

# WHISTLEBLOWER POLICY

Itemize Corp.  
P.O. Box 3510 | New York, New York 10163  
[www.itemize.com](http://www.itemize.com) | 1-212-206-0880

**ITEMIZE CORP.**

**Policy and Procedures for the Reporting and Confidential  
Treatment of Complaints Relating to Unethical or Unlawful Conduct  
Whistleblower Policy**

Submissions under this Policy may be mailed to Itemize Corp. (“Itemize”) at its principal executive offices, to the attention of the Chairman of the Board (the “Chair”), its President or the Administrator. Itemize shall also establish a special e-mail address for electronic submissions under this Policy, which may be an e-mail address at Itemize. E-mails sent to tips@itemizecorp.com address accessible only by the Chair, the President and the Administrator.

**VERSION HISTORY**

<b>Version</b>	<b>Date</b>	<b>Lead</b>	<b>Title</b>	<b>Description</b>
V.1	03/07/2019	P. Kolevzon	General Counsel	Policy Creation
V.2	07/18/2019	V. Musonza	Compliance	Update

**APPROVAL**

<b>Version</b>	<b>Date</b>	<b>Approver</b>	<b>Title</b>	<b>Description / Summary Change</b>
V.2	07/23/2019	P. Kolevzon	General Counsel	Update Approval
V.2	07/23/2019	J. Thomas	CEO	Update Approval

\* \* \* \* \*

**General Statement of Policy**

Itemize strives to achieve the highest standards of ethics and integrity and does not tolerate immoral, unethical or unlawful conduct. Itemize requires its directors, officers and employees to observe high standards of business and personal ethics and integrity and to comply with all applicable laws, rules and regulations in the conduct of their responsibilities on its behalf.

All directors, officers and employees of Itemize are expected to report suspected violations of this Policy in accordance with the procedures set forth below. The matters that

should be reported under this Policy include suspected fraud, embezzlement, accounting or financial record-keeping or reporting irregularities, bribery, kickbacks, misuse of Itemize's assets, violations of legal requirements applicable to the operations of Itemize and its facilities and violations of the Privacy Policy of Itemize or any other policy adopted by Itemize.

The list of matters in the previous paragraph is intended to be illustrative and not exclusive. If any director, officer or employee of Itemize suspects conduct or inaction that violates the standards set forth in the first paragraph of this Policy, such violations should be reported under this Policy. However, this Policy is not intended to set forth procedures with respect to reporting violations of Itemize's applicable human resources policies, problems with co-workers or supervisors or with respect to labor law violations such as employment discrimination or sexual or other unlawful harassment. These matters should be handled in accordance with Itemize's human resources policy in effect at that time.

This Policy has been adopted by the Board of Directors of Itemize (the "Board") and will be periodically reviewed and appropriately updated as necessary. The Board is authorized to administer this Policy and to designate one of its members or an Itemize officer, employee, consultant or advisor to act as the Administrator to provide administrative assistance to the Board. Board has designated the Vice President and General Counsel of Itemize to act as the initial Administrator. The Board may from time to time replace the then serving Administrator with a person who shall possess appropriate financial knowledge and sensitivity to principles of corporate governance, and the confidential nature of these procedures, to be able to process and assist the Board in evaluating submissions made under these procedures.

Submissions under these procedures shall be maintained in confidence and shall be disclosed or disseminated only on a need-to-know basis. While the Board encourages anyone making a submission under this Policy to identify him or herself, submissions may be made anonymously. As discussed more fully at the end of this Policy, any retaliation against any director, officer, employee or other person who in good faith makes a submission under these procedures will not be tolerated.

Itemize shall inform all directors, officers and employees of Itemize of this Policy and the availability of these procedures. In particular, employees shall be informed that all submissions under these procedures shall be kept confidential and may be made anonymously. Itemize shall post this Policy on its website and shall also include a copy of this Policy in the Itemize codes of conduct distributed to employees, employee manuals or by any other means reasonably calculated to bring this Policy to the attention of employees generally. Itemize shall also provide a copy of this Policy to all directors and officers of Itemize.

### **Intake and Processing of Submissions**

All submissions under this Policy must be made in good faith based on reasonable grounds to believe that a violation of this Policy has occurred or is about to occur.

With respect to all submissions not submitted on an anonymous basis, the Administrator shall send an acknowledgment of receipt to the person making the submission as soon as reasonably practicable.

The Administrator shall review each submission as soon as practicable following receipt and shall prepare a summary of each submission with any commentary that the Administrator considers useful or appropriate for consideration by the Board. The summary shall be delivered to the Chair promptly.

The Administrator shall maintain a confidential log of all submissions. The log shall include the date of receipt; the identity of the person making the submission, or appropriate notation if the submission is made on an anonymous basis; where the full submission may be accessed; and a brief summary of the substance of the submission. The log shall be updated periodically to record any action taken with respect to a submission.

All submissions and related documentation, including documentation relating to any investigation conducted at the direction of the Board under these procedures and its disposition, shall be retained in a secure file location in accordance with the Itemize document retention policies then in effect, but in any event for not less than five years from the date of submission. Access to the file shall be limited as provided above.

### **Investigations and Actions in Response to Submissions**

The Board, alone or in consultation with any advisor to the Board with whom the Chair or the Board thinks it appropriate to confer, shall determine the action, if any, to be taken in response to each submission.

If the Board believes that an investigation of any matter raised by a submission is appropriate, the Board shall determine the appropriate persons to conduct the investigation, which may be Itemize's outside counsel or independent auditor or another outside professional engaged for this purpose by the Board. However, any submission that alleges accounting or financial record-keeping or reporting irregularities shall be referred to the Treasurer or other financial officer of Itemize to conduct such investigation.

The Board shall also determine the scope of the investigation to ensure that the investigation will be sufficiently broad to yield a comprehensive understanding of the facts and allow the Board and/or Itemize's management to reach reasonable conclusions on an appropriate response.

The Chief Executive Officer of Itemize shall be promptly informed of all submissions with respect to which the Board has determined to conduct an investigation and shall be kept informed on a periodic basis of the progress of the investigation, unless the investigation relates to questionable practices attributable to such officer. The Chief Financial Officer of Itemize shall, if appropriate, likewise be kept informed. The Chair shall in his or her discretion from time to time apprise the Board of submissions and the status of any investigations with respect thereto.

At the conclusion of any investigation, the Board shall determine and present to the Chief Executive Officer of Itemize and, if appropriate, the Chief Financial Officer of Itemize, the response that the Board deems appropriate in the circumstances. The response may include remedial or disciplinary action, implementation of policies and procedures to prevent recurrence of improper or questionable practices and/or referral of the matters involved to Itemize's independent auditors or to government officials.

The Board shall monitor implementation of any response determined to be appropriate by the Board under these procedures and shall take such action as the Board determines is appropriate in the event that there is a failure by management or others to implement the response to the satisfaction of the Board.

### **Policy against Retaliation**

No employee, director or officer of Itemize, or any other person, shall in any way suffer any intimidation, harassment, discrimination or other retaliation or, in the case of an employee, any adverse employment consequence, by reason of having made a submission in good faith under these procedures, or for providing information, causing information to be provided or otherwise assisting in any investigation conducted in accordance with these procedures.

If Itemize becomes aware that any person has been discharged, terminated, demoted, suspended, threatened, intimidated, harassed or otherwise discriminated or retaliated against by reason of having made a submission in good faith or assisting in any investigation under these procedures, the management of Itemize and/or the Board shall take such action as is necessary or appropriate to annul or otherwise remedy to the extent practicable the improper action taken against such person and to assure that such improper action does not recur, including appropriate disciplinary action against any person engaging in such retaliation.

The notice required by this Policy to be disseminated to employees of Itemize regarding this Policy and procedures shall clearly set forth the foregoing Policy against retaliation.

**Violations of this Policy**

Any person who violates this Policy and any person who makes a submission under these procedures that proves to have been made maliciously or knowingly to be false will be subject to serious disciplinary action, including possible termination of employment.

ACKNOWLEDGMENT OF RECEIPT AND ACCEPTANCE

I have received a copy of, and I have read, understand and agree to, the foregoing Whistleblower Policy of Itemize Corp.

Print Name:

Date:

---

---

Signature:

---