

CODE OF CONDUCT AND ETHICS

1. Introduction

Brooklyn ImmunoTherapeutics, Inc. (formerly NTN Buzztime, Inc.) and its subsidiaries (collectively, the “Company”) strives to conduct business in accordance with uncompromising ethical standards. This code of conduct and ethics (this “Code”) describes the key elements of these standards. Adherence to these standards will not be compromised in favor of financial or other business objectives. High ethical standards are vital to maintain competitive advantage, the pride and confidence of our team members and to provide quality products and services to customers and clients. Integrity, honesty, forthrightness, respect and fairness are of primary importance in all business relationships within the Company and in outside transactions involving the Company.

The purpose of this Code is to deter wrongdoing and to promote, among others:

- Compliance with applicable governmental laws, rules and regulations;
- Honest and ethical conduct, including the ethical handling of actual or potential conflicts of interest;
- The safeguarding of the Company’s assets;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- Fair dealing practices;
- The prompt internal reporting of violations of this Code; and
- The accountability for adherence to this Code.

Every director, officer and employee of the Company (each a “team member”) is required to be familiar with this Code, comply with its provisions and report any suspected violations as described below in Section 11. Team members who violate this Code may be subject to disciplinary action including, but not limited to, termination of employment.

This Code is in addition to, and not intended to alter or interpret, other Company policies, codes and handbooks, some of which are referred to elsewhere in this Code. Team members must be familiar with and comply with all Company policies, handbooks and codes.

The Company may modify or supplement this Code from time to time, to comply with evolving corporate governance standards, applicable corporate governance or other requirements adopted by law, the SEC or the rules or listing standards of the national securities exchange or inter-dealer quotation system on which the Company’s common stock is then principally listed and otherwise as it deems appropriate.

2. Compliance with Laws, Rules and Regulations

Every team member must comply, both in letter and in spirit, with all applicable governmental laws, rules and regulations (collectively, “laws”), including, but not limited to, those that apply to securities, taxes, gaming, alcoholic beverages, civil rights, copyright, trademark and patent rights, environmental protection, campaign finance and corrupt practices. Discussed briefly below are certain (but not all) applicable laws.

While the Company does not expect team members to be experts in legal matters, it holds each team member responsible for being familiar enough with the laws governing his or her areas of responsibility to know when to ask questions or seek advice from the Human Resources Department.

Insider Trading

Federal and State law prohibits the use of “material non-public information” when trading in or recommending securities, e.g. giving a stock “tip” to someone else. The Company maintains a separate Insider Trading Policy and you must familiarize yourself and comply with that policy. Generally, you must not engage in transactions in the securities of the Company or any other company while in possession of material non-public information. In addition, if you are in possession of material non-public information, you may not communicate such information to or tip third parties who might make an investment decision on the basis of that information.

Foreign Corrupt Practices

The Foreign Corrupt Practices Act generally forbids giving anything of value to foreign government officials or foreign political candidates in order to obtain or retain business. It is therefore important to discuss these types of payments, including any gifts of the type discussed in the Gifts and Entertainment section below, in advance with your supervisor to make sure the Company's ethical standards are maintained and the law is followed.

Fair Competition; Antitrust

Antitrust and unfair competition laws and principles govern how companies should behave in the marketplace, and address the ways companies treat their competitors, customers and suppliers. Antitrust laws encourage competition by prohibiting unreasonable restraints on trade and competition. Violating antitrust laws and principles is a serious matter and can place both the Company and individuals at risk of substantial penalties. The Company is committed to competing vigorously, but fairly, for suppliers, customers and players. To adhere to these principles, team members must not:

- Communicate with any competitor relating to price, terms that affects pricing, or other matters of competitive significance;
- Divide or allocate markets or customers;
- Agree with a competitor to boycott a supplier or customer; or
- Place improper conditions on purchases or sales.

3. Honest and Ethical Conduct

Each team member must deal honestly and fairly with clients, customers, suppliers, financial and other partners, and competitors. The long-term success of the Company depends upon establishing mutually beneficial relationships built on integrity. It is important not only to act honestly and ethically, but also to avoid even the appearance of impropriety.

4. Conflicts of Interest

A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when a team member (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when a team member (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. Conflicts of interest can arise innocently because of circumstances alone, without deliberate action on the part of an individual. For example, if a Company manager's brother owns a recruiting agency and that company does recruiting for the Company, it may appear that the Company manager is favoring his brother's firm over its competitors. Some areas in which conflicts of interest can arise include:

- personal (or family) financial interests or investments (other than an ownership interest of 5% or less in a publicly-held company) in any transaction involving the Company or in any of the Company's business partners (including suppliers, vendors and customers) or competitors
- outside employment, advisory and board roles, and your own business
- business opportunities found through work
- intellectual property; inventions
- friends and relatives; co-worker relationships
- gifts and entertainment
- improper use of the Company's assets, products or services for yourself or

others Many of these areas are more specifically addressed throughout this Code.

Whether or not a conflict of interest exists or will exist can be unclear. Team members, other than directors and officers, who have questions about a potential conflict of interest or who become aware of an actual or potential conflict are to discuss the matter with, and seek a determination and prior authorization or approval from, their supervisor, the Company's Director of Human Resources ("Director of HR"), or the Company's Chief Financial Officer ("CFO"). A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Director of HR or CFO with a written description of the activity and seeking the written approval of the Director of HR or CFO. If the supervisor is

himself or herself involved in the potential or actual conflict, the matter should instead be discussed directly with the Director of HR or CFO.

Directors and officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

Employing family members in supervisor-subordinate relationships is to be avoided unless the family and employment relationships are indirect and written approval from the CFO or Director or HR is obtained in advance. See also Section 11.

5. Protection and Proper Use of Company Assets

Every team member is expected to preserve and protect Company assets (whether tangible or intangible) and resources, and to promote efficient use for only legitimate and approved business purposes. Your obligation to protect Company assets includes Company proprietary information and intellectual property, such as trade secrets, copyrights, business marketing plans and unpublished databases and records, and physical assets, including computers and information systems.

Improper or unauthorized use or distribution of Company assets is prohibited and could also be illegal and result in civil or criminal penalties.

To better protect Company and third-party assets, provide excellent service and ensure a safe workplace, it may be necessary to monitor team member activities and company systems. As permitted by law, the Company reserves the right to inspect, monitor, and record the use of all of its property including vehicles, systems and facilities, with or without notice, and to search any and all such property at any time. This includes such items as Company-supplied computers, email and phones.

In addition to this Code, you must also familiarize yourself with and comply with the Company's Workplace Searches and Security Measures Policy and Employee Security Standards Policy.

Please also refer to the Company's Employee Handbook for additional policies regarding these areas.

6. Accurate and Timely Financial Reporting and Recordkeeping

The Company's books and records are to be kept in accordance with generally accepted accounting principles and according to established finance and accounting policies. All team members who contribute to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each team member must cooperate fully with the Company's accounting and internal audit departments, and with the Company's independent public accountants and counsel.

The Company's financial reports and disclosures filed with, or furnished to, the SEC must comply with applicable securities laws and SEC rules. Each team member involved in the Company's disclosure process must (a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and (b) take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

The integrity of the Company's accounting, technical, personnel, financial and other records is based on their validity, accuracy and completeness. This integrity depends in large part on complete and accurate recordkeeping and document retention. Employees must maintain Company books and records of all kinds in a manner which is both accurate and auditable. It is a violation of this Code to make entries that intentionally conceal or disguise the true nature of any transaction. The Company only destroys or discards documents in accordance with the law and Company policy. Among other things, this means that relevant documents may not be altered, destroyed or discarded when there is reason to believe they will be requested by a court, administrative agency or other government authority or when team members are aware that they are relevant to a government investigation.

In addition to this Code, the Company maintains a separate Document Retention Policy and you must familiarize yourself and comply with that policy.

7. Fair Dealing

Each team member must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

No team member may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

8. Confidential Information

In addition, team members must maintain the confidentiality of information entrusted to them not only by the Company, but also by suppliers, customers and other entities in connection with our business. Confidential information includes all non-public information (whether or not considered proprietary) that you learn, create or develop in the course of your employment with, or service as an employee of the Company, whether it belongs to the Company or some other party.

As part of your employment, you entered into a Confidentiality and Inventions Agreement which more specifically defines your obligations with respect to confidential information and intellectual property.

9. When to Seek Guidance

Compliance with ethical and legal standards is everyone's responsibility. At times, the best course of action is not always clear. If you are not sure of the correct way to handle a particular situation, start by asking yourself these questions:

- Is it legal?
- Does it comply with the Company's policies?
- How would it look if reported by an informed and critical reporter in the newspaper?
- Is it the right thing to do?
- How would I feel if my family, friends and neighbors knew what I was doing?

If you are unsure of the answer to any of these questions, or if you have further questions, please seek help or guidance. Remember, do not make a difficult decision alone. There are resources available to assist you in resolving any issue you encounter.

10. Available Resources to Assist You

Should you face a situation that you are uncertain about, ask your supervisor or the CFO or Director of HR for guidance. Alternatively, you may ask questions and seek guidance through the anonymous channels described below:

- Call 1-866-233-4090, a toll free hotline. All voicemail messages will be electronically altered/disguised to ensure the confidentiality of your identity. .
- Submit an anonymous email or web form by visiting <https://www.openboard.info/ntn/index.cfm>. You may also access this internet site by going to the Finance page on the Company's intranet, then click on [Governance Links](#) and then click on the [Whistle Blower Hotline](#) link.
- Send an email to btx@openboard.info

The anonymous channels described above are operated by an independent firm. Questions and other information submitted through these channels will be sent to the one or more members of the Company's Audit Committee.

If you have a concern about the Company's accounting practices, internal controls or auditing matters, you can contact the Audit Committee directly through any of the anonymous channels described above or by submitting your concern in writing to: Brooklyn ImmunoTherapeutics, Inc., Chairman of the Audit Committee, 1040 First Ave. # 361, New York, NY 10022. Acts of physical hostility or imminent danger should be reported immediately to the local law enforcement or a 911 operator and then followed up with a call to Human Resources.

11. Prompt Internal Reporting of Code Violations

If you believe that any conduct has taken place, may be taking place or may be about to take place that violates or would violate this Code, you must report the conduct. Prompt reporting is vital to a thorough and timely resolution of any alleged violation.

If the conduct involves any of the Company's directors or officers, you must report it to the Audit Committee or through one of the anonymous channels described below.

If the conduct involves any other team member, you should initially report the conduct to your supervisor; however, if the conduct in question involves your supervisor, if you have reported the conduct in question to your supervisor

and you do not believe that he or she has dealt with it appropriately, or if you prefer to report the conduct to a person other than your supervisor, then report the conduct to the CFO or Director of HR or through the anonymous channels described below.

- Call 1-866-233-4090, a toll free hotline. All voicemail messages will be electronically altered/disguised to ensure the confidentiality of your identity. .
- Submit an anonymous email or web form by visiting <https://www.openboard.info/ntn/index.cfm>. You may also access this internet site by going to the Finance page on the Company's intranet, then click on [Governance Links](#) and then click on the [Whistle Blower Hotline](#) link.
- Send an email to btx@openboard.info

The anonymous channels described above are operated by an independent firm. Information submitted through these channels will be sent to the one or more members of the Audit Committee. If you make a report anonymously, please provide as much detail as reasonably necessary to permit the Company to investigate the matter(s) reported.

After receiving a report, either directly or through one of the anonymous channels described above, the Audit Committee, the CFO, or the relevant supervisor must promptly take appropriate actions necessary to investigate the matter. As needed, the Audit Committee, the CFO, or the relevant supervisor will consult with others at the Company, members of the Board of Directors, and outside legal counsel to determine violations of this Code and, when appropriate, disciplinary measures and/or civil action or referral for criminal prosecution.

Investigations will be conducted with the confidentiality that is reasonable under the circumstances and consistent with law. All team members are expected to cooperate in any investigation. You may be subject to disciplinary action if you fail to do so. In addition, team members may never disclose or discuss an investigation with unauthorized persons.

12. No Retaliation

Retaliation or reprisal of any kind against a team member who, acting in good faith on the basis of reasonable belief, reports a violation or potential violation of this Code is strictly prohibited. The Company will investigate any person who participates in any such retaliation or reprisal. Persons deemed to have participated in any such retaliation or reprisal will be subject to disciplinary action, including termination of employment.

13. Code Enforcement

The Company strives to enforce this Code on a uniform and consistent basis without regard to a team member's position. If you violate this Code, you may be subject to disciplinary action, including termination of your employment.

Supervisors and managers of a disciplined team member may also be subject to disciplinary action for their failure to properly oversee a team member's conduct. In addition, failure by any team member to report wrongdoing will be considered in retention decisions, job appraisals, pay increases, incentive pay, equity compensation and other rewards and recognition programs.

The Company's response to misconduct will depend upon several factors, including whether the improper conduct involved is illegal. Be aware that certain actions and omissions prohibited by the Code might be crimes that could lead to individual criminal prosecution and, upon conviction, fines and imprisonment.

If the alleged misconduct involves an officer or director, the Audit Committee will determine whether there is a Code violation and, if so, what discipline is appropriate.

14. Waivers and Exceptions

The Company expects all team members to comply with the provisions and spirit of the Code. Any waivers or exceptions to any provision of this Code may be granted from time to time under appropriate circumstances. If you feel a waiver or an exception is appropriate, you must speak with the CFO, unless you are a director or a financial officer (as defined below) or any other officer, in which case your request for a waiver or an exception must be addressed to the Audit Committee Chairman. A waiver or exception granted for a director, a financial officer or any other officer may be made only by the Company's Board of Directors or its Audit Committee and will be promptly disclosed as required by law and any applicable stock exchange requirements. When necessary, a waiver or exception will be accompanied by appropriate controls designed to protect the Company.

For purposes of this Code, a "financial officer" means the Company's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

This Code does not in any way create, implicitly or explicitly, an employment contract, or a guarantee of continued employment. Nothing shall modify your status as an at-will employee. Your employment may be terminated or you may voluntarily terminate your employment at any time. The Company may modify or repeal the provisions of this Code or adopt a new Code at any time it deems appropriate, with or without notice.

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Last revised: July 27, 2018 (Technical, administrative and non-substantive revisions)
(Revised for name change March 25, 2021)

ACKNOWLEDGEMENT OF RECEIPT AND COMMITMENT TO COMPLIANCE

I have received and read my copy of the Brooklyn ImmunoTherapeutics, Inc. Code of Conduct and Ethics (the “Code”). I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand and agree that the Code is a statement of Company policy and nothing in it creates or is intended to create a contract or promise, nor any representation of continued employment, and that employment by the Company is employment at-will.

Please sign and return this page to Human Resources. Thank you!

Signature

Date

Print Name