

NIGHTINGALE INTELLIGENT SYSTEMS, INC.

WHISTLEBLOWER POLICY

Effective _____, 2022

I. Introduction

The Audit Committee of the Board of Directors (the “**Board**”) of Nightingale Intelligent Systems, Inc. (the “**Company**”) has adopted this policy (the “**Policy**”) to establish procedures for the receipt and handling of complaints, including those submitted by employees, as to accounting or auditing matters. This Policy also includes means for employees to raise concerns with respect to violations of the Company’s Code of Conduct (the “**Code**”). This Policy provides procedures for interested parties, including employees, to raise concerns. While the list below provides examples of the types of subjects covered by this Policy, this list is not intended to be exhaustive and any person with related concerns should raise those issues in accordance with this Policy.

II. Employee Complaint Procedures

Any employee of the Company may submit a good faith complaint regarding financial statement or other public disclosures, accounting, internal accounting or disclosure controls, auditing matters or alleged violations of law or violations of the Code to the management of the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. Employees are encouraged to follow these procedures and report any possible violations or questionable matters that have occurred, are ongoing or are about to occur. The Company’s Audit Committee will oversee treatment of employee concerns in this area.

Receipt of Employee Complaints

The Company’s Audit Committee has delegated its authority to investigate complaints under this Policy to the Company’s Chief Financial Officer, or, at any time when the Company does not have an appointed Chief Financial Officer, the officer performing the functions of the Company’s principal financial officer (the “**Compliance Officer**”), and the chairperson of the Audit Committee (the “**Audit Committee Chairperson**”) to be exercised at the Audit Committee Chairperson’s discretion. The results of any investigation must be reported to the Audit Committee for review and final determination.

Written Report

Written reports of complaints may be addressed to the Compliance Officer or the Audit Committee Chairperson as follows:

Nightingale Intelligent Systems, Inc.
Attn: Compliance Officer
8450 Central Avenue
Newark, CA 94560

Audit Committee Chairperson
c/o Nightingale Intelligent Systems, Inc.
8450 Central Avenue
Newark, CA 94560

Whistleblower Hotline

All employees also have access to the Company's Whistleblower Hotline, ~~via telephone at [INSERT PHONE NUMBER], by e-mail at [INSERT EMAIL ADDRESS] or online at [INSERT WEB ADDRESS]~~ auditcommitteechair@nightingalesecurity.com as established by the ~~Compliance Officer~~ [Audit Committee](#) through which suspected violations may be reported confidentially and anonymously to ~~the Compliance Officer and, as necessary,~~ the Audit Committee Chairperson. ~~The Whistleblower Hotline does not use a caller ID service and employees who report do not have to provide their names. In addition, after submitting a complaint through the Web, the sender's IP address will automatically be deleted from the message prior to delivery of the message to the Audit Committee.~~

Scope of Matters Covered by These Procedures

These procedures relate to employee complaints relating to any questionable accounting and other matters or violations of the Code, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial books and/or records of the Company;
- deficiencies in or noncompliance with the Company's internal controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- any attempts to mislead or improperly influence the Company's independent auditor in the course of the performance of their audit;
- deviation from full and fair reporting of the Company's financial condition, such as material misrepresentations or omissions with respect to the Company's business, financial condition, results of operations or cash flows, in public disclosures of the Company's financial position and prospective reports;

- improper expenditure of Company funds;
- suspected fraud, theft, embezzlement, bribery or kickbacks;
- improper use of Company property (including disclosure of proprietary information);
- use of non-public Company information to trade in securities; or
- any other violations of the Company's Code.

Treatment of Complaints

Complaints relating to accounting matters and financial reporting will be reviewed under the Compliance Officer's direction and oversight by the Audit Committee or such other persons as the Audit Committee determines to be appropriate, including, without limitation, outside legal counsel and/or other advisors. Confidentiality 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 Compliance Officer and, as necessary, the Audit Committee Chairperson.

If the Compliance Officer believes that a formal investigation is required, he or she will promptly notify the Audit Committee or its member designee, who will then determine, in its reasonable judgment, whether a reasonable basis exists for commencing a formal investigation into the complaint. If the Audit Committee or its member designee makes such a determination, then the Compliance Officer or the Audit Committee Chairperson, as applicable, will proceed with a formal investigation which shall be overseen by the Audit Committee.

The Audit Committee shall promptly review the findings and recommendations of the Compliance Officer or the Audit Committee Chairperson, as applicable, with respect to any investigations. The Audit Committee may (a) adopt the findings and recommendations; (b) refer the matter back to the Compliance Officer or the Audit Committee Chairperson, as applicable, for further investigation; or (c) issue a final report differing from or amending the findings and recommendations of the Compliance Officer or the Audit Committee Chairperson, as applicable.

Any employee who has made a complaint or who has been the direct subject of an investigation under this Policy may request reconsideration by submitting a written request to the Audit Committee stating the reasons for the employee's disagreement with the Audit Committee's final determination. This request must be made no later than 30 days after notice that the investigation has been concluded. The Audit Committee will review and consider the written submission by the employee and shall determine if, in its view, the points raised require further action (e.g., alteration of the decision, additional investigation) or no further action.

The Company will not, directly or indirectly, discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in his or her terms and conditions of employment based upon any lawful complaint made by such employee in good faith with respect to accounting and auditing matters or violations of the Code or other relevant matters. Confidentiality will be maintained to the fullest extent possible, unless otherwise consented to by

the employee, as may be necessary to conduct a thorough investigation or as required to be disclosed by law.

Reporting and Retention of Complaints and Investigations

The Chairperson of the Audit Committee will maintain a log of all complaints, tracking their receipt, any investigation and resolution and shall prepare a periodic summary report on at least an annual basis for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.

Reporting Complaints to Governmental Agency

All employees have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- Respond truthfully to a valid subpoena.

Every employee has the right to not be retaliated against for reporting, either internally to the Company or to any governmental agency or entity or self-regulatory organization, information which he or she reasonably believes relates to a possible violation of law. It is a violation of federal law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act the employee may have performed. It is unlawful for the Company to retaliate against an employee for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this Policy, the Code or otherwise, an employee may disclose confidential Company information, including the existence and terms of any confidential agreements between the employee and the Company (including employment or severance agreements), to any governmental agency or entity or self-regulatory organization.

The Company cannot require an employee to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and the Company may not offer an employee any kind of inducement, including payment, to do so.

Every employee's rights and remedies as a whistleblower are protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form, or condition of employment, including by a predispute arbitration agreement.

Even if an employee has participated in a possible violation of law, such employee may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws, and may also be eligible to receive an award under such laws.

The Audit Committee may revise or amend this Policy as necessary or appropriate.

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