



## **CATALYST INC. WHISTLEBLOWER POLICY**

### **I. PURPOSE**

This Whistleblower Policy will serve to safeguard high standards of organizational and personal ethics in Catalyst Inc. (the “Organization”). It will require all directors, officers, employees, independent contractors, and volunteers to practice honesty and integrity in fulfilling their responsibilities and to comply with all applicable laws and regulations and to report any concerns about behavior by or within the Organization that is or appears to be illegal, fraudulent, dishonest, unethical or in violation of any adopted policy of the Organization. Toward that end, this policy addresses the submission by directors, officers, employees, independent contractors, and volunteers of complaints, concerns, and suspected violations with respect to one or more of the following matters:

- Questionable accounting, internal accounting controls, and auditing matters.
- Compliance with applicable legal and regulatory requirements.
- A violation or suspected violation of the Organization’s conflict of interest or other policy.
- A retaliatory act against an employee who reports a suspected violation of any of the above.

### **II. RESPONSIBILITIES OF THE COMMITTEE WITH RESPECT TO SPECIFIED COMPLAINTS**

- A. The Finance and Audit Committee (the “Committee”) is responsible for administering this policy and will receive, retain, investigate, and act on complaints and concerns of employees (“Reports”) regarding:
1. Questionable accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that

would otherwise constitute a violation of the Organization's accounting policies (each an "Accounting Allegation");

2. Compliance with applicable legal and regulatory requirements ("Legal Allegation") and
  3. Retaliation against employees who make Accounting Allegations or Legal Allegations ("Retaliation Act")
- B. In the discretion of the Committee, responsibilities of the Committee created by this policy may be delegated to the Chair of the Committee or to a subcommittee of the Committee.

### **III. PROCEDURES FOR RECEIVING REPORTS**

- A. Any Report that is made directly to management or to any member of the Board of Directors, whether openly, confidentially or anonymously will be promptly reported or submitted to the Committee. Concerns expressed anonymously will be investigated to the extent possible. Persons making a Report should be aware, however, that anonymity could become an obstacle to full review and resolution of a concern by the Organization and that they may therefore be asked to provide certain additional identifying details in order for the Organization to conduct a thorough investigation of their allegations.
- B. The Committee will notify the complainant – if his/her identity is known – and acknowledge receipt of the Report within seven days of the receipt of the Report.
- C. Each Report forwarded to the Committee by management or a member of the Board of Directors, and each Report that is made directly of the Committee – whether openly, confidentially or anonymously – will be reviewed by the Committee. The Committee will have discretion to consult with any member of management who is not the subject of the allegation and may have appropriate expertise to assist the Committee. The Committee will determine whether the Committee or management should investigate the Report, taking into account the considerations set forth in Section IV below.
1. If the Committee determines that management should investigate the Report, the Committee will notify the Organization's President in writing of that conclusion. Management will thereafter promptly investigate the Report and will report the results of its investigation, in writing, to the Committee.

Management will be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

2. If the Committee determines that it should investigate the Report, the Committee will promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Committee will be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results.

#### **IV. CONSIDERATIONS IN DETERMINING WHETHER THE FINANCE AND AUDIT COMMITTEE OR MANAGEMENT SHOULD INVESTIGATE A REPORT**

In determining whether management or the Committee should investigate a Report, the Committee will consider, among any other factors that are appropriate under the circumstances, the following:

- A. Who is the alleged wrongdoer? If an officer or management employee is alleged to have engaged in wrongdoing, that factor alone may argue in favor of the Committee conducting the investigation.
- B. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Organization, that factor alone may argue in favor of the Committee conducting the investigation.
- C. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Committee should undertake the investigation. In assessing credibility, the Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in past.

#### **V. PROTECTION OF WHISTLEBLOWERS**

##### Non-retaliation

The Organization, including the Committee, the directors, the officers and management, will not retaliate and will not tolerate any retaliation by any other person or group, directly or indirectly, against anyone who, in good faith, makes a Report or

provides assistance to the Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Report.

Retaliation includes intimidation, harassment and discrimination and, in the case of employees, can include adverse employment actions such as failure to promote, adverse impact on compensation, termination, discharge, suspension, demotion, other change in responsibilities, whether formal or informal, or other negative consequences.

A director, officer, or an employee who retaliates against someone who has made a Report is subject to discipline up to and including removal from the Board of Directors or termination of employment.

#### Confidentiality

Any investigation will be conducted in a manner that conceals and protects the identity of any person who makes a Report to the greatest extent practicable given legal requirements, consistent with the need to conduct a fair and adequate investigation and take necessary corrective action.

### **VI. RECORDS**

The Organization will retain for a period of seven years all records relating to any Report and investigation.

### **VII. PROCEDURES FOR EMPLOYEES MAKING COMPLAINTS/REPORTING VIOLATIONS**

Employees should share their complaints, concerns and suspected violations with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if the employee is not comfortable speaking with his/her supervisor, or is not satisfied with the supervisor's response, the employee is encouraged to speak with the President or anyone in management whom the employee is comfortable approaching. Managers are required to report any Reports of Accounting Allegations, Legal Allegations or Retaliatory Acts to the Committee.

In addition to any other avenue available to an employee, any employee may report to a member of the Board of Directors or the Committee openly, confidentially or anonymously any Accounting Allegation or Legal Allegation or report of a Retaliatory Act. Accounting Allegations, Legal Allegations and reports of a Retaliatory Act can be made orally or in writing to the Chair of the Committee.

## **VIII. SCOPE**

This policy is applicable to all Catalyst directors, officers, employees, independent contractors, and volunteers, in all geographic regions in which Catalyst or its employees conduct business. Implementation of the policy will be carried out in accordance with country-specific laws and regulations and with the advice of regional counsel.

Revised November 17, 2021

## Whistleblower Policy – Addendum for Catalyst Europe Ltd

Art. VI - Swiss statutory document retention rules of ten (10) years will prevail