



NOWVERTICAL GROUP INC.

WHISTLEBLOWER POLICY

The following whistleblower policy (the “Policy”) of NowVertical Group Inc. (the “Company”) is dated July 5, 2021

As indicated in the Company’s Code of Business Conduct and Ethics (the “**Code**”), the Company and its subsidiaries (collectively, the “**NowVertical Entities**”) have a strong commitment to the conduct of their business in a lawful and ethical manner. Directors, officers, managers and employees of the NowVertical Entities (collectively, “**NowVertical Personnel**”) are expected to talk to supervisors, managers or other appropriate personnel about concerns they may have in respect of illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the NowVertical Entities not to allow retaliation for reports of such conduct made in good faith. It is, at the same time, unacceptable to file a report knowing it is false.

The NowVertical Entities require honest and accurate recording and reporting of information. The NowVertical Entities’ accounting records are relied upon to produce reports for management, directors, managers, securityholders, governmental agencies and persons with whom the NowVertical Entities do business. All of the Company’s financial statements and the books, records and accounts on which they are based must appropriately reflect the NowVertical Entities’ activities and conform to applicable legal, accounting and auditing requirements and to the NowVertical Entities’ system of internal controls.

1. Confidential Complaint Procedures

Any employee with a good faith concern about any legal or regulatory compliance matter, accounting or auditing matter or any other matter which such employee believes is in violation of the Code, including:

- failure to comply with the laws, regulations and guidelines governing the operations of any of the NowVertical Entities;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of the Company;
- fraud or deliberate error in the recording or maintaining of financial records of the NowVertical Entities;
- deficiencies in, or non-compliance with, the NowVertical Entities’ system of internal controls;
- misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the NowVertical Entities;
- deviations from full and fair reporting of the NowVertical Entities’ financial condition;



- failure to avoid or fully disclose any interest, relationship or activity that may be harmful or detrimental to the Company's best interests or that may give rise to a conflict of interest with the interests of any of the NowVertical Entities;
- failure to preserve the confidentiality of confidential information;
- the pursuit of personal opportunities that are discovered through the use of corporate property, information or positions without the consent of the Company's board of directors and/or using NowVertical Entity property, information or positions for improper personal gain;
- the offer or receipt of any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship;
- illegal payments to government officials;
- illegal discrimination or harassment of any kind; or
- any other matter,

can report those concerns directly to Scott Nirenberski, Chair of the Audit Committee of the Company (the "**Chair**") (who is independent of management of the NowVertical Entities) on a confidential and, if desired, anonymous basis by e-mail at scott@nowvertical.com.

All reports will be reviewed thoroughly and followed up on as appropriate. The system also provides a clearly defined process to ensure all information is properly documented and tracked from the initial receipt through to resolution and reporting.

Confidentiality of complaints will be maintained to the fullest extent possible, consistent with the need to conduct an appropriate review. When possible, the Chair will acknowledge receipt of a complaint, although it is not the intention to communicate to the person making the complaint the status of its review or resolution.

Upon receipt of a complaint, the Chair will determine whether the complaint relates to a questionable accounting or auditing matter. Any complaints that do so relate will be immediately brought to the attention, and reviewed under the direction, of the Audit Committee of the Company. Prompt and appropriate corrective action will be taken when and as warranted in the judgement of the Audit Committee.

The Chair will maintain a log of all complaints that are received, tracking their receipt, investigation and resolution.

2. Protection of NowVertical Personnel

The NowVertical Entities will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any NowVertical Personnel in the terms and conditions of employment based upon any lawful actions with respect to good faith reporting of complaints as contemplated in these procedures.