Happen™

Whistleblower Complaint Policy

01 Purpose

The purpose of this Whistleblower Policy (the "Policy") is to establish enterprise-wide requirements to encourage speaking up or raising concerns if wrongdoing is suspected within Happen Bank, National Association ("Happen Bank" or "the Bank") and Happen, Incorporated (the "Company"). In this Policy, the term "Happen Bank or Happen, Inc." is intended to refer to either entity in an individual or both in a combined capacity, as applicable.

02 Scope

This policy applies to all members of Happen Bank's Board of Directors, officers, employees, contractors, contingent workers, and third-party service providers (collectively, considered "employees" for the purposes of this Policy) and applies to all online and offline interactions.

03 Policy Statement

This Policy aims to:

- Encourage employees and contingent workers to report actual or suspected wrongdoing as soon as possible
- Provide guidance on how to report actual or suspected improper activities confidentially or anonymously
- Reassure employees that concerns can be raised without fear of retaliation

Whistleblowing refers to when employees report violations of Happen Bank's Code of Business Conduct and Ethics, or any actual or suspected wrongdoing or abuses of power within their organization. Any employee who becomes aware of an actual or suspected violation must report the matter to a supervisor, another member of management, an officer of Happen Bank, or through the whistleblower hotline. Reports of actual or suspected violations made in good faith, including those made to law enforcement or a governmental agency, will not subject the employee to any adverse action based on such reporting.

Failure to appropriately report actual or suspected violations may result in corrective action depending on the circumstances surrounding the failure to report.

04 Administration

The Chief Audit Executive is the Accountable Owner of the Whistleblower Policy, primarily responsible for its design and implementation. The VP, Internal Audit is the Responsible Owner and the main point of contact for the policy and is therefore responsible for its administration.

05 Definitions

Case Review Team: The team, led by the Chief Audit Executive, is responsible for assessing and managing all incoming hotline reports. The team consists of the Chief Audit Executive and his designees. If the Chief Audit Executive is implicated in a report, the General Counsel & Corporate Secretary will be notified and will be responsible for the investigation.

Ethical conduct: Adhering to Happen Bank's mission and values, and the standards outlined in Happen Bank's Code of Business Conduct and Ethics.

Good faith: An individual has an honest belief that the information provided in support of an actual or suspected concern or report is truthful based on the existing information.

Retaliation: Any action, statement, or behavior that is designed to punish an individual for filing a report, cooperating with an investigation, seeking guidance regarding a compliance concern or to deter one from taking such action. Retaliation can include intimidating or taking or threatening to take adverse action against an employee in relation to the terms and conditions of employment.

Whistleblowing: The disclosure of information which relates to actual or suspected wrongdoing – generally described as any breach of a legal, statutory, regulatory or ethical requirement.

06 Policy Requirements

6.1 Reporting of Actual or Suspected Wrongdoing

Anyone aware of actual or suspected wrongdoing has the ability and the obligation to report that actual or suspected wrongdoing to a supervisor or a member of management. Wrongdoing may include, but is not limited to:

- Violations of legal, statutory, or regulatory requirements
- Failure to comply with accounting and auditing standards and requirements and/or internal accounting controls
- Failure to comply with any policies of Happen Bank or its affiliates
- Unethical behavior
- Negligence of duty
- Threats to Happen Bank or its affiliates

This can include complaints or reports received from persons outside of Happen Bank or Happen, Inc.

Actual or suspected wrongdoing can also be confidentially or anonymously reported via the following ways:

- By submitting a confidential and/or anonymous report electronically through the Happen Inc. Whistleblower Hotline. Your report will automatically be directed to the Case Review Team[1].
- By calling the Whistleblower hotline at **1-855-409-0188**.
- By sending a letter addressed to Happen Bank's corporate headquarters marked "Attention: Chief Audit Executive."

The Case Review Team's ability to investigate depends on the quality, quantity, and specificity of the information made available. Reporters should provide as much detail as possible when reporting a complaint or concern.

6.2 Investigating

The Case Review Team is responsible for reviewing, or overseeing the review, of any whistleblower report of actual or suspected wrongdoing from any source. The Case Review Team, or its designee, will promptly confirm receipt of the report, unless the report was submitted anonymously. If a supervisor/manager is made aware of a whistleblower report of actual or suspected wrongdoing, they must immediately direct the matter to a member of the Case Review Team who will log the item. Supervisors/managers may also report the complaint via any of the options outlined above in Section 6.1.

Supervisors/managers are prohibited from investigating the matter unless they are authorized and instructed to do so by the Case Review Team.

The Case Review Team or its designee will promptly investigate and resolve all reports and ensure that the necessary and appropriate actions are taken to correct any issues identified by the investigation.

Any individual that becomes aware of actual or suspected wrongdoing is prohibited from investigating the matter. Instead, the matter should be reported to a supervisor/manager or through the Happen Inc. Whistleblower Hotline process outlined in section 6.1 of this Policy.

6.3 Retaliation Prohibited

It is against Happen Bank's policy, and in many jurisdictions it is a crime, for anyone to intentionally retaliate against any person who provides information in good faith via this whistleblower process or to a law enforcement official concerning that person's reasonable good faith belief that an actual or suspected violation of any federal, state, or foreign law has occurred. Happen Bank will not permit any

[1] An independent third party reviews all incoming reports to determine if any member of the Case Review Team is implicated. Any implicated member of the case review team will be excluded from the report notification and investigation process.

form of intimidation or retaliation by any employee, contingent worker, agent, officer, or Board Member of Happen Bank against any employee because of any lawful act done by such employee to:

- Provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct that the employee reasonably believes constitutes actual or suspected wrongdoing, as further defined in Section 6.1 above.
- File, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed relating to actual or suspected wrongdoing.

Prohibited forms of intimidation or retaliation can include discharge, demotion, suspension, threats, harassment, or any discrimination that affects an employee's terms or conditions of employment stemming from their good faith reporting of, or cooperating and/or assisting with, an investigation conducted by Happen Bank.

6.4 Confidentiality

Information relating to a whistleblower report will be kept confidential to the greatest extent possible under the circumstances and applicable law.

All reports and records associated with issues raised under this Policy are considered confidential information of Happen Bank and access will be restricted to the Case Review Team, members of the Board of Directors, Happen Bank internal and external legal counsel, and others involved in investigating a whistleblower report or receiving information under this Policy. Any member of the Case Review Team may grant access to reports and records to select parties at his or her discretion to support the investigation.

6.5 Training and Awareness

Whistleblowing and this Policy benefits both individuals and the Bank. The whistleblower process is incorporated into Happen Bank's Code of Conduct and Ethics Training, which is provided to all new hires. All employees are required to acknowledge they understand Happen Bank's Code of Business Conduct and Ethics and this Whistleblower Policy annually.

6.6 Recordkeeping and Records Retention

The Case Review Team will maintain a log of all whistleblower reports, tracking their receipt, investigation, and resolution. Happen Bank will preserve records of whistleblower reports as well as associated logs for a period of time, which the Chief Audit Executive, or a member of the Case Review Team determine consistent with applicable law. After that retention period, records and associated logs may be disposed.

6.7 Governance and Oversight

The Chief Audit Executive presents all reports of actual or suspected violations to the Audit Committee at regularly scheduled Audit Committee meetings. At these meetings, the Chief Audit Executive will report all applicable whistleblower reports received since the prior Audit Committee meeting. The Chief

Audit Executive may request to present any whistleblower reports earlier than the regularly scheduled meeting.

The Audit Committee will take whatever steps it deems necessary to respond to any whistleblower report received by Happen Bank.

07 Communication

The most current version of this Policy is accessible to Happen Bank officers, and employees through Happen Bank's intranet site, and published publicly on Happen.com. Additionally, information related to whistleblowing is incorporated into new employee training and onboarding procedures as well as Happen Bank's Business Conduct & Ethics Policy, which is acknowledged by all new hires and all employees annually thereafter.

08 Exceptions and Escalations

Exceptions to this Policy must be reviewed and approved by the Chief Audit Executive or designee, and reported to the Audit Committee. A list of all policy exceptions is maintained by the Enterprise Risk Management Team, which is reviewed on an annual basis. Exceptions for the purposes of this section mean deviations from the established policy. These exceptions cannot constitute the violation of a law, rule, or regulation. For exceptions related to confidential matters, exceptions shall be maintained and managed independently by Internal Audit.

The Audit Committee may request reports from Bank executives about how this Policy is implemented and take any other steps in connection with that implementation as it deems necessary.

09 Related Documents

- Code of Business Conduct & Ethics