



TUKO

ETHICAL CODE

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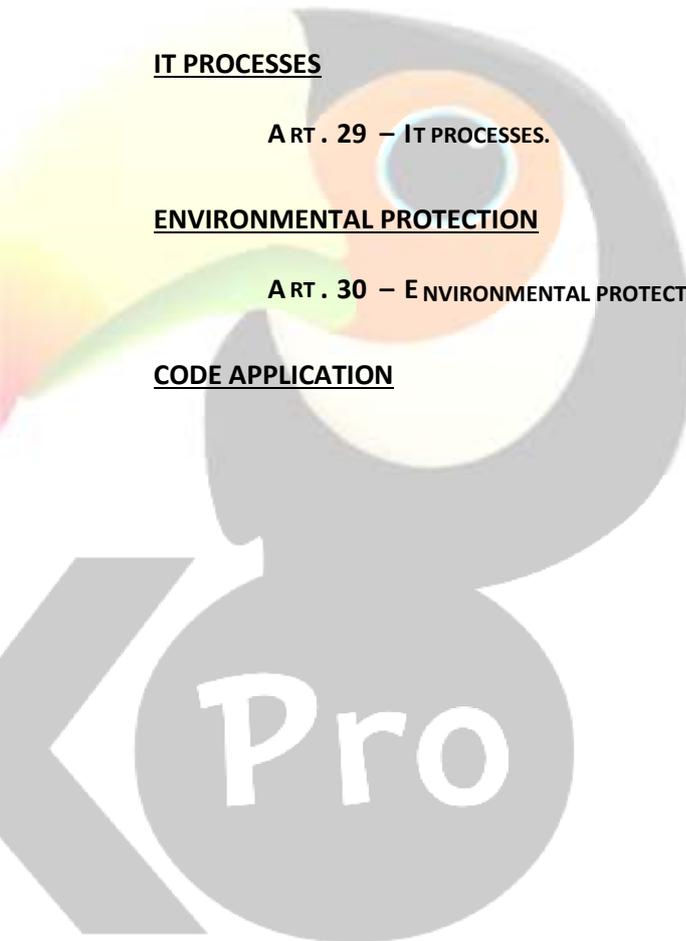
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CODE APPLICATION



INTRODUCTION

The Ethical Code of Tuko Productions S.r.l (hereafter referred to as 'Tuko' and 'Code') expresses the fundamental principles to which the company aspires to and must follow, along with all external parties who take part in any aspect of the activities of Tuko. All internal staff, from the very top level downwards, and all external contacts, such as consultants, customers and suppliers, have to follow the general principles set out below. The principles of the Code have to be maintained both when company decisions are taken and similarly when they are executed. The people working outside of the company have to ensure their own work adheres to the principles of the Code and, if not, understands the company will disapprove of and put a stop to any behaviour or actions to the contrary. To violate the principles expressed in this Code is the main reason for a collaboration or relationship being interrupted or terminated with Tuko. This Ethical Code has been devised in accordance with the provisions of compliance and best practice in the sector, and it has the principal purpose to prevent the violation of things of a dependent (laws and regulations) and independent (internal policy and organisational models) nature. The ultimate goal of this Code is twofold, on one hand we want to avoid the risks of falling foul of sanctions, financial loss or damaged reputation as a result of violating laws, regulations or self-regulated criteria. On the other hand, we want to use the Code for the adoption and development of a management model that ensures Tuko maintains the ethical and social values in harmony with the company's economic initiatives.



THE COMPANY

TUKO PRODUCTIONS SRL is an Italian software house specializing in the software development and production for remote gaming operations.

Our company proposal is aimed at businesses authorized to offer online casino games and other third parties which present their services and technological products in this field.

Additionally, the backers of the project are also owners of a software house which boasts experience of more than twenty years in the software world.

The experiences and know-how acquired over these years by the backers has resulted in attracting the attention of new partners who have generated fundamental elements for the project both in the economic aspect and in adding technical skills. Currently the company has all the in-house technical assets necessary for the development, support and expenditure in producing online games, including analysts, programmers, system architects, graphic designers, 2D/3D animators and musicians, all of whom form part of the Tuko team. The company mission is to achieve success in the market through increasing the number of games taken on by our customers; in an efficient way, using up-to-date technology, whilst always respecting legality and clear, responsible gameplay. Tuko therefore bases its business conduct in compliance with the laws and general principals expressed by the Code, directing its activity to the creation of integration services for the remote public gaming sector with a high technological value, whilst continuously increasing the company standards to satisfy our customers.



RECIPIENTS

Art. 1 – Recipients.

The targets of this Code are the management, employees, internal and external parties who collaborate with Tuko, as well as agents, consultants and all other people who take part in the company activities in any way whatsoever.



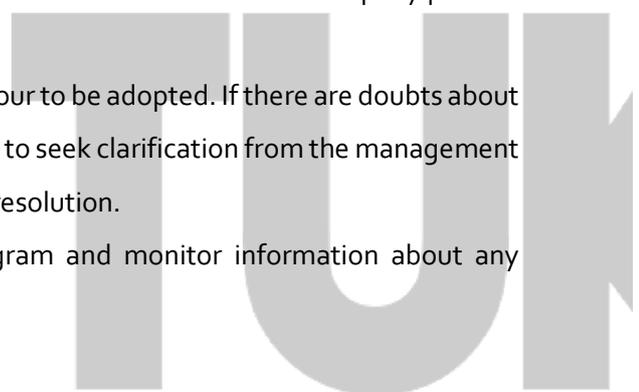
Additionally, Tuko's customers must accept the contractual clause which provides compliance with the Codes principals, and with the signature of their agreements are considered recipients of the Code. Tuko has no interest in collaborating with people who perform activities disregarding the principals expressed by the Code, and their violation of such will terminate the business relationship.

In any case, the Codes principles prevail over the instructions given by the management of Tuko. The employee's duty is to refrain from any activity which is not permitted and to inform the management immediately should they be instructed to do anything which conflicts with the Codes principles.

The recipients of the Code have a duty to know and understand its content. Tuko is involved in ensuring appropriate knowledge of the Code and in training internal company staff about its adoption. All new Tuko employees will receive the appropriate training and information about the Code and the company policies attributed to their own specific tasks or roles.

The recipients of the Code must be aware of the laws and behaviour to be adopted. If there are doubts about how to proceed in any given situation the employees are obliged to seek clarification from the management of Tuko, who will then inform that employee adequately of the resolution.

Tuko will maintain an adequate training and awareness program and monitor information about any problems related to the Code.



GENERAL PRINCIPLES

The fundamental principles which inspire Tuko's activities are:

Art. 2 – Legality.

Tuko has as inescapable principle to comply with all laws and applicable regulations. All Tuko employees must undertake to comply with the Code, policies, laws and regulations which are in force. This responsibility will also apply to consultants, suppliers, customers and all people with whom Tuko has a relationship. Tuko will not start, nor continue, any kind of relationship with anyone who will not accept the basis of this principle.

Art. 3 – Integrity.

All recipients of this Code must guarantee their decisions are taken in the best interests of Tuko and that they conform with its corporate policies and ethical principles.

Art. 4 – Honesty.

Conduct contrary to the rules from any source or to any degree, for example, dishonesty, fraudulent/unfair actions and acts of corruption, amongst businesses or between individuals, are always forbidden even if they

are in the interest of or would be for the benefit of Tuko. The company policies dictate the limits of any donations, in the same way limits are observed for the receiving of gifts, benefits and other perks.

Art. 5 – Transparency.

People who are in a situation of conflict between their own economic, personal or family interests and their responsibilities to the company must promptly inform Tuko and refrain from doing any further activity. Examples of a conflict of interest are: the existence of economic interests on behalf of the employee (or people connected to them) in relation to any suppliers or other external parties who collaborate with Tuko; to maintain economic relations with the suppliers or other external parties who collaborate with Tuko; the acceptance, or the promise to obtain money or other benefits (travel, gifts, etc.) on behalf of a third party with the aim of disclosing information or performing actions against the best interests of Tuko; the use of information acquired whilst performing one's own work activity for the benefit of third parties and against the best interests of Tuko; to perform a work activity contrary to the interests of Tuko.

Art. 6 – Confidentiality.

The recipients of the Code, excepting obligations imposed by law, must maintain maximum privacy about the company's activities and its commercial relationships.

Art. 7 – Equality.

Tuko has as its fundamental values the recognition and respect of the rights of a person. The recipients of the Code have a duty of behaviour based on equality with those whom they have relations with in the interests and business of Tuko, without any discrimination based on gender, race, language, religion, political opinions and personal and social conditions.

Art. 8 – Impartiality and respect for the individual.

The recipients of the Code must base their decisions concerning third parties on the principle of impartiality without any discrimination and with full respect for the person.



INTERNAL RELATIONS

Art. 9 – Relationship with employees.

In the relationship with their employees, Tuko is inspired by the respect for the person and their professional development.

Art. 10 – Staff selection.

The sourcing and selection of employees is performed exclusively based on transparent criteria, equal opportunities and merit.

The hiring is done exclusively in compliance with the law and CCNL regulations. Non contractual forms of work are not permitted.

Art. 11 – Working relationship.



All employees are guaranteed, on an equal basis, the opportunity for professional growth and development, according to the competence shown and results obtained during their work activity.

All employees must be loyal, act in the correct manner and in good faith whilst respecting the obligations set out in their employment contract, and to ensure meeting the standards and level of performance for which they were hired.

Art. 12 – Staff protection.

Tuko averts all dangers to the health of workers and evaluates the seriousness of risks which can't be avoided, informing and instructing employees and attempting to stop risks at their source. Tuko adopts all technical tools and conforms with all regulations in force to avoid risks to the health and safety of workers. Tuko adapts its workplace for the comfort of the employees, in particular concerning the approach to work, choice of equipment and methods of work and production, especially to mitigate the monotonous and repetitive work as well as to reduce the effects of such work on employees health.

Tuko always considers the evolution of techniques to protect the health and safety of workers, and undertakes to replace all threats with lesser or non-dangerous ones.

Smoking, alcohol consumption and the taking of drugs are all prohibited in the workplace.

Art. 13 – Protection of Information.

Tuko complies with the requirements regarding the protection of privacy (Legislative Decree no. 196/03) and informs all its employees about the data holder and the purposes and methods of the processing of personal data. Internal communication is central to the business activity of Tuko and is encouraged as an instrument of sharing information around business operations and control of functions.

Art. 14 – Protection of Company assets.

All employees are required to protect the company assets, and they must endeavour to ensure that no theft, damage or loss occurs. All company assets must be used specifically according to their intended use and in the best interest of Tuko.

Confidential documents and information form part of Tuko's assets and cannot be disclosed or communicated in any way to third parties or used in a different manner to that established by company best practice.

Art. 15 – Company software use.

Playing any of the games produced with Tuko software by the recipients of the Code, either directly or indirectly through a third party, is strictly forbidden.

EXTERNAL RELATIONS

Art. 16 – Suppliers and external associates.

The choice of suppliers and external associates is based primarily on the possession of good reputation, as well as careful evaluation of economic, technical and professional parameters such as: evaluation of product/ service, economic benefit, technical and professional suitability, competence and reliability. Tuko rejects the committing of any act which goes against its own integrity and puts all the necessary tools in place to avoid the recipients of the Code from involvement in the commission/ omission of any such acts in violation of their official duties and obligations of loyalty.

Art. 17 – Competitors.

In relationships with competitor companies, Tuko is committed to act with honesty, fairness, good faith and transparency, and demands from its employees respect for the same principles. Any unfair, violent, threatening or otherwise fraudulent behaviours, aimed to disrupt or prevent the activities of a competitor, is strictly forbidden.

Art. 18 – Testimonies.

Any forms of violence, threats, aggressive behaviour, promises of money or other benefits toward people called to make statements in front of the Judicial Authority, in order to force them not be able to testify or to make false statements, is forbidden.

All parties called to make statements in front of the Judicial Authorities must keep the utmost confidentiality within the company regarding their involvement in the course of any proceedings.

Art. 19 – Customer relationships.

Relationships with customers must be based on the principles of truth, good faith, honesty, professionalism, teamwork and transparency.

The recipients of the Code must keep maximum confidentiality about ongoing commercial negotiations, which must be symbolized by commercial fairness, respecting of all obligations and undertaken in good faith. The information received during negotiations, even when the contract has been not been concluded, cannot be used by the recipients of the Code for unfair commercial practices and/ or to the detriment of the third party.

Tuko repudiates and strongly condemns the use of unfair or aggressive commercial practices to the detriment of potential or current customers and aims to provide all its customers, without distinction, the same levels of service.

Art. 20 – Prevention of corruption by individuals

It is forbidden for individuals to give, promise or accept money or other benefits for themselves or others, in order for the fulfilment or omission of acts, in violation of the obligations inherent in their duties or obligations of loyalty, in order to harm either the company or any third parties.

Art. 21 – Organized crime.

The company cannot entertain, even through a third party, any relationship – of any kind – with people, be they private, administrative or legal, that it knows, or reasonably suspects of being part of, or externally contributing to, any criminal organization, including those of mafia, terrorism, involvement in human trafficking or in the exploitation of child labour.

Art. 22 – Legal and responsible gambling.

Tuko does not tolerate in any way the act of public play through its own software that violates the principles of legal and responsible gambling, as defined in the legislation of the Customs and Monopolies Agency.

Tuko will immediately terminate any kind of partnership with those who use public games in an illegal way, in presence of or aimed at minors and, in any case, without promoting responsible gambling behaviour.

Art. 23 – Relations with the media.

The information given to the media and other official external parties must be truthful, clear and accurate and must be managed exclusively by the staff in charge of such matters at Tuko.

A large, semi-transparent watermark of the word 'TUKO' in a bold, sans-serif font, positioned on the right side of the page.

RELATIONS WITH PUBLIC ADMINISTRATION

Art. 24 – Acts of Corruption.

Relationships with Public Administration, including people performing a prominent public function or supervisory functions, must be based on truthfulness, transparency and legality. Offers of money or gifts to Public Administration managers, officers, employees or to their relatives, whether Italian or from other countries, is not permitted.

Improper payments made either directly by the company, or through people acting on behalf of the company, are considered acts of corruption.

To offer goods, services, benefits or favours to try and obtain more favourable treatment in relation to any dealings with Public Administration is forbidden.

In those countries where offering gifts to clients or others is customary, it is possible to do so when these gifts are of an appropriate nature and of limited value, but always in compliance with the law and only after the express authorization of the company. However, this must never be interpreted as a pursuit for favours.

When any business negotiation, application or contact with Public Administration is in progress, the responsible personnel must not attempt to improperly influence the decisions of the other party, including those of the officers acting or making decisions on behalf of the Public Administration.

In the specific case of a formal negotiation with the Public Administration, it is necessary to operate within the law and using proper business practice.

If Tuko uses a consultant or third party to represent it in relations with the Public Administration, it will be expected that the same guidelines for Tuko's employees will also apply to the consultant, their staff or the third party. Furthermore, Tuko must not be represented in relations with Public Administration by a consultant or a third party when a conflict of interest could arise.

During the course of a business negotiation, request or relationship with the Public Administration the following actions must not be undertaken (directly or indirectly):

- consider or propose employment and/or business opportunities which could benefit Public Administration employees, their relatives or persons in any way connected to them;
- offer or in any way provide gifts to the aforementioned;
- seek or obtain confidential information which may compromise the integrity or reputation of one or both parties.

It is forbidden to employ former employees of the Public Administration (or their relatives) who have personally and actively participated in business negotiations, or in decisions of the Public Administration, relating to Tuko.

Any violation (actual or potential) committed by Tuko or by any third parties must be promptly reported to the relevant internal departments.

Art. 25 – Charitable acts.

Tuko cannot contribute in any way to the funding of political parties, committees or candidates. The company can perform acts of generosity by means of donation or otherwise to non-profit organizations or associations exclusively catering for charitable, environmental, cultural or sporting purposes.

Art. 26 – Financing.

Tuko forbids all actions, undertaken by people inside or outside the company, aimed at obtaining from the members of the European Union, State, local community or private credit institutions any kind of contribution, assistance, funding, exemption, expenditure and remission, or the use of documents, information, false statements, commodities, omissions and more generally any other misleading or dishonest methodology.



Contributions, subsidies, tax relief, exemptions, funding or any other type of benefits obtained from the State, another public authority or the European Community, even if of modest value and/or amount, cannot be used for purposes other than for those which they were granted.

ACCOUNTING AND FINANCIAL MANAGEMENT

Art. 27 – Money laundering prevention.

The information concerning suppliers must be verified in order to establish their integrity and respectability, as well as to verify that documents issued in their favour are legitimate and lawfully payable.

Art. 28 – Accounting and financial management.

It is forbidden to replace, transfer or launder money, goods or other benefits resulting from crime and to make use of any such assets in the business activities of Tuko. Cash payments allowed by current regulations must be approved and tracked by the appropriate management.

Using or putting in circulation false or counterfeit banknotes, coins, credit cards, revenue stamps or watermarked paper is forbidden, the receipt of any such counterfeited items must be immediately reported to the management.

Accounting records must be made in a clear, truthful and accurate manner, in accordance with the rules set out by the Civil Code and in compliance with accounting principles and the current tax regulations.

No false, misleading or incomplete recordings are allowed. No invoices for non-existent services or goods are allowed and the formation of hidden funds is prohibited.

Each operation must be traced and traceable.

Capital transactions which don't correspond to the reality, or are in violation of current regulations, are forbidden, as are those operations which diminish the guarantees of third parties or represent the capital in an unrealistic manner.

IT PROCESSES

Art. 29 – IT Processes.

The use of Company IT tools must be performed within the limits of the user's profile and in full respect of the Code, the company policies and all laws.



The fabrication of electronic documents, the use of false documents, as well as the removal, concealment and destruction of real documents, is forbidden.

The unauthorized access to an IT or electronic system protected by security measures or using it against the express or implied will of the system owner is forbidden.

Any unauthorised actions concerning codes, keywords, procedures or other means to access a protected IT/electronic system is forbidden.

Any fraudulent action aimed at the interception, interruption or obstruction of communications concerning any IT/ electronic system, as well as the destruction, degradation, deletion, alteration, suppression or any activity aimed at damaging any IT/ electronic system are prohibited, including the data or software contained within it.

ENVIRONMENTAL PROTECTION

Art. 30 – Environmental Protection.

Tuko is committed in every way, even with adherence to prevention and awareness campaigns, to carry out their business activities in full compliance with environmental protection and public health regulations and in accordance with current legislation. Tuko regularly evaluates all possibilities of standardizing its business activities with the procedures which result in zero impact and in compliance with the principles of ecological sustainability. Tuko considers an essential component in choosing its partners the respect of regulations on the protection of the environment and public health and prefers to work with companies who give prominence to environmental awareness.

CODE APPLICATION

This Code has been approved and adopted by the management of Tuko on 7th April 2016. Tuko will make the recipients aware of the Code through direct delivery and by publishing it on Company website at <http://www.tukopro.com>. The Company will ensure the Code is updated and adapted in relation to any changes of legislative scenarios and the evolution of Tuko itself. The Code is an integral part of the contractual obligations of its recipients. Violation of the Code, as appropriate to an individual case, can result in a disciplinary offense or a serious breach of the contract.