

Vivid Seats Inc.
Code of Business Conduct & Ethics
(As of November 5, 2024)

I. Introduction

A. Purpose

This Code of Business Conduct and Ethics (this “**Code**”) sets forth general guidelines for conducting the business of Vivid Seats Inc. (the “**Company**”) consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company adheres to these higher standards.

This Code applies to all of the Company’s officers and other employees, as well as all directors serving on the Company’s Board of Directors (the “**Board**”). As used herein: “**employees**” means all of the Company’s officers and other employees; “**executive officers**” means all officers covered by Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended; and “**principal financial officers**” means the Company’s principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions

B. Seeking Help & Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. You are encouraged to first contact your supervisor for help. If your supervisor cannot answer your question or if you feel uncomfortable contacting your supervisor, contact the General Counsel. The Company has also established an ethics hotline (the “**Ethics Hotline**”) that is available 24 hours a day, seven days a week, and can be contacted by telephone at (866) 561-0897 or online at www.whistleblowerservices.com/SEAT. You may remain anonymous when contacting the Ethics Hotline, although providing your identity may assist the Company in addressing your questions or concerns.

C. Reporting Violations

Employees and directors have a duty to report any known or suspected violation of this Code or of any laws, rules, regulations or Company policies. If you know of or suspect such a violation, immediately report it to your supervisor or the General Counsel. The General Counsel will work with you and your supervisor or other appropriate persons to investigate your concern. If you feel uncomfortable reporting the known or suspected violation to your supervisor or if you do not get a satisfactory response, you should report it to the General Counsel directly or through the Ethics Hotline identified above.

All reports will be handled sensitively and with discretion. Your supervisor, the General Counsel and the Company will protect your confidentiality to the greatest extent possible, consistent with applicable laws and the Company’s need to investigate your concern.

D. Code Violations & Appropriate Disciplinary Action

It is Company policy that any employee or director who violates this Code will be subject to appropriate discipline, which may include termination of an employee’s employment for cause or a request that a director resign from the Board. The determination of appropriate discipline will be based upon all relevant facts and circumstances of each particular situation. If you are accused of violating this Code, you will

be given an opportunity to present your version of the events at issue prior to any determination of appropriate discipline. Employees and directors who violate the law or this Code may also expose themselves to substantial civil and criminal penalties. The Company may also face substantial penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

E. Policy Against Retaliation

The Company prohibits retaliation against employees or directors who in good faith seek help or report known or suspected violations of, or who assist in the investigation of reports made under, this Code. Any reprisal or retaliation against an employee or director because such person in good faith sought help or made a report will be subject to appropriate disciplinary action.

F. Code Review & Waivers

The Board's Audit Committee (the "**Audit Committee**") will periodically consider and discuss this Code and the procedures in place to enforce it with management and the Company's independent auditor. At each regularly scheduled Audit Committee meeting, management will update the Audit Committee regarding any new, or any updates to existing, known or suspected violations of this Code and any other relevant complaints received through the Ethics Hotline.

Any waiver of this Code for the Company's directors, executive officers or other principal financial officers may be made only by the Audit Committee or the Board and will be publicly disclosed as required by applicable laws or stock exchange rules. Waivers of this Code for other employees may be made only by the Chief Executive Officer, the Chief Financial Officer or the General Counsel and will be reported to the Audit Committee at its next regularly scheduled meeting.

II. Conflicts of Interest

A. Identifying Potential Conflicts of Interest

Employees and directors must act in the Company's best interests. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest," and you should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interests interfere with those of the Company. A conflict of interest can arise whenever you, as an employee or director, take an action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations might reasonably be expected to give rise to a conflict of interest and should be identified to, and addressed by, the General Counsel or the Board:

- Outside Employment. An employee being employed by, serving as a director of or providing services to a company that they know or suspect to be a material customer, supplier or competitor of the Company (other than services to be provided as part of their job responsibilities for the Company).
- Improper Personal Benefits. An employee or director obtaining a material (as to such individual) personal benefit or favor because of their position with the Company. See "Gifts and Entertainment" below for additional guidelines in this area.

- Financial Interests. An employee having a “material interest” (ownership or otherwise) in a company that they know or suspect to be a material customer, supplier or competitor of the Company and using their position with the Company to influence a transaction with such company. Whether an employee has a material interest will be determined by the General Counsel or the Board, as applicable, in light of all relevant facts and circumstances, including consideration of their relationship to the customer, supplier or competitor, their relationship to the specific transaction and the importance of the interest to them.
- Loans or Other Financial Transactions. An employee or director obtaining loans or guarantees of personal obligations from, or entering into a personal financial transaction with, a company that they know or suspect to be a material customer, supplier or competitor of the Company; *provided* that this shall not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- Board & Committee Service. An employee or director serving on a board or committee of an entity (whether profit or not-for-profit) whose interests would reasonably be expected to conflict with those of the Company.
- Actions of Family Members. The actions of family members outside the workplace may also give rise to the types of conflicts of interest described above because they may influence an employee’s or director’s objectivity in making decisions on behalf of the Company.

For purposes of this Code: (i) a “material customer” is a customer that has made payments to the Company in the past year in excess of the greater of \$200,000 or 5% of the Company’s gross revenues, ; (ii) a “material supplier” is a supplier that has received payments from the Company in the past year in excess of the greater of \$200,000 or 5% of the supplier’s gross revenues; and (iii) a “family member” includes an individual’s spouse or life partner, brothers, sisters, parents, in-laws and children, whether such relationships are by blood or adoption. If you are uncertain whether a particular company is a material customer or supplier, contact the General Counsel.

B. Disclosure of Conflicts of Interest

The Company requires that employees and directors disclose any situation that would reasonably be expected to give rise to a conflict of interest. If you suspect that you have a situation that could give rise to, or reasonably be perceived by others as, a conflict of interest, you must report it to your supervisor or the General Counsel (or, if you are a director or executive officer, to the Board). The General Counsel or the Board, as applicable, will work with you to determine whether you have a conflict of interest and, if so, how best to address it. All transactions that could give rise to a conflict of interest involving the Company’s directors, executive officers or principal financial officers must be approved by the Board, and any such approval will not be considered a waiver of this Code.

C. Non-Employee Directors

Notwithstanding any other provision herein, compliance with this Section II by the Company’s non-employee directors is subject to provisions of the Company’s amended and restated certificate of incorporation, and the Company’s amended and restated bylaws and, for as long it remains in effect, the Stockholders’ Agreement, dated October 18, 2021 (the “**Stockholders’ Agreement**”), among the Company, Hoya Topco, LLC and Horizon Sponsor, LLC.

III. Corporate Opportunities

As an employee or director, you have an obligation to advance the Company's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of Company property or information or because of your position with the Company, you should first present the opportunity to the Company before pursuing it in your individual capacity. No employee or director may use corporate property or information or their position with the Company for personal gain while employed by the Company or serving on the Board.

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the General Counsel and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to do so, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

Notwithstanding any other provision herein, compliance with this Section III by the Company's non-employee directors is subject to provisions of the Company's amended and restated certificate of incorporation, and the Company's amended and restated bylaws and, for as long it remains in effect, the Stockholders' Agreement.

IV. Confidential Information

Employees and directors have access to a variety of confidential information regarding the Company, which includes all non-public information that might be of use to the Company's competitors or, if disclosed in an unauthorized manner, harmful to the Company or its collaborators, customers or suppliers.

Employees and directors have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated and made in accordance with applicable law and the Company's Policy Statement – Guidelines for Corporate Disclosure. Unauthorized disclosure of any confidential information is prohibited and could result in legal liability to you and the Company.

Employees and directors should take appropriate precautions to provide that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees and directors who have a need to know such information to perform their responsibilities for the Company. The obligation of employees and directors to protect confidential information continues after they leave the Company or the Board.

Notwithstanding any provision of this Code or any confidentiality or non-disclosure agreement (including as part of any employment, separation, compensation or similar agreement or arrangement) applicable to you, the Company does not restrict any current or former employee from communicating, cooperating or filing a complaint with, or making disclosures to, any governmental or law enforcement branch, agency or entity with respect to possible violations of laws or regulations, in each case, that are protected under the whistleblower provisions of any such laws or regulations. This Code is also not intended to impede any person's ability to receive a monetary award from any government administered whistleblower-award program. Any agreement, arrangement or Company policy in conflict with the foregoing is hereby deemed amended by the Company to be consistent with the foregoing.

Questions or concerns regarding disclosure of Company information should be promptly referred to the General Counsel.

V. Competition & Fair Dealing

Employees should: (i) endeavor to deal fairly with fellow employees and with the Company's collaborators, licensors, customers, suppliers and competitors; (ii) not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice; (iii) maintain and protect any intellectual property licensed from third parties with the same care as they employ with regard to Company-developed intellectual property; and (iv) handle the non-public information of the Company's collaborators, licensors, suppliers and customers (including information regarding their technology and product pipelines) responsibly and in accordance with the Company's agreements with them.

VI. Gifts & Entertainment

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should not compromise, or appear to compromise, your ability to make objective and fair business decisions. It is important to note that the giving and receiving of gifts is subject to a variety of laws, rules and regulations applicable to the Company's operations, including, without limitation, those covering the product marketing, bribery and kickbacks. You are expected to understand and comply with all laws, rules and regulations that apply to your job position.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from the Company's collaborators, customers or suppliers only if the gift or entertainment is infrequent, is modest, is intended to further legitimate business goals, is made in compliance with applicable law, would not be viewed as an inducement to or reward for any particular business decision and is properly accounted for on expense reports.

You should make every effort to refuse or return a gift that is beyond the guidelines set forth above. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the General Counsel, who may require you to donate the gift to an appropriate community organization..

Gifts and entertainment may not be offered or exchanged under any circumstances to or with any government employee. See [Section X-A](#) for a more detailed discussion of special considerations applicable to dealing with government employees.

If you conduct business in countries outside of the United States, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. See [Section XII](#) for a more detailed discussion of the Company's policies regarding the giving and receiving of gifts related to business transactions in non-U.S. countries.

If you have questions about the giving and receiving of gifts and entertainment, contact your supervisor or the General Counsel.

VII. Company Records

Accurate and reliable records are crucial to the Company's business. The Company's records are the basis of, among other things, its earnings statements, financial reports and regulatory submissions and guide its business decision-making and strategic planning. Company records include financial records, personnel records, records relating to the Company's technology and product development, customer collaborations, regulatory submissions and all other records maintained in the ordinary course of business.

All Company records must be complete, accurate and reliable in all material respects. Employees and directors must follow any formal document retention policy of the Company with respect to Company records within such person's control. Contact your supervisor or the General Counsel to obtain a copy of any such policies or if you have questions.

VIII. Protection & Use of Company Property

Each employee should protect Company property and provide for its efficient use only for legitimate business purposes and not for the personal benefit of such employee or anyone else. Theft, carelessness and waste have a direct impact on the Company's financial performance. The use of Company funds or property, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

Company property includes (i) all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems and (ii) all written communications. Employees and other users of Company property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communications, which may also be subject to disclosure to law enforcement or government officials.

IX. Accuracy of Financial Reports & Other Public Communications

As a public company, the Company is subject to various securities laws, regulations and reporting obligations. Both federal law and Company policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting can severely damage the Company and result in legal liability and will not be tolerated.

The Company's principal financial officers and other employees working in the finance department have a special responsibility to provide that all of the Company's financial disclosures are full, fair, accurate, timely and understandable. These individuals must understand and strictly comply with generally accepted accounting principles and all applicable standards, laws and regulations for the accounting and financial reporting of transactions, estimates and forecasts.

X. Compliance with Laws & Regulations

Employees and directors have an obligation, and are expected, to understand and comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, intellectual property and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or the misuse of corporate assets. If you have a question about whether a course of action is lawful, contact your supervisor or the General Counsel.

A. Interactions with the Government

The Company may conduct business with the U.S. government, state and local governments and the governments of other countries. The Company is committed to conducting its business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to communications with governmental bodies that may have regulatory authority over the Company's products and operations, such as government contracts and government transactions.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position, as well as any applicable standard operating procedures the Company has implemented. If you have a question about whether a course of action is lawful, contact your supervisor or the General Counsel.

In addition to the above, you must obtain approval from the Chief Executive Officer, the Chief Financial Officer or the General Counsel for any work activity that requires communicating with any government official or employee. This includes meetings with legislators or their staff members or with senior executive branch officials on behalf of the Company. Preparation, research and other background activities that are done in support of lobbying communications are also covered by this Code, even if the communication ultimately is not made. If you have a question about whether a particular work activity would be considered subject to this Code, contact your supervisor or the General Counsel.

B. Political Contributions & Volunteer Activities

Employees and directors are encouraged to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets shall not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Chief Executive Officer or the General Counsel. The Company will not reimburse you for personal political contributions. When you participate in non-Company political affairs, you should be careful to make it clear that your opinions, views and actions are your own, and not made on behalf of the Company. Contact the General Counsel if you have questions about this policy.

C. Compliance with Antitrust Laws

Antitrust laws of the United States and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. The Company's policy is to compete vigorously and ethically while complying with all applicable antitrust, monopoly, competition or cartel laws in all jurisdictions in which it conducts business. Violations of such laws may result in severe penalties against the Company and its employees, including substantial fines and criminal sanctions. You are expected to maintain basic familiarity with the antitrust principles applicable to your business activities, and you should contact the General Counsel if you have questions regarding compliance with these laws.

1. *Meetings with Competitors.* Employees should exercise caution in meetings with the Company's competitors because meeting with a competitor may give rise to the appearance of impropriety. As a result, if you are required to meet with a competitor for any reason, you must obtain the prior approval of the Chief Executive Officer, the Chief Financial Officer or the General Counsel. You should meet with competitors in a closely monitored, controlled environment for a limited period of time, create and circulate agendas in advance of such meetings and fully document the contents of such meetings.

2. *Professional Organizations & Trade Associations.* Employees should be cautious when attending meetings of professional organizations and trade associations at which the Company's competitors are present. Attending such meetings is legal and proper if they have a legitimate business purpose and are conducted in an open fashion, adhering to a proper agenda. At such meetings, you should not discuss the Company's pricing policies, other competitive terms or any other proprietary, competitively sensitive information. You must notify your supervisor or the General Counsel prior to attending any such meeting.

D. Compliance with Insider Trading Laws

Consistent with the Company's Insider Trading Compliance Policy, employees and directors are prohibited from trading in Company securities while in possession of material, non-public information about the Company or its securities. Employees and directors are also prohibited from recommending, "tipping" or suggesting that anyone else buy or sell Company securities on the basis of material non-public information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as appropriate disciplinary action by the Company. You are required to read carefully and observe the Company's Insider Trading Compliance Policy, as amended from time to time. A copy of the Company's Insider Trading Compliance Policy is available on the Company's intranet website. Contact the General Counsel if you have questions about insider trading laws.

XI. Public Communications & Regulation FD

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts such reputation, positively or negatively. The Company's policy is to provide timely, accurate and complete information in response to public requests (from media, analysts, etc.), consistent with the Company's obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. The Company has adopted separate Guidelines for Corporate Disclosure to maintain its credibility and reputation in the community, to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data.

In connection with its public communications, the Company is required to comply with a rule under the federal securities laws referred to as Regulation FD (which stands for "fair disclosure"). Regulation FD provides that, when the Company discloses material non-public information about the Company to securities market professionals or Company stockholders, it must also disclose the information to the public. The Company has designated certain individuals as "spokespersons" who are responsible for communicating with analysts, institutional investors and media representatives. Any employee or director who is not such a designated spokesperson is prohibited from communicating any information about the Company to analysts, institutional investors, stockholders or media representatives, except at the specific request of such designated spokespersons.

Contact the General Counsel for a copy of the Company's Guidelines for Corporate Disclosure or if you have questions about Regulation FD or other disclosure matters.

XII. Anti-Corruption Compliance & the U.S. Foreign Corrupt Practices Act

The Company is committed to complying with the U.S. Foreign Corrupt Practices Act of 1977, as amended (the "**FCPA**"), and other applicable anti-corruption laws. The FCPA prohibits the Company and its employees, directors, officers and agents from offering, giving or promising money or any other item of value, directly or indirectly, to win or retain business or to influence any act or decision of any government

official, political party, candidate for political office or official of a public international organization. The Company prohibits employees and directors from giving or receiving bribes, kickbacks or other inducements to foreign officials. This prohibition also extends to (i) facilitation payments intended to expedite or smoothen an administrative process that the person making the payment is otherwise entitled to and (ii) payments to agents acting on the Company's behalf if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Indirect payments include any transfer of money or other item of value to another individual or organization where the person making the transfer knows or has reason to know that some or all of that transfer is for the benefit of an individual to whom direct payments are prohibited. The use of agents for the payment of bribes, facilitation payments, kickbacks or other inducements is expressly prohibited. A violation of the FCPA and other applicable anti-corruption laws is a crime that can result in severe fines and criminal penalties, as well as appropriate disciplinary action by the Company. For further guidance, contact the Company's General Counsel.

XIII. International Trade Laws

Employees and other Company agents must understand and comply with U.S. laws and regulations that govern international operations, as well as the local laws of countries where the Company operates. The United States and many other countries have laws that restrict or otherwise require licensing for the import/export of certain goods and services to certain other countries or parties. U.S. laws and regulations also impose various trade sanctions or embargoes against other countries or persons, and prohibit cooperation with certain boycotts imposed by some countries against others. The Company does not participate in prohibited boycotts.

The scope of these licensing requirements, trade sanctions and trade embargoes may vary from country to country and may range from specific prohibitions on the trade of a given item to a total prohibition on all commercial transactions. The Company may not facilitate or encourage a non-domestic company to perform a transaction that it could not perform itself pursuant to applicable sanctions laws.

Employees involved in import/export transactions or international operations must familiarize themselves with the list of countries against which the United States maintains comprehensive sanctions and the rules relating to importing/exporting to or transacting with such countries, either directly or indirectly through foreign subsidiaries or other third parties. Due to the complexities of these international trade laws, contact the General Counsel before importing/exporting goods or services, or engaging in transactions with countries or persons that may be affected by economic or trade sanctions. If requested to participate in or cooperate with an international boycott that the United States does not support (*e.g.*, the boycott of Israel sponsored by the Arab League), you may not agree to or comply with such request, and you must immediately report such request to the General Counsel.

XIV. Environment, Health & Safety

The Company is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which it does business. Employees must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with all environmental, health and safety laws, regulations and policies that are relevant to your job. Failure to do so can result in civil and criminal liability against you and the Company, as well as appropriate disciplinary action by the Company. Contact the General Counsel if you have questions about the laws, regulations and policies that apply to you.

A. Environment

Employees should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials.

B. Health & Safety

The Company is committed not only to complying with all relevant health and safety laws, but also to conducting business in a manner that protects the safety of its employees. Employees are required to comply with all applicable health and safety laws, regulations and policies relevant to their positions. If you have a concern about unsafe conditions or tasks that present a risk of injury to you or others, report these concerns immediately to your supervisor or the General Counsel.

C. Employment Practices

The Company pursues fair employment practices in every aspect of its business. This is only intended to be a summary of certain of our employment policies and procedures; copies of the Company's detailed policies are available upon request. Employees must comply with all applicable labor and employment laws, including those relating to anti-discrimination and freedom of association and privacy. It is your responsibility to understand and comply with all labor and employment laws, regulations and policies that are relevant to your job. Failure to do so can result in civil and criminal liability against you and the Company, as well as appropriate disciplinary action by the Company. Contact the General Counsel if you have questions about the laws, regulations and policies that apply to you.

D. Harassment & Discrimination

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination on the basis of race, ethnicity, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or any other characteristic protected by law. The Company prohibits harassment based on these characteristics in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive or racially degrading objects or pictures.

If you have a complaint about discrimination or harassment, report such conduct to your supervisor. All complaints will be treated with sensitivity and discretion. Your supervisor and the Company will protect your confidentiality to the extent possible, consistent with applicable law and the Company's need to investigate your concern. Where our investigation confirms or uncovers harassment or discrimination, we will take prompt corrective action, which may include appropriate disciplinary action. The Company strictly prohibits retaliation against an employee who, in good faith, files a complaint.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination, or who receives a report of alleged harassment or discrimination, is required to immediately report the situation to the relevant human resources personnel.

E. Alcohol & Drugs

The Company is committed to maintaining a drug-free workplace. Employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal drugs. Drinking alcoholic beverages is prohibited while on duty or on Company premises, except at specified Company-sanctioned events or as otherwise authorized by management. Possessing, using, selling or offering illegal drugs or other controlled substances is prohibited under all circumstances while on duty or on Company premises. Likewise, you are prohibited from reporting for work, driving a Company vehicle or driving any vehicle while conducting Company business while under the influence of alcohol or any illegal drug or controlled substance.

F. Violence Prevention & Weapons

The safety and security of employees is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. If you experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on Company property or affects the Company's business, you must immediately report the situation to your supervisor or the relevant human resources personnel.

The Company does not permit any individual to have weapons of any kind on Company property or in vehicles, while on the job or off-site, while conducting Company business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized by management to carry weapons.

G. Personal Conduct & Social Media

Employees should take care when presenting themselves in public settings, as well as online and in web-based forums or networking sites. Employees are encouraged to conduct themselves in a responsible, respectful and honest manner at all times. The Company understands that employees may desire to create and maintain a personal presence online using various forms of social media. However, in so doing employees should, if posting about any topic relating to the Company or its industry, include a disclaimer that the opinions and/or views expressed therein are those of the employee, and not made on behalf of the Company. Employees should be aware that that even after an online posting is "deleted," it may still be available to readers.

Employees are prohibited from using or disclosing confidential, proprietary, sensitive or trade secret information of the Company or its partners, vendors, consultants or other third parties with which it does business. Harassment of others will also not be tolerated. Employees may not provide or post any content to Company social media sites that may be construed as political lobbying or the solicitation of contributions, or use Company social media sites to link to other sites sponsored by or endorsing political candidates or parties, or to discuss political campaigns, political issues or positions on any legislation or law.

XV. Conclusion

This Code contains general guidelines for conducting the Company's business consistent with the highest standards of business ethics. This Code is intended to supplement, and not replace, any and all other policies, guidelines or compliance materials that apply to employees or directors. If you have questions about this Code or any other related items, contact your supervisor or the General Counsel. The Company expects all of its employees and directors to read this Code in its entirety and adhere to these standards.

This Code, as applied to the Company's principal financial officers, serves as our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither an employment contract nor a guarantee of continuing Company policy. The Company reserves the right to amend, supplement or discontinue this Code, without prior notice, at any time.

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