



9.1 CODE OF BUSINESS CONDUCT -- REVISED

PURPOSE: To provide an ethical framework within which Interphase operates when dealing with employees, customers, vendors, government agencies, and the community.

COVERAGE: All Interphase employees, officers, directors, temporary employees, independent contractors, and consultants. Though this is a U.S. Policy, a modified version that complies with local labor laws is in place for employees who operate outside of the U.S.

POLICY: It is the policy of Interphase and its employees that its activities and practices and the conduct of its directors, officers, and employees shall at all times be legal, ethical, and beyond reproach. Unless local labor laws dictate otherwise, all employees, officers, directors, temporary employees, independent contractors, and consultants must sign an Acknowledgment Form at the time of hire or engagement, and annually thereafter, that they are aware of this policy and agree to abide by it.

OUR COMMITMENT: This Code of Business Conduct is to reaffirm our commitment to integrity as the cornerstone of the behavior of employees and all others who act on our behalf. Each of us is responsible for acting in accordance with high ethical standards. Our ethical standards are based on respect for the dignity of each individual and a commitment to honesty and fairness. Our obligation to operate within the law is just the beginning of our ethical commitment. We must always strive for fairness in our dealings and relationships.

The guidelines contained in this Code are to assist employees in making the right choices when confronted with a difficult situation. By following these guidelines, employees will help ensure that we conduct our business for the benefit of all of our stakeholders--that is, our company, customers, suppliers, communities in which we reside, and fellow employees. However, these guidelines do not cover every situation, and guidelines have exceptions. Whenever employees are in doubt as to the proper course of action, they should get help from their Manager, or other Company resources, such as the Chief Financial Officer ("CFO") or Human Resources. The willingness of each of us to raise ethical concerns is essential. No one will suffer any adverse effects to their job or career as a result of raising an ethical concern or questioning a Company practice. Individuals in management positions have a special responsibility to demonstrate and model high ethical standards in their behavior and to create an environment that supports ethical behavior: an environment where questionable practices are challenged. Our success is dependent on each of us being able to properly apply these ethical standards to our own behavior.

Ultimately, the responsibility for ethical behavior rests with employees in the exercise of their independent judgment.

In order to fulfill these commitments, it is important for all Interphase employees to be:

- Dedicated and loyal to our Company
- Law-abiding
- Honest and trustworthy
- Responsible and reliable
- Truthful and accurate
- Fair and cooperative
- Economical in utilizing Company and customer resources

This Code of Business Conduct does not create an employment contract, since Interphase or the employee may terminate the employment relationship, with or without cause and with or without notice, at any time.

**A STATEMENT OF
OUR ETHICAL
PRINCIPLES:**

We will deal fairly and honestly with those who are impacted by our actions and treat them as we would expect them to treat us, if the situation were reversed.

We will respect the dignity of each individual.

We will not pursue any business opportunity which requires violation of the law or these principles.

We will undertake only those business activities that will withstand public, ethical scrutiny.

We will disclose to appropriate Company representatives any conflict of interest we may have regarding our responsibilities to the Company and remove the conflict where required.

We will promote relationships based on mutual trust and respect and provide an environment where individuals may question a Company practice without suffering a career disadvantage.



GUIDELINES:

1. CONDUCTING THE COMPANY'S BUSINESS

A. General

In conducting the business of the Company, employees will be dealing with a variety of people and organizations including customers, suppliers and competitors as well as community representatives and other employees.

All of our business relationships should be based on honesty and fairness.

We want long-term, mutually beneficial business relationships, and trustworthiness is essential to establish and keep them.

Be truthful in employee's representation of the Company. If there is a mistake or misunderstanding, correct it immediately.

B. Dealing with Customers

Serving customers is the focal point of our business. Satisfying customers is the best way to ensure business success. We must work with customers to understand and anticipate their needs, and identify and remove obstacles customers may see in doing business with us.

We need to respond promptly and courteously to customer inquiries and requests.

We must provide products and services of the highest quality. We need to understand what represents "highest quality" in the eyes of the customer. We must regularly measure customer satisfaction and continuously improve our quality.

C. Dealing with Suppliers

Prospective suppliers will have a chance to compete fairly for our business.

We will select suppliers who provide the highest quality at the lowest total cost.

We will not suggest to any supplier that we will not buy from them unless they purchase from us.

D. Dealing with Each Other

Basic to our relationship with each other is the recognition of the value and worth of each individual and the necessity to provide a working climate which is protective of the well being of all employees.

The Company believes in equal job opportunities for all persons, regardless of race, religion, national origin, sex, age, or disability. Therefore, employees and applicants for employment will be evaluated for employment and promotion on a non-discriminatory basis.

Our commitment to provide equal employment opportunity includes the positive steps contained in our affirmative action plan to achieve equal employment opportunities.

We will listen carefully and value the opinions and experience of employees and respect their diverse backgrounds.

We will consult people impacted by proposed policy or process changes.

We will establish clear job requirements and provide coaching and performance feedback. We will clearly communicate work direction and the reasons for the directions.

We will see that employees have the training required to do their jobs.

We will ordinarily fill positions from within the Company when qualified candidates are available.

We will maintain an “open door” so that employees can express their views freely without fear of reprisal.

We will respect the privacy of employee information contained in Company files.

We will provide protection to all employees or applicants for employment against sexual harassment.

E. Disparagement

No one should ever make false, misleading or disparaging remarks about individuals or organizations or their products and services.



In particular, we will not disparage our competitors or their products or employees. We should sell our products and services on their merits.

If employees make comparisons between our products and those of a competitor, they should be accurate and factual.

F. Industrial Espionage

Employees may not engage in industrial espionage or acquire information about other companies through improper means.

Employees have a responsibility not to steal or misuse the intellectual property of any supplier, customer, business partner or competitor.

We regularly acquire information about other companies in conducting our business. This is acceptable when this information is properly acquired. Proper sources would include information which is published or in the public domain, or is received from the owner or an authorized third party (e.g., it is legal and ethical to receive information from a source who has no obligation to protect the confidentiality of the information).

Examples of improper means of acquiring information are:

- Receiving information from a third party that employees know was illegally or improperly acquired by that third party.
- Receiving information from a third party whom employees know has an obligation to keep the information confidential.
- Receiving confidential information of a company from present or former employees who are unauthorized to disclose it.

If employees are offered proprietary or confidential information under suspicious circumstances, you should immediately consult our CFO.

If employees come into possession of information from another company that is marked confidential, or that an employee believes is confidential, the employee should consult Interphase's CFO regarding any questions on the proper possession of such information.

G. Confidential Information Properly Received

We regularly receive confidential information from those we do business with. When we receive such information, it should be received under the terms of a written agreement that spells out our obligations for the use and protection of the information. Our CFO must review these agreements.

Employees must protect the confidentiality of any such information and limit employee's use of it to what is authorized by the agreement. Employees are also responsible to see that those who are not authorized do not have access to the confidential information.

H. Use of Software

One form of intellectual property we require is computer software.

In addition to being copyrighted, computer software programs are usually subject to license agreements. These agreements restrict employee's lawful use of the software. For example: a license may prohibit copying of the programs and restrict its use to a specified computer.

Employees should not copy software or use it on a different computer unless the license agreement permits such copying or use.

Any authorized copies shall contain the proper copyright and other required notices of the vendor.

Employees should read and understand the software agreements governing the software employees use and obtain assistance to understand the limitations on the use and copying of the software.

I. Gifts, Meals and Entertainment

Except when dealing with representatives of the federal government, employees may receive or give customary business amenities such as meals, provided they are associated with a business purpose, reasonable in cost, appropriate as to time and place and are such as not to influence or give the appearance of influencing the recipient.

Business-related gifts and excessive entertainment are inherently compromising and do not belong in our business relationships; therefore:

Employees may not give or receive gifts, gift meals or gift entertainment unless:

- They are of limited value, do not influence or give the appearance of influencing the recipient and cannot be viewed by others as a bribe, kickback or payoff.
- They do not violate any law or generally accepted ethical standards including the standards of the recipient's organization.
- They can withstand public ethical review.

Gifts, gift meals and gift entertainment valued in excess of \$25.00 would require the prior determination of the employee's manager that such gift would not exceed the limitations set forth above. The person proposing to give or receive such gift would not take part in such determination.

Under no circumstances may a gift of money be given or received.

Employees are to courteously decline or return any kind of gift, favor or offer of excessive entertainment, which violates these guidelines, and inform the offerer of our policy.

The United States Government strictly prohibits employees from providing any meals, gratuities or entertainment to its employees as outlined later in this Code of Business Conduct. The U.S. Government and other governments have ethics codes strictly regulating what is permitted in gifts, meals and entertainment.

Employees should not provide any meals, entertainment or other amenities to any government employee without first reviewing the situation with our CFO.

J. Improper Payments

We will not directly or indirectly offer or solicit any kind of payments or contributions for the purpose of:

- Influencing customers, suppliers or governmental entities including their officials or employees.
- Obtaining, giving or keeping business.
- Persuading any officials or employees of another company to fail to perform, or to improperly perform their duties.
- Influencing legislation or regulations.

We will not submit to extortion.

K. Accuracy of Books, Records and Periodic Reports

As you are aware, full, fair, accurate, timely and understandable disclosures in our financial statements and periodic reports filed with the U.S. Securities and Exchange Commission is legally required and is essential to the success of our business. Please exercise the highest standard of care in preparing such reports in accordance with the following guidelines:



- All of our accounting records, as well as reports produced from those records, must be in accordance with the laws of each applicable jurisdiction.
- All of our records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All of our records must fairly and accurately reflect, in reasonable detail, our assets, liabilities, revenues and expenses.
- Our accounting records must not contain any false or intentionally misleading entries.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
- All of our transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from our internal auditors or our independent auditors.
- No false or misleading information should be given to our internal auditors or our independent auditors.
- No individual should ask or instruct any of our customers, vendors or suppliers to provide false or misleading information to, or conceal any information from, our internal auditors or our independent auditors.
- Compliance with our internal controls over financial reporting and all other internal controls is required.

It may seem that the standards set out above are primarily applicable only to our accounting and financial personnel, including but not limited to our CEO, CFO and Controller. However, our other officers, directors and employees must report accurately and in appropriate detail on the transactions in which they are involved, in order that our accounting and financial personnel can properly characterize and account for those transactions. In this area, perhaps more than any other, a cooperative effort from all of our personnel is absolutely necessary.

L. Political Contributions

Company resources shall not be used to support political parties or candidates.

Individual employees are encouraged to support their own parties and candidates, but they must do so on their own time and must not use Company resources.

If a planned contribution could in any way be looked upon as involving Company funds, property or services, the CFO should be consulted.

M. Consultants

Consultants and agents retained by the Company are expected to adhere to our Code of Business Conduct in the course of their work on behalf of the Company.

Special care should be taken to ensure no conflict of interest exists, that the consultant is genuinely qualified and in the business for which retained, that the compensation is reasonable for the services being performed, and that there is a written agreement outlining the statement of work and under which the consultant agrees to abide with all applicable laws and report any conflicts of interest.

Consultants and agents may not be retained to do anything illegal or improper. What employees may not do directly, employees cannot do indirectly by acting through another party.

N. Legal Compliance

Employees must become familiar with and comply with the laws and regulations that govern such employee's area of responsibility. If employees are responsible for activity involving the application of a particular law, employees should consult with and be guided by the advice of Human Resources, the CFO, and/or outside legal counsel. Decisions regarding the applications of the various laws should not be made without that advice. Employees are not authorized to take any action which would constitute a violation of the law.

It is the Company's intent to conduct its business in a way that not only conforms to the letter of the law, but also promotes the spirit of fairness and honesty behind the laws.

O. Antitrust Laws

The antitrust laws are intended to preserve competition by prohibiting actions that could unreasonably restrain the functioning of a free and competitive marketplace.

Any agreement that could limit competition in a specific market may be a violation of these laws and must be reviewed by the CFO.

Because verbal exchanges can be viewed as an agreement, employees need to exercise caution whenever they meet with competitors.

Keep employee discussions to the business purpose of the meeting.

Avoid discussions with competitors related to market share, projected sales for any specific product or service, revenues and expenses, production schedules, inventories, unannounced products and services, pricing strategies, marketing and, of course, any proprietary Company information.

These guidelines also apply to informal contacts employees may have with competitors, including those at trade shows or meetings of professional organizations.

The following are possible violations of these laws, which should be reviewed with the CFO:

Agreements between competitors to:

- Agree on prices
- Allocate markets or customers
- Limit production or quality
- Boycott suppliers

Agreements with customers to:

- Control resale prices
- Require tie-in sales (require purchase of one product as condition of selling another)
- Engage in reciprocal dealing
- Restrict their marketing territory

P. International Business

Special care must be taken to identify and accommodate the differences between international markets and those in the United States. As a company

operating internationally, we encounter laws which may vary widely from those in the United States. These laws may on occasion conflict with one another. Local customs and practices with regard to business and social dealings may also vary from country to country. Our policy is to comply with all laws which apply in the countries where we do business. The laws of the U.S. and the countries where we do business must be obeyed. Furthermore, in countries where common business practices might be less restrictive than those outlined in this Code, we will follow the standard outlined in this Code.

The Foreign Corrupt Practices Act and other U.S. laws prohibit the payment of any money or anything of value to a foreign official, foreign political party (or official thereof) or any candidate for foreign political office for purposes of obtaining, retaining or directing of business. As a company and as an employee, we must strictly abide by these laws. Any violations or any solicitations to violate must be reported immediately to the CFO.

Q. Export Regulations

Many types of commercial data, products, software and associated technical data may not be exported without prior written approval from the U.S. Government. We are responsible for ensuring that items delivered overseas are not diverted to restricted countries.

Conversations of a technical nature with a citizen of another country may be considered an export, even when the foreign citizen is in the United States.

When foreign visitors tour our facilities, what they see can be considered an export.

If employees have any doubt about a pending situation, they should consult our CFO.

R. Safety and Health

As a company and as individual employees we are responsible for maintaining a safe and healthful work environment. We must comply fully with all federal, state and local environmental, health and safety laws and regulations.

2. OUR RESPONSIBILITIES TO THE COMPANY**A. Conflict of Interest**

Employees are expected to avoid situations where the private interests or loyalties of employees or members of the employee's family conflict with the interests of the Company.

Employees must disclose any potential conflict of interest to their Manager so it can be resolved.

Employees should not have any business or financial relationship with customers, suppliers or competitors that could influence or appear to influence employees in carrying out their responsibilities.

This would include the ownership of stock in these companies. However, ownership of a nominal amount of stock in a publicly owned company would not be considered a conflict unless the amount was large enough to influence an employee.

Employees may not market products or services that compete with ours. Nor may employees work for a competitor, customer or supplier as an employee, consultant or member of its Board of Directors without approval.

If employees are not sure if their situation or relationship with another organization might conflict with their job performance or our Company's interests, the employee should discuss it with their Manager or Human Resources. Most potential conflict situations are readily resolved, and it is always best for employees to raise their concerns.

B. Unauthorized Use of Third Party Information

Employees may become aware of confidential information, sometimes referred to as "insider information," of a publicly held company. Law prohibits employees from using such non-public information for personal gain. Employees must not buy or sell securities of any company for which employees have knowledge of material non-public information or disclose such information to any third party including a spouse or relative except in the proper performance of employee's job. All information employees learn about a company shall be presumed to be non-public or insider information unless employees have actual knowledge to the contrary.

C. Unauthorized Use of Company Property or Services



Employees may not use Company property or services for the personal benefit of themselves or someone else unless the use has been properly approved for general employee use or for a specified purpose.

D. Safeguarding Company Assets

Each of us is responsible for protecting Company assets, which include the Company's investment in trade secrets, technology and other proprietary information as well as physical property. Managers are responsible for setting up and keeping good controls to protect assets from loss or unauthorized use.

Each of us is responsible for assisting in preventing waste and theft and assuring the integrity of the controls.

No undisclosed or unrecorded fund or asset of the Company is to be established or maintained for any purpose. All transactions in which Interphase engages are to be properly recorded on the books and records of the Company.

E. Confidential and Proprietary Information

Employees will have access to and become knowledgeable about sensitive information that is confidential, private or proprietary and which is very valuable to the Company. We are all responsible for protecting the confidentiality of such information.

Any use or disclosure (verbal or written) of sensitive information will be for Company purposes only and not for personal benefit or the benefit of competing interests.

To preserve confidentiality, the disclosure of such information should be limited to those who have a need to know.

An employee's responsibility to keep this information confidential continues after their employment with the Company discontinues for any reason.

Sensitive business information requiring protection includes, but is not limited to, customer lists, material developed for in-house use, compensation manuals and schedules, administrative and manufacturing processes, customer support strategies, quality strategies and programs, employee lists, business plans, pricing strategies and any formulas, devices and

compilations of information which give the Company a competitive advantage.

F. Media Contact and Public Discussion

News media contact and responses and public discussion of Company business should only be made through the Company's authorized spokesperson, generally, the VP of Global Sales & Marketing.

If employees are questioned by news reporters, they should refer them to the appropriate Company representative.

Failure to observe this policy can cause tremendous harm to the Company and spread misinformation.

3. BUSINESS WITH THE UNITED STATES GOVERNMENT**A. Special Nature of Government Business**

To protect the public interest, the U.S. Government has enacted laws and regulations, including those related to Executive Order 11246 (Affirmative Action Planning), which must be met by private contractors. These laws and regulations are often harsh and impose strict requirements on contractors, which are significantly different and more extensive than those we encounter in our commercial contracts.

Since these laws involve the public trust and their violation often involves criminal sanctions, it is essential that there be strict compliance with all laws and regulations—in both spirit and letter—in transacting business with the government.

In conducting government business, it is essential that the terms of the contract with the government be strictly complied with and no deviations or substitutions be made without the written approval of the government's contracting officer or other authorized representative.

B. Contract Negotiation and Pricing

The Truth in Negotiations Act requires government contractors to submit complete, current, accurate and verifiable factual information relating to contract negotiation and execution, called "cost or pricing data," up through the date of the agreement on contract price. Discrepancies can lead to a

claim of defective pricing that could result in financial penalties and possible criminal charges against the Company and the individuals involved.

Employees should be prepared during the negotiation process to explain the significance of all-important facts concerning a contract proposal and to certify the accuracy of the factual information they provide. This would include vendor quotations, changes in production or purchasing volume, labor efficiency and other factors, which might impact the cost initially or subsequently.

Employees should take extra care in the preparation of “cost or pricing data” before submitting it to the person responsible for submitting the proposal to the government. Any changes affecting the cost or pricing data must be reported immediately.

C. Subcontracting

Special procedures must be followed when purchasing materials and services from other companies for use in government contracts. Many government contract requirements must be passed down to our subcontractors and suppliers. Employees should ensure that all these required provisions are incorporated in our subcontracts.

D. Product Specifications and Testing

All materials and processes must conform exactly to the specifications called for in the contract. No substitutions (for example, foreign-made materials when domestic are specified) or deviations are permitted.

All testing and quality control requirements must be followed. These requirements cannot be changed, reduced or eliminated without proper authorization.

Any changes from the contract’s requirements must have the prior written approval of an authorized government representative.

E. Recording and Charging of Costs

Only those costs incurred in the performance of, or allocated to, a specific contract may be reimbursed by the government. Mis-charging of costs is a serious offense.



Every effort must be made to ensure that all costs, both direct and indirect, are charged to the correct account. Any change of records or transfer of costs for accounting purposes, must be documented and properly approved.

Employees must be sure that their work is accurately recorded on their time sheet as it was performed and that it is charged to the right account number. Be particularly careful to record hours worked to the exact manufacturing order for which they were incurred.

Employees are required to sign their own time sheet. Their signature is their representation as to the accuracy of the information on the sheet.

Their Supervisor's signature on the time sheet indicates that the employee's time sheet has been reviewed and verified.

No one is authorized to permit or require an employee to deviate from appropriate charging practices.

Employees should immediately report any suspected deviations from proper charging practices.

F. Hiring of Former U.S. Government Employees

The government has enacted specific rules to eliminate even the appearance of a conflict of interest by former government employees who work for government contractors. Employees should obtain clearance from Human Resources prior to discussing the employment or possible retention as a consultant of any current or former government employee, whether military or civilian.

Both the Company and any employee or consultant who was a former government employee must comply with these rules while working on the Company's behalf.

G. No Gifts, Meals or Gratuities for Government Personnel

Employees may not provide or pay for meals, refreshments, travel or lodging expenses for government employees. Very strict guidelines prohibit any type of gratuity, with very few exceptions, and employees' strict compliance is required.

Government employees are also well aware of these regulations and should automatically decline any gratuity which they feel could jeopardize their compliance.

As a basic rule, government employees must pay their fair share whenever company and government personnel participate in a joint endeavor. For example, if traveling from the airport to a common destination the fares should be shared. If business extends over the noon hour, employees must make arrangements for the government personnel to pay for their own lunch.

Employees should be aware that there may also be rules in effect by state, local and/or foreign governments governing the acceptance of business courtesies such as meals and refreshments which employees must observe.

Normal business courtesies in the commercial marketplace can be construed as an attempt to improperly influence someone in the government marketplace and may be construed as a bribe, kickback or illegal gratuity.

H. Kickbacks

The Anti-Kickback Act forbids prime and subcontractors to offer, solicit, provide or accept any gift, money or other thing of value for the purpose of improperly obtaining or rewarding favorable treatment in connection with U.S. government prime contracts and subcontracts.

The law also requires us to report violations to the government where we have reasonable grounds to suspect a violation exists.

4. ASSISTANCE AND COMPLIANCE

A. Assistance

We all share a responsibility to protect the Company's reputation.

It takes courage to raise an ethics issue—especially if it involves a situation in employee's work area. However, the Company will support employees in carrying out their responsibilities.

The best course of action when an employee has an ethical problem is to discuss it with someone. They should consult their Manager, the CFO, Human Resources, or any other appropriate individual in the Company when they need assistance.

Anyone contacted with a request for assistance shall take every practical and reasonable measure to ensure that the employee's relationship with the Company shall not be adversely affected as a result of the request.

B. Exceptions

No set of guidelines can cover all the situations employees will encounter, and guidelines have exceptions.

If employees encounter a situation where the application of the guideline contained in this Code seems inappropriate, they should consult with their Manager. Their Manager can consult with the appropriate approval authority to determine if an exception is in order. In case of doubt as to approval authority, the CFO should be consulted.

C. Proper Use of the Code of Business Conduct

An important aim of the Code of Business Conduct is to provide guidance to all employees on matters of ethics and business conduct. The CFO is available to answer questions, give advice, address concerns and investigate allegations related to the meaning and application of the Code of Business Conduct.

Unfortunately, such a program is subject to abuse. From time to time, in the name of “ethics,” an employee may attempt to harm or slander another employee through false accusations, malicious rumors or other irresponsible actions. Such attempts, if proven, will be subject to discipline.

From time to time, an employee who exercises responsibility for upholding the standards of business ethics and conduct may be threatened with reprisal by other employees including Management. Such reprisal is not only against Company policy but, in some instances, is also a violation of the law. Reprisal, if proven, will be subject to commensurate discipline.

D. Compliance and Discipline

Employees are responsible for understanding and complying with this Code of Business Conduct. Their Manager is responsible for assisting employees in understanding the Code and being aware of the ethical quality of their business behavior.

Employees have a responsibility to report any suspected violations of this Code to their Supervisor, the CFO, or Human Resources, or pursuant to the procedures for reporting violations that may be adopted by the Audit Committee from time to time.

No employee will suffer any adverse action or career disadvantage for questioning a Company practice or reporting a suspected violation of this Code or other irregularity.

The Company will investigate possible violations. In doing so, it will respect the rights of all parties concerned.

The identity of employees reporting possible violations will be kept confidential—unless the Company is required to reveal it in order to enforce this Code or by applicable law or judicial process.

If a violation is found, the Company will take appropriate disciplinary action, up to and including termination and filing of criminal charges.

E. Individual Judgment

These guidelines are to help all of us better understand what we believe to be in the best interest of our employees, those with whom we do business and the public at large. Ultimately, however, employees are left to depend on their own individual judgment in deciding on the correct course of action.

As employees consider a particular situation, considering the following factors may help them arrive at a satisfactory answer:

- Is my action consistent with approved Company practices?
- Does my action give the appearance of impropriety?
- Will the action bring discredit to an employee or the Company if disclosed?
- Can I defend my action to my Supervisor, other employees and to the general public?
- Does my action meet my personal code of behavior?
- Does my action conform to the spirit of this Code of Business Conduct?

Remember to always use good judgment and common sense. This Code of Business Conduct is intended to reflect the collective good judgment and common sense of all of us. Whenever employees see a situation where this is not the case, they have the responsibility to explain why, so it can be changed.

**5. DELEGATION OF AUTHORITY APPROVAL MATRIX**

The Company has established a reference tool for employees and Managers (called a Delegation of Authority Approval Matrix), which outlines specific decision-making authority authorization for a variety of business-related work, including: contracts management, consulting services, travel, asset and other purchases, and human resource related responsibilities. It is expected that all employees will become familiar with the Delegation of Authority Approval Matrix and comply with it. The Delegation of Authority Approval Matrix is updated from time to time by Interphase's CFO, and is available on line via the Company's intranet system at www-int.ipphase.com. Employees should direct any questions they have about process and decision-making authority to their department Manager, the CFO, or Human Resources, to ensure they understand how to appropriately conduct themselves with regard to Company business.

REFERENCE DOCUMENTS:

- [Delegation of Authority Approval Matrix](#)
- [Staffing Policy](#)
- [Sexual Harassment Policy](#)
- [Insider Trading Policy](#)
- [Employee Communication & Media Relations Policy](#)
- [Information Systems Policy](#)
- [Safety & Security Guidelines Policy](#)
- Employment Agreement
- [Acknowledgement of Receipt – Code of Business Conduct Policy](#)
- Code of Business Conduct Policy – French Version
- Acknowledgement of Receipt – Code of Business Conduct Policy – French Version