



Welcome to Ramp!

The Ramp platform is a peer-to-peer (“p2p”) marketplace for independent expertise-on-demand.

While we have included in our Terms of Service and Privacy Policy, to which all users must attest, rules around what users can and cannot do, our most important rule and the one users rely on the most is to **NEVER** disclose confidential information.

Confidential Information includes:

- Material, nonpublic information (MNPI), including MNPI related to any company, security, industry, or pending government action or legislation;
- Proprietary information, including trade secrets, copyrighted information, business information, belonging to past or present employers, companies for whom you have consulted, or any other third party;
- Information that you have a duty or have agreed to keep confidential (e.g., by contract, fiduciary duty, etc.);
- Information that was disclosed to you or to which you were permitted access under the assumption or expectation that you keep it confidential; and
- Information you believe may be confidential.

Some examples are:

- You should not engage in any consultation that involves discussions about the company for which you currently work or have worked within the past six months.
- You should not engage in a consultation with a user whose firm competes with your employer.
- If you are unsure whether you are able to participate in a specific engagement due to a potential conflict, you must decline to participate in that engagement.
- No user should disclose or attempt to benefit from any information related to a consultation, including but not limited to, the subject matter of any projects; information about user activity; and information about the nature of a user’s inquiry.
- Users must not disclose or invest in public market securities based on material non-public information.
- Users must not disclose confidential information including but not limited to: trade secrets, proprietary information and intellectual property. In addition, users must abide by all non-disclosure agreements, severance agreements, and other applicable contractual agreements.
- Additional restrictions on users with specific backgrounds, including:
 - If a user is a doctor, they must not address questions related to clinical trials, patients’ experiences during clinical trials, or medical advice.
 - If a user is an accountant, they must not consult about companies that they have audited for a minimum of twelve months or offer accounting advice.
 - If a user is a lawyer, they must not offer legal advice.

- If a user is an officer or director of a company, they must not consult when an IPO, merger, or tender offer is pending.
- Current or former government employees should seek guidance from their ethics officials or equivalent before agreeing to be a user. No former federal legislative or executive branch government employee should consult within six months of leaving the government.

This compliance tutorial is designed to emphasize the importance of honoring confidentiality obligations and managing conflicts of interests on the platform.

Next, you'll find questions presenting different scenarios designed to illustrate how you should best conduct yourself and honor your confidentiality obligations on the platform.

Please note that this tutorial is not a substitute for your review of the Terms of Use and does not constitute legal advice.

1. Lisa is an Information Security Executive that is on the RAMP network. At a recent industry conference, she met an employee of Public Company X that expressed concern about her future employment status due to a rumored acquisition. Is it permissible for Lisa to disclose the conversation regarding the potential acquisition during a consultant call on the RAMP platform?

Yes or No

Answer: No. Unless the potential acquisition has been specifically addressed in a public disclosure by Public Company X, this information needs to be regarded as material, non-public information and not disclosed in any communications.

2. While on a flight, Anil is seated next to the Sales Manager for Omega Corp, who discloses that he very recently left the company because Omega had been struggling to meet their recent sales goals. Considering that the Sales Manager is no longer at Omega Corp., can Anil disclose this information to one of his clients during a consultation?

Yes or No

Answer: No. Employment status has no bearing on having knowledge of potentially confidential information. In no circumstances shall a person on the RAMP network pass along potentially material, non-public information.

3. At the conclusion of a RAMP call, Carl states that he had an unexpected issue arise that will force him to cut the call short. As a result, Carl asks his client for their personal contact information, so he can reschedule a more convenient time to finish the conversation. Is this a permissible activity?

Yes or No

Answer: No. Contact between members of the RAMP platform outside of the network parameters is highly discouraged. If any contact is orchestrated outside of the network, the compliance structures inherent in the platform will have been circumvented.

4. Andrew is a highly rated consultant using the Ramp platform that has recently married Jessica, the COO of public Company Z. Over dinner one evening, Jessica tells Andrew of the pending dismissal of a top executive at Company Z. During a RAMP call the next day, one of Andrew's clients asks a question about Company Z. Andrew politely declines to answer any questions about that specific company due to the nature of his relationship. Is this the correct course of action for Andrew to take?

Yes or No

Answer: Yes. Whenever a situation arises where your immediate family or a person living in the same household is defined as an Insider of a public company, that relationship should be disclosed and all person(s) involved should refrain from disclosing any potentially confidential information.

5. Kristen is discussing work while having dinner with her friend David. David tells her that he finished working on a press release for a global company that is announcing a sizeable stock buyback plan, and that the press release is expected to go out the next morning. The next day, Kristen is conducting a consulting call on RAMP, and she relays the story of the stock buyback announcement. Should Kristen have disclosed this information?

Yes or No

Answer: No. David had prior knowledge of the company's potential announcement of material information, and that should be considered confidential information in all circumstances. In addition, without verifying the actual public release of the information, the information should also be considered non-public until factually documented as having been released.

6. Scott is the Head of Product Development that worked on the latest software release for XYZ Technologies, that went live to customers three weeks prior. In addition, as part of his employment contract, Scott is allowed to provide consultant calls, as long as internal requirements are met. While on a RAMP call, may Scott discuss the updated features and technical capabilities of the software in detail in order to help the other party understand the product and competitive marketplace?

Yes or No

Answer: Yes. Scott is qualified to discuss these topics and is also responsible to adhere to his company's internal policies. Since the product has been publicly released to the marketplace, there is no potential for confidential information.

7. Karen is a Corporate M&A Attorney specializing in Technology company acquisitions? On a Ramp call, Karen is asked her opinion on the overall pace of M&A activity in the marketplace, as compared to recent years. Is this a permissible topic of conversation?

Yes or No

Answer: Yes. Karen is being asked to provide her personal evaluation as a qualified industry participant, and has not been asked to disclose any non-public information about specific M&A activity where she might harbor material information.

8. FOLLOW UP To 7

In an immediate follow up question, Karen is asked about a rumored acquisition between two large technology companies, one of which is a current client of Karen's firm. Should Karen answer this question?

Yes or No

Answer: No. A consultant should not discuss potential actions or strategies regarding one of her clients that have not been publicly commented upon by the impending parties.

9. Hector is a Data Center and Network Engineer for a public, utility company that offers his consulting services as an experienced technology executive on the RAMP platform. On Hector's profile, he lists "off-limits" topics including any questions relating to the financial metrics of his current employer.

On a call, Hector alludes to a large-scale implementation project of a particular technology taking much longer and costing more than anticipated. The counter-party on the call asks Hector if the project being discussed is large enough to potentially decrease margins for the company? In this scenario, is Hector allowed to disclose his opinion on the potential financial impact of the technology project he runs?

Yes or No

Answer: No. Hector's RAMP profile lists the financial metrics of his employer as an off-limit topic for any consultant calls, and therefore should not be asked, nor should he answer any questions related to that topic.

10. A subject matter expert (SME) recently joined RAMP after a long consulting project working with a Federal Agency that was constructing updated regulations on data privacy laws in the U.S. On a call, the SME is asked when the new regulations will likely be enforced. Should the SME disclose that information?

Yes or No

No. Unless the regulations in question have been publicly disclosed with an enforcement date from the corresponding Government Agency. The SME must assume they are holding confidential information that should not be disclosed in any consultancy calls.

Congratulations, you have successfully completed the RAMP Tutorial!

This tutorial provided thorough information regarding:

- The purpose of the RAMP peer-to-peer marketplace
- The importance of confidential information awareness
- Understanding material, non-public Information
- Potential conflicts of interest and adhering to internal policies of employers
- Confirming your understanding of the onboarding attestations and Terms of Service

Thank You for joining the RAMP Marketplace; now let's get connected.

