

RAVEN

INDUSTRIES

Code of Conduct

As employees and directors of Raven we must hold ourselves to the highest ethical and legal standards of conduct. The Raven Code of Conduct guides us in how we manage our business activities. It helps define what is allowed and not allowed.

We can be proud of Raven, and the good corporate reputation we enjoy. Relentless attention to this critical task every day ensures that reputation is never tarnished.

The Code's purpose is guidance. If a situation arises which raises a question in your mind as to ethical or legal compliance, it is your obligation to communicate this to your Company. Speak with your supervisor, your peers, the Director of Human Resources or the confidential AlertLine®. If you choose, you can speak directly to me or a member of the Raven Board of Directors.

Sincerely,

RAVEN INDUSTRIES, INC.

A handwritten signature in black ink, appearing to read "Daniel A. Rykhus". The signature is written in a cursive style with a horizontal line underneath.

Daniel A. Rykhus
President and Chief Executive Officer

Corporate Principles

Raven Industries is committed to the highest standards of ethics and business conduct. This encompasses our relationships with our customers, our suppliers, our stockholders, our competitors, the communities in which we operate, and with each other as employees and directors.

Our Customers

We are committed to providing high quality, fair value and honest transactions. We will deal both lawfully and ethically with all our customers.

Our Employees

We are committed to treating one another with dignity and respect and to maintaining employment practices based on equal opportunity for all employees, irrespective of age, race, color, sex, religion, or nationality. We are committed to providing safe and healthy working conditions and an atmosphere of open communication.

Our Suppliers

We are committed to fair competition, without discrimination or deception, in a manner consistent with long-lasting business relationships.

Our Stockholders

We are committed to providing a superior return to our shareowners and to protecting and improving the value of their investment through the prudent utilization of corporate resources and by observing the highest standards of legal and ethical conduct.

Our Competitors

We are committed to competing vigorously for business and basing our efforts solely on the merits of our competitive offerings.

Our Communities

We are committed to being a responsible corporate citizen. We will abide by all national, state and local laws, and strive to improve the well-being of our communities through the encouragement of employee participation in civic affairs and through corporate philanthropy.

Standards of Conduct

Introduction

Our Code of Conduct, comprised of our Corporate Principles and these Standards of Conduct, govern our business decisions and actions. It is directed and supported by senior management as well as Raven's Board of Directors. The Code is an expression of fundamental values and represents a framework for decision-making. (The Code is further defined in our Vision & Values pamphlet and in the Corporate Policies and Procedures Manual.) The integrity, reputation, and profitability of Raven ultimately depends upon the individual actions of our employees and directors. Each is personally responsible and accountable for compliance with our Code.

These Standards of Conduct serve to assist in defining our ethical principles and are not all-encompassing. The Standards must be interpreted within the framework of the laws and mores of the jurisdictions in which we operate, as well as in light of Raven policies and good common sense. Reasons such as "everyone does it" or "it's not illegal" are unacceptable as excuses for violating our Standards. We must each be mindful of avoiding at all times, on and off the job, circumstances and actions that give even the appearance of an impropriety or wrongdoing which could discredit the Company.

These Standards of Conduct will be enforced equitably at all organizational levels.

1.0 Customers and Suppliers

1.1 Conflicts of Interest

Employees and directors are considered to have a "conflict of interest" when they place themselves in a position where they are forced to choose between financial gain for themselves (or a member of their family or other third party) or Raven businesses. It is imperative that business decisions and actions are not made with the intent of affecting personal gain. It is equally important that financial decisions of a personal nature do not have an adverse effect on Raven. All situations that have or appear to create a conflict of interest should be avoided. Employees and directors must fully disclose any actual or potential conflicts of interest.

The following are examples of activities which Raven considers to be unacceptable as related to conflicts of interest:

- Borrowing or being financially indebted to a competitor or a company that supplies Raven with goods and services.
- Owning substantial amounts of stock (more than 10%) or having voting stock in a company or group that has a financial relationship with Raven, such as a competitor, a supplier of goods and services, or a customer. (Note: It is acceptable, however, to own small amounts of stock in any company that is traded on a nationally recognized exchange or the over-the-counter market.)
- Acting as a contractor, or providing other services, to Raven while employed by Raven.
- Working simultaneously for a competitor, customer, or supplier.
- Employment or membership in another organization that may interfere with job performance, utilize company property, involve company sponsorship or create the possibility of adverse publicity.

1.2 Business Courtesies and Gratuities

Business courtesies and gratuities are gifts, such as meals, cocktails, discounts, hospitality, entertainment, recreation, tickets, promotional items, transportation and any tangible or intangible “thing of value” for which the recipient does not pay the fair market value. The purpose of business courtesies and gifts in a business setting is to create goodwill and sound working relationships, not to gain an unfair advantage.

Raven employees may give or receive business courtesies or gratuities in their Raven business dealings with commercial customers, suppliers and with other non-government parties provided they meet the following guidelines:

- They do not violate the law, regulations, or reasonable customs of the marketplace or the known policy of recipient’s employer.
- They are reasonable in cost, amount, quantity and frequency.
- They are appropriate as to time and place.
- They do not influence or give the appearance of influencing the business judgment of the recipient.

- They can stand public scrutiny without damaging Raven's reputation.
- They are properly reflected on Raven books and records.

Under no circumstances should you give money as a business courtesy or gratuity.

The rules regarding gifts and gratuities to government employees or officials are considerably different from these guidelines and are very strict. Giving anything of value, directly or indirectly, even nominal value, to an official or employee of the U.S. government is strictly prohibited, as are certain payments to foreign government officials.

1.3 Antitrust Compliance and Fair Competition

Antitrust laws in the U.S. and competition laws outside the U.S. exist to ensure free and open competition in the marketplace. Raven fully supports this principle, as it is an integral part of maintaining high ethical standards. These laws are complex, and consequently, employees may not take any collaborative action with a competitor, or take any action that could have an improper anti-competitive effect. Examples of prohibited conduct include:

- Agreements or understandings with competitors, either directly or through others, to fix prices, divide customers or territories, or restrict sales;
- Exchange of pricing or other proprietary information with competitors, such as terms of sale, allocation of market share, or company cost structure; and
- Illegal price discrimination or refusals to deal. Our goods and services must be made available to our customers on a similar basis.

Raven management is expected to maintain basic familiarity with the principles and purposes of the antitrust laws as they apply to our business, and to abstain from any activities that might violate or create any appearance of intention to violate such laws. Raven employees are expected to understand the antitrust principles that apply to their activities. Violation of these laws can result in civil liability and criminal penalties for Raven and its employees.

1.4 U.S. Government Procurements

As a supplier to the United States Government, Raven expects all

employees and directors to comply with the laws and regulations governing Government procurements.

Special care must be taken to comply with the unique and special rules of the Government procurement process and to ensure the accuracy of all data submitted to the U.S. Government.

The Corporation is also committed to compliance with foreign government procurement laws which are applicable to Raven business activities outside the United States.

1.5 Product Quality and Safety

All Raven operating units have the responsibility to design, manufacture and deliver quality products. All required inspection and testing operations must be completed properly.

Likewise, all Raven products must be designed, produced and delivered with the safety and health of our customers and product users as a primary consideration.

1.6 Marketing and Selling

It is our responsibility to understand our customers' requirements and to satisfy those requirements by offering quality products and services at competitive terms and prices.

We will sell our products and services honestly, based upon their merits, and will not pursue any sale that requires us to act unlawfully or in violation of these standards to earn the sale.

1.7 Consultants, Representatives and Agents

When it is necessary to engage the services of an individual or a firm to consult for or otherwise represent Raven, special consideration must be given to avoiding conflicts of interest between the Company and the person or firm to be employed. Consultants, representatives and agents of Raven must not act on the Company's behalf in any manner which is inconsistent with the standards of conduct applicable to employees and directors under the Code of Conduct or any applicable laws or regulations.

1.8 Protection of Proprietary Information

All Raven employees and directors will respect the proprietary

information and trade secrets of our customers and suppliers. New employees are not to divulge the proprietary information of their former employers. Raven employees and directors will not disclose any proprietary information of customers or suppliers unless the release or disclosure is properly authorized by the individual or firm owning the information.

1.9 Suppliers, Vendors and Subcontractors

It is Raven policy to purchase all equipment, supplies and services on the basis of merit. Raven suppliers, vendors and subcontractors will be treated with fairness and integrity and without discrimination.

1.10 Error Reconciliation

It is Raven policy to advise customers and suppliers of any clerical or accounting errors and promptly to effect correction of the error through credits, refunds or other mutually acceptable means.

2.0 Employees

2.1 Employment of Relatives

It is Raven policy to not permit relatives of employees, contractors or vendors to work in the same department or in a position that presents a real or perceived conflict of interest. At no time can relatives work in a direct or indirect reporting relationship or have management/supervisory responsibilities to them. Employees who marry also fall under these guidelines.

Hiring, or pressuring another company employee to hire, a family member or close friend as a consultant or employee is also not permitted.

2.2 Equal Employment Opportunity

It is Raven policy to afford equal employment opportunity to qualified individuals regardless of their race, religion, color, national origin, age, sex, handicap or other factors not related to Raven's legitimate business interests.

This policy applies to all phases of the employment relationship, including hiring new employees, promotions, selection for training programs, compensation administration and benefit programs.

2.3 Workplace Environment

Raven is committed to providing its employees a workplace that is free from recognized safety and health hazards and a work environment free from discrimination, harassment or personal behavior not conducive to a productive work climate.

The management of each Raven entity is responsible for establishing and maintaining Raven approved policies which assure compliance with this commitment. The terms of this Code of Conduct are intended to supplement, and not supersede any existing or future Raven employee manuals, employment related policies, or confidentiality or other agreements with Raven employees.

2.4 Drug and Alcohol Abuse

All Raven entities will abide by applicable laws and regulations relative to the possession or use of alcohol and drugs. Raven policy prohibits the illegal use, sale, purchase, transfer, possession or presence in one's system of drugs, other than medically prescribed drugs, while on Company premises or conducting Company business.

Similarly, Raven policy prohibits the use, sale, purchase, transfer or possession of alcoholic beverages by employees while on Company premises, except as authorized by the Company.

2.5 Employee Privacy

Raven operates on the firm belief of respect for employee privacy. It is our policy to acquire and retain only employee personal information that is required for effective operation of the Company or that is required by law in the jurisdictions in which we operate. Access to such information will be restricted internally to those with a recognized need to know.

Raven will comply with all applicable laws regulating the disclosure of personal information about employees. In any location where applicable law does not regulate the release of such information, it is Raven's policy to protect such information from unreasonable disclosure.

Our respect for employee privacy normally precludes any concern relative to personal conduct off the job, unless such conduct impairs the employee's work performance or affects the reputation or legitimate business interests of the Company.

The on or off duty behavior of a supervisor or manager, where there is employee interaction, may create a potential legal liability for the Company and as such is not considered personal and private.

2.6 Communication

Raven will provide its employees and directors with timely information on business results, product performance, customer relations and employee achievements. Communication channels will be provided that encourage self-expression and open avenues relative to employee and director opinions, attitudes and concerns.

The Director of Human Resources is responsible for enforcing the Code of Conduct through communication and training programs, as well as investigating and reporting ethics and compliance-related allegations.

Raven uses an anonymous and confidential program called AlertLine®. This confidential hotline allows employees alternative means of asking questions, registering complaints and reporting suspected wrongdoings. Calling 1-800-932-5378 connects any person with an ethical concern to a Communication Specialist employed by AlertLine®.

The Communication Specialist will take the information and forward a report to an executive officer, the Director of Human Resources, or another senior manager, for investigation. In no case will the message be forwarded to any person named by the caller. In the case of a serious allegation regarding accounting misconduct or improper financial reporting, the Chair of Raven's Audit Committee will direct the investigation. AlertLine® does not function as an advocate, but assists in the communication of concerns and the results of any investigation in a confidential manner.

AlertLine® and the company officials will respect the level of confidentiality requested by the employee. However, complete anonymity can limit managers' ability to respond appropriately.

No retribution will be taken against any employee for contacting AlertLine®, a supervisor or HR staff member to express concerns about business practices. However, the use of these communication channels to report a wrongdoing will not absolve an employee from accountability for personal involvement in such wrongdoing.

2.7 Employee Development

Raven is dedicated to promoting employee self-development through assistance in improving and broadening work-related skills.

2.8 Compensation and Benefits

Raven compensation programs and levels will be based on attracting, motivating, and retaining competent, dedicated personnel. Compensation and benefits programs will be consistent with remaining competitive in our marketplaces.

3.0 Stockholders

3.1 Return on Investment

It is one of Raven's basic objectives to earn a profit in an ethical manner in order to make investments in the Company's future and to provide a superior return on our stockholders' investments.

3.2 Protection of Assets

3.2.1 Tangible Assets

Every Raven employee and director is responsible for the proper use, conservation and protection of Company assets, including its property, plants and equipment. The management of each Raven entity is responsible for establishing and communicating to employees the policies and procedures necessary to meet these responsibilities.

3.2.2 Intellectual Property

Raven employees and directors frequently have access to the intellectual property of the Company, such as inventions, sensitive business information, and sensitive technical information, including computer programs, product designs, and manufacturing expertise. All employees and directors are charged with the responsibility to use and protect these assets in accordance with applicable Raven intellectual property agreements.

3.3 Accuracy of Company Records

Raven business transactions worldwide must be properly authorized

and be completely and accurately recorded on the Company's books and records in accordance with generally accepted accounting practice and established Raven financial policy. Budget proposals and economic evaluations must fairly represent all information relevant to the decision being requested or recommended. No secret or unrecorded cash funds or other assets will be established or maintained for any purpose.

The retention or proper disposal of Company records shall be in accordance with established Raven financial policies and applicable statutory and legal requirements.

3.4 Stockholder Communication and Insider Trading

Raven will provide full, fair, accurate, timely and understandable disclosure in reports and documents it files with, or submits to, the SEC and in other public communications it makes.

Raven, its employees and directors will comply with all laws and regulations and Company policies governing the public disclosure of business information, including insider trading laws. All public statements, whether oral or written, must be accurate with no material omissions.

4.0 Communities

4.1 Political Contributions

Raven will comply with all national, state and local laws regulating its participation in political affairs, including contributions to political parties, national political committees, or individual candidates. Raven generally avoids direct contributions to political parties, political committees and individual candidates.

4.2 Employee Involvement in the Political Process

Raven encourages all employees to be informed voters and to be involved in the political process. Personal participation, including contributions of time or financial support, shall be entirely voluntary.

Employees are prohibited from pressuring fellow employees or using their position to try to influence a personal decision to contribute or otherwise support political parties, candidates or political action committees.

Employees, representatives, consultants or agents who are designated to represent the Corporation or its entities must comply fully with all applicable laws and Raven policies relevant to participation in political and public affairs.

It is Raven policy not to conduct plant tours with political candidates during an election year.

4.3 Export Control

It is the policy of Raven to comply fully with the export control and economic sanction laws of the United States and all other jurisdictions in which we operate.

Raven's policy on export/import controls and economic sanctions requires particular attention be given to:

- obtaining the proper export authorization;
- establishing the eligibility of export recipients;
- the proper execution and delivery of required documentation;
- record retention.

These laws are complex and employees should contact Raven's Chief Financial Officer whenever a question arises.

4.4 Improper Payments

All employees will abide by the provisions of the Foreign Corrupt Practices Act.

4.5 International Boycotts and Restrictive Trade Practices

Raven's business entities will comply with the provisions of the United States Anti-boycott Laws.

4.6 Local Laws and Customs

Raven international business operations may encounter laws, local customs and social standards that differ widely from U.S. practice. It is Raven policy to abide by the national and local laws of the countries in which we operate, unless prohibited by U.S. law. When local customs and business or social practices vary from the standards contained in the Raven Code of Conduct, it is permissible

to conform to local customs and practices when necessary for the proper conduct of Raven business and when approved by Raven's Chief Financial Officer and when otherwise lawful.

4.7 Environmental Issues

The Corporation will conduct its operations in a manner that safeguards the natural environment. All U.S. entities will conduct their operations, and design and manufacture their products, in conformance with all federal, state and local regulations.

4.8 Community Support

As a good corporate citizen, Raven policy is to support the organizations and activities of the communities in which we reside. Employees are urged to participate personally in civic affairs. The Corporation will strive to support worthwhile civic and charitable causes.

5.0 Competitors

5.1 Antitrust Laws

Raven employees and directors must never exchange information with competitors regarding prices, market share, or any other data that could be in violation of United States Antitrust Law or comparable competition laws that apply to Raven operations outside the United States.

5.2 Competitive Information

In the highly competitive global marketplace, information about our competitors is a necessary element of business. Such information will be accepted only when there is reasonable belief that both receipt and use of information is lawful.

5.3 Marketing, Selling and Advertising

Raven will compete in the global marketplace on the basis of the merits of our products and services. Legal and ethical considerations dictate that marketing activities be conducted fairly and honestly. Marketing and selling practices should be based on the superiority of our product offerings. In making comparisons to competitors, care must be taken to avoid disparaging a competitor through inaccurate statements.

6.0 Employee and Director Responsibilities

6.1 Compliance

It is the responsibility of all Raven employees and directors to comply with these Standards of Conduct and implementing policies. Any questions of applicability or interpretation should be addressed to appropriate supervision or the Director of Human Resources. Failure to comply with these Standards and associated Raven policies will result in appropriate sanctions, to be determined by the appropriate authority in conjunction with the Human Resource Department.

6.2 Reporting Violations

It is each employee's and director's personal responsibility to bring violations or suspected violations of the Raven Standards of Conduct to the attention of their supervisor, the Director of Human Resources, the Audit Committee, or in confidence to the AlertLine®, as appropriate. Raven policy prohibits any retribution for making such reports and the identity of the person reporting a suspected violation will be maintained in confidence, unless otherwise required by law.

A copy of this Code of Conduct is available on Raven's website at <http://www.ravenind.com>.

Corporate Human Resources Department
(800) 227-2836, Extension 1200
(605) 336-2750, Extension 1200
AlertLine®
(800) 932-5378



*Making Raven One of the Best
Small Companies in America*