

I. INTRODUCTION

BankProv recognizes its responsibility to conduct its business in a manner that is both ethical and lawful. The purpose of this policy is to create (a) an environment in which reasonably suspected improprieties are brought forward in a timely manner and without fear of retaliation, and (b) a process that ensures an appropriate, consistent, and timely response to all reports of suspected improprieties. This policy is designed to protect employees from reprisals or victimization for whistleblowing in good faith.

This policy does not cover matters relating to auditing or accounting matters, which are discussed separately in the Whistleblower Policy - Accounting and Audit Matters.

II. DEFINITION OF WHISTLEBLOWING

While BankProv does not encourage frivolous complaints, it does want any officer, employee, customer or agent of the Bank (each an “Affected Person”), who knows of a Harmful Violation or potentially Harmful Violation (defined below) to contact either the CEO, the Chief of Staff, the Senior Vice President of Human Resources, or anonymously to our third-party whistleblower reporting service in Section III. A Harmful Violation includes the following (except as required by law or regulations):

- 1) Violations of law, including the laws and regulations of the Commonwealth of Massachusetts or any states in which the Bank does business and the Federal Deposit Insurance Corporation.
- 2) Material violations of Bank policies, including the Bank’s Ethics Policy (such as failures to report conflicts of interest as required by the Ethics Policy) and the Code of Ethics for Senior Officers Policy;
- 3) Any other matter, which in the good faith belief of any Affected Person, could cause harm to the business of the Bank;
- 4) Any attempt to conceal a potential Harmful Violation or evidence of a potential Harmful Violation; or
- 5) Any Retaliation (defined below) for any report, complaint, allegation or other disclosure made pursuant to this policy (a “Disclosure”).

III. WHISTLEBLOWING COMPLAINTS OF HARMFUL VIOLATION

Any Affected Person who, in good faith, makes a disclosure pursuant to this policy with respect to a Harmful Violation or potential Harmful Violation is referred to as a “Whistleblower” and is protected from any retaliation by the Bank. The Bank will make reasonable efforts to ensure the confidentiality of the affected person. “Good faith” means that the employee has a reasonable belief that information provided relates to a Harmful Violation that has occurred, is ongoing, or is about to occur.

Any disclosures made by an Affected Person under this policy must be submitted to one of the following as appropriate:

- a) CEO;
- b) Executive Vice President-Chief of Staff;
- c) Senior Vice President of Human Resources;
- d) Anonymously to BankProv's Third-Party ethics hotline:
 - 1. Toll free at 1-866-921-6714;
 - 2. Online at www.integritycounts.ca/org/BankProv - click on File A Report;
 - 3. Email BankProv@integritycounts.ca
 - 4. Fax to (844)-785-0699;
 - 5. Mail to 300-1455 Bellevue Avenue, West Vancouver BC V7V 1C3

Disclosures may be made in written or oral format.

In the event that the information is given anonymously through the ethics hotline, the Affected Person will be given a case number and a time or times when he or she can call back or login for updates on the investigation of his or her complaint.

IV. WHISTLEBLOWER DISCLOSURE INVESTIGATION

Upon receipt of a disclosure, the party receiving the disclosure shall immediately deliver a copy of the disclosure to the Bank's Audit Committee. The Audit Committee shall be responsible for the commencement of an investigation, engagement of outside counsel or professionals, and/or communication with the party making the disclosure. The investigation file shall be created and maintained in a secure location. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the Affected Person; however, there can be no guarantee of confidentiality or anonymity.

If on preliminary examination the concern, issue or facts raised or alleged in any disclosure are judged to be without substance or merit, the matter shall be dismissed through administrative closure and the party making the disclosure informed of the decision and the reasons for such dismissal. If it is judged that the allegation(s) or issue(s) covered in the disclosure have merit, the matter shall be dealt with in accordance with this policy, the Bank's normal disciplinary procedures and/or as otherwise may be deemed appropriate according to the nature of the case. If the disclosure is found to be frivolous and/or not made in good faith, the Bank reserves the right to take appropriate disciplinary action against the party making the disclosure. The outcome of the investigation will be reported to the party making the disclosure unless the Audit Committee decides otherwise.

V. DISCIPLINARY ACTION

The Audit Committee will investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of bonus or termination. The Audit Committee may enlist committee members, employees of the Bank in a position

to keep issues confidential, and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of disclosures.

VI. RETALIATION

The Bank defines retaliation as the taking of retributory action in response to good faith disclosures. The Bank does not permit retaliation of any kind against employees for complaints submitted hereunder that are made in good faith. Additionally, no employee shall be adversely affected because the employee refuses to carry out a directive, which, in fact, constitutes fraud or is a violation of state or federal law.

VII. RECORDS

The Audit Committee shall retain as a part of the records of the Audit Committee any such complaints or disclosures for a period of no less than seven years.

Approved by: BankProv Board of Directors