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## Upstream Worldwide Whistleblower Policy

Upstream Worldwide (the “Company”) is committed to maintaining a workplace where the Company can receive, retain and treat concerns and complaints about accounting, internal accounting controls, auditing matters, fraud, any violation of any law, or rules or regulations or the Company’s Code of Ethics (collectively, a “Complaint”) and where employees, officers or directors can raise such concerns free of any retaliation or harassment.

**Overview.** The Sarbanes-Oxley Act of 2002 requires our Audit Committee (the “Committee”) to establish procedures for:

- (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”); and
- (b) the submission by employees of the Company and others, on a confidential and anonymous basis, of good faith concerns regarding Accounting Matters.

**Procedures.** The Company has hired Telesentry, an independent, outside firm to collect any complaints to ensure that anonymity is maintained. Any person may report an anonymous complaint directly to this company at:

- (888) 883-1499 (toll free North America)
- (203) 557-8604 (toll free Outside of U.S. and Canada) or,
- by fax (866) 253-5201 (toll free North America only).

**Employees.** Employees submitting a Complaint need not provide their name or other personal information and every effort will be used to conduct the investigation that follows in a manner that protects the confidentiality and anonymity of the employee submitting the Complaint. Any employee of the Company may submit, on a confidential, anonymous basis if he or she so desires, any good faith concerns regarding a Complaint. Employees are encouraged to assist in eliminating any violations by bringing Complaints to the Chairman.

**Third Parties.** Outside parties, including shareholders, who wish to submit a good faith Complaint, may do so to the attention of the Chairman. Sufficient information should be provided to allow initiation of an investigation. The Company will not be obligated to keep Complaints from non-employees confidential or to maintain the anonymity of any such non-employee. In the event a member of management receives a Complaint, he or she must forward it to the Chairman.

**Investigations.** The Chairman shall regularly provide a summary of any such Complaints to the Company’s external legal counsel (the “General Counsel”). The Chairman will consider each matter reported to it and, as appropriate, investigate the Complaint and take any necessary and appropriate



corrective and disciplinary actions. The Chairman will determine who should lead the investigation, and whether to use an independent third-party or an employee of the Company. Investigators may include, but are not limited to, the General Counsel, external auditors or special legal counsel. If a third-party investigator is chosen, the Company will provide the Committee with funding to compensate the third-party investigator. The Chairman will seek to assure that any such investigator is fully independent.

The investigator will prepare a report of findings and recommendations based on the results of the investigation. Copies of the report will be provided to the Committee and the General Counsel. If the findings indicate the Complaint has validity, the Committee will determine the action required, which could include disciplining the responsible person(s), and/or establishing new processes to prevent further violations. The Chairman will discuss the findings with the General Counsel to determine whether public disclosure or disclosure to outside agencies and/or reporting to the full Board of Directors (the "Board"), is necessary or appropriate.

At any time with regard to any Complaint, the Chairman, in consultation with the Board, may specify a different procedure for investigating and treating a Complaint, such as when the Complaint concerns pending, threatened, or the risk of prospective litigation or criminal proceedings.

**Reports.** At least every calendar quarter, if a Complaint has been made during such quarter or if there remain any ongoing investigations of a previously reported Complaint, the Chairman will submit a report to the Board, and where appropriate, to members of the Company's management, that summarizes each such Complaint and the status thereof, which will include: (i) the name of the complainant (unless the Complaint was anonymous or the person making the Complaint has requested anonymity, in which case the report will so indicate), (ii) a description of the substance of the Complaint, (iii) the status of the investigation, (iv) any conclusions reached by the investigator or others, and (v) findings and recommendations.

**Retaliation.** The Company does not permit retaliation of any kind against its associates 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 that, in fact, constitutes fraud, or is a violation of any law, rule or regulation, or the Company's Code of Ethics.

**Retention of Records.** The Committee shall retain as a part of the records of the Committee any such Complaints, and the reports of any investigation, for a period of no less than five (5) years.