

**THINK450 Vendor, Contractor,  
Supplier and Business Partner Code of  
Conduct and Expense Reimbursement Policy**

# ORGANIZATIONAL OVERVIEW

## OUR MISSION

National Basketball Players Inc. d/b/a THINK450 (“THINK450”) was founded in 2017. It is the innovative engine of the National Basketball Players Association (“NBPA” or the “Union”). The NBPA is the labor union that represents active professional basketball players in the National Basketball Association (“NBA”). THINK450 has the right to license the trademarks of the NBPA and the group license to the image rights of the members of the NBPA to third parties.

Established in 1954, the NBPA’s mission is to ensure that the rights of NBA players, our members, are protected and that every conceivable measure is taken to assist players in maximizing their opportunities and achieving their goals, both on and off the court.

Whether through negotiating a collective bargaining agreement, prosecuting a grievance on a player’s behalf, or counseling a player on benefits and educational opportunities, the NBPA advocates on behalf of the best interest of all NBA players.

## OUR CORE VALUES

At THINK450, we are committed to supporting the NBPA’s mission and understand the importance and impact of every interaction that we have with fellow employees and with our members. To best meet the needs of the players NBPA serves, the NBPA has developed a set of core values to guide its daily interactions and influence our decision-making. As its wholly-owned subsidiary, we share these values. These values include, but are not limited to:

### **Transparency:**

The NBPA aims for complete transparency in our interactions with one another, its members and the greater world.

### **Collaboration:**

The NBPA endeavors to work together to deliver the best possible services to its members.

### **Integrity:**

The NBPA understands that acting with integrity is critical to its success, and the NBPA approaches all actions in the workplace with honesty and dependability.

### **Improvement:**

The NBPA empowers its employees and members to continue their own professional development by providing access to personal growth opportunities, as doing so benefits the organization as a whole.

To effectively serve the needs of its members, the NBPA operates with the highest standards of ethics, transparency, and integrity. We share those standards and must also act responsibly as a steward of our shareholder's resources. We expect our vendors, contractors, suppliers, and business partners to share our commitment to these principles. To this end, we have adopted the attached Code of Conduct (this "Code") and a Travel and Expense Policy. All of our vendors, contractors, suppliers and business partners are required to comply with both policies as a condition of doing business with THINK450.

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# **VENDORS, CONTRACTORS, SUPPLIERS AND BUSINESS PARTNERS CODE OF CONDUCT**

THINK450 is committed to conducting its business in a socially responsible and ethical manner. All THINK450 vendors, suppliers and business partners - including their contractors - are expected to share this commitment and must comply with the following code of conduct.

This policy applies to third parties conducting business with THINK450 and all of its affiliates. You are advised to check back regularly as this policy may be modified from time to time. If you have any questions, please contact THINK450.

## **ETHICAL STANDARDS**

Vendors, contractors, suppliers and business partners shall conduct their businesses in accordance with the highest standards of ethical behavior, which include, but are by no means limited to honesty, integrity, trustworthiness, and respect for the unique intrinsic value of each human being.

## **COMPLIANCE WITH APPLICABLE LAWS**

Vendors, contractors, suppliers and business partners shall comply with all applicable laws and regulations of the countries, states and localities in which they operate. Where there are differences or conflicts with this Code and the applicable laws of the country of manufacture, the higher standard shall prevail. Whenever there is uncertainty as to which standard is higher, THINK450 will consult with such vendor, contractor, supplier or business partner to determine which standard will prevail.

## **EMPLOYMENT PRACTICES**

THINK450 will only do business with vendors, contractors, suppliers and business partners whose employees are paid in accordance with applicable law, present at work voluntarily, not at undue risk of physical harm and not exploited in any way. In addition, vendors, contractors, suppliers and business partners must comply with the following specific standards:

- **Immigration**  
Vendors, contractors, suppliers and business partners shall not employ any person in violation of any applicable immigration law or regulation.
- **Wages and Benefits**  
Vendors, contractors, suppliers and business partners shall provide wages, overtime compensation and benefits at not less than the minimum levels required by applicable laws and regulations.

- **Working Hours**

Vendors, contractors, suppliers and business partners shall, at a minimum, comply with all applicable working hours laws and regulation. Product suppliers shall, at a minimum, comply with all applicable working hours laws and regulations. Except in unusual business circumstances, employees shall not be required to work more than the lesser of: (a) 48 hours per week and 12 hours of overtime, or (b) the limits on regular and overtime hours allowed by local law or, where local law does not limit the hours of work, the regular work week in such locality plus 12 hours of overtime. In addition, except in unusual business circumstances, employees shall be entitled to at least one day off in every seven-day period.

- **Child Labor**

Vendors, contractors, suppliers and business partners shall not employ any person under the age allowed by local law or under the local age for completing compulsory education, if higher. Product suppliers shall not employ any person under the age of 15 (or 14 where allowed by local law) or under the local age for completing compulsory education, if higher.

- **Forced Labor**

Vendors, contractors, suppliers and business partners shall not use any forced labor, whether in the form of prison labor, indentured labor, bonded labor or otherwise.

- **Harassment or Abuse**

Vendors, contractors, suppliers and business partners shall treat each employee with dignity and respect, and shall not use corporal punishment, threats of violence or other forms of physical, sexual, psychological or verbal harassment or abuse.

- **Nondiscrimination**

Vendors, contractors, suppliers and business partners shall not discriminate in employment practices on the basis of race, religion, age, nationality, social or ethnic origin, gender, sexual orientation, political opinion, disability, or any other protected classification recognized by law. NPBA embraces diversity and equal opportunity as fundamental principles and key components of its core values. We strongly encourage that our vendors, contractors, suppliers and business partners do the same.

- **Freedom of Association**

Vendors, contractors, suppliers and business partners shall recognize and respect the right of employees to join organizations of their own choosing and shall neither threaten nor penalize employees for their efforts to organize or bargain collectively.

- **Health and Safety**

Vendors, contractors, suppliers and business partners shall provide employees with a safe and healthy working environment.

Manufacturing facilities shall, at a minimum, contain clean restrooms, potable water, adequate lighting, adequate ventilation and fire exits.

Residential facilities, if provided, shall also be kept sanitary and safe.

## **GIFTS**

No vendors, contractors, suppliers or business partners may offer or give any gift, directly or indirectly, to an THINK450 employee or officer to improperly influence the employee's or officer's business decision, to obtain or maintain a business relationship, or otherwise gain an unfair advantage. Similarly, no vendors, suppliers and business partners may offer or give any gift, directly or indirectly, to any family member of a THINK450 employee or officer, where such gift is made because of the vendor's, contractor's, supplier's or business partner's business relationship with THINK450 employee or officer.

## **NEGOTIATIONS FOR FUTURE EMPLOYMENT**

The following restrictions apply in connection with negotiations with THINK450 employees or officers for future employment with vendors, contractors, suppliers and business partners. It is expected that vendors, contractors, suppliers and business partners will approach any such solicitation or negotiation with knowledge and understanding of these restrictions and will conduct themselves accordingly.

- With regard to specific procurements, vendors, contractors, suppliers and business partners shall not discuss future employment with participating THINK450 employees and officers from the date a procurement is advertised or solicited through the date that the procurement is awarded, even if a THINK450 employee contacts the vendors, contractors, suppliers or business partners regarding employment.
- Questions regarding whether a particular THINK450 employee is a participating THINK450 employee for a specific procurement should be directed to the designated point of contact for the procurement.

## **CONFLICTS OF INTEREST**

Vendors, contractors, suppliers and business partners must not enter into transactions with THINK450 employees or officers that could create the appearance of a conflict of interest. A conflict of interest exists when personal interests interfere or appear to interfere with business interests. Even the appearance of a conflict of interest between an employee or an officer and a vendor, contractor, supplier and business partner could be



detrimental to THINK450's business interests.

Vendors, contractors, suppliers and business partners must disclose to THINK450 any material ownership interest that is held by any person or entity that is also an owner of a National Basketball Association affiliated entity.

## **ENVIRONMENTAL COMPLIANCE**

Vendors, contractors, suppliers and business partners will be committed to the protection and preservation of the global environment and the world's finite resources, and conduct business accordingly.

## **MONITORING AND COMPLIANCE**

Vendors, contractors, suppliers and business partners shall conduct periodic audits of manufacturing facilities, on the basis of which they shall certify to THINK450 on request either that: (a) all products bearing NBPA owned trademarks have been manufactured in compliance with this Code, or (b) identified facilities have been found not to be in compliance with this Code, in which event the product supplier shall specify appropriate and effective steps to remedy the non-compliance. Upon request, vendors, contractors, suppliers and business partners shall disclose to THINK450 the identity and location of all companies in its supply chain.

THINK450 or its representatives are authorized to engage in monitoring activities to confirm compliance with this Code, including on-site inspections of manufacturing facilities and residential facilities, audits of records relating to employment matters and private interviews with employees at all levels. You shall reasonably cooperate with THINK450 and/or its representatives' efforts to conduct such audits, on-site inspections and interviews, including requesting that any of your subcontractors provide the necessary access to THINK450 and/or its representatives. Product suppliers shall retain and make available to THINK450 or its representatives, either on site or at agreed upon locations, all documentation that may be required to assess whether or not the product supplier is in compliance with this Code.

## **CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY**

In the ordinary course of your business with THINK450, you may have access to NBPA or THINK450 confidential and proprietary business information, trade secrets, trademarks and copyrights (the "NBPA IP"). You shall keep this information confidential and must implement the necessary systems and policies to prevent any unauthorized use or disclosure of the NBPA IP. If you become aware of the unauthorized use or disclosure of any NBPA IP, you must promptly notify the General Counsel of THINK450 in writing.

The above confidentiality requirement does not prohibit you from making any disclosure compelled by law or government authority.

You must not use a third-party's intellectual property in any deliverable for THINK450, without first obtaining the requisite prior authorization, license, or confirmation that your use is legally permissible and also notifying THINK450, upon delivery, of the inclusion of the third-party's intellectual property.

## **MEDIA AND EXTERNAL COMMUNICATIONS**

Vendors, contractors, suppliers and business partners shall not speak to the press or post on social media on behalf of THINK450, or about the NBPA or its members, without prior written approval. You should direct any media inquiries, social media requests, invitations for public speaking or requests to publish or author works to the Director, Brand Communications for the NBPA.

Vendors, contractors, suppliers and business partners shall not publicize to the general public their relationship with THINK450 without THINK450's prior written approval.

## **BUSINESS INTEGRITY**

THINK450 will only do business with vendors, contractors, suppliers and business partners whose business practices are not influenced by corruption or illegal activity. Vendors, contractors, suppliers and business partners shall not engage in corruption, extortion, embezzlement, or bribery to obtain an unfair or improper advantage and must abide by all applicable laws and regulations of the countries in which it operates, including anti-corruption, anti-money laundering, and anti-bribery laws as well as applicable laws and regulations regarding international trade and all U.S. trade sanctions imposed against any countries, governments, organizations, entities, companies, individuals or assets. You must keep a written accounting of all payments (including any gifts, meals, entertainment or anything else of value) made on behalf of THINK450, or out of funds provided by THINK450 and furnish a copy of this accounting upon request.

## **REQUESTS FOR PROPOSALS**

In circumstances wherein THINK450 issues a Request for Proposals ("RFP") for goods or services, participants must submit pricing contained in any responsive bid or proposal independently and without collusion, consultation, communication or agreement with any other competing vendors, contractors, suppliers or business partners.

## **BUSINESS RECORDS**

Vendors, contractors, suppliers and business partners shall maintain accurate financial and business records in accordance with all applicable legal and regulatory requirements and accepted accounting practices. Records related to your work with THINK450 must be maintained and available for inspection upon request.

## **REPORTING REQUIREMENT**

Vendors, contractors, suppliers and business partners are expected to promptly report any actual or suspected violations of this Code to THINK450 and must not retaliate against any person for reporting what he or she believed in good faith to be a violation of this Code.

## **ETHICS AND COMPLIANCE HOTLINE**

Anonymous reports made be made via the NBPA's ethics and compliance hotline at (855) 562-5991 or <http://www.nbpa.ethicspoint.com/>.

## **FAILURE TO COMPLY**

THINK450 reserves the right, in addition to all other legal and contractual rights, to terminate its relationship with any vendors, contractors, suppliers and business partners found to be in violation of this Code.

## **CONTROLLING PROVISION**

This Code imposes a standard of conduct applicable to all THINK450 vendors, contractors, suppliers and business partners. Contracts may contain more specific provisions addressing some of these same issues. Nothing in this Code is meant to supersede a more specific provision of your contract.

## **CODE OF CONDUCT EMPLOYEE DISTRIBUTION**

Vendors, contractors, suppliers and business partners are required to distribute this Code to any of your employees who work on THINK450 related matters, either directly or indirectly.

## **NBPA OR THINK450 FACILITIES AND EVENTS**

No photography or social media usage is permitted at a NBPA or THINK450 facility or event without prior written approval from an employee of THINK450. Further, your employees are forbidden from requesting any autographs or photographs from any NBPA members that are encountered at NBPA or THINK450 facilities or events.

Background checks are required for any employees or contractors who will attend a NBPA or THINK450 event involving minors.

# **VENDORS, CONTRACTORS, SUPPLIERS AND BUSINESS PARTNERS TRAVEL AND EXPENSE POLICY**

THINK450's mission is to bring inspiration, growth and cultural influence to a global marketplace through an authentic connection to NBA players. Meeting our mission requires careful stewardship of our resources. We take very seriously our responsibility to use our available resources wisely for the benefit of our shareholder. With that in mind, we developed this policy to provide travel and expense guidance to individuals and entities with executed contracts to perform services for THINK450.

This policy applies to those vendors, contractors, suppliers and business partners that THINK450 has agreed to reimburse third party expenses and items normally encountered as business or travel expenses (e.g., the costs of transportation, meals, and lodging). THINK450 expects its vendors, contractors, suppliers and business partners to use good judgment in both incurring charges and invoicing charges for reimbursement. You are also expected to avoid any inappropriate, unreasonable, or excessive use of THINK450 funds and resources.

You are advised to check back regularly as this policy may be modified from time to time. If you have any questions, please contact THINK450.

## **SELECTION OF THIRD PARTY PROVIDERS**

Unless specifically provided in your contract with THINK450 or THINK450 provides you written notice otherwise, you must obtain written authorization from THINK450 prior to you engaging any third party provider.

## **PROHIBITED EXPENSES**

### **Equipment**

Unless specifically permitted in a contract or other writing, you may not invoice for equipment you purchase, including laptops, cell phones, mobile devices, or any other equipment. If a contract permits the purchase of equipment or THINK450 directs you in writing to purchase equipment, you must return the equipment to THINK450 or allocate the equipment to public use at THINK450's direction upon expiration or termination of the contract.

### **Other Specific Exclusions**

Reimbursement is disallowed for the following expenses:

- Airline change fee or standby fee unless due to THINK450-requested changes to your itinerary after purchase
- Airline upgrade or VIP club fees
- ATM fees

- Conference fees – Unless attendance is required to perform business-related services for THINK450 (e.g., to present a report)
- Foreign exchange fees
- Gifts, grants, or donations
- Health club services or gym entrance fees
- Hotel loyalty or frequent-stayer program fees
- Insurance of any kind (including air travel, auto, and health)
- Invoice preparation costs (time and/or supplies)
- Laundry or dry-cleaning expenses
- Meals of other THINK450 vendors contractors, suppliers and business partners (each should pay separately)
- Personal guest costs (e.g., meals and lodging)
- Personal travel expenses (e.g., sundries, recreational reading, movies)
- Cell phone fees or data usage charges

### **Stewardship**

THINK450 treats stewardship of its resources very seriously and reserves the right to deny reimbursement of any expense it reasonably determines to be inappropriate or excessive.

### **COMPLIANCE**

You may only invoice for expenses incurred during the term of a fully signed contract between you and THINK450 or for which you are otherwise engaged. By submitting an invoice for expense reimbursement, you represent that the invoice is accurate and complies with the terms of the contract and/or this policy.

### **PERMITTED TRAVEL EXPENSES**

#### **Airfare**

All vendors, contractors, suppliers and business partners must book the lowest available non-stop routed coach class fare unless one of the following exceptions apply.

- Should you wish to travel in a higher class of service reimbursement will be limited to the non-stop coach fare. Exceptions may be approved in writing by THINK450 on a case by case basis for international flights.
- Airfare may only be invoiced following completion of travel.
- Boarding passes showing proof of travel must be submitted along with the invoice.
- Travel arrangements should be made 14 or more days in advance of domestic travel and 21 or more days in advance of international travel.
- Baggage fees, including oversize and/or overweight are allowed if transporting equipment, materials, or supplies required for THINK450 business.
- In-flight internet service is authorized where necessary for work on THINK450 business-related matters or projects.
- You may volunteer for denied boarding compensation (due to delays, overbooking, etc.) only if the delay in the trip does not increase the cost of the trip and does not disrupt or delay your work for THINK450. You may keep any denied boarding compensation.
- Any reimbursements obtained from the airline for hotel stays must be offset against any hotel expenses incurred due to delays and only the net unreimbursed amount may be billed to THINK450.

### **Ground Transportation**

Unless otherwise provided in writing by THINK450, vendors, contractors, suppliers and business partners should use the lowest cost ground transportation (e.g., taxis) for a valid business purpose. Car services may not be used when surge prices are in effect. Vendors, contractors, suppliers and business partners should select the most economical means of transportation available.

If renting a car, midsize is allowed and larger is permitted only if pre-approved and for a valid business reason.

If using a personal vehicle in the U.S. for THINK450 business-related travel, mileage may be invoiced at the current rates established by the U.S. Internal Revenue Service. Tolls and reasonable parking expenses incurred while on business travel will also be reimbursed. No reimbursement is allowed for: (a) gas, (b) insurance, (c) mileage as part of your regular commute to and from work, (d) any service, repair, or maintenance of your personal vehicle, (e) parking tickets and other fines, (f) traffic violations and court costs, or (g) vehicle towing charges.

If using a personal vehicle outside the U.S., mileage may be invoiced at documented standardized rates from the applicable country(ies). Economy or business class rail travel is permitted.

## **Lodging**

Wi-Fi expenses for THINK450-related business is permitted.

Hotel nightly rates should be limited to \$300 per night; however, we recognize that due to capacity, hotel nightly rates in certain cities may exceed the \$300 per night rate. In these instances, you must obtain written authorization from THINK450 Finance prior to booking the hotel.

## **Hotel Cancellation**

Vendors, contractors, suppliers and business partners are responsible for canceling hotel rooms, when necessary. You should request and record the cancellation number in case of billing disputes. You will not be reimbursed for “no-show” or cancellation charges unless the vendor was required to change his or her travel plans due to THINK450 business requirements or business needs and had no reasonable opportunity to cancel the reservation.

If you are required to check out earlier than stated on the reservation due to THINK450 business requirements or business needs, any fee charged by the hotel for early check-out is reimbursable.

## **Meals and Beverages**

Following are the daily maximums, per attendee, allowed for meals.

Vendors, contractors, suppliers and business partners on domestic business travel for THINK450 will be reimbursed for actual expenses incurred up to a maximum of \$90 per person per day for meals.

Vendors, contractors, suppliers and business partners on international business travel will be reimbursed for actual expenses incurred up to a maximum of \$125 per person per day for meals. Any exception to these rates must be approved by THINK450 in writing prior to their incurrence.

The maximum reimbursable amount includes any daily combination of meals, snacks, minibar, beverages (non-alcoholic only), tax and tip. Please note that this is a daily maximum based on actual expenses incurred, not a per diem.

No reimbursement is allowed for alcoholic beverages unless otherwise authorized in writing by THINK450 prior to incurring the expense.

Itemized receipts are required for all meals submitted for reimbursement. Meals are

not reimbursable at THINK450-sponsored events where THINK450 provides meals for vendors, contractors, suppliers and business partners unless otherwise preauthorized in writing by THINK450.

Alternative arrangements for meals and beverages may be considered by THINK450 on a case by case basis but must be preauthorized in writing.

### **Visas, Travel Vaccinations and Medicine**

You may invoice the cost of obtaining visas and any CDC-required vaccinations and/or medicines necessary for THINK450- approved business travel.

### **Tipping**

Reasonable tips for car service, restaurant service, hotel and other similar services incurred for THINK450 related business will be reimbursed. The amount of any tip on THINK450 business-related charges may not exceed 20% of the total pre-tax charge.

Tips are reimbursed based upon the actual expense incurred. Where available, an itemized receipt showing the total cost of the bill and the tip is required for reimbursement. Where no receipt is available such as for hotel tips, you must make a contemporaneous notation of the tip amount in writing and include this notation with the invoice.

## **COMBINING BUSINESS AND PERSONAL TRAVEL**

When combining THINK450 business and personal travel, you must obtain a pre-trip quote for the business portion of the airfare and lodging from THINK450's official travel vendor, Travel and Transport Ultramar, Inc., and invoice THINK450 only up to that quoted amount. Pre-trip quotes must be issued in line with our policy of 14-day advance purchase for domestic flights and 21-day advance purchase for international flights, where appropriate.

THINK450 will not reimburse for personal or non-business travel companion expenses, including but not limited to expenses for hotels, meals, or other expenses on days preceding or following THINK450-approved business travel.

When you travel with a companion, THINK450 will only reimburse the cost of a single occupancy room required for the business portion of the trip.

## **RECORDKEEPING**

In addition to any record keeping obligations you may have under a contract with THINK450, you must maintain the following documentation to support any invoiced expenses:

- Itemized receipts for each business expense for which reimbursement is sought



- Proof of payment, travel, traveler name, dates of travel, and destination (e.g., boarding pass)
- Copy of any pre-trip quote(s) for class upgrades or combined business and personal travel

THINK450 will only reimburse out of pocket expenses that are supported by adequate documentation, including but not limited to itemized receipts.

## **USE OF THINK450'S TRAVEL AGENCY**

You may make THINK450 related business travel arrangements (airfare, lodging, and ground transportation) by contacting the official THINK450 travel agent, Travel and Transport Ultramar at 866-462-6611. By making your travel arrangements, Travel and Transport Ultramar can provide you with knowledgeable travel agent support, guidance regarding THINK450's travel and expense policies, and access THINK450's globally-negotiated volume discounts. Use of THINK450's official travel agent is subject to the following restrictions:

### **Personal Arrangements**

Travel and Transport Ultramar can only arrange your business-related travel for THINK450. Any trips that combine THINK450 business travel and personal travel may also be arranged by Travel and Transport Ultramar. Only the business travel portion of your trip will be reimbursed. You must book the lowest fare for the portion of your trip that is business travel.

### **Airfare**

Travel and Transport Ultramar will book your airline tickets for business-related travel at THINK450's expense. When possible, itineraries are (in order of importance) non-stop routes booked with THINK450's preferred carriers, for the lowest fare available at the time of booking, and on the preferred departure date and time. These priorities override personal preferences or frequent flyer program considerations. Upon request, Travel and Transport Ultramar will book an upgradeable red-eye flight, even when it is not the lowest-priced fare, to enable you to use your personal frequent flyer miles should you wish to upgrade.

Travel and Transport Ultramar is not responsible for managing your mileage accounts. You are, however, allowed to retain any miles, points or other rewards from airlines, hotels, or other similar companies while traveling on THINK450 business.

### **Ground Transportation**

When appropriate, THINK450 or Travel and Transport Ultramar may arrange to have THINK450 direct billed for car service through Elite Ground Services in the destination city of your business travel, but not within your home city where it is expected you will drive your personal vehicle or utilize local taxi service.

