



CODE of BUSINESS CONDUCT

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REVISION HISTORY

Version #	Date Issued	Author	Reviewer	Approved By	Comments
1.0	24/11/2021	Anna Smith Head of Compliance			
1.1	04/04/2022		Eve Grenon- Lafontaine (People and Op Manager) Ian Winter (COO)		Training, expenses, travel policy added (Eve G-L)
1.1	26/05/2022		Darius Eghdami, President and Chairman	Darius Eghdami (President) Scott Burton (CEO)	

INTRODUCTION

The Code of Business Conduct is one of the ways we put our values into practice. It's built around the recognition that everything we do in connection with our work at FansUnite (or the "**Company**") will be, and should be, measured against the highest possible standards of ethical business conduct.

We set the bar that high for practical as well as aspirational reasons: Our commitment to the highest standards helps us hire great people, build great products, and attract loyal customers. Respect for our customers and for each other, honesty and integrity are foundational to our success, and are something we need to support every day.

This Code of Business Conduct has been approved by the Chief Executive Officer and we expect all of our employees and Board members to know and follow the Code. Failure to do so can result in disciplinary action, including termination of employment.

Moreover, while the Code is specifically written for the Company's employees and Board members, we expect our contractors, consultants, and others who may be temporarily assigned to perform work or services for the Company to follow the Code in connection with their work for us. Failure of a Company's contractor, consultant, or other covered service provider to follow the Code can result in termination of their relationship with the Company.

This Code of Conduct is supplemented by more detailed policies and procedures in a number of areas which are communicated to employees as appropriate.

LEGAL COMPLIANCE

The Company seeks to comply with relevant laws and regulations which apply to all the jurisdictions we operate in.

All our employees must comply with all applicable laws, rules and regulations when performing their duties. In case of a conflict emerging between the Code and an applicable law, rule or regulation, or if employees have a question concerning the legality of the Company's partners' conduct, they should consult with their manager or another party described in the "**Asking for Guidance and Voicing Concerns**" section of this Code.

The Company has comprehensive policies, procedures and required training that help employees comply with laws and regulations.

TRANSPARENCY

Transparency in decision-making in the Company allows for all employees to feel engaged and better understand the Company's strategy, values, priorities and the management to be open to feedback. It is also the best way to influence outcomes and build trust.

By making management thinking and decision-making process transparent, the Company's leaders provide a framework that people can use when they themselves have a challenging decision to make.

The examples of the processes which have to be transparent are (but not limited to):

- Hiring (how is the final hiring decision made?)
- Promotions (how do we select candidates for promotion, consider them and decide who gets promoted?)
- Planning (what are the Company's goals for the next period?)
- Training (who can receive the opportunity for training, how is the training budget apportioned?).

BRIBERY, CORRUPTION or FRAUD

We will not tolerate any forms of bribery, corruption or fraud. We strictly prohibit fraudulent conduct, kickbacks, illegal payments and any other offer of items of value that may inappropriately influence or secure an improper advantage with a government official, third-party supplier or customer.

Employees **must**:

1. always make clear, internally and when dealing with third parties, that we have a zero-tolerance approach to bribery and corruption and will not (directly or indirectly) offer, pay, seek or accept a payment, gift or favour to improperly influence a business outcome.
2. immediately notify their manager if they become aware of any suggested or actual payment or other transaction which has the potential to be in breach of this Code Policy.

Employees **must not**:

1. accept hospitality or gifts which might appear to be excessive or place them under any obligation or commitment.
2. offer or accept any gifts that are in cash or a cash equivalent, such as lottery tickets, gift certificates, vouchers, loans, guarantees or any other granting of credit, shares or options.

The exchange of gifts and entertainment is nothing new in business. It is a traditional way to express gratitude and build relationships.

But an overly generous gift can pressure the recipient to return the favour or feel indebted to the giver – with decisions that benefit the giver and create a conflict of interest or perception of a conflict of interest. The company’s policy is simple. We do not exchange gifts or entertainment that look like an attempt to improperly influence a business decision. No matter if you are the giver or the recipient, you need to recognize when an offer is excessive under our policy.

ONLY ACCEPT IF IT IS:

- » Modest in value
- » A token item like a pen, t-shirt or logo branded item
- » Symbolic, like a modestly priced, inscribed trophy or statue
- » Approved for a large group of employees

DO NOT ACCEPT IF IT IS:

- » Given in exchange for some action
- » Any value of cash or a cash equivalent, like a gift card or gift certificate
- » In the form of stocks or securities
- » More than modest in value
- » Not available to others, like a special discount

Learn to spot a bribe. Bribes come in many forms, and they are not always obvious. A gift, the promise of a job, the offer of a trip, a charitable contribution – all could be considered bribes, if offered in exchange for any decision or favourable treatment.

RESOURCES

Employees should preserve a distinction between the Company’s property and their own.

We provide our employees the tools and equipment they need to do their jobs effectively, but count on them to be responsible and not wasteful with the Company’s property they are given. The Company funds, equipment, and other physical assets are not to be requisitioned for purely personal use. Employees must not remove the Company’s physical assets or property from Company premises without permission or use them for inappropriate purposes.

When not sure if a certain use of Company assets is okay, the employees are advised to ask their manager or People and Operations Manager.

USE OF EQUIPMENT and FACILITIES

Anything done using the Company's corporate electronic facilities (e.g., Company's computers, mobile devices, network, etc.) or stored on the Company's premises (e.g., letters, memos, and other documents) might be disclosed to people inside and outside the Company.

For example, we may be required by law (e.g., in response to a warrant) to monitor, access, and disclose the contents of corporate email, voicemail, computer files, and other materials on our electronic facilities or on our premises.

In addition, the Company may monitor, access, and disclose employee communications and other information on our corporate electronic facilities or on our premises where there is a business need to do so, such as protecting employees and customers, maintaining the security of resources and property, or investigating suspected employee's misconduct.

TRAVEL POLICY

When you travel on Company business, you are representing the Company at all times and should follow this code of conduct. Follow our [Travel Policy](#) guidelines.

EXPENSE POLICY

We require manager approval before any significant purchases, office items, training, travel expenses, etc. Please contact your local office's accounting department to request reimbursement for any business expenses incurred personally.

MANDATORY TRAINING POLICY

There is mandatory training to be completed by all employees each year, as part of our compliance requirements. The full list of required training will vary according to your position. This is an integral part of your employment within the Company.

Should you wish to enrol in private external training, please request approval from your manager first (More information in a separate document "**Staff Training Policy**").

RESPONSIBLE GAMBLING

We appreciate that whilst, for most customers, gambling is an enjoyable leisure activity, for a very small number who experience problems, gambling can cease to be fun. We encourage social responsibility within the betting and gaming industry and within our own organisation.

We provide training to our employees and expect them to follow the Company's policies and procedures regarding responsible and underage gambling.

MONEY LAUNDERING and PROCEEDS of CRIME

We take our legal obligations seriously regarding money laundering and handling the proceeds of crime (including any unlawful activity – internal and external fraud and theft, cheating in gaming or just simple criminal spend) and will comply with all relevant industry codes of practice.

More information about the Company's and individual employee's duties and responsibilities to be found in "**Anti-Money Laundering and Countering Terrorist Financing Policy**".

We have developed several Anti-Money Laundering training modules tailored to different roles of our employees.

KEEPING CRIME out of the INDUSTRY

We understand our responsibility to prevent gambling from being a source of crime or disorder, being associated with crime or disorder or being used to support crime.

We have a clear Policy that was designed by taking into account the requirements of the relevant regulatory bodies and supervisory authorities, and the Company's own expertise of how crime manifests itself in gambling.

FAIR TREATMENT of EMPLOYEES

It is important to respect others and succeed together. Our success can be achieved only when we treat everyone, both within and outside our Company, with respect. Respect in the workplace, along with individual excellence and collaborative teamwork, is how we will accomplish our goals. Different thoughts, abilities, experiences and individual characteristics make our work environment richer and lead to better business decisions and results.

Our Code of Conduct reflects the principles that define how we treat each other, keep our workspaces safe and healthy, create a sense of belonging and provide equal opportunities for our workforce.

Diversity

We are committed to diversity in the working environment and will not tolerate harassment or bullying, discrimination or victimisation in the workplace.

Harassment includes unwelcome verbal, visual, physical or other conduct of any kind that creates an intimidating, offensive or hostile work environment.

While the legal definition of harassment may vary by jurisdiction, we consider the following non-exhaustive list to be unacceptable behaviour:

- *Sexual harassment*
- *Offensive language or jokes*
- *Racial, ethnic, gender or religious slurs*
- *Degrading comments*
- *Intimidating or threatening behaviour*
- *Showing hostility towards others because of protected characteristics*

You should never act in a harassing manner or otherwise cause your co-workers to feel uncomfortable in their work environment. It is important to remember that harassment, sexual or otherwise, is determined by your actions and how they impact others, regardless of your intentions.

We base employment decisions on merit, and consider qualifications, skills, and achievements. We do not tolerate discrimination based on characteristics such as age, gender, race, ethnic background, sexual orientation, gender identity, national origin or religious beliefs.

These provisions apply to interactions with employees, customers, suppliers and applicants for employment, and any other interactions where employees represent the Company.

Working Conditions

We are committed to safe and healthy working conditions for our employees and expect our employees to comply with their own obligations in this area. We encourage our employees to maximise their potential by developing and enhancing their skills and capabilities and will provide training and development opportunities where appropriate.

Employees must:

1. work and behave safely
2. comply with health and safety procedures and instructions relevant to their work and/or about which they have been trained or notified
3. ensure that everyone they work with, including contractors and visitors, are familiar with and follow applicable health and safety procedures and instructions
4. make sure they know what to do if an emergency occurs at their place of work.

SUBSTANCE ABUSE

If you work under the influence of drugs or alcohol, you pose an unacceptable safety risk to yourself and others. Drugs may include illegal drugs, controlled substances or misused prescription medication. You are expected to perform your job duties free from the influence of any substance that could impair job performance.

Illegal drugs in our offices or at corporate events are strictly prohibited. If a manager has reasonable suspicion to believe that an employee's use of drugs and/or alcohol may adversely affect the employee's job performance or the safety of the employee or others in the workplace, the manager may request an alcohol and/or drug screening. A reasonable suspicion may be based on objective symptoms such as the employee's appearance, behaviour, or speech.

If you have a drug or alcohol problem, you are encouraged to seek assistance.

CONFLICT of INTEREST

A conflict of interest is a situation in which a person or organisation has conflicting interests or responsibilities, financial or otherwise, and serving one interest could have an adverse impact on those other interests or responsibilities.

A personal conflict of interest occurs when a personal relationship or activity could influence the judgement and ability to perform one's job in an objective way and fulfil all duties to an employer. Even the appearance or perception of a conflict of interest can place our Company at risk.

We make business decisions based on the best interest of our Company and not for personal gain or benefit. We require all employees to proactively and promptly disclose actual or perceived conflicts of interest.

To prevent conflicts of interest, employees should:

- Avoid supervising or taking part in the hiring or promotion of a family member.
- Avoid holding a position with access to or influence over performance appraisals, salary information or other confidential information related to a family member.

These situations should also be avoided in connection with another employee or a prospective employee with whom one has a close personal relationship outside the Company. If any of these situations occur, an employee must inform the manager of the relationship. The manager will assess the situation, consult with management as needed, and may elect to transfer one of the employees to another available position where no conflict exists.

FAIR TREATMENT of CUSTOMERS

We are committed to dealing with our customers in a fair, open and honest way, and to providing high standards of service.

We will operate effective complaints procedures to deal with situations where those standards may not be met and will abide by the decisions of the Alternative Dispute Resolution Providers.

PROTECTION of the INFORMATION

Information is one of the Company's most valuable business assets: we are committed to safeguarding and protecting our information and any other information entrusted to us. Information within the Company is held in many different formats, including on paper, electronically in documents or in IT applications & systems. Our requirements to protect information apply to all formats.

You should assume that Company information is confidential or competitively sensitive unless you have clear indication that we have publicly released the information. Even within our Company and among your co-workers, you must only share confidential information on a need-to-know basis.

At times, a particular project or negotiation may require you to disclose Need to Know or Confidential information to an outside party: Disclosure of that information should be on an "only as needed" basis and only under a non-disclosure agreement. In addition, it is required to perform a prior security assessment of the outside party that is to receive the confidential information. Be sure to conduct the appropriate due diligence and have the appropriate agreement in place before you disclose the information.

Immediately report events which could impact the security of the Company information by following the Information Security reporting procedures. This includes, but is not limited to, clicking links or attachments in suspicious emails, inadvertently sharing confidential information with the wrong recipient or any other relevant events.

PROTECTION of CUSTOMER DATA and PERSONNEL DATA

Depending on your role, you may have access to information systems or tools that enable you to view certain information relating to customers and your co-workers, which would otherwise not be visible to you. These tools are important and necessary to enable you to perform your work effectively.

However, it is of the utmost importance that all our Personnel treat this data access with extreme sensitivity and caution. You are only authorised to access this data to the extent it is required for you to do your job. This data is confidential and subject to privacy protections in many jurisdictions.

PUBLIC ACTIVITIES

We will promote and defend the legitimate business interests of the Company. We will cooperate with the governments, regulators and other organisations, in the development of proposed legislation and other regulations which may affect our legitimate business interests.

The Company will not make donations to political parties.

ENVIRONMENT

We will work towards minimising the environmental impact of our operations.

COMPETITION

The Company believes in vigorous yet fair competition and supports the development of appropriate competition laws. Our employees will conduct their operations in accordance with the principles of fair competition and all applicable regulations.

ASKING for GUIDANCE and VOICING CONCERNS

Our values require compliance with the law, as well as ethical conduct. If you feel these standards have not been met, need access to policies, or have any questions, please ask for guidance or voice your concerns by contacting any of the following resources:

- Your manager or next-level manager
- People and Operations Manager
- Head of Compliance
- Senior Management of the Company (including members of the Board)
- Money Laundering Reporting Officer

Any conflict between local laws and regulations and this Code of Business Conduct should be brought to the attention of the Compliance Department.

If you believe you've been bullied or harassed by anyone at the Company, we strongly encourage you to immediately report the incident to your manager (supervisor), People Manager or both. Similarly, supervisors and managers who learn of any such incident should immediately report it to the People Manager, who will promptly and thoroughly investigate any complaints and take appropriate action.

Whistleblower Policy

Our full whistleblower policy is available in a separate document. To report an event, please fill the online form.

Maybe you sense that something is not right at work. Maybe you saw something or heard about an act that may violate our Code, our policies or the law. If so, you have a responsibility to share your concerns by reporting right away – even if you are not sure that a Code violation has occurred.

What Happens When You Report a Code Concern?

- You may choose to remain anonymous, where permitted by law
- If you do give your name, we will do all we can to protect your identity consistent with conducting a thorough investigation.
- We take every report seriously and will investigate it thoroughly and as confidentially as possible.

- We expect everyone involved to cooperate fully and honestly.
- The appointed officer or appointed team determines that the Code has been violated, they will determine a fair and consistent disciplinary action in accordance with applicable law.

Retaliation

We strictly prohibit retaliation of any kind against anyone who shares a good-faith concern or participates in a Code investigation. Sharing a good-faith concern about the Code honestly, even if it turns out to be unfounded – is never an excuse for any kind of retaliation.

We define retaliation under our Code as any action that would likely deter someone from reporting a Code concern or participating in a Code investigation. Examples of retaliation might include demotion, firing, a reduced salary, job reassignment, threats, harassment or any other action taken against someone because they raised a Code concern, participated in a Code investigation, or attempted to deter someone from violating the Code.

While we take the anti-retaliation provisions of our Code very seriously, these provisions do not protect you from disciplinary action for your own misconduct, meaning you should not report a Code concern simply to avoid discipline for your own violation of the Code or other Company policy.

False Accusations

As much as we encourage honest reporting, we do not tolerate knowingly false reports. Making a false accusation can divert investigatory resources away from credible good-faith concerns and damage morale. Report what you have a reasonable, good-faith belief to be true, but never knowingly make a false accusation, lie to investigators or refuse to cooperate in an investigation, as these actions may also violate our Code.