



Code of Ethics and Business Conduct

Policy

It is the policy of the Company to provide our Code of Ethics and Business Conduct, which will serve as a guide to proper business conduct for all employees. Saxon Technologies expects all employees to observe the highest standards of ethics and integrity in their conduct. This means following a basic code of ethical behavior that includes the following:

Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our employees and customers. We gain credibility by adhering to our commitments, displaying honesty, integrity, and reaching company goals solely through honorable conduct.

Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. Saxon Technologies is committed to creating such an environment, because it brings out the full potential in all of us, which in turn, contributes directly to our success.

Saxon Technologies is an equal employment/affirmative action employer and is committed to providing a workplace free of discrimination of all types of abusive, harassing, or offensive behavior.

Create a Culture of Honest and Open Communication

At Saxon Technologies, everyone should feel comfortable to speak his/her mind, with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions.

Saxon Technologies will investigate all reported instances of questionable or unethical behavior. The company will take appropriate action, and will not tolerate retaliation against employees who raise ethics concerns in good faith.

Set the Tone from the Top

Management has the added responsibility for demonstrating the importance of this Code. Managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees ethics concerns as threats to their authority, but rather as another encouraged form of business communication.



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Uphold the Law

Our commitment to integrity begins with complying with all laws, rules, and regulations where we do business. Each of us must have an understanding of the companies policies, laws, rules, and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Company policy, we should seek the advice from a resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

Competition

We are dedicated to ethical, fair, and vigorous competition. We will sell Saxon Technologies products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payment or gratuities in connection with the purchase of goods or services for Saxon Technologies or the sales of its products or services. We will not engage or assist unlawful boycotts of particular customers.

Proprietary Information

It is very important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, alteration, or distribution of any other intellectual property.

Avoid Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. We owe a duty to Saxon Technologies to advance its legitimate interests when the opportunity to do so arises. We must never use Saxon Technologies property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Saxon Technologies.

Accepting Business Courtesies

We should not feel any entitlement to accept and keep a business courtesy. We may not use our position to obtain business courtesies, and we must never ask for them.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's



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reputation for impartiality and fair dealing.

Accurate Public Disclosures

We will make certain that all disclosures made in financial reports are full, fair, accurate, timely, and understandable. This obligation applies to all employees, including all financial executives, with and responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Corporate Recordkeeping

All corporate records must be true, accurate, and complete, and company data must be promptly and accurately entered in our books in accordance with Saxon Technologies applicable accounting principles. We must not improperly influence, manipulate, or mislead any audit, nor interfere with any auditor engaged to perform an independent audit of Saxon Technologies books, records, processes or internal controls.

Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policies. We take seriously the standards set forth in the Code. Any violations are cause for immediate disciplinary action up to and including termination of employment. Integral to our business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers, and other business partners. Confidential and proprietary information includes such things as pricing, financial data, customer names, or nonpublic information about other companies, including current or potential suppliers and vendors. We will not disclose confidential and nonpublic information without a valid business or legal purpose and proper authorization.

Compliance

Compliance with these principles is an essential element in our business success. We are responsible for ensuring these principles are communicated to, understood, and observed by all employees. Employees are expected to bring to management's attention any breach or suspected breach of these principles. Provision has been made for employees to be able to report in confidence.