

WHISTLEBLOWER PROTECTION POLICY

REVISED MARCH 2012

General

This Whistleblower Protection Policy (“Policy”) is intended to encourage employees to report serious concerns and suspected violations, including actions that (1) are unlawful; (2) may lead to incorrect financial reporting; (3) are inconsistent with organizational policy; or (4) constitute fraud or impropriety or appear to constitute fraud or other falsification of records. This Policy shall enable employees to raise serious concerns within the organization prior to seeking resolution outside the organization. An addendum listing reportable matters is attached.

Policy

All employees must comply with our Code of Ethics as well as other organizational policies and report serious concerns and/or suspected violations of such policies in accordance with this Policy. The General Counsel serves as Chief Ethics Officer and the Chief Operational Excellence Officer serves as Compliance Officer.

Anyone making a report of serious concerns or suspected violations must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a violation. No employee who, in good faith, reports a serious concern or suspected violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith shall be subject to discipline, up to and including termination of employment.

Any allegation that proves to have been made maliciously or in bad faith will be viewed as a serious offense which may result in disciplinary action up to and including dismissal.

Procedure

The organization encourages employees to share their questions, concerns, suggestions or complaints with a supervisor who is likely in the best position to address an area of concern. If an employee is not comfortable speaking with a supervisor, or is not satisfied with the supervisor’s response, the employee is encouraged to invoke this Whistleblower Policy and bring matters to the Chief Operational Excellence Officer in her capacity as Compliance Officer. Complaints can be made orally or in writing to the Compliance Officer. Employees also have the option of using Seedco’s confidential incident reporting system, available online at www.mysafeworkplace.com or by calling toll free at 800-461-9330. However, any complaint regarding or involving the Compliance Officer should be reported to the General Counsel.

The Compliance Officer will be responsible for conducting investigations in consultation with the General Counsel and they shall work together with the President to resolve all reported matters. The Compliance Officer shall inform the President and the Chair of the Audit and Finance Committee promptly of the matters reported, except that informing the President may be excused where the matter involves her or there is other reason not to do so in the General Counsel’s determination. The Compliance Officer and the General Counsel will report to the Audit and Finance Committee regarding the resolution of each complaint on a quarterly basis, unless earlier reporting is requested by the Audit Committee or warranted by the materiality or circumstances of the matter.

Whistleblower Protection Policy Addendum

This is an illustrative list of some, but not all, of the kinds of conduct that violate organizational policy which can and should be reported:

- Suspected fraud, theft, embezzling, self-dealing, private inurement (*i.e.*, organizational earnings benefiting a director, officer, or senior management) and private benefit (*i.e.*, organizational assets being used by employees for personal gain or benefit)
- Supplying false or misleading information in the organization's financial or other public documents, including its Form 990
- Providing false information to, or withholding material information from, the Board of Directors or auditors
- Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding or submission to a government entity
- Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding
- Paying or authorizing payment for services or goods not actually rendered or delivered
- Unsafe working conditions or practices
- Sexual harassment, including remarks or actions of a sexual nature that are unwelcome and likely to be viewed as personally offensive, including sexual flirtations, unwelcome physical or verbal advances, sexual propositions, verbal abuse of a sexual nature, display of sexually suggestive objects, cartoons, or pictures, and physical contact of a sexual or particularly personal nature
- Other harassment, including epithets, slurs, negative stereotyping, threatening, intimidating, or hostile acts that relate to race, color, religion, gender, national origin, age, genetic information including family medical history, disability, or other protected status
- Circulating or posting written or graphic material in the course of work for the organization that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, nationality, age, family medical history, disability, or other protected status
- Discriminating against an employee, potential employee, volunteer, or client due to a person's race, color, religion, sex, sexual orientation, national origin, age, veteran status, genetic information including family medical history, disability, or other protected status
- Violating this Policy, the Code of Ethics, including the Conflict of Interest Policy, or any other policy of the Corporation
- Facilitating or concealing any of the above actions