

OXFORD

Ethical Conduct Policy for Senior Financial Officers

Introduction

The honesty, integrity and sound judgment of senior financial officers (including, among others, the chief executive officer, the chief financial officer and the chief accounting officer) is fundamental to the reputation and success of the Company. While all employees, officers and directors are required to comply with the Company's Code of Conduct, the professional and ethical conduct of senior financial officers is essential to the proper function and success of the Company.

Senior Financial Officers Ethical Conduct Policy

The Company's senior financial officers who perform accounting, audit, financial management or similar functions shall:

- Comply with applicable laws, rules and regulations of federal, state, provincial and local governments (both United States and foreign), and other appropriate private and public regulatory agencies.
- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Proactively promote ethical and honest behavior within the workplace.
- Assure responsible use of and control of all Company assets, resources, and information.
- Not take any action to fraudulently influence, coerce, manipulate or mislead any auditor (internal or external) of the Company's financial statements.
- Provide colleagues with information that is accurate, complete, objective, relevant, timely and understandable.
- Act in good faith, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of employment.
- Share knowledge and maintain skills important and relevant to the Company's needs.

All senior financial officers are expected to adhere to both the Company's Code of Conduct and the Ethical Conduct Policy for Senior Financial Officers at all times. The Company's Board of Directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from the Ethical Conduct Policy. Any waiver and the grounds for such waiver for a senior financial officer shall be promptly disclosed to the Company's shareholders.