

COMPANY CODE OF ETHICS AND BUSINESS CONDUCT

POLICY STATEMENT

This Code of Ethics and Business Conduct (the "Code") has been adopted in order to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) promote 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;
- (c) promote compliance with applicable governmental laws, rules, and regulations;
- (d) promote the protection of Company assets, including corporate opportunities and confidential information;
- (e) promote fair dealing practices;
- (f) deter wrongdoing; and
- (g) ensure accountability for adherence to the Code.

All directors, officers and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations to the Human Resources department.

GUIDELINES FOR HONEST AND ETHICAL CONDUCT

The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings 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.

Moreover, the Company is committed to creating a work environment and a business culture grounded in ethical behavior in every respect. The Company

is committed to (i) fostering an environment of honesty and fairness, (ii) providing a safe and healthy environment free from the fear of retribution, and (iii) respecting the dignity due everyone. The Company is committed to pursuing sound growth and earnings objectives and to exercising prudence in the use of its assets and resources. The Company is committed to fair competition and the sense of responsibility required of a good customer and service provider.

POSITIVE WORK ENVIRONMENT

The Company is committed to the recruitment, training, development, and retention of competent staff. All employment decisions, including hiring, promotion, and transfer, must be made solely on merit, experience, and other work-related criteria.

Employees want and deserve a workplace where they feel respected and appreciated. The Company respects cultural diversity and will not tolerate harassment or discrimination of any kind – whether involving race, color, religion, gender, age, national origin, disability, sexual orientation, veteran, marital status, or any other protected status.

Providing an environment that supports honesty, integrity, respect, trust, responsibility, and citizenship permits the opportunity to achieve excellence in the workplace. While all employees must contribute to creating and maintaining such an environment, supervisors, managers, and other senior level personnel assume special responsibility for fostering a work environment that brings out the best in all employees. Supervisors must be careful in words and conduct to avoid placing, or seeming to place, pressure on their reports that could cause them to deviate from acceptable ethical behavior.

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 an employee, officer or director (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 an employee, officer or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. Employees must disclose in writing any financial interest they or their immediate family have in any firm which does business with the Company or which competes with the Company so that the Company may determine if a conflict of interest exists.

Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or executive, officer, or their family members are expressly prohibited.

Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized by the Company's Human Resources Department or supervisor with the approval of the Company's Legal Counsel.

Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with and seek a determination and prior authorization or approval from their supervisor or the Human Resources Department.

Neither a supervisor or Human Resources employee may authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Company's Legal Counsel with a written description of the activity and seeking the Legal Counsel's written approval.

If the supervisor or other individual is themselves involved in the potential or actual conflict, the matter should instead be discussed directly with the Company's Legal Counsel.

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

AVOID ILLEGAL AND QUESTIONABLE GIFTS OR FAVORS

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and build effective working relationships. The sale and marketing of our services should be free from perceptions that favorable treatment was sought, received, or given in exchange for gifts or favors. No gift or favor should be given, provided, or accepted by any Employee, family members or agents unless it:

- (1) is consistent with customary business practices,
- (2) is not excessive in value,

(3) cannot be construed as a bribe or payoff and

(4) does not violate any laws or regulations.

Employees may accept small gifts or favors that would be considered common business courtesies; however, no Employee should accept a gift or favor that might be intended to influence, or appear to influence, a business decision. Employees must report to their supervisor whenever a gift or favor is received.

ACCURATE AND COMPLETE RECORDS

Each employee is responsible for maintaining accurate and complete records in their respective area of operations (finance, sales, information technology, customer service, engineering, human resources, etc.). All transactions must be approved and executed in accordance with internal control procedures and must be recorded in such a manner that facilitates the preparation of accurate financial statements.

Employees may not manipulate financial/customer/vendor accounts, records or reports or take any action or cause any person to take any action to influence, coerce, manipulate, or mislead auditors for the purpose of rendering the financial statements misleading.

Employees may not knowingly alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in any record, document, or tangible object. Employees may not obstruct, impede, direct, or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States.

Employees who prepare, maintain or have custody of the Company's records and reports should endeavor to ensure that these documents are: (i) accurate and complete; (ii) safeguarded from loss or destruction; (iii) retained for specified periods of time in accordance with state and federal requirements; and (iv) maintained in confidence.

As required by the Sarbanes-Oxley Act, the Company has established a process by which employees can report any complaints or concerns regarding the Company's business practices. This includes the Company's disclosure controls and procedures, and internal controls over financial reporting, to the extent relevant to their area of responsibility. Employees are encouraged to ask questions and seek advice before, rather than after, acting. Employees can first ask questions of their managers. If an employee is not satisfied with the response, or feels it would be inappropriate to discuss with his or her

manager, the matter can be reported to the General Counsel or Deputy General Counsel, or via hotline: <https://www.whistleblowerservices.com/Motorsport> or (877) 653-2602.

COMPLIANCE

Employees, officers, and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states, and countries in which the Company operates.

Although not all employees, officers and directors are expected to know the details of all applicable laws, rules, and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Legal Department.

No director, officer, or employee may purchase or sell, any Company securities while in possession of material nonpublic information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material nonpublic information regarding that company.

It is against Company policies and illegal for any director, officer, or employee to use material nonpublic information regarding the Company or any other company to:

- (a) obtain profit for himself or herself; or
- (b) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

DISCLOSURE

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

Each director, officer and employee who contributes in any way 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 director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer and employee who is 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.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability and are prohibited.

All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. Any suspected incident of fraud or theft should be reported for investigation immediately.

The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

CORPORATE OPPORTUNITIES

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers, and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information, or position. Directors, officers, and employees may not use Company assets, property, information, or position for personal gain (including gain of friends or family members). In addition, no director, officer, or employee may compete with the Company during the term of their employment.

CONFIDENTIALITY

Directors, officers, and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers, or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all nonpublic information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed. This includes, but is not limited to, confidential technology, proprietary information, trade secrets, business plans, documents, pricing, and records. Employees should not, without prior written authorization, acquire, use, access, copy, remove, modify, alter, or disclose to any Third Parties, any confidential information for any purpose.

Suppliers, customers, and competitors may divulge information that is proprietary to their business. The confidential nature of this information must be respected. Similarly, all Employees must respect the confidentiality of any former employer's proprietary information and should not divulge or use such information unless written permission has been obtained.

This policy does not prohibit employees from confidentially disclosing trade secret, proprietary or confidential information to federal, state and local government officials, or to an attorney, when done to report or investigate a suspected violation of the law. Employees may also disclose the information in certain court proceedings if specific procedures to protect the information are followed. Nothing in this policy is intended to conflict with 18 U.S.C. sec. 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by 18 U.S.C. sec. 1833(b).

FAIR DEALING

Each director, officer and employee 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 director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

MAINTAINING THE INTEGRITY OF CONSULTANTS, AGENTS, AND REPRESENTATIVES

Business integrity is a key standard for the selection and retention of consultants, agents, and representatives (collectively, "Third Parties"). Third Parties should be informed that the Company conducts business with high ethical standards, and that it expects the Third Parties to conduct themselves in an equivalent manner when working on behalf of the Company. When

deemed appropriate or required, Third Parties should be provided with a copy of the Company's Code of Ethics and Business Conduct and required to certify that they will work with or on behalf of the Company in accordance with its provisions.

REPORTING AND ENFORCEMENT

A. REPORTING AND INVESTIGATIONS OF VIOLATIONS

- (a)** Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee or other independent committee.
- (b)** Actions prohibited by this Code involving anyone other than a director or executive officer must be reported to the reporting person's supervisor or the Human Resources Department.
- (c)** After receiving a report of an alleged prohibited action, the Audit Committee or other independent committee, the relevant supervisor, or Human Resources Department must promptly take all appropriate actions necessary to investigate.
- (d)** All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

B. ENFORCEMENT

- (a)** The Company must ensure prompt and consistent action against violations of this Code.
- (b)** If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee or other independent committee, determines that a violation of this Code has occurred, the Audit Committee or other independent committee will report such determination to the Board of Directors.
- (c)** If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor or the Human Resources Department determines that a violation of this Code has occurred, then the relevant supervisor or the Human Resources Department will report such determination to the Company's General Counsel.
- (d)** Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the General Counsel will take

such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

C. WAIVERS

- (a) Each of the Board of Directors or other independent committee (in the case of a violation by a director or executive officer) and the General Counsel (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.
- (b) Any waiver for a director or an executive officer shall be disclosed as required by SEC and Nasdaq rules.

D. PROHIBITION ON RETALIATION

The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.