



Welcome to angelgroups, a group of like-minded business Angels, looking for investment opportunities and to provide mentoring support. In joining the group you agree to be bound by this code of conduct, confidentiality and non-solicitation policy.

CODE OF CONDUCT AND CONFIDENTIALITY

You agree to:

- Disclose to the group any relationship under your direct control you have or may have had with a presenting (including online and face-to-face pitches) company, including any financial gain you or your affiliates may receive from the company or proposed investment in the company.
- Use good judgment, adhere to high ethical standards and avoid situations that create an actual or potential conflict of interest. A “conflict of interest” arises when a person’s loyalties or actions are divided between the interests of a company and those of another, such as a competitor, supplier or customer, or personal business. A conflict of interest can arise when a member takes actions or has interests that may make it difficult for him or her to objectively and effectively support a company seeking funding. A conflict of interest may also arise when an individual, or a member of his or her family, receives an improper personal benefit as a result of his or her position in, or relationship with, a company. The appearance of a conflict of interest alone can adversely affect the angelgroups franchising network and its relations with companies seeking funding.
- Treat all information received in the strictest of confidence and to not share such information with anybody outside the angelgroups platform other than your own professional advisers.
- Provide anonymous feedback to the businesses through the platform as often as possible.
- Use the system’s processes for managing your investments.
- Conduct your own analysis and due diligence to determine the appropriateness of any investment you make in any company to which you are introduced through the angelgroups franchising network or via the angelgroups platform. As a result, you recognise and agree that neither angelgroups nor its franchisees, representatives or agents are responsible or liable in any way for any investment decision you make as a result of being a member of angelgroups. The choice to use and the manner of utilisation of information and knowledge gained through your membership of angelgroups is your individual and personal choice.

- Seek your own professional advice from regulated professionals and understand that neither angelgroups, nor any of its franchisees offer neither the investors nor the business any form of investment advice.
- Make any equity or other investment transaction directly with the respective company or through your own legal advisers.
- Seek your own business validation and you understand that angelgroups meetings are not an offer to sell or solicitation to buy any security by angelgroups, its franchisees or any affiliated entity.
- Pay your annual subscription when it becomes due and accept that non-payment of annual membership fees will result in automatic termination of membership in angelgroups and/or any other group you are associated with through the angelgroups platform.
- Make every effort to attend at least 50% of all full membership meetings (including pitches) and that you are willing to make investments, participate in due diligence, and you understand that any violation of the Code of Conduct, Confidentiality and Non-Solicitation Policy is grounds for immediate termination of your angelgroups membership or any other group associated with the platform and that such a decision is at the sole discretion of Angel Groups Franchising Limited.

NON – SOLICITATION POLICY

You agree to:

- Recognise and understand that angelgroups meetings/communications/platform are focused on investment pursuits and that you will not solicit another member or any company that has applied for funding through the angelgroups platform
- Consult with your local angelgroups franchisee if you have any questions over a potential conflict of interest.
- Not negotiate what are commonly referred to as “side investment opportunities” or “backroom investment opportunities” with any entrepreneur or company under consideration for investment. Any investment that is not fully disclosed to, is detrimental to, or excludes other angelgroups members would fall into this category.
- Should you come into possession of confidential or non-public information about a company, you will safeguard the information from the public and not intentionally or inadvertently communicate it to any person (including family members and friends) unless the person has a need to know the information for legitimate business reasons. You will not disclose confidential or proprietary information obtained as a consequence of your association with angelgroups to third parties without express authorisation from the respective angelgroups franchisee and or the entity whose confidential information it is. You will be discreet with respect to confidential information about potential investments as

to which you receive information not available to other members of angelgroups generally and not discuss it in public places. You will respect the privacy of other members and not provide their names to any third party without their permission.

You will promptly notify the respective angelgroups franchisee of any change in your contact information or accredited investor status occurring after the date of your membership.