

## **Code of Conduct**

### **ADS Media Group, Inc.**

The cornerstone of ADS Media Group's business philosophy is integrity and honesty in all dealings with customers, suppliers, shareholders, government agencies, employees and the community. Each ADS employee and board member is required to uphold these principles and to hold their colleagues accountable for upholding them as well. This Code of Conduct is intended as a guide to help employees and directors adhere to these principles.

### **Conflicts of Interest**

Employees and directors are responsible for recognizing, understanding and avoiding conduct and activities that may present conflicts of interest. Specifically, a conflict of interest may occur when an individual's business activities outside of ADS make it difficult to perform their duties for ADS. Conflicts may also occur when an individual or an individual's family is offered or receives personal benefits as a result of the individual's position with ADS, or when an individual has a financial interest in competitors or suppliers to ADS. Employees and directors who believe they may have a conflict of interest are required to report their concerns to a supervisor or the board of directors.

### **Compliance With Laws and Regulations**

ADS employees and directors are required to understand, obey and comply with all laws, rules and regulations. In that ADS is a public company and subject to a wide variety of SEC regulations, employees and directors are required to adhere to such regulations, including, but not limited to, Regulation FD and insider trading rules. The Company's finance department is required to maintain high standards of financial reporting and to provide transparency for investors.

### **Fair Dealing**

Employees and directors are required to deal fairly with ADS employees as well as customers, suppliers, shareholders, regulatory agencies, fellow employees and the community. Fair dealing is defined as avoiding manipulation, misrepresentation, concealment, or any other form of dishonesty in order to gain an advantage on another.

### **Use of Company Assets**

Employees and directors are responsible for safeguarding ADS' physical and financial assets. Additionally, employees and directors are required to preserve and protect the Company's proprietary information, intellectual property, trademarks and reputation.

### **Confidential Information**

Employees and directors are expected to protect confidential information that is not available to the general public and that, if inappropriately disclosed to a third party or competitor could put ADS at a competitive disadvantage or expose the Company to legal liability. Confidential information may include trade secrets, business plans, strategies and tactics, M&A plans, planned product/service offerings, sales and marketing plans, hiring decisions, and other information.

### **Trademarks, Service Marks, Copyrights**

Employees and directors are to avoid the improper use of all copyrights, trademarks and service marks belonging to ADS. Authorization from a supervisor or officer should be obtained prior to the use or reproduction or copyrights, trademarks or service marks.

### **Gifts, Bribes and Kickbacks**

Employees and board members may not give gifts to, or receive gifts from, Company clients and vendors other than modest gifts, including travel or entertainment, given in the normal course of business. In some circumstances, gifts other than modest gifts may be received or given with the approval of senior management as long as it would not put the Company, employee or director in a position to be embarrassed if the gift was made public. Employees and directors should pay careful attention to laws and regulations regarding gifts, including meals and entertainment, to government employees. Any employee or director who receives a bribe or kickback is subject to immediate termination and referral, if warranted, to the appropriate authorities. A kickback or bribe is described as any item given with the intention of improperly obtaining favorable treatment.

### **Securities Trading**

It is usually illegal to buy or sell securities using material information not available to the public. Such “inside” information includes, but is not limited to, information that the Company has not released to the general public about significant contracts, claims, liabilities, litigation, potential sales, mergers or acquisitions, forecasts or budgets. An employee or director who trades on this undisclosed information or gives such undisclosed information to others may, along with the recipients, be violating securities laws. Employees and directors are encouraged to seek legal counsel to clarify any concerns in this area.

### **Provisions Applicable to CEO and CFO**

The Company’s CEO and CFO are responsible for full, fair, accurate, timely and understandable disclosure in the Company’s periodic reports filed with the SEC. The CEO and CFO shall: 1) notify the board of any information they have regarding significant deficiencies in internal financial controls or any fraud involving management or other employees who have a role in internal financial controls; 2) notify the board or legal counsel of any information they have regarding violation of this code or any securities or other laws, rules or regulations applicable to the Company’s business, or any material transaction or relationship that may present a conflict of interest; 3) develop and maintain the skills necessary to the Company’s needs regarding maintenance of adequate

disclosure controls and internal controls; 4) promote ethical, honest behavior within the Company.

### **Reporting Ethical Violations**

Employees and directors are required to report unethical behavior to a member of the senior management team or, in the case of suspected misconduct by a senior manager, to the board of directors. If the suspected unethical behavior involves financial accounting or reporting, it must be reported to the chairperson of the board. Financial accounting or reporting fraud includes fraud or deliberate error in preparing, evaluating, reviewing, recording, maintaining, or auditing financial statements; misrepresentations or false statements by an officer with respect to a matter contained in the Company's financial statements; deviation from full and fair reporting of the Company's financial condition. Employees may forward complaints on a confidential basis to the president, CEO or chairperson of the board.

### **Waivers**

This code applies to all employees and directors of the Company. There are no waivers to any part of this code, except as authorized by the board of directors or a designated committee, which will ascertain whether a waiver is appropriate and ensure that any waiver is accompanied by appropriate controls designed to protect the Company. Any such waiver must be disclosed in an SEC filing and posted on the Company's website.

### **Employment Policies**

It is the responsibility of all employees and directors to ensure that relationships among individuals in the workplace will be free of unlawful bias, prejudice or harassment. The Company's policy is to comply with federal and state laws relating to equal employment opportunity without discrimination based on race, color, national origin, religion, sex, age, disability or any other status protected by law.