

BROOKLYN IMMUNOTHERAPEUTICS, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Brooklyn ImmunoTherapeutics, Inc. (formerly NTN Buzztime, Inc.) (the “Company”) has developed and adopted a set of corporate governance guidelines (these “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing long-term stockholder value.

These Guidelines are in addition to and are not intended to change or interpret any federal or state law or regulation, including the Delaware General Corporation Law or the Company’s Certificate of Incorporation or Bylaws. The Board, upon recommendation of its Nominating and Corporate Governance/Compensation Committee (the “N&CG/C Committee”), may modify these Guidelines from time to time as it deems appropriate.

I. DIRECTOR RESPONSIBILITIES/ROLE OF THE BOARD

1. In General

Stockholders elect directors to oversee the Company and management and to assure that the stockholders’ long-term interests are served, recognizing that the long-term interests of stockholders are also advanced by responsibly addressing the concerns of other stakeholders, e.g. employees, customers, suppliers and the public. The Board’s primary responsibility is to oversee the management of the Company in the best interests of the Company and its stockholders.

The Board establishes and promotes the Company’s overall business and organizational objectives and strategies. The Board acts as the ultimate decision-making body of the Company, except on those matters reserved to or shared with the stockholders of the Company under the laws of Delaware. The Board as a whole and also at the committee level is actively involved in oversight of risks that could affect the Company. The Board reviews information regarding risks to the Company that could negatively impact its operations or strategic decisions, including management and succession planning, financial policies and material business and financial decisions.

Though each committee is responsible for evaluating certain risks and overseeing the management of such risks, the Board receives reports from each committee chair regarding the committee’s considerations and actions, as well as reports directly from officers responsible for oversight of particular risks.

The Company’s business is conducted by its employees under the direction of its Chief Executive Officer (the “CEO”), with oversight from the Board. The Board elects the CEO and other executive officers. The CEO has general authority, subject to oversight by the Board, in operating the Company’s business and affairs, and ensures that the Board’s directives are carried out.

The Company has adopted a Code of Conduct and Ethics and other internal policies and

guidelines designed to support these Guidelines and to comply with applicable law. Directors are expected to comply with that code and with any other applicable policies and guidelines.

2. Director Independence

A majority of directors on the Board will be independent as required by 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 (the "Applicable Listing Rules"). The Board also believes that it is often in the best interest of the Company and its stockholders to have non-independent directors, including current and (in some cases) former members of management, serve as directors. Each independent director who experiences a change in circumstances that could affect such director's independence should promptly deliver a notice of such change to the CEO.

3. Chairman of the Board

The Board is responsible for electing the Chairman of the Board. The Board may choose its chairman in any manner that it deems to be in the best interests of the Company and its stockholders. Among other responsibilities, the Chairman acts as a liaison between non-management directors and the Company's officers, leads and organizes succession planning for the CEO, consults with management and other directors on agendas for Board meetings and presides at meetings of the Board.

The offices of Chairman of the Board and CEO may be from time to time combined and may be from time to time separated. The combination or separation of these offices should continue to be considered on a periodic basis giving effect to business, competitive, succession planning and governance concerns.

II. ELECTION AND TERM OF DIRECTORS

Directors are elected by stockholders at each annual meeting, to serve until the next annual meeting and hold office until their successors are elected or until their earlier resignation or removal. The Board is not classified, so all directors are elected annually. Directors are elected by a plurality of the votes cast, meaning the nominees with the most affirmative votes are elected. Vacancies on the Board (including vacancies created by an increase in the authorized number of directors) may be filled solely by the Board. A director appointed by the Board to fill a vacancy resulting from the death, resignation, disqualification or removal of a director will hold office for the remainder of the full term of the director whose death, resignation, disqualification or removal created such vacancy, and a director appointed by the Board to fill a vacancy resulting from an increase in the authorized number of directors will hold office until the next annual meeting of stockholders and, in each case, until such director's successor is elected and qualified.

III. DIRECTOR QUALIFICATIONS & NOMINATION

1. Board Candidate Nomination Process

The N&CG/C Committee considers new candidates for Board membership suggested by Board members, management and stockholders. There will be no differences in the manner in which N&CG/C Committee evaluates director nominees based on whether the nominee is recommended by a stockholder or by current members of the Board or by

management. All Board nominees must be approved by a majority of the independent directors.

2. Board Membership Qualifications

In evaluating candidates for potential service on the Board as well as evaluating current directors for continued service on the Board, the N&CG/C Committee will consider a variety of factors, including but not limited to:

- The individual's ability to apply fair and independent judgment in a business situation and the ability to represent the interests of all the Company's stockholders and constituencies.
- Whether the individual is free of any conflicts of interest that would interfere with his or her loyalty to the Company or to its stockholders.
- Whether the individual would qualify as an independent director; no individual will qualify as "independent" unless the Board affirmatively determines that the he or she does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
- Depth and breadth of relevant business experience, judgment and savvy.
- Age and gender diversity.
- Existing commitments to other businesses and willingness to devote adequate time to board duties.
- Potential conflicts of interest with other pursuits.
- Personal background, including past involvement in SEC inquiries, legal proceedings, criminal record, or involvement in acts of fraud or dishonesty.
- Accounting, financial reporting and internal control systems knowledge and experience, to aid the N&CG/C Committee in determining whether a candidate would be suitable for membership on the Audit Committee.
- Executive compensation and/or corporate governance background, to aid the N&CG/C Committee in determining whether a candidate would be suitable for membership on that committee.
- Interplay of candidate's experience and skills with those of other Board members.

Directors are strongly encouraged to have a meaningful ownership stake in the Company, however, the Board currently does not require directors to own a minimum number of shares of the Company's common stock.

3. Invitation

The invitation to join the Board should be extended by the Board via the Chairman of the Board and CEO, and, when deemed appropriate, an independent director.

IV. BOARD MEMBER ORIENTATION AND CONTINUING EDUCATION

The N&CG/C Committee is responsible for establishing and overseeing director orientation and continuing education programs to assist directors in becoming familiar with the Company, its operations and policies and maintaining skills necessary and appropriate for performing their responsibilities.

V. BOARD CONTACT WITH INSTITUTIONAL INVESTORS, MEDIA, STOCKHOLDERS, AND CUSTOMERS

The Board believes management should generally speak for the Company. Directors may, with the knowledge of the CEO or Chairman of the Board, meet or speak with outside individuals involved with the Company. Each director will generally coordinate all inquiries from institutional investors, the media, stockholders, or customers with management.

Stockholders may communicate directly with the Board or individual directors in writing by sending a letter to the Board or an individual director c/o Corporate Secretary addresses to the Company's principal executive office. The Secretary will promptly forward the communication to the Chairman of the Board or other director(s) identified in the communication. However, the Corporate Secretary may elect not to forward any abusive, threatening or otherwise inappropriate materials.

Board members are strongly encouraged to attend the Company's annual meeting of stockholders.

VI. BOARD CONTACT WITH EXECUTIVE MANAGEMENT

Directors have complete and free access to management and to information regarding the Company's operations. In addition, the Board encourages the CEO to bring managers into Board meetings to provide additional insight regarding items in their areas of expertise and responsibility.

VII. BOARD ACCESS TO INDEPENDENT ADVISORS

The Board and each committee of the Board will have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and will have the power to hire, at the expense of the Company, legal, financial and other advisers as they may deem necessary or appropriate, without consulting with, or obtaining approval from, management of the Company in advance.

VIII. BOARD COMPENSATION

The Company's executive officers shall not receive additional compensation for their service as directors. Compensation for non-employee directors should allow the Company to recruit and retain qualified individuals with the background and skills necessary for membership on the Board. The N&CG/C Committee will periodically review and recommend to the Board the amount and form of compensation for Board members, including compensation for the chairman of the Board and of its committees and for committee members.

IX. MANAGEMENT SUCCESSION PLANNING/CEO EVALUATION

1. Management Succession.

As and when deemed appropriate by the Board, the Board may plan for succession of the CEO and review senior management selection and succession planning undertaken by the officers, the head of human resources and the N&CG/C Committee. As part of the annual officer evaluation process, the N&CG/C Committee may, if it determines necessary or appropriate, work with the CEO to plan for CEO succession, and to develop plans for interim succession for the CEO in the event of an unexpected vacancy or inability to serve.

2. Chief Executive Officer Performance Review

The Board annually reviews the CEO's performance. To conduct this review, the N&CG/C Committee gathers and consolidates input from all directors. The consolidated input is reviewed at a meeting in executive session with all non-employee directors after which the Chairperson present the results of the review to the CEO.

X. BOARD MEETINGS

1. Frequency of Meetings

The frequency and length of Board meetings shall be determined by the Chairman, with input from the directors; provided that the Board shall hold a meeting on at least a quarterly basis.

2. Selection of Agenda Items for Board Meetings

The Company will maintain a master agenda, developed by the CEO and the Chairman, which sets out the regular items to be considered at each regular Board and committee meeting.

Each meeting agenda may be adjusted to include special items to be considered by the Board. Directors will receive copies of the agenda and Board materials before each meeting. Any director may suggest other items not included on the agenda and to raise subjects at any meeting not specifically agenda items. As much information and data as practical relating to the meeting agenda items and the Company's financial performance shall be sent to Board members sufficiently before meetings to permit the directors to review the materials. Directors are expected to review meeting materials before such meetings.

3. Independent Director Meetings

To ensure free and open discussion and communication among independent directors, the independent directors will meet on a regular basis as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management. The independent directors shall designate the director who will preside at their meetings.

XI. BOARD COMMITTEES

The Board has two standing committees: (1) an Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended; and (2) the N&CG/C Committee. The Board may form new committees,

revise a committee's structure, or disband committees, in each case, as the Board determines necessary or convenient for the conduct of its responsibilities.

The Company will comply with all legal and regulatory requirements concerning the composition, responsibilities and procedures applicable to any committee of the Board.

The committees' respective duties will be outlined in their charters. Each committee will review its charter and duties from time to time and makes recommendations to the Board regarding any changes that may be appropriate.

Each committee will comply with the independence and other requirements established by applicable law and regulations, including SEC and Applicable Listing Rules,

Each committee meets as frequently and for such length of time as may be required to carry out its assigned duties and responsibilities. The schedule for regular meetings of the committees for each year is submitted and approved by the Board in advance. In addition, the chairman of a committee may call a special meeting at any time if deemed advisable.

XII. BOARD SIZE

The Bylaws provide that the number of directors on the Board is determined by the Board. The Board's size is assessed periodically by the N&CG/C Committee which will recommend any changes in size to the full Board.

XIII BOARD PERFORMANCE EVALUATION & RE-NOMINATION

The N&CG/C Committee will periodically review the performance of the Board and, if it determines necessary or appropriate, each member, and will recommend to the full Board whether director(s) should be re-nominated for election. As part of this review, the Board, in consultation with the CEO, may evaluate each member's performance, his or her ongoing contributions to the Board's deliberations and duties, in addition to other factors that may be relevant.

XIV. CHANGE IN DIRECTOR RESPONSIBILITY

If a director substantially changes his or her professional or business activity or if any special reason for which a member was originally asked to join the Board changes significantly, he or she is expected to promptly notify the Chairman of the Board. This notification also provides the member with the opportunity to confirm his or her desire to continue on the Board. The Board will review the continued appropriateness of the director's membership, including considering whether:

- the director's new status presents any conflict of interest or other legal or governance issues;
- the director's new status is consistent with the qualifications for Board membership;
- the director can continue to provide the specialized expertise or skills for which he or she was originally nominated to become a Board member; and

- the director been, and will he or she continue to be, an active, participative member in the Board's deliberations and duties.

Upon completion of this review, the Board will determine whether the director should be requested to resign or be retained, and the Chairman of the Board will communicate the Board's determination to the director.

XV. BOARD TERM LIMITS

The Board does not believe it should establish term limits for its members. Although term limits could help insure there are fresh ideas and viewpoints available to the Board, term limits have the disadvantage of cutting short the contribution of members who have been able to develop, over time, expanding insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

In lieu of pre-determined term limits, the Board will evaluate each member's continued services in connection with each annual decision regarding whether each member should be re-nominated to the Board and at such other times as may be appropriate in particular circumstances (e.g. conflicts of interest, independence issues, etc.). In connection with each decision regarding re-nomination to the Board, each member should be given an opportunity to confirm his or her desire to continue as a member of the Board.

XVI. POLICIES AND PROCEDURES FOR STOCKHOLDER NOMINATION OF DIRECTORS

The informational and timing requirements for stockholder submissions of nominations to the Board are as set forth in the Company's bylaws. Such requirements, among other things, enable the N&CG/C Committee to professionally evaluate future director candidates and to prepare and distribute proxy materials. In addition, the following information should also be submitted to assist the N&CG/C Committee in evaluating the candidate:

- Additional information regarding the candidate that is sufficient to enable the N&CG/C Committee to evaluate the candidate under the Board membership qualifications described under Section III, Item 2 above; and
- A statement detailing any relationship between the candidate and any customer, supplier or competitor of the Company.

*Last updated July 27, 2018
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