



RAZER INC.

CODE OF CONDUCT AND BUSINESS ETHICS

Introduction

Razer Inc. is committed to promoting the highest ethical and legal standards of business conduct, as well as highest level of compliance with applicable laws, rules and regulations. Our core values are the key principles according to which we run our company day to day. Adherence to our core values is key to working as an employee of our Company.

- **BE PHENOMENAL**

Good, great, fantastic and incredible miss the mark. Do not tolerate mediocrity or imperfection. Being phenomenal is the benchmark of everything that we do at Razer.

- **TEAM RAZER**

We are One Razer—our company, our customers and our gamer community. We do everything in the best interest of One Razer—without bias, prejudice, fear or favour.

- **PLAY HARD. PLAY FAIR.**

At Razer, we play to win but hold ourselves to the highest levels of fairness, honesty and integrity.

As part of this commitment, we have adopted this Code of Business Conduct and Ethics (Razer's Employee Code of Conduct) to promote these values and provide guidance applicable to our employees in the following areas:

- Compliance with the law;
- Working ethically and with integrity; and
- Treating others inside and outside of Razer fairly and honestly

Please use it as a guide for your responsibilities as Razer employees, along with using common sense for the situations that it does not cover.

No one has the authority to make you violate Razer's Employee Code of Conduct, and any attempt to direct or otherwise influence someone else to commit a violation is unacceptable.

Razer's Employee Code of Conduct works together with other Razer policies that may apply to you, including the Razer Employee Handbook. These policies might change and new policies could be adopted from time to time.

If you need help understanding Razer's Employee Code of Conduct, or how it applies to conduct in any given situation, you should contact our Head of Human Resources, who may consult with internal or external legal counsel as appropriate.

Any suspected violations should be promptly reported without the fear of any retaliation. We take great pride in our core values and will review every violation seriously.



How to report a suspected violation:

1. Report it to our Head of Human Resources; and/or
2. Follow procedures in the company's Whistleblower and Complaint Policy which includes anonymous reporting.



Code of Business Conduct and Ethics for Employees of Razer Inc.

As adopted December 15, 2015

1. Legal Compliance

You must always obey the law while performing your duties. While we do not expect you to have complete mastery of the laws applicable to your responsibility as an employee, we hope that you will be able to recognize situations that require you to consult with others to determine the appropriate course of action. If you have a question in the area of legal compliance, you should contact your supervisor or our Head of Legal immediately.

2. Inside Information and Insider Trading

You are prohibited from using "inside" or material nonpublic information about Razer, or about companies with which we do business, in connection with buying or selling such other companies' securities, including "tipping" others who might make an investment decision on the basis of this information. It is illegal, and it is a violation of Razer's Employee Code of Conduct and other Razer policies, to tip or to trade on inside information. Employees who have access to inside information are not permitted to use or share inside information for stock trading purposes or for any other purpose except to conduct Razer business.

Please use the utmost care when in possession of material non-public information.

3. International Business Laws

We expect all of our employees to comply with all laws, domestic and international. When traveling on Razer business, you must comply with all laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. You must comply with a variety of domestic and international, including U.S. laws, rules and regulations governing the conduct of business

If you have a question as to whether an activity is restricted or prohibited, please contact our Head of Legal before taking any action.

4. Lawsuits and Legal Proceedings

Razer complies with all laws and regulations regarding the preservation of records.

Lawsuits, legal proceedings, and investigations concerning Razer must be handled promptly and properly. Please contact our Head of Legal immediately if you receive a court order or a court issued document, or notice of a threatened lawsuit, legal proceeding, or investigation. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. When there is a "legal hold" in place, you may not alter, destroy, or discard documents relevant to the lawsuit, legal proceeding or investigation. Our Head of Legal determines and identifies what types of records or documents are required to be placed under a legal hold and will notify Razer employees if a legal hold is placed on records for which they are responsible. If you are involved on Razer's behalf in a lawsuit or other legal dispute, you must avoid discussing it with anyone inside or outside of Razer without prior approval of our Legal Department. You and your supervisors must cooperate fully with the Legal Department in the course of any lawsuit, legal proceeding, or investigation.



5. Conflicts of Interest

We expect our employees to avoid actual or apparent conflicts of interest between their personal and professional relationships. If a personal interest appears to interfere with the interests of Razer as a whole, you might be facing a conflict of interest. Sometimes conflicts of interest arise when an employee takes some action or has some outside interest, duty, responsibility or obligation that conflicts with an interest of Razer's or with his or her duty to Razer. Conflicts of interest can also arise when an employee or relative (including a family member of an employee) receives improper personal benefits as a result of a having a position with Razer.

If you think you may be facing a conflict of interest, you should consider:

- Whether the activity would appear improper to an outsider;
- Whether the activity could interfere with your job performance or morale or that of another Razer employee;
- Whether you have access to confidential Razer information or influence over significant Razer resources or decisions;
- The potential impact of the activity on Razer's business relationships, including relationships with customers, suppliers and service providers; and
- The extent to which the activity could benefit you or your relatives, directly or indirectly.

A few examples of activities that could involve conflicts of interests include:

- Aiding our competitors. This could take the form of service as a member of the Board of Directors of, discussing or passing confidential Razer information to a competitor, or accepting payments or other benefits from a competitor. If you are concerned about whether an interaction with a competitor constitutes a conflict of interest, you should consult with your supervisor and our Head of Human Resources.
- Involvement with any business that does business with us or seeks to do business with us. Employment by or service on the Board of Directors of a customer, supplier or service provider is generally discouraged and you must seek authorization in advance if you plan to have such a relationship.
- Owning a significant financial interest in a competitor or a business that does business with us or seeks to do business with us. In evaluating such interests for conflicts, both direct and indirect interests that you or a relative may have should be considered, along with factors such as the following:
 - The size and nature of the interest;
 - The nature of our relationship with the other business;
 - Whether you have access to confidential Company information;
 - Whether you have an ability to influence Company decisions that would affect the other business.
- Soliciting or accepting payments, gifts, loans, favors or preferential treatment from any person or entity that does or seeks to do business with us.
- Taking personal advantage of corporate opportunities.

Employees must avoid these situations under all circumstances. If an employee believes a situation may exist in which he or she has a conflict of interest that would interfere with the ability to perform his or her responsibilities as an employee, he or she must promptly notify our Head of Human Resources.



Special note regarding employee loans

Loans to employees or their family members by Razer, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of these loans or guarantees. Accordingly, beginning with the adoption of Razer's Employee Code of Conduct, Razer loans and guarantees for executive officers are expressly prohibited by Razer policy and also are prohibited by law.

6. Corporate Opportunities

We all owe a duty to Razer to always act in Razer's interest. You may not compete with Razer or take personal advantage of business opportunities that Razer might want to pursue. Even opportunities that are acquired through independent sources may be questionable if they are related to Razer's existing or proposed lines of business. Participation by employees in an outside business opportunity that is related to our existing or proposed lines of business is prohibited, unless you have received permission from our Head of Human Resources. If you believe a situation may exist in which you may participate in a business opportunity that Razer might want to pursue, then you must promptly consult with our Head of Human Resources.

7. Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Reporting

We strive to maintain integrity of our records and disclosure. We must honestly and accurately complete our corporate and business records, including all supporting entries to our books of account. Our records are important to shareholders and creditors. They serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business. We depend on our books, records and accounts accurately and fairly reflecting, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities.

To help ensure the integrity of our records and disclosure, we require that:

- No entry be made in our books and records that is intentionally false or misleading;
- Transactions be supported by appropriate documentation;
- The terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- Employees comply with our system of internal controls and be held accountable for their entries;
- Any off-balance sheet arrangements of Razer are clearly and appropriately disclosed;
- Employees work cooperatively with Razer's independent auditors in their review of Razer's financial statements and disclosure documents;
- No cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund;
- Records be retained or destroyed according to Razer's document retention policies or procedures then in effect.

Our controls and procedures are designed to help ensure that Razer's reports and documents are complete, fair and accurate, fairly present our financial condition and results of operations and are timely and understandable. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports must adhere to all controls and procedures and generally assist us in producing financial disclosures that contain all of the information about Razer that is required by law



and would be important to enable shareholders to understand our business and its attendant risks. In particular, you:

- May not take or authorize any action that would cause Razer's financial records or financial disclosure to fail to comply with generally accepted accounting principles, or other applicable laws, rules and regulations;
- Must cooperate fully with our Finance Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that Razer's books and records, are accurate and complete;
- Must not knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of Razer's reports or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of such reports accurate in all material respects.

If you become aware that our public disclosures are not complete, fair and accurate, or if you become aware of a transaction or development that you believe may require disclosure, you must notify your supervisor or our Chief Financial Officer or Head of Legal immediately.

8. Conduct of Senior Financial Personnel

Razer's Finance Department has a special responsibility to promote integrity throughout the organization, with responsibilities to stakeholders both inside and outside of Razer. The Board of Directors requires that our senior Finance Department personnel adhere to the following ethical principles and accept the obligation to foster a culture throughout Razer as a whole that ensures the accurate and timely reporting of Razer's financial results and condition.

Because of this special role, the Chief Financial Officer, Chief Accounting Officer and any other persons performing similar functions (Senior Financial Employees) must:

- Act with honesty and integrity and use due care and diligence in performing his or her responsibilities to Razer.
- Avoid situations that represent actual or apparent conflicts of interest with his or her responsibilities to Razer, and notify our Head of Human Resources immediately about any transaction or personal or professional relationship that reasonably could be expected to give rise to such an actual or apparent conflict. Without limiting the foregoing, and for the sake of avoiding an implication of impropriety, Senior Financial Employees shall not:
 - Accept any material gift or other gratuitous benefit from a supplier or vendor of products or services, including professional services, to Razer (this prohibition is not intended to preclude ordinary course entertainment or similar social events);
 - Except with the approval of the disinterested members of our Board of Directors, directly invest in any privately-held company that is a customer, partner or vendor of Razer where the Senior Financial Employee, either directly or through people in his/her chain of command, has responsibility or ability to affect or implement Razer's relationship with the other company; or
 - Maintain more than a passive investment of greater than 1% of the outstanding shares of a public company that is a customer, partner or vendor of Razer.
 - Investments in diversified publicly traded mutual funds are not deemed subject to these conflict of interest guidelines.



- Provide constituents with information that is accurate, complete, objective, relevant, timely and understandable, including information for inclusion in Razer's submissions to governmental agencies or in public statements.
- Comply with all laws, rules, and regulations of federal, state and local governments, and of any public or private regulatory authorities.
- Achieve responsible use of and control over all assets and resources entrusted to each Senior Financial Employee.

9. Gifts and Entertainment

All employees must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. In general, you cannot offer, provide or accept any gifts or entertainment in connection with your service to Razer except in a manner consistent with customary business practices, such as customary and reasonable meals and entertainment. Gifts and entertainment must not be excessive in value, in cash, susceptible of being construed as a bribe or kickback, or in violation of any laws. This principle applies to our transactions everywhere in the world, even if it conflicts with local custom. Under some statutes, such as the United States Foreign Corrupt Practices Act or the U.K. Bribery Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with your supervisor or our Head of Human Resources any proposed entertainment or gifts if you are uncertain about their appropriateness.

10. Political Contributions and Gifts

Razer does not make contributions or payments that could be considered a contribution to a political party or candidate, but you are free to exercise your right to make personal political contributions within legal limits. However, you should not make these contributions in a way that might appear to be an endorsement by Razer. Razer will not reimburse you for any political contributions.

11. Competition and Fair Dealing

Here at Razer, we encourage healthy, ethical and fair competition with our competitors. In this spirit, you may not through improper means acquire proprietary information from others, possess confidential information or encourage disclosure of confidential information from past or present employees of other companies. If you have obtained information like this by mistake, or if you have any questions about the legality of future actions, you must consult with our Head of Legal. You are expected to deal fairly and honestly with anyone with whom you have contact in the course of performing your duties as an employee.

Special note regarding antitrust laws

Antitrust laws are designed to protect customers and the competitive process. These laws generally prohibit Razer from establishing:

- Price fixing arrangements with competitors or resellers;
- Arrangements with competitors to share pricing information or other competitive marketing information, or to allocate markets or customers;
- Agreements with competitors or customers to boycott particular suppliers, customers or competitors;
- A monopoly or attempted monopoly through anticompetitive conduct.



Some kinds of information, such as pricing, production and inventory, should never be exchanged with competitors, regardless of how innocent or casual the exchange may be, because even where no formal arrangement exists, merely exchanging information can create the appearance of an improper arrangement.

Your failure to comply with antitrust laws can have extremely negative consequences for Razer, including long and costly investigations and lawsuits, substantial fines or damages, and negative publicity. Understanding the requirements of antitrust and unfair competition laws of the jurisdictions where we do business can be difficult. Whenever you have a question relating to these laws, you should consult with your supervisor or our Head of Legal.

12. Confidentiality

We cannot protect our confidential information without your help. An employee who has had access to confidential Razer information must keep it confidential at all times, including at all times after such employee ceases to be an employee of Razer. Unauthorized use or distribution of this information is extremely serious; it could be illegal and result in civil liability or criminal penalties and would also violate our trust in you, and our users' trust in Razer. You must be vigilant in preventing unauthorized disclosure of confidential information by ensuring that business-related paperwork are handled with care, sensitive matters are not discussed in public places and discussion of confidential information via cell phone is limited. Furthermore, you may not post confidential Razer information on the Internet. Please see our Social Media Policy for information about using social networking sites on the Internet. All Razer emails, voicemails and other communications are presumed confidential and should not be disseminated outside of Razer, except where required for legitimate business purposes. If you become aware of any instance of inappropriate handling of information or data or any security breach, please report it immediately.

13. Protection and Proper Use of Company Assets

Theft, carelessness and waste have a direct impact on our profitability. Any misuse or suspected misuse of our assets that becomes known to you must be immediately reported to our Head of Human Resources.

14. Media Contacts and Public Communications

We strive to communicate material information in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. Only those individuals designated as official spokespersons in our Corporate Communications Policy may address questions regarding financial matters. If you are contacted by a journalist, blogger, analyst etc. asking for information about Razer or to comment on our business, you should decline to comment and refer immediately to the Chief Financial Officer or Head of Legal. Please see our Social Media Policy for additional information.

15. Equal Opportunity

In keeping with our commitment to the communities in which we do business, Razer is an equal employment opportunity employer. This means that employment decisions are to be based on merit and business needs, and not based upon race, color, citizenship status, religious creed, national origin, ancestry, gender, sexual orientation, age, marital status, veteran status, physical or mental disability, or medical condition, or any other condition prohibited by law.



Administrative matters

16. Amendment and Waiver

Any amendment or waiver of Razer's Employee Code of Conduct must be in writing and must be authorized by a majority of the members of our Board of Directors or a committee of our Board of Directors if such authority has been delegated to a committee. Any such amendment or waiver may be publicly disclosed if required by applicable laws, rules and regulations.

17. Compliance Standards and Procedures

Compliance Resources

Razer has an obligation to promote ethical behavior. You should talk to your supervisor or our Head of Human Resources if you are in doubt about the application of any provision of Razer's Employee Code of Conduct. In addition to fielding questions about Razer's Employee Code of Conduct, our Head of Human Resources, in consultation with Head of Internal Audit and Head of Legal, is responsible for:

- Investigating possible violations of Razer's Employee Code of Conduct;
- Training new employees in the policies in Razer's Employee Code of Conduct;
- Conducting training sessions to refresh employees' familiarity with Razer's Employee Code of Conduct;
- Recommending updates to Razer's Employee Code of Conduct as needed for approval by our Board of Directors, to reflect changes in the law, Razer operations and recognized best practices, and to reflect Razer experience with Razer's Employee Code of Conduct; and
- Otherwise promoting an atmosphere of responsible and ethical conduct.

If you are uncomfortable speaking with our Head of Human Resources because he or she works in your department or is one of your supervisors, please contact Head of Internal Audit or Head of Legal.

Clarifying Questions and Concerns; Reporting Possible Violations

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or our Head of Human Resources; even the appearance of impropriety can be very damaging to the Company and should be avoided. If you are aware of a suspected or actual violation of Razer's Employee Code of Conduct by others, you have a responsibility to report it. Reporting procedures, including anonymous reporting procedures, are described in the Whistleblower and Complaint Policy. Employees who wish to anonymously submit a concern or complaint regarding a possible violation of Razer's Employee Code of Conduct should follow the procedures outlined in our Whistleblower and Complaint Policy.

Responsibility for the Investigation

The Board of Directors is ultimately responsible for the investigation and resolution of all suspected or actual violations of Razer's Employee Code of Conduct. Alleged violations of Razer's Employee Code of Conduct will be investigated and may result in discipline and other action at the discretion of the Board of Directors. The Board of Directors will conduct their investigations with the highest degree of confidentiality that is possible



under the specific circumstances. The Chair, or our Head of Human Resources, as the case may be, may consult with other members of the Board of Directors and inside and outside counsel as appropriate.

18. No Rights Created

Razer’s Employee Code of Conduct is a statement of fundamental principles, policies and procedures that govern the conduct of our employees. It is not intended to and does not create any legal rights for any customer, supplier, competitor, stockholder or any other non-employee or entity.

19. Administration of Razer’s Employee Code of Conduct

The Chief Executive Officer is responsible for reviewing Razer’s Employee Code of Conduct as set forth in such committee’s charter. He may take any steps in connection with the implementation of Razer’s Employee Code of Conduct as he deems necessary. The Chief Executive Officer will have the authority to amend Razer’s Employee Code of Conduct and procedures associated with Razer’s Employee Code of Conduct at its discretion. The Company will notify you of any material changes to this Razer’s Employee Code of Conduct.