

**BERKSHIRE HATHAWAY INC.  
CODE OF BUSINESS CONDUCT AND ETHICS**

**1.1 Scope**

This Code of Business Conduct and Ethics (“Code”) applies to all Berkshire Hathaway Inc. (“Berkshire”) directors, officers and employees, as well as to directors, officers and employees of each subsidiary of Berkshire. Such directors, officers and employees are referred to herein collectively as the “Covered Parties.” Berkshire and its subsidiaries are referred to herein collectively as the “Company.”

**2.1 Purpose**

The Company is proud of the values with which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions. To this end, this Code serves to:

- Emphasize the Company’s commitment to ethics and compliance with the law;
- Set forth basic standards of ethical and legal behavior;
- Provide reporting mechanisms for known or suspected ethical or legal violations; and
- Help prevent and detect wrongdoing.

Given the variety and complexity of ethical questions that may arise in the Company’s course of business, this Code serves as a broad view of how Berkshire and each of its subsidiaries should direct the work, business relationships, decisions and actions taken on their behalf by their respective directors, officers and employees. When confronted with ethically ambiguous situations, the Covered Parties should remember the Company’s commitment to the highest ethical standards and seek advice from supervisors, managers or other appropriate personnel to ensure that all actions they take on behalf of the Company honor this commitment. When in doubt, remember Warren Buffett’s rule of thumb:

“...I want employees to ask themselves whether they are willing to have any contemplated act appear the next day on the front page of their local paper – to be read by their spouses, children and friends – with the reporting done by an informed and critical reporter.”

**3.1 Violation of Ethical Standards**

*3.1.1 Reporting Known or Suspected Violations.*

Covered Parties should report known or suspected illegal or unethical behavior to supervisors, managers or other appropriate personnel. These Covered Parties may also report questionable behavior in the same manner as they may report complaints regarding accounting, internal accounting controls or auditing matters by contacting (anonymously, if desired) a third-party organization called *NAVEX Global*. The best way to contact NAVEX is through its website at <http://brk-hotline.com> or you can call NAVEX at 1-800-261-8651. Separate anonymous reporting procedures are available for Company employees working outside the United States. No retaliatory action of any kind will be permitted against anyone making such a report in good faith.

### *3.1.2 Accountability for Violations.*

If a determination is made that this Code has been violated, whether directly, by failure to report a violation, or by withholding information related to a violation, the offending Covered Party will be subject to disciplinary action up to and including termination of employment and possible liability for non-compliance. Violations of this Code may also constitute violations of law and may result in the imposition of criminal penalties and civil liabilities for the offending Covered Party and the Company. All Covered Parties are expected to cooperate in internal investigations of misconduct.

## **4.1 Ethical Standards.**

### *4.1.1 Conflicts of Interest.*

A conflict of interest exists when a Covered Party's private interest interferes in any way with the interests of the Company. A conflict can arise when a Covered Party takes actions or has interests that may make it difficult to perform their work for the Company objectively and effectively. Conflicts of interest may also arise when a Covered Party, or members of their family, receive improper personal benefits as a result of the Covered Party's position at the Company. Loans to Covered Parties and guarantees of obligations of Covered Parties or their family members may create conflicts of interest. It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor, customer or supplier.

Conflicts of interest may not always be clear-cut. A Covered Party with questions regarding a possible conflict of interest should consult with their supervisor or manager or, if circumstances warrant, the chief financial officer or chief legal officer of the Company. Any Covered Party who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section 3.1.1 of this Code.

All directors and executive officers of Berkshire and the chief executive officers and chief financial officers of Berkshire subsidiaries shall disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Chair of Berkshire's Audit Committee.

### *4.1.2 Corporate Opportunities.*

Covered Parties are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors of the Company. No Covered Party may use corporate property, information or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Covered Parties owe a duty to the Company to advance its legitimate interests whenever possible.

### *4.1.3 Fair Dealing.*

Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating ethically competitors, suppliers, customers, and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

#### *4.1.4 Gifts and Entertainment.*

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by a Covered Party or any family member of a Covered Party unless it (1) is consistent with customary business practices, (2) is not excessive in value, (3) cannot be construed as a bribe or payoff and (4) does not violate any laws or regulations. The offer or acceptance of cash gifts by any Covered Party is prohibited. Covered Parties should discuss with their supervisors, managers or other appropriate personnel any gifts or proposed gifts which they think may be inappropriate.

#### *4.1.5 Insider Trading.*

Covered Parties who have access to confidential information are not permitted to use or share that information for securities trading purposes (“insider trading”) or for any other purpose except the conduct of the Company’s business. All non-public information about the Company should be considered confidential information. It is always illegal to trade in Berkshire securities while in possession of material, non-public information, and it is also illegal to communicate or “tip” such information to others. While all Covered Parties are prohibited from insider trading, Berkshire has adopted specific “Insider Trading Policies and Procedures” applicable to the Company’s directors, executive officers and key employees (“Directors and Covered Employees”). This document is posted on Berkshire’s website and is sent periodically to Directors and Covered Employees in connection with certification of compliance.

#### *4.1.6 Confidentiality.*

Covered Parties must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate legal officer of the Company or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends.

#### *4.1.7 Protection and Proper Use of Company Assets.*

All Covered Parties 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. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company’s equipment should not be used for non-Company business, though incidental personal use is permitted.

The obligation of Covered Parties to protect the Company’s assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in the imposition of civil or criminal penalties.

#### *4.1.8 Compliance with Laws, Rules and Regulations.*

Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. In conducting the business of the Company, the Covered Parties shall comply with applicable governmental laws, rules and regulations at all levels of government in the United States and in any non-U.S. jurisdiction in which the Company does business.

Berkshire's Prohibited Business Practices Policy sets forth Berkshire's policy on compliance with laws, specifically addressing such topics as prohibited offers or payments, gifts and entertainment, transactions with certain countries and persons, export controls, anti-money laundering, accounting controls, and accurate record-keeping. Berkshire's Prohibited Business Practices Policy should be made available to Senior Management and other individuals who manage the risk areas or are likely to be faced with the compliance risks described in that document.

#### *4.1.9 Timely and Truthful Public Disclosure.*

In reports and documents filed with or submitted to the Securities and Exchange Commission and other regulators by the Company, and in other public communications made by the Company, the Covered Parties involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these Covered Parties shall provide thorough and accurate financial and accounting data for inclusion in such disclosures. They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors.

#### *4.1.10 Significant Accounting Deficiencies.*

The CEO and CFO of each Berkshire subsidiary shall promptly bring to the attention of Berkshire's General Counsel, Chief Financial Officer, Director of Internal Audit or its Senior Manager of Ethics and Compliance any information they may have concerning (a) significant deficiencies in the design or operation of internal controls over financial reporting which 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 control over financial reporting.

#### *4.1.11 Political and Charitable Contributions*

The Company respects Covered Parties' right to engage in personal and political giving. Contributions and activities must be lawful. Personal giving must not involve the use of Company time or resources. The Company must ensure that charitable giving on behalf of the Company aligns with stated Company values and must not be given as a condition of or in order to influence a business decision.

## **5.1 Waivers**

Any waiver of this Code for executive officers or directors may be made only by the Company's Board of Directors or its Audit Committee and will be promptly disclosed as required by law or stock exchange regulation.

## 6.1 Compliance Procedures.

The Company and Covered Parties must work to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know if a violation has occurred. Because it is not possible to anticipate every situation that will arise, it is important that the Company establish a process to identify and escalate questions or problems. 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 informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? 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 supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and they will appreciate being consulted as part of the decision-making process.
- Seek help from Company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it locally with your legal department, office manager or your human resources manager.
- You may report ethical violations in confidence without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the maximum extent consistent with the Company's legal obligations. The Company in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.
- Ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.