

CODE OF CONDUCT AND ETHICS

OVERVIEW

This Code of Conduct and Ethics (the “Code”) along with our Core Values, sets forth the guiding principles by which we operate our company and conduct our daily business with our shareholders, customers, vendors and with each other. These principles apply to all of the directors, officers and employees of Riskconnect and its subsidiaries (referred to in this Code as the “Company”).

PRINCIPLES

Mission

Riskconnect is dedicated to helping organizations transform the way they perceive and manage risk.

Our Core Values

Empowering you is the key to our success. That means not only positioning you to grow professionally and deliver for our clients but sharing a set of expectations and values that will guide us all every day in every way to bring meaning and purpose to what we do.

These values are more than words – they are what will unite our organization more than any product or service ever could. And they provide a foundation on which to build our company. We will turn these values into action - and in the process, create something truly special.



Complying with Laws, Regulations, Policies and Procedures

All directors, officers and employees of the Company are expected to understand, respect and comply with all of the laws, regulations, policies and procedures that apply to them in their positions with the Company. Employees are responsible for talking to their supervisors to determine which laws, regulations and Company policies apply to their position and what training is necessary to understand and comply with them.

Directors, officers and employees are directed to specific policies and procedures available to persons they supervise.

Policy against Discrimination and Harassment

The Company is committed to maintaining a workplace free of prohibited employment conduct, including discrimination or harassment on the basis of any characteristic protected by law, retaliation for engaging in legally protected activity, or failure to provide reasonable accommodation for disability or religion. This policy applies not only on Company premises, but also to employees on work assignments elsewhere or at Company-sponsored social functions. The Company provides an Internal Complaint Procedure (described below) through which current and former employees should bring reports if they feel that the Company has not fulfilled this commitment. The Company will not tolerate retaliation against any employee because they made a good faith report under its Internal Complaint Procedure.

This policy applies to all employees, applicants, clients, vendors, contractors, temporary employees, or others doing business with the Company. Sexual harassment is prohibited regardless of the gender of the person it is directed toward.

Any employee found to have violated this policy, regardless of their position at Company, will be subject to disciplinary action, up to and including immediate termination of employment. Any supervisor or manager found to have received a report or complaint, or who had knowledge that possible harassment occurred at the Company, and did not act upon it promptly and appropriately will also be subject to disciplinary action, up to and including immediate termination of employment. Any third party found to have violated this policy with respect to an employee at Company will be subject to appropriate corrective action, which may include possible expulsion from Company premises or being barred from conducting any further business with the Company's employees.

Employment Discrimination

The Company prohibits discrimination in employment based on any characteristic protected by applicable law, including age, sex, pregnancy, race, religion, color, creed, disability, handicap, citizenship, national origin, ancestry, family status, parental status, marital status, domestic or sexual violence victim status, sexual orientation, gender identity, genetic information or any other factor protected by federal, state or local law as enacted or amended (referred to in this policy as "Protected Characteristics"). Employment discrimination occurs when an employee is adversely affected with respect to any term or condition of employment (including hiring, compensation, advancement, discipline, or termination) because of a Protected Characteristic. The Company will take appropriate measures to prevent and/or stop any such discrimination. Any employee who is aware of conduct that may violate this policy should promptly report the conduct using the Internal Complaint Procedure described below.

Harassment

The Company prohibits harassment in employment based on any Protected Characteristic and will take appropriate measures to prevent and/or stop any such harassment. Any employee who is aware of conduct that may violate this policy should promptly report the conduct using the Internal Complaint Procedure described below.

Harassment that violates this policy is broadly defined as any conduct, whether verbal or physical, that

denigrates, insults, or offends a person or group on the basis of a Protected Characteristic where: (1) submission to such conduct is made an explicit or implicit term or condition of employment; (2) submission to or rejection of such conduct is used as a basis for any employment decision; or (3) such conduct has the purpose or effect of interfering with an employee's work performance or creating an intimidating, offensive or hostile working environment.

Sexual Harassment in violation of this policy includes but is not limited to:

- Sexually suggestive or vulgar comments or jokes; inappropriate comments about another person's sexual behavior or body; or insulting or ridiculing an employee because of their gender.
- Improper or intrusive questions or comments about an employee's romantic or sexual experiences or preferences; or unwelcome or offensive sexual flirtations, propositions, advances, or requests.
- Using, displaying or communicating sexually suggestive or offensive words, objects, pictures, calendars, cartoons, articles, letters, e-mail messages, computer programs or Internet sites.
- Making or threatening undesired physical contact (such as touching, embracing, or pinching) or impeding another's movements in a deliberate manner.
- Offering or providing employment benefits in return for sexual favors or an employee's agreement to provide sexual favors; or taking or threatening to take adverse action against an employee because the employee rejects requests for sexual favors.

Discriminatory Harassment in violation of this policy includes but is not limited to:

- Comments or jokes that denigrate, insult, offend, or ridicule based on a Protected Characteristic.
- Creating a hostile work environment or otherwise singling out an individual for abusive conduct based on that individual's Protected Characteristic.
- Using, displaying or communicating words, objects, pictures, calendars, cartoons, articles, letters, e-mail messages, computer programs or Internet sites that denigrate, insult, offend or ridicule based on a Protected Characteristic.

Reasonable Accommodation

The Company is committed to providing reasonable accommodation, when possible, to enable qualified employees with disabilities to perform the essential functions of their jobs. Depending on the circumstances, reasonable accommodation may include modifying the work environment, making facilities accessible, adjusting work schedules, granting leave, or other measures.

The Company is also committed to providing reasonable accommodation of an employee's sincere religious observances and beliefs that conflict with normal job requirements, when possible.

Any employee who believes they need accommodation based on disability or religion is responsible for bringing the matter to the attention of the Human Resources department. In the case of disability, the employee may be required to provide medical documentation establishing the existence of a disability, any job-related restrictions, and the estimated length of time for which accommodation is needed. The Company will keep all medical information confidential to the greatest extent practicable. In the case of a religious accommodation, the Company may require the employee to provide documentation corroborating the employee's sincerely-held belief.

Any employee who believes they have been denied reasonable accommodation in violation of this policy should promptly notify the Head of Human Resources pursuant to the Internal Complaint Procedure described below.

Conflicts of Interest

The success of our Company and its reputation for ethical conduct is due, at least in part, to our unwavering attention to our Company's reputation for honesty and integrity. Here is a brief summary of those principles:

- Your business activities may not conflict or have the appearance of conflicting with Riskconnect's interests. A conflict of interest includes:
 - Ownership interest in a customer, supplier, distributor or competitor. (This rule does not prohibit the ownership of less than a one-percent equity interest in a business organization whose securities are widely held and actively traded on public exchanges.)
 - Participation in any transaction with Riskconnect in which you or members of your family have a direct or indirect financial or business interest.
- You may not accept any salary, fee, commission or other thing of value (other than non-lavish gifts of nominal value) from any supplier, competitor or customer of Riskconnect.
- As a colleague of Riskconnect you may not accept employment with or act as an officer or director of or consultant to any supplier, competitor or customer of Riskconnect. You may not accept employment with or act as an officer or director of or consultant to any other business if your activities would interfere with the performance of your duties on behalf of Riskconnect.
- You are not permitted to disclose or use any nonpublic information related to Riskconnect, except as is required to further the business interests of Riskconnect. You are not permitted to disclose or use any nonpublic information related to Riskconnect's customers or its suppliers, except as is required to further the business interests of those customers.

"Nonpublic Information" includes all information (whether in written, oral or computer-readable form) concerning Riskconnect or its customers or suppliers, or its customers' suppliers or agencies which is not generally known.

 - Examples of nonpublic information that must be kept confidential include (but are not limited to) information concerning sales and marketing methods, market research, feasibility analyses, presentations, purchasing programs, products, services, proposed products and services, product distribution, pricing, inventories, profitability analyses and profit margin information, budgets, forecasting models, business plans, computer programs, customers and suppliers.
 - Such information should not be copied except as required for Company purposes and should be disclosed to others within Riskconnect's employment only on a need-to-know basis.
 - Upon termination of your employment for any reason, all documents containing nonpublic information concerning Riskconnect or its suppliers or customers must be promptly returned to Riskconnect, together with all copies thereof.
- Lavish gifts or entertainment of Company customers or suppliers or governmental officials, colleagues' political parties or candidates for office are prohibited. Any gifts or entertainment in another country which are not permitted under the laws of the country involved or are given to influence a governmental official or colleague in their official capacity, are also prohibited. Gifts of any kind to U.S. government officials or colleagues are prohibited.
- The payment of bribes to government officials or colleagues is prohibited.
- It is also prohibited to make any payment to a third party, such as a sales representative or agent, if the payment is made with the "knowledge" that it will be turned over in whole or in part to a government official or colleague, political party or candidate for public office, for an illegal purpose.
- No cash or non-cash gift, entertainment or donation by Riskconnect of anything of value about which you are uncertain should be given or received without the written approval of your immediate supervisor or Riskconnect's CEO.

- Expenses incurred for gifts or entertainment must be accurately reported on expense reimbursement and Company records.

Company Opportunity

Directors, officers and employees are prohibited from (a) taking for themselves personally opportunities that properly belong to the Company or are discovered through the use of corporate property, information or position; (b) using company property, information or position for personal gain; and (c) subject to pre-existing fiduciary obligations, competing with the Company; provided, however, such prohibition will not extend to potential corporate opportunities reviewed by, and rejected as unsuitable for the Company by, the independent or disinterested members of the Board. Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Confidentiality

Directors, officers and employees must maintain the confidentiality of confidential information entrusted to them by the Company or its suppliers, counterparties or customers, except when disclosure is specifically authorized by the board of directors or required by laws, regulations or legal proceedings.

Confidential information includes all non-public information that might be material to shareholders or of use to competitors of the Company or harmful to the Company or its counterparties, customers or employees if disclosed.

Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing or utilizing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited.

Each director, officer and employee is expected to deal fairly with the Company's customers, suppliers, competitors, officers and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

Protection and Proper Use of the Company Assets

All directors, officers and employees should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

Financial Statements and Other Records

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must both conform to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the board of directors or the Company's counsel.

Improper Influence on Conduct of Audits

No director or officer, or any other person acting under the direction thereof, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any public or certified public accountant engaged in the performance of an audit or review of the financial statements of the Company or take any action that such person knows or should know that if successful could result in rendering the Company's financial statements materially misleading. Any person who believes such improper influence is being exerted should report such action to such person's supervisor, or if that is impractical under the circumstances, to any of our directors.

Types of conduct that could constitute improper influence include, but are not limited to, directly or indirectly:

- Offering or paying bribes or other financial incentives, including future employment or contracts for non-audit services;
- Providing an auditor with an inaccurate or misleading legal analysis;
- Threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the Company's accounting;
- Seeking to have a partner removed from the audit engagement because the partner objects to the Company's accounting;
- Blackmailing; and
- Making physical threats.

Anti-Corruption Laws

The Company complies with the anti-corruption laws of the countries in which it does business, including, but not limited to, the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act (UKBA). Directors, officers and employees will not directly or indirectly give anything of value to government officials, including employees of state-owned enterprises or foreign political candidates. These requirements apply both to Company employees and agents, such as third-party sales representatives, no matter where they are doing business. If you are authorized to engage agents, you are responsible for ensuring they are reputable and for obtaining a written agreement to uphold the Company's standards in this area.

Human Rights

The Company supports and upholds internationally proclaimed human rights as inalienable rights of all individuals, based on the recognition of inherent dignity, freedom and equality of all human beings and including those rights set forth in the Universal Declaration of Human Rights, its associated covenants and international agreements inspired by them and the International Labour Organization standards.

The Company is committed not to be complicit in human rights abuses in all the businesses and countries in which it operates, respecting indigenous rights, integrating human rights standards into business practices and fostering open and inclusive workplaces that are based on recognized workplace human rights.

The Policy directly applies to all the Company's activities; alignment plans are defined for due diligence processes, merger and acquisition, business partnerships and project finance initiatives.

The Company aims to promote the same principles towards contractors, subcontractors, customers, suppliers and any stakeholder within its sphere of business influence.

Riskconnect

1. Assures that the minimum age for admission to any type of employment or work which by its nature or the circumstances in which it is carried out is likely to jeopardize the health, safety, or morals of young persons shall not be less than eighteen years.
2. Guarantees equality of opportunity and treatment regardless of gender, age, ethnic origin, nationality, social origin and status, religion, sexual and political orientations or any other personal belief and prohibits the use of all forms of forced or compulsory labour, including bonded labour, corporal punishment, mental or physical coercion and sexual harassment, sexual and verbal abuse.
3. Ensures that freedom of association and the right to collective bargaining are respected, direct workforce is covered by social security, hours of work are not excessive and living wages for workers and their families are paid.
4. Grants healthy and safe working conditions, access to potable water, sanitary and washing facilities and, whenever necessary, decent guesthouses, dormitory facilities, canteens and facilities for food storage.
5. Promotes equal opportunities and work-life balance initiatives helping to address family needs and constraints of all employees.

This statement has been made in accordance with the reporting requirements of Clause 54, Part 6 of the UK Modern Slavery Act 2015.

REPORTING ILLEGAL OR UNETHICAL BEHAVIOR

Internal Complaint Procedure

Any employee who believes that a violation of this policy has occurred, whether by a supervisor, officer, director, manager, co-worker, subordinate, third party with whom the employee does Company business, or other person, should immediately inform the Chief Human Resources Officer or the Chief Executive Officer. *The Company will not tolerate retaliation against any employee because they have made a good faith report under this Procedure.*

All reports will be referred to the Chief Human Resources Officer for investigation, review, or other appropriate action. The Chief Human Resources Officer or their designee will conduct a prompt, thorough investigation or review of the report to determine what has happened. All facts concerning any report (including the identities of the complaining party, the person alleged to have violated this policy, and other witnesses) will be kept confidential to the extent possible from anyone who does not have a legitimate need to know about them, subject to management's need to investigate and take appropriate remedial measures. All employees must cooperate with all investigations.

If the Company concludes that this policy has been violated, it will take prompt corrective action reasonably designed to end the violation and to prevent any further violations from occurring. Such corrective action may include disciplinary action against anyone found to have violated this policy, up to and including immediate termination of employment.

After the Company has completed its investigation or review and determined whether this policy has been violated, it will advise the complaining party of the results of the investigation or review and the corrective action, if any that is being taken as a result.

Third-Party Reporting Procedures

All violations or suspected violations of this Policy by another Riskonnect colleague must be reported to the Chief Executive Officer, the Chief Financial Officer, or the Head of Human Resources. In situations where you prefer to place an anonymous report in confidence, you are encouraged to our third-party hotline provider, EthicsPoint. There, you are able to submit reports relating to violations stated in our Code of Conduct, as well as asking for guidance related to policies and procedure and providing positive suggestions and stories.

How does the Ethics Hotline system work?	Who should use it?
<p>You make a report with an independent firm called EthicsPoint. An Employee Relations Manager will assign it to the appropriate person and follow up to make sure it's being addressed.</p>	<p>Everyone. It's for all employees, regardless of location or position. The system is available in many languages, via both the telephone and internet.</p>
What is it for?	How do I access it?
<p>Use the system to express concerns, ask questions and offer ideas. Whatever you need it for! Tell us what we're doing right <i>and</i> what we need to work on. If you'd prefer, you can also remain anonymous! See the EthicsPoint FAQ for more information.</p>	<p>Call 1-844-348-5241 or go to riskonnect.ethicspoint.com and select "Make a Report".</p>

Retaliation

The Company prohibits retaliation against any employee because they seek to enforce their right to work in an environment free of unlawful discrimination or harassment or because they have made a good faith report of such conduct under the Internal Complaint Procedure described below. Additionally, the Company prohibits retaliation against any employee for reporting any other type of illegal or unethical behaviors as described above. Any employee who is aware of conduct that may violate this policy should promptly report the conduct using the Internal Complaint Procedure.

Retaliation in violation of this policy includes but is not limited to:

- Taking or threatening to take adverse action against an employee:
 - because they have made a good faith report or complaint about discrimination, sexual harassment, discriminatory harassment, or other unethical behavior retaliation;
 - because they have made a good faith report or complaint about retaliation
 - because they have participated or assisted in an investigation of an alleged violation of this policy; or
 - because they have otherwise sought to oppose discriminatory employment practices.

Amendment, Modification and Waiver

This code may be amended or modified by the board of directors of the Company. Only the board of directors or a committee of the board of directors with specific delegated authority may grant waivers of this Code of Conduct and Ethics. Waivers will be disclosed to shareholders as required by the Securities Exchange Act of 1934 and the rules thereunder and the applicable rules of any exchange upon which the securities of the Company trade.

Violations

Failure to report Policy violations is a violation of this Policy. Failure to comply with this Policy may result in disciplinary action, which could include termination of employment.

In addition to Riskonnect's disciplinary actions, Policy violations which involve damage to Riskonnect or violate the law may be serious enough to result in civil or criminal action.

Violations of this Policy are not the only basis for disciplinary action with respect to colleagues. Riskonnect has additional policies and procedures governing colleague conduct, and Riskonnect retains the right and discretion to determine whether to discipline or terminate any colleague who violates such conduct.