

# Code of Conduct

## Preface

Employees of Jerrick Media Holdings, Inc. (“Jerrick”) are expected to do the right thing – follow the law, act honorably, and treat each other with respect.

We expect all of our employees and Board members to know and follow this Code of Conduct. Failure to do so will result in disciplinary action, including termination of employment. Any waivers of this Code for directors or executive officers must be approved by our Board.

Retaliation against anyone who reports or participates in an investigation of a possible violation of the Code is expressly prohibited.

If you have a question or concern about this Code or believe that someone may be violating it, please contact the HR department or the Board directly.

## I. Serve Our Users

Our users value Jerrick not only because we deliver great products and services, but because we hold ourselves to a higher standard in how we treat users and operate. Keeping the following principles in mind will help us to maintain that high standard:

### 1. Integrity

Our reputation as a company that our users can trust is our most valuable asset, and it is up to all of us to make sure that we continually earn that trust. All of our communications and other interactions with our users should increase their trust in us.

### 2. Usefulness

Our products, features, and services should make Jerrick more useful for all of our users. We have many different types of users, from individuals to large businesses, but one guiding principle: “Is what we are offering useful?”

### 3. Responsiveness

Part of being useful and honest is being responsive: We recognize relevant user feedback when we see it, and we do something about it. We take pride in responding to communications from our users, whether questions, problems, or compliments. If something is broken, fix it.

## **4. Take Action**

Any time you feel our users aren't being well-served, don't be bashful - let someone in the company know about it. Continually improving our products and services takes all of us, and we're proud that Jerrick employees advocate for our users and take the initiative to step forward when the interests of our users are at stake.

## **II. Support Each Other**

We are committed to a supportive work environment, where employees have the opportunity to reach their fullest potential. Jerrick employees are expected to do their utmost to create a workplace culture that is free of harassment, intimidation, bias, and unlawful discrimination.

Please read the Employee Handbook for more information on this subject, as the Handbook covers in greater detail how we should conduct ourselves at work.

### **1. Equal Opportunity Employment**

Employment here is based solely upon individual merit and qualifications directly related to professional competence. We strictly prohibit unlawful discrimination or harassment on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation, or any other characteristics protected by law. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled.

### **2. Safe Workplace**

We are committed to a violence-free work environment, and we will not tolerate any level of violence or the threat of violence in the workplace. Under no circumstances should anyone bring a weapon to work. If you become aware of a violation of this policy, you should report it to Human Resources immediately. In case of potential violence, contact the authorities.

## **III. Avoid Conflicts of Interest**

When you are in a situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends, or your family at the expense of Jerrick or our users, you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict.

When considering a course of action, ask yourself whether the action you're considering could create an incentive for you, or appear to others to create an incentive for you, to

benefit yourself, your friends or family, or an associated business at the expense of Jerrick. If the answer is “yes,” the action you’re considering is likely to create a conflict of interest situation, and you should avoid it.

Below, we provide guidance in seven areas where conflicts of interest often arise:

- Personal investments
- Outside employment, advisory roles, board seats, and starting your own business
- Business opportunities found through work
- Inventions
- Friends and relatives; co-worker relationships
- Accepting gifts, entertainment, and other business courtesies
- Use of Jerrick products and services

In each of these situations, the rule is the same – if you are considering entering into a business situation that creates a conflict of interest, don’t. If you are in a business situation that may create a conflict of interest, or the appearance of a conflict of interest, review the situation with your manager. Finally, it’s important to understand that as circumstances change, a situation that previously didn’t present a conflict of interest may present one.

## **1. Personal Investments**

Avoid making personal investments in companies that are Jerrick competitors or business partners when the investment might cause, or appear to cause, you to act in a way that could harm Jerrick.

When determining whether a personal investment creates a conflict of interest, consider the relationship between the business of the outside company, Jerrick’s business, and what you do at Jerrick, including whether the company has a business relationship with Jerrick that you can influence, and the extent to which the company competes with Jerrick.

Investments in venture capital or other similar funds that invest in a broad cross-section of companies that may include Jerrick competitors or business partners generally do not create conflicts of interest. However, a conflict of interest may exist if you control the fund’s investment activity.

## **2. Outside Employment, Advisory Roles, Board Seats, and Starting Your Own Business**

Avoid accepting employment, advisory positions, or board seats with Jerrick competitors or business partners when your judgment could be, or could appear to be, influenced in a way that could harm Jerrick. Additionally, because board seats come with fiduciary obligations that can make them particularly tricky from a conflict of interest perspective,

you should notify your manager before accepting a board seat with any outside company. Jerrick board members and employees who are VP and above should also notify the board. Finally, do not start your own business if it will compete with Jerrick.

### **3. Business Opportunities Found Through Work**

Business opportunities discovered through your work here belong first to Jerrick, except as otherwise agreed to by Jerrick.

### **4. Inventions**

Developing or helping to develop outside inventions that a) relate to Jerrick's existing or reasonably anticipated products and services, b) relate to your position at Jerrick, or c) are developed using Jerrick corporate resources may create conflicts of interest and be subject to the provisions of your employment agreement. If you have any questions about potential conflicts or intellectual property ownership involving an outside invention or other intellectual property, consult Operations or Legal.

### **5. Friends and Relatives; Co-Worker Relationships**

Avoid participating in management of or decision-making regarding potential or existing Jerrick business relationships that involve your relatives, spouse or significant other, or close friends. This includes being the hiring manager for a position for which your relative or close friend is being considered or being a relationship manager for a company associated with your spouse or significant other.

To be clear, just because a relative, spouse/significant other, or close friend works at Jerrick or becomes a Jerrick competitor or business partner doesn't mean there is a conflict of interest. However, if you are also involved in that Jerrick business relationship, it can be very sensitive. The right thing to do in that situation is to discuss the relationship with your manager.

Finally, romantic relationships between co-workers can, depending on the work roles and respective positions of the co-workers involved, create an actual or apparent conflict of interest. If a romantic relationship does create an actual or apparent conflict, it may require changes to work arrangements or even the termination of employment of either or both individuals involved. Consult HR for additional guidance on this issue.

### **6. Accepting Gifts, Entertainment, and Other Business Courtesies**

Accepting gifts, entertainment, and other business courtesies from a Jerrick competitor or business partner can easily create the appearance of a conflict of interest, especially if the value of the item is significant.

Generally, acceptance of inexpensive “token” non-cash gifts is permissible. In addition, infrequent and moderate business meals and entertainment with clients and infrequent invitations to attend events and celebratory meals with clients can be appropriate aspects of many Jerrick business relationships, provided that they aren’t excessive and don’t create the appearance of impropriety. Any spending for entertainment or meals must be approved by the Finance department beforehand, and fit within the Meals and Entertainment budget as defined by Finance. Before accepting any gift or courtesy, please consult your manager, and be sure to document it with management.

## **7. Use of Google Products and Services**

Avoiding potential conflicts of interest also means that you should not use Jerrick products, services, internal tools, or information in a way that improperly benefits you or someone you know or creates the appearance that you have an unfair advantage over users outside of Jerrick.

## **IV. Preserve Confidentiality**

Certain kinds of company information, if leaked prematurely into the press or to competitors, can hurt our product launches, eliminate our competitive advantage and prove costly in other ways. Our responsibilities extend beyond not revealing Confidential Jerrick material – we must also:

- properly secure, label, and (when appropriate) dispose of Confidential Jerrick material;
- safeguard Confidential information that Jerrick receives from others under non-disclosure agreements;
- take steps to keep our trade secrets and other confidential intellectual property secret.

## **V. Protect Jerrick’s Assets**

Jerrick’s business model and its depend on how well we conserve company resources and protect company assets and information.

### **1. Intellectual Property**

Jerrick’s intellectual property rights (our trademarks, logos, copyrights, trade secrets, “know-how”, and patents) are among our most valuable assets. Unauthorized use can lead to their loss or serious loss of value. You must respect all copyright and other intellectual property laws, including laws governing the fair use of copyrights, trademarks, and brands. You must never use Jerrick’s (or its affiliated entities’) logos, marks, or other protected information or property for any business or commercial venture without pre-clearance from the Marketing team. We strongly encourage you to report any suspected misuse of trademarks, logos, or other Jerrick intellectual property to Legal.

Likewise, respect the intellectual property rights of others. Inappropriate use of others' intellectual property may expose Jerrick and you to criminal and civil fines and penalties. Please seek advice from Legal before you solicit, accept, or use proprietary information from individuals outside the company or let them use or have access to Jerrick proprietary information. You should also check with Legal if developing a product that uses content not belonging to Jerrick.

## **2. Company Equipment**

Jerrick gives us the tools and equipment we need to do our jobs effectively, but counts on us to be responsible and not wasteful with the equipment and funds we are given. Company funds, equipment, and other physical assets are not to be requisitioned for purely personal use. Not sure if a certain use of company assets is okay? Please ask your manager or Human Resources.

## **3. The Network**

Jerrick's communication facilities (which include both our network and the hardware that uses it, like computers and mobile devices) are a critical aspect of our company's property, both physical and intellectual. Be sure to follow all security policies. If you have any reason to believe that our network security has been violated – for example, you lose your laptop or smart phone or think that your network password may have been compromised – please promptly report the incident to upper management.

## **4. Physical Security**

Always secure your laptop, important equipment, and your personal belongings, even while on Jerrick's premises. If you don't recognize someone entering the premises, ask for identification. Promptly report any suspicious activity to upper management.

## **5. Use of Jerrick's Equipment and Facilities**

Anything you do using Jerrick's corporate electronic facilities (e.g., our computers, mobile devices, network, etc.) or store on our premises (e.g., letters, memos, and other documents) might be disclosed to people inside and outside the company. For example, Jerrick may be required by law (e.g., in response to a subpoena or 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 users, maintaining the security of resources and property, or investigating suspected employee misconduct.

## **6. Employee Data**

We collect and store personal information from employees. Access this data only in line with local law and Jerrick internal policies.

## **VI. Ensure Financial Integrity and Responsibility**

Financial integrity and fiscal responsibility are core aspects of corporate professionalism. This is more than accurate reporting of our financials, though that's certainly important. The money we spend on behalf of Jerrick is not ours; it's the company's and, ultimately, our shareholders'. Each person at Jerrick – not just those in Finance – has a role in making sure that money is appropriately spent, our financial records are complete and accurate, and internal controls are honored. This matters every time we hire a new vendor, expense something to Jerrick, sign a new business contract, or enter into any deals on Jerrick's behalf.

To make sure that we get this right, Jerrick maintains a system of internal controls to reinforce our compliance with legal, accounting, tax, and other regulatory requirements in every location in which we operate.

Stay in full compliance with our system of internal controls, and don't hesitate to contact Operations or Finance if you have any questions. What follows are some core concepts that lie at the foundation of financial integrity and fiscal responsibility here at Jerrick.

### **1. Spending Google's Money**

A core Jerrick value has always been to spend money wisely. When you submit an expense for reimbursement or spend money on Jerrick's behalf, make sure that the cost is reasonable, directly related to company business, and supported by appropriate documentation. Always record the business purpose and comply with other submission requirements. If you're uncertain about whether you should spend money or submit an expense for reimbursement, check with your manager. Managers are responsible for all money spent and expenses incurred by their direct reports, and should carefully review such spend and expenses before approving.

### **2. Signing a Contract**

Each time you enter into a business transaction on Jerrick's behalf, there should be documentation recording that agreement, approved by the Legal Department. Signing a contract on behalf of Jerrick is a very big deal. Never sign any contract on behalf of Jerrick unless all of the following are met:

- The contract has been approved by Legal. If you are using an approved Jerrick form contract, you don't need further Legal approval unless you have made changes to the form contract or are using it for other than its intended purpose
- You have studied the contract, understood its terms and decided that entering into the contract is in Jerrick's interest

All contracts at Jerrick should be in writing and should contain all of the relevant terms to which the parties are agreeing – Google does not permit "side agreements," oral or written.

### **3. Recording Transactions**

If your job involves the financial recording of our transactions, make sure that you're fully familiar with all of the Jerrick policies that apply.

Immediately report to Finance any transactions that you think are not being recorded correctly.

### **4. Reporting Financial or Accounting Irregularities**

You should never, ever interfere in any way with the auditing of Jerrick's financial records. Similarly, you should never falsify any record or account, including time reports, expense accounts, and any other Jerrick records.

If you suspect or observe any of the conduct mentioned above or, for that matter, any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them to Finance.

### **5. Retaining Records**

It's important that we keep records for an appropriate length of time. Legal requirements, accounting rules, and other external sources sometimes specify longer retention periods for certain types of records. If asked by Legal to retain records relevant to a litigation, audit, or investigation, do so until Legal tells you retention is no longer necessary. If you have any questions regarding the correct length of time to retain a record, contact Operations or Legal.

## **VII. Obey the Law**

Jerrick takes its responsibilities to comply with laws and regulations very seriously and each of us is expected to comply with applicable legal requirements and prohibitions. While it's impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. A few specific laws are easy to violate unintentionally and so are worth pointing out here:

## 1. Competition Laws

Most countries have laws – known as “antitrust,” “competition,” or “unfair competition” laws – designed to promote free and fair competition. Generally speaking, these laws prohibit 1) arrangements with competitors that restrain trade in some way, 2) abuse of intellectual property rights, and 3) use of market power to unfairly disadvantage competitors.

Certain conduct is absolutely prohibited under these laws, and could result in your imprisonment, not to mention severe penalties for Jerrick.

Examples of prohibited conduct include:

- agreeing with competitors about prices
  - agreeing with competitors to rig bids or to allocate customers or markets
  - agreeing with competitors to boycott a supplier or customer
- Other activities can also be illegal, unfair, or create the appearance of impropriety. Such activities include:
- sharing competitively sensitive information (e.g., prices, costs, market distribution, etc.) with competitors
  - entering into a business arrangement or pursuing a strategy with the sole purpose of harming a competitor
  - using Google’s size or strength to gain an unfair competitive advantage
- Although the spirit of these laws is straightforward, their application to particular situations can be quite complex.

Jerrick is committed to competing fair and square, so please contact Legal if you have any questions about the antitrust laws and how they apply to you. Any personnel found to have violated Antitrust Policies will, subject to local laws, be disciplined, up to and including termination of employment. If you suspect that anyone at the company is violating the competition laws, notify Operations or the Board immediately.

## 2. Insider Trading Laws

Internally we share information, including non-public information, about Jerrick’s business operations pretty freely. In addition, you may overhear a hallway conversation or come across a memo at a copy machine, either of which might involve confidential information. To use this non-public information to buy or sell stock, or to pass it along to others so that they may do so, could constitute insider trading. Insider trading not only violates this Code, it violates the law.

## 3. Anti-bribery Laws

Like all businesses, Jerrick is subject to lots of laws, both U.S. and non-U.S., that prohibit bribery in virtually every kind of commercial setting. The rule for us at Jerrick is simple – don't bribe anybody, anytime, for any reason.

#### **4. Non-government relationships**

You should be careful when you give gifts and pay for meals, entertainment, or other business courtesies on behalf of Jerrick. We want to avoid the possibility that the gift, entertainment, or other business courtesy could be perceived as a bribe, so it's always best to provide such business courtesies infrequently and, when we do, to keep their value moderate. Consult your manager before providing any business courtesies and contact Legal if you have any questions.

#### **5. Dealing with government officials**

Offering gifts, entertainment, or other business courtesies that could be perceived as bribes becomes especially problematic if you're dealing with a government official. "Government officials" include any government employee; candidate for public office; or employee of government-owned or -controlled companies, public international organizations, or political parties. Several laws around the world, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, specifically prohibit offering or giving anything of value to government officials to influence official action or to secure an improper advantage. This not only includes traditional gifts, but also things like meals, travel, political or charitable contributions, and job offers for government officials' relatives. Never give gifts to thank government officials for doing their jobs. By contrast, it can be permissible to make infrequent and moderate expenditures for gifts and business entertainment for government officials that are directly tied to promoting our products or services. Payment of such expenses can be acceptable (assuming they are permitted under local law) but may require pre-approval from Operations and Legal.

The U.S. also has strict rules that severely limit the ability of a company or its employees to give gifts and business courtesies to a U.S. government official and also limit the official's ability to accept such gifts. The Honest Leadership and Open Government Act prohibits giving any gifts, including travel and other courtesies, to Members, Officers, and employees of the U.S. Senate and House of Representatives unless they fit within one of a number of specific exceptions. Gifts to employees of the U.S. executive branch are also regulated and subject to limits. Finally, state and local government officials in the U.S. are also subject to additional legal restrictions. Consult management before giving any such gifts or business courtesies and obtain all required pre-approvals. In sum, before offering any gifts or business courtesies to a U.S. or other government official, you should consult your manager.

### **VIII. Conclusion**

Jerrick aspires to be a different kind of company. It's impossible to spell out every possible ethical scenario we might face. Instead, we rely on one another's good judgment to uphold a high standard of integrity for ourselves and our company. We expect all Jerrick employees to be guided by both the letter and the spirit of this Code. Sometimes, identifying the right thing to do isn't an easy call. If you aren't sure, don't be afraid to ask questions of your manager, Legal or Operations.