

# ChargePoint Holdings, Inc. Code of Conduct

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February 2024

## 1. Introduction

This Code of Conduct (the “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees of ChargePoint Holdings, Inc. and its subsidiaries (collectively, the “Company”). All directors, officers and employees of the Company should be familiar with the Code, conduct themselves accordingly, seek to avoid even the appearance of improper behavior and report any suspected violations as described in Section 22, Reporting and Enforcement. The Code should also be provided to and followed by the Company agents and representatives, including consultants.

If you violate the standards in the Code, you may be subject to disciplinary action, up to and including immediate termination of employment.

If a law conflicts with a policy in the Code, you must comply with the law. If you have any questions about these conflicts, ask your manager or the Company’s Chief Executive Officer, Chief Financial Officer or designated legal personnel how to handle the situation. The Code supersedes all other codes of conduct, policies, procedures, instructions, practices, rules or written or verbal representations to the extent that they are inconsistent with the Code. We are committed to continuously reviewing and updating our policies and procedures. The Code, therefore, is subject to modification.

Nothing in the Code modifies the Company’s at-will employment relationship with its employees, which may only be modified in an express written agreement signed by the employee and the Company’s Chief Executive Officer.

## 2. Purpose

The Code seeks to deter wrongdoing and to:

- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- Promote compliance with applicable governmental laws, rules and regulations;
- Promote the protection of Company assets, including corporate opportunities and confidential information;
- Promote fair dealing practices;
- Deter wrongdoing;
- Promote prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code; and
- Ensure accountability for adherence to the Code.

## 3. Compliance with Applicable Laws, Rules and Regulations

Obedying the law is the foundation on which the Company’s ethical standards are built. You must comply with applicable laws, rules and regulations. Although you are not expected to know the details of these laws, it is important to know enough to determine when to seek advice from managers or other appropriate personnel.

## 4. Honest and Ethical Conduct

The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

## 5. Customer Relationships

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

## 6. Supplier Relationships

The Company's suppliers make significant contributions to the Company's success. To create an environment where the Company's suppliers have an incentive to work with the Company, suppliers must be confident that they will be treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. In selecting suppliers, the Company does not unlawfully discriminate and will treat all potential suppliers with respect and dignity. Further, the Company requires compliance with all procurement procedures, which in turn demand compliance with all applicable laws and procedures related to supplier relationships. A supplier to the Company is generally free to sell its products or services to any other party, including Company competitors. In some cases where the products or services have been designed, fabricated, or developed to the Company's specifications, the agreement between the parties may contain restrictions on sales that are consistent with applicable law. The Company believes all of its suppliers should be good corporate citizens and have the same values and social responsibility supported by Company. As a result, the Company endeavors to ensure its suppliers adhere to the ChargePoint Holdings, Inc. Supplier Code of Conduct.

## 7. Trade Compliance

The Company's business involves the sale, shipment and transfer of electric vehicle charging stations, parts, technology, and other items around the world. The Company is committed to doing this in compliance with all applicable trade compliance laws. Each employee involved in cross-border shipments is required to work with his or her respective manager and the trade compliance team to ensure that all requirements are followed.

When importing items, always use accurate classifications, values, and country of origin. If an employee is contacted by customs officials or requires assistance in obtaining accurate details, contact the trade compliance team.

When exporting goods or technology (including in the United States to non-U.S. nationals), confirm that the export is permissible. The Company does not do business with sanctioned people or entities or operate in sanctioned countries. The Company also does not participate in or promote boycotts anywhere in the world that the United States doesn't support. If any employee becomes aware of such a request, or if an employee has any questions about sanctions or boycotts, contact the corporate legal team at [cplegal@chargepoint.com](mailto:cplegal@chargepoint.com).

## 8. Conflicts of Interest

A "conflict of interest" exists when a person's private interests (or the interest of a member of his or her family) interfere, or even appears to interfere, or conflict in any way with the interests of the Company as a whole. Examples of when a conflict of interest may arise include, but are not limited to:

- When a director, officer or employee (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work objectively and effectively.
- When a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company.
- Almost always, when an employee works simultaneously for a competitor or, except on our behalf, a customer or supplier. You are not allowed to work for a competitor in any capacity.
- When a director, officer or employee serves as a director of any company that competes with the Company.
- When a director, officer or employee has a business or financial interest in a customer, supplier, developer or competitor of the Company. In deciding whether to make such an investment, you should consider the size and nature of the investment, your ability to influence decisions of the Company or of the other company, your access to

confidential information of the Company or of the other company, and the nature of the relationship between the Company and the other company.

- When a director, officer or employee conducts the Company business with a relative or significant other, or with a business with which a relative or significant other is associated in any significant role. Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws. Significant others include persons living in a spousal or familial fashion (including same sex) with an employee.
- Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or officer are expressly prohibited.

Conflicts of interest are prohibited as a matter of the Company's policy, except in the case of any director, executive officer or member of the Company's management committee, with the informed written consent of the Board of Directors of the Company (the "Board") or pursuant to guidelines approved by the Board, or in the case of any other employees, with the informed written consent of the Company's Chief Executive Officer or Chief Financial Officer or pursuant to guidelines approved by the Company's Chief Executive Officer or Chief Financial Officer.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Company's Chief Executive Officer, the Chief Financial Officer or other designated legal personnel (as further described in "Compliance Procedures" below). If you become aware of a conflict or potential conflict, you should bring it to the attention of a manager or other appropriate personnel or consult the procedures described in Section 24 of this Code. Any waiver of this Code with respect to a conflict of interest transaction must be approved or ratified by the Audit Committee in accordance with the Company's Related Person Transaction Policy.

## 9. Public Disclosure of Information

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer and employee who is involved in the Company's disclosure process must:

- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

## 10. Outside Communications

The Company has established specific policies regarding who may communicate information to the public, the press and the financial analyst communities:

- The Company's Chief Executive Officer, Chief Financial Officer, Chief Marketing Officer and investor relations personnel are official spokespeople for financial matters.
- The Company's Chief Executive Officer, Chief Financial Officer, Chief Marketing Officer, and corporate communications personnel are official spokespeople for public comment, press, marketing, technical and other such information.
- All Company related communications made on behalf of the Company to public audiences, including formal communications and presentations made to investors, customers or the press, require prior approval in accordance with the Company's established policies for such communications. Such approval includes review by investor relations or corporate communications personnel, as applicable, with final review by the Company's Chief Executive Officer or Chief Financial Officer, who will ensure that all necessary review is undertaken

These designees for such communications are the only people who may communicate externally on behalf of the Company. Employees and directors should refer all inquiries or calls from the press, from shareholders or from financial analysts to the investor relations department or the Company's Chief Financial Officer, who will see that the inquiry is directed to the appropriate authority within the Company. Employees and directors may not publish or make public statements outside the scope of employment with or service to the Company that might be perceived or construed as attributable to the Company without preapproval from the Company's Chief Executive Officer, Chief Financial Officer or General Counsel, as appropriate. Any such statement must include the Company's standard disclaimer that the publication or statement represents the views of the specific author and not of the Company. Consult the Investor Relations and Communications Policy for additional information.

## 11. Insider Trading

You are not permitted to use or share confidential information for stock trading purposes or for any other purpose, except the conduct of Company business. All non-public information about the Company should be considered confidential information. To use "material non-public information" about the Company or the market for the Company's securities for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but also illegal, and could result in criminal prosecution in addition to the termination of your employment. "Material non-public information" includes information that is not available to the public at large that could affect the market price of the Company's or another company's securities and that a reasonable investor would consider important in deciding whether to buy, sell or hold the securities. In order to assist with compliance with laws against insider trading, the Company has adopted an Insider Trading Policy. A copy of that policy, which has been distributed to every employee, is available on the Company's internal website. If you have any questions, please consult the Company's Chief Financial Officer or designated legal personnel.

## 12. Corporate Opportunities

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers, and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of corporate property, information or position without the informed prior consent of the Board. You may not use corporate property or information obtained through your position with the Company for improper personal gain (including gain of friends or family members), and you may not compete with the Company directly or indirectly.

## 13. Competition and Fair Dealing

The Company seeks to outperform its competition fairly and honestly. Using or disclosing, or encouraging others to use or disclose, other companies' proprietary, confidential or trade secret information, without the owner's prior consent, and any theft or misappropriation of such information is strictly prohibited. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice. You should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, service providers, competitors, employees, and anyone else with whom you have contact in the course of performing your job.

## 14. Gifts

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by you unless it:

- is not a cash gift,
- is consistent with customary business practices,
- is not excessive in value,
- cannot be construed as a bribe or payoff, and
- does not violate any laws or regulations.

Please discuss with your manager any gifts or proposed gifts that you are not certain are appropriate. Please consult the Company's Anti-Bribery Policy for more information on the Company's policy with respect to gifts and business entertainment.

## 15. Discrimination, Harassment and Retaliation

The diversity of the Company's employees is a tremendous asset. The Company is committed to providing a work environment that is free of discrimination and harassment. The Company is an equal opportunity employer and makes employment decisions on the basis of merit and business needs. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination, harassment or retaliation of any kind. Examples of such behavior include derogatory comments based on racial or ethnic characteristics, gender, sexual orientation, ethnic affiliation, country of origin, religion, disability, or age and unwelcome sexual advances. Please consult the Company's employee handbook for more information on the Company's policy against such conduct.

## 16. Health and Safety

The Company strives to provide its employees with a safe and healthy work environment. You are responsible for using good judgment to help ensure a safe and healthy workplace for all employees by following safety and health rules and immediately reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees must report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The abuse of alcohol or illegal drugs in the workplace will not be tolerated.

## 17. Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions and to comply with the law. For example, employees who must report their hours worked must only report the true and actual number of hours worked (whether for purposes of individual pay or for purposes of reporting such information to customers). The Company also requires each director and employee to disclose any transaction or arrangement among such individual or any family member or affiliated entity of such individual, on the one hand, and any other director, employee or any family member or affiliated entity of such other individual, on the other hand, that in any way relates to or arises out of such individual's professional relationship with the Company.

Many employees regularly use business expense accounts, which must be documented and recorded accurately in accordance with the Company's policies. If you are not sure whether you may seek reimbursement for a certain expense, ask your manager or the Chief Financial Officer.

All of the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This policy applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the Company's Chief Financial Officer or designated legal personnel.

## 18. Confidentiality

You must maintain the confidentiality of confidential information entrusted to you by the Company or its customers, except when disclosure is authorized by the Company's established written policies or its Chief Financial Officer or designated legal personnel or as required by laws or regulations. Confidential information includes all non-public

information (regardless of its source) that might be of use to the Company's competitors, or harmful to the Company or its customers, if disclosed, and information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends. In connection with this obligation, every employee is required to sign a confidentiality and proprietary information agreement when he or she began his or her employment with the Company.

## 19. Data Privacy

The Company is committed to protecting the security and privacy of the data people entrust to it. This includes the data provided by the Company's employees, as well as information the Company receives from its customers, suppliers and other third parties with whom it does business. Each employee shares a responsibility to protect the privacy and security of any personal information collected, stored, processed, transmitted, shared or disposed by the Company, and to do so in accordance with all applicable data protection and privacy laws and regulations. Personal information requires special attention. Personal information generally is any information that alone or in combination with other information identifies an individual. Each employee has a responsibility not to share personal information with others who do not have a legitimate and authorized "need to know." In all cases, employees should take appropriate precautions to safeguard the privacy of the Company's confidential information and personal information, as well as all such material with which the Company has been entrusted.

## 20. Protection and Proper Use of Company Assets

You should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited. All Company assets should be used only for legitimate business purposes. If employees use Company equipment at their home or off-site, precautions must be taken to protect such Company equipment from theft or damage. Any suspected incident of fraud or theft must immediately be reported for investigation. Employees must immediately return all Company equipment when their employment relationship with the Company ends. While computers and other electronic devices are made accessible to employees to assist them with performing their jobs and to promote Company interests, all such computers and electronic devices, whether used entirely or partially on the Company's premises or with the aid of the Company's equipment or resources, must remain fully accessible to the Company and will remain the sole and exclusive property of the Company. Employees should not maintain any expectation of privacy with respect to any electronic information stored on Company equipment or electronic communications made using Company equipment and should consult Company policies regarding acceptable use of company resources for further details.

Your obligation to protect the Company's assets includes protecting its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, customer lists, 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 such information is prohibited and could also be illegal and result in civil or criminal penalties.

## 21. Use of Software

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

## 22. Use of Electronic Communications

Employees and directors must use electronic communication devices in a legal, ethical, and appropriate manner. Electronic communications devices include computers, mobile phones, e-mail, connections to the internet, intranet and extranet and any other public or private networks accessed from Company owned devices or personal devices accessing corporate resources, voice mail, video conferencing, facsimiles, telephones or any other future types of electronic communication. Employees and directors should not post or discuss confidential information concerning



Company products or business on the internet. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Employees and directors are therefore encouraged to use sound judgment whenever using any feature of the Company's communications systems and consult the Investor Relations and Communications Policy and Social Media Guidelines for additional information.

## 23. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits directly or indirectly giving anything of value to officials of foreign governments or foreign political candidates in order to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all company transactions being properly recorded. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate the Company's policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's Chief Financial Officer or designated legal personnel can provide guidance to you in this area.

## 24. Waivers of the Code

Waivers of the Code may only be granted by the Company's Chief Executive Officer or Chief Financial Officer; provided, however, that any waiver of the Code for executive officers or directors may be granted only by the Board or a Board committee. Any such waiver of the Code for executive officers or directors, and the reasons for such waiver, will be disclosed in the Company's public filings, as required by law or securities market regulations.

## 25. Reporting and Enforcement

You are encouraged to talk to managers or other appropriate personnel about observed illegal or unethical behavior or when in doubt about the best course of action in a particular situation. You are expected to cooperate in internal investigations of misconduct.

You should promptly report violations or suspected violations of this Code to the Chief Executive Officer, the Chief Financial Officer or designated legal personnel. You may, on an anonymous basis, submit a good-faith concern regarding observed illegal or unethical behavior or questionable accounting or auditing matters without fear of dismissal or retaliation of any kind:

- If you believe a violation relates to the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer, by email to the Chairperson of the Audit Committee of the Board of Directors at [auditcommittee@chargepoint.com](mailto:auditcommittee@chargepoint.com); or
- Via our ethics or reporting hotline by phone at 1-833-429-0001 for USA and Canada, and for all other countries 1-800-603-2869 (local country access codes are available online), or online at [www.lighthouse-services.com/chargepoint](http://www.lighthouse-services.com/chargepoint).

## 26. Prohibition on Retaliation

The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

## 27. Compliance Procedures

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



- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? These questions will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, 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 and discuss the problem.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from the Company's resources. In the rare case where it may not be appropriate to discuss an issue with your manager or where you do not feel comfortable approaching your manager with your question, discuss it with the Company's Chief Executive Officer, Chief Financial Officer or designated legal personnel.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the greatest extent possible. The Company does not permit retaliation of any kind against employees for good-faith reports of ethical violations.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance.

## 28. Investigations and Disciplinary Action

The Board or its designated committee will be responsible for investigating and determining appropriate disciplinary action for matters involving members of the Board or executive officers. The Board or its designated committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action.

Subject to the general authority of the Board to administer this Code, the Chief Executive Officer, the Chief Financial Officer and any designated legal personnel will be jointly responsible for investigating violations and determining appropriate disciplinary action for other employees, agents and contractors. The Chief Executive Officer, the Chief Financial Officer and any designated legal personnel may designate others to conduct or manage investigations on their behalf and recommend disciplinary action. The Chief Executive Officer, the Chief Financial Officer and any designated legal personnel will periodically report Code violations and the corrective actions taken to the Board of Directors or its designated committee. The Board of Directors reserves the right to investigate violations and determine appropriate disciplinary action on its own and to designate others to do so in place of, or in addition to, the Chief Executive Officer, the Chief Financial Officer and any designated legal personnel.

The Company will promptly investigate any suspected violations. If it is determined that evidence of a violation exists, the individual subject to investigation will be notified. The subject of an investigation will have an opportunity to respond to any allegations made against that person. A person suspected of violating the Code may be suspended with or without pay while an investigation is conducted. The Company will follow local grievance procedures in jurisdictions where such procedures apply.

The Company will take appropriate action against any employee, agent or contractor whose actions are found to violate the Code. Disciplinary actions may include, at the Company's sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, or any other disciplinary action or combination of disciplinary actions as deemed appropriate to the circumstances. A record of the disciplinary action will be retained in the employee's personnel file.

In determining what disciplinary action is appropriate in a particular case, the Company will take into account all relevant information, including the nature and severity of the violation, any history of warnings and violations, whether the violation appears to have been intentional or inadvertent and whether the violator reported his or her own misconduct. The Company will strive to enforce the Code in a consistent manner while accounting for all relevant information. An alleged violator may make a written request for reconsideration within 14 days of notification of the final disciplinary decision.

Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Certain violations of this Code may also be subject to civil or criminal prosecution by governmental authorities and others. Where laws have been violated, the Company will report violators to the appropriate authorities.

## 29. No Loans to Directors of Officers

It is the policy of the Company not to extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any director or officer of the Company or their family members. Any questions about whether a loan has been made to a director or officer in violation of this policy should be directed to the Company's General Counsel.

## 30. Publication of the Code of Business Conduct and Ethics; Amendments and Waivers of the Code of Business Conduct and Ethics

The most current version of this Code will be posted and maintained on the Company's website. The Company's Annual Report on Form 10-K shall disclose that the Code is maintained on the website and shall disclose that substantive amendments and waivers will also be posted on the Company's website. Any substantive amendment or waiver of this Code (i.e., a material departure from the requirements of any provision) particularly applicable to or directed at executive officers or directors may be made only after approval by the Board after receiving a recommendation from a committee comprised of a majority of independent directors and will be disclosed within four (4) business days of such action on the Company's website as well as via other means then required by NYSE listing standards or applicable law. Such disclosure shall include the reasons for any waiver. The Company shall maintain disclosure relating to such amendment or waiver on its website for at least twelve (12) months.

## CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

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

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in any public filings or other public communications made by the Company which contain financial information. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the General Counsel any material information of which he or she may become aware that affects the disclosures made by the Company in any public filing or other public communications which contain financial information.
2. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel and the Audit Committee any information he or she may have concerning a material misstatement in any reported financial information of the Company, in particular any material over or understatement of the Company's assets, liabilities, revenues, expenses, and/or cash flows.
4. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel and the Audit Committee any information such officer may have concerning any violation of this Code of Conduct, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
5. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel and the Audit Committee any information such officer may have concerning evidence of a material violation of the securities laws or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.
6. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code of Conduct or of these additional procedures by the CEO and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code of Conduct and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or reassignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and potential termination of the individual's employment. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation occurred once or repeatedly, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.
7. \*\*\*