RIDGEPOST CAPITAL

RIDGEPOST CAPITAL, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

The Board of Directors ("Board") of Ridgepost Capital, Inc. ("Ridgepost" and, together with its consolidated subsidiaries, the "Company") has adopted this Code of Business Conduct and Ethics (this "Code") in order to:

- promote compliance with applicable laws, rules and regulations;
- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the "SEC") and other regulators and in other public communications made by the Company;
- provide mechanisms to report unethical conduct; and
- help foster a culture of honesty and accountability.

This Code applies to all Company directors, officers and personnel, including employees, contractors and interns ("Covered Persons"). This Code supplements, but does not replace, the various other policies and procedures governing conduct of Company personnel, which in many cases mandate more specific requirements, including Ridgepost's Insider Trading Policy and Compliance Reporting Policy and Procedures (each available on the Company's intranet and upon request from Ridgepost's CCO), and the applicable Company subsidiary's employee handbook and investment advisory compliance manual (collectively, as they may be amended from time to time, "Other Policies").

The Company requires all Covered Persons to conduct themselves in a lawful, honest and ethical manner with respect to the Company's business practices, and this Code provides a set of basic principles to guide Covered Persons in this regard. Covered Persons should contact Ridgepost's Chief Compliance Officer ("Ridgepost's CCO") or their designee for additional guidance or if they have any questions about this Code.

Compliance with Laws

All Covered Persons are required to comply with all applicable laws, rules and regulations of the United States and other jurisdictions in which the Company conducts business. If applicable laws are less restrictive than the principles set forth in this Code or Other Policies, Covered Persons should comply with this Code or the applicable Other Policy, even if the conduct would otherwise be legal. If, however, applicable laws are more restrictive than this Code or applicable Other Policies, Covered Persons should comply with those laws. Although not all Covered Persons are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance



with legal and regulatory requirements should be addressed to Ridgepost's CCO, the Chief Compliance Officer of the applicable Company subsidiary ("Subsidiary CCO") or their respective designees.

Compliance with federal securities laws is particularly important. As more fully described in Ridgepost's Insider Trading Policy and the investment advisory compliance manuals of the Company's subsidiaries (available from the applicable Subsidiary CCO), Covered Persons are prohibited from trading, either personally or on behalf of others, on the basis of material non-public information or communicating material non-public information to others in violation of the law. Covered Persons are required to fully comply with all applicable trading restrictions contained in Ridgepost's Insider Trading Policy and applicable Other Policies.

Honest and Ethical Conduct

The Company seeks to continuously promote high standards of integrity by conducting its affairs honestly and ethically. All Covered Persons must act with integrity and observe the highest ethical standards of business conduct in their dealings with the Company's clients, partners, vendors and anyone else with whom they have contact in the course of performing their duties.

Fair Dealing

All Covered Persons should endeavor to respect the rights of, and deal fairly with, the Company's clients, partners, vendors, competitors and anyone else with whom they have contact in the course of performing their duties. Specifically, the following conduct is prohibited:

- misappropriating proprietary information;
- possessing trade secret information obtained without the owner's consent;
- inducing disclosure of proprietary information or trade secret information by past or present employees of other companies; and
- taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

Conflicts of Interest

All Covered Persons must avoid situations in which their personal interests could conflict or appear to conflict with the interests of the Company. A conflict situation can arise when a Covered Person (or one of their family members) takes actions or has interests that may make it difficult for the Covered Person to perform their work for the Company objectively and effectively. Conflicts of interest also arise when a Covered Person's position or responsibilities with the Company present an opportunity for personal gain apart from the normal compensation provided through their employment or other engagement with the Company. The following guidelines have been developed to assist Covered Persons in avoiding actual as well as perceived personal conflicts of interest.



Protection and Proper Use of Corporate Funds and Assets. All Covered Persons should make every effort to protect the Company's assets and use them properly. The Company's assets include not only office furnishings, equipment and supplies, but also client lists, marketing materials, business strategies and plans, financial models, due diligence processes, investment programs and other information about the Company's business. Covered Persons are prohibited from using these assets for their own personal gain (including through any participation in prediction market contracts) or providing any of the Company's assets to others without express prior authorization. The theft of money, intellectual property or other Company assets will not be tolerated.

Loans. Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any Ridgepost Board member or executive officer or their respective family members are expressly prohibited.

Confidential Information. Covered Persons routinely will have access to confidential information (as defined below) about the Company, its clients, partners, vendors and others with whom the Company does business.

"Confidential information" includes all non-public information entrusted to or obtained by a Covered Person by reason of their position with the Company, whether the information relates to the Company or a third party. Confidential information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its clients, partners, vendors and others with whom the Company does business, if disclosed, such as:

- non-public information about: (a) the Company's financial condition, prospects or plans; (b) the Company's investment and business strategies; or (c) information about mergers and acquisitions, stock splits and divestitures;

- non-public information about possible transactions with other companies, or about the Company's clients, investments, vendors or joint venture partners, that the Company is under an obligation to keep confidential; or

- non-public information about discussions and deliberations relating to business issues and decisions that take place between and among Covered Persons.

So long as this information remains confidential, it should not be disclosed to other Covered Persons who do not have a business need to know the information or to non-Covered Persons for any reason, except in accordance with established Company procedures. Most of the financial and other information the Company possesses about clients and their investment portfolios must be kept confidential under applicable law and the Company's contractual obligations. In addition, the Company's clients are bound by confidentiality restrictions with respect to much of the information they receive from virtually all of the funds and portfolio companies in which they have invested, and Covered Persons should assume that these restrictions apply to the Company as well. It is imperative that all Covered Persons strictly comply with these confidentiality policies. The duty to protect confidential information of the Company and its clients includes avoiding intentional,

as well as unintentional or indirect disclosure, and continues even after employment or other engagement with the Company ends.

Covered Persons should consult with Ridgepost's CCO or their designee when disclosure of confidential information is required by law or regulation, or by a court, mediator or arbitrator except as provided under the Permitted Conduct section of this Code.

Outside Activities and Investments. Personal conflicts of interest may arise from affiliations with, or investments in, competitors, clients, partners, vendors or others who do business with the Company. The Company respects the privacy of Covered Persons and their right to engage in outside activities (which expressly include, in the case of non-employee directors, serving as an executive officer, employee or director of, and/or maintaining a significant direct or indirect beneficial ownership in, another entity) that do not conflict with the interests of, interfere with the performance of the Covered Person's duties on behalf of, or reflect poorly on, the Company, and that are otherwise in compliance with applicable Other Policies (including the applicable Company subsidiary's employee handbook and investment advisory compliance manual). The Company nevertheless has the right and obligation to determine whether a conflict of interest (or improper appearance of a conflict of interest) exists and to take appropriate action to address it.

Before a Covered Person (i) engages in any material transaction (including a significant direct or indirect investment in another entity) or accepts an officer, director or equivalent position with a non-profit entity, in each case that reasonably could give rise to an actual or apparent conflict of interest, or (ii) accepts an officer, director or equivalent position with another for-profit entity, the Covered Person must provide full and fair disclosure of all relevant facts and circumstances to Ridgepost's CCO or (with respect to Covered Persons that are not Ridgepost Board members or executive officers) the applicable Subsidiary CCO. After evaluating the reported transaction or relationship, Ridgepost's CCO or the applicable Subsidiary CCO, as appropriate, will determine whether it reasonably could give rise to an actual or apparent conflict of interest and, if so, whether any protective measures are appropriate. In the case of Ridgepost Board members or executive officers, Ridgepost's CCO will make a recommendation to the Audit Committee or Nominating and Corporate Governance Committee of Ridgepost's Board or (in the case of executive officers other than the CEO) the Chief Executive Officer of Ridgepost, who will make such determinations, as appropriate. Any protective measures may include prohibiting such transaction or relationship. This Code does not prohibit investments in, or relationships with, companies that do business with the Company so long as the investment or relationship does not interfere with the Covered Person's exercise of independent judgment in fulfilling their responsibilities to the Company.

Anti-Bribery. Covered Persons must comply with all applicable global anti-bribery and anti-corruption laws, and are prohibited from offering, promising, making, authorizing or providing (directly, or indirectly through third parties) any payments, gifts, or the transfer of anything of value to any person, including government officials and family members of government officials, in any jurisdiction to influence or reward any action or decision for the Company's benefit.

Political Contributions. Any political or charitable contributions made or solicited by or on behalf of the Company must be lawful and in compliance with Company policies. This guideline applies solely to the use of Company assets and is not intended to discourage or prevent individual Covered Persons from making political or charitable contributions or engaging in political or charitable



activities on their own behalf in compliance with applicable Other Policies (including the applicable Company subsidiary's employee handbook and investment advisory compliance manual). No one may be reimbursed directly or indirectly by the Company for personal political or charitable contributions.

Gifts and Entertainment. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage. In general, there must be a legitimate business reason for hosting or attending business entertainment events or receiving or giving gifts. Business gifts or entertainment that are accepted or provided by Covered Persons should be reasonable, not lavish, and permitted under applicable law.

Corporate Opportunities. During their employment or other engagement with the Company, Covered Persons are prohibited from taking advantage, for themselves or any other person or entity, of business opportunities discovered through the use of Company property or information or the performance of their duties to the Company and that would reasonably be expected to be of interest to the Company, without the consent of Ridgepost's Board or a committee of Ridgepost's Board or (with respect to Covered Persons that are not Ridgepost Board members or executive officers) Ridgepost's CCO. If any Covered Person has a question as to whether a given opportunity is covered by the foregoing sentence, they are advised to consult with Ridgepost's CCO in advance of pursuing it.

Public Disclosure

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the SEC and other regulators and in its other public communications.

Financial Books and Records

All Covered Persons who contribute in any way to the preparation or verification of the Company's financial statements or other financial information must ensure that the Company's books, records and accounts are accurately maintained and cooperate fully with the Company's Accounting Department, independent public accountants and counsel.

False or artificial entries may not be made in the Company's books and records for any reason. Such actions not only are unethical but also could subject the Company and its employees to civil and criminal penalties. No Covered Person may engage in any arrangement or transaction that could be interpreted as misstating or concealing its true nature or purpose. Further, no payment or receipt on behalf of the Company may be approved or made with the intention or understanding that any part of the payment or receipt is to be used for a purpose other than that described in the documents supporting the transaction.

Reporting of Illegal or Improper Behavior or Other Violations of Company Policy

In order to ensure that the spirit and intent of this Code are realized, the Company encourages Covered Persons to talk to supervisors, managers, human resource representatives, officers or the Board when in doubt about the best course of action in a particular situation.



Whenever a Covered Person knows or believes that a possible violation of law or Company policy, or other illegal or improper activity, has occurred or is ongoing, the Covered Person should promptly report the matter as provided in Ridgepost's Compliance Reporting Policy and Procedures, which is available on the Company's intranet and upon request from Ridgepost's CCO. Information disclosed in a report or during an investigation of such report will remain confidential wherever possible, consistent with applicable law and the need to conduct an appropriate investigation.

No adverse employment action may be taken and retaliation is strictly prohibited, including, without limitation, intimidation, harassment, or discrimination, against any individual because they have (i) reported in good faith a violation of the law, Company policy or other illegal or improper activity; (ii) disclosed or threatened to disclose to a supervisor or public body an activity, policy or practice of the Company that the individual reasonably believes violates a law, rule or regulation or that the individual reasonably believed posed a substantial and specific danger to public health or safety; (iii) provided information to, or testified before, any public body conducting an investigation into any such activity, policy or practice by the Company; or (iv) objected to or refused to participate in any such activity, policy or practice; or (v) participated in an investigation by the Company regarding reports of any such activity of violation. Any individual, regardless of position or title, who has been determined to have engaged in retaliation will be subject to appropriate disciplinary action, up to and including termination of employment or other engagement with the Company. Whenever a Covered Person believes they have been subject to retaliation, they should promptly report the matter as provided in Ridgepost's Compliance Reporting Policy and Procedures.

Administration and Enforcement of this Code

Reported Code violations will be investigated in accordance with Ridgepost's Compliance Reporting Policy and Procedures. Covered Persons are required to cooperate with any such internal investigations.

Code violations may result in disciplinary actions, including, but not limited to, warnings, suspensions, demotions or termination of employment or other engagement with the Company. In addition, violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Person and the Company.

Each of Ridgepost's Board, any committee of Ridgepost's Board and Ridgepost's CCO shall have the power and authority to interpret, construe and apply the provisions of this Code both generally and as they apply to any particular potential or actual transaction, relationship or other circumstance. Any such interpretation, construction or application shall be final and binding for all purposes of this Code; provided, however, that any such interpretation, construction or application by Ridgepost's CCO may be reviewed and altered in any manner by Ridgepost's Board or a committee of Ridgepost's Board.

Ridgepost's Compliance Department will review at least annually the adequacy of this Code and the effectiveness of its implementation. Any questions concerning the interpretation of the provisions of this Code should be referred to Ridgepost's CCO.



Waivers

Each of Ridgepost's Board and any committee of Ridgepost's Board (in the case of a violation by a Ridgepost Board member or executive officer) and Ridgepost's CCO (in the case of a violation by any other Covered Person) may, in their discretion, waive any violation of this Code. Any waiver for a Ridgepost Board member or executive officer shall be disclosed as required by SEC and New York Stock Exchange rules.

No Rights Created

This Code is a statement of certain fundamental principles and policies and procedures that govern Covered Persons in the conduct of the Company's business. It is not intended to and does not create any rights in any Covered Person, supplier, borrower, competitor, stockholder or any other person or entity.

Permitted Conduct

Nothing contained in this Code or in any agreement between a Covered Person and the Company prohibits them from speaking with an attorney retained by them or voluntarily communicating with, reporting concerns to, filing a charge or complaint with, making lawful disclosures to, providing documents or other information to or participating in an investigation or hearing (including anonymously in each case) conducted by, the U.S. Department of Justice, U.S. Securities and Exchange Commission, U.S. Equal Employment Opportunity Commission, U.S. National Labor Relations Board, U.S. Occupational Safety and Health Administration or any other federal, state or local regulatory or law enforcement agency, official, legislative body or self-regulatory organization, or from recovering whistleblower awards from any such agency. A Covered Person is not required to report to the Company that they have engaged or intend to engage in any of the foregoing activities.

Covered Persons are notified that in accordance with the Defend Trade Secrets Act of 2016, they will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a Company trade secret that is made: (i) in confidence to a federal, state or local government official, either directly or indirectly, or to an attorney, solely for the purpose of reporting or investigating a suspected violation of law; or (ii) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Covered Persons are further notified that if they file a lawsuit for retaliation by the Company for reporting a suspected violation of law, they may disclose the Company's trade secrets to their attorney and use the trade secret information in the court proceeding if they file any document containing the trade secret under seal and do not disclose the trade secret except pursuant to court order.

