



## **Planar Employees' Code of Conduct**

When conducting business on behalf of Planar or representing Planar, remember that we are an organization of people who recognize and act on human values in addition to legal and economic requirements. We are committed to acting morally, ethically and legally in the conduct of our affairs and working hard to maintain this image of the Company. As an employee, director or officer of Planar you are our representative and it is through your actions and the actions of your fellow employees, directors and officers, that we all will be judged.

These standards of business conduct are applicable to all of Planar's employees, officers and directors. Those who violate these standards will be subject to disciplinary action, up to and including termination of employment. *If you are in a situation that you believe may violate or lead to a violation of these standards, follow the guidelines in the section entitled "Compliance Procedures," below.*

The following guidelines are intended to help you deal with situations that may arise during your employment.

### **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Obeying the law, both in letter and spirit, is the foundation on which Planar's ethical standards are built. You must respect and obey the laws of the cities, states and countries in which we operate. Although we are not all expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

If a law conflicts with a policy described in these standards, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor, or in the case of a director, the Chairman of the Board, how to handle the situation.

### **CONFLICT OF INTERESTS**

You are expected to avoid conflicts of interest at all times. A conflict of interest occurs when your personal or financial interests interfere with, or appear to interfere with, your duties and responsibilities to the organization. A conflict situation can arise when you take actions or have interests that may make it difficult to perform your Company work objectively and effectively. Conflicts of interest may also arise when you, or members of your family, receive improper personal benefits as a result of your position in the Company.

Activities which involve the unauthorized use of our time, equipment, e-mail, or information; which significantly interfere with job performance; damage Planar's reputation; or otherwise conflict with the Company's business interests are to be avoided. Of particular concern are relationships with present or prospective suppliers, customers, or competitors. In essence, you should not use your position or the assets or influence of the organization for personal advantage or for the advantage of others. In all your business activities, you should always strive to act in Planar's best interests.

Sometimes conflicts of interest will develop accidentally or unexpectedly. If this happens, any person having knowledge of the situation must report the matter directly to his or her manager or Human Resources. A policy of full disclosure will be followed in order to assess and prevent potential conflicts of interest from arising. Usually these problems can be resolved if they are handled quickly and openly.

Specifically, conflicts of interest may arise when employees or officers choose to engage in



employment or business activities outside of Planar and when employees, officers or directors are involved in political activities.

### **Outside Employment and Business Activities by Employees or Officers**

Although the Company recognizes that from time-to-time employees and officers may have a need to take on outside work, you are expected to devote full time to Planar's interests during regular working hours and during any additional time that is required. If you wish to take on outside work, you must obtain prior written consent from your supervisor and Human Resources. While you may accept other employment, you must understand that Planar expects that outside work will not compete with Planar's business nor interfere with your ability to complete your Planar tasks in a responsible and timely manner.

In addition, outside work or business must be kept outside of Planar. Do not conduct outside work during your regular working hours and do not use Company facilities, equipment, labor, information or supplies to conduct outside activities. If you are approved to work as an outside consultant, you must advise your client in advance that the work is not by, for, or in the name of Planar.

### **Political Activities**

Planar encourages individual employees, officers and directors to participate in the political process. However, no influence shall be exerted by any employee, officer or director on another employee, officer or director to make any personal political contribution or to engage in any political activity inconsistent with that person's own personal inclination. No political activities are to be conducted during work hours.

Strict laws control political contributions made by companies. Corporate political contributions must be approved in advance by the CFO.

### **Corporate Opportunities**

You are prohibited from taking for yourself personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. You may not use corporate property, information, or position for improper personal gain and you may not compete with the Company directly or indirectly. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

### **Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. 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. You should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

### **RECORD KEEPING**

Planar follows the accepted accounting rules and controls set forth by the U.S. Securities and Exchange Commission and the Financial Accounting Standards Board. Planar requires honest and accurate recording and reporting of information in all circumstances, and without exception. Planar requires that its certified public accountants have access to any and all information necessary for them to conduct audits properly.



Business expense accounts used by employees, officers and directors must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or the CFO. Rules and guidelines are available from the CFO.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and approved in writing by the CFO.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that could be misunderstood. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, threatened or known, please consult the CFO.

## **PROPRIETARY AND CONFIDENTIAL INFORMATION**

Planar must protect information to fulfill its business strategy. To this end, you should exercise caution when communicating about any Company information with people outside the Company, including friends, family and former Planar employees who are a particularly difficult group to manage regarding this issue. It's tempting to respond to questions about how things are going in such a way that confidential information may be revealed. Although it is unlikely that a former employee may reveal, either intentionally or unintentionally, information that you've shared, it is advisable to not put them, and you, into a position where confidential information might be revealed.

### **Confidential Information**

As an employee, officer or director of Planar, we trust you with highly confidential and proprietary business information. This information is to be used solely for our purposes and is not to be provided to unauthorized persons or used for the purpose of furthering a private interest.

You must ensure that all non-public information concerning the securities, financial condition, earnings, or activities of Planar remains confidential unless and until it is fully and properly disseminated to the public. Examples of areas of particular sensitivity are:

- ◆ Information relating to trade secrets of Planar;
- ◆ Information relating to the practices or policies of our customers and business partners;
- ◆ Information relating to existing or contemplated products, services, technology, designs, processes, formulas, computer systems, computer software, algorithms and research and development of Planar;
- ◆ Information relating to business plans, sales or marketing methods, methods of doing business, pricing, costs, customer lists, customer usage and/or requirements, names of sales representatives, personnel data, corporate data, sales and financial data and supplier information;
- ◆ Information relating to proprietary computer software not generally known to the public;
- ◆ Information relating to new developments;
- ◆ Any other confidential information which Planar may wish to protect by patent, copyright or by keeping it secret and confidential.

If it is necessary for business purposes to disclose confidential information to a third party, you must follow the guidelines of and use Non-Disclosure Agreements (NDAs). NDAs are one method by which Planar helps to ensure that confidential information disclosed to third parties remains confidential



and the property of Planar. Direct questions on the use of NDAs to your supervisor or, in the case of a director, to the Chairman of the Board.

If you have access to or use a Planar computer, you are responsible for safeguarding and properly using the information entered, stored or produced on the machine. Follow the procedures defined by our Information Technology organization to help prevent unauthorized access to Planar's computers and systems. If you notice anything unusual in a computer, immediately notify the Director of Information Technology.

## **Insider Trading**

### ***General Rules***

Often, confidential information you receive may be considered "material non-public information," i.e., information that is not available to the public at large and which a reasonable investor would consider important when deciding whether to buy, sell, or hold Planar securities (stock).

Federal securities laws prohibit the purchase or sale of a security at a time when the person trading in that stock possesses "material non-public information." These laws also impose civil and criminal penalties on persons who purchase or sell securities while in possession of material non-public information (a.k.a. insider trading). To ensure compliance with insider-trading laws, Planar provides specific guidance to all of its employees, including temporary employees or consultants, and to its officers and directors concerning the propriety of various securities transactions.

You are prohibited from buying or selling the securities of Planar or any other corporation about which you possess material non-public information. Equally important, you are prohibited from permitting any member of your immediate family or anyone acting on their behalf to purchase or sell such securities, and from disseminating material non-public information to others. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. You are also prohibited from communicating material non-public information to a third party, such as a family member, friend, or business colleague.

Both positive and negative information may be material. Common examples of material non-public information include:

- ◆ Internal projections of future earnings or losses;
- ◆ News of a pending or proposed merger, acquisition, tender offer, or exchange offer;
- ◆ News of a significant sale of assets or the disposition of a subsidiary;
- ◆ Changes in dividend policies or the declaration of a stock split;
- ◆ The offering of additional securities;
- ◆ Changes in management;
- ◆ Significant new products or discoveries;
- ◆ The gain or loss of a substantial customer or supplier;
- ◆ News of impending bankruptcy or financial liquidity problems; and
- ◆ Information regarding competitive pressures, pricing or cost adjustments, order or sales trends, quality issues or recalls, product introductions or releases, or product shipments.

Given the extremely serious nature of any violation of the insider-trading laws, any person found to have committed such violation will be subject to discipline, including possible dismissal and claims for any damages sustained by the Company.



### ***Trading Windows and other Trading Restrictions***

In addition to the prohibition against trading Planar securities on the basis of material non-public information, there are times when you are simply not allowed to trade Planar securities. During these time periods, the trading window is closed.

- ◆ Directors, officers, and employees who report to officers are specifically prohibited from trading in Company securities from the end of the second month of a quarter until two days after the announcement of quarterly earnings.
- ◆ All other employees are specifically prohibited from trading in Planar securities from the end of the quarter until two days after the announcement of quarterly earnings.

The exact dates of the open and closed security trading windows are available from the Corporate Controller.

In order to avoid the trading of Company securities when the trading window is open and material non-public information is available, but not be widely known, directors and officers must receive pre-approval from the CFO or Corporate Controller before trading Planar securities.

In addition to the trading windows described above, all Planar directors, officers and employees are prohibited at all times from engaging in short sales of Planar securities, and from purchasing or selling put or call options or similar derivative instruments with respect to Planar securities.

### **Use of Company Name and Image**

You must receive permission from your immediate supervisor, or in the case of a director, from the Chairman of the Board, before using the Planar name or logo on anything other than routine, work-related correspondence. In addition, all media contacts must be approved in advance by the CEO/President or his or her designee.

### **MEMBERSHIP IN PROFESSIONAL ORGANIZATIONS**

Planar supports active involvement in professional organizations. The Company will pay the costs for approved membership including dues, the reasonable cost for seminars and professional meetings, and necessary travel to attend meetings, where appropriate for business needs. Manager pre-approval is required.

### **PARTICIPATION IN COMMUNITY EVENTS**

From time to time, Planar sponsors community programs or events. We welcome and encourage your participation in these Company-sponsored programs.

### **NON-SOLICITATION**

In order to prevent interference with work and inconvenience to others, solicitation for any cause during work time is not permitted. Distribution of literature, except for technical journals and trade publications, in any work area of the Company is also not permitted. The use of Planar's computer system or e-mail system to solicit employees or to distribute outside literature, other than technical information, is also prohibited.

Solicitation includes such activities as requests for signatures, contributions for charities, support of political or other organized activities, merchandise purchases and/or requests for donations. Any requests for signatures, etc., are expected to take place after Company hours.

We maintain bulletin boards on the premises that may be used by employees for notices, announcements, and the like, including Company-sponsored charitable events. Human Resources must approve all notices posted on bulletin boards.



## **DONATIONS, GIFTS, FAVORS, AND GRATUITIES**

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

The primary rule to remember regarding gifts and gratuities is that they must not influence or appear to influence the recipient's judgment. A gift or hospitality that "appears to influence" is one that might cause a disinterested, reasonable observer to question whether the gift was a reward for a business decision or was given to gain a business advantage.

The specific policies for giving or accepting corporate gifts and hospitality are:

- ◆ We do not generally give gifts, except where culturally appropriate, to people outside the Company except for promotion of the product. Accordingly, all gifts must be approved in advance by an officer;
- ◆ Cash gifts or gratuities are not to be accepted under any circumstances;
- ◆ Entertainment at meals, business meetings and social events should not exceed the hospitality that can be returned in the normal course of business entertainment;
- ◆ You should not solicit or accept, directly or indirectly, any gift, favor or other thing of more than nominal monetary value (\$25.00) from any current or potential vendor, supplier or customer of Planar.
- ◆ If you receive a gift of more than nominal monetary value, you must report the receipt of such gift to your supervisor or, in the case of a director, the Chairman of the Board.

If you are offered a gift, gratuity, or entertainment outside the limits of this policy, or believe someone is pressuring you outside Planar, you should report the incident to your manager, or in the case of a director, to the Chairman of the Board, immediately.

## **EMPLOYMENT OF FAMILY MEMBERS**

Your relatives may apply for employment with the Company and will be given equal consideration with all applicants except that Planar will not employ an employee's family member, nor permit continued employment of family members, where such employment would result in an employee reporting to or supervising a family member.

Family members include:

- ◆ Spouse
- ◆ Domestic Partner
- ◆ Children and stepchildren
- ◆ Parents
- ◆ Siblings
- ◆ Nieces and nephews
- ◆ Aunts and uncles



## **DISPUTE RESOLUTION**

Planar encourages you to address all work-related problems or concerns promptly and objectively and to make every effort to reach a solution on your own.

When you cannot solve the issue independently, you should discuss the issue with your immediate supervisor. If you are uncomfortable speaking with your supervisor, you may begin with Human Resources.

If the complaint or problem concerns your supervisor or if, after meeting with your supervisor, you feel the resolution is unsatisfactory, you may submit a request to the next higher level of management for a review of the situation. Your request should be submitted in writing and should include:

- ◆ Facts relative to the complaint or problem;
- ◆ Adjustments or relief you are seeking; and
- ◆ Reasons why your supervisor's solution was not acceptable.

Your Human Resources representative can assist with this documentation if necessary.

Within ten working days, the manager will review the findings with you and your supervisor as soon as possible.

In the unusual event that a resolution still is not achieved, you may request a final review by Vice President of Human Resources or the CEO/President. The decision at this time will be final.

You should avail yourself of this procedure when faced with unresolved work-related problems. Although there is no guarantee you will always be satisfied with the final solution, we do guarantee that problem resolution methods are available to you when you need them, and that you will not be disciplined, discriminated against, or suffer repercussions for using the complaint resolution process.

## **WAIVERS OF ETHICAL STANDARDS**

Any waiver of these standards for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

## **REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR**

You are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith. You are expected to cooperate in internal investigations of misconduct.

## **COMPLIANCE PROCEDURES**

We must all work to ensure prompt and consistent action against violations of these standards. However, in some situations it is difficult to know if a violation has occurred. Since we cannot

anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solution, we must be as fully informed as possible.



- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. 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 or other appropriate person. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it locally with your Human Resources representative.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind for good faith reports of ethical violations. Planar provides a confidential channel for disclosing information about questionable activity in the Company. For more information about the anonymous complaints process visit the Policies and Procedures link on Planarworld.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

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