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CONFLICT OF INTEREST POLICY

Gravity Renewables, Inc., and its subsidiaries (together “Gravity”) provides this Code of Business Conduct and Ethics (the “Code”) to establish the ethics, rules, and conduct guiding the organization and its individual persons who act to carry out Gravity’s mission.

CONFLICTS OF INTEREST AND PERSONAL BEHAVIOR

Exhibit personal behavior that reinforces a positive image of you and Gravity.

Your personal behavior, both inside and outside work, should reinforce a positive image of you, Gravity, and Gravity’s mission. It is essential to use good judgment in your personal and business dealings. You should refrain from engaging in activities that could hurt Gravity’s reputation, or yours, and that could undermine the relationship of trust between you and Gravity.

Avoid situations in which your personal interests conflict with the interests of Gravity or others as clients of Gravity.

A “conflict of interest” for this purpose occurs when a person’s private interest interferes, or even appears to interfere, with the interests of Gravity. You may have a conflict of interest if you are involved in any activity that prevents you from performing your duties to Gravity properly, or that may create a situation that could affect your ability to act objectively, effectively and in the best interests of Gravity. Accordingly, you must place Gravity’s interest in any business matter ahead of any personal interest.

The best way to judge whether you may have a conflict of interest is to ask yourself whether a well-informed person would reasonably conclude that your interest could in any way influence your decision or performance in carrying out a duty on behalf of Gravity. To avoid conflicts of interest, identify potential conflicts when they arise and contact internal legal counsel if you are unsure whether a conflict exists. In addition, if you become aware of any conflict or potential conflict of another director, officer, or employee, you should consult with your supervisor or Gravity officer, as appropriate.

Frequently Asked Questions:

Why do we have a code?

The Code serves as a guide for how team members should conduct themselves as members of Gravity's team. Preserving Gravity's corporate culture is vital to the organization and following the Code is one piece to ensure the corporate culture is built and sustained.

Who must follow the code?

All directors, officers, and employees of Gravity.

What are your responsibilities?

You have two responsibilities. First, you must follow the Code. Second, if you suspect someone may be violating the Code you have an obligation to report it. To make a report, contact your direct supervisor or an officer of Gravity.

How will I know if there is a problem?

The Code attempts to deal with the most common issues that you may encounter, but it cannot address every question that may arise. When you're not sure what to do, ask yourself the following questions:

- Is it illegal?
- Does it feel like the wrong thing to do?
- Would you feel uncomfortable if others knew about it?
- Will it have the potential to create a negative perception of you or Gravity?
- Do you have a personal interest that has the potential to conflict with Gravity's interest?

If you answer "yes" to any of these questions your proposed conduct may violate the Code and you should ask for help.

How should I ask for help?

If you have questions about the Code or about the best course of action to take in a particular situation, you should seek guidance from your supervisor or officer of Gravity.

What are the consequences for violating the code?

Violations of the Code can vary in their consequences. If you're an employee, it could result in a reprimand or other disciplinary action, including the termination of your employment at Gravity for cause. If you're a director, a violation may necessitate your resignation. Certain violations of the Code also contravene applicable laws and therefore can have severe consequences outside of Gravity. Depending on your actions, failing to comply with the Code could lead to civil or criminal prosecution, which could result in substantial fines, penalties and/or imprisonment.