

Semitoool, Inc.

Code of Conduct

Excellence and integrity are the cornerstones of the Company's business philosophy. Every employee is expected to make these tenets the basis of their relationships with other employees, customers and the community at large. To that end, we apply the following principles:

- ◆ Honesty and ethical conduct in all of our relationships
- ◆ The ethical handling of actual or apparent conflicts of interest between personal and professional relationships
- ◆ Transparency in all financial accounting and reporting
- ◆ Compliance with all laws and regulations applicable to our activities
- ◆ Respect for company property and facilities
- ◆ Respect for confidential and proprietary matters
- ◆ Commitment to accomplish all tasks with the goal of excellence
- ◆ Dedication in service of our customers

All directors, officers, employees and contracted personnel are responsible for upholding the company's code of conduct.

The purpose of this code of conduct is to provide basic principles for situations in which business-related conduct issues arise. Common sense is the overriding guideline for determining how to abide by these principles. Some basic considerations are as follows:

- **Conflicts of Interest.** A "conflict of interest" may occur when an individual's private interest interferes with the interests of the Company as a whole. A potential conflict can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform their company work objectively and effectively. Conflicts of interest can also arise when an employee, officer or director, or a member of their family, receives improper personal benefits as a result of their position in the Company. The Company wants to avoid such conflicts of interest and invites employees, officers and directors to communicate potential conflicts to the Company.
- **Company Opportunities.** No one should (a) take for themselves personally to the disadvantage of the Company opportunities that are discovered through the use of Company property, information or position; (b) use Company property, information, or position for personal gain; or (c) compete with the Company.

- Confidentiality. Everyone should maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed.
- Fair Dealing. Everyone should endeavor to deal fairly with the Company's customers, suppliers, and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts, or any other dishonest practice.
- Protection and Proper Use of Company Assets. Everyone should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate purposes.
- Compliance with Laws. The Company requires compliance with all applicable laws, rules and regulations. Because our stock is traded publicly, this also includes specifically securities law, including insider trading laws.
- Reporting Illegal or Unethical Behavior. The Company encourages employees to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. Employees should report violations of laws, rules, regulations or the code of conduct to appropriate personnel. To encourage employees to report such violations, the Company will not allow retaliations for reports made in good faith.

In order to ensure that there is a proper receipt, retention and treatment of complaints received by the Company regarding all illegal activities, including matters that may affect our ability to accurately report our financial results to our shareholders, if anyone becomes aware of any improper transaction or, if competent in such matters, accounting practice, concerning the Company, he or she should report the matter to the controller and/or the legal department. In addition, employees may also file a confidential, anonymous complaint with the legal department or directly with the Audit Committee of the Board of Directors. There will be no retaliation against employees who disclose these matters, whether they make their concerns known anonymously or in person.

In addition to this code of conduct, all employees have a responsibility to understand and follow the Employee Manual of the Company.