

## **WHISTLEBLOWER POLICY**

USIO, Inc. (the “Company”) is committed to high business and ethical standards. In line with this commitment, The Company has established the following Whistleblower Policy and Procedure for:

- (a) receipt, retention and treatment of any concerns, issues or complaints (collectively “Concerns”) regarding: (1) accounting, financial, internal controls, and auditing matters; and (2) legal, compliance or regulatory matters (1 and 2 collectively “Reportable Matters”), and
- (b) submission of Concerns by any employee, service provider or consultant of the Company (each a “Party”) regarding Reportable Matters.

### **Submission of Concerns**

Any Party having Concerns may report such Concerns to the Company’s Human Resources department or Engage PEO’s anonymous reporting channels. Report of Concerns may be submitted in writing or by e-mail, telephone or in-person, at the option of the reporting Party. Reports may be anonymous at the option of the reporting Party. Reporting Parties who are willing to provide their names should indicate if they want their names kept confidential. Any Party may submit Concerns under this Whistleblower Policy through any of the following channels:

- (a) By regular mail addressed to:
  - HR Department
  - USIO, Inc.
  - 3611 Paesanos PKWY STE 300
  - Shavano Park TX, 78231
- (b) On a confidential or anonymous basis by regular mail addressed to:
  - CONFIDENTIAL
  - HR Department
  - USIO, Inc.
  - 3611 Paesanos PKWY STE 300
  - Shavano Park TX, 78231
- (c) By e-mail addressed to Investigating Officer:
  - josh.martinez@usio.com
- (d) On a confidential or anonymous Basis by phone:
  - Engage Employee Care Hotline at 855-856-7360

The letter or e-mail (each a “Communication”) should contain as much specific detail as possible to allow for proper assessment. The Communication should be candid and include all of the

information that the Party knows regarding the Concerns. To the extent possible, the Communication should include sufficient corroborating information to support the commencement of an investigation. The Company may, in its reasonable discretion determine to not commence an investigation if the Communication contains only unspecified or broad allegations without appropriate support.

### **Scope of Matters Covered by These Procedures**

These procedures relate to Concerns relating to any Reportable Matters including, without limitation, the following:

- (a) fraud or deliberate error in the preparation, evaluation, review, or audit of any financial statement of the Company.
- (b) fraud or deliberate error in the recording and maintaining of financial records of the Company.
- (c) deficiencies in or noncompliance with the Company's internal controls over accounting or financial reporting.
- (d) misrepresentation or false statement to or by an officer, accountant or external auditor regarding a matter contained in the financial records, financial reports, or audit reports of the Company.
- (e) deviation from full and fair reporting of the Company's financial condition or results of operations; and
- (f) non-compliance with applicable legal, compliance and regulatory matters.

### **Treatment of Concerns**

Upon receipt of any Communication, the Investigating Officer, shall make a determination, in their reasonable judgment, whether a reasonable basis exists for commencing a formal investigation. The determination by the Investigating Officer will be provided to the Party who sent the Communication (unless the Communication was sent on an anonymous basis) to Human Resources or to relevant management.

If the Investigating Officer determines that a reasonable basis exists for commencing a formal investigation, the Investigating Officer will promptly notify the most senior staff member(s). The Company senior staff will then determine, in its reasonable judgment, whether to commence a formal investigation. If the Company senior staff decides that a formal investigation is warranted, it will instruct the Investigating Officer to proceed with such formal investigation. The Company shall ensure coordination of the investigations and shall have overall responsibility for the implementation of this policy. The Company shall have the authority to retain outside legal, accounting, or other relevant expertise in any investigation, as it deems necessary to conduct the investigation in accordance with this policy.

### **Corrective Action**

The Company's senior staff, with the input of the Investigating Officer and Company management, if requested, will determine the validity of Concerns and the appropriateness of any corrective actions. It is the responsibility of the Company to report to the Board of Directors and to management any non-compliance with accounting, legal, compliance or

regulatory requirements, and to assure that the Company takes appropriate corrective action. Directors, officers and employees that are found to have knowingly materially violated any laws, regulations or Company policies may be subject to disciplinary action.

### **No Retaliation**

This Policy and Procedures is intended to enable individuals to raise Concerns for investigation and appropriate action. With this goal in mind, consistent with the policies of the Company shall not retaliate or tolerate any retaliation by management of the Company directly or indirectly, including encouraging retaliation by others, against anyone who, in good faith, makes a report of a Concern or provides assistance to the Investigating officer, management or any other duly authorized person or group, including any governmental, regulatory or law enforcement body, investigating a report of a Concern.

Nothing in this Policy and Procedures shall limit the authority of the Company to discipline, penalize, suspend or terminate any employee for good and sufficient reasons, which reasons shall not include having in good faith made a report of a Concern or provided assistance to Human Resources, management or any other duly authorized person or group, including any governmental, regulatory or law enforcement body, investigating such report. A person's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Concerns or any ensuing investigation.

### **Confidentiality**

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The Company and Investigating officer shall take reasonable steps necessary to protect the identity of any person making a report of a Concern so as to prevent any officer, employee, contractor, sub-contractor or agent from being in a position to take any retaliatory action against such person making such report, including encouraging others to take retaliatory action. In no event will information be released to persons without a specific need to know about the Communication.

### **Retention of Complaints and Documents**

The Investigating officer will maintain a log of all Communications, tracking their receipt, investigation and resolution. All Communications will remain confidential to the extent possible. All documents relating to the Communications and the investigations shall be maintained for a minimum of seven years.