



Approved by the Board of Directors on 10/20/2012

Scope:

This policy applies to all of SPIE and its wholly-owned subsidiaries and to their employees as appropriate.

Purpose:

SPIE is committed to the highest standards of ethical and legal business conduct and therefore has established this policy statement and accompanying procedure by which complaints and/or concerns regarding dishonest and/or illegal activity, accounting, internal controls and audit matters can be brought to the attention of SPIE management and the Audit Committee and to provide for appropriate resolution of such matters.

Policy/Procedure:

SPIE establishes the following Policy/Procedures for receipt, retention and treatment of concerns and complaints in a way that provides confidential, anonymous, if required, submission of concerns and/or complaints regarding matters specifically listed above.

Scope of Matters Covered by These Procedures

These procedures relate to concerns or complaints relating to any dishonest and/or illegal activity and questionable accounting matters including, without limitations, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Society;
- Fraud or deliberate error in the recording and maintaining of financial records of SPIE;
- Deficiencies in or noncompliance with SPIE's internal accounting controls;
- Misrepresentation or false statement to or by a senior staff member or accountant regarding a matter contained in the financial records, financial reports or audit reports of SPIE; or
- Deviation from full and fair reporting of SPIE's financial condition.

Submission of Concerns/Complaints

Employees with a concern or complaint regarding dishonest and/or illegal activity, accounting, internal control or auditing matters may submit their concern or complaint via an independent 3rd party whistleblower hotline established for these matters. The information will be routed to the Chair of the Audit Committee or the President of SPIE, as applicable.

All concerns or complaints should be factual rather than speculative and should contain as much specific information as possible to allow for proper assessment. The complaint describing an alleged violation or concern should be candid and set forth all of the information the individual knows regarding the question or concern. This procedure is not established to merely complain about decisions or judgments made by levels of management in the day to day operation of the business, but rather is specifically set up to address inappropriate accounting, weak internal controls and/or auditing matters that would be of concern to government/regulatory agencies, the American Institute of Certified Public Accountants, the independent auditors of SPIE's accounting records, or to the members of the Society.

Treatment of Complaints

- Upon receipt of a concern or a complaint, the Audit Committee Chair or SPIE President will:

- Determine whether the concern or complaint actually pertains to accounting, internal controls, or auditing matters and
- When possible, acknowledge receipt of the concern or complaint to the submitter.

Concerns or complaints relating to accounting matters will be reviewed with appropriate staff by the Audit Committee Chair or SPIE President to determine the validity of the concern or complaint and, as quickly as is practicable, prepare a response to the concern. Possible responses can include a rejection of the issue as not covered under this policy, acknowledgment of the undesirable practice, or recognition of the concern as valid. Any acknowledgment of an undesirable practice must be accompanied by a full plan of action to remedy the practice and disclosure to the Chief Executive Officer and to the Board of Directors of the undesirable practice and its resolution. Should the concern be determined to be covered under this policy, but invalid as to the facts of the matter, such concern and related response will also be disclosed to the Chief Executive Officer.

Should there be a failure to respond as described above, or should the individual with the concern feel that the response is inaccurate or incomplete, the individual may send all pertinent information to the Treasurer who may then discuss the matter with other Executive Committee members and move to address the matter as is deemed appropriate.

In all cases where confidentiality is requested, it will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee or SPIE senior management, depending on the degree of escalation.

When possible and when determined appropriate by the Audit Committee or senior management, notice of any corrective action taken will be provided to the person who submitted the concern or complaint.

Corrective Action

The Audit Committee, with the input of SPIE management, if requested, will determine the validity of a complaint sent to them and any corrective action, as appropriate. It is the responsibility of the Audit Committee to report to SPIE management any noncompliance with legal and regulatory requirements and to assure that management takes corrective action including, where appropriate, reporting any violation to the relevant federal, state or regulatory authorities. Directors and employees who are found to have knowingly and intentionally violated any federal, state or local laws or regulations or related Society policies will face appropriate, case specific, disciplinary action, which may include demotion or discharge.

Likewise, any concerns, complaints or allegations on the part of any employee that are determined to be malicious, intentionally misleading, or retaliatory may result in disciplinary action up to and including discharge of said employee.

No Retaliation

SPIE management will not retaliate, and will not allow retaliation or discrimination by its employees of any kind, against an employee who has submitted a good faith, fact based, concern or complaint. Without limiting the generality of the foregoing, the Society will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate or retaliate against any employee who has submitted a good faith complaint. In addition, neither SPIE nor any of its employees may retaliate or discriminate against any employee who lawfully provides information to investigating



authorities or who participates in or otherwise assists with a proceeding relating to potential violations by SPIE or its employees.

Retention of Complaints and Investigation

All complaints submitted by an individual regarding an alleged violation or concern will remain confidential to the extent practicable. In addition, all written statements, along with the results of any investigations relating thereto, shall be retained by SPIE for a minimum of seven years.

It is illegal and against SPIE's policy for employees to destroy, or allow destruction of, any accounts of original entry, audit records, tax returns or other documents that may be subject to or related to an investigation by SPIE or any federal, state, or regulatory body. Unless it is known that documents are indeed needed for such investigation at the time of destruction, any documents that are destroyed in accordance with SPIE's retention policy will be exempt from this requirement.

Kent Rochford

12-11-19

Kent Rochford, CEO

Date