



**ACACIA RESEARCH CORPORATION
CORPORATE CODE OF CONDUCT
FOR EMPLOYEES AND DIRECTORS**

**Statement of Policies and Procedures
Governing Ethical Standards and Compliance
of Applicable Laws, Rules and Regulations**

I. Purpose of Code

Acacia Research Corporation (the “Company”) strives to conduct its business in accordance with the highest ethical standards and in compliance with all applicable governmental laws, rules and regulations. The Company believes that it is imperative that its officers, directors and employees act at all times in an honest and ethical manner in connection with their service to the Company. The principles of integrity, accountability, and fair dealing are the cornerstone of the Company’s business, and are critical to its future success.

The following information constitutes the Company’s corporate Code of Conduct, which applies to all the Company officers, directors, and employees, including the Company’s principal executive officer, principal financial and accounting officer, and controller or persons performing similar functions (collectively, the “Principal Employees”). This Code of Conduct is intended to meet the requirements for a code of ethics under the Sarbanes-Oxley Act of 2002 and the Nasdaq listing standards, and is specifically applicable to the Company’s Principal Employees. Any waiver of this Code of Conduct for any of the Company’s executive officers or directors may be made only by the Board of Directors and must be promptly disclosed to stockholders, as required by applicable law.

All references to the “Company” in this Code of Conduct should be read to include the Company’s subsidiaries, and all references to “General Counsel” in this Code of Conduct means the Company’s General Counsel or any other employee or officer that the General Counsel has designated to administer the General Counsel’s duties under this Code of Conduct. This Code of Conduct cannot anticipate every possible situation or cover every topic in detail. If you have a question about a topic covered in this Code of Conduct or a concern regarding any illegal or unethical conduct, please contact your immediate supervisor. If you are uncomfortable talking with your immediate supervisor, you may contact any member of the Company’s senior

management with concerns or questions regarding this Code of Conduct. This Code was adopted by the Company's Board of Directors on July 28, 2020.

II. Compliance with Applicable Laws

The Company is committed to conducting its business in strict compliance with all applicable governmental laws, rules and regulations, including but not limited to laws, rules, and regulations related to securities, labor, employment and workplace safety matters. All Company officers, directors, and employees are expected at all times to conduct their activities on behalf of the Company in accordance with this principle. Any violation of applicable laws, rules or regulations by an the Company employee, officer, or director should be reported immediately to the Company's General Counsel or another member of the Company's senior management.

As a public reporting company, with common stock trading on the Nasdaq National Market, the Company is subject to regulation by the Securities and Exchange Commission ("SEC") and Nasdaq and to compliance with Federal securities laws and regulations, as well as state and local laws. The Company insists on strict compliance with the spirit and the letter of these laws and regulations.

All Company officers, directors, and employees are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where the Company otherwise does business, including laws prohibiting bribery, corruption, or the conduct of business with specified individuals, companies, or countries. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, the Company expects officers, directors, and employees to comply with U.S. laws, rules, and regulations governing the conduct of business by its citizens and corporations outside the U.S.

These U.S. laws, rules, and regulations, which extend to all of the Company's activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. Embargoes, which generally prohibit U.S. companies, their subsidiaries and their employees from doing business with, or traveling to, certain countries subject to sanctions imposed by the U.S. government, as well as specific companies and individuals identified on lists published by the U.S. Treasury Department;
- U.S. Export Controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibit transfers of U.S.-origin items to denied persons and entities; and

- Antiboycott Regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person. If you have a question as to whether an activity is restricted or prohibited, seek assistance before taking any action, including giving any verbal assurances that might be regulated by international laws.

It is essential that all officers, directors, and employees know and understand the legal and regulatory requirements that apply to the Company's business and, in particular, to their specific area of responsibility. While directors, officers, and employees are not expected to have complete mastery of these laws, rules, regulations, and listing standards, they are expected to be able to recognize situations that require them to consult with others to determine the appropriate course of action. Any director, officer, or employee who needs help understanding this Code of Conduct, or how it applies to a particular situation, should contact his or her supervisor or the General Counsel. In addition, all directors, officers, and employees should be alert to possible violations of this Code of Conduct by others and should report suspected or potential violations, without fear of any form of retaliation.

III. Conflicts of Interest

A "conflict of interest" exists any time employees, officers, or directors face a choice between what is in their personal interest (financial or otherwise) and the interest of the Company. A conflict of interest also exists when an employee, officer, or director takes actions or has interests that make it difficult to perform effectively his or her duties on behalf of the Company. When a conflict of interest arises, it is important that employees act with great care to avoid even the appearance that their actions were not in the Company's best interests. This obligation applies to both business relationships and personal activities. If you find yourself in a position where your objectivity may be questioned because of individual interest or family or personal relationships, notify the Company's General Counsel immediately.

A. Personal Business Relationships and Activities.

The Company's employees, officers, and directors must plan personal relationships and business affairs so as to avoid situations that might lead to actual or perceived conflicts between the self-interest of such individuals and their obligations and duties to the Company and its stockholders.

Improper Investments

Any financial interest held by an the Company employee, officer, or director, or their immediate family members, in (1) any business or company with whom the Company has business dealings, or (2) an the Company competitor, must be disclosed to the General Counsel or the Audit Committee on the current disclosure forms available from the General Counsel, regardless of whether or not such interest is determined to be a material financial interest. Any such interest constituting a material financial interest beneficially owned by such employee,

officer, or director, must be approved in advance by the Company's Board of Directors. A "material financial interest" is any interest that the Board of Directors determines could cause a conflict of interest with the duty of loyalty owed by the employee, officer or director to the Company, including without limitation, (a) a beneficial interest of 2% or more of the outstanding securities of any business entity, and/or (b) a beneficial interest in any business entity that constitutes five percent (5%) or more of the value of the investment portfolio of such employee, officer or director. "Immediate family member" includes such person's spouse or domestic partner, such person's and/or such spouse's or domestic partner's grandparents, parents, siblings, children, grandchildren, aunts, uncles, nephews, and nieces, whether related by blood, marriage or adoption, and any other person sharing a household with the employee, officer or director. All employees, officers and directors must disclose any such material financial interest to the General Counsel on the current form at least thirty (30) days prior to acquiring such interest.

Improper Gifts and Entertainment

Conflicts of interest also arise when an the Company employee, officer, or director, or a member of his or her family, receives improper benefits as a result of his or her position with the Company. No employee, officer, or director, or any of their immediate family members, may give or accept any gift which might indicate an intent to improperly influence the normal business relationship between the Company and any supplier, customer, partner, distributor, or other third party directly or indirectly doing business with the Company. A "gift" includes any object, service or benefit of value, including vacations, tickets, meals, loans, guarantees, or other things of value, unless available to the public or other groups not affiliated with the Company on the same terms and conditions (such as sweepstakes or discount promotions to member groups). Any gift, or series of gifts in any 12-month period, with an aggregate value of more than \$300 (the "**Limit**") received by any employee, officer or director, or their immediate family members, from any agent, employee, independent contractor, consultant, manager or director of any competitor, supplier, customer, partner, distributor, or other third party directly or indirectly doing or seeking to do business with the Company, must be disclosed to the General Counsel. Each business contact at the Company is aggregated for the purpose of the Limit. Gifts received above the Limit are to be promptly reported to the Company's General Counsel, and require Company approval. Cash or cash equivalents (e.g., gift cards from business contacts) are not permitted. Approval from the Company's General Counsel is required before providing gifts or entertainment to government unions or foreign officials.

Outside Employment and Other Affiliations

Conflicts of interest also arise when an the Company employee, officer, or director accepts employment as an agent, employee, independent contractor, consultant, manager, or director of an outside business concern, if such affiliation could give rise to an actual or potential conflict of interest. Examples of such conflicts include serving as an officer or director of a business that sells to or purchases from the Company or its subsidiaries.

Unless you are a non-employee director of the Company, you may not perform services as a director, officer, employee, agent, or contractor for a customer, a supplier or any other entity that has a business relationship with the Company without approval from the Company. Non-employee directors of the Company must promptly inform the Board of Directors of any such service. A director, officer, or employee of the Company may not perform services as a director, officer, employee, agent, or contractor for any competitor of the Company, including passing confidential information (as discussed in Section V below) to a competitor or accepting payments or other benefits from a competitor.

Related Party Transactions

A “related party transaction” is any transaction that is required to be disclosed pursuant to Regulation S-K, Item 404, promulgated by the Securities and Exchange Commission (the “SEC”). A related party transaction includes any transaction, or series of similar transactions, since the beginning of the Company’s last fiscal year, or any currently proposed transaction or series of similar transactions, where: (i) the Company or any of its affiliates is a party, (ii) the amount involved exceeds \$120,000 in the aggregate, and (iii) in which any of the following persons had or will have a direct or indirect material interest: any director or director nominee, any executive officer, any holder of five percent or more of the Company’s common stock, or any member of the immediate family of any of the foregoing persons. The Company will conduct a review of all related party transactions for potential conflicts of interest situations. Directors, officers and employees are required to comply with the Company’s corresponding written policies and procedures for related party transactions.

Employee Loans

Loans from the Company to, or guarantees by the Company of obligations of, any directors and executive officers are expressly prohibited by law and Company policy. Loans to, or guarantees of obligations of, any other employees (or their affiliates or family members) by the Company, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of such loans or guarantees, and thus require the prior approval of the Chief Financial Officer.

Conducting Business With Family Members

As a general rule, employees, officers, and directors are prohibited from conducting the Company business with any immediate family member. All employees, officers and directors must disclose to their immediate supervisor or the General Counsel, all situations in which their working group is conducting business with an immediate family member.

To avoid any actual or potential conflict of interest or appearance of any conflict of interest, the Company employees, officers, and directors may not do any of the following without the prior written consent from the Board of Directors:

- Acquire a direct or indirect material financial interest in (1) any business or company with whom the Company has business dealings, or (2) a competitor of the Company.
- Enter into a business relationship on the Company's behalf with an immediate family member or with a company that the employee, officer, or director or such person's immediate family member has a material financial interest.
- Accept, directly or indirectly, anything (including gifts) of a nature or value that could create the appearance that the person providing the gift is receiving or will receive favorable prices, terms, and conditions of sale, purchase orders, or other preferential treatment from the Company. This extends to any agent, employee, independent contractor, consultant, manager or director of any competitor, supplier, customer, partner, distributor, or other third party directly or indirectly doing or seeking to do business with the Company, or any of the Company's subsidiaries.
- Participate in other employment (including self-employment) or serve as an employee, officer, manager, director, partner or consultant for other organizations unless such activity is disclosed to and approved by the Company's General Counsel. Such activity is prohibited under any circumstances if it interferes with your ability to act in the best interests of the Company, requires you to use proprietary, confidential or non-public information, procedures, plans or techniques of the Company, or creates an appearance of impropriety.

The Company's Board of Directors retains the authority to determine if a proposed transaction or relationship would involve a conflict of interest. If it is appropriate to grant an exception from this Code of Conduct, the exception will be promptly disclosed to the public as required by applicable law and regulation.

The General Counsel and the Audit Committee shall retain a current record of all reports made by employees, officers or directors regarding any actual or potential conflicts of interest. Any transaction that involves an actual or potential conflict of interest as the result of any interest in a third party held by an employee, officer or director, must be reported to the General Counsel or the Audit Committee. Any such transaction must be approved by the General Counsel, or in the case of a director, in accordance with the Board of Directors Code of Conduct.

B. Corporate Opportunities.

The Company's employees, officers, and directors owe a duty to The Company to advance its legitimate interests when the opportunity to do so arises. For this reason, such persons are prohibited from taking "corporate opportunities" for themselves. Accordingly, The Company's employees, officers, and directors are prohibited, without the prior consent of The Company's Board of Directors, from (1) taking for themselves personally opportunities that are discovered through the use of The Company property, information or position, or (2) competing with The

Company. Such persons are also prohibited from using The Company property, information, or position for personal gain.

Even opportunities that are acquired through independent sources may be questioned if they are related to the Company's existing or proposed lines of business. Accordingly, participation by a director, officer, or employee in an outside business opportunity that is related to the Company's existing or proposed lines of business is prohibited unless specifically approved by the Company's Board of Directors.

IV. Communication of False or Derogatory Information

The communication of false or derogatory information about the Company, entities with whom it has business dealings or employees is also a violation of corporate policy, federal and state law and possibly laws of other jurisdictions.

The Company has business relationships and other involvements and communications with financial institutions, investors, suppliers, vendors, and government authorities. In all interactions and communications, the Company employees, officers, and directors must always be truthful and:

- Never make dishonest statements, misrepresentations or statements intended to mislead or misinform.
- Always respond promptly and accurately to requests for information or documents from government agencies. These requests should immediately be brought to the attention of the Company's General Counsel and authorized prior to providing documentation to outside parties.
- Direct all media requests for information or statements to the Company Investor Relations.
- Apply the same principles of honesty to all aspects of internal communications and record keeping. Falsification, alteration, or unauthorized destruction of any document, or misrepresentation of any information could result in termination of employment, as well as referral to appropriate authorities.

All documents, whether originals, drafts, or duplicates, including all computer files, disk drives, hard disks, floppy disks, CD-ROMs or any other media, must be retained in accordance with applicable law and the Company's policies with respect to retention and preservation of documents. No document may be destroyed, altered, or removed from any file or premise in which it is now stored without prior approval.

V. Fair Dealing

The Company expects its employees, officers, and directors to deal fairly with the Company's financial institutions, suppliers, vendors, competitors, agents and employees; to base business relationships on lawful, efficient and fair practices; and to use only ethical practices when dealing with actual or potential financial institutions, vendors, competitors, agents, employees and other parties. It is the obligation of every the Company employee to conduct business in a manner that avoids even the appearance of ethical or legal impropriety and is consistent with all applicable laws and regulations. Specifically, no the Company employee, officer, or director should do any of the following:

- Give or accept anything of value from any current or potential financial institution, supplier or vendor as an inducement for or in return for business or preferential treatment; or
- Take advantage of any financial institution, supplier, competitor or employee through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice.

All employees, officers and directors are required to abide by the Fraud Policy, which is made a part of this Code of Conduct.

VI. Confidential Information

All Company employees, officers, and directors are required to maintain the confidentiality of all non-public information (including electronic information) that they receive or have access to during their employment or service with the Company, except when disclosure is authorized or legally mandated. This obligation applies not only to confidential information about the Company, but also to confidential information about its financial institutions, suppliers, business partners, and employees. You are also prohibited from disclosing confidential information that you obtained at a previous employer, including, but not limited to, trade secrets.

During and following your employment at the Company, you shall not directly or indirectly publish, disclose, describe or communicate confidential information, or authorize anyone else to do so for any purpose other than legitimate Company purposes. Even within the Company, you shall only disclose confidential information to those employees who have a business-related "need to know." You are responsible for avoiding the release of non-public information, such as: (i) corporate information, including plans, strategies, methods, or policies; (ii) marketing information, including strategies, methods, information about customers, suppliers and third parties, or market analyses or projections; (iii) financial information, including historical financial results, sales forecasts, pricing information, cost and performance data, capitalization, and information about investors; (iv) operational and technological information, including plans, specifications, manuals, forms, templates, software, designs,

procedures, formulas, discoveries, inventions, improvements, concepts and ideas; and (v) personnel information, including personnel lists, reporting or organizational structure, resumes, personnel data, compensation structure, performance evaluations, and termination arrangements. Non-public information also includes information received in confidence by the Company from its customers, suppliers and third parties.

Nothing contained in this Code of Conduct limits your ability to file a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state or local governmental agency or commission (collectively, "Government Agencies"). This Code of Conduct does not limit your ability to communicate with any Government Agencies or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to the Company. This Code of Conduct does not limit your right to receive an award for information provided to any Government Agencies.

Should you have any questions regarding your confidentiality obligations, you should seek guidance from Company management or the Company's General Counsel.

VII. Inside Information and Securities Trading

In the course of your relationship with the Company, you may receive non-public information about the Company, its customers, suppliers, licensees or acquisition targets. It is a violation of federal law, and prohibited by Company policy, for any Company employee, officer, or director to purchase or sell the Company's securities based on knowledge of material non-public information. This prohibition extends to any trading in the securities of any of the Company's customers, suppliers, licensees, or other entities with which the Company has a business relationship while in possession of material nonpublic information learned in the course of your employment with the Company.

"Material" information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell, or hold the securities in question. "Nonpublic" means it is not generally available to the public. Examples of material nonpublic information include, but are not limited to, financial results, projections of future earnings or losses, significant litigation exposure due to actual or threatened litigation, news of a pending or proposed acquisition or merger, corporate partnerships, acquisitions or strategic alliances, news of the disposition of assets, new equity or debt offerings, or changes in senior management.

The Company prohibits "insiders" from *disclosing or trading* on "inside information" and further requires all directors, officers, and certain employees of the Company to obtain approval from the Company's General Counsel prior to trading in the Company securities. Those persons who are subject to this requirement are identified in the Company's Insider Trading Policy which may be obtained from the Company's General Counsel. **Employees, officers, and directors are**

expected to have read and be familiar with the Company's Insider Trading Policy, and to comply fully with its rules and guidelines. All questions regarding securities trading should be directed to the Company's General Counsel.

VIII. Financial Reporting and Accuracy of Company Records

As a public company, the Company is required by law to make full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with, or submits to, the SEC and in all other public communications it makes.

In order for the Company to comply with its public disclosure obligations, it has adopted the following principles:

- Business transactions must be properly authorized and be completely and accurately recorded on the Company's books and records in accordance with generally accepted accounting practices and established the Company financial policy.
- Each Company employee, officer, and director must help to maintain the integrity of the Company's record keeping and reporting systems and is responsible for maintaining complete and accurate records, accounting entries and classifications.
- Company employees, officers, and directors are expected to comply fully and accurately with all audits, requests for special record keeping or retention of documents, documents or other material from or on behalf of the Company's auditors, the Company's General Counsel, or Company management.
- Each employee is responsible for maintaining complete and accurate records, accounts, entries and classifications and for accuracy in expense account vouchers reflecting legitimate business expenses. Misapplication or improper use of corporate funds or property or false entry to records by employees or others must be reported to the Company's General Counsel and may result in discipline up to and including termination.
- No documents or records may be destroyed without the prior written authorization from the General Counsel given in accordance with the Company's document retention policy.

The Audit Committee plays an important role in ensuring the integrity of the Company's public reports and communications. If a director, officer or employee believes that questionable accounting or auditing conduct or practices have occurred or are occurring, such director, officer, or employee should notify a member of the Audit Committee and the General Counsel. Particularly, the Chief Executive Officer and other senior financial officers, should promptly bring to the attention of a member of the Audit Committee any information of which he or she may become aware in regards to the accuracy and completeness of disclosures made by the Company in its public filings and communications; significant deficiencies in the design or

operation of internal controls or procedures; any evidence of fraud that involves a director, officer, or employee who has a significant role in the Company's financial reporting, disclosures or internal controls or procedures; or any evidence of a violation of the policies in this Code of Conduct regarding financial reporting.

IX. Intellectual Property

The Company's name, logo, formulae, inventions, trade secrets, business, marketing and financial plans, databases, records, unpublished financial data and reports, and other intellectual property are valuable assets of the Company and their protection is critical to the Company's success. The Company expects others to respect its intellectual property rights and expects its employees, officers, and directors and agents to respect the intellectual property rights of others. The rules with respect to trademark, trade secret, patent and copyright laws are complex, so you should seek advice from the Company's outside legal counsel if any questions should arise.

All intellectual property, including, but not limited to, trade secrets, inventions, technical innovations, plans, products, discoveries and systems that any employee designs or conceives while employed at the Company which relates to the Company business, must be disclosed to the Company and, at the Company's option, shall become the sole property of the Company.

Without limitation, all the Company employees, officers, and directors are responsible for understanding the following types of intellectual property rights and taking the listed steps to protect such rights:

Copyrights protect works like articles, drawings, photographs, video, music, and software, and generally prohibit unauthorized copying or downloading of these works.

- Do not copy these materials without first determining that the company has obtained permission from the copyright holder or that other limited copying is legally permitted.
- Consult with the Company's General Counsel if you have questions.
- Do not copy or distribute software or related documentation without reviewing the license agreement.

Trademarks and service marks are words, names and symbols which help consumers recognize a product or service and distinguish it from those of competitors. The Company's name and logo and those of its subsidiaries are among the Company's most valuable assets. The use of the Company's or its subsidiaries' trademarks or service marks must be properly authorized or licensed.

- Requests for use of the name, service marks and trademarks of the Company or its subsidiaries are reviewed by the Company's General Counsel.
- Do not use a third party's trademark or service mark without permission.

Patents permit inventors to exclude others from making, using or selling their inventions. Report any unauthorized use of the patents held by the Company or its subsidiaries.

- Only use inventions patented by third parties within the terms of a license agreement.

A trade secret is valuable information that creates a competitive advantage for the Company or its subsidiaries by being kept secret. Examples include information about customers, like their buying patterns and needs; and financial, planning, marketing and strategic information about the Company's current and future business plans.

- Treat as trade secrets and keep confidential all commercially sensitive and important business information of the Company and its subsidiaries and all similar information of other companies and persons that the Company has received under a confidentiality agreement.

If you observe practices that are inconsistent with these directives, please contact the Company's General Counsel.

X. Dealings with Public Officials and Government Entities

The Company also expects its employees to base relationships with public officials and government entities on lawful, efficient and fair practices and to use only ethical practices when dealing with these and other parties. It is the obligation of every Company employee to conduct business in a manner that avoids even the appearance of impropriety and that is consistent with all applicable laws and regulations.

Do not directly or indirectly promise, offer or make payment in money or anything of value to anyone, including a government official, agent, or employee of a government, political party, labor organization or business entity or a candidate of a political party, with the intent to induce favorable business treatment or to improperly affect business or government decisions. Pay special attention to the treatment of public officials and employees of governmental agencies whose conduct with respect to gifts and meals is controlled by laws and regulations which must be complied with at all times. These laws and regulations are complex and can vary from country to country — and even within a country (e.g. local versus national officials).

The Company employees involved in sales or other transactions with governmental customers should take steps to ensure that such transactions comply with all applicable laws and regulations and avoid even the appearance of impropriety. Contact the Company's General Counsel with specific questions or situations.

XI. Use of Company Resources

Ownership of Company Property:

The Company's property, including but not limited to its communication equipment, facilities, computers, software, e-mail, voice mail, conferencing equipment, and office supplies, is owned by the Company or operated on its behalf to advance its business strategy and objectives. The Company's property is in place to enable its employees to perform business-related duties required by their positions. The use of Company property is for the sole purpose of conducting business-related tasks.

A limited exception to the "business-only" rule is when conducting "incidental personal business" and is consistent with the following guidelines:

- Is limited in duration or extent.
- Does not detract from the user's attention to or completion of job duties or job performance.
- Does not subject the Company to any significant incremental cost.
- Is not used to unlawfully obtain, copy, download, distribute software, electronic files, or other materials protected by copyright.
- Does not otherwise violate this Code of Conduct, including but not limited to, provisions related to conflicts of interest and/or disclosure of confidential information.

Improper Benefit from Company

No employee, officer or director may receive a benefit from the Company that is not a part of such employee's, officer's, or director's compensation and benefit package. An example of an improper benefit would be a loan or loan guarantee from the Company or any of its subsidiaries to any Company employee, officer, or director or their immediate family members. Such loans or loan guarantees, as well as other similar benefits outside the approved compensation and benefit package, are prohibited by this Code of Conduct.

Computer Resources

The Company invests in and uses computer resources (computer hardware, software, supporting infrastructure, network connections, and telecommunications equipment) to advance its business strategy and objectives.

- Computer software (computer programs, databases and related documentation), whether purchased from a supplier or developed by the Company, is protected by copyright and may also be protected by patent or as a trade secret. Employees are expected to strictly follow the terms and conditions of the license agreements, including provisions not to copy or distribute materials covered by these agreements. These protected materials may not be reproduced for personal use.

- Use of the Internet and electronic mail should be in support of and to advance the Company's business success. Any personal use of these technologies should not create additional costs for the Company, interfere with work duties or violate any Company policies, including policies related to defamatory, offensive or threatening messages, gambling, pornography, viruses, chain letters, executable "ready to run" files, "hacking," etc.

All communications, data or information received, sent or obtained using the Company property while employed at the Company are not private communications. Unless prohibited by local law, the use of this technology, including electronic mail and the internet, is subject to monitoring by the Company.

XII. Media Relations and Public Inquiries

All communications with the news media, regulatory agencies and other entities by the Company and its employees are potentially important and reflect upon The Company's image. In addition, the Company is subject to various legal requirements with respect to the public dissemination of material or significant events related to its business. It is crucial that communications from the Company be handled in a consistent manner, and that all regulatory and legal obligations with respect to disclosure of information be fulfilled.

Communication with the news media is an important part of The Company's ongoing marketing and investor relations programs. Communications with the news media about "material events" and "significant public events" should be directed to the Company's Investor Relations office. All inquiries from regulatory agencies and all inquiries about current or former employees of the Company or its subsidiaries should be directed to the Company's General Counsel. All such communications will be forthright, responsible and in keeping with the Company's legal policies and obligations.

XIII. Reporting

Reporting Violations and Making Complaints

As a public company, the integrity of the financial information of the Company is paramount. The Company's financial information guides the decisions of the Board of Directors of the Company and is relied upon by the Company's stockholders and the financial markets. For these reasons, the Company must maintain a workplace where it can receive, retain and treat all complaints concerning questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information, and where employees can raise these concerns free of any discrimination, retaliation or harassment.

Therefore, it is the policy of the Company to encourage employees, when they reasonably believe that questionable accounting or auditing conduct or practices have occurred or are occurring, to report those concerns to Company management (on an anonymous basis, if employees so desire) or to raise those concerns by calling the Company's Hotline on an

anonymous basis, as described below. All reports will be taken seriously and will be promptly investigated. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported, and the quality of the information provided. Where questionable accounting or auditing conduct or practices have occurred, or fraudulent financial information has been reported, those matters will be corrected and, if appropriate, the persons responsible will be disciplined.

In addition, the Company is committed to providing a work environment in which employees, when they in good faith believe that questionable accounting or auditing matters have occurred, or that fraudulent financial information has been reported, can raise those concerns free of discrimination, retaliation or harassment. Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against any employee who, based on the employee's good faith belief that such conduct or practices have occurred or are occurring, reports that information to the employee's supervisor, or those individuals designated in this Code of Conduct as having the authority to investigate, discover or terminate any such conduct or practices.

Possible violations of this Code of Conduct or other questionable accounting or auditing conduct or practices must be reported immediately to either the General Counsel, a member of the Audit Committee, or by calling the Company Hotline. Upon request, all reports made through the Company Hotline shall be kept anonymous.

Employees may contact the General Counsel or any member of the Audit Committee to ask questions concerning the Code of Conduct or any law or regulation.

Upon request and to the extent possible, your contact will be handled confidentially and anonymously, subject to applicable law, regulation or legal proceedings. Once your call is received, the information you provide will be referred to the appropriate Company authority and resolved as expeditiously as possible.

In addition to the Company's internal complaint procedure, employees should also be aware that certain federal and state law enforcement agencies are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. The Company's policies and practices have been developed as a guide to the Company's legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies will be viewed as unacceptable under the terms of employment at the Company. Certain violations of the Company's policies and practices could even subject the Company and any individual employees involved to civil and criminal penalties. Before issues or behavior rises to that level, employees are encouraged to report questionable accounting or auditing matters, suspicion of fraudulent financial information, or discrimination, retaliation or harassment related to such reports. Nothing in this Code of Conduct is intended to prevent an employee from reporting information to the appropriate agency when the employee has reason to believe that the violation of a federal or state statute or regulation has occurred.

The Company Hotline number as well as the telephone numbers for the General Counsel and the Chairman of the Audit Committee are included in the Company directory made available to all employees. For a copy of the Company directory, please contact your immediate supervisor or the legal department. The Company Hotline may be used 24 hours a day, 7 days a week.

No Retaliation

Employees, officers and directors may bring their concerns forward without fear of retribution or punishment. The Company will not retaliate against any person for reporting suspected violations of laws, regulations or company policies. This means that the Company will not terminate, demote, transfer to an undesirable assignment, or otherwise discriminate against an employee for calling attention to suspected violations of this Code of Conduct or other suspected illegal or unethical acts. This protection extends to anyone giving information in good faith in relation to an investigation. However, the Company reserves the right to discipline anyone who knowingly makes a false accusation or knowingly provides false information to the Company.

All complaints under this Code of Conduct will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. All employees and supervisors have a duty to cooperate in the investigation of reports of questionable accounting or auditing matters, or the reporting of fraudulent financial information, or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters. In addition, an employee shall be subject to disciplinary action, including the termination of their employment, if the employee fails to cooperate in an investigation, or deliberately provides false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation of policy has occurred, the Company will take effective remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy.

Any person who believes they have been the target of retaliation, discrimination or harassment for having made a report should contact either the General Counsel or a member of the Audit Committee. To the extent possible, such contact shall be kept confidential. If you later believe that you have been subject to discrimination, retaliation or harassment for having made a report under this Code of Conduct, you must immediately report those facts to your immediate supervisor. If, for any reason, you do not feel comfortable discussing the matter with your immediate supervisor, you should bring the matter to the attention of the General Counsel, and if you are not comfortable with discussing the matter with any of those individuals, you should bring the matter to the attention of the Audit Committee. It is imperative that you bring the matter to the Company's attention promptly so that any concern of discrimination, retaliation or harassment can be investigated and addressed promptly and appropriately.

XIV. Discipline

Failure to follow this Code of Conduct can have substantial consequences. Violations of this Code of Conduct can expose individuals and the Company to criminal actions, fines and other serious legal consequences. Those who violate the Code of Conduct will be personally liable for the legal or ethical violation (which may result in fines or even jail time) and will be subject to disciplinary proceedings, including termination.

XV. Waivers of the Corporate Code of Conduct

Any waiver of this Code of Conduct for executive officers or directors may be made only by the Board of Directors or a Board Committee and will be promptly disclosed as required by law or by SEC or Nasdaq regulations. Waivers of this Code for a non-officer employee may be made by the President or General Counsel only upon the employee making full disclosure in advance of the transaction in question. This Code of Conduct may be amended or modified at any time by the Board of Directors.

XVI. No Rights Created

This Code is a statement of fundamental principles, policies and procedures that govern the Company's directors, officers and employees in the conduct of the Company's business. It is not intended to and does not create any legal rights for any customer, supplier, competitor, stockholder or any other person or entity.

XVII. Acknowledgement

Employees, officers and directors will be asked annually to sign a statement, attached hereto as Exhibit A, affirming that they have read and understood this Code of Conduct and that they are in compliance with the Code of Conduct.

EXHIBIT A

CERTIFICATION

I hereby certify that:

- I have read and understand the Company's Code of Conduct. I understand that the Company's General Counsel is available to answer any questions I have regarding this Code of Conduct.
- Since the effective date of the Code of Conduct, or such shorter period of time that I have been a director, officer, employee, or contractor of the Company, I have complied with the Code of Conduct.
- I will continue to comply with the Company's Code of Conduct for as long as I am a director, officer, employee, or contractor of the Company.
- I understand that failure to comply with the Code of Conduct could subject me to disciplinary action or termination of the business or employment relationship with the Company.

Signature

Date

Printed Name (Please print legibly)