

**LICT CORPORATION  
POLICY REGARDING REPORTS OF ACTIONS  
THAT MAY BE VIOLATIONS OF LAW**

LICT Corporation and its subsidiaries (together the “Company”) are committed to providing a workplace conducive to open discussion of its business practices. It is Company policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding, or their participating in, investigations involving alleged corporate fraud or other alleged violations by the Company or its agents of federal or state law. Specifically, Company policy prevents any employee from being subject to disciplinary or retaliatory action by the Company or any of its employees or agents as a result of the employee:

- disclosing information to a government or law enforcement agency, where the employee has reasonable cause to believe that the information discloses a violation or possible violation of federal or state law or regulation; or
- providing information, causing information to be provided, filing, causing to be filed, testifying, participating in a proceeding filed or about to be filed, or otherwise assisting in an investigation or proceeding regarding any conduct that the employee reasonably believes involves a violation of:
  - federal criminal law relating to securities fraud, mail fraud, bank fraud, or wire, radio and television fraud, or
  - any rule or regulation of the Securities and Exchange Commission, or
  - any provision of federal law relating to fraud against shareholders, or
  - the Company’s Code of Ethics or Conflicts of Interest policies,

where, with respect to investigations, such information or assistance is provided to or the investigation is being conducted by a federal regulatory agency, a member of Congress, or a person at the Company with supervisory or similar authority over the employee.

In furtherance of the Company’s commitment to comply with all applicable laws, the Company will offer a reward of \$10,000 to any employee who reports information regarding corporate fraud or other alleged violations by the Company or its agents of federal or state law and such information leads to a finding of wrongdoing by either the Board of Directors of the Company or a competent state or federal adjudicatory body. The reward will be paid on an anonymous basis, i.e., the Company will have procedures in place to allow the reward to be paid to the employee reporting such information without compromising such employee’s anonymity.

However, please be advised that employees who file reports or provide evidence that they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by this Policy and may be subject to disciplinary action, including termination of their employment. In addition, except to the extent required by law, the Company does not intend this Policy to protect employees who violate the confidentiality of any applicable lawyer-

client privilege to which the Company or its agents may be entitled under statute or common law principles, or to protect employees who violate their confidentiality obligations with regard to the Company's trade secret information. Employees considering providing information that may violate these privileges or reveal Company trade secrets are advised to consult an attorney before doing so.

If any employee believes he or she has been subjected to any action that violates this Policy, he or she may file a complaint directly with the Compliance Officer. The Company's Compliance Officer is the General Counsel of Lynch Interactive Corporation, who may be reached at 401 Theodore Fremd Avenue, Rye, New York 10580, phone: 914-921-8821. If it is determined that an employee has experienced any improper employment action in violation of this Policy, the Company will take appropriate corrective action.

The Company has established a procedure by which Company employees and third parties may file complaints regarding the Company's business practices including, but not limited to fraud, violations of law or accounting, internal accounting controls or auditing matters. Employee complaints may be submitted anonymously. Third party complainants will be asked for their name and their complaint will not necessarily be kept confidential. Attached as Exhibit A to this Policy is a description of the business practices complaint procedure. Complaints submitted will be reviewed by the Company's Compliance Officer and may also be reviewed by the Company's Audit Committee. A person may utilize this system to file new complaints or if he or she feels that a prior complaint was not properly addressed.

## **Exhibit A**

All Company employees and third parties are encouraged to report any complaints regarding the Company's business practices including, but not limited to violations of law, the Company's Code of Ethics or Conflicts of Interests Policy, as well as issues relating to accounting matters, internal accounting controls or auditing matters. The following procedures have been designed to facilitate an employee's or a third party's ability to file such a complaint:

1. Call the Company's business practices complaint hotline at 1-877-888-0002. An operator will be available 24 hours a day seven days a week to receive your complaint and prepare a summary. Employees will not be required to provide their name or any other information that could be used to identify them. Third parties filing a complaint will be asked to identify themselves. All complainants will be provided with a complaint identification number ("CIN"). All complaints will be kept in a secure location where access will be limited to the operators, the Compliance Officer and the members of the Audit Committee. Any person reporting a complaint is asked to call again in two weeks to clarify any uncertainty and answer any questions that may have arisen since reporting. The reporting person need only refer to his or her complaint using the CIN and may continue to remain anonymous.
2. A summary of your complaint will be forwarded to the Compliance Officer. The Compliance Officer is responsible for reviewing, processing and resolving complaints by employees and others on the matters described above. The Compliance Officer will review your complaint within five business days. Any subsequent investigation will be within the discretion of the Compliance Officer.
3. The Compliance Officer will refer complaints submitted to other personnel as he or she determines to be appropriate or as required under the directives of the Audit Committee. The Compliance Officer will forward a copy of any complaint that relates to accounting issues, internal accounting controls or auditing matters to the Audit Committee for review. The disposition of any such complaint will require the action of both the Compliance Officer and the Audit Committee.
4. Periodically, the Compliance Officer will review the complaints received during the most recent quarter and determine whether there is any pattern of misconduct that needs to be addressed.
5. To ensure that all employees are aware of this process, this memorandum must be reviewed by each new employee upon commencement of employment, and will be circulated annually to all Company employees. In addition, posters providing the number for the business practices complaint hotline will be maintained in the Company's common spaces. To ensure that third parties are aware of this Policy, it will be posted on the Company's web-site.