the mediums for reporting are:

- Face-to-face meetings (Open Door Policy)
- Email
- Mail
- Phone
- Toll-free Hotline
- Corporate Website (if applicable)

Employees are expected to immediately report any wrongdoing by reaching out to his/her immediate supervisor, others in management, Human Resources or the Country Human Resources Head. The employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination.

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Whistleblower protections include maintaining confidentiality of the Whistleblower and against Retaliation. Insofar as possible, the confidentiality of the Whistleblower’s identity will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals with their legal rights of defense. Everise will not retaliate against a Whistleblower in any manner, including retaliation in the form of an adverse employment action such as termination, compensation decreases, poor work assignments and threats of physical harm. Any Whistleblower who believes he/she is being retaliated against must contact the Human Resources Country Head immediately. The right of a Whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

All reports of illegal and dishonest activities will be promptly submitted to the Country Human Resources Head who is responsible for investigating and coordinating corrective action for each country. Employees with any questions regarding this policy should contact Human Resources or Helen Franco, the head of the company’s Legal & Compliance Department.

Local references for your geography are available in the Annex attached to this policy.

PROCEDURAL GUIDELINES

1. DEFINITIONS

Complaint	A disclosure of Improper Conduct made by a Whistleblower
Confidential Information	Includes, without limitation: <ul style="list-style-type: none"> Information about the identity, occupation, residential address, work address or whereabouts of (i) the Whistleblower; and (ii) the person against whom the Whistleblower has made a Complaint; Information disclosed by the Whistleblower; and Information that, if disclosed, may cause detriment to any person.
Retaliation / Detrimental Action	Any reprisal action against a Whistleblower including, but not limited to: <ul style="list-style-type: none"> Action causing injury, loss or damage; Intimidation or harassment; Interference with the lawful employment or livelihood of the Whistleblower, including discrimination, discharge, demotion, suspension, disadvantage, termination, adverse treatment in relation to the Whistleblower’s employment or the taking of disciplinary action; and A threat to take any of the above actions.
Improper Conduct	Any unethical behavior, malpractice, illegal act or any other wrongful or improper conduct within Everise that if proved, constitutes a disciplinary offense or a criminal offense.
Whistleblower	Any Everise employee, advisor, contractor or vendor making a Complaint and / or providing a report using a method described in this policy or to any Compliance Officer.
CMS	Case Management System

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2. THE WHISTLEBLOWER HOTLINE

A Toll-free Whistleblower Hotline has been created to encourage company employees, advisors, contractors or vendors to speak up when they have legitimate concerns about misconduct. Confidentiality and anonymity are critical factors in a properly managed ethics hotline. As such, all hotline information, including CMS passwords and copies of reports, are managed by the Primary Contact in a secure environment and that access to this information is limited only to those individuals who have a “need to know.”

3. ROLES

Below are the various functions performed by individuals involved with our hotline program. One person may perform multiple roles at any given time. Provided below are the descriptions and persons assigned to each role:

Whistleblower Committee (“WBC”)	A committee formed for the purpose of receiving, processing, investigating and determining the genuineness of any Complaint or Report received from a Whistleblower or a Recommendation received from the Compliance Officer in order that appropriate action can be taken to address the Complaint, Report or Recommendation. The WBC shall also be responsible for dealing / liaising with the Compliance Officer in respect of any matters pursuant to the Recommendation. The WBC members are Gagan Mehta, Suzette Mansfield, John Alvin Ong, Ammon Woods and Glynnis “Gee” Acosta.
Compliance Officer	Responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Board of Directors on all complaints and their resolution and will report at least annually on any compliance activity relating to accounting or alleged financial improprieties. The Compliance Officer is empowered to conduct their investigations in isolation of the Board in order to maintain independence, but are free to involve members of the Board as necessary. It is solely the Compliance Officer’s charge to determine whether or not a complaint can be considered valid for investigation though any individual may submit a complaint as noted above. The company Compliance Officer is Helen Franco.
Investigation Team	A team made up of members nominated by the WBC on an ad-hoc basis for the purpose of investigating any Complaint, Report or Recommendation as directed by the WBC. The Investigation Team consists of the following members: <ul style="list-style-type: none"> • Investigation Team Lead • Representative from Management (preferably Sr. Manager or up) who may or may not be from the same Department • Representative from HR who will also be responsible for taking the minutes of meetings.
Investigation Team Lead	Usually the Country Human Resources Head or other company employee designated by the WBC to lead the Investigation Team
Primary Contact	The individual with primary responsibility for the hotline program.

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	<p>By emailing reports@lighthouse-services.com, the primary contact will manage the list of designated recipients for reports and inform the vendor of any changes to the companies in the Everise group.</p> <p>The primary contact will also receive email notification of any upgrades to the company’s services, administrative matters and program correspondence.</p> <p>There can only be one primary contact, who is currently Suzette Mansfield.</p>
Designated Recipient	<p>All reports are sent via email to our designated recipients. The hotline agreement provides Everise with the opportunity to specify who will receive Fraud, Ethics, Compliance and Human Resource cases.</p> <p>To ensure appropriate immediate action is taken, the mailboxes are segregated below:</p> <ul style="list-style-type: none"> • Fraud, Compliance & Ethics: Helen Franco & Sheena Ponnappan, Chief People Officer • Human Resource Concerns (including, but not limited to, harassment): Helen Franco, Sheena Ponnappan and Country Human Resource Heads
CMS Administrator	<p>Helen Franco & Sheena Ponnappan</p> <p>The CMS Administrator has unrestricted access to our entire online database and is responsible for updating information related to the database. In addition, CMS Administrators also assign reports to CMS Investigators and add new users. The company may designate an unlimited number of CMS Administrators.</p>
CMS Investigator	<p>Legal Team and Country Human Resource Heads</p> <p>Investigators have limited access to the CMS and can investigate, track progress, dialog and upload files to reports they have been assigned by the Administrator. The company may designate an unlimited number of CMS Investigators.</p>

4. HOTLINE DETAILS

Below are the international calling instructions for employees (Worldwide Toll-Free Number) for countries that do not use a direct dial toll-free number.

- a. For Employees:
 - i. Make sure you have an outside line.
 - ii. Enter the Access Code for the country and/or the telephone system you are calling from.
 - iii. An English-language voice prompt will ask for the number you are calling.
 - iv. Enter our toll-free number: 800-603-2869. There is no need to dial '1' before the toll-free number. You are now connected to the hotline.
 - v. A Lighthouse greeting will be played in multiple languages. Make a choice from the prompts or press 0 and tell the English operator the language you speak (preferably in English). An interpreter will then join the call in 2 – 3 minutes. The Lighthouse operator will interview you aided by the interpreter.
 - vi. A report in English is then sent to the designated recipient(s) of your company.
 - vii. Access codes are subject to change.

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b. Calling Instructions

1. Make sure you have an outside line.
2. Enter the Access Code for the country and/or telephone system you are calling from. You will then hear a 'bong'.
3. An English-language voice prompt will ask for the number you are calling.
4. Enter our toll-free number: **800-603-2869**. There is no need to dial "1" before the toll-free number.
5. You are now connected to the hotline.
6. A Lighthouse greeting will be played in multiple languages. Make a choice from the pre-recorded language prompts* or press 000 and tell the English operator the language you speak (preferably in English). An interpreter will then join the call in 2 ± 3 minutes. The Lighthouse operator will interview you, aided by the interpreter.
7. A report in English is then sent to the designated recipient(s) of your company.
8. Access codes are subject to change.

*The following automated in-language greetings are provided to the caller:

English	press 1	Hungarian	press 01	Finnish	press 001
Spanish	press 2	Polish	press 02	Russian	press 002
French	press 3	Dutch	press 03	Hindi	press 003
Mandarin	press 4, wait for greeting, then press 1	Czech	press 04	Hebrew	press 004
Cantonese	press 4, wait for greeting, then press 2	Taiwanese	press 05	Turkish	press 005
German	press 5	Korean	press 06	Other	press 000
Italian	press 6	Tagalog	press 07		
Portuguese	press 7	Vietnamese	press 08		
Japanese	press 8	Indonesian	press 09		
Arabic	press 9				

c. Access Codes for calls made outside North America:

- i. Guatemala:
 - English - 999-9190
 - Spanish - 999-9190
- ii. Malaysia: - 1-800-80-0011
- iii. Singapore:
 - SingTel - 800-011-1111
 - StarHub - 800-001-0001
- iv. Philippines:
 - PLDT English - 1010-5511-00
 - PLDT Tagalog - 1010-5511-10, 2nd Option 105-11
 - Globe English - 105-11
 - Globe Tagalog - 105-12
 - Philcom English - 105-11
 - Philcom Tagalog - 105-12 Digitel 105-11
 - Digitel Tagalog - 105-12
 - Smart English - 105-11
 - Smart Tagalog - 105-12
 - Bayan 105-11

5. CASE MANAGEMENT GUIDELINES

- a. Reports received via the Hotline are sorted by the Designated Recipient/s and, where appropriate, provided to the Chief People Officer or her designate, for appropriate action.
- b. Once a case is turned over to the Country Human Resource Head, discipline management procedures must be followed.

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- c. Where necessary, such as for serious ethics infractions (for example, harassment), an Investigation Team is created and usually led by an Investigation Team Lead.
- d. The Investigation Team shall provide the necessary Investigation inputs upon which the Disciplinary Action or Non-Action, where applicable, shall be based.
- e. All cases must be recorded in the CMS.
- f. The following access is provided to the roles below:

CMS Administrator	<ul style="list-style-type: none"> - View reports online at your convenience - Assign incidents to the appropriate party for investigation - Set the risk level, priority and status of reports - Record follow-up and outcome notes - Anonymously dialog with reporter if enabled - Create reports and charts to help track activity and analyze trends - Review an audit trail for added internal control - Upload digital files and documents to a record - Search the database using keywords and date filters - Create multiple user levels - Add customized fields - Send messages to system users - Integrate system data using API
CMS Investigator	<ul style="list-style-type: none"> - Assign incidents to the appropriate party for investigation - Set the risk level, priority and status of reports - Record follow-up and outcome notes - Anonymously dialog with reporter if enabled - Create reports and charts to help track activity and analyze trends - Upload digital files and documents to a record - Search the database using keywords and date filters.

- g. The Compliance Officer is responsible for providing progress updates and reports of closure, aside from the regularly released compliance reports, to shareholders and executive leadership as necessary.

6. PROTECTION FOR WHISTLEBLOWERS

a. NON-DISCLOSURE OF CONFIDENTIAL INFORMATION

- i. Confidential information is defined as:
 - Information about the identity, occupation, residential address, work address or whereabouts of (i) the Whistleblower; and (ii) the person against whom the Whistleblower has made a Complaint;
 - Information disclosed by the Whistleblower; and
 - Information that, if disclosed, may cause detriment to any person.
- ii. Should the person against whom a Complaint is made request access to Confidential Information, the Investigation Team must seek approval from the person who made the Complaint before such information is disclosed. Without such consent, the Whistleblower shall maintain his/her anonymity.

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b. **NON-RETALIATION**

Whether or not the Complaint is substantiated, the company shall take appropriate disciplinary action for any Retaliation or Detrimental Action against a Whistleblower.

This policy is effective as of January 7, 2019.

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ANNEX

Local Reference per Geographic Location

United States	<ol style="list-style-type: none"> 1. False Claims Act: www.law.cornell.edu/uscode/text/31/3729 2. Sarbanes-Oxley Act: www.law.cornell.edu/uscode/text/18/1514A 3. Dodd-Frank Act: www.law.cornell.edu/uscode/text/12/chapter-53 4. Defend Trade Secrets Act of 2016, Public Law 114–153: https://www.congress.gov/114/plaws/publ153/PLAW-114publ153.pdf
Philippines	<p>The Philippines has whistleblower protection laws in place to encourage disclosure of wrongdoing in both the public and private sectors. While there is no whistleblower protection code, the following are some of the laws that provide for whistleblower protections:</p> <ol style="list-style-type: none"> 1. Presidential Decree No. 442 or the Labour Code of the Philippines; 2. Republic Act No. 6981 or the Witness Protection, Security and Benefit Act; 3. Presidential Decree No. 749 grants immunity from prosecution to givers of bribes and other gifts in bribery and other graft cases against public officers; 4. Republic Act No. 6770 or the Ombudsman Act of 1989; 5. Commonwealth Act No. 108 or the Anti-Dummy Law; and 6. Republic Act No. 10667 or the Philippine Competition Act
Malaysia	<p>Malaysia’s whistleblower protection laws are pursuant to the Whistleblower Protection Act 2010. An English translation of this is available at: www.bheuu.gov.my/portal/pdf/Akta/Act%20711.pdf</p>
International Guidelines	<p>Singapore and Guatemala have no specific whistleblower protection laws in place. However, whistleblower protection is now recognized as part of international law. In 2003, the United Nations adopted the United Nations Convention against Corruption (UNCAC) which is a legally binding multilateral treaty which was signed by 140 nations and formally ratified, accepted, approved, or acceded by 137 nations, including the United States. Article 32 and Article 33 of the UN Convention endorse protections for whistleblowers.</p>