



Centerplate

GUIDE TO BUSINESS CONDUCT

May 2016



Centerplate

GUIDE TO BUSINESS CONDUCT

This Guide describes the standards by which we conduct our business. For convenience, the Guide uses the terms “Centerplate” and “Company” but the Guide applies to all of our companies, subsidiaries, joint ventures and divisions and has been distributed to key personnel throughout the Company. This guide applies to employees, officers and directors, including non-employee directors.

No guide or policy can anticipate every situation that may arise. Accordingly, the Guide is intended to serve as a source of guiding principles for employees, officers and directors.

Our Corporate Compliance Committee oversees compliance with the Guide. The Corporate Compliance Committee consists of the Chief Legal and Talent Officer – Keith B.W. King, Executive Vice President of Operations – Sal Ferrulo, Vice President of Accounting – Ed Arwine, Vice President of Human Resources – David Winarski, and Vice President of Internal Audit – Bob Paoletti, who also serves as the Secretary of Centerplate’s Corporate Compliance Committee. We urge anyone with a question, concern or suggestion to address them to (1) your supervisor, (2) any member of the Corporate Compliance Committee or (3) if you prefer to remain anonymous, The Network, Inc. at 1-800-241-5689 at any time. (You do not have to give your name to The Network, Inc.)

The Guide does not supercede, change or alter the existing Company policies and procedures. All Company personnel are instructed to read the Guide and all other Company policy statements in their entirety.

The mutual commitment of our Company and every employee, officer and director to the principles of ethical business conduct is, and will remain, an essential element of our success.

TABLE OF CONTENTS

I. COMPLIANCE WITH LAW & FINANCIAL CONTROLS.....	1
A. Compliance with Law	1
B. Financial Controls.....	1
II. DEALING WITH THE PUBLIC SECTOR	2
A. Political Contributions	2
B. Political Participation.....	3
C. Lobbying.....	3
D. Procurement of Government Contracts	3
1. Foreign Corrupt Practices	3
2. Other Applicable Restrictions.....	4
E. Dealing With Government Employees and Government Contracts	5
1. Gifts and Entertainment.....	5
III. DEALING WITH THE PRIVATE SECTOR	7
A. Gifts To Customers, Suppliers, Nonprofit Organizations or Others	7
B. Entertainment of Customers, Suppliers or Others	8
C. Entertainment of, and Receipt of Gifts by, Company Employees	8
D. Supplier Relationships.....	9
E. Improper Payments	9
F. Finder's Fees	9
G. Client Development Expenses	9
IV. AUTHORITY OF INDIVIDUALS.....	10
V. CONTRACT COMPLIANCE.....	10
A. Legal Review and Approval.....	10
B. Business Review and Approval.....	11
C. General Manager Responsible for Compliance	12
VI. ANTITRUST COMPLIANCE.....	12
A. Price Fixing.....	12
B. Bid Rigging	12
C. Handling of Credit Information	13

TABLE OF CONTENTS *(continued)*

D.	Allocation of Territories.....	13
E.	Allocation of Customers.....	13
F.	Boycotts and Refusals to Deal.....	13
G.	Joint Ventures.....	13
VII.	PARTICIPATION IN TRADE ASSOCIATIONS	14
A.	Antitrust Vigilance.....	14
B.	Standards for Participation in Trade Associations	14
1.	Membership	14
2.	Attendance	14
3.	Officership	14
4.	Problem Areas	15
VIII.	EMPLOYMENT.....	15
A.	Equal Opportunity Employment	15
B.	Harassment	17
C.	Procedure Applicable to Complaints of Harassment.....	18
D.	Retaliation/Whistleblower.....	19
E.	Immigration	19
F.	Fair Labor Standards Act; Volunteer Organizations	19
1.	Minimum Wage and Similar Laws	19
2.	Volunteer Organization Contracts Required	19
3.	Food Contributions and Use of Company Site	20
G.	Workers' Compensation.....	20
IX.	FAIR DEALING.....	20
X.	CONFLICT OF INTEREST	21
A.	Outside Employment.....	22
B.	Related Party Transactions.....	22
C.	Prohibition on Personal Loans to Directors and Executive Officers.....	23
XI.	CORPORATE OPPORTUNITIES.....	24

TABLE OF CONTENTS *(continued)*

XII.	USE OF COMPANY PROPERTY AND INFORMATION	24
A.	Confidential Information and Media Relations.....	24
1.	Confidential Information	24
2.	Media Relations Policy	25
B .	Trading in Company Securities	25
1.	Prohibition on Insider Trading.....	26
2.	Blackouts.....	27
3.	Short Sales	27
4.	Other Companies	27
5.	Directors, Officers and Key Personnel	28
6.	Section 16 Reporting Persons	29
C.	Protection and Personal Use of Company Assets.....	29
D.	Electronic Communications Policy.....	29
E.	Copyright Policy	31
XIII.	GOVERNMENT INQUIRIES AND INVESTIGATIONS	32
XIV.	LITIGATION AND LEGAL PROCESS MATTERS	32
A.	Legal Documents Received by the Company	32
B.	Retention of Legal Counsel	33
XV.	CREATION AND RETENTION OF RECORDS	33
A.	Policy.....	33
B.	Definitions and Retention Obligations	34
C.	Confidential Records.....	36
D.	E-Mail Retention Policy	37
XVI.	POLICY AGAINST SUBSTANCE ABUSE	37
A.	Purpose of Policy	37
B.	Application of Policy.....	37
C.	Prohibited Acts.....	38
D.	Disciplinary Action and Drug Testing	38

TABLE OF CONTENTS *(continued)*

XVII.	OTHER OFFENSES	38
A.	Possession of Firearms	38
B.	Gambling	39
C.	Money Laundering.....	39
1.	Reason for Policy	39
2.	“Know-Your-Customer” Requirements and Red Flag Indicators.....	39
3.	Acceptable Forms of Payment	40
4.	Unacceptable Forms of Payment	40
XVIII.	ENVIRONMENT	41
A.	Environmental Policy	42
B.	Distribution of Food and Liquor	42
XIX.	FAILURE TO COMPLY; WAIVER.....	42
XX.	DISCLOSURE AND ANNUAL CERTIFICATION	43
XXI.	SPEAK UP!	44

I.

COMPLIANCE WITH LAW & FINANCIAL CONTROLS

A. Compliance with Law

It is the policy of Centerplate, and the obligation of our employees, officers and directors to comply fully with all laws, rules and regulations that govern our operations nationally as well as the laws of the various states and countries in which we conduct business.

Any violation of federal or state law, rules and regulations or other applicable law will be dealt with decisively by the Company and may result in disciplinary action, up to and including immediate termination of employment.

B. Financial Controls

Centerplate maintains its books and records in accordance with generally accepted accounting principles and standards. Centerplate's books, records and accounts must be created and maintained so that they at all times accurately, fairly and in reasonable detail reflect all transactions involving the receipt and/or disposition of Company assets. The documentation evidencing each Company transaction shall accurately reflect the identity of the parties to the transaction and the business purpose of the transaction. All transactions should be classified as to the accounts or accounting periods to which they relate. No entries may be made in Centerplate's books or records that intentionally conceal or disguise the true nature of any Centerplate transaction. Centerplate policy prohibits any employee from directly or indirectly falsifying or causing others to falsify any Company or client documentation. Under no circumstances shall any asset of Centerplate be used for an unlawful or improper purpose.

The Company is obligated to provide full, fair, accurate, timely and understandable disclosure in periodic reports and documents required to be filed by the Company. It is the policy of the Company to fully and fairly disclose the financial condition of the Company in compliance with all applicable accounting principles, laws, rules and regulations.

The integrity of Centerplate's financial statements and internal controls is vital to its success. Compliance with Centerplate's system of internal accounting controls is required. No information should be concealed from internal or independent auditors. It is important that financial statements and related disclosures be free of material errors. Centerplate policy prohibits any employee from knowingly making or causing others to make a materially misleading, incomplete, or false statement to an accountant or an attorney in connection with an audit or any filing with any governmental or regulatory entity (such as the American Stock Exchange or the Securities and Exchange Commission). An employee must not omit or cause others to omit any material fact that is necessary to prevent a statement made in connection with any audit, filing, or examination of Centerplate's financial statements from being misleading. Employees are prohibited from opening or maintaining any undisclosed or unrecorded corporate account, fund, or asset or any account with a misleading purpose.

II.

DEALING WITH THE PUBLIC SECTOR

A. Political Contributions

It is illegal for corporations to make political contributions in federal elections and Centerplate's employees, officers and directors are required to abide by this prohibition. The extent to which corporations are permitted to make political contributions in state or local elections varies from state to state. No political contribution may be made by or on behalf of Centerplate without the prior written approval of the Chief Legal and Talent Officer.

No corporate contributions shall be made either directly or indirectly to (i) federal political candidates, (ii) their political committees, (iii) political action committees sponsored by individuals, associations or any other organizations, or (iv) political parties from corporate funds or by use of any corporate properties or assets. Centerplate specifically prohibits the use of Company letterhead and facilities for political purposes.

Political contributions include not only cash contributions to candidates or committees, but also such things as purchases of tickets to political dinners, payments for political advertisements, donations of corporate property or the services of personnel, expenditures to the media intended to influence individual decisions and payments and activities by trade associations or their political action committees used or intended directly or indirectly for political purposes. Additionally, discounted functions for political events are deemed contributions by the Company.

No employee, officer or director shall require, request or suggest that any other employee, officer or director make a personal political contribution.

B. Political Participation

Centerplate encourages your participation in the political process, including appointment or election to public office if you so desire. Employees seeking public office, however, must obtain the approval of their supervisor and advise the Chief Legal and Talent Officer of their intention to do so while employed at the Company.

C. Lobbying

Federal, state and local laws provide for the registration and regulation of lobbyists and generally prohibit the use of government contract funds for lobbying activities. Employees, officers and directors may not engage in lobbying activities or hire lobbyists without the prior written approval of the Chief Legal and Talent Officer and the Chief Executive Officer.

D. Procurement of Government Contracts

1. Foreign Corrupt Practices

It is a federal criminal offense to offer, pay, promise or authorize the payment of money or anything of value to any foreign government official, political party or candidate for political office (or to anyone else, knowing that all or a portion of the payment will be provided to such a person or political party) for the purpose of obtaining or retaining business. Violations may subject Centerplate to substantial fines. Officers, directors or employees who violate the law may be punished by fines and/or imprisonment.

Foreign agents who represent Centerplate must comply with the terms of the Foreign Corrupt Practices Act.

Employees, officers and directors should carefully watch for the following red flags, which might indicate illegal activities or violations of Company policies:

- A sales representative or other person representing the Company or being considered to represent the Company who:
 - has been accused of improper business practices;
 - has influence on the buying decision and a reputation for bribes;
 - has a family or other relationship that could improperly influence the customer's decision;
 - approaches you near a customer's award decision and explains that he or she has a "special arrangement" with an official; or
 - insists on receiving a commission payment before the customer announces the award decision.
- A customer who suggests that a Company bid be made through a specific representative or partner.
- Any request that a commission or other payment be made in a third country or to a other name.
- A commission that seems unusually large in relation to the service provided.

If these or any other signs of a possible violation come to your attention, be sure to promptly resolve your concern before proceeding with the transaction that relates to it. Resolution should include Legal Department review and should be well documented.

2. Other Applicable Restrictions

Federal laws and regulations place other important restrictions on the procurement process. For example,

federal law prohibits competing contractors from soliciting or receiving proprietary or source selection information prior to the award of a contract, requires contractors to maintain accurate records of charges and to ensure that all cost and pricing data are current, accurate and complete, and bars employment discussions by contractors with procurement officials during the procurement process. Company employees who deal with government agencies must familiarize themselves with these and other requirements under appropriate procurement laws.

E. Dealing with Government

Employees and Government Contracts

Any employee who deals with any federal, state, municipal, public authority or foreign government official in connection with contracts, concessions, licenses or other arrangements should obtain a copy of the government entity's rules governing the conduct of its employees and must abide by the rules.

Contracts with any federal, state, municipal, public authority or foreign government must be reviewed and approved by the Legal Department.

1. Gifts and Entertainment

Federal law prohibits the offering, promising or giving of anything of value to an employee, agent or official of the federal government if the gift or gratuity is made with an intent to influence such individual in the performance of an official act, or because of an official act performed or to be performed by the public official. Most state and other government bodies and foreign governments have similar policies.

No gifts, entertainment, refreshment or meals may be provided to a government employee, agent or official unless expressly authorized by law or the agency's stated policy.

In dealing with government employees, agents or officials, it is always important to avoid even the appearance of impropriety. Federal, state and local public agencies have developed detailed guidelines on

when a government contractor may properly provide a public official with gifts, entertainment, refreshments or meals. Government policies normally restrict the value of gifts that a government employee may receive. Even when applicable guidelines may appear to permit a particular gift, that gift might still be prohibited in light of other gifts Centerplate has made. Government employees may be prohibited from accepting any gifts, however modest, on a basis so frequent that a reasonable person would be led to believe the employee is using his public office for private gain.

Examples include;

If a gift of \$50 to a government employee appears to be permitted under applicable guidelines, it may nevertheless be prohibited because another employee, officer or director of Centerplate has already made such a gift and the combined total exceeds the permitted value of any gift.

A gift of tickets to a sporting event or concert are not permitted. The requesting government employee may, however, purchase such tickets at face value. They may not receive them gratis.

To avoid any appearance of impropriety, Company employees, officers and directors must obtain prior written approval from a member of the Corporate Compliance Committee before promising or making any gift to any government employee, agent or official.

Company employees, officers and directors may entertain or provide meals or refreshments to government employees, agents or officials only if such activities are: (a) customary and legal under applicable laws and regulations; (b) in amounts which are nominal in value; (c) in the case of entertainment, meals, or refreshments, provided by Company employees who are present solely for the purpose of discussing matters affecting Centerplate's legitimate business interest; and (d) reported as required by applicable laws and regulations.

It is required that any gifts or other complimentary items or services to any government employee, agent,

or official be reviewed and approved by two members of the Corporate Compliance Committee AND the Legal Department prior to promising or delivering any such gifts.

The formal approval process for Gifts and Entertainment is as follows:

- 1) Submission of a formal, written request for approval of any gift, entertainment situation or social invitation to a member of the Corporate Compliance Committee to include the following:
 - a) the name, position and employer of the government employee, agent or official making the request;
 - b) the date the request was received;
 - c) and all known details about the request.
- 2) Review of the request by two members of the Corporate Compliance Committee as well as a member of the Legal Department.
- 3) Written approval or denial of the request by two members of the Corporate Compliance Committee as well as a member of the Legal Department.
- 4) All requests and associated documentation will be maintained in the Legal Department Files.

III.

DEALING WITH THE PRIVATE SECTOR

A. Gifts to Customers, Suppliers,

Nonprofit Organizations or Others Gifts may be made to customers' employees or representatives, suppliers' employees or representatives, or nonprofit organizations only in accordance with the following criteria.

- All gifts must be approved in advance by a member of the Legal Department. To receive

approval for any gift, you must submit a written request to the Legal Department.

- Gifts in the form of cash, stocks, bonds or similar types of items are prohibited.
- Gifts must be consistent with normally accepted business practices and comply with the policies of the organization employing the recipient.
- Gifts must be legal and in accordance with generally acceptable ethical practices in all governing jurisdictions.
- Subsequent public disclosure of all facts concerning the gift must not be embarrassing to Centerplate.
- Gifts should not be made to labor union officials.

B. Entertainment of Customers, Suppliers or Others

Centerplate routinely entertains employees of customers and individuals representing entities with which Centerplate does, or is considering doing, business or has a business interest. The cost and nature of the entertainment should be appropriate and reasonably designed to further the Company's business interests. Lavish expenditures are to be avoided.

C. Entertainment of, and Receipt of Gifts by, Company Employees

Gifts: Gifts totaling more than \$100 from any supplier or customer shall not be accepted in any year. Any gift exceeding \$100 should be returned to the donor.

If the circumstances would clearly appear to make the return of the gift detrimental to the Company's interests, a member of the Corporate Compliance Committee should be immediately consulted for a decision on the proper course of action.

Entertainment: Employees, officers and directors should never accept social invitations where the cost is lavish or extreme or if it is intended to influence or interfere with business decisions. Employees should

consult with the Corporate Compliance Committee before accepting social invitations that may be questionable.

D. Supplier Relationships

The purchase authorization and approval procedures established by Centerplate should be strictly followed.

E. Improper Payments

The payment or acceptance of gifts, kickbacks or bribes for the purpose of influencing the buying decisions of employees of customers in the United States is illegal under state commercial bribery laws and may be violations of federal wire and mail fraud laws.

F. Finder's Fees

Payment of any finder's fee is prohibited without the prior written approval of the Chief Legal and Talent Officer. No payment to a finder will be approved unless (1) there is a written agreement with the finder describing the services being provided and the specific fee and (2) the size of the payment is proportionate to the services being rendered, taking into consideration the results achieved. Payments to finders must be made by check and must never be made payable to cash or to a third party.

A finder is any person (other than a bona fide Company employee, officer or director or business broker in corporate acquisitions) who receives compensation for soliciting, securing or retaining operating contracts for Centerplate.

G. Client Development Expenses

In order to be reimbursed for client development and similar business related expenses, you must complete an expense report on the Company required form, attaching copies of all receipts. Expense reports generally must be submitted within 10 business days of incurring the expense. The Company reserves the right to deny any reimbursement submitted over 30 days from the date incurred.

IV. AUTHORITY OF INDIVIDUALS

Company policy both grants and places specific limits on the authority of employees in particular positions to make financial and other commitments on behalf of the Company. These policies govern real property transactions, leases, contracts, purchases and sales, bank accounts and payment authorizations.

Employees who exceed their authority may create significant problems for the Company and may open themselves to personal liability for their actions. Questions on the scope of your authority should be raised with your supervisor or the Legal Department.

V. CONTRACT COMPLIANCE

Each General Manager is responsible for assuring that his or her business unit complies with the following procedures:

A. Legal Review and Approval

All agreements, including requests for proposals and letters of intent, must be submitted to the Legal Department for review and approval prior to execution, unless the agreement is a standard agreement from the corporate form book and no substantive changes are made. This policy applies not only to new agreements but also to any change, extension or other amendment to an agreement. It also applies to all types of agreements, including those relating to suppliers (e.g., linen, armored cars, copiers), subcontractors (e.g., franchise agreements, local restaurants) and customer agreements (e.g., contracts, advances of commissions or other funds). A copy of each executed agreement should be sent promptly to the Legal Department for its files and in any event, within two weeks of execution.

B. Business Review and Approval

Any new, extended or renewed contract for Centerplate to provide services, and all franchise agreements,

must be approved by the Chief Executive Officer of Centerplate before it is executed.

Any of the following contracts must be approved by an officer of Centerplate (Chief Executive Officer, Chief Financial Officer or Chief Legal and Talent Officer) before it is executed: (1) any contract requiring a performance bond, bid bond or letter of credit; (2) any subcontract with a term of performance longer than 30 days; (3) any lease of real property; (4) any contract to sell equipment or other assets of Centerplate; (5) any contract calling for Centerplate or the other party to perform over a period greater than thirty days and having a value of over \$5,000; and (6) any arrangement for Centerplate to provide services which is not the subject of a written agreement.

Any other contract must be approved by the Executive Vice President, Senior Vice President or Vice President in charge of the applicable business unit before it is executed.

For purposes of the above, the “value” of a contract is (a) in the case of a purchase contract, the aggregate amount of charges Centerplate must pay over the duration of the contract or (b) in the case of a sales contract, the aggregate amount the other party to the contract must pay (or amount Centerplate is entitled to collect) over the duration of the contract. If a contract is a hybrid both amounts should be calculated and the higher amount used to determine the level of approval required.

Any contract not approved in accordance with the foregoing paragraphs is not authorized for execution on behalf of Centerplate.

C. General Manager Responsible for Compliance

In addition to assuring compliance with the foregoing approval process, it is the responsibility of each unit’s General Manager to assure compliance with the terms of each contract entered into by that business unit.

This includes compliance with all union agreements. Contracts with unions should not be negotiated, entered into or amended without advance coordination or prior review with the Human Resources and Legal Departments.

VI.

ANTITRUST COMPLIANCE

Centerplate's business has been and is characterized by vigorous competition. The Company has thrived in this atmosphere and intends to continue a policy of creating the strongest possible competition for the benefit of Centerplate and the economy as a whole. In effecting this policy of vigorous competition and compliance with antitrust laws, it is essential that Centerplate independently determine the pricing, commissions and other contractual terms offered to customers.

All employees, officers and directors should be aware that civil and criminal penalties may apply to violations of the antitrust laws. Civil penalties can include treble damage awards. Criminal violations may result in incarceration and substantial fines.

The following types of conduct are prohibited:

A. Price Fixing

Price fixing is unlawful and includes oral, written, tacit and implied agreements or understandings among competitors to adhere to certain prices.

Almost any communication among competitors relating in any way to current or future prices or other terms and conditions of sale or purchase may result in a price fixing charge.

B. Bid Rigging

It is illegal to agree with other bidders on bid prices. Never submit "complementary", "shadow" or "protective" bids in which competitors agree to submit token bids that are too high or contain special terms so as to make them unacceptable while appearing to be genuine. Never engage in bid rotation whereby competitors agree to take turns being the low bidder. Never agree to refrain from bidding or to withdraw a bid so that one competitor's bid will be accepted.

Never exchange with a competitor either price lists or other information from which prices can be computed.

C. Handling of Credit Information

Any agreement with a competitor regarding the extension of credit to customers, or concerning the terms and conditions upon which credit is extended, is illegal under the antitrust laws. Extending different credit terms to competing customers may also be illegal, unless justified by differences in credit standing, to meet competition or for other reasons cleared by the Legal Department. The justification for offering different credit terms should be documented and retained.

D. Allocation of Territories

It is illegal for competitors to divide or allocate territories in which they will sell goods or services. Never agree with a competitor to sell or refrain from selling in any area.

E. Allocation of Customers

It is illegal for competitors to divide or allocate the customers to whom they will sell. Never agree with a competitor to sell or refrain from selling to any customers or class of customers. Never agree to divide or share a customer's business with a competitor.

F. Boycotts and Refusals to Deal

An agreement between competitors not to sell to or buy from certain individuals or firms is illegal. Never suggest to or agree with a competitor not to sell or buy from anyone. In most situations, the Company has a legal right to choose its customers and suppliers, and to refuse to buy from or sell to anyone. But the Company must exercise this right independently, without consultation with competitors.

G. Joint Ventures

Joint ventures with competitors to achieve legitimate business goals (for example, research and development) that each competitor acting alone could not achieve as efficiently or at all, may be permitted, but are likely to raise antitrust concerns. No joint ventures may be entered into without prior review by the Legal Department.

VII.

PARTICIPATION IN TRADE ASSOCIATIONS

A. Antitrust Vigilance

Participation in trade associations can present a unique risk of violation of the letter or spirit of the antitrust laws. Trade associations, by their nature, involve meetings and discussions with competitors, and you must exercise special care to comply with the antitrust guidelines described in Section VI, above. Centerplate's guidelines with respect to trade associations must be strictly adhered to by all employees attending conferences, trade conventions or any other meeting where competitors are present.

B. Standards for Participation in Trade Associations

It is Centerplate's policy to belong to trade associations only when such groups contribute significant benefits to justify the time and cost of membership or support.

1. Membership

The following information should be maintained by the Executive Vice President, Senior Vice President or Vice President of the operating unit with trade association activities in such employee's area: (a) the name of each trade association to which Centerplate belongs in such employee's area; (b) a copy of all communications made to trade associations; and (c) all requests for dues, payment and other contributions to trade associations.

2. Attendance

No Centerplate employee should attend any trade association meeting unless he or she has been properly briefed as to Centerplate's policy with regard to trade associations.

3. Officership

No Centerplate employee may accept officership in any trade association without first securing permission from the Executive Vice President, Senior Vice President or Vice President of the operating unit or, in the case

of a Senior Vice President or Vice President of an operating unit, the Chief Executive Officer.

4. Problem Areas

- **Joint Action:** Joint action illegal under the antitrust laws is not made legal because it occurs as an outgrowth of trade association participation.
- **Trade Association Questionnaires:** Trade association questionnaires asking for information relating to prices or other terms and conditions of sale or purchase shall not be answered, and all such questionnaires must be forwarded to the Chief Legal and Talent Officer.
- **Prohibited Discussions:** If, at any trade association meeting, the subject of pricing, bidding, territorial or customer allocation or refusal to deal is mentioned in any form or manner, any Centerplate employee in attendance must leave the meeting immediately without comment but not without notice (be sure that the other attendees will remember that you left). The circumstances must then be reported to the Chief Legal and Talent Officer so that proper corrective action (which may include membership termination) can be taken.

VIII. EMPLOYMENT

Whether working for the Company on a full-time, part-time or temporary basis, all persons employed by the Company must be treated in a manner consistent with this policy and those policies more fully set forth in Centerplate's Human Resources Manual.

A. Equal Opportunity Employment

Centerplate is an equal opportunity employer.

Centerplate has and will continue to recruit, select, train, promote, compensate, transfer, discipline and

take all other personnel actions without regard to race, color, religion, national origin, ancestry, gender, sexual orientation, age, disability, marital status, veteran status, genetic information* or any other characteristic protected by applicable law. Centerplate is committed to providing reasonable accommodations to qualified employees with disabilities in accordance with law.

Centerplate fully complies with all government requirements against discrimination and will act affirmatively, when necessary, to achieve these objectives. An employee, officer or director found to have engaged in discrimination against any person may be subject to disciplinary action up to and including immediate termination of employment. Any employee with questions or concerns about any type of discrimination in the workplace is encouraged to bring the issue to the attention of the employee's immediate supervisor or the Human Resources Department or to call The Network, Inc. hotline. Employees can raise concerns and make reports without fear of reprisal.

All Centerplate employees shall use merit, qualifications and other job-related criteria as the sole basis for all employment-related decisions affecting employees. Further, employees shall comply with the spirit and letter of all laws in taking affirmative action to make sure a diverse mix of people apply for and are considered for jobs and promotions.

** THE GENETIC INFORMATION NONDISCRIMINATION ACT OF 2008 (GINA) PROHIBITS EMPLOYERS AND OTHER ENTITIES COVERED BY GINA TITLE II FROM REQUESTING OR REQUIRING GENETIC INFORMATION OF AN INDIVIDUAL OR FAMILY MEMBER OF THE INDIVIDUAL EXCEPT AS SPECIFICALLY ALLOWED BY THIS LAW. TO COMPLY WITH THIS LAW, WE ARE ASKING THAT YOU NOT PROVIDE ANY GENETIC INFORMATION WHEN RESPONDING TO THIS REQUEST FOR MEDICAL INFORMATION. "GENETIC INFORMATION," AS DEFINED BY GINA, INCLUDES AN INDIVIDUAL'S FAMILY MEDICAL HISTORY, THE RESULTS OF AN INDIVIDUAL'S OR FAMILY MEMBER'S

GENETIC TESTS, THE FACT THAT AN INDIVIDUAL OR AN INDIVIDUAL'S FAMILY MEMBER SOUGHT OR RECEIVED GENETIC SERVICES, AND GENETIC INFORMATION OF A FETUS CARRIED BY AN INDIVIDUAL OR AN INDIVIDUAL'S FAMILY MEMBER OR AN EMBRYO LAWFULLY HELD BY AN INDIVIDUAL OR FAMILY MEMBER RECEIVING ASSISTIVE REPRODUCTIVE SERVICES.

B. Harassment

Centerplate intends to provide a work environment free of discrimination and harassment, sexual or otherwise. You and your fellow employees are responsible for respecting the rights of all of your co-workers. All employees are to be treated with dignity and respect. Conduct – whether verbal, physical, visual or otherwise – that could be considered offensive or intimidating will not be tolerated.

Actions, words, jokes or comments based on an individual's sex, race, color, religion, creed, age, national origin, disability, status as a Vietnam-era or disabled veteran, marital status, sexual orientation or any other legally protected characteristics will not be tolerated.

Sexual harassment has been defined as unwelcome sexual advances, requests for sexual favors, and other visual, verbal or physical conduct of a sexual nature when:

- submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Examples of violations include the following:

- Persistent on-the-job flirtations or other invitations for a social relationship with a fellow employee when he or she has stated or indicated that such advances or interests are unwelcome;
- Displaying any sexually suggestive visual material in the workplace; or
- Tolerating or instituting hiring, compensation, promotion and layoff practices which are not clearly job-related.

Anyone engaging in sexual or other harassment will be subject to disciplinary action up to and including immediate termination of employment.

C. Procedure Applicable to Complaints of Harassment

All Centerplate employees, and particularly General Managers and above, are responsible for keeping the work environment free of discrimination and harassment.

All employees are encouraged to report any incident of sexual or other unlawful harassment. An employee should immediately report the incident or complaint to his or her supervisor or the Human Resources Department or call The Network, Inc. hotline. Based on the nature of the complaint, location management and/or Human Resources will undertake an investigation of the charge. The investigation will include discussions with the employee, the person charged, as well as any other individuals who are a party to, or may have relevant information about, the complaint. The complaint and the investigation will be kept confidential to the maximum extent possible.

Upon completion of the investigation, location management and/or Human Resources will examine the evidence and decide what course of action to take. If it is determined that an employee has discriminated or is discriminating against or harassing another employee, appropriate disciplinary action will be taken, up to and including immediate termination of employment.

Any General Manager who becomes aware of possible sexual or other unlawful harassment is obligated to take prompt and appropriate action. A General Manager must advise the Human Resources Department or a senior manager who will handle the matter in a timely and confidential manner to the maximum extent possible.

D. Retaliation/Whistleblower

Centerplate and federal law prohibit retaliation against an employee who has filed in good faith a complaint under this policy or under any law or who assists in a complaint investigation. Any supervisor or member of management who knows an employee is being harassed, discriminated or retaliated against and fails to address the situation or fails to notify higher management will be subject to disciplinary action up to and including immediate termination of employment.

E. Immigration

Federal law prohibits the Company from retaining any employee not authorized to work in the United States. Should the Company become aware that an employee does not have the proper authorization, employment may be terminated immediately. In addition, all employees will be required to produce proof of authorization to work in the United States at the time of hire, pursuant to the Immigration Reform and Control Act of 1986. Falsification of documents provided to verify authorization is a ground for disciplinary action up to and including immediate termination of employment.

F. Fair Labor Standards Act; Volunteer Organizations

1. Minimum Wage and Similar Laws

The Fair Labor Standards Act, along with certain state laws and local regulations impose minimum wage requirements which must be followed. These laws also impose strict requirements with respect to Company employment of minors and payment of overtime.

2. Volunteer Organization Contracts Required

When an organization with volunteers will be providing services to the Company or to the public at an event

where the Company is providing services, it is mandatory that the volunteer organization enter into the Company's Volunteer Organization Contract prior to the event to ensure compliance with applicable law.

3. Food Contributions and Use of Company Site

Any employee wishing to make a food contribution to another organization must receive prior written approval from the General Manager at his or her unit. Additionally, before anyone offers to provide access to Company property or a site controlled by the Company as the venue for an event not sponsored by the Company, he or she must obtain prior written approval from his or her General Manager.

G. Workers' Compensation

Workers' Compensation insurance provides payment for loss of income or medical treatment caused by work-related illness or injury. If an employee loses time due to a work-related illness or injury, a supervisor must promptly report to immediate supervisor and complete incident report (available in the Company's Safety Manual and website). The injury should be reported promptly to the insurance company through the "800" reporting system or website.

A more complete discussion of this issue can be found in the Employee Safety Manual. More information on other employment-related issues can be found in Centerplate's Human Resources Manual.

IX. FAIR DEALING

Each employee, officer and director shall endeavor to deal fairly and in good faith with the Company's customers, shareholders, employees, officers, directors, suppliers, regulators, business partners, competitors and others. No one shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. An employee, officer or director should never knowingly misrepresent any facts concerning any Centerplate

product or service or the product or service of a competitor.

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never 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.

X. CONFLICT OF INTEREST

It is essential that every Centerplate employee, officer and director avoid any situation or interest which might interfere with his or her judgment with respect to his or her responsibilities to Centerplate.

A conflict of interest exists, for example, where an employee (a) has a financial interest which could affect the employee's judgment; (b) gains personal enrichment through access to confidential information; or (c) misuses his or her position at Centerplate in a way that results in personal gain. A conflict of interest can also arise when an employee, officer or director or a related party has a personal interest, direct or indirect, in any supplier, customer or competitor of Centerplate. An indirect conflict of interest might arise if an immediate family member of an employee, officer or director has an interest in a supplier, customer or competitor of Centerplate.

If an employee thinks he or she may have a direct or indirect conflict of interest, he or she must disclose such potential conflict to the manager of his or her business unit; an officer or director must disclose any potential conflict to the Chief Legal and Talent Officer and/or the Board of Directors. After an employee, officer or director has disclosed a potential conflict, the employee, officer or director may be required to divest himself or herself of the interest or realign his or her job functions.

An employee may not own an interest, direct or indirect, in a supplier, customer or competitor of Centerplate, except that an employee or his or her immediate family member may acquire and hold up to two percent (2%) of the outstanding stock of a corporation which is a supplier or customer of Centerplate or which engages in any business in which Centerplate is engaged, if such stock is available to the general public on a registered securities exchange market.

A. Outside Employment

Centerplate employees shall not engage in outside employment or activities that would conflict with Centerplate's interests or that would reduce the efficiency of the employee in performing his or her duties at Centerplate.

B. Related Party Transactions

Related parties include (a) an organization of which an officer, director, or employee of Centerplate is an officer or director; (b) an organization of which an officer, director, or employee of Centerplate is the beneficial owner of ten percent (10%) or more of any class of securities; (c) any trust in which an officer, director, or employee of Centerplate has a substantial interest, or serves as trustee or in a similar fiduciary capacity; or (d) any relative of any officer, director, or employee of Centerplate who may significantly influence or be influenced by a business transaction with an organization of which he is an officer or director.

Related parties cannot be presumed to deal with one another at arm's length. Therefore, if any employee believes such a transaction exists or might occur that is other than at arm's length, full disclosure must be made to the Chief Legal and Talent Officer. These policies represent only a summary of certain policies contained in Centerplate's Human Resources Manual. Employees should consult the Human Resources Manual and/or Handbook in its entirety to fully comply with Company policy.

- Gaining a controlling interest or making a large personal investment in any small company

that does substantial business with the Company;

- Hiring, supervising or doing Company business with friends or relatives;
- Accepting payments, gifts or favors from firms or individuals doing business with the Company;
- Using Company resources in another business in which you, a friend or family member are involved; or
- Using Company time for outside activities.

C. Prohibition on Personal Loans to Directors and Executive Officers

The Sarbanes-Oxley Act of 2002 and Centerplate policy prohibit Centerplate from extending any personal loan or making any other extension of credit to its executive officers and directors, guaranteeing any indebtedness of its executive officers or directors, or arranging for any other party to make a loan or extend credit in any form to any of Centerplate's executive officers or directors. In addition, any existing personal loan or extension of credit made by Centerplate prior to the effective date of the Sarbanes-Oxley Act of 2002 to any executive officer or director may not be modified, amended, refinanced, or forgiven in any way.

- Certain transactions between Centerplate and its executive officers and directors, such as advancement of job relocation, travel, and other expenses by Centerplate to executive officers and directors, cashless exercises of options by executive officers and directors, and split-dollar life insurance policies issued to executive officers and directors may violate the Sarbanes-Oxley Act of 2002. Therefore, Centerplate policy prohibits these transactions unless they are approved in advance by Centerplate's Chief Legal and Talent Officer.

XI. CORPORATE OPPORTUNITIES

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

XII. USE OF COMPANY PROPERTY AND INFORMATION

A. Confidential Information and Media Relations 1. Confidential Information

All employees, officers and directors of the Company must maintain the confidentiality of confidential information entrusted to them by the Company or our suppliers or customers.

Confidential information includes all non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers, if disclosed. Information relating to trade secrets (such as secret processes, new products and other secret aspects of Centerplate's business) as well as lists of customers and suppliers are corporate assets which belong to Centerplate. They should not be used by employees, officers or directors for their own benefit or given to others, except in furtherance of Centerplate's businesses as directed by senior management. Care must be taken to avoid inadvertent as well as intentional disclosure of confidential information.

Employees, officers and directors may not discuss confidential matters in the presence or within hearing range of unauthorized persons, such as in elevators (even on Centerplate property), restaurants, taxis, airplanes, or other publicly accessible areas. Care

should be used when talking on cellular telephones or other means of communication that are not secure. Confidential information may not be discussed with family, relatives, or business or social acquaintances.

Information concerning Centerplate's business and financial condition, and information on any planned transaction, significant contract, change in management and similar matters, is also proprietary information of Centerplate. You may not reveal this information to the general public or to anyone who does not have a business reason to know this information. You should direct any questions as to whether it is appropriate to disclose information concerning Centerplate to the Chief Legal and Talent Officer.

Disclosures to the media should only be made through the Company's official spokesperson, as described below under "Media Relations Policy."

2. Media Relations Policy

Requests for information regarding the Company from television stations, newspapers, radio station and other media should be directed to the Company spokesperson. This policy is intended to assure that information about the Company is communicated properly and reported accurately and consistently in the media. You should not undertake to make any public disclosures about the Company except through the Company spokesperson.

Please refer to our media guidelines on the Company's internal website under "Public Relations Guidelines – Media Policy." Questions concerning the media relations policy should be directed to the designated Company spokesperson .

B. Trading in Company Securities

Insider trading is both illegal and unethical. Federal and state securities laws and Centerplate policy prohibit the buying or selling of securities on the basis of material, non-public information. In particular, the Insider Trading and Securities Fraud Enforcement Act of 1988 can subject anyone who trades in securities

on the basis of material non-public information to a \$1 million fine, treble damages, and a ten-year jail term. The purpose of this policy statement is to prevent our employees, officers and directors with access to material, non-public information from incurring liability under these laws and to emphasize the importance of strict adherence to their requirements.

This policy statement applies to each employee, officer and director of Centerplate. In addition, you are responsible for the compliance with this policy by your immediate family and persons residing in your household, as well as by anyone (including any entity) whose trades may be attributable to you.

Any employee, officer or director who violates this policy will be subject to disciplinary action up to and including immediate termination of employment.

1. Prohibition on Insider Trading

YOU MAY NOT TRADE IN OR PLEDGE ANY SECURITIES OF CENTERPLATE WHILE IN POSSESSION OF MATERIAL, NON-PUBLIC INFORMATION. Information is material if it would likely be considered significant by a reasonable investor in determining whether to buy, sell, or hold securities. Material information may be either good or bad and is not limited to financial information. Examples of information that may be considered material include earnings estimates, dividend policy changes or unusual dividends, possible acquisitions, sales of substantial assets or subsidiaries, winning a new large client contract or losing a large client contract, changes in management, research developments, and significant litigation or investigations by governmental bodies. In addition, it should be emphasized that material information does not have to relate to Centerplate's business. Information about the contents of a forthcoming publication in the financial press that is expected to affect the market price of a security could well be material.

Information that has not been generally disclosed to the public is "non-public." Information only becomes public when Centerplate makes an official announcement

(in a publicly accessible conference call, a press release, or a filing with the Securities and Exchange Commission, for example) and people have had the opportunity to see or hear it. As a general rule of thumb, you should not consider information to be “public” until two full business days after the information is announced by Centerplate. Information is not “public” just because it is the subject of rumors, even if those rumors are widely circulated.

2. Blackouts

At certain times, news of extreme sensitivity may be known by employees or groups of employees. In such cases, Centerplate may prohibit transactions involving Company securities by the employees or groups of employees, officers and directors who know the information. The adoption or discontinuance of a blackout, whether for a designated group or for all employees, officers or directors must be treated as material, non-public information and may not be disclosed to anyone.

3. Short Sales

Short sales of the Company’s securities are prohibited.

4. Other Companies

Your duty not to trade while in possession of material, non-public information extends to information about other public companies as well. For example, in the course of your employment you might learn of sensitive developments involving a customer or supplier. While the information you possess about the other company is non-public, you are prohibited from trading in that company’s stock. For these purposes, learning the information by accident in your job is no different from being informed because you need to know it in the performance of your job. An employee who tips information to a person who then trades is subject to the same penalties as the tippee, even if the employee did not trade and did not profit from the tippee’s trading. Even outside of your employment, if you are given a “tip” about insider news about any public company from someone who is under a duty not to disclose such information, you may become liable as a “tippee.”

5. Directors, Officers and Key Personnel

Directors of the Company, officers of the Company, employees who hold the title of Vice President and above, region and area controllers, and any other key personnel designated by the Chief Legal and Talent Officer, such as accounting department personnel with access to material, non-public information, as well as their immediate family members, persons residing in their households, and anyone (including entities) whose trades may be attributable to them (the “Executive Group”), face additional restrictions on trading activities. MEMBERS OF THE EXECUTIVE GROUP MAY NOT TRADE IN OR PLEDGE SECURITIES OF CENTERPLATE EXCEPT DURING TRADING WINDOWS AND AFTER RECEIVING PRIOR CLEARANCE. If you are a member of the Executive Group, before you trade in or pledge securities of Centerplate, you must request and receive prior clearance from either (1) Centerplate’s Chief Executive Officer and Chief Legal and Talent Officer; or (2) Centerplate’s Chief Financial Officer and Chief Legal and Talent Officer. A request for prior clearance should be submitted to the Chief Legal and Talent Officer at least two days in advance of the proposed transaction. The Chief Legal and Talent Officer and Chief Executive Officer and/or Chief Financial Officer will then determine whether the transaction may proceed.

Members of the Executive Group may trade in or pledge Centerplate securities only during certain “windows.” The window during which Executive Group members may, if prior clearance is granted, trade in or pledge Company securities begins on the third business day after the release of quarterly earnings and ends thirty days after such date. However, based on current developments, the Company reserves the right to close the window at an earlier time.

If you are a member of the Executive Group and you request and receive prior clearance for a transaction, you may execute the transaction within two business days after clearance is granted, but only if you are not in possession of material, non-public information. If for any reason the transaction is not executed within two

business days, you must obtain prior clearance again before executing the transaction.

If prior clearance is denied, the denial itself is likely material, non-public information for purposes of this policy statement.

6. Section 16 Reporting Persons

Directors, executive officers, and beneficial owners of more than 10% of a class of the Company's securities ("Section 16 Reporting Persons") must comply with Section 16 of the Securities Exchange Act of 1934 by filing, subject to certain limited exceptions, a Form 4 report with the Securities and Exchange Commission within two business days after executing a transaction, including purchases and sales, in Company securities. If a Section 16 Reporting Person buys or sells, or sells and buys, Centerplate securities within a six month period, he or she will be required to surrender any profit made or loss avoided to the Company.

C. Protection and Personal Use of Company Assets

All employees shall protect the Company's assets and ensure their efficient use. Theft, loss, misuse, carelessness and waste of assets have a direct impact on the Company's profitability. All Company assets, including computer equipment and software, shall be used for legitimate business purposes. The personal use of Company assets, such as telephones, without permission is prohibited.

D. Electronic Communications Policy

Centerplate's worldwide electronic communications networks are intended for Centerplate business use only. Misuse of these networks directly affects Centerplate's systems and ability to do business. The voicemail, e-mail and internet systems are considered Company property and are not the private property of any employee.

This policy applies to all employees and contractors using the Company's electronic communications systems, irrespective of the time of day or location of the employee.

Prohibited activities in which voicemail, e-mail, and Internet users may not engage include the following:

- Sending or forwarding chain letters, solicitations, or excessive personal messages;
- Creating, accessing, downloading or transmitting messages or images that might be considered inappropriate in the workplace, including, but not limited to, messages or images that are lewd, obscene or pornographic and messages or images that might be considered offensive or harassing due to their reference to race, sex, age, sexual orientation, marital preference, religion, national origin, physical or mental disability or other protected status;
- Using voicemail, e-mail or the Internet to harass, intimidate or annoy other persons, including co-workers;
- Using encryption devices and software that have not been expressly authorized by the Company;
- Opening e-mail messages from unknown or unidentified external sources. Such messages may contain computer viruses capable of causing substantial damage to the Company's computer system. Employees who receive messages from unrecognized external sources should contact the IT Help Desk at (864) 248-2026 immediately;
- Accessing non-business related websites; and
- Divulging confidential or proprietary information.

Confidentiality: The confidentiality of any message or other communication cannot be assumed. Even when a message is erased, it may still be possible to retrieve and read it. Also, Internet communications are public in nature. Centerplate information of a confidential nature should not be transmitted via the Internet.

Each employee is accountable for all activity that is performed under his or her user ID. Passwords are

considered highly confidential, and allowing a user ID to be used by any other person than the owner is prohibited.

Access, Monitoring and Surveillance: By accepting employment with the Company, employees consent to (a) the monitoring, printing, copying and/or deleting of any voicemail message, e-mail message or other electronic data prepared by the employee and (b) the Company's use of any such voicemail, e-mail or other electronic data as the Company deems appropriate. Employees acknowledge that the Company's ability and freedom to monitor, delete and otherwise take action with respect to employee voicemail, e-mail, Internet usage and other electronic data stored on Company equipment is necessary in order for the Company to protect itself, its business and its employees.

Software: Centerplate and third-party software may not be copied without specific authorization and may only be used to perform assigned responsibilities. All third-party software must be properly licensed. The license agreements for any third-party software may place various restrictions on the disclosure, use, and copying of software. Employees may not install software purchased personally on Centerplate equipment for use by co-workers or others.

E. Copyright Policy

Centerplate recognizes and respects intellectual property rights and Centerplate's legal obligations with respect to the Company's use of copyright-protected materials.

No employee, officer or director of Centerplate may reproduce any copyrighted work in print, video or electronic form in violation of the law. The easiest way to avoid any violation is to obtain express written permission of the copyright holder before reproducing the work. Works may be protected by copyright laws even if they are not registered and even if they do not carry the copyright symbol, ©.

Copyrighted works include, but are not limited to, printed articles from publications, TV and radio programs,

videotapes, music performances, photographs, training materials, manuals, documentation, software programs, databases and World Wide Web pages. In general, the laws that apply to printed materials are also applicable to visual and electronic media.

Questions concerning copyright procedures should be addressed to the Legal Department.

XIII.

GOVERNMENT INQUIRIES AND INVESTIGATIONS

Centerplate's business activities are in areas which may be the focus of written or oral inquiries or investigations by government agencies. The Company will cooperate fully with inquiries by government agencies consistent with the protection of the Company's legal rights and trade secrets. Employees, officers and directors must use care in responding to all governmental inquiries so that relevant and accurate information is furnished.

You should not offer any information or consent to an inspection of Company property, even if the request seems reasonable and routine to you, without appropriate authorization. The ramifications of a seemingly innocent inquiry can be complex and far-reaching when combined with facts unknown to you. The Legal Department should be consulted prior to taking action in all but the most routine circumstances.

XIV.

LITIGATION AND LEGAL PROCESS MATTERS

A. Legal Documents Received by the Company

All (i) complaints, (ii) subpoenas, (iii) notices of bankruptcy and (iv) tax liens should be date and time stamped upon receipt and forwarded immediately to the Chief Legal and Talent Officer. The Chief Legal and Talent Officer will report to the Chief Executive Officer and one member of the Board, when Centerplate receives service of process. All notices of garnishment and wage assignments should be date and time stamped upon receipt and forwarded immediately to the Payroll Department. In the case of insured claims,

copies should also be sent immediately to the Company's Risk Management Department. Employment claims made before any federal, state or local agency should be sent to the Human Resources and Legal Departments.

B. Retention of Legal Counsel

Only the Legal Department may retain outside counsel to work on Company matters. No employee outside the Legal Department may retain outside counsel on behalf of the Company.

XV.

CREATION AND RETENTION OF RECORDS

A. Policy

The Company's books, records and reports must be complete and accurate. Records must be retained, discarded or destroyed in accordance with applicable laws, regulations and the Company's policy described below. When Centerplate is aware of a specific impending claim or legal action, all such documents relating to the action shall be retained. Once litigation or a government investigation has commenced, the records retention policy with respect to any related documents shall be suspended and the destruction of any related records shall be determined by the Chief Legal and Talent Officer. Any failure to follow this policy must be reported to the Chief Legal and Talent Officer. Questions regarding whether a document should be retained should be directed to the Chief Legal and Talent Officer.

You should avoid the creation of inappropriate documents or e-mails that include exaggeration, derogatory remarks, legal conclusions, or other statements that might prove embarrassing or wrong when examined in the course of an audit or a regulatory or legal proceeding. Your e-mail, voicemail and other communications stored on the Company's equipment belong to the Company and may be retrieved and disclosed by the Company for business or legal purposes. The use of a password or code does not restrict the Company's right of access and review of electronic communications. (See the discussion of the

Company's Electronic Communications Policy above at Section XII. Use of Company Property and Information.)

B. Definitions and Retention Obligations

1. Legal requirements refer to a specific federal or state law that requires Centerplate to keep the records in question, or circumstances where the corporation otherwise has a legal obligation to preserve the records.
2. Auditing requirements refer to state and federal tax audits, particularly the federal government's review of corporate income tax returns. All records needed for tax audits are retained for "current plus 6 years," a period long enough to cover the statutory three-year limitation on the audit plus extensions which are often arranged by separate agreement. Accounting records should not be destroyed without clearance from the Tax Department.
3. Contractual requirements refer to contracts which require that certain records or documentation be maintained for 3 - 5 years. It is incumbent on all employees who have contractual obligations to retain documentation in accordance with the terms of those contracts.
4. Management requirements refer to the needs of corporate departments producing records of proprietary, technical, or economic value to future operations of the Company, e.g., contracts, market research and analysis or facilities engineering documents.
5. Examples
 - a. General corporate and shareholders' records should be kept permanently in a secure place. Similarly, documents establishing Company policies and certain related supporting materials should be kept permanently.
 - b. General business records should be retained for four years.

- c. Customer contracts and other contracts key to the business for the Company should be kept for ten years after expiration or termination of the contract (unless a particular contract specifies a longer retention period). Contracts for access to software or other licenses to use property should be kept for at least three years after the software has been removed from Company computers or the termination of the license. Purchase contracts should be retained for four years.
- d. With the exception of expired patent and trademark rights which should be retained for at least five years after final expiration, intellectual property records, especially permission to use intellectual property, should be retained permanently.
- e. All personnel records, including employee medical records, shall be maintained in their entirety during the tenure of an individual's employment and retained pursuant to the Records Retention Policy. Payroll and records to document compliance with wage and hour, overtime, equal pay and child labor compliance should be maintained pursuant to the Records and Retention Policy as should proof of compliance with immigration laws. Applications for employment by unsuccessful applicants and attendance records should be kept pursuant to the Records and Retention Policy. Personnel records should not be discarded without clearance from the Human Resources Department.
- f. Pension documents and supporting employee data (such as vouchers, worksheets, receipts and applicable corporate records) must be retained for a minimum of six years after the filing date of the related document under ERISA. Copies of all retirement, pension and welfare

benefit plans should be kept permanently and supporting records on service and eligibility should also be maintained permanently.

- g. Correspondence and internal memoranda should be retained for the periods described below:
 - (i) 30 days – unimportant letters, notes and form letters that require no follow-up; copies of material for which there is another copy;
 - (ii) 360 days – a temporary file for general inquiry letters following a reasonable period after the cycle of correspondence is completed; letters requesting specific action, but that have no further use after the action is taken; similar letters that cease to have value within a short period;
 - (iii) 60 months – other correspondence that relates to the business enterprise, such as reports on expense accounts, explanations of Company policy, collection letters, letters to customers that may be referred to in the future, and similar correspondence and notes;
 - (iv) Indefinitely or life of related principal documents – letters that relate to a contract that may be useful in clarifying certain issues; letters denying liability; correspondence and notes that might be required to be produced to prove or enforce a right or disprove a liability.

C. Confidential Records

All confidential and proprietary documents should be clearly marked as such. The distribution of these documents should be restricted to persons on a need to know basis.

D. E-Mail Retention Policy

Employees should routinely delete unnecessary e-mail and annually purge all e-mail which fall outside the retention requirements set forth above.

XVI.

POLICY AGAINST SUBSTANCE ABUSE

A. Purpose of Policy

It is Centerplate's intent to maintain a workplace free of drugs and alcohol and to discourage drug and alcohol abuse by its employees. Centerplate has a vital interest in maintaining safe and efficient working conditions for its employees. Substance abuse is incompatible with health, safety, efficiency and success at the Company. Employees who are under the influence of a drug or alcohol on the job compromise the Company's interests, endanger their own health and safety and the health and safety of others, and can cause a loss of efficiency and productivity or a disruptive working environment.

To further its interests in avoiding accidents, to promote and maintain safe and efficient working conditions for its employees and to protect its business, property and operations, the Company has established this policy concerning the use of alcohol and drugs. As a condition of employment and continued employment with the Company, employees must abide by this policy.

B. Application of Policy

The policy against substance abuse applies wherever the interests of the Company may be adversely affected, including any time an employee is (a) on Company premises; (b) conducting or performing Company business, regardless of location; or (c) responsible for the safety of others. An employee that is on prescribed or over-the-counter medication should use extra care while at work in order to protect the health and safety of those around him or her.

C. Prohibited Acts

The following acts are prohibited and will subject an employee to discharge:

- **Alcohol:** Being under the influence of alcohol or engaging in the unauthorized use, possession, purchase, sale, manufacture, distribution, transportation or dispensation of alcohol.
- **Illegal Drugs:** Use, possession, purchase, sale, manufacture, distribution, transportation or dispensation of any illegal drugs; or being under the influence of any illegal drug.
- **Legal Drugs:** Abuse of any legal drug; purchase, sale, manufacture, distribution, transportation, dispensation or possession of any legal prescription drug in a manner inconsistent with law; or working while impaired by the use of a legal drug whenever such impairment might endanger employee safety, pose a risk to Company property or substantially interfere with an employee's job performance or the efficient operation of the Company's business.

D. Disciplinary Action and Drug Testing

A violation of this policy may, in Centerplate's sole and exclusive discretion, result in disciplinary action up to and including immediate termination of employment. Subject to and in conformance with applicable law, Centerplate reserves the right to require testing for drugs by urinalysis or other drug tests of any employee or applicant for employment at any time.

XVII.

OTHER OFFENSES

A. Possession of Firearms

Employees (whose job description does not require the carrying of firearms to perform their function) are prohibited from possessing firearms on any location at which Centerplate does business. General Managers are responsible for the enforcement of this policy and are to report any infraction to their immediate supervisor

and the Chief Legal and Talent Officer or the Vice President of Human Resources.

B. Gambling

Gambling is not permitted on Company premises, at Company facilities or when conducting or performing Company business, regardless of location.

C. Money Laundering

1. Reason for Policy

It is a crime to engage knowingly in a commercial or financial transaction of any amount involving the proceeds of any criminal activity. For the purpose of these statutes, “knowledge” may be established by proving that the person was “willfully blind” or “deliberately indifferent” to the existence of the activity or the source of the funds.

2. “Know-Your-Customer”

Requirements and Red Flag Indicators

The single most important element in not becoming involved, directly or indirectly, in money laundering is to “Know Your Customer.” Prior to establishing a relationship with or concluding a transaction with a prospective customer, Centerplate must obtain proper identification, good references and sufficient information about the customer appropriate to the circumstances to be able to assess its legitimacy and the legitimacy of the funds to be used to pay Centerplate. Local managers will have primary responsibility for this due diligence.

The following are “Know-Your-Customer” red flags:

- The customer refuses or is reluctant to provide all the required information, or the information is inconsistent or suspicious in nature;
- The customer’s legitimacy is questionable: e.g., no letterhead, third party fax number, irregular business hours, company address is the same as the home address of the principal;
- The customer resists Centerplate’s payment terms and forms of payment or requests unusual methods of payment or financial terms or other departures from this policy; or

- The customer appears unconcerned about negotiating price levels or determining the suitability of services to its needs.

Centerplate employees shall not give any advice or assistance to customers regarding structuring transactions to avoid currency reporting requirements, nor shall they assist in exchanging currency unless with an authorized bank. If an employee has reason to believe that a prospective or existing customer is involved in narcotics trafficking, money laundering or other criminal activities, or if any of the red flags described above appear at any time, the matter must be immediately reported to the Chief Financial Officer.

3. Acceptable Forms of Payment

The following forms of payment are acceptable, if they are in the full amount of the invoice (adjusted for any debit memos, if appropriate):

- A wire transfer, electronic funds transfer or bank draft from or through an approved bank so long as an invoice number appears, the customer is the originator of the wire and the transfer is coordinated through the Cash Management Department.
- A customer company check drawn in a company account where the name of the customer is imprinted on the check.
- A single personal check, provided the “Know-Your-Customer” requirements have been satisfied.
- Third party checks from approved payment sources (e.g., payment agencies and affiliated payment companies).
- A single cashiers check in situations where payment is being received at the same time the goods and services are being provided.

4. Unacceptable Forms of Payment

Currency may not be accepted under any circumstances (unless approved by the Chief Financial Officer). In the

event that a customer offers to pay in currency (and such payment has not been approved in advance), the Centerplate employee must refuse to accept the currency.

- Payments over \$10,000 from outside the United States, multiple money order bearer instruments and checks with the payee's name left blank are also not acceptable.

If an unacceptable form of payment is inadvertently received or accepted by mistake, the Chief Financial Officer must be notified prior to depositing the payment.

Severe criminal and civil penalties may be imposed against corporations and their officers, directors, employees and customers for violating the anti-money laundering statutes.

Centerplate and its employees must avoid being used by money launderers to dispose of or hide the source, ownership or control of illicit funds. Employees should consult Centerplate's Written Procedures for Handling Cash in its entirety to fully comply with Company policy with respect to unacceptable forms of payment.

XVIII. ENVIRONMENT

Consistent with Centerplate's policy of full compliance with all laws and regulations governing its operations, it is emphasized that employees of all of Centerplate's operations are to comply with all applicable environmental, health and safety laws and regulations governing the Company's business. In this regard, each employee is to comply fully with the Company's directed administrative and operational standards as they relate to applicable environmental, health and safety laws and regulations, including OSHA. In the absence of clearly defined environmental, health and safety laws, regulations or standards, employees are to seek guidance from their immediate supervisor.

It is the obligation of each employee to promptly report breaches of the foregoing policy to his or her immediate

supervisor, and, in those cases where to do so would compromise the reporting employee, or where the supervisor fails to act, reports are to be made to any member of the Corporate Compliance Committee.

A. Environmental Policy

Centerplate's environmental policy requires that:

- Centerplate commit to conducting all its business in an environmentally sound and cost-effective manner protective of human health and the environment.
- Centerplate foster a corporate culture open and sensitive to environmental matters and complies with all applicable regulations and requirements.
- Centerplate ensure that all employees with duties affecting management and operation of its facilities have the necessary information, resources and training for informed environmental decision-making.

B. Distribution of Food and Liquor

Centerplate facilities are subject to periodic inspection by federal, state and local authorities to ensure regulatory compliance. Centerplate must meet FDA standards relating to handling, preparation and delivery of food. Where alcoholic beverages are served, Centerplate is subject to "Dram Shop" statutes that generally provide that serving alcohol to an intoxicated person or minor patron is a violation of law. General Managers in each facility must ensure compliance with all applicable laws and regulations relating to these matters and must also ensure that liquor licenses are properly maintained.

XIX.

FAILURE TO COMPLY; WAIVER

A failure by any employee, officer or director to comply with the laws or regulations governing the Company's business, the Guide or any other Company policy or

requirement may result in disciplinary action, up to and including immediate termination of employment and, if warranted, may subject the employee, officer or director to legal proceedings.

Only the Board of Directors or a designated committee of the Board of Directors may waive application of any part of this Guide to Centerplate's principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions), Chief Legal and Talent Officer or any director. In the event that a waiver is granted to any of these persons, Centerplate will promptly disclose the waiver. Only the Corporate Compliance Committee may waive application of this Guide to any other employee of Centerplate. A waiver will be granted only if a determination is made that the waiver is appropriate and after implementation of any controls that are necessary or appropriate to protect Centerplate.

XX.

DISCLOSURE AND ANNUAL CERTIFICATION

All employees, officers and directors to whom this Guide to Business Conduct is distributed must certify at least once a year, by execution of the Disclosure and Annual Certificate of Compliance attached to this booklet and delivery thereof to the Human Resources Department, that they have recently read this booklet and are complying with all Centerplate policies contained herein.

Employees, officers and directors who fail to timely disclose reportable interests or relationships, who knowingly make a false report, who condone improper conduct by failing to report the activities of other employees which violate the principles of this Guide to Business Conduct, or who themselves fail to comply with Company policies, shall be subject to disciplinary action, up to and including immediate termination of employment.

XXI. SPEAK UP!

We at Centerplate are committed to the highest standards of business conduct. All employees, officers and directors must report violations of laws, rules, regulations, this Guide or of Company policy. Additionally, any employee who is in doubt about the best course of action in a particular situation should seek guidance from the Company. If employees do not believe it appropriate or are not comfortable approaching their supervisors or superiors about their concerns or complaints, then they may contact:

- the Human Resources Department,
- the Corporate Compliance Committee, or
- The Network, Inc.
Call Toll Free 1-800-241-5689
Anytime from any location
You DO NOT have to give your name.

The members of the Corporate Compliance Committee are:

Chief Legal and Talent Officer: Keith B.W. King
Telephone: 203-975-5906
E-mail: keith.king@centerplate.com

Executive Vice President of Operations: Sal Ferrulo
Telephone: 305-614-7575
E-mail: sal.ferrulo@centerplate.com

Vice President and Area Controller: Ed Arwine
Telephone: 904-386-5285
E-mail: edward.arwine@centerplate.com

Vice President of Human Resources: David Winarski
Telephone: 864-248-2091
E-mail: david.winarski@centerplate.com

Vice President of Internal Audit and
Compliance Committee Secretary: Bob Paoletti
Telephone: (203) 559-7925
E-mail: bob.paoletti@centerplate.com

All communications, including your calls, detailed notes, and/or e-mails, will be appropriately investigated, and kept as confidential as possible.

A separate reporting procedure is available for the confidential and anonymous submission of concerns that you may have regarding questionable accounting or auditing matters or internal controls or if you wish to seek guidance. Any such concerns may be reported by contacting:

The Audit Committee of the Board of Directors:
Telephone: 1-888-673-9257

The Audit Committee will oversee any investigation of matters reported through this procedure.

No employee acting in good faith will be subject to discipline for providing information concerning suspected violations of law or Company policy.



Centerplate

**DISCLOSURE AND ANNUAL
CERTIFICATE OF COMPLIANCE**

Care of: Human Resources
Centerplate
1 Independence Pointe, Suite 305
Greenville, SC 29615

I hereby advise the Corporate Compliance Committee that:

1. I have received and read a copy of Centerplate's printed booklet entitled "Guide to Business Conduct."
2. I understand that every employee, officer and director is required to comply with the policies set forth in the Guide.
3. When I have a concern about a possible violation of the Guide, I will report the concern to a manager or the Corporate Compliance Committee or I will call the helpline at 1-800-241-5689.
4. I understand that failure to comply with the Guide will subject me to disciplinary action up to and including immediate termination of employment.

Very truly yours,

Signature: _____

Employee Name: _____

Position: _____

Location: _____

Date: _____



Centerplate

1 Independence Pointe, Suite 205

Greenville, SC 29615

Telephone: 864.248.2000

Email: hr.department@centerplate.com