

## **Code of Ethics and Standards of Conduct**

The Boston Red Sox and FSM (the “Club and FSM”, the “Club or FSM”) has adopted this Code of Ethics and Standards of Conduct (the “Code”) in an effort to uphold its corporate culture, which is committed to honest business practices and high standards of personal conduct. The Club and FSM seeks to ensure that the organization and its employees continue to operate ethically in the business community by instituting this formal Code.

The Club and FSM expects that its employees will continue to adhere to the highest ethical business practices and standards of conduct and avoid conflicts of interest. An employee’s conduct toward customers, contractors, vendors, suppliers, government employees, public entities, public officials, and other employees should reflect the highest standards of honesty, integrity and fairness. Employees should also hold paramount the safety, health and welfare of the public, and the Club’s/FSM’s customers, vendors, suppliers and other employees. Employees are expected to exercise good judgment in their business relationships within the Club and FSM and with all customers, contractors, vendors, suppliers, and government officials.

Employees are expected to adhere to the standards of ethical business practices and personal conduct set forth in this Code and to avoid circumstances that might create the appearance of impropriety or damage the Club’s or FSM’s reputation for high ethical standards and business practices. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as scrupulous regard for the highest standards of conduct and personal integrity.

### **Standards of Conduct**

Specific standards of conduct include, but are not limited to the following:

- An employee must comply fully with all applicable laws and regulations when performing his or her duties.
- All purchases, contracts for service, and subcontracts entered into by the Club or FSM will be made exclusively on the basis of price, quantity, service and ability to meet the Club and FSM standards and needs, including participation in the Diverse Business Partners Initiative sponsored by Major League Baseball. Every effort must be made to institute and maintain honest and ethical relationships with all vendors, contractors, suppliers and subcontractors.
- The Club’s and FSM’s policy is to abide by all laws and regulations governing the receipt of gifts by officials and employees of all federal, state and local governmental entities. No employee, director, or agent of the Club or FSM may suggest, offer, or make, directly or indirectly, any illegal or improper payment to any public official in the performance of his or her duties for the Club or FSM.

- This prohibition includes refraining from improperly providing entertainment, meals, and other benefits. Employees, directors, and agents are prohibited from suggesting, offering, or giving any gift or gratuity to any government official except those permitted by law. It is the Club and FSM policy not to make political contributions to any candidate or public official while the Club and FSM is negotiating or contracting with a municipality, governmental department or agency with respect to which the candidate or public official is associated. Given the ongoing nature of the relationship between the Club and FSM and the City of Boston, it is our policy not to make any political contributions to any candidate or public official for the City of Boston.
- We recognize that from time to time the Club and FSM will be asked to assist in fundraising efforts on behalf of political candidates. These requests might take the form of hosting a fundraiser at a particular ballgame or before or after a ballgame at the ballpark. It is the policy of the Club and FSM to permit any candidate to request to host a fundraising event at Fenway Park. The facility may be rented to the candidate or committee at the discretion of the Club and FSM pursuant to established fee structures.
- The Club and FSM policy is to comply fully with Generally Accepted Accounting Principles. No false or misleading entries may be intentionally made in any Club or FSM book, record, and/or report, including, but not limited to, cash disbursement journals, cash receipts, payroll records, contracts, and invoices.
- Employees must avoid situations where their personal interests could conflict with interests of the Club and FSM. Conflicts of interest arise when an employee's personal interest is inconsistent with the Club's business and ethical interests or when a work or other situation could lead to an employee compromising his or her responsibilities to the Club and FSM.
  - Employees must disclose to their supervisor and to the Club's or FSM's legal counsel any interest or activity that may appear to present a conflict of interest. For example, employees must disclose any personal or family business relationships they have with a vendor or supplier with whom they interact on behalf of the Club or FSM; and must disclose their role as a director, officer or consultant with any company or organization that does business with or requests funds or support from the Club or FSM.
  - Employees must not enter into any work relationship with a player or their family members (i.e. babysitting) outside of what the Club or FSM has specifically asked them to do without getting approval from his/her department head. Full-time employees especially are discouraged from entering into these type of work relationships as they have the potential for creating an actual or perceived conflict of interest.
- Employees must not take advantage of their position with the Club or FSM in order to seek player, manager, or coaches' autographs, photographs or team equipment for personal use or profit. Unless an employee's job duties dictate otherwise, employees may not solicit such items. Employees may request these items for charitable donations through the Red Sox Foundation and Community Relations Department.
- Permission to issue tickets, parking passes or credentials to a public official for any Red Sox baseball game or Club or FSM event must have the prior approval of one of the following individuals. Public official is defined as any official who files a Statement of Economic Interest Form (Form 700) at the close of the calendar year.

- Samuel Kennedy, Club President & CEO
  - Ed Weiss, Executive Vice President/FSG Corporate Strategy and General Counsel
  - David Beeston, Executive Vice President/Chief Strategy Officer
  - David Friedman, Senior Vice President/Legal and Government Affairs & Special Counsel, FSG
- Employees must not accept any gift or gratuity of substantial value from any person or entity doing business or seeking to do business with the Club without prior disclosure to and approval of the President.
  - Employees must not be dishonest, including false reporting of expenses.
  - Employees must not commit theft, intentional concealment or unauthorized removal of any Club or FSM property or the property of another employee, customer or visitor from Club or FSM premises.
  - Employees must not commit malicious or willful destruction or damage to Club or FSM property or supplies or to the property of another employee, customer or visitor.
  - Employees must not obtain employment or employee benefits by giving false or misleading information; falsify or omit any material information on documents or records, including, but not limited to, employment applications, personnel records, company reports, benefit claims, or timekeeping.
  - Employees must not engage in insubordination, including improper conduct toward a supervisor or refuse to perform tasks assigned by a supervisor.
  - Employees must not assault, threaten, use abusive language and/or engage in a fight on Club or premises, regardless of who initiated the altercation.
  - Employees must not harass, threaten, intimidate or coerce another employee, a customer or members of the public at any time.
  - Employees must not exhibit indecent behavior or engage in disorderly conduct.
  - Employees must refrain from using offensive language or any form of hate speech.
  - Employees must not violate any safety, health, or security policy, rule or procedure of the Club or FSM.
  - Employees must not bring or possess firearms, weapons or other hazardous or dangerous devices or substances on Club or FSM property without proper authorization.
  - Employees must not possess, use, sell or distribute illegal drugs on Club property or while conducting Club or FSM business. Employees are also prohibited from reporting for work or working under the influence of alcohol, marijuana, illegal drugs or prescription drugs without medical authorization. Upon request, the Club or FSM will consider exempting an employee's off-duty medical marijuana use pursuant to Massachusetts law from this rule.
  - Employees must not plead guilty or no contest to or be convicted of any crime other than a minor misdemeanor.
  - Employees must not cause unauthorized disclosure or use any confidential information about the Club or FSM or its customers or any trade secrets learned through employment with the Club or FSM.

- Employees must return to work on a timely basis after the termination of an approved leave of absence.
- Employees must observe the terms and conditions of all software agreements and licenses to which the Club may be a party, including the unauthorized use of software on the Club's or FSM's computers.
- Employees must not commit a fraudulent act, dishonest act, breach of trust, or violate the duty of loyalty to the Club or FSM in any circumstances.
- Employees must not cause the unauthorized use of the Club's or FSM's equipment and property.
- Employees must not violate any Club or FSM policy, procedure or directive, including any of the policies described in this Handbook, as revised from time to time.

Club and FSM employees are expected to conduct themselves at all times, even during non-work hours, in a manner that does not adversely affect their or any other employee's job performance or negatively reflect on the Club or FSM. Any conduct that is not listed, but that is unprofessional or potentially embarrassing to the Club or FSM, adversely affects or is otherwise detrimental to the Club's or FSM's interests or the interests of its employees, customers or the public at large, may be subject to disciplinary action. This is not intended to limit certain legal rights under the NLRA or complaints about unlawful harassment or discrimination.

The Club or FSM will administer disciplinary action, including verbal and/or written warnings, suspension and/or dismissal as it deems necessary. Under appropriate circumstances, suspension (with or without pay) or immediate dismissal may be warranted without a warning. This listing of offenses does not alter the at-will nature of employment with the Club or FSM; the Club or FSM may terminate your employment at any time without cause and without notice.

Employees are encouraged to ask for advice, raise an ethics concern or report a possible violation by contacting their supervisor, the Human Resources Department or the Club's or FSM's Legal Counsel. The Club and FSM prohibits retaliation and/or retribution against any person who in good faith reports an ethical concern.