



Launchpad Venture Group Code of Conduct

Launchpad Venture Group is a membership-based organization whose proper functioning depends on appropriate conduct and trust between members. Membership in Launchpad is a privilege conferred on you by the other members through the management team. To the extent that a member does not conduct him/herself in a manner consistent with the Code of Conduct, for the good of the larger group, his/her membership may be revoked at the sole discretion of the management team. This document sets out the rights and expectations of members, and contains a pledge to be made annually to honor the Code of Conduct.

Launchpad Member Bill of Rights

- Launchpad members have a right to be presented superior investment opportunities, gathered from the widest variety of sources, properly screened to make the best use of members' investment review time.
- Launchpad members have a right to the highest probability of superior returns through insightful group discussion and penetrating and efficient group diligence of investment opportunities.
- Launchpad members have a right to be exposed to excellent networking with a talented, experienced, passionate, resourceful group of people.
- Launchpad members have a right to unparalleled service and respect for their time including:
 - ▶ crisp meetings which start on time and end on time;
 - ▶ concise communications and interactions including use of groupware and collaboration tools to enhance efficiency and reduce email traffic wherever possible; and
 - ▶ appropriate levels of assistance to make them successful.

Expectations of Launchpad Members

Launchpad members are expected to adhere to Launchpad's "Code of Conduct" which consists of the following themes:

- ▶ An absolutely ZERO tolerance for sexual harassment or discrimination based on sex, race, ethnicity, national origin, age, religion;
- ▶ An unwavering respect for the entrepreneur's time, commitment and ideas;
- ▶ A service mentality, focused on helping entrepreneurs; and a coaching mentality, focused on helping less experienced angels;
- ▶ Respect for fellow members' time and differing viewpoints, and openness to different views and healthy rigorous debate;
- ▶ A requirement that feedback be couched EXCLUSIVELY in polite, respectful, helpful and constructive language, and not contain any unduly harsh criticism or sarcasm;
- ▶ Honesty and openness in dealings with members of the Launchpad community;
- ▶ Curiosity and willingness to learn;
- ▶ A commitment to the greater entrepreneurial community demonstrated by a willingness to assist in non-financial ways;
- ▶ An agreement to conduct oneself in a professional manner at all times;
- ▶ An agreement to respect the privacy of other members and not provide any names to any third party without permission;
- ▶ An agreement to keep membership information confidential;
- ▶ An acknowledgement that Launchpad meetings and communications are focused on investment pursuits and an agreement not to solicit another member for business or charitable purposes or to contact a presenting company or screening candidate for the purpose of soliciting business;
- ▶ An agreement to disclose to the group in all relevant communications any direct or indirect relationship one has or may have with a presenting company, including any personal gain one may receive from the company.

[Code of Conduct follows.]



Launchpad Venture Group Code of Conduct

Instructions: The Launchpad Code of Conduct is set forth below. Please check each box to indicate you have read and understand, sign and date where indicated and return to the managing directors.

I agree to:

- conduct myself in a lawful, ethical, respectful and professional manner when dealing with members and entrepreneurs;
- refrain from conduct which could reflect poorly on Launchpad Venture Group;
- maintain a service mentality of helping members, entrepreneurs and portfolio companies with my time, advice and connections wherever appropriate;
- remain open and tolerant toward viewpoints differing from my own;
- couch my feedback and questions in polite, constructive language absent of harsh criticism or sarcasm;
- conduct myself in an honest, open and transparent way in my Launchpad dealings;
- disclose to the group in all relevant communications any ownership I have or may have in a presenting company or screening candidate;
- disclose to the group in all relevant communications any compensation arrangement I have or may have with a presenting company or screening candidate;
- disclose to the group in all relevant communications any other direct or indirect relationship I have or may have with a presenting company, including any other direct or indirect personal gain I may receive from the company;
- refrain from taking improper advantage of my position as an actual or prospective investor or advisor, including offering or implying that I can gain access to Launchpad in exchange for money, or sexual favors or other quid pro quo or compensation;
- refrain from engaging, with any member of our group, any entrepreneur, any co-investor or any other member of our community, in any behavior of a sexual nature that is unwelcome, disrespectful or offensive to the person or persons it is targeted toward. Examples of harassing behavior may include unwanted physical contact of any kind (however traditional it may be), language or discussion topics of an offensive or sexual nature, sexual propositions, sexual jokes or remarks, or obscene gestures;
- refrain from comments or judgments based upon an individual's sex, race, ethnicity, national origin, age (except as relates to skills and experience directly applicable to fitness for a particular entrepreneurial endeavor), religion or any other legally protected characteristics;
- faithfully, promptly and professionally discharge diligence or screening obligations I agree to undertake;
- disclose promptly any material negative information discovered or exposed to during the course of diligence activities;
- refrain from competing with, or misappropriating the corporate opportunity of, a portfolio company on the basis of information gathered through Launchpad membership;
- be fair, objective, complete and truthful in assessing the status of a company whose board meetings you attend, and to the extent you feel fiduciary duties prevent you from being fair, objective, complete, and truthful, refrain from making any assessment and cite your duty to do so;
- respect the privacy of other members and refrain from providing their name or contact information without their consent;
- respect the confidentiality of company information shared with Launchpad
- respect the confidentiality of member discussions and not repeat or republish them without consent;
- refrain from soliciting another member for business or charitable purposes or contacting a presenting company or screening candidate for the purpose of soliciting their business;
- disclose promptly to a management team member any breaches of this code on the part of another member; and
- renew my pledge to the Launchpad Code of Conduct annually.

Signed: _____

Name: _____

Date: _____