

Root Inc

CONFLICTS OF INTEREST POLICY

Root expects all employees to conduct themselves and company business in a manner that reflects the highest standards of ethical conduct and in accordance with all federal, state, and local laws and regulations. This includes avoiding real and potential conflicts of interest. This policy sets out the conflicts of interest principles to which all Root employees are expected to adhere in the performance of their duties.

Conflicts of Interest

Employees shall not allow their private interests to interfere with the interests of Root Inc. (the “Company”). A “conflict of interest” occurs when employees have personal, business or other interests that make it difficult to perform their duties for the Company objectively and effectively. Conflicts of interest may also arise when employees, or members of their immediate family receive benefits as a result of their position with the Company. Employees should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest.

It is not possible to define all the circumstances and relationships that might create a conflict of interest. If a situation arises where there is a potential conflict of interest, the employee should discuss this with a manager for advice and guidance on how to proceed. The list below suggests some of the types of activities that indicate improper behavior, unacceptable personal integrity, or unacceptable ethics:

- Simultaneous employment by another firm that is a competitor or supplier to Root.
- Carrying on company business with a firm in which the employee, or a close relative of the employee, has a substantial ownership or interest.
- Holding a substantial interest in, or participating in the management of, a firm to which Root makes sales or from which it makes purchases.
- Borrowing money from customers or firms, other than recognized loan institutions, from which our company buys services, materials, equipment, or supplies.
- Accepting substantial gifts or excessive entertainment from an outside organization or agency.
- Speculating or dealing in materials, equipment, supplies, services, or property purchased by Root.
- Participating in civic or professional organization activities in a manner that divulges confidential company information.
- Misusing privileged information or revealing confidential data to outsiders.
- Using one’s position in Root or knowledge of its affairs for personal gains.
- Engaging in practices or procedures that violate antitrust laws, commercial bribery laws, copyright laws, discrimination laws, campaign contribution laws, or other laws regulating the conduct of company business.

Only material conflicts of interest are within the scope of this policy. A conflict of interest is material if an ordinary, reasonable person would take it into account in making a decision.

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A conflict of interest is not created by the mere fact that an employee owns, controls or is otherwise affiliated with an entity that has invested in or has ownership interest in the Company. Questions about whether an actual or potential conflict of interest exists in particular circumstances should be directed to the Company's General Counsel and/or Director of Compliance.

Disclosure

Employees of the Company shall disclose all actual and potential conflicts of interests annually. Such disclosure shall be made to the Company's General Counsel through the annual disclosure statement.

Employees shall also have an ongoing obligation to immediately disclose any conflict as it arises. If an employee assumes, or is considering assuming, a financial interest, board appointment, or outside employment relationship that might involve a conflict of interest, or if the employee is in doubt concerning the proper application of this policy, the employee should promptly discuss the matter with the General Counsel and/or Director of Compliance and refrain from any exercise of responsibility in any manner that might reasonably be considered to be affected by any adverse interest.

Employees may serve on the boards of directors of other organizations so long as those other companies are not in direct competition with the Company and so long as the employees' service does not otherwise present a real or perceived conflict of interest. A real or perceived conflict of interest may arise if employees serve on the boards of more than one public company or if they serve on more than two boards in total.

Any potential conflict of interest raised by an employee's business, charitable, financial or any other activities must be disclosed to the General Counsel immediately and annually thereafter in accordance with Root's conflict of interest reporting process.

Review Procedures

The General Counsel and Director of Compliance shall review and analyze all such disclosures and determine whether a conflict exists and whether any subsequent action is appropriate. The General Counsel and Director of Compliance shall provide the Audit Committee with an annual report on conflict of interest report that includes potential conflicts disclosed by Root executives at the VP level and above, any material conflicts of interest disclosed by other Company employees, and the steps taken to mitigate those conflicts. The Audit Committee shall review the report and may accept the report or request modifications how specific conflicts are reviewed and mitigated.

Enforcement

If an individual covered by this policy fails to disclose a conflict of interest, the matter will be referred to the General Counsel and People team for appropriate action, including disciplinary action.

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ANNUAL DISCLOSURE STATEMENT CONCERNING POSSIBLE CONFLICT OF INTEREST

By my signature affixed below, I acknowledge that I have read the Company's Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times during my employment. I will promptly notify the Company's General Counsel in writing of any possible conflicts (other than those stated below) that may develop before completion of the next annual disclosure statement.

_____ I am not aware of any conflict of interest.

_____ I do or may have a conflict of interest in the following area(s):

Name: _____

Signature: _____

Date: _____