



Code of Business Values and Conduct

A. Our Values

At The Basement (“BSMNT”), we strive to live our business values out loud and with passion. Our employee performance is evaluated around our Stay Statements, with universal definitions for each. Stay Fascinated is our main statement. To be fascinated, we must be curious enough to explore, ambitious enough to want to learn more, genuine enough to find delight in the wonder of the world, and engaged enough to share what fascinates us with others.

Stay Fascinated. Seek connections between little moments of delight and the big strategic picture. Reject perceived limitations that hinder innovation - and celebrate the unprecedented. Fall in love with digging deeper for answers that lead to new questions.

Stay Curious. Explore without limits. Never stop asking questions, seeking clarity and digging deep to learn more. Our POV should always be expanding.

Stay Ambitious. Strive to think bigger and reach for the seemingly impossible. Settling on the status quo is never the right answer.

Stay Genuine. Always be your authentic self. Cultivate meaningful bonds and relationships based on thoughtful, open communication and empathy.

Stay Engaged. Embrace innovation. Challenge each other. Collaborate fearlessly. Our success depends upon active participation.

B. Our Conduct

This *Code of Business Values and Conduct* (“Code”) of The BSMNT covers a wide range of business practices and procedures. It sets out basic principles to guide all BSMNT directors, officers, and employees (“Dwellers”) and contractors, vendors, third parties, and clients (“Outside Business Partners”) regarding the values and behaviors important to the success of The BSMNT. BSMNT Dwellers shall conduct themselves in accordance with this Code, and Outside Business Partners are expected to be familiar with the values and standards of conduct at The BSMNT. This Code has been adopted by the Board of Directors and is reviewed on a regular basis.

The purpose of this Code is to deter wrongdoing between Dwellers and Outside Business Partners, and to promote:

- Honest and ethical conduct;
- Fair dealing and ethical handling of conflicts of interest;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

If a law conflicts with a standard in this Code, follow the law. If, however, a local custom or policy conflicts with this Code, follow the Code. If a situation arises where it is difficult to determine the proper course of action, please discuss your concerns openly with a people manager or other appropriate Dweller at The BSMNT. Outside Business Partners and Dwellers alike may email Legal Operations at thebasementlegal@thebsmnt.com or People Operations at thebasementhr@thebsmnt.com. Additionally, BSMNT Dwellers may reach out to WorkSmart Systems for advice and consultation through the Employee Portal at <https://employee.myworksmartcloud.com> or anonymously via telephone at 317.585.7870.

Compliance with The BSMNT *Code of Business Values and Conduct* is the responsibility of every business partner engaged with The BSMNT. Disregarding or failing to comply may lead to disciplinary action for Dwellers (up to and including termination of employment), and the possibility of severing relationships with Outside Business Partners.

1. Compliance with Laws, Rules, and Regulations

It is the policy of The BSMNT to comply with all applicable governmental laws, rules, and regulations. It is the personal responsibility of all Dwellers and Outside Business Partners to respect and obey all applicable laws of the municipalities, cities, states, and countries in which we operate. Although not all Dwellers are expected to know the details of these laws, it is important to know enough to determine when to seek advice from a people manager or other appropriate Dweller at The BSMNT. The BSMNT holds training sessions on a scheduled basis in order to promote compliance with laws, rules, and regulations.

2. Conflicts of Interest

Conflicts of interest are prohibited as a matter of BSMNT policy. A “conflict of interest” exists when a person’s private interest interferes, or appears to interfere, in any way with the interests of The BSMNT. A conflict of interest can arise when a Dweller takes actions or has interests that may make it difficult to perform BSMNT work objectively and effectively. Conflicts of interest may also arise when a Dweller, or member(s) of their family, receives improper personal benefits as a result of their position in The BSMNT.

It is almost always a conflict of interest for a Dweller to work simultaneously for a competitor, client, or supplier. Dwellers are not permitted to work for a competitor as a consultant or board member. Best practice is to avoid any direct or indirect business connection with BSMNT clients, suppliers, or competitors except as authorized on behalf of The BSMNT.

Possible conflicts of interest include:

- Any significant ownership in an Outside Business Partner or a competitor;
- Any outside business activity that detracts from the ability to devote appropriate time and attention to successfully fulfilling job responsibilities with The BSMNT;
- The receipt of gifts greater than \$200 USD in value, or excessive entertainment from any company with which The BSMNT has current or prospective business dealings;
- Being in a position of supervising, reviewing, or having influence over the performance evaluation, pay, or benefits of any immediate family member; and
- Selling anything to, or buying anything from, The BSMNT except on the same terms and conditions as comparable Dwellers are permitted to sell and purchase.

Conflicts of interest may not always be clear-cut, so if you have a question, consult with Legal Operations at The BSMNT.

3. Corporate Opportunities

Dwellers are prohibited from taking for themselves personally (or directing to a third party) opportunities that are discovered through the use of corporate property, information, or position without the written consent of the Board of Directors. No Dweller may use corporate property, information, or position for improper personal gain, and no Dweller may compete with The BSMNT directly or indirectly. Dwellers owe a duty to The BSMNT to advance its legitimate interests when the opportunity to do so arises.

The line between personal and BSMNT benefits is sometimes difficult to draw, and both personal and BSMNT benefits are sometimes derived by certain activities. *Note: This provision is in no way intended to prohibit any Dweller from participating in a freelance opportunity that does not impact The BSMNT or impede a Dweller's successful and regular business function.* If a situation arises where it is difficult to determine the proper course of action, please discuss your concerns openly with a people manager or other appropriate Dweller at The BSMNT.

4. Competition and Fair Dealing

The BSMNT seeks to outperform its competition fairly and honestly by seeking competitive advantages through superior performance, not through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies, is prohibited. Each Dweller should endeavor to respect the rights of, and deal fairly with, other Dwellers and Outside Business Partners. No Dweller should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and strong working relationships, not to gain unfair advantage with clients. No gift or entertainment should ever be offered, given, provided, or accepted by any Company employee, family member of an employee or agent unless it:

- Is consistent with customary business practices;
- Is not a cash gift;
- Is not excessive in value (i.e., not more than \$200 USD in value);
- Cannot be construed as a bribe or payoff; and
- Does not violate any laws, regulations or policies of The BSMNT.

5. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Legal Operations at The BSMNT can provide guidance in this area.

6. Discrimination and Harassment

The physical and psychological safety and belonging of BSMNT Dwellers is a tremendous asset. The BSMNT is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination, abusive, harassing, or offensive conduct of any kind, by any Dweller or Outside Business Partner. Violence and threatening behavior or hostility are not permitted.

7. Health and Safety

In workspaces provided by The BSMNT, we strive to provide each Dweller with a safe and healthy office environment. Each Dweller has responsibility for maintaining our shared workspace for all others by following safety and health rules and practices, and timely reporting workplace accidents, injuries, and unsafe equipment, practices, or conditions. Dwellers should report to work free from the influence of illegal drugs or alcohol.

8. Record-Keeping

The BSMNT requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Many Dwellers use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask a people manager or other appropriate Dweller at The BSMNT. Rules and guidelines are available from Accounting Operations.

All of the books, records, time entries, accounts, and financial statements including those related to Outside Business Partners for The BSMNT must be maintained in reasonable detail; must appropriately reflect BSMNT transactions; and, must conform both to applicable legal requirements and to the internal controls of The BSMNT. Unrecorded or “off the books” funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and Dwellers should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, chat, text, internal memos, system applications, and formal reports. Records should always be retained or destroyed according to BSMNT record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, consult the General Counsel for The BSMNT.

9. Confidentiality

Dwellers must maintain the confidentiality of confidential information entrusted to them by The BSMNT and its clients, except when disclosure is authorized by the General Counsel or required by laws or regulations. Confidential information includes all non-public information that may be of use to competitors, or be harmful to The BSMNT or its clients, if disclosed. It also includes information that Outside Business Partners have entrusted to The BSMNT. The obligation for Dwellers to preserve confidential information continues even after employment ends.

The obligation of Dwellers to protect BSMNT assets includes its proprietary information, which is confidential. Confidential Information may include, but is not limited to: employee, vendor, or client lists, addresses, or personal contact information; internal policy, procedure and process documents; any and all current or potential client engagements or client targets; growth or acquisition plans; accounting and financial information, technical data and know-how; information regarding patents, products, trade secrets, inventions or services; patient data (to the extent permitted by law); collections; pricing strategies; methods (including business methods); production volumes; sales; costs; suppliers; cost estimations; processes, marketing, finances and other information, whether disclosed orally or in the form of documents; drawings, schematics, layouts, samples, software, prototypes, information stored in electronic medium, or other form; data; and, any and all intellectual property.

10. Protection and Proper Use of Company Assets

Dwellers should endeavor to protect BSMNT assets and to ensure their efficient use. Theft, carelessness, and waste have a direct impact on profitability. Any suspected incident of fraud or theft should be immediately reported to a people manager or other appropriate Dweller at The BSMNT for investigation. The BSMNT's equipment should not be used for non-BSMNT business, though incidental personal use may be permitted.

11. Reporting any Illegal or Unethical Behavior

Dwellers are encouraged to talk with a people manager or other appropriate Dweller at The BSMNT about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is BSMNT policy not to allow retaliation for reports of misconduct by others made in good faith by Dwellers. All Dwellers are expected to cooperate in internal investigations of misconduct.

Direct questions to Legal Operations regarding how this Code should be interpreted or applied.

12. Compliance Procedures

At The BSMNT, all Dwellers must work to ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know the better approach to take. Since every situation that may arise cannot be anticipated, it is important to consistently consider the 8-step approach found on the following page when addressing a new question or problem.

8

Steps to Making an Ethical Decision

- 1** Is action required?

Would it be unethical NOT to do "the thing"?
- 2** Is it legal?

If NO, then STOP.
- 3** Is there a relevant policy at The BSMNT?

Go to The Cellar and review The BSMNT Dweller Handbook, Compliance Statement, Code of Business Values and Conduct, Acceptable Use Policy, Privacy Policies, etc.
- 4** Does the decision reflect the values of The BSMNT?

Our actions ought to support our desire to Stay Fascinated, Stay Curious, Stay Ambitious, Stay Genuine, and Stay Engaged. Would your decision conflict with any of the BSMNT values?
- 5** Has the impact on The BSMNT been considered?

Take time to consider the broader impact of a decision on our brand, our Dwellers, our clients, and our business partners.
- 6** How will the decision sound to those who care about you?

If an action would cause you embarrassment while telling family and friends, that is a strong indication against making the decision.
- 7** Could you defend your actions if they appeared on the news?

Would you feel confident debating your actions in the court of public opinion?
- 8** Did you get to YES?

If you cannot confidently answer "YES" to all of these questions, contact your supervisor, People & Process, or General Counsel for assistance.

13. Enforcement

If it is determined, following a thorough investigation, that a violation of this Code has occurred, The BSMNT will take such disciplinary action or preventative action as it deems appropriate, up to and including Dweller termination or cancellation of a contract, or, in the event of criminal or other serious violations of law, notification of appropriate law enforcement authorities.

14. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code may be made only by the Board of Directors and will be promptly disclosed to the extent required by law.

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<u>TITLE</u>	<u>VERSION</u>	<u>PREPARED BY</u>	<u>APPROVED BY</u>	<u>EFFECTIVE DATE</u>
Code of Business Values and Conduct	1.0	Detra Mills, Executive VP & General Counsel	Conrad Edwards, CEO	01/01/2022
Same	1.5 Formatting and verbiage updates	D.Mills	C.Edwards	05/10/2022