



ERCO Worldwide LP Reporting and Whistleblower Policy

Effective Date: April 9, 2021
Last Review Date: April 9, 2021
Next Review Date: June 1, 2023, or sooner if required by law
Approved by: Board of Directors

Purpose and Scope

This Policy applies to every ERCO Representative.

As indicated in ERCO's [Code of Conduct](#) (the "**Code**"), ERCO is committed to fostering a culture of honesty, integrity and ethical behaviour, and to the conduct of its business in a lawful and transparent manner. ERCO expects all ERCO Representatives to act in accordance with the highest degree of ethics and integrity.

This Policy establishes a framework for reporting and raising concerns regarding violations of the Code, including fraud, questionable accounting or auditing practices, or other violations of ERCO policies or applicable law. ERCO does not allow direct or indirect retaliation against ERCO Representatives who report concerns in Good Faith. At the same time, it is unacceptable to file a report knowing it is false.

Definitions

In this Policy, the following capitalized terms have the meanings set out below:

- "**Board**" means the Board of Directors of ERCO.
- "**CLO**" means ERCO's Director, Legal.
- "**ERCO**" means ERCO Worldwide LP together with its divisions, partnerships, affiliates and subsidiaries, including any and all internal governance bodies.
- "**Good Faith**" with respect to a report made under this Policy means that the report is made without malice or consideration of personal benefit and the person submitting the report has a reasonable basis to believe that the report is true. A report does not have to be proven to be true to be made in good faith. Good faith is lacking when person submitting the knows it to be malicious or false.
- "**Policy**" means this Reporting and Whistleblower Policy, as may be amended from time to time.
- "**Senior Leadership Team**" means those ERCO Representatives who hold the title of Vice President or senior.



- **“Representative”** means a director, officer, agent, employee or independent contractor of ERCO. For greater certainty, an independent contractor includes an individual acting as a consultant or performing other services for ERCO who is not a director, officer or employee.

Responsibility

ERCO Representatives must promptly report concerns of suspected violations of the Code, including fraud, questionable accounting or auditing practices, or other violations of ERCO policies or applicable law. Reports shall be made through the Complaints and Reporting Procedures as set out in this Policy.

ERCO Representatives must also immediately report any retaliation against any person submitting a complaint or a concern directly to the individual's reporting manager, a member of the Senior Leadership Team, the CLO, or in writing to the Chair of the Board. ERCO does not allow direct or indirect retaliation against ERCO Representatives who report concerns in Good Faith. At the same time, it is unacceptable to file a report knowing it is false.

Complaints and Reporting Procedures

ERCO Representatives are encouraged to promptly report, either orally or in writing, any matter within the scope of this Policy directly to their immediate supervisor or manager, or other appropriate ERCO personnel. If you prefer, you may report in the following manner:

- a) Reports may be made through an independent, interactive telephone service provider that is available 24 hours a day, 7 days a week, or through the service provider's website, as set out below. Concerns will be reported to the third-party company designate on a secure, confidential and anonymous basis.

Web intake site: [Web Report](#)

Mobile intake site: [Mobile Report](#)

QR code:



Toll Free Canada & USA: 833-778-1563

Toll Free Chile: Dial 800-225-288 (Claro), 800-360-312 or 800-360-311 (ENTEL), or 800-800-288 (Telefonica), then



dial 833-778-1563

- b) Directly to the Chair of the Board on a confidential basis by email at chairperson@ercoworldwide.com or by telephone at 416-775-3810.
- c) Written reports may be forwarded in a sealed envelope marked "confidential" to the Chair of the Board of ERCO at 5050 Satellite Drive, 6th Floor, Mississauga, ON L4W0G1. The envelope should be clearly labeled: ***CONFIDENTIAL: To be opened by the addressee only***

If a person submitting a report would like to discuss the matter with the recipient of the report, he or she should indicate this in the submission and include a telephone number or email address at which he or she may be contacted, if deemed appropriate by the recipient of the report. It is acceptable for reported concerns or complaints to include only an outline of the facts relevant to the matter being reported; while complete details are not required in an initial report, reports should be factual in nature and contain as much specific information as possible to allow for proper assessment and investigation of the allegations reported.

Investigation Procedures and Confidentiality

Confidentiality of complaints received by the Chair of the Board or any other report recipient ("**Recipient**") will be maintained to the fullest extent possible, consistent with the need to conduct an appropriate review and investigation. When possible, the Recipient will acknowledge receipt of a complaint, although it is not the intention to communicate to the person making the complaint the status of its review or resolution. ERCO Representatives are obligated to fully cooperate in any investigation conducted in connection with this Policy.

Upon receipt of a complaint, the Recipient will determine whether the complaint relates to a financial or accounting allegation. Any complaints that do so relate will be immediately brought to the attention, and reviewed under the direction, of the Chair of the Board.

Protection of ERCO Representatives

This Policy is intended to encourage and enable ERCO Representatives to raise serious concerns within ERCO's structure, rather than seeking resolution outside ERCO. Accordingly, ERCO strictly prohibits retaliation or harassment of any kind against any ERCO Representative for complaints or reports submitted in Good Faith under this Policy. However, malicious complaints or reports known to be false may result in disciplinary action being taken against the complainant, up to and including termination of employment in accordance with applicable law, as it will be considered as a specific lack of decency and honesty.

Questions

While all Representatives must work to ensure prompt action against violations of this Code, in some situations it is difficult to know right from wrong. Since ERCO cannot anticipate every situation that will arise, it is important that ERCO and its Representatives have a way to approach a new question or problem that may arise. These are the steps to keep in mind:



- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will help you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense – if something seems like it might possibly be unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor or manager. This is the basic guidance for all situations. In many cases, your supervisor or manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor or manager's responsibility to help solve problems.
- Seek help from internal resources. In the rare case where it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, discuss it locally with your "two-up". If that is not appropriate for any reason, contact ERCO's Vice President, Human Resources, CLO, Chief Executive Officer or the Chair of the Board.
- You may report ethical violations without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the extent possible. ERCO does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

Policy Revisions

The Board may make revisions to this Policy from time to time. Any changes to this Policy must be approved by the Board.