



WHISTLEBLOWER POLICY

In recognition of the USM Foundation's commitment to the highest standards of financial reporting and lawful and ethical behavior, the Board of Directors has adopted the following procedure for the reporting of illegal and unethical conduct in connection with the foundation's finances and other aspects of its operations, and the retention and treatment of such complaints, including confidential, anonymous submissions received from employees.

Should any person know or have a reasonable belief that persons associated with the foundation plan to engage or have engaged in illegal or unethical conduct in connection with the finances or other aspect of the foundation's operations, that person should immediately file a complaint with the Chief Audit Executive or the President and CEO of the foundation. In the event that a complaint is reported to the President and CEO, he or she shall promptly share the information with the Chief Audit Executive, unless the complaint relates to acts or omissions by the Chief Audit Executive. Employees may submit complaints on a confidential anonymous basis.

The Chief Audit Executive or the President and CEO, as appropriate, shall follow up promptly on all credible complaints, with further investigation conducted if needed to resolve disputed facts. In conducting its investigations, the foundation will strive to respect an employee's request for anonymity and will strive to keep the identity of other complainants as confidential as possible, consistent with the need to conduct an adequate review and investigation.

The Chief Audit Executive and/or President and CEO shall report all complaints to the Chairperson of the Audit Committee, who shall report the complaint to the Audit and Executive Committees no later than their next scheduled meetings. The Executive Committee shall then decide whether and when to inform the Board as a whole of the complaint.

The Foundation shall take appropriate action in response to any complaint, including, but not limited to, disciplinary action (to and including termination) against any person who, in the foundation's assessment, has engaged in misconduct. In addition, the foundation shall report such misconduct to the relevant civil and criminal authorities as required by law.

The Foundation will not knowingly, with intent to retaliate, take any action harmful to any person, including interference with lawful employment or livelihood, for reporting a complaint in good faith pursuant to this policy or for reporting a complaint to law enforcement officers, governmental agencies or bodies, or persons with supervisory authority over the complainant. Likewise, there will be no punishment or retaliation for providing information regarding a

complaint in good faith to, or otherwise assisting in any investigation regarding a complaint conducted by the foundation, law enforcement officers, governmental agencies or bodies, or persons with supervisory authority over the complainant. Finally, there will be no punishment or other retaliation for filing a good faith complaint, or otherwise participating or assisting in a proceeding filed or about to be filed (with any knowledge of the foundation) regarding the complaint. An individual who deliberately or maliciously provides false information may be subject to disciplinary action (up to and including termination).