

FRANNET, LLC

CODE OF CONDUCT

The following Code of Conduct has been prepared by FranNet, LLC (the “Company”) to ensure that all franchisees, associates, franchisor partners and vendors are familiar with it. For purposes of this Code of Conduct, the franchisees, associates, franchisor partners and vendors will be referred to as “attendees.” The following list is **not** exclusive or exhaustive and may be changed, interpreted, withdrawn, or supplemented at any time without prior notice.

A. General

1. The Company expects all attendees to comply with the Company’s rules, requirements, policies, practices, and procedures, including those in this Code of Conduct and otherwise provided to such attendees. Any breach of these rules, requirements, policies, practices and procedures could result in disciplinary action, up to and including preventing any attendee from attending future Company events.
2. This Code of Conduct does not constitute a contract between the Company and the attendees.
3. This Code of Conduct is subject to applicable local, state and federal laws and regulations (as amended from time to time) and will be interpreted as applying to the fullest extent permitted thereby.

B. Company Expectations

1. Attendees are encouraged, in the first instance, to address issues with this Code of Conduct or otherwise with the Company’s management, as most problems can be resolved in this manner. If for any reason that is not possible or if an attendee is not comfortable raising the issue with a manager, then the attendee may contact Jania Bailey, CEO or Jack Armstrong, Chairman.
2. Attendees that are in management positions have the added responsibility of demonstrating, through their actions, the importance of this Code of Conduct to all other attendees.
3. Attendees must keep confidential all information designated by the Company as confidential. Confidential information includes, but is not limited to, pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors.
4. Attendees must dress professionally, including, but not limited to, when meeting with Company clients and attending Company events.

5. Attendees are expected to use their best efforts and act in a professional manner in performing their assigned duties. Attendees who do otherwise will be deemed to have willfully disregarded the best interests of the Company.
6. Attendees are required to (a) cooperate fully in any Company-initiated investigation, audit (including any resulting police investigation or inquiry) and (b) give complete, accurate and truthful answers in connection with any such investigation, audit or inquiry.
7. Attendees must avoid any relationship or activity that might impair, or even appear to impair, his or her ability to make objective and fair decisions when performing his or her job.
8. Any attendees that are franchisees of the Company are expected and required to comply with the franchise agreement into which they entered with the Company and to which this Code of Conduct is incorporated. Any default of this Code of Conduct will be considered a default under the franchise agreement.
9. Any attendees that are employees of the Company are expected and required to comply with any other rules provided by the Company, including, but not limited to, any employee handbook provided to the employees by the Company.
10. Any attendees who is convicted of or who pleads guilty or “nolo contendere” (also known as “no contest”) to (a) any theft-related criminal offense or (b) any crime that is classified as a felony under the laws of the state in which they are prosecuted must inform the Company of that fact no later than the day following such conviction or plea.
11. If any attendee believes that any other attendee is breaching or has breached any of the provisions of this Code of Conduct (or any other Company rule, requirement, practice, policy or procedure), the witnessing attendee should not assume that the Company has condoned such action. Should any attendee believe that he or she is excused from obeying any Company rule, requirement, practice, policy or procedure as a result of the actions of any other attendee(s) of the Company, an attendee must first confirm this with a supervisor and obtain written authorization from an authorized senior executive of the Company.

C. Prohibited Acts

1. No attendee shall breach the confidentiality of Company policies, procedures, systems, documents or methods of operation, nor enter into any activities that would conflict with the interests of the Company.
2. Theft in any magnitude or in any form is forbidden. All attendees must strictly adhere to all of the Company’s rules, practices, policies and procedures designed to ensure the security of Company cash and other Company property.

3. No attendee shall engage in any unlawful act while on Company premises, on Company business or at a Company event. Moreover, no attendee shall engage in any activity that he or she could reasonably expect to (a) decrease the net revenues of the Company, (b) damage Company property or (c) harm the reputation of the Company.
4. The use, possession, solicitation for or sale of illegal drugs, alcohol, or prescription medication, without or outside the terms of a prescription, on Company premises is not permitted. It is also strictly against Company policy to work, report to work, or attend a Company event while under the influence of alcoholic beverages or drugs (or with apparent signs of alcohol or drug influence). This provision does not apply to the use or possession of drugs or medications that were prescribed by (and are being taken in accordance with the instructions of) a duly licensed or similarly authorized health care provider, provided that an attendee may not report to work, continue to work or attend a Company event if the use of such a drug or medication adversely affects the attendee's ability to properly fulfill the responsibilities of his/her position or jeopardizes the safety of the attendee or other persons in the workplace or at a Company event.
5. Any off-the-job illegal drug activity (including, but not limited to, the use possession, solicitation for or sale of illegal drugs, or the use or possession of prescription medication without or outside the terms of a prescription) or any off-the-job alcohol use that (a) adversely affects an attendee's ability to properly fulfill the responsibilities of his/her position or (b) jeopardizes (i) the attendee's own safety in the workplace or at Company events, (ii) the safety of other attendees (or persons) in the workplace or at Company events, or (iii) the Company's reputation or its relations with the public is not permitted.
6. No attendee shall sign or negotiate a contract or agreement on behalf of the Company or represent himself/herself as having the authority to sign or negotiate a contract or agreement on behalf of the Company unless he/she is so directed by (a) an authorized officer of the Company or (b) written Company policy.
7. Any conduct that can be characterized by the Company as discrimination, harassment (including, without limitation, sexual or other forms of discriminatory harassment), or abuse or misuse of supervisory authority is not permitted.
8. Fighting, assault or other violent or inappropriate behavior are not permitted in the workplace or at Company events. All attendees have an obligation to report all violent acts witnessed in the workplace or at Company events. Possession of weapons, including without limitation, guns, knives and explosives, on Company premises or at Company events is not permitted.

9. All threats of violence directed at those within the workplace or at Company events, even those intended as jokes, are not permitted. The Company will assume that anyone making a threat intends to carry it out.

10. Conduct indicating a disregard of or an indifference to the Company's best interests is not permitted. Such conduct includes, but is not necessarily limited to, (a) ignoring Company rules, regulations, requirements, policies or procedures of which the attendee is aware (or ought to be aware), (b) ignoring or total indifference to the reasonable instructions of the Company, (c) ignoring or total indifference to performance-related counseling and/or warnings, (d) recurring carelessness or negligence and (e) a recurring disregard for safety.

For questions or comments, please contact:

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CEO
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