



Code of Conduct

Version February 15, 2019

1. Adoption letter
2. Definitions
3. Purpose of the Code of Conduct
4. Who the Code of Conduct applies to
5. How the Code of Conduct interacts with other Group policies
6. What to do if you suspect the Code of Conduct has been breached
 - 6.1 Recognizing a conflict
 - 6.2 Reporting channels
 - 6.3 Whistleblower protection
 - 6.4 Investigations
7. Consequences of breaching the Code of Conduct
8. Who to speak to if you have questions
9. Compliance with laws and regulations
10. Fair trading and dealing
11. Conflicts of interest
 - 11.1 What is a conflict of interest?
 - 11.2 Improper personal benefits
 - 11.3 Financial interests in other businesses
 - 11.4 Corporate opportunities
 - 11.5 Conflict of interest arising from a personal relationship
 - 11.6 Outside memberships, directorships, employment and public office
 - 11.7 Use of Company or Group name
12. Improper use or theft of Group property, assets and email
13. Privacy
14. Public communications and disclosures
15. Employment practices
 - 15.1 Equal opportunity and anti-discrimination
 - 15.2 Harassment
 - 15.2.1 Sexual harassment
 - 15.2.2 Other forms of harassment



- 15.2.3 Reporting against harassment
- 15.3 Occupational health and safety
- 15.4 Group reputation
- 15.5 Securities trading
- 15.6 Bribes, inducements and commissions
- 15.7 Ethics
- 16. Community
 - 16.1 Contribution to the community
 - 16.2 Environment
 - 16.3 Politics
- 17. Additional workplace policies
 - 17.1 Endorsements and Solicitations
 - 17.2 Electronic Communications
 - 17.3 Use of Cell Phones and PDAs
 - 17.4 Confidential Information
 - 17.5 Company-Furnished Equipment or Materials
 - 17.6 Personal Property
 - 17.7 Travel Authorization
 - 17.8 Open Door Policy
 - 17.9 Performance Reviews
 - 17.10 Access to Personnel Records
 - 17.11 Dress Code
 - 17.12 Tobacco Policy
 - 17.13 Ending Your Employment



1. Adoption letter

February 15, 2019

Dear Colleague,

Fanplayr's success is dependent on the knowledge, experience and talent of our employees, the strength of our management team, the quality of our business strategy and our compliance with high standards of corporate conduct, ethics and governance. We are constantly working to reinforce and communicate our values to our employees, shareholders, customers, suppliers and the broader community.

The Board of Directors (the Board) believes it is important to provide a clear set of values that emphasize a culture encompassing strong corporate governance, sound business practices and good ethical conduct.

The Code of Conduct has been prepared for the guidance and benefit of all people employed, contracted by, associated with, or acting on behalf of Fanplayr. The Code of Conduct also extends to all Directors. The Code of Conduct has been adopted by Fanplayr as it expresses the core values that drive our behaviour and aspirations.

The key values underpinning the Code of Conduct are as follows:

- our actions must be governed by high standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and Fanplayr alike.

You are required to read and be familiar with the Code of Conduct. The Board will adhere to the values and standards in the Code of Conduct and expect all employees to do the same. By doing so we can be proud of our individual and collective achievements, and ensure that Fanplayr maintains a reputation for high standards of business conduct, professionalism and integrity.

We appreciate your support.

Yours sincerely

A handwritten signature in black ink, appearing to read "Simon Yencken".

Simon Yencken
CEO

A handwritten signature in black ink, appearing to read "Enrico Quaroni".

Enrico Quaroni
VP Global Sales



2. Definitions

The following definitions apply:

- “Group” or “Fanplayr” or “Company” means Fanplayr Inc., all its subsidiaries and fully owned companies;
- “Board” means the Fanplayr Inc. Board of Directors;
- “Human Resources” means the relevant local human resources personnel as designated by the VP Global Operations;

3. Purpose of the Code of Conduct

The Group is committed to a high level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and Group standards and in compliance with all relevant legislation.

The Code of Conduct outlines how the Group expects its representatives to behave and conduct business in the workplace (and when representing the group in an official capacity) on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards.

The objective of the Code of Conduct is to:

- provide a benchmark for professional behaviour throughout the Group;
- support the Group’s business reputation and corporate image within the community; and
- make directors and employees aware of the consequences if they breach the policy.

We regularly monitor and review our policies under this Code of Conduct to ensure our commitments remain relevant, effective and consistent with our stakeholders’ expectations.

While the Code of Conduct is designed to ensure the Group delivers on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, client, customer, supplier, competitor, shareholder or any other person or entity.

4. Who the Code of Conduct applies to

All non-executive Directors of the Group and employees of the Group must comply with the Code of Conduct. A reference to ‘employees’ in this Code of Conduct includes full-time employees, temporary employees, contractors and non-executive Directors.

The Code of Conduct applies to all business activities with suppliers, contractors, agencies, affiliate networks, resellers, media agencies, customers, shareholders and employees in all the countries where our Group operates.



Responsibility lies with every person covered by the Code of Conduct to conduct themselves in accordance with the Code of Conduct.

Some employees may also have additional responsibilities relating to the Code of Conduct (see below).

Position	Responsibility
Employee/Contractor	<p>It is the employee's/contractor's responsibility to:</p> <ul style="list-style-type: none">• comply with the Code of Conduct;• act at all times in the best interests of the Group, with strict integrity and according to legal and approved Group business practices; and• raise any concerns or issues with their manager.
Manager	<p>It is a manager's responsibility to:</p> <ul style="list-style-type: none">• communicate the Code of Conduct to employees and contractors;• take a leadership role in observing and promoting the behaviour and standards in the Code of Conduct and related policies; and• take immediate action where an employee reports a potential breach of the Code of Conduct, or where the manager observes a potential breach.
Human Resources	<p>It is the responsibility of Human Resources to:</p> <ul style="list-style-type: none">• conduct preliminary investigations in relation to potential breaches of the Code of Conduct;• review and recommend updates of the Code of Conduct and related policies as required; and• conduct regular training on the Code of Conduct for employees.
The Board	<p>It is the role of the Board to review the Code of Conduct, and ensure arrangements are in place for dissemination to all employees, including communicating the importance of the Code of Conduct, and monitoring compliance.</p> <p>The Board will also review and discuss with management and the auditors the overall adequacy and effectiveness of the Group's legal,</p>

Position	Responsibility
	regulatory and ethical compliance programs.

5. How the Code of Conduct interacts with other Group policies

The Code of Conduct should be read in conjunction with all the Group's other policies, copies of which are available on the Group's share Box drive under Shared\Policies.

The Group continually assesses and upgrades its policies and procedures to ensure compliance with corporate governance requirements. You will be notified of any material changes to the policies and procedures.

6. What to do if you suspect the Code of Conduct has been breached

6.1 Recognizing a conflict

It is essential that all employees pay close attention to possible violations of the Code of Conduct, whether they occur because of an oversight or intention. Any employee who is aware of possible violations should notify his or her manager or the Human Resources Manager. If you are not sure whether there is an ethical problem, it is better to ask.

Here are some signs to watch for:

- You feel uncomfortable about a business decision, or about something you've been asked to do;
- You have witnessed a situation that made you or someone else feel uncomfortable;
- You feel that the Group would be embarrassed, or face legal implications, if the situation were revealed to the public.

6.2 Reporting channels

You are encouraged to report to your manager any genuine behaviour or situation which you believe breaches or potentially breaches the Code of Conduct, policies or the law.

Alternatively, you can report unacceptable behaviour to the Human Resources Manager.

If you wish to report a breach or potential breach anonymously, you may post a detailed report to the Group's Head Office.



Managers to whom potential breaches are reported should discuss the issue with Human Resources who will assess the appropriate action to be taken in response to the report.

6.3 Whistleblower protection

The Group is committed to ensuring that you are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.

Your calls, notes, emails and other communications will be dealt with confidentially. You have the Group's commitment that, whenever possible, your privacy will be protected where you make a report under the Code of Conduct.

It is a breach of the Code of Conduct for any employee to cause disadvantage to or discriminate against an employee who makes a report under the Code of Conduct (**Whistleblower**). Examples of disadvantage and discrimination include:

- reprisals, harassment or victimisation;
- demotion or dismissal or loss of opportunity for promotion; and
- current or future bias.
- The protection that the Group will make available to protect whistleblowers will vary depending on the circumstances, but may include:
 - ensuring confidentiality in the investigation and protecting the whistleblower's identity;
 - monitoring and managing the behaviour of other employees;
 - offering a leave of absence while a matter is investigated;
 - relocating employees (which may, but will not necessarily, include the whistleblower) to a different working group or department; and
 - rectifying any detriment a whistleblower has suffered.

If an employee or applicant believes that he or she has been retaliated against for disclosing information regarding misconduct under the Code, he/she should file a written complaint with the Human Resources Manager. It is Group policy to encourage employees to come forward with any safety, ethical, or legal concerns. Retaliation against those who bring forward these types of related concerns or complaints will not be tolerated.

6.4 Investigations

Preliminary investigations of reported breaches are administered by Human Resources. If a breach of the Code of Conduct is found to have occurred, a formal investigation process is administered by the Human Resources in consultation with the supervisor or manager of the offending person. Personnel are expected to cooperate in good faith in the investigation process.



7. Consequences of breaching the Code of Conduct

The Group recognises that breaches of the Code of Conduct may occur from time to time. We expect that any breach will be inadvertent and without intent, however it should be clearly understood that any breach may result in disciplinary action or other penalties including, in extreme circumstances, dismissal or termination of the contract or engagement.

Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement (in extreme circumstances). The Group will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

The Group reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

Disciplinary action also may be taken against any of the violator's managerial superiors, to the extent that the circumstances of the violation reflect inadequate supervision and leadership by the superior.

Compliance with the Code will be considered in the evaluation of each individual's overall performance.

8. Who to speak to if you have questions

The Code of Conduct does not include:

- every ethical issue that an employee might face; nor
- every law and policy that applies to the Group.

In representing the Group you are expected to act in a manner consistent with the key values underpinning the Code of Conduct, namely:

- our actions must be governed by high standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and the Group alike.

If you have any questions regarding the Code of Conduct or any of the Group's policies at any time, you should contact your Human Resources Manager.

9. Compliance with laws and regulations

You should be aware of, and comply with, your duties and obligations under all laws and regulations relating to your work.

We encourage you to:

- actively understand the laws which affect or relate to the Group's operations;
- attend seminars presented by the Group or other external service providers to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and industry developments; and
- interpret the law in a way which reinforces the Group's reputation for integrity.

If you have a question as to whether particular laws apply or how they may be interpreted, please contact your Human Resources Manager.

10. Fair trading and dealing

The Group aims to maintain a high standard of ethical behaviour in conducting business and to behave with integrity in all dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, you must:

- perform your duties in a professional manner;
- act with the utmost integrity and objectivity; and
- strive at all times to enhance the Group's reputation and performance.

You are encouraged to familiarise yourself with the legal requirements applying to fair trading and dealing, and to undertake training or attend seminars to develop and maintain your knowledge so that you can act in accordance with those requirements.

If you have a question or wish to report a breach of fair dealing requirements, please contact either your Human Resources Manager.

11. Conflicts of interest

You are responsible for notifying the Group of any conflicts of interest (actual or potential). If you are concerned that you may have a conflict of interest you should disclose that interest and discuss the matter with your Human Resources Manager.



11.1 What is a conflict of interest?

A conflict of interest exists where loyalties are divided.

You may have a conflict of interest if, in the course of your employment or engagement with the Group:

- any of your decisions lead to an improper gain or benefit to you or your associate; or
- your personal interests, the interests of an associate, or relative, or obligation to some other person or entity, conflict with your obligation to the Group.

The following are some common examples that illustrate actual or apparent conflicts of interest that you must avoid. The examples are intended to be a guide only. In case of doubt, discuss the matter with your Human Resources Manager

11.2 Improper personal benefits

Conflicts of interest can arise when you or a member of your family receive improper personal benefits as a result of your position. You and your relatives should not give unreasonable gifts to, or receive unreasonable gifts from, the Group's customers or suppliers or others with whom the Group interacts.

An unreasonable gift is one in excess of \$500 dollars in value.

We encourage you not to accept a gift (of any kind or value) in circumstances where your business judgment might appear to have been compromised, or where you or the Group would be embarrassed if the gift was made public.

If you have dealings with companies based in countries where gift giving has important cultural significance and plays an important role in business relationships, you should be aware and respectful of such cultural practices but remain mindful of the Group's policy in this regard.

If you are in doubt as to the appropriateness of a gift (including whether that gift may be considered "unreasonable") please check with your Human Resources Manager.

In any case, you should contact your Human Resources Manager whenever you receive any gift of \$50 dollars in value or higher, reporting details of it, including gift description, value, sender (role and organization).

11.3 Financial interests in other businesses

You should avoid having a significant ownership interest or personal financial interest in any other enterprise if that interest compromises or appears to compromise your loyalty to the Group.

You must disclose all personal financial interests that you or members of your family have in organisations which have established, or are attempting to establish, a business relationship with the Group or which compete with the Group.



Personal financial interests include, among other things, interests resulting from the following relationships:

- officer, director, employee or independent contractor;
- ownership of shares or other equity interest;
- debtor or creditor (other than in respect of personal financing arrangements with a recognised financial institution, such as mortgages); or
- lessee or lessor.

Ownership of less than five percent of the common or ordinary shares in an entity is not normally considered a conflict.

If you have any doubt about personal financial interests, consult with your Human Resources Manager.

11.4 Corporate opportunities

You must not take advantage of property, information, or other opportunities arising from your position in the Group.

For example, if you learn of a business or investment opportunity through the use of corporate property or information or your position within the Group, you should only participate in the business or make the investment with prior written approval from the CEO. As a general principle, you should only participate in a joint venture, partnership or other business arrangement with the Group with prior written approval from the CEO.

11.5 Conflict of interest arising from a personal relationship

Employees who have the responsibility for or authority to affect the careers or employment of other employees should perform their functions free from any conflict of interest arising from a personal relationship.

For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship (including a personal financial interest, sharing living quarters or a romantic relationship) with any other employee within the Group and that relationship causes, or might reasonably be anticipated to cause, an inability on your part or their part to perform responsibilities objectively and impartially as far as the other party to the relationship is concerned.

You must disclose any conflict of interest arising from a personal relationship to Human Resources. Such disclosures will be treated confidentially.

To avoid conflicts of interest and to promote stability and goodwill in the workplace, the Group usually doesn't hire or transfer relatives into positions in which they supervise or are supervised by another close family member. The Group also tries to avoid placing them in positions in which they work with or have access to sensitive information about family members. The same general considerations apply if two employees marry or become involved in a domestic-partner



relationship. If a supervisory, security, morale, safety, or other conflict results from the relationship, the Group reserves the right to use its discretion in hiring and placing employees in a manner designed to avoid these concerns. One of the employees may be transferred— or, if necessary, terminated—to resolve the situation.

The term “relatives,” as used in the preceding paragraph, refers to a spouse or domestic partner, parents, legal guardians, siblings, children, grandparents, grandchildren, or current in-laws. (Natural, step- or adopted relationships are included in this definition.) This Code also applies to significant others. In addition, if a conflict or appearance of a conflict arises because of a dating relationship, at the Group sole discretion, the conflict may be resolved by transfer of one or both employees or termination of employment. There may be other considerations or restrictions based on job requirements and situations specific to your Company. Check with your manager for clarification.

11.6 Outside memberships, directorships, employment and public office

The Group supports involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee’s ability to properly perform their work for the Group, nor create a conflict (or the appearance of a conflict) of interest.

Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult the CEO.

You must obtain prior written consent from the CEO where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with the Group or competes with services provided by the Group.

You may accept public office or serve on a public body in your individual private capacity, but not as a representative of the Group. If such public office would require time away from work, you must comply with Group policies regarding leave of absence and absenteeism.

11.7 Use of Company or Group name

It is the Group’s policy to make available to all employees any discounts with suppliers or other businesses that may be passed on to employees. However, you may not use the Company or Group’s name or purchasing power to obtain personal discounts or rebates unless the discounts or rebates are made available to all employees.



12. Improper use or theft of Group property, assets and email

You are responsible for protecting any Group property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.

Group property and assets includes cash, securities, business plans, third party information, intellectual property (including computer programs, software, models and other items), confidential information, office equipment and supplies.

You must not:

- use Group assets for any unlawful purpose or unauthorised personal benefit;
- remove Group property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances; and
- make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation, design documents, product documents, UX design, images, or computer code, and other information that is of competitive value to the Group. If you are unsure whether information is of a confidential nature, seek advice from your manager before disclosure.

You are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Group or a third party. The Group's electronic communications systems should not be used to access or post material that violates Group policies or any laws or regulations. Personal non-business use of the Group's electronic communications systems must also be consistent with any policy adopted by the Group from time to time.

13. Privacy

The Group respects your privacy and the privacy of others.

You should familiarise yourself with, and comply with:

- the privacy laws of US;
- the privacy laws of EU and the General Data Protection Rule; and
- the Group's privacy policies (available at <https://fanplayr.com/legal>) which detail the appropriate use of personal information.

If you have any questions in relation to privacy, please contact either your Human Resources Manager or the CEO.

14. Public communications

and disclosures

You are responsible for the integrity of the information, reports and records under your control and you are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials should:

- comply with any applicable legal requirements;
- fairly and accurately reflect the transactions or occurrences to which they relate;
- not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- be in reasonable detail and recorded in the proper account and in the proper accounting period.

Media statements and official announcements may only be made by persons authorised in written form by the Board, or by the CEO. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the CEO. Unless the Board or the CEO has given prior written consent, Group employees and associated parties must not participate in public forum discussions (including internet-based forums) and social media platforms where the subject matter is related to the Group, its competitors or the industry in which the Group operates.

15. Employment practices

15.1 Equal opportunity and anti-discrimination

The Group is committed to:

- equal employment opportunity;
- compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

We strive to find ways to attract, develop, and retain the talent needed to meet business objectives, and to recruit and employ highly qualified individuals representing the diverse communities in which we live. Employment policies and decisions on employment and promotion are based on merit, qualifications, performance, and business needs. The decisions and criteria governing the employment relationship with all employees are made in a non-discriminatory manner—without regard to age, race, color, national origin, gender (including pregnancy, childbirth or medical condition related to pregnancy or childbirth), gender identity or expression, religion, physical or mental disability, medical condition, legally protected genetic information, marital status, veteran status, military status, sexual orientation, or any other factor (including medical marijuana



cardholder status for Arizona applicants and employees) determined to be an unlawful basis for such decisions by the applicable statutes.

No legally protected characteristic will be a factor in decisions regarding any of the following:

- Recruiting;
- Hiring;
- Termination of employment;
- Discipline;
- Promotion/demotion;
- Training;
- Compensation and Benefits;
- Scheduling;
- Assignments; or
- Any other terms or conditions or privileges of employment.

Moreover, in accordance with the applicable law, the Group will make reasonable accommodations whenever necessary for individuals with known disabilities, provided that such individuals are qualified to perform the essential functions and assignments of the job, with or without accommodation, and provided that any accommodations would not impose an undue hardship on the Group. The Group wishes to have timely, good faith discussions with a disabled applicant or employee to determine what accommodations may be appropriate. Any applicant or employee who requires an accommodation during the application process or in order to perform the essential functions of the job should contact the Human Resource Manager to request such an accommodation.

The Group will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

15.2 Harassment

We are committed to creating a respectful, courteous work environment free of unlawful discrimination and harassment of any kind, and we are committed to taking all reasonable steps to prevent it and address it. We will not tolerate harassment relating to any characteristic protected under applicable law by any employee, contractor, vendor, customer, or visitor. In addition to any disciplinary action we may take, up to and including termination of employment, offenders may also be personally liable, in the event of litigation, for damages and attorney's fees and other costs of litigation.

Except where otherwise indicated, the term "harassment," as used in this policy, refers to behavior that is related to any characteristic protected under applicable law and that is personally offensive, intimidating, or hostile, or interferes with work performance, regardless of whether it rises to the level of violating the law. In other words, this policy is stricter than the law, in that this policy defines harassment more broadly than does the law.



15.2.1 Sexual harassment

Under all the applicable laws, sexual harassment includes, but is not limited to, making unwanted sexual advances and requests for sexual favors where:

- Submission to such conduct or communication is either explicitly or implicitly made a term or condition of an individual's employment; or
- Submission to or rejection of such conduct or communication by an individual is used as a basis for employment decisions affecting such individual; or
- Such conduct or communication has the purpose or effect of unreasonably interfering with an individual's work performance or creates and/or perpetuates an intimidating, hostile, or offensive work environment.
- As defined by law, sexual harassment can also take the form of other unwelcome conduct or communication that has the purpose or effect of unreasonably interfering with an individual's work performance or creates and/or perpetuates an intimidating, hostile, or offensive work environment. Such other conduct or communication sometimes takes the form of verbal abuse of a sexual nature, unwanted touching, leering, sexual gestures, a display of sexually suggestive objects or images, sexually explicit or offensive jokes, stories, cartoons, nicknames, slurs, epithets, and other communications of a sexual nature.

15.2.2 Other forms of harassment

In addition to sexual harassment, the Group prohibits all other harassment based on age, race, color, national origin, gender (including pregnancy, childbirth or medical condition related to pregnancy or childbirth), gender identity or expression, sexual orientation, religion, physical or mental disability, medical condition, genetic information, marital status, veteran status, military status, or any other characteristic protected by any applicable law.

Harassment may take many forms, including:

- Verbal. Epithets; derogatory comments, slurs, or name-calling; inappropriate jokes, emails or any other form of written communication, comments, noises, or remarks; repeated requests for dates, threats, propositions, unwelcome and unwanted correspondence, phone calls, and gifts; or other unwelcome attention;
- Physical. Assault; impeding or blocking movement; physical interference with normal work or movement; unwanted and unwarranted physical contact, such as touching, pinching, patting, grabbing, brushing against, or poking another employee's body;
- Visual. Inappropriate images (whether in photographs, posters, cartoons, drawings, paintings or other forms of imagery); displaying inappropriate images, writings or objects; staring at or directing attention to an employee's anatomy; leering; sexually oriented or suggestive gestures;
- Cyberstalking. Harassment using electronic communication, such as e-mail or instant messaging (IM), or messages posted to a website, blog, or discussion group.



These kinds of behavior can occur in one-on-one interactions or in group settings and can involve a co-worker, manager, vendor, customer, visitor, or agent of the Group. Sexual harassment can also occur in the context of a relationship that was once consensual but has changed so that the behavior is no longer welcome by one party. It is impossible to specify every action or all words that could be interpreted as harassment. The examples listed above are not meant to be a complete list of objectionable behavior. Make a point of paying attention to others' reactions and stated requests and preferences, respecting their wishes, and treating them in a professional manner, regardless of gender, race, religion, nationality, age, sexual orientation, sexual identity or expression, or other protected characteristic.

15.2.3 Reporting against harassment

If you believe anyone is harassing you or another individual in the workplace, we encourage you, if comfortable doing so, to tell the harasser in clear language that the behaviors or advances are unwelcome or unwanted and must stop. The individual may not realize the behavior is offensive and a simple communication may effectively end the behavior. However, if you are not comfortable engaging in such communication or the behavior does not stop following such communication, you should immediately report your concern to your manager or your Human Resources Manager. Report the facts of the incident, including what happened, when, where, how often, and the names of the accused and any witnesses. Managers should immediately report any suspected incidents of harassment of others to your Human Resources Manager.

All harassment claims will be investigated in a timely, objective, and thorough manner as confidentially as possible. All employees are expected to cooperate fully in any investigation. If it is determined that prohibited harassment has occurred, the appropriate corrective action, up to and including termination of employment of the offending employee, will be taken along with any additional steps necessary to prevent further violations of this policy.

Neither the Group nor the law will tolerate any form of retaliation against any employee who opposes discrimination or prohibited harassment, makes a complaint, or participates in any manner in an internal investigation or an investigation, proceeding, or hearing conducted by a state or federal agency or court. If you believe that you have experienced or witnessed retaliation, you should immediately report your concern to your Human Resources Manager. Any employee who engages in retaliation will be subject to disciplinary action, up to and including termination of employment, as well as possible legal consequences.

15.3 Occupational health and safety

The Group is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All people have obligations to assist in ensuring that this situation is maintained at all times.

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.



You should familiarise yourself with the Group's Occupational Health and Safety (**OH&S**) policies and all relevant procedures to ensure the workplace is safe and without risk to the health of others and yourself. You should follow any lawful and reasonable instructions consistent with that policy and those procedures.

15.4 Group reputation

Employees must not act in any way that could cause harm to the Group's reputation or market position during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

15.5 Securities trading

The Group is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest.

Employees must not:

- use any price-sensitive information (which is not generally available to others) in deciding whether or not to buy or sell the Group's securities;
- deal with the Group's securities when in possession of price-sensitive information about the Group which has not been publicly disclosed.

15.6 Bribes, inducements and commissions

You must not pay or receive any bribes, facilitation payments or inducements (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances). These do not include commissions, revenue share payments or rebates consistent with the Group's normal business practise and payable by the Group to an agency, affiliate network or a reseller where the underlying agreement has been signed by the CEO or has been subject to the CEO's prior written approval and it's consistent with the applicable law and regulation of the country in which it's executed.

You must not give or receive any unreasonable gifts (see section 3 of this Part B – 'Conflicts of interest') or otherwise act in an unethical way. Remember that agreeing not to act may have the same ramifications as acting in an unethical way.

15.7 Ethics

The Group is committed to conducting business in a fair and open manner within the spirit and letter of the law, with the highest regard for customers, the community, and employees. The Group's success depends not only on the knowledge, skills, and abilities of employees, but also on sound judgment, self-discipline, common sense, and integrity. As such, all employees are required to maintain and uphold the following common ethical standards:



- To pursue the Group objectives in a manner that does not conflict with the integrity of the Group or the public interest;
- To be truthful and accurate in all you say and do;
- To protect confidential information;
- To treat fellow employees with respect and dignity;
- To observe all laws, regulations, ordinances, and rules applicable to the operation of the business;
- To maintain honest and fair relationships with all Group vendors;
- To ensure quality and value in the Group's products/services and relationships with customers and vendors; and
- To avoid, during the course of your employment, any situations that may engender any conflict between the personal interests of employees and the business interests of the Group, except to the extent the law permits otherwise.

16. Community

16.1 Contribution to the community

The Group is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold the Group's commitment to pursue good corporate citizenship while engaging in its corporate activity.

You must abide by all local laws and regulations, and are expected to respect and care for the environments in which the Group operates.

The Group supports and encourages you to actively contribute to the needs of the community. If you wish to make such a contribution (such as donations or sponsorship) on behalf of the Group, consult your Human Resources Manager for approval.

16.2 Environment

The Group is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations.

If you are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, report the matter in accordance with section 4 of Part A – 'What to do if you suspect the Code of Conduct has been breached'.

16.3 Politics

You may voluntarily participate in the political process as an individual. We ask that you do not engage in actions that could cause someone to believe that your actions reflect the views or position of the Group, if that is not the case.



It is against Group policy to use corporate funds for political purposes. This policy does not prohibit:

- communications by the Group to its shareholders on any lawful subject;
- payments of salaries and expenses of employees whose duties may include communication with government officials; or
- political activity by any employee in his or her individual, private capacity. However, to eliminate any appearance of coercion in such political activities, it is against Group policy for any supervisor to solicit funds from a subordinate for political purposes.

17. Additional workplace policies

17.1 Endorsements and Solicitations

To avoid disruption of operations, employees may not solicit or distribute material for any cause or purpose during employee working time (which does not include rest periods, meal periods, or any other times when employees are properly not engaged in performing their work tasks). No employee should imply endorsement by the Group for a particular product or service without proper authorization.

17.2 Electronic Communications

As we become increasingly dependent on technology to conduct business, employees typically have access to one or more forms of electronic media and service (computer, email, instant messaging, telephones, cellular phones, PDAs, voicemail, fax, online services, Intranets, and the World Wide Web). This policy extends to all features of the Group's electronic communications systems, including computers, e-mail, instant messaging, connections to the Internet and Web, and other external/internal networks, voicemail, video conferencing, facsimiles, and telephones (collectively defined as electronic resources). Any other form of electronic communication used by employees currently or in the future is also intended to be included under this policy.

All information created, sent, received, or stored on the Group's electronic resources is Group property. Such information is not the private property of any employee and employees should have no expectation of privacy in the use or contents of the Group's electronic resources. Passwords do not confer any right of privacy upon any employee of the Group. Employees should understand that the Group may monitor the usage of its electronic resources and may access, review, and disclose information stored on its electronic resources, including messages, personal e-mail communications sent and received on the employer's computers but using private e-mail accounts, and other data, at any time, with or without advance notice to the user or the user's consent. In order to ensure that the usage of such Company-provided materials remains ethical and lawful, employees must abide by the following guidelines:

- All business equipment, electronic and telephone communications systems, and all communications and stored information transmitted, received, or contained in the Group's electronic resources are the Group's property and are to be used for job-related purposes;



Employees may engage in limited personal use of such systems and equipment during non-working time, provided that such use does not violate Group policies included in this Code and does not interfere with any employee's performance of job duties;

- Use of portable drives to download Group information for any purpose is prohibited without the advance written approval by the Group's management;
- The Group may monitor use of any systems and equipment for any reason;
- The employee in whose name an account is issued by the Group is responsible for its proper use at all times;
- The Group reserves the right to determine the appropriate use of its electronic resources and its decision is final;
- The Group assumes no liability for loss, damage, disclosure, or misuse of any non-Group data or communications transmitted or stored on the Group's electronic resources;
- Employees may not, without authorization, transmit, retrieve, or store confidential Group information of any kind on their personal email systems;
- Unless otherwise allowed by law, confidential Group information, whether in electronic or hard copy form, may only be accessed and used by employees as required to perform job duties.

17.3 Use of Cell Phones and PDAs

Although cell phones and Personal Digital Assistants (PDAs) have become a valuable tool in managing our professional and personal lives, they can raise a number of issues involving safety, security, and privacy. Employees should be courteous of their coworkers and keep ring tones on vibrate or low while at work.

The Group requires the safe use of cell phones and PDAs by employees who use them to conduct Company business. Employees are required to obey all applicable state and local laws regarding cell phone use while driving. In any case where applicable law is more restrictive than this policy, the law will govern the employee's behavior.

Employees who use handheld cell phones while on Company business must refrain from making or receiving business calls while driving. If an employee needs to make or receive a business phone call while driving, the employee should make sure the vehicle is stopped and parked in a proper parking area for the call. Stopping on the side of the road to make a call is not acceptable, except in the case of a traffic accident or car breakdown.

Employees who use hands-free telephones are strongly discouraged from making calls while driving. Employees may make business calls only when absolutely necessary, and only if the conversation will last no more than a few minutes. Employees must stop the vehicle and park in a proper parking area if the conversation becomes involved, traffic is heavy, or road conditions are poor. Under no circumstances may employees manually dial a number while their vehicle is in motion.

Employees may not use a cellular telephone or PDA to send, receive, or review text messages, email, or information over the Internet while driving.



Finally, non-exempt employees must not use cell phones or PDAs for work outside of regularly scheduled hours unless they have been pre-approved to do so by their manager.

17.4 Confidential Information

As an employee, you may learn information that is not known by the general public. You may have access to confidential or proprietary information regarding the Group, its vendors, its customers, or perhaps even fellow employees. Confidential or proprietary information includes, but is not limited to business plans, strategies, budgets, projections, forecasts, financial and operating information, business contracts, databases, other employees' information, customer and vendor information, compensation data, advertising and marketing plans, proposals, training materials and methods, and other information not available to the public.

Regardless of whether this type of information is specifically identified as confidential, it is each employee's responsibility to keep this information in confidence (except as otherwise allowed, if at all, by applicable law). You must not use, reveal, or divulge any such information unless it is necessary for you to do so in the performance of your duties (or except as otherwise allowed, if at all, by applicable law).

Generally, access to confidential information should be granted/provided/given on a "need-to-know" basis and must be authorized by your manager.

Some employees who have access to confidential, sensitive, or proprietary information about the Group or its customers, processes, and employees may also need to sign a Proprietary Information and Inventions Agreement (PIIA) as a condition of employment. If you improperly use or disclose any of the Group's confidential or proprietary information, you will be subject to disciplinary action, up to and including termination of employment, regardless of whether or not you receive any benefit from the use or disclosure.

If you have a question regarding whether or not the information you seek to communicate is considered confidential information, speak to your manager.

17.5 Company-Furnished Equipment or Materials

You are responsible for taking good care of the equipment or materials furnished to you by the Company, which remain Company property and should only be used for legitimate Company business. All items such as manuals, reports, records and statements are the property of the Company and are to be kept at the Company's place of business, unless removal has been properly authorized.

Unauthorized removal of any Company property (or that of another employee) is considered a grave offense, and may result in serious consequences, regardless of seniority or past performance.

Employees must return any Company property in their possession upon termination of employment or immediately upon any request by the Company.



17.6 Personal Property

We try to ensure your workplace is secure, but we cannot be responsible for your personal belongings. You're responsible for preventing theft, loss, or damage to your personal items, and we ask that you store and use them safely and securely.

The Group reserves the right to search Group property such as desks, cabinets, or other storage areas and inspect items found inside such areas. Employees should have no expectation of privacy in their contents. The Group reserves the right to remove, retain, and disclose the contents found during an inspection. Only locks and keys issued by the Group may be used for securing Company provided desks and other storage devices. The Group also reserves the right to inspect any and all packages and parcels entering and/or leaving our premises.

17.7 Travel Authorization

Any travel on Group business must first be authorized by your manager, who can answer questions regarding the Group's travel policies. When using your personal, Company, or a rented vehicle on Group business, you must have in your possession a valid driver's license and you must have obtained liability insurance covering both bodily injury and property damage. The Group's specific mileage allowance and reimbursement schedule will determine reimbursement for travel expenses.

17.8 Open Door Policy

The Group has an open-door policy that seeks to encourage employees to participate in decisions affecting them and their daily professional responsibilities. We encourage you to make your concerns, questions, suggestions, and comments known to us. Whether you have a question about any of our policies or programs, or a concern about a decision affecting your job, you can make yourself heard so that your question or concern may be addressed—and appropriate steps can be taken toward a resolution.

17.9 Performance Reviews

Performance Reviews are an opportunity to ensure everyone's expectations are in agreement, to reinforce lines of communication, and to set goals for further achievement. It's a good time to highlight your strengths, determine areas you may need to improve, and receive input on achieving career objectives.

The evaluation of an employee's performance is an ongoing process. Your manager will let you know if and when you will receive a written performance review. The factors to be considered as part of the review generally include such areas as the quality and volume of work, ability to work with others, technical knowledge of your job, reliability, and other job-related aspects of your position. As part of the process, you may be asked to submit your own comments on your performance before preparing your review.



17.10 Access to Personnel Records

Most employee information may be accessed only by appropriately authorized employer personnel. In addition, access to these records may be granted to government agencies in accordance with the applicable law, and to other third parties by way of legal subpoena or court order.

17.11 Dress Code

While at work or engaged in work-related activities, you must maintain a clean, neat appearance when reasonably possible, and your attire should be consistent with the type of work you are performing and with safety considerations.

If you have further questions about your expected attire or grooming and hygiene standards, please discuss these questions with your manager.

17.12 Tobacco Policy

In order to offer our employees a comfortable environment in which to work, tobacco use is prohibited in all areas of the workplace. This includes all office areas, rest rooms, and other common areas.

17.13 Ending Your Employment

If you choose to leave your employment, in addition to all other fulfillments as provided by any applicable law, we ask that you do so in writing and indicate your reason for leaving, the effective date of your resignation, and a forwarding address. The Group would appreciate as much advance notice as possible, so that plans can be made for your replacement or reassignment of your duties.

Acknowledgement of Fanplayr's Code of Conduct

I acknowledge that I have received and read a copy of Fanplayr's Code of Conduct dated February 15, 2019, which may be amended from time to time (the "**Code**"). I understand the Code governs the expected standard of fairness and good behavior of everyone in the Company, and I agree to adhere to the Code. I also understand that observance of the Code will be monitored and enforced, as it is an important part of the business culture and operations of the Company.

By: