



WHISTLEBLOWER POLICY

ENGAGE NOW AFRICA

I. General

Engage Now Africa (ENA) is committed to lawful and ethical behavior in all of its activities and requires its trustees, directors, officers, employees and staff members to observe the highest standards of professional and personal ethics in the performance of their duties and responsibilities. As part of this commitment, the Organization encourages an open and honest atmosphere in which any good faith problem, complaint, concern, suspected violation, suggestion, or question regarding the Organization's business practices can be voiced to the Organization without fear of retaliation. In this respect, Part III of this Policy, regarding protections from retaliatory acts, is of utmost importance.

II. The Policy

The Organization has enacted this whistleblower policy to protect any member of Personnel who makes or causes to be made a report regarding what he or she believes or suspects, in each instance in good faith, to be an action, inaction, practice or policy that appears questionable, fraudulent, dishonest or suspicious in nature with respect to, involving or arising from:

- (a) the Organization's finances (including any internal or external accounting, controls or auditing matters);
- (b) violations by the Organization or any of its Personnel (with respect to the Organization) of any state or federal law or regulation, including but not limited to corruption, malfeasance, bribery, theft, fraud, misuse of property or resources, or coercion;
- (c) providing untruthful information in connection with an inquiry or investigation by a court, agency, law enforcement organization or other governmental or quasi- governmental body;
- (d) an unjustified expenditure of Organization funds;
- (e) a misuse of ENA property or resources (including but not limited to Personnel engaging in self-dealing, which is generally a transaction that results in personal benefit or gain);

- (f) gross misconduct, gross incompetence, or gross inefficiency of any Personnel (including but not limited to forgery or the unauthorized alteration, destruction or withholding of documents or files);
- (g) potential violations of ENA policy (including this Policy); or
- (h) the failure of Personnel to either (i) cooperate in inquiries or investigations, or (ii) identify potential violations or violators of this Policy.

The matters described above, together with any similar matters or acts, even if not specifically described above, are “Financial and Legal Matters.”

III. Protection from Retaliatory Acts

(a) Protection Only for Good Faith Conduct

This Policy is intended to protect Personnel who comply with this Policy in good faith. This Policy does not protect any Personnel who make, file, take any action, or cause the making, filing of, or taking of any action with respect to, an Initial Report (i) in bad faith, (ii) not in good faith, (iii) with a malicious intent, and/or (iv) knowing that such Initial Report is false or baseless (“Bad Faith Acts”). Filing an Initial Report in which the suspected conduct reported is determined to be proper conduct does not, in and of itself, constitute a Bad Faith Act.

Engaging in a Bad Faith Act is a serious offense and a violation of this Policy. Any member of Personnel who engages in a Bad Faith Act will be subject to disciplinary measures (e.g., termination or removal) or other corrective actions.

(b) Protection from Retaliatory Acts

This Policy is intended to encourage and enable Personnel to make an Initial Report and comply with this Policy without fearing a Retaliatory Act. Under certain circumstances, a “Retaliatory Act” may include, but is not necessarily limited to, being subjected to (i) harassment, (ii) victimization, (iii) intimidation, and/or (iv) adverse employment-related consequences (which may take the form of (1) job assignment or reassignment, in each instance with adverse or perceived adverse implications, (2) promotion with adverse or perceived adverse implications, (3) demotion, (4) compensation related actions or inactions with adverse or perceived adverse implications, (5) training with adverse or perceived adverse implications, (6) discipline, (7) suspension, and/or (8) termination). However, the acts identified above will not in all instances constitute a Retaliatory Act.

The Organization shall use its best efforts to protect any member of Personnel who files (or is suspected of filing) an Initial Report, and any Personnel who complies with (or is suspected of complying with) this Policy, from Retaliatory Acts. Engaging in a Retaliatory Act is a serious offense and violation of this Policy. Any member of Personnel who engages in a Retaliatory Act will be subject to disciplinary measures (e.g., termination or removal) and/or other corrective actions.

IV. Confidentiality

The Organization shall keep confidential the identity of any member of Personnel who makes an Initial Report, to the extent reasonably practicable and consistent with applicable law and ENA policies. The Organization will balance (a) the desire of Personnel to remain anonymous, and (b) the Corporation's desire to be informed about, investigate and address questionable, fraudulent, dishonest or suspicious conduct. Generally this means that, to the extent circumstances permit, the identity of any Personnel who makes an Initial Report will be shared only with the people who need to know the identity of Personnel to carry out the procedures set forth in this Policy or other applicable ENA policies, and with law enforcement officials, in appropriate circumstances.

V. Personnel Reporting of Beliefs, Concerns, Complaints and Suspicions

Each member of Personnel shall promptly make an Initial Report in accordance with this Policy if the member of Personnel believes or suspects, in each instance in good faith, there to be an action, inaction, practice or policy that appears questionable, fraudulent, dishonest or suspicious in nature with respect to, involving or arising from Financial and Legal Matters.

Any member of Personnel may direct an Initial Report to the Organization's Chairman of the Board of Directors (the "Compliance Officer"). Initial Reports may be made orally or in writing and, in each instance, anonymously if the member of Personnel desires (to the extent consistent with Section IV above).

Alternatively, any member of Personnel may direct an Initial Report to any officer, director, supervisor and/or manager with whom such member of Personnel is comfortable approaching. Any officer, director, supervisor and/or manager who is not the Compliance Officer who receives an Initial Report from such member of Personnel shall immediately provide the Initial Report to the Compliance Officer. No officer, director, supervisor and/or manager shall be required to identify the member of Personnel who made an Initial Report, unless the Board of Directors of the Corporation ("Board"), after considering

the guidelines provided in Section IV, requires such officer, director, supervisor and/or manager to identify the member of Personnel.

VI. Acknowledgment

Upon receipt of an Initial Report, the Compliance Officer will, to the extent practicable, acknowledge receipt of such Initial Report to the source of such information in writing.

VII. Investigation

The Compliance Officer shall inform the Board of such receipt in a timely manner. The Board shall reasonably conduct or cause to be reasonably conducted an investigation into the issues raised by the Initial Report (an "Investigation"). An Investigation may include the questioning of members of Personnel, seeking the advice of outside counsel, and/or seeking the assistance of an outside auditor or consultant, in each instance as reasonably determined by the Board or, if the Investigation is delegated to an Investigation Committee (as defined below), as reasonably determined by the Investigation Committee.

The Investigation shall be conducted as sensitively and discretely as possible under the circumstances, consistent with permitting a full and fair Investigation and fulfilling the purposes of this Policy and applicable law.

The Board may, as it deems appropriate, form an investigation committee ("Investigation Committee") to conduct an Investigation and appoint members to such committee. Any individual identified in the Initial Report or at any time suspected of being involved in any matter related to the events contained in an Initial Report is prohibited from serving on the corresponding Investigation Committee as are persons related to such individual or persons under the monetary control of such individual unless otherwise determined by the Board. If an Investigation Committee is formed, then it shall perform the Investigation, or cause the Investigation of, any Initial Report in the manner and to the extent it determines is reasonable under the circumstances. If reasonable, the Investigation Committee shall report its findings to the Board during the course of its Investigation. In all instances, the Investigation Committee shall report its findings to the Board at the conclusion of its Investigation.

VIII. Resolution and Corrective Action

If the Investigation indicates that a violation of law, regulation, or ENA policy has occurred, then the Board shall determine and implement, or cause the implementation of, disciplinary measures (including termination or removal) and/or other corrective action(s) as it determines appropriate under the circumstances. If an Investigation Committee has been formed: (a) it shall recommend any appropriate disciplinary measures or other corrective actions to the Board and (b) the Board shall consider, but not be bound by, the Investigation Committee's recommendations.

After obtaining approval from the Board, the Compliance Officer may directly, or indirectly through outside counsel or an outside auditor or consultant, notify the member of Personnel who made the Initial Report regarding the Investigation Committee's and/or Board's findings.

IX. Document Retention

The Corporation shall maintain a record of all Initial Reports and the actions taken with respect thereto and maintain such records in accordance with the Organization's document retention and destruction policy. In all events, such records shall include the date of the Initial Report, the nature of the Initial Report, the status of the Investigation regarding such Initial Report, and the ultimate resolution of the Investigation of the Initial Report.

CERTIFICATE OF OFFICER

I hereby certify that I am the duly acting Executive Director of Engage Now Africa and that the foregoing Whistleblower Policy, comprising 4 pages (excluding this page), constitutes the Whistleblower Policy of Engage Now Africa as duly adopted by the Board of Directors.

Dated August 29, 2014

(Signature on file) _____

Jennifer A. Hogge, Executive Director