

WHISTLEBLOWER POLICY
OF
THE ARMENIAN GENERAL BENEVOLENT UNION

ARTICLE I. STATEMENT OF PURPOSE

The Armenian General Benevolent Union (the “AGBU”) requires its directors, officers, employees, committee members and volunteers, as well as all persons who provide the AGBU with contracted services (each, a “Protected Person”) to observe high standards of business and personal ethics in connection with fulfilling their responsibilities and other activities relating to the AGBU. As employees and representatives of the AGBU, Protected Persons are expected to practice honesty and integrity in fulfilling their responsibilities and are required to comply with all applicable laws and regulations.

The purpose of this whistleblower policy (this “Policy”) is to encourage and enable Protected Persons, without fear of retaliation, to raise concerns regarding suspected unethical and/or illegal conduct or practices on a confidential and, if desired, anonymous basis so that the AGBU can address the concerns and correct inappropriate conduct and actions.

This policy governs the process through which employees and others, acting on behalf of the AGBU, either directly or anonymously can notify the appropriate representatives of the AGBU of potential violations or concerns. In addition, this policy establishes a mechanism for responding to, and keeping records of, any complaints from employees and others regarding such potential violations or concerns.

ARTICLE II. REPORTING RESPONSIBILITY

It is the responsibility of all Protected Persons to report in good faith any concerns they may have regarding actual or suspected activities which may be illegal or in violation of the AGBU’s Conflict of Interest Policy or related to fraud, theft, embezzlement, accounting or auditing irregularities or deficiencies, inadequate financial statement disclosures or internal controls, bribery, kickbacks, and misuse of the AGBU’s assets, as well as any actual or suspected violations of high standards of business and personal ethics, in each case as related to the AGBU (each, a “Concern”), in accordance with this Policy.

ARTICLE III. NO RETALIATION

No Protected Person who in good faith reports a Concern shall suffer intimidation, harassment, retaliation, discrimination or adverse employment consequence because of such report. Any employee or other representative of the AGBU who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including termination of employment or other relationship with the AGBU. Notwithstanding anything contained herein to the contrary, this Policy is not an employment contract and does not modify the employment relationship between the AGBU and its employees, nor does it change the fact that employees of

the AGBU are employees at will. Nothing contained herein is intended to provide any Protected Person with any additional rights or causes of action, other than those provided by applicable law.

ARTICLE IV. REPORTING CONCERNS

Any Concerns should be reported as soon as practicable to the Secretary of the AGBU (the “Authorized Officer”) at the address or email address specified in Article IX. The Authorized Officer shall inform the Central Board of Directors of the AGBU (the “Central Board”) of all reported Concerns. Any questions with regard to the scope, interpretation or operation of this Policy should be directed to the Authorized Officer.

ARTICLE V. INVESTIGATIONS

The Central Board shall address all reported Concerns and determine the scope of investigation or other inquiry that may be warranted. The Central Board may delegate the responsibility to investigate a reported Concern to a committee of the Central Board, one or more members of the Central Board or employees of the AGBU or to any other individual, including persons not employed by the AGBU, selected by the Central Board; provided that the Central Board may not delegate such responsibility to an employee or other individual who is the subject of the reported Concern or in a manner that would compromise either the identity of an employee who reported the Concern anonymously or the confidentiality of the complaint or resulting investigation. Notwithstanding anything herein to the contrary, the scope, manner and parameters of any investigation of or inquiry regarding a reported Concern shall be determined by the Central Board (or applicable committee) in its sole discretion and the AGBU and its employees and other representatives shall cooperate as necessary in connection with any such investigation. The Central Board (or applicable committee) will be free in its sole discretion to engage outside counsel, auditors or other experts or advisors to assist in the investigation and in the analysis of results.

ARTICLE VI. ACTING IN GOOD FAITH

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing that the information disclosed may indicate a violation of law and/or ethical standards. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

ARTICLE VII. CONFIDENTIALITY OF CONCERNS

The AGBU will keep confidential the identity of any employee reporting a Concern under this Policy until an investigation is commenced. Thereafter, the identity of the Protected Person reporting the Concern may be kept confidential, if requested, unless such confidentiality is incompatible with a fair investigation, or unless there is an overriding reason for identifying or otherwise disclosing the identity of the Protected Person reporting the Concern, or unless disclosure of the identity of the Protected Person is required by law. Where disciplinary proceedings are invoked against any individual as a result of a Concern reported under this policy, the AGBU will normally require that the name of the person reporting the Concern be disclosed to the person subject to such proceedings. The AGBU encourages employees to put

their names to any Concern they report, but any employee may also report a Concern anonymously pursuant to the procedures set forth below. In responding to an anonymous Concern, the AGBU will pay due regard to fairness to any individual named in the Concern, the seriousness of the issue raised, the credibility of the information or allegations in the Concern, and the prospect of an effective investigation. Investigations will be conducted as promptly as practicable, taking into account the nature and complexity of the Concern and the issues raised.

ARTICLE VIII. HANDLING OF REPORTED CONCERNS

The Authorized Officer will acknowledge receipt of each reported Concern within five business days, but only to the extent the reporting person's identity is disclosed or a return address is provided. All reports will be promptly investigated; the scope of any such investigation being within the sole discretion of the Central Board (or applicable committee), and appropriate corrective action will be taken if warranted by the investigation.

ARTICLE IX. AUTHORIZED OFFICER CONTACT INFORMATION

Corporate Secretary
c/o Chief Operating Officer
Armenian General Benevolent Union
55 East 59th Street
New York, NY 10022-1112
USA

- OR -

corporatesecretary@agbu.org

Adopted: August 8, 2016