



## **ENSYNC INC. WHISTLEBLOWER POLICY**

### **Introduction**

Section 301 of the Sarbanes-Oxley Act requires the Audit Committee (the “Committee”) of EnSync Inc. (the “Company”) to establish procedures for the submission by employees of the Company and others, on a confidential and anonymous basis, of complaints and concerns regarding the Company’s financial statement disclosures, accounting practices, internal controls or auditing matters or possible violations of the federal securities laws or the rules or regulations promulgated thereunder (collectively, “Accounting or Securities Matters”).

The Company is committed to the aims and objectives of Section 301 of the Sarbanes-Oxley Act and Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and recognizes the value in developing and fostering a culture of corporate compliance, ethical behavior and good corporate governance. The Company also recognizes the value of transparency and accountability in its administration management practices and supports the making of disclosures that reveal improper conduct, fraudulent activity or mismanagement of the Company’s resources.

This Policy is applicable to all employees, directors, officers and related parties of the Company and its subsidiaries and affiliated companies (each a “Covered Person” and collectively the “Covered Persons”). All Covered Persons must cooperate with any investigation initiated pursuant to this Policy.

This Policy is intended to provide a means whereby a Covered Person may, in good faith, report issues and/or concerns in connection with the Accounting or Securities Matters. While the Company does not encourage frivolous complaints, the Company does expect each Covered Person to promptly report any irregularities and other suspected wrongdoing regarding the Accounting or Securities Matters.

### **Policies and Procedures**

In accordance with Section 301 of the Sarbanes-Oxley Act, Section 10A(m) of the Securities Exchange Act of 1934 and the listing standards of the New York Stock Exchange, and in conjunction with the Company’s Code of Ethics and conduct, the Committee has adopted the following procedures:

1. The Company shall promptly forward to the Committee any complaints that it has received regarding Accounting or Securities Matters.
2. Any Covered Person must submit any concerns such Covered Person has regarding Accounting or Securities Matters. Such submission may be on a confidential, anonymous basis if the Covered Person so desires. All such concerns may be expressed:
  - (a) by calling (888) 309-1548 or
  - (b) via [ensync.alertline.com](http://ensync.alertline.com).



To enable the Company to conduct a reasonable investigation, each complaint should contain as much relevant information as possible.

3. Following the receipt of any complaints as described in paragraphs 1 and 2 above, the Committee will investigate each matter so reported and take corrective and disciplinary actions, if appropriate.
4. The Committee may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding Accounting or Securities Matters. In conducting any investigation, the Committee shall use reasonable efforts to protect the confidentiality and anonymity of the Covered Person making the complaint.

### **Prohibition on Retaliation**

It is illegal and against Company policy for any officer, employee or agent of the Company to retaliate against a Covered Person who has taken action hereunder in good faith. The Company will not, and will not tolerate, (a) the discharge, demotion, suspension, harassment, or penalization of, (b) the threat of such discharge, demotion, suspension, harassment, or penalization against, (c) the transfer or threat of transfer to an undesirable location of, or (d) any other discrimination against any Covered Person in the terms and conditions of his or her employment with the Company based upon such Covered Person lawfully and in good faith providing information, causing information to be provided, or otherwise assisting in an investigation regarding any misconduct related to Accounting or Securities Matters. Any acts of retaliation against an employee under these circumstances will be treated by the Company as a serious violation of Company policy and could result in dismissal and/or criminal or civil sanctions.

### **Quarterly Report to the Audit Committee**

Following the conclusion of each fiscal quarter, the Committee and the Company's independent public accountants receive a report concerning the number of and the nature and outcome of the complaints received and investigated under this Policy.

Adopted Effective January 12, 2012