

RICHLINE GROUP

A Berkshire Hathaway Company

Compliant by Law, Responsible by Choice.



Code of Business Conduct and Ethics

Memorandum

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MEMORANDUM

Code of Conduct and Ethics

We are proud of the values with which we conduct our business. Every Richline Group associate should (1) uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions, and (2) comply with all applicable laws and regulations. These principles are at the heart of the **Richline Responsible Code of Business Conduct and Ethics ("Code")**.

You are required to review the Code periodically so that you'll have these principles in mind as you go about your work. You're also required to take this training course that will help you recognize legal and ethical issues as they arise in the workplace, respond appropriately to those issues, and perform your job with the utmost integrity.

If you have questions about any of the matters explained in this course or contained in the Code, you should remember Richline's commitment to the highest ethical standards and seek advice from your supervisor or other appropriate personnel. Remember that it is always better to ask first, so that problems can be avoided later.



What's Ahead

Thank you for taking the time to participate in our "Code of Conduct" training course. This course is an important part of our ethics and compliance program, as well as our commitment to good corporate citizenship. In today's fast-paced, global marketplace, our company's long-term success is based on our integrity. Our customers and shareholders count on us to adhere to the highest standards of business ethics and compliance.

Whatever your role at the company, your conduct and judgment reflect on our reputation and are critical to our success. These principles are embodied in our Code of Conduct. We've developed this course to highlight the most important parts of the Code. Please take the time to understand this material and to conduct our company's business accordingly. We're counting on your leadership..

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1.0 Conflicts of Interest

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict can arise when an associate takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest may also arise when an associate, or members of his or her family, receives improper personal benefits as a result of his or her position at the Company. Loans to, or guarantees of obligations of, associates and their family members may create conflicts of interest. It is almost always a conflict of interest for an associate to work simultaneously for a competitor, customer or supplier.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the Chief Financial Officer or Chief Compliance Officer of the Company. Any Associate who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section E.1 of this Code.

All directors and executive officers of Richline Group and its divisions, shall disclose any material transaction or relationship that

reasonably could be expected to give rise to such a conflict to the Company's VP of Compliance No action may be taken with respect to such transaction or party unless and until such action has been approved by the VP of Compliance.



Corporate Opportunities

Associates are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors of the Company. No Associate may use corporate property; information or position for improper personal gain and no associate may compete with the Company directly or indirectly. Associates owe a duty to the Company to advance its legitimate interests whenever possible.



1.1 Fair Dealing

Associates shall behave honestly and ethically at all times and with all people. They shall **act in good faith, with due care, and shall engage only in fair and open competition**, by treating ethically competitors, suppliers, customers and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present associates of other companies is prohibited. No associate should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

The purpose of **business entertainment and gifts** in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by an associate or any family member of an associate unless it (1) is consistent with

customary business practices, (2) is not excessive in value, (3) cannot be construed as a bribe or payoff and (4) does not violate any laws or regulations. The offer or acceptance of cash gifts by any associate is prohibited. Associates should discuss with their supervisors, managers or other appropriate personnel any gifts or proposed gifts that they think may be inappropriate.



1.2a Prohibited Offers and Payments

The Company prohibits all associates from making [sensitive payments](#) of any kind, and those who either make or receive such payments shall be subject to appropriate disciplinary action. In addition, any out-of-the-ordinary payment made from funds of the Company for the purpose of obtaining or retaining business or unduly influencing some matter (such as a tax decision) in favor of such company should be considered a "sensitive payment" and is prohibited. Note that such a payment can take the form of extravagant entertainment or a gift of significant value. If any question exists as to the propriety of any proposed transaction or payment, the matter should be referred to the management of the Company or to the VP of Compliance or the CFO prior to entering into the transaction or making the payment.

Furthermore, no Richline Company associate may corruptly give anything of value to a [Government Official](#) for the purpose of

influencing such Official, securing any improper advantage, or inducing such Official to affect any governmental decision or to help such Richline Company associate obtain business. In addition, no Richline Company associate may offer, give or authorize anything of value to intermediaries, such as affiliates or agents, if all or part of the payment will be used for any such prohibited action. In accordance with the provisions of the U.S. Foreign Corrupt Practices Act ("FCPA"), these prohibitions include Government Officials of a foreign government.

Liability may be imposed in situations where the Company or its associates are willfully blind or have constructive knowledge of improper payments to a Government Official. If an associate has reason to believe that such payments are being made, he or she should inform the VP of Compliance or the CFO.

Sensitive Payments

The term "sensitive payments" is commonly used to describe a broad range of corporate dealings that are generally considered to be illegal, unethical or immoral or to reflect negatively on the integrity of management. Such payments are usually in the nature of kickbacks, bribes or payoffs to influence a decision affecting a company's business or for the personal gain of an officer or associate.

Government Officials

The term "Government Official" is broad and includes associates of a company under government control, de facto members of government (e.g., political parties, candidates for political office), associates of state-owned or controlled enterprises, and officials or associates of international organizations. A company may be under government control even if it is publicly traded or has substantial nongovernmental ownership of its equity. In some countries, such as China, government control of publicly traded companies is common.

There is no clear test for determining whether a person is a Government Official. In general, no funds or services of any kind may be paid or furnished for any political purpose.



1.2b Prohibited Offers and Payments

Reimbursement of Business Expenses

The Company and its associates shall not provide travel and lodging expenses to Government Officials unless those expenses are reasonable and relate directly to the promotion, demonstration or explanation of products or services of a Richline Company associate or to the execution or performance of a contract of a Richline Company associate with a government or government-owned/controlled enterprise. Offers to reimburse and the actual reimbursement of expenses to a Government Official must be documented and the business purpose of the expense must be explicitly recorded.

Gifts to Government Officials

Great care must be taken to ensure that no gifts or entertainment could be interpreted as bribes or improper forms of compensation or payment. Gifts to Government Officials may only be made when they are (1) made to promote general good will and not as a quid pro quo

for any official action; (2) of modest value; (3) not in the form of cash money; (4) permitted under local laws of the host country; (5) customary in type and value in that country; (6) given openly and not secretly; and (7) accurately reflected in Richline's books and records of Richline or any Richline Company on whose behalf they are made or otherwise granted.



1.3 Money Laundering

"Money laundering" is the process that criminals use to disguise the true origin and ownership of cash by funneling it through lawful enterprises. In other words, ill-gotten wealth is "laundered" to conceal its sources and to make it appear legitimate.

Money laundering is a crime that furthers other serious crimes, such as drug-smuggling and terrorism. Not only would it severely undermine our Company's reputation to be implicated — even inadvertently — in any sort of money-laundering scheme, but our Company and even individual associates could be subject to criminal and civil prosecution for their involvement.

You can help prevent our Company from being used in a money-laundering scheme by —

- Knowing your customers — ascertain the true identity of new customers and be familiar with their business activities;
- Keeping records concerning a customer's identity; and
- Closely scrutinizing transactions that might lend themselves to money laundering — especially those in cash.

Richline Anti-Money Laundering Policy and Program (full document, including Patriot Act process, on file with VP of Compliance)

It is the policy of Richline Group, Inc. to prohibit the use of its business or services for money laundering or terrorist financing. This Anti-Money Laundering Policy and Program has been developed in compliance with the requirements of the rules promulgated by the U. S. Department of Treasury, Financial Crimes Enforcement Network, 31 CFR Part 103, Section 130, 140, under Bank Secrecy Act as amended by the USA Patriot Act of 2001.



1.4 Sanctions and Trade Embargoes

U.S. law has instituted trade sanctions that may restrict or prohibit certain imports, exports, offshore transactions and financial transactions by U.S. companies and U.S. nationals (collectively, "U.S. Persons") with certain designated countries, groups or persons in those countries, including the Balkans, Belarus, Cote d'Ivoire, Cuba, the Democratic Republic of the Congo, Iran, Iraq, Liberia, Myanmar, North Korea, Somalia, Sudan, Syria, Venezuela and Zimbabwe. The U.S. administers and enforces many different trade sanctions, which can be separated into ["country-based"](#) and ["list-based"](#) sanctions programs.

When transactions are effected by foreign subsidiaries of U.S. companies, United States law may be violated if U.S. Persons of those subsidiaries, including any U.S. Nationals who are officers, directors, associates or agents of a Richline Company, are involved in such transactions. Similarly, if U.S. Persons affiliated with foreign subsidiaries (of U.S. companies) approve or facilitate those transactions, including Berkshire or any of its officers, directors, associates or agents (that are U.S. Persons), U.S. law may be violated. To prevent such violations of U.S. law, no U.S. Person shall engage in, facilitate or approve a transaction with any such designated country, organization or national without the express prior authorization of the Richline VP of Compliance or the CFO. Any such transaction and any proscribed transaction with Cuba or North Korea is a "prohibited transaction."

Country-based Sanctions

"Country-based" sanctions include Cuba, Iran, Myanmar, North Korea and Sudan. Of these countries, three are subject to U.S. trade embargoes prohibiting virtually all types of commercial and financial activity: Cuba, Iran and Sudan.

List-based Sanctions

The U.S. administers a growing number of "list-based" programs targeting members of governments and other groups and individuals whose conduct is inimical to U.S. national security and foreign policy. Collectively, these "list-based" groups and individuals are known as Specially Designated Nationals or SDNs, which appear on the U.S. Office of Foreign Assets Control's ("OFAC") master list of SDNs. All assets of SDNs are blocked, and U.S. Persons are generally prohibited from dealings with them. From time to time, Berkshire will provide Richline with an updated list of designated countries, organizations and nationals, or instructions regarding web-based access to such lists.

Under U.S. law, prohibitions of the Cuba and North Korea sanctions programs apply to foreign subsidiaries of U.S. companies, and thus to Richline and all its subsidiaries, since such companies are considered persons subject to U.S. jurisdiction.

Cuba

U.S. law broadly prohibits persons subject to U.S. jurisdiction from virtually all commercial and financial transactions with Cuba. Restricted dealings include: (i) imports into the U.S. of goods, technology or services of Cuban origin; (ii) exports from the U.S. to Cuba of goods, technology or services, either directly or through third country intermediaries; (iii) offshore transactions dealing in or assisting the sale of goods, technology or services to or from Cuba; and (iv) other transactions in which a Cuban financial institution or other Cuban national have any property interest (which is defined very broadly).

North Korea

U.S. law prohibits imports into the U.S. of goods, technology or services of North Korean origin either directly or through third countries, without prior U.S. government approval. U.S. economic sanctions no longer prohibit most exports and sales to North Korea (with the exception of certain luxury goods and items that have both civil and military applications). However, United Nations ("UN") imposed

sanctions (which are legally binding on all member states); restrict exports of defense hardware, related defense services and luxury goods to North Korea.

Iran

As a result of various U.S. laws and United Nations resolutions (including UN Security Council Resolution 1929 adopted on June 9, 2010), trade with Iran is severely restricted. No Richline Company or Richline Company associate should consider doing any activities in Iran without first consulting with the Richline ethics officer, legal department or CFO.



1.5 Anti-Competitive Conduct

"Antitrust" (in the U.S.) and "competition" (in the E.U.) laws are intended to promote competition in the marketplace for the benefit of consumers. These laws target the following anti-competitive practices:

- **Agreements between competitors** (a) to set prices or terms; (b) to allocate markets, customers or territories; or (c) to not do business with ("boycott") certain suppliers or customers;
- **Agreements between manufacturers and distributors** that the distributors may sell only in certain territories or to certain types of customers;
- **Agreements between suppliers and customers** to (a) set resale prices; (b) require a customer to buy all of its requirements from one supplier; (c) "tie" a customer's purchase of a desirable product/service to the purchase of a less desirable product/service; and
- Certain predatory practices by companies with **monopoly power** in their markets.



2.0 Insider Trading

Associates who have access to confidential information are not permitted to use or share that information for securities trading purposes ("insider trading") or for any other purpose except the conduct of the Company's business. All nonpublic information about the Company should be considered confidential information.

It is always illegal to trade in Berkshire Hathaway securities while in possession of material, nonpublic information, and it is also illegal to communicate or "tip" such information to others. While all associates are prohibited from insider trading, Berkshire has adopted specific "Insider Trading Policies and Procedures" applicable to the Company's directors, executive officers and key associates ("Directors and Covered Associates"). This document is posted on Berkshire's website and is sent periodically to Directors and Covered Associates in connection with certification of compliance.



2.1 Confidentiality

Associates must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate legal officer of the Company or required by laws or regulations. Confidential information includes all nonpublic information that might be of use to competitors or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.



2.2 Protection of Company Assets

All associates should endeavor to protect Richline's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Richline's equipment should not be used for non-Company business, though incidental personal use is permitted.

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

a professional and businesslike way. That means preparing in advance of meetings, being punctual, and taking the time needed to engage in "careful communication" on the Company's behalf. But here, all is not necessarily lost. Andrew should talk to his manager about approaching the client

Employees are personally responsible for protecting Richline's assets and ensuring their efficient use. These assets include facilities, equipment, proprietary information and electronic-communications systems — e.g., a secure network, e-mail, Internet access, instant-messaging, voicemail, etc.

You should only use Richline's assets for legitimate business purposes. Personal use of Company assets is discouraged, should be kept to a minimum and have no adverse effect on productivity and the work environment.

Employees who use their workplace computers for personal activities should not expect that their activities will remain private. Indeed, employees should not have an expectation of privacy in anything they create, store, send or receive on our e-communication systems.

Improper use of our assets by employees can lead to issues of workplace discrimination and harassment, copyright infringement, insider trading, antitrust violations, the loss of trade secrets, and other legal problems for the Company. It can also lead to discipline — and possibly termination — of the employee(s) involved.

Proprietary Information

Proprietary information includes —

- Intellectual property (e.g., trade secrets, patents, trademarks and copyrights);
- Business, marketing and service plans;
- Engineering and manufacturing ideas;
- Designs;
- Databases;
- Records;
- Salary information; and
- Any unpublished financial data and reports.



2.3 Compliance with the Law

Obeying the law, both in letter and in spirit, is the foundation on which Richline's ethical standards are built. In conducting the business of the Company, associates shall comply with applicable governmental laws, rules and regulations at all levels of government in the United States and in any non-U.S. jurisdiction in which the Company does business. Although we do not expect all associates to know the details of these laws, it is important to know enough about the applicable local, state and national laws to determine when to seek advice from supervisors, managers or other appropriate personnel.

The document "Prohibited Business Practices Policy" sets forth the Company's policy on compliance with laws, specifically addressing such topics as prohibited offers or payments, gifts and entertainment, transactions with certain countries and persons, accounting controls and accurate record-keeping. This Policy is furnished to senior managers and available to all associates.



2.4 Timely and Truthful Public Disclosure

In reports and documents filed with or submitted to the Securities and Exchange Commission (SEC) and other regulators by Richline, and in other public communications made by the Company, associates involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these associates shall provide thorough and accurate financial and accounting data for inclusion in such disclosures. They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors.

Significant Accounting Deficiencies

The CEO and each senior financial officer shall promptly bring to the attention of the VP of Compliance and CFO any information he or she may have concerning —

- Significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data; or
- Any fraud, whether or not material, that involves management or other associates who have a significant role in the Company's financial reporting, disclosures or internal controls over financial reporting.



3.0 Health, Safety and the Environment

Maintaining a safe and sustainable environment both inside and outside the workplace is vital to the health and well-being of us all. Hazardous chemicals, for example, may not only be harmful to those who mishandle them, but also to those affected by them due to improper disposal or handling.

We strive to provide a safe working environment for our associates and to meet or exceed the standards of all applicable laws and regulations governing workplace safety, health and the environment. You should be familiar with our emergency-preparedness plans in order to carry out your responsibilities and assist in implementing the necessary emergency response.

You should never be asked to do something that is either harmful to your health or the health of another person, or that is against applicable environmental laws. If you are asked to do something of this nature, do not comply and report it immediately.



Waste and Emissions

All Richline facilities and vendors are required to dispose of waste substances in compliance with applicable laws and regulations. In the absence of such laws, international standards must be upheld. Vendors should implement management systems that reduce the amount of waste produced from their operations. The recovery, re-use, and recycling of materials should be the pillars of said management systems.



Hazardous Substances

All Richline facilities and vendors are responsible for the correct labeling, storage, and usage of chemicals and hazardous substances in accordance to applicable laws and regulations. All Richline facilities and vendors will not manufacture, trade and/or use chemicals and hazardous substances subject to international bans due to their high toxicity, environmental detrition, potential for bioaccumulation or potential for depletion of the ozone layer. All

Vendors engaged in the use of cyanide for the use of gold recovery, must comply with the International Cyanide Management Code, 2005. Operators using any hazardous substances or chemicals must have the proper ventilation, space, and protective equipment to do so safely. Where possible, Vendors should find alternatives for chemicals and Hazardous Substances used in their production processes.



3.1 Alcohol and Drug Abuse

Drug and alcohol abuse in the workplace has significant [negative effects](#). Almost 40% of industrial fatalities and 50% of work-related injuries are linked to drug and alcohol impairment. Drug and alcohol abuse also reduces productivity and is detrimental to the workplace atmosphere.

We are committed to protecting the health and well-being of all our associates by providing a safe and drug-free environment. We require our associates to be free of any measurable amounts of illegal drugs or alcohol in the workplace. Associates are not permitted to drink alcoholic beverages during work hours or on our premises, except at business meals or when served at events that we sponsor.

If you suspect that a co-worker has a substance-abuse problem, don't look the other way or cover for your co-worker if he or she has attendance problems. Report the matter to your supervisor or Human Resources. Rest assured that our ultimate goal is deterrence and rehabilitation, rather than punishment.

Negative Effects of Substance Abuse

While associate health and safety are of primary importance, we also want to avoid these negative byproducts of alcohol and illegal drugs in the workplace:

- Decreased productivity;
- Increased healthcare costs;
- Lower product quality;
- Higher turnover, absenteeism and tardiness;
- Increased workers' compensation costs;
- Industrial and environmental accidents;
- Property damage;
- Lower associate morale; and
- Associate theft from our Company or co-workers.



3.2 Diversity and Respect

Most of us now live and work among people of differing cultural backgrounds, lifestyles and world views. Respect for diversity and the uniqueness of everyone is a fundamental part of (a) maintaining a respectful and productive work environment and (b) serving a diverse customer base.

We hire and promote people on the basis of their qualifications, performance and abilities. We make sure that all associates and applicants for employment have equal opportunities for success.

Discriminating against or harassing a co-worker based on any of the following characteristics may be against the law: race, [color](#),

religion, sex, [national origin](#), [age](#), pregnancy, [citizenship](#), [disability](#), [marital or familial status](#), [sexual orientation](#), military or veteran status, [size](#), [gender identity](#), physical appearance, [HIV status](#), ancestry, genetic predisposition, or family responsibilities. State or local law may prohibit discrimination or harassment based on other characteristics, as well.

Color

Color discrimination occurs when the hue of a person's skin influences a decision or is the reason for harassment.

National Origin

National-origin discrimination occurs when a person's country of origin is made an issue in employment decisions or prompts harassment. For example, a manager who singles out associates who come from Mexico for mistreatment is discriminating on the basis of national origin.

Age

Federal law protects persons over 40 years of age from discrimination; however, many states go further and protect anyone over 18. In these cases the more stringent standard applies.

Citizenship Discrimination

U.S. federal law outlaws discrimination against people who are U.S. citizens or citizens of other countries who have lawful work authorization (which may include permanent residents, refugees and people with various forms of temporary residency).

Partly because immigration laws are intended to protect U.S. citizens against foreign-labor competition, these provisions do contain very limited exceptions, and discrimination law in this area is a little tricky.

Some states also have their own citizenship anti-discrimination laws, which may be stricter than federal laws.

Disability or Handicap

Federal law outlaws discrimination against disabled people who can perform their job with or without reasonable accommodation. It also requires that commercial facilities, transportation, telecommunications, and state and local government services be made accessible to the disabled.

A person with a disability may be hearing or visually impaired, or in need of a wheelchair or crutches. A disability may also include a chronic illness such as AIDS or cancer, or a mental condition like depression, obsessive-compulsive disorder or schizophrenia.

State laws against disability discrimination may be stricter and more expansive than federal laws.

Marital or Familial Status

Discrimination based on marital or familial status occurs when an employment decision is made or harassment is based on whether a person is married, divorced or has children, or other reasons related to marriage and family.

Typically, a man who cohabitates with an unmarried partner or a single mother with children may experience discrimination on this basis. Many states and localities have laws barring this form of discrimination.

Sexual Orientation

Discrimination based on sexual orientation occurs when an employment decision is made or harassment takes place because of a person's sexuality, whether it be homosexuality, bisexuality or heterosexuality. Gay men or lesbians, for example, might make claims for sexual-orientation discrimination if they feel threatened by co-workers who make insulting and intimidating comments about homosexuality.

Many localities and an increasing number of states have laws barring this form of discrimination. Several proposals have been made in Congress to include sexual orientation in U.S. federal anti-discrimination laws.

Size Discrimination

Size discrimination occurs when a person's height and/or weight is the subject of an employment decision or motivation for harassment. An obese person who feels put down or targeted because of "fat jokes" may make evidence of such jokes as part of a size-discrimination claim.

Size discrimination is illegal in a few jurisdictions. Under some circumstances, obesity may be considered a disability and is covered under disability discrimination laws.

Gender Identity

Laws against gender-identity discrimination are intended to protect transsexuals, cross-dressers and other individuals who identify with a gender different from the one they had at birth, such as when a man dresses like a woman or when a woman becomes a man through surgery and hormonal therapy.

Some state and local laws include gender identity in anti-discrimination laws for sex/gender or sexual orientation. Increasing numbers of states and localities are making this form of discrimination illegal.

HIV Status

These laws protect persons infected with the human immunodeficiency virus (HIV), the virus believed to cause Acquired Immune Deficiency Syndrome (AIDS). There may be some overlap with anti-discrimination laws concerning disability.



3.3 Workplace Violence

Richline is committed to maintaining a work environment that is free from violence, threats, harassment, intimidation and other disruptive behavior. Although this kind of conduct is not pervasive here, no organization is immune.

Violence, threats, harassment, intimidation and other disruptive behavior in our workplace will not be tolerated; that is, **all reports of incidents will be taken seriously and will be dealt with appropriately**. Such behavior can include oral or written statements, gestures or expressions that communicate a direct or indirect threat of physical harm. Individuals who commit such acts may be removed from the premises and may be subject to disciplinary action, criminal penalties, or both.

We need your cooperation to maintain a safe working environment. Don't ignore violent, threatening, harassing, intimidating or other disruptive behavior. If you observe or experience such behavior by anyone on our premises, whether he or she is an associate or not, report it immediately to a supervisor. Threats or assaults that require immediate attention should be reported to the police at 911.



3.4 Political Activity

While the right to free speech is at the core of our political system, the right to make political contributions and lobby government officials is heavily regulated by federal and state laws. Both our Company and you as an associate are subject to complex rules, including rules specifying the amount of, and way in which, contributions may be made.

The rules regarding political activity can be summarized as follows:

- We recognize your right to vote and be politically active on your own behalf, on your own time and using your own resources;
- Only our designated representatives may speak on Richline's behalf about politics and related matters; **See Richline Corporate Communication Policy**.
- Never use our Company's funds or resources for political activities, even if those funds are reimbursed; and
- You should never feel pressured to make a political contribution or to vote in a certain way by anyone working for us or on our behalf.



4.0 Reporting Violations

Richline's directors, CEO, senior financial officers and chief legal officer must promptly report any known or suspected violations of the Code to the Company's VP of Compliance. All other associates should talk to supervisors, managers or other appropriate personnel about known or suspected illegal or unethical behavior. These associates may also report

questionable behavior in the same manner as they may report complaints regarding accounting, internal accounting controls or auditing matters by contacting (anonymously, if desired) a third party organization called [Global Compliance](#).

Separate anonymous reporting procedures are available for Company associates working outside the United States. No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the Company's Audit Committee will strictly enforce this prohibition.



Waivers

Any waiver of the Code for executive officers or directors may be made only by the Company's Board of Directors or its VP of Compliance and will be promptly disclosed as required by law or stock exchange regulation.

[Global Compliance Hotline](#)

The hotline is operated by Global Compliance Services, and it allows associates to report violations to an independent third party if they feel uncomfortable contacting someone within the Company or if they wish to remain anonymous. Associates can reach the hotline by calling a toll-free number (1-800-261-8651) or visiting <http://www.brk-hotline.com>.



4.1 Accountability for Violations

If Richline's Board of Directors, CFO, VP of Compliance or its designee determines that the Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending director, officer or associate may be disciplined for non-compliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure by the VP of Compliance, demotion or re-assignment of the individual involved and suspension with or without pay or benefits.

Violations of the Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending individual and the Company. We expect all associates to cooperate with internal investigations of misconduct.



4.2 Compliance Procedures

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

- Make sure you have all the facts. In order to reach the right solutions, we must be as informed as possible.

- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense. If something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved to discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and he or she will appreciate being consulted as part of the decision-making process.
- Seek help from Company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it locally with your office manager or your human resources manager.
- You may report ethical violations in confidence without fear of retaliation. If your situation requires that your identity be kept secret, we will protect your anonymity to the maximum extent consistent with the Company's legal obligations. The Company in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.
- Ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

Thank you for your diligence and commitment to our Ethical Standards

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