

**APPLICATION FOR CATEGORY 1, 2, & 3
SPORTS WAGERING OPERATOR LICENSE**



APPLICANT NAME: FBG Enterprises Opco, LLC

Applicant: FBG Enterprises Opco, LLC

INSTRUCTIONS

When using this application please use the tab on the side to attach all sections requiring submissions. Each attachment should be named for its corresponding section (see (c) under Electronic Application for greater detail). Please make sure to fill out all sections where prompted. If a field does not apply please place N/A. The application must be filled out in its entirety to be accepted by the Massachusetts Gaming Commission.

General Information

This *Application For Category 1, 2, & 3 Sports Wagering Operator License* form (the form itself “Application Form”, and along with all attachments “application”) was designed by the Massachusetts Gaming Commission (“Commission”) as a vehicle for each applicant to demonstrate that it has thought broadly and creatively about creating a sports wagering operation in Massachusetts that will provide a significant and lasting benefit to the Commonwealth of Massachusetts and will deliver an overall experience that both offers an exceptional sports wagering experience and includes significant responsible gaming and consumer protection measures.

The application must be completed in accordance with these instructions. In accordance, any discrepancies may be taken into consideration by the Commission when evaluating the application.

To the extent that an applicant is a newly formed entity or to date has been a largely non-operational entity, any information required to be provided relative to past performance or general practice shall, at a minimum, be provided in relation to the primary controlling and/or operating entity of the proposed sports wagering operator and/or its significant business units.

If an applicant is unable to comply with or respond to any part of the application, it may apply for a waiver or variance from the Commission in accordance with **205 CMR 102.03(4) {update reg info when available}** in advance of the filing deadline.

All communications, including general questions and application inquiries, should be directed to the Executive Director or Commission staff.

How to submit a general question and/or application inquiry:

1. Please go to: <https://massgaming.com/about/sports-wagering-in-massachusetts/applications-for-sports-wagering-licenses/>
2. Select “Inquiry Regarding Sports Wagering Application” from the Reason for Submitting Form drop down menu
3. Complete all of the required fields
4. Click “Submit.”

A Commission representative will respond to each inquiry in a timely manner. ***At no time during the application process should any applicant, agent of the applicant, qualifier, or another associated individual contact or attempt to contact a Commissioner directly.***

This Application Form does not constitute an offer of any nature or kind to any applicant or its agents. The Commission is under no obligation to issue a license to any of the applicants. By submitting an Application, the applicant is deemed to agree to all of the terms of this process.

To the extent that anything contained in this application is inconsistent with any other guidance or policy-related document issued by the Commission in the past, this application shall control. To the extent that anything contained in this application is inconsistent with any provision of 205 CMR or G.L. c.23N, the governing law shall control.

Terms used in the application shall be given their most logical, plain meaning in the context of the application. The Commission reserves the right to amend or clarify this application at any time prior to the deadline for the submission of applications.

For each Application, all of the Commission’s costs and expenses of the administrative proceedings pursuant shall be borne by the applicant. All such costs and expenses shall be assessed to the applicant and collected by the Commission.

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The Commission will utilize its website, www.massgaming.com, to provide notices of hearings, a notice of amendment or clarification of the Application Form, general updates, and general information relative to the application process.

Please be advised that any portion of this Application Form and any associated requests for information or documents may be changed at any time.

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Non-Refundable Processing Fee

Pursuant to G.L. c. 23N, § 7(a), an applicant for an operator license shall pay to the commission a nonrefundable processing fee of \$200,000 for the costs associated with the processing of the application and investigation of the applicant; provided, however, if the costs of the investigation exceed the initial application fee, the applicant shall pay the additional amount to the commission not more than 30 days after notification of insufficient fees or the application shall be rejected.

Applicants may pay the \$200,000.00 processing fee via wire transfer, certified check, or cashier's check. Wiring information may be obtained by contacting:

Douglas O'Donnell
Revenue Manager
(617) 979-8425

Checks must be made out to the Massachusetts Gaming Commission and mailed to:

Massachusetts Gaming Commission
c/o Revenue Division
101 Federal Street, 12th Floor
Boston, MA 02110

Completing the Application

The application is divided into seven primary sections, each section containing questions relating to that section. The applicant should answer each question fully. While a cross-reference to other sections within the application may be included as part of an answer to a particular question, a cross-reference may not serve as the entire answer to any particular question. Please make sure to include the name of the applicant in the provided space at the top of the page for each question. If the answering of any question requires an attachment, please see below.

Format: Answers to questions should be formatted in the “Times New Roman” font, with a font size of 12.

Attachments: Where an applicant may wish to attach a document in response or to supplement its written response, or another exhibit of any nature, it may attach such documents and/or exhibits as set forth in the instructions for “[Electronic Application Format](#).” All attachments must be named and listed for the corresponding question. If the same attachment is responsive to multiple questions within the application, a copy of the attachment should be attached to each question, not just cross-referenced.

Every question must be answered completely. If a question or portion thereof is not applicable, enter “N/A” into the appropriate space on the application.

Applicants for Category 1 Sports Wagering Licenses and Category 2 Sports Wagering Licenses may refer the Bureau and Commission to prior application forms submitted to the Commission by the Applicant or previous information otherwise obtained by the Bureau or Commission regarding the Applicant.

Submission of Materials

The Application must be submitted by the application deadline. The deadline for **all applications (Category 1, 2 & 3) is Monday, November 21, 2022, at 2 p.m.** The Commission shall have no obligation to accept or review an application submitted after the established deadline.

How to Submit an MGC Sports Wagering Operator License Application

Entities interested in applying for a Sports Wagering Operators License must request a link to the MGC Secure File Transfer Site prior to submitting their application form and any additional documents. This link will allow for the secure and confidential upload and storage of all application materials.

How to Request a Link to the MGC Secure File Transfer Site:

Please Note: All link requests must be received no later than one week before the application deadline (November 14, 2022).

1. Please go to: <https://massgaming.com/about/sports-wagering-in-massachusetts/applications-for-sports-wagering-licenses/>
2. Select “Request Secure Link to Submit Completed Sports Wagering Application” from the Reason for Submitting Form drop down menu
3. Complete all of the required fields
4. Click “Submit.”

A Commission representative will provide the requested link and additional instructions on uploading the application materials securely via email. The information will be sent in two emails, with the link being in the first email and the password sent separately in the second email, for security purposes.

Electronic Application Format

When the electronic version of the application materials is submitted via the MGC Secure File Transfer Site and uploaded to the Commission's server, the applicant must abide by the following:

- (a) The applicant must submit this original completed Application Form that has not been printed, signed, and scanned, but with all answers electronically filled in, all attachments identified, and all necessary boxes checked. This version is being required so that it may be searched electronically by the Commission during the evaluation process. This document must be in PDF format.
- (b) The applicant must also submit this completed Application Form with all answers electronically filled in, all attachments identified, all necessary boxes checked, and all required signatures affixed. This version is identical to the document described in (a) above, but it should also be printed, signed, and scanned. This scanned document must be in PDF format.
- (c) The applicant must submit each attachment as its own electronic file. No electronic file should contain more than one document. Each attachment should be in PDF format unless otherwise required. The file names of all of the attachments must be named strictly in accordance with the following rules:
 - The first portion of the filename must contain the section number and subsection of the question followed by a hyphen, then and the attachment number for that particular question with a leading zero for numbers under 10 (e.g. "B1-b-##").
 - The file name should then contain the descriptive name of the attachment, in at most 20 characters.
 - The name of the attachment must not contain the name of the applicant.
 - The final portion of the filename should be the extension, such as ".pdf" or ".xls".
 - The file name should correspond to the list of attachments on the Application Form.
 - If the Applicant believes the attachment to be confidential, in whole or in part (i.e.- exempt from disclosure under the Public Records Law), then the filename must have the word "CONFIDENTIAL" in all capital letters placed directly before the file extension. Failure to include this label may result in the public release of the document.

Although a PDF version of each attachment is required, in certain cases providing an alternative file format may be helpful to the Commission in reaching its decision. For example, where the applicant is required to submit tables of calculations, such as a revenue projection, it should be submitted in spreadsheet format so that the Commission may numerically analyze this information. The applicant may also, although not required, provide other documents such as videos, interactive documents, or physical models. These types of documents do not readily lend themselves to conversion into PDF format. For these documents, the applicant should provide both the document in original format, and a PDF file describing the existence of such a document within the applicant's application materials. The file name of the alternate format, if it is in fact a computer-readable file, and the filename of the PDF format of the attachment should be identical, excluding the file extension.

No electronically submitted document to the Commission may be password protected. The individual documents should not be encrypted separately.

Any attachments containing a table of calculations, such as a revenue projection, should be included in the electronic submission in a spreadsheet format, preferably Microsoft Excel ".xls" files.

The following is an example of select files of a properly organized application:

B2-a-01 Additional Sports Wagering Licensure Information.pdf

B2-a-02 Additional Sports Wagering Jurisdiction Information.pdf

C2-a-01 Revenue Projections CONFIDENTIAL.pdf

C2-b-01 Revenue Projections CONFIDENTIAL.xls

Application.pdf

Signed Application.pdf

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Public Records

Pursuant to G.L. c. 23N, §6(i), “[a]pplications for operator licenses shall be public records” Applicants should be mindful of this prior to submission of an Application. However, the law also provides “that trade secrets, competitively-sensitive or other proprietary information provided in the course of an application for an operator license under [chapter 23N], the disclosure of which would place the applicant at a competitive disadvantage, may be withheld from disclosure under [the Massachusetts public records law].”

To help inform applicants of the Commission’s intentions, a guide has been attached at the end of the Application advising which answers and attachments submitted with this form will be considered to presumptively meet the exception to the public records law and withheld from public disclosure. There is also space for an applicant to request exempt treatment of a specific document identified in the Application. FAILURE TO FOLLOW THE INSTRUCTIONS PROVIDED IN THE GUIDE MAY RESULT IN PUBLIC RELEASE OF THE DOCUMENTS.

Please note, though the Commission will use its best efforts to protect any information it deems subject to an exemption, final appeals are adjudicated by the [Secretary of the Commonwealth](#) in accordance with G.L. c.66, §10.

Checklist

Complete this checklist prior to submitting any materials to the Commission.

- The applicant has answered all of the questions in this Application Form that it was required to respond to
- Any question requiring an attachment has the attachment noted on the Application Form
- The applicant properly named all the files
- The applicant has properly organized all of the attachments
- No files have been password protected
- The applicant has signed all required pages of this application
- The applicant has paid the \$200,000.00 non-refundable processing fee
- The applicant will update the Commission if there are any changes to the information presented in the Application or any of the attachments.

SECTION A: GENERAL INFORMATION

A.1 APPLICANT NAME

FBG Enterprises Opco, LLC

Name

A.2 CATEGORY OF LICENSE APPLYING FOR (check one)

- Category 1 (In-Person Wagering at a Gaming Establishment)
 Category 2 (In-Person Wagering at a Live Horse Racing or Simulcasting Facility)
 Category 3 (Mobile Sports Wagering)

A.3 IF APPLYING FOR CATEGORY 3 (MOBILE SPORTS WAGERING) LICENSE, IS THIS APPLICATION TETHERED TO A CATEGORY 1 OR CATEGORY 2 APPLICATION (check one)

- No (Independent Application)
 Yes, Tethered to Category 1 or Category 2 Applicant (applicant name):
Plainville Gaming and Redevelopment, LLC d/b/a Plainridge Park Casino

A.4 STATE/COUNTRY IN WHICH THE BUSINESS ENTITY IS INCORPORATED, ORGANIZED, FORMED, OR REGISTERED

Delaware

State/Province

United States

Country

A.5 IDENTIFY THE APPLICANT'S TYPE OF BUSINESS (check one)

- Limited Liability Company Partnership Other (please describe):
 C-Corporation Limited Partnership
 S-Corporation Trust
 Sole Proprietorship

A.7 FEDERAL TAX ID NUMBER

[REDACTED]
Federal Tax ID Number

A.6 APPLICANT LOCATION INFORMATION

205 Hudson Street, 5th Floor

Number and Street Address

New York, New York 10013

City, State, & Zip Code

[REDACTED]
Phone Number

Not Available

[REDACTED]
Email Address

Website

A.7 APPLICANT PRINCIPAL PLACE OF BUSINESS INFORMATION

205 Hudson Street, 5th Floor

Number and Street Address

Applicant: FBG Enterprises Opco, LLC

New York, New York 10013

City, State, & Zip Code

[REDACTED]
Phone Number

[REDACTED]
Email Address

A.7 PRIMARY CONTACT FOR THIS APPLICATION

Alex Smith

Name

VP Regulatory Affairs

Title

[REDACTED]
Email Address

[REDACTED]
Phone Number

SECTION B: SPORTS WAGERING EXPERIENCE & EXPERTISE

B.1 APPLICANT'S ABILITY TO OFFER SPORTS WAGERING IN THE COMMONWEALTH

Provide a thorough description of the applicant's ability to offer sports wagering in the Commonwealth. This should include the following:

- a. Background in sports wagering
- b. Experience and licensure in other jurisdictions with sports wagering
- c. Plans to offer the platform in coordination with other applicants or person
- d. Intention to limit participation in any allowable sports events

B.2 SPORTS WAGERING EXPERIENCE - DESCRIPTION OF SPORTS WAGERING OPERATION
(Category 1 & 2 Applicants Only)

Provide a thorough description of the sports wagering operation proposed for the Commonwealth. This should include the following:

- a. Description of the customer experience, including options, promotions, and offers
- b. Overview of wagering activity
- c. Estimated volume of wagering activity (*annually*)
- d. Estimated market share within each jurisdiction

B.3 SPORTS WAGERING EXPERIENCE - DESCRIPTION OF SPORTS WAGERING PLATFORM
(Category 3 Applicants Only)

Provide a thorough description of the sports wagering platform to be operated in the Commonwealth. This should include the following:

- a. Description of the customer experience, including options, promotions, and offers
- b. Overview of wagering activity
- c. Estimated volume of wagering activity (*annually*)
- d. Jurisdictions where the platform is currently licensed and operating
- e. Current integration in use with other wagering operators
- f. The number of user accounts maintained
- g. Estimated market share within each jurisdiction

B.4 SPORTS WAGERING EXPERTISE – TECHNICAL FEATURES & OPERATION OF PLATFORM
(Category 3 Applicants Only)

Provide a thorough description of the applicant's expertise in sports wagering and how it would be applicable in the Commonwealth. This should include the following:

- a. Overview of technical standards, features, and operation of the platform
- b. List of all current certifications or approvals from certified independent test labs and jurisdictions
- c. Plan for continuous support, maintenance, and change management of the platform
- d. Outline the features of the platform designed to support the customers
- e. Sample wagering menu the Applicant intends to offer, *pending approval from the Commission*
- f. Description of Applicant's proposed ability to commence mobile sports wagering on the platform
- g. How the Applicant intends to prevent wagering by prohibited persons, including underage persons, problem gamblers, employees, etc.
- h. Outline any technology to be used or features offered that the applicant believes sets their platform apart from those of (potential) other applicants

SECTION C: ECONOMIC IMPACT ON THE COMMONWEALTH

C.1 EMPLOYMENT OPPORTUNITIES WITHIN THE COMMONWEALTH

Provide a thorough description of the employment opportunities that will be offered if the applicant is approved for licensure by the Commission. This should include the following:

- a. The number of current full-time and part-time employees within the Commonwealth
- b. The number of current work locations within the Commonwealth
- c. The number of proposed full-time and part-time positions that will be created within the Commonwealth
- d. The title, job description, salary, and benefits information for each of the proposed positions
- e. The training that will be required and made available for all proposed positions
- f. The number of proposed work locations that will be created within the Commonwealth
- g. Description of plans for workforce development opportunities for Applicant's staff within the Commonwealth
- h. Outline the strategy for focusing on job opportunities and training in areas and demographics with high unemployment and/or underemployment

C.2 PROJECTED REVENUE

Provide studies and projections for gross sports wagering revenue for each of the first five years of wagering operations on a best, average, and worst, case basis. The studies and information provided should include:

- a. Projected figures for sports wagering revenue and methodology used to arrive at these projections
- b. Projected figures for any non-sports wagering revenue and methodology used to arrive at these projections
- c. Projected figures for all tax revenue to the Commonwealth and methodology used to arrive at these projections
- d. Profitability of sports wagering operation (in-person & mobile) in other jurisdictions where the applicant is licensed
- e. History of operating performance versus revenue projections for the last five years for other jurisdictions where the platform is licensed – *includes documentation outlining the applicant's record of success or failure in meeting the performance objectives*
- f. Description of methods to ensure that revenues are maximized within the Commonwealth
- g. Description of plans to compete with other nearby jurisdictions and to market to Massachusetts patrons

C.3 CONSTRUCTION – GAMING ESTABLISHMENTS (for Category 1 Applicants Only)

Provide a thorough description of the location of the proposed sports wagering operation. This should include the following:

- a. A detailed timeline of construction
- b. Proposed location within the gaming establishment, including plans for the construction of a new section within the gaming floor and/or any potential additions to the facility
- c. Approximate square footage of the sports wagering area
- d. Secure location for storing funds issued by a cage, to be used in the operation, including all security measures and procedures

- e. Proposed security and surveillance of the sports wagering area and operation and how the applicant intends to prevent wagering by prohibited persons, including underage persons, problem gamblers, employees, etc.
- f. Reasonable measures the applicant will take to ensure the safety and security of all employees and patrons of any sports wagering related events
- g. Accessibility of patrons to the proposed sports wagering area, including all means of entry and exit, including handicapped access, and the volume of traffic that can be sustained
- h. Number and location(s) of ticket window(s)
- i. Number and location(s) of wagering kiosk(s)
- j. Location and display format for all wagers, available to the public
- k. Location of posting of house rules
- l. *If applicable* – description regarding any proposal of providing food, beverages, and other concessions to patrons

C.4 CONSTRUCTION – LIVE HORSE RACING/SIMULCASTING FACILITY (Category 2 Applicants Only)

Provide a thorough description of the location of the proposed sports wagering operation. This should include the following:

- a. Location of proposed sports wagering operation (*address*)
- b. A detailed timeline of construction
- c. Proposed location of sports wagering area within the facility, including plans for the construction of a new section and/or any potential additions to the facility
- d. Approximate square footage of the sports wagering area
- e. Secure location for storing funds issued by a cage, to be used in the operation, including all security measures and procedures
- f. Proposed security and surveillance of the sports wagering area and operation and how the applicant intends to prevent wagering by prohibited persons, including underage persons, problem gamblers, employees, etc.
- g. Reasonable measures the applicant will take to ensure the safety and security of all employees and patrons of any sports wagering-related events
- h. Accessibility of patrons to the proposed sports wagering area, including all means of entry and exit, including handicapped access, and the volume of traffic that can be sustained
- i. Number and location(s) of ticket window(s)
- j. Number and location(s) of wagering kiosk(s)
- k. Location and display format for all wagers, available to the public
- l. Location of posting of house rules
- m. *If applicable* – description regarding any proposal of providing food, beverages, and other concessions to patrons

Capital Investment

In accordance with G.L. c.23N, §3, Category 2 licensees shall make a capital investment of not less than \$7,500,000.00 within 3 years after receiving a sports wagering license, which the applicant must agree to expend.

Please provide a thorough description, including the following:

- n. How the applicant proposes to realize the required capital investment
- o. The financial commitments and guarantees the applicant is prepared to provide the Commission
- p. How the applicant will ensure that the project is completed, the license conditions are fulfilled, and sufficient working capital is available to allow operation in the promised fashion
- q. Any mitigation measures the applicant will take to reduce any impact on the local community

C.5 COMMUNITY ENGAGEMENT

Provide a thorough description of how the Applicant will contribute to economic & business development, tourism & community relations, and the promotion of charitable causes in the Commonwealth. Including:

- a. Creating partnerships for any community, economic development, and tourism opportunities with local or regional entities including but not limited to the Massachusetts Office of Business Development, Chambers of Commerce, Regional Tourism Councils, and the Massachusetts Marketing Partnership
- b. Plans, measures, and steps the applicant intends to take to avoid any negative impact on the revenues currently generated by the Massachusetts State Lottery, including cross-marketing strategies and increasing ticket sales
- c. Promoting local businesses, including restaurants, hotels, and retail outlets
- d. Cross-marketing with live entertainment venues and/or attractions
- e. Supporting any community enhancements being incorporated at the local level
- f. Highlighting unique business and marketing strategies to draw new revenues from new customers

SECTION D: DIVERSITY, EQUITY, & INCLUSION

D.1 DIVERSITY, EQUITY, & INCLUSION – WORKFORCE

Provide a thorough description of the applicant's willingness to foster racial, ethnic, and gender diversity, equity, and inclusion, within their workforce, both at the corporate level and the proposed entity within the Commonwealth. The information must include:

- a. Applicant's current diversity, equity, and inclusion team – *please include the name and title of those individuals currently identified as part of the diversity, equity, and inclusion staff/team, as well as a copy of their location on the applicant's organizational chart*
- b. Applicant's workforce diversity, equity, and inclusion policy
- c. Workforce demographics, demonstrating the applicant's current workforce diversity
- d. Efforts to be made to cultivate workforce diversity, equity, and inclusion by identifying, recruiting, and hiring minorities, women, persons with disabilities, and veterans
- e. Memberships and/or intentions for joining any local, regional, state, and/or national organizations committed to the development and promotion of diversity, equity, and inclusion initiatives

D.2 DIVERSITY, EQUITY, & INCLUSION - SUPPLIER SPEND

Provide a thorough description of the Applicant's overall and specific goals, applicable to the total dollar amount of contracts, for the utilization of:

- a. Minority-owned business enterprises
- b. Women-owned business enterprises
- c. Veteran-owned business enterprises

Please include how each of these enterprise groups will participate as:

- Contractors in the design and/or building of the sports wagering platform
- Vendors in the execution, maintenance, and/or support of the sports wagering platform
- Vendors in the provision of goods and services

D.3 DIVERSITY, EQUITY, & INCLUSION – CORPORATE STRUCTURE

Provide a thorough description of the Applicant's commitment to diversity, equity, and inclusion initiatives in the Commonwealth. This should include:

- a. The makeup of the Applicant's ownership, leadership, and governance structure, – *including minorities, women, and veterans in positions of leadership throughout the corporate structure*
- a. How the Applicant intends to create joint ventures with corporate partners and/or partnerships with local or regional entities, including but not limited to programs, non-profit organizations, and agencies, dedicated to establishing a welcoming and inclusive experience for all patrons, users, and employees in the Commonwealth

SECTION E: RESPONSIBLE GAMING**E.1 RESPONSIBLE GAMING POLICIES**

Referencing the following documents:

- [MGC Responsible Gaming Framework](#)
- [Applying Principles of the Massachusetts Responsible Gaming Framework to Sports Wagering Policy & Practice](#)
- [GameSense Logic Model](#)
- [Responsible Gaming Considerations for Gambling Advertising](#)

Provide a proposed responsible gaming plan draft that, at a minimum, incorporates policies and tactics for the following key strategies:

- a. Commitment to corporate social responsibility
- b. Support positive play
- c. Promote public health and safety
- d. Ensure responsible advertising and marketing
- e. Manage high-risk financial transactions
- f. Engage the community
- g. Commitment to improvement and reporting

E.2 ADVERTISING & PROMOTIONAL PLANS

Provide a thorough description of the Applicant's ability to demonstrate the advertising, marketing, and promotional efforts to be made in the Commonwealth. Information should include:

- a. Estimated marketing budget in the Commonwealth
- b. Promotion and player loyalty programs
- c. Advertising plans – *must include information for any third-party marketing firm applicant plans to partner with for advertising in the Commonwealth*
- d. Measures to ensure that marketing reaches the target audience and not underage or vulnerable populations
- e. Player acquisition models – *specify minimum age to participate*
- f. Plans to incorporate responsible gaming and problem gambling information
- g. Strategies for converting those customers wagering via unlicensed or illegal means to wagering legally in the Commonwealth
- h. Examples of marketing, advertising, and promotional materials/activities recently used in other jurisdictions

E.3 HISTORY OF DEMONSTRATED COMMITMENT

Provide a thorough description of the policies and procedures that the applicant has adopted to:

- a. Promote responsible gaming within the gaming establishment or mobile application and in the community
- b. Assist patrons and users that are experiencing gambling-related harm
- c. Cooperate and support any government or regulatory agencies to promote responsible gaming and/or mitigate gambling-related harm
- d. List any membership or partnership with an agency or organization whose mission is in whole, or part, dedicated to responsible gaming or problem gambling
- e. List any awards or recognition the applicant has received, related to efforts to promote responsible gaming, or mitigating gambling-related harms
- f. List any fines, violations, citations, and/or corrective action required by the applicant in response to insufficient or improper policies, procedures, operations, advertising/marketing, and/or any other business related to sports wagering or other gambling enterprises

SECTION F: TECHNOLOGY**F.1 GEOFENCING**

Provide a thorough description of how the applicant will ensure that authorized users placing online sports wagers on their platform are geographically located in the Commonwealth of Massachusetts. This information must include:

- a. Which geolocation system(s) will be utilized to reasonably detect the physical location of an authorized user attempting to place a wager on the platform
- b. How the system will:
 1. Accurately detect the physical location of an authorized user attempting to access or place a wager on the platform through accurate location data sources (Wi-Fi, GSM, GPS)
 2. Block or deny unauthorized attempts to access the platform, or place a wager, from outside of the Commonwealth
 3. Update the IP address and physical location if they change while the user is active on the platform
 4. Identify attempts to circumvent the requirement to be physically located in the Commonwealth
- c. How the applicant will log information received from the system
- d. How the applicant will report the information received from the system to the Commission

F.2 KNOW YOUR CUSTOMER

Provide a thorough description of how the Applicant will ensure the verification of information provided by users opening a new account on the platform.

1. Ensure the integrity of the user's account information
2. Ensure the integrity of a user's device if it indicates tampering or suspicious activity
3. Notify the applicant of potential risks or fraudulent activity

F.3 TECHNOLOGICAL EXPERTISE AND RELIABILITY

Provide a thorough description of how the Applicant will ensure the security, sustainability, and reliability of the following items:

- a. Wager acceptance
- b. Systems for monitoring structured wagers, real-time data feed, and any unusual or suspicious wagering activity
- c. Description, location, and periodic testing of servers
- d. Security of servers, applications, and communications networks
- e. Security of patron personal and wagering information
- f. Integrity monitoring and reporting, including any current affiliations related to integrity monitoring

SECTION G: SUITABILITY

G.1 SUITABILITY – CORPORATE INTEGRITY

Applicants must also complete and submit the following documents, before any suitability investigations or background checks will commence:

- [Massachusetts Gaming Commission Business Entity Disclosure Form](#)
- a. Joint Venture Agreements for the implementation of a sports wagering operation:
 1. Other Applicants
 2. Businesses
 3. Contractors
 4. Vendors

G.2 SUITABILITY - INDIVIDUAL QUALIFIER INTEGRITY

Any Key Persons or Employees associated with an applicant must also complete and submit the following documents, before any suitability investigations or background checks will commence:

- [Massachusetts Gaming Commission Multi-Jurisdictional Personal History Disclosure Form](#)

- [Massachusetts Gaming Commission Supplemental Form](#)

G.3 FINANCIAL STABILITY & INTEGRITY

Please provide the following documents, for the last five (5) fiscal years and through the date of the application:

- Documentation demonstrating the financing structure and plan for the proposal, including all sources of capital. *Please include current capital commitments, as well as plan and timing for meeting future capital needs*
- A detailed budget of the proposal cost, including any construction, design, legal and professional, consulting, and all other developmental fees. *Also identify all other pre-launch costs, including training, marketing, and initial startup capital*
- An analysis, including best, worst, and average case scenarios, that demonstrates the applicant's plan and capacity for accommodating steep downturns in revenues, and provides examples of those plans and strategies that have been successful in other jurisdictions
- What are the Applicant's annual liquidity, leverage, and profitability ratios, including current ratio, debt-to-equity ratio, and gross/net margin ratios?
- Information pertaining to contracts, loan agreements, and/or commitments that the applicant has breached or defaulted on during the last ten years. *Provide information for any lawsuit, administrative proceeding, or another proceeding that occurred as a result of the breach or default*
- A description of any administrative or judicial proceeding, during the last ten years, in which the applicant or any entity that owns 5%, or greater share, was found to have violated a statute or regulation governing its operation
- Any bankruptcy filings made, or proceedings commenced, for any entities owned or controlled by the applicant and any entity owning a 5% or greater share of the applicant
- Any financing amounts or ownership interests that are anticipated to come from minorities, women, and/or disadvantaged businesses. *If the applicant, or any portion of the applicant, is a public company, it is not necessary to list shareholders*
- Examples and/or narratives that substantiate the applicant's understanding of and experience with Internal Controls.

G.4 COMPLIANCE

Provide the following information on whether the applicant or its Key Persons has ever:

- Been employed by the Massachusetts Gaming Commission
- Possessed a gaming license (casino, video gaming, charitable games, lottery, pari-mutuel, sports wagering, etc.) issued by any jurisdiction – *if so, please provide a copy of each license*
- Held or holds a direct, indirect, or attributed interest in any business that intends to apply for a license with the Commonwealth
- Withdrawn a gaming license application, in any jurisdiction – *if so, please submit a detailed description of each withdrawal*
- Been denied a gaming-related license or finding of suitability, in any jurisdiction – *if so, submit a detailed statement describing the denial and/or related findings*
- Had a gaming license suspended, in any jurisdiction – *if so, include a detailed statement regarding each suspension*
- Had a gaming license revoked, in any jurisdiction, or has had disciplinary action initiated to revoke a license – *if so, submit a detailed description of each revocation or action initiated*
- Had a gaming license non-renewed or considered for non-renewal, in any jurisdiction – *if so, provide a detailed description of the circumstances*
- Been found unsuitable gaming license non-renewed or considered for non-renewal, in any jurisdiction – *if so, provide a detailed description of the circumstances*

Applicant: FBG Enterprises Opco, LLC

SIGNATURE FORMS

VERIFICATION AND AUTHENTICATION

The applicant, **FBG Enterprises Opco, LLC**, hereby authorizes the Commission, the Executive Director of the Commission, the Investigations and Enforcement Bureau, and/or their respective designees to take all necessary and reasonable steps to verify and authenticate any information or materials submitted in conjunction with this application and agrees to fully cooperate in such an inquiry. Further, the applicant is aware that if any of the responses to any question in this application are determined to be false, or if they are misleading, the application may be denied. The applicant acknowledges its continuing duty to provide updated information and/or promptly notify the Commission of any changes to the information or materials, of which it becomes aware or should be aware, that were provided in response to any question in this application.

[Redacted]

Name of Authorized Individual

[Redacted]

Position with Applicant


[Redacted]

Signature of Authorized Individual

11/16/2022

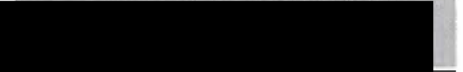
Date

ATTESTATION

I  on behalf of FBG Enterprises Opco, LLC hereby swear or affirm under the pains and penalties of perjury that the information contained in this Application form and all materials accompanying said form are true and accurate to the best of my knowledge and understanding; that I have reviewed the information contained in the Application form for accuracy; that I read and understand the questions and responses on the Application form; that any document accompanying this Application that is not an original document is a true copy of the original document; that I have read and understood all applicable provisions of 205 CMR and G.L. c.23N; that the applicant agrees to all terms, conditions, and obligations made applicable to all applicants for a sports wagering operator license; that in the event that the applicant is awarded an operator license it agrees to all obligations, terms, and conditions imposed upon a successful applicant; and that I am authorized to submit this application on behalf of the applicant.



Name of Authorized Individual



Position with Applicant



Signature of Authorized Individual

11/16/2022

Date

WAIVER OF LIABILITY

FBG Enterprises Opco, LLC hereby holds the Commonwealth of Massachusetts and its instrumentalities and agents, including but not limited to the Massachusetts Gaming Commission and its agents, representatives and employees harmless, both individually and collectively, from any and all claims of liability for damages of whatever kind, resulting at any time from any disclosure or publication of information acquired during the application process or the use of any information provided in furtherance of this application.

[Redacted]

Name of Authorized Individual

[Redacted]

Position with Applicant

[Redacted]

Signature of Authorized Individual

11/16/2022

Date



Fanatics

**FBG ENTERPRISES OPCO, LLC
APPLICATION FOR CATEGORY 3 SPORTS
WAGERING OPERATOR LICENSE**

Prepared and Submitted November 2022

Massachusetts Gaming Commission

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SECTION B: SPORTS WAGERING EXPERIENCE & EXPERTISE

B.1 APPLICANT'S ABILITY TO OFFER SPORTS WAGERING IN THE COMMONWEALTH

Provide a thorough description of the applicant's ability to offer sports wagering in the Commonwealth. This should include the following:

- a. Background in sports wagering**
- b. Experience and licensure in other jurisdictions with sports wagering**
- c. Plans to offer the platform in coordination with other applicants or person**
- d. Intention to limit participation in any allowable sports events**

FBG Enterprises Opco, LLC (the "Company," "we," "Fanatics," or "Fanatics Betting and Gaming") is the applicant entity for a Category 3 Sports Wagering Operator License. Fanatics intends to offer its mobile sports wagering platform in the Commonwealth of Massachusetts under a "tethered" commercial agreement with Plainville Gaming and Redevelopment, LLC d/b/a Plainridge Park Casino, a Category 1 sports wagering applicant. Fanatics is an indirect subsidiary of Fanatics Holdings, Inc. ("FHI"), a privately held corporation that owns, among other businesses, Fanatics, Inc. ("Fanatics Commerce"), the largest seller of licensed sports merchandise in the world, Fanatics Collectables, now the preeminent licensed trading card brand in U.S. following its recent acquisition of Topps, Candy Digital, a next generation digital collectables company, and Fanatics Betting and Gaming, the applicant.

Michael Rubin is the founder and executive chairman of FHI. Michael, noted internet entrepreneur, philanthropist, and social justice advocate, has built several multibillion-dollar direct-to-consumer companies. Driven by a deep passion for business and a life-long love of sports, Michael is CEO of FHI, a global digital sports platform that is reimagining the fan experience across many different businesses, including licensed merchandise, physical and digital trading cards and collectibles, and sports betting and gaming. Michael is a board member of Rue Gilt Groupe, the premiere off-price, e-commerce destination that includes RueLaLa.com, Gilt.com and ShopPremiumOutlets.com. He also founded GSI Commerce, which was sold to eBay in 2011 for \$2.4B.

In addition to his entrepreneurial success, Michael is an advocate for criminal justice reform and the co-chair of REFORM Alliance, an organization that includes some of the biggest

names in sports, business and culture that's dedicated to advancing criminal justice reform and eradicating antiquated probation laws that perpetuate injustice in the United States. Michael is also the creator of the ALL IN Challenge, one of the largest digital fundraisers ever that raised \$60M to feed those most in need during the COVID-19 pandemic by enlisting hundreds of the biggest celebrities, athletes, entertainers, sports leagues, teams and corporations to donate incredible prized possessions or create once-in-a-lifetime experiences that were available as online auctions or sweepstakes.

Named annually as one of the most prominent people in sports business, Michael was named the Sports Business Journal "Executive of the Year" in 2022 and has also been named to the Bleacher Report "Power 50" list of most influential people in sports. Through his vision of innovating the licensed sports industry, FHI and its commerce subsidiary business, Fanatics, Inc. ("Fanatics Commerce," or "Commerce") has several times been named one of the "50 Most Innovative Companies in the World" by Fast Company, "Sports Business of the Year" by Yahoo! Finance, and was awarded the "Business Model of the Decade" (2010-2019) by Sports Business Journal. Michael spent more than a decade as a partner of the Philadelphia 76ers before selling his ownership stake in the team in June 2022 to focus his efforts on Fanatics' expansion across the broader sports ecosystem.

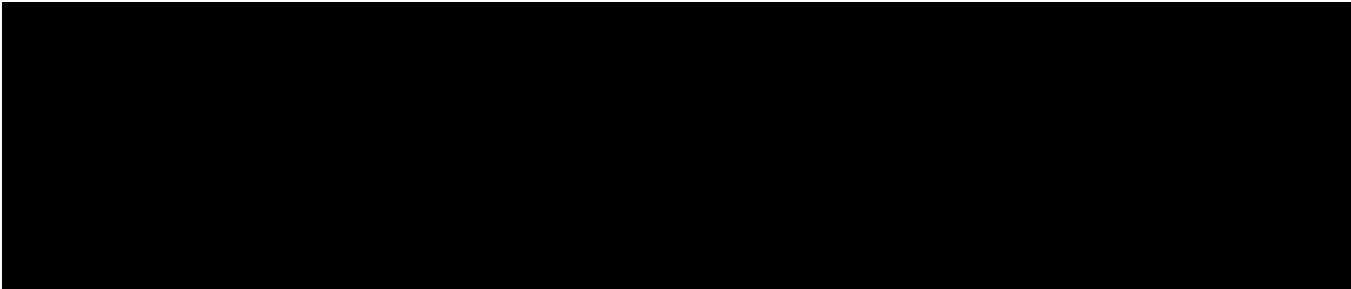
Matt King serves as the Chief Executive Officer of Fanatics Betting and Gaming. In this role, Matt is responsible for navigating Fanatics' entrance into the online sports gambling and iGaming businesses. He brings decades of industry experience and has a proven track record of providing safeguards for consumers and upholding responsible gaming initiatives.

Prior to Fanatics, Matt was Chief Executive Officer of FanDuel, spearheading the company's growth as it became the leading sports wagering operator in the United States. Under Matt's leadership, FanDuel's revenue grew from \$120 million seven years ago to nearly \$2 billion. He previously served as the company's Chief Financial Officer. Prior to FanDuel, he was President of Regional Operations and Corporate Development at Cottingham & Butler, an insurance broker. Matt also spent 11 years at KKR Capstone where he held various positions focused on creating new business and improving the performance of its portfolio companies.

The Fanatics leadership team is composed of several other executives who have significant experience in the sports wagering space. Ari Borod, the Chief Business Officer, was formerly a Vice President at FanDuel and later the Chief Operating Officer of The Action Network, a sports wagering-focused media platform. Scot McClintic, the Company's Chief Product Officer, is the former Chief Product Officer of Penn National's digital arm, where he led the development of the Barstool Sportsbook online platform. And Ian Botts, the Company's Chief Technology Officer, is the former senior software executive of FanDuel.

The Company holds an Online Sports Wagering Operator License from the Maryland State Lottery and Gaming Control Commission, and a Sports Wagering Facility Operator License from the same agency. The Company was also recently approved for mobile and retail sports wagering licenses by the Ohio Casino Control Commission. Furthermore, the Company has

filed similar retail and/or online wagering applications in [REDACTED]. The Company has never had a license application revoked or denied.



B.2 SPORTS WAGERING EXPERIENCE - DESCRIPTION OF SPORTS WAGERING OPERATION

(Category 1 & 2 Applicants Only) –

Provide a thorough description of the sports wagering operation proposed for the Commonwealth. This should include the following:

- a. Description of the customer experience, including options, promotions, and offers**
- b. Overview of wagering activity**
- c. Estimated volume of wagering activity (*annually*)**
- d. Estimated market share within each jurisdiction**

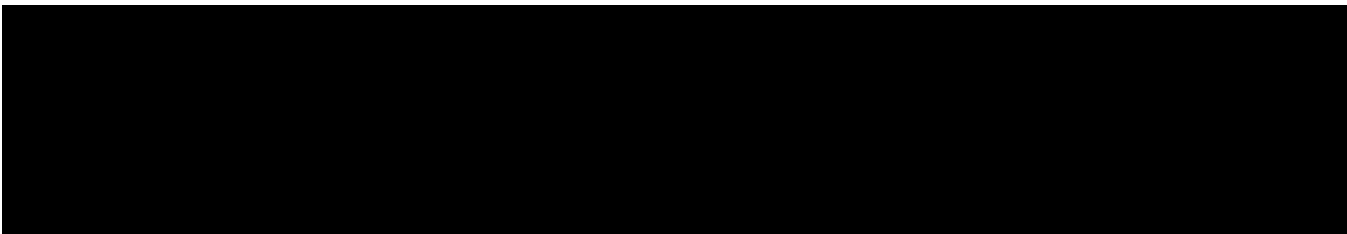
N/A - Fanatics is a Category 3 applicant.

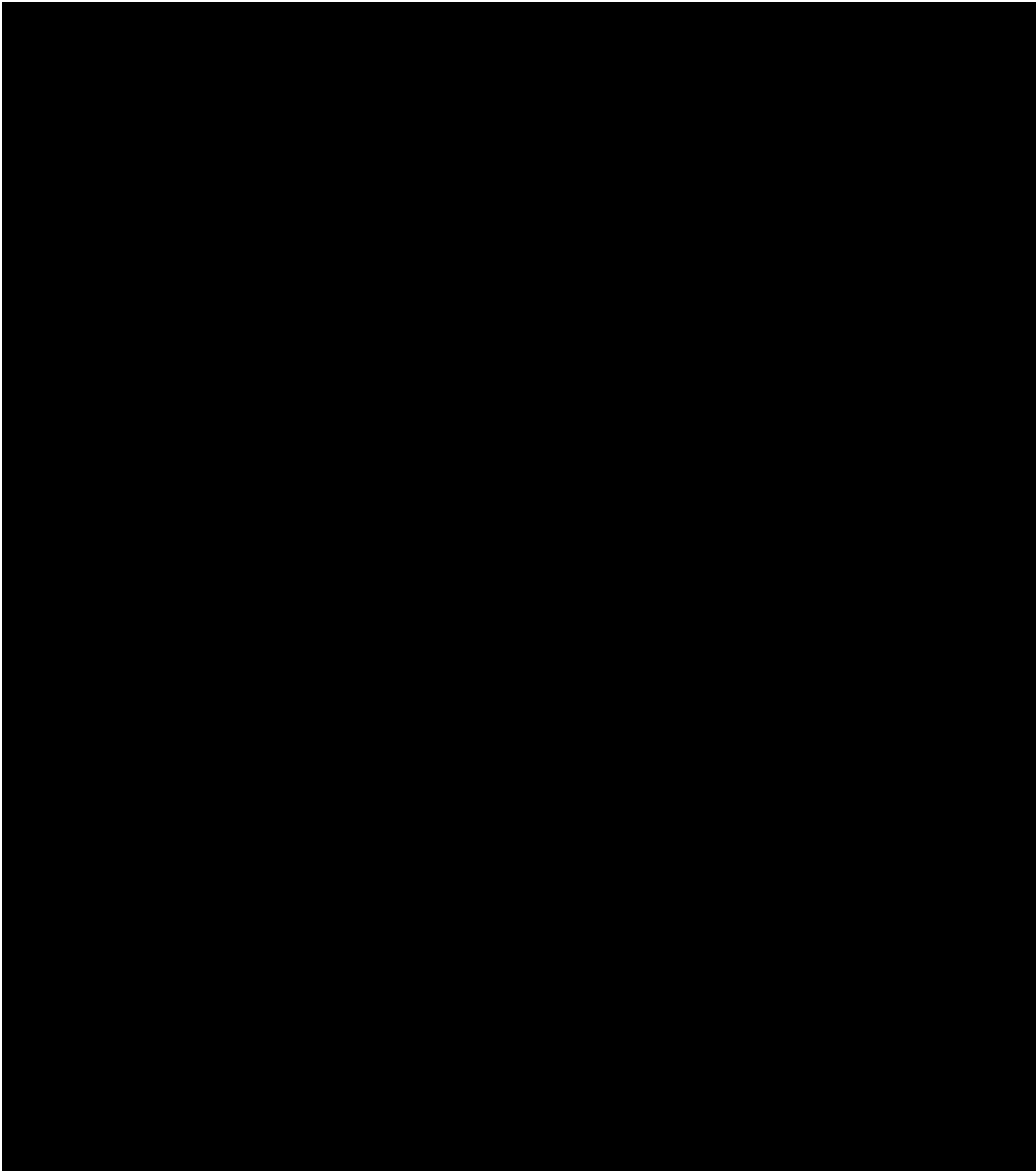
B.3 SPORTS WAGERING EXPERIENCE - DESCRIPTION OF SPORTS WAGERING PLATFORM

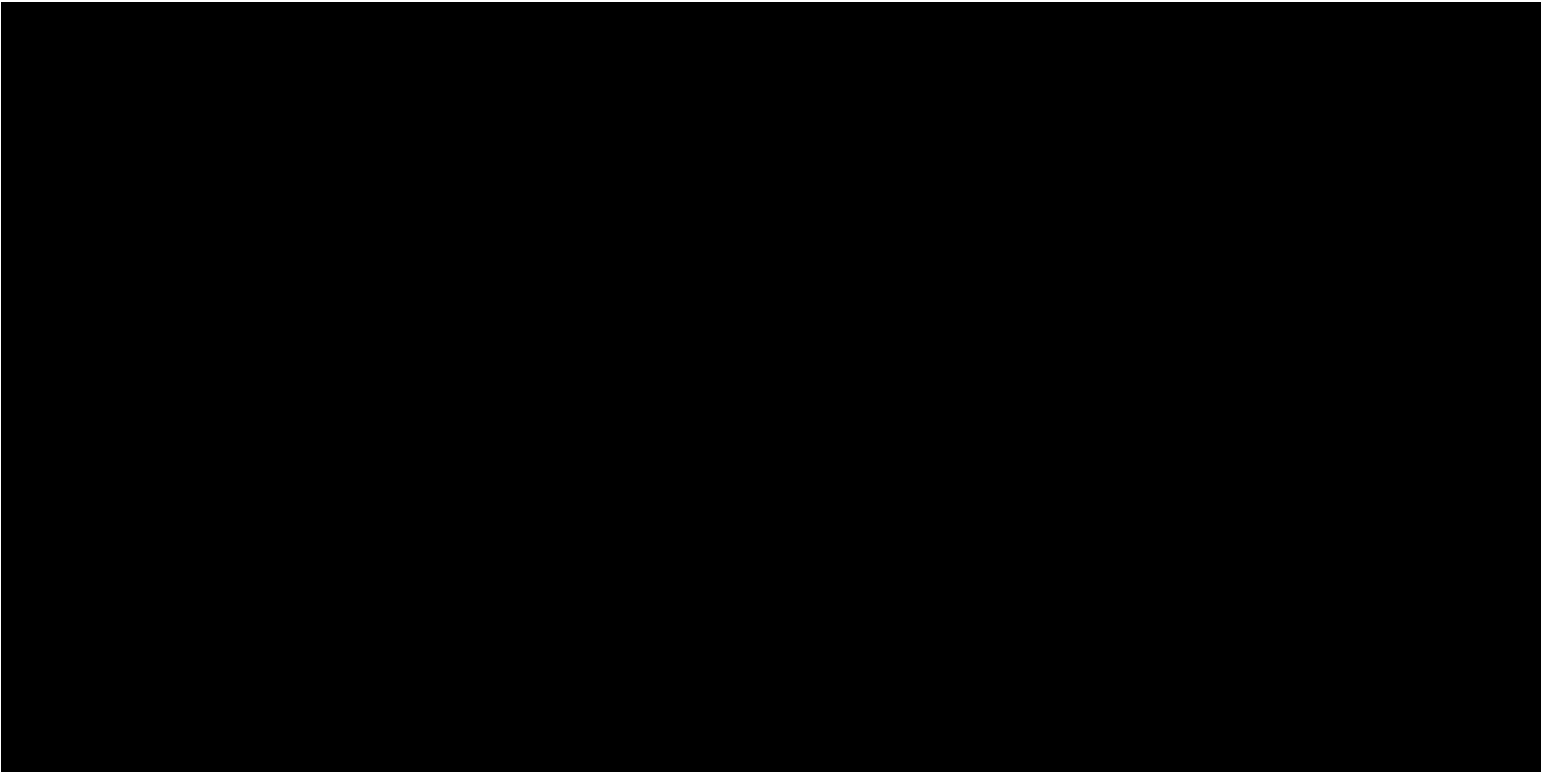
(Category 3 Applicants Only)

Provide a thorough description of the sports wagering platform to be operated in the Commonwealth. This should include the following:

- A. Description of the customer experience, including options, promotions, and offers**

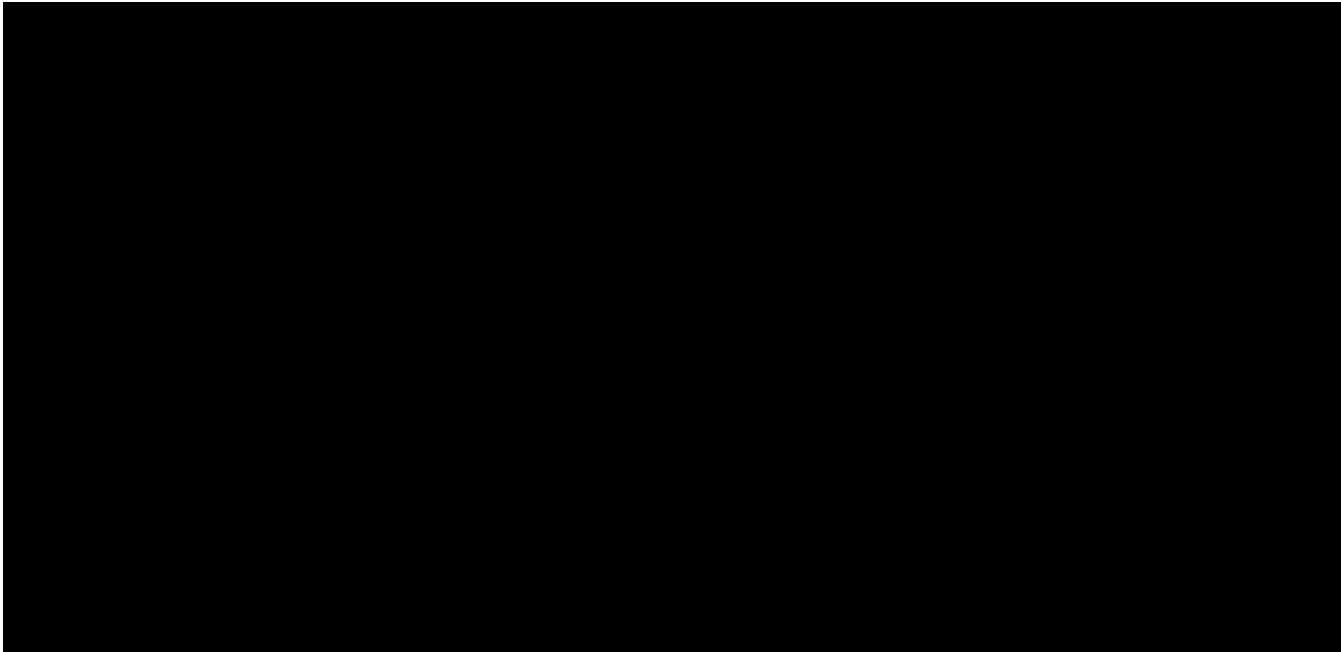






B. Overview of wagering activity

Fanatics has developed its online sports betting platform, which it will launch across the United States in early 2023. In addition, Fanatics will launch its first retail (physical location) sportsbook in the first quarter of 2023. Therefore, Fanatics does not currently have any wagering activity on its platform. However, as noted in Section B.1, the Fanatics team has significant experience in developing and maintaining an online sports wagering platform.



C. Estimated volume of wagering activity (*annually*)



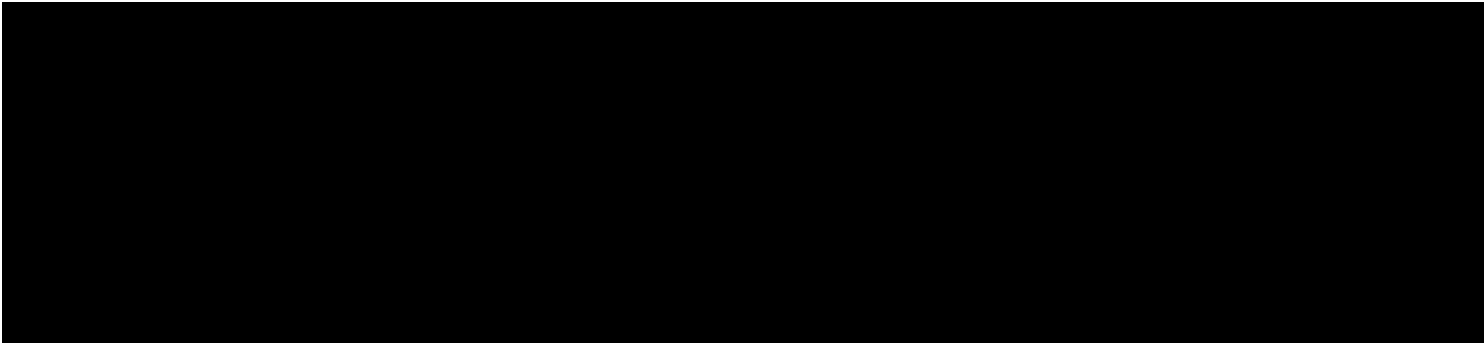
D. Jurisdictions where the platform is currently licensed and operating

As mentioned previously in this application, Fanatics currently holds online and retail sports wagering operator licenses in Maryland and Ohio. Please note, Maryland online and Ohio retail and online sports wagering have not yet commenced since neither state has officially launched those respective markets.

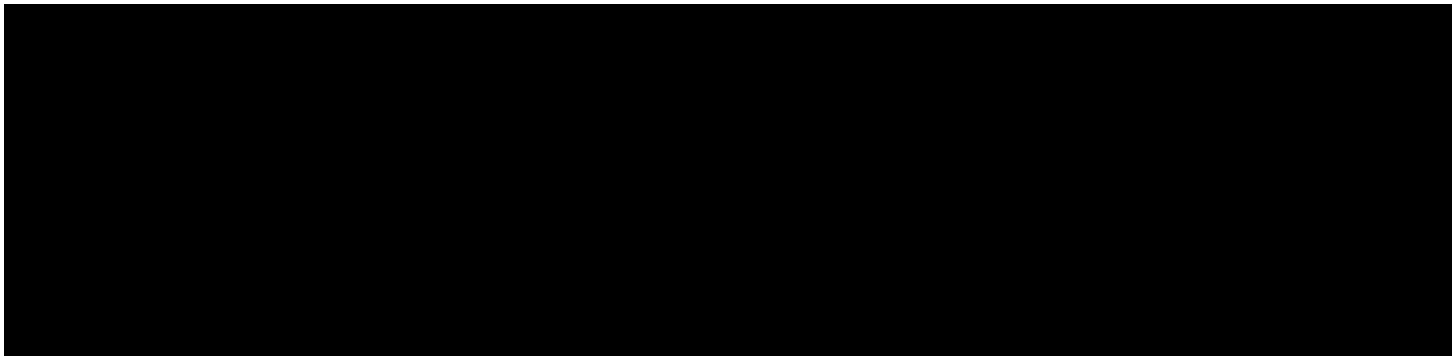


E. Current integration in use with other wagering operators

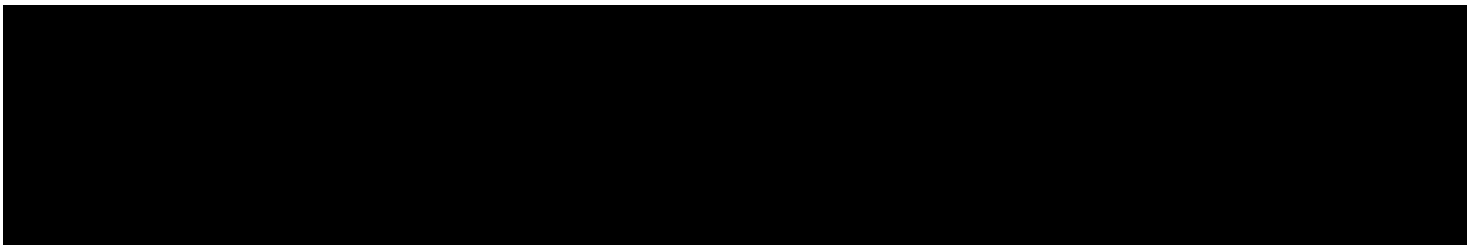




F. The number of user accounts maintained



G. Estimated market share within each jurisdiction

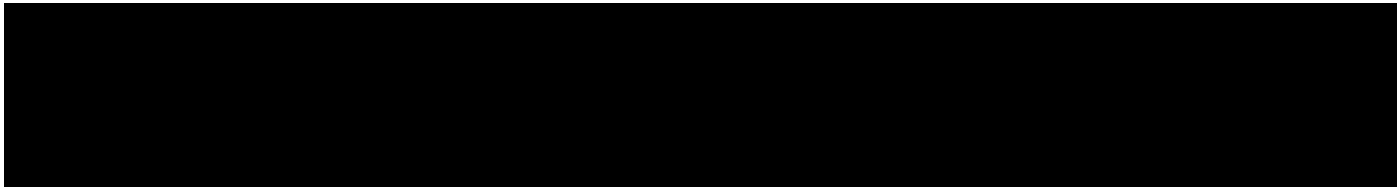


B.4 SPORTS WAGERING EXPERTISE – TECHNICAL FEATURES & OPERATION OF PLATFORM

(Category 3 Applicants Only)

Provide a thorough description of the applicant’s expertise in sports wagering and how it would be applicable in the Commonwealth. This should include the following:

A. Overview of technical standards, features, and operation of the platform



[REDACTED]

B. List of all current certifications or approvals from certified independent test labs and jurisdictions

[REDACTED]

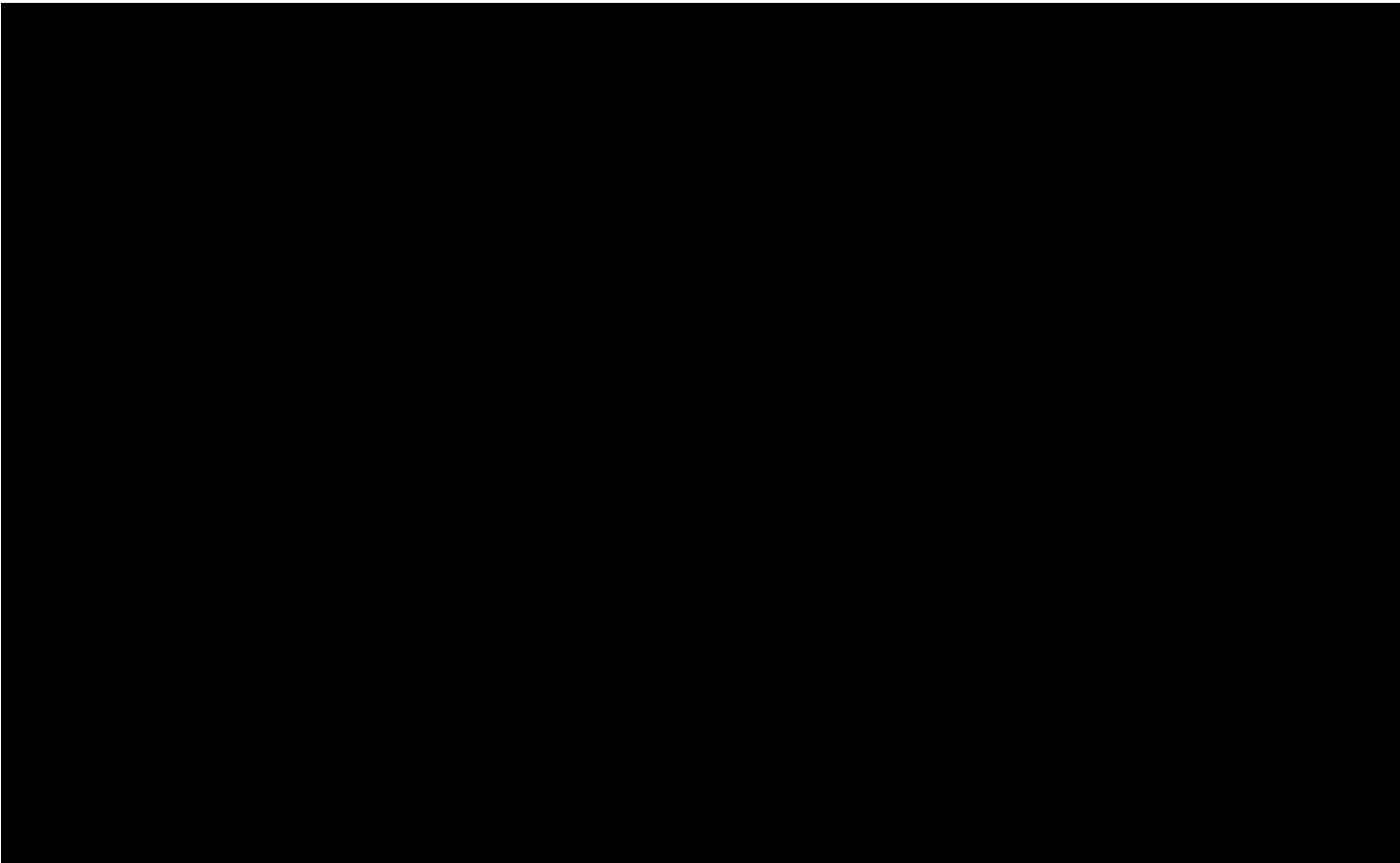
C. Plan for continuous support, maintenance, and change management of the platform

[REDACTED]

D. Outline the features of the platform designed to support the customers

[REDACTED]



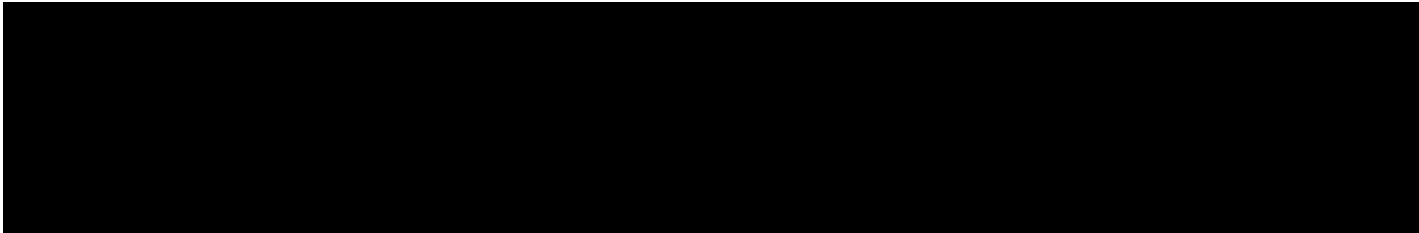


E. Sample wagering menu the Applicant intends to offer, *pending approval from the Commission*

Please see Exhibit B4-e-01 Sports Betting Catalog for a sample catalog of events that Fanatics would seek to offer in the Commonwealth.

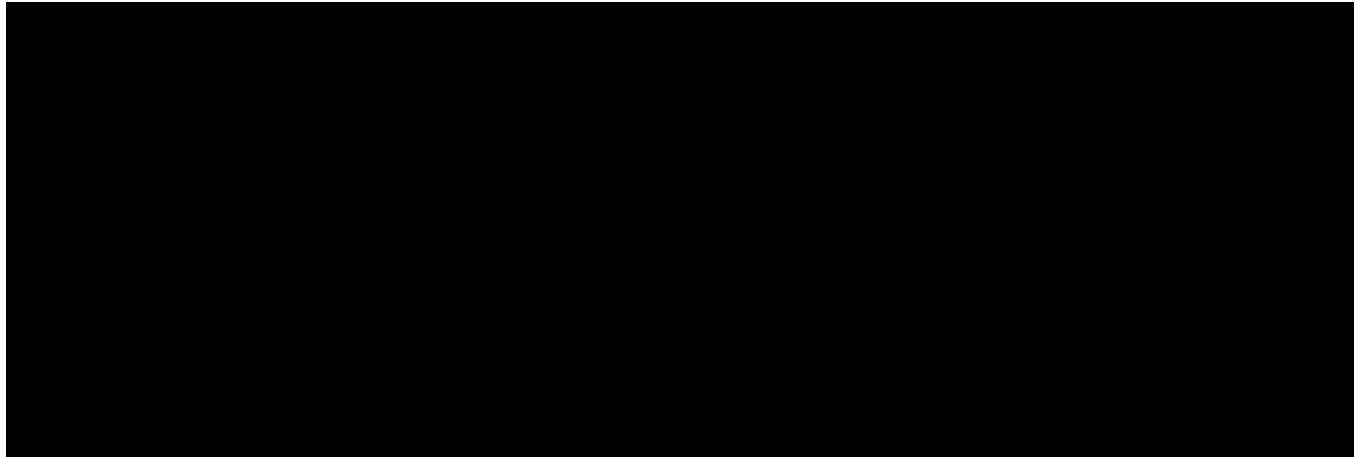
F. Description of Applicant’s proposed ability to commence mobile sports wagering on the platform

The Fanatics executive leadership team has significant experience in launching sportsbook products in new markets, notably with other prominent sportsbooks such as FanDuel and Barstool. Fanatics benefits from and leverages its leaders’ previous experiences to not only launch its product, but also deliver a more robust platform, better process, and overall experience for its patrons.

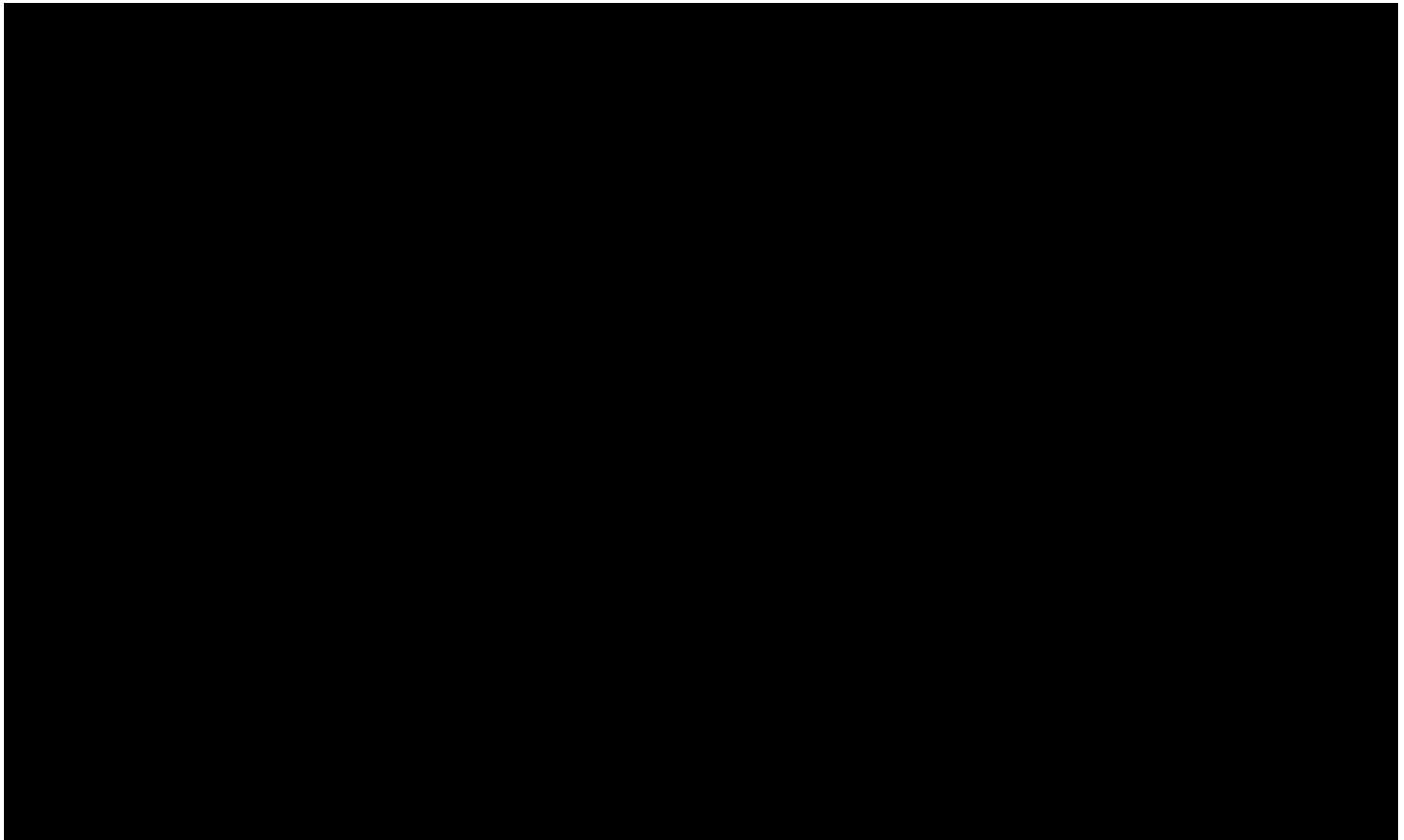


G. How the Applicant intends to prevent wagering by prohibited persons, including underage persons, problem gamblers, employees, etc.

Patron security and safety is a core tenant and focus of Fanatics. Fanatics leverages external best in class tooling and is further building additional internal capabilities to ensure patron safety is maintained through the following methods:



H. Outline any technology to be used or features offered that the applicant believes sets their platform apart from those of (potential) other applicants

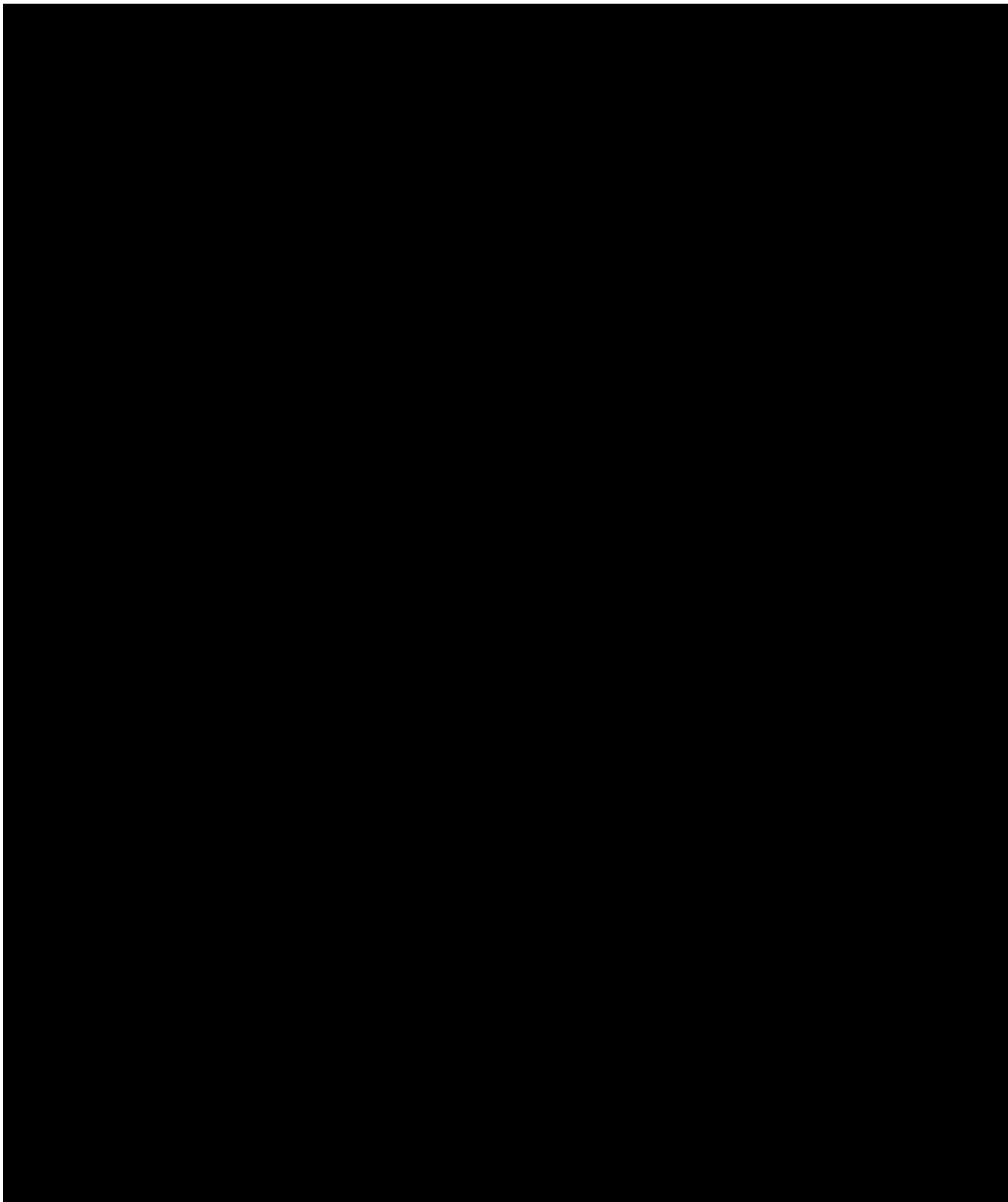


SECTION C: ECONOMIC IMPACT ON THE COMMONWEALTH

C.1 EMPLOYMENT OPPORTUNITIES WITHIN THE COMMONWEALTH

Provide a thorough description of the employment opportunities that will be offered if the applicant is approved for licensure by the Commission. This should include the following:

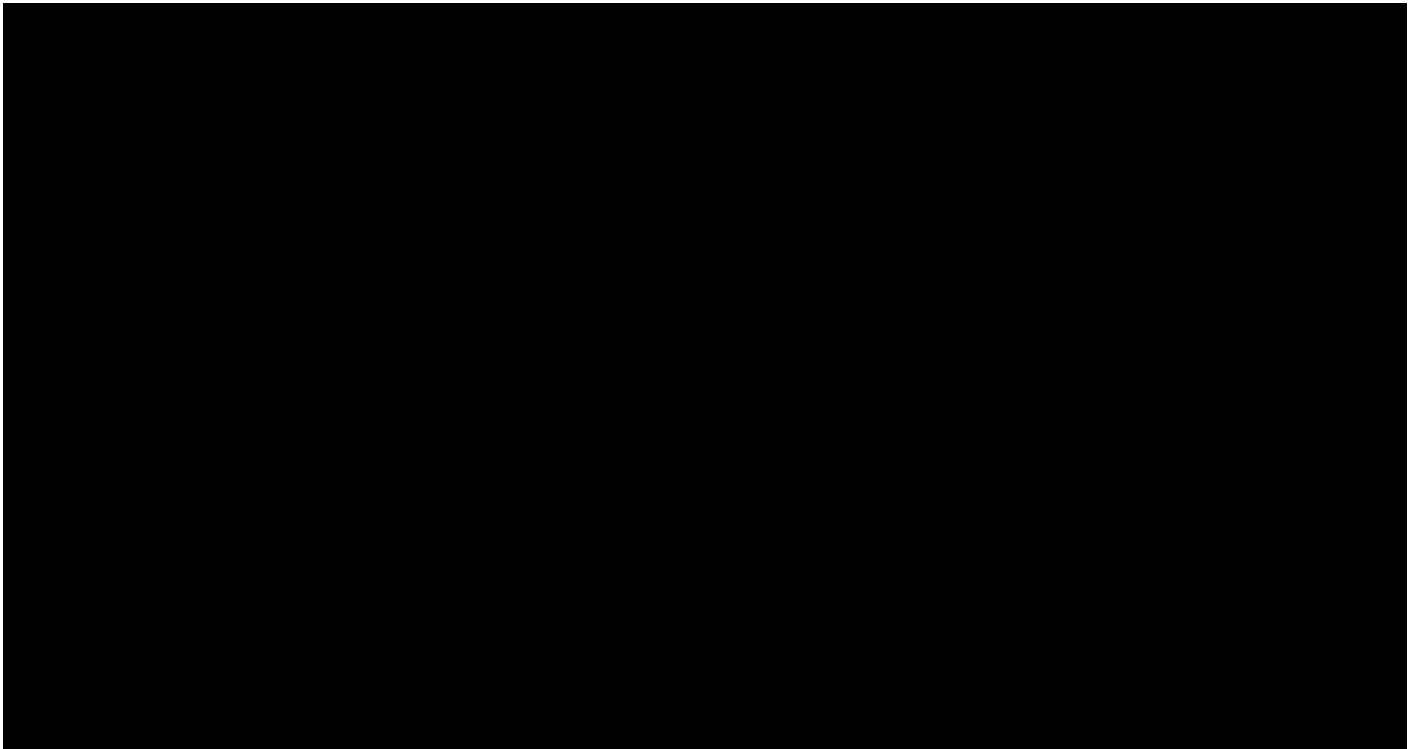
- a. **The number of current full-time and part-time employees within the Commonwealth**
- b. **The number of current work locations within the Commonwealth**
- c. **The number of proposed full-time and part-time positions that will be created within the Commonwealth**
- d. **The title, job description, salary, and benefits information for each of the proposed positions**
- e. **The training that will be required and made available for all proposed positions**
- f. **The number of proposed work locations that will be created within the Commonwealth**
- g. **Description of plans for workforce development opportunities for Applicant's staff within the Commonwealth**
- h. **Outline the strategy for focusing on job opportunities and training in areas and demographics with high unemployment and/or underemployment**

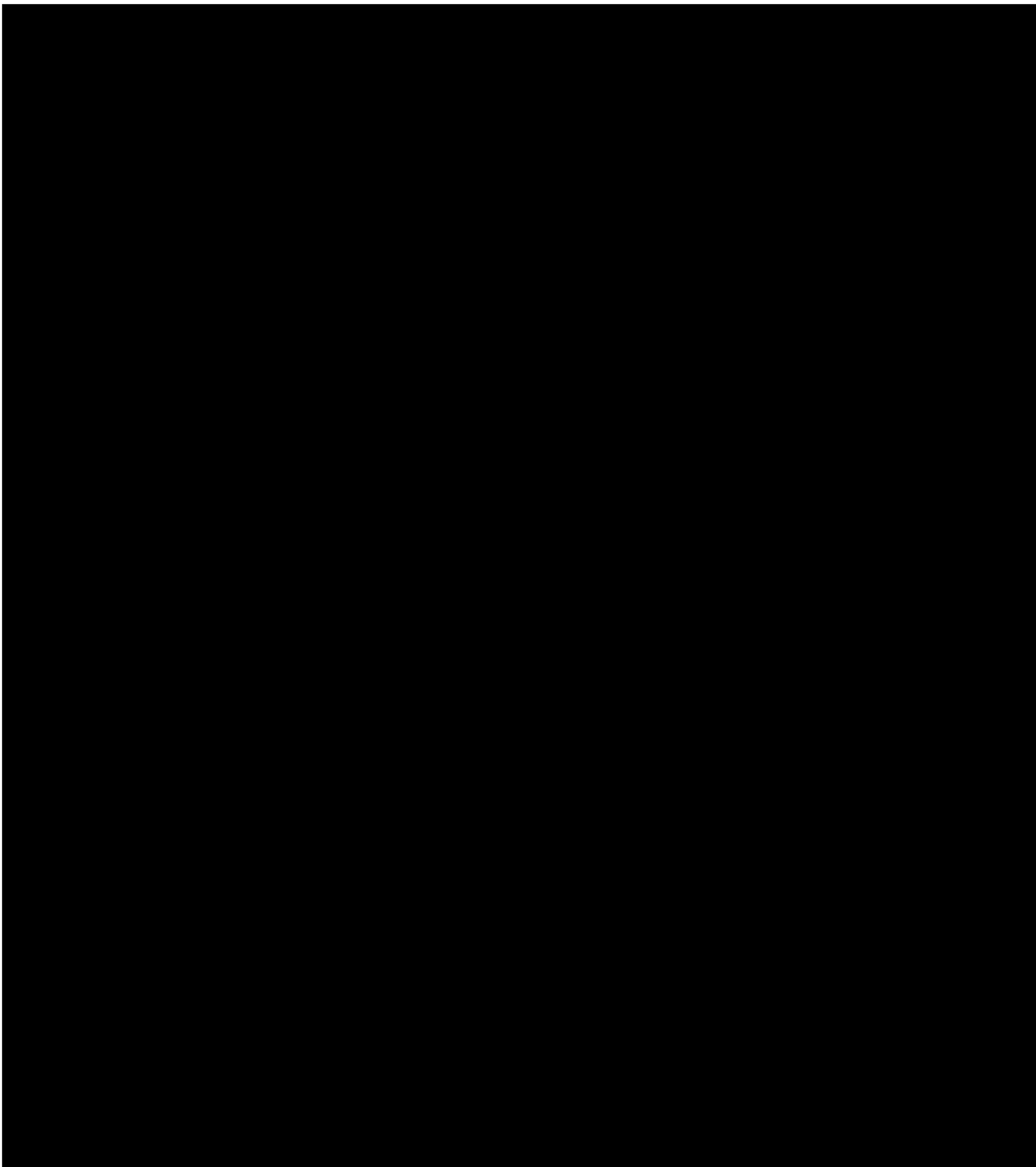


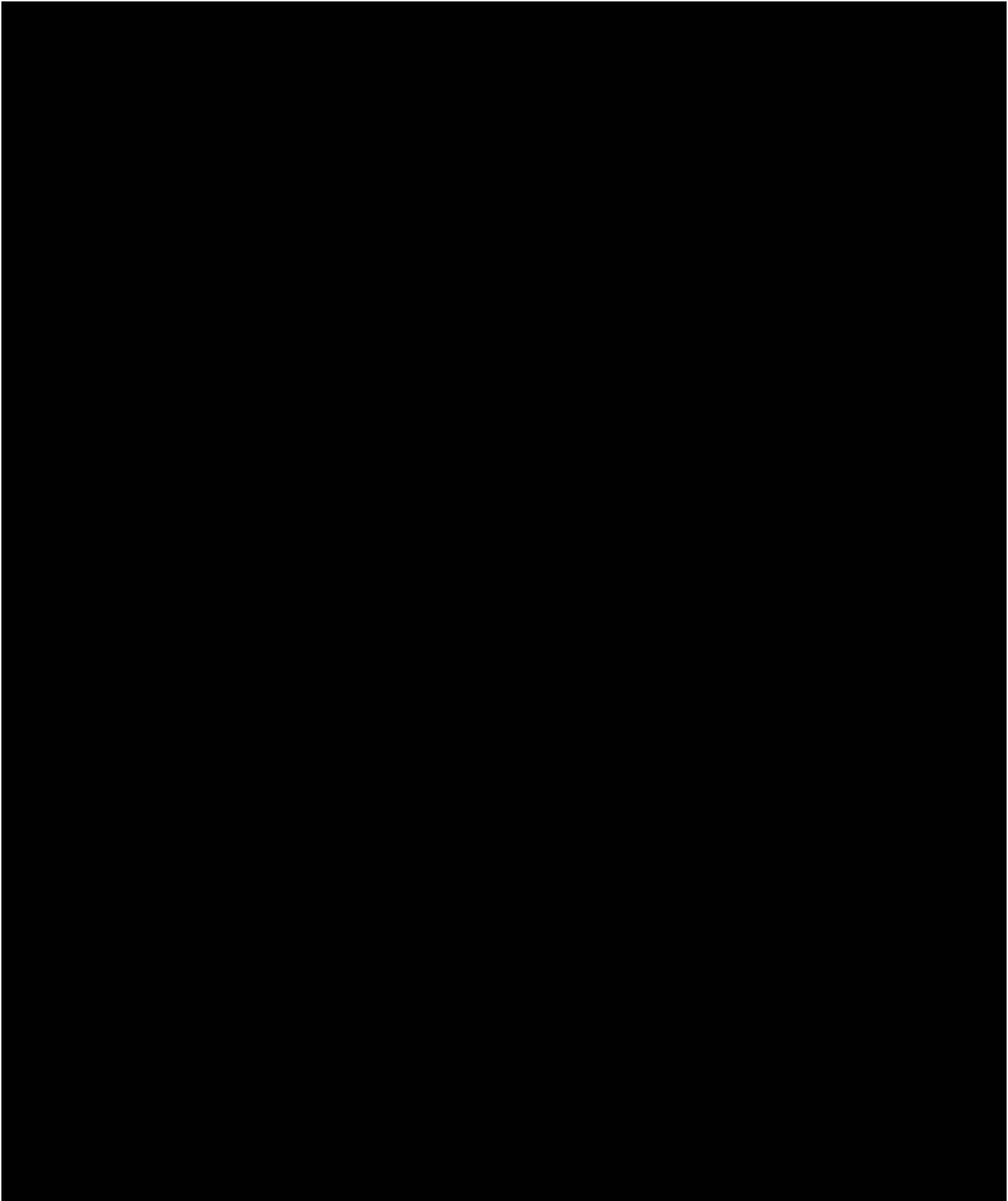
C.2 PROJECTED REVENUE

Provide studies and projections for gross sports wagering revenue for each of the first five years of wagering operations on a best, average, and worst case basis. The studies and information provided should include:

- A. Projected figures for sports wagering revenue and methodology used to arrive at these projections**
- B. Projected figures for any non-sports wagering revenue and methodology used to arrive at these projections**
- C. Projected figures for all tax revenue to the Commonwealth and methodology used to arrive at these projections**
- D. Profitability of sports wagering operation (in-person & mobile) in other jurisdictions where the applicant is licensed**
- E. History of operating performance versus revenue projections for the last five years for other jurisdictions where the platform is licensed – *includes documentation outlining the applicant's record of success or failure in meeting the performance objectives***
- F. Description of methods to ensure that revenues are maximized within the Commonwealth**
- G. Description of plans to compete with other nearby jurisdictions and to market to Massachusetts patrons**







C.3 CONSTRUCTION - GAMING ESTABLISHMENTS

Not Applicable. Fanatics is a Category 3 applicant and therefore is not offering a brick and mortar gaming establishment in Massachusetts.

C.4 CONSTRUCTION - LIVE HORSE RACING/SIMULCASTING FACILITY

Not Applicable. Fanatics is a Category 3 applicant and therefore is not offering live horse racing or simulcasting facilities in Massachusetts.

C.5 COMMUNITY ENGAGEMENT

Provide a thorough description of how the Applicant will contribute to economic & business development, tourism & community relations, and the promotion of charitable causes in the Commonwealth. Including:

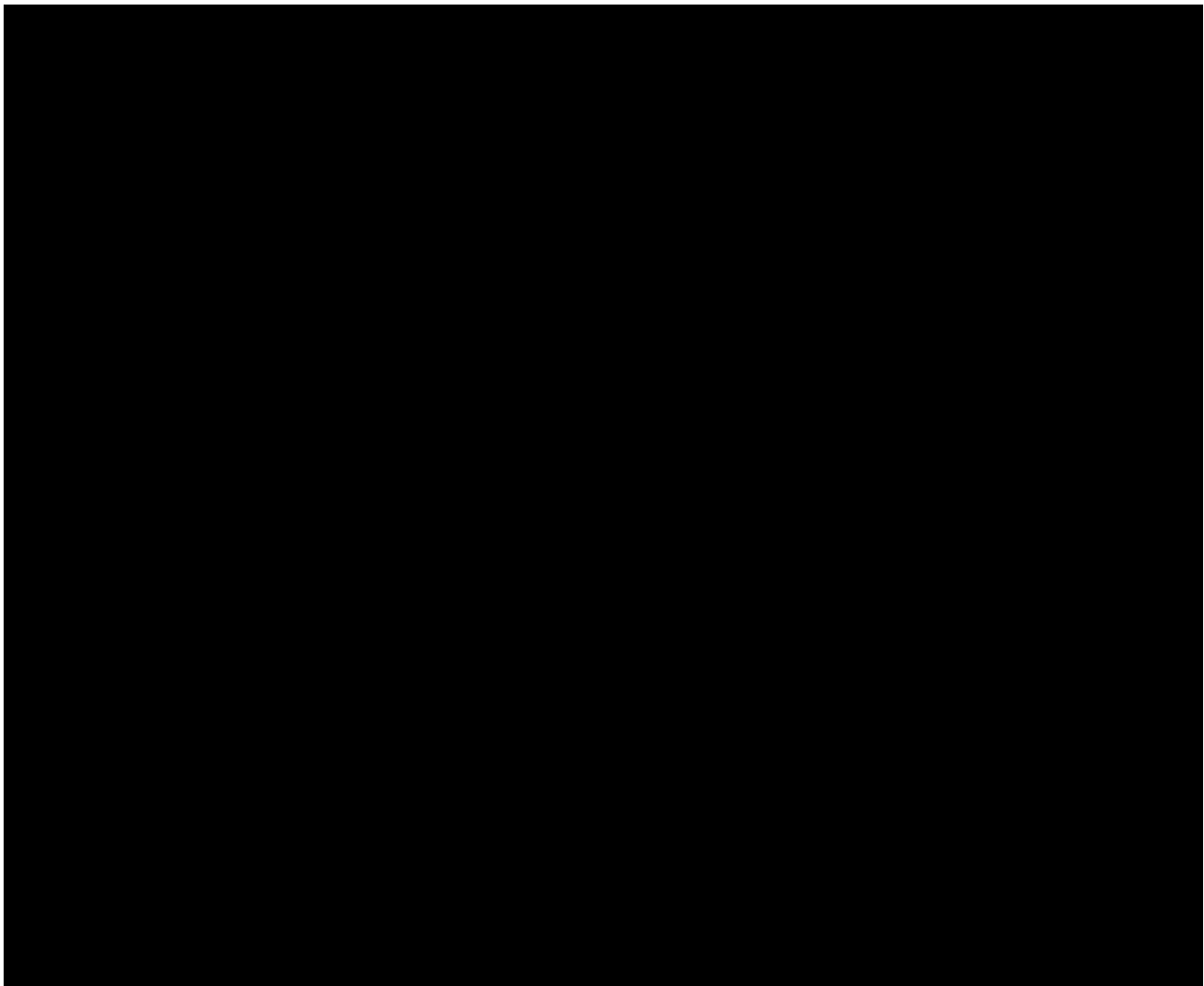
- A. Creating partnerships for any community, economic development, and tourism opportunities with local or regional entities including but not limited to the Massachusetts Office of Business Development, Chambers of Commerce, Regional Tourism Councils, and the Massachusetts Marketing Partnership**
- B. Plans, measures, and steps the applicant intends to take to avoid any negative impact on the revenues currently generated by the Massachusetts State Lottery, including cross-marketing strategies and increasing ticket sales**
- C. Promoting local businesses, including restaurants, hotels, and retail outlets**
- D. Cross-marketing with live entertainment venues and/or attractions**
- E. Supporting any community enhancements being incorporated at the local level**
- F. Highlighting unique business and marketing strategies to draw new revenues from new customers**

From CEO Michael Rubin to Fanatics' employees, the Company has a culture of philanthropy. Whether it's advocating on behalf of those trapped in an unjust criminal justice system or those who are the target of bigotry and racism, Michael has been a pioneer in these efforts and has used his platform to change hearts, minds, laws, and policies that discriminate against the world's vulnerable populations. The REFORM Alliance, which Michael co-founded along with New England Patriots owner Robert Kraft, aims to transform probation and parole by changing laws, systems and culture to create real pathways to work and wellbeing. In 2021, The REFORM Alliance saw key victories in probation reform in five states – Georgia, New York, Virginia, Mississippi, and New Jersey. Since its inception in 2019, 14 bills have been passed in nine states

to change probation and parole laws, creating avenues for more than 650,000 people to leave the system.

Throughout the Fanatics' organization, including at the highest levels of leadership, the Company leads by example and its philanthropic efforts are fully supported – whether that takes the form of cash, merchandise donations, volunteerism or lending a voice and brand to numerous nonprofit organizations and causes. In 2020 and 2021, Fanatics leveraged its strengths—including wide-ranging relationships across sports, entertainment and business as well as our innovative platform, our agile culture, and our engaged leadership—to respond to the global pandemic and create new partnerships with organizations that align with our values.

For more information on Fanatics' commitment to community engagement, see Exhibit C5-a-01 Global Impact Report.



SECTION D: DIVERSITY, EQUITY, & INCLUSION

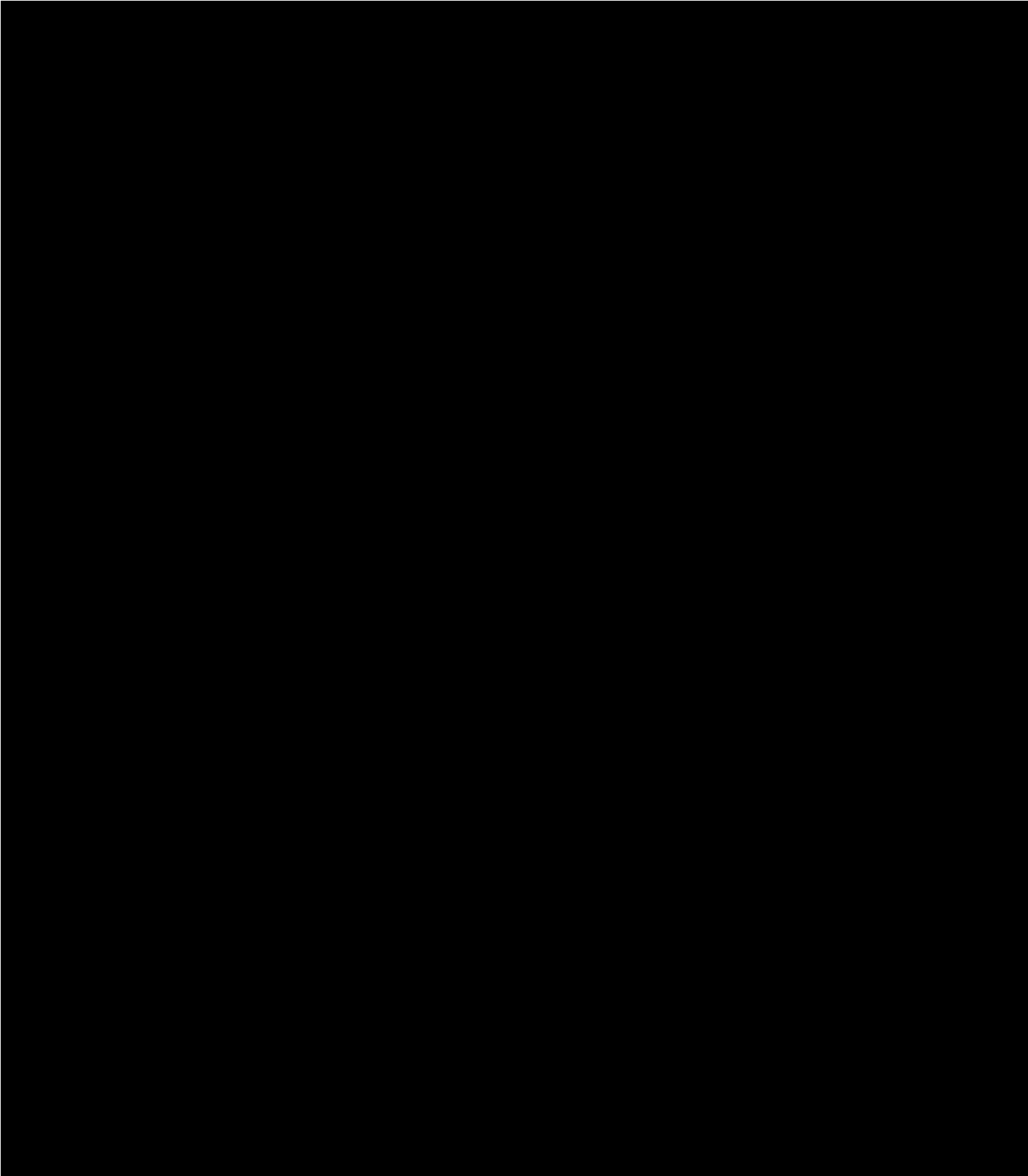
D.1 DIVERSITY, EQUITY, & INCLUSION - WORKFORCE

Provide a thorough description of the applicant's willingness to foster racial, ethnic, and gender diversity, equity, and inclusion, within their workforce, both at the corporate level and the proposed entity within the Commonwealth. The information must include:

- A. Applicant's current diversity, equity, and inclusion team – *please include the name and title of those individuals currently identified as part of the diversity, equity, and inclusion staff/team, as well as a copy of their location on the applicant's organizational chart***
- B. Applicant's workforce diversity, equity, and inclusion policy**
- C. Workforce demographics, demonstrating the applicant's current workforce diversity**
- D. Efforts to be made to cultivate workforce diversity, equity, and inclusion by identifying, recruiting, and hiring minorities, women, persons with disabilities, and veterans**
- E. Memberships and/or intentions for joining any local, regional, state, and/or national organizations committed to the development and promotion of diversity, equity, and inclusion initiatives**

The wider FHI/Fanatics business has continually demonstrated its commitment to building a diverse and tolerant workplace.







D.2 DIVERSITY, EQUITY, & INCLUSION - SUPPLIER SPEND

Provide a thorough description of the Applicant's overall and specific goals, applicable to the total dollar amount of contracts, for the utilization of:

- A. Minority-owned business enterprises**
- B. Women-owned business enterprises**
- C. Veteran-owned business enterprises**

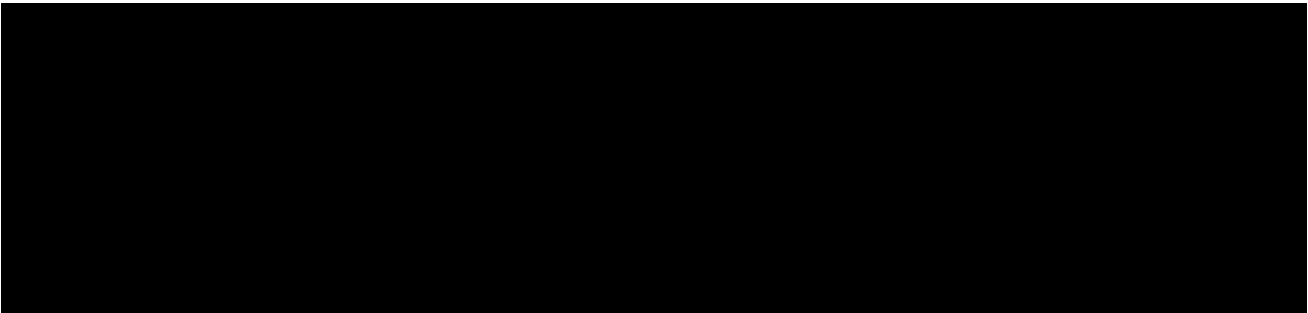
Please include how each of these enterprise groups will participate as:

- **Contractors in the design and/or building of the sports wagering platform**
- **Vendors in the execution, maintenance, and/or support of the sports wagering platform**
- **Vendors in the provision of goods and services**



D.3 DIVERSITY, EQUITY, & INCLUSION – CORPORATE STRUCTURE

Provide a thorough description of the Applicant’s commitment to diversity, equity, and inclusion initiatives in the Commonwealth. This should include:

- A. The makeup of the Applicant’s ownership, leadership, and governance structure, – *including minorities, women, and veterans in positions of leadership throughout the corporate structure*
 - B. How the Applicant intends to create joint ventures with corporate partners and/or partnerships with local or regional entities, including but not limited to programs, non-profit organizations, and agencies, dedicated to establishing a welcoming and inclusive experience for all patrons, users, and employees in the Commonwealth
- 

FHI has built a global business around fueling connections and amplifying pride among millions of fans in thousands of communities. The organization is committed to harnessing that reach—as well as its innovative technology platform and exclusive licensing rights—to make a positive impact in its communities. FHI prioritizes the organizations and issues that matter most to the communities where fans live, work, and play. Its current three focus areas are philanthropy, volunteering, and special causes.

FHI launched two meaningful partnerships with Make-A-Wish and the 2022 Special Olympics USA Games. Through the Make-A-Wish partnership, FHI is providing monetary support and merchandise donations to help fulfill sports-related wishes that bring hope and joy to children when they need it most. With a first-of-its-kind merchandise partnership with the 2022 Special

Olympics USA Games, FHI is donating cash, apparel, and merchandise to athletes, volunteers, and partners, as well as managing their e-commerce website and on-site retail during the Games.

Since 2019, FHI has been actively involved in the fight for social justice in the U.S., advocating on behalf of those trapped in the criminal justice system or those who are the target of bigotry and racism. In 2020, FHI partnered with the NBA and with Faith, Integrity, Sacrifice, Leadership, and Legacy (“FISLL”), a social impact brand that looks to engage and empower youth for leadership and impact through a diverse life coaching platform, to collectively donate over \$30,000 to social justice causes. In 2020 and 2021, FHI continued working with the REFORM Alliance, an organization that works to dramatically reduce the number of people who are unjustly under the control of the criminal justice system. Additionally, FHI engaged with and supported the UK’s LGBT Foundation, which shares the organization’s belief in a fair and equal society where all people who identify as lesbian, gay, bisexual, and trans can achieve their full potential, through donations of proceeds from Pride merchandise sales.

FHI will continue to create opportunities for its employees and fans to give back and strengthen community partnerships. In 2022, FHI will launch a company-wide Global Volunteering Program. The objective is to formalize the approach, providing more structure to the existing volunteering program and expand the ways FHI encourages and rewards employees who give back to their communities. This new program will coordinate efforts across the globe and improve upon the existing program with a technology solution for signing up for volunteer projects in local communities and managing volunteer hours.

SECTION E: RESPONSIBLE GAMING

E.1 RESPONSIBLE GAMING POLICIES

Referencing the following documents:

- MGC Responsible Gaming Framework
- Applying Principles of the Massachusetts Responsible Gaming Framework to Sports Wagering Policy & Practice
- GameSense Logic Model
- Responsible Gaming Considerations for Gambling Advertising

Provide a proposed responsible gaming plan draft that, at a minimum, incorporates policies and tactics for the following key strategies:

- A. Commitment to corporate social responsibility**
- B. Support positive play**
- C. Promote public health and safety**
- D. Ensure responsible advertising and marketing**
- E. Manage high-risk financial transactions**
- F. Engage the community**

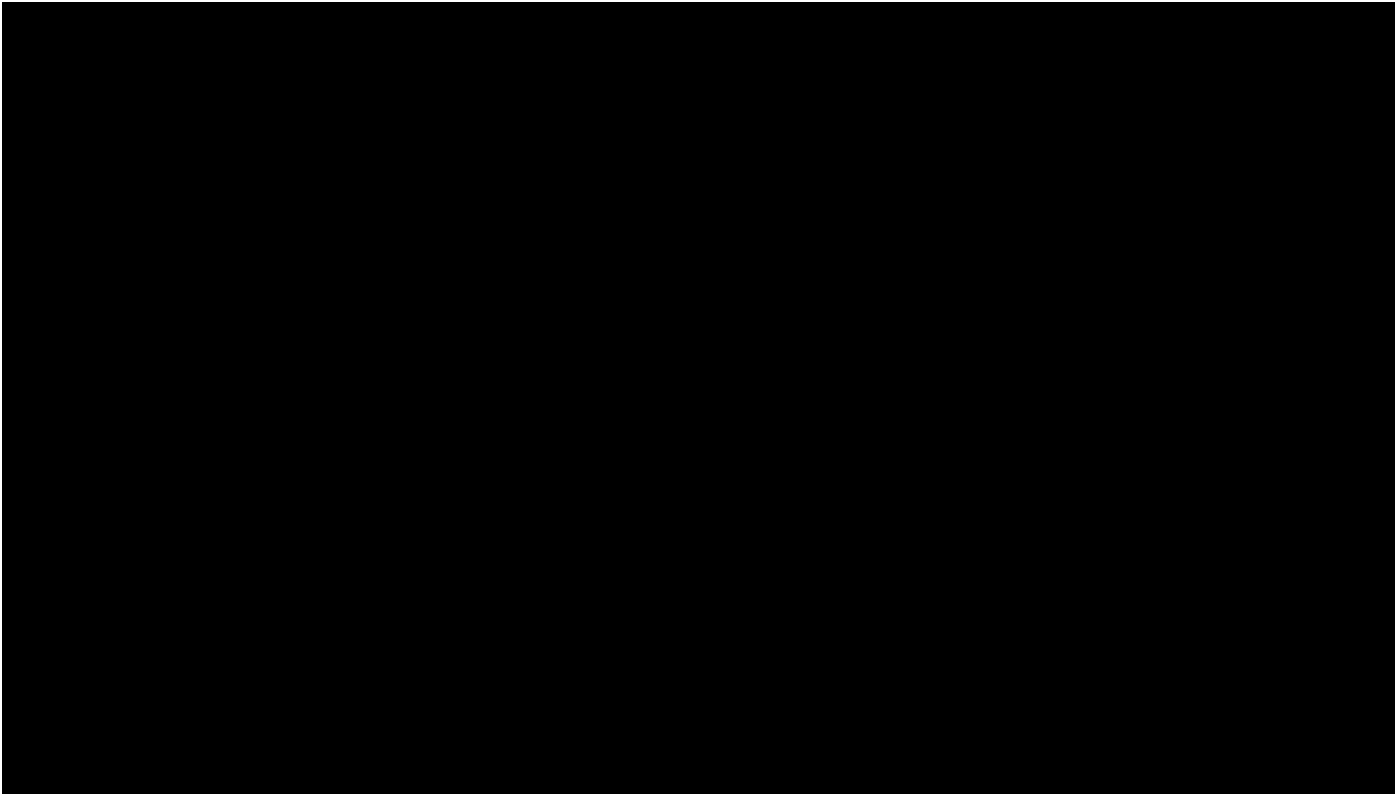
G. Commitment to improvement and reporting

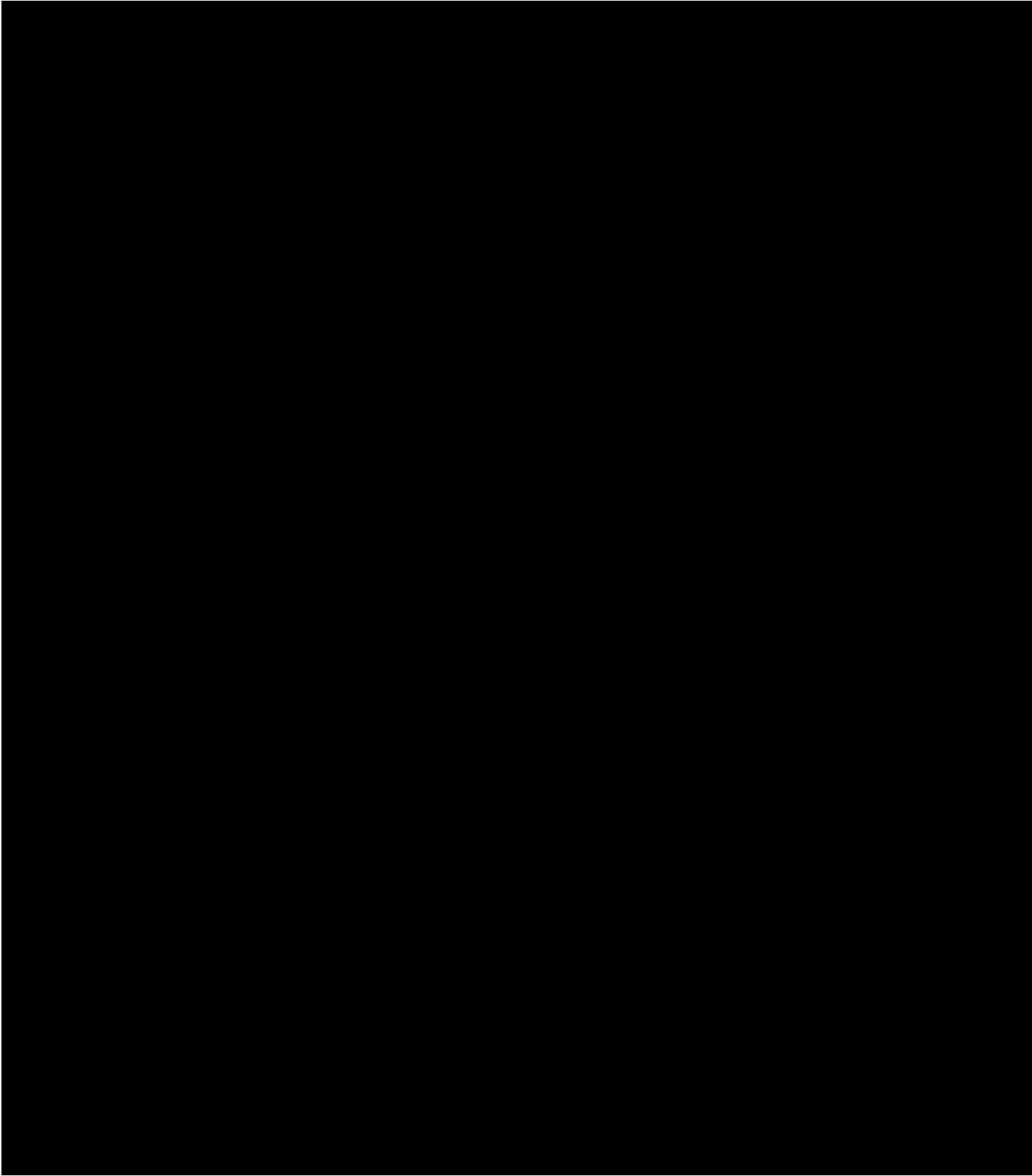
See Exhibit E1-a-01 Responsible Gaming Plan

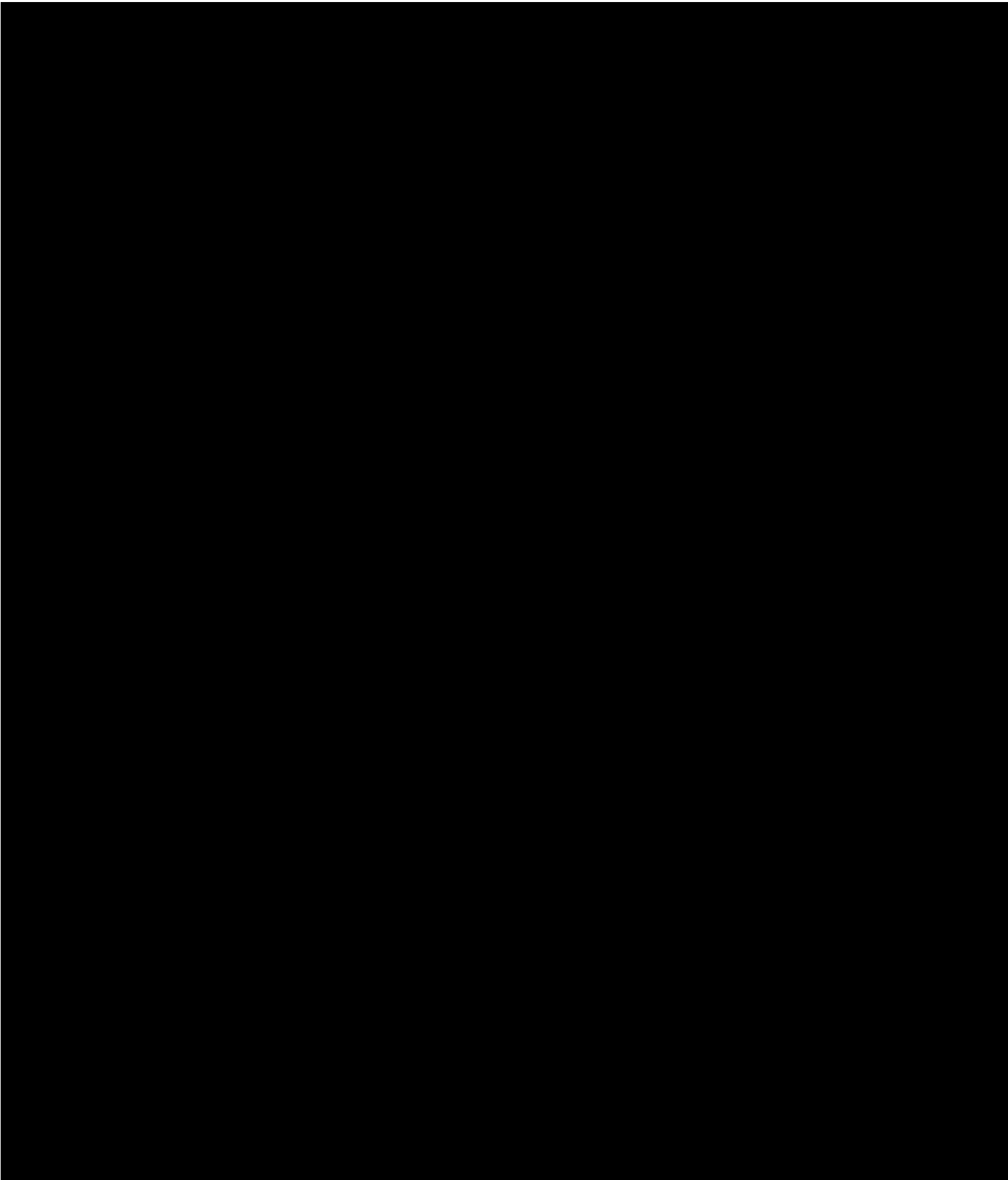
E.2 ADVERTISING & PROMOTIONAL PLANS

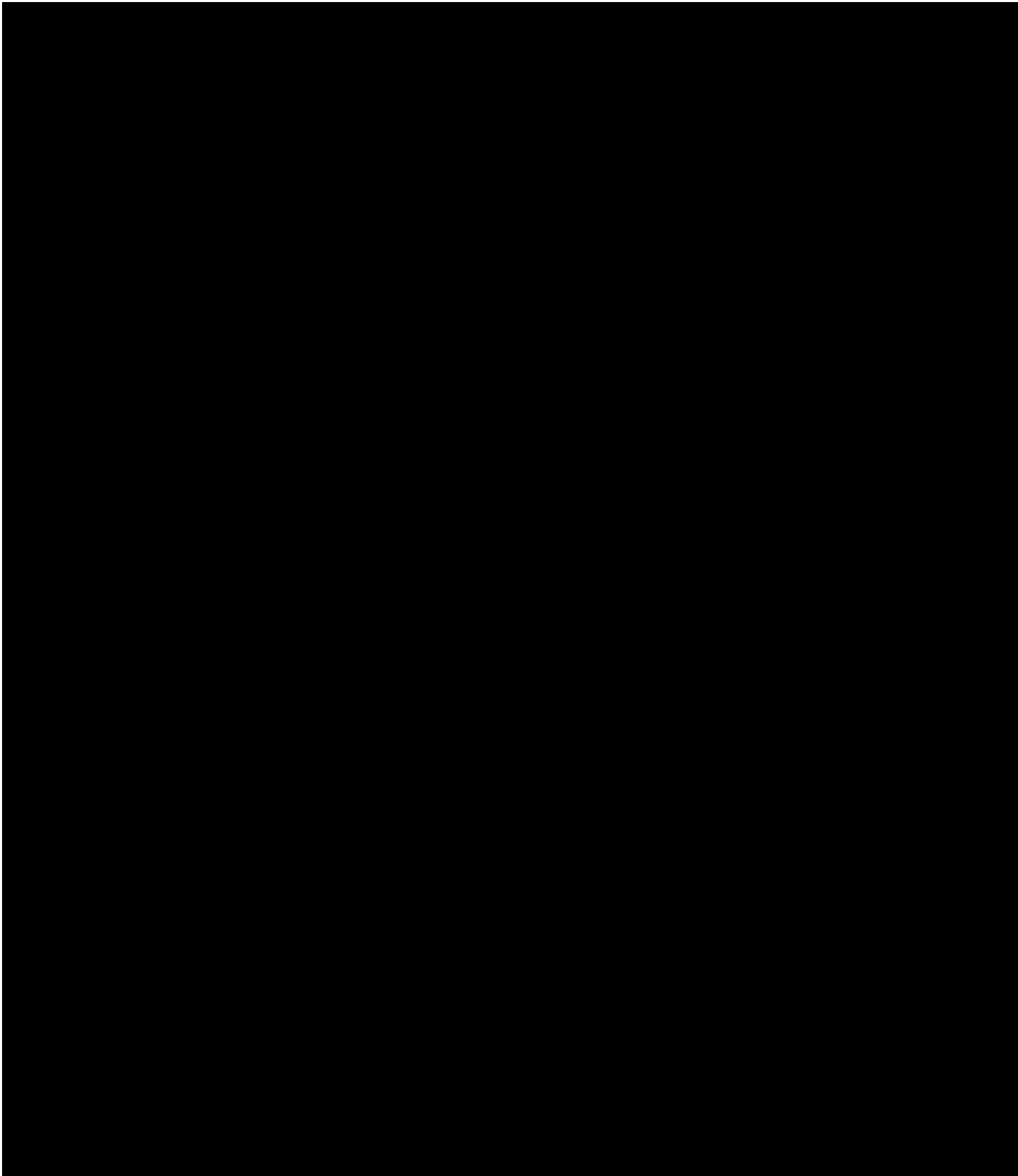
Provide a thorough description of the Applicant's ability to demonstrate the advertising, marketing, and promotional efforts to be made in the Commonwealth. Information should include:

- A. Estimated marketing budget in the Commonwealth**
- B. Promotion and player loyalty programs**
- C. Advertising plans – *must include information for any third-party marketing firm applicant plans to partner with for advertising in the Commonwealth***
- D. Measures to ensure that marketing reaches the target audience and not underage or vulnerable populations**
- E. Player acquisition models – *specify minimum age to participate***
- F. Plans to incorporate responsible gaming and problem gambling information**
- G. Strategies for converting those customers wagering via unlicensed or illegal means to wagering legally in the Commonwealth**
- H. Examples of marketing, advertising, and promotional materials/activities recently used in other jurisdictions**











E.3 HISTORY OF DEMONSTRATED COMMITMENT

Provide a thorough description of the policies and procedures that the applicant has adopted to:

- a. **Promote responsible gaming within the gaming establishment or mobile application and in the community**
- b. **Assist patrons and users that are experiencing gambling-related harm**
- c. **Cooperate and support any government or regulatory agencies to promote responsible gaming and/or mitigate gambling-related harm**
- d. **List any membership or partnership with an agency or organization whose mission is in whole, or part, dedicated to responsible gaming or problem gambling**
- e. **List any awards or recognition the applicant has received, related to efforts to promote responsible gaming, or mitigating gambling-related harms**
- f. **List any fines, violations, citations, and/or corrective action required by the applicant in response to insufficient or improper policies, procedures, operations, advertising/marketing, and/or any other business related to sports wagering or other gambling enterprises**

Please see Exhibit E3-a-01 Fanatics Massachusetts Responsible Gaming Plan



SECTION F: TECHNOLOGY

F.1 GEOFENCING

Provide a thorough description of how the applicant will ensure that authorized users placing online sports wagers on their platform are geographically located in the Commonwealth of Massachusetts. This information must include:

- A. Which geolocation system(s) will be utilized to reasonably detect the physical location of an authorized user attempting to place a wager on the platform**
- B. How the system will:**
 - a. Accurately detect the physical location of an authorized user attempting to access or place a wager on the platform through accurate location data sources (Wi-Fi, GSM, GPS)**
 - b. Block or deny unauthorized attempts to access the platform, or place a wager, from outside of the Commonwealth**
 - c. Update the IP address and physical location if they change while the user is active on the platform**
 - d. Identify attempts to circumvent the requirement to be physically located in the Commonwealth**
- C. How the applicant will log information received from the system**

[REDACTED]

D. How the applicant will report the information received from the system to the Commission

[REDACTED]

F.2 KNOW YOUR CUSTOMER

Provide a thorough description of how the Applicant will ensure the verification of information provided by users opening a new account on the platform.

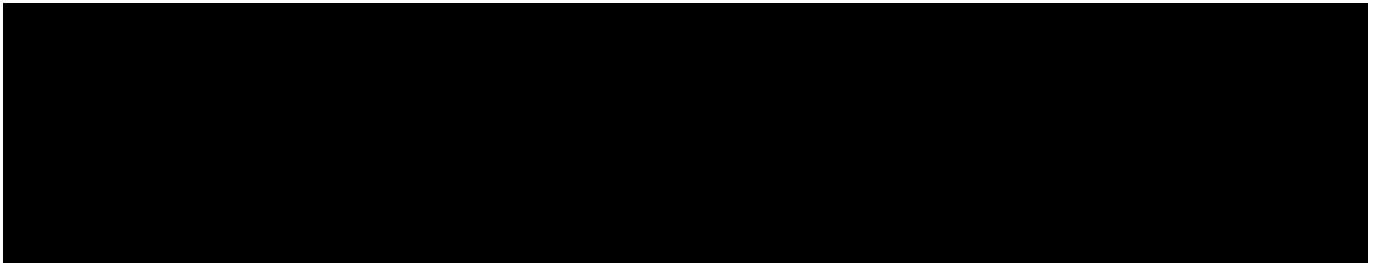
a. Ensure the integrity of the user's account information

[REDACTED]

- b. Ensure the integrity of a user’s device if it indicates tampering or suspicious activity**



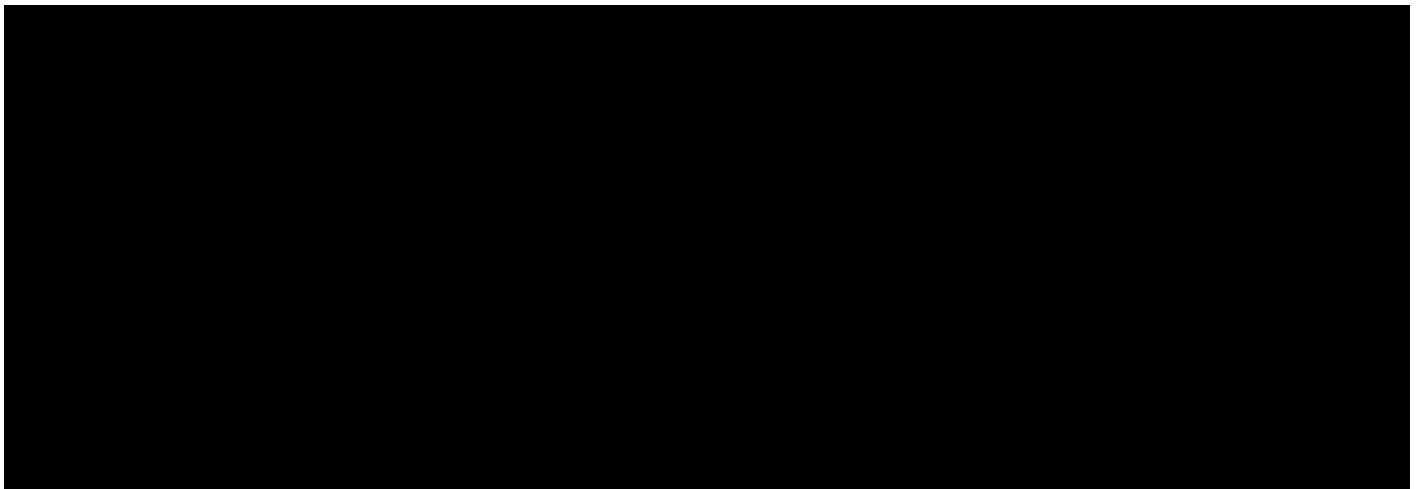
- c. Notify the applicant of potential risks or fraudulent activity**



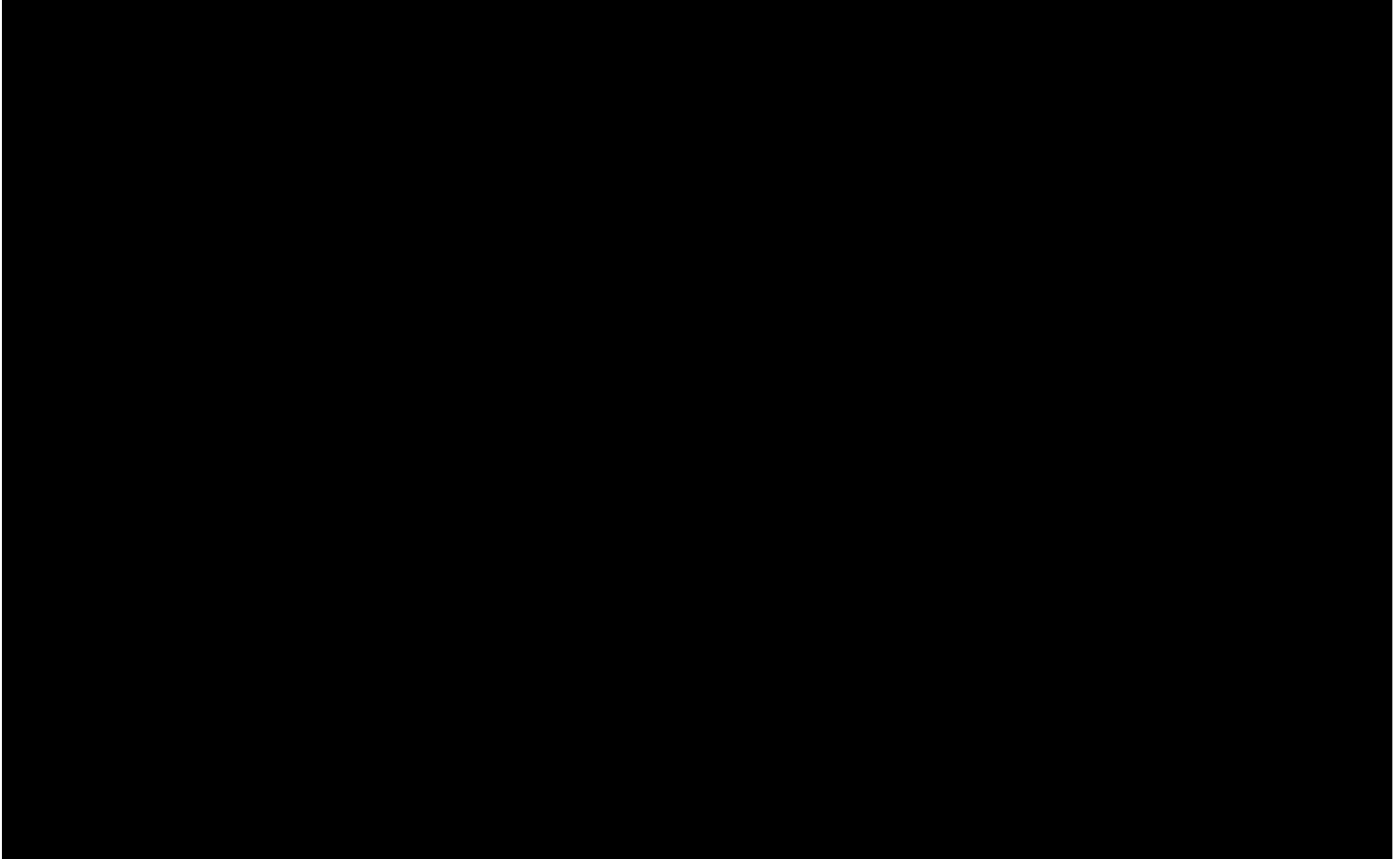
F.3 TECHNOLOGICAL EXPERTISE AND RELIABILITY

Provide a thorough description of how the Applicant will ensure the security, sustainability, and reliability of the following items:

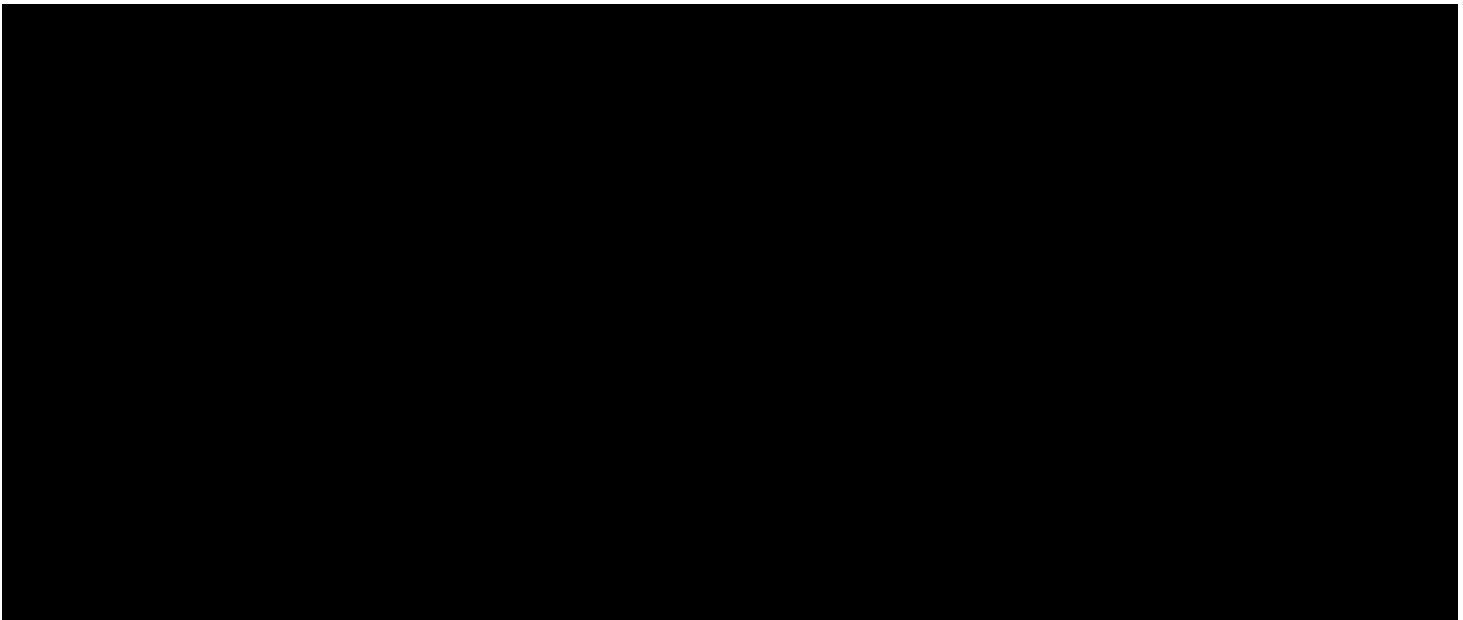
- a. Wager acceptance**

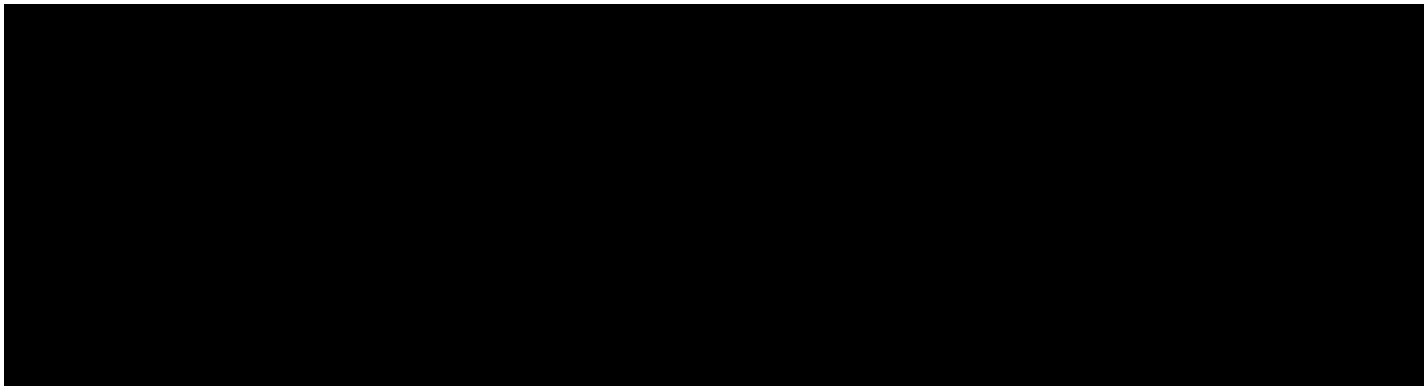


b. Systems for monitoring structured wagers, real-time data feed, and any unusual or suspicious wagering activity

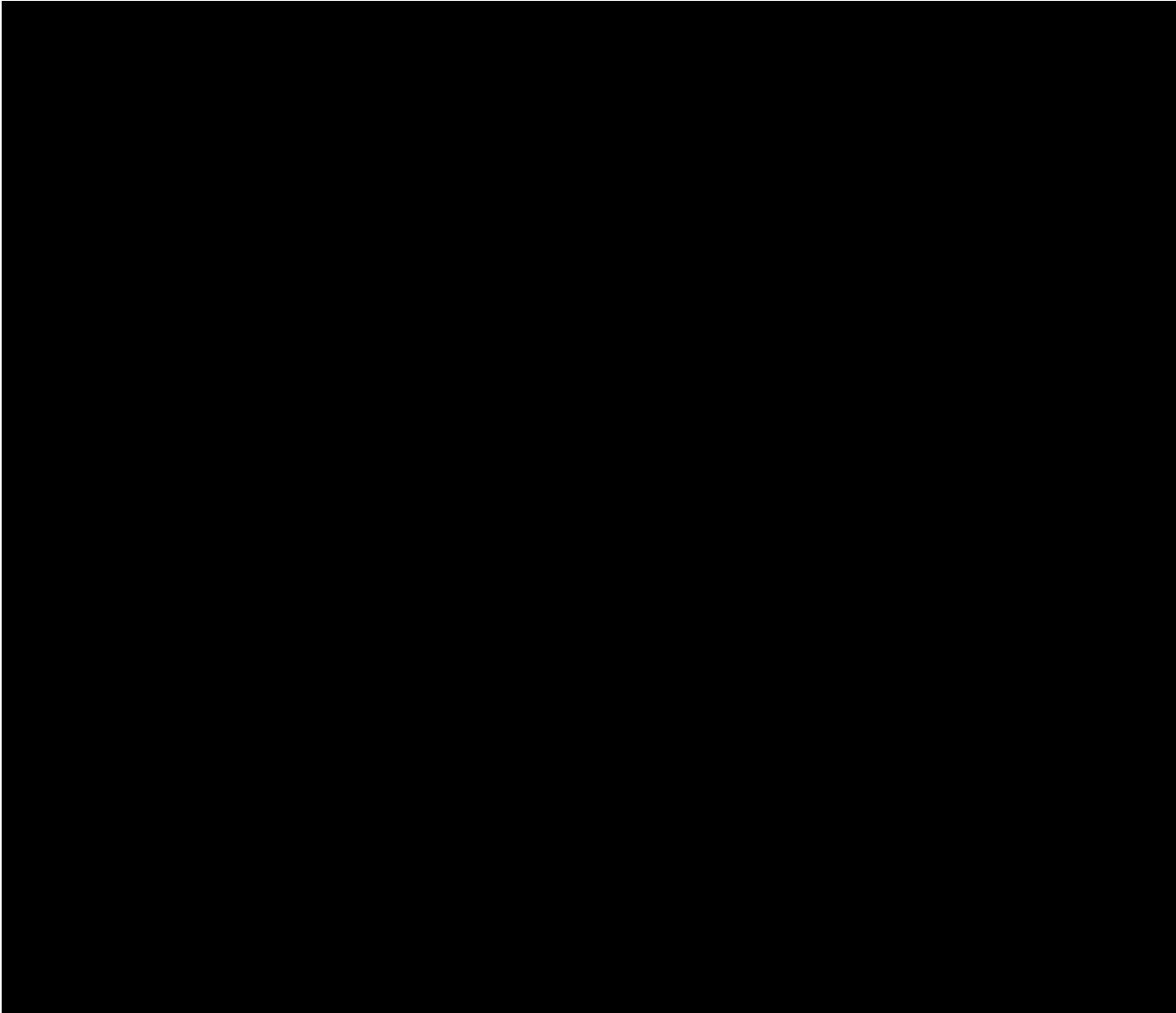


c. Description, location, and periodic testing of servers

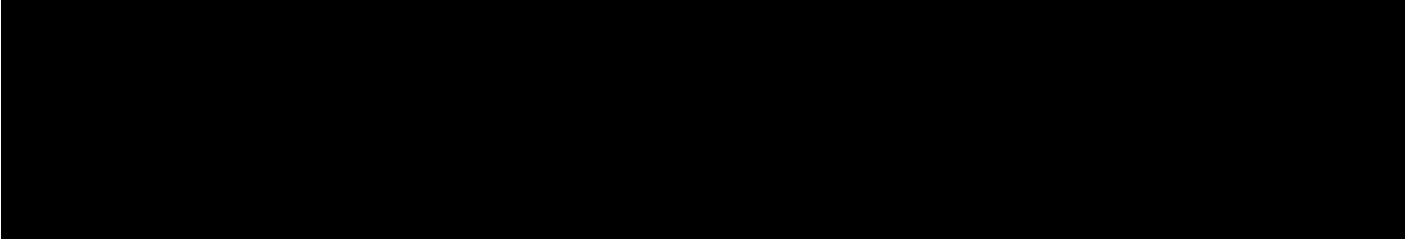




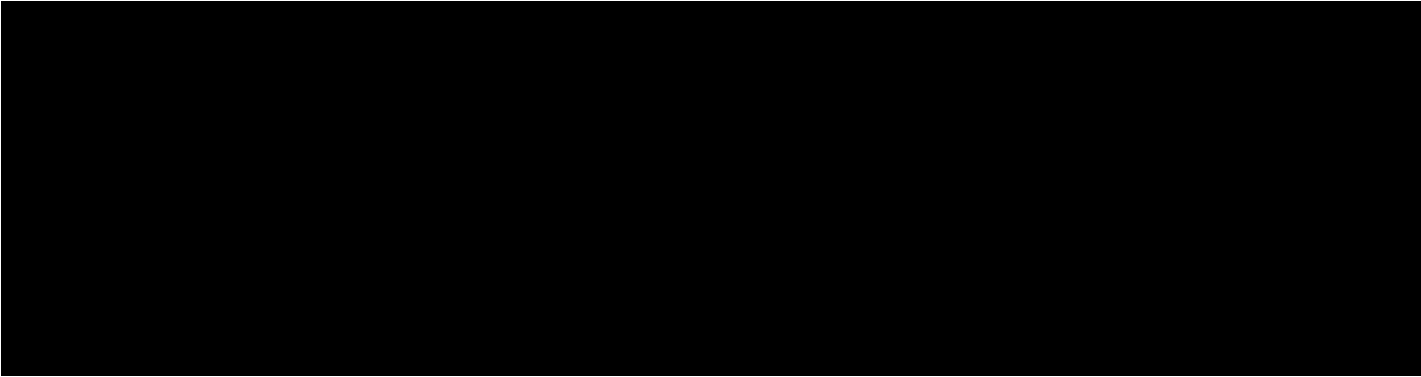
d. Security of servers, applications, and communications networks



e. Security of patron personal and wagering information



f. Integrity monitoring and reporting, including any current affiliations related to integrity monitoring



SECTION G: SUITABILITY

G.1 SUITABILITY – CORPORATE INTEGRITY

Applicants must also complete and submit the following documents, before any suitability investigations or background checks will commence:

- Massachusetts Gaming Commission Business Entity Disclosure Form
- Joint Venture Agreements for the implementation of a sports wagering operation:
 - a. Other Applicants**
 - b. Businesses**
 - c. Contractors**
 - d. Vendors**

Concurrent with Fanatics’ submission of this application, the Company is also submitting required Business Entity Disclosure Forms and other corresponding documentation in accordance with the feedback Fanatics received from MGC regarding its previously submitted scope of licensing survey. Furthermore, the Company and its intended Category 1 sports wagering partner, Plainridge Park Casino, are submitting an executed commercial agreement between the parties reflecting their intention for Fanatics to offer a Fanatics-branded sports wagering platform in the Commonwealth as a Category 3 operator.



G.2 SUITABILITY - INDIVIDUAL QUALIFIER INTEGRITY

Any Key Persons or Employees associated with an applicant must also complete and submit the following documents, before any suitability investigations or background checks will commence:

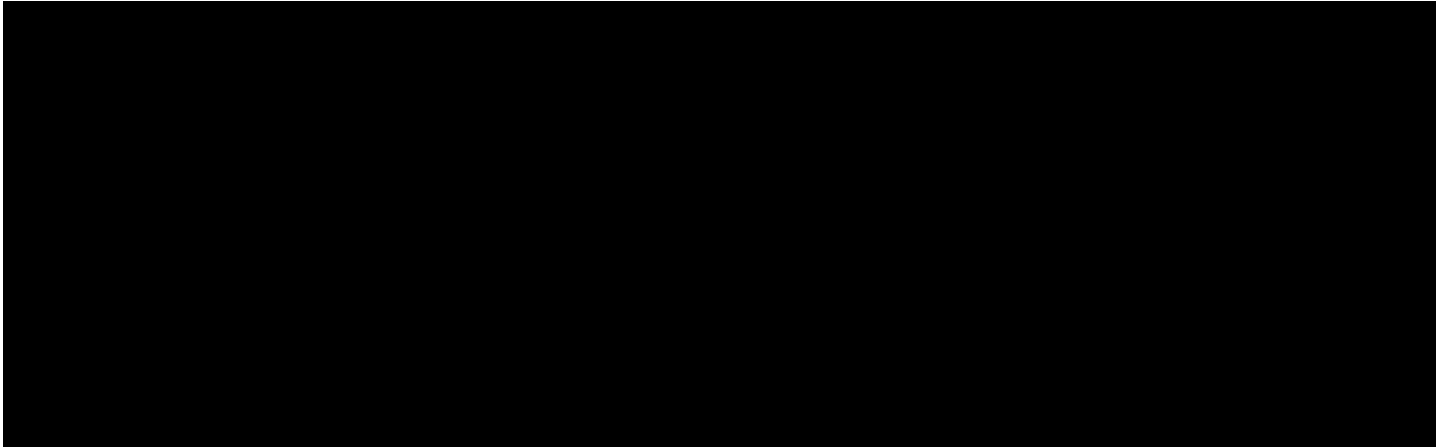
- Massachusetts Gaming Commission Multi-Jurisdictional Personal History Disclosure Form
- Massachusetts Gaming Commission Supplemental Form

Required Key Person/Employee filers, as determined by MGC based on their review of Fanatics' scope of licensing survey, are filing Multi-Jurisdictional Personal History Disclosure Forms and MGC Supplemental Forms concurrent with the submission of this application.

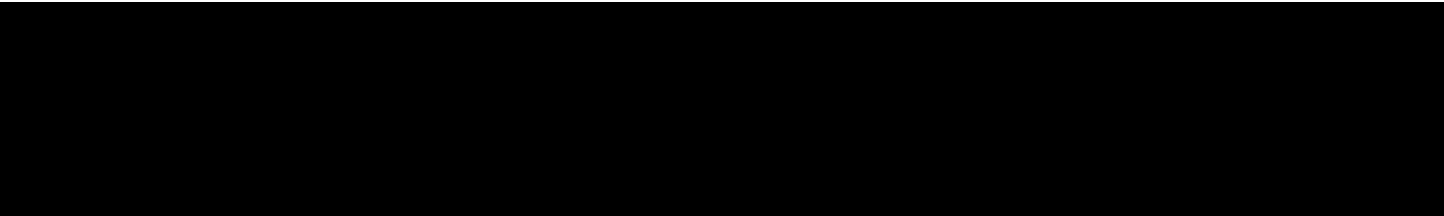
G.3 FINANCIAL STABILITY & INTEGRITY

Please provide the following documents, for the last five (5) fiscal years and through the date of the application:

- A. Documentation demonstrating the financing structure and plan for the proposal, including all sources of capital. *Please include current capital commitments, as well as plan and timing for meeting future capital needs***



- B. A detailed budget of the proposal cost, including any construction, design, legal and professional, consulting, and all other developmental fees. *Also identify all other pre-launch costs, including training, marketing, and initial startup capital***



C. An analysis, including best, worst, and average case scenarios, that demonstrates the applicant's plan and capacity for accommodating steep downturns in revenues, and provides examples of those plans and strategies that have been successful in other jurisdictions

The following exhibits demonstrate Fanatics' financial projections and capacity to accommodate change:

- Exhibit G3-d-01 5-Year Projection Balance Sheet
- Exhibit G3-d-02 5-Year Projection Income Statement
- Exhibit G3-d-03 5-Year Projection Free Cash Flow
- Exhibit G3-d-04 5-Year Best Case
- Exhibit G3-d-05 5-Year Average Case

D. What are the Applicant's annual liquidity, leverage, and profitability ratios, including current ratio, debt-to-equity ratio, and gross/net margin ratios?

[REDACTED]

For five-year projections of Gross Profit, please see:

- Exhibit G3-e-02 5-Year Projection Balance Sheet
- Exhibit G3-e-03 5-Year Projection Income Statement
- Exhibit G3-e-04 5-Year Projection Free Cash Flow

E. Information pertaining to contracts, loan agreements, and/or commitments that the applicant has breached or defaulted on during the last ten years. Provide information for any lawsuit, administrative proceeding, or another proceeding that occurred as a result of the breach or default

[REDACTED]

F. A description of any administrative or judicial proceeding, during the last ten years, in which the applicant or any entity that owns 5%, or greater share, was found to have violated a statute or regulation governing its operation

[REDACTED]

G. Any bankruptcy filings made, or proceedings commenced, for any entities owned or controlled by the applicant and any entity owning a 5% or greater share of the applicant

[REDACTED]

H. Any financing amounts or ownership interests that are anticipated to come from minorities, women, and/or disadvantaged businesses. If the applicant, or any portion of the applicant, is a public company, it is not necessary to list shareholders

[REDACTED]



I. Examples and/or narratives that substantiate the applicant’s understanding of and experience with Internal Controls.

[REDACTED]

See Exhibit G3-j-01 Experience With Internal Controls for a narrative response to substantiate FHI’s experience with Internal Controls.

Additionally, from a sports wagering compliance internal control perspective, the Company has significant experience in this space. As mentioned elsewhere, Matt King, the Company’s CEO, was formerly the CEO of FanDuel, where Matt was ultimately responsible for FanDuel’s overall compliance program.

[REDACTED]

G.4 COMPLIANCE

Provide the following information on whether the applicant or its Key Persons has ever:

A. Been employed by the Massachusetts Gaming Commission

[REDACTED]

B. Possessed a gaming license (casino, video gaming, charitable games, lottery, pari-mutuel, sports wagering, etc.) issued by any jurisdiction – if so, please provide a copy of each license

Yes, the Maryland State Lottery and Gaming Control Commission issued Fanatics an Online Sports Wagering Operator License on October 27, 2022 (see Exhibit G4-b-01 MD Mobile License) and a Sports Wagering Facility Operator License on June 23, 2022 (see G4-b-02 MD Retail License). Additionally, Fanatics was issued both retail and mobile licenses by the Ohio Casino Control Commission on November 16, 2022 (see Exhibit G4-b-03).

C. Held or holds a direct, indirect, or attributed interest in any business that intends to apply for a license with the Commonwealth

[REDACTED]



D. Withdrawn a gaming license application, in any jurisdiction – *if so, please submit a detailed description of each withdrawal*

No

E. Been denied a gaming-related license or finding of suitability, in any jurisdiction – *if so, submit a detailed statement describing the denial and/or related findings*

No

F. Had a gaming license suspended, in any jurisdiction – *if so, include a detailed statement regarding each suspension*

No

G. Had a gaming license revoked, in any jurisdiction, or has had disciplinary action initiated to revoke a license – *if so, submit a detailed description of each revocation or action initiated*

No

H. Had a gaming license non-renewed or considered for non-renewal, in any jurisdiction – *if so, provide a detailed description of the circumstances*

No

I. Been found unsuitable gaming license non-renewed or considered for non-renewal, in any jurisdiction – *if so, provide a detailed description of the circumstances*

No

**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment B3-d-01**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment B4-e-01**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment C2-a-01**

Withheld in its Entirety

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PURSUANT TO MASSACHUSETTS'S PUBLIC RECORDS LAW**

**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment C2-a-02**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment C2-a-03**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment C2-a-04**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment C2-c-01**

Withheld in its Entirety

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GLOBAL IMPACT REPORT

APRIL 2022

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PURSUANT TO MASSACHUSETTS'S PUBLIC RECORDS LAW



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A MESSAGE FROM MICHAEL RUBIN, OUR CEO

I am grateful for the opportunity to share with you our first environmental, social and governance (ESG) report that covers both 2020 and 2021. I look at this as a journey with no finish line when it comes to making a positive impact, so we jumped in full force on this report to learn and get better. This process of formally summarizing our comprehensive program has also been humbling as it was a good reminder of how much more we still need to do.

The past two years have shown us that when navigating difficult times, it is more important than ever to stay true to who you are as a company and know what you stand for. Fanatics is committed to working each day to deliver an unrivaled fan experience and best-in-class products across our global digital sports platform; to create an inclusive and diverse work environment focused on the safety and well-being of our employees; to deliver for our hundreds of professional and collegiate sports properties; and to align our company's goals with the ESG issues where we can have the biggest influence.

We strive to be world class in all our operations and benchmarked our current activities along with our future plans against industry peers and stakeholder expectations. This resulted in an objective view of both our strengths and where we have opportunities to continually improve. We will continue to learn, grow, and expand upon the great momentum we have established and hold ourselves and others to our high standards and expectations.

One of the major issues affecting our industry and continues to be is navigating the complexities of the global supply chain and the intense pressure on shipping networks during the pandemic. Fanatics took steps early to serve our sports properties and put our fans first and, like many, we continue to navigate the challenges today relying on our



A MESSAGE FROM MICHAEL RUBIN, OUR CEO

agility and unwavering commitment to our fans and sports properties alike so that any fan can find what they want at the exact moment their passion is highest. We are also obsessed with providing the best experience for our fans by identifying product and service offerings that exceed expectations. For instance, when shopping on our site, customers can search from millions of men's, women's and kids' products across hundreds of companies, including non-traditional premium brands such as DKNY Sport, Tommy Hilfiger, Polo, Dooney & Bourke, Levi's, and Vineyard Vines; women and minority-owned brands such as WEAR by Erin Andrews, Gameday Couture, Pro Standard, and Darius Rucker; and some of our own brands such as Mitchell & Ness, Topps, WinCraft and others, all in an effort to expand the traditional customer reach for both brands and retailers.

Further, we strongly believe in doing business the right way. Fanatics is dedicated to respecting the people who make our products, mitigating the risks that factory workers face, and driving toward more ethical and sustainable practices. Our labor and human rights program is grounded in the Fair Labor Association (FLA) Principles of Fair Labor and Responsible Sourcing and Production. The FLA is a multi-stakeholder organization dedicated to protecting workers' rights around the world. **In July 2021, the FLA Board of Directors voted to accredit the labor compliance program of Fanatics Brands, our vertical apparel division.** Fanatics Brands has committed to uphold the FLA Workplace Code of Conduct and participate in continuous improvement efforts to both address working conditions and protect workers' rights.

Fanatics is also committed to reducing waste by creating a sustainable business for fans and the planet while also supporting the communities where we all live and work. In 2021, Fanatics donated approximately

one million pieces of merchandise to a wide range of nonprofit organizations working to unlock potential among youth or underserved groups, including Goods Sports, Boys and Girls Clubs of America, and Good360, among others. Through a new program, when fans return items that cannot be resold, Fanatics will actively work to donate them to one of its nonprofit partners across the globe.

In 2020 and 2021, we embarked on a new initiative—improving our data collection capabilities in support of our new environmental strategy. We also worked to improve packaging, make product delivery more efficient, and maintain existing efforts to comply with environmental regulations. **Fanatics has also set the goal to make our existing U.S. facilities zero waste to landfill by 2030, and in 2021 we successfully diverted nearly 1,900 tons of waste from landfills.** And currently, we are conducting a greenhouse gas emissions inventory to benchmark Fanatics' own carbon footprint across the globe and the actions required to minimize that footprint.

Fanatics' community reflects and represents society at every level of the business, from employees and vendors to global sports properties and fans. At Fanatics, we are all about teamwork, building interactive and lasting fan experiences, being agile and innovative, and delivering results. **These core values are built upon the foundation of Inclusion, Diversity, Equality, and Advocacy (IDEA).**

In the past two years, our Global Inclusion team has created measurable strategies and priorities to advance Fanatics' diversity and inclusion efforts and culture. We expanded our employee resource group program; put in place what we believe are best practices across our programs of hiring, retaining, and external partnerships; hosted

A MESSAGE FROM MICHAEL RUBIN, OUR CEO

three company-wide IDEA Summits; and partnered with our in-house Learning & Development to increase the available training focused on IDEA.

While I am thrilled with the company's many business accomplishments and growth, I am even more inspired by how our employees stepped up during the unprecedented hardships and uncertainties of 2020 and 2021. I have the privilege of working with more than 8,000 inspiring Fanatics associates around the world who all believe that making a difference—even in a small way—matters.

After seeing the need for more protective equipment at the onset of the COVID-19 pandemic for those fighting the virus, we transformed our Easton, Pennsylvania Major League Baseball uniform manufacturing facility into one that produced masks and gowns for frontline workers. The same material that is used to make Yankees, Red Sox, Phillies and all other official MLB uniforms, was instead used to produce more than one million masks and gowns that were shipped to frontline workers and emergency personnel in more than a dozen states.

Delivering results and working at lightning speed is in Fanatics' DNA, but even I was amazed at how our employees rallied around creating one of the largest digital fundraisers ever. In just 12 days from idea inception to launch, the celebrity and athlete-driven ALL-IN Challenge campaign, which was created by Fanatics, exploded on the social media scene. In the end, some of the biggest names in sports, music, entertainment, and culture, such as Leonardo DiCaprio, Tom Brady, Tiger Woods, Patrick Mahomes, Drake, Kim Kardashian, Kevin Hart and hundreds more pitched in to help the ALL-IN Challenge campaign raise \$60 million dollars that benefited the fight against food insecurity heightened by the pandemic. The ALL-IN Challenge ended up providing nearly 300 million

meals for Feeding America, Meals on Wheels, No Kid Hungry, and World Central Kitchen. In connection with the ALL-IN Challenge, Fanatics established the All In Challenge Foundation, which will continue to serve as the philanthropic arm of the company to create positive and lasting change through a commitment of time and strategic philanthropic initiatives.

I am proud of what we collectively have accomplished over the past couple of years and energized by the amount of work still yet to do. But I know that together, our Fanatics team will continue to find ways to make an impact as we all strive to be better global citizens.

I promise that we are just getting started.

MICHAEL RUBIN

Chief Executive Officer
Fanatics Holdings, Inc.

ABOUT THIS REPORT

This is the first Fanatics Global Impact Report, published April 2022. The report includes select data from fiscal years 2020 and 2021. Our 2020 and 2021 content reflects the period of January through December for each year.

This report focuses primarily on the Fanatics Commerce business unit and the Fanatics Brands division of Fanatics Commerce.

Fanatics Brands, our vertical apparel division which produces goods on behalf of licensing partners, including universities, major sports leagues, and other apparel companies.

Additionally, throughout this report, you will see mention of the Sustainability team. This team resides within Fanatics Brands and is responsible for developing and deploying programming that mitigates negative labor and environment impacts along the Fanatics Brands value chain. This global team of 16 people and growing, consists of subject matter experts in labor and human rights, commodity traceability and environmental impact reduction strategies. This team reports directly to the President of Fanatics Brands.

We are growing rapidly. The scope of this report does not include the more recently established business units under our parent company, Fanatics Holdings, Inc. These additional business units are Fanatics

Collectibles, Fanatics Betting and Gaming, and Candy Digital by Fanatics, or recently acquired businesses or assets such as Top of the World, WinCraft and Mitchell & Ness. None of these additional business would be considered material for the 2020-2021 timeframe of which this report covers. We will update our ESG report periodically to include these businesses and provide updates on our progress.

The employee data included in this report represents only the full-time U.S. workforce of Fanatics Commerce.

This report references our website from time to time. The contents of our website are not incorporated into this report. Also, while certain matters discussed in this report may be significant, any significance should not be read as necessarily rising to the level of materiality used for the purposes of complying with or reporting pursuant to the U.S. federal securities laws and regulations, even if we use the word "material" or "materiality" in this report.

FORWARD LOOKING

This report contains information that is based on our current expectations, estimates, projections, opinions and beliefs. Such statements involve known and unknown risks, uncertainties and other factors, and undue reliance should not be placed on such information. In addition, statements in this report are based on our views at the time that this report was drafted and do not represent a commitment to ensure that specific targets, policies, programs or other forward-looking actions are achieved.

ABOUT FANATICS

Fanatics is consistently pushing the boundaries and innovating across the sports industry to give fans everything they want. With more choices at the fingertips of fans than ever before, Fanatics is building a leading brand and a global, digital sports platform.

Off to an amazing start, the company has already made great strides towards super-serving our fans across the digital sports landscape. In late 2021, Fanatics announced plans to evolve into a leading global digital sports platform through expansion into new verticals across the sports ecosystem. The Fanatics network of companies currently includes:

FANATICS COMMERCE

A vertically integrated licensed merchandise business that has changed the way fans purchase their favorite team apparel, jerseys, headwear and hardgoods through a tech-infused approach to making and quickly distributing fan gear in today's 24/7 mobile-first economy

FANATICS COLLECTIBLES

With Topps as a cornerstone of the business, building a new model for the hobby and giving collectors an end-to-end trading cards experience

CANDY DIGITAL

A digital collectibles company that is partnering with prominent sports properties, including MLB and MLBPA, to build an official non-fungible token (NFT) ecosystem

FANATICS BETTING & GAMING

A mobile betting, gaming and retail sportsbook platform

ABOUT FANATICS

One constant focus throughout Fanatics' evolution is building and maintaining strong relationships. We endeavor to create interactive, lasting fan experiences that extend the reach and presence for hundreds of partners worldwide. Every day, more than 8,000 employees across all job levels in 40 global offices bring to life the company's mission to amplify pride and create connections for **all** fans through our core values.



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OUR VALUES

BY FANS, FOR FANS

By Fans = Bringing passion and pride to the work we do
For Fans = Exceeding fan expectations

ONE FANATICS... WIN AS A TEAM

Our combined efforts; growing and succeeding together
WE before ME

MISSIONARY, NOT MERCENARY

At Fanatics, working here is more than a paycheck,
it's doing what you love every day

INNOVATIVE PRODUCTS AND FAN EXPERIENCES

Offering fans unique products and ultimate experiences –
there is no one else doing what we do, better than we do it

EXECUTION AND AGILITY... OVER TALK

Quickly adapting and delivering our best in a fast-paced,
high growth environment while maintaining humility



The foundation and strength
of our core values is built on
Inclusion, Diversity, Equality and
Advocacy (IDEA)

ABOUT FANATICS

Over the past decade, Fanatics has transformed from a North America e-commerce company to one of the sports world's fastest-growing global businesses. Founder Michael Rubin's original vision was to create an entirely differentiated, real-time licensed sports merchandise experience for global fans and partners, by adapting to the new consumer-driven, on-demand world. Through data, technology, speed and agility, Fanatics became a new breed of direct-to-consumer global brand with its own manufacturing capabilities and ability to serve the growing real-time expectations of fans worldwide. During this time, Fanatics has formed one of the largest fan databases that we believe represents more than 80 million consumers that we have the potential to reach, forged strong relationships with the biggest sports properties worldwide and powers over 900 sites, and established a recognizable global brand name.



FEBRUARY 2011

Michael Rubin's GSI Commerce acquires Fanatics, a Florida-based company that operates e-commerce for many pro and college teams.



MARCH 2011

Michael Rubin sells GSI Commerce to eBay for \$2.4 billion and buys back the sports ecommerce business, keeping the name Fanatics for the new company.



APRIL 2014

Fanatics names Doug Mack as CEO, and opens Bay Area office to tap into an elite Silicon Valley pool. An emphasis is placed on data, technology and on-demand manufacturing to create new "vertical commerce" business model.



FEBRUARY 2016

Fanatics acquires UK-based internet retailer Kitbag to accelerate focus around international expansion and global soccer.



APRIL 2017

Fanatics acquires VF Licensed Sports Group, including trusted apparel brand Majestic, to further build vCommerce capabilities.



SEPTEMBER 2017

Fanatics closes a \$1 billion funding round led by SoftBank's Vision Fund, with participation from NFL, MLB, NHL, MLS and NFLPA.

MARCH 2020

Fanatics and MLB halt production of MLB jerseys to instead use that same material to manufacture 1M masks and gowns for emergency personnel battling COVID-19.



MAY 2018

The NFL, Nike and Fanatics announce a 10-year deal that grants Fanatics exclusive consumer product licensing rights to manufacture and distribute all Nike NFL adult products. A similar deal with MLB would soon follow.

APRIL 2020

Michael Rubin launches the ALL-IN Challenge, one of the largest digital fundraisers in history which raised \$60 million to feed those in need throughout the pandemic.

SEPTEMBER 2020

Fanatics acquires WinCraft, the preeminent licensed hardgoods and promotional products company.

JUNE 2021

Fanatics launches Candy Digital, a next generation digital collectibles company; Fanatics is majority owner.



AUGUST 2021

Fanatics Collectibles secures long-term trading cards rights from MLB, MLBPA, NBA, NBPA, and NFLPA.

JANUARY 2022

Fanatics acquires Topps, the preeminent licensed trading card brand that has serviced collectors, fans, and retailers for more than 70 years. Topps will become the cornerstone of the Fanatics Collectibles business.

APRIL 2022

Fanatics raises \$1.5B funding round propelling the company's valuation to \$27B

AUGUST 2021

Fanatics announces plans to go beyond merchandise and expand into a global digital sports platform; Michael Rubin becomes CEO of the larger Fanatics company.

SEPTEMBER 2021

Fanatics Collectibles raises \$350 million Series A at \$10.4 billion valuation.

FEBRUARY 2022

Fanatics, and some of the biggest names in sports and entertainment acquire iconic lifestyle brand Mitchell & Ness.

GLOBAL IMPACT

Fanatics Global Impact is designed to inspire our employees, partners, and customers, and recruit top talent to advance such goals.



GLOBAL IMPACT PILLARS

Global Impact has seven pillars that guide how we deliver, measure, and communicate our ESG commitments and in this first Fanatics Global Impact report, we share our programs and progress from 2020 and 2021.¹ **These pillars stem from our continuous dedication to creating the best experience for all fans, communities around the world, and our employees.**

CUSTOMER FOCUS

Be the platform of choice for fans.
Deliver quality products and services that enhance fan experiences and wellness.

CULTURE & TALENT

Grow and retain a diverse, representative, and inclusive team.
Create opportunities for our teams to innovate, engage, and learn.

SOURCING TRANSPARENCY

Source from diverse suppliers who share our values and standards.
Promote and empower a sustainable and transparent supply chain.

GOVERNANCE

Develop and implement corporate strategy and operations toward sustainable long-term value creation for all stakeholders.
Conduct business in a fair, transparent, ethical manner.

ENVIRONMENT

Minimize the environmental impact of our products and operations.
Innovate and invest in sustainable materials and processes.

COMMUNITY & ALL-IN

Champion causes that unite our fans.
Activate our network to respond to pressing needs.

LABOR & HUMAN RIGHTS

Treat people across the value chain fairly and respectfully.
Protect and secure the mental and physical health and safety of employees and factory workers.

¹ To learn about the scope of this report, please see [About This Report](#).

Our Global Impact ambitions are expanding as quickly as our business, and we are working to scale our programs. We are committed to growing the size and impact of our program to reflect the new arenas in which we are playing.

48%

of our U.S. workforce identifies as racially and/or ethnically diverse

54%

of our U.S. workforce identifies as female

19%

of employee Directors and above identify as racially and/or ethnically diverse

33%

of employee Directors and above identify as female

58%

of new hires identify as racially and/or ethnically diverse

51%

of new hires identify as female

2 of 3

independent board directors are diverse

73,001

Learning and Development courses completed; 23,052 of those were IDEA-related courses

6

employee resource groups with over 700 participants

10

partnerships to extend internships to women and underrepresented individuals

\$50M

in spend with 250 woman-owned, diverse-owned or small suppliers

86%

engagement on first employee engagement survey

NEARLY 1M

pieces of merchandise donated to various nonprofit partners globally

1 of 31

Fanatics Apparel, LLC, also referred to as Fanatics Brands, is 1 of only 31 companies whose Labor & Human Rights program is currently Accredited by the Fair Labor Association

3

new partnerships to enhance our labor, human rights, and sourcing transparency programs

300

team members trained on our environmental impacts

CUSTOMER FOCUS

OUR VISION IS TO BECOME A LEADING GLOBAL SPORTS PLATFORM FOR FANS TO ENJOY AUTHENTIC, OFFICIALLY LICENSED GEAR, COLLECTIBLES AND NFTS – AND EXPERIENCES SUCH AS SPORTS BETTING AND iGAMING – FROM THE LEAGUES, TEAMS, AND PLAYERS THEY LOVE.



OUR APPROACH

Fans are at the center of everything we do. At Fanatics, our global consumer base is not only culturally diverse but also diverse in their interests across the sports ecosystem. We live and breathe sports and are committed to understanding, connecting with, and serving all fans. We are a passionate group of 8,000 employees around the globe working to enhance the fan experience.

It is important to know our fans in order to better serve them. To do this, we look at customers to try to better understand their interests. Our fan focus allows us to identify product and service offerings that meet and exceed their expectations.

CUSTOMER FOCUS

CUSTOMER PRIVACY AND DATA SECURITY

Fanatics Commerce takes steps to protect personal information and comply with applicable data protection and privacy laws, including the California Consumer Privacy Act and the European Union General Data Protection Regulation. We know that our fans trust us with their personal information and compliance with applicable data protection and privacy laws is important to us.

Fanatics Commerce utilizes a defense-in-depth approach to cybersecurity, combining appropriate and industry leading protective technologies and measures to ensure we comply with relevant regulatory and contractual requirements. We also leverage external threat intelligence sources to keep abreast of current and emerging threats while proactively monitoring and updating the effectiveness of our cybersecurity controls.

LOOKING AHEAD

In 2022, we will continue to elevate our Information Security program within Fanatics Holdings as we recognize that cyber threats such as ransomware continue to become more sophisticated and are constantly evolving. Under the guidance of our new Fanatics Holdings' Chief Information Security Officer, **we have established a monthly, cross-functional Information Security Governance Council, which is designed to reduce risk and complexity by aligning common security policies and standardized cybersecurity controls across each of our businesses.**

As we continue to expand beyond fan merchandise and build a global digital sports platform, our unwavering commitment to deliver best-in-class products for fans and partners will continue to be our central

focus. In future reports, we aim to provide updates in the new areas of our business to include collectibles and trading cards, NFTs, sports betting and iGaming so that our progress aligns to our commitments stated in this report.



CULTURE & TALENT

WE ARE A PASSIONATE GROUP OF EMPLOYEES INNOVATING DAILY TO ENHANCE THE FAN EXPERIENCE AND MAKING STRIDES TO BECOME A MODEL ORGANIZATION FOR CULTURE, DIVERSITY, EQUITY, AND INCLUSION.

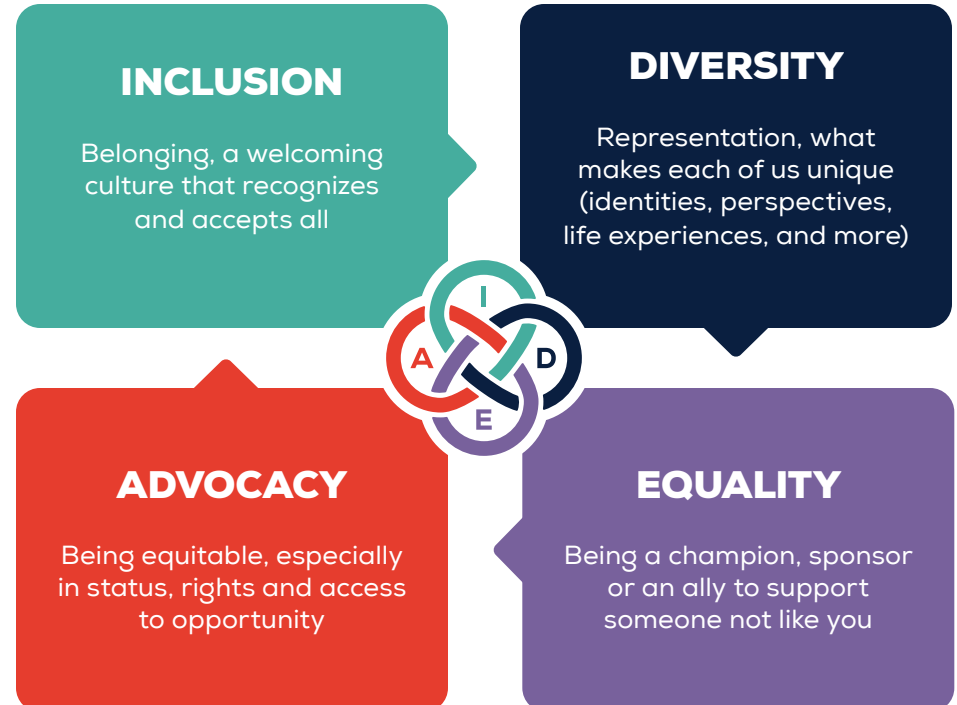
OUR APPROACH

Our mission is to amplify pride and create connections for all fans. Our talented employees ignite that passion and help us deliver on our core values. Our continued success depends on attracting and retaining talent who contribute to our performance and enhance our culture of inclusion, advocacy, and innovation. Our leaders demonstrate commitment at the top through collaborative goal setting, quarterly formal DEI reviews, active involvement in company-wide summits and consistently vocalizing the importance for the success of the company.

As a data-driven company, the business case for employing a diverse workforce is clear. We aim for our employee population to reflect the communities we serve and for everyone to feel empowered to bring their full, authentic selves to work. We strive to foster an environment where everyone experiences a sense of belonging and connection, and feels seen, heard, and valued.

These principles are reflected in the Inclusion, Diversity, Equality and Advocacy, or IDEA, framework that will continue to guide us as we embark on our journey.

FANATICS IDEA FRAMEWORK




CULTURE & TALENT

OUR PROGRAMS & PROGRESS

We have a wide range of IDEA programs designed to enhance our culture and employee experience. IDEA is a priority as we grow our business and invest in our culture. Areas of focus include program development, employee resource groups, and supplier diversity.

We are also applying an IDEA lens to our recruiting processes, to ensure we maintain and continue to build a diverse workforce.

Beyond IDEA, our employee-focused programs include Learning and Development, Well-Being and Engagement, and Health and Safety.



We have an unrelenting priority to have a diverse culture of inclusion that engages our employees, vendors, partners and fans. IDEA has been a critical ingredient to the success of Fanatics to date – and will only receive increased emphasis ahead, as having an exceptional culture to attract, retain and motivate the best talent in the world is a journey with no finish line.



DOUG MACK

Vice Chairman Fanatics
and CEO Fanatics Commerce

CULTURE & TALENT

INCLUSION, DIVERSITY, EQUALITY AND ADVOCACY (IDEA)

A workplace supported by IDEA is the right thing to do for our employees and for our business. We know that a diverse workforce drives new ways of thinking, creating, and learning. IDEA also fosters a stronger sense of belonging among our team and empowers their voices. In 2020 and 2021, we brought on additional staff to expand our Global Inclusion team. We also leveraged internal and third-party data to understand the diversity of our workforce, expanded training, formed employee resource groups, and updated our recruiting practices.

Expanding our Global Inclusion Team

In 2021, we established a dedicated Global Inclusion team in Fanatics Commerce to set cross-functional strategies, establish goals, and facilitate our Company's commitment to IDEA. With support from our executive leadership, our program will expand and be adopted by Fanatics Holdings, Inc. and its business units. The team is led by a Vice President with dual-reporting into our Chief Executive Officer and Chief People Officer and includes four dedicated employees at different levels within the organization, and an additional four people for support in the Communications, Learning and Development, Recruiting, and People Analytics departments.

¹ Represents regular U.S. workforce through 2021. Does not include Interns, Seasonal, or Contract Workers. [Statistics based on employee self-identification.]

WORKFORCE DATA

We have comprehensive employee data collection and reporting capabilities for our full-time U.S. workforce. Among our U.S. workforce, which constitutes 84% of our worldwide workforce, 48% of employees identify as racially and/or ethnically diverse and 54% identify as female. We recognize the importance of diverse representation at all levels of our organization. In 2020 and 2021, at the Director and above level, an average of 18% of employees identify as racially and/or ethnically diverse and an average of 32% identify as female. In 2020 and 2021, we launched our action-oriented recruiting plan to increase representation (see Recruiting section below) and we will continue this important work in 2022.

For complete regular U.S. workforce data, see our data summary, at the end of this report.

2021 U.S. WORKFORCE DIVERSITY¹

52%	WHITE
48%	ALL MINORITIES
15%	BLACK/AFRICAN AMERICAN
22%	HISPANIC/LATINX
6%	ASIAN
4%	MULTIRACIAL
0.4%	AMERICAN INDIAN/ALASKAN NATIVE
0.4%	PACIFIC ISLANDER/NATIVE HAWAIIAN

CULTURE & TALENT

2021 U.S. WORKFORCE DIVERSITY¹

48%

of employees
identify as racially
and/or ethnically
diverse

54%

of employees
identify as female

19%

of employee
Directors and
above identify as
racially and/or
ethnically diverse

33%

of employee
Directors and
above identify as
female

While disappointed by the lack of diversity in the senior levels of the sports industry and business world at large, Fanatics is committed to over-indexing on diverse hiring, development and advancement to create a future that is more diverse in our senior rankings.

IDEA TRAINING

In 2020, we ran the first round of IDEA courses and seminars on the topics of Conscious Inclusion and Building Awareness. These materials were delivered in multiple formats with the aim to provide reach and equal access for all, including a series of virtual webinar sessions to encourage discussion and connection between cross-functional teams, self-paced e-learning courses, and Leader Huddle Guides for teams to deliver and discuss content.

In 2021, we held two four-hour company-wide summits where we provided updates on our IDEA initiatives and invited speakers to present on the importance of advocacy for self, others, and fans. We also launched a series of 25 bite-sized videos called Inclusion Insights. As a follow-up to the videos, we developed conversation guides and activities to allow employees to discuss the content. 41% of our total employees completed more than 20,000 courses related to IDEA during 2020 and 2021 through our global learning platform, DevelopU.

¹ Represents regular U.S. workforce through 2021. Does not include Interns, Seasonal, or Contract Workers.

CULTURE & TALENT

EMPLOYEE RESOURCE GROUPS

As part of our culture of inclusion, we formalized the Fanatics Alliance Networks (FANs) program in 2021. FANs are employee-led, executive-sponsored, and company-funded groups with a mission to enhance our workplace community, support diverse recruiting, build community connections, and unlock innovative business ideas through cross-functional teamwork. We currently have five FANs with more than 700 participating employees and will officially launch the Veterans FAN in 2022.

In 2021, we included our hourly workforce, based in our distribution and fulfillment facilities, in IDEA. We hosted 50 roundtables to gauge the needs and interests of frontline employees concerning IDEA. During these roundtable discussions, we learned employees have an interest in deepening their engagement with the FANs, want a deeper understanding of how best to navigate gender diversity discussions and team awareness, and acknowledgement of cultural holidays that are important to them. This dialogue will help us plan future programs that will resonate and increase engagement with our FANs and related events, offer additional diversity awareness training, and more regularly visit our distribution centers to engage with our employees to reinforce and enhance our culture.

FANATICS ALLIANCE NETWORKS



Fanatics
Women's Initiative Network



Fanatics
Family First



Fanatics
Global Black Alliance



Fanatics
Multi-Cultural



Fanatics
Pride



Fanatics
Impact

CULTURE & TALENT

EXTERNSHIP PROGRAM

In partnership with the NFL and NHL Players Associations, Fanatics hosts professional athletes in an annual Externship Program providing individuals the opportunity to gain workplace experience and enhance their future career potential. This program runs for three weeks each Spring and includes opportunities to learn about our business, work on projects, build skills and confidence, and connect with life-long mentors in a high-growth sector of the sports industry. Athletes in the program work side-by-side with our business leaders to learn how we license, manufacture, and deliver goods and services to our Fans. Since the start of this Externship Program in 2016, we have hosted over 30 athletes, with eight of those in 2020 and five of them accepting full-time roles. Due to COVID, our in-person program took a pause in 2021, however we look forward to reigniting this partnership in 2023.

RECRUITING

We are adapting our recruiting practices to review candidate profiles in a more holistic way. In alignment with our corporate values, we take a candidate's interpersonal traits and cultural fit into consideration, along with their functional skills.

We made important changes in 2020 to better integrate IDEA in our recruiting practices. In 2020, we implemented the following initiatives to further support our hiring managers:

- Implemented a diverse slate approach for interviews to eliminate information that can lead to bias from resumes;
- **Launched Unconscious Bias training required for hiring managers** and provided recruitment tools such as templates, worksheets,

and interview questions to help lead to a consistent and fair hiring process;

- Partnered with more than ten organizations to offer internship opportunities to women and underrepresented individuals in the U.S.;
- Used AI-enabled technology to help recruiters source diverse candidate pools; and
- Updated language in job descriptions and other communications to be more inclusive.

In 2021, we created a new process to review hiring, retention, and attrition and in that same year, 58% of our U.S. workforce new hires identified as racially and/or ethnically diverse and 51% of U.S. workforce new hires identified as female.

2021 U.S. WORKFORCE DIVERSITY- NEW HIRES¹

58%

of new hires
identify as
racially and/or
ethnically diverse

51%

of new hires
identify
as female

¹ Represents regular U.S. workforce new hires through 2021. Does not include interns or seasonal contract workers.

CULTURE & TALENT

SUPPLIER DIVERSITY

Our Supplier Diversity initiative covers merchandising and indirect procurement and has three focus areas: increasing our overall spend with diverse and small suppliers, sourcing merchandise from diverse-owned businesses to resell on our website, and enhancing our merchandise offerings to reflect the diverse interests and affiliations of our customers.

We aim to increase Fanatics Commerce's overall spend with small and diverse suppliers. In 2021, we partnered with supplier.io to analyze our data and create a baseline of our spend on small and diverse-owned businesses as we began this important journey in diversifying our suppliers. In 2021, we increased our spend with small and diverse suppliers to \$50 million, up from \$42 million in 2020.

It is also important to us that our e-commerce site includes products from diverse-owned businesses, such as Pro Standard, and is inclusive with products that represent the diverse-interests of our customers. Between 2020 and 2021, we increased the number of products available on our e-commerce site from diverse-owned businesses. These



PRO STANDARD

garnered \$55 million in sales in 2021, up by 80% from 2020. We also increased the number of inclusive product offerings on our site by 120% compared to \$500,000, crossing the \$1 million sales threshold. Our inclusive product offerings include our PRIDE collection and our assortment of products from Historically Black Colleges and Universities.

In 2022, we intend to deepen our commitment to supplier diversity by formalizing our program for direct and indirect spend, with a long-term goal of including Tier 1 and Tier 2 spend. We will continue to utilize our position of influence and support of diverse brands to encourage growth of suppliers available to work within the sports industry.

CULTURE & TALENT

Fair Compensation

In line with our IDEA strategy, we are reviewing gender pay gaps across our organization. In accordance with UK regulations, we publish an annual Gender Pay Gap Report for our UK workforce. Our latest report can be found on our website at www.fanaticsync.com.

LEARNING & DEVELOPMENT

We strive to empower employees to take ownership of their developmental and personal growth. Employees build skills through on-the-job experiences, networking with colleagues, and through structured courses and programs.

Our Fanatics University (FanU) program offers a variety of learning opportunities and experiences that support employees in their development. Areas of emphasis for learning material include: personal growth, leadership, performance coaching, and soft skill improvement.

As part of FanU, we introduced DevelopU in 2019—a “one-stop-shop” for self-guided learning and education. Through this platform, our corporate office-based employees and all people managers can access more than 8,000 resources. DevelopU is available to employees

across the U.S., U.K., Honduras, India, Canada, and Spain. All new professional employees have immediate access to DevelopU where they can find a “New to Fanatics” section with guided learning, including technical and soft skills development courses, IDEA, Environmental, Health & Safety (EHS), and labor and compliance training courses. Employees in Thailand and Hong Kong will gain access to DevelopU in 2022.

LEARNING & DEVELOPMENT COURSES COMPLETED

2020 24,311 COURSES COMPLETED

2021 48,690 COURSES COMPLETED

¹ Represents regular U.S. workforce through 2021 Year End.

EMPLOYEE WELL-BEING & ENGAGEMENT

Well-Being

We provide resources to support our employees’ physical, mental, and financial well-being. Through our employee assistance programs, our team members have access to confidential support for issues like stress, substance abuse, depression, and anxiety. Additionally, employees who participate in our

benefits plans are eligible for telemedicine, where they can ask a physician any health-related question 24/7.

Our pay and benefits package includes competitive base pay, incentives and a robust 401(k) savings plan with an employer matching contribution. We subsidize high-quality comprehensive medical, dental, life insurance and disability coverage to our employees. Our exempt employees enjoy a Discretionary Time Off Program that allows them to use their discretion and professional judgment to take time away from work throughout the year to enjoy vacation and other personal time off. Non-exempt employees receive generous paid time off and seven company paid holidays per year. All U.S. full-time employees are eligible to take up to four weeks of baby bonding leave paid at 100% of their base salary, and after six months of employment, employees are eligible for an additional twelve weeks for a total of 16 weeks of baby bonding leave.

CULTURE & TALENT

Finally, Fanatics offers a free online fitness program and special rates and discounts for gyms and fitness centers so employees can work out anytime. Selected wellness related programs in the U.S. include:

- Infertility Expense Reimbursement Program
- Employee Assistance Program
- Student Loan Repayment Assistance Program
- Gympass Membership
- Headspace Membership

EMPLOYEE ENGAGEMENT

In 2021, we conducted our first employee engagement survey in partnership with Glint, a cloud-based survey platform that assists organizations with employee experience tracking and feedback collection.

Eighty-six percent of our full-time, global team members participated in our first survey and Fanatics received an engagement score of 80, which was +6 compared to Glint's global benchmark data.²

Our areas of strength, where we scored at least +10 vs. the benchmark, tell us that employees at Fanatics are excited about the company's future prospects, feel that Fanatics communicates well with them, and are satisfied with how decisions are made in the organization. While

² Our engagement score is calculated as an average measure of scores given by employees for "How happy are you working at Fanatics?" and "I would recommend Fanatics as a great place to work"—and compared against Glint's Global Benchmarking.

every element of our employee survey resulted in above benchmarks, we will not be complacent and look to continue extending our strengths across all areas.

Our plan to address the findings was to openly share and discuss the results with all employees. Managers hosted team meetings to create custom action plans that resonate the most with their teams. Goals were then entered into the Glint platform which provided suggested action items and additional resources to help managers work with their teams.



CULTURE & TALENT

HEALTH & SAFETY

Our Environmental, Health and Safety (EHS) team is responsible for the health and safety of employees at U.S. offices, and U.S. e-commerce, retail, and owned manufacturing operations.

Our U.S.-based regional EHS leaders review incident and injury metrics weekly and build action plans to achieve a 10% injury reduction rate year-on-year. The incident reduction plans require review and approval from senior EHS leadership. When incident or injury rates increase, we assign site leadership training sessions with EHS and Workers Compensation to address the issue area.



Exempt and non-exempt Operations employees receive EHS training live and online. Non-exempt employees also receive initial EHS compliance training during New Hire Orientation and advance skills training core areas of risk on the operations floor.

During 2020, our EHS and Security resources were redirected to COVID-19 mitigation controls. Fanatics focused itself on the safety and well-being of our employees during the global pandemic. In our distribution and fulfillment facilities, we instituted strict policies to reduce contact and spread, implemented new operational procedures, established social-distancing best practices, secured our facilities, provided easy access to hand sanitizers and wipes, and increased cleaning schedules. For our corporate office-based employees, we instituted a work-from-home policy and encouraged video technology to help enhance team collaboration and connection. Currently, our global corporate office-based employees now operate under a hybrid-workplace environment providing flexibility to those who come into our office facilities a few days per week.

In 2021, Fanatics acquired multiple companies which led us to develop an EHS integration program. The integration program focuses on the core areas of EHS compliance and other critical content such as Powered Industrial Truck Safety and Loading Dock Safety. We plan to further deploy this program and increase resources for additional integrations as the overall business continues to grow and we work with our new businesses and employees to bring processes and resources up to our standards.






CULTURE & TALENT

AWARDS AND RECOGNITION

Over the years, Fanatics and our talented team of global employees have been recognized by organizations and publications for a variety of areas, including Career Development, Leadership, Diversity, Innovation, Technology, and Philanthropy. While Fanatics is grateful to

be recognized, these honors are truly a testament to the strong culture and values that our employees bring to life every day. Below are select awards and recognitions from 2020 to 2021.

2020 AWARDS

-  Ranked #8 on Fast Company's list, "The 10 most innovative sports companies of 2020."
-  Comparably announced its "2020 Best Places to Work Awards" and Fanatics earned 5 additional awards, including Best CEO, Best Company Work-Life Balance, Best Leadership Teams, Best CEOs for Women, and Best CEOs for Diversity.*
-  Business Insider recognized Fanatics Vice Chairman and Commerce CEO Doug Mack on "The 25 best CEOs of 2020, ranked by female employees" list.
-  Newsweek named 5 eCommerce sites under the Fanatics umbrella to its inaugural "Best Online Shops List" ahead of the holiday shopping season.
-  Fanatics and the All-In Challenge earned the Hashtag Sports Award for "Most Inspiring Engagement During the Sports Pause."

2021 AWARDS

-  For the fourth straight year, Fanatics landed on Fast Company's list, "The 10 most innovative companies in sports" jumping to #4 in the Sports category.
-  Fanatics increased its total Comparably awards to 29 in 2021 winning for Best CEO, Best Company Perks & Benefits, Best Career Growth, Best HR Team, Best Engineering Team, and Best Global Culture.*
-  Fanatics and the All In Challenge Foundation received the 2021 Purpose Award for "Best Use of Celebrity and/or Influencers" for the ALL-IN Challenge.
-  Fanatics' Miramar location was presented with the "Manufacturer of the Year Award" from South Florida Manufacturing Association.
-  Sports Business Journal named Fanatics CEO Michael Rubin the most influential person in sports business.

*Doug Mack, Vice Chairman/CEO Commerce

CULTURE & TALENT

LOOKING AHEAD

We intend to continue to expand and enhance the programs that support our culture and talent.

Our plans for 2022 include:

- **Improve our Workforce Data**
We aim to improve our visibility into our workforce demographics, including the diversity of our international employees, frontline workers as well as our contract and seasonal workforce.
- **Evaluate Progress on Diverse Recruiting**
We plan to conduct our first annual review of progress against the specific, internal diversity goals set by our divisional leaders. Our recruiting team will continue to conduct an inclusive process to attract diverse talent.
- **Develop Future Diverse Leaders**
We will continue to focus on the development, retention and advancement of our diverse talent to create our own pipeline of future diverse leaders in an industry and business world that generally lacks diversity in senior ranks from which we can recruit.
- **Expand FAN Experience**
We plan to add a FAN for Veterans and we will expand the content with existing FANs. Additionally, our FAN co-chairs will receive specialized training to support their growth and development.
- **Launch an Inclusive Leadership Cohort**
We plan to launch a new cohort for our next generation of top talent. This group will have a series of courses with internal leaders and external D&I experts.
- **Grow our Supplier Diversity Program**
We plan to grow and expand our supplier diversity program of our indirect procurement and merchandising.
- **Launch Family and Home Care Services**
We will offer childcare, child and adult at-home care, pet and home care, as well as access to tutoring services as part of our Benefits offering for U.S.-based employees.
- **Launch a Career Development Platform**
We plan to launch EmpowerU, a performance enablement system to enable an employee-owned approach to career development.
- **Evaluate Employee Engagement Survey**
We recently conducted our second global employee engagement survey in early 2022 for better insight into how we can continue to enhance our culture and improve upon processes that matter most to our employees.
- **Launch a new EHS Platform**
We plan to deploy a new software system to support Global Health and Safety by streamlining processes and managing risks.

COMMUNITY & ALL IN

WE CHAMPION CAUSES THAT UNITE OUR FANS AND THEIR COMMUNITIES, AND WE ARE MOBILIZING OUR NETWORK TO RESPOND TO SOCIETY'S MOST PRESSING NEEDS.

OUR APPROACH

At Fanatics, we believe we have the power to move and inspire people from all walks of life to care, engage, and connect. We have built a global business around fueling those connections and amplifying pride among millions of fans in thousands of communities. We are committed to harnessing that reach—as well as our innovative technology platform and exclusive licensing rights—to make a positive impact in our communities. We prioritize the organizations and issues that matter most to the communities where our fans live, work, and play. Our current three focus areas are philanthropy, volunteering, and special causes.



COMMUNITY & ALL IN

OUR PROGRAMS & PROGRESS

Philanthropy

From our CEO Michael Rubin to our employees, Fanatics has a culture of philanthropy. Whether it's advocating on behalf of those trapped in an unjust criminal justice system or those who are the target of bigotry and racism, Michael has been a pioneer in these efforts and has used his platform to change hearts, minds, laws, and policies that discriminate against the world's vulnerable populations. The REFORM Alliance, which Michael co-founded, aims to transform probation and parole by changing laws, systems and culture to create real pathways to work and wellbeing. In 2021, The REFORM Alliance saw key victories in probation reform in five states – Georgia, New York, Virginia, Mississippi, and New Jersey. Since its inception in 2019, 14 bills have been passed in nine states to change probation and parole laws, creating avenues for more than 650,000 people to leave the system.

Throughout our organization, including at the highest levels of leadership, we lead by example and our philanthropic efforts are fully supported – whether that takes the form of cash, merchandise donations, volunteerism or lending our voice and brand to numerous nonprofit organizations and causes. In 2020 and 2021, Fanatics leveraged our strengths—including wide-ranging relationships across sports, entertainment and business as well as our innovative platform, our agile culture, and our engaged leadership—to respond to the global pandemic and create new partnerships with organizations that align with our values.

Cash and In-Kind Donations

In 2020, we donated over two million dollars in merchandise globally, and manufactured and donated close to one million face coverings

and gowns to frontline workers battling COVID-19. We also launched two meaningful partnerships with Make-A-Wish and the 2022 Special Olympics USA Games. Through the Make-A-Wish partnership we are providing monetary support and merchandise donations to help fulfill sports-related wishes that bring hope and joy to children when they need it most. With a first-of-its-kind merchandise partnership with the 2022 Special Olympics USA Games, we are providing donations of cash, apparel, and merchandise for athletes, volunteers, and partners as well as managing their e-commerce website and on-site retail during the Games.

In 2021, Fanatics donated nearly 1,000,000 pieces of merchandise to a wide range of nonprofit organizations working to unlock potential among youth and underserved groups including Goods Sports, Boys and Girls Clubs of America, Good360, and American Red Cross, among others.

Additionally, in 2021, we launched an employee giving program for employees to donate funds directly through payroll deduction; contributions made in 2021 will benefit the 2022 Special Olympics USA Games.

Disaster Relief

When COVID-19 hit and nonessential businesses closed, we recognized an opportunity to manufacture in-demand items for frontline healthcare workers. In 2020, we partnered with Major League Baseball (MLB) to manufacture masks and gowns at our Fanatics' baseball uniform manufacturing facility in Easton, Pennsylvania. Manufacturing costs were split with MLB and we dedicated over 50,000 hours of work to manufacture one million items, which were donated to frontline and healthcare workers in hospitals and government centers across 13 states.

COMMUNITY & ALL IN



“The generosity of corporate partners like Fanatics allows Good360 to transform lives by closing need gaps in communities around the world. In 2021 alone, their donations diverted more than 850,000 lbs. of critically needed goods from landfills. That means nearly 650,000 items ended up in the hands of people who would otherwise go without. These partnerships are essential in helping us, and our network of other nonprofits, fulfill our missions.”

Shari Rudolph, Chief Development Officer, Good360



“Fanatics surprised and delighted youth in 19 Boys & Girls Clubs with more than 87,000 pieces of licensed sports merchandise across the U.S. in 2021. The items provided by Fanatics helps ignite and harness youth passion for team pride and engaging with their community.”

Susan LaClaire, Director, Corporate & Cause Partnerships, Boys & Girls Clubs of America



“Fanatics has supported the American Red Cross mission in countless ways –by encouraging blood donations, lending volunteers, providing board leadership and through generous financial contributions. We are so grateful for this committed partnership and want to say thank you for empowering our ability to provide support in communities when help is needed the most especially in times of disasters and crises.”

Christian Smith, Regional CEO, American Red Cross Florida

Food Insecurity

Food insecurity in the U.S. increased during the pandemic. Recognizing the needs of our communities, we organized a digital fundraising event leveraging our deep connections across sports, entertainment, and business. The result was the [ALL-IN Challenge](#), which mobilized more than 500 of the most popular teams, athletes, leagues, celebrities, musicians, business leaders, and brands to challenge each other to donate their most prized possessions or create once-in-a-lifetime experiences that were made available to all fans via both auction and sweepstakes. The challenge raised close to \$60 million to provide nearly 300 million meals for Feeding America, Meals on Wheels, No Kid Hungry, and World Central Kitchen. We established the All In Challenge Foundation in 2020, which will continue to serve as the philanthropic extension of the company.

Volunteering

We encourage and enable employees to give back to their communities through deferred time off. In 2020 and 2021, employees volunteered an estimated 76,000 hours through self-directed volunteering and company-organized efforts with nonprofit community partners such as the American Red

COMMUNITY & ALL IN

Cross, Special Olympics Florida, 2022 Special Olympics USA Games, and All In Challenge Foundation. Visit our [Community](#) webpage for an overview of our latest philanthropy and volunteering efforts.

Causes

We believe that society should be a level playing field, just like sports, where we all play by a common set of rules. Since 2019, we have been actively involved in the fight for social justice in the U.S., advocating on behalf of those trapped in the criminal justice system or those who are the target of bigotry and racism.

In 2020, we partnered with the NBA and with FISLL (Faith, Integrity, Sacrifice, Leadership, and Legacy), a social impact brand that looks to engage and empower youth for leadership and impact through a diverse life coaching platform, to collectively donate over \$30,000 to social justice causes. In 2020 and 2021, we continued working with the REFORM Alliance, an organization that works to dramatically reduce the number of people who are unjustly under the control of the criminal justice system. Additionally, we engaged with and supported the UK's LGBT Foundation, which shares Fanatics' belief in a fair and equal society where all people who identify as lesbian, gay, bisexual, and trans can achieve their full potential, through donations of proceeds from Pride merchandise sales. Read more about our [social justice initiatives](#).

Looking Ahead

We will continue to create opportunities for our employees and fans to give back and strengthen our community partnerships.

In 2022, we will launch a company-wide Global Volunteering Program. The objective is to formalize our approach, providing more structure to our volunteering program and expand the ways we encourage

and reward employees who give back to their communities. Our new program will coordinate efforts across the globe and improve upon our existing program with a technology solution for signing up for volunteer projects in local communities and managing volunteer hours. Our Global Volunteering Program will launch in April 2022.



COMMUNITY & ALL IN

We also look forward to the special events which will benefit our communities:



FANATICS GLOBAL IMPACT DAY

In April, we will celebrate Global Impact Day, our inaugural annual day of service. We will provide paid time off for all employees to volunteer at one of 300+ sites globally with their Fanatics colleagues. We expect this day to be transformational, serving more than 200 nonprofit organizations and causes and impacting 500,000 people in our local communities. We estimate our employees will contribute more than 30,000 volunteer hours of service during this day.



GOLFING FOR GOOD

Fanatics and the All In Challenge Foundation will host the Charity Golf Classic Tournament in May 2022 at the esteemed TPC Sawgrass in Ponte Vedra, FL. The event will bring together more than 300 leaders, partners, and vendors across the sports, wholesale, and retail industries to raise awareness and much needed funds for Special Olympics Florida, 2022 Special Olympics USA Games, and Make-A-Wish Foundation Central and Northern FL.



2022 SPECIAL OLYMPICS USA GAMES

Fanatics is the official merchandise partner for 2022 Special Olympics USA Games where Special Olympics Athletes will compete in June in Orlando, FL at the ESPN Sports Complex. We plan to donate apparel and merchandise for more than 4,000 athletes and 10,000 volunteers. We will also lend our support by designing, developing, and managing a first-of-its-kind e-commerce site, and operating the on-site retail locations during the Games.

LABOR & HUMAN RIGHTS

PEOPLE WHO MANUFACTURE FANATICS PRODUCT—AT OWNED MANUFACTURING FACILITIES AND AT SITES WITHIN OUR SUPPLY CHAIN—DESERVE TO BE TREATED FAIRLY AND RESPECTFULLY. WE ARE BUILDING A BEST-IN-CLASS LABOR AND HUMAN RIGHTS PROGRAM TO ASSESS AND MITIGATE THE RISKS THAT FACTORY WORKERS FACE.

We take great pride in running a socially responsible business that respects workers' rights, and believe we have an obligation and opportunity to use our business to make a positive difference for the people and in the communities in which we operate."



JOE BOZICH
President Fanatics Brands

OUR APPROACH

In 2016, we began to actively evaluate and manage our business' impacts on labor and human rights issues. Our focus was the manufacturing supply chain of our Fanatics Brands division, which produces goods on behalf of licensing partners including universities, major sports leagues, and other apparel companies. Fanatics Brands has a global supply chain of approximately 150 Tier 1 cut, sew and embellishment contract facilities, as well a limited number of owned and operated manufacturing facilities in the United States. Since 2018, we have published a [list of suppliers](#) annually on our website, in alignment with the requirements of the Transparency Pledge, a multi-stakeholder initiative by human and labor rights organizations to improve transparency in garment and footwear

LABOR & HUMAN RIGHTS

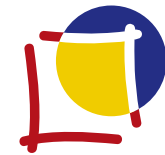
supply chains. Based on Fanatics Brands' commitment, we regularly publish a list of all cut/sew and embellishment facilities, the facility addresses, the parent company of the facility, type of products made, and worker count at each facility.

In the last five years, our priority has been building a best-in-class program that enables us to assess, manage, and mitigate labor and human rights risks for Fanatics Brands working with our owned sites and our Tier 1 suppliers, which we define as those facilities involved in the final garment manufacturing process (inclusive of cutting, sewing, and/or embellishment).

Overseen directly by the Compliance Committee, which includes the President of Fanatics Brands, as well as our Chief People Officer, Chief Financial Officer and SVP of Global Communications under the direction of our Chief Executive Officer, our program is grounded in the Fair Labor Association (FLA) Principles of Fair Labor and Responsible Sourcing and Production. Our aim is for workers in the Fanatics Brands supply chain to be respected, treated fairly, and not subject to discrimination. We stay abreast of the labor and human rights risk landscape for the apparel industry through our

participation in multi-stakeholder initiatives, civil society organizations (CSOs), and other labor stakeholders, such as the FLA, the International Labor Organization's (ILO) Better Work program, the Americas Group, and the International Accord for Health and Safety in the Textile and Garment Industry. Read more about our work with labor stakeholders [here](#).

In 2021, Fanatics Brands labor and human rights program received Accreditation from the FLA. At the time of publication, we are proud to be one of only 31 companies as of January 2021 to hold this level of distinction. FLA accreditation requires companies to meet standards and benchmarks that are based on those of the International Labour Organization (ILO), UN Guiding Principles (UNGPs), and the Organization for Economic Co-operation and Development (OECD). As the highest level of programmatic evaluation by the FLA, Accreditation recognizes that we have corporate systems in place to identify and remediate unfair labor practices in our global supply chain. Additionally, FLA Accreditation provides a basis for socially responsible investors and consumers to make informed investing and purchasing decisions. Fanatics Brands Accreditation included evaluation against both the FLA Principles of Responsible Sourcing and Principles of Responsible Production.



FAIR LABOR
ASSOCIATION

"Accreditation by the Fair Labor Association shows that Fanatics Brands plays by the rules when it comes to protecting the rights of the workers who make its officially licensed gear for sports fans. FLA Accreditation is a tangible sign of Fanatics Brands' pledge to meet the world's highest labor standards and its commitment to continuous improvement toward better conditions for workers."

Sharon Waxman, FLA President and CEO

"On behalf of the entire Fanatics Brands team, we are extremely proud to receive this accreditation from the Fair Labor Association, one of the industry's most important and purposeful organizations."

Joe Bozich, President Fanatics Brands

LABOR & HUMAN RIGHTS

OUR PROGRAMS & PROGRESS

Supplier Selection

As part of our commitment to Labor & Human Rights, Fanatics Brands conducts labor risk assessments for any potential Tier 1 supplier that will be manufacturing our products. The scope of these pre-production assessments is any Tier 1, which includes cut, sew, and embellishment facility to be used for Fanatics production. The facility is assessed against the [Fanatics' Workplace Code of Conduct](#) (the Code), which is grounded in the FLA Workplace Code of Conduct and ILO standards and internationally recognized labor practices. We leverage third-party auditors to conduct these assessments who have been trained and accredited on Fanatics' Code and our audit methodology. These assessments are conducted on site over several days, and include key activities such as document review, facility walkthrough, management interviews and worker interviews, to name a few. In addition to these assessments, we will not conduct business with a new Tier 1 supplier until they confirm in writing they are willing and able to meet our labor standards.

The Code defines the standards to which we hold ourselves and our Tier 1 suppliers. We require every Fanatics Brands Tier 1 supplier

to post the Code, along with our grievance channel hotline, in their factories where it is visible to all workers. We leverage these standards to evaluate working conditions and collaborate with factories and suppliers if improvements are required. Our current Code and Benchmarks can be [found here](#). On an annual basis, Fanatics Brands suppliers are required to deliver training for their workers on their rights under the Code and on how to use the Fanatics Brands grievance channel hotline. The suppliers are then required to certify to us that they have delivered this training, which is then assessed through the auditors' evaluation. If it's determined workers have not been trained on their rights according to local law and Fanatics' Code, development and deployment of said training will be included as part of a Corrective Action Plan (CAP).

Suppliers must also review and acknowledge other Fanatics Brands policies and regulations related to labor, human rights, and the environment. This includes our Tier 1 Supplier Manual, which commits suppliers to participate in our broader sustainability program. It also includes our Restricted Jurisdiction Policy, which prohibits suppliers from sourcing inputs for Fanatics Brands goods from regions and countries that pose legal, compliance, human rights, labor rights or other risks that undermine our commitment to sustainability.

Upholding our Standards

Once a Tier 1 supplier enters the Fanatics Brands source base, we continue to monitor working conditions as well as benchmark their improvement and incorporation of best practices over time. The supplier's future business with Fanatics Brands is conditioned on, among other factors, sustainability performance and a commitment to ensuring good working conditions.

As a FLA participating company, our proprietary monitoring program or audit, which is inclusive of the remediation process, is based on the FLA Code and Benchmarks. The FLA Code is rooted in ILO Principles and requires factories to develop robust management systems. As a Better Work Partner and Social & Labor Convergence Program (SLCP) Brand Signatory, we also accept Better Work assessments and SLCP-verified reports in lieu of deploying our own Fanatics audit.

Each Fanatics audit, Better Work assessment, and SLCP-verified report is evaluated and risk rated in accordance with our proprietary scoring methodology. A supplier's risk rating determines whether they will be subject to a follow-up onsite or virtual site assessment. All Fanatics Brands suppliers that are subject

LABOR & HUMAN RIGHTS

to this follow-up assessment shall undergo remediation training and develop a CAP to address their findings. The CAP development process requires suppliers to conduct a root cause analysis for each finding, along with identifying immediate and sustainable measures to prevent finding reoccurrence. Based on our standard operating procedures, the Fanatics Brands' Sustainability team escalates any supplier who has achieved a certain severity of violation to leadership, who will determine next steps. Dependent on violations and leadership decision, responsible divestment of the relationship may occur.

In 2020 and 2021, the COVID-19 pandemic limited most brands' ability to conduct traditional, in-person monitoring, and Fanatics Brands was no different. Our Sustainability team worked tirelessly to identify alternative monitoring solutions to maintain visibility to supplier working conditions, both to protect workers' rights, but also to support our supplier partners in navigating the rapidly changing health and safety requirements and lockdown implications.

During the pandemic, socioeconomic and other external pressures caused working conditions to decline in some factories. Many countries, including several where we manufacture, do not have public sector-established social safety nets to address these issues. The ILO Call to Action: COVID-19 – Action in the Global Garment Industry stimulated action within the global garment industry to support manufacturers during the COVID-19 pandemic and to protect garment workers' income, health, and employment. We endorsed the Call to Action in 2021 and Fanatics Brands intends to continue to engage in multi-stakeholder discussions at the global and national level in Indonesia and Bangladesh.

COMMITMENTS MADE IN 2020 AND 2021

- Endorsed ILO Call to Action: COVID-19: Action in the Global Garment Industry

- Commitment to Responsible Recruitment - Signatory to AAFA/FLA initiative addressing forced labor risks in global supply chains

- Social & Labor Convergence Program (SLCP) - Signatory to Social & Labor Convergence industry initiative to enhance data sharing and reduce audit fatigue among our owned facilities and third-party suppliers as they can be subjected to multiple audits annually

- Signatory to International Accord for Health and Safety in the Textile and Garment Industry - the successor to the Accord on Fire and Building Safety in Bangladesh

LABOR & HUMAN RIGHTS

Partnerships

Many brands, including several of our licensing partners, have begun to address labor and human rights impacts in the supply chain. As we shape our program, we intend to collaborate within our industry and proactively engage with multi-stakeholder groups including the FLA, ILO Better Work, and the Social and Labor Convergence Program (SLCP) as described above. By harmonizing our work with others, we intend to align our program with global best practices.

In 2020 and 2021, we entered two new partnerships designed to enhance our labor and human rights program for Fanatics Brands.

- **Better Work**

Better Work brings diverse groups together—governments, global brands, factory owners, and workers—to improve working conditions in the garment industry and make the sector more competitive. Fanatics became a Better Work Participant in 2017, and in 2021, we expanded our relationship by becoming a Better Work Partner. Since October 2017, Fanatics has accepted a total of 56 Better Work assessments in lieu of deploying a Fanatics audit. We have attended annual

Better Work Global Forums virtually and in person since 2019.

- **Better Buying Institute**

The Better Buying Institute aims to improve supply chain outcomes by changing buyer purchasing practices. We began our relationship with Better Buying in 2019, giving our suppliers the opportunity to provide anonymous feedback on how our buying behavior impacts their operations. In 2020 and 2021, we participated in the Better Buying Purchasing Practices Index (BBPPI), and saw improvement in our average BBPPI rating, as well as improvement in four of the seven categories³. In 2022, we strive to improve our performance across all seven categories from our 2021 baseline.

Looking Ahead

In 2021, as part of our work with the FLA, we released a statement outlining our commitment to Fair Compensation. The complete statement, which includes information on our efforts to understand and benchmark wages in the Fanatics Brands supply chain, as well as our strategy to positively impact compensation levels, can be found here.

In 2022, we intend to invest further in our Sustainability Team resources to ensure we have the bandwidth for both the breadth and depth of programming planned. We will begin a programmatic mindset shift from one of foundation building to one of measuring impact. This impact measurement will require more sophisticated analyses of the data we have collected on our existing Fanatics Brands supply chain programs to evaluate the impact we are having on workers. Finally, we intend to assess where and how to scale our Labor and Human Rights work to other areas of the Fanatics organization with manufacturing supply chains.

³Fanatics Brands improved its score in four categories: Planning & Forecasting, Design & Development, Payment and Terms, and Management of the Purchasing Process. The other Better Buying categories are Cost & Cost Negotiation, Sourcing & Order Placement, and Win-Win Sustainable Partnership.

SOURCING TRANSPARENCY

FANATICS BRANDS IS MAPPING ITS UPSTREAM SUPPLY CHAIN AND TAKING ACTION TO MITIGATE SUSTAINABILITY RISK. OUR VISION IS TO SOURCE TRANSPARENTLY FROM A GLOBAL NETWORK OF SUPPLIERS WHO SHARE OUR SOCIAL AND ENVIRONMENTAL STANDARDS.



OUR APPROACH

Sourcing transparently is challenging and requires honest, open dialogue with suppliers. We engage direct and upstream suppliers to meet our long-term objectives of improving social and environmental standards in their production processes and sourcing toward more sustainable material inputs. Today, Fanatics Brands' Sourcing Transparency work has two work streams that address interconnected supply chain issues: Upstream Mapping and Product Traceability.

The objective of our Upstream Mapping workstream is to gain visibility into all materials

suppliers manufacturing fabric for Fanatics Brands products. Our activities include desktop due diligence, on-site verification, sustainability risk-issue identification, and labor and environmental program integration. Our second Transparency workstream, Product Traceability, will help us source socially and environmentally preferable materials from upstream origin of commodity producers. We work on sustainability risk mitigation, identifying operational efficiencies, leveraging technology as a traceability catalyst, as well as pursuing meaningful partnerships and certifications schemes for raw materials.

SOURCING TRANSPARENCY

OUR PROGRAMS & PROGRESS

Upstream Mapping

Cotton is a crucially important commodity for brands in the apparel industry, and Fanatics Brands is no different. While Fanatics Brands has historically engaged with our Tier 1 suppliers on sustainability risks, we are keenly aware of the potential for labor and human rights risks present upstream in the fabric manufacturing, yarn spinning, cotton ginning and harvest processes. Over the past years, we have channeled resources into assessing and mitigating the potential labor and human rights risk in our cotton supply chain at Fanatics Brands. In addition to the external consultations with organizations such as the FLA and Responsible Sourcing Network, we:

- Educated Fanatics Brands executives on the risk in the cotton supply chain;
- Established a cross-functional Task Force on cotton traceability with a commitment to recommend a go-forward traceability strategy for leadership;
- Launched a cotton traceability pilot, prioritizing the Eastern Hemisphere due to the higher labor and human rights risk profile; and
- Formalized and delivered training for Tier 1 suppliers focused on cotton sourcing risks.

We are committed to respecting internationally recognized human rights in our business operations. Accordingly, with respect to our supply chain, we are working to monitor high risk sources of cotton that we need to purchase and import for our apparel. We aim to align our related due diligence, policies and actions with well-known and recognized due diligence framework such as the Organization

for Economic Cooperation and Development’s (OECD) Due Diligence Guidance for Responsible Supply Chains in the Garment & Footwear Sector. The OECD adopted this guidance in 2017 to establish a common understanding of due diligence in this sector to help companies like us in our sector meet the due diligence expectations laid out in the OECD Guidelines for Multinational Enterprises.

In 2021, **we built an end-to-end process and tools to conduct more extensive upstream supply chain mapping.** In the design phase we consulted external parties, including partners we collaborate with on labor and human rights programming, and existing labor stakeholders from our Fanatics Brands Tier 1 supply chain. Our development of the process and tools was also informed by institutional frameworks such as the United Nations Global Compact (UNGC) and the OECD Due Diligence for Responsible Supply Chains in the Garment and Footwear Industry.

SUPPLY CHAIN TIERS - COTTON SUPPLY CHAIN



SOURCING TRANSPARENCY

Our 2022 priority for Fanatics Upstream Mapping work is Tier 2 Mill Registration. Through this initiative, we are working with our Tier 1 suppliers to identify all Tier 2 facilities where bulk textiles used in Fanatics Brands product are produced or processed. In turn, these Tier 2 suppliers are introduced to Fanatics Brands Sustainability standards, and each Tier 2 facility will be cataloged in our central sustainability database where we will aggregate and maintain key information. This new level of transparency will be an important resource so that materials made for Fanatics Brands products are only manufactured at facilities approved by Fanatics. Additionally, this initiative will prepare Fanatics Brands to secure visibility further upstream as we strive to register entities in the upper tiers of the cotton supply chain.

Product Traceability

Upstream Mapping is the foundation of our Product Traceability work. Only by understanding where and how our products are manufactured upstream can we understand the journey of the material inputs that comprise our products.

Cotton is the majority commodity in Fanatics Brands product so we have begun our Traceability work with a focus on mitigating risk in cotton procurement. We are a brand ambassador for the Responsible Sourcing Network (RSN) Yarn Ethically and Sustainably Sourced (YESS) pilot. RSN's YESS program helps yarn spinners and textile mills build risk identification and mitigation systems for forced labor in the cotton supply chain. In 2021, we participated in the pilot accreditation training modules, and cascaded these training modules to a select group of Tier 2 suppliers.

Looking Ahead

In 2022, we plan to advance our work in Upstream Mapping and Product Traceability. We plan to:

- Complete the launch of the Tier 2 Mill Registration initiative;
- Begin to integrate Tier 2 suppliers into Fanatics Brands Labor & Environment programming;
- Build a technology adoption road map to enhance our upstream traceability capabilities;
- Continue our engagement with the RSN YESS Pilot, and nominate select Tier 2 suppliers to participate in post-pilot assessments;
- Expand our Mill Registration and Cotton Fiber Due Diligence initiatives from the Eastern Hemisphere supplier base to our Western Hemisphere supplier base; and
- Map our water risk for our Tier 1 (garment manufacturing) and Tier 2 (materials manufacturing) facilities, as well as key cotton source regions to provide initial insights regarding facilities at risk and identify key water-related risks to our respective cotton source countries.

ENVIRONMENT

WE ARE DEVELOPING AN ENVIRONMENTAL STRATEGY TO MANAGE THE IMPACT OF OUR OWN OPERATIONS ON THE ENVIRONMENT, FOCUSING FIRST ON GHG EMISSIONS, WATER, WASTE, AND BIODIVERSITY. THIS WORK MUST BEGIN WITH THE COLLECTION OF HIGH-QUALITY ENVIRONMENTAL DATA TO ESTABLISH OUR IMPACT BASELINE.

OUR APPROACH

We recognize the actual and potential environmental impact of our business and have identified the need for a more robust program to manage our footprint.

Fanatics Brands is developing its environmental strategy based on established international and industry-specific best practice guidance. The Fanatics Brands strategy will prioritize areas under our control where we believe we have a significant environmental impact—such as product creation, manufacturing, and operations. Our strategy will focus on greenhouse gas emissions, water use and pollution, biodiversity impacts, and waste reduction. We expect that our risk assessment and data collection activities will help us mitigate those impacts

and ultimately set and track progress toward specific targets.

We also have discrete environmental activities taking place in other parts of our Fanatics Commerce business:

- Packaging and logistics efficiency initiatives within e-commerce;
- Zero-waste to landfill initiatives at our distribution centers;
- Compliance-focused initiatives at the Fanatics corporate offices; and e-commerce distribution centers.



ENVIRONMENT

ENGAGING FANATICS TEAM MEMBERS

In 2021, we delivered training to nearly 300 Fanatics team members to increase awareness of our environmental impacts and our forward-looking strategy.

Our Programs & Progress

In 2020 and 2021, we embarked on a new initiative—improving our data collection capabilities in support of the Fanatics Brands environmental strategy. Across that business, we also worked to improve packaging, make product delivery more efficient, and maintain existing efforts to comply with environmental regulations.

DATA COLLECTION

Developing the systems and capabilities to collect more comprehensive environmental data is a top priority for Fanatics Brands. Our environmental data collection effort within Brands is contributing to current benchmarking of GHG emissions across the entire Fanatics organization.

We intend to accomplish this as part of our affiliation with the Sustainable Apparel Coalition (SAC), the industry’s leading alliance promoting sustainable production. Fanatics Brands has committed to progressive adoption of SAC’s Higg Index which is SAC’s suite of tools for standardized measurement of value chain sustainability. We also intend to use Higg Facility Environmental Module (FEM) to measure the sustainability performance of facilities. The Higg FEM is SAC’s sustainability assessment tool that help manufacturers and brands measure and evaluate the environmental performance of their facilities, year over year, and is designed to:

- Measure and quantify the sustainability impacts of a facility;
- Reduce redundancy in measuring and reporting sustainability performance;
- Drive business value through reducing risk and uncovering efficiencies; and
- Create a common means and language to communicate sustainability to stakeholders.

With better visibility into our energy, greenhouse gas, water, and waste footprint we then intend to set a path to reduce our impact over time.

Packaging Reduction

We are exploring ways to reduce the impact of Fanatics Commerce packaging, including reducing the volume of packaging included in orders. In 2020 and 2021, we completed two packaging reduction initiatives for goods sold through our e-commerce platform, however we realize there’s more work to do to continue reduction efforts with not only cardboard but also plastics.

- Shoes are typically packaged with two boxes—an interior box to house the shoes and an external box that protects the product during transit. During periods of high-volume shoe launches, we replaced the exterior box with a 18x25 polyethylene bag, reducing the volume of cardboard waste generated per shipment.
- Products such as t-shirts and hoodies are typically shipped in polyethylene mailers. These shipments represent more than 60% of our outbound packages. In 2021, we decreased our mailer size from 14”x18” down to 14”x17” for soft goods, reducing the volume of plastic waste generated per shipment. The transition was completed in November 2021 and impacted 5.8 million outbound packages across the Fanatics fulfillment centers in the U.S. for the remainder of 2021.

ENVIRONMENT

ZERO WASTE TO LANDFILL INITIATIVE

In 2018, Fanatics launched a zero waste to landfill initiative for its current North American e-commerce distribution centers.

In 2021, our Fairdale, Kentucky facility was certified Zero Waste to Landfill by Link International, utilizing our Waste to Energy model.

Shipping Efficiency

Fanatics aims to reduce the impact of product delivery by optimizing the transport of Fanatics Commerce products from our distribution centers to customers. We use multiple software solutions to manage delivery, and we meet quarterly with our network of carriers to discuss opportunities for greater efficiency. In 2021, Fanatics Commerce added two additional carriers to optimize our regional delivery program in the U.S.

Environmental Compliance

We believe that environmental compliance is non-negotiable, and we have teams assigned to manage EHS at our 14 corporate offices and our 14 owned manufacturing sites. Our approach helps us maintain operating permits and meet local regulatory requirements for our manufacturing sites, including regulations for wastewater and air emissions.

Current Fanatics Commerce U.S. locations responsible for generating a regulated waste are required to comply with all applicable federal, state, and local requirements. Locations must manage their wastes in such a manner that they are not a hazard to employees in the workplace or the environment. This includes appropriate procedures for waste accumulation, labeling,

shipping/transport and maintaining all disposal records and manifests. Sites that generate Hazardous, Universal, Electronic and any other unregulated waste stream are required to conduct a weekly waste area inspection audit. These records have been kept on location in 2020 and 2021, however the deployment of a new EHS software program now allows monitoring of audit completion and closure of any discrepancies requiring corrective action.

Certain manufacturing facilities that are Fanatics Brands owned and/or operated participate in our Labor Sustainability program, which includes auditing for environmental compliance. Additionally, we have begun to deploy the Higg Facility Environmental Module (FEM) with these owned facilities, to establish a baseline of – and eventually set reduction targets for – their environmental impacts.

In 2020, we received one notice of violation for oil and grease exceedance in pursuant to the wastewater discharge permit. The site submitted corrective measures to abate oil and grease exceedances within 30 days of the notice. The site completed additional sampling to verify controls corrected the exceedance and are sustainable. Fanatics was not subject

ENVIRONMENT

to monetary penalties resulting from the notices of violation.

Our North American distribution and production employees of Fanatics Commerce receive annual environmental compliance training that covers hazardous communication and chemical management. Additionally, employees receive process specific training that includes the requirement for safe handling and respective chemicals and personal protection equipment.

In 2022, we plan to enhance our approach to environmental compliance through annual policy revisions, training program enhancements, and utilization of third-party auditing. Read more on the [health and safety](#) aspects of our EHS program.

Product Integrity & Chemicals Use

Fanatics Brands does not use chemicals from the EU REACH Restricted Substances List (RSL), as documented in our Apparel Product Integrity Manual. Fanatics Brands product is tested for RSL chemicals annually by a third-party testing lab and/or annual certification to assure compliance with legal requirements.

Looking Ahead

Our plans for 2022 include compiling a 2021 base year inventory of Fanatics greenhouse gas emissions, water, and waste data using the SAC Higg Facility Environmental Module (FEM). This emissions inventory, which will include Fanatics, Inc. and our current business divisions such as Fanatics Commerce and Fanatics Collectibles, will be grounded in the Greenhouse Gas Protocol Corporate Accounting and Reporting Standard.

Additionally, we will better optimize our fulfillment network to reduce the distance the average package needs to travel by adding more fulfillment center facilities and replicating inventory across these facilities, as well as focus on reducing the number of shipments per order through consolidation of orders into single packaging where possible.



GOVERNANCE

WE STRIVE TO CONDUCT BUSINESS IN A FAIR, TRANSPARENT, ETHICAL MANNER. WE ARE STRENGTHENING OUR CORPORATE AND SUSTAINABILITY GOVERNANCE AND TRAINING EMPLOYEES ON OUR CONDUCT STANDARDS.



CORPORATE & GLOBAL IMPACT GOVERNANCE

The Board of Directors of Fanatics Holdings, Inc. (“Board”) currently consists of nine highly skilled and experienced individuals, including our Chairman and CEO, Michael G. Rubin. Information relating to our Board can be found on our website at www.fanaticsync.com/board-of-directors. We believe that diversity, including of directors’ backgrounds, experiences, qualifications, skills and personal characteristics is essential and parlays into effective deliberations and decision-making, guidance and risk management that reflect a broad range of knowledge and viewpoints and positions the Board for appropriate oversight of our rapidly evolving company and businesses and the company for an inclusive company culture and an enhanced brand and

business reputation by aligning the company’s values with its actions.

As part of the Board’s ongoing evaluation of its structure and oversight function, in early 2022, an Audit Committee of the Board, consisting of directors Gerald Storch and Michael Conn, was formed to oversee matters related to financial reporting, compliance, information security, technology, and ESG risks. The Audit Committee will enhance the Board’s visibility into our management of ESG topics, including and expanding beyond social and labor compliance initiatives.

To enhance the effectiveness of the Board’s oversight function, a Compensation Committee of the Board, consisting of directors Greg Mondre, as chair, Mindy Grossman and Deven Parekh, was formed during the second half of

GOVERNANCE

2021 to oversee compensation matters related to our executive officers and employees.

Additionally, we will establish an internal Fanatics Compliance Oversight Committee, led by our General Counsel and includes our Chief People Officer, Chief Information Security Officer, and Chief Financial Officer, to periodically review our Compliance responsibilities. This internal Committee will be responsible for evaluating Compliance risks across the various operating units, including ESG commitments associated with labor and environmental expectations and industry standards.

In 2021, Fanatics established an Internal Audit team responsible for providing objective, risk-based assurance and advisory services designed to provide unique risk insights and recommendations to improve Fanatics risk management environment. The scope of Internal Audit's work will cover all of Fanatics' operating units and is designed to evaluate whether:

- risks are appropriately identified and addressed,
- the internal control environment is operating as designed, and
- significant compliance issues are understood and addressed appropriately.

Internal Audit results and tracking of outstanding issues will be communicated to the Audit Committee.

Fanatics performs an annual enterprise risk assessment that includes an evaluation of ESG-related risks including sustainability, labor, culture, information security, and privacy practices. The assessment is utilized to inform our audit plan and drive actions to continually improve our existing ESG strategies.

As part of our commitment to the Fair Labor Association (FLA), we instituted a process in 2020 to periodically notify the Board of ESG issues. Our Fanatics Commerce business established a dedicated Compliance Council that provided periodic updates on social compliance and labor topics from the Fanatics Brands Sustainability team. Members of this Council include Fanatics' Chief Financial Officer, Chief People Officer, and General Counsel.

Ethical Business Standards

Fanatics Commerce has adopted and implemented a Standards of Business Conduct and other policies that govern compliance with certain laws, including with respect to anti-bribery and corruption. In the US, Fanatics Commerce communicates business conduct standards to employees through these policies, as well as The Employee Playbook (the Fanatics Commerce employee handbook), which includes detail on the "Rules of the Game" and provides resources, tools, and best practices reasonably designed to enable us to conduct ourselves ethically and in compliance with the law, our policies, and our values. Fanatics Commerce distributes The Employee Playbook to U.S. employees upon joining the company. Outside the US, Fanatics Commerce strives to take reasonable steps to implement similar policies as required by applicable laws. Fanatics Commerce has also taken steps to adopt policies and procedures that are designed to provide us with relevant information to make an informed decision when choosing third parties with whom we do business.

Fanatics Commerce encourages employees to come forward with any concerns or questions related to a suspected violation of applicable law, our Standards of Business Conduct or our policies. Reports may be made anonymously using the Fanatics Commerce Employee Helpline, which is provided by an independent third party and is available in

GOVERNANCE

multiple languages, accessible by phone, email, or online at www.lighthouse-services.com/fanatics.

Two of our most important policies include:

Equal Employment Opportunity (EEO)

Fanatics is committed to providing equal employment opportunities in all of our U.S. employment programs and decisions. To that end, Fanatics strictly prohibits discrimination against any U.S. employee or applicant for employment because of the individual's race, color, religion, sex, gender (which includes gender identity or expression, as well as pregnancy, childbirth, or related medical conditions), sexual orientation, national origin, ancestry, age, physical or mental disability, genetic information, marital/civil union/domestic partnership status, military or veteran status, taking statutorily protected leaves, or any other characteristic or activity protected by federal, state, or local law. This policy applies to all terms and conditions of employment, including, but not limited to, recruitment and hiring, placement, promotion, termination, reductions in force, recall, transfer, leaves of absence, compensation and training.

Harassment Prevention Policy

Fanatics has adopted a zero-tolerance policy toward unlawful discrimination, harassment and retaliation. This zero-tolerance policy means that we do not tolerate any form of unlawful discrimination, harassment, or retaliation on the basis of race, color, religion, sex, gender (which includes gender identity or expression, as well as pregnancy, childbirth, or related medical conditions), sexual orientation, national origin, ancestry, age, physical or mental disability, genetic information, marital/civil union/domestic partnership status, military or veteran status, taking statutorily protected leaves, or any other characteristic or activity protected by federal, state, or local law.

Our Harassment Prevention Policy applies to all U.S. employees, including all members of management, such as supervisors and managers, as well as to all applicants and interns. Fanatics prohibits managers, supervisors, employees and interns from harassing co-workers as well our customers, vendors, suppliers, consultants, independent contractors and other third parties doing business with Fanatics. Any violation of this policy will subject employees to disciplinary action, up to and including immediate termination.

Even non-employees are covered by this policy. We prohibit harassment, discrimination, or retaliation of our employees in connection with their work by non-employees. Immediately report any harassing or discriminating behavior by non-employees, including vendors, customers, and employees of contractors or subcontractors.





**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment E1-a-01**

Withheld in its Entirety

**CONFIDENTIAL AND NOT SUBJECT TO DISCLOSURE
PURSUANT TO MASSACHUSETTS'S PUBLIC RECORDS LAW**

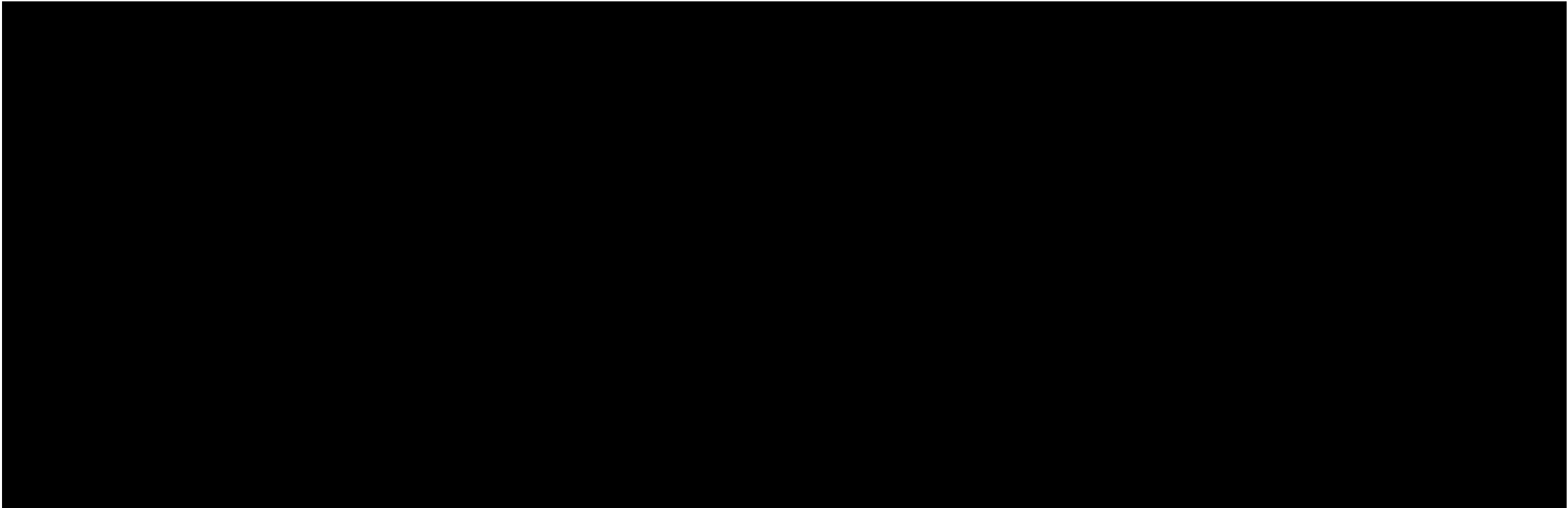
**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G1-01**

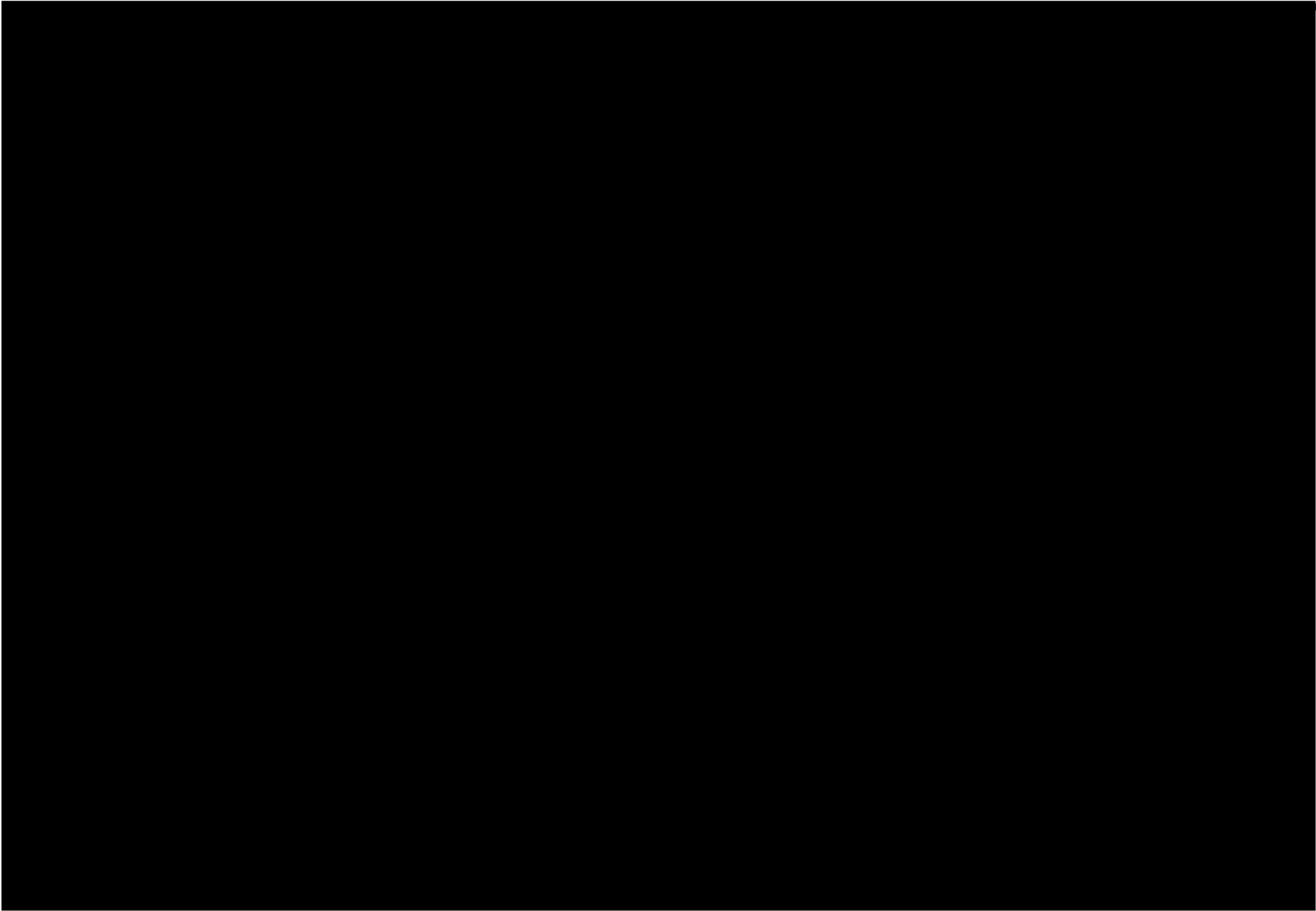
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Fanatics Ownership and Organizational Structure







**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-b-02**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-b-03**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-b-04**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-b-05**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-c-01**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-d-01**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-d-02**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-d-03**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-d-04**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-d-05**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-e-01**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-e-02**

Withheld in its Entirety

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**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-e-03**

Withheld in its Entirety

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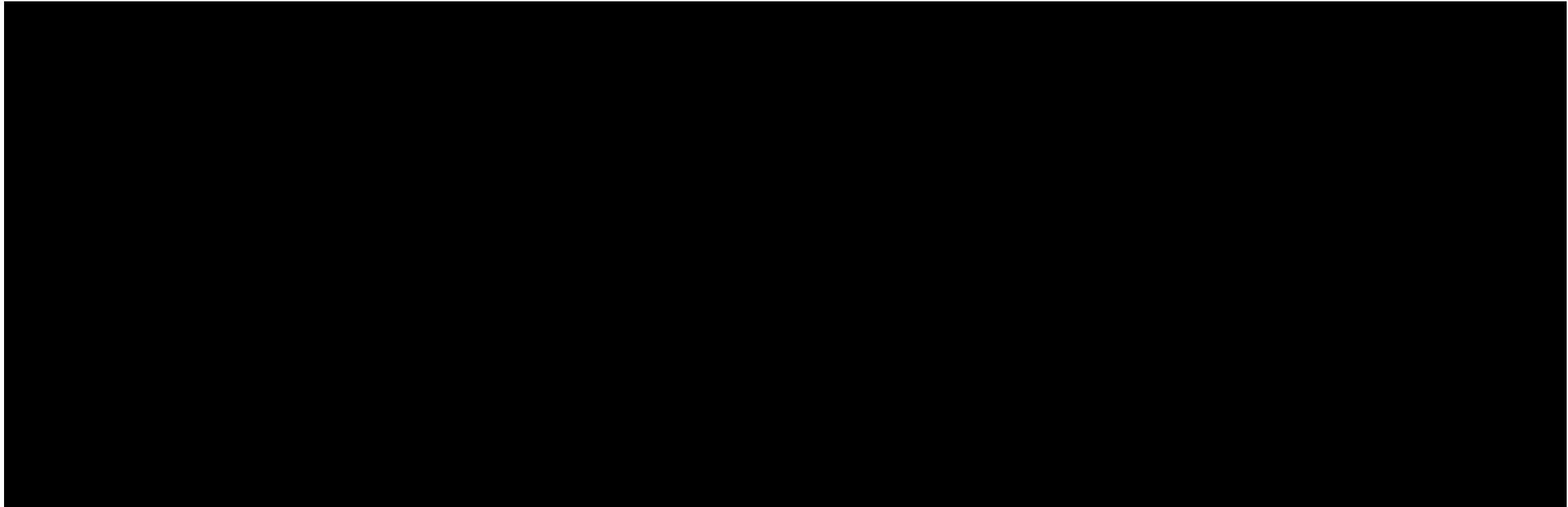
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Category 3 Sports Wagering Operator License Application
Attachment G3-e-04**

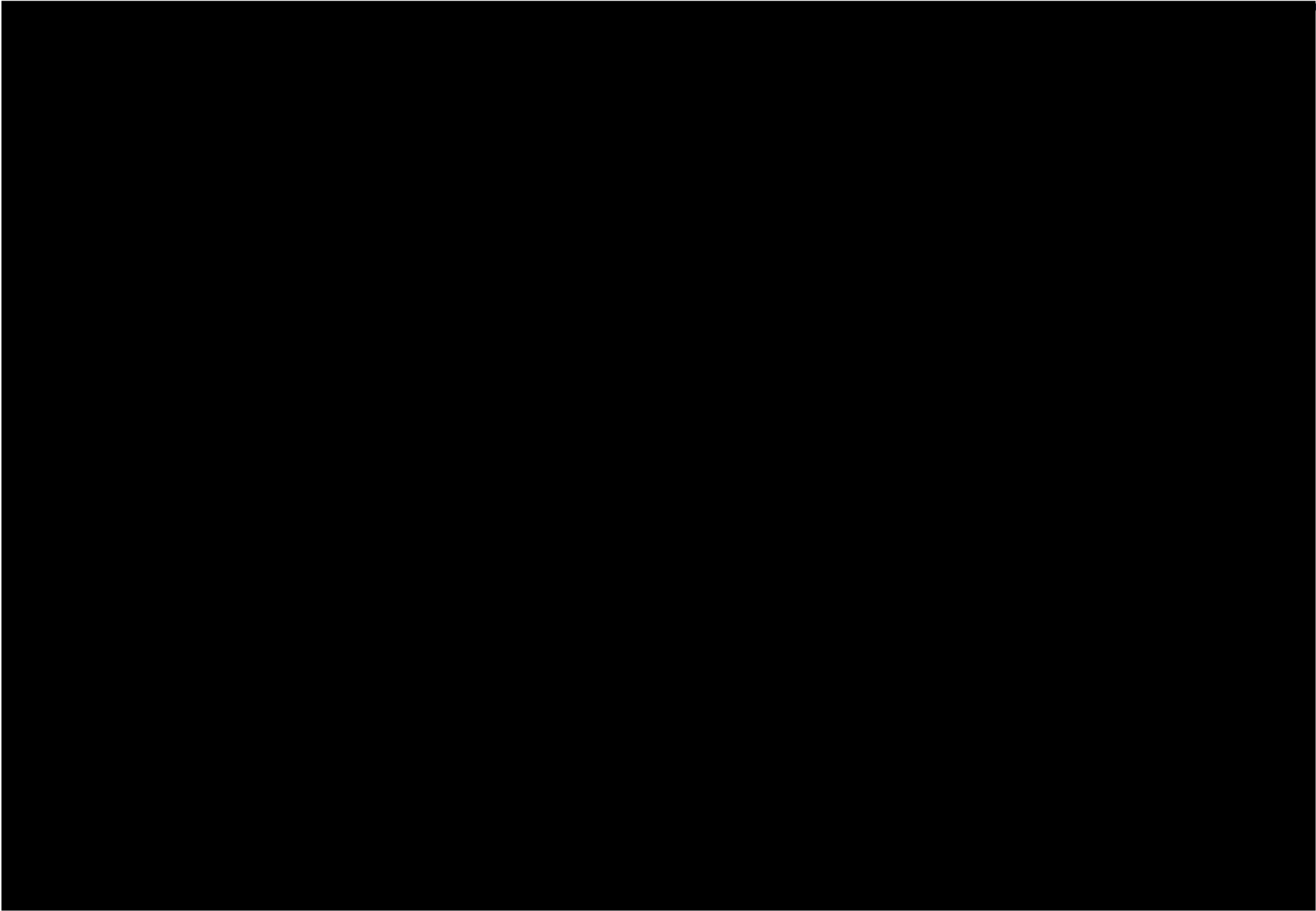
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PURSUANT TO MASSACHUSETTS'S PUBLIC RECORDS LAW**

Fanatics Ownership and Organizational Structure







**Massachusetts Gaming Commission
Category 3 Sports Wagering Operator License Application
Attachment G3-j-01**

Withheld in its Entirety

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State of Maryland
State Lottery and Gaming Control Commission
Online Sports Wagering Operator License

Issued to

FBG Enterprises Opco, LLC
d/b/a Fanatics Sportsbook

Effective on the 27th day of October, 2022

License Expires: October 26, 2027



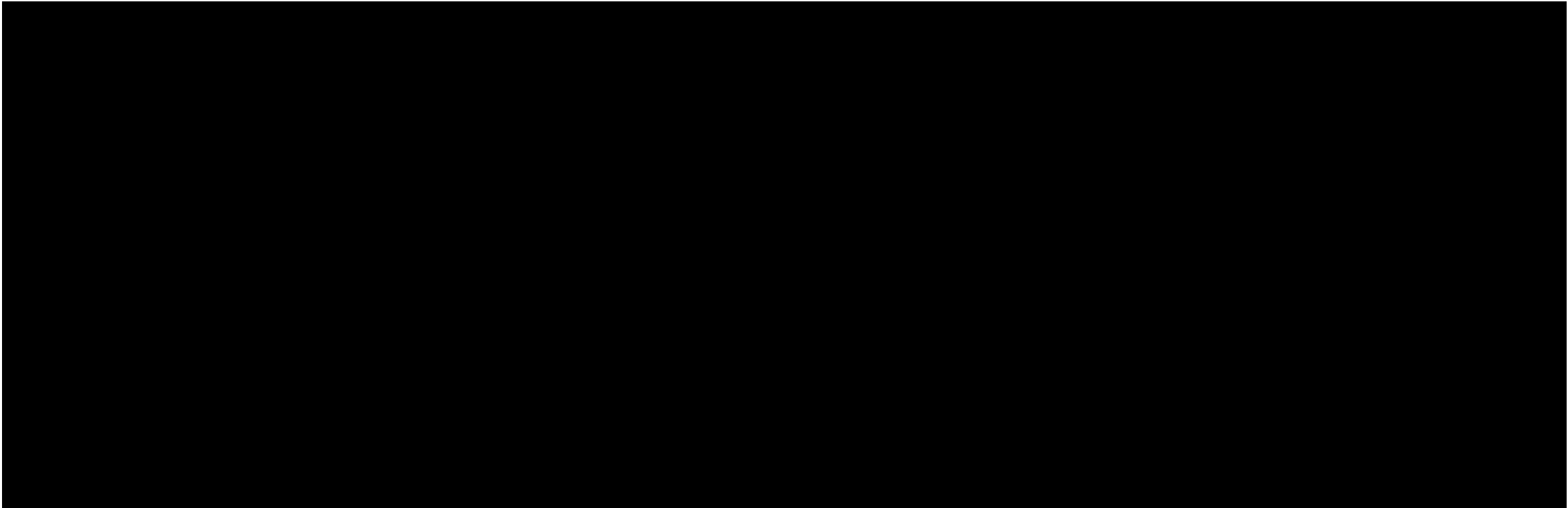
John Martin, Director

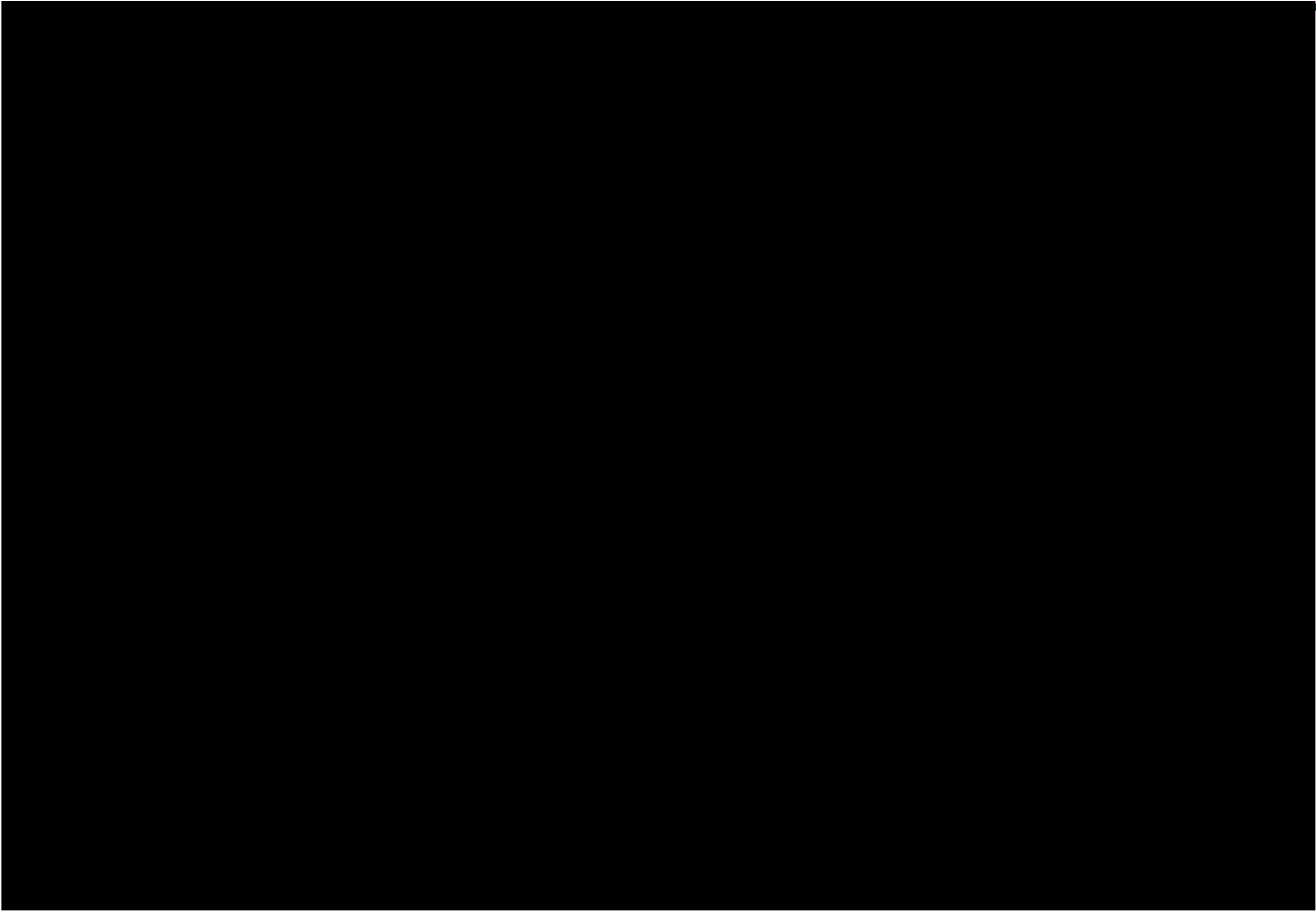
10/31/22

Date

Fanatics Ownership and Organizational Structure









State of Maryland
State Lottery and Gaming Control Commission
Sports Wagering Facility Operator License

Issued to

FBG Enterprises Opco, LLC

Effective on the 23rd day of June, 2022

License Expires: June 22, 2027



John Martin, Director

6/27/22

Date

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2022-85

CONSIDERATION OF FOUR MOBILE MANEGEMENT SERVICES PROVIDERS AND TWO MANAGEMENT SERVICES PROVIDERS LICENSE APPLICATIONS

WHEREAS, Article XV, Section 6(C) of the Ohio Constitution created the Ohio Casino Control Commission (“Commission”);

WHEREAS, R.C. 3775.02 grants the Commission jurisdiction over all persons conducting or participating in the conduct of sports gaming authorized by R.C. Chapters 3770, 3772, and 3775;

WHEREAS, R.C. 3775.03 prohibits any person from operating, conducting or assisting in operating or conducting sports gaming without first being licensed by the Commission;

WHEREAS, R.C. 3775.02, 3775.03, 3775.041, 3775.05, 3775.051, and 3775.09, as well as Ohio Adm.Code 3775-4-01, 3775-4-05, and 3775-4-06 describe the requirements for persons seeking a mobile management services provider or management services provider license, as applicable, and the criteria the Commission uses when evaluating those applicants for licensure;

WHEREAS, R.C. 3775.03 and Ohio Adm.Code 3775-4-01 only permits the Commission to grant a mobile management services provider or management services provider license to an applicant once it has determined that each person in control of the applicant has met the qualifications of licensure;

WHEREAS, those entities listed in Exhibit A submitted a Mobile Management Services Provider or Management Services Provider License Application (“Application”), as applicable, and paid the nonrefundable application fee in compliance with the requirements under R.C. Chapter 3775 and the rules adopted thereunder;

WHEREAS, those entities listed in Exhibit A and their Persons in Control, submitted the information and documentation required of such individuals or entities;

WHEREAS, the Commission’s Division of Licensing and Investigations (“Division”) reviewed the Applications and other materials and information and conducted a thorough investigation of those entities listed in Exhibit A;

WHEREAS, the Division has filed investigative reports for those entities listed in Exhibit A (“Reports”);

WHEREAS, the Reports conclude that the Division’s investigations did not uncover any material derogatory information that would render the entities or their Persons in Control not suitable or not qualified and that those entities are eligible for licensure;

WHEREAS, based on the above, the Division recommends that the Commission grant

mobile management services provider or management services provider licenses, as applicable, and as described in Exhibit A, to those entities;

WHEREAS, the Commission has reviewed the Reports and considered this matter at its public meeting held on November 16, 2022.

NOW, THEREFORE, BE IT FURTHER RESOLVED that the entities listed in Exhibit A are **SUITABLE** and **ELIGIBLE** for licensure.

BE IT FURTHER RESOLVED that the Applications are **APPROVED** and that the licenses listed in Exhibit A are **GRANTED** for a period of 5 years, effective upon the designated Universal Start Date of January 1, 2023, subject to continued compliance with R.C. Chapter 3775 and the rules adopted thereunder and the following conditions:

- (A) These entities must ensure the payment of all fees required by the Commission, including the first installment of the nonrefundable license fees outlined in R.C. 3775.05 or 3775.051 and required by Ohio Adm.Code 3775-4-05 or 3775-4-06, as applicable, by December 1, 2022, with each subsequent installment fee paid by the anniversary date of the effective date of the license;
- (B) These entities must ensure a surety bond is posted as required by and in the amount required by Ohio Adm.Code 3775-4-05 or 3775-4-06, as applicable, by December 1, 2022;
- (C) These entities must provide a complete and executed contract with their application-specified sports gaming proprietor partner that meets the requirements in R.C. 3775.05 or 3775.051 and Ohio Adm.Code 3775-4-05 or 3775-4-06, as applicable, by December 1, 2022;
- (D) These entities must provide to the Commission final and approved versions of the regulatory compliance documents referenced in Question 5 of the Application at least sixty calendar days before launching any applicable type of sports gaming and prepare all equipment or systems for Commission verification, as described in that Question, at least thirty calendar days before launching the applicable type of sports gaming;
- (E) These entities' current Persons in Control must obtain provisional or plenary key sports gaming licenses prior to January 1, 2023; and
- (F) The failure to comply with conditions (A), (B), (C), (D), or (E) of this paragraph within the specified time periods, unless extended by the Commission's Executive Director, will render these application approvals null and void.

BE IT FURTHER RESOLVED that Resolution 2022-85 does not in any way affect, negate, or otherwise absolve any entity or its Persons in Control from their duties to update information in accordance with R.C. 3775.03 and Ohio Adm.Code 3772-4-

01.

BE IT FURTHER RESOLVED that Resolution 2022-85 does not restrict or limit the Commission's future exercise of authority and discretion with respect to imposing additional conditions or taking further action upon any entity or its Persons in Control under R.C. Chapter 3775 and the rules adopted thereunder.

Adopted: November 16, 2022

Exhibit A

1. FBG Enterprises Opco, LLC – One Mobile Management Services Provider License; Two Management Services Provider Licenses.
2. Betr Holdings, LLC – One Mobile Management Services Provider License.
3. Parx Interactive Ohio, Inc. – One Mobile Management Services Provider License.
4. Gamewise – One Mobile Management Services Provider License.