

## **RMD Entertainment Group**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

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The Board of Directors (the “Board”) of RMD Entertainment Group (the “Company”) has adopted this Code of Business Conduct and Ethics (“Code”) for you, the employees, officers and directors of the Company and its subsidiaries. This Code sets out basic principles and standards of conduct to guide you. The purpose of the Code is to underscore and further strengthen the Company’s commitment to a business culture of honesty and accountability and to inform you of the appropriate means to ask questions concerning the applicability of this Code and to report violations of this Code. The Board’s Nominating and Corporate Governance Committee will periodically review this Code and propose modifications for the Board’s consideration as appropriate.

#### **1. Compliance Standards.**

All employees, officers and directors must conduct themselves in accordance with the Code. However, this Code does not replace thoughtful behavior but serves as a source of guiding principles. This Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that the Company must ultimately rely on each employee's, officer's and director's good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct. The Company's business depends on the reputation of all of its employees, officers and directors for integrity and principled business conduct. Thus, in many instances, the standards referenced in this Code go beyond the requirements of the law.

This Code also does not replace or supersede existing rules, policies, or guidelines of the Company such as the Company’s Employee Handbook. All claims of violations of this Code will be investigated by appropriate personnel or Company representatives. Those who violate the standards in this Code may be subject to disciplinary action, including dismissal. If you are in a situation which you believe may violate or lead to a violation of this Code, you should consult your supervisor or manager or the Office of the General Counsel.

## 2. Directors, Officers and Employees Should Act with Honest and Ethical Conduct.

The Company's directors, officers and employees should act ethically and in good faith, with honesty and integrity, when acting on behalf of the Company or in connection with the Company's business or operations.

## 3. Directors, Officers and Employees Must Comply with Laws, Rules and Regulations.

The Company strives to be a good corporate citizen and comply with all applicable laws, rules, regulations and ordinances. You must also comply with all laws, rules, regulations and ordinances affecting the Company, including insider trading laws. Generally, it is both illegal and against Company policy for any employee, officer or director who is aware of material nonpublic information relating to the Company to buy or sell any securities of the Company, or recommend that another person buy, sell or hold the securities of the Company. Insider trading can subject you and the Company to fines and imprisonment. If you are unsure about any aspect of these laws, you should seek advice from officers, supervisors, managers or other appropriate personnel.

## 4. Employees, Officers and Directors Must Avoid Conflicts of Interest.

Employees, officers and directors must avoid conflicts of interest involving the Company or its business. A "conflict of interest" occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in or with the Company. Loans to, or guarantees of obligations of, such persons are of special concern, and must comply with all laws. Any employee, officer or director who becomes aware of a conflict or potential conflict of interest or any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should bring it to the attention of the Office of the General Counsel. Conflicts of interest may not always be clear, so if you have a question, you should consult with the Office of the General Counsel or other personnel or legal counsel designated by the Company from time to time.

## 5. Confidentiality of Company Information Must Be Maintained.

Employees, officers and directors of the Company must maintain the confidentiality of information entrusted or made available to them by the Company or its customers, except when disclosure is authorized by the Company or legally mandated, and must not use that information for personal advantage. Confidential information includes all financial and other non-public information and other records that, if disclosed, might be of use to competitors, or harmful to the Company or its customers.

## 6. Directors, Officers and Employees Are Prohibited from Taking the Company's Corporate Opportunities.

Employees, officers and directors are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of the Company's property, information or position, (b) using the Company's property, information or position for improper personal gain, or (c) competing with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## 7. Fair Dealing in All Activities Is Expected.

Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. An employee, officer or director should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice in connection with the Company's business.

## 8. Directors, Officers and Employees Should Protect and Properly Use the Company's Assets.

All employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes. Company equipment should not be used for non-Company business, but incidental personal use may be permitted.

## 9. Equal Employment Opportunity and Harassment.

The Company's focus in personnel decisions is on merit and contribution to the Company's success. Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set for ourselves. The Company affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This means equal opportunity in regard to each individual's terms and conditions of employment and in regard to any other matter that affects in any way the working environment of the employee. The Company is committed to providing equal employment opportunity along with a workplace free from discrimination and harassment.

## 10. Communication with the Media.

The focus of the Company on serving the best interests of clients and shareholders requires the Company to maintain a coordinated and effective approach to communicating with outside constituencies. In order to ensure that all information about the Company provided to the media and other related parties is accurate, non-confidential, and in compliance with all applicable laws, contact with the media and such other parties is restricted to the Company's Director of Investor Relations and such other persons who may be designated as spokespersons for the Company from time to time by the Chief Executive Officer and the Chief Financial Officer or by the Company's Disclosure Committee. If you receive a request from someone outside of the Company for nonpublic information, you should not respond and should contact the Office of the General Counsel. For more information regarding the disclosure of information about the Company, refer to the Company's General Statement of Policy on Disclosures of Information.

## 11. Waivers of this Code Must Be Approved and Disclosed.

Any waiver of this Code for executive officers or directors of the Company may be made only by the Nominating and Corporate Governance Committee of the Board and will be promptly made available to the Company's shareholders on the Company's website or by such other means as required by law or exchange rules.

A copy of this Code will be found on the Company's website.

## 12. Directors, Officers and Employees Must Report Illegal or Unethical Behavior or Violations of this Code.

We must all work to ensure prompt and consistent action against violations of this Code. Employees should, when in doubt about the best course of action in a particular situation, seek guidance by contacting a supervisor or the General Counsel. Employees must report any observed illegal or unethical behavior or violations of this Code to a supervisor or the General Counsel. Any report of a possible violation of this Code may be made to a supervisor, or the General Counsel, or anonymously if the claimant so desires by calling the Company's Whistleblower Hotline at (number to be established) or by sending an anonymous e-mail or Internet-based message, and all claimants shall be provided confidentiality to the extent practicable in the handling of the potential violation. It is Company policy that no one be subject to retaliation because of a good faith report of a suspected violation.

The Company will promptly investigate any reported matter and will take appropriate corrective and/or disciplinary action, up to and including dismissal, and, if warranted, initiate legal proceedings. It is imperative that reporting persons not conduct their own preliminary investigations with respect to alleged violations of this Code. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company. Employees, officers and directors are expected to cooperate fully in any investigation of any potential violation of this Code.

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's employees, officers and directors in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, client, supplier, competitor, shareholder or any other person or entity.