All Rubicon employees and all of the group’s representatives are personally responsible for ensuring they conduct all business activities in accordance with this ‘Code of Business Conduct’.
5 Message from the Chief Executive Officer

6 Putting Our Code of Business Conduct to Work
   8 Responsibilities of Rubicon Employees and Representatives
   10 Reporting Violations and Protection from Retaliation
   10 Responses to Investigations and Questions
   11 Consequences of Non-Compliance

12 Complying with the Law
   13 Legal Requirements
   14 Anti-Corruption Laws
   15 Government Officials
   15 Commercial Bribery
   16 Facilitating Payments
   16 Business Partners, Distributors and Representatives
   18 Red Flags
   19 International Trade Laws
   19 Sanctions, Regimes under U.S. Law
   20 Export Control Laws
   21 Money Laundering
   22 Anti-Boycott Laws
   22 Antitrust, Competition and Trade Laws and Regulations
   23 Gathering and Disclosing Competitive Information
   23 Training and Auditing

24 Maintaining Our Integrity
   25 Rubicon Compliance Program
   25 Company Records and Financial Reporting
   26 Suspected Fraudulent or Illegal Conduct
   26 Conflicts of Interest
   27 Accepting Gifts and Gratuities
   28 Relationships with Vendors, Suppliers and Others
   28 Relationships with Customers in the Private Sector
   29 Doing Business with Governments
   31 Political Contributions
   31 Charitable Donations

32 Maintaining Company Assets, Proprietary Information and Intellectual Property
   32 Protecting Company Proprietary Information
   33 Respecting the Proprietary Information of Others
   33 Ideas and Inventions
   33 E-Mail and Internet Usage

34 The Work Environment
   35 Safety
   36 Protecting the Environment
   36 Drugs and Alcohol
   36 Equal Employment Opportunity / Non-Discrimination
   37 Notes

DISCLAIMER
This Code of Business Conduct is not a contract of employment and does not create contractual rights of any kind between any member of the Rubicon group and any of its employees, business partners, agents, distributors, consultants or any other third party representatives and their respective officers, directors and employees. Further, to the extent local laws in any jurisdictions contain requirements that differ from the provisions of this Code of Business Conduct, such requirements shall apply to employees of Rubicon and any business partners, agents, distributors, consultants or any other third party representatives and their respective officers, directors and employees working in those jurisdictions.
“IT’S OUR LOCAL ROOTS ALONGSIDE OUR GROWING GLOBAL PRESENCE, CUSTOMER FOCUS AND PRACTICAL INNOVATION THAT DEFINES RUBICON TODAY.”
DEAR RUBICON EMPLOYEES

As a group and as part of our commitment to our global community and to each other, we are required to, and should at all times, act in accordance with all applicable laws. Our reputation and success depend on our ability to run our business ethically, responsibly and with respect—not just for our customers, employees and competitors—but for the customs, laws and cultures of all the places in which we do business. Although governments have the primary responsibility for protecting human rights, Rubicon firmly believes business has a constructive role to play in advancing ethical behavior in business throughout the world.

In addition, our expansion reflects the increasingly global scale of business today and brings with it legal obligations that we must understand and abide by. In addition to the laws of the country you are currently working within, the laws of the United States of America and the laws of the United Kingdom are also a part of Rubicon’s business.

While this Rubicon Code of Business Conduct reflects the scope and ownership of our business, it continues the tradition of providing basic guidelines to ensure that the decisions and actions of our employees fit within Rubicon’s core values and intolerables, and setting the general standard by which all Rubicon employees should assess the propriety of their actions. Failure to meet the standards embodied in this Rubicon Code of Business Conduct may lead to disciplinary action, up to and including dismissal and criminal or civil sanctions, even for a first offence.

Please read this Code of Business Conduct carefully, know how it applies to your job and apply it to every decision you make as a Rubicon employee.

When local country or regional laws are more stringent or differ from this Rubicon Code of Business Conduct, we should comply not only with the letter, but also the spirit of those laws. And, if there are no specific regulations to guide us, our integrity, personal responsibility and honesty should determine our actions. It is critical that we exhibit exemplary behavior and embody our company’s values any time we represent Rubicon. Any failure to do so—even on the slightest scale or by the smallest number of employees—can reflect adversely on us.

As we deliver Rubicon’s products and services to customers around the globe, each of us is an ambassador of our business and our brand. Let’s also continue to be ambassadors of respect, courtesy and ethical behavior so that the reputation Rubicon has earned as an honorable corporate citizen continues to precede us wherever we do business.

Sincerely,

Michael Reeves
Chief Executive Officer
Rubicon Oilfield International Holdings, L.P.
PUTTING OUR CODE OF BUSINESS CONDUCT TO WORK
This “Code of Business Conduct” or “Code” applies to:

- all officers, directors and employees of Rubicon (“Rubicon Employees”);
- any subsidiaries, branches and representative offices of Rubicon Oilfield International Holdings, L.P. and any direct or indirect holding companies of Rubicon Oilfield International Holdings, L.P. and any subsidiary and representative offices of any such holding companies (together, “Rubicon” or the “Group”); and
- all Rubicon’s business partners, agents, distributors, consultants and other third party representatives and their respective officers, directors and employees (“Representatives”).

Rubicon Employees have a responsibility to use their best efforts to ensure that all of the Group’s Representatives’ dealings with Rubicon are in compliance with this Code and all applicable laws.
HOW DO I GET ADVICE OR REPORT PROBLEMS?

1. Speak to your **functional or regional Vice President**

2. Contact the **General Counsel** at +1 713.568.5951 or compliance@rubicon-oilfield.com

3. Contact the **CFO** at +1 713.568.5951 or compliance@rubicon-oilfield.com

4. Contact anonymously at rubicon-oilfield.ethicspoint.com

Although you are not expected to know every law, rule or regulation which applies to the Group’s operations, you are expected to be familiar with those laws which apply to your areas of responsibility. If you have questions you should ask them, and if you have concerns you should raise them, in each case, before taking action which may be illegal, unethical or contrary to this Code and/or applicable laws.

This Code of Business Conduct reaffirms the importance to maintain the highest standards of business ethics at all times. Adherence to these standards by all Rubicon Employees and all the Group’s Representatives is the best way to ensure compliance and secure public confidence and support. All Rubicon Employees are responsible for their actions, and for conducting themselves with integrity.

Every Rubicon Employee is required to review fully this Code of Business Conduct and to understand and adhere to its provisions.

Functional Vice Presidents and regional Vice Presidents of Rubicon should ensure that each Rubicon Employee reporting to him/her reviews this Code, undertakes the necessary training through Rubicon’s Compliance Program (see below), has the opportunity to ask questions, receives full and proper answers to any questions and adheres to its provisions.

Rubicon Employees who have questions about the proper course of action in any given situation should consult with either:

1. His/her **functional or regional Vice President**;

2. Rubicon’s **General Counsel** (the “General Counsel”);
3. Rubicon's Chief Financial Officer (the "CFO");
or
4. Rubicon's Chief Executive Officer (the "CEO").

If any employee feels uncomfortable discussing questions relating to the proper course of action to be taken or any other question or issue relating to the compliance with this Code and applicable laws with his / her functional or regional Vice President, he / she should feel free to contact the General Counsel, the CFO or the CEO directly. If you wish to remain anonymous, you may use Rubicons' Ethics Point website http://Rubicon-oilfield.ethicspoint.com

No one will be allowed to justify any violation of this Code of Business Conduct by claiming lack of understanding, confusion or ignorance concerning any provision of this Code of Business Conduct. No one is ever authorized to direct a Rubicon Employee or Representative to commit an illegal or unethical act or violate this Code of Business Conduct, nor may anyone justify an illegal or unethical act by claiming it was ordered by someone in higher management, the government, or anyone else.

We must all work together to prevent violations of this Code. Situations may arise, however, which raise questions and make it difficult to know what to do. If you encounter these situations you should do the following:

- Ask yourself if this action could possibly embarrass Rubicon or damage our reputation. Would I want to read about this on the front page of the newspaper or discuss it at our next staff meeting?
- Discuss the problem with your Functional or regional Vice Presidents. It is always helpful to get input from others as "two heads are better than one". Functional or Regional Vice Presidents often have more information about the situation and also have a responsibility to help solve problems and ensure compliance with this Code.
- **WHEN IN DOUBT, DON'T DO IT!** It is always best to ask questions and be sure you are right before taking action. Once an illegal or improper action has been taken, the damage will most likely have been done.

- Be sure you have all the facts. If important facts are missing, do your best to obtain them or delay any action. Decisions made on the basis of incomplete or erroneous information are risky and should be avoided.
- Understand the specific action requested of you and ask yourself whether it is ethical and proper. Trust your instincts and common sense and, if it seems or feels wrong, it probably is. There is often another way to accomplish the same result.
REPORTING VIOLATIONS AND PROTECTION FROM RETALIATION

Every Rubicon Employee is responsible for reporting suspected violations of any policies and principles contained or referred to in this Code, or in any other rules and practices that any entity within the Group may have.

No disciplinary action will be taken against a Rubicon Employee who in good faith reports a suspected violation or participates in an investigation.

Suspected violations should be reported to your functional or regional Vice President, the General Counsel, or the CFO.

Rubicon Employees are protected from retaliation for reporting a suspected violation even if the information later turns out to be incorrect.

RESPONSES TO INVESTIGATIONS AND QUESTIONS

The General Counsel is primarily responsible for both internal and external investigations involving possible violations of this Code or laws or regulations affecting Rubicon. Rubicon Employees are expected to provide accurate information and to fully cooperate with any investigations.

No Rubicon Employee should interfere with or obstruct an investigation by providing false information, concealing or destroying information, or disclosing information about an investigation.

If a Rubicon employee is asked or required to be involved in any internal or external investigations, he/she should notify the General Counsel or CFO without delay.

If any lawyers, investigators, police, law enforcement officers or anyone else from outside the Group asks questions, requests information or wants to discuss any of the following subjects:

- bribery or corruption;
- export controls;
- economic sanctions;
- competition or anti-trust laws;
- anti-boycott laws; or
- accidents, injuries, property damage, or any financial or other information related to the Group,

you should immediately look to refer any such questions to your functional or regional Vice President, the General Counsel, or the CFO so that they can provide them with the relevant information.

Rubicon will always cooperate to the best of its ability with the relevant authorities in any jurisdiction and all Rubicon Employees should at all times assist the Group to do so.
CONSEQUENCES OF NON-COMPLIANCE

Failure on the part of any Rubicon Employee to meet any of the standards embodied in this Code of Business Conduct may result in disciplinary action, including dismissal, even for a first offence. In some cases, civil or criminal sanctions may apply.

Rubicon reserves the right and, if appropriate, will seek restitution of any bonus, commission, or other compensation received by any Rubicon Employee as a result of his / her intentional or knowingly fraudulent or illegal conduct.

A Rubicon Employee dismissed for violating this Code of Business Conduct is not eligible for re-employment or service as a consultant, contract or temporary worker with any company or other entity within the Group. In the event such a former Rubicon Employee is re-hired or becomes a Rubicon Employee again by virtue of a future merger or acquisition, Rubicon reserves the right to dismiss the individual.

Rubicon also reserves the right to advise any of its contractors that it does not wish such former Rubicon Employee to perform work on Rubicon’s behalf.

RUBICON EMPLOYEES WHO VIOLATE THIS CODE MAY BE DISCIPLINED OR DISMISSED EVEN FOR THE FIRST OFFENSE

SO BE SURE TO ASK YOUR FUNCTIONAL OR REGIONAL VICE PRESIDENT, THE GENERAL COUNSEL, OR THE CFO IF YOU HAVE ANY QUESTIONS AT ALL OR AREN’T SURE WHAT TO DO.
COMPLYING WITH THE LAW
LEGAL REQUIREMENTS

Every law, rule, regulation, court and commission order that applies to Rubicon must be followed at all times.

- Many laws, rules, regulations, court orders and regulatory commission orders, including those of the United States ("U.S."), the United Kingdom ("U.K.") and the country you are currently working within, govern Rubicon. Rubicon Employees and the Group’s Representatives.
- Rubicon Employees are responsible for understanding and applying the law applicable to their jobs. Ignorance is no excuse for violating the law.
- Rubicon Employees who are responsible for submitting statements, affidavits, data or documents in connection with legal or regulatory proceedings must ensure that all such submissions are true, accurate and complete in every respect.

Even though the Group’s ultimate parent company, Rubicon Oilfield International Holdings, L.P., is not a U.S. or a U.K. company, it has U.S. and U.K. subsidiaries, employees and investors and does business in both countries. As a result, Rubicon Oilfield International Holdings, L.P. (including its non-U.S. and non-U.K. subsidiaries) will conduct all its operations in accordance with and will comply to the fullest extent with all applicable U.S. and U.K. laws, including the anti-corruption laws and economic sanctions highlighted below.

Rubicon Employees who have questions about complying with these legal requirements or how the requirements affect their work should contact their functional Vice President or regional Vice President, the General Counsel, or the CFO.

Rubicon Employees who are citizens of either the U.S. or U.K. are also directly responsible under certain laws for their own conduct in relation to anti-corruption.

ANTI-CORRUPTION LAWS

Rubicon forbids bribery in any form and requires strict compliance with the U.S. Foreign Corrupt Practices Act of 1977 (as amended) (the "FCPA"), the U.K. Anti-Terrorism, Crime, and Security Act of 2001 ("ATCSA"), the U.K. Bribery Act of 2010 ("UKBA") and all other anti-corruption and/or anti-bribery laws of any country which is applicable to Rubicon’s group companies (together, the "Anti-Corruption Laws"). These rules and policies set forth in this Code represent a summary of the Anti-Corruption Laws and apply to all Rubicon Employees as well as all of the Group’s Representatives anywhere in the world, regardless of citizenship or nationality.

Any Rubicon Employee or Group Representative who learns of or even suspects an actual or potential violation of any Anti-Corruption Law must contact their functional Vice President or regional Vice President, the General Counsel, or the CFO immediately.

The Anti-Corruption Laws and this Code of

QUIZ 1

Q Why does a Rubicon company need to worry about U.S. or U.K. anti-corruption laws if it isn’t a U.S. or U.K. company and does most of its work in other countries?

A Because these laws may apply to groups like Rubicon that have sufficient U.S. or U.K. connections (including subsidiaries, employees and investors) and Rubicon wants to be completely compliant at all times with all applicable laws.
Business Conduct prohibit Rubicon and all Rubicon Employees and the Group’s Representatives from giving or receiving bribes or kickbacks under any circumstances. No Rubicon employee may authorize, provide or offer anything of value (or do so through a third party) to a government official, company or individual for the purpose of obtaining or retaining business, gaining influence, or seeking any other advantage for Rubicon.

Bribes include payments made directly for obtaining business, but may also extend to payments made in connection with:

- procurement;
- zoning;
- licensing;
- customs;
- visas;
- taxes;
- imports and exports;
- police protection; and
- other services provided by a government, for the purpose of influencing an official government or commercial decision or securing an improper advantage.

Similarly, no Rubicon Employee may request or agree to receive or accept money, financial advantage or anything of value in order to:

- influence an act or decision on your part; or
- extend an improper benefit or advantage to yourself or anyone else.

Improper payments usually involve cash or financial assets but may also be in the form of:

- excessive or lavish entertainment, meals, or other hospitality expenses;
- gifts or favors;
- offers of employment;
- charitable contributions;
- stock or securities;
- interest in a business venture;
- travel; or
- the payment of expenses.

In each case, in order to gain an improper benefit or advantage.

See the sections below entitled ‘Relationships with Customers in the Private Sector’ and ‘Doing Business with Governments’ for clarification of Rubicon’s policies on gifts, meals, entertainment and travel expenses.

---

**I'M NOT A U.S. OR U.K. CITIZEN**

**Q** I am not a citizen of the U.S. or the U.K. and don’t work in either country—why do I need to worry about the FCPA or the U.K. bribery act?

**A** Because you work for a company which is subject to these laws (and also with colleagues who are subject to these laws) and therefore they also apply to you.

---

**WHAT DO YOU THINK?**

**Q** Is it okay for me or Rubicon’s local representative to pay a little extra money to get our equipment through customs? What if Rubicon may lose a big contract otherwise?

**A** Absolutely not as this would violate the anti-corruption laws—losing a contract (even a big contract) never justifies paying a bribe.
**Government Officials**

This Code of Business Conduct and the Anti-Corruption Laws prohibit improper payments to all "Government Officials" which:

- means any officer, member, employee or representative of a government, a public international organization or any department or agency thereof; or
- any person acting in an official capacity for such government or organization (including consultants, advisors or contractors) in each case, whether full-time or part-time and at any level.

This includes:

- an officer or employee of a government ministry, department or agency, from the minister or director to the most junior employee;
- anyone who holds a legislative, administrative, or judicial position, whether elected or appointed;
- an official or agent of a public international organization (such as the World Bank, the European Union or the United Nations);
- anyone who exercises a public function for a foreign country or its public agency.

**Commercial Bribery**

You are strictly prohibited from bribing anyone (or receiving any bribes) for any reason—whether a government official is involved or not!

Commercial bribery is defined as the bribery of anyone who is not a Government Official. Although the FCPA only prohibits bribery of Government Officials, commercial bribery is prohibited by the UKBA and the laws of most countries and is also prohibited for Rubicon employees and the Group’s Representatives under this Code of Business Conduct.

The requirements in this Code are equally applicable to the bribery of Government Officials and commercial bribery with one important exception—even legitimate payments to Government Officials are subject to more stringent approval procedures as discussed in more detail below.

---

**Doesn’t Everyone Do It?**

**Q** I’ve heard that some of our competitors are paying bribes all the time—they never get caught and have a big advantage over us—that doesn’t seem fair!

**A** Even if that is true, that doesn’t matter—we can’t control what they do but we can control what we do and we don’t pay bribes, ever. Period.

---

**Who Is a Government Official?**

**Q1** I know the Oil Minister and head of the National Oil Company are Government Officials but what about a low-level employee?

**A1** These employees are also Government Officials and any payments or bribes to them are just as illegal as bribing the Minister.

**Q2** The Consular Official at the Embassy told me it will take a week to get a Visa but I need it sooner than that for an important business trip—a Clerk at the Embassy offered to get it for me by tomorrow for an extra US$500—shouldn’t I do that so I can make my trip as planned?

**A2** Absolutely not without the approval of your functional or regional Vice President, the General Counsel, or the CFO—there may be an option to pay a fee for an expedited Visa going through proper channels but paying a Visa Clerk US$500 on the side is almost certainly an illegal bribe to a Government Official and therefore strictly prohibited.
Facilitating or ‘grease’ payments are small payments designed to secure the performance of routine services, usually by Government Officials, which do not involve discretion and companies within the Group are entitled to receive such as providing telephone or electricity services.

Facilitating payments are illegal under the laws of most countries including the U.K. and are therefore prohibited under this code.

Agents and other intermediaries are also prohibited from making facilitating payments on any Rubicon company’s behalf.

If any Rubicon Employee reasonably believes that failure to make a payment would result in physical harm or damage to him / her, his / her property or Rubicon’s property and it is not possible to obtain approval in advance, he / she may make the payment but must report the payment as soon as possible to the General Counsel or the CFO who will advise on what steps need to be taken to document the payment and whether Rubicon needs to report the payment to the relevant authorities.

Any request or demand from anyone for any type of payment, loan, gift, favor, financial advantage or anything of value should be reported immediately by a Rubicon Employee to his / her functional or regional Vice President, the General Counsel, or the CFO.

To ensure that these and other appropriate safeguards are in place, all Rubicon Employees are required to obtain prior written approval of the General Counsel or CFO before entering into a joint venture or entering into any definitive contract, agreement or other arrangement with a Representative (e.g. agency agreement or distribution agreement).

Under the Anti-Corruption Laws, Rubicon is responsible for both its own conduct, and anything done in its name by its business partners, agents, distributors, consultants and other third party representatives (including their respective officers, directors and employees).

Accordingly, it is important to both vet who is acting for Rubicon as well as take reasonable steps to ensure that these entities and individuals are not acting on Rubicon’s behalf other than in compliance with the Anti-Corruption Laws.

Before entering into an agreement with any Representative, that may act, or may appear to act, on behalf of any Rubicon company or other entity, Rubicon must perform proper and appropriate anti-corruption due diligence and obtain from the Representative certain assurances of compliance.
Approval is required, for example to engage any party who will help procure a government contract or a government permit or license. Requests for approval must be made in writing to the General Counsel, who will conduct due diligence and respond expeditiously.

If the proposed Representative will be acting in a jurisdiction that is considered at that time of appointment to be ‘low risk’ and is due to be acting for Rubicon in an industry or sector which is perceived to be also ‘low risk’ (e.g. an agent appointed by Rubicon to market and sell goods in the U.S.) then the Group’s policy is to undertake a low level due diligence on the Representative. Please note however that the level of due diligence required needs to be decided on a ‘case-by-case’ basis at the outset as a Representative may, through its representation of Rubicon, be in a position whereby it will be required to do certain things that could constitute breaches of applicable law should best practices not be adhered to.

The scope of a Representative’s services should be monitored throughout the term that it is acting for or on behalf of Rubicon. For example, if the jurisdiction becomes medium or high risk, if the industry or sector similarly becomes medium or high risk, or if the Representative will likely be undertaking actions which could potentially lead to breaches in applicable law (such as applying for permits from authorities in a jurisdiction), then additional and enhanced due diligence may be required. If you have any doubt as to whether such additional and enhanced due diligence may be required for a Representative, please consult with your functional or regional Vice President, the General Counsel, or the CFO.

QUIZ 2

Q: What should you do if you suspect that a Rubicon Representative may be bribing or attempting to bribe somebody?

A: You should report your concerns to your functional Vice President or Regional Vice President, the General Counsel, or the CFO immediately.

QUIZ 3

Q: Is it all right for a person who is neither an Employee nor an approved Representative of Rubicon to assist Rubicon in getting its business done?

A: No—if the person bribes a person or a Government Official, Rubicon may be held to have violated the anti-corruption laws. Only Rubicon Employees or approved Representatives are allowed to work for or on behalf of Rubicon.
**RED FLAGS**

One of the key aspects of anti-corruption due diligence investigation is the identification of ‘red flags’ which may indicate the potential existence of a corruption problem. Examples of potential ‘red flags’ include, but are not limited to, the following:

- the Representative has a history of improper payment practices;
- the Representative or the project is in a country where there is widespread corruption or has a history of bribes and kickbacks;
- the Representative is involved in or with an industry (and this includes the oil and gas industry) that has a history of FCPA violations and/or corruption;
- the Representative refuses to agree to comply with the FCPA, UKBA or other Anti-Corruption Laws or refuses to respond to Rubicon’s due diligence questionnaire;
- the Representative is a current or former Government Official or has a family or business relationship with a Government Official;
- the Representative has a poor business reputation;
- the Representative insists that its identity remain confidential or refuses to divulge the identity of its owners, directors or officers;
- a government customer recommends or insists on use of a particular intermediary or consultant;
- the Representative does not have offices or a staff;
- the Representative does not have significant experience in the scope of services to be provided;
- the Representative insists on unusual or suspicious contracting procedures:
  - the fee or commission to be paid to the Representative is unusually high;
  - the payment mechanism to be utilized is secretive or unusual;
  - the Representative submits inflated or inaccurate invoices;
  - the Representative requests cash or bearer instrument payments;
  - the Representative requests payment in a jurisdiction outside its home country that has no relationship to the transaction or the entities involved in the transaction;
  - the Representative asks that a new customer be granted an excessive credit line;
  - the Representative requests unusual bonus or special payments; and/or
  - the Representative requests an unusual advance payment.

All due diligence investigations conducted by Rubicon will include an analysis of potential ‘red flag’ issues. Investigations of potential ‘red flag’ issues should be carefully documented and relevant documents, such as due diligence reports and compliance certificates, should be retained by the General Counsel.

Rubicon’s agreements with Representatives must emphasize the importance of compliance with all applicable Anti-Corruption Laws and Rubicon’s Code of Business Conduct, policies and procedures.

The Representative should be advised that it will forfeit, without recourse, any amounts due if it makes an improper payment or if it acts in violation of any applicable Anti-Corruption Law, Rubicon’s Code of Business Conduct, policies and procedures.

**QUIZ 4**

**Q** What should you do if you hear or suspect that a Rubicon Representative is dishonest, unethical, has a bad reputation, or that one or more ‘red flag’ issues may be present?

**A** Contact your functional or regional Vice President, the General Counsel, or the CFO immediately!
SANCTIONS
REGIMES UNDER
U.S. LAW

The U.S. Government restricts dealings with certain countries, their governments, and their nationals (including companies and other entities). Such sanctions vary in scope from total trade embargoes, where nearly all transactions are prohibited, to more targeted sanctions, where only certain individuals and entities are subject to sanctions.

These sanctions contain a number of broad prohibitions that ban dealings by U.S. persons or persons subject to U.S. jurisdiction with these countries and prohibit goods or services to be sold to or purchased from these countries, their governments, and the entities they control and in some cases their nationals. These sanctions are country-specific and are subject to change.

Other sanctions programs extend to activities that threaten U.S. national security and economic interests, such as drug trafficking, diamond trading, terrorism, and the proliferation of weapons of mass destruction.

Under U.S. sanctions, many entities and individuals are subject to asset-blocking by the U.S. As a result, all Rubicon employees and representatives are prohibited from engaging in any transaction with such entities or persons.

The U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”) maintains a list of Specially Designated Nationals and Blocked Persons (the “SDN List”), which includes the names of all such sanctioned persons.

The SDN List is frequently updated.

The list is available at: www.treasury.gov/offices/enforcement/ofac/sdn/index.shtml.

For further guidance on U.S. sanctions, please refer to Rubicon’s U.S. Sanctions Policy.

If you are in any doubt as to whether a jurisdiction is subject to any sanctions, you should ask your functional or regional Vice President, the General Counsel, or the CFO.
Export control laws are very complicated and always subject to change. These laws apply to Rubicon because we manufacture and ship technology and equipment all over the world.

Here are some important points to keep in mind:

- Export control laws govern the shipment of goods, technology, software, and technical information from one country to another, as well as the disclosure of technology, software, and technical information or source code, and can apply even where such goods, technology, software, technical information and source code is present on a laptop computer which is accessed on an overseas trip.

- U.S. export control laws are often considered the most rigorous, but the export control laws of the European Union, Japan, and other countries are also significant (although, unlike U.S. export control laws, most other export controls regimes do not restrict deemed exports—e.g. under the EU regime the access of controlled goods, technology, software, technical information and source code by an overseas national whilst in the EU does not constitute a breach of export control laws as such controlled goods, technology, software, technical information and source code have not been transported or accessed overseas).

- U.S. law restricts the export and re-export of U.S.-origin goods, technology, and software as well as products containing significant controlled U.S. origin content and in certain cases products derived from U.S. technology.

- In addition to the economic sanctions mentioned above, which apply to all shipments to particular countries, U.S. export controls apply to particular items and may prohibit the export or re-export of certain items to countries that are not subject to economic sanctions.

- They also control the distribution of hardware, software and technical information, no matter how shipped, mailed or transmitted. For example, facsimile copies or electronic mail containing technical information sent to another country or disclosed in the U.S. to a non-U.S. individual may be considered ‘exports’.

- Similar to U.S. law, the export control laws of the U.K. and EU restrict exports (which includes accessing data remotely from an overseas location) of certain sensitive U.K. / EU origin goods, technology, and software without a license (with certain specified destinations benefiting from a simplified licensing procedure). These sensitive goods, technology, and software are identified on a list of controlled goods which is updated from time to time.

- In addition to the general export control regimes noted above, there are specific sanctions and controls which apply from time to time under U.K. and EU and U.S. law which govern certain activities relating to specific jurisdictions or specific industries.

Rubicon Employees and representatives are required to comply with all applicable export control laws and regulations and to consult with their functional or regional Vice President, the General Counsel, or the CFO should they have any questions relating to export controls or possible sanctions (particularly given that sanctions and lists of controlled goods can and frequently do change). For example, Rubicon will not accept orders or make shipments of U.S. origin commodities, software or technology to individuals and organizations listed on the U.S. ‘Denied Persons List’.

The Denied Persons List is maintained by the U.S. Department of Commerce’s Bureau of Industry and Security ("BIS") and can be found at: http://www.bis.doc.gov/dpl/default.shtm.

Like the SDN List, the Denied Persons List is frequently modified and should be consulted on a regular basis.
For a consolidated list of all export screening lists of the U.S. Departments of Commerce, State and the Treasury please refer to: http://export.gov/ecr/ecr_main_023148.asp.

**▲ All Rubicon Employees should ensure that the timetable for any proposed exports includes sufficient time for the General Counsel to deal with any export control-related queries and questions.**

Furthermore, Rubicon will not export sensitive commodities, software or technologies which are on the U.K. and EU controlled lists to any jurisdiction (or engage a third party agent to carry out such an export on its behalf) unless a valid export license is applied for and obtained.

Any specific export control queries should be addressed to the General Counsel who serves as Rubicon’s Export Control Officer and is responsible for our compliance with applicable export control laws. Any applications for export licenses should be administered by the Export Control Officer who will keep up-to-date records of all export control activities for a period of no less than 7 years from the later of the date of export and the expiry of the applicable export license (including internal and external enquiries relating to the classification of any commodities, software or technologies under applicable controlled lists, applications for export licenses or appeals thereof, bills of lading and related correspondence and notes).

Export control training programs will be implemented as and when appropriate and no less than annually. When violations of export control laws occur, they must be brought to the attention of the General Counsel as quickly as possible so that corrective measures may be taken. Violations of a material nature that are intentional, repeated, or systemic may be considered a material breach of a party’s terms of engagement and can lead to immediate dismissal for cause or termination of contract.

Because of the complexity of U.S. export control regulations, Rubicon Employees should consult with their functional or regional Vice President, the General Counsel, or the CFO whenever a question arises.

**▲ MONEY LAUNDERING**

Rubicon is prohibited under U.S. and U.K. law from participating in transactions that facilitate criminals in giving the financial proceeds of criminal activities the appearance of legitimacy or that could involve the proceeds of illegal activity. In order to comply with these laws—and to assist our shareholders’ compliance with these laws—no Rubicon Employee may accept a payment in cash for any service or products sold by Rubicon.

Payments tendered to Rubicon shall be refused and the incident reported to the General Counsel or the CFO immediately.
Rubicon will and each Rubicon Employee must comply at all times with all anti-boycott laws.

U.S. law prohibits Rubicon from participating in foreign boycotts or embargoes that the U.S. government does not sanction. These “anti-boycott” laws have the effect of preventing U.S. companies from being used to implement foreign policies of other nations which run counter to U.S. policy. The anti-boycott laws were adopted to encourage, and in specified cases require, U.S. companies to refuse to participate in unsanctioned foreign boycotts.

The Arab League boycott of Israel is the principal foreign economic boycott that U.S. companies must be concerned with today. The anti-boycott laws, however, apply to all boycotts imposed by foreign countries that are unsanctioned by the United States.

Conduct that is prohibited includes agreement to (i) refuse to do business, or furnish information about business relationships, with or in Israel or with blacklisted companies, or (ii) discriminate against or furnish information about other persons based on race, religion, sex, national origin or nationality of another person, or (iii) implement letters of credit containing prohibited boycott terms or conditions.

Violation of the anti-boycott regulations can incur both criminal and administrative penalties, including fines and denial of export privileges and foreign tax benefits.

If you have any questions relating to anti-boycott laws and regulations (however trivial you may feel they may be), you should raise these with your functional or regional Vice President, the General Counsel, or the CFO.

Rubicon is committed to vigorous, legal and ethical competition.

The U.S., U.K. and many other countries prohibit making agreements or reaching understandings with competitors to set minimum or maximum prices, or any term of sale affecting price; to allocate customers, products, services or territories; or to set the supply or production levels for any product or service. To avoid even the appearance of such activities, Rubicon Employees are NOT allowed to:

- exchange pricing or other competitive information with competitors or provide such information to a trade association without prior consultation with the General Counsel and the CFO;
- discuss such information with competitors at gatherings such as trade association meetings or standards bodies meetings; and / or
- make agreements or reach understandings with competitors not to deal with any customer, supplier, or competitor, or any group of customers, suppliers or competitors or set minimum resale prices of Rubicon products or services offered by independent distributors, retailers or other resellers.

Rubicon Employees who have questions about these requirements should consult with their functional or regional Vice President, the General Counsel, or the CFO.
COMPETITIVE INFORMATION

Competitive information should never be obtained illegally or unethically. Gathering information about competitors and the products and services they offer enables Rubicon to compete effectively in a highly competitive environment. However, competitive information should never be obtained—directly or indirectly—by illegal or unethical means such as:

- misappropriating proprietary information;
- bribery;
- impersonating an employee, supplier or customer of a competitor; or
- hiring consultants to do so.

In general, Rubicon does not ask competitors to supply information about themselves, and Rubicon does not supply information to competitors, except as necessary to conduct business transactions with them and as required by law. Rubicon Employees must exercise caution in their dealings with competitors. For example, when attending trade shows, industry association meetings, or other meetings where competitors are present, Rubicon employees may not disclose or receive sensitive competitive information from competitors or their representatives.

All Rubicon Employees who interact with representatives of competitors are expected to be familiar and comply with these provisions. Rubicon Employees may refer questions or concerns to their functional or regional Vice President, the General Counsel, or the CFO.

TRAINING AND AUDITING

The Company will provide training on all the topics covered in this Code of Business Conduct (‘Rubicon’s Compliance Program’) and will also perform regular audits of the records, books, and accounts of Group companies to ensure compliance with the Group’s policies and this Code.

It is, however, the responsibility of every Rubicon employee to attend and participate in the training provided pursuant to Rubicon’s Compliance Program, to use his / her best efforts to understand the topics covered in this Code of Business Conduct and in Rubicon’s Compliance Program, and to put into practice the principles covered in this Code of Business Conduct and in Rubicon’s Compliance Program.
MAINTAINING OUR INTEGRITY
Rubicon’s Compliance Program is designed to reduce the risks of violations of the various laws and regulations that affect the Group

Rubicon’s Compliance Program establishes oversight of the various compliance activities throughout Rubicon. The program seeks to ensure that all Rubicon Employees are adequately informed, through policies and training, of the legal and regulatory obligations they are responsible for upholding.

Rubicon Employees must notify management immediately if they learn of or suspect unethical business conduct or an illegal act. Retaliation against a Rubicon Employee who reports a violation or suspected violation in good faith is strictly prohibited. Those who contact the General Counsel or the CFO will remain anonymous.

Rubicon Employees with questions about this Code of Business Conduct or the Rubicon Compliance Program should contact their functional or regional Vice President, the General Counsel, or the CFO.

All Rubicon records must be accurately prepared and maintained.

Rubicon is required by law and business necessity to create and maintain records that accurately reflect its business activities and establish its compliance with the law. All Rubicon Employees must exercise due care in preparing Rubicon records. Making false entries or altering, concealing or prematurely destroying any Rubicon record or document is prohibited.

Rubicon’s financial records must accurately reflect transactions, and Rubicon’s internal accounting controls must provide reasonable assurances that:

- transactions are carried out in an authorized manner;
- transactions are reported and recorded in a way that properly reflects the transaction, and that permits correct preparation of financial statements and accurate records of assets;
- access to assets is in accordance with management authorization; and
- comparisons between existing assets and records are made periodically, as appropriate, with action taken to correct discrepancies.

Rubicon’s records and accounts are subject to regular internal and external audits to ensure compliance with this Code, and you must not make any false or misleading statements to any internal or external auditor with respect to Rubicon’s records, accounts or financial statements.

Allegations or suspicions of questionable accounting, internal accounting control, or auditing matters, including financial reporting misrepresentations, should be referred immediately to the General Counsel or the CFO.
Any suspected fraudulent or illegal conduct must be identified and investigated promptly.

Fraudulent or otherwise illegal conduct committed on or off the job is prohibited. Fraudulent or illegal conduct includes, but is not limited to, any oral or written misrepresentation of facts, misappropriation of funds, theft, improper reporting of time or expenses, wrongfully claiming employee or dependent benefits, or any other dishonest acts, done on or off the job, and whether done while working for a Rubicon company or elsewhere.

Rubicon Employees arrested, or charged with any crime, for conduct done on or off the job, must report the criminal charge in writing to their functional or regional Vice President immediately upon returning to work.

A Rubicon employee’s functional or regional Vice President is also responsible for immediately reporting the Rubicon Employee’s criminal charge by forwarding a copy of the Rubicon Employee’s written notification to the General Counsel or the CFO. If a Rubicon Employee charged with a crime is awaiting trial for suspected criminal conduct done on or off the job, Rubicon may conduct an independent review of the facts and determine whether disciplinary or other employment action is warranted.

Rubicon Employees who have questions of improper conduct or dishonest acts, on or off the job, should discuss these with their functional or regional Vice President, the General Counsel, or the CFO. Concerns or suspected violations should be reported to the General Counsel or the CFO.

A conflict of interest arises when a Rubicon Employee’s personal interests conflict with his/her responsibilities to Rubicon.

The following rules apply to all Rubicon Employees:

- avoid activities that create a conflict of interest—or the appearance of one;
- make business decisions that are in compliance with Rubicon’s policies and procedures and benefit Rubicon and its shareholders;
- never let business dealings on behalf of Rubicon be influenced or appear to be influenced by personal or family interests;
- do not use your job for improper personal gain or benefit, or create the impression that you are subject to such influence when making business decisions;
- report any situation to your functional or regional Vice President, the General Counsel, or the CFO that involves a real or apparent conflict of interest, including those that involve relatives; and
- report to your functional or regional Vice President, the General Counsel, or the CFO any outside activity that could create an actual or potential conflict of interest.

Conflict of interest rules governing a Rubicon Employee's immediate family apply to a Rubicon Employee’s spouse, registered domestic partner, children, children’s spouses, father, mother, sisters, and brothers. The relatives of a Rubicon Employee’s spouse or registered domestic partner are also covered by these rules.

Rubicon Employees may not use any Rubicon assets, property, equipment, or proprietary or confidential information to support any unauthorized outside activity, including the following:

- maintaining employment with a competitor;
- operating a business that competes with any Rubicon product or service; or
• operating a business that provides a competitor’s products or services, or Rubicon products and services.

Rubicon policy also prohibits Rubicon Employees from taking advantage of business opportunities reasonably available to Rubicon. Any questions from Rubicon Employees regarding this policy should be directed to their functional or regional Vice President, the General Counsel, or the CFO.

Any Rubicon Employee who suspects that a conflict of interest or a perceived conflict of interest exists should report their suspicion to their functional or regional Vice President, the General Counsel, or the CFO.

ACCEPTING GIFTS AND GRATUITIES

Rubicon Employees may accept meals, refreshments or other modest forms of hospitality or entertainment from customers or suppliers as a courtesy extended during the normal course of business, provided the entertainment:

• is not being offered to obtain favorable treatment in connection with obtaining Rubicon business;
• does not create the appearance of influencing actions; and
• is not systematic and ongoing.

Rubicon strongly discourages and strictly limits the acceptance of gifts and gratuities from customers, vendors or other third parties who might seek to influence our actions. Except as set out below, no Rubicon Employee may accept any gift or gratuity, regardless of its value, that influences or might appear to influence the Rubicon Employee’s judgment.

As described below, gifts or gratuities may be accepted under appropriate circumstances, such as in foreign countries where the refusal to accept the gift or gratuity could reflect badly on Rubicon or when the value of the gift is reasonably thought to be less than US$100.

Rubicon Employees must report the acceptance (or giving by them) of any gift or gratuity which is reasonably thought to be more than US$100 to their functional or regional Vice President, the General Counsel, or the CFO.

This subject can be confusing but some rules are very clear—Rubicon Employees are NEVER permitted under any circumstances to:

- accept gifts of cash from anyone;
- accept any gratuity in return for services provided

(Generally, Rubicon Employees may accept a non-monetary gift if it is unsolicited, inexpensive, and not given to obtain favorable treatment in connection with obtaining Rubicon business; otherwise, Rubicon Employees should decline the gift or gratuity and explain Rubicon policy to the gift- or gratuity-giver).

- solicit gifts, directly or indirectly, from customers or suppliers;
- accept payments, loans, bribes or kickbacks from anyone; or
- accept gifts from suppliers that are in the process of responding to a Rubicon request for a competitive quotation.

In parts of the world where gift-giving is common practice and not accepting a gift could
Rubicon awards business competitively on merit and without favoritism.

When selecting vendors and suppliers, consider the needs of the business, the value, cost and quality of the products, delivery times, and the services they provide. Rubicon Employees should avoid situations that call into question their relationship with the supplier. Any purchasing activities must comply with the requirements of Rubicon’s internal procurement practices.

Rubicon Employees with questions should talk to their functional or regional Vice President, the General Counsel, or the CFO.

In general, Rubicon prohibits accepting offers from customers or suppliers to pay for or provide travel, meals and lodging to attend seminars, conferences or other events, as well as travel and tickets to sporting events or other public functions, even if such an offer does not violate the law nor create an appearance of impropriety whether or not the event occurs during normal business hours. If attendance at an event to which Rubicon Employees are invited by a customer or supplier is deemed to be of value to our business, associated expenses should be borne by Rubicon. Even under these circumstances, however, instances of hospitality must be reported to the Rubicon Employee’s functional Vice President or regional Vice President, the General Counsel, or the CFO. If a customer or supplier proposes entertainment that is more than modest, Rubicon Employees must obtain the consent of their functional or regional Vice President, the General Counsel, or the CFO before accepting the invitation. Aside from these limited exceptions, acceptance of any gratuity—even one with a low cost—should be discouraged.

Gifts, meals, entertainment or personal incentives must never be given to obtain a business or competitive advantage.

This section of the Code of Business Conduct addresses guidelines for gifts, meals, and entertainment to customers in the private sector. With respect to Government Officials, more restrictive rules may apply.
Please refer to the section above entitled “Anti-Corruption Laws” and the section below entitled “Doing Business with Governments” for all dealings with Government Officials.

Gift-giving practices vary around the world. Gifts are generally given to create goodwill and, in some parts of the world, declining a gift may insult the giver.

On the other hand, accepting a gift may create a conflict of interest or the appearance of a conflict of interest. Moreover, gifts given or accepted to obtain a business or competitive advantage may constitute a bribe or a kickback.

Rubicon does not buy business, but earns it on the strength of its products, services and commitment to customer satisfaction.

In other contexts, such as during the holiday season or to celebrate an important event in a customer’s or supplier’s business or life, a gift may be given if it is properly authorized and appropriate.

Rubicon Employees should direct questions regarding the propriety of a gift to their functional or regional Vice President, the General Counsel, or the CFO and these individuals should be consulted where necessary.

Rubicon may offer meals or other modest or routine forms of entertainment to customers or suppliers as a courtesy during the course of conducting normal business.

If a Rubicon Employee is considering entertainment for customers or suppliers that is more than modest or routine, they should obtain the prior written consent of their functional or regional Vice President, the General Counsel, or the CFO.

Any meals or entertainment must be conducted in a manner consistent with Rubicon policies, including this Code of Business Conduct and the Rubicon Employee Expense Policy (which can be found at http://intranet/HR/default.aspx). Concerns or suspected violations should be reported to your functional or regional Vice President, the General Counsel, or the CFO.

Business meals or entertainment which occur on a frequent or recurring basis or are excessive or extravagant may create the appearance or implication that some favorable action or benefit is expected in return and are prohibited under this Code.

Special care must be taken when dealing with government customers. Business activities that might be appropriate when working with private sector customers may be improper and even unlawful when dealing with government customers. For example, the FCPA prohibits improperly giving, authorizing, or offering the payment of anything of value to a non-U.S. Government Official to induce the official to misuse his/her office or secure an improper advantage in an effort to obtain or retain business. Similarly, the UKBA prohibits offering, promising, or giving a financial or other advantage in violation of the UKBA.

The restrictions of the Anti-Corruption Laws extend to many forms of travel and entertainment expenditures for the benefit of Government Officials, as well as non-cash gifts and other benefits, such as watches, jewelry, mobile phones, computers and other electronic equipment, clothing, sporting goods, stock or other securities, gift certificates, airline tickets or other forms of transportation, offers
What's wrong with giving gifts to and entertaining our customers? Isn't that important for business development?

Small or modest gifts or entertainment may be fine but if they are excessive or lavish, they may be considered a bribe just like a cash payment—if you are uncertain or have any questions, you should consult with your functional Vice President, Regional Vice President, the General Counsel, or the CFO before doing anything!
of value, no matter how nominal, without prior approval of the General Counsel or the CFO as expensive gifts or lavish entertainment may be considered an illegal bribe under the Anti-Corruption Laws. Gifts and entertainment will not be approved unless they are:

- not cash;
- of nominal value and not lavish or excessive;
- provided as a courtesy, token of regard or esteem, expression of gratitude, or in return for hospitality in accordance with the customs of the country where given;
- permitted under the Anti-Corruption Laws and the local law and regulations of the Government Official’s country and governmental entity;
- of the type and value that are unequivocally customary and appropriate for the occasion;
- infrequent; and
- accurately recorded in Rubicon’s books and records.

Failure to comply with these separate and more stringent rules may result in Rubicon being disqualified from bidding for government procurement contracts.

Any deviation from these guidelines also could result in liability under the Anti-Corruption Laws and damaging publicity to Rubicon. Any questions regarding compliance with this provision should be directed to your functional or regional Vice President, the General Counsel, or the CFO.

POLITICAL CONTRIBUTIONS

Contributions to elected officials, political candidates, or political parties by Rubicon or in connection with Rubicon’s business could be deemed to be an improper payment to a government official and could result in a violation of the FCPA, UKBA, or other laws. As such, involvement and participation in political activities must be at an employee’s choosing, on his or her own time, and at his or her own expense. No Rubicon funds or assets, including the work time of an employee, will be contributed, loaned, or made available, directly or indirectly, to any politician party or the campaign of any candidate for political office, even if such contributions are permitted by foreign written laws.

CHARITABLE DONATIONS

Rubicon believes in contributing to the communities in which it does business; however, improper payments to government officials are sometimes disguised as legitimate charitable contributions. Therefore, Rubicon must be certain that such donations will not be used to disguise illegal payments to government officials in violation of the FCPA, UKBA, or other applicable anti-corruption laws.

Charitable donations will only be made by Rubicon in accordance with the following procedures and guidelines:

All donations should generate publicity or goodwill for Rubicon and demonstrate Rubicon’s commitment to the community, whether local, regional, or national.

Donations will only be authorized after Rubicon establishes that the charity is bona fide organization and not an entity controlled for the benefit of a government official.

Documentation that substantiates Rubicon’s donation, such as receipts, must be retained and forwarded to Accounting so that the payment or expense may be accurately described and reflected in Rubicon’s books and records.
MAINTAINING COMPANY ASSETS, PROPRIETARY INFORMATION AND INTELLECTUAL PROPERTY

PROTECTING COMPANY PROPRIETARY INFORMATION

During your period of employment or other affiliation with Rubicon, you may become aware of sensitive material or proprietary information. This type of information is generally defined as any non-public information in Rubicon’s possession and that is secretly maintained. Such information is generally protected by law and the use of that information outside Rubicon is unlawful. To protect Rubicon’s information and its legal rights, it is critical that all confidential and proprietary information be maintained. The use or disclosure of confidential or proprietary Rubicon information for your, or someone not employed by Rubicon, personal use or gain is prohibited.
RESPECTING THE PROPRIETARY INFORMATION OF OTHERS

It is always Rubicon’s policy to respect the proprietary information and rights of others including vendors, suppliers, customers and competitors. Failure to respect the information of others violates this policy and could place you and Rubicon in significant legal and financial risk. If what appears to be the confidential information of a third party is sent to you or in some way comes into your possession, or you are aware that such confidential information has been sent or is in the possession of one or more of your colleagues, please bring the matter to the immediate attention of your functional or regional Vice President, the General Counsel. Likewise, if you are in any doubt as to whether information you or your colleagues have received is the confidential information of a third party, please raise the matter with your functional or regional Vice President, the General Counsel, or the CFO.

IDEAS & INVENTIONS

All copyrightable materials, inventions, trademarks, service materials, promotional and marketing ideas, processes or products related to Rubicon’s business or any Rubicon Employee’s job, which is conceived or developed while employed by Rubicon is by law and policy, property of Rubicon unless specifically approved in writing by the CEO. You must disclose and identify to the General Counsel any new invention, works of authorship, technology advances or unique business solutions developed or discovered during your employment period promptly and in sufficient time so that Rubicon may determine whether to seek legal protection for such items.

E-MAIL AND INTERNET USAGE

For those Rubicon Employees and others affiliated with Rubicon having access to Rubicon’s e-mail and internet systems, access and use is intended for conducting Rubicon business. Accessing sites and/or sending or receiving messages that are inappropriate, particularly those that are hateful or pornographic in nature, is strictly against Rubicon policy. This includes any material that describes or depicts sexual or sexually suggestive actions, appearances or poses, or that contains derogatory material about any racial, ethnic or other group.

Additionally, accessing, transmitting or displaying any form of discriminating materials is prohibited. This includes all types of materials that would be in conflict or in violation of the intent expressed in any Rubicon policy. Additionally, you are prohibited from identifying yourself as a Rubicon Employee or otherwise affiliated with Rubicon when posting comments or downloading unapproved files onto any Rubicon system and you have no right of privacy with respect to Rubicon’s e-mail and internet systems.

All messages, files, documents and other types of information created by employees for Rubicon use or purpose using Rubicon systems are Rubicon’s property. Therefore, Rubicon reserves all legal rights to inspect all messages and information transmitted through, stored or contained in Rubicon’s systems.

Rubicon Employees should also read and be familiar with Rubicon’s policy on e-mail and internet usage which is ‘GRP-IT-101 Group Use of Information Technology Policy’ and on communications which is ‘GRP-HR-121 Group Communications Policy’. Both policies can be accessed on Rubicon’s intranet at http://intranet/IT/default.aspx
THE WORK ENVIRONMENT
SAFETY

Rubicon is strongly committed to maintaining a safe and secure work place to ensure the well-being of its employees, visitors, vendors and customers. To facilitate this, Rubicon has developed Rubicon-wide safety and environmental programs and policies which are available through the Human Resources Department, the intranet or local policy manuals. Rubicon’s policy on safety and the environment can be accessed on Rubicon’s intranet at: http://intranet/QHSE/default.aspx

Each of us is individually responsible for observing the safety, health and environmental rules and practices that apply to such Rubicon Employee’s job and position within and to attend all appropriate training programs.

While Rubicon takes numerous steps to avoid incidents that may cause injuries, when injuries or near misses do occur, it is the policy that these events should be reported to the local QHSE Representative using Rubicon’s QHSE Incident Reporting form. It is the responsibility of the QHSE Representative to ensure all relevant functional heads are notified of incidents as necessary. Each individual must ensure that all statements, reports made by him or her are true statements in connection with the incident and to cooperate fully with any investigation.
PROTECTING THE ENVIRONMENT

Rubicon is committed to conducting all its business operations in a manner that promotes and maintains a clean, safe and healthy environment. It is Rubicon's policy to strictly abide by all applicable environmental laws and policies regarding the environment.

DRUGS AND ALCOHOL

Rubicon believes that by reducing drug and alcohol abuse, we will improve the safety, health, productivity and well-being of all Rubicon Employees and their families. The use, sale, possession, transfer, concealment or being under the influence of alcohol or drugs by Rubicon Employees or contractors on our work sites, performing their duties, representing Rubicon or while conducting Rubicon business is strictly prohibited. Rubicon Employees should also read and be familiar with Rubicon's drugs and alcohol policy which is "GRP-HR-105 Group Substance Abuse and Contraband". It can be accessed at http://intranet/HR/default.aspx

EQUAL EMPLOYMENT OPPORTUNITY / NON-DISCRIMINATION

Rubicon recruits, hires, trains, transfers and promotes without regard to race, color, national origin, citizenship, religion, sex, marital status, age, or any other category to the extent protected by applicable law. Additionally, the equal opportunity / non-discrimination commitment governs all terms, conditions and actions related to employment.

Rubicon is committed to establishing and maintaining a work environment in which all individuals are respected and treated with dignity. Therefore, Rubicon will not tolerate discrimination or harassing conduct, either in the workplace or in any other work-related environment.

All Rubicon Employees are responsible for knowing and following all Rubicon policies that prohibit discrimination and/or harassment. Such policies are available through the Human Resources Department, the intranet or local policy manuals. Rubicon's equal opportunities policy which is "GRP-HR-112 Group Equal Opportunities". It can be accessed at http://intranet/HR/default.aspx.

Any Rubicon Employee found to be responsible for harassment, or for retaliating against any individual who reports a claim of harassment or cooperates in any investigation, will be subject to disciplinary action, including termination.