



Whistle-blowing policy

Original position:	Director, Corporate Affairs
Adopted by :	HR and Governance Committee
Effective date:	March 1 ^{er} 2016
Revision date:	May 25, 2023
Distribution:	All employees, sales force members, board members, partners, suppliers and customers

The masculine gender is used without discrimination and for the sole purpose of lightening the text.

1. **OBJECTIVES**

Whistle-blowing or ethical alert can be defined as the action taken by an individual who, in the course of his or her work or relations with Kaleido, witnesses wrongdoings or unlawful acts and decides to alert the authorities with the power to put an end to said wrongdoings.

The purpose of this Policy is therefore to encourage persons, acting in good faith, who reasonably believe that one or more violations of the law, professional misconducts or other wrongdoings have been committed or are about to be committed, to communicate in confidence with an independent body of Kaleido, without fear of any negative action or reprisals, all within a confidential framework.

The objectives of the Policy are :

- To defend and protect Kaleido values;
- Reduce our vulnerability to fraud;
- Ensure that employees can voice their concerns and worries without fear of reprisal;
- Establish a transparent and confidential process for dealing with these issues.

2. **DEFINITION**

For the purposes of this policy, and unless a contrary intention is evident in the text, the following words and expressions are defined as follows:

Committee	The HR and Governance Committee of Kaleido Croissance inc.
Kaleido	Kaleido Croissance inc. and the Kaleido Foundation
Policy	This Whistleblower Policy

3. **SCOPE**

The Policy applies to all Kaleido employees, including management, regular, full-time, part-time and temporary employees, consultants and interns, whether paid or unpaid.

The Policy also applies to all persons having a business relationship with Kaleido, including clients, as subscriber or beneficiary, members of the sales force, as branch manager, associate branch manager, representative and operator, members of the board of directors, partners and suppliers.

4. **MALPRACTICE**

For information purposes, the following situations may constitute malpractice for the purposes of the Policy:

- Fraud or deliberate error in the preparation, evaluation, review or audit of financial statements;
- The commission of a criminal offense (theft, embezzlement, fraud, etc.);
- Theft of confidential customer and employee information;
- Failure to comply with a legal or regulatory obligation;
- Dishonest conduct in the course of business;
- A dangerous or questionable situation for the health and safety of any individual or for the environment;
- Corruption or blackmail;
- Concealment of any of the above situations;
- Preventing another person from reporting any of the above situations.

Conversely, the following situations are not covered by the Policy and do not constitute malpractice:

- Cases of harassment must be referred to *Human Resources* and dealt with in accordance with the harassment policy;
- Complaints regarding services offered by Kaleido should be addressed to the *Customer Relations Center (CRC)*.

5. **DENUNCIATION PROCEDURE**

Any person who reasonably and in good faith believes that any wrongdoing has been or will be committed by Kaleido, any of its employees, representatives or agents, shall immediately report such belief to the Committee.

Anyone wishing to report a wrongdoing can do so:

- By letter addressed to Kaleido's head office, for the attention of the Committee Chairman and marked "confidential";

- Via an e-mail to denonciation@kaleido.ca, a mailbox to which only the Committee Chairman has access;
- In person or by telephone, by contacting one of the Committee members.

All reports must be as complete as possible, and include all relevant information (nature of report, date, location, event, person involved, witnesses, etc.).

Upon receipt of any denunciation, the Committee is responsible for conducting an investigation and carrying out any necessary verifications. The process must be confidential.

All whistle-blowing cases must be dealt with and reported in writing. Depending on the case, the Committee may make recommendations to senior management, the Board of Directors or other relevant departments.

In addition, the Committee must report its findings to the employee who made the disclosure, except in the case of an anonymous disclosure.

Each year, the Committee must produce and submit a report detailing the number and nature of whistle-blowing incidents. The annual report must, however, respect the confidentiality of whistleblowing.

6. ANONYMAT

A person may choose to make a report anonymously.

Kaleido and the Committee undertake to respect the whistleblower's wish to remain anonymous and not to attempt to identify him or her, except where required to do so by law, where doing so would impede the Committee's investigation, or where justice requires the whistleblower's testimony.

7. NO REPRISALS

A person who makes a denunciation in good faith, even if it turns out to be ill-founded or unfounded, cannot suffer reprisals or negative consequences as a result of his or her denunciation. A denunciation made in good faith, but which turns out to be ill-founded, cannot give rise to reprisals.

On the other hand, any person who, in bad faith, reports a wrongdoing, knowing it to be false, will lose their right to anonymity, and Kaleido may take any action it deems necessary against them. Employees will be subject to disciplinary measures.

8. PERSON RESPONSIBLE

The Committee is responsible for the Policy.

Distribution of the Policy to employees is the responsibility of *Human Resources*.

The Director of Training and Development is responsible for disseminating the policy to sales force members.

Dissemination of the Policy to people outside Kaleido is ensured by adding the Policy to the Kaleido website.

9. ENTRY INTO FORCE

This Policy takes effect on March 1,^{er} 2016.

10. REVIEW FREQUENCY

The Committee reviews the Policy annually to ensure that it meets the highest standards.