

## CORPORATE POLICY

**Title:** Whistleblower Policy  
**Effective Date:** May 6, 2020  
**Review Cycle:** Annual

WildBrain Ltd., its subsidiaries and affiliates worldwide (“**WildBrain**” or the “**Company**”) are committed to the highest standards of ethical, moral and legal business conduct. WildBrain’s Code of Business Conduct and Ethics Policy (the “**Code**”) is designed to help all directors, officers, employees, consultants and contractors providing services to WildBrain (collectively referred to as “**you**”) understand their responsibilities and make appropriate choices during daily business activities. Any actual, possible or suspected violation of the Code must be reported immediately.

This Whistleblower Policy describes the Company’s procedures for directors, officers, employees, consultants, contractors and other parties to raise their concerns regarding accounting, internal accounting controls, auditing matters, violations of the Code, or matters that could cause serious damage to the Company’s brand or reputation or result in a material liability for the Company. This Policy applies to all directors, officers, employees, consultants and contractors worldwide as well as to any allegations received from external parties.

You are responsible for complying with the Whistleblower Policy and for reporting actual or perceived acts of wrongdoing that you become aware of in the course of your employment or contract to provide services. It is the policy of the Company not to allow retaliation against those who report such conduct in good faith. Failure to comply with this Whistleblower Policy or cooperate with an investigation, can result in disciplinary action up to and including termination of employment or other relationship with the Company.

### Procedure

You are expected to, and external parties may, report any illegal, unethical, fraudulent, or otherwise questionable conduct, or other violations of the Code that they become aware of. WildBrain’s senior executive officers encourage open and honest communications and appreciate all opportunities to effectively manage related risks and continuously improve.

### Reporting Options

Directors, officers, employees, consultants and contractors may choose to report:

- to their direct supervisor, their local Talent representative, the EVP, Global Talent (“**EVP, GT**”), one of WildBrain’s senior executive officers or the Company’s internal auditor;
- to the Chair of the Audit and Risk Management Committee of the Board of Directors (the “**Audit Chair**”) via mail addressed to WildBrain c/o Clearview Connects P.O. Box 11017, Toronto, Ontario,

Canada, M1E 1N0, Attention: Chair of the Audit and Risk Management Committee of the Board of Directors; or

- via ClearView Connects (the “**Whistleblower Helpline**”), a service managed by ClearView Strategic Partners Inc., an independent third-party organization.

While WildBrain would prefer that an individual provide contact information, you may choose to remain anonymous. All reports and subsequent investigations are confidential.

A report to law enforcement, regulatory, or administrative agencies may be made instead of, or in addition to, a report directly to the Company through any of the methods specified in this Policy.

### Whistleblower Helpline

In situations where you may not be able to speak up directly, the Whistleblower Helpline provides an avenue to report wrongdoing or unethical behavior anonymously, confidentially, and securely so you are able to speak up with confidence.

To make a complaint or concern via the Whistleblower Helpline, you can choose from any of the following methods:

- a. **Online** – go to and follow the step by step instructions. Features include the ability to maintain your anonymity, by simply refraining from including identifiable information with your report, upload documents and files to your report, report in multiple languages.
- b. **Telephone hotline live operator**
  - For North America toll-free numbers call 833-265-6829
  - For UK shared toll-free number call: 0330 808 4790The operator will help you submit your report.
- c. **Telephone hotline voice message – Call the numbers above.** You will be able to leave a voicemail message containing your report.
- d. **Mail** – Send a confidential hard copy report to ClearView Connects™, P.O. Box 11017, Toronto, Ontario, Canada, M1E 1N0.

The ClearView Connects™ system will immediately notify the designated employees of WildBrain responsible for reviewing complaints (“**Designated Reviewers**”) and the Audit Chair, for all matters, when a report has been submitted. Designated Reviewers include the EVP, GT, the General Counsel (or delegate) and the Company’s internal auditor. If the suspected wrongdoing or improper conduct is being perpetrated by any of the Designated Reviewers, the COO, CFO, CEO, General Counsel or involves complaints relating to accounting, internal controls, auditing, or financial reporting matters, the report will be submitted only to the Audit Chair.

Upon receipt of a complaint or concern, the Designated Reviewers (or Audit Chair, as applicable) will act to resolve any issue by communicating with the complainant through appropriate means, including through the ClearView or other similar portal. All complaints and concerns will be

investigated in accordance with WildBrain's Investigation Procedures, and appropriate action will be taken. Each complaint or concern will be treated as confidential (except as may be reasonably necessary under the circumstances to facilitate the investigation, take remedial action, or comply with applicable law), and if requested, the anonymity of the complainant will be preserved to the fullest extent possible.

### What Concerns To Report

Reporting in good faith means you honestly believe something is improper and allowing it to continue could harm WildBrain. You should raise your concerns in good faith if you have reasonable grounds to suspect reportable activities relating to the Company such as the following:

- conflicts of interest including diverting a potentially profitable transaction to an employee (or such employee's family members) or outsiders, which transaction would normally generate profits for the Company;
- misappropriation of Company funds, assets, or property (e.g., sale, assignment or purchase of fictitious or misrepresented assets);
- fraud and fraudulent activities (e.g., submitting claims for reimbursement of goods or services not actually received or provided);
- improper or fraudulent accounting, auditing, or financial reporting;
- misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- forgery or alteration of documentation;
- improper payments, such as illegal political contributions, bribes, kickbacks, and payoffs to government officials, intermediaries, customers or suppliers;
- improper related-party transactions in which one party received some benefit not obtainable in an arm's-length transaction;
- the offer or acceptance of gifts, free services or entertainment outside of the normal business environment which violate the Code;
- insider trading;
- data and security breaches;
- failure to preserve the confidentiality of confidential information;
- theft and embezzlement;
- illegal discrimination or harassment of any kind;
- failure to comply with any law, regulation or guideline governing the operations of the Company; concealing or withholding information pertaining to any of the matters above; and
- any other matter.

This list is illustrative and non-exhaustive, any director, officer, employee, consultant or contractor with a concern about any legal or regulatory compliance matter, accounting or auditing matter, or any other matter which such person believes in good faith is in violation of the Code, should report such concerns.

Matters related to employee relations can be reported directly to Talent, except for workplace issues, such as harassment or unfair treatment that an individual feels cannot be resolved through the existing Human Resource procedures.

Finance and accounting matters that are not related to fraudulent or questionable activity can be reported directly to Finance and Accounting.

If you are reporting a rumor you have heard about some possible improper activity in the workplace, please indicate that this is a rumor, and that you are not sure if it is true.

If you are still unsure about a situation, you can also use ClearView Connects™ to ask WildBrain related questions and get advice and guidance on how best to address your concern – anonymously and confidentially.

### **Investigation**

Upon receiving a report, the Chair of the Investigations Committee (**“Investigations Committee Chair”**) or the Investigations Committee, as appropriate in the circumstances, shall determine the required next steps in a manner as described in WildBrain’s Investigation Procedures. The Investigations Committee Chair will assign the responsibility for investigation of the allegation to an appropriate representative (**“investigator”**) based on the information reported and nature of the allegation.

Investigation activity will be conducted without regard to the suspected wrongdoer’s length of service, position, title, or relationship. Investigations may consist of interviews, document reviews, data gathering, and observation. As part of the investigation process, you may be asked to provide information pertaining to the alleged incident. You must fully cooperate with the investigation process and provide complete, honest, and accurate information.

### **Commitment to Non-Retaliation**

This Policy is intended to encourage and enable you to raise serious concerns without fear of reprisal, subsequent discrimination, harassment or disadvantage. The Company will protect those who, in good faith, report concerns from retaliatory actions. WildBrain will not tolerate retaliatory behavior of any kind. Any individual found to have retaliated against someone who has reported a violation in good faith is subject to discipline up to and including termination.

If you have been subject to any conduct that you believe constitutes retaliation for having made a report in compliance with this Policy or for having participated in any investigation relating to an allegations regarding illegal, unethical, fraudulent, or otherwise questionable conduct, or other violations of the Code, please immediately report the alleged retaliation to one of the individuals set out above under the heading “Reporting Options”, ideally within ten days of the offending conduct. These individuals will ensure that an investigation is conducted in a timely fashion. If, for any reason, you do not feel

comfortable discussing the alleged retaliation with these people, please report the alleged retaliation through the Whistleblower Helpline.

### **Reporting to the Audit and Risk Management Committee**

Upon completion of the investigation, the investigator will report to the Investigations Committee, as well as to the appropriate member(s) of Company executive management, who will determine whether and what, if any, further steps are necessary, including whether the issues raised should be reported to the Audit and Risk Management Committee.

The Company's internal auditor will prepare a quarterly report of all Whistleblower Helpline activities for the preceding quarter which will be provided to the Audit and Risk Management Committee. The report will document and track all whistleblower allegations and the actions taken (if any) to resolve them.

The Audit and Risk Management Committee will review the Whistleblower Helpline activities at least quarterly, and report subsequently to the Board of Directors through the Audit and Risk Management Committee's minutes. The Audit Chair may elect to call a special meeting sooner to deal with the complaint or concern. The Audit and Risk Management Committee will have full access to respective complaint, concern and outcome reports and related documentation at all times, except for any information that may be used to identify a complainant who has requested anonymity.

### **Additional Definitions**

**anonymous** - Unknown authorship, and without designation that might lead to information about authorship. Anonymity is not compromised by assignment of a code or other designation with which a person can communicate without revealing their identity. Persons providing complaints shall remain anonymous to the full extent allowed under applicable law.

**complaint or concern** – Violations or suspected violations of the Code of Business Conduct and Ethics, Company values, policies, laws and regulation.

**confidential** - Authorized for access by only those persons who have a need to know. A need to know normally arises from an obligation to investigate or to take remedial or disciplinary action.

**fraud** – The intentional or deliberate act to deprive another of property or money by using deception, false suggestions, suppression of truth, or other unfair means.

**fraudulent activities** – Asset misappropriations that involve the theft or misuse of the Company's assets. Corruption in which someone wrongfully uses their influence in a business transaction in order to procure some benefit for themselves or another person, contrary to their duty to their employer or the rights of another. Fraudulent statements that involve falsification of the organization's financial statements.

**Investigations Committee** – an internal committee comprised of representatives from WildBrain's Information Technology / Security, Internal Audit, Finance Legal and Talent business units.

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