

Whistleblower Policy

PURPOSE

Versiti and its Affiliates are committed to the highest standards of ethical and legal conduct and require Versiti and Affiliate directors, officers, employees, volunteers, and other representatives to comply with all applicable laws, rules, regulations, and organizational policies and procedures. In addition, Versiti and its Affiliates emphasize honesty, integrity, and open communication. Versiti and its Affiliates have adopted this Whistleblower Policy to:

- Establish a mechanism for Versiti and Affiliate Representatives and business partners to raise concerns regarding possible unethical, improper or illegal conduct by Versiti or Affiliate representatives.
- Ensure that Versiti and Affiliate Representatives and business partners who communicate good faith concerns are protected from retaliation.
- Provide an overview of the process for the documentation, investigation, and resolution of reported concerns.

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POLICY

1. DEFINITIONS

For the purposes of this Policy, the capitalized terms shall have the meanings set forth in below:

“Affiliate” means BloodCenter of Wisconsin, Inc., BloodCenter Research Foundation, Inc., Aurora Area Blood Bank dba Heartland Blood Centers, Central Indiana Regional Blood Center, Inc., Michigan Blood, and any other entity controlled by or under common control with Versiti, Inc.

“Business Partner” means any individual or entity with which Versiti or a Versiti Affiliate has or is developing business relationship, agreement, arrangement or transaction.

“Representatives” means Versiti and Affiliate directors, officers, board committee members, advisory committee members, employees (full-time, part-time and temporary), agents, independent contractors and volunteers.

2. COMMUNICATION OF PRACTICE AND CONDUCT CONCERNS

Versiti and Affiliate Representatives and Business Partners are strongly encouraged to ask questions and seek clarification whenever they have concerns regarding any Versiti and Affiliate policy or practice. Versiti and Affiliate Representatives and Business Partners who know or suspect that an unintentional or deliberate violation of applicable laws, rules, regulations or Versiti and Affiliate policy has occurred, or who have other concerns regarding Versiti and Affiliate policies or conduct, are strongly encouraged to immediately report such circumstances to Versiti and Affiliate leadership (see Section 4 “How to Report”).

3. WHISTLEBLOWER PROTECTIONS

3.1 No Retaliation

Versiti and Affiliate Representatives are strictly prohibited from engaging in any form of retaliation against any individual (or entity) who: (i) communicates a good faith concern related to the ethical, legal, or business practices of Versiti and Affiliate Representatives (regardless of whether such concern reflects actual wrongdoing); or (ii) cooperates in any investigation or inquiry regarding such concern. Prohibited retaliatory behavior includes any negative action that would deter a reasonable person in the same situation from communicating or participating in the investigation of a concern related to Versiti and Affiliate practices or conduct. Examples of retaliatory behavior include, but are not limited to, discharging, demoting, suspending, threatening, harassing, disciplining, changing a job or shift assignment, or in any other manner discriminating or retaliating against any person or entity involved in the good faith communication or investigation of a concern. Versiti and its Affiliates will not tolerate any form of retaliation. Versiti and Affiliate Representatives who engage in Retaliatory Behavior in violation of this Policy will be subject to disciplinary action, up to and including termination.

3.2 Disclosures Related to Federal Contracts

Versiti and its Affiliates participate in several federal grants and contracts and will not discharge, demote, or otherwise discriminate against an employee as a reprisal for disclosing information (except for classified information) that the employee reasonably believes is evidence of any of the following:

- A gross mismanagement of a federal contract or grant;
- A gross waste of federal funds;
- An abuse of authority relating to a federal contract or grant;
- A substantial and specific danger to public health or safety; or

- A violation of law, rule, or regulation related to a federal contract (including competition for or negotiation of a contract) or grant.

Employees who disclose these types of information to the following persons or entities are protected:

- A member of Congress or a representative of a committee of Congress;
- An Inspector General;
- The Government Accountability Office;
- A federal employee responsible for contract or grant oversight or management at the relevant federal agency;
- An authorized official of the Department of Justice or other law enforcement agency;
- A court or grand jury; or
- The Versiti Chief Legal Counsel or other member of the Executive Leadership Team

In addition, Versiti and its Affiliates will not discharge, demote, or otherwise discriminate against an employee as a reprisal for initiating or providing evidence of misconduct in any judicial or administrative proceeding relating to waste, fraud, or abuse on a federal contract or grant.

3.3 Confidentiality

To the maximum extent possible given legal requirements and the need to conduct an effective investigation, the identity of individuals or entities who report concerns or participate in an investigation of such concerns will be kept confidential.

3.4 False Allegations

This Policy is also intended to protect individuals against false allegations of wrongful misconduct. Any communication that proves to be both unsubstantiated and made with malice or with knowledge of its falsity is not protected by this Policy. Versiti and Affiliate Representatives who (i) knowingly or with reckless disregard for the truth give false information, (ii) knowingly make a false report of wrongful conduct, or (iii) knowingly submit a subsequent false report of retaliation, will be subject to disciplinary action, up to and including termination. Allegations that are not substantiated, yet are made in good faith, are not subject to corrective action or any form of retaliation.

4. WHAT TO REPORT

Versiti and Affiliate Representatives are encouraged to refer to Versiti and Affiliate grievance and harassment policies to address day-to-day operational or human resource concerns. Examples of activities that should be reported under this Policy include, but are not limited to:

- Known or suspected violations of law or Versiti and Affiliate policies.
- Improper, unethical, or criminal conduct.
- Questionable accounting, internal accounting controls, or auditing practices.

- False or misleading information in Versiti or Affiliate financial documents, including the Versiti and Affiliate tax return (Form 990).
- Providing false information to or withholding material information from Versiti and Affiliate auditors.
- Knowingly submitting or causing another to submit false claims for payment of government funds (e.g., Medicare, Medicaid, National Institute of Health (NIH) grant payments).
- Self-dealing, private inurement and private benefit (i.e., use of Versiti and Affiliate assets or resources for personal gain or benefit).
- Payment for services or goods that are not rendered or delivered.
- Financial malpractice, impropriety or fraud, embezzlement.
- Failure to comply with contractual obligations.
- Dangers to health and safety of the environment.
- Planning, facilitating, or attempting to conceal any of the above.
- Any activity that could be considered retaliatory.
- Harassment, discrimination, other violations of labor standards.

5. HOW TO SUBMIT A REPORT

There are a number of internal and external mechanisms for reporting concerns. Please provide the time, location, and nature of the matter, the names of people individuals or entities involved, and any other information relevant to the concern.

5.1 Internal Resources

Versiti and Affiliate Representatives are encouraged to refer to use customary complaint and/or grievance processes for day-to-day operational or human resource concerns. Versiti and Affiliate Representatives who are not comfortable using customary, the reporting processes set forth in Versiti and Affiliate grievance or harassment policies, may contact any of the following:

- Versiti and Affiliate Chief Legal Counsel/Compliance Officer
- Any member of the Executive Leadership Team, including the President & Chief Executive Officer and Chief Human Resource Officer.

Versiti and Affiliate Representatives who receive reports will promptly forward such reports to the Versiti Chief Legal Officer (or, if the concern involves the Chief Legal Officer, to the Versiti President and CEO). If a practice or conduct concern involves the Chief Legal Officer or a Chief Executive Officer, use the Whistleblower Hotline and the concern will be communicated directly to the Audit & Compliance Committee Chairperson.

5.2 Anonymous Whistleblower Hotline

In addition to internal reporting resources, Versiti and its Affiliates have engaged an independent third-party compliance hotline provider. Individuals who are not comfortable making an internal report, should feel free to make an anonymous report to Fulcrum.

Anonymous Hotline Contact Information

- Telephone:** Call 213-443-1186
The Fulcrum telephone hotline is answered by Fulcrum professional personnel from 10:00 am to 8:00 pm Central Time. Outside these hours, the phone will be answered by an automated voice mail system.
- Internet:** Web-based reporting form is available at www.fulcrum.com/bcw
- E-mail:** Send an email to Fulcrum at whistle@fulcrum.com
- U.S. Mail:** Send a written report via U.S. Mail to Fulcrum at:
Fulcrum Inquiry
Whistleblower Department
888 S. Figueroa Street, Suite 2000
Los Angeles, CA 90017
- Facsimile:** Send a written report via facsimile to:
Fulcrum Inquiry
Whistleblower Department
Fax # 213-891-1300

6. INVESTIGATION OF REPORTS

The Versiti Chief Legal Officer will coordinate a full investigation of all reported concerns as expeditiously as possible. If a concern implicates the Chief Legal Officer, the Chief Legal Officer will notify the Versiti President & Chief Executive Officer and the Audit & Compliance Committee Chairperson. The Chief Legal Officer will ensure that the Audit and Compliance Committee Chairperson is informed of all pending and completed investigations. If appropriate, the Chief Legal Officer will inform the individual or entity that reported the concern of the progress of the investigations and/or the final disposition of the concern.

7. EDUCATION

This Whistleblower Policy is available on the Versiti and Affiliate intranet and internet websites. All new directors, officers, employees and volunteers will be informed of and acknowledge understanding of this Whistleblower Policy during new employee/volunteer orientation. A poster describing whistleblower reporting resources will be placed at all Versiti and Affiliate locations.

8. POLICY REVIEW & AMENDMENT

The Versiti Chief Legal Officer will review this Policy at least every other year. Recommended modifications will be presented to the Audit & Compliance Committee for review and approval. Questions regarding the implementation of this Policy should be directed to the Versiti Chief Legal Officer.