

Subject: Human Resources – Non-Retaliation/Whistleblower**Policy:****1. General Statement of Purpose**

May Institute is committed to maintaining an ethical and compliant workplace where employees are free to raise good faith concerns (See the Rights/Ethics section of May Institute Policy and Procedure manual for additional information). This Policy provides the Organization's guidance on: (1) how employees may report a concern about workplace conduct including any behavior that employees believe to be in violation of Organization policies or potentially in violation of applicable laws, rules, and regulations; and (2) the Policy sets forth the Company's commitment to prohibit retaliation against those employees that report such concerns to management. This Policy does not replace the provisions found in the Employee Handbook concerning the reporting of unlawful harassment and workplace violence.

2. Reporting Responsibility

It is the responsibility of all managers and employees of May Institute to comply with May's policies as well as state and federal law regarding business practices and to report suspected violations in accordance with this Policy. Good faith reports of such suspected violations should be made in the manner described in the Procedure section listed below.

Employee reports of suspected violations must be in good faith and must provide honest information to management. To the extent possible, May Institute's management will handle the report in a confidential manner. Any person who knowingly makes a false statement, or who otherwise intentionally misuses the complaint process, may be subject to discipline, up to and including immediate termination of employment.

3. Qui Tam/Whistleblower

Both federal and state false claim laws provide specific "Whistleblower" protections. Under the False Claims Act, an individual who may have knowledge of false claims may bring a civil action on behalf of the government for False Claims Act violations pursuant to the Qui Tam provisions. The individual (whistleblower) must file the lawsuit "under seal" on behalf of the government in a federal district court. If the government determines that the lawsuit has merit and decides to intervene, the U.S. Department of Justice will direct the prosecution of the lawsuit. If the government chooses not to pursue, the individual may continue with the lawsuit on his/her own. Depending on the outcome of the case and the whistleblower's level of involvement in the action, the whistleblower may be entitled up to 30% of the proceeds of an action or settlement.

Under the False Claims Act, a "whistleblower" at any level of involvement, including assistance in investigating, reporting, or providing testimony, is protected from retaliation by an employer and fellow employees. Under a provision of the False Claims Act, any employee who is discharged, demoted, suspended, threatened, harassed, or in any manner discriminated against in the terms or conditions of employment by his or her employer, because of lawful acts done by the employee on behalf of the employee or others in furtherance of an action under this section shall be entitled to all relief necessary to make the employee whole. The False Claims Act

entitles whistleblowers to additional relief arising from special damages sustained as a result of the discrimination, including litigation costs and reasonable attorney's fees.

4. Non-Retaliation

Retaliation is prohibited against any employee of May Institute who in good faith has made a report concerning a potential violation of Organizational policy or of applicable laws.

Retaliation is generally described as taking a negative employment action towards an employee for the sole reason that the employee either (1) made a report to management about a concern of a potential or actual breach of Organizational policy or a potential breach of applicable laws; and/or (2) was involved in or cooperated with the review and investigation of a potential breach of Organizational policy or potential breach of applicable laws.

An employee who is deemed to have retaliated against another employee is subject to discipline, up to and including termination of employment.

Any person who thinks that he or she has been the subject of retaliation for making a good faith report about May Institute's business practices may file a complaint concerning the retaliation, as described in the Procedure listed below.

In most cases, concerns should be directed to the employee's immediate supervisor.

If an employee is not comfortable speaking with his or her supervisor, or is not satisfied with the supervisor's response, he or she is encouraged to speak with the Corporate Human Resources Department.

All reports will be taken seriously and addressed promptly. May Institute will keep such matters as confidential as practicable, but cannot guarantee complete confidentiality.

Procedure:

1. Supervisors are required to notify the Corporate Human Resources Department of suspected policy breaches as well as alleged legal violations in May Institute's business practices and any reported violations of this Policy. The Corporate Human Resources Department will review the reports and investigate all such reports as necessary.