

Ryobi Code of Ethics

Ryobi Code of Business Ethics and Conduct

Â

Â

In General: Every Ryobi associate is expected to be loyal to the Company by avoiding personal, business, financial and other relationships that may impair or "appear" to impair their independent judgment relative to Company business. Set forth below are general standards that shall be met by all associates. However, these standards are not necessarily all of the obligations that apply to Ryobi associates' conduct. These standards, coupled with other applicable administrative policies and good judgment, are designed to assist an associate in making the right decisions.

Â

Contractual Obligations: Most

associates are not authorized to make contractual obligations for the Company. Certain designated associates may obligate the Company to their extent the position allows. Generally, any verbal or written commitments are strictly regulated and a standard approval policy is followed. Any agreement with a vendor or supplier must be reviewed by the Company with the approval of the purchasing manager, appropriate director and the Company Officer duly appointed and authorized to enter into agreements.

Â

Use Of Company

Property/Assets/Products: All associates are expected to be economical in using company resources. Use of company resources should be solely for company business unless otherwise approved. Company resources are defined as money, materials, assets, supplies, products, equipment, labor, contracted labor and all other goods and services procured by/for Ryobi use.

Â

Accurate Reports: All

reports, records and other documents prepared by or for any individual working for Ryobi are expected to be truthful and accurate and in compliance with applicable laws, regulations, accounting rules, policies and procedures. No misleading, false or artificial entries are to be made to any company records or books. Suspected situations that appear to violate this position should be reported to the associate's manager, or the next level in the chain of command that is not thought to be involved.

Â

Political

Payments: No

funds or assets of Ryobi shall be used for or in aid of any candidate or nominee for federal, state or local political office in the United States or for or in aid of any political party or committee unless otherwise permitted by law. These prohibitions include direct contributions and indirect assistance such as the furnishings of goods, services or equipment to candidates, political parties or committees. Such corporate contributions are prohibited by federal law as to federal election. Associate contributions to approved Company Political Action Committees are permissible. Associates are free to devote personal funds and personal time to any political campaign or activity. Certain non-partisan activities may be supported by the company, i.e., voter registration, candidate appearances allowing equal time, support or opposition of legislative action directly affecting the company's business, etc.

Â

Lobbying: Ryobi and other

groups have the right to provide information to legislators in order to persuade them to act on their behalf. Lobbyists must be registered with the appropriate governments and file as lobbyists. Lobbying is strictly controlled by state and federal governments to prevent abuses. Associates who are involved in activities that might be construed as lobbying should contact the Director of Human Resources to obtain clarification.

Â

Proprietary

Data: Ryobi's trade secrets and proprietary data are parts of Ryobi's valuable intellectual property. These include technical, financial, operating, marketing and administrative information in many forms. Protection of their confidentiality is vital. A Ryobi associate shall not use such information for personal benefit. Furthermore, a Ryobi associate shall not disclose or make public such information except with the authorization of the Company President or his designated representative. This restriction on disclosure to others applies to the Government and to prime contractors, sub-contractors and suppliers, as well as to the general public. Whether inside or outside the Company and its facilities, an associate must take reasonable precautions to protect such information from inadvertent disclosure.

Â

Ryobi

and its associates may from time to time receive or have access to trade secrets or proprietary data of the Government, other corporations and others. Ryobi associates shall handle these in accordance with any agreements concerning their use or disclosure, and with the same care and under the same restrictions as if they were owned by Ryobi. Furthermore, Ryobi associates shall not disclose to other company associates or use for the benefit of Ryobi the trade secrets or proprietary data of their former employers.

Â

Outside

Directorships And Consulting: A Ryobi associate, if asked to serve as a director or consultant of another business corporation, shall first receive clearance from the Ryobi Director of Human Resources and Company President. These matters will be closely monitored and the possibility of an

appearance of a conflict of interest or violation of antitrust or other laws will be evaluated.

Â

Holding

Public Office: The performance of duties related to an elected office must not interfere with the associates Company responsibilities. To avoid misunderstandings and potential conflicts, any associate who wants to become a candidate for or accept appointment to any public office should first discuss their plans with their immediate manager and Director of Human Resources. Associates are encouraged to participate on their own behalf in civic, charitable, and community activities that do not interfere with the performance of their job duties.

Â

Dealing

With Suppliers, Customers, Competitors: Associates should be motivated to acquire goods and services and make transactions for the Company on terms most favorable to the Company. Accepting personal gifts or services of more than \$50 in value needs to be disclosed to the immediate manager and respective EMT member. Accepting gifts from suppliers when in negotiations, or when evaluating a new supplier is strictly prohibited.

Â

Disclosure

shall be made to the Company President and Director of Human Resources if an associate or any of his/her immediate family members acquires by gift, inheritance or otherwise a financial interest in a supplier, customer, competitor, or its business, or is performing services for such a firm. Such relationships shall be avoided as they have an appearance of potentially biasing an associate's judgment or activities.

Â

Receiving

Gifts And Gratuities: Receiving gifts, merchandise or anything else of more than limited value from anyone who has, or contemplates having, a business relationship with Ryobi will give the appearance of impropriety. It is appropriate to accept advertising tokens of nominal value (calendars, note tablets, umbrellas) as long as they are not prominently displayed in front of competing suppliers or customers.

Â

Accepting

occasional business lunches, dinners or other moderate entertainment is appropriate if discretion is utilized. Any entertainment accepted should be of a customary character given the associate's position and of a type that the associate is in a position to reciprocate, either personally or as a proper business expense. Favors beyond courtesies that are considered common business practice are prohibited. Under no circumstances may a gift of money or a check be accepted. Any gift valued at more than \$50 is not acceptable without the approval of the

appropriate Director, Vice President or President. Associates must be free from obligation to any supplier and are not to transact any business from which they may personally benefit from, now or in the future.

Â

Receiving

Trips: Entertainment trips are pleasure trips that have no business purpose other than to improve Ryobi's relationship with a supplier. These types of trips should not be accepted by anyone doing business or attempting to do business with Ryobi. Trips may occasionally be approved if there is a legitimate business purpose (i.e. inspect a plant facility). Requests for trip authorization should be made to the Director and Vice-President responsible for the applicable functional area. This applies to all such trips, even if they are not taken on company time.

Â

Giving

Gifts, Gratuities, Trips: The giving of occasional gifts of modest value, \$100 or less, and providing occasional, reasonable entertainment to customers is permissible with full disclosure and prior approval by the applicable Director, Vice President or President. It is acceptable to give expensive gifts or pay travel expenses, hotel bills, etc., only in rare instances and only when the recipients management does not object. Such expenditures require approval in advance from the President and are not to be given with any intent to obligate the recipient. In some foreign countries, customs require the exchange of gifts. In cases where it is desirable to meet such a requirement, the Company will provide the gift; any gift received will become company property.

Â

Fair

And Impartial Treatment Of Vendors/Suppliers: It is Ryobi's policy that all goods and services are procured at the most advantageous price when quality and delivery are consistent. Associates must comply strictly with this policy in their selection of and negotiations with suppliers, consultants and other professional service providers. No supplier of goods or services is to be given an improper preference or competitive advantage of any kind. The conduct of Ryobi associates should always promote the maintenance of an impartial and unbiased relationship with all suppliers. All relationships should be professional and respectful. All policies that address relationships between two associates also apply to relationships between associates and supplier contracts.

Â

Equal

Employment Opportunity-Corporate: Ryobi is committed to a policy of equal employment opportunity so as to assure no discrimination or harassment against any associate or applicant on the grounds of race, color, religion, gender, age, physical disability, national origin, veteran status, sexual orientation or any other action made unlawful by applicable laws and regulations. This policy applies to all phases of employment including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs. Sexual harassment is

specifically prohibited. The forgoing covers personal action in all job categories at all organizational levels.

Â

Discussion

With The Media: Any associate of the Company approached by a member of the new media (radio, television, newspaper, etc.) concerning a company-related issue should decline comment. The associate should cordially explain that all requests for comment or information are coordinated through the Company's authorized spokesperson, which is the Director of Human Resources. No additional information should be given. The name and telephone number of the person requesting information should be obtained and relayed to the authorized spokesperson for response.

Â

REPORTING

ETHICAL VIOLATIONS: In

the event an associate, supplier, customer or competitor has knowledge of some violation of this Code of Conduct or other policies, we have implemented, an independent and anonymous reporting website called EthicsPoint.

Â

The web

address for Ryobi's site is: Â https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=19497

Â