

Teamshares Inc.

Anti-Corruption Compliance Policy

Teamshares Inc. (the “**Company**”) expects all of the Company’s employees, officers, directors and subsidiary company Presidents (collectively, “**Personnel**”) to act with integrity and comply with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“**FCPA**”) and similar anti-corruption laws. We also expect third parties involved in our business (including, but not limited to, contractors, vendors, agents, business partners, advisors and representatives) to comply with these laws, regulations and ethical standards.

Failure to comply with applicable anti-corruption laws or this **Anti-Corruption Compliance Policy** (the “**Policy**”) could have significant legal, financial and reputational consequences for the Company or the individuals involved. The Company will take appropriate action against Personnel who fail to comply with applicable anti-corruption laws or this Policy, up to and including termination. The Company will also take appropriate action against third parties who violate anti-corruption laws, the terms of our agreements with them or engage in unethical or corrupt conduct.

The Company prohibits bribes, kickbacks and other corrupt payments.

- The Company has a zero tolerance policy and strictly prohibits all forms of bribery and corruption – regardless of whether the bribery involves a **Public Official** (as defined below) or a private person, or whether it occurs in the United States or anywhere else in the world. Bribery undermines our commitment to doing business with integrity, and is prohibited by the FCPA and other similar laws around the world.
- The Company prohibits bribes, kickbacks or other corrupt or illegal payments of **Anything of Value** (as defined below) from being directly or indirectly offered, given, authorized, promised, solicited or accepted to or from any person to improperly obtain or retain business, improperly influence any person or secure any improper **Business Advantage** (as defined below). The Company also prohibits bribery via our vendors, suppliers and third parties (see below for additional guidance regarding our third-party controls) in any way related to the Company.
- We also prohibit facilitation payments, which are small, unofficial payments to Public Officials to expedite routine, non-discretionary actions, such as expediting customs clearance or prioritizing processing of non-discretionary forms.

“Public Officials”

- Individuals who hold a **government position of any kind at any level** (*i.e.*, state, local or national governments or government agencies), such as telecommunications regulators, tax authorities, etc.
- Officers or employees of **public international organizations**, such as the UN or World Bank.
- Individuals who **exercise a public function** or **act in an official capacity** on behalf of a government.
- Personnel at **state-owned or -controlled enterprises** (e.g., state-owned banks, government-backed universities, state-controlled entertainment venues, etc.).
- Political parties, party officials and **candidates for political office**.

“Anything of Value”

Should be **interpreted broadly**, as improper payments can include both financial and non-financial advantages, such as cash, gift cards, Company products, swag or other in-kind benefits, entertainment, travel, employment (including internships), inflated pricing/discounts or corrupt payments disguised as legitimate goods or services.

“Business Advantage”

Should also be **interpreted broadly**, and could include favorable regulatory decisions, obtaining competitor information, avoiding fines or penalties, securing positive media reporting, modifying tender specifications or any other business benefit to the Company.

The Company maintains complete and accurate books and records, and requires compliance with our internal controls.

- The Company expects Personnel to maintain complete, transparent and accurate records supporting all transactions. Falsified or fictitious entries and supporting documents are strictly prohibited. Our Code of Ethics and Conduct contains additional guidance on the Company's requirements regarding maintaining and managing records.
- Company Personnel are expected to comply with all Company policies, procedures and internal controls. Failure to comply with our policies and controls will result in appropriate discipline.

Company Personnel may not use gifts, travel, entertainment or hospitality as bribes, illegal quid pro quo or to improperly influence the recipient.

- The Company permits reasonable and appropriate meals, gifts or entertainment to or from the Company's counterparties for legitimate business purposes. Such activities must be reasonable in value, infrequent and not offered for an improper purpose. Any travel or entertainment expenses must be limited solely to those individuals necessary for the furtherance of the Company's business. Personnel may not pay or promise to pay any travel or entertainment expenses for spouses or guests of their invitees without Legal (as defined below) approval.
- Company Personnel may only accept reasonable, modest and infrequent gifts and hospitality, and should not accept such items if it will impact their judgment and objectivity.
- Company Personnel may not use gifts, travel, entertainment or other hospitality (of Anything of Value) as an illegal quid pro quo, bribe or to improperly influence, induce or reward business decisions.
- The Company does not offer or provide gifts or hospitality to Public Officials in excess of \$250 per person. Exceptions must be approved in writing in advance by the Company's Legal Department ("**Legal**").

The Company does not use charitable donations, political contributions, sponsorships or employment/internship opportunities as bribes or to improperly influence.

- Charitable donations and community support cannot be used as a bribe or to improperly influence any person. Charitable donations must be provided for legitimate charitable or community support purposes.
- Company Personnel are free to engage in political activity in their own time, but may not utilize Company funds or resources, nor may Company Personnel represent political views on behalf of the Company.
- Company Personnel may not offer sponsorships, jobs or internships (including to family members of customers or Public Officials) as a bribe, illegal quid pro quo or to otherwise improperly influence any person related to our business.

The Company works with reputable, qualified and ethical third parties, and takes a risk-based approach to third party controls.

- We only engage third parties if there is a legitimate business purpose, and we pay our third parties fair market value for goods/services. We expect our partners, vendors, suppliers, contractors and other third parties to comply with the FCPA and any other applicable anti-corruption laws.
- The Company takes a risk-based approach to third-party controls, including risk-based due diligence, contractual terms and compensation controls. Company Personnel must contact Legal before entering into/renewing a contractual relationship with a third party: (1) likely to interact with Public Officials related to Company or (2) that was recommended or required by a customer or Public Official.
- Company Personnel are expected to monitor third parties in contractual relationships with the Company for corruption red flags – or indications that the third party has engaged, or is likely to engage in, corrupt, illegal or other improper activities. Personnel must escalate third party corruption red flags to their supervisor or Legal. Personnel can also make an anonymous phone call to our Whistleblower Hotline at 800-235-0172, or by visiting the portal at <https://www.whistleblowerservices.com/teamshares>.

We consider anti-corruption compliance in mergers, acquisitions and joint ventures, including risk-based pre-transaction diligence and post-transaction controls/integration.

Reporting Actual or Suspected Misconduct

Company Personnel should not hesitate to raise questions about this Policy with their supervisor or Legal. **Company Personnel must report actual or suspected non-compliance with this Policy to their supervisor, Legal or HR.**

Supervisors who receive such reports must escalate the report to Legal.

All reports will be kept confidential to the extent possible, except where disclosure is required to investigate the matter or as required by law. The Company will conduct appropriate investigations of non-compliance with this Policy. Personnel must cooperate with such investigations, including providing relevant information, documentation and communications.

Policy Management

- Legal is the owner of this Policy, and is responsible for implementing, monitoring, enforcing and updating this Policy, as appropriate. Legal shall have access to the Board of Directors regarding enforcement of and compliance with this Policy, as needed and appropriate.
- Legal may identify relevant Company Personnel to receive periodic training on this Policy.