

Financial Executives International Canada Complaints Procedures – February 2010

This document outlines the process through which members, volunteers, directors, officers and employees and others, either directly or anonymously, can notify FEI Canada of:

1. Members' violations of our Code of Ethics;
2. Employees' unresolved human resources issues;
3. Matters pertaining to fraud or inappropriate financial reporting disclosure;
4. Directors, officers and employees conflict of interest.

1. Members' violations to FEI Canada's Code of Ethics

FEI Canada's mission includes significant efforts to promote ethical conduct in the practice of financial management throughout the world. Senior financial officers hold an important and elevated role in corporate governance. While members of the management team, they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected and preserved. FEI Canada has prepared a code of ethics that provides principles to which members are expected to adhere and advocate (<http://www.feicanada.org/join/index.html>). Violations of our Code of Ethics may subject the member to censure, suspension or expulsion. Members should report known or suspected violations of this code in accordance with the procedures described in this document.

2. Employees' unresolved human resources issues

FEI Canada encourages maximum communication between employees and management to resolve job-related problems or concerns when they arise. We are also committed to treating all employees with dignity and respect and to provide a work environment that is free from personal and sexual harassment. We have prepared and distributed a human resources manual that summarizes principles and procedures employees should follow to resolve most conflicts. In situations when the employee and management are unable to resolve a human resources issue, this document describes the process by which the employee may proceed with the complaint.

3. Matters pertaining to fraud or inappropriate financial reporting disclosure

FEI Canada is committed to the highest standards of business conduct and ethics with respect to its financial reporting. FEI Canada is committed to having a system of internal accounting controls, financial reporting procedures and audit procedures that results in financial reporting that meets or exceeds all applicable legal and regulatory requirements and also provides transparent financial reporting to FEIC members and other users of FEIC's financial statements. FEI Canada's internal control system is also intended to prevent the occurrence of fraud. FEI Canada's internal controls and financial reporting policies and procedures are designed to achieve this objective. This document describes the process for reporting any concerns related to FEI Canada's financial reporting."

4. Directors, officers and employees conflict of interest

A conflict of interest occurs when a director, officer or employee (or a member of their family) may personally benefit from a decision they take when acting on behalf of FEI Canada. An FEI Canada director or officer shall notify the FEI Canada board of any potential conflict of interest and this shall be recorded in the FEI Canada board minutes. An FEI Canada employee shall notify in writing the FEI Canada Chief Executive of any potential conflict of interest. This document describes the process for reporting any concerns over undisclosed conflicts of interest."

5. Procedures to receive complaints

Members' violations to FEI Canada's Code of Ethics, unresolved human resource matters and potential undisclosed conflict of interest should be reported to the Chair of FEI Canada's Governance Committee. Matters related to fraud and inappropriate financial reporting disclosure should be reported to the Chair of FEI Canada's Audit & Finance Committee. Their names and contact information can be found on FEI Canada's web site under "contact us".

This document provides a mechanism for responding to, and keeping records of complaints.

5.1 Reporting Alleged Violations or Concerns

If a member, director, officer or an employee reasonably believes that any FEI Canada member, director, officer or employee has violated FEI Canada's Code of Ethics or any legal or regulatory requirements or internal policy relating to accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of FEI Canada's financial statements, or if employees are not successful at resolving issues through their managers, they should immediately report their concerns through to the Chair of either the Governance Committee or the Chair of the Audit & Finance Committee in writing.

The Chairs will communicate all reports of alleged violations to either the Governance Committee or the Audit & Finance Committee and if necessary to the FEI Canada's Board of Directors. The Governance Committee and the Audit & Finance Committee are responsible for investigating and responding to reports of violations. All reports of alleged violations, whether or not they were submitted anonymously, will be kept in strict confidence to the extent possible, consistent with the need to conduct an adequate investigation.

Reports of alleged violations should be factual, rather than speculative, and should contain as much specific detail as possible to allow for proper assessment. The complaint describing an alleged violation or concern should be candid and should clearly set forth all of the information that the person knows regarding the allegation or concern. In addition, the complaint should contain sufficient corroborating information to support the commencement of an investigation. The Chairs may, in their reasonable

discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate factual support.

5.2 Investigation of Complaints

Upon receipt of a complaint the Chair of the Governance Committee or the Chair of the Audit & Finance Committee, or a designated member of the Committee, will make a determination as to whether a reasonable basis exists for commencing an investigation into the conduct alleged in the complaint. If the Chair or its designated member concludes that an investigation is warranted, it shall take appropriate measures to implement a thorough investigation of the allegations. The Chair shall have the authority to obtain assistance from FEI Canada's management, counsel or external auditors, or to retain separate outside legal or accounting expertise as it deems necessary or desirable in order to conduct the investigation.

At their respective scheduled meeting of the Governance and Audit & Finance Committees, the Committee will discuss the status of any ongoing investigation and review the resolution of each complaint submitted to date, whether or not the complaint resulted in the commencement of a formal investigation.

5.3 Corrective Action

The Chair of FEI Canada's Governance Committee and the Chair of FEI Canada's Audit & Finance Committee are ultimately responsible for determining the validity of each complaint and determining the appropriate corrective action.

The Chairs shall report any legal or regulatory non-compliance to FEI Canada management and ensure that management takes corrective action.

Any member, director, officer, or employee deemed to have violated any law, rule or regulation, or any internal policy regarding accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of the FEI Canada's financial statements, may be subject to disciplinary action, up to and including termination for employees and up to and including expulsion for members.

5.4 No Retaliation

Employees should feel confident to report violations as described above or to assist in investigations of such alleged violations. FEI Canada will not tolerate retaliation or discrimination of any kind by or on behalf of FEI Canada and its employees against any employee making a good faith complaint.

5.5 Retention of Complaints and Documents

Documents and records regarding any complaint should be kept for a period of five (5) years at FEI Canada's place of business.

5.6 Compliance with this policy

Members, directors, officers and employees must follow the procedures outlined in this document and cooperate with any investigation initiated.