

ZeniMax Media Inc.

US Employee Handbook

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FORWARD

This Handbook is intended to provide employees with a general understanding of our policies and procedures and an overview of the benefits provided by ZeniMax Media Inc. ("ZeniMax" or the "Company"). For specific information about employee benefits, you should refer to the plan documents, which are controlling. Employees are encouraged to familiarize themselves with the contents of this Handbook, for it will answer many common questions concerning employment with ZeniMax. This Handbook, however, cannot anticipate every situation or answer every question about employment. ZeniMax reserves the right to interpret and administer the provisions of this Handbook as needed. It is not an employment contract and is not intended to create contractual obligations of any kind. Rather, it is intended to describe ZeniMax's present policies and procedures. These policies and procedures may and likely will be changed from time to time, as ZeniMax deems appropriate.

The policies, procedures and/or benefits described in this Handbook are subject to modification, amendment, deletion, or further development in light of experience, changes in circumstances, or as the Company may otherwise determine to be appropriate. However, oral statements or representations cannot supplement, change or modify the provisions in this Handbook. All such changes from the policies, procedures and/or benefits stated herein must be authorized by the Chief Executive Officer of the Company. The Chief Executive Officer may permit exceptions to these policies as determined to be appropriate. Generally, information concerning improvements, changes, amendments, deletions and/or modifications made to this Handbook will be brought to your attention. There may be occasions, however, where a policy is modified, altered, changed, or eliminated before employees are made aware of such changes.

This Handbook supersedes all prior versions published or distributed by ZeniMax and all inconsistent oral or written statements.

Each employee should read and become familiar with the information contained in this Handbook. Failure to comply with ZeniMax's policies or procedures may result in discipline, up to and including termination.

NOTHING IN THIS HANDBOOK NOR ANY OTHER COMMUNICATION BY A ZENIMAX REPRESENTATIVE OR ANY OTHER EMPLOYEE, WHETHER ORAL OR WRITTEN, IS INTENDED TO IN ANY WAY CREATE A CONTRACT OF EMPLOYMENT. UNLESS I HAVE A WRITTEN EMPLOYMENT AGREEMENT SIGNED BY AN AUTHORIZED ZENIMAX REPRESENTATIVE, I AM EMPLOYED AT WILL AND NOTHING IN THIS HANDBOOK CAN BE CONSTRUED TO CONTRADICT, LIMIT OR OTHERWISE AFFECT MY RIGHT OR ZENIMAX'S RIGHT TO TERMINATE THE EMPLOYMENT RELATIONSHIP AT ANY TIME WITH OR WITHOUT NOTICE OR CAUSE. IF I HAVE A WRITTEN EMPLOYMENT AGREEMENT SIGNED BY AN AUTHORIZED ZENIMAX REPRESENTATIVE AND A PROVISION OF THIS HANDBOOK CONFLICTS WITH THE TERMS OF MY EMPLOYMENT AGREEMENT, I UNDERSTAND THAT THE TERMS OF MY EMPLOYMENT AGREEMENT WILL PREVAIL.

100 DIVERSITY

101 Equal Employment Opportunity Policy

ZeniMax is an equal opportunity employer and complies with all applicable federal, state and local fair employment practices laws. In order to provide equal employment and advancement opportunities to all individuals, employment decisions at ZeniMax will be based on merit, qualifications, and abilities. ZeniMax strictly prohibits and does not tolerate discrimination against employees, applicants or any other covered persons because of race, color, religion, creed, national origin or ancestry, ethnicity, sex, gender (including gender nonconformity and status as a transgender or transsexual individual), sexual orientation, marital status, age, physical or mental disability, citizenship, past, current or prospective service in the uniformed services, genetic information, or any other characteristic protected under applicable federal, state or local law. All ZeniMax employees are prohibited from engaging in unlawful discrimination. This policy applies to all terms and conditions of employment, including, but not limited to, hiring, training, promotion, discipline, compensation, benefits and termination of employment.

Complaint Procedure. If you are subjected to any conduct that you believe violates this policy, you must promptly speak to, write or otherwise contact your direct supervisor or, if the conduct involves your direct supervisor, immediately inform Human Resources. If you do not receive a satisfactory response, you must submit a written complaint to the Executive Vice President of Legal Affairs at 1370 Piccard Drive, Rockville, MD, 20850.

Your complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. ZeniMax will investigate the facts and circumstances of all claims of perceived discrimination and will take prompt corrective action, if appropriate.

Additionally, any manager or supervisor who observes discriminatory conduct should report the conduct to the Human Resources Department so that an investigation can be made and corrective action taken, if appropriate.

No Retaliation. No one will be subject to, and ZeniMax prohibits, any form of discipline, reprisal, intimidation or retaliation for good faith reporting of incidents of discrimination of any kind, pursuing any discrimination claim or cooperating in related investigations.

ZeniMax is committed to enforcing this policy against all forms of discrimination. However, the effectiveness of our efforts depends largely on employees telling us about inappropriate workplace conduct. If employees feel that they or someone else may have been subjected to conduct that violates this policy, they should report it immediately. If employees do not report discriminatory conduct, ZeniMax may not become aware of a possible violation of this policy and may not be able to take appropriate corrective action.

Violations of this Policy. Any employee, regardless of position or title, whom ZeniMax determines has subjected an individual to discrimination or retaliation or has otherwise violated this policy, will be subject to discipline, up to and including termination of employment.

Administration of this Policy. The Human Resources Department is responsible for the administration of this policy. If you have any questions regarding this policy or questions about discrimination, accommodations or retaliation that are not addressed in this policy, please contact the Human Resources Department.

102 Disability Accommodations Policy

ZeniMax complies with the Americans with Disabilities Act (ADA), as amended, and all applicable state or local law, ensuring equal opportunity in compensation, terms, conditions, or privileges of employment for qualified persons with disabilities. All employment practices and activities are conducted on a non-discriminatory basis. ZeniMax also does not discriminate against any qualified employees or applicants because they are related to or associated with a person with a disability. ZeniMax will follow any state or local

law that provides individuals with disabilities greater protection than the ADA. Consistent with those requirements, ZeniMax will reasonably accommodate a qualified individual with a disability if such accommodation would allow the individual to perform the essential functions of his/her job, unless doing so would create an undue hardship for the Company. If you believe that you require an accommodation, refer any such request to the Human Resources Department.

Requesting a Reasonable Accommodation. If you believe you need an accommodation because of your disability, you are responsible for requesting a Reasonable Accommodation Form from the Human Resources Department. You will be required to provide relevant information such as:

- A description of the accommodation you are requesting.
- The reason you need an accommodation.
- How the accommodation will help you perform the essential functions of your job.

Medical Information. ZeniMax may ask you to provide supporting documentation from your treating physician showing that you have a disability within the meaning of the ADA and applicable state or local laws, and that your disability necessitates a reasonable accommodation. If the information provided in response to this request is insufficient, ZeniMax may require that you see a health care professional of the Company's choosing, at the Company's expense. In those cases, if you fail to provide the requested information or see the designated health care professional, your request for an accommodation may be denied.

ZeniMax will keep confidential any medical information that it obtains in connection with your request for a reasonable accommodation.

Determinations. ZeniMax makes determinations about reasonable accommodations on a case-by-case basis considering various factors and based on an individualized assessment in each situation. ZeniMax strives to make determinations on reasonable accommodation requests expeditiously, and will inform the individual once a determination has been made. If you have any questions about a reasonable accommodation request you made, please contact the Human Resources Department.

No Retaliation. Individuals will not be retaliated against for requesting an accommodation in good faith. ZeniMax expressly prohibits any form of discipline, reprisal, intimidation or retaliation against any individual for requesting an accommodation in good faith.

ZeniMax is committed to enforcing this policy and prohibiting retaliation against employees and applicants who request an accommodation in good faith. However, the effectiveness of our efforts depends largely on individuals telling us about inappropriate workplace conduct. If employees or applicants feel that they or someone else may have been subjected to conduct that violates this policy, they should report it immediately to the Human Resources Department. If employees do not report retaliatory conduct, ZeniMax may not become aware of a possible violation of this policy and may not be able to take appropriate corrective action.

103 Accommodation of Pregnancy

ZeniMax also provides reasonable accommodations and/or leave for a disability caused or contributed to by pregnancy. Requests for accommodations and/or leave for a disability caused or contributed to by pregnancy should be submitted to the Human Resources Department and will be handled using the same procedures as other forms of accommodation requests and may include a request for certification by an employee's healthcare provider.

104 Genetic Information

ZeniMax is committed to complying with the Genetic Information Nondiscrimination Act of 2008 (GINA), which prohibits employers and other entities from requesting or requiring genetic information of an individual or family member of the individual, except as specifically allowed by law. Accordingly, ZeniMax asks that all employees refrain from providing any genetic information when responding to requests 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 service. GINA does not prohibit ZeniMax from acquiring medical information that is not genetic information about an employee's manifested disease, disorder, or pathological condition. To the extent the employee is seeking FMLA leave to care for a family member, and in certain other situations where ZeniMax is entitled to medical information, GINA specifically allows an employer to request and receive information about the health condition of a family member to substantiate the need for leave.

105 Sexual and Other Unlawful Harassment

ZeniMax strictly prohibits and does not tolerate unlawful harassment against employees or any other covered persons because of race, religion, creed, national origin, ancestry, sex, gender (including gender nonconformity and status as a transgender or transsexual individual), marital status, sexual orientation, age, physical or mental disability, citizenship, genetic information, past, current or prospective service in the uniformed services, or any other characteristic protected under applicable federal, state or local law.

Sexual Harassment. All ZeniMax employees, other workers and representatives (including customers and visitors) are prohibited from harassing employees and other covered persons based on that individual's sex or gender (including that individual's status as a transgender or transsexual individual) and regardless of the harasser's sex or gender.

Sexual harassment means any harassment based on someone's sex or gender. It includes harassment that is not sexual in nature (for example, offensive remarks about an individual's sex or gender), as well as any unwelcome sexual advances or requests for sexual favors or any other conduct of a sexual nature, when any of the following is true:

- Submission to the advance, request or conduct is made either explicitly or implicitly a term or condition of employment.
- Submission to or rejection of the advance, request or conduct is used as a basis for employment decisions.
- Such advances, requests or conduct have the purpose or effect of substantially or unreasonably interfering with an employee's work performance by creating an intimidating, hostile or offensive work environment.

ZeniMax will not tolerate any form of sexual harassment, regardless of whether it is:

- Verbal (for example, epithets, derogatory statements, slurs, sexually-related comments or jokes, unwelcome sexual advances or requests for sexual favors).
- Physical (for example, assault or inappropriate physical contact).
- Visual (for example, displaying sexually suggestive posters cartoons or drawings, sending inappropriate adult-themed gifts, leering or making sexual gestures).

This list is illustrative only, and not exhaustive. No form of sexual harassment will be tolerated. Harassment is prohibited both at the workplace and at employer-sponsored events.

Other Types of Harassment. ZeniMax's anti-harassment policy applies equally to harassment based on an employee's race, religion, creed, national origin, ancestry, age, marital status, sexual orientation, physical or mental disability, citizenship, genetic information, past, present or prospective service in the uniformed services, or any other characteristic protected under applicable federal, state or local law.

Such harassment often takes a similar form to sexual harassment and includes harassment that is:

- Verbal (for example, epithets, derogatory statements, slurs, derogatory comments or jokes).
- Physical (for example, assault or inappropriate physical contact).

- Visual (for example, displaying derogatory posters, cartoons, drawings or making derogatory gestures).

This list is illustrative only, and not exhaustive. No form of harassment will be tolerated. Harassment is prohibited both at the workplace and at employer-sponsored events.

Complaint Procedure. If you witness or you are subjected to any conduct that you believe violates this policy, you must immediately speak to, write or otherwise contact the Human Resources Department. If you do not receive a satisfactory response, you must submit a written complaint to the Executive Vice President of Legal Affairs at 1370 Piccard Drive, Rockville, MD, 20850.

Your complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. ZeniMax will promptly, directly and thoroughly investigate the facts and circumstances of all claims of perceived harassment and will take prompt corrective action, if appropriate. Investigations will be conducted confidentially, to the extent reasonably possible.

Additionally, any manager or supervisor who observes harassing conduct must report the conduct to the Human Resources Department so that an investigation can be made and corrective action taken, if appropriate. Any manager or supervisor who knows about the discrimination or harassment and takes no action to stop it may be disciplined.

No Retaliation. No one will be subject to, and ZeniMax prohibits, any form of discipline, reprisal, intimidation or retaliation for good faith reporting of incidents of harassment of any kind, pursuing any harassment claim or cooperating in related investigations conducted by ZeniMax or by a federal or state enforcement agency. Any attempt at retaliation will be subject to appropriate disciplinary action, up to and including termination of employment.

ZeniMax is committed to enforcing this policy against all forms of harassment. However, the effectiveness of our efforts depends largely on employees telling us about inappropriate workplace conduct. If employees feel that they or someone else may have been subjected to conduct that violates this policy, they should report it immediately. If employees do not report harassing conduct, ZeniMax may not become aware of a possible violation of this policy and may not be able to take appropriate corrective action.

Violations of this Policy. Any employee, regardless of position or title, whom the Human Resources Department determines has subjected an individual to harassment or retaliation in violation of this policy, will be subject to discipline, up to and including termination of employment.

Conduct Not Prohibited by this Policy. This policy is not intended to preclude or dissuade employees from engaging in activities protected by state or federal law, including the National Labor Relations Act such as discussing wages, benefits or terms and conditions of employment, forming, joining or supporting labor unions, bargaining collectively through representatives of their choosing, raising complaints about working conditions for their and their fellow employees' mutual aid or protection or legally required activities.

200 EMPLOYMENT

201 Employee Classification

It is the intent of ZeniMax to clarify the definitions of employment classifications so that employees understand their employment status and benefit eligibility. These classifications do not guarantee employment for any specified period of time. ZeniMax categorizes all employees according to federal and state regulations as follows:

- **Non-Exempt Employees** are entitled to overtime pay at a rate of one and one-half times their regular rate of pay for all hours worked over 40 in one workweek, as required by applicable federal and state law.
- **Exempt Employees** are paid a fixed salary regardless of the hours worked and are not entitled to overtime pay or minimum wage.

In addition, each worker will belong to one of the following employment categories for purposes of designating an employee's employment status and benefits eligibility. These classifications are used for personnel administration and related payroll transactions and do not guarantee employment for any specified period of time:

- **Regular Full-Time** employees are regularly scheduled to work at least forty (40) hours per week. Regular full-time employees are eligible for benefits sponsored by ZeniMax, subject to the terms, conditions, and limitations of each benefit program.
- **Regular Part-Time** employees are regularly scheduled to work less than forty (40) hours, but at least thirty (30) hours per week. Regular part-time employees are eligible for benefits sponsored by ZeniMax, subject to the terms, conditions, and limitations of each benefit program.
- **Part-Time** employees are those who are normally scheduled to work less than thirty (30) hours per week. While they do receive all legally-mandated benefits (such as Social Security, workers' compensation insurance, and required state or federal leave provisions), they are ineligible for any benefit that ZeniMax may sponsor.
- **Temporary** employees are those who are hired as interim replacements, to temporarily supplement the work force, or to assist in the completion of a specific project. Employment assignments in this category are of a limited duration. Employment beyond any initially-stated period does not in any way imply a change in employment status. Temporary employees retain that status unless and until notified of a change. All legally-mandated benefits (such as Social Security, workers' compensation insurance, and required state or federal leave provisions) are provided to temporary employees, but temporary employees are ineligible for any benefit that ZeniMax may sponsor.

202 Employment Eligibility Verification Compliance Policy

In compliance with the Immigration Reform and Control Act of 1986 ("IRCA") and any other applicable federal, state or local laws, ZeniMax is committed to:

- Employing only those who are authorized to work in the U.S.
- Not discriminating on the basis of national origin or citizenship in hiring, recruiting or terminating employees.

Every employee of ZeniMax must adhere to all aspects of this policy. Failure to comply with IRCA may subject ZeniMax and any responsible individuals to civil monetary or criminal penalties. Violations of this policy may be grounds for employee discipline, up to and including termination of employment.

Employment Eligibility Verification on Form I-9. IRCA prohibits ZeniMax from employing or continuing to

employ an individual who is not authorized to work in the US. Your employment is contingent on verification of your right to work in the US, as demonstrated by your completion of Form I-9, Employment Eligibility Verification, upon hire and your submission of acceptable documentation verifying your identity and work authorization within three days of starting employment.

Re-verification of Employment Authorization. Employees may present employment authorization documents that will expire. Employees with expiring employment authorization dates are notified fifteen (15) days in advance of expiration and on the day of expiration.

Re-verification on the Form I-9 Section 3 is conducted by ZeniMax's Human Resources Department. Employees with expiring work authorization must present evidence of continuing employment authorization no later than the day on which the current work authorization expires. The document(s) will be reviewed to determine if they appear to be genuine and related to the person who has presented them. Employees who do not present continuing work authorization by the date their current authorization expires will be terminated as of the expiration date.

Re-verification for Name Change. When employees notify ZeniMax's Human Resources Department of a name change, the name change will be noted in Section 3 of the Form I-9.

203 Employment Reference Checks

To ensure that individuals who join ZeniMax are well-qualified and have a strong potential to be productive and successful, ZeniMax in its discretion may check the employment references of its applicants.

ZeniMax may respond to reference check inquiries from other employers. Responses to such inquiries may confirm dates of employment, wage rates, and position(s) held. No other information will be released.

204 Employment Applications

ZeniMax relies upon the accuracy of information contained in the employment application, as well as the accuracy of other data presented throughout the hiring process and employment. Any misrepresentations, falsifications, or material omissions in any of this information or data may result in ZeniMax's exclusion of the individual from further consideration for employment or, if the person has been hired, termination of employment.

205 Hiring of Relatives and Others

Relatives and domestic partners of ZeniMax employees may apply and, if qualified, be considered for employment. To promote a productive environment, free from conflicts of interest as well as favoritism and unfair advantage, whether perceived or real, ZeniMax has adopted the following rules and guidelines related to employment of family members, as defined below. This policy applies to all ZeniMax employees, regardless of rank or title.

Definition of Family Member. For purposes of this policy, "family member" is defined broadly as: spouse, domestic partner, parent, son or daughter, brother or sister, grandparent or grandchild, aunt or uncle, niece or nephew, cousin, guardian or ward, step, half or in-law relation, a person living in one's household, or any other person with such a close bond as to suggest conflict in the employment relationship (for example, a fiancé or domestic partner).

Working Relationship of Family Members. Family members may not occupy a position that has influence over another employee's: employment, direct supervision, transfer or promotion, salary considerations, or other management or personnel considerations. Such influence may include, but is not limited to, participation as a member of a screening committee or other committee that recommends personnel actions or employment decisions of the related person. Family members may not be employed within the same department without prior approval of the Studio Head and Vice President, Human Resources.

ZeniMax will generally monitor situations in which relatives or domestic partners work in the same area. In

case of actual or potential problems, ZeniMax will take appropriate action. This can include reassignment or, if necessary, termination of employment for one or both of the individuals involved.

Notification. Applicants for employment must bring the employment of a relative or domestic partner to Human Resources' attention immediately. Current employees must bring the employment or hiring of a relative or domestic partner to Human Resources' attention immediately.

Change in Family Status. If two employees marry, co-habit or become otherwise related, so as to qualify as family members under this policy's definition, they must report the change in status to Human Resources, which will work with the employees to devise a working solution to avoid nepotism problems under this policy.

206 Employee Conduct and Work Rules

To ensure orderly operations and to provide the best possible work environment, ZeniMax expects employees to follow rules of conduct that will protect the interests and safety of all employees and the organization.

It is not possible to list all forms of behavior that are considered unacceptable in the workplace. The following are examples of infractions of rules of conduct that may result in disciplinary action, up to and including termination of employment:

- Dishonesty
- Lying
- Falsifying, providing misleading or omitting material information on any Company record or report
- Theft or inappropriate removal or possession of property
- Falsification of timekeeping records
- Unauthorized entry into secured Company offices or facilities
- Unauthorized access to computers, files or records (including email)
- Working under the influence of alcohol or illegal drugs
- Abuse of alcohol or use of illegal drugs at a Company-sponsored event
- Possession, distribution, sale, transfer, or use of illegal drugs in the workplace
- Fighting or threatening violence in the workplace
- Negligence or improper conduct leading to damage of Company-owned or customer-owned property
- Insubordination or other disrespectful conduct
- Violation of safety or health rules
- Smoking on Company premises where prohibited
- Sleeping during work hours
- Sexual or other unlawful or unwelcome harassment
- Possession of dangerous or unauthorized materials, such as explosives or firearms, in the workplace
- Excessive absenteeism, tardiness or any absence without notice
- Unauthorized absence from work area during the workday
- Unauthorized use of telephones, mail system, or other Company IT equipment
- Unauthorized disclosure of business "secrets" or confidential information
- Violation of employment or confidentiality and non-disclosure agreements
- Violation of personnel policies
- Unsatisfactory job performance
- Reselling Company-provided game products
- Violation of any policy outlined in the Employee Handbook

Absent contractual agreements to the contrary, employment with ZeniMax is "at will." The relationship between ZeniMax and its employees is based on the mutual consent of ZeniMax and the employee, and either party may terminate that relationship at any time, with or without cause.

207 Progressive Discipline

The purpose of this policy is to state ZeniMax's position on administering equitable discipline for unsatisfactory conduct in the workplace. The best disciplinary measure is the one that does not have to be enforced and comes from good leadership and fair supervision at all employment levels.

ZeniMax's own best interest lies in ensuring fair treatment of all employees and in making certain that disciplinary actions are prompt, uniform, and impartial. The major purpose of any disciplinary action is to correct the problem, prevent recurrence, and prepare the employee for satisfactory service in the future.

Although employment with ZeniMax is based on mutual consent and both the employee and ZeniMax have the right to terminate employment at will, with or without cause or advance notice, ZeniMax may use progressive discipline at its discretion.

Disciplinary action may call for any of five steps -- verbal warning, written warning, disciplinary probation, suspension with or without pay, or termination of employment -- depending on the severity of the problem and the number of occurrences. There may be circumstances when one or more steps are bypassed.

ZeniMax recognizes that there are certain types of employee problems that are serious enough to justify either a suspension, or, in certain situations, termination of employment, without going through the progressive discipline steps. While it is impossible to list every type of behavior that may be deemed a serious offense, the Employee Conduct and Work Rules policy includes examples of problems that may result in discipline, including immediate suspension or termination of employment.

ZeniMax reserves the right to implement whatever disciplinary action it determines to be appropriate in response to each incident of employee misconduct.

208 Problem Resolution

ZeniMax is committed to providing the best possible working conditions for its employees. Part of this commitment is encouraging an open and frank atmosphere in which any problem, complaint, suggestion, or question receives a timely response from ZeniMax supervisors and management.

ZeniMax strives to ensure fair and equitable treatment of all employees. Supervisors, managers, and employees are expected to treat each other with mutual respect. Employees are encouraged to offer positive and constructive criticism.

If employees have concerns, they can express them through this problem resolution procedure. PLEASE NOTE – CONCERNS OR COMPLAINTS REGARDING ALLEGED DISCRIMINATION, HARASSMENT, AND/OR PAY DISPARITIES SHOULD BE REPORTED AS SET OUT IN THOSE POLICIES AND NOT USING THE REPORTING PROCEDURE BELOW. No employee will be penalized for voicing a good faith complaint in a professional manner through this problem resolution procedure. Employees with concerns or suggestions are encouraged to make use of the following problem resolution procedures. The employee may discontinue the procedure at any step.

1. Employee presents problem to immediate supervisor within 15 calendar days after incident occurs. If a Supervisor is unavailable or employee believes it would be inappropriate to contact that person, employee may skip the first two steps and present the problem directly to Human Resources.

2. Generally, an employee can expect that a supervisor or member of management will respond to the employee's concern within 15 calendar days. Occasionally, business concerns or other issues may extend this response time and the Company will attempt to keep the employee informed regarding the status of response.

3. If Employee remains dissatisfied with the response received from his/her supervisor, the employee should present the problem in writing to Human Resources within 15 calendar days of receiving the decision of his/her supervisor.

4. Human Resources will investigate the employee's concern or suggestion and provide the employee a response in writing.

5. If the employee remains dissatisfied, within fifteen days of receiving the written response from Human Resources, s/he may present his or her problem in writing to the Executive Vice President of Legal Affairs. The Executive Vice President of Legal Affairs will review HR's investigation and findings, perform any additional investigation if necessary, and respond to the employee in writing. The decision of the Executive Vice President of Legal Affairs shall be final and binding.

Not every problem can be resolved to everyone's total satisfaction, but only through understanding and discussion of mutual problems can employees and management develop confidence in each other. This confidence is important to the operation of an efficient and harmonious work environment, and helps to ensure everyone's job security.

209 Resignation

Resignation is a voluntary act initiated by the employee to terminate employment with ZeniMax. Although advance notice is not required, ZeniMax requests at least two (2) weeks' written resignation notice from all employees.

Prior to an employee's departure, an exit interview may be scheduled to discuss the reasons for resignation and the effect of the resignation on benefits.

210 Employment Termination

ZeniMax will generally schedule exit interviews at the time of employment termination. The exit interview will afford an opportunity to discuss such issues as employee benefits, conversion privileges, repayment of outstanding debts to ZeniMax, or return of ZeniMax-owned property. Suggestions, complaints, and questions can also be voiced.

Absent a written employment contract to the contrary that is signed by both the employee and the Chief Executive Officer, employment with ZeniMax is at-will and based on mutual consent. Either the employee or ZeniMax has the right to terminate employment at any time and for any cause, or no cause. Employees will receive their final pay in accordance with applicable state law.

Employee benefits will be affected by employment termination in the following manner. All accrued vested benefits that are due and payable at termination will be paid. Some benefits for eligible and participating employees may be continued at the employee's expense if the employee so chooses (such as COBRA). The employee will be notified in writing of the benefits that may be continued and of the terms, conditions, and limitations of such continuance.

Return of Property. Employees are responsible for all ZeniMax materials, equipment, electronic and paper files, software or written information issued to them or in their possession or control. Employees must return all such ZeniMax property immediately upon request or upon termination of employment, and may not delete or copy electronic files without the express permission of the employee's supervisor. If authorized by the employee in writing, and as permitted by applicable laws, ZeniMax may withhold from the employee's expense check or final paycheck the cost of any items that are not returned when required. ZeniMax may also take all action deemed appropriate to recover or protect its property.

300 WORKPLACE EXPECTATIONS

301 Confidentiality and Non-Disclosure

In the course of engagement with ZeniMax, directors, officers, and employees may learn confidential information about ZeniMax or entities covered by ZeniMax's news operations that, if made available to unauthorized persons, could have an adverse impact on ZeniMax, its business operations, and/or its employees. Directors, officers, and employees shall not use or share confidential information received from participation in ZeniMax affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of ZeniMax. They may not disclose confidential information to anyone, either inside or outside the organization, who does not have a legitimate need to know it or who may use it in the purchase or sale of publicly traded securities. Additionally, they are prohibited from using such inside information in the purchase or sale of publicly traded securities.

ZeniMax's confidential information and intellectual property (including trade secrets) are extremely valuable to ZeniMax. The protection of confidential business information is vital to the interests and the success of ZeniMax. Such confidential information includes, but is not limited to, the following categories:

- * computer software products and codes
- * customer lists
- * customer preferences
- * financial information
- * marketing plans and strategies
- * past, current, or pending projects and proposals
- * proprietary business products, services, and procedures
- * pricing or valuation of products or services
- * contract information
- * subcontractor identity and data
- * research and development strategies
- * technological data
- * trade secrets

Treat confidential information accordingly and do not jeopardize them through your business or personal use of electronic communications systems, including e-mail, text messaging, internet access, social media and telephone conversations and voice mail. Ask your manager if you are unsure whether to disclose confidential information to particular individuals or how to safeguard the Company's proprietary rights.

Do not use ZeniMax's name, brand names, logos, taglines, slogans or other trademarks without written permission from the ZeniMax Legal Department.

This policy also prohibits use of the Company's IT resources and communications systems in any manner that would infringe or violate the proprietary rights of third parties. Electronic communications systems provide easy access to vast amounts of information, including material that is protected by copyright, trademark, patent, and/or trade secret law. You should not knowingly use or distribute any such material downloaded from the internet or received by e-mail without the prior written permission of the ZeniMax Legal Department.

All employees are required to sign an Offer Letter and an Employment Agreement on Ideas, Inventions and Confidential Information (refer to agreement for details) as a condition of employment. Employees who improperly use or disclose confidential business information or trade secrets will be subject to disciplinary action, up to and including termination of employment and legal action, even if the employee does not actually benefit from the disclosed information.

As a condition of employment, all employees must sign the Employee Agreement Regarding Work Product, Trade Secrets and Confidential Information during orientation on or about their first day of work. Execution of

the Agreement demonstrates each employee's commitment to the letter and spirit of the ZeniMax confidentiality policy.

The financial success of ZeniMax is principally derived from the perceived value of its special knowledge, skills, experience, and accumulated business goodwill in a highly competitive industry. It would be unfair for employees to exploit this employment relationship, either currently or upon the termination of their employment with ZeniMax, and such action could cause serious harm to ZeniMax. Any breach or violation of an employee's covenant to maintain the confidentiality of such information will result in immediate and irreparable injury and harm to ZeniMax and its business. Upon such a breach, ZeniMax will pursue all remedies available to it, including preliminary and permanent injunctive relief.

302 Access to Personnel Files

As required by state law, ZeniMax maintains a personnel file for each employee. Personnel files are confidential and maintained by the Human Resources Department. The HR Department strives to maintain accurate and complete personnel records. Employees must promptly notify the HR Department in writing of any changes to their personal information, such as changes in home address, home telephone number, legal name, marital status, number of dependents, named beneficiaries, and so on.

All current employees may request to access their personnel file. Former employees may also request access to their personnel file.

Requesting Access. In accordance with applicable state law, current employees may access their personnel file to inspect its contents. All such requests must be made in writing to the HR Department. Employees may be charged for the actual cost of photocopies if a copy of personnel records is requested.

Reviewing Personnel Records. In accordance with applicable state law, within a reasonable amount of time after receiving an employee's request, ZeniMax will notify the employee of the time and place for inspection of the personnel records, which will be at a reasonable place and time. The employee may view the personnel records in the presence of a representative from the HR Department. The employee may not remove any documents from the personnel file.

Scope of Access and Limitations. Personnel records that employees may inspect include those relating to an employee's performance at ZeniMax and any grievance that concerns the employee, documents signed by the employee, documents used to determine the employee's qualifications for employment, transfer, promotion, additional compensation, discipline or discharge. Unless otherwise permitted by applicable state law, employees may not review any letter of reference or documents obtained from a former employer. Employees may comment on items in their file, but may not remove any documentation from their file.

303 Solicitation and Distribution Policy

ZeniMax has established rules to govern employee solicitation and distribution of written materials other than those directly related to the Company's business. ZeniMax has established rules to:

- Maintain and promote safe and efficient operations, employee discipline and an attractive clutter-free work place.
- Minimize non-work-related activities that could interfere with customer satisfaction, product quality and teamwork.

Conduct Not Prohibited by this Policy. This policy is not intended to restrict communications or actions protected or required by state or federal law. Besides imposing lawful restrictions on employee solicitation during working time and employee distribution of written materials during working time and in working areas, this policy is not intended to preclude or dissuade employees from engaging in activities protected by state or federal law, including the National Labor Relations Act, such as discussing wages, benefits or terms and conditions of employment; bargaining collectively through representatives of their choosing; raising complaints about working conditions for their and their fellow employees' mutual aid or protection; or legally protected activities.

Rules. Employees may not (i) solicit other employees during working time about non-Company business; (ii) distribute non-Company business literature during working time; or (iii) distribute non-Company business literature at any time in working areas.

Definitions. “Solicitation” includes, but is not limited to, approaching someone in-person or through employer-owned property such as computers, smartphones, e-mail systems and intranets for any of the following purposes:

- Offering anything for sale.
- Asking for donations.
- Collecting funds or pledges.
- Seeking to promote, encourage or discourage participation in or support for any organization, activity, event or membership in any organization.
- Distributing or delivering membership cards or applications for any organization.

“Distribution” includes, but is not limited to, disseminating or delivering in person or through employer owned property such as bulletin boards, computers, smartphones, e-mails and intranets any literature or other materials including circulars, notices, papers, leaflets or other printed, written or electronic matter (except that distributing or delivering membership cards or applications for any organization is considered solicitation and not distribution).

“Working time” includes any time in which either the person doing the solicitation (or distribution) or the person being solicited (or to whom non-business literature is being distributed) is engaged in or required to be performing work tasks. Working time excludes times when employees are properly not engaged in performing work tasks, including break periods and meal times.

“Working areas” include areas controlled by ZeniMax where employees are performing work, excluding cafeterias, break rooms and parking lots.

Administration of this Policy. The Human Resources Department is responsible for the administration of this policy. If you have any questions regarding this policy, please contact the Human Resources Department.

304 Attendance

To maintain a productive work environment, ZeniMax expects employees to be reliable and to be punctual in reporting, and remaining for the duration of, scheduled work. Unless authorized by a member of management, all work is to be conducted at the Company’s facilities. Absenteeism, tardiness, and early departures place a burden on other employees and on ZeniMax. In the rare instances when employees cannot avoid being late to work or are unable to work as scheduled, they should notify their supervisor or Department Head via phone or in person as soon as possible in advance of the anticipated absence, tardiness, or early departure, and in almost all cases, at least one hour prior to the scheduled start.

An employee will be considered to have taken an unexcused absence if the employee is absent from work during scheduled work hours without permission, including full or partial day absences, late arrivals and early departures. Any employee who is absent for three or more consecutive days due to illness must provide a note from his or her healthcare provider to verify the employee's need for sick leave and fitness to return to work.

Consequences of Unexcused Absences. ZeniMax reserves the right to discipline employees for unexcused absences, up to and including termination of employment.

Any employee who is absent from work for three days without notifying ZeniMax will be deemed to have voluntarily abandoned his or her job, and has resigned employment.

305 Inclement Weather and Emergency Closings

At times, emergencies such as severe weather, power failures, or other extreme events may disrupt Company operations. Because of our commitment to customer service, ZeniMax makes every effort to remain open and fully operational, even during inclement weather. Accordingly, the Company expects employees to use their good judgment about their ability to safely travel, but also to make all reasonable efforts to report to work. Employees who are unable to report to work must substitute paid time off for the time missed. Repeated failure to come to work when Company operations are open may result in disciplinary action, up to and including termination of employment.

Employees are expected to report to work on time unless otherwise notified by their Supervisor or receive an appropriate emergency announcement. Any employee who fails to report to work on time when the office is open may use their available PTO or otherwise receive an unexcused absence. For information on the studio specific ZeniMax Inclement Weather Hotline, employees can contact their local Human Resources representative.

306 Personal Appearance

Dress, grooming, and personal cleanliness standards contribute to the morale of all employees and affect the business image ZeniMax presents to customers and visitors. For these reasons, employees are required to wear shoes at all times, and clothing which is suitable for a place of business and not offensive to other co-workers. During business hours, employees are expected to dress according to the requirements of their positions.

Consult Human Resources if you have questions as to what constitutes appropriate attire for your position or work area.

307 Business Hours

The normal business hours at ZeniMax are from 9:00am to 6:00pm, Monday through Friday. Full-time employees are expected to work eight hours per workday, five days a week, exclusive of a one-hour meal period. Supervisors will advise employees of the times their schedules will normally begin and end. Staffing needs and operational demands may necessitate variations in starting and ending times, as well as variations in the total hours that may be scheduled each day and week. Therefore, employees may be required to come in early, work late or work overtime from time to time, depending on various factors, such as workloads, staffing needs and special projects. Nonexempt employees must have permission from their supervisor before working overtime.

Flexible scheduling, or flextime, may be available to allow employees to vary their starting and ending times each day within established core time limits, which are generally 10:00 AM to 4:00 PM. These core hours are subject to change based on location, but generally these core hours are to be observed and employees need to be available in the office during these hours. Flextime may be possible if a mutually workable schedule is approved by the supervisor involved. However, such issues as staffing needs, the employee's performance, and the nature of the job will be considered before approval of flextime. Employees should consult their supervisor to request participation in the flextime program.

308 IT Resources and Communications Systems Policy

ZeniMax's computers, networks, communications systems and other IT resources are intended for business purposes only during working time and at all other times. To protect ZeniMax and its employees, it is the Company's policy to restrict the use of all IT resources and communications systems as described below. Each user is responsible for using these resources and systems in a productive, ethical and lawful manner.

The Company's policies prohibiting harassment apply to the use of the Company's IT resources and communications systems. No one may use any communications or computer system in a manner that may be construed by others as harassing or offensive based on race, color, national origin, sex, sexual orientation, age, disability, marital status, genetic information, religious beliefs or any other characteristic protected by federal, state or local law. Additionally, ZeniMax IT Resources are not to be used for

transmitting, retrieving, viewing, downloading, or storing any obscene, offensive, pornographic or X-rated communications or for any other purpose which is illegal or against any of the Company's policies.

The use of ZeniMax's IT resources and communications systems by an employee shall signify his or her understanding of an agreement to the terms and conditions of this policy, as a condition of employment.

Employees are strictly prohibited from concealing from, or participating in the concealment from, authorities any unauthorized use, or attempt at unauthorized use, of any of the ZeniMax IT Resources.

Security, Access and Passwords. Security of ZeniMax's IT resources and communications systems is the responsibility of the Information Technology (IT) Department, including approval and control of employees' and others' access to systems and suspension or termination of access in cases of misuse and when a user is no longer an employee or otherwise ineligible to use the systems.

Users shall not be granted administrative privileges on IT resources unless there is a defined business need to do so and approval is granted by the head of the user's department. Once granted, administrative privileges may be rescinded at any time if deemed necessary by ZeniMax IT.

It is the responsibility of each employee to adhere to IT security guidelines including but not limited to the creation, format and scheduled changes of passwords. All user names pass codes, passwords, and information used or stored on the Company's computers, networks and systems are the property of ZeniMax. No employee may use a user name, pass code, password or method of encryption that has not been issued to that employee or authorized in advance by the Company.

No employee shall share user names, pass codes or passwords with any other person except for the administrative assistant assigned to that employee. No employee shall use a password, access a file, or retrieving any stored communication without authorization. To ensure compliance with this policy, computer and e-mail usage may be monitored.

An employee shall immediately inform the IT Department if he knows or suspects that any user name, pass code or password has been improperly shared or used, or that IT security has been violated in any way.

Resources and Systems Covered By This Policy. This policy governs all IT resources and communications systems owned by or available at ZeniMax, including all use of such resources and systems when accessed using an employee's own resources, including but not limited to:

- E-mail systems and accounts.
- Internet and intranet access.
- Telephones and voicemail systems, including wired and mobile phones, smartphones and pagers.
- Printers, photocopiers and scanners.
- Fax machines, e-fax systems and modems.
- All other associated computer, network and communications systems, hardware, peripherals and software, including network key fobs and other devices.
- Closed-circuit television (CCTV) and all other physical security systems and devices, including access key cards and fobs.

No Expectation of Privacy. All contents of the ZeniMax IT resources and communications systems are the property of the Company. Therefore, employees should have no expectation of privacy whatsoever in any message, files, data, document, facsimile, telephone conversation, social media post, conversation or message, or any other kind or form of information or communication transmitted to, received or printed from, viewed, or stored or recorded on the Company's electronic information and communications systems.

You are expressly advised that in order to prevent against misuse, *ZeniMax reserves the right to monitor, intercept and review, without further notice, every employee's activities using the Company's IT resources and communications systems, including but not limited to e-mail (both outgoing and incoming), telephone*

conversations and voice mail recordings, instant messages and internet and social media postings and activities, and you consent to such monitoring by your acknowledgement of this policy and your use of such resources and systems. This might include, without limitation, the monitoring, interception, accessing, recording, disclosing, inspecting, reviewing, retrieving and printing of transactions, messages, communications, postings, log-ins, recordings and other uses of the systems as well as keystroke capturing and other network monitoring technologies.

Employees should not assume that any information, including messages or data that are “deleted” are private, or that such deleted information will not be subject to review by the Company. In addition, ZeniMax may retain certain information captured and/or stored in some aspect of the ZeniMax Computing Resources, despite individual attempts to delete such information.

The Company may also store copies of such data and communications for a period of time after they are created, and may delete such copies from time to time without notice.

Personal Use of ZeniMax IT Resources. ZeniMax does not ensure the confidentiality of personal communications. For security and network maintenance purposes, authorized individuals within ZeniMax may monitor equipment, passwords, systems and network traffic at any time. ZeniMax reserves the right to audit networks and systems on a periodic basis to ensure compliance with this policy.

Further, ZeniMax may be legally compelled to disclose information relating to business or personal use of the ZeniMax Computing Resources by employees to governmental authorities or to other third parties.

ZeniMax reserves the right to:

- Examine computer records or monitor activities of individual employees and/or systems, and to protect the integrity or security of the computing resources or protect ZeniMax from liability;
- Investigate unusual or excessive activity; and
- Investigate apparent violations of law or ZeniMax policy, and as otherwise required by law or exigent circumstances.

Do not use the Company's IT resources and communications systems for any matter that you desire to be kept private or confidential from the Company or third-parties.

Personal Devices. Any employee-owned devices, such as laptops, tablets, or similar, shall not be brought into ZeniMax offices by users, except with prior approval from supervisor(s). If approval is granted, personal devices shall at no time be connected to any internal network. If Internet access is required for such a device, users shall contact IT to obtain access to a guest network.

Network Applications and File-sharing. ZeniMax users shall not use or access any type of unauthorized file-sharing programs, web services, or personal FTP sites from the internal network. This includes torrent programs, file-sharing sites (as identified by ZeniMax IT), cloud-based storage, ‘keygens’, ‘cracks’, or other pirated materials. ZeniMax IT shall remove any offending applications and may block access to any site, service, or protocol deemed to be an information security risk. Users may not use Secure Shell (SSH), Remote Desktop Protocol (RDP), nor any other type of remote access utility to connect to a home server, personal PC, or any other non-business equipment.

Removable Media and Data at Rest. Use of removable storage shall be strictly monitored by ZeniMax IT. Daily use in production shall be permitted within the office for IT-approved tasks ONLY (such as quality assurance and compatibility testing). At no time shall removable media be used to transport data to or from a user's home PC or any other non-ZeniMax device. Data delivered for trade shows, demos, or media presentations must be encrypted to the extent possible, and must be handled by ZeniMax IT. Users shall also refrain from bringing personal removable media into the office. If there is a justifiable business reason for

doing so, the media shall be given to IT for a thorough malware scan. If removable media is received from outside vendors, it shall also be subject to a thorough malware scan by ZeniMax IT. Any type of removable storage used for business purposes, with or without the intent of leaving ZeniMax offices, shall be strictly overseen by ZeniMax IT.

E-mail and Text Messaging. ZeniMax provides certain employees with access to e-mail and/or text messaging systems for use in connection with the performance of their job duties. ZeniMax seeks to provide stable and secure e-mail and text messaging systems (which may include SMS and internet-based instant messaging) with rapid, consistent delivery times that promote communication for business purposes without incurring unnecessary costs or generating messages that are unproductive for the recipient. Many of the policies described below governing use of the Company's e-mail and text messaging systems are aimed at reducing the overall volume of messages flowing through and stored on the network, reducing the size of individual messages, and making the system more efficient and secure.

Some users may be approved to access their ZeniMax email from mobile devices so long as the device is lockable via password or passcode when not in use. However, by doing so the user agrees to allow ZeniMax to erase data on the mobile device at any time if the security of the device appears to have been compromised in any way. Permission to use email on mobile devices is not given by default and may be rescinded at any time.

E-mail Retention. Generally, e-mail itself is not considered a category of records to be retained; rather, it is a means of transmission of messages or information. Accordingly, the Company may implement a regular destruction schedule where emails are deleted. If any e-mail or attachment should be retained because they constitute documents which would be retained in the ordinary course of business or if they are required to be retained by law, you must ensure that the e-mail is properly preserved by one of the following methods:

- Printing the e-mail and attachments and storing hard copies in the appropriate file.
- Moving the e-mail and attachments out of the e-mail system and storing them on a shared network drive.

E-mail should be considered a communication tool, not a storage mechanism. The back-up tapes maintained by the IT department are for disaster recovery purposes only. Retention is the responsibility of the sender or recipient of the message, not the back-up process.

Legal Proceedings. No record, regardless of its nature, may be destroyed if it pertains to a complaint, an unsettled claim, an incomplete investigation, a case pending or under litigation, or expected litigation. In the event of litigation or other type of dispute, ALL document destruction under these guidelines must be suspended until documents relevant to the dispute have been identified. Any documents so identified are exempted from the other retention and destruction guidelines under this policy until at least 1 year after the underlying dispute is finally resolved, at which time the document(s) should be handled in accordance with general retention guidelines. If any employee becomes aware of any dispute or expected litigation, the employee should contact the Company's Executive Vice President of Legal Affairs immediately. Department heads shall also keep the Company's Executive Vice President of Legal Affairs apprised of any disputes or expected litigation.

Spam. Unfortunately, users of e-mail will occasionally receive unsolicited commercial or bulk e-mail (spam) which, aside from being a nuisance and a drain on IT resources, might be a means to spread computer viruses and other malicious software. Avoid opening unsolicited messages and report any suspicious e-mail to the administrator. Delete all spam immediately. Do not reply to the message in any way, even if it states that you can request to be removed from its distribution list. If delivery persists, contact the e-mail administrator who will block any incoming e-mail from that address.

Users should be aware that spammers have the ability to access e-mail addresses that are listed as senders or recipients on e-mail messages, on websites, user discussion groups, and other internet areas. Therefore, you should be cautious about using and disclosing your Company e-mail address. If you use e-mail for information gathering purposes, we strongly recommend that you not use your Company e-mail address, but

rather establish a separate e-mail account for that purpose with a free e-mail service, such as yahoo.com, hotmail.com or google.com.

Personal Use of the Internet. Incidental personal use of the Internet is permitted as long as it does not interfere with the employee's performance of duties or violate any other policy in this manual (sexual harassment, etc.)

Further, using the internet (including social media) to access pornographic, sexually explicit or "hate" sites, or any other website that might violate law or ZeniMax policies against harassment and discrimination, is never permitted.

Remember that ZeniMax expressly reserves the right, without further notice, to monitor and review records of all websites visited by you, any postings or downloads you make while visiting websites and during your other internet activities using the Company's IT resources and communications systems, and you consent to such monitoring and review by your acknowledgement of this policy and your use of internet access provided by the Company.

Network Systems. ZeniMax maintains integrated computer and data communications networks to facilitate all aspects of its business. You may never sign on to any network equipment using the password or user name of another employee. No employees should access, attempt to access, alter, or delete any network document except in furtherance of authorized ZeniMax business.

- Access to the ZeniMax network from outside the Company. Users may not access the ZeniMax network from outside the Company without prior written approval from the IT Department. Users that are allowed to connect will only be granted access via ZeniMax-owned hardware over a secure VPN connection. Any computer connected to our network is subject to the same policies as equipment owned by ZeniMax. Any computer used to connect to the ZeniMax network must be encrypted and certified virus-free. VPN access must be approved by the CFO, the COO, and the EVP of Legal Affairs. A limited subset of VPN users may be approved to access the network from non-ZeniMax-owned computers via VPN & RDP.
- Access to the ZeniMax email system from outside the Company. ZeniMax maintains a web-based portal for users to access their Company e-mail remotely. Written approval and virus certifications are not required for access to the web-based mail portal. This portal may not be available to all employees.
- Access to personal e-mail accounts from inside ZeniMax. Users may not use ZeniMax Computing Resources to access personal e-mail (including browser-based clients, non-browser-based e-mail clients, and POP3 access). Further, users are not allowed to modify the Company-provided e-mail program to accept any other e-mail in addition to their official ZeniMax mail.
- Access to the ZeniMax network from visitors' computers. If a visitor brings a laptop computer into the building and wants to connect to the network for the purpose of Internet access and/or e-mail access, access to the Guest network will be provided. In some cases, IT may require that the visitor submit his/her laptop to a security scan by IT, which may take an hour or more (if such a thorough scan is warranted). Generally, if the IT department can certify the visitor's equipment as having up-to-date virus definitions, finds evidence of an active real-time anti-virus program running, and can find evidence of a full virus scan having been completed within the past seven (7) days, the equipment will be allowed access to the Internet via the Guest network.

Downloading and Installing Software/Website Agreements. E-mail and downloading from the internet are prime sources of viruses and other malicious software. Therefore, no one may download or install any software or shareware to their hard drive that is not expressly authorized or approved by the IT Department. In addition, employees may not accept the terms or conditions of website agreements without first obtaining approval from your supervisor.

Etiquette. Proper business etiquette should be maintained when communicating via e-mail and text messaging. When writing business e-mail, be as clear and concise as possible. Sarcasm, poor language, inappropriate comments, etc., should be avoided. When communicating via e-mail or instant messages, there are no facial expressions and voice tones to assist in determining the meaning or intent behind a certain comment. This leaves too much room for misinterpretation. E-mail communications should resemble typical professional and respectful business correspondence.

Telephone and Voicemail. ZeniMax provides landline and/or mobile telephone access and voicemail systems to certain employees for use in connection with performance of their job duties. To ensure that our customers are provided with courteous and respectful service, and to prevent misuse of the Company's IT resources, telephone conversations and voicemail messages of every employee may, without notice, be monitored, recorded and reviewed. ZeniMax may also store recorded telephone conversations and voicemail messages for a period of time after they take place, and may delete such recordings from time to time.

ZeniMax does not authorize the use of Company telephones and voicemail for personal activities. Remember that ZeniMax expressly reserves the right, without further notice, to monitor, review and record telephone conversations and voicemail messages you have or leave whether business or personal in nature, and you consent to such monitoring, review and recording by your acknowledgement of this policy and by using any of ZeniMax's telephones or voicemail systems.

Software and Hardware Use Procedures. It is the Company's policy to respect the intellectual property rights of others and to comply with license and copyright restrictions pertaining to software purchased or provided by the Company or used in the Company's business. The Company does not condone the illegal or unauthorized installation, distribution, copying, or use of third-party software. Unauthorized copying or distribution of software can be both a violation of applicable license agreements and a violation of national and international laws. In order for the Company to use software on its computers, the Company and its employees must follow the terms and conditions of the applicable software license agreements. To comply with these licensing agreements, the Company prohibits employees from copying licensed software for use on computers owned or provided by the Company unless the licensor gives the Company permission to copy the software under the license agreement applicable to the software or otherwise receives appropriate authorization.

The following guidelines have been established for all employees to follow to assist the Company in complying with its software licensing agreements and applicable national and international laws, rules and regulations:

Authorization. The Company's computer systems are Company-owned assets and must be kept both software-legal and virus-free. Only software purchased through the procedures and guidelines set forth below may be used on the Company's computer systems. Employees may only use software on Company computer systems that have been approved by the Company's IT Manager and authorized for employee use.

No employee shall purchase, install or use any software on his or her computer without the prior written approval of the employee's division head and the IT department. By way of example, software may not be purchased through employee corporate credit cards, petty cash, travel or entertainment budgets. Software acquisition channels are restricted to ensure that the Company has a complete record of all software that has been purchased for the Company's computers and so that the Company can register, support, and upgrade such software accordingly. These restrictions extend to software that may be downloaded and/or purchased from the Internet.

Further, the employee may not purchase software independently for use on ZeniMax Computing Resources, or for use on employees' personal computing resources to perform Company work.

License Availability and Installation. If an unused software license is available, it may be reallocated to a requesting employee following clearance by the appropriate division head and the IT department. If such reallocation is authorized, the software must be uninstalled by an IT Manager from the computer on which it

is currently installed before it is installed on the new computer of the requesting employee. User manuals, if provided, will either reside with the employee or the IT Manager, at the IT department's discretion.

If there is no unused software license available, then a Purchase Order must be prepared by the requesting employee's division head and the IT department and submitted for approval and processing. No software shall be installed or used unless and until the necessary software license is purchased.

Acquisition of Software and Hardware. The acquisition of all computer hardware, software and training must be authorized by the employee's division head (or approved by the Company's Chief Executive Officer or his designee) and will be charged to the division's budget for information and technology or other appropriate budget set aside for tracking software purchases. All Purchase Orders must specify the hardware and/or the software title being purchased whether as a separate piece of software or as part of a hardware purchase which has bundled software. All hardware and software purchases shall be coordinated and supervised by the IT Manager.

Duplication and Reproduction of Software. Duplication and reproduction of software shall only be carried out by the IT Department and is strictly limited to making backup copies for archival purposes, unless otherwise authorized by the Company. Employees do not and shall not acquire any ownership rights by virtue his/her use or by his/her participation in copying any software. All copies of software and any related materials must contain all of the original software's proprietary notices or labels. All employees are also prohibited from engaging in the following activities:

- Distributing copies of any software used in the Company's business to friends, family, customers, clients, or any other person outside the Company without the prior express written permission of the Company;
- Modifying, translating, reverse engineering, decompiling, disassembling, or creating derivative works based on any of the software, unless prior permission is received from the Company; or
- Renting, leasing, lending or granting a security interest in, or otherwise attempting to transfer rights to, any of the software to any third party.

Repository. The Company's Legal Department shall maintain all software licensing information, including hard copies of the licensing agreements in a central software license repository. Each license agreement (or photocopy thereof) should bear the Purchase Order number so that the acquisition of particular software can be confirmed. In addition, where possible, the repository should contain: (a) the title and publisher of the software; (b) the date and source of software acquisition; (c) the location of each installation as well as the serial number of the hardware on which each copy of the software is installed; (d) the existence and location of back-up copies; and (e) the software product's serial number.

Audits. Employees acknowledge that the IT Department may conduct a periodic audit of Company PCs and servers, including laptops, to ensure that each employee is in compliance with all software licenses and Company policies regarding computer use. Employees should also be aware that during the audit, the Company may search for computer viruses or unauthorized materials. The full cooperation of all employees is required during audits. The IT Department may undertake ongoing monitoring of the Company's PCs and servers between the periodic audits.

Personal Software. No employee may bring any software into the workplace that he or she has purchased or acquired from an outside source, including without limitation, the Internet, home, friends, family, catalogs or computer stores. Software owned or licensed personally by employees shall not be used on any of the Company's computer systems unless: (i) management expressly approves such use in advance in writing; (ii) it has been verified that the software is licensed for use in the manner and quantity intended; (iii) proof of purchase or equivalent information can be provided in support of the use of the software; and (iv) the software has been screened for viruses and other disabling or harmful code in accordance with the Company's procedures.

Home Computers. Employees shall not use Company-supplied software at home unless prior written permission is received from the employee's division head and the IT Manager. If permission is granted and home use is permissible under the applicable software license agreement, each employee agrees to comply with the following: (i) to install only the permissible number of copies of the Company's software to his or her home computer as set forth under the applicable software agreement and as approved by the IT department; (ii) to use the software exclusively for business purposes; (iii) to use the software in accordance with the software's license agreement and other applicable Company policies; and (iv) to remove the software from his or her computer and all of its component parts and return such software to the Company in the event his or her authorization or employment with Company is terminated.

If an employee needs to use software at home, he or she should consult with the IT Manager to determine if appropriate licenses permit home use.

Hardware Usage. No employee may move, change, open, or remove any computer, monitor, or other IT-related equipment without the IT Department's express authorization and involvement in such activity.

Shareware. Shareware software is copyrighted software that is distributed via the Internet or retail outlets. It is the Company's policy to pay shareware authors the fees they specify for use of their products. Under this policy, acquisition of shareware products will be handled the same way as commercial software products noted herein.

Conduct Not Prohibited by This Policy. This policy is not intended to preclude or dissuade employees from engaging in legally protected activities/activities protected by state or federal law, including the National Labor Relations Act, such as discussing wages, benefits or terms and conditions of employment, forming, joining or supporting labor unions, bargaining collectively through representatives of their choosing, raising complaints about working conditions for their and their fellow employees' mutual aid or protection or legally required activities.

Discipline. Employees will be held responsible for their use of the Company's computer systems during both business and non-business hours. Individual employees, as well as the Company, can potentially be held liable by third parties for violations of license and copyright restrictions and can be required to pay substantial damages, including civil and criminal penalties under the United States Copyright Act as well as national and international laws and treaties. Moreover, information obtained during auditing and monitoring of the Company's computer systems may be disclosed to federal and state law enforcement officials without any prior notice to or consent from the affected employee. Each employee fully understands and agrees that the Company may choose to hold him or her personally responsible and liable for any such infringing activity. Accordingly, violation of the foregoing procedures and guidelines shall constitute grounds for discipline, including immediate termination of employment.

The provisions stated above do not anticipate, nor is it desirable that they should anticipate, every situation which may arise with respect to an employee's use of software. Each employee is encouraged to carefully consider the actions he or she takes when using the Company's computer systems and third-party software, and to contact a member of management with questions, concerns, or suggestions pertaining to acceptable use of these items.

309 Social Media Policy

For the purposes of this policy, social media means any type of interactive online media that allows parties to communicate instantly with each other or share data in a public forum. This includes, but is not limited to, online social forums such as Twitter, Facebook, LinkedIn, Instagram, and Google+ as well as blogs, wikis and video and image sharing websites such as YouTube, Instagram, and Flickr.

There are many examples of social media and this area is constantly changing. This policy applies to any social media that employees use now or in the future.

This policy covers all individuals working for the Company at all levels and grades including senior managers, officers, directors, employees, contractors, trainees, homeworkers, part-time and fixed time employees and agency staff (collectively referred to in this policy as “employees”).

Employees' use of social media can pose risks to the Company's confidential and proprietary information and its reputation and can jeopardize its compliance with legal obligations. The purpose of this policy is to set out the standards of behavior expected of employees in their activities on social media sites. As employees' behavior online can expose the Company to risks even when they are using social media for personal purposes, this policy applies to all social media activity whether work related or personal, whether undertaken during working hours or otherwise and whether the Company's or an employee's personal IT equipment is used.

To minimize the risks associated with social media, to avoid loss of productivity and to ensure that the Company's IT resources and communication systems are used appropriately, employees are expected to adhere to the terms of this policy.

Any breach of this policy may be dealt with under the Company's disciplinary procedure and in serious cases may be treated as gross misconduct leading to summary dismissal.

While this policy is for guidance only and does not form part of the contract of employment, employees are expected to have regard to the policy at all times to protect the Company's business interests which may be adversely affected by inappropriate activity on a social media site. It is vital for every employee to read this policy carefully. If there is anything an employee does not understand, it is their responsibility to ask their manager to explain.

This policy should be read in conjunction with the Company's policies on:

- IT;
- Disciplinary procedure;
- Grievance procedure; and
- Anti-harassment and bullying.

Activity on Social Media Sites during Working Hours. Employees are allowed to access social media websites for personal use/purposes using either the Company's IT resources or using the employee's own computer or device (including laptops, tablets, smart phones or other handheld devices) but such access is only permitted outside their normal working hours and during official rest breaks such as at lunchtime. Personal use of social media during working hours in breach of these restrictions will place an employee at risk of disciplinary action.

Personal Social Media Accounts. Employees are required to comply with the following requirements in respect of their personal social media accounts:

- A personal social media account should never be used for the purposes of the Company's business without permission from Company's PR/Community Team. Sharing information publicly released by the Company – such as linking to a released trailer, press release, etc. – is permitted, but employees must not make any comments that could be perceived as negative, derogatory, defamatory, discriminatory or otherwise offensive in relation to or to accompany such postings. At all times, employees must exercise extreme caution when posting Company information of this nature. Otherwise they may face disciplinary action.
- If you have any questions about what information is ok to share, please contact the Vice President of Marketing (phines@bethsoft.com) or the appropriate community manager.
- A personal email address, not a Company email address, should be used for personal social media accounts.

- Employees are permitted to identify the Company as their employer on any social media site. However, where they do so, the employee's profile should also make clear that all the opinions stated on the site are their own and not the view of the Company. For example, an employee should state that, "The views expressed on this website/blog are mine alone and do not reflect the views of my employer".
- Employees are strongly encouraged to set privacy settings on their social media accounts to limit the information which is accessible by the general public. This is for the protection of both the employee and the Company.

Social Media Usage Rules. Activity on social media sites is not necessarily private and the Company may monitor usage in accordance with this policy and discipline employees where their activity on a social media site amounts to misconduct. Disciplinary action may be taken regardless of whether the activity is undertaken during working hours and regardless of whether the Company's IT equipment or facilities are used. In particular, employees should be aware that activity on social media sites which is harmful to the Company may in some cases amount to gross misconduct.

When communicating through social media sites, employees should not:

- post critical, derogatory or offensive comments about the Company, work colleagues, clients or customers, business partners, suppliers, competitors or any other business contact;
- make defamatory or disparaging comments about any individual, other companies, products, or any other organization;
- post discriminatory, offensive, threatening or intimidating language or comments whether about or directed at a colleague, client or customer, any other business contact or otherwise;
- post offensive or discriminatory photos or images or links to offensive or discriminatory content;
- disclose a colleague's private information online without their prior consent;
- engage in any conduct which is in breach of the Company's policies on:
 - disciplinary procedure;
 - anti-harassment and bullying;
 - equal opportunities;
 - data protection; and
 - IT;
- infringe or misappropriate the intellectual property of the Company or its affiliates or of any other organization or individual;
- breach copyright rights by for example using someone else's images or written content without permission or failing to give acknowledgement where permission to publish has been given;
- provide a reference or recommendation without prior written authority from the Company for any individual including but not limited to any colleague or former colleague as this could be attributed to the Company and may create legal liability both for the employee and for the Company;
- post comments or information about sensitive business-related topics such as the Company's performance;
- breach their express and implied obligations of confidentiality owed to the Company or by the Company to any third party by revealing trade secrets or other confidential information.

When communicating through social media sites employees should:

- assume that everything they post could at some point be made public. Before posting, employees should consider whether their comment or posted information is something they would want a colleague, their boss, a senior manager or a customer or client of the Company to read or see as a news story or headline attributing the quote to you as an employee of the Company;

- report to their manager or to the Director of Human Resources any content on a social media site which comes to their attention and which breaches this policy including content which disparages or reflects poorly on the Company;
- remove any posting on a social media site which breaches this policy when required to do so by the Company. A failure to comply with this requirement may in itself result in disciplinary action;
- co-operate with any investigation into a breach of this policy by the Company including disclosing relevant usernames, passwords or other login details where requested to do so by the Company; and
- raise work-related complaints or concerns via the grievance procedure and not on social networking sites.

Monitoring Employees' Social Media Use. The contents of the Company's IT resources and communications systems are the Company's property. Employees, therefore, should have no expectation of privacy in any message, file, data, document, telephone conversation, social media post conversation or message, or any other kind of information or communication transmitted from, received to, printed from, stored on or recorded on the Company's electronic information and communications systems.

The Company reserves the absolute right to monitor, intercept, review, audit and disclose all employee activity undertaken using the Company's IT resources and communications systems including, but not limited to, social media postings and activities. This monitoring might include, without limitation, intercepting, accessing, recording, disclosing, inspecting, reviewing, retrieving and printing transactions, messages, communications, postings, log-ins, recordings and other uses of the systems as well as keystroke capturing and use of other network monitoring technologies.

The Company may monitor content on the accessible pages of employees' social media accounts to ensure compliance with the terms of this policy and with the terms of an employee's contract of employment. There are employees who monitor social media for customers as part of their job description and may review this information as part of their job responsibilities. If they find concerns that are employee based rather than customer related they will forward the concerns to the Human Resources or Legal Departments. Any other monitoring of social media of employees would be undertaken by a limited number of employees that has been confirmed to have a need for this information by the Human Resources Department senior staff.

The Company carries out its monitoring activities for the lawful purposes described in its IT Resources and Communications Systems Policy, to ensure that its rules are being complied with and to protect its business interests.

By using the Company's IT resources and systems, employees agree to the Company's monitoring of their social media use as described in this policy.

For further information on monitoring, employees should refer to the Company's IT Resources and Communications Systems Policy.

Implementation, Monitoring and Review of the Policy. The Company's Directors have overall responsibility for this policy but has delegated day-to-day responsibility for overseeing and implementing it to the Human Resources and Legal Departments. The Human Resources and Legal Departments also have responsibility for monitoring and reviewing operation of the policy to ensure that it meets legal requirements and reflects best practices. The policy may be amended by the Company from time to time to achieve these objectives.

Managers have a specific responsibility to operate within the boundaries of this policy, to facilitate its operation by ensuring that employees understand the standards of behavior expected of them, and to identify and act upon behavior falling below these standards.

All employees are responsible for the successful operation of this policy and should take time to ensure they read and understand it and to disclose any misuse of social media of which they become aware to the Human Resources or Legal Departments. Questions regarding the content or application of this policy should also be directed to the Human Resources or Legal Departments.

400 COMPENSATION

401 Overtime

Work schedules will depend upon the nature of an employee's job and customer needs. An employee's supervisor will notify him/her of the days and times that the employee is expected to be at work. Employees are expected to be flexible with their availability. Certain employees may occasionally be asked to work beyond their normally scheduled hours, and such time will be compensated in accordance with applicable law.

When operating requirements or other needs cannot be met during regular working hours, non-exempt employees may be scheduled to work overtime hours. When possible, the supervisor will provide advance notification of these mandatory assignments and their schedules. All overtime work must receive a supervisor's prior authorization.

Nonexempt employees will receive overtime pay in accordance with applicable federal and state law at a rate of one and one-half times their regular rate of pay for all hours worked over 40 hours in any given workweek. Overtime pay is based on hours actually worked. For example, hours paid for PTO will not be included in calculating overtime. If you believe that you have not been compensated for all hours worked or for all overtime hours worked, you must report your concern to the Human Resources Department immediately.

Nonexempt employees must obtain approval from their supervisors in advance of working overtime.

Exempt employees do not receive overtime pay, and instead are paid a salary that compensates them for all hours worked.

For timekeeping and payroll purposes, the work week starts at 12:01 a.m. on Saturday and ends at 12:00 a.m. (midnight) the following Saturday.

Failure to work scheduled overtime or overtime worked without prior authorization from the employee's supervisor may result in disciplinary action, up to and including termination of employment.

402 Timekeeping

To ensure that ZeniMax has accurate time records, that employees are paid for all hours worked in a timely manner, and that benefits and PTO for eligible employees is correctly tracked, all employees are required to accurately record all hours worked on a timesheet. Employees must ensure all time is recorded accurately. Off-the-clock work is strictly prohibited. Fraudulent timekeeping and falsification of time records are subject to discipline, up to and including termination of employment.

Nonexempt employees should record all hours worked and breaks longer than 20 minutes on a daily basis, including meal breaks. Time worked is all time actually spent on the job performing assigned duties. Your supervisor will review your time records and ask you to verify them at the end of each pay period. A supervisor must always approve all overtime work before it is performed.

A time sheet must be received by your supervisor no later than the end of business on the Friday ending the pay period. Employees who do not submit a time sheet on time will be subject to discipline.

Failure to adhere to the timekeeping policy, altering, falsifying, tampering with time records, or recording time on another employee's time record may result in disciplinary action, up to and including termination of employment.

403 Payday

Employees are paid every other week on Fridays for the pay period that ends on the previous Friday. If a particular payday falls on a holiday, employees normally will be paid on the last business day before the holiday.

ZeniMax encourages employees to direct deposit their salary into their personal bank account, for which you must provide written authorization to Human Resources. Employees will receive an itemized earnings statement of wages when ZeniMax makes direct deposits. However, if an employee elects not to have wages paid via direct deposit, ZeniMax will distribute wages via paycheck.

404 Business Travel Expenses

ZeniMax will reimburse employees for reasonable business travel expenses incurred while on assignments away from the normal work location. All business travel must be approved in advance by the employee's Department Head and/or a Senior Officer of the Company.

Employees whose travel plans have been approved should make all travel arrangements through ZeniMax's Travel Coordinator.

When approved, the actual costs of travel, meals, lodging, and other expenses directly related to accomplishing business travel objectives will be reimbursed by ZeniMax. Employees are expected to limit expenses to reasonable amounts.

Absent a different prior agreement with ZeniMax, expenses that generally will be reimbursed are:

- Airfare or train fare for travel in coach or economy class or the lowest available direct fare.
- Car rental fees and fuel costs, only for compact or mid-sized cars and only when less expensive transportation is not available.
- Fares for shuttle or airport bus service.
- Taxi fares.
- Parking Fees.
- Mileage costs for use of personal cars, only when less expensive transportation is not available.
- Cost of standard accommodations in mid-priced hotels, motels, or similar lodgings.
- Charges for laundry and valet services, only on trips of five days or more.
- Tips, which may not exceed 20% of the meal or service's total cost.
- Meal expenses when dining with clients, provided that the cost of meals must not be excessive.

These travel policies may be adjusted, based on individual circumstances, with the approval of the Chief Executive Officer.

Cash advances to cover reasonable anticipated expenses may be made to employees after travel has been approved. Employees should submit a written request to their supervisor when travel advances are needed.

When travel is completed, employees must submit completed travel expense reports within thirty (30) days. Receipts for all individual expenses **must** accompany reports.

Employees must contact the Travel Coordinator for guidance and assistance on procedures related to travel arrangements, travel advances, expense reports, reimbursement for specific expenses, or any other business travel issues. Whenever possible, employees must take advantage of any discount or corporate rates offered by travel vendors, hotels, car rentals, airlines, and other such service providers.

Abuse of this business travel expenses policy, including falsifying expense reports or reflecting expenses not related directly to ZeniMax business, will be grounds for disciplinary action, up to and including termination of employment.

Expense Reimbursements and In-Kind Benefits. With respect to any reimbursement of business expenses and in-kind benefits, please refer to ZeniMax's Expense Reimbursement Guidelines & Procedures.

405 Administrative Pay Corrections

It is ZeniMax's policy and practice to accurately compensate employees and to do so in compliance with all applicable state and federal laws, including the Fair Labor Standards Act. To ensure that employees are paid properly for all time worked and that no improper deductions are made, employees must record correctly all work time and review paychecks promptly to identify and to report all errors. Non-exempt employees cannot engage in off-the-clock or unrecorded work.

While ZeniMax makes every effort to ensure employees are paid correctly, inadvertent mistakes can happen occasionally. When mistakes do happen and are called to ZeniMax's attention, ZeniMax will promptly make any correction that is necessary. Employees should review their pay stubs when received to make sure they are correct. If you believe that there are any errors in your pay, including that you have been overpaid or underpaid, that improper deductions have been taken from your pay or that your pay does not accurately reflect all hours worked, or if you believe that you have been misclassified as either "exempt" or "non-exempt" you should report your concerns to the Human Resources Department immediately.

ZeniMax will promptly investigate all reported complaints and, if appropriate, take corrective action.

ZeniMax prohibits and will not tolerate retaliation against any employee because that employee filed a good faith complaint under this policy or cooperates in ZeniMax's investigation of such reports. Specifically, no one will be denied employment, promotion or any other benefit of employment or be subjected to any adverse employment action based on that person's good faith complaint. In addition, no one will be disciplined, intimidated or otherwise retaliated against because that person exercised rights under this policy or applicable law. Any form of retaliation is a violation of this policy and will result in disciplinary action, up to and including termination of employment.

406 Performance Evaluations

Supervisors and employees are encouraged to discuss job performance and goals on an informal basis. Additional formal performance evaluations are conducted to provide both supervisors and employees the opportunity to discuss job tasks, identify and correct weaknesses, encourage and recognize strengths, and discuss positive, purposeful approaches for meeting goals.

Salary and performance reviews of employees will generally be conducted on an annual basis. There are no guaranteed or automatic merit-based pay salary adjustments at ZeniMax. Your performance appraisal is an important factor among many that will be considered when decisions are made regarding compensation. The decision to award such adjustments is dependent upon numerous conditions in addition to employee performance, including the overall performance and results of each operating division and the Company.

In addition to salary adjustments, ZeniMax may, from time to time, consider awarding bonuses to reward exceptional performance by employees and/or by a group of employees. Bonuses are not guaranteed and may not be paid in a given year. Bonus decisions will take into account ZeniMax's overall financial results, the performance of a business unit, and individual effort. The dollar amount and timing of bonuses are not fixed, but ZeniMax generally expects to consider bonuses in the first quarter of each year as management analyses the performance of ZeniMax for the preceding year.

500 EMPLOYEE BENEFITS

Eligible employees at ZeniMax are provided a wide range of benefits. A number of the programs (such as Social Security, workers' compensation, state disability, unemployment insurance and specific leave provisions) cover all employees in the manner prescribed by law. To the extent there are state laws that apply to certain employees of ZeniMax that are more generous than the policies outlined in this policy, ZeniMax will comply with the applicable state law.

Benefits eligibility is dependent upon a variety of factors, including employee classification (*i.e.*, regular part-time and full-time status, length of employment, etc.). Additionally, some benefit programs require contributions from the employee. Should any information contained in the Employee Guide to Benefits or in this handbook conflict with the benefit policies, plans, or regulations, the latter shall govern.

ZeniMax may, in its sole discretion, modify, enhance or discontinue any Company-sponsored employee benefit. Details of the various benefit programs can be found in the Employee Guide to Benefits, which is updated annually. Should you need additional information, please contact a member of the Human Resources Department.

501 Leave Policies

Voting Leave. ZeniMax encourages all employees to fulfill their civic responsibilities by participating in elections. Generally, employees will have sufficient time to vote outside of regularly scheduled work hours. In extraordinary circumstances and/or as required by applicable state law, ZeniMax will grant unpaid leave to allow employees time to vote.

Jury Duty Leave. ZeniMax encourages all employees to fulfill their civic responsibilities by serving jury duty when required. Employees must show the jury duty summons to their supervisor as soon as possible so that the supervisor may make arrangements to accommodate their absence. Of course, employees are expected to report for work whenever the court schedule permits.

Regular full-time and regular part-time employees are eligible for up to ten (10) days of paid jury duty leave per year. Jury duty pay will be calculated on the employee's base pay rate times the number of hours the employee would otherwise have worked on the day of absence. The employee is entitled to the difference between any Jury Duty pay and any remuneration received for each day of jury duty.

If employees are required to serve jury duty beyond the period of paid jury duty leave or if they are not eligible for paid jury duty leave, they may use any available paid time off (e.g., Paid Time Off) or may request an unpaid jury duty leave of absence.

Witness Duty Leave. All employees will receive unpaid time off if the employee (i) has been subpoenaed to appear as a witness in a civil or criminal proceeding or (ii) attends a criminal or juvenile proceeding when the employee is attending as a victim or victim's representative and has a right to be present at the proceedings. Employees are free to use any available paid leave benefit to receive compensation for the period of this absence.

If an employee is requested to testify in court as a witness by ZeniMax, he/she will receive paid time off for the entire period of witness duty.

Any subpoena or summons should be shown to the employee's supervisor immediately after it is received so that operating requirements can be adjusted, where necessary, to accommodate the employee's absence. The employee is expected to report for work whenever the court schedule permits.

Military Leave; USERRA. A military leave of absence may be granted if an employee enlists, is inducted, or is recalled to active duty in the armed forces of the United States for a period of not more than five (5) years. Employees who perform and return from military service in the armed forces, the military reserves, or the National Guard shall have and retain such rights with respect to reinstatement,

seniority, benefits, layoffs, compensation, and length of service pay increases as may be from time to time provided, in accordance with the applicable federal and state laws.

Upon satisfactory completion of military service and timely notice of intent to return to work, an employee will be reinstated to the job that he/she would have had if the employee had been continuously employed, or to the job that he/she left, provided the employee is qualified and ZeniMax's circumstances have not changed to the extent that it would be impossible or unreasonable to provide reemployment. If, upon the employee's return from military service, he/she is not qualified for the position that he/she would have had if he/she had been continuously employed, or the position the employee left, ZeniMax will make reasonable efforts to qualify him/her for the position.

Upon completion of an employee's military service, he/she must report to work or apply for reemployment within the following time periods:

- If an employee's military service was 30 days or less, the employee must report to work on the first scheduled working day following completion of service and his/her arrival home.
- If an employee's military service was between 31 and 180 days, the employee must apply for reemployment within fourteen (14) days after completion of his/her military service. If it is impossible or unreasonable, through no fault of the employee, for the employee to apply for reemployment within this fourteen (14) day period, the employee must apply for reemployment on the first scheduled working day that it is possible for him/her to submit an application for reemployment.
- If an employee's military service was more than 180 days, the employee must apply for reemployment no later than ninety (90) days after completion of his/her military service.

If upon return from military service, an employee has a disability which makes him/her unable to perform the duties of the employee's previous job with or without a reasonable accommodation, ZeniMax will make all reasonable efforts to place him/her in a position which is equivalent in seniority, status and pay compatible with the duties he/she is qualified to perform or would become qualified to perform with reasonable efforts by ZeniMax.

A military leave of absence will also be granted if an employee participates in annual encampment or training duty in the U.S. Military Reserve or the National Guard. In these circumstances, an employee may either use PTO leave or take leave without pay at ZeniMax's option. If an employee is on military leave during Company-paid holidays, he/she will receive full holiday pay from ZeniMax irrespective of any military pay earned that day. If an employee is absent from work due to his/her participation in the Military Reserve or National Guard, the employee must provide the Human Resources Department with a copy of his/her training order.

Family & Medical Leave. ZeniMax follows the federal guidelines for family leave as set forth in the Family and Medical Leave Act ("FMLA") and applicable regulations for eligible employees. To the extent there are state laws that apply to certain employees of ZeniMax that are more generous than the policies outlined in this policy, ZeniMax will comply with the applicable state law. The following is a summary of the leave entitlement and the procedures for requesting such leave.

Employees who have been employed by ZeniMax for at least 12 months, and have worked at least 1250 hours during the 12 months immediately preceding the leave, are eligible for FMLA leave.

Generally, employees may take up to a total of 12 weeks of unpaid leave during a 12-month rolling period measured backward from the date you first take family and medical leave. Thus, each time you take FMLA eligible leave, your remaining leave entitlement would be the balance of the 12 workweeks that has not been used during the immediately preceding 12 months. Leave need not be taken in one block. Leave may be taken intermittently or on a reduced schedule when medically necessary or as necessary for a qualifying

exigency, with the exception of special rules that apply to teachers. You will be permitted to take FMLA leave for the following reasons:

1. Your own serious health condition.
2. Incapacity due to pregnancy, prenatal medical care or child birth;
3. To care for your child after birth, or placement of a child for adoption or foster care with you or your spouse (Note that leave must be taken all at one time and within one year of the qualifying event, unless agreed to by the Company; also note that if both parents work for the Company, they have 12 weeks of total leave in a 12 month period for the birth or placement of the child);
4. The serious health condition of your spouse, son or daughter (under 18 or incapable of self-care), or parent; or

Military Leave

The FMLA also provides eligible employees with two types of leave to address circumstances affecting employees with family members in the military.

1. Qualifying Exigency

Eligible employees may take up to 12 weeks of leave for a qualifying exigency resulting from a spouse, son or daughter, or parent's active duty or call to active duty status in the National Guard or Reserves in support of a contingency operation.

- Qualifying exigencies may include:
 - 1) Short-notice deployment – limited to 7 calendar days;
 - 2) Certain military events;
 - 3) Arranging for alternative childcare;
 - 4) Addressing certain financial and legal arrangements;
 - 5) Attending certain counseling sessions;
 - 6) Rest and recuperation leave during deployment – limited to 5 days; or
 - 7) Attending post-deployment and reintegration briefings.
- Note that leave because of a qualifying exigency does not pertain to family members who serve in the Regular Armed Forces, but rather, only the National Guard and the Reserves.

2. Military Caregiver Leave

Eligible employees are permitted to take up to 26 weeks of leave to care for a covered service member during a single 12-month period that begins on the first day you take leave for this reason. A covered service member is a current member of the Armed Forces, including a member of the National Guard or Reserves, who has a serious injury or illness incurred in the line of duty on active duty, which results in:

- Undergoing medical treatment, recuperation or therapy;
- Treatment as an outpatient; or
- Otherwise being on the temporary disabled list.

Note that if both parents of a covered service member work for ZeniMax, they are limited to a combined total 26 weeks of leave.

How To Request Leave

The following procedures will apply when you request FMLA leave:

1. As with any other type of leave, you must apply for FMLA leave in writing. See Human Resources for forms. If the need for leave is foreseeable, you must provide at least 30 days advance notice. If leave is needed due to a planned medical treatment, you must make a reasonable effort to schedule the treatment to avoid disruption to the Company's operations. Where the need is not foreseeable, you must provide us with notice of your intent to take leave as soon as is practicable and you must comply with the Company's standard call-in procedures. Failure to provide us with timely notice can result in a denial or delay of your request for leave.

2. When you make a request for family and medical leave, we will require certification that the leave is necessary. We reserve the right to require a second opinion as to the necessity of the leave at our expense, as well as reports on your status and your intention to return to work. When your medical leave ends, we will require you to obtain appropriate certification that you are able to resume work as a condition of your return to work. Failure to provide us with timely certifications or reports as requested can result in a denial or delay of your request for leave.

3. When you request FMLA leave, we will notify you whether you are eligible under FMLA and provide you with a notice of your rights and responsibilities. If you are not eligible, we will provide you with a reason for the ineligibility. If you are eligible, we will notify you whether your leave qualifies under FMLA and the amount of time that will be charged against your FMLA entitlement, if the calculation is possible.

4. You are required to substitute accrued paid leave for unpaid leave. Thereafter, you will be permitted to take any remaining family and medical leave on an unpaid basis. In other words, paid and unpaid leave will run concurrently, and the combination of paid and unpaid leave will provide for an absence not to exceed 12 weeks in a 12 month period with the exception of military caregiver leave, which provides for a maximum of 26 weeks of leave in a single 12-month period. Please note that FMLA provides only for protection of your job while you are on leave; it does not address when or whether you will be paid while on leave. Unless you are taking paid leave or are receiving benefits from some other source (such as workers' compensation), FMLA leave will be unpaid. Accrual of leave benefits will be in accordance with ZeniMax's policy relating to paid and unpaid leave.

5. An employee taking FMLA leave will be allowed to continue participating in any health and welfare benefit plans in which he or she was enrolled prior to the first day of leave. Employees must make arrangements with Human Resources to continue their portion of any payments during any extended periods of leave. Employees who choose not to return from leave will be required to pay to ZeniMax a portion of the premium payment, unless the reason for not returning is due to the continuation of their own illness or other circumstances beyond their control.

In general, eligible employees granted leave will be returned to the same position held prior to the leave or one that is substantially equivalent in pay, benefits and other terms and conditions. Employees who do not return to work at the end of the leave, and who are not eligible for any other kind of leave, will normally be separated from employment.

ZeniMax will not interfere with, restrain or deny the exercise of any right under FMLA, and will not discharge or discriminate against any person for opposing any practice made unlawful by FMLA or for involvement in any proceeding under or relating to FMLA. Please see the FMLA notice posted in break areas for more information. Please direct all complaints under this policy to the Human Resources Department.

Bereavement Leave. All regular full-time and regular part-time employees receive up to three, eight-hour days of paid bereavement leave upon the death of an immediate family member. When bereavement leave is necessary, the employee shall notify his or her supervisor as soon as possible. If extended travel time is necessary, additional paid bereavement leave may be granted upon approval of the Division Head.

ZeniMax defines “immediate family” as the employee’s spouse or domestic partner, parent, child, sibling; the employee’s spouse’s or domestic partner’s parent, child, or sibling; the employee’s child’s spouse or domestic partner; grandparents or grandchildren. The Company may also grant bereavement leave in its discretion, upon request, in the event of the death of a person whose association with the employee was similar to any of the above relationships.

Leave of Absence without Pay. Leave of absence without pay (LWOP) may be granted to a regular full-time or regular part-time employee on a case-by-case basis at the discretion of the Studio Head and Vice President, Human Resources or his/her designee and under circumstances that do not disrupt or interfere with the work schedule and responsibilities of the division in which the employee works. The Studio Head and Vice President, Human Resources or his/her designee will also consider the employees performance and the needs of the business before determining if an LWOP is appropriate. Reasons for a LWOP request may include a personal or family emergency not covered by the Family and Medical Leave Act (FMLA) or professional or educational activities determined by the Chief Executive Officer or his designee to be of benefit to the Company.

During an LWOP, employees are responsible for remitting their share of insurance premiums by check or money order to the Human Resources Department. PTO leave will not accrue. Upon the expiration of the leave, ZeniMax may attempt to reinstate the employee to his/her former position, or an equivalent position, if such a position is available. If, however, no such position is available, the employee’s employment will be terminated. Any employee who fails to report to work at the end of an LWOP, accepts alternative employment, or who applies for unemployment insurance while on leave, will be considered to have voluntarily resigned.

502 Holidays

ZeniMax will grant paid holiday time off to all regular full-time and regular part-time employees. Human Resources will furnish a yearly holiday calendar setting forth the recognized dates for the applicable year.

ZeniMax will grant paid holiday time off to all eligible employees immediately upon assignment to an eligible employment classification. Holiday pay will be calculated based on the employee’s straight-time pay rate (as of the date of the holiday), multiplied times the number of hours the employee would otherwise have worked on that day. Eligible employee classification(s):

- * Regular full-time employees
- * Regular part-time employees

A recognized holiday that falls on a Saturday will be observed on the preceding Friday. A recognized holiday that falls on a Sunday will be observed on the following Monday.

Holidays will not be counted as hours worked for the purposes of determining overtime.

ZeniMax’s operation does not always close when a recognized holiday falls during a day of normal business operation. Therefore, employees otherwise eligible for paid holiday time off may be required to work. If a recognized holiday falls during an eligible employee’s paid absence or Paid Time Off, holiday pay will be provided instead of the paid time off benefit that would have otherwise applied.

Employees on compressed work schedules will be required to work the additional hours or use personal leave to make up the difference between their regular work schedule and the holiday hours paid. For example, if an employee works 10-hour shifts the employee would have the option to make up the additional two hours of missed work time on another day.

503 Paid Time Off (PTO)

Paid Time Off (PTO) is an all-purpose time-off policy for eligible employees to use for vacation, illness or injury, and personal business. Employees in the following employment classification(s) are eligible to earn and use PTO as described in this policy:

- Regular full-time employees
- Regular part-time employees

Full-time employees are eligible to earn up to fifteen (15) PTO days each year, pro-rated based on the month of hire, as described below. After five (5) years of eligible service, the full-time employee is entitled to earn up to twenty (20) PTO days each year based on their anniversary date.

PTO will be pro-rated for regular part-time employees based on their scheduled work hours.

PTO is paid at the employee's base pay rate at the time of absence. It does not include overtime or any special forms of compensation. Employees may not accrue PTO during unpaid leaves of absence or other periods of inactive service.

PTO expires at the end of each calendar year. PTO does not generally carry over from one calendar year to the next; however, exceptions may be made with the Chief Executive Officer's prior approval.

Eligibility. New employees' time off benefits will be pro-rated based on the month they are hired during their first calendar year of employment.

To determine the new hire time-off eligibility, refer to the following chart:

Month of Hire	Pro-rated PTO for full-time employees
January	15.0
February	14.0
March	13.0
April	11.0
May	10.0
June	9.0
July	8.0
August	6.0
September	5.0
October	4.0
November	3.0
December	1.0

As noted above, Paid Time-Off will be pro-rated for regular part-time employees based on their scheduled work hours.

Paid Time-Off for Terminating Employees. Employees will be paid at termination for their accrued but unused PTO in accordance with this chart. If employment terminates, accrued time off to be paid upon termination will be determined according to the following schedule, coordinating with the employee's month of termination. Employees must work through the 16th day of the month to receive credit for the time off accrual for that month.

Month of Termination	Employees Eligible for 15 PTO Days per Year	Employees Eligible for 20 PTO Days per Year
January	1	2
February	3	3
March	4	5
April	5	7
May	6	8
June	8	10
July	9	12
August	10	13
September	11	15
October	13	17
November	14	18
December	15	20

Scheduling Paid Time-Off. To schedule planned PTO, employees should request advance approval from their supervisors, and such requests should be made in writing. Requests will be reviewed based on a number of factors, including business needs and staffing requirements.

Employees who have an unexpected need to be absent from work should notify their direct supervisor and current project manager in accordance with the practices of the employee's specific department before the scheduled start of their workday. The direct supervisor and project manager must also be contacted in accordance with the practices of the employee's specific department on each additional day of unexpected absence. It is the employee's responsibility to inform any other employee whose work and/or schedule may be affected by the absence.

504 Relocation Benefits.

When ZeniMax asks employees to relocate to a new area, certain relocation benefits may be provided at the Chief Executive Officer's discretion to facilitate the transition. Relocation may be available to any eligible transferred or newly hired employee who must relocate in order to reside within fifty (50) miles of the new place of work. Those employees who may be eligible for relocation benefits are:

* Full-time salaried professional employees

For specific information regarding the terms and extent of relocation benefits, please contact Human Resources.

Employees must request relocation assistance for specific items in advance of the date the expenses are incurred. ZeniMax will reimburse expenses only if the employee has received the Vice President, Human Resources advance written approval, incurs reasonable expenses, and submits satisfactory proof of each expense within thirty (30) calendar days of the date the expense was incurred. Each such employee must enter into a written agreement confirming the conditions under which such relocation benefits are being provided.

ZeniMax may extend these relocation benefits in an effort to contribute to the success of employee relocation.

505 Savings Plan (401k)

ZeniMax offers a voluntary 401(k) savings plan for eligible employees. Complete details of the 401(k) savings plan are described in the Summary Plan Description and the Enrollment Kit provided to eligible employees. Contact Human Resources for more information about the 401(k) savings plan.

506 Fitness Facilities

ZeniMax may provide access to exercise facilities and equipment at certain of its locations. Any employee wishing to utilize such facilities and equipment must familiarize themselves with the applicable rules and sign a waiver of liability. Use of exercise facilities and equipment is a personal choice; and, therefore, use is at the employee's own risk.

507 Workers' Compensation Insurance

ZeniMax provides a comprehensive workers' compensation insurance program at no cost to employees. This program covers any injury or illness sustained in the course of employment that requires medical, surgical, or hospital treatment. Subject to applicable legal requirements, workers' compensation insurance provides benefits after a short waiting period or, if the employee is hospitalized, immediately.

Employees who sustain work-related injuries or illnesses should inform their supervisor or Human Resources immediately. No matter how minor an on-the-job injury may appear, it is important that it be reported immediately. This will enable an eligible employee to qualify for coverage as quickly as possible.

Neither ZeniMax nor the insurance carrier will be liable for the payment of workers' compensation benefits for injuries that occur during an employee's voluntary participation in any off-duty recreational, social, or athletic activity sponsored by ZeniMax, or for injuries that occur while the employee is engaged in activities unrelated to ZeniMax.

Workers' compensation benefits vary from state to state and depend on the nature of the compensable injury. Please contact a member of the Human Resources Department for information concerning workers' compensation benefits in your state.

508 Benefits Continuation (COBRA)

The federal Consolidated Omnibus Budget Reconciliation Act (COBRA) gives eligible employees and their qualified beneficiaries the opportunity to continue health insurance coverage at their own expense under ZeniMax's health plan when a "qualifying event" would normally result in the loss of eligibility. Some common qualifying events are resignation, termination of employment, or death of an employee; a reduction in an employee's hours or a leave of absence; an employee's divorce or legal separation; and a dependent child no longer meeting eligibility requirements.

Please contact a member of the Human Resources Department for information concerning the costs of COBRA coverage. ZeniMax provides each eligible employee with a written notice describing rights granted under COBRA when the employee becomes eligible for coverage under ZeniMax's health insurance plan. The notice contains important information about the employee's rights and obligations.

600 WORKPLACE SAFETY

601 Safety

ZeniMax is committed to maintaining a safe workplace. To further its goal, ZeniMax provides information to employees about workplace safety and health issues through regular internal communication channels such as supervisor-employee meetings, bulletin board postings, memos, or other written communications. Employees are required to comply with any ZeniMax rule or guideline – as well as any applicable federal, state, and local laws – and to exercise caution in all work activities.

Hazardous Conditions. Employees must keep their work area organized and free of any potential hazards and immediately report any unsafe condition to the appropriate supervisor. Employees who violate safety standards, who cause hazardous or dangerous situations, or who fail to report or, where appropriate, remedy such situations, may be subject to disciplinary action, up to and including termination of employment.

Reporting Injuries, Accidents, and Illnesses. In the case of any workplace injuries, accidents, or illness (regardless of severity), employees must immediately notify the appropriate supervisor who, in turn, should notify the Vice President, Human Resources.

No Retaliation. ZeniMax prohibits any form of discipline, reprisal, intimidation or retaliation for reporting a health and safety concern or a violation of this policy or cooperating in related investigations.

602 Security Badges and Workplace Visitors

To provide for the safety and security of employees and the facilities at ZeniMax, the Company may utilize access identification badges which are color-coded by location and printed with an employee's name and photograph or, in the case of authorized guests, the word "Visitor". Only authorized visitors are allowed in the workplace. Restricting unauthorized visitors helps maintain safety standards, protects against theft, ensures security of equipment, protects confidential information, safeguards employee welfare, and avoids potential distractions and disturbances.

Employees, contractors, and visitors who will see, discuss, or hear confidential or proprietary information of the Company must sign a Confidentiality and Nondisclosure Agreement (NDA). The NDA form is available at the receptionist's desk, and the executed version should be given to the receptionist at the front desk or the Executive Vice President of Legal Affairs.

All visitors must enter ZeniMax at the reception area. Authorized visitors will receive a yellow visitor badge after signing in at a reception and must be escorted by an employee to their destination. Employees are responsible for the conduct and safety of their visitors, and no visitors shall be left unattended. Access areas for visitors shall be designated by the Company at its discretion.

Employees and visitors must have their badge visible at all times while in any ZeniMax facility. If you see someone without a badge and do not recognize them as an employee, please ask them to display their identification badge. If an unauthorized individual is observed on ZeniMax's premises, employees should immediately notify their supervisor, the front desk or a member of the Legal Department, and direct the individual to the reception area.

A lost security badge by an employee or visitor must be immediately reported to Human Resources.

603 Smoke-Free Workplace

In keeping with ZeniMax's intent to provide a safe and healthful work environment, ZeniMax prohibits and will not tolerate smoking in the workplace, including all indoor facilities and Company vehicles. Smoking is also prohibited on the Company's outdoor property, unless a certain area has been dedicated. This policy applies to all employees, customers, and visitors.

For purposes of this policy, smoking includes lighting, smoking or carrying a lighted cigarette, cigar or pipe,

and the use of any electronic smoking or vapor device. This list is illustrative only and not exhaustive.

604 Operation of Motor Vehicles

Employees who drive their own vehicles for work purposes are required to maintain adequate insurance coverage for their vehicle. If an employee is regularly required to drive for work and receives a change in a driver's license status, this must be reported to the employee's supervisor and Human Resources Department.

Employees operating a vehicle owned, leased, or rented by ZeniMax ("ZeniMax Vehicles") must do so in a courteous, safe, and reliable manner. Employees must know and abide by all driving laws in all areas where they operate the vehicle and also observe the following:

- Drivers and passengers must use seat belts at all times, without exception.
- Drivers must drive defensively during travel and obey all traffic laws.
- Drivers using a cell phone must use a hands-free cell device in the vehicle at all times. Employees must learn and adhere to all federal, state, and local laws and regulations regarding the use of electronic devices while driving. Employees who are charged with traffic violations or who are involved in accidents resulting from the use of electronic devices while driving will be solely responsible for all liabilities that result from such actions.
- Drivers may not text while operating the vehicle.
- ZeniMax prohibits employees from driving under the influence of alcohol or drugs, including prescription drugs.
- Smoking is not permitted.
- Employees who are involved in an accident while traveling on business must promptly report the incident to the proper emergency personnel, as well as their immediate supervisor and/or the Vice President, Human Resources.
- ZeniMax Vehicles are to be used only for Company-related business. Personal use of a ZeniMax Vehicle is not permitted without prior approval.
- No other drivers besides eligible employees are permitted to operate a ZeniMax Vehicle.
- Employees who incur a traffic violation or parking ticket are solely responsible for payment. Any traffic violations should be reported to the Human Resources Department immediately. Employees should refrain from making statements about who was at fault with respect to an accident.

Failure to comply with this policy may result in disciplinary action, up to and including termination of employment.

605 Drug and Alcohol Use

ZeniMax is committed to providing a safe, healthy and productive work environment. Consistent with this commitment, this policy establishes ZeniMax's intent to maintain a drug and alcohol-free workplace. Being under the influence of alcohol or illegal drugs (as classified under federal, state or local laws) while on the job poses serious health and safety risks to employees and others, which is not tolerated.

Prohibited Conduct. ZeniMax expressly prohibits the following activities at any time that employees are either (1) on duty or conducting ZeniMax business (either on or away from ZeniMax's premises), or (2) on ZeniMax's premises (whether or not the employee is working):

- The use, abuse or being under the influence of alcohol, illegal drugs or other impairing substances.
- The possession, sale, purchase, transfer or transit of any illegal or unauthorized drug, including prescription medication that is not prescribed to the employee or drug-related paraphernalia.
- The illegal use or abuse of prescription drugs.

Nothing in this policy is meant to prohibit the appropriate use of over-the-counter medication or other medication that can legally be prescribed under both federal and state law, to the extent that it does not impair an employee's job performance or safety or the safety of others. Employees who take over-the-counter medication or other medication that can legally be prescribed under both federal and state law to treat a disability should inform their supervisors or the Human Resources Department if they believe the medication will impair their job performance, safety or the safety of others or if they believe they need a reasonable accommodation **before** reporting to work while under the influence of that medication.

A violation of any of the above is subject to disciplinary action, up to and including immediate termination of employment.

Workplace Searches and Inspections. In order to achieve the goals of this policy and maintain a safe, healthy and productive work environment, ZeniMax reserves the right at all times to inspect employees, as well as their surroundings and possessions, for substances or materials in violation of this policy. This right extends to the search or inspection of clothing, desks, lockers, bags, briefcases, containers, packages, boxes, tools and tool boxes, lunch boxes and employer-owned or leased vehicles and any vehicles on Company property where prohibited items may be concealed. Employees should have no expectation of privacy while on ZeniMax premises, except in restrooms/locker rooms/or other locations with an expectation of privacy.

Drug Testing. ZeniMax reserves the right to conduct medical or other inquiries, tests, and examinations that are job-related and consistent with business necessity. ZeniMax reserves the right to conduct inquiries, tests, and examinations as follows in accordance with applicable laws (1) prior to employment; (2) on the job, following an accident; and (3) on the job, based on reasonable suspicion of an employee's behavior and/or actions. ZeniMax reserves the right, at its sole discretion, to test employees when it deems appropriate.

606 Workplace Violence Prevention

ZeniMax is committed to preventing workplace violence and to maintaining a safe work environment. As such, ZeniMax has adopted the following guidelines to deal with intimidation, harassment, or other threats of (or actual) violence that may occur. If there are any questions about the Workplace Violence Prevention Policy, employees should see their supervisor or the Human Resources Department.

A. Zero Tolerance

ZeniMax has a zero tolerance policy for actions, statements, or other behavior by anyone that is, or is intended to be, violent, threatening, intimidating, disruptive, aggressive, or harassing, as determined by ZeniMax at its sole discretion. Further, no fighting, "horseplay," or other conduct that may be dangerous to others is permitted. This policy applies to employees, consultants, contractors, vendors, visitors, and all of their employees and agents, and to all other individuals while on ZeniMax premises or worksites or while conducting ZeniMax business (including travel).

B. No Weapons

Subject to state law, no weapons of any type are allowed on Company premises or on the premises of any agency or site where employees are assigned, including, but not limited to, parking areas owned or used by ZeniMax. This prohibition against weapons applies whether the weapon is on the individual's person, carried in a container or openly, or in a vehicle brought onto ZeniMax premises or worksites. Furthermore, while on Company business, employees are prohibited from carrying or otherwise possessing or transporting weapons at any time and at any place.

C. Company Response

Any person who violates this policy shall be removed from the premises as quickly as safety permits, and shall be barred from Company premises or worksites until the outcome of an investigation. During the investigation, ZeniMax may suspend employees, either with or without pay. Violations of this policy shall

result in disciplinary action, up to and including termination of employment, at the sole discretion of ZeniMax. In addition, ZeniMax may contact the appropriate criminal authorities for arrest and prosecution. No other Company practice, policy, or procedure should be interpreted to limit ZeniMax's ability to take prompt and appropriate action to prevent an act or threatened act of violence, or otherwise enforce this policy.

D. Responsibility to Report

Every employee is responsible for promptly notifying his/her immediate supervisor or manager, or any member of management, and the Human Resources Department, of any violation or potential violation of this policy, including any threats that he/she has witnessed, received, or otherwise knows about. Even without an express, verbal threat, employees should alert management to any suspicious behavior that they suspect might pose a danger to employees, guests, and/or ZeniMax or customer property. ZeniMax will strive to handle reports made under this policy with as much confidentiality as is reasonably practicable under the circumstances.

E. Arrests / Convictions

If an employee is arrested or convicted of a crime concerning conduct that impacts the ability to perform his/her job, threatens the safety of ZeniMax's work environment, or has the potential to undermine public confidence in ZeniMax, the employee must immediately inform his/her supervisor and the Human Resources Department within five business days. The decision as to whether an arrest or conviction will affect an employee's employment status with ZeniMax depends on the circumstances, and such decision will be made at the sole discretion of ZeniMax, in accordance with applicable federal, state, and local laws.

F. Searches and Surveillance

ZeniMax reserves the right to search (1) all Company property and premises, including but not limited to all Company vehicles and equipment, (2) the personal belongings (i.e., pocketbook, briefcase, desk, locker, etc.) of any individual on Company property, and (3) any vehicle in a parking area owned or used by ZeniMax or used by employees to conduct Company business. Property found on the premises of the agencies for which ZeniMax provides services is also subject to search in accordance with this policy and the rules of that specific agency. Use of ZeniMax's electronic systems, such as email, voicemail, and the internet, will be monitored as set forth in the Handbook. In addition, ZeniMax reserves the right to implement any security measures deemed necessary, including video surveillance, in order to enforce this policy. Such actions will be taken by ZeniMax in accordance with applicable federal, state, and local laws.

G. Restraining or Other Orders

An employee who is protected or covered by a restraining order or other type of protective order must immediately provide a copy of the order to his/her supervisor and the Human Resources Department. ZeniMax will strive to keep the order and its terms as confidential as is reasonably practicable under the circumstances.

H. Retaliation Prohibited

No retaliation will be tolerated against any person for reporting in good faith a violation of this policy, or for filing, testifying, assisting, or participating in any investigation, proceeding or hearing conducted by ZeniMax, a federal or state enforcement agency, or a federal or state court.

700 STANDARDS OF BUSINESS ETHICS AND CONDUCT

ZeniMax is committed to maintaining the highest ethical standards possible. ZeniMax requires its employees to conduct all Company business according to the highest legal and ethical standards. All employees are required to comply with both the letter and spirit of the law, as well as the standards and principles espoused in this Basic Code of Conduct. Any violation of this section may result in disciplinary action, up to and including termination of employment.

701 Basic Code of Conduct

The Company and all employees are expected to observe a basic code of conduct in the workplace. Every employee is expected to observe a strict code of conduct, which includes but is not limited to the following:

- Conduct our business in accordance with high ethical standards.
- Be aware of, and abide by, all applicable federal, state, and local laws in the United States and any other jurisdictions in which we do business.
- Adhere to the spirit of the law and observe recognized standards of fair dealing and personal integrity.
- Be honest in all public statements, advertising, and publicity, and avoid misrepresentations in any business dealings.
- Be professional in all business dealings and dealings with ZeniMax's customers, clients, vendors, business partners, as well as any dealings with the public on behalf of ZeniMax.
- Respect our obligations as individuals and as a corporation, and neither express nor imply a promise or guarantee of performance that we cannot reasonably expect to fulfill.
- Be economical in utilizing Company and customer resources.
- Neither condone nor ratify any illegal or unethical acts for any reason.
- Refrain from unfair or unlawful practices that might disrupt the free flow of trade or restrict competition.
- Avoid providing or accepting bribes, kickbacks, or other forms of graft or pay-offs, whether in the form of money or other thing of value, in connection with any transaction, contract, or agreement, and report any commercial or political bribery efforts encountered.
- Disclose to the Company any conflicts of interest or situations giving the appearance of a conflict of interest or impropriety, and disclose any proprietary or financial interest in any organization with which the Company does business, or is negotiating to do business, or with which it is in competition.
- Ensure that confidential information belonging to the Company, or information received in confidence from the Company or from any third party doing business with the Company remains confidential and is not used for personal gain.
- Be fair and impartial in all aspects of business, and offer equal opportunity in business and employment to all, without regard to race, color, religion, sex, age, national origin, citizenship status, marital status, sexual orientation, genetic information, disability unrelated to job performance, veteran status or any other status protected by federal, state, or local law.
- Recognize that integrity, character and reputation are the greatest assets of ZeniMax and its employees.
- Follow the rules and guidelines set forth in this Employee Handbook.

The following guidelines and practices provide more specific statements expanding upon the code of conduct set forth above.

Employee Responsibilities. Each employee is responsible for conducting his or her work in a manner consistent with the ethics policies discussed here and the other policies and procedures discussed in the Employee Handbook. Any employee who suspects or has knowledge of infractions of these standards of conduct should immediately bring the matter to the attention of either his or her supervisor, or Human Resources. To the extent possible, and consistent with this policy and a thorough investigation of ethics violations, ZeniMax will do its best to maintain the confidentiality of the report and the reporting employee(s).

Compliance with the Law. ZeniMax requires that all its employees comply fully with all applicable laws, rules, and regulations, including but not limited to all laws governing the workplace. If an employee becomes

aware that a law is being or may have been violated, that employee should immediately contact their supervisor and the Executive Vice President of Legal Affairs of the Company.

Honesty and Integrity. ZeniMax requires that its employees demonstrate honesty and integrity in all business dealings, both within the Company and with outsiders on the Company's behalf. To that end, any information or statements that an employee makes to customers, clients, vendors, business partners, or the public must be accurate. The employee may not knowingly provide any such information or make any statements containing inaccuracies, nor may the employee present information or make statements in a manner designed to misrepresent facts regarding the Company, its business, or its services.

In connection with their business dealings with customers, clients, suppliers, vendors, contractors, and business partners, ZeniMax employees are or may be called upon to enter into guarantees, promises, commitments and/or obligations on behalf of the Company, and to make representations regarding performance. All guarantees, promises, commitments, obligations, and representations should be made with the expectation that they will be achieved, and should be realistic and well grounded. ZeniMax employees may not bind the Company to contractual or other obligations, promises, guarantees, or commitments that they know or can reasonably anticipate they/the Company will not be able to keep.

Every ZeniMax employee must help maintain the integrity of the Company's financial records. The Company must rely on employee trustworthiness in accounting practices. Employees who knowingly engage in any misstatement of the Company's accounts or records will be subject to disciplinary action, up to and including immediate termination.

Employees' submissions in connection with expense reports or requesting reimbursement for any expenses incurred on the Company's behalf must be honest, accurate, and complete. Intentional misrepresentations in expense reports or requests for reimbursement are grounds for disciplinary action, up to and including immediate termination.

Conflicts Of Interest. ZeniMax requires that its board members, officers and employees disclose their involvement in any activity, practice, or conduct that may conflict with or might reasonably appear to conflict with the interests of ZeniMax. The purpose of this policy is to prevent the interests of any board member, officer or employee from interfering with the performance of his or her duties to ZeniMax and to ensure that there is no personal, professional, or political gain made at the expense of ZeniMax. This policy requires the disclosure of any conflicts of interest and the recusal of any interested party in a decision relating thereto.

Employees are expected to remain alert to situations presenting the potential for conflicts of interest. While it is difficult to specify every situation that might involve a conflict of interest, common sense and a willingness to place the interests of the Company ahead of any personal gain that might be achieved by compromising the Company's reputation or competitive position will generally allow employees to make proper judgments.

Since it is impossible to describe all of the situations that may cause or give the appearance of a conflict of interest, the specific prohibitions and general descriptions included here are not intended to be exhaustive and include only some of the more clear-cut examples.

A conflict of interest may exist when the interests of any director, officer or employee or such person's close relative or any individual, group, or organization to which that person has allegiance, may be seen as adverse to the interests of ZeniMax. A conflict of interest may also exist when the interests of any of these parties could impair the independence or loyalty to ZeniMax of any of its directors, officers, or employees.

For example, a conflict of interest may exist if a director, officer, employee, or close relative:

- Has outside employment or other activity that will materially encroach on the individual's obligations to ZeniMax; will involve any use of ZeniMax's equipment, supplies, or facilities; or could imply ZeniMax's sponsorship or support of the outside employment or activity.
- Receives gifts, loans, or special discounts from any third party on the basis of his or her position with ZeniMax, other than occasional gifts valued at no more than \$25 or those which

are shared with colleagues and visitors in public areas of the office. All other gifts should be returned to the donor with the explanation that ZeniMax policy prohibits the acceptance of gifts.

- Has any business or financial interest in any third party dealing with ZeniMax, including but not limited to its vendors, suppliers and contractors. This type of business or financial interest will not include the purchase and sale of publicly traded securities amounting to less than five percent ownership interest.
- Holds office, serves on a Board, participates in management, or is employed by or serves as an advisor or consultant to any third party dealing with ZeniMax, unless these activities are conducted as a representative of ZeniMax.
- Derives remuneration or other financial gain (other than salary and benefits) from any transaction involving ZeniMax.
- Gives, offers, or promises, whether directly or indirectly, or anything of value to any representative of any third party with which ZeniMax engages in business in connection with any transaction or business that ZeniMax may conduct with that party.

Employees are expected to remain alert to situations presenting the potential for conflicts of interest. While it is difficult to specify every situation that might involve a conflict of interest, common sense and a willingness to place the interests of the Company ahead of any personal gain that might be achieved by compromising the Company's reputation or competitive position will generally allow employees to make proper judgments.

Disclosure and Recusal. Each director, officer, and employee has an ongoing affirmative obligation to scrutinize transactions and outside business interests and relationships for potential conflicts of interest, and to make such disclosures as described in this policy.

If you become aware of any potential conflict of interest or ethical concern regarding your employment or another employee at ZeniMax, you must promptly speak, write or otherwise contact the Executive Vice President of Legal Affairs or the Chief Executive Officer of ZeniMax as soon as possible. You should be as detailed as possible. ZeniMax will directly and thoroughly investigate all concerns regarding conflicts of interest. ZeniMax will determine whether a conflict of interest exists and what action should be taken.

Other Employment. Employees may hold outside jobs as long as they meet the performance standards of their employment with ZeniMax. Outside employment must not interfere with the employee's work performance or work schedule. All employees will be judged by the same performance standards and will be subject to ZeniMax's scheduling demands, regardless of any existing outside work requirements.

If ZeniMax determines that an employee's outside work interferes with performance or the ability to meet the requirements of ZeniMax as they are modified from time to time, the employee may be asked to terminate the outside employment if he or she wishes to remain employed with ZeniMax.

Employees engaging in outside employment must comply with ZeniMax's Conflicts of Interest and Confidentiality and Protection of Confidential, Proprietary and Trade Secret Information policies. While employed with ZeniMax, no employee may hold outside employment with, or act as an independent contractor to, any firm that is a customer, vendor, or competitor of ZeniMax unless he or she has the express prior written consent of the Executive Vice President of Legal Affairs. Outside employment that in any way competes with ZeniMax or involves providing the same or similar services as ZeniMax is considered a conflict of interest and may result in disciplinary action, up to and including immediate termination of employment.

Employees may not receive any income or material gain from individuals outside ZeniMax for materials produced or services rendered while performing their ZeniMax duties. Accordingly, employees may not use ZeniMax property, facilities, equipment, supplies, IT systems (such as computers, networks, e-mail, telephones or voicemail), time, trademark, brand or reputation in connection with any outside employment.

Gifts/Gratuities/Bribes. No employee, nor any member of the employee's immediate family (including the employee's domestic partner), may directly or indirectly accept gifts, entertainment or travel from current or prospective clients, customers, suppliers, vendors, franchisees, or contractors of ZeniMax, regardless of the item's de minimis value. No employee may accept, directly or indirectly, cash, monies, kickbacks, stock, securities or loans from clients, customers, suppliers, vendors, franchisees, or contractors of ZeniMax, regardless of the item's de minimis value. This policy is not intended to exclude small gifts that are within the range of accepted business courtesies, normal hospitality, entertainment or travel, or gifts that have express written prior approval from the Executive Vice President of Legal Affairs. Under no circumstances may ZeniMax personnel solicit or attempt to solicit any gift or favor of any amount or value from anyone doing or attempting to do business with ZeniMax.

ZeniMax employees shall not give money, gifts, favors, or other remuneration to any individual, current or prospective client or customer, supplier, vendor, franchisee, or contractor of ZeniMax, or any politician, government employee, or other person in a position of influence, either directly or indirectly.

Company personnel are to avoid engaging in any relationship with political or governmental personnel that could, under any circumstances, be considered inappropriate or compromising by the Company or by any public bodies.

No employee shall accept compensation from a third party that is dealing with the Company, without express written prior approval from the Executive Vice President of Legal Affairs.

Common sense and moderation should prevail in entertaining representatives of a Company with which ZeniMax does business or intends to do business. Entertainment accepted from others should be handled with the same level of propriety.

Company Opportunities. Every employee must promptly inform ZeniMax of any business opportunities that the employee may learn of while performing his/her employment duties that are not publically-available and that relate to existing or prospective business of the Company. Neither the employee, nor any member of the employee's immediate family, including the employee's domestic partner, may personally benefit from any such opportunities if the employee gains such information by virtue of his/her employment with the Company.

Business Transactions. No employee, nor any member of the employee's immediate family, should directly or indirectly be involved in any business transaction with the Company wherein a conflict of interest exists, could exist, or appears to exist. This includes having a substantial financial interest in an organization with which the Company does business. Substantial financial interest includes, but is not limited to, being a proprietor or partner or owning stock or bonds in excess of five percent of the total stocks or bonds of a corporation.

If a departure from this policy is contemplated or sought, all personal or financial interest in the proposed transaction must be fully disclosed to ZeniMax. If prior written approval is obtained from ZeniMax, adequate internal controls must be used to ensure that the transaction is carried out at arm's length and in a manner that will adequately protect the interests of ZeniMax. The Executive Vice President of Legal Affairs will be responsible for ensuring the transaction was conducted properly and at arm's length.

All employees are required to disclose in writing to the Chief Executive Officer of ZeniMax any proprietary or other interest they may have in any organization with which the Company does business or with which it competes.

Potential Conflicts Between Clients. No contract should be negotiated or executed if the interests of the client or customer are of a nature that will comprise or threaten ZeniMax's ability to maintain unbiased objectivity in serving its other clients or customers. If potentially conflicting instances arise, the employee must alert management prior to engaging in a contract or negotiation.

Supervision of Relatives and Others. As discussed above, relatives and domestic partners shall not work directly or indirectly under the supervision of one another. If such a situation should arise, it should be immediately brought to the attention of a direct manager of Human Resources.

Confidentiality. As discussed above, at the commencement of employment with ZeniMax, all employees are required to execute an Employment Agreement on Ideas, Inventions and Confidential Information ("Confidentiality Agreement") in consideration for their employment with the Company. Both during and after their employment with ZeniMax, all employees are expected to abide by all of the obligations set forth in the Confidentiality Agreement, including but not limited to their obligations with respect to Confidential Information and Inventions, as applicable.

Insider Information and Insider Trading. As discussed above, employees may receive information concerning ZeniMax or one of its business partners, clients, or customers that is confidential and not generally known by the public. If that information is "material" (i.e., publication of that information is likely to affect the market price of the stock of the Company to which the information relates), then the employee has an ethical and legal obligation not to (a) act on that information (i.e., buy or sell stock based on that information), (b) disclose that information to others, or (c) advise others to buy or sell the stock of the Company to which that information relates, until such information becomes public. An employee's direct or indirect use of or sharing of such confidential, privileged, or otherwise proprietary business information of ZeniMax or its partners, clients, or customers for financial gain, including investment by the employee or the transmission of this information to others so that they can use this information for their financial gain, constitutes insider trading, which is a criminal offense.

Inventions. Employees will be required to sign an agreement that all inventions shall be and remain the property of ZeniMax. Employees will also be required to agree to assign to ZeniMax the ownership of such material, including any copyright or other intellectual property rights in such materials, without the necessity of any further consideration. ZeniMax shall have the exclusive right to use the inventions, whether original or derivative, for all purposes. At ZeniMax's expense, employees will also be required to cooperate with ZeniMax in every proper way to protect the inventions throughout the world, including, without limitation, executing in favor of ZeniMax any patent, copyright and other applications and assignments relating to the inventions.

Copyrighted or Licensed Material. It is both illegal and unethical to engage in practices that violate copyright laws or licensing agreements. ZeniMax requires that all employees respect the rights conferred by such laws and agreements and refrain from making unauthorized copies of protected materials, including but not limited to printed matter, musical recordings, and computer software.

Proper Recording and Disbursement of Funds and Other Assets. Funds and other assets of the Company are to be used only for legal and proper business purposes. All payments made by or on behalf of ZeniMax for any purpose must be fully and accurately described in the documents and records supporting the payment. No false, improper, or misleading entries shall be made in the books and records of ZeniMax. Complete and accurate information is to be given in response to inquiries from the Company's internal auditors and certified public accountants.

News Releases. No employee of ZeniMax is authorized to make any statement or to give any information about the Company or its activities to the news media without prior clearance by the Chief Executive Officer of the Company. This policy is not intended to restrict communications but to ensure coordination of any discussions involving ZeniMax or a ZeniMax employee who, by virtue of his/her position, may be deemed to be speaking for ZeniMax.

Competitive Relationships. It is unethical and unlawful to collaborate with competitors or their agents or representatives for the purpose of establishing or maintaining rates or prices at any particular level, or to collaborate in any way in the restraint of trade.

702 Anti-Retaliation; Whistleblower Policy

The conduct of each ZeniMax employee reflects on the Company. A misstep by an employee can be damaging to the Company. In addition to harming ZeniMax's reputation, it can subject the Company to liability or damage its position in the marketplace. Accordingly, any violation of the Company's Code of Conduct, the provisions of this Handbook, or applicable local, state or federal law are treated seriously and may result in disciplinary action, up to and including termination.

An employee who has a good faith concern regarding the legality or propriety of any action contemplated to be taken or taken by the Company or a Company employee, or a good faith belief that action needs to be taken for ZeniMax to be in compliance with the Code of Conduct, this Handbook or applicable laws should promptly advise the Vice President, Human Resources.

Reports should be in writing, but may be reported anonymously to Executive Vice President of Legal Affairs at 1370 Piccard Drive, Rockville, MD, 20850. Your complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. ZeniMax will directly and thoroughly investigate the facts and circumstances of all perceived retaliation and will take prompt corrective action, if appropriate.

The Company's interest in being thorough in its investigation means that it cannot promise complete confidentiality, but it will act as discretely as reasonably possible. If, as a result of the investigation, ZeniMax discovers a problem, it will take corrective action as it deems necessary.

Anyone filing a complaint concerning a violation or suspected violation of law or the Company's Code of Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates such a violation. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

ZeniMax will not retaliate against employees; it will not discharge, threaten or discriminate against an employee in any manner for his or her reporting in good faith what he or she perceives to be a wrongdoing, violation of law or policy, or other unethical or illegal conduct. Retribution against employees who report ethics complaints or employee misconduct is itself unethical and inconsistent with our ethical standards. The Company takes these complaints about retribution just as seriously as any other violation and will investigate them just as fully. Any employee, regardless of position or title, found to have engaged in retaliation in violation of this policy, will be subject to discipline, up to and including termination of employment.

703 Software Code of Ethics

Unauthorized duplication of copyrighted computer software violates the law and is contrary to the Company's standards of conduct. We disapprove of such copying and recognize the following principles as a basis for preventing its occurrence:

- * We will neither engage in nor tolerate the making or using of unauthorized software copies under any circumstances.
- * We will provide legally acquired software to meet all legitimate software needs in a timely fashion and in sufficient quantities for all our computers.
- * We will comply with all license or purchase terms regulating the use of any software we acquire or use.
- * We will enforce strong internal controls to prevent the making or using of unauthorized software copies, including effective measures to verify compliance with these standards and appropriate disciplinary measures for violation of these standards.

Procedures for Compliance with ESRB Pertinent Content Disclosure Requirements for Game Ratings

Overview. It is the Company's policy to comply fully with the requirements of the Entertainment Software Ratings Board ("ESRB") regarding disclosure of all Pertinent Content in connection with the Company's submission of videogames for rating under the ESRB's rules and regulations. Pertinent Content is generally defined by the ESRB as "any content that accurately reflects both the most extreme content of the final product in terms of relevant rating criteria such as violence, language, sexuality, gambling, and alcohol, tobacco, and drug reference or use, and the final product as a whole demonstrating the game's context (such as setting, storyline, and objectives) and relative frequency of extreme content."

The ESRB further states that: "While pertinent content is always found in gameplay, it may also reside in the code of the final product that is released to the public. All pertinent content in the code of the final product that is released to the public, regardless of how this content is accessed, must be submitted to the ESRB for review. This includes bonus materials, FMV's, advertisements, Easter Eggs, cheat codes, and any art or other assets in the code base. In addition, if there is pertinent content in any materials packaged with the final product, it must also be submitted to ESRB."

The attached Pertinent Content Chart (current as of May 2010) lists the types of Pertinent Content the ESRB commonly evaluates in a game product. They include: Destruction; Rewards/Penalties; Violence; Failure; Profanity; Soundtrack/Lyrics; Controlled Substances; Gambling; Sexuality; Perspectives; Sound Effects; and Weapons.

All game rating Submission Forms must be completed and submitted online via a password protected page on the ESRB website. The most current Terms and Conditions Agreement and Rating Fee Schedule, which can be found on the ESRB website, must also be submitted.

Under the ESRB Enforcement System (ESS) and Arbitration Agreement, the ESRB has the authority to impose sanctions for ratings violations, ranging from warning points and fines for less serious violations to substantial monetary penalties (up to as high as \$1,000,000 for Class AAA violations) and suspension of the right to use the ESRB ratings icons for more serious and/or repeated violations.

Compliance Procedures. Company compliance with the ESRB's Pertinent Content disclosure requirements is the responsibility of the core development team of game designers, artists and programmers led by the Lead Producer and under the supervision of the Company's Legal Department, working in conjunction with a video producer who prepares the DVD of game footage for submission to the ESRB. The stages of compliance generally involve the game development phase, the preparation of the ESRB submission phase, the ESRB submission phase, and the post-rating phase.

Game Development Stage

- ESRB compliance begins at the game development stage. The Lead Producer must be familiar with the ESRB's Pertinent Content definitions and requirements and is responsible for monitoring the development of the game, including its code and art files, to identify instances of possible Pertinent Content that may be included in the game.
- The Lead Producer is responsible for ensuring that the game designers, artists and programmers are aware of the importance of identifying possible Pertinent Content that may be built into the game during development. Toward this end, the Lead Producer provides each team member with a copy of these Compliance Procedures for review. The topic of Pertinent Content should be raised at team meetings throughout the development process, and team members instructed to bring Pertinent Content to the attention of the Lead Producer as soon as practicable.

- Particular attention should be directed to not only gameplay images and features, but also game code, art files and any other assets that may reside in the code base, including cheat codes and bonus materials that may be contained on the disc of the final product.
- The Lead Producer maintains a checklist of possible Pertinent Content during the game development stage, including an archive of art assets and screen shots containing examples of possible Pertinent Content, for subsequent reference during the ESRB submission packet preparation stage.

ESRB Submission Preparation Stage

- The first step in the submission preparation stage is a meeting among the Legal staff, the Lead Producer, and core members of the development team to review the ESRB submission process and begin to identify possible Pertinent Content to be disclosed in the ESRB submission packet. The parties should review the ESRB Submission Form, the criteria for identifying Pertinent Content and discuss Pertinent Content in the game, code and files. They should discuss the proposed content for the DVD submission and whether any supplementary material, such as a Pertinent Content Script, in the submission packet is required. *As the ESRB periodically revises or updates its submission procedures and guidelines, the parties must review the then current guidelines on the ESRB website at the beginning of the submission preparation stage.*
- The Lead Producer reviews the game's Pertinent Content with team members. One or more persons is assigned to review the code, art files and dialogue or text to determine whether there is any additional Pertinent Content to be disclosed. A spreadsheet with such Pertinent Content dialogue should be prepared.
- Legal and the Lead Producer determine who should be granted access to create, edit and review the relevant game Submission Form. Legal creates the appropriate access for each game submission.
- The Lead Producer prepares or oversees the preparation of the initial draft of the ESRB online Submission Form and any supplementary material, identifies game play and examples of Pertinent Content to be included on the DVD submission, and works with a video producer to create the DVD with the captured game footage prepared according to the DVD Submission Guidelines. All Pertinent Content disclosed on the Submission Form must correspond to the captured game footage as well as any supplementary material, such as scripts, dialogue or lyrics.
- The Submission Form, supplementary material (if any) and the DVD submission are submitted to the Legal staff for review and analysis. Legal will discuss the material with the Lead Producer, make revisions as necessary to the Submission Form, and recommend edits as necessary to the DVD. This process is repeated until Legal, the Lead Producer and the Executive Producer are satisfied that the questions in the Submission Form are fully and accurately answered, that the Submission Form discloses the Pertinent Content of the final product, and that the DVD complies with the ESRB's DVD Submission Guidelines.
- The Lead Producer and video producer should check the ESRB website for the current DVD submission technical specifications.
- Once finalized, the following materials are submitted to the ESRB via the password protected webpage:
 - (i) ESRB Submission Form and
 - (ii) all supplementary material in text format, if any (such as pertinent dialog scripts).

In addition, in order for the submission to be complete, hard copies of the following material must be submitted to the ESRB:

- (i) Executed Terms and Conditions Agreement
- (ii) ESRB Fee Schedule (with payment or credit card information)
- (iii) 3 copies of DVD submission
- (iv) non-text supplementary material, if any, (such as music CD) and
- (v) cover letter from the Lead Producer, which is prepared by Legal.

- A complete set of the submission materials is kept by the Lead Producer and the Legal staff. The video producer retains a master of the DVD submission.

ESRB Submission Stage

- The hard copy submission material is sent to the ESRB to the attention of the Director of the Ratings Division under the Lead Producer's cover letter.
- The Lead Producer remains available to receive any inquiries raised by the ESRB Ratings Division and to address such inquiries expeditiously.
- The game cannot be commercially released until a final ESRB Ratings Certificate is received.

Post-Rating Stage

- Three copies of the final game (on each platform) are submitted to the ESRB within 15 days of initial shipping/distribution as required under the ESRB's rules.
- Any new or additional game content, including content in patches, downloadable content and expansion packs, developed after a game title's content is rated must be evaluated under the ESRB's requirements. If an expansion pack is involved, the Expansion Pack rules (and abbreviated Expansion Pack submission form) may be applicable if there is no new or additional Pertinent Content involved, except that if the expansion will be available as downloadable content ONLY (no packaged product) and the content accurately reflects the Pertinent Content of the base product, no additional submission is required. In all other cases a full ESRB submission packet may be required and prepared as set forth above. In each case of new or additional game content, the Lead Producer and Legal staff evaluate such content to ensure compliance with the ESRB's rules and regulations regarding Pertinent Content.

Other

- It is the policy of the Company that all its employees fully comply with these procedures. Should any employee have any questions about these procedures, please contact the Legal Department.

Pertinent Content Chart

Companies are responsible for disclosing all pertinent content contained in the product, as reflected in its final form. **Pertinent content is any content that accurately reflects both:**

- ▶ **the most extreme content of the final product** — in terms of relevant rating criteria such as violence, language, sexuality, gambling, and alcohol, tobacco and drug reference or use.
- ▶ **the final product as a whole** — demonstrating the game's context (such as setting, storyline and objectives) and relative frequency of extreme content.

Pertinent content in bonus materials, FMV's, advertisements, Easter Eggs, localized content, and accessed via cheat codes¹ must be disclosed. However, if your game disc will contain demos, trailers or videos which promote other games, such material should NOT be included as part of your rating submission, although you MUST comply with relevant ARC requirements, reflected in Sections III.E.2. (Cross-Sells) and IV.A.10.b. (Demos, Trailers or Videos Included with Game) of the ARC Manual. Similarly, any separate, non-game materials packaged with the game (Premiums) need not be part of your submission, but the Premium must comply with the ARC requirements detailed in Section IV.A.10.c. (Supplementary Materials Packaged with the Game ("Premiums")).

Additionally, any pertinent content contained in assets in the code base that is not required to be part of gameplay must be disclosed. This applies regardless of whether such content is accessible solely through the use of unauthorized or modified software code or hardware devices.

The following chart represents a list of many of the elements that ESRB commonly evaluates in a product. The most extreme content of the game is always pertinent content, but keep in mind that other pertinent content may not be extreme at all. If it will help provide an accurate sense of the final product, you should consider it pertinent content.

DESTRUCTION Explosions and physical damage, including audio and visual elements of destruction	REWARDS/PENALTIES Rewards, punishment and penalties for certain player behavior, such as ending the game if the player attacks civilians	VIOLENCE All elements of damage design, including blood effects, gore, death animations, post-mortem damage effects and screams
FAILURE What happens when the player dies, crashes or goes out-of-bounds	PROFANITY Any profanity and how often it occurs, whether it is spoken, gestured or written in text	SOUNDTRACK/LYRICS Soundtracks that contain profanity or adult themes, including edits or "bleeps" and lyric sheets
CONTROLLED SUBSTANCES Use, implied use or reference to drugs, alcohol or tobacco, even in the background	GAMBLING Gambling, including instructional lessons or mere reference	SEXUALITY Sexually oriented and suggestive themes or dialogue, character models and dress, nudity and explicit sexual activities/references
PERSPECTIVES Different game perspectives, such as first person, third person, top-down, etc.	SOUND EFFECTS Sound effects, including those associated with pain, death, explosions, weapons, sexual activity and bodily functions	WEAPONS Depictions of weapons and the different effects they produce

¹ ESRB defines "cheat codes" as a sequence of pre-programmed actions that players can take in order to access or change certain content outside normal gameplay (e.g., button sequences on startup menus, commands entered into the console window, codes entered into designated cheat code areas, etc.)