

# CENTURY CASINOS, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

Adopted by the Board of Directors  
on August 10, 2021

### Introduction

This Code of Business Conduct and Ethics (“Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees of CENTURY CASINOS, INC. (the “Company”). All of our directors, officers and employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code should also be provided to and followed by the Company’s agents and representatives, including consultants.

If a law or regulation conflicts with a policy in this Code, you must comply with the law or regulation. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. *If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Sections 14-16 of this Code.*

### 1. Compliance with Laws, Rules and Regulations and the Company’s Policies

Obeying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All directors, officers and employees must respect and obey the laws, rules and regulations of the jurisdictions in which we operate. The same applies to policies the Company adopts, such as this one. Even if conduct complies with the letter of the law or the Company’s policies, you must avoid conduct that will have an adverse effect on the trust and confidence of customers, fellow employees and shareholders. Among others, you must fully comply with laws and our policies regarding insider trading and anti-corruption laws such as the U.S. Foreign Corrupt Practices Act, both of which are described in this Code.

### 2. Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Sections 14-16 of this Code.

### **3. Public Disclosure**

It is the Company's policy that the information in our public communications, including filings and submissions with the Securities and Exchange Commission ("SEC"), be full, fair, honest, accurate, timely and understandable. All employees of the Company who are involved in the Company's disclosure process are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, any employee of the Company who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently.

### **4. Insider Trading**

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted a specific policy governing employees' trading in securities of the Company. This policy has been distributed to every employee. If you have any questions, please consult the Chief Financial Officer of the Company.

### **5. Corporate Opportunities**

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **6. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.

## **7. Equal Employment Opportunity; Discrimination and Harassment**

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment, and the Company will not tolerate or condone any illegal discrimination or harassment of any kind. Examples include, but are not limited to, derogatory comments based on racial, ethnic or other protected characteristics, and unwelcome sexual advances.

## **8. Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

## **9. Record-Keeping**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's Chief Financial Officer.

## **10. Confidentiality**

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, except when disclosure is authorized by the Chief Financial Officer or agreement or is required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. Information about the following subjects may be confidential: Company quarterly, annual or projected financial results; expansion or curtailment of operations; impairments, write-downs or liquidity issues; major litigation; personnel data; major personnel changes; personally identifiable information pertaining to our employees, customers, or other individuals (including, for example, names, addresses, telephone numbers, and social security numbers); unannounced government, regulatory or court actions that are likely to have an effect on the Company; and significant acquisition, disposition or financing transactions, contract awards or cancellations. The obligation to preserve confidential information continues even after employment ends. In connection with this obligation, every employee should have executed a confidentiality agreement when he or she began his or her employment with the Company.

## **11. Protection and Proper Use of Company Assets**

All employees should endeavor to protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes only. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal liability or penalties.

## **12. Payments to Government Personnel**

It is strictly prohibited to make illegal payments to government officials of any country. The U.S. Foreign Corrupt Practices Act (the “FCPA”) prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Regardless of local practices or actions by competitors, you must never directly or indirectly make a payment (cash or any other items of value) to a foreign official or government employee to obtain or retain business for the Company, or to acquire any improper advantage. You must fully comply with all anti-corruption laws of the countries in which the Company and its subsidiaries do business, including the FCPA, which applies globally.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company’s Chief Financial Officer can provide guidance to you in this area.

## **13. Additional Responsibilities**

In addition to the other provisions of this Code, the Company’s directors, officers and employees have particular obligations to promote honest and ethical conduct and to deter wrongdoing. All directors, officers and employees of the Company shall:

- Act honestly and ethically in the performance of their duties at the Company.
- Avoid actual or apparent conflicts of interest between personal and professional relationships.
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC and in other public communications by the Company.
- Comply with rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of the Company’s business and the Company’s financial reporting.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing the member’s independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of work, except when authorized or legally obligated to disclose such information.
- Share knowledge and maintain skills relevant to carrying out the member’s duties within the Company.

- Proactively promote ethical behavior as a responsible partner among peers and colleagues in the work environment and community.
- Achieve responsible use of and control over all assets and resources of the Company entrusted to the member.
- Promptly bring to the attention any of the Chief Executive Officers any information concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

#### **14. Waivers of the Code of Business Conduct and Ethics**

Any waiver of this Code for executive officers or directors of the Company may be made only by the Audit Committee of the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

#### **15. Reporting any Illegal or Unethical Behavior**

Employees are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct.

In addition, effective January 1, 2012 the Company implemented a whistleblowing policy and engaged Lighthouse Services to provide an anonymous ethics and compliance hotline for all employees of Century Casinos. The whistleblowing policy covers serious concerns that could have a large impact on the Company such as actions that:

- May lead to incorrect financial reporting;
- Are unlawful;
- Are not in line with company policy, including the Code of Business Conduct; or
- Otherwise amount to serious improper conduct.

The whistleblowing procedure is intended to be used for serious and sensitive issues. Serious concerns relating to financial reporting, unethical or illegal conduct, should be reported in either of the following ways:

- Through Toll Free Hotlines. Hotline telephone numbers are posted in each workplace
- Website: [www.lighthouse-services.com/cnty](http://www.lighthouse-services.com/cnty)
- E-mail: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

Callers to the Hotline will have the ability to remain anonymous if they choose. Information provided may be the basis of an internal and/or external investigation into the issue

reported and anonymity is protected to the extent possible by law. Complaints are submitted by Lighthouse to the Company and may or may not be investigated at the sole discretion of the Company.

The action taken will depend on the nature of the concern. The Audit Committee of Century Casinos, Inc. Board of Directors receives a report on each complaint and a follow-up report on actions taken.

## **16. Complaint Procedures for Financial, Accounting and Audit Matters**

Any person who has complaints or concerns about the Company's accounting, internal accounting controls or auditing matters, or who becomes aware of questionable accounting or auditing matters, is strongly encouraged to report such matters to the Audit Committee of the Board of Directors.

To raise complaints or concerns about or report a questionable accounting or auditing matter to the Audit Committee, employees should provide details in writing to the Chairman of the Audit Committee of the Board of Directors. Employees may also raise complaints or concerns about or report questionable accounting or auditing matters by utilizing the whistleblower hotline as noted above in section 15, Reporting any Illegal or Unethical Behavior.

In order to facilitate a complete investigation, employees should be prepared to provide as many details as possible, including a description of the questionable practice or behavior, the names of any persons involved, the names of possible witnesses, dates, times, places, and any other available details. The Company encourages all employees with complaints or concerns to come forward with information and prohibits retaliation against employees raising concerns. Nonetheless, if an employee feels more comfortable doing so, reports may be made confidentially and/or anonymously in the manner described above.

Supervisors and managers who become aware of any questionable accounting or auditing matters, or who receive complaints or concerns from other employees, must immediately report them directly to the Audit Committee in accordance with this policy. Supervisors and managers who receive complaints of questionable accounting or auditing matters must consult with the Audit Committee before undertaking an investigation or other action. The Audit Committee has final responsibility and authority for the investigation and handling of any concerns or complaints relating to accounting and auditing practices.

### ***Investigation and Response***

The Audit Committee will oversee the receipt and handling of allegations of questionable accounting or auditing matters, including directing an appropriate investigation and response. Based on its investigation, the Audit Committee will direct the Company to take prompt and appropriate corrective action in response to the complaint or concern if necessary to ensure compliance with legal and ethical requirements relating to financial, accounting and audit matters of the Company. If the Audit Committee determines that a particular complaint or concern is not covered by this policy, it will refer the complaint or concern to any of the Chief

Executive Officers of the Company for appropriate handling and response.

### ***Confidentiality and Non-retaliation***

Reports of questionable accounting or audit practices will be kept confidential to the extent possible consistent with the Audit Committee's obligation to investigate and correct unlawful or unethical accounting or audit practices. In order to ensure confidentiality, an employee may elect to make a complaint anonymously.

Retaliation, which will be broadly construed, is generally defined as the use of authority or influence for the purpose of interfering with, or discouraging a report of, a violation of the Code or an investigation of an alleged Code violation. The Company will not permit retaliation where a report of an actual or potential violation was made in good faith. Any employee who retaliates against another employee or a witness as described above will be subject to discipline, up to and including discharge. Employees who believe they are subject to retaliation because they have made a report or participated in an investigation should report such suspected retaliation to the Audit Committee in the same manner as described above for the reporting of questionable practices.

The Company recognizes the potentially serious impact of a false accusation. Employees are expected as part of the ethical standards required by this Code to act responsibly in reporting violations. Making a complaint without a good faith basis is itself a violation of the Code. Any employee who makes a complaint in bad faith will be subject to disciplinary action, up to and including termination of employment.

### ***Protected Disclosures***

Nothing in this Code or any agreement between you and the Company will preclude, prohibit or restrict you from (i) communicating with, any federal, state or local administrative or regulatory agency or authority, including but not limited to the SEC; (ii) participating or cooperating in any investigation conducted by any governmental agency or authority; (iii) filing a charge of discrimination with the United States Equal Employment Opportunity Commission or any other federal state or local administrative agency or regulatory authority; (iv) reporting a possible violation of federal or other applicable law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the SEC, the U.S. Congress, and any governmental agency Inspector General, or (v) making other disclosures that are protected under whistleblower provisions of federal law or regulation. The foregoing provisions regarding protected disclosures are intended to comply with all applicable laws. If any laws are adopted, amended or repealed after the date hereof, this Code shall be deemed to be amended to reflect the same.

## **17. Compliance Procedures**

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:



- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. If you do not feel comfortable approaching your supervisor with your question, discuss it locally with your office manager or your Human Resources manager.
- If you don't believe your concern is being adequately addressed, or you are not comfortable speaking with one of the above-noted contacts, or you believe you are the subject of retaliation for good-faith reporting of a concern, please report your concern via the procedures referenced in Section 15 above.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

## **18. Gaming Guidelines**

The Company's policy is to conduct business with a high regard for the health and safety of its gaming patrons and, in doing so, strengthen the bond between the Company and its customers. Each officer and employee plays a critical role in ensuring compliance with the Company's problem gambling policies.

## **19. Political Contribution Guidelines**

The Company encourages the participation of all directors, officers and employees as private citizens in the electoral process. However, the Company does not condone or approve gifts or other contributions that may violate this Code.

U. S. federal law and many state statutes generally restrict a corporation from making direct or indirect political contributions, such as transportation or other services provided at a corporation's expense. The FCPA also prohibits contributions to foreign political parties or candidates for foreign political office for the purpose of influencing their actions to secure, retain or direct business. The prohibition applies regardless of whether the contribution is lawful under the laws of the country in which it is made. Accordingly, Company policy strictly prohibits any payments with corporate funds, to, or any use of corporate assets for the benefit of, any foreign political party or candidate for political office.

The undersigned hereby certifies that he or she has read, understands and agrees to comply with the Century Casinos, Inc. Code of Business Conduct and Ethics.

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Employee Signature

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Date