



Roots Corporation

DIVERSITY POLICY

(adopted by the Board on April 2, 2019)

---

Roots Corporation (“Roots”) believes that a board constituted of highly qualified directors from diverse backgrounds furthers better decision making and outcomes. Different perspectives and experiences enhance corporate governance. Roots also believes that diversity at the management level fosters better leadership.

In assessing qualified candidates for nomination to the board, Roots’ Governance, Compensation and Nominating Committee (the “committee”) will give due consideration to candidates’ skills and competencies on an objective basis; legal and regulatory requirements, such as those relating to residency and independence; and the diversity of board and the candidate pool. Diversity, in this context, includes taking into account characteristics such as gender, age, ethnicity, disability, sexual orientation and geographic representation.

In overseeing talent appointment, recruitment, succession planning and processes relating to senior executives, the committee will take into account diversity, in addition to the skills, competencies, performance and evaluation of senior executives.

The committee may, in addition to conducting its own search, engage qualified independent advisors to assist in identifying prospective director and senior executive candidates that support Roots’ diversity objectives. The board has established the objective of having a candidate pool for new directors being at least 50% women.

Adherence to this diversity policy will be part of the reporting obligations of the committee to the board. The committee will review the effectiveness of this policy annually and may recommend changes as appropriate.