

## Contractor Whistleblower and Anti-Retaliation Policy

Root Capital is committed to ethical behavior, compliance with all applicable laws, and the highest standards of financial accounting and reporting. All contractors, and volunteers are expected to act in accordance with these laws and standards as described in Root Capital's contractor ethics policies.

This policy is intended to:

- remind Root Capital contractors of the expectation to act ethically and legally,
- encourage any person to report concerns about possible violations involving illegal or fraudulent accounting practices without fear of retaliation, and
- outline procedures for reporting and investigating concerns.

This policy is rooted in accounting frauds and accompanying unethical and illegal behavior of professionals. These accounting scandals resulted in the enactment of the Sarbanes-Oxley Act of 2002 (the "Act") and the Dodd Frank Act and related rules. The Act requires companies to have detailed policies and procedures that will (a) protect those who report accounting fraud or abuse, and (b) provide methods to investigate the allegations. Though the Act only governs publicly held companies, best practice as well as IRS guidance make this policy an important one for all nonprofit organizations.

### Reporting a Concern

If any Root Capital contractor has a reasonable belief that anyone has engaged or plans to engage in any actual or suspected illegal behavior or fraud in accounting procedures or records, auditing procedures, or internal controls, that person is expected to report promptly such concerns. For example, suspicions or observations that accounting records are being falsified or that unauthorized persons are receiving money from Root Capital accounts should be raised within Root Capital according to this policy. It is a violation of this policy for anyone acting on behalf of Root Capital, to retaliate against an individual who, based on such reasonable belief, reports a possible or actual violation of financial accounting and reporting standards, including fraud.

### Notification of a Concern

Concerns should be reported according to the following procedure. First, the person should raise the concern to his/her point of contact as listed in the current contract (the "Point of Contact"). If the concern is not addressed sufficiently, or the concern is about the Point of Contact, the person should report a concern, either orally or in writing, to [integrity@rootcapital.org](mailto:integrity@rootcapital.org). Alternatively, the person may report to Root Capital's independent auditor, Brian Sullivan, CPA, Mayer Hoffman McCann PC, 500 Boylston Street Boston, MA 02116 T: (617) 761.0600, [Bsullivan@cbiz.com](mailto:Bsullivan@cbiz.com), who shall in turn notify the appropriate person within the board of directors, as applicable and appropriate.

The notification should specify in reasonable detail the nature of the concern and the persons involved in and with knowledge of the alleged violation. It should be accompanied by any supporting documentation. Notification should be made in writing if possible so as to promote a clear understanding of the issues raised, but also may be made orally. An individual may notify anonymously by sending a letter to (a) the Chief Financial Officer at 245 Main Street 2<sup>nd</sup> Floor,

Cambridge MA, 20142, USA, or by email to [integrity@rootcapital.org](mailto:integrity@rootcapital.org).

Because failure to report criminal activity can itself be understood to condone the crime, individuals should come forward with information about any such activity, without regard for the identity or position of the suspected offender. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

Use Careful Consideration – Before reporting a concern or suspicion of possible wrong-doing or fraud, think about the following: consider alternate explanations for perceived misconduct; ask questions rather than making charges; identify any documents that might support your concerns; separate your personal and professional interests; seek advice; manage your emotions; and act in good faith. However, no employee or contractor should hesitate to report suspected illegal behavior.

Investigation and Confidentiality - Root Capital will investigate reports of violations and all those involved are required to cooperate with such investigations. An investigation may in some circumstances mean that Root Capital cannot promise complete confidentiality, but it will act as discreetly as reasonably possible, providing information to individuals on a “need to know” basis. When Root Capital completes its investigation and if it concludes that there is a problem, it will promptly take corrective action.

Prohibition Against Retaliation - Root Capital will not retaliate against or discharge individuals for their reasonable, good faith allegations or participation in any investigation, or their reasonable, good faith efforts to ensure Root Capital’s compliance with law, and it will strongly discipline anyone who threatens or retaliates against such individuals. Such prohibited retaliation includes, but is not limited to, termination, demotion, suspension, harassment, failure to consider for promotion, or any other kind of retaliation.

