



## WHISTLEBLOWING POLICY

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<b>Origin:</b>	VP Corporate Affairs
<b>Adopted by:</b>	Audit and Risk Management Committee
<b>Effective Date:</b>	March 1, 2016
<b>Distribution:</b>	All employees, members of the sales force, members of the Board of Directors, partners, suppliers and clients

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*In this document, the masculine gender designates both sexes with no discrimination intended, and is used only to facilitate reading.*

### 1. POLICY OBJECTIVES

Whistleblowing is when a person witnesses unlawful activity within a work-related or business relationship context, and decides to report this information to those in authority to put an end to said wrongdoing.

The purpose of this Policy is to encourage individuals who, in good faith and with reasonable grounds to do so, wish to report mismanagement, corruption, illegality, or some other wrongdoing that has been or is about to be committed. A witness can disclose information to an independent body in all confidentiality and without fear of reprisal.

This Policy aims to:

- foster and protect the Universitas values;
- reduce our vulnerability to fraud;
- ensure all employees can express their concerns without fear of reprisal;
- establish a transparent and confidential procedure to process such issues.

### 2. DEFINITIONS

For the purposes hereof and unless contrary sense is intended in the text, the following terms and expressions are described as follows:

Committee	The Audit and Risk Management Committee
Universitas	Universitas Management Inc. and the Universitas Foundation of Canada
Policy	This Whistleblowing Policy



### 3. **SCOPE OF APPLICATION**

The Policy applies to all Universitas employees and executives regardless of status (regular, temporary or under contract), whether employed full-time or part-time, as well as to interns, whether paid or unpaid.

This Policy also applies to anyone in a business relationship with Universitas, including clients (subscribers or beneficiaries), members of the Board of Directors, partners, suppliers and all members of the sales force, whether branch managers, associate branch managers, representatives or telephone staff.

### 4. **WRONGDOING**

For information purposes, the following situations are examples of wrongdoings which may be subject to Whistleblowing within the meaning of this Policy:

- financial reporting fraud: misrepresentation or deliberate misstatements/omissions during the preparation, evaluation, review or audit of the financial statements;
- a penal or criminal offence (theft, embezzlement of funds, fraud, etc.);
- theft of personal information (clients or employees);
- breach of legal or regulatory obligations;
- dishonest business practices;
- a dangerous situation or one that poses the health and security of others or the environment at risk;
- corruption or blackmailing;
- concealment of one or other of the aforementioned;
- preventing another person from reporting any of the above-mentioned situations.

However, the following situations are not covered by this Policy and are not considered to be wrongdoings hereunder:

- Harassment must be brought to the attention of the Human Resources and dealt with in accordance with the *Policy on Harassment*;
- Complaints regarding Universitas products or services must be filed with Customer Service.

### 5. **REPORTING PROCEDURE**

Anyone who has reasonable grounds to believe a wrongdoing has or will be committed by Universitas, by a company employee, by a representative or by a mandatary must report this information to the Committee immediately.

The individual who wishes to report a wrongdoing may do so:



- in a letter marked “confidential” sent to the Universitas head office and addressed to the Committee Chairman;
- by email at [denonciation@universitas.ca](mailto:denonciation@universitas.ca), to which only the Committee Chair will have access;
- in person or over the phone, by contacting one of the three Committee members.

The report itself must be as detailed as possible and include relevant information (nature of the wrongdoing, date, place, event, person involved, witnesses, etc.)

Upon receipt of said report, the Committee has the responsibility to investigate and carry out the necessary verifications. The entire process must remain strictly confidential.

All acts of Whistleblowing must be reviewed and documented in a written report. As applicable, the Committee must submit its recommendations to senior management, to the Board of Directors or to any other department involved.

Furthermore, the Committee must report its conclusions to the informer of the transgression, except in cases of anonymous Whistleblowing.

The Committee must produce and submit a written account regarding the number or Whistleblowing reports and the nature thereof. However, the annual report must respect the confidentiality of whistleblowers.

## 6. **ANONYMITY**

An individual may choose to report a wrongdoing anonymously.

Universitas and the Committee will respect the decision to remain anonymous and will not try to identify the whistleblower, except if they are legally required to do so, if anonymity causes obstruction to justice, or if the whistleblower’s testimony is required by law.

## 7. **NO REPRISAL**

There shall be no reprisal against an individual who in good faith exercises rights under this Policy. Reporting a wrongdoing that turns out to be unfounded cannot lead to reprisals if the Whistleblowing was in good faith.

However, anyone who in bad faith reports a wrongdoing, while knowing it to be false, will lose the right to anonymity and will be subject to any action deemed necessary by Universitas. Employees will be subject to disciplinary measures.

## 8. **POLICY OFFICER**

The Committee is responsible for this Policy.



The department of Human Resources is responsible for distributing this Policy to all employees.

The Director, Training and Development, is responsible for distributing the Policy to all members of the sales force.

Universitas makes this Policy available on its website to ensure its distribution to external parties.

**9. EFFECTIVE DATE**

This Policy came into force March 1, 2016.

**10. FREQUENCY OF REVISIONS**

The Policy is reviewed annually by the Committee and revised as necessary to ensure it meets the highest standards.