

# LIQUIDMETAL TECHNOLOGIES, INC.

## CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL AND ACCOUNTING OFFICERS

(Adopted February 18, 2003)

### Introduction

Liquidmetal Technologies, Inc. (the “Company”) expects all of its employees to maintain high ethical standards of conduct and to comply with applicable laws and governmental regulations. All employees are subject to the Liquidmetal Technologies Code of Conduct, but the Company has also adopted this additional Code of Ethics to codify certain standards, duties, and responsibilities for which the Company’s chief executive officer and senior financial officers will be held accountable. In particular, this Code of Ethics will be applicable to the Company’s chief executive officer, chief financial officer, corporate controller, and any other financial officers selected by the Company’s Board of Directors or the Corporate Governance and Nominating Committee thereof (all of such persons, including the chief executive officer, are hereafter referred to as the “Senior Financial Officers”). The purposes of these standards, duties, and responsibilities are to promote honest and ethical conduct; compliance with applicable laws and regulations; avoidance of conflicts of interest; and full, fair, accurate, timely and understandable disclosure in the Company’s public filings and communications. As the professional and ethical conduct of the Senior Financial Officers is essential to the proper conduct and success of the Company’s business, the Senior Financial Officers must adhere to the standards, duties and responsibilities set forth in this Code of Ethics in addition to adhering to the other policies, procedures, and guidelines generally applicable to Company employees, including the Liquidmetal Technologies Code of Conduct. To the fullest extent possible, this Code of Ethics should be read to supplement the Company’s other policies, procedures, and guidelines, but if there is a conflict between them, then this Code of Ethics will control.

### Code of Ethics

#### *General Standards*

The Company and the Company’s Board of Directors will hold each Senior Financial Officer accountable for adhering to and advocating the following standards to the best of his or her knowledge and ability:

- A. Act in an honest and ethical manner, including in connection with the handling and avoidance of actual or apparent conflicts of interest between personal and professional relationships;
- B. Comply with all applicable laws, rules and regulations of federal, state and local governments (both United States and foreign) and other appropriate private and public regulatory agencies (collectively, the “Laws”);
- C. Proactively promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities

and Exchange Commission (the “SEC”) and in other public communications the Company makes, including, without limitation, providing other Company employees with information that is accurate, complete, objective, relevant, timely and understandable and acting in good faith, with due care, competence and diligence, without misrepresenting material facts or allowing such Senior Financial Officer’s independent judgment to be subordinated; and

- D. Proactively promote ethical and honest behavior within the Company, including, without limitation, the prompt reporting of violations of, and being accountable for adherence to, this Code of Ethics.

### *Specific Duties and Responsibilities*

In adhering to and advocating the standards set forth above, each Senior Financial Officer shall fulfill the following duties and responsibilities to the best of his or her knowledge and ability:

1. Each Senior Financial Officer shall handle all conflicts of interest between his or her personal and professional relationships in an ethical and honest manner, and shall disclose in advance to the Company’s General Counsel any transaction or relationship that reasonably could be expected to give rise to an actual or apparent conflict of interest between the Company and such Senior Financial Officer. To the extent that an actual or apparent conflict of interest is deemed to exist, the General Counsel shall report the relevant details of such conflict of interest to the Corporate Governance and Nominating Committee (the “Corporate Governance Committee”). The Corporate Governance Committee shall thereafter take such action with respect to the conflict of interest as it shall deem appropriate. In addition, the General Counsel shall report all conflicts of interest and related-party transactions involving Senior Financial Officers to the Audit Committee of the Board of Directors, which shall also take such action as it shall deem appropriate. It is the general policy of the Company that conflicts of interest should be avoided whenever practicable. For purposes of this Code of Ethics, a “conflict of interest” will be deemed to be present when an individual’s private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole.
2. Each Senior Financial Officer will use his or her best efforts to ensure the timely and understandable disclosure of information that, in all material respects, is accurate, complete, objective and relevant in all reports and documents the Company files with, or submits to, the U.S. Securities and Exchange Commission (“SEC”) or in other public communications that the Company makes. As part of this undertaking, each Senior Financial Officer will periodically consider the adequacy and effectiveness of the Company’s “internal controls” and “disclosure controls and procedures” (as such terms are defined or used in rules proposed or adopted by the SEC).

3. Each Senior Financial Officer will use his or her best efforts to ensure compliance in all material respects by such Senior Financial Officer and the Company with all applicable Laws.
4. Each Senior Financial Officer shall respect the confidentiality of information acquired in the course of his or her work and shall not disclose such information, except when the Senior Financial Officer believes he or she is authorized or legally obligated to disclose the information. No Senior Financial Officer may use confidential information acquired in the course of his or her work for his or her personal advantage.
5. Each Senior Financial Officer shall responsibly use and exercise judicious control over all assets and resources of the Company that such Senior Financial Officer employs or that the Company has entrusted to such Senior Financial Officer.
6. No Senior Financial Officer may take or direct or allow any other person to take or direct any action to fraudulently influence, coerce, manipulate or mislead the Company's independent auditing firm.
7. No Senior Financial Officer may engage the Company's auditing firm to perform audit or non-audit services without the Audit Committee's (or its designee's) preapproval in accordance with the Audit Committee's charter.

### **Reporting Violations**

If any person believes that a Senior Financial Officer has violated this Code of Ethics or the Company has or is about to violate a Law, or a Senior Financial Officer believes that he or she is being asked to violate this Code of Ethics or any Law in the performance of his or her duties for the Company, then the matter should be promptly reported to the Company's General Counsel. The Company's General Counsel will take appropriate steps to maintain the confidentiality of the reporting person's identity, to the extent that the General Counsel can do so consistent with the Company's obligations to investigate and remedy the matter and, if appropriate, to report the matter to government officials. The General Counsel also will promptly report the matter in question to the Company's Corporate Governance Committee (and if the matter relates to a conflict of interest or related-party transaction, then the General Counsel will also report the matter to the Company's Audit Committee). Persons may report violations of this Code of Ethics on an anonymous basis. No retribution will be taken against a person for reporting, in good faith, a violation or suspected violation of this Code of Ethics.

### **Interpretation and Enforcement**

The Company's Corporate Governance Committee is responsible for overseeing the interpretation and enforcement of this Code of Ethics. Subject to the Corporate Governance Committee's ultimate authority, the Company's General Counsel will be responsible for the day-to-day administration of this Code of Ethics. If the Company's General Counsel determines that he or she is not able to resolve any question regarding interpretations or possible breaches or violations of this Code of Ethics, then such question shall be directed by the General Counsel to

the Chairperson of the Corporate Governance Committee for resolution by the Corporate Governance Committee.

Upon request by the Corporate Governance Committee, or promptly after (i) a Senior Financial Officer or other person reports to the Company's General Counsel that a Senior Financial Officer has or is about to violate this Code of Ethics or a Law, (ii) a Senior Financial Officer reports that he or she is being asked to violate this Code of Ethics or any Law in the performance of his or her duties for the Company, or (iii) any person requests a waiver of or change in this Code of Ethics, the Company's General Counsel will report to the Corporate Governance Committee concerning such request or matter. When the Corporate Governance Committee considers any such matter relating to this Code of Ethics, it shall act in executive session.

Each Senior Financial Officer will be held accountable for his or her adherence to this Code of Ethics by the Company's Board of Directors and appropriate committees thereof. A Senior Financial Officer's failure to adhere to this Code of Ethics will be subject to appropriate disciplinary action, ranging from warnings to possible termination or removal.

Only the Company's Board of Directors or Corporate Governance Committee may waive or amend this Code of Ethics. To the extent that any waiver constitutes the approval of a related-party transaction involving a Senior Financial Officer, such waiver shall also be approved by the Company's Audit Committee. All waivers and amendments of this Code of Ethics must be publicly disclosed in a manner that complies with the requirements of the SEC, the listing standards of the NASDAQ National Market, and other applicable Laws.

\* \* \*