

## **OPERA SINGERS INITIATIVE, LTD.**

### **WHISTLEBLOWER POLICY**

OPERA SINGERS INITIATIVE, LTD. (the “Company”) is committed to maintaining the highest standards of conduct and ethics and to fully comply with the law in conducting its business. This Whistleblower Policy (“Policy”) reflects the practices and principles of behavior that support this commitment. The board of directors of the Company (“Board of Directors”) expects every director, member of a committee of the Board of Directors, officer, employee, consultant and volunteer to read and understand the Policy and its application to the performance of his or her responsibilities.

The Company will investigate any suspected financial, accounting or other legal and ethical violations or fraudulent or dishonest use or misuse of the Company’s resources or property by members of the Board of Directors, members of a committee of the Board of Directors, officers, employees, consultants or volunteers. The Company will take appropriate action against anyone found to have engaged in such conduct, including disciplinary action by the Company and/or civil or criminal prosecution, if warranted.

All directors, members of a committee of the Board of Directors, officers, employees, consultants or volunteers are not only encouraged, but required, to report suspected fraudulent or dishonest conduct, and suspected financial, accounting or other legal and ethical violations (i.e., to act as a “whistleblower”), pursuant to the procedures described below. A director, member of a committee of the Board of Directors, officer, employee, consultant or volunteer who informs a supervisor, the Chief Executive Officer Director, or a member of the Board of Directors (or one of its designees) about an activity relating to the Company which that person believes to be a violation of this Policy is considered a “whistleblower”.

#### **I. REPORTING**

It is the responsibility of all directors, members of a committee of the Board of Directors, officers, employees, consultants or volunteers to report suspected financial, accounting, or other legal and ethical violations, or activity that creates a substantial and specific danger to the public safety, in accordance with this Whistleblower Policy. A director, member of a committee of the Board of Directors, officer, employee, consultant or volunteer who informs a supervisor, the Chief Executive Officer Director, or a member of the Board of Directors (or one of its designees) about an activity relating to the Company which that person believes to be a violation of this Policy is considered a “whistleblower”.

The concerns of an employee or consultant about possible fraudulent or dishonest use or misuse of the Company resources or property must be reported to his or her supervisor or, if of a volunteer, to the employee supporting the volunteer’s work. If for any reason a person finds it difficult to report his or her concerns to a supervisor, or to an employee supporting the volunteer’s work, the person may report the concerns directly to (i) the Chief Executive Officer, or (ii) a member of the Board of Directors or one of its designees (e.g., a committee of the Board of Directors, an attorney, etc). Directors, members of a committee of the Board of Directors,

officers, supervisors and managers are required to report suspected Fraudulent or Dishonest Conduct to Anna Lenhardt, Chief Executive Officer of the Company or Vikram Vatsalan, Finance Director of the Company.

Reporting persons are encouraged to report the concern verbally so that the person receiving the information can ask clarifying questions in order to ensure that the concern is fully understood. If the concern is communicated in writing, the reporting person should describe the concerns in detail. A less than thorough understanding may impair any investigation into the concern.

## II. VIOLATIONS

A. The following types of behavior are considered violations of this Policy:

(1) or Dishonest Conduct. A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- (a) forgery, alteration, destruction, concealment, or falsification of documents;
- (b) unauthorized alteration or manipulation of computer files;
- (c) fraudulent financial reporting or actions that may lead to fraudulent reporting;
- (d) pursuit of a benefit or advantage in violation of the Company's conflict of interest policies;
- (e) misappropriation or misuse of the Company resources, such as funds, supplies, or other assets;
- (f) authorizing or receiving compensation for goods not received or services not performed; and
- (g) authorizing or receiving compensation for hours not worked.

**This is not meant to be an exhaustive list but rather a guide to the types of improper behavior covered by this Policy.**

## III. RIGHT AND RESPONSIBILITIES

A. Required. You are required to come forward with any information regarding suspected fraudulent or dishonest conduct, without regard to the identity or position of the suspected offender.

B. . All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the

complaint. Appropriate corrective action will be taken, if necessary, and findings may or may not be communicated back to the whistleblower, depending on the circumstances. Investigations may warrant investigation by independent parties, such as auditors and attorneys.

C. in Good Faith. Any person filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantial and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

D. Protection. the Company will protect whistleblowers as described below.

(1) . the Company will use its best efforts to protect whistleblowers against retaliation or discrimination of any type. The identity of the reporting individual will be kept confidential to the extent consistent with the Company's interests and its legal obligations. whistleblowing-related allegations also will be handled with sensitivity, discretion and confidentiality, to the extent allowed by the circumstances and the law. Generally, this means that whistleblower complaints will only be shared with those who have a "need-to-know," so that the Company or its agents (or, if appropriate, law-enforcement officials) can conduct an effective investigation and determine what action to take based on the results of any such investigation. Should disciplinary or legal action be taken against a person or persons as a result of a whistleblower complaint, such persons may also have right to know the identity of the whistleblower.

(2) . Members of the Board of Directors, members of a committee of the Board of Directors, officers, employees, consultants and volunteers may not retaliate against a whistleblower for providing information about an activity which the whistleblower believes to be fraudulent or dishonest, with the intent or effect of adversely affecting the terms or conditions of the whistleblower's employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees. Whistleblowers who believe that they have been retaliated against must report acts of retaliation immediately. Retaliation in any form against an individual who reports a violation of this Policy or of law in good faith, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this Policy. Any complaint of retaliation will be promptly investigated. Any employee who engages in retaliation is subject to discipline, up to and including termination, and in appropriate cases, civil and/or criminal liability. However, the protection from retaliation is not intended to prohibit the Company from taking action, including disciplinary action, with regard to unrelated matters which may occur in the usual scope of the whistleblower's duties and which are based on valid performance-related factors.