

EXHIBIT A

UFC Athlete Conduct Policy

As provided in the Promotion Agreement and/or Ancillary Rights Agreement entered into between each UFC athlete and ZUFFA, contracted athletes shall conduct themselves in accordance with commonly accepted standards of decency, social conventions and morals, and will not commit any act or become involved in any situation or occurrence or make any statement which will reflect negatively upon or bring disrepute, contempt, scandal, ridicule, or disdain to the athlete or UFC.

This contractual provision reflects ZUFFA's broad requirement that its contracted athletes act in a legal, ethical, and responsible manner and avoid conduct detrimental to the integrity of the UFC organization.

This UFC Athlete Conduct Policy details the standards of conduct each athlete is required to meet and the process by which misconduct may result in the imposition of sanctions.

Standards of Conduct

As the UFC's highest profile independent contractors and as ambassadors of the sport of mixed martial arts, athletes are held to a high standard by UFC, the media and the public. Responsible conduct advances the interests of the sport, UFC and the athletes. Conversely, irresponsible conduct by an athlete tarnishes the reputation of both the affected athlete and UFC, and undermines the positive image set by other athletes.

While criminal activity by an athlete is clearly detrimental to the reputation of UFC and therefore subjects the athlete to sanctions, contractual penalties and/or contractual termination, other conduct can also result in potential sanctions.

In the event an athlete engages in derogatory or offensive conduct, including, without limitation, insulting language, symbols, or actions about a person's ethnic background, heritage, color, race, national origin, age, religion, disability, gender or sexual orientation, such conduct may result in sanctions in the form of contractual reduction from the athlete's purse for his/her next bout.

In addition, sanctions, contractual penalties and/or contractual termination may be imposed for misconduct, which includes without limitation, the following examples:

- Criminal offenses, including, but not limited to, those involving the use or threat of violence, domestic violence and other forms of partner abuse, theft and other property crimes, sex offenses, obstruction or resisting arrest, disorderly conduct, fraud, racketeering, and money laundering;
- Criminal offenses relating to performance-enhancing and prohibited substances, or substance abuse;
- Unlawful possession of a gun or other weapon;
- Conduct, including, but not limited to, assault, stalking, bullying or domestic violence, that imposes inherent danger to the safety or wellbeing of another person;
- Violent, threatening or harassing behavior;

- Sexual harassment and other sexual misconduct;
- Inappropriate physical, verbal and online behavior (such as inappropriate statements made via e-mail, text messaging or social networks);
- Offering, agreeing, conspiring, aiding, or attempting to cause a bout's result to be based on anything other than its merits, including, but not limited to, influencing, or in any way attempting to fix any MMA match;
- Wagering on any UFC match, whether directly or through a third party;
- Conduct that undermines or puts at risk the organization or promotion of a UFC event, including, without limitation, failure to deliver, engage in or otherwise execute any and all promotional responsibilities pursuant to Section II of the UFC Promotional Guidelines, and failure to return in a timely manner the accurate and complete documents or information for immigration, licensing, medical, tax or athletic commission purposes;
- Failure to adhere to the Outfitting Guidelines as outlined in the UFC Promotional Guidelines; and
- Conduct that undermines or puts at risk the integrity and reputation of the UFC and its partners.

Non-Compliance and Contractual Penalties

- Failure to adhere to the provisions outlined in the UFC Promotional Guidelines may result in contractual penalties, ineligibility of any UFC fight night performance payments (e.g., Fight of the Night and Performance of the Night), and/or removal from the fight at UFC's sole discretion.
- Contractual penalties will also apply to infractions of all other disclosed rules regarding UFC's sponsor(s) and approved official partner(s).
- Contractual penalties will be based on the individual infraction, although UFC may take into account any prior infractions that demonstrate consistent non-compliance.

Sanction Process

Upon discovery of potential athlete misconduct, which may include allegations, arrest, or other formal or informal charges of misconduct, UFC will direct an investigation, which may include interviews and information-gathering from medical experts, law enforcement officers and other relevant professionals. As appropriate, the affected athlete and/or his/her designee will also have the opportunity to provide information on the conduct at issue.

Upon conclusion of the investigation, UFC will have full authority to impose sanctions on the athlete as warranted in its sole discretion.

Sanctions may take the form of contractual penalties, suspension of performance under the independent contractor agreement, and/or termination of the independent contractor relationship, and may include conditions to be satisfied to continuing to contract with ZUFFA.

Determination of the appropriate sanction to be imposed on an athlete will be based on the nature of the misconduct and other relevant factors, such as previous violations of the Promotion Agreement, the UFC Promotional Guidelines, the Bout Agreement, and/or any other agreement or contract between the parties. Misconduct occurring prior to an athlete's contractual relationship with ZUFFA may also be considered. For instance, ZUFFA may sanction an athlete for misconduct involving significant harm or sexual misconduct occurring prior to the athlete's contractual relationship with ZUFFA if such misconduct is revealed while the athlete is under contract with ZUFFA.

Notwithstanding the above, immediate sanctions may be imposed, provided that following an investigation of the incident, UFC may review the sanctions and make appropriate adjustments. A first offense will generally not result in an immediate sanction until an investigation has been completed. However, an incident involving significant harm or sexual misconduct (regardless of whether it occurred prior to or during the athlete's contractual relationship with ZUFFA) or previous violations of the UFC Promotional Guidelines may result in an immediate sanction.

Appeal Process

Notice: Following the imposition of a sanction by UFC, the affected athlete shall have the option to appeal the determination solely through binding arbitration ("**Appeal Arbitration**") administered by JAMS.

In order to file an appeal, an athlete must complete both of the following two steps within thirty (30) calendar days following the imposition of the sanction:

- (i) notify the UFC Legal Department (via the contact information in the Contact Information section below); and
- (ii) file a Demand for Arbitration with JAMS.

Appeal Arbitration: The Appeal Arbitration will be conducted in accordance with the JAMS Comprehensive Arbitration Rules & Procedures effective as of the commencement of the Appeal Arbitration ("**JAMS Rules**"). The language of the Appeal Arbitration will be English. The Appeal Arbitration will be governed and determined by the laws of the State of Nevada without regard to conflict of laws principles. The Appeal Arbitration will be resolved by a single arbitrator appointed in accordance with the JAMS Rules. The Appeal Arbitration will be held in Las Vegas, Nevada at a location selected by the arbitrator. The Appeal Arbitration proceedings and the resolution thereof will be completely confidential, subject only to such disclosures as required by law. The Appeal Arbitration will be the sole and exclusive venue of appeal with respect to the subject matter of the arbitrated dispute.

Evaluation, Counseling and Treatment

Athletes who engage in misconduct, including violent conduct, domestic violence or sexual misconduct, may be required to undergo clinical evaluation as a condition to continuing to contract with ZUFFA. Based on the results of such evaluation, participation in an education program, counseling or other treatment as recommended by a health professional may be required. While evaluation and treatment are not considered sanctions, failure to comply with an evaluation or treatment process may constitute a separate basis for the imposition of a sanction.

Voluntary Evaluation, Counseling and Treatment Assistance

Athletes are encouraged to consult with the UFC Legal Department (via the contact information in the Contact Information section below) to obtain access to education, counseling, treatment, programs and resources that may assist in preventing misconduct.

Wagering

Athletes are prohibited from placing any wagers (directly or through a third party) on any UFC match, including placing any wagers on themselves. In most states with legalized sports betting, wagering by a UFC athlete (directly or through a third party) on any UFC match is illegal and may result in criminal sanction. Athletes should also be aware that in most states these same prohibitions apply to some or all of (i) relatives living in the same household as an athlete, (ii) an athlete's coaches, managers, handlers, athletic trainers, medical professionals and staff, and (iii) any other person with access to non-public information regarding participants in any UFC match. An athlete that becomes aware or has knowledge of any wagering in violation of these restrictions must immediately notify UFC of such incident in accordance with this UFC Athlete Conduct Policy.

Reporting of Incidents

An athlete who becomes aware or has knowledge of any incident that constitutes athlete misconduct must immediately notify UFC by contacting the UFC Legal Department (via the contact information in the Contact Information section below). Failure to report an incident will constitute conduct detrimental to the integrity of UFC and will be subject to sanctions under this UFC Athlete Conduct Policy.

Contact Information

Please contact Tracy Long of the UFC Legal Department via email at tlong@ufc.com or telephone at (702) 588-5509 regarding the UFC Athlete Conduct Policy, including, without limitation, to report an incident, seek voluntary treatment or appeal the imposition of a sanction.