



Mayberry Investments Limited

WHISTLEBLOWER POLICY

General

The Code of Conduct of Mayberry Investments Limited (herein referred to as “Mayberry”) requires officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of Mayberry must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations as well as all internal policies.

Mayberry is committed to maintaining the highest standards of integrity, transparency, and ethical conduct. This Whistleblower Policy is designed to encourage and protect employees and stakeholders who report suspected misconduct, fraud, or violations of Company policies and applicable laws. The policy is aligned with the provisions of the Protected Disclosures Act and the Bank of Jamaica Protected Disclosures (BOJ as a Prescribed Person).

Scope of Policy

This Policy is intended to enable all officers and employees to raise any concerns internally in relation to any issues they may have that they consider to be improper conduct by their employer, as well as by any other employee of Mayberry once such disclosure is made in good faith. Improper conduct includes the following:

- a) A criminal offence;
- b) Violation of Mayberry’s Code of Conduct;
- c) Failure to carry out a legal obligation;
- d) Conduct likely to result in a miscarriage of justice;
- e) Conduct that is likely to threaten the health or safety of a person;
- f) Conduct likely to threaten or damage the environment;
- g) Any act of reprisal against or victimization of an employee;
- h) Conduct that tends to show unfair discrimination on the basis of gender, race, place of origin, social class, colour, religion or political opinion; or
- i) Willful concealment of any act described above

- j) Such other activities as may be prescribed by or under the **Protected Disclosures Act**.

Confidentiality

Disclosure of improper or suspected improper conduct may be made on a confidential basis by the complainant or may be submitted anonymously to the Designated Officer. These disclosures will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation and taking into account any applicable reporting requirements. However, anonymous reports may limit the ability to complete a thorough investigation.

Designated Officer

The Head of Human Resources is appointed as the Designated Officer for the purposes of this Policy. The Designated Officer is responsible for receiving and addressing whistleblower reports and ensuring the investigation and resolution of all reported complaints and allegations concerning disclosure of improper conduct. The Designated Officer shall report any significant matters to the Mayberry Compliance Committee as they arise, and at least on a quarterly basis.

Reporting Improper Conduct

Individuals who become aware of unethical or illegal activities are encouraged to report their concerns promptly. Disclosures should include detailed information regarding the nature of the misconduct, the individuals involved, and any supporting evidence. In most situations, an employee's supervisor is best suited to address any concerns. However, if an employee feels uncomfortable discussing the issue with their supervisor or is unsatisfied with the response, they are encouraged to reach out to a representative in the Human Resources Department or any member of management they feel comfortable approaching.

Where there remains concern about making the report to any of the above persons, this Policy provides that disclosure of any improper conduct can be made directly to the Designated Officer. Where disclosure is being made regarding the Designated Officer, then such disclosure and its investigation should be directed to the CEO.

Under this Policy, detected or suspected fraud must be reported in accordance with the provisions of the Anti-Bribery, Corruption, Fraud and Other Wrongdoing Policy.

All disclosures to the Designated Officer (or the person who may receive the disclosure if it is in relation to the Designated Officer) are to be made in writing. So far as is practicable, the disclosures shall contain the information required by the Second Schedule of the Protected Disclosures Act as outlined below:

1. The full name, address and occupation of the person making the disclosure (to the extent possible).
2. The nature of the improper conduct in respect of which the disclosure is made.
3. The name of the person alleged to have committed, to be committing or to be about to commit the improper conduct.
4. The time and place where the alleged improper conduct is taking place, took place or is likely to take place.
5. The full name, address and description of a person (if any) who witnessed the commission of the improper conduct.
6. Whether the person making the disclosure has made a disclosure of the same or of some other improper conduct on a previous occasion and if so, about whom and to whom the disclosure was made.
7. If the person is an employee making a disclosure about that person's employer or a fellow employee, whether the person making the disclosure remains in the same employment.

No Retaliation

Mayberry will ensure that no officer or employee who, in good faith, reports an improper or suspected improper conduct or violation of any relevant Policy and/or Procedure shall suffer harassment, retaliation or adverse employment consequence. For the avoidance of doubt, an employee who makes a disclosure under this Policy will still be subject to disciplinary action in respect of any other action or omission that the employee may take while employed to Mayberry once the action or omission is not directly connected to the Good Faith disclosure made under this Policy. An employee or officer who retaliates against someone who has reported a violation in good faith is subject to disciplinary action in keeping with the Mayberry's Disciplinary Policy

An employee who, having made a report of improper conduct and who reasonably believes that he or she has been or is being ostracized, vilified, victimized or is otherwise being retaliated against, shall report that experience to the Designated Officer. The Designated Officer (or other person) shall have the report investigated and communicate the findings to the Compliance Committee, along with any recommendations for corrective actions. The findings will only be shared with the complainant if the Designated Officer deems it appropriate to do so.

Any such proven retaliation shall be treated as an offence under the Company's Disciplinary Policy.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected improper conduct must do so acting in good faith and must have reasonable grounds for believing the information

disclosed indicates improper conduct. Any allegation which proves to have been made maliciously or with knowledge that it is false will be viewed as a serious disciplinary offence, which could lead to disciplinary action in keeping with the Company's Disciplinary Policy.

Handling of Reported Violations

Where the complainant has been identified, the Designated Officer will acknowledge receipt of the reported improper conduct within five business days. All files and correspondence in relation to such disclosures shall be maintained by the Designated Officer.

All reports, including those submitted anonymously, will be promptly investigated both internally and externally as is required and on a confidential basis. The Designated Officer will determine whether such investigation requires consultation with the Head of Compliance, the Chief Internal Auditor, the CEO and/or the Police.

As the nature of the investigations to be conducted will vary according to the type of violation, this Policy does not set a timeline for conclusion. The Designated Officer will, however, ensure that investigations are conducted swiftly given all the circumstances, and shall provide the complainant with updates in writing on the status of the investigation of the disclosure at reasonable intervals, if it is appropriate to do so.

If an employee makes a protected disclosure in accordance with this internal policy, and no steps have been taken by the Designated Officer to commence an investigation within thirty days, the employee may make an external disclosure in accordance with the Protected Disclosures Act. Pursuant to clause 3.2 of the BOJ Policy, the employee may only make a disclosure to the BOJ as a prescribed person if, as stated above, thirty days have elapsed and such employee reasonably believes that the conduct disclosed falls within the area of responsibility of the BOJ.

The Designated Officer shall be required to report to the Compliance Committee at its next regular meeting regarding any disclosure in respect of which it is alleged that no steps have been taken as required by the Act and this Policy.

Disclosure to the BOJ as set out above, shall be made in accordance with clause 5 of the BOJ Policy. Employees who make disclosures to the BOJ will receive protection in accordance with clause 10 of the BOJ Policy.

The Designated Officer will provide copies of all reports of investigations and corrective action taken to the Audit Committee for review.

Record Keeping

The HR Department is responsible for the collation and the maintenance of the reports and

the results of investigations once the investigations have been completed.

Policy Review

The Policy shall be reviewed annually. All policy changes must be approved by the Board of Directors of Mayberry Investments Limited. Employees are required to read the Policy and to annually certify that they have read and understood the contents.

Responsibility/Policy Owner

Human Resources Department

Effective Date

March 2025

Contact Information

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Related Information

Protected Disclosures Act
Bank of Jamaica Protected Disclosures (BOJ AS A PRESCRIBED PERSON) Procedures

Approval

This policy has been approved by the Board of Directors of Mayberry Investments Limited.

Signature of Member of the Board of Directors

Date

Signature of Member of the Board of Directors

Date