

## SUNRUN INC.

### CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted on March 19, 2015; Effective upon the effectiveness of the Registration Statement, 2015)

#### A. Introduction

This Code of Business Conduct and Ethics (this "Code of Conduct") summarizes the ethical standards and key policies that guide the business conduct of all employees, officers and directors of Sunrun Inc. (the "Company") and each of the Company's direct and indirect subsidiaries.

The purpose of this Code of Conduct is to promote ethical conduct and deter wrongdoing. The policies outlined in this Code of Conduct are designed to ensure that all employees of the Company and each of its direct and indirect subsidiaries ("employees") and members of the Company's Board of Directors (the "Board", and such members, the "directors") act in accordance with not only the letter but also the spirit of the laws and regulations that apply to the Company's business. In addition to being bound by all other provisions of this Code of Conduct, the Company's Chief Executive Officer ("CEO") and senior financial officers are subject to the Code of Ethics for CEO and Senior Financial Officers included in this Code of Conduct. The Company expects its employees and directors to exercise good judgment to uphold these standards in their day-to-day activities and to comply with all applicable policies and procedures in the course of their relationship with the Company.

Employees and directors are expected to read the policies set forth in this Code of Conduct and ensure that they understand and comply with them. All employees and directors are required to abide by this Code of Conduct. This Code of Conduct should also be provided to and followed by the agents and representatives, including consultants, of the Company and each of its direct and indirect subsidiaries. This Code of Conduct does not cover every issue that may arise, but it provides general guidelines for exercising good judgment. Employees and directors should refer to the Company's other policies and procedures for implementing the general principles set forth below. Any questions about this Code of Conduct or the appropriate course of conduct in a particular situation should be directed to the Company's General Counsel ("General Counsel") or Vice President of Human Resources, as appropriate. Any violations of laws, rules, regulations or this Code of Conduct should be reported immediately. The Company will not allow retaliation against an employee or director for such a report made in good faith. Employees and directors who violate this Code of Conduct will be subject to disciplinary action.

#### B. Standards of Conduct

The Company expects all employees and directors to act with the highest standards of honesty and ethical conduct. The Company considers honest conduct to be conduct that is free from fraud or deception and is characterized by integrity. The Company considers ethical conduct to be conduct conforming to accepted professional standards of conduct, especially with respect to the handling of actual or apparent conflicts of interests.

#### C. Compliance With Laws, Rules and Regulations

Employees and directors must comply with all laws, rules and regulations applicable to the Company and its business, as well as applicable Company policies and procedures. Each employee and director must acquire appropriate knowledge of the legal requirements relating to his or her duties sufficient to enable him or her to recognize potential problems and to know when to seek advice from the General Counsel. Violations of laws, rules and regulations may subject the violator to individual criminal or civil liability, as well as to discipline by the Company. These violations may also subject the Company

to civil or criminal liability or the loss of business. Additional information regarding legal compliance can be found in the Company's Global Anticorruption Policy.

Any questions as to the applicability of any law, rule or regulation should be directed to the General Counsel.

#### D. Insider Trading

The purpose of the Company's Insider Trading Policy is to establish guidelines to ensure that all employees, directors and related individuals comply with laws prohibiting insider trading. No employee, director or related individual in possession of material, non-public information may trade the Company's securities (or advise others to trade) from the time they obtain such information until after adequate public disclosure of the information has been made. Anyone, including employees, directors and related individuals, who knowingly trades Company securities while in possession of material, non-public information or who tips information to others will be subject to appropriate disciplinary action up to and including termination. Insider trading is also a crime.

Employees and directors and related individuals also may not trade in the shares of other companies about which they learn material, non-public information through the course of their employment or service with the Company.

Any questions as to whether information is material or has been adequately disclosed should be directed to the General Counsel. Additional information regarding insider trading can be found in the Company's Insider Trading Policy.

#### E. Conflicts of Interest

A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole.

A conflict situation can arise when an employee 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 or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company.

Conflicts of interest are prohibited as a matter of Company policy. The mere existence of a relationship with outside firms is not automatically prohibited. Nonetheless, conflicts of interest may not always be clear, so if a question arises, higher levels of management, the General Counsel, or the Nominating and Corporate Governance Committee of the Board (the "Nominating Committee") should be consulted. Any employee or director who becomes aware of a conflict or a potential conflict should bring it to the attention of the appropriate persons within the Company according to the following procedures:

##### 1. Employees other than CEO and General Counsel

As a representative of the Company, you are expected to avoid any activity that creates a situation in which your actions or loyalties are divided between personal interests and the Company's interests, or between the Company's interests and those of another entity or person.

a. If you are an employee who is not an executive officer of the Company, you are prohibited from entering into any transaction or relationship involving an actual or potential conflict of interest without approval or ratification by your manager, in consultation with the General Counsel.

b. If you are an executive officer of the Company (other than the CEO, General Counsel or any executive officer who is also a director), you are prohibited from entering into any transaction or relationship involving an actual or potential conflict of interest without approval or ratification by the CEO, in consultation with the General Counsel.

## 2. Directors, CEO and General Counsel

If you are a director or are the CEO or General Counsel, you are prohibited from entering into any transaction or relationship involving an actual or potential conflict of interest without approval or ratification by the Nominating Committee or the Board. Persons in this category who propose to enter into relationships or transactions that could give rise to an actual or potential conflict of interest are expected to promptly notify the Chairperson of the Board or the Chairperson of the Nominating Committee (or, if such person is the Chairperson of the Board or the Nominating Committee, another member of the Board or the Nominating Committee, as applicable) and, if such person is a director, recuse him or herself from participation in any deliberations or decisions made by the Board or the Nominating Committee relating to the matter giving rise to the actual or potential conflict.

Notwithstanding the foregoing, to the extent that a proposed transaction or activity described above is approved or ratified by the Audit Committee of the Board (the "Audit Committee") in accordance with the Company's Related Person Transactions Policy, then such approval or ratification shall constitute approval or ratification for purposes of this section.

### F. Loans to Directors or Officers

It is the policy of the Company, effective upon the Company filing to become a publicly traded company, not to extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any director or officer of the Company. Any questions about whether a loan has been made to a director or officer in violation of this policy should be directed to the General Counsel.

### G. Outside Directorships and Other Outside Activities

Although an employee's or director's activities outside the Company are not necessarily a conflict of interest, a conflict could arise depending upon the Company's relationship with the other party with whom the employee or director is involved. Outside activities may also be a conflict of interest if they cause, or are perceived to cause, an employee or director to choose between that interest and the interests of the Company.

Any business relationship that an employee enters into outside his or her work at the Company or any of its direct or indirect subsidiaries requires the employee's good faith and common sense. Employees are prohibited from accepting simultaneous employment with or otherwise working for (outside their responsibilities as an employee of the Company or any of its direct or indirect subsidiaries) any person or entity with which the Company or any of its direct or indirect subsidiaries has a business relationship, without the prior written approval from both the CEO and General Counsel (or, in the case of either the CEO or the General Counsel, prior written approval from the Board). In no circumstances will an employee be permitted to work in any capacity for a competitor of the Company.

Employees are required to obtain prior written approval from both the CEO and General Counsel (or, in the case of either the CEO or the General Counsel, prior written approval from the Board) prior to serving on the board of directors of any for-profit entity. In no circumstances will an employee be permitted to serve as a director of a competitor of the Company.

Employees are encouraged to serve as a director, trustee or officer of non-profit organizations in their individual capacity and on their own time, but they must obtain prior approval from both the CEO and General Counsel to do so as a representative of the Company or any of its direct or indirect subsidiaries.

The guidelines in this section are not applicable to directors who do not also serve in management positions within the Company, except that such directors are required to notify the Board prior to serving on the board of directors of any for-profit entity.

#### H. Corporate Opportunities

Employees and directors are prohibited from taking the following actions unless such actions are approved or ratified in accordance with the conflict of interest approval procedures described above:

- Personally taking for themselves, or their family members, opportunities that are discovered through the use of corporate property, information or position;
- Using corporate property, information or position for personal gain or for the gain of their family members; and
- Competing with the Company.

In the interest of clarifying what is meant by "Competing with the Company," if any director who is also a partner or employee of an entity that is a holder of the Company's securities, or an employee of an entity that manages such an entity (each, a "Fund"), acquires knowledge of an opportunity of interest for both the Company and such Fund other than in connection with such individual's service as a director (including, if applicable, such director acquiring such knowledge in such individual's capacity as a partner or employee of the Fund or the manager or general partner of a Fund), then, provided that such director has acted in good faith, such an event shall be deemed not to be "Competing with the Company" under this section.

#### I. Fair Dealing

The Company seeks to excel while operating fairly and honestly, never through unethical or illegal business practices. Each employee and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

#### J. Customer Relationships

Employees must act in a manner that creates value for the Company's customers and helps to build a relationship based upon trust. The Company and its employees have built up significant goodwill in the course of developing customer relationships. This goodwill is one of our most important assets, and Company employees must act to preserve and enhance the Company's reputation.

#### K. Supplier Relationships

The Company's suppliers make significant contributions to the Company's success. To create an environment where the Company's suppliers have an incentive to work with the Company, suppliers must be confident that they will be treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid

process where possible. In selecting suppliers, the Company does not discriminate on the basis of race, color, religion, sex, national origin, age, sexual preference, marital status, medical condition, veteran status, physical or mental disability, or any other characteristic protected by applicable law. A supplier to the Company is generally free to sell its products or services to any other party, including Company competitors. In some cases where the products or services have been designed, fabricated, or developed to the Company's specifications, the agreement between the parties may contain restrictions on sales of such products by the supplier to third parties.

#### L. Export Controls

The Company requires compliance with laws and regulations governing export controls in both the United States and in the countries where the Company conducts its business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the United States against countries and certain identified individuals or entities that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute an export subject to control. Any questions about export control laws and regulations should be directed to the General Counsel.

#### M. Gifts and Entertainment

Business gifts and entertainment are designed to build goodwill and sound working relationships among business partners. A problem may arise if:

- The receipt by one of our employees or directors of a gift or entertainment would compromise, or could reasonably be viewed as compromising, that person's ability to make objective and fair business decisions on behalf of the Company; or
- The offering by one of our employees or directors of a gift or entertainment would appear to be an attempt to obtain business through improper means or to gain any special advantage in our business relationships, or could reasonably be viewed as such an attempt.

Employees and directors must use good judgment and ensure there is no violation of these principles. No gift or entertainment should be given or accepted by any Company employee, director, family member of an employee, director 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, (5) does not violate any laws or regulations (e.g. Foreign Corrupt Practices Act, UK Bribery Act), (6) is not one of a series of small gifts or entertainments that can be construed as part of a larger, expensive gift, and (7) is not otherwise prohibited by any other gift and entertainment policies of the Company then in effect. Any questions about whether any gifts or proposed gifts are appropriate should be directed to the General Counsel. You should also review the Company's Global Anticorruption Policy regarding specific conditions for gifts and entertainment.

#### N. Government Business

Employees and directors should understand that special requirements might apply when contracting with any United States or foreign governmental body (including national, state, provincial, municipal, or other similar governmental divisions on local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government procurement. Some key requirements for doing business with government are:

- Accurately representing which Company products are covered by government contracts;
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract; and
- Hiring present and former government personnel may only occur in compliance with applicable laws and regulations (as well as consulting the General Counsel and the Human Resources Department).

When dealing with public officials, employees and directors must avoid any activity that is or appears illegal or unethical. Promising, offering or giving of favors, gratuities or gifts, including meals, entertainment, transportation, and lodging, to government officials in the various branches of U.S. government, as well as state, local and foreign governments, is restricted by law. Employees and directors must obtain pre-approval from the General Counsel, as appropriate, before providing anything of value to a government official or employee. The foregoing does not apply to lawful personal political contributions.

In addition, the U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Illegal payments to government officials of any country are strictly prohibited. Additional information regarding the Foreign Corrupt Practices Act can be found in the Company's Global Anticorruption Policy.

#### O. Political Contributions

It is the Company's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the General Counsel and, if required, the Board. You should also consult the Company's Global Anticorruption Policy.

#### P. Protection and Proper Use of Company Assets

Theft, carelessness and waste have a direct impact on the Company's profitability. Employees and directors should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes.

Company assets include intellectual property such as patents, trademarks, copyrights, business and marketing plans, engineering and manufacturing ideas, designs, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy.

#### Q. Use of Computers and Other Equipment

The Company strives to furnish employees with the equipment necessary to efficiently and effectively perform their jobs. Employees must care for that equipment and use it responsibly and only for Company business purposes, although incidental personal use is permitted provided that it does not interfere with an employee's performance or obligations or otherwise violate this Code of Conduct or any other Company policy. If employees use Company equipment at their home or off site, precautions must be taken to protect such Company equipment from theft or damage. Employees must immediately return all Company equipment when their employment relationship with the Company ends. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote our interests, all such computers and electronic devices, whether used entirely or partially on

the Company's premises or with the aid of the Company's equipment or resources, must remain fully accessible to the Company and will remain the sole and exclusive property of the Company.

Employees should not maintain any expectation of privacy with respect to any electronic communications made using Company equipment, or content stored on Company equipment. To the extent permitted by applicable law, the Company retains the right to gain access to any such information, at any time, with or without your knowledge, consent or approval.

#### R. Use of Software

All software used by employees and directors to conduct Company business must be appropriately licensed. Employees and directors should never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose the employee, director and the Company to potential civil and criminal liability. The Company's information technology department may inspect any Company computers to verify that only approved and licensed software has been installed. Any non-licensed/supported or approved software will be removed.

#### S. Use of Electronic Communications

Employees and directors must use electronic communication devices in a legal, ethical, and appropriate manner. Electronic communications devices include computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, telephones or future types of electronic communication. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Employees and directors are therefore encouraged to use sound judgment whenever using any feature of the Company's communications systems.

#### T. Confidentiality

Employees and directors should maintain the confidentiality of information entrusted to them by the Company or its affiliates, customers, partners, distributors and suppliers, except when disclosure is specifically authorized by the CEO, Chief Financial Officer or General Counsel or required by law.

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its affiliates, customers, partners, distributors and suppliers if disclosed. Any questions about whether information is confidential should be directed to the CEO, Chief Financial Officer or General Counsel.

#### U. Recordkeeping

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must accurately, fairly and completely reflect the transactions and matters to which they relate and must conform both to applicable legal requirements and to the Company's system of internal controls. All assets of the Company must be carefully and properly accounted for. The making of false or misleading records or documentation is strictly prohibited. Unrecorded funds or assets should not be maintained.

The Company complies with all laws and regulations regarding the preservation of records. Records should be retained or destroyed only in accordance with the Company's document retention policies. Any questions about these policies should be directed to the General Counsel. You should also consult the Company's Global Anticorruption Policy.

## V. Records on Legal Hold

A legal hold suspends the Company's document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The General Counsel determines and identifies what types of Company records or documents are required to be placed under a legal hold and will notify employees and directors if a legal hold is placed on records for which they are responsible. Employees and directors must not destroy, alter or modify records or supporting documents that have been placed under a legal hold under any circumstances. A legal hold remains effective until it is officially released in writing by the General Counsel. If an employee or director is unsure whether a document has been placed under a legal hold, such employee or director should preserve and protect that document while the Company's Legal Department is contacted.

## W. Disclosure

The information in the Company's public communications, including any filings with the U.S. Securities and Exchange Commission, must be full, fair, accurate, timely and understandable. All employees and directors are responsible for acting in furtherance of this policy. In particular, each employee and director is responsible for complying with the Company's disclosure controls and procedures and internal controls for financial reporting. Any questions concerning the Company's disclosure controls and procedures and internal controls for financial reporting should be directed to the Company's Chief Financial Officer or General Counsel, as appropriate.

Anyone that believes that questionable accounting or auditing conduct or practices have occurred or are occurring should refer to the Company's Whistleblower Policy.

## X. External Communications Policy

The Company's employees and directors may not disclose any material, nonpublic information about the Company to anyone outside of the Company (other than those who are bound by a confidentiality obligation to us and have a "need to know" the information), unless the Company has disclosed such information to the public. Material, nonpublic information may only be disclosed by the CEO, the Chief Financial Officer and certain other authorized spokespersons, as designated in the Company's External Communications Policy

## Y. Discrimination and Harassment

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

## Z. 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 or possession of illegal drugs in the workplace will not be tolerated.



## AA. Compliance Standards and Procedures

No code of conduct and ethics can replace the thoughtful behavior of an ethical employee or director or provide definitive answers to all questions. Since the Company cannot anticipate every potential situation, certain policies and procedures have been put in place to help employees and directors approach questions or problems as they arise. Among these policies and procedures is the Company's Whistleblower Policy, in addition to the following:

### 1. Designated Compliance Officer

The General Counsel has been designated as the Company's Compliance Officer with responsibility for overseeing and monitoring compliance with this Code of Conduct. The Company's Compliance Officer reports directly to the CEO with respect to these matters and also will make periodic reports to the Audit Committee regarding the implementation and effectiveness of this Code of Conduct as well as the policies and procedures put in place to ensure compliance with this Code of Conduct.

### 2. Seeking Guidance

Employees and directors are encouraged to seek guidance from supervisors, managers or other appropriate personnel when in doubt about the best course of action to take in a particular situation. In most instances, questions regarding this Code of Conduct should be brought to the attention of the General Counsel.

### 3. Reporting Violations

If an employee or director knows of or suspects a violation of this Code of Conduct, or of applicable laws and regulations, he or she must report it immediately to the General Counsel or the Audit Committee, as appropriate. If the situation warrants or requires it, the reporting person's identity will be kept anonymous to the extent legally permitted and practical.

Anyone who believes that questionable accounting or auditing conduct or practices have occurred or are occurring should refer to the Company's Whistleblower Policy.

Employees may make a report (which will be completely anonymous for employees in the United States, and will be completely anonymous for all non-U.S. employees to the extent legally permitted) via a third party hosted telephone hotline at the following toll-free number: 855-477-8862 or online at [www.sunrun.ethicspoint.com](http://www.sunrun.ethicspoint.com).

### 4. No Retaliation

Any employee or director who observes possible unethical or illegal conduct is encouraged to report his or her concerns. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or suspected violation of law, this Code of Conduct or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Any employees involved in retaliation will be subject to serious disciplinary action by the Company. Furthermore, the Company could be subject to criminal or civil actions for acts of retaliation against employees who "blow the whistle" on U.S. federal securities law violations and other federal offenses.

## 5. Investigations

Reported violations will be promptly investigated. The Board or its designated committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board or executive officers. The Board or its designated committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action. Subject to the general authority of the Board to administer this Code of Conduct, the General Counsel will be responsible for investigating violations (including the initiating of any such investigation) and determining appropriate disciplinary action for other employees, agents and contractors. The General Counsel may designate others to conduct or manage investigations on the General Counsel's behalf and recommend disciplinary action. The Board reserves the right to investigate violations and determine appropriate disciplinary action on its own or to designate others to do so in place of, or in addition to, the General Counsel. It is imperative that the person reporting the violation not conduct an investigation on his or her own. However, employees and directors are expected to cooperate fully with any investigation made by the Company into reported violations.

## 6. Discipline/Penalties

Employees and directors who violate the laws or regulations governing the Company's business, this Code of Conduct, or any other Company policy, procedure or requirement may be subject to disciplinary action, up to and including termination. Employees and directors who have knowledge of a violation and fail to move promptly to report or correct it, or who direct or approve violations, may also be subject to disciplinary action, up to and including termination.

Furthermore, violations of some provisions of this Code of Conduct are illegal and may subject the employee or director to civil and criminal liability.

### BB. General Compliance Guidelines

We must all work to ensure prompt and consistent action against violations of this Code of Conduct. 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 possible. 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, follow up on it.
- 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 manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from Company resources. If you do not feel comfortable approaching your manager with your question, discuss it with your local Human Resources representative.

- You may report ethical violations in confidence and without fear of retaliation. If you find yourself in a situation that requires that your identity be kept confidential, your anonymity will be protected to the extent possible. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always “ask first, act later” when confronted with an ethical issue: If you are unsure of what to do in any situation, seek guidance before you act.

CC. Amendment, Modification and Waiver

Any amendment or waiver of any provision of this Code of Conduct must be approved in writing by the Board, or any committee of the Board to which such authority has been delegated, and promptly disclosed pursuant to applicable laws and regulations. Any waiver or modification of this Code of Conduct for the Company’s principal executive and senior financial officers will be promptly disclosed to the Company’s stockholders if and as required by applicable law and/or the rules of the applicable stock exchange.

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## CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

In addition to being bound by all other provisions of this Code of Conduct, the CEO and senior financial officers are subject to the following additional specific policies:

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in any public filings or other public communications made by the Company which contain financial information. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the General Counsel any material information of which he or she may become aware that affects the disclosures made by the Company in any public filing or other public communications which contain financial information.
2. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls that 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 and each senior financial officer shall promptly bring to the attention of the General Counsel and the Audit Committee any information he or she may have concerning a material misstatement in any reported financial information of the Company, in particular any material over or understatement of the Company's assets, liabilities, revenues, expenses, and/or cash flows.
4. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel and the Audit Committee any information such officer may have concerning any violation of this Code of Conduct, including 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.
5. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel and the Audit Committee any information such officer may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.
6. The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code of Conduct or of these additional procedures by the CEO and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code of Conduct and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and potential termination of the individual's employment. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation occurred once or repeatedly, 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.

