

## **VII. WHISTLEBLOWER POLICY**

### **Purpose of this Policy**

UNDC is committed to high standards of ethical, moral, and legal business conduct. This Whistleblower Policy is intended to encourage and enable UNDC employees and others to, in good faith, raise concerns about possible wrongdoing, including harassment, discrimination, improper or unlawful practices, or business misconduct at UNDC, while providing assurance that they will be protected against retaliation for raising such concerns.

### **Reporting Procedure**

If a UNDC employee or other person is aware of any wrongdoing, including harassment, discrimination, improper or unlawful practices, or business misconduct relating to UNDC, including any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority, he or she shall report such activity promptly, either orally or in writing (a "Report"), to: (1) UNDC's outside counsel, Fried, Frank, Harris, Shriver & Jacobson LLP ("Fried Frank"), One New York Plaza, New York, NY 10004-1980, Attn: Ross Silver, phone no. (212) 859-8000, email: [ross.silver@friedfrank.com](mailto:ross.silver@friedfrank.com), or if UNDC's outside counsel is other than Fried Frank, to UNDC's outside counsel (Fried Frank or such other Counsel, "Outside Counsel"); and/or (2) an officer designated by UNDC as recipient of Reports.

If an officer, director, or employee of UNDC receives a Report, whether from a UNDC employee or from any other source, he or she shall immediately provide the Report to Outside Counsel. Reports may be submitted anonymously or the person submitting the Report may request to remain anonymous. Reports shall contain as much specific information as possible to allow the persons investigating the Report to fully and adequately assess the nature, extent, and urgency of any alleged wrongdoing.

## **Treatment of Reports**

All Reports will be treated seriously in a timely and reasonable manner. This may include referring information to governmental entities or law enforcement agencies. The identity of the person providing the Report and the substance of the allegations in the Report will be kept confidential to the extent permitted by law and where consistent with UNDC's ability to respond to the allegations in the Report.

The Governance and Compensation Committee will receive an oral or written report from Outside Counsel on each Report of harassment, discrimination, or any other violation of UNDC's prohibitions against harassment. The Audit Committee will receive an oral or written report from Outside Counsel concerning all other Reports. Outside Counsel will also present to the relevant committee any follow-up actions taken in response to a Report. If the person submitting a Report identifies himself or herself, a representative of Fried Frank may, at UNDC's discretion, communicate to that person the steps taken to address the allegations set forth in the Report. Outside Counsel, in consultation with the relevant committee, may enlist committee members, employees of UNDC, and/or outside legal, accounting, or other advisors, as appropriate, to investigate any Reports and to take, or report to the Board of Directors on taking, appropriate corrective action. All UNDC employees are obligated to cooperate in any investigation relating to a Report.

## **Retention of Information**

A record of all Reports under this policy, together with all related documentation, will be maintained for at least six years in secure files to which only the relevant committee members and internal and outside counsel will have full access.

## **No Retaliation**

Retaliation against any employee or other person who submits a Report in good faith under this policy is strictly prohibited. Employees who engage in retaliatory behavior, harass, or take adverse personnel action (including any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance) against a person who has submitted a Report will be subject to discipline. Discipline may include, but is not limited to, termination of employment, a warning or letter of reprimand, demotion, loss of merit increase,

or suspension without pay. Any employee who feels that he or she has been subjected to any behavior that violates this policy should immediately report that behavior in the same manner indicated above. Employees who do not file Reports in good faith will not be protected by this policy and may be subject to discipline. Information concerning potential wrongdoing is disclosed in “good faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

**Other Legal Rights Not Impaired**

This whistleblower policy is not intended to limit, diminish, or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action, including but not limited to under the laws of the State of New York, including but not limited to Civil Service § 75-b, Labor Law § 740, State Finance Law § 191, and Executive Law § 55(1), to the extent applicable.