

INTERNATIONAL CORPORATE GOVERNANCE SOCIETY

WHISTLEBLOWER POLICY

Article I. General.

This nonprofit corporation, International Corporate Governance Society (the “Corporation”), expects its directors, officers, employees, contractors, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Corporation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Article II. Reporting Responsibility.

It is the responsibility of all directors, officers, employees, contractors, and volunteers to report Wrongful Conduct, as defined in Article III below, in accordance with this Whistleblower Policy.

Article III. Wrongful Conduct.

“Wrongful Conduct” is defined to mean all improprieties that potentially affect the integrity and effective operation of the Corporation. Wrongful Conduct includes, but is not limited to, a serious violation of Corporation policy; a violation of applicable state and federal law; or the use of Corporation property, resources, or authority for personal gain or other purpose not related to the Corporation’s activities, except as provided under Corporation policy.

Article IV. No Retaliation.

No director, officer, employee, contractor, or volunteer of the Corporation (an “Interested Person”) who in good faith reports Wrongful Conduct or suspected Wrongful Conduct will suffer harassment, retaliation, or adverse employment consequence. Any Interested Person who retaliates against another Interested Person who has reported Wrongful Conduct or suspected Wrongful Conduct in good faith is subject to discipline up to and including termination of employment or removal from office, as applicable. This Whistleblower Policy is intended to encourage and enable Interested Persons to raise serious concerns within the Corporation with confidence that those concerns will be investigated and, if warranted, appropriately addressed.

Article V. Reporting Wrongful Conduct.

The Corporation encourages all Interested Persons to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Any Interested Person may report Wrongful Conduct or suspected Wrongful Conduct to the chief executive officer or the chair of the board of directors of the Corporation. If the Wrongful Conduct or

suspected Wrongful Conduct being reported implicates the chief executive officer, chair of the board of directors, or both, or if the reporting Interest Person is not comfortable communicating with, or is not satisfied with the response of the chief executive officer, chair of the board of directors, or both, the Interested Person may report the issue to any member of the board of directors. The chief executive officer, chair of the board of directors, or any member of the board of directors to whom a report of Wrongful Conduct or suspected Wrongful Conduct is made is required to advise the board of directors immediately of such report.

Article VI. Acting in Good Faith.

Any Interested Person filing a report of Wrongful Conduct or suspected Wrongful Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed represents Wrongful Conduct. The reporting of allegations that prove not to be substantiated and to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Article VII. Confidentiality.

An Interested Person may file a report of Wrongful Conduct or suspected Wrongful Conduct on a confidential basis or anonymously. Every report of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Article VIII. Handling of Reported Wrongful Conduct.

A representative of the board of directors will acknowledge receipt of any report of Wrongful Conduct or suspected Wrongful Conduct within five (5) business days, unless such report was submitted anonymously. All reports will be investigated promptly under the direction of the board of directors, and appropriate corrective action will be taken if warranted by the investigation.

Adopted by the Board of Directors effective as of May 23, 2014