



## **CODE OF ETHICS, STANDARDS OF CONDUCT AND CONFIDENTIALITY**

Atari, Inc. and its subsidiaries and affiliated entities (collectively, the “Company” or “Atari”) believes honesty and integrity form the foundation upon which it builds its competitive and successful business as well as relationships with employees, customers and suppliers. This document sets forth the Code of Ethics, Standards of Conduct and Confidentiality (“Code of Ethics”) by which Atari conducts its business and what is expected from each and every Atari director, officer and employee.

Atari is committed to adhering to the letter and spirit of the law within all jurisdictions in which it conducts business.

No set of rules, regulations or guidelines can be all-inclusive in defining proper conduct. Each director, officer and employee is expected to exercise good judgment. If you have a concern about what is proper conduct for you or anyone else, promptly raise the concerns with your supervisor or through any of the other channels the Company makes available to you.

For each member of the Atari community, we ask that you make a personal commitment to our Code of Ethics:

- obey the applicable laws and regulations governing our business conduct worldwide;
- make true and accurate statements and representations in records to government agencies, suppliers, customers, the press, the general public, and to those within the Company;
- exercise the highest level of integrity, ethics and objectivity in actions and relationships, which may affect the Company;
- do not misuse the authority or influence of your position in these relationships;
- avoid all conflicts of interest between work and personal affairs;
- foster an atmosphere in which equal opportunity extends to every member of the diverse Atari community;
- strive to create a safe workplace and protect the environment; and
- perform your duties fully and in good faith.

### **Persons Covered**

Atari directors, officers, employees including consultants, full, part-time and temporary employees, and contractors are covered by our Code of Ethics. In some matters (such as personal securities investments), our Code of Ethics also applies to family members. For purposes of this Code of Ethics, “family members” shall include a person’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home.



## **Honesty and Proper Use of Corporate Assets**

Honesty is at the foundation of our Company. Directors, officers and employees should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Directors, officers and employees shall seek to protect the Company's assets. Fraud, theft, embezzlement, or misappropriation of corporate assets have a direct impact on the Company's financial performance. Directors, officers and employees must use the Company's assets and services solely for the legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

## **Compliance with Laws, Rules and Regulations**

The Company requires that all directors, officers and employees comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its directors, officers, employees, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor or to the Executive Vice President of Administration and Operations or Senior Vice President of Business and Legal Affairs. While it is the Company's desire to address matters internally, nothing in this Code of Ethics should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Directors, officers and employees shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code of Ethics should not be construed to prohibit you from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

## **Responding to Inquiries from the Press, Regulatory Bodies and Others**

All inquiries from the news media, financial analysts, investors as well as inaccurate information found on electronic bulletin boards, chat rooms or in media publications should be forwarded to the Corporate Communications department. If you are contacted, do not attempt to answer the questions, but rather obtain the name of the person making the inquiry and immediately notify the Corporate Communications and/or the Public Relations department.



Inquiries or written requests, for information or documents, from third parties, must be directed to the Senior Vice President of Business and Legal Affairs and/or the Corporate Communications Department.

### **Fair Employment Practices**

Atari does not discriminate in employment and opportunity on the basis of race, color, religion, creed, national origin, ancestry, sex or age. Additionally, Atari intends to provide a work environment that is pleasant, healthful, comfortable and free from intimidation, hostility or other offenses.

### **Americans with Disabilities Act**

It is Atari policy to comply with the Americans with Disability Act (ADA). Atari will not discriminate against any qualified employee or job applicant with respect to any terms, privileges, or conditions of employment because of a person's physical or mental disability.

### **Confidentiality**

During employment with, or service to, Atari, directors, officers and employees will learn, work with, and be entrusted with information (including proprietary information and trade secrets) that is confidential to Atari ("Confidential Information"). This Confidential Information may not be known outside of the Company or even known by all of our employees. Examples (though not exhaustive) of Confidential Information include financial information, costs, business projections, business methods, marketing plans, customer lists and customer contact information, supplier, licensor and licensee information (including contract information), computer software designs and software development information, computer code, secret processes, and any information that is marked confidential or is of such nature that it is clear that Atari would not want a competitor, or other third party, to have access to such information.

Because this Confidential Information has substantial value to Atari, all directors, officers and employees must exercise the highest degree of care not to disclose any Confidential Information, even inadvertently (for example, through conversations in elevators or restaurants), to any unauthorized person in or outside Atari. Employees must ask their supervisors if they are not sure what is considered Confidential Information. In any event, if an employee is unsure at any time whether information is Confidential Information, treat it as confidential until a supervisor or other senior executive determines otherwise.

Directors, officers and employees (except within the scope of employment/service) may not remove, make or cause to be made any copies of documents containing Confidential Information, such as diaries, reports, correspondence, marketing materials, data files, or other records (paper or electronic) relating to Atari or any of its directors, officers, employees, licensors, licensees, customers or suppliers.



During the period of employment or service, and at all times subsequent to employment or service, directors, officers and employees and former directors, officers and employees cannot under any circumstances disclose or furnish to anyone (including but not limited to Atari's competitors) or in any way use (except in the performance of their assigned duties) any Confidential Information.

Sometimes even the most innocent acts or requests can result in disclosure of Confidential Information. Directors, officers and employees should think before discussing any information pertaining to the Company with a third party. If an employee believes Confidential Information must be disclosed to a third party, they must first check with their supervisor. There is no excuse for disclosure of our Confidential Information.

Upon termination of employment, or, with respect to employees, at any time upon the request of their supervisor, directors, officers and employees must return to Atari all documents, software, and any other written or electronic records containing Confidential Information.

Please remember directors', officers' and employees' obligations concerning Confidential Information will continue after termination of employment with, or service to, the Company.

### **Conflicts of Interest**

Directors, officers and employees must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest." A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest can arise whenever you, as a director, officer, or employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively. Conflicts of Interest may occur in dealings with customers, suppliers and vendors. While the Company has no wish to interfere in its director's, officer's and employee's outside activities, the Company does seek to limit those activities which may be a conflict of interest or that might otherwise limit a director's, officer's or employee's ability to faithfully and completely perform his/her services for the Company.

#### *Business Conduct*

Directors, officers and employees may not use corporate assets or funds for any unlawful or improper use. The payment of bribes, payoffs, kickbacks, or other benefits to its customers or suppliers is prohibited. Such conduct is illegal.

#### *Gifts to Customers or Suppliers*

In certain circumstances, providing a gift or token of appreciation to a customer or supplier may be proper and customary. Nevertheless, once again, personal judgment is critical. A senior executive **MUST PRE-APPROVE** all gifts to customers and suppliers, regardless of whether the director, officer or employee seeks remittance for the expense.



### Gifts and Entertainment

Director, officer and employee judgment is also essential when deciding to accept a gift from a customer, vendor, person or organization with some connection to the Company's business. Directors, officers and employees must report the offer to a senior executive and the Company reserves the right to request the gift be returned. Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Directors, officers and employees should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals.

### Outside Work

(a) No officer or employee may take an outside job with a customer, supplier or competitor of Atari for pay or as a donation of personal time nor may the officer or employee perform work on his/her own if it competes in any way with the products or services the Company provides to our customers, and/or interferes with the full, timely and faithful performance of any officer's or employee's service to the Company. Before accepting any outside employment, the officer or employee should discuss the matter with his/her supervisor or the Executive Vice President of Administration and Operations.

(b) No director may perform services as an employee, consultant or advisor for a competitor of Atari for pay or as a donation of personal time nor may the director perform work on his/her own if it competes in any way with the products or services the Company provides to our customers.

### Outside Directorships and Investments Disclosure

A director, officer or employee serving or seeking to serve as a director of, or having a business or financial interest in (other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company), a firm/company (i) having current or prospective business dealings with Atari or (ii) that is a competitor of Atari, must disclose that fact in writing to the Executive Vice President of Administration and Operations or the Senior Vice President of Business and Legal Affairs. so that the Company may determine whether the situation presents a conflict of interest. The business or financial interests of members of a director's, officer's or employee's family are considered the financial interests of the director, officer or employee. Any Company approval to continue or engage in such outside directorship or investment must be in writing.

### Political and Governmental Contributions

Under strictly enforced Federal law, no corporate funds or other assets may be paid or furnished, directly or indirectly, to a political party, candidate or incumbent, except if legally permissible and approved in advance. No political contributions by individual



Company directors, officers or employees may be made in the name of Atari or be reimbursed, directly or indirectly.

#### Payments to Government Officials

No corporate funds or other assets may be paid or furnished, directly or indirectly, to a government official, employee or politician for the purpose of obtaining or maintaining business on behalf of the Company. Such conduct is illegal.

### **International Business**

Atari, and as such its employees, are aware that there are specific laws and situations that all Atari directors, officers and employees must be aware of and abide by.

#### Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (“FCPA”) prohibits any person from, directly or indirectly, paying, giving, offering, promising to pay any funds or anything of value to any foreign official or “Covered Person”<sup>1</sup> for the purpose of (a) influencing any act or decision of the Covered Person in that person’s official capacity, (b) inducing the Covered Person to do or omit to do any act in violation of that person’s lawful duty, or (c) inducing the Covered person to use that person’s influence with a foreign government or instrumentality to affect or influence any act or decision of that government or instrumentality. The FCPA also prohibits paying or giving funds or anything of value to any person while knowing that all or a portion will be forwarded to a Covered Person for a purpose proscribed by the FCPA.

#### International Boycotts

Extremely complex Federal laws prohibit cooperation with certain international boycotts and require that penalties be assessed even for mere failure to promptly report any requests for boycott-related information or action. Any request received by Atari that could possibly fall within the context of a boycott law (e.g. a request to refrain from doing business in a particular country) should immediately be brought to the attention of the Chief Executive Officer and the Senior Vice President of Business and Legal Affairs before any response is made to the request.

### **Accuracy of Books and Records and Public Reports**

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<sup>1</sup> For the purpose of the FCPA, “foreign” means outside of the United States. “Covered Person” includes any foreign official (which includes, without limitation, an officer or employee of any foreign governmental department, agency or instrumentality or any government-owned or controlled enterprise or any person acting in an official capacity for or on behalf of such government, department, agency, instrumentality or enterprise), foreign political party, foreign party official, or candidate for foreign political office.



Directors, officers and employees must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission ("SEC") and in other public communications.

### **Dealings with Independent Auditors**

No director, officer or employee shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. No director, officer or employee shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

### **Waivers of this Code of Ethics**

While some of the policies contained in this Code of Ethics must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any officer or employee who believes that an exception to any of these policies is appropriate in his/her case should first contact his/her immediate supervisor. If the supervisor agrees that an exception is appropriate, the approval of the Senior Vice President of Business and Legal Affairs must be obtained. The Senior Vice President of Business and Legal Affairs shall be responsible for maintaining a record of all requests for exceptions to any of these policies and the disposition of such requests. In addition, the Senior Vice President of Business and Legal Affairs will inform the Audit Committee of the Board of Directors of all such waivers,

Any director or executive officer who seeks an exception to any of these policies should contact the Senior Vice President of Business and Legal Affairs. Any waiver of this Code of Ethics for directors or executive officers or any change to this Code of Ethics that applies to



directors or executive officers may be made only by the Board of Directors of the Company and will be disclosed as required by law or stock market regulation.



## Reporting and Compliance Procedures

Every director, officer and employee has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code of Ethics. Any director, officer and employee who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code of Ethics should report such information to his/her supervisor or to the Company's Executive Vice President of Administration and Operations or Senior Vice President of Business and Legal Affairs, as described below. You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code of Ethics must immediately inform the Executive Vice President of Administration and Operations or Senior Vice President of Business and Legal Affairs.

You may report violations of this Code of Ethics, on a confidential or anonymous basis, by contacting the Company's Executive Vice President of Administration and Operations or Senior Vice President of Business and Legal Affairs by mail to 417 Fifth Avenue, New York, NY 10016, or by fax or e-mail, (i) if to the Executive Vice President of Administration and Operations at 212-726-4239 or [lisa.rothblum@atari.com](mailto:lisa.rothblum@atari.com), or (ii) if to the Senior Vice President of Business and Legal Affairs at 212-726-6970 or [jeff.kempler@atari.com](mailto:jeff.kempler@atari.com) or directly to the Audit Committee addressed to the Chairman of the Audit Committee at [ATARICOMM@aol.com](mailto:ATARICOMM@aol.com) or to such other number/addresses as may be furnished from time to time. While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish.

If the Executive Vice President of Administration and Operations or Senior Vice President of Business and Legal Affairs receives information regarding an alleged violation of this Code or Ethics, he/she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Directors, officers and employees are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code of Ethics. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The appropriate senior executives of the Company shall determine whether violations of this Code of Ethics have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code of Ethics. In the event that the alleged



violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of this Code of Ethics has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code of Ethics will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code of Ethics may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code of Ethics, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

### **Dissemination and Amendment**

This Code of Ethics shall be distributed to each new director, officer and employee of the Company upon commencement of his/her employment or other relationship with the Company and shall also be distributed annually to each director, officer and employee of the Company, and each director, officer and employee shall certify that he/she has received, read and understood this Code of Ethics and has complied with its terms.

The Company reserves the right to amend, alter or terminate this Code of Ethics at any time for any reason. The most current version of this Code of Ethics can be found in the Human Resources section of the Company's Intranet.

This document is not an employment contract between the Company and any of its directors, officers or employees.

### **In Conclusion**

If you have any questions concerning this Code of Ethics, you should not hesitate to ask your supervisor, Human Resources or any senior executive.



### ACKNOWLEDGMENT OF COMPLIANCE

I have read and understand the Atari Code of Ethics, Standards of Conduct and Confidentiality. I will adhere to the standards of conduct set forth in the Code of Ethics, Standards of Conduct and Confidentiality for the duration of my employment with, or service to, Atari or any of its subsidiaries or affiliated companies. I understand that obligations under the Confidentiality section of this Code of Ethics, Standards of Conduct and Confidentiality will continue after termination of my employment with, or service to, Atari.

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Signature

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Print Name

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Date