



CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

This Code of Ethics for Chief Executive Officer and Senior Financial Officers applies to the Chief Executive Officer (“CEO”) and Senior Financial Officers, including the Chief Financial Officer and the Principal Accounting Officer or Controller, of CEC Brands, LLC and all of its subsidiaries (collectively referred to as the “Company”), and is in addition to the Company’s Code of Business Conduct and Ethics. The Company will not permit retaliation or harassment for reports made or concerns raised in good faith.

The CEO and Senior Financial Officers (each a “Covered Employee”) are expected to abide by this Code of Ethics as well as all other applicable business conduct standards, policies, codes or guidelines adopted by the Company. Each Covered Employee shall:

- Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, including reporting such conflicts to the Chief Compliance Officer or other appropriate persons;
- Assist in and promote the preparation of full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (if applicable) or other governmental regulators and in other public communications made by the Company;
- Comply with all applicable governmental laws, rules and regulations, as well as rules and regulations of self-regulatory organizations of which the Company is a member;
- Comply with all company policies and procedures;
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one’s independent judgment to be subordinated;
- Not fraudulently influence, coerce, manipulate, mislead or make a knowing misrepresentation related to any authorized audit, or unduly interfere with any auditor engaged in the performance of any internal or independent audit of the Company’s financial statements or accounting books and records;
- Not (a) take for oneself personally opportunities that are discovered through the use of Company property, information or position; (b) use Company property, information or position for personal gain; or (c) compete with the Company, but will advance the Company’s legitimate interests when the opportunity to do so arises;

- Maintain the confidentiality of information entrusted to him or her by the Company or its customers, except when disclosure is authorized or legally mandated; where “confidential information” includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed;
- Endeavor to deal fairly with the Company’s customers, suppliers, competitors and employees, and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice;
- Protect the Company’s assets and ensure their efficient use, and use such assets for legitimate business purposes;
- Promote and champion a culture of compliance with Company policies, laws, rules and regulations, including insider trading laws, to all Company employees;
- The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting audits or internal controls or (c) any attempt to improperly influence, coerce or mislead the Company’s independent auditors in violation of Section 303(a) of the Sarbanes-Oxley Act of 2002 and the rules of the Securities and Exchange Commission passed thereunder (to the extent applicable to the Company);
- Seek an interpretation of this policy, as needed, including whether this policy is applicable to a particular situation, from the Chief Compliance Officer (“CCO”). Questions regarding this policy, including those regarding the best course of action in a particular situation, shall be directed to the CCO, who shall consult with other officers, staff members or legal counsel, as necessary or appropriate, with respect to this policy;
- Be encouraged to report any known or suspected violations of this Code of Ethics either to the Company’s Chief Compliance Officer, by (1) calling our Compliance Hotline at 1-800-789-5216 or (2) our dedicated and secure reporting website, which is located at <https://cecentertainment.ethicspoint.com>.

Any violation of this Code of Ethics or any other Company policy may result in disciplinary action, up to and including demotion of the individual involved, suspension with or without pay or benefits, and termination of employment. Any waiver of this Code of Ethics may be made only by the Board or a Board committee and must be promptly disclosed as required by applicable law.

This Code of Ethics will be reviewed on an annual basis and updated as necessary.

Annual Compliance Certification

In my capacity as a “Covered Employee,” I, the _____ of CEC Brands, LLC, or one of its subsidiaries, do hereby certify that for the year ____ I have adhered to and complied with the requirements of the Code of Ethics for the Chief Executive Officer and Senior Financial Officers, in all material respects.

I further certify that I have not been granted a waiver from compliance with the Code of Ethics for the Chief Executive Officer and Senior Financial Officers.

Printed Name: _____