



Code of Ethics and Professional Conduct

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1. Introduction and Purpose

Just Matter is an independent ESG auditing and assurance firm built on a foundation of ethics and trust. This Code of Ethics and Professional Conduct ("Code") outlines the principles and standards that guide our work and decision-making every day. It is intended for public reference and applies to all Just Matter personnel, including employees, officers, contractors, and anyone representing our company, to ensure we conduct our business with integrity, accountability, and in alignment with global best practices. By following this Code, we uphold our core values, which include independence, impartiality, confidentiality, and social responsibility, that are important for maintaining the credibility of our ESG assurance services. Ultimately, our goal is to instill confidence in the accuracy and fairness of sustainability information we audit, acting as "guardians of integrity" in service of the public interest. This Code also helps us understand our ethical obligations, the expectations for professional behavior, and the procedures for addressing ethical questions or concerns.

2. Our Ethical Foundation and Core Values

Our culture is rooted in unwavering ethical principles that mirror internationally recognized professional standards. We not only comply with laws and regulations but also commit to doing what is right beyond mere compliance. The following core values define who we are and how we operate:

- **Integrity:** We conduct our business with uncompromising honesty and integrity, placing ethical behavior above personal or commercial gain. We are truthful and transparent in all dealings, building trust with clients, stakeholders, and colleagues. Our reputation for fairness and ethical conduct is paramount, it is more important than the personal advancement of any individual. Every team member is expected to be honest, do what is right, and always honor commitments.
- **Independence and Impartiality:** We maintain objectivity and avoid conflicts of interest at all times. Our auditors must be independent both in fact and in appearance, free from undue influence or personal interests that could compromise their unbiased judgment. Independence permits us to render impartial and unbiased conclusions, a quality essential to the integrity of any audit. We do not engage in any business, financial, or personal relationship that could impair (or appear to impair) our impartiality. All staff have a duty to disclose any situation, relationship, or prior engagement that might present a past, present, or future conflict of interest, so that appropriate safeguards can be put in place. By remaining independent and neutral in our assessments, we ensure our ESG assurance opinions are based solely on evidence and professional standards, never influenced by bias, favoritism, or external pressure.

- **Confidentiality:** We respect and protect the confidentiality of all information entrusted to us by clients and other stakeholders. Our personnel handle sensitive data with the utmost care, in accordance with our legal, contractual, and professional obligations. Unauthorized disclosure of confidential information is strictly prohibited. This obligation applies during and beyond the term of one's employment or engagement with Just Matter. We safeguard client data through secure handling practices, for example, employees must exercise skill, care and diligence to maintain confidentiality, which includes not discussing client matters in public or with unauthorized persons and not sharing sensitive documents to personal email or social media. Confidential information includes (but is not limited to) business plans, financial or ESG performance data, trade secrets, intellectual property, personal data, and any other non-public information acquired through our work. We use such information only for its intended purpose and never for personal gain (insider trading or tipping is strictly forbidden). Protecting confidentiality is essential to maintaining trust and fulfilling our professional duty of care to clients.
- **Professional Competence and Due Care:** We are committed to maintaining high levels of professional skill, quality, and diligence in our services. All our employees and contractors shall undertake only those tasks for which they are properly trained and competent, and will continuously seek to improve our expertise in ESG standards, assurance methodologies, and relevant regulations. We follow applicable assurance standards and exercise due care in planning, performing, and reviewing our work. By upholding competence and quality, we honor our responsibility to deliver reliable, accurate, and meaningful assurance reports. We also exercise professional skepticism, critically evaluating information and remaining alert to potential misstatements or misconduct, to ensure our conclusions are well-founded.
- **Social Responsibility and Sustainability:** As an ESG-focused organization, we hold ourselves accountable not only to our clients but also to society and the environment. Just Matter is dedicated to social responsibility in both our services and our internal operations. We align our practices with international principles of responsible business conduct, supporting human rights, fair labor practices, environmental stewardship, and anti-corruption efforts. We strive to be a role model for sustainability: committed to sustainability principles for the environment in all that we do, recognizing our responsibility to minimize our own environmental impact. This includes reducing waste and carbon footprint, using resources efficiently, and complying with all environmental laws and regulations relevant to our operations. We also actively encourage and help our clients improve their ESG performance and transparency, thereby multiplying our positive impact. Social responsibility at Just Matter means that we consider the broader societal implications of our work, we choose engagements that align with our values, treat communities and stakeholders with respect, and contribute to the greater good through our assurance services. In our workplace, we foster diversity, equity, and inclusion, and ensure fair and respectful treatment of all employees and partners. In

short, Just Matter seeks not just to audit sustainability claims, but to embody sustainability and ethical conduct in our own business. We believe that by operating responsibly and sustainably, we earn the trust of stakeholders and help drive positive change.

- **Transparency and Accountability:** We conduct our business openly and transparently with clients and stakeholders while respecting confidentiality. We communicate truthfully about our findings, fees, and methodologies. Mistakes or issues are not hidden, we acknowledge and address them, viewing mistakes as opportunities for improvement in line with a learning culture. We hold ourselves accountable to this Code and take responsibility for our actions and decisions.
- **Compliance with Laws and Regulations:** Adherence to all applicable laws, rules, and regulations is the baseline of our behavior. We operate in a heavily regulated context (financial, environmental, data protection, etc.), and we not only follow the letter of the law but also uphold its spirit. Each of us is expected to know and comply with the laws and regulations relevant to our duties and the jurisdictions in which we work. This includes, but is not limited to, laws and rules relating to: anti-bribery and anti-corruption (e.g. we strictly prohibit giving or receiving bribes or any form of improper payments), fair competition and antitrust, anti-money laundering, privacy and data protection, intellectual property, labor and employment laws, health and safety regulations, and environmental regulations. In cases where different laws or standards apply, we adhere to the highest standard of conduct that is applicable. Simply put, compliance is non-negotiable, no business opportunity or pressure can justify an illegal or unethical act. Moreover, if any local custom or practice conflicts with our ethical standards or legal obligations, we choose the path of integrity. When in doubt about legal requirements, employees must seek guidance from the appropriate resources (such as Just Matter's legal counsel or compliance officer) to ensure full compliance. It is important to note that complying with the law is just a starting point; we also avoid even the appearance of impropriety in all matters. Our decisions should withstand scrutiny from a reasonable and informed third party perspective, meaning an objective observer would view our conduct as honest and proper. By obeying laws and committing to ethical standards beyond legal minimums, we protect our reputation and uphold the rule of law.

3. Maintaining Independence and Avoiding Conflicts of Interest

Independence is the cornerstone of our assurance services. Every auditor and employee must perform their duties with objectivity, impartial judgment, and freedom from conflicts of interest. We must avoid situations that could influence, or appear to influence, our professional judgment or objectivity.

3.1 Objectivity and Impartiality

We approach every engagement with an unbiased mindset. We base our conclusions and advice on verifiable evidence and applicable standards, not on personal beliefs, biases, or undue influence from clients or other stakeholders. In practice, this means we render opinions that are impartial and factual, even if they may be unwelcome to a client. Upholding objectivity is essential to serving the public interest and ensuring the credibility of our work. We do not let commercial considerations or pressure from management compromise our independent judgment. At all times, auditors should form their conclusions based on evidence and professional judgment rather than personal bias.

3.2 Restrictions on Relationships

To preserve independence, Just Matter and its staff will not have financial interests or inappropriate business relationships with audit clients. For example, no employee should have a direct investment in or loan with a client company that could be significant enough to impair independence. We also avoid serving in management or decision-making roles for our assurance clients. Family or close personal relationships between a Just Matter personnel (including contractors) and a client's employees (especially those in key roles) must be disclosed and managed, as they could create conflicts. Likewise, providing other services to assurance clients is carefully evaluated to ensure it does not conflict with our independent role. In line with professional standards, if an engagement would put us in the position of auditing our own work or making management decisions for the client, we will not undertake it.

3.3 Duty to Disclose and Manage Conflicts

Everyone is responsible for identifying and disclosing any potential conflict of interest, whether actual, apparent, or potential. This includes situations such as personal relationships with client personnel, outside employment or consulting that overlaps with our services, ownership of stock in client or competitor companies, or any other interest that could impair impartiality. If our personnel become aware of a business or personal relationship that might present a conflict (including one that existed in the past or is expected in the future), they must promptly disclose it to their manager or the designated compliance officer. We will review the situation and determine an appropriate course of action (such as implementing safeguards, reassigning personnel, or declining the engagement) to resolve or mitigate the conflict. Even the appearance of a conflict can undermine our integrity, so we err on the side of transparency and proactive management. In some cases, written disclosure and formal approval may be required before proceeding with certain outside affiliations or financial interests.

3.4 Independence in Fact and Appearance

We recognize that it is not enough to be independent in our own minds, our independence must also be perceptible to outsiders. We continually ask ourselves, would a reasonable third party view our relationships and decisions as independent and unbiased? If the answer is uncertain, that situation is likely problematic and must be addressed. All personnel are expected to periodically confirm their compliance with independence requirements (for example, through annual declarations of any financial interests or outside roles). Leaders are expected to foster an environment where maintaining independence is a shared priority, and where raising potential independence issues is encouraged, not penalized.

3.5 Gifts and Hospitality

To avoid compromising our impartiality, Just Matter maintains a strict policy on gifts, entertainment, and hospitality. We do not accept (or offer) any gift, favor, or entertainment that is intended, or could appear, to influence our objectivity or a business decision. Modest tokens of appreciation may be permissible in line with our internal gift policy (for example, low-value items or meals of nominal value), but anything excessive or frequent is prohibited. Cash gifts or equivalents are never allowed. If a client or third party offers something beyond a modest courtesy, it must be politely declined and reported to management. Similarly, our employees should not offer gifts or payments to clients, regulators, or any other parties to improperly influence outcomes, this aligns with our zero-tolerance stance on bribery and corruption. All provided or received hospitality must be reasonable, infrequent, and fully transparent.

Maintaining independence and avoiding conflicts is everyone's responsibility. By scrupulously managing conflicts of interest and preserving our impartial stance, we ensure that our work remains credible and that stakeholders can trust our assurance opinions as objective and unbiased.

4. Protecting Confidentiality and Privacy

In the course of our work, we are entrusted with highly sensitive information, from clients' strategic plans and proprietary data to personal information about individuals and stakeholders. Safeguarding this information is fundamental to our professionalism and legal compliance. Every Just Matter representative has an obligation to protect confidential information and use it only for authorized purposes.

4.1 Client Confidential Information

All information obtained from clients or other parties in the context of our work is to be treated as confidential, unless it is already public or we have explicit permission to disclose it. This includes, for example, sustainability performance data, internal controls documentation, business strategies, technical know-how, and any unpublished financial or operational information. We do not share client confidential information with anyone outside our company (including family, friends, or other clients), and internally we only share on a strict need-to-know basis. Even within Just Matter, discuss client matters only with authorized team members who are working on that project or who have a clear business need to know. Special care is taken when handling particularly sensitive data such as personal data (which may be protected by privacy laws like GDPR) or material non-public information of publicly traded clients. We abide by all applicable data protection and privacy laws when collecting, storing, and processing personal information, and we honor any confidentiality agreements or non-disclosure clauses in client contracts. Remember that most of our client engagements include contractual confidentiality provisions, breaching these not only damages trust but could put Just Matter in legal breach of contract.

4.2 Information Security

We employ robust information security practices to protect electronic and physical information. Every team member must follow Just Matter's security protocols, which include using strong passwords and approved encryption for sensitive files, storing data on secure company systems (not unauthorized personal devices or cloud accounts), and being vigilant against cyber threats (like phishing or malware). Do not transfer confidential files to personal email or cloud storage, and do not leave sensitive documents or devices unsecured. When disposing of documents, use secure shredding or deletion. Additionally, avoid discussing confidential matters in public places (such as elevators, airplanes, or restaurants) or on unsecured communication channels. Even a casual conversation could be overheard and lead to an unintended leak. Workers must be mindful when working remotely or in public, ensuring their screen is not visible to bystanders and use privacy filters if necessary.

4.3 Insider Trading and Proper Use of Information

If, during our work, we learn material non-public information about a company (e.g., significant ESG risks, upcoming strategic changes, undisclosed performance results), we must not use that information for personal benefit or share it with others who might trade on it. Trading stocks or securities on the basis of confidential information (or tipping others to do so) is illegal and strictly forbidden by this Code. For example, if a worker gleans confidential insight that a client's sustainability performance issues could affect its stock price, they may not trade that company's

stock until that information is public. Violation of insider trading laws can result in severe civil and criminal penalties, in addition to disciplinary action.

4.4 Continued Obligation

The duty of confidentiality extends beyond our employment or contract with Just Matter. Even after leaving the organization, we are prohibited from disclosing or misusing confidential information obtained during one's time with Just Matter. If approached by others seeking such information, we must refuse and, if appropriate, notify Just Matter's management. Similarly, new employees must not share confidential information from their previous employers with us, we respect the confidentiality obligations that individuals carry from prior positions.

4.5 Exceptions and Legal Disclosure

In rare cases, we may be required by law or regulation to disclose certain information (for instance, if a court subpoena or government investigation demands it). In such circumstances, employees should consult legal resources and management to ensure proper handling. We will only disclose what is legally required, and wherever possible, we will inform the affected client (in line with our legal duties and contractual agreements). Another narrow exception is if a professional standard or ethical obligation requires disclosure (for example, reporting a suspected illegal act to authorities, in jurisdictions where that is mandated). Any such disclosure must be approved by the appropriate Just Matter leadership after careful consideration of legal and ethical factors.

In summary, confidentiality is central to our professional conduct. By exercising due care and discretion in handling information, we honor our clients' trust, comply with legal requirements, and uphold the reputation of Just Matter as a reliable and ethical firm.

5. Upholding Social Responsibility and Sustainability Principles

Just Matter was founded with a mission to drive positive change in the realm of Environmental, Social, and Governance (ESG) practices. We therefore embrace a broader responsibility to society and the planet in everything we do. This section outlines how we put our value of social responsibility into practice, both through our client work and our own corporate behavior.

5.1 Commitment to Sustainable Development

We integrate sustainability into our business strategy and day-to-day operations. This means actively managing our environmental and social impacts and seeking opportunities to contribute to sustainable development. Just Matter is committed to sustainability principles for the environment in all that we do, for example, we implement internal policies to reduce waste, conserve energy, limit travel-related carbon emissions (through use of virtual meetings where feasible, carbon offsetting, etc.), and procure eco-friendly office supplies. We measure and monitor our carbon footprint and strive for continuous improvement. Environmental compliance is rigorously observed: each employee must follow all applicable environmental laws and regulations (e.g., regarding waste disposal, emissions, and resource use) and adhere to our internal environmental management guidelines. We aim to not only comply but to set an example as an environmentally conscious enterprise.

5.2 Human Rights, Labor, and Community

Just Matter supports internationally recognized human rights principles. We are a supporter of frameworks such as the UN Global Compact and the UN Guiding Principles on Business and Human Rights, and we strive to reflect those in our conduct. We condemn all forms of forced labor, child labor, human trafficking, and discrimination. Within our company, we maintain fair labor practices: offering equal opportunity in recruitment and advancement, fostering diversity and inclusion, providing safe and healthy working conditions, and respecting labor rights including freedom of association. Harassment or discrimination of any kind is not tolerated, as we are firmly committed to respect and fair treatment for all. We also extend these expectations to our supply chain and partners, we prefer to work with suppliers and clients who share our commitment to ethical, socially responsible conduct. In the communities where we operate, Just Matter seeks to be a positive presence: we encourage our employees to volunteer and engage in community service (where feasible), and we consider the community impacts of our projects. We strive to communicate openly with stakeholders and consider their input on ESG issues relevant to our operations or assurance work.

5.3 Ethical ESG Services (No Greenwashing)

As an ESG assurance provider, we have a special responsibility to ensure that our work truly advances transparency and accountability. We will not knowingly be party to greenwashing or misrepresentation of ESG performance. If we find that a client's data or claims are materially misleading or not in line with our findings, we will address it in our assurance report and with the client's leadership. Our reports will accurately state what was assured, the level of assurance, any limitations, and our unbiased conclusions, providing stakeholders with a truthful account. In short, we stand for accuracy and honesty in sustainability reporting. By adhering to ethical

standards, we instill credibility in sustainability reports, helping stakeholders trust that the ESG information has been scrutinized by independent professionals.

5.4 Anti-Corruption and Transparency in Society

Social responsibility also means conducting business ethically in all respects. Just Matter has zero tolerance for bribery or corruption. We do not offer, give, solicit, or accept bribes or any form of improper payments, whether in dealing with government officials or private sector parties. We comply with anti-corruption laws such as the U.S. FCPA and the UK Bribery Act wherever applicable. All payments and business transactions must be properly recorded and transparent, no "off the books" accounts or false entries. We promote transparency by accurately reporting our own ESG performance and business practices to stakeholders (for instance, through any sustainability report or communications we publish about Just Matter). We believe that fighting corruption and operating transparently contribute to more just and sustainable societies, aligning with global efforts against corruption and for good governance.

Through these measures, Just Matter endeavors to practice what we preach. By internalizing social and environmental responsibility, we not only enhance our credibility as ESG auditors but also contribute to the broader goal of sustainable development. Every employee should consider the social and environmental impact of their decisions. In essence, we ask: will this action make us proud as a responsible corporate citizen? If not, we find a better alternative. Our commitment to social responsibility is a living principle – one that guides us to continuously improve and to use our business as a force for good.

6. Legal and Regulatory Compliance

Compliance with the law is a fundamental duty of every Just Matter employee and representative. We operate in an environment of diverse legal requirements, including securities laws, environmental regulations, professional standards for assurance, and more, and we adhere strictly to all of them. The following points highlight critical compliance areas and expectations:

6.1 General Obedience to Laws

All personnel must abide by the laws and regulations of the countries and jurisdictions in which we operate or do business. This includes local, regional, national, and international laws applicable to our work. As noted earlier, where laws differ or conflict across jurisdictions, we follow the most stringent applicable requirement to ensure we meet the highest standard of ethical conduct. Ignorance of the law is not an excuse, if a worker is unsure about any legal

obligation, seek advice promptly from a manager or the legal/compliance resource. Key areas of law relevant to our business include:

- **Financial reporting and securities laws:** For example, if our assurance work pertains to information disclosed in financial markets, we must ensure compliance with relevant securities regulations and not engage in any practices that could be seen as market manipulation or misrepresentation.
- **Environmental regulations:** Given our ESG focus, we must comply with environmental laws in our operations (e.g., proper handling of e-waste, emissions from offices) and ensure we do not assist or ignore client actions that blatantly violate environmental laws.
- **Data Protection and Privacy:** We follow laws like the GDPR, CCPA, or other data protection regulations when handling personal data, as mentioned in the confidentiality section.
- **Labor and Employment laws:** We comply with all wage and hour laws, employment eligibility requirements, and regulations on nondiscrimination, workplace safety (OSHA or equivalent), etc., for our employees. We also respect employees' rights under law (e.g., parental leave, working time directives, etc.).
- **Professional Standards and Regulations:** We adhere to standards set by relevant professional bodies (e.g., International Auditing and Assurance Standards Board guidelines, IESBA Code of Ethics for professional accountants for independence, and any accreditation requirements we are subject to). Where we hold licenses or certifications (such as CPA licenses or accredited assurer status), we ensure those are maintained in good standing through required continuing education and quality control.
- **International Trade Compliance:** If applicable, we comply with trade laws such as export controls and sanctions. (For instance, we will not provide services in violation of international sanctions regimes and will follow any required government authorization processes for cross-border data or services.)

6.2 Anti-Bribery and Anti-Corruption

As reiterated under social responsibility, compliance with anti-corruption laws is mandatory. No Just Matter employee or agent may directly or indirectly offer, promise, authorize, or give anything of value to any government official or private commercial partner with the intent of improperly influencing a decision or securing an advantage. Similarly, we do not solicit or accept such improper payments. This prohibition extends to facilitation payments (small payments to expedite routine government actions) except where there is a legitimate threat to health or safety and no reasonable alternative, and any such rare instance must be immediately reported. We maintain accurate books and records so that all transactions are transparently documented,

and we implement internal controls to ensure funds are not misused for corrupt purposes. Engaging in bribery is not only against our Code; it is illegal and punishable by severe penalties for both the individual and the company. We also avoid any kickbacks or improper commissions in procurement or client referrals.

6.3 Fair Competition and Anti-Trust

Just Matter believes in competing on the merits of our services in an open and fair marketplace. We strictly follow antitrust and competition laws that prohibit anti-competitive behaviors. This means: we do not engage in price-fixing, bid-rigging, market allocation, or any collusion with competitors. We gather competitive information only through legal and ethical means (no theft of trade secrets or inducement of others to breach confidentiality) . When interacting with competitors or attending industry meetings, our employees must not discuss sensitive topics like pricing, costs, business strategies, or any confidential matter that could be seen as an attempt to restrict competition. We win business honestly, never through deceptive or unfair practices. Similarly, we respect our competitors' intellectual property and confidential information. Never ask a person to violate a non-compete or non-disclosure agreement. These guidelines help ensure we stay well within legal boundaries and preserve our reputation for integrity.

6.4 Compliance with Professional Standards

In addition to laws, we comply with all professional standards governing ESG assurance and auditing. By following these standards, we ensure our work quality is consistent with global best practices, and our reports meet the expectations of stakeholders and regulators. Compliance with standards is monitored through internal quality control procedures and, if needed, external peer reviews or accreditations.

6.5 Consequences of Non-Compliance

Violation of laws or regulations can carry heavy consequences for both Just Matter and the individuals involved, including fines, loss of licenses, or even criminal charges. Therefore, any illegal behavior or directive must be stopped and reported immediately. Just Matter will cooperate with authorities as required by law. Internally, any employee found to have violated laws or this Code will face discipline, and if a law is broken, that person could also be subject to legal action by outside authorities.

By diligently following all legal and regulatory requirements, we reinforce our identity as an ethical, trustworthy firm. Compliance is not just a legal duty but a reflection of our integrity and respect for the rule of law.

7. Professional Behavior in the Workplace and With Stakeholders

(Note: This section addresses expectations for general professional conduct that are not fully covered by the above sections but are nonetheless integral to our ethical culture.)

7.1 Respectful and Inclusive Workplace

Just Matter is committed to providing a work environment where everyone is treated with respect, dignity, and fairness. All employees and contractors shall uphold principles of diversity, equity, and inclusion. Any form of harassment, bullying, or discrimination, whether based on gender, race, ethnicity, religion, age, disability, sexual orientation, or any other personal characteristic, is strictly prohibited. We value each employee's unique background and perspective, and we ensure that employment decisions (hiring, promotions, assignments, etc.) are based on merit and business considerations only. We also maintain a zero-tolerance policy for harassment: unwelcome verbal, physical, or visual conduct that creates an intimidating, hostile, or offensive work environment has no place at Just Matter. Employees are encouraged to speak up (or report through the channels in Section 6) if they experience or witness any form of harassment or discrimination. Managers have a responsibility to foster inclusive teams and to promptly address any concerns that arise. By promoting a culture of respect and inclusion, we strengthen our team and reflect the social values at the heart of our ESG mission.

7.2 Health, Safety, and Well-Being

We prioritize the health and safety of our employees, contractors, clients, and the public. Even though our work is primarily office-based or conducted at client sites in a consulting capacity, we are committed to maintaining safe working conditions. Employees must adhere to all safety procedures, whether it's ergonomic practices in the office or any specific client site safety rules when visiting facilities. If a worker ever feels unsafe or observes unsafe conditions, they have not only the right but the responsibility to "stop work" and raise the issue so it can be corrected. We also encourage a healthy work-life balance and provide resources for mental and physical well-being. Drug and alcohol abuse are incompatible with a safe and effective workplace, so being under the influence during work hours is prohibited (apart from moderate consumption of alcohol in appropriate business entertainment settings, as per our policy).

7.3 Fair Dealing and Professional Decorum

When dealing with clients, suppliers, and other stakeholders, we conduct ourselves professionally and ethically. Fair dealing means we do not engage in deceptive, misleading, or fraudulent practices. We present our services and capabilities truthfully, and we compete based on quality, competence, and value. In marketing and proposals, we avoid disparaging competitors or making unsubstantiated claims. In executing our engagements, we follow the agreed scope and avoid conflicts or bias as detailed above. If an unexpected issue arises, we communicate honestly with the client and strive to resolve it consistent with our ethical standards. Public Communications: Any public statements or communications (including on social media) made on behalf of Just Matter must be truthful and approved by the appropriate level of management. Only authorized spokespersons should speak to the media or public about Just Matter's business. Employees should remember that their personal social media posts, if identifiable as coming from a Just Matter associate, can reflect on the company, so use disclaimers when needed and do not disclose confidential information or make derogatory comments about clients, colleagues, or the company.

7.4 Use of Company Resources

We are entrusted with Just Matter's assets, such as computers, software, funds, and intellectual property, and must use them responsibly and only for legitimate business purposes. Limited personal use of certain resources (like email or telephone) is permitted, but it should not interfere with work duties or incur undue cost, and must always comply with our security and usage policies. Company assets should never be used for illegal activities, outside business, or excessive personal benefit. Intellectual Property: Any intellectual property (IP) created by employees in the course of their work belongs to Just Matter (unless otherwise agreed by contract). We must also respect the IP of others, do not use unlicensed software or plagiarize content in our reports; always give proper credit and follow license terms.

7.5 Record-Keeping and Accuracy

Accurate and complete records are essential for our business integrity. Whether it's expense reports, audit documentation, or financial records, each of us must ensure information is recorded honestly and completely. Financial Integrity: All financial transactions must be recorded in accordance with generally accepted accounting principles and our internal controls. Do not falsify any record or misstate the nature of any transaction (e.g., hiding payments under misleading descriptions). Misrepresentation or fraud in record-keeping is a serious offense that will result in disciplinary action. We also retain and dispose of records according to our record retention policies and legal requirements.

By adhering to these professional conduct standards, we create a positive, ethical workplace and deliver high-quality services. Each of us contributes to Just Matter's ethical reputation through our everyday actions, from how we treat colleagues to how carefully we document our work. Ethics is everyone's responsibility, every day.

8. Reporting Ethical Concerns and Violations ("Speak Up")

Maintaining an ethical organization requires vigilance and open communication. If something doesn't seem right, we expect and encourage everyone to speak up. Just Matter is committed to providing a safe, confidential, and effective channel for raising concerns without fear of retaliation.

8.1 Responsibility to Report

Every employee, contractor, and stakeholder has a duty to promptly report any suspected violation of this Code, company policies, or laws and regulations. This includes situations such as: observed unethical behavior by a colleague or manager, conflicts of interest that haven't been addressed, attempts to manipulate data or audit findings, harassment or discrimination incidents, theft or misuse of company property, safety hazards, or any form of misconduct. If a worker sees something, they must say something. In fact, failing to report known wrongdoing or ethical issues is itself considered a breach of our expectations and could result in disciplinary action. Timely reporting can prevent minor issues from escalating and demonstrates our collective commitment to integrity. Remember that doing nothing about misconduct is not an option, silence can imply complicity. Even if a worker is not sure something is a problem, it's better to seek guidance rather than ignore it.

8.2 Reporting Channels

Just Matter provides multiple avenues to raise concerns. Workers should use whichever channel they are most comfortable with or is most appropriate to the situation. These include:

- **Managers or Supervisors:** In many cases, the immediate manager may be best positioned to address a concern. We encourage openness, often, issues can be resolved through frank conversation. If the issue involves or implicates a line manager, or a worker is not comfortable going to their manager, they can use any of the options below.
- **Higher Management or HR:** Workers may contact another manager in leadership, a member of the Human Resources team, or the designated Ethics & Compliance Officer

(if one is appointed). They are equipped to handle sensitive issues confidentially and escalate as needed.

When raising a concern, workers are encouraged to provide as much detail as possible (who, what, when, where, any evidence) to facilitate investigation. However, even if complete information is unavailable, workers should still report what they know, the compliance team can investigate further. Workers can choose to report anonymously (e.g. a written note) if preferred, although providing one's identity can help with follow-up questions and to ensure workers are provided feedback. All reports will be handled professionally and discreetly. We will strive to keep the identity of reporters confidential, divulging it only to those who need to know to investigate or take action, and as required by law.

8.3 No Retaliation Policy

Just Matter absolutely prohibits retaliation against anyone who in good faith reports a concern or participates in an investigation. Retaliation can include termination, demotion, harassment, salary reduction, undesirable assignments, or any adverse treatment because of the report. Any employee, including managers, found to have engaged in retaliatory behavior will face disciplinary action, up to and including termination. We also consider it unacceptable to knowingly make false accusations, while we want all genuine issues raised, deliberately fabricating a report is itself a serious misconduct. That said, if a worker reports something in good faith and it turns out not to be substantiated, they are still protected from retaliation. Good faith means a worker has a reasonable belief that a violation or problem may have occurred, even if investigation finds no wrongdoing.

8.4 Guidance and Consultation

Reporting is not only for suspected violations; workers are also encouraged to seek guidance if they are unsure about the ethical implications of a situation. If a worker faces an ethical dilemma where "the right thing to do" is unclear, they can talk to their manager or the ethics office. We have an open-door policy for discussing ethical gray areas. If something "feels wrong", it likely is. Workers can also consult our Code, policies, or even independent resources like professional codes of conduct for clarity. Managers receiving questions should guide employees or escalate to the compliance function as needed. No concern is too minor, we would rather address small issues early than let them grow.

8.5 Investigation and Follow-Up

All reported concerns will be promptly and fairly investigated by appropriate personnel (e.g., the Compliance Officer, HR, Legal, or an external investigator if warranted). We will respect the rights

of all involved and conduct investigations with discretion and professionalism. Workers may be asked for additional information or to cooperate (which is expected as part of their job duties). We aim to conclude investigations in a timely manner and determine whether a violation of the Code, law, or policy occurred. If so, appropriate corrective action will be taken. Where possible and appropriate, we will inform the reporting person of the outcome, though due to privacy we might not share all details of disciplinary actions.

Our "Speak Up" process is a vital part of our ethical culture. We want everyone to feel empowered and safe to raise their hand when something's not right. By speaking up, workers are protecting the company and each other, and helping to maintain the high ethical standards we all expect. Remember: Courageous behavior is valued, doing the right thing might not always be easy, but it is always respected at Just Matter. We are committed to listening to everyone's concerns and taking them seriously, every time.

9. Roles and Responsibilities for Upholding Ethics

Ethics is a shared responsibility at Just Matter, and different roles carry particular duties to ensure the effectiveness of this Code:

9.1 All Employees and Representatives

Every person working for or on behalf of Just Matter is expected to personally uphold the Code of Ethics and model our core values. This means:

- **Know the Code:** Workers should read, understand, and periodically revisit this Code and related policies. Attend any required ethics and compliance trainings. If a worker has questions about any part of the Code, they can ask management or the compliance team for clarification.
- **Follow the Code:** Integrate these principles into one's daily work decisions and actions. Always perform work in a manner consistent with our ethical standards. If a worker feels pressured to do otherwise, they should seek help immediately.
- **Prevent and Report Misconduct:** Be vigilant for potential ethical or compliance issues. If a worker suspects a violation, raise it without delay. Do not ignore unethical behavior, even if it seems minor or involves a high-performing colleague or leader. Doing the right thing means raising concerns or questions about the conduct, every employee has this duty.

- **Cooperate:** If a worker is involved in an inquiry or investigation about an ethics matter, cooperate fully and honestly. Provide all information requested and do not interfere with or obstruct the investigation.
- **Commitment:** Certify commitment to the Code when asked (for instance, some companies require annual written affirmation). More importantly, commit in one's own heart to act with integrity, no written document can substitute for a genuine personal commitment to ethical behavior.

9.2 Managers and Supervisors

Leaders at all levels have an elevated responsibility to embody and reinforce the ethical culture, and should:

- **Lead by Example:** Demonstrate integrity, fairness, and accountability in all conduct. Show that ethics are valued as much as results; for instance, integrate discussions of ethical considerations into decision-making and team meetings.
- **Educate and Inform:** Ensure team members are familiar with the Code and policies. Facilitate or request training for them and answer their questions about expected behavior. Make ethics a regular topic, not just a once-a-year training.
- **Open Door Policy:** Create an environment where employees feel comfortable sharing concerns or mistakes. Thank employees who speak up and never retaliate or allow retaliation. If someone raises a concern, handle it swiftly and fairly. If it requires escalation, help them contact the right channel and support them through the process.
- **Prevent and Detect:** Be alert to situations or behaviors that could lead to unethical outcomes (e.g., unreasonable pressure on staff to meet targets, or conflicts of interest in assignments) and take proactive steps to mitigate them. Monitor compliance in areas of responsibility. If misconduct is observed or reported, ensure it is properly investigated (in coordination with HR/Compliance) and resolved.
- **Support Enforcement:** When disciplinary actions or remedial measures are necessary, implement them consistently in consultation with HR/Compliance. Reinforce to the team that adherence to the Code is a condition of employment and that no one is exempt.

9.3 Executive Leadership (Directors and Officers)

The senior leadership of Just Matter have ultimate responsibility for overseeing the ethical integrity of the organization. They shall:

- Approve and champion this Code of Ethics, reviewing it periodically for updates as needed to incorporate evolving best practices or new regulatory requirements.
- Foster a corporate culture that values ethics and compliance, by allocating appropriate resources (e.g., hiring a compliance officer if size warrants, investing in training and compliance systems) and including ethics objectives in corporate goals.
- Ensure there is independent oversight of the ethics and compliance program (for example, a committee should receive regular reports on Code of Conduct issues, significant investigations, and overall program effectiveness).
- Exercise due care in governance, including ethical oversight of senior management and significant business decisions. Ethics and compliance considerations should factor into strategic decisions, partnerships, and risk management.
- Set the example by their own conduct, nothing undermines a Code faster than leaders not following it. Executives must adhere to the same or higher standards (e.g., avoiding conflicts of interest, disclosing any personal interests in company transactions, etc.), to maintain credibility and trust.

9.4 Ethics & Compliance Function

If and as Just Matter grows, dedicated personnel (such as a Chief Compliance Officer or an Ethics Committee) may be appointed to manage the compliance program. Their roles would include maintaining the Code, providing training, advising on ethical dilemmas, monitoring compliance (e.g., audits or assessments), and investigating reports of misconduct. For now, those duties might be handled by a designated manager or external advisor. Regardless of title, someone in the organization will have the task of ensuring the Code's implementation. All employees should know who this point of contact is and how to reach them. This function acts as a resource for the entire company and helps keep our ethics program aligned with industry standards and regulatory expectations.

In summary, ethical business is everyone's business at Just Matter. From top leadership to entry-level staff, each person has an important role in making our ethical commitments a reality. By taking these responsibilities seriously, we protect both the company's success and our own personal integrity.

10. Enforcement and Disciplinary Action

This Code of Ethics and Professional Conduct is not just words on paper, it is a set of rules and principles that Just Matter is fully committed to enforcing. Violations of the Code, company policies, or relevant laws/regulations will result in prompt and appropriate disciplinary action.

10.1 Fair and Consistent Enforcement

When a potential violation is reported or detected, Just Matter will investigate the matter as described in this Code. If the investigation finds that misconduct occurred, the company will take corrective and disciplinary action proportionate to the severity of the offense. We strive for consistency in how discipline is applied, while considering the specific circumstances of each case. Factors that may be considered include: the nature and seriousness of the violation (e.g., was it a minor policy deviation or a willful illegal act), whether it was a first-time or repeat offense, the impact or potential impact on others and on the company, and whether the individual was cooperative and truthful during the investigation.

10.2 Possible Disciplinary Measures

Disciplinary actions for Code violations may include, but are not limited to:

- **Coaching or Training:** For minor or inadvertent violations, additional training or counseling may be provided to correct behavior.
- **Verbal or Written Warning:** A formal warning may be issued and documented in the personnel file, indicating that further misconduct will result in more serious action.
- **Performance Improvement Plan:** In cases where misconduct overlaps with performance issues, a structured plan with specific corrective steps may be implemented.
- **Suspension:** The employee may be suspended without pay for a certain period, especially if an investigation is ongoing or as a serious reprimand for misconduct.
- **Termination of Employment or Contract:** For severe violations or repeat offenses, the individual's employment or engagement with Just Matter will be terminated. Certain actions (such as theft, fraud, harassment, intentional breach of confidentiality, or egregious conflict-of-interest violations) are likely to result in immediate termination for cause. We explicitly note that termination is a potential outcome for serious breaches of this Code.

- **Legal Action or Referral to Authorities:** If the conduct involves criminal activity, fraud, corruption, or other violations of law, Just Matter may refer the matter to law enforcement or regulatory authorities for further action. We will also pursue civil remedies if appropriate, such as suing to recover losses in cases of embezzlement or misuse of assets.
- **Other Consequences:** Additional consequences might include demotion, financial penalties (to the extent permitted by law, e.g., claw back of bonuses linked to misconduct), or reassignment of duties. For example, if an employee violated independence standards but the company chooses not to terminate, that person might be removed from any assurance duties and placed in a non-audit role (effectively a demotion).

10.3 Third Parties

This Code may also apply to third parties like subcontractors, consultants, or partners when they are acting on Just Matter's behalf. If such a third party violates our ethical standards or causes us to be in violation of laws, we will take appropriate action, which could include terminating the business relationship and reporting the issue to authorities if needed. We expect our suppliers and subcontractors to adhere to ethical standards equivalent to our own, as articulated in any contracts or a supplier code of conduct.

10.4 Whistleblower Protection

As noted, those who report concerns in good faith are protected from retaliation. Likewise, if a person is involved in misconduct but self-reports the issue before it's otherwise detected, that proactive honesty may be considered in determining the disciplinary outcome. While wrongdoing still has consequences, coming forward early might mitigate the severity in some cases, as it demonstrates accountability and cooperation.

10.5 Documentation and Transparency

All disciplinary actions are documented. The company maintains records of Code violations and outcomes to ensure transparency and to help us improve our compliance program. Trends or significant cases (with sensitive details anonymized as appropriate) may be communicated to senior leadership and, if relevant, to other employees for learning purposes. For example, if we had a case of conflict of interest that went undisclosed, we might remind staff broadly about disclosure obligations, without naming individuals, to prevent recurrence.

10.6 No Exemptions

No one at Just Matter is above the Code. A violation by a senior executive or a top-performing employee will face the same scrutiny as a violation by anyone else. In fact, leadership should expect to be held to an even higher standard. Any attempt to cover up a violation or to pressure investigators or witnesses will itself be treated as a serious violation. An appropriate committee will handle any cases involving executive misconduct to ensure impartiality.

Enforcing our Code diligently ensures that our values are upheld and that we maintain an ethical workplace. Disciplinary action is not meant to be punitive for its own sake, but rather to hold individuals accountable, to correct issues, and to deter future misconduct. It also reassures everyone that unethical behavior has no place at Just Matter. Our message is clear: We mean what we say in this Code, and we will act decisively to address any behavior that falls short of these standards.