

SHROOT LTD

Code of Ethics Policy

Version 1.0, 1 Jan 2022

**Confidential - Internal and Restricted External Use
Only**

SHROOT LTD

Code of Ethics Policy

1. Introduction

At SHROOT LTD (the “Company”) we aim to conduct all of our business with honesty, integrity and in accordance with the highest standards of ethics, equity and fair dealing. The procedures and principles set out herein should be followed at all times by the Company and all its employees, agents, contractors, consultants, temporary staff, casual or agency staff, or other suppliers or data processors (hereafter referred to as “Staff”) working for, or on behalf of, the Company.

All Staff are required to exercise due skill, care and diligence and to pay due regard to clients and treat them fairly.

2. Acting with Integrity

Integrity is the act of behaving in an ethical, moral, honest and honorable way – even when you know no one is watching. We expect and require our colleagues to demonstrate the highest level of integrity at all times.

You should not deliberately or recklessly mislead the Company, clients or other third parties, including but not limited to deliberately:

- falsifying documents
- providing false or inaccurate documentation or information, including details of training, qualifications, past employment records or experience
- producing misleading marketing materials
- provide false or inaccurate information to the Company (or to the Company’s auditors)
- misleading others about the nature of risks being accepted
- failing to inform a customer of the fact their understanding of a material issue is incorrect, despite being aware of their misunderstanding
- misusing confidential information relating to clients
- deliberately not pay due regard to the interests of a customer
- failing to disclose a conflict of interest in connection with dealings with a client

Please remember that:

- Company property should be used for business purposes only
- all Staff have a responsibility to protect the assets of the Company
- Staff should only represent the Company or exercise authority on its behalf if they are appropriately authorised to do so
- confidential client and Company information should be shared on a need-to-know basis only

3. Conducting business with due skill, care and diligence

Due skill, care and diligence are required, especially where activities might affect customers. You should:

- not fail to inform the customer, the Company or its auditor of material information, in circumstances where you are aware that the information is of material interest
- not make recommendations without understanding the transaction or the risk
- not undertake, recommend or provide advice on transactions without a reasonable understanding of the risk exposure of the transaction to a customer
- not undertake transactions without a reasonable understanding of the risk exposure of the transaction to the Company

- not fail, without good reason, to disclose the existence of a conflict of interest in connection with dealings with a client
- not fail to pay due regard to the interests of a customer, without good reason.

4. Pay due regard to the interests of clients and treat them fairly

You should always act in your client's best interests. We have a zero tolerance policy to Staff who deliberately or recklessly mislead clients, for example it is important you do not:

- deliberately recommend a service or investment for a customer where you know the customer is unable to justify its suitability for their business
- deliberately prepare inaccurate records or documentation in connection with an accountable function
- deliberately misuse confidential information of clients
- fail to disclose the existence of a conflict of interest in connection with dealings with a client

5. Policy Governance

Responsibility for the Code of Ethics Policy rests with Darren Wilson. Duties include, but are not limited to:

- Ensuring that all staff in scope and appropriate external parties have read and confirmed their acceptance of the latest version of this policy
- Monitoring for legal, regulatory or industry best practice developments in relation to this policy
- Coordinate with senior management, IT, and legal counsel to communicate and review issues related to this policy
- Review and update this policy at least every 12 months, in order that it remains fit for purpose

Exceptions to this policy shall be allowed only if previously approved by Oliver Tyler.

This policy has been approved by senior management and is effective from 01-Jan-2022.