

# Talent Advisors LLC

## Code of Business Ethics

### **Preface**

All Talent Advisors Subject Matter Experts must follow our Code of Business Ethics. As an independent advisor, you must be accountable for the highest levels of integrity in order to provide independent and unbiased advice, guidance, and consultation to clients of Talent Advisors LLC.

We expect all our advisory staff to follow these principals regardless of their own personal, business, or other interests that may arise while supporting Talent Advisors clients. Participation in any advisory services is always at your discretion and you may decline to participate for any reason.

### **Conflicts of Interest**

If you are in an advisory situation in which competing loyalties could cause you to pursue a personal benefit for yourself, your company, your friends, your family, or other entity at the expense of Talent Advisors or our clients you may be faced with a conflict of interest. All Talent Advisors Subject Matter Experts must avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

You should always decline client engagements as a Talent Advisors Subject Matter Expert in the following cases:

- In any advisory services we offer to our clients, if you know that by participating you are violating any law or regulation or breaching any agreement with (or) obligation towards a third party (person, client, current employer, former employer or other).
- If your participation in advisory services gives rise to any professional, regulatory or ethical conflict, or results in the breach of a duty of confidentiality you are subject to.
- If you are a director, officer or other employee of a company or organization that has made or is subject to a tender (takeover) offer for one of our clients or you are employed by an entity that has acted on behalf of a company in connection with such tender (takeover) offer for one of our clients, you must decline participation in any advisory capacity while the tender (takeover) process is taking place.
- Any other known or perceived conflict of interest that may arise from providing advisory services to clients of Talent Advisors.

### **Proprietary Information**

It is important that we respect the property rights and proprietary information of our clients. Subject Matter Experts will not acquire or seek to acquire improper means of a client's trade secrets or other proprietary or confidential information. Subject Matter Experts will not engage in

unauthorized use, copying, distribution or alteration of software, client data, or other intellectual property or information of the client.

### **Selective Disclosure**

Subject Matter Experts will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to our clients, its securities, business operations, plans, financial condition, results of operations or any development plan. Subject Matter Experts should be particularly vigilant when making presentations or proposals to clients to ensure that our presentations do not contain material nonpublic information, including other clients of Talent Advisors that a Subject Matter Expert may be supporting.

### **Gifts, Gratuities and Business Courtesies**

Talent Advisors is committed to competing solely on the merit of our independent advice and advisory services. Subject Matter Experts should avoid any actions that create a perception that favorable treatment of outside entities was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Talent Advisors does business with. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of our clients, that would cause embarrassment, or reflect negatively on Talent Advisors or our client's reputation.

### **Accountability**

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about Talent Advisors policy or our client's policies. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact Talent Advisors management immediately.

I hereby understand, acknowledge, and will abide with the Talent Advisors Code of Business Ethics.

Name \_\_\_\_\_

Date \_\_\_\_\_