

CODE OF CONDUCT

LAST UPDATE: OCTOBER 2023

This Code of Conduct has been created to provide overall guidelines for how Roots of Impact, its employees and other stakeholders can interact in a way that optimizes our core mission: making finance work for positive impact on people and the planet.

The principles and guidelines shared below are meant to support our overall activities, with all team members, clients and other stakeholders committing to ensure that they are utilized. This document has been developed in conjunction with our staff and is regularly reviewed for its level of current relevance, accessibility, and scope.

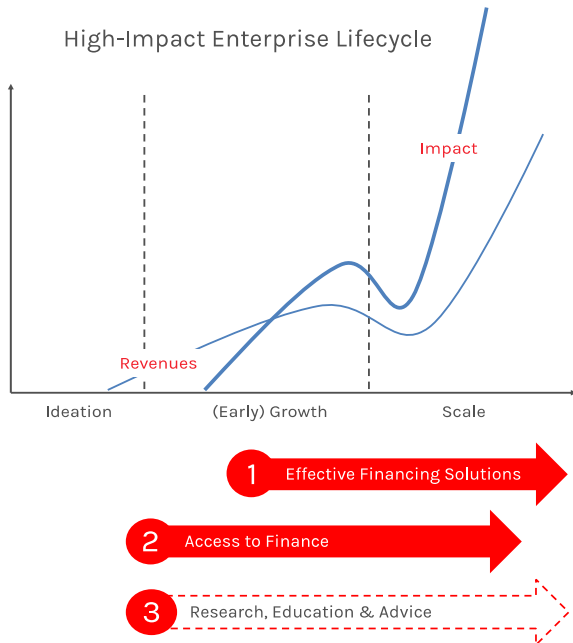
The flow of this Code of Conduct starts with a framing of Roots of Impact's core values. This top-down view guides our code of ethics and how we choose to do business, as well as the key principles that guide the way we act and aim to have an impact. Then we focus on key areas that include: (i) cross-cutting best practices, (ii) employees, (iii) community, (iv) environment, and (v) broader governance.

OUR CORE VALUES

- **Impact first:** We want to create real, tangible, measurable, positive impact.
- **Outcomes-focused:** We ensure effectiveness and focus on what actually changes.
- **Results-driven:** We act efficiently and get things done.
- **Collaborative:** We live a spirit of collaboration with our team, partners, clients, advisors, and our network. Together, we can go further and faster and aim to change systems.
- **Humble:** We are self-reflective and actively seek external evidence for our assumptions and the impact of our work.
- **Pioneering:** We accept the realities in the market but push ourselves and others to set the bar higher.

OUR THEORY OF CHANGE

We are creating impact on three levels through the effective scaling of high-impact enterprises:



- 1 Effective Financing Solutions
 - Innovative & Blended Finance Funds and Facilities
 - SIINC and other Impact-Linked Finance Programs
- 2 Access to Finance for Impact Enterprises
 - Investment Readiness and Impact Management Programs
 - Open knowledge & tools: Social Finance Academy
- 3 Research, Education & Advice
 - Initiative for Blended Finance at University of Zurich
 - Open Platform for Impact-Linked Finance
 - Individual advisory services

OUR IMPLEMENTATION PRINCIPLES

We believe that rigorous quality standards as well as strong results orientation are needed to design effective financing solutions for international development and social innovation. At Roots of Impact, we are committed to the IFC Operating Principles for Impact Management and the OECD DAC Blended Finance Principles for Unlocking Commercial Finance for the SDGs. We also align with the Impact Management Project and the overall 5 dimensions of impact to ensure that we are synchronized with these global impact frameworks. In addition to these guidelines, we apply our own principles for designing effective solutions for impact finance:

1. Before we start designing financing solutions, we must understand how social and economic value is created for whom and how this might be affected by different forms and terms of financing.
2. Positive social and environmental impact created by impact-oriented organizations cannot be presumed. Impact should be considered as a performance that can be assessed, managed, and optimized.
3. Financing solutions for impact-oriented organizations, funds and projects have to fairly balance risks and returns and provide aligned incentives for major stakeholders in terms of social and economic value.

CROSS-CUTTING PRACTICES

ALWAYS ACTING WITH INTEGRITY

Roots of Impact and its staff are fully committed to honesty, integrity, and fair play in the delivery of services and goods to its clients, partners, and the public. All staff should ensure that all business operations are dealt with in an open, fair, and impartial manner. This Code of Conduct sets out the basic standard of conduct, including matters like acceptance of advantages and conflict of interest etc. This Code also applies to all full-time and part-time staff, volunteers, as well as any contractors, interns or working students employed by the Company. Each employee has an obligation to always observe and follow the company's standards of conduct.

FAIR COMPETITION

The company's policy will prohibit any anti-competitive practices, as well as any practices of unfair competition. Accordingly, we cannot agree (formally or informally) to market-distorting practices or take actions that harm the legitimate interests of clients and other stakeholders. We advocate for a fair competition that considers not only the price of our services but also its quality and value including the impact on people and the planet (total value for money).

CONFLICT OF INTEREST

A conflict-of-interest situation arises when the private interests of staff and other stakeholders compete or conflict with the interests of the company. These interests could be both, financial or more personal in nature. Employees are to avoid using their official position for personal gain and to avoid putting themselves in a position that may lead to an actual or perceived conflict of interest with the company. Failure to avoid or declare any conflict of interest may give rise to disciplinary action.

Furthermore, we actively avoid conflicts of interest with our clients and partners (i.e., principal-agent conflicts). Roots of Impact does not accept mandates that would negatively affect client interests of ongoing mandates or trusted relationships with its existing clients and partners, i.e., supporting an enterprise to raise finance while being mandated by providers of capital.

CONFIDENTIALITY

Protecting our company's confidential information is the responsibility of every employee and we all share a common interest in making sure it is not improperly or accidentally disclosed. All employees are not permitted to discuss the company's confidential business with anyone who does not work for Roots of Impact. As we are also creating open knowledge and public goods, we label relevant information whether it is deemed to be published or to remain confidential.

EMPLOYEES

EQUAL OPPORTUNITY

Roots of Impact is an equal employment opportunity employer. Employment opportunities are available regardless of race, color, sex, sexual orientation, religion, national origin, age, disability, or any other legally protected status. This principle applies to all aspects of the employment relationship, including recruiting, hiring, training, work assignment, promotion, transfer, termination, and wage and salary administration.

ZERO TOLERANCE FOR SEXUAL HARASSMENT OR ANY DISCRIMINATION

Roots of Impact is committed to providing a safe, respectful, and flexible working environment, free of all forms of discrimination and harassment including sexual harassment, bullying and other violations. It is our policy to prohibit any form of harassment on any legally prohibited basis including, but not limited to, sex, race, color, religion, marital status, national origin, physical or mental disability, sexual orientation and/or age.

Furthermore, we encourage and train our employees in the method of non-violent communication for both professional and personal interactions. This way, we foster a psychologically safe work environment for everyone.

SAFETY, AND HEALTH PRACTICES

The company is committed to an injury-free and illness-free workplace that is operated in an environmentally sound manner in compliance with all relevant laws and regulations that protect worker safety and the environment.

PROPERTY OF THE COMPANY

Should the company provide any property to the employee, it is the employee's responsibility to properly use the property for the purpose of conducting the company's business. Misappropriation of the property for personal use or resale is strictly prohibited.

OUTSIDE EMPLOYMENT

Employees who wish to take up paid outside work, including those on a part-time basis, must seek written (date and signed) permission and guidance from the Co-CEOs before accepting the job. Approval will not be given if the outside work is considered to be in conflict with the interests and values of the company.

TRAINING AND DEVELOPMENT

All employees are given the support in terms of time, workload and in some cases, financial compensation for the pursuit of any training/education possibilities that

are in pursuit of both personal and professional development. During their bi-annual development dialogues, employees align with the company on the overall scope, timing and related aspects of these pursuits. The support of the company considers also the past and envisioned future performance of the employee and the contribution to the core values of the Company.

COMMUNITY

LOCAL FOCUS

In all our projects we try to involve local actors and partners, consult with a wide range of actors, and always bake in the local context. This is to ensure that the lived experience is captured and to reinforce a sharp focus on additional outcomes.

SUPPLIERS AND PURCHASING POLICY

Roots of Impact encourages the purchase and use of materials, products, and services that incorporate environmental, social, community, and performance goals. Preference is given to suppliers that meet robust third-party social and environmental certification criteria or other evidence for sustainable production and delivery. When price and quality are equal, preference will also be given to independent, woman-, or minority-owned suppliers, within close proximity to the place for delivery.

COMMUNITY ACTIVISM

As active proponents of social justice, we commit to volunteering, giving pro bono advice and contributing time and resources to impactful activities (such as a climate movement etc.) to depict our commitment to social causes.

ENVIRONMENT

CONSUMABLES

We pledge to actively reduce our needs for ongoing consumables. Remaining purchases are evaluated for sustainability, such as paper materials (business cards, printer paper, envelopes, files, etc.) that meet one or more of the following criteria: At least 50% post-consumer recycled material, at least 50% rapidly renewable materials, at least 50% FSC certified paper products, etc.

TRAVEL

Roots of Impact recognizes that our travel has direct impacts on the environment; particularly from our vehicle and flight emissions and the effects that this poses to planet health, human health, and widespread traffic congestion levels. We are committed to reducing the need for unnecessary business travel and encourage the use of sustainable forms of transport whenever travel is necessary. We also support telecommuting for work and taking public transportation or cycling to work.

GOVERNANCE & FINANCE

ANTI-CORRUPTION

The company has zero tolerance for corruption. All employees must never offer to provide anything of value directly or indirectly to government officials and business partners to secure an undue advantage. Furthermore, all employees must never accept anything of value directly or indirectly that involves an expectation for anything in return.

FINANCIAL REPORTING

All transactions of the company must be duly recorded to permit the preparation of clear financial statements in conformity with generally accepted accounting principles. No false or misleading entries may be made in the books and records of the company for any reason, and no employee may engage in any arrangement that results in such a prohibited act.

BANK ACCOUNTS

We keep our main bank accounts for the company with ethical and sustainable banks. Currently, these are GLS Bank and Triodos Bank. We also need local bank accounts for implementing projects in countries where there is no recognized ethical or sustainable bank available. In these cases, we are selecting the most appropriate bank in terms of ethical, sustainability and business requirements.

OVERALL COMPLIANCE AND INTEGRITY

Roots of Impact and its stakeholders are committed to ensuring that the company's business practices conform to applicable laws, regulations, and ethical business principles. We are committed to fully serving local communities and global citizens to thrive in the future. As such, our commitment to business integrity means conducting our business ethically and in line with our core values.

GOVERNANCE

The company is fully owned by its Founder and Co-CEO Bjoern Struwer. Management decisions are made by the leadership team composed of the company's team leads as well as the Co-CEOs and the COO.

In the first years after the foundation of the company in 2015, the focus was on establishing the company and its services and solutions in the market. We are constantly seeking advice from different stakeholders of the company, including clients, partners, employees, and industry experts. We recognize the value of a more formal supervisory and advisory body, which is why we have appointed an advisory board in October 2023. This advisory board consists of highly renowned industry experts in and around our sector and meets twice a year to provide the company with valuable guidance.