

**Teamshares Inc.**  
**Insider Trading Compliance Policy**

Teamshares Inc. (the “Company”) seeks to promote a culture that encourages ethical conduct and a commitment to compliance with the law. We require our personnel to comply at all times with federal laws and regulations governing insider trading. This policy sets forth procedures designed to help comply with these laws and regulations.

**Persons Covered**

You must comply with this policy if you are:

- a director, officer or employee of the Company or a subsidiary company President; or
- a contractor, consultant, or other person designated by the Company.

Individuals subject to this policy are responsible for ensuring that members of their household comply with this policy.

**Policy Statement**

Unless otherwise permitted by this policy, you must not:

- purchase, sell, gift or otherwise transfer any security of the Company while you possess material nonpublic information about the Company;
- purchase, sell, gift or otherwise transfer any security of any other company, while you possess material nonpublic information about the other company that you obtained in connection with your employment by or service to the Company;
- directly or indirectly communicate material nonpublic information to anyone outside the Company unless you follow Company policy regarding confidential information; or
- directly or indirectly communicate material nonpublic information to anyone within the Company except on a need-to-know basis.

For this purpose:

- *securities* includes stocks, bonds, notes, debentures, options, warrants, equity and other convertible securities, as well as derivative instruments;
- *purchase* includes not only the actual purchase of a security, but also any contract to purchase or otherwise acquire a security;
- *sale* includes not only the actual sale of a security, but also any contract to sell or otherwise dispose of a security;
- *material* means likely to have a significant effect on the market price of the security (also understood to mean a substantial likelihood that a reasonable investor would consider the information important in making an investment decision); and

- *nonpublic* means not broadly disseminated to the general public so that investors have been able to factor the information into the market price of the security. Note that release of information to the media does not immediately mean the information has become publicly available. Information is considered to be available to the public only when it has been released broadly to the marketplace (such as by a press release or an SEC filing) and the investing public has had time to absorb and evaluate it.

Possible material information or events include, but are not limited to:

- earnings information and quarterly results;
- guidance on earnings estimates or projections about earnings or other financial information;
- mergers, acquisitions, tender offers, joint ventures, or changes in assets;
- changes in control of the Company or changes in senior management;
- new products, contracts with suppliers, or developments regarding customers or suppliers (e.g., the acquisition or loss of a contract);
- changes in auditors or auditor notification that the issuer may no longer rely on an audit report;
- significant events concerning the Company's physical assets;
- events regarding the Company's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of securityholders, public or private sales of additional securities or information related to any additional funding);
- a change in auditors or notification that the auditor's reports may no longer be relied upon;
- bankruptcies or receiverships;
- regulatory investigations or litigation-related developments involving the Company; and
- regulatory approvals or changes in regulations and any analysis of how they affect the Company.

To understand how these terms apply to specific circumstances, or for any other questions about this policy, you should ask the General Counsel or other designated members of the legal team.

### **Quarterly Blackout Periods**

You must not purchase, sell, gift or otherwise transfer any security of the Company during any blackout period, except as otherwise permitted by this policy.

The quarterly blackout period:

- begins on the 15th day of the last month of each fiscal quarter; and
- ends after completion of the second trading day after the earnings release for that quarter.

### **Additional Blackout Periods**

From time to time, the General Counsel or an authorized representative of the Legal Department may determine that an additional blackout period is appropriate. Persons subject to an additional blackout period must not purchase, sell, gift or otherwise transfer any security of the Company,

except as otherwise permitted by this policy, and must not disclose that an additional blackout period is in effect.

### **Pre-Clearance of Transactions**

The General Counsel or an authorized representative of the Legal Department will designate a list of persons who (with their controlled entities and household members) must pre-clear each transaction in any security of the Company.

To submit a pre-clearance request, you must follow the procedures established by the General Counsel or an authorized representative of the Legal Department.

Pre-clearance approval:

- may be granted or withheld in the sole discretion of the General Counsel or an authorized representative of the Legal Department (or the Chief Financial Officer for transactions by the General Counsel);
- remains valid for five business days for transactions without a proposed transaction date;
- remains subject to your independent obligation to confirm that you do not possess material nonpublic information at the time of your transaction;
- will not constitute legal advice that a proposed transaction complies with applicable law;
- will not result in liability to the Company or any other person if delayed or withheld; and
- is not required for “sell-to-cover” transactions pursuant to a policy adopted by the Company or transactions under a previously approved Rule 10b5-1 plan or a previously approved non-Rule 10b5-1 trading arrangement.

### **Exempt Transactions**

This policy, except for provisions set forth in the Prohibited Transactions section below, does not apply to:

- transactions directly with the Company;
- gift transactions for family or estate planning purposes, where securities are gifted to a person or entity subject to this policy, except that gift transactions involving Company securities are subject to pre-clearance;
- transactions relating to equity incentive awards without any open-market sale of securities (e.g., cash exercises of stock options or the “net settlement” of restricted stock units but not broker-assisted cashless exercises or open-market sales to cover taxes upon the vesting of restricted stock units);
- “sell-to-cover” transactions pursuant to a non-discretionary policy adopted by the Company that is intended to facilitate the payment of withholding taxes associated with vesting of equity awards (other than stock options); or

- transactions under a pre-cleared Rule 10b5-1 plan.

### **Trading Plans**

The restrictions in this policy, except for provisions set forth in the Prohibited Transactions section below, do not apply to transactions under a trading plan that satisfies the conditions of Rule 10b5-1 and has been pre-approved by the General Counsel or an authorized representative of the Legal Department.

A trading plan may be modified outside of a blackout period when you do not possess material nonpublic information. Modifications to and terminations of a trading plan must be pre-approved by the General Counsel or an authorized representative of the Legal Department.

### **Prohibited Transactions**

You may not engage in:

- short sales (i.e., sales of shares that you do not own at the time of sale);
- options trading, including puts, calls, or other derivative securities on an exchange, an over-the-counter market, or any other organized market;
- hedging transactions, such as prepaid variable forward contracts, equity swaps, collars, exchange funds, or other transactions that hedge or offset any decrease in market value of the Company's equity securities; and
- purchasing Company securities on margin (i.e., borrowing money to purchase the securities), or placing Company securities in a margin account.

### **Post-Termination Transactions**

If you possess material nonpublic information when your employment by or service to the Company terminates, the restrictions set forth in "Policy Statement" above continue to apply until that information has become public or is no longer material.

### **Policy Administration**

The General Counsel or an authorized representative of the Legal Department has authority to interpret, amend and implement this policy. This authority includes interpreting or waiving the terms of the policy, to the extent consistent with its general purpose and applicable securities laws. The Chief Financial Officer will administer the policy as it applies to any trading activity by the General Counsel. The Board will approve any waiver of the terms of this policy for directors or executive officers.

### **Certification of Compliance**

You may be asked periodically to certify your compliance with the terms and provisions of this policy.