

Whistleblower Policy

Function/Department: Legal and Compliance

Region: Global

Effective: 6 March 2020



Legal notice

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Whistleblower Policy

Purpose

One of Blue Yonder's most valuable assets is its integrity. Protecting this asset is the job of everyone in our organization. We have established a Code of Conduct to help our associates comply with the law and regulations applicable to our business and to maintain the highest standards of ethical conduct.

This Whistleblower policy is for reporting violations, incidents and/or complaints. It is meant to supplement our [Code of Conduct](#) by encouraging associates to report any suspected violations or concerns as to compliance with laws, regulations, our [Code of Conduct](#) and or other [Blue Yonder Company policies](#).

Policy

Blue Yonder's [Code of Conduct](#) requires all Blue Yonder associates to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

Associates and representatives of the organization, including third party legal entities that conduct business with or on behalf of Blue Yonder, must practice honesty and integrity in fulfilling their responsibilities professionally and comply with all applicable laws and regulations.

Policy Objectives

The objectives of the Blue Yonder's Whistleblower Policy are to establish a clear statement, process and procedures for:

- The reporting of incidents or concerns regarding questionable conduct by employees, directors, officers and other stakeholders of Blue Yonder on a confidential and / or anonymous basis.
- The types of issues or questionable conduct that should be reported.
- The receipt, retention, and treatment of complaints received by Blue Yonder regarding any of these issues or questionable conduct matters.
- The protection of Blue Yonder associates reporting concerns from retaliatory actions.

Policy Scope

This Whistleblower Policy applies to Blue Yonder Group, Inc. its subsidiaries and affiliates, and each of its officers, directors, and employees, including contingent workers and contractors, (collectively, where used is intended to apply to all such individuals as "Blue Yonder associates" or "associates"); it is to be observed and strictly complied with in every aspect of Blue Yonder's business.

This policy also applies to third party legal entities (including their personnel) or individuals subcontracted to work for or with Blue Yonder or that otherwise provide goods and services to Blue Yonder.

Reporting Responsibilities

It is every associate's obligation to report any incidents of:

- suspected or actual violations of laws, government rules and regulations, or
- suspected or actual violations of Blue Yonder's [Code of Conduct](#), or
- suspected or actual violations of any of Blue Yonder's Company policies.

Reporting an incident is important to the business of Blue Yonder including professional conduct and culture within the company and our business performance. It provides Blue Yonder the opportunity to address the matter appropriately, undertake an investigation (if required) and remedy any wrongdoing.

Reporting Channels

Blue Yonder expects associates to report suspected wrongdoings or potential policy or legal violations internally through any one of various reporting channels, including:

- [Blue Yonder EthicsLine](#) (the EthicsLine allows for reports 24 hours a day, 7 days a week via an independent third party vendor (EthicsPoint). Such complaints may be made via telephone or online at [Blue Yonder's EthicsLine](#) and can be reported anonymously,
- their direct supervisor or manager,
- any member of management,
- the Associate Success Department,
- the Internal Audit Department
- the Legal & Compliance Department, and/or
- the Chief Compliance Officer.

This provides Blue Yonder the opportunity to undertake an investigation and remedy any wrongdoing.

Reporting Level of Detail

Any reports made, whether anonymously or not, should include as much detail as possible, in order to allow Blue Yonder to investigate the matter appropriately. Important details may include, for example:

- the names of the people involved in or witnesses to the incident(s),
- the dates and times of the incident(s) (approximate or exact),
- where the incident(s) occurred, and
- why the person believes the incident(s) should be reported.

Insufficient detail may result in an inability for Blue Yonder to address the matter appropriately.

Any associate who believes that they may have been personally involved in misconduct or a policy violation is still expected to report such incidents. Self-reporting will be considered when deciding whether or what disciplinary action is appropriate.

Issue Types

Each Blue Yonder associate has an obligation to report violations or questionable and/or improper conduct across a wide range of issue types that impact the business of Blue Yonder. These issue types include but are not limited to the list found [here](#).

The type of issue is important as this will allow Blue Yonder to determine the appropriate Blue Yonder designated investigators to address the reported concern, incident or violation.

Receipt and Response of Reported Concerns

Investigations of all concerns or issues will commence within 30 days. Anonymity and confidentiality regarding associate concerns and problems will be maintained at all times as legally and practically possible, informing only those personnel who have a need to know.

The investigating team will notify the associate that the reported incident or concern has been received and is being investigated.

For each concern raised using the [Blue Yonder EthicsLine](#), a Report Key will be provided immediately after the concern has been submitted to the EthicsLine. This Report Key can be used by the associate reporting the concern to follow up on the concern raised and answer any questions relating to the investigation of the concern.

[Blue Yonder EthicsLine](#) makes these reports available only to specific individuals within Blue Yonder who are charged with evaluating the reported incident or concern, based on the type of violation and location of the incident. Each of these report recipients is obligated to maintain the confidentiality of the reports.

Non-Retaliation

This Whistleblower Policy is intended to encourage and enable associates to raise concerns for investigation and appropriate action. With this goal in mind, no executive, director, manager, employee or any associate who, in good faith, reports a concern shall be subject to retaliation or, in the case of an associate, adverse employment consequences.

Blue Yonder expressly forbids and does not tolerate any form of retaliation, retribution, discrimination or intimidation. Moreover, any associate who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including termination of employment.

Blue Yonder has a [Non-Retaliation and Non-Retribution Policy](#) that applies to all Blue Yonder associates and protects any person raising a concern relating to this policy.

Acting in Good Faith

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed in a report indicates improper or questionable conduct or is a violation of the Blue Yonder [Code of Conduct](#).

The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline up to and including termination of employment.

Confidentiality

Blue Yonder will, to the extent reasonably possible, keep confidential both the information and concerns reported under this policy, and its discussions and actions in response to these reports and concerns. In the course of its investigation, however, the investigators may find it necessary to share information with others on a “need to know” basis and, on such grounds and necessity, confidentiality cannot be guaranteed in all instances and depending on the nature of the matter.

Disclosure of reports of concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Definitions

Term	Definition
Associate or Blue Yonder Associate	An executive, officer, director, employee of Blue Yonder (including contingent workers and contractors). This includes Blue Yonder Group, Inc. its subsidiaries and affiliates.
Blue Yonder Ethicsline	Blue Yonder EthicsLine is an external service operated by EthicsPoint, an independent company. All reports submitted using Blue Yonder EthicsLine (via web or phone) are received directly by EthicsPoint and then routed to the appropriate person within Blue Yonder, who will ensure that each report is handled in a professional and confidential manner.
Report Key	A unique code allocated to an Incident or Concern after it is submitted on the Blue Yonder EthicsLine

Reference

- [Blue Yonder Code of Conduct](#)
- [Third Party Code of Conduct](#)
- [Non-Retaliation and Non-Retribution Policy](#)
- [Investigation Policy](#)
- All Blue Yonder policies can be located on [One Hub](#)
- [Blue Yonder EthicsLine](#)
- [Frequently Asked Questions on Blue Yonder EthicsLine](#)
- [How to File a Report on the Blue Yonder EthicsLine](#)