



## CODE OF ETHICS

### Specific to CEO, CFO, and Key Financial & Accounting Management

The Company has a *Code of Ethics and Business Conduct* applicable to all employees of the Company. The CEO, CFO, and Key Financial and Accounting Management are bound by the provisions set forth therein. In addition to the *Code of Ethics and Business Conduct*, the CEO, CFO, and Key Financial and Accounting Management are subject to the following additional specific policies:

1. The CEO, CFO, and Key Financial and Accounting Management are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Accordingly, it is the responsibility of each of the CEO, CFO, and Key Financial and Accounting Management promptly to bring to the attention of the Audit Committee, any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings.
2. The CEO, CFO, and Key Financial and Accounting Management shall each promptly bring to the attention of the Audit Committee any information he or she may have 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.
3. The CEO, CFO, and Key Financial and Accounting Management shall each promptly bring to the attention of the Audit Committee any information he or she may have concerning any violation of the Company's *Code of Ethics and Business Conduct*, including without limitation any actual or apparent conflicts of interest between personal and professional relationships involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
4. The CEO, CFO, and Key Financial and Accounting Management shall each promptly bring to the attention of the Audit Committee any information he or she may have concerning evidence of a material violation by the Company or any agent thereof, of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, or of a violation of this *Code of Ethics*.
5. The Audit Committee shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the *Code of Ethics and Business Conduct* or of this *Code of Ethics*. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the *Code of Ethics and Business Conduct* and to this *Code of Ethics* and may include written notices to the individual involved that the Audit Committee has determined that there has been a violation, censure by the Audit Committee, demotion or re-assignment of the

individual involved, suspension with or without pay or benefits (as determined by the Audit Committee), termination of the individual's employment and such other actions determined by the Audit Committee to be appropriate under the circumstances. In determining what action is appropriate in a particular case, the Audit Committee or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation involved a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

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### **Certificate of Compliance**

I certify that I have received, read and understood Famous Dave's of America's "*Code of Ethics and Business Conduct*", and the "*Code of Ethics Specific to CEO, CFO and Key Financial & Accounting Management*". I understand what types of conduct violate these policies and considered outside the scope of my employment. I promise to comply with the terms of these Codes and understand that violation of these terms may lead to disciplinary action up to and including immediate dismissal.

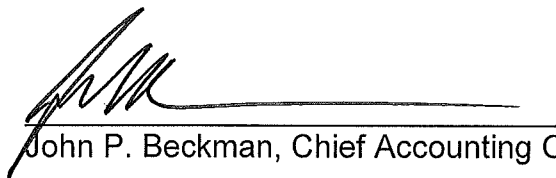
Dated: March 15, 2017



Mike Lister, CEO



Dexter A. Newman, CFO



John P. Beckman, Chief Accounting Officer