



CODE OF BUSINESS CONDUCT
AND ETHICS

The GoPro Code of Honor

2016



A MESSAGE FROM NICK WOODMAN

GoPro Family,

Together, we're building one of the most positive, feel-good companies in the world. We've been successful in large part due to our always honest and enthusiastic approach to business. As long as we approach business with integrity, honor and a healthy respect for karma, we will do no wrong. We call this approach our "GoPro Code of Honor," or simply "the Code."

As our business expands, understanding and following the Code will become increasingly important. The Code exists to help GoPro team members realize what's expected of them, so each of us can act with confidence and integrity every step of the way.

Touching on a variety of topics, from bookkeeping to bribery, the Code covers the laws we must obey, and offers guidance for navigating the complexities of doing business on a global scale. All employees should be familiar with the Code and how it applies to their role at GoPro. This is essential, because GoPro prohibits any activity by company members that violates any law or regulation. If you're ever in doubt, or have a question, just ask.

Thanks for everything you do to make GoPro an awesome place to work. I'm grateful to work with all of you.

Nicholas Woodman
Founder and CEO



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Although the Code is provided to and governs all members of the GoPro family, including GoPro, Inc. and its subsidiary and affiliates (collectively, "GoPro"), individuals remain employed by their local employing entities only and are additionally subject to the policies and practices of such entity, their individual employment contracts (if any), and applicable law.





1

OUR COMMITMENT
TO INTEGRITY

OUR CODE OF HONOR

Let honor and integrity lead the way.

At GoPro, we're committed to legal and ethical conduct in every area of business, across the board. The Code of Business Conduct and Ethics, also known as "the Code," is a cornerstone of our commitment to integrity. It summarizes the standards GoPro expects all of us to meet, regardless of location or role.

While efforts have been made to ensure the Code covers the most relevant information, it's impossible to anticipate all of the challenges or questions you might face. So in addition to the standards outlined here, ensure your actions are consistent with the laws, regulations and company policies that apply to your specific role and the countries in which you operate.

Employees, executives and members of the board are expected to know and follow the Code. Contractors, agents, sales reps, distributors and partners need to comply with the Code as well whenever conducting business on behalf of GoPro.

While the rules within the Code are specific, the sentiment is universal: Whenever in doubt, let honor and integrity lead the way.



OUR VALUES

Passion + positivity = rocket fuel for success.

VISION

GoPro enables the pursuit, expression and celebration of human passion.

MISSION

Make it easy for people to capture and share life's most meaningful experiences—and look good doing it.

VALUES

- Make Friends
- Haul Ass
- Maintain Balance
- No Half-Assery
- Integrity, Always
- Be a HERO



RULES FOR EMPLOYEES

Do the right thing.

All employees need to comply with the requirements of the Code when acting on behalf of GoPro.

KNOW OUR CODE

Know and follow the rules.

Part of your job is to know the laws, regulations and company policies that apply to your role and the countries in which you work. Comply with them. If local laws or policies are more restrictive than those outlined in the Code, follow the more restrictive requirements.

Certify annually.

Revisit the Code often. You will be required to certify annually that you have read, understood and agreed to follow the Code. Read related information in the **GoPro Employee Handbook**.

Report all concerns of possible violations.

Promptly raise any concerns you have about potential violations of the Code. If a concern is not resolved to your satisfaction, talk to Legal or HR.

Ask questions.

If you're unsure about the laws, regulations or policies that apply to your job role or the country in which you work, talk to your manager, HR or another GoPro management-level resource.



RULES FOR LEADERS

Managers are expected to be role models—helping to create strong values, a culture of compliance and an ethical workplace.

KNOW OUR CODE

Lead by example.

Take personal responsibility for fostering a team culture that supports ethically sound behavior and creates a sense of real accountability to the Code. Create a work environment where people feel at ease asking questions and raising concerns when they arise.

Guide and provide training.

Take proactive steps to ensure your employees receive adequate guidance and training on the laws, regulations and policies that apply to their roles and the countries in which they work.

Be aware and accountable.

Awareness is key. Ensure accountability and perform and cooperate with compliance reviews.





2

STANDARDS OF BUSINESS CONDUCT

CONFIDENTIAL INFORMATION

Super important: Keep it confidential.

During your employment at GoPro, you'll likely be entrusted with knowledge and information that's confidential and proprietary. Please recognize this information is company property, often the product of significant financial investments and many years of work. This information is also protected by law, as it holds considerable value for our shareholders, suppliers, partners, customers and the company itself.

The disclosure of this information, whether intentional or accidental, can adversely affect the reputation and financial stability of the company. As a GoPro employee, it's your obligation to know which information is confidential and to follow the policies put in place to protect it. Any unauthorized disclosure or suspected unauthorized disclosure should be reported to the GoPro Legal Department.



KNOW OUR CODE

Protecting confidential information.

Do not discuss confidential info in public places, such as airplanes, elevators, break rooms, cafeterias or restaurants.

Discussing confidential information with colleagues.

Only discuss confidential information with other employees on a need-to-know basis. If a colleague requests confidential information, don't be afraid to ask why it's required. Still unsure? Consult your manager or the GoPro Legal Department.

Protecting the confidential and personal information of others.

Before accepting or using the confidential information of customers, suppliers, vendors, contractors and others, ensure a confidential disclosure agreement is in place. If one is not in place, contact the GoPro Legal Department for help putting one in place. Individuals' personal information should also be handled with care and in accordance with applicable law at all times.

Treat the confidential or private information of others (such as GoPro customers, partners or suppliers) with the same care that you treat GoPro information. You can do this by instituting controls over record access, proper use and distribution.

Competitors and former employees.

Never use illegal or improper techniques to acquire confidential information from others. Don't solicit confidential information from another company's present or former employees unless it falls under an appropriate disclosure agreement.

Managing public and social interactions.

Avoid accidental disclosure in media. Never post any confidential information about GoPro on the web. This includes social media outlets like Facebook, LinkedIn and personal blogs. Do not talk to the media or analysts unless you are explicitly authorized to do so.

Sharing confidential information with business partners.

Do not discuss or disclose confidential information with customers, suppliers or business partners unless an appropriate confidentiality agreement is already in place and you are explicitly authorized to do so.



Read related information in Company Assets, Conflicts of Interest, Trading and Insider Information, Consumer Information. See also: External Communications Policy, GoPro Confidential and Proprietary Information Policy.

COMPANY ASSETS

Use only what you need.

As a GoPro employee, you will be equipped with the tools you need to carry out your responsibilities effectively. In turn, you have a responsibility to ensure that these tools are protected and never misused or wasted.

Company equipment is intended for business and not for personal use, the exception being incidental use that's reasonable and permitted by company policies.



KNOW OUR CODE

Computers, tools, equipment, and other electronic devices.

Protect company equipment and tools from misuse, theft and diversion, and care for them to prolong their useful lives. If you're unsure whether usage is acceptable, consult a manager. Never use computers, email systems or other devices to access, store or distribute content that is illegal, offensive, defamatory or obscene. Remember, GoPro reserves the right to access and monitor computer use, including web browsing and email. You have no expectation of privacy for the information stored on GoPro equipment.

Copyrighted materials.

Do not distribute copyrighted or licensed materials without the permission of the copyright owner.

Company funds.

Whenever spending GoPro funds, make sure costs are reasonable, directly related to company business and properly documented.

Network security.

Do not use unlicensed or personal software on a GoPro-issued computer or other electronic device. If you believe network security may have been compromised (for example, if you lose your laptop), promptly report the incident to the IT Department for resolution.

Intellectual property.

It's essential that you protect GoPro intellectual property from unauthorized use and disclosure. This includes trademarks, patents, copyrights and trade secrets.

▶ Read related information in Confidential Information. See also: GoPro Confidentiality Data Policy, GoPro Employee Handbook.



CONFLICTS OF INTEREST

Relationships matter.

GoPro understands that you have a life outside of work, and the company values and respects your privacy. However, if your personal, social, charitable or political activities interfere with your loyalty and objectivity toward GoPro, a conflict of interest may exist.

Our policy requires that our business decisions be based solely on the best interests of GoPro and its shareholders. Even when no actual conflict exists, the appearance or perception of a conflict of interest can have negative effects, including the loss of business.

That's why it's important to consider how your actions may appear to those outside of GoPro. Err on the side of caution and disclose any potential conflicts of interest to your manager before engaging in the activity.



KNOW OUR CODE

Business opportunities.

All employees should deal impartially with suppliers, customers, partners and other persons doing or seeking to do business with GoPro, without preference or favor based on any considerations other than the best interest of GoPro. This includes the giving and receiving of company assets and confidential information.

Investments and ownership interest.

You are required to disclose if you or a family member has a substantial interest (equal to or greater than 0.5%) in a competitor, supplier or customer, and obtain written approval from the company's General Counsel and CFO. (Ownership of less than 1% of a public company is not considered a conflict of interest.)

Compensation, cash and other favors.

Never accept, directly or indirectly, cash, credit, services, payments, loans, personal discounts, gifts (see below) or other favors that would be in violation of GoPro corporate policies.

Gifts.

No gift or entertainment should be accepted by any GoPro employee, family member or agent unless it (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe, kickback or payoff, (5) does not violate any laws or regulations, and (6) is not one in a series of small gifts that could be construed as part of a larger gift. The giving of gifts or entertainment should also follow the above guidelines, though customary business practices regarding the threshold for excessive value may at times be higher depending on circumstances.

▶ Read related information in International Business Activities Policy, Travel and Entertainment Policy, Related Party Policy.

In any case, employees must adhere to the company's expense policies and International Business Activities Policy. Employees should talk with their managers before giving or receiving gifts or entertainment and should contact the GoPro Legal Department if the gift involves a government official.

Director and executive waivers.

Any potential conflicts must be reviewed and approved by the GoPro Legal Department before you engage in the activity. Conflict waivers for directors or executive officers must be approved by the GoPro board of directors or a committee designated by the board of directors.

Dealings with related parties.

Never conduct GoPro business with a relative (or company in which you or a family member have an interest) on behalf of GoPro without first obtaining written approval from the GoPro Legal Department.

Serving on boards, panels, etc.

Before accepting a position on a board of directors or an advisory board of another company (including not-for-profits or NGOs), discuss the circumstances of your commitment with your manager, and, in the case of a for-profit company, obtain written approval from the GoPro Legal Department.



ANTITRUST AND COMPETITION

Understand the rules of play.

At GoPro, we believe in free and open competition, and we're committed to competing solely on the merits of our products and services. This is the cornerstone of free enterprise, and most of the countries where we do business have laws in place to protect it. These prohibit agreements with competitors, suppliers and customers to fix prices or illegally restrain trade.

Be aware—antitrust and competition laws are strongly enforced and can result in financial penalties and even imprisonment for participating employees. Observe strict adherence to both the spirit and the letter of the law.



KNOW OUR CODE

Limit contact with competitors.

Do not engage in discussions or activities with competitors that could lead to the appearance of improper behavior.

Ethical participation in trade and professional associations.

Exercise caution during participation in trade and professional associations. These are legitimate activities; however, these meetings may pose risks, as they often bring you into close company with competitors who might want to discuss sensitive matters that can violate fair competition laws.

Consultation with the GoPro Legal Department.

Antitrust laws are complex and global in reach, and their application may require you to ask for detailed factual and legal analysis. Before having discussions or interactions with competitors that could appear to be anti-competitive, always consult with the GoPro Legal Department.

What not to discuss with competitors.

Do not discuss GoPro prices, pricing policies, sales terms, inventory levels, marketing plans or any other confidential matters concerning business, customers or competitive activities with employees or consultants of any GoPro competitors.

What to do if anti-competitive discussions arise.

- Stop the conversation immediately.
- Explain it's against company policy to discuss the matter.
- Leave the meeting or gathering.
- Promptly report the incident to your supervisor and the GoPro Legal Department.

Appropriate agreements with customers and suppliers.

With the exception of approved exclusivity agreements, never propose or enter into agreements or understandings with customers or suppliers that might restrain trade or violate antitrust or fair competition laws.



BRIBERY AND CORRUPTION

Just say no.

This one's pretty simple. We do not bribe. At GoPro, no employee should ever offer, make or authorize a payment or provide a benefit to an individual or a company that's intended to influence or appears to improperly influence a business decision. In addition, no employee should ever request or accept a bribe or a kickback of any sort.

This is true in the case of public officials and government employees and in the commercial sector. Most countries in which we do business have laws against offering anything of value to obtain an unfair business advantage. A few of them even have bribery laws that extend outside their country's borders.

It's also pretty serious. If you violate any bribery or corruption laws, including local laws and the U.S. Foreign Corrupt Practices Act (FCPA), you may be susceptible to substantial fines and penalties, including imprisonment. Please read our International Business Activities Policy before you engage in international business with any third parties.

Illegal payments.

GoPro prohibits bribes, kickbacks or any other form of improper payment or the appearance of such, whether made directly or indirectly to any representative of a government, labor union, customer or supplier in order to land a contract, secure some other business advantage, or influence or obtain government action.

Conducting business with third parties.

Our commitment to compliance with anti-bribery and anti-corruption laws extends to the third parties with whom we do business. When dealing with third parties, ensure that you:

- Report all allegations of improper business practices, bribery and corruption relating to third parties.
- Report all allegations of improper business practices, bribery and improper influence on the decisions of a government official.
- Ensure that any person or firm that represents GoPro complies with this policy and all related laws.

Meals, gifts and favors.

Do not offer meals, entertainment, gifts or favors to any government official without first consulting the GoPro Legal Department. Gifts from customers, partners and suppliers should adhere to the guidelines set out in the Conflicts of Interest section of the Code.

Marketing and entertainment.

While at GoPro, limit your marketing and client entertainment expenditures to those that are necessary, prudent, job-related and consistent with our policies. If you're unsure if something is acceptable to give or receive, consult the Code, your manager or the GoPro Legal Department.



EXPORT CONTROL

Understand laws around exporting products and technology.

If you ever send any GoPro products, software or other technical information (“GoPro Technology”) to non-U.S. citizens, you need to strictly follow the letter and spirit of export control laws and regulations. “Sending” GoPro Technology might include, for example, the shipment or electronic transmission of GoPro Technology for beta, quality assurance, demonstration or other purposes.

You don’t even need to be sending GoPro Technology out of the United States for export laws to apply: transmission within the U.S. to a non-U.S. national or non-permanent resident alien may require GoPro to obtain an export license or take other steps to comply with the law.

Think before you export.

Before sending any GoPro Technology to foreign nationals, remember that this transmission is also subject to GoPro proprietary and confidential information policies. So **Think Before You Export** and consult the Legal Department to assure that the transmission of technical information is acceptable under the law and GoPro policy. If you have any questions or think that certain activities may be inappropriate, contact your manager, the GoPro executive team, and/or the Legal Department at legal@gopro.com.

▶ Read related information in the GoPro Employee Handbook, Export Control Policy.

Prohibited countries and regions.

Never send GoPro Technology to any country or region that is subject to U.S. embargoes, including:

- Crimea
- Cuba
- Iran
- North Korea (Democratic People’s Republic of Korea)
- Sudan
- Syria

Additionally, the U.S. Government maintains lists of individuals and organizations that are, in varying ways, off-limits for U.S. companies like GoPro. Never send GoPro Technology to an individual or organization on these lists. Contact the Legal Department with any questions.

Penalties.

If you don’t follow the law or GoPro policies when transmitting GoPro Technology, the penalties can be quite severe for both you and GoPro. For example, GoPro might be forced to pay fines, lose its export privileges or receive bad publicity. GoPro personnel that fail to comply with export laws and GoPro policy may be subject to discipline, up to and including termination. If intentional violation of export requirements is found, it might be a criminal offense that carries jail time.



TRADING AND INSIDER INFORMATION

Keep inside information inside.

Starting on your first day at GoPro, you may be entrusted with non-public information about our company or a partner company before the information is made public. This is known throughout the industry as “inside information.”

To protect investors and other stakeholders, securities laws (both in the United States and elsewhere) make it illegal for anyone with inside information to buy or sell stocks or other securities. It’s also illegal to share inside information with anyone else who might use this information to trade. Please read our Insider Trading Policy as soon as you start working at GoPro.

Obedying a few basic rules will ensure you are in compliance with the rules and regulations in the Code. If you have a question about how securities trading or inside information applies to you, just ask.

Buying and selling GoPro securities.

Do not buy or sell shares in GoPro, either directly or indirectly, if you’re aware of inside information about the company.

Sharing inside information with others.

Never disclose inside information to others, either inside or outside the company, without a legitimate business need and proper authorization.

Buying and selling securities of other companies.

Do not buy or sell shares of a company with whom GoPro does or is considering doing business with if you’re aware of inside information.

Buying and selling GoPro securities.

Do not buy or sell shares in GoPro, either directly or indirectly, if you’re aware of inside information about the company.

Recommending that others buy and sell securities.

Never recommend or suggest that others buy or sell the securities of any company, including GoPro, if you are aware of inside information.

▶ Read related information in Confidential Information. See also: Insider Trading Policy, External Communications Policy.



CONSUMER INFORMATION

Our customers' trust is in your hands.

In the normal course of business, GoPro collects and uses a wide range of personal information to better serve our customers.

Why is it important? Because it's personal. Most of the countries in which we operate have strict laws governing the use of this information. These laws have the twin purpose of protecting individuals from unauthorized use and providing them with choices about how their personal information is used.

It's your responsibility to ensure consumers' private information stays private. It's also a natural extension of the golden rule.

Collecting and using personal information.

Only collect and use the personal information you need to do your job, and do so only in accordance with GoPro Privacy Policies.

Respecting personal choices.

Respect personal choices regarding the collection, use and disclosure of information. Where appropriate, explain how and why GoPro will use it. Allow employees or customers whose information is held by GoPro to review, update and correct their information or opt out. In some countries, this is even required by law.

Questions and concerns.

If you have any questions or concerns regarding privacy issues, please contact the GoPro Legal Department.

[▶ Read related information in GoPro Privacy Policy.](#)

Limit access to personal information.

Do not share personal information belonging to someone else with anyone inside or outside of GoPro without a legitimate business need. In such cases, make sure precautions approved by the GoPro Legal Department are taken to make such outside persons aware of the confidential nature of that information and to comply with all applicable laws.

Transferring personal information outside its country of origin.

Always seek the advice of the GoPro Legal Department before authorizing the movement of personal information outside its country of origin.

Destroying personal information.

Once there is no longer a legitimate business need for personal information, you should destroy it in accordance with any applicable records management guidelines and any applicable regulations.

Using care when handling personal information.

Adhere to the highest standards of confidentiality when using and retaining personal information. Never leave records containing personal information in an unsecured location. Never send personal information over the Internet unless it's authorized and encrypted.



EMPLOYMENT PRINCIPLES

Respect and equal opportunity for all.

At GoPro, our success as a company is built on the energy, enthusiasm, collaborative knowledge, experience and efforts of our employees. Each of us should make a point to value one another's contributions and to treat one another with appreciation, dignity and respect—regardless of personal status, characteristics, position or relationship.

As a company, we're committed to providing a workplace free from discrimination or harassment of any kind. As a GoPro employee, contractor or partner, do your part to help foster and maintain this environment—one where everyone can feel valued, included and respected.

Equal employment opportunity.

All employment-related decisions should be based on job qualifications and merit and made without favoritism or discrimination by gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin or any other legally protected status.

Discrimination and harassment.

Never act in a way that harasses, degrades or discriminates against others, including unwelcome conduct—whether verbal, physical, visual or otherwise—based on gender, race, color, religion or any other legally protected status.

Inappropriate sexual advances.

Never make unwelcome sexual advances or requests for sexual favors, including verbal remarks or physical contact of a sexual nature. Never behave in a violent or threatening manner. Never spread rumors or create an intimidating, hostile or offensive work environment.

[▶ Read related information in the GoPro Employee Handbook.](#)

We don't allow bullying, threats or intimidation.

If you experience or are aware of any bullying, threatening or intimidating conduct of any kind, talk to your manager or HR.

Personal relationships among employees.

Dealings with colleagues should be free of the potential bias that close relationships often bring. Dating relationships between employees who have a reporting relationship need to be disclosed to HR. The same applies to family relationships among employees or prospective employees.

Reporting discrimination or harassment.

Once there is no longer a legitimate business need for personal information, you should destroy it in accordance with any applicable records management guidelines and any applicable regulations.

Using care when handling personal information.

If you experience or are aware of discrimination or harassment of any kind, talk to your manager or HR. We take all reports of discrimination and harassment seriously and will investigate them thoroughly. If an investigation reveals a violation, corrective action will be taken. GoPro will not tolerate any retaliation for a report made in good faith.

Paying for work.

We pay for all work performed. Record all of your time accurately. Take the meal and rest breaks to which you are legally entitled and tell us if you are prevented from taking any.



INTERNAL CONTROLS AND FINANCIAL RECORDS

Be diligent. Be accurate. Be compliant.

Maintaining internal controls and ensuring complete, accurate and timely books, records and disclosures is more than a legal requirement at GoPro—it's essential to our success. Our customers, partners, suppliers and investors rely on the information we provide to decide whether to purchase our products, partner with us or invest in our shared future.

As a GoPro employee, you're required to follow the internal controls that apply to your job or function. As a GoPro manager or executive, you're responsible for ensuring that an adequately operating system of internal controls related to your function is in place, is effective, and addresses the company's business needs and compliance requirements.

Maintaining complete, accurate, and timely records.

At GoPro, we require that you accurately record sales, revenues, expenses, operational data, decision metrics and other essential company information. This includes:

- Providing complete, accurate and transparent information in all reports, records and expense claims.
- Providing accurate, transparent and complete backup for all expenses.
- Never deliberately making a false, artificial or misleading entry in a report, record or expense claim.
- Always disclosing to your immediate manager or executive any information that may impact our financial records, our relationship with partners or the company's reputation.
- Never establishing or maintaining an undisclosed or unrecorded side agreement, account, fund or asset.

▶ Read related information in GoPro, Inc. Policy Regarding Reporting of Account and Auditing Matters (Whistle Blower Policy).

Compensation, cash and other favors.

Never accept, directly or indirectly, cash, credit, services, payments, loans, personal discounts, gifts or other favors that would be in violation of GoPro corporate policies.

Reporting concerns.

If you're uncertain about the validity of any entry, data, record or report (or if you are asked to create any false or misleading entry, data, record or report), immediately report it to the GoPro Legal Department and Internal Controls management.

GoPro has set up a Whistle Blower Hotline (**1-877-214-7816**) for the confidential and anonymous reporting of any suspected financial irregularities or related concerns. You can also contact the hotline via email at gpro@openboard.info or access it online at openboard.info/gpro.

Managing records.

Always comply with any applicable policies and guidelines regarding the retention and destruction of records and documents, including Legal Hold Orders relating to company litigation, subpoenas or other legal processes.

Never destroy or alter any document in anticipation of or in response to a request by any government agency, court or third party you reasonably suspect may initiate litigation against GoPro. Before you dispose of any document, make sure it's not subject to retention under a Legal Hold Order by contacting the GoPro Legal Department.

Following general accounting procedures.

Consult and follow the GoPro Financial Reporting and Accounting Policies at all times and implement sufficient controls to ensure compliance. For more information on policies and internal controls, please contact the GoPro Finance and Accounting Departments.





3

QUESTIONS AND CONCERNS

HAVE A QUESTION?

We're here to help.

If you have a question, we'll do our best to answer it. We strive to create an environment where you feel comfortable voicing your concerns.

While there are several resources available (this document being one), we encourage you to raise questions or express concerns about issues related to the Code with your manager or a Human Resources representative.

If you prefer, you can also direct questions specifically to the General Counsel or the head of Human Resources.

REPORTING A SUSPECTED VIOLATION

Awareness is key. Acting on it, even more so.

If you become aware of a suspected or actual violation of the Code, you do have a responsibility to report it. Both you and GoPro will be best served by bringing the concern into the open. In this way, problems can be resolved quickly and more serious harm can be prevented.

Our promise: GoPro will not tolerate any retaliation against any employee who acts in good faith in reporting any violation of the Code. We prefer you openly provide all pertinent information when making a report, but you also have the option to make a report anonymously.

WHO TO CONTACT

Your manager or HR business partner.

In most cases, your manager or HR will be in the best position to resolve the issue quickly.

Head of Human Resources or the General Counsel.

If the issue is not resolved after raising an ethical or conduct concern, raise it with the head of Human Resources or the General Counsel (Legal Department).

The Whistle Blower Hotline.

To report any financial irregularities as set forth in the **Internal Controls and Financial Records** section, you may also use the **Whistle Blower Hotline**.

Phone: 1-877-214-7816

Email: gpro@openboard.info

Website: openboard.info/gpro



PENALTIES FOR VIOLATIONS

This is serious stuff.

Here's where the rubber meets the road. Officers and employees who violate any law, governmental regulation or the Code will face appropriate disciplinary action, which may include demotion or termination, subject to applicable law.

Why do we take this stuff so seriously? Violating the Code may violate local laws, subjecting the employee and GoPro as a company to criminal penalties (fines or prison sentences) or civil sanctions (damage awards or fines).

In addition, you may be faced with disciplinary action in accordance with applicable law if you:

- Fail to cooperate with investigations and inquiries.
- Knowingly make a false allegation against someone.
- Direct or encourage others to violate laws, regulations or company policies.
- Willfully ignore inappropriate or illegal actions of people who report to you.
- Retaliate against another employee for raising a genuine concern, reporting misconduct in good faith or participating in an investigation.
- Withhold information or knowingly provide false or misleading information.

OUR NO-RETALIATION RULE

At GoPro, we're committed to creating a culture of stand-up people. If you see something that's not right, don't just look the other way—take action.

If you see something that's in violation of the Code and report it, retaliation will not be tolerated. That's our No-Retaliation Rule. Any employee who raises a real concern, reports misconduct in good faith or participates in an investigation is doing the right thing and will have the full support of GoPro.

Always act in good faith.

Only provide information that you genuinely believe to be honest and accurate, even if you're later proven to be mistaken. Never intentionally misreport or otherwise make a report in bad faith.

All claims of retaliation are investigated.

GoPro takes all claims of retaliation seriously. Allegations will be investigated and, if substantiated, those responsible will be subject to disciplinary action, up to and including termination of employment.

Support those who stand up.

Always support the individuals who are brave enough to come forward. Never engage in behavior that alienates or intimidates them. If you believe that someone has been retaliated against, report it to your manager or to HR.



ACKNOWLEDGMENT

I acknowledge that I have received a copy of the GoPro Inc. Code Of Conduct. I understand that I am responsible for reading the Code and for complying with the policies set forth in the Handbook.

I further understand that the policies contained in the Code are guidelines only and are not intended to create any contractual rights or obligations, express or implied. I also understand that, except for the policy of at-will employment, GoPro has the right to amend, interpret, modify, or delete any of the provisions of the Handbook at any time in its sole discretion, with or without notice. Further, I understand that if I have any questions regarding any of the GoPro policies or procedures, I will ask the GoPro Human Resources Department.

I understand and agree that my employment relationship with GoPro is terminable "at will," which means that my employment is for no definite period and may be terminated by me or by GoPro at any time and for any reason, with or without cause or advance notice. I understand and agree that the at-will nature of my employment may not be modified except by a written agreement signed by the CEO of GoPro.

[▶](#) *If you have not previously signed this acknowledgment in Workday, please sign below and return this page to Human Resources.*

NAME

SIGNATURE

DATE





3000 Clearview Way
San Mateo, CA 94402

(888) 600 4659

gopro.com

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