

SNAP ONE HOLDINGS CORP.
CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct (this “Code”) is intended as an overview of guiding principles of Snap One Holdings Corp. and its subsidiaries (collectively, the “Company”, “Snap One” or “we”) and not as a restatement of the Company’s policies and procedures. This Code applies to each of the Company’s directors, officers and employees (collectively, “you”).

Integrity and adherence to the highest ethical standards are critical to the Company’s reputation and success. Our reputation needs to be managed and developed with the same care we extend to our integrators, distributors, dealers, suppliers, vendors, and end customers. In carrying out the business of the Company, you may deal with investors, integrators, distributors, dealers, suppliers, vendors, strategic partners, regulatory officials, community leaders, the press, end users of our product, the general public, and fellow employees. It is essential that all of your dealings be legal and above reproach and do not in any way compromise the Company’s interests, its policies or its reputation for integrity and adherence to the highest standards of business ethics.

You should report in accordance with this Code any activity that may be, or may have the appearance of being, unethical, illegal or otherwise inappropriate. In so doing, not only can we take appropriate corrective or legal action, but we may be able to take steps to prevent the situation that gives rise to the questioned activity.

Merely operating within the law is not the only standard by which we measure and insist upon ethical conduct. This Code is a broad statement of the Company’s expectations regarding legal and ethical conduct. This statement should be interpreted in the spirit of its intent and not literally, as it is virtually impossible to address every situation or condition that may arise. Accordingly, in complying with the letter and spirit of this Code, we expect you to apply common sense, along with high personal standards of ethics and accountability, in making business decisions and interacting with other individuals and stakeholders.

The Company also expects all of its Directors, executives, managers and other supervisory personnel to act with the utmost honesty and integrity, use appropriate care and diligence in performing responsibilities to Snap One, encourage behaviors among their team which demonstrate commitment to this Code, and foster a culture of fairness, honesty, ownership and accountability within the Company. We also expect our leaders to ensure that the Company’s agents and contractors conform to the standards of this Code when working on the Company’s behalf.

This Code is subject to the Company’s certificate of incorporation, as amended from time to time (the “Certificate of Incorporation”), and bylaws, as amended from time to time (the “Bylaws”), in all respects, and in the event of any conflict between this Code and the Certificate of Incorporation or Bylaws, including, without limitation, provisions related to business opportunities presented to members of the board of directors of the Company (the “Board”), the provisions set forth in the Certificate of Incorporation or Bylaws, as applicable, shall control.

A. Business Conduct

You must engage in and promote honest and ethical conduct. You should also be aware of the ethical practices of each person that you oversee or manage, whether directly or indirectly. We must maintain an attitude within the Company that unethical actions or the appearance of unethical actions are not acceptable, even though they may seem to be standard business practices in other companies. This Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that we must rely on each person's good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct.

B. Conflict of Interest

Other than as may be provided in the Certificate of Incorporation, you are expected to avoid any activity, investment, interest or association that interferes with or is reasonably likely to interfere with the independent exercise of your judgment when it is related to the Company's interests. You have a duty of loyalty to the Company and must therefore avoid any actual or apparent conflict of interest with the Company.

It is impossible to cover every possible conflict of interest, and at times it will not be easy to distinguish between proper and improper activity. However, common potential conflicts may include:

- Having a significant financial interest, directly or indirectly, or having any other involvement (such as serving as an employee, consultant, contractor, or Board member) in or with any entity that does or proposes to do business with the Company or that competes with the Company's current or anticipated future business. Other than as may be provided in the Certificate of Incorporation, all interests of 1% or greater in any such entity, and any other interest that is material to you, should be promptly disclosed to the Company's Chief Legal Officer.
- Engaging in a business transaction on behalf of the Company with a relative by blood or marriage, or with a firm where such relative is an executive officer or owner of more than 10% of the equity interests, without prior disclosure to, and written clearance from, the Chief Legal Officer.
- Accepting any money, gifts of other than modest value, unusual hospitality, loans or any other preferential treatment from any integrator, distributor, dealer, supplier, vendor or competitor of the Company.
- Engaging in outside employment or consulting that interferes with your commitment to or ability to fulfill your employment obligations, or which involves more than de minimis use of Company resources or equipment.
- Selling anything to the company or buying anything from the Company other than at arm's length on terms available to third parties.
- Using non-public or proprietary information for the financial benefit of yourself or others, such as friends and family.

In short, you cannot be influenced by improper personal considerations that might consciously or unconsciously affect your judgment regarding the best interests of the Company. If you become aware of an actual or apparent conflict of interest, you should discuss it with the appropriate manager and disclose it to the Chief Legal Officer.

In addition, you should not approve or recommend the purchase of goods or services from yourself to the Company on behalf of the Company, and all related-party transactions, whether or not deemed to be a conflict of interest, must be approved in accordance with Snap One's Related-Party Transactions Policy, available on the Company's intranet.

C. Corporate Opportunities

Other than as may be provided in the Certificate of Incorporation, the Bylaws or a stockholder agreement to which the Company is a party, you may not, without the prior consent of the Board or a duly authorized committee thereof:

- Take for yourself personally any business opportunity that is discovered through the use of the Company's property, information or position;
- Use the Company's property, information or position for personal gain; or
- Compete, directly or indirectly, with the Company.

You owe an undivided duty to the Company to advance its interests when the opportunity to do so arises, even if this is against your own financial interests.

D. Information About Competitors

As a business that is engaged in a competitive industry and marketplace, we seek economic knowledge about our competitors. However, you must not engage in illegal or improper acts to acquire a competitor's trade secrets or proprietary information. If you become aware of non-public information about competitors which was not intended to be lawfully disclosed to you, you should report this to the Legal Department, who will advise as to what steps, if any, should be taken with respect to such information. You should not otherwise share this information with others, either publicly or privately.

E. Confidentiality

You should maintain the confidentiality of information entrusted to you by the Company, its integrators, distributors, dealers, suppliers, vendors or end customers or others related to the Company and their respective affiliates and businesses. Such information must not be disclosed outside the Company, except when disclosure is authorized by the Company or legally mandated. Confidential information includes all nonpublic information that might be of use to competitors, or harmful to the Company, its integrators, distributors, dealers, suppliers, vendors or end customers or their respective affiliates, if disclosed.

All employees must take precautions to prevent unauthorized disclosure of confidential information, including steps to ensure that business-related paperwork and documents are produced, copied, filed, stored, and disposed of in a manner that minimizes the risk that unauthorized persons might obtain access to any confidential information. You should not discuss

sensitive matters or confidential information in public places. This includes posting confidential information on the internet or through social media, regardless of whether you use your own name or a pseudonym.

F. Fair Dealing with Integrators, Distributors, Dealers, Suppliers, Vendors and End Customers

The Company's overall view regarding its relations with integrators, distributors, dealers, , suppliers, vendors and end customers is simple: they must be treated as the Company expects to be treated - with fairness and integrity. The Company's business is built upon the principle of effective, courteous management of integrator, distributor, dealer, , supplier, vendor and end customer contacts. The Company treats all integrators, distributors, dealers, suppliers, vendors and end customers with dignity and respect.

You should endeavor to deal fairly with the Company's integrators, distributors, dealers, suppliers, vendors and end customers. You may not intentionally take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with integrators, distributors, dealers, , suppliers or vendors.

You must decline any gift, rebate or other benefit that could influence your judgement, or appear to influence your judgement, in the performance of your duties and prejudice the credibility and integrity of the Company. Nonetheless, you may accept offers of hospitality that arise as a result of the performance of your work duties and responsibilities, provided such offers are modest in value and will not cast doubt upon your objectivity and impartiality. You may not give or attempt to give any bribe or payment, including gifts of more than modest value, to any person directly or indirectly, to improperly influence business relations. In addition, you must not attempt to obtain or to accept, or create the appearance that you are attempting to obtain, a bribe, rebate, or improper payment or benefit. Fees and commissions can be paid to the Company only within normal business relations. Suppliers of goods and services to the Company shall be selected on the basis of quality, price, usefulness, or service to the Company. You should discuss with your manager, the head of Human Resources, the Chief Legal Officer or another member of the Legal Department any gifts, rebates, or benefits or proposed gifts, rebates, or benefits that you think may be inappropriate. Any gift, payment or benefit provided to government personnel must be approved in advance by the Chief Legal Officer or another member of the Legal Department. In addition, you must comply with the Company's Anti-Corruption and Anti-Bribery policy with respect to any such gifts, payments or benefits.

G. Protection and Proper Use of Assets

You should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes only. Except as prohibited by local law, the Company retains the right to access, review, monitor and disclose any information transmitted, received or stored using

the Company's electronic equipment, with or without an employee's or third party's knowledge, consent or approval.

H. Contributions to Political Parties, Candidates or Government Officials

The Company's policy is precise and specific. Contributions by a corporation to political parties or candidates involving federal offices in the United States are expressly forbidden by federal law. The Company obeys the law. In addition, while political contributions to parties or candidates may be legal in some states and in some foreign countries, no Company corporate funds may be used for such purposes without the express prior approval of the Chief Legal Officer. The Company is an active participant in the democratic process at the national, state and local levels within the parameters of the law. The Company also encourages all employees to participate in our political system by voting and becoming active in civic and political activities. It is important, however, that you clearly distinguish your personal views from those of the Company, unless specifically authorized by the Company to speak on the Company's behalf.

I. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by government personnel. The promise, offer or delivery to an official or employee of the U.S. or any other government of a gift, favor or other gratuity in violation of these laws and regulations would not only violate Company policy but could also be a criminal offense. All federal, state, local and foreign government rules with respect to bribes, gifts, favors, benefits, which shall be fully obeyed. For more information, see the Company Anti-Corruption and Anti-Bribery Policy, available on the Company's intranet.

J. Antitrust Laws

Antitrust laws—known globally as “competition laws”—exist to prevent anti-competitive behavior in the marketplace. Ultimately, these laws protect consumers by ensuring they have access to quality goods and services at fair prices. They make it illegal for us to make formal or informal agreements with our competitors in order to gain an unfair advantage in our industry. Accordingly, you must never enter into agreements to set prices, limit production or allocate customers, markets or vendors. If you believe that you have a situation that would allow you to legally discuss prices with a competitor that is also a vendor, customer or associate, you must first discuss it with the Legal Department.

Antitrust or competition laws may also prohibit certain agreements with vendors or customers—in addition to those with competitors—if they restrict competition. For example, monopolies, tying arrangements, price discrimination, boycotts, reciprocity arrangements and restrictions on dealing in goods of a competitor are all often illegal.

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. Even exchanges of information among members of a trade association are not protected from antitrust law. In all encounters with competitors, whether at trade or business association meetings or in other applicable venues, do not discuss pricing policy, contract terms, costs, inventories, marketing and product plans, market surveys and studies, production plans and capabilities. Discussion of these subjects or collaboration on them with competitors may be illegal. If a competitor mentions any of these topics in the course of a discussion with you, you should object, stop the conversation immediately and tell the competitor that under no circumstances will you discuss these matters.

If you have any questions about antitrust laws, please contact the Legal Department. If you are uncomfortable doing so, you can also use the Company's reporting hotline or website.

K. Full & Fair Disclosure – Accuracy of the Company's Records

All official records showing the conduct of the Company's business must be accurate and complete in all material respects. All those involved in the preparation of such materials should consider the accuracy of the records of critical importance, and should understand that the Company does not maintain, nor does it countenance, any off-the-books funds for any purposes. It is the policy of the Company to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, regulations and rules. All books and records of the Company must be kept in such a way as to fully and fairly reflect all Company transactions in accordance with generally accepted accounting principles. Employees must comply with the Company's system of internal controls and work cooperatively with the Company's independent auditors in their review of the Company's financial statements and disclosure documents. Records should be retained or destroyed according to Snap One's document retention policies or procedures then in effect.

All Company personnel should take steps to ensure full, fair, accurate, timely and understandable disclosure in all reports and documents filed with the Securities and Exchange Commission (the "SEC") or any other governmental or regulatory agency and in other public communications made by the Company.

L. Retention of Records

Disposal or destruction of Company records and files (including electronic records) should comply with Company policy. In addition, when litigation or a government investigation is pending or imminent, relevant records must not knowingly be destroyed until the matter is closed.

M. Equal Opportunity

The Company's people have been, and will continue to be, the key to our success. The Company strongly supports and recognizes its responsibility to provide equal employment opportunities to all qualified individuals. The Company places a high value on diversity. The

Company strongly believes that all people are unique and valuable, and should be respected for their individual abilities.

In support of this goal, the Company strictly prohibits discrimination or harassment on the basis of race, gender, age, color, religion, disability status, veterans status, sexual orientation, marital status or ethnic, national or any other characteristic protected by law. This policy applies to all personnel relationships, including but not limited to: promotions, transfers, training, job assignments, job stations, hours of work, rates of pay, working conditions, terminations, and all terms and conditions of employment.

N. Insider Trading

The Company's Insider Trading Policy prohibits trading in the stock or securities of the Company when you are in possession of of material, non-public information about that Company, as well as the sharing of material, non-public information with any other person who then trades in securities or passes the information to others (called "tipping"). Simply put, you cannot use material non-public information to get any personal benefit. This rule applies to you and to your family or friends. Keep in mind that you should never share material non-public information with anyone external to the Company, and should only share such information internally when there is a business need to do so and in compliance with any applicable agreements. The personal consequences of insider trading or tipping can be severe and include possible imprisonment and significant fines. Individuals who involve themselves in insider trading or tipping may be subject to immediate termination.

The Company's Insider Trading Policy is available on the Company's intranet. You should carefully review this policy. If you have any doubts as to the propriety of any transaction, you should seek advice from the Legal Department before undertaking that transaction.

O. Responding to the Media

Our Company regularly receives questions from newspapers, magazines, websites and other media outlets about our business. To have a consistent approach with these groups, we have adopted a media policy. Under this policy, if you receive any questions from the media, please direct the person asking to the corporate communications department. If you receive questions about a financial matter or any question from our investors/potential investors, forward them to Snap's Investor Relations department.

Never respond on your own to questions from the media. Instead, you should politely inform the caller of the Company's policy, refer them to the appropriate department, and then notify the appropriate department of the inquiry.

P. Legal Conduct and Compliance with this Code

You must conduct business on behalf of the Company in full compliance with the laws of the jurisdictions in which the Company may conduct business. Accordingly, the provisions of this Code are not intended as a substitute for any applicable laws and regulations and the scope of this Code's application shall be limited to the extent incompatible with such laws and regulations. If

the Company develops a presence in other countries, legal conduct and compliance with this Code may require further adaptations.

If you acquire knowledge of a violation of a law or this Code, or have cause to believe that a law or this Code has been violated, you should immediately report this situation openly, confidentially or anonymously to the Audit and Risk Management Committee, the Chief Legal Officer or the head of Internal Audit. Complaints may also be submitted as follows:

- in writing to Snap One Holdings Corp., 1800 Continental Boulevard, Suite 300, Charlotte, North Carolina 28273, Attention: the Audit and Risk Management Committee or Chief Legal Officer or head of Internal Audit, SOX; or
- by contacting the Company's Hotline by phone at * or online at <https://www.whistleblowerservices.com/snapone>. Please note that employees are able to submit a report on an anonymous and confidential basis and are therefore not required to divulge their names.

The Company's Hotline is operated by Intrado, an independent, third-party hotline provider. All reports regarding concerns or complaints should be factual rather than speculative or conclusory, and should contain as much specific information as possible to allow for proper assessment, including, for example, the names of individuals suspected of violations, the relevant facts of the violations, how the person reporting the matter became aware of the violations, any steps previously taken by the person reporting the matter, who may be harmed or affected by the violations, and, to the extent possible, an estimate of the misreporting or losses to the Company as a result of the violations.

Neither the Company, the Audit and Risk Management Committee nor any director, officer, employee, contractor, subcontractor or agent of the Company will discharge, demote, suspend, threaten, harass, directly or indirectly, or in any other manner discriminate or retaliate, against any person who, in good faith, reports a suspected violation of this Code or the law or otherwise assists the Audit and Risk Management Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, in investigating a suspected violation of this Code or the law.

Unless necessary to conduct an adequate investigation or compelled by judicial or other legal process, neither the Company, the Audit and Risk Management Committee nor any director, officer or employee of the Company shall (i) reveal the identity of any person who reports a suspected violation of this Code or the law and asks that his or her identity remain confidential or (ii) make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes such a report anonymously.

Any employee who ignores or violates any of the Company's ethical standards, and any manager who penalizes a subordinate for trying to follow these ethical standards, will be subject to corrective action. However, it is not the threat of discipline that should govern your actions. The Company expects you to share its belief that a dedicated commitment to ethical behavior is the right thing to do and is good business.

If the Audit and Risk Management Committee or its designee determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offender may be disciplined for noncompliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, a written letter of reprimand by the Audit and Risk Management Committee, disgorgement, demotion or re-assignment of the individual involved, suspension with or without pay or benefits and termination of employment. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending person and the Company. You are expected to cooperate in all internal investigations of misconduct.

Q. Modifications and Waivers

As a result of the Company's commitment to keep its policies and procedures current, this Code may be modified from time to time. Any amendment, modification or waiver of any provision of this Code for directors or executive officers must be approved by the Board. Any such amendment, modification or waiver shall be promptly disclosed in accordance with applicable laws, rules and regulations (including stock exchange rules).

* * *

In addition to this Code, you are expected to comply with all other Snap One policies and procedures, many of which supplement this Code by providing more detailed guidance. We may modify or update our policies and procedures from time to time and adopt new Company policies and procedures in the future.

Notwithstanding anything to the contrary in this Code, you may communicate, cooperate or file a complaint with any governmental or law enforcement entity concerning possible violations of any legal or regulatory requirement, and may make disclosures to any governmental entity that are protected under the whistleblower provisions of any applicable law or regulation, so long as (1) such communications and disclosures are consistent with applicable law and (2) the information disclosed was not obtained through a communication that was subject to the attorney-client privilege (unless disclosure of that information would otherwise be permitted by an attorney pursuant to the applicable federal law, attorney conduct rules or otherwise). Any agreement inconsistent with the above language between Snap One and any employee is deemed invalid and will not be enforced by Snap One.

This Code sets forth the fundamental principles and policies that govern the Company's directors, officers and employees with respect to their conduct of the Company's affairs. It is not intended to, and does not, create any rights in any employee, integrator, distributor, dealer, supplier, vendor, end customer, competitor, equityholder or any other person or entity. This Code is intended solely for the internal use by the Company and does not in any way constitute an admission, by or on behalf of the Company, as to any fact, circumstance or legal conclusion.

Version 1 – June __, 2021