



Code of Ethics and Business Conduct

Dear Employees and Directors,

The Code of Ethics and Business Conduct express our fundamental values, and our expectation that all of Fenix Parts' employees, executive officers and directors will uphold the highest level of business ethics and integrity that make Fenix Parts a respected and trusted company.

It is important that each of us exercise sound business judgment, act honestly and ethically and treat each other and our customers, partners, suppliers and customers fairly. This code provides the essential standards that you need to understand your responsibilities in this regard.

Behaving ethically is important in its own right. And it helps to foster the loyalty of our customers. So it is important that you take the time to read this code, adopt the standards set by the code, and continue to follow it. Every employee, executive officer and director should be concerned with promoting the good reputation of Fenix Parts. If we all do so, Fenix Parts will continue to be a great place to work, to grow and to attract and keep our customers.

Kent Robertson,
President and CEO

Introduction

The culture of integrity and compliance in an organization starts at the top. At Fenix Parts, the CEO and senior executives, as directed by the Board, are responsible for setting standards of business ethics and overseeing compliance with these standards. In keeping with this, this Code of Ethics and Business Conduct applies equally to all employees, executive officers and members of the Board of Directors of Fenix Parts.

All managers are responsible for all employees entrusted to them. Managers must earn respect by exemplary personal behavior, performance, openness, and social competence. This means, among other things, that each manager must emphasize the importance of ethical conduct and compliance, make them regular topics of everyday business and promote them through personal leadership and training. Each manager must lead by example.

As employees or directors of Fenix Parts, we frequently encounter a variety of ethical and legal questions. We should decide these questions in ways that are consistent with Fenix Parts' basic values and principles. Fenix Parts expects all employees and directors to obey the law and to act

ethically. Fenix Parts' Code of Ethics and Business Conduct Guidelines provide guidance for resolving a variety of legal and ethical questions for employees and directors of Fenix Parts.

Each section of these guidelines covers an area in which we have responsibilities to Fenix Parts as employees or directors.

Because changes in our industry constantly present new ethical and legal issues, no set of guidelines should be considered the last word under all circumstances.

We encourage you to utilize the values expressed in this Code of Ethics and Business Conduct in making business decisions. If you have any questions about interpreting or applying these guidelines, or about other guidelines and procedures published by Fenix Parts, it is your responsibility to consult your manager. A violation of any Fenix Parts guidelines can result in disciplinary action, up to and including termination.

What to Do About Possible Unethical or Unlawful Conduct

If you know of, or have reason to suspect, any possibly unlawful or unethical situation, or believe that you are a victim of prohibited workplace conduct, you should immediately tell Fenix Parts whatever you know or have heard. You can do so in one of several ways. Contacting your manager is usually the best place to start. For employment-related issues, you should contact Kent Robertson. For issues relating to trading our securities or inside information, you should contact Kent Robertson.

You may also send confidential communications regarding such situations directly to any member of senior management (CEO, CFO, SVP).

Fenix Parts will promptly review, and, if appropriate investigate. You must cooperate with any internal and external investigations of possibly unlawful or unethical situations.

Fenix Parts prohibits, and will not tolerate, any reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, these Business Conduct Guidelines or any other person who is assisting in any investigation.

Your Conduct

To maintain Fenix Parts' reputation for integrity, Fenix Parts expects that you will exercise good judgment to ensure the safety and welfare of our employees, agents and contractors, and to maintain a cooperative, efficient, positive, work environment and company. These standards apply while working on our premises, at offsite locations, at Fenix Parts sponsored business and social events, or at any other place where you are representing Fenix Parts.

Employees who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including termination. You must follow all of Fenix Parts' Business Conduct Guidelines and exercise good judgment in your decisions and actions. We rely on you to safeguard Fenix Parts' integrity.

If Fenix Parts' management finds that your conduct on or off the job negatively affects your performance, the performance of other employees or Fenix Parts' legitimate business interests, you will be subject to disciplinary measures.

The Work Environment

Fenix Parts strives to maintain a healthy, safe and productive work environment which is free from discrimination or harassment, based on race, color, religion, gender, sexual orientation, gender identity or expression, national origin, age, disability, or veteran status or any other factors that are unrelated to Fenix Parts' legitimate business interests.

Fenix Parts will not tolerate sexual advances, actions or comments, racial or religious slurs, jokes or any other comments, or any other conduct in the workplace that creates, encourages or permits an offensive, intimidating or inappropriate work environment.

Other conduct that is prohibited includes: threats, violent behavior, the possession of weapons of any type, the use of recording devices for other than management approved purposes and the use of alcohol or illegal drugs.

Prescribed and/or over-the-counter drugs may affect behavior and performance. Employees on a confidential basis are encouraged to advise their supervisor that they are taking such drugs for medical reasons and medical evaluation may be required. During any period that such prescription drugs adversely affects job performance, the employee will be relieved of his/her duties or re-assigned by Fenix Parts.

You are prohibited from being under the influence of alcohol or illegal drugs while performing company business or while in a company facility. Use of alcohol or possession of an open container of alcohol while in a company facility is prohibited.

Privacy of Employees and Customers

Fenix Parts collects and maintains personal information ("PHI") relating to your employment, including compensation, medical and benefits information.

Personal data may be collected, processed, or used only as necessary for pre-determined, clear, and legitimate purposes. If your job requires that you collect or maintain personal data, you must maintain it in a secure manner utilizing such means as Fenix Parts provides to do so. You should take appropriate precautions when transmitting personal data. Fenix Parts strives to maintain high standards with regard to data quality and technical protection against unauthorized access. The use of the data must be transparent for those concerned and the rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking, and deletion of information.

Only those individuals who must see PHI in order to perform job duties will have access to PHI. If you are required to access PHI in order to do your job, you must not disclose it to any other person unless that person is authorized to access the PHI.

Personal items, messages or information that you consider private should not be placed or kept anywhere in the Fenix Parts workplace. Fenix Parts may ask to search an employee's personal property. All electronic mail using a Fenix Parts email address is property of Fenix Parts, and may be accessed by Fenix Parts at any time. Employees, however, should not access another employee's work space, including electronic files, without approval from that employee or management.

A Safe and Healthy Workplace

It is important that Fenix Parts conduct its business in a manner that protects human health, safety and the environment. As an employee of Fenix Parts, you must comply with all applicable environmental safety and health laws and Fenix Parts' policies and standards.

If you become aware of any violation of environmental law or any action that may appear to conceal such a violation, you should immediately report the matter to your manager or to a member of senior management.

Compliance with Law

Employees and directors of Fenix Parts shall comply with the laws and highest standards of business ethics and conduct in every jurisdiction in which Fenix Parts does business.

Electronic Communications

Fenix Parts' information and communication systems, including Fenix Parts connections to the Internet, are vital to Fenix Parts' business; you should use them only for appropriate purposes. The Company provides access to and use of electronic mail, voicemail, the intranet, the Internet, and other electronic media for business purposes. Access is provided to facilitate authorized communications and collaboration among Fenix Parts employees and with outside parties including suppliers and customers.

It is absolutely inappropriate to use Fenix Parts systems to visit Internet sites that feature sexual content or that advocate intolerance of others. Posting or discussing information concerning Fenix Parts' business on the Internet without the prior written consent of a member of executive management is strictly prohibited.

You must not use Fenix Parts' electronic media for any purposes which violate federal, state or local laws or company policies including the transmission of threatening, obscene or harassing materials.

Social Media

Fenix Parts respects the right of employees to participate in social media/networking activities. However it is the right and duty of Fenix Parts to protect itself from unauthorized disclosure of information. Fenix Parts' social media policy applies to all employees.

Unless specifically instructed, employees are not authorized to, and must not, speak on behalf of Fenix Parts. Employees are expected to protect the privacy of Fenix Parts and its employees and

customers and are prohibited from disclosing personal employee and non-employee information, personal data or PHI, or any proprietary and nonpublic information to which employees may have access. Such information includes but is not limited to customer information, trade secrets, financial information, posting logos, and strategic business plans. Employees cannot post photographs of other employees, customers, vendors or suppliers, or photographs of persons engaged in Fenix Parts business or at Fenix Parts events. Speak respectfully. Beware of comments that could reflect poorly on you and Fenix Parts.

Employees who violate this policy may be subject to corrective action, up to and including termination of employment. If you have any questions, please contact your manager or Kent Robertson.

Relationships with Suppliers and Outside Vendors

Fenix Parts is engaged in a variety of business relationships with other companies and organizations. No matter what type of organization you are dealing with or what its relationship is, you should always observe the following standards:

- Never lie, misrepresent or make dishonest statements.
- In deciding among competing suppliers, weigh the facts to determine the best supplier.
- Whether or not you are in a position to influence decisions involving the evaluation or selection of suppliers, you must not exert or attempt to exert influence to obtain “special treatment” for a particular supplier. Even to appear to do so can undermine the integrity of our established procedures.
- You must not give to any supplier or vendor, or its officers or employees, any money, gift, amenity or other thing of value, if doing so could influence or could give the appearance of influencing the relationship between the organization and Fenix Parts. You may, however, give a gift of nominal value if it is not prohibited by law or the organizations known policies and practices. You may also, with management approval, give customary business amenities, such as meals, provided the expenses involved are kept at a reasonable level and are not prohibited by law or known vendor policy.

Gifts and Entertainment

No employee, executive officer, director or any family member may solicit or accept from a supplier or customer money or a gift that could influence or give the appearance of influencing Fenix Parts’ business relationship with that supplier or customer.

If you are offered a gift which has more than nominal value or which is not customarily offered to others, or money, or if either arrives at your home or office, tell your manager immediately.

With management approval, you may accept customary business amenities, such as meals and entertainment, provided the expenses involved are kept at a reasonable level and are not prohibited by law or known customer or vendor policy.

You may accept promotional premiums and discounts offered if they are based upon membership in bonus programs.

You may also accept a gift of nominal value, such as an advertising novelty.

If you have any doubts about a particular situation, you should consult your supervisor or manager.

Gifts to Government Officials or Employees

Practices thought acceptable in the commercial business environment, such as providing education, transportation, meals, entertainment or other things of value, may be unacceptable, and may even violate certain federal, state, local or foreign laws and regulations, when you are dealing with government officials or employees or those who act on the government's behalf.

You may not directly or indirectly offer, promise, grant or authorize the giving of money or anything else of value to a government official or employee to influence official action or obtain an improper advantage. Any offer, promise, grant or gift must comply with applicable laws and Fenix Parts' policies, and must not raise an appearance of bad faith or impropriety. This means that no offer, promise, grant or gift may be made if it could reasonably be thought to be an effort to improperly influence a government official or employee to give Fenix Parts a business advantage.

In short, you must be aware of, and adhere to, the relevant laws and regulations governing relations between government officials and employees.

Property of Fenix Parts

Fenix Parts has a large variety of assets. Physical assets, such as equipment, systems, facilities, corporate charge cards and supplies must be used only for conducting Fenix Parts' business.

Fenix Parts' funds should be used only for business purposes. Protecting all of these assets is critical. Their loss, theft or misuse jeopardizes the future of Fenix Parts.

Conflicts of Interest

As an employee or director, you should make business decisions based on the best interests of Fenix Parts, not based on your own personal interests. Fenix Parts will not retain an employee or director who directly or indirectly engages in an activity that constitutes a conflict of interest or adversely reflects upon the integrity of Fenix Parts or its management, obtains financial gain due to his/her association with Fenix Parts, or an activity that detracts from the ability of the employee or director to fulfill his/her obligation to Fenix Parts.

While you are an employee, executive officer or director of Fenix Parts, you must not work for or assist any competitor of Fenix Parts in any way, either as an employee or consultant of that competitor, as a member of the competitor's board of directors, or otherwise.

Unless approved in advance by a member of senior management, you may not be a supplier to Fenix Parts, represent a supplier to Fenix Parts, work for a supplier to Fenix Parts or be a member of a supplier's board of directors while you are an employee of Fenix Parts.

You may not perform non-Fenix Parts work or solicit such business on the premises of Fenix Parts or while working on Fenix Parts time, including time you are given with pay to handle personal matters. Also, you are not permitted to use assets of Fenix Parts, including equipment, telephones, materials, resources or proprietary information for any outside work.

Political Contributions

Fenix Parts generally does not make contributions or payments or otherwise give any endorsement of support which would be considered a contribution directly or indirectly to political parties or candidates, including through intermediary organizations, such as political action committees or campaign funds. While Fenix Parts employees and directors remain free, in their individual capacities, to make contributions directly to candidates and political party committees of their choice, any such individual contributions should not be attributed to Fenix Parts.

Direct or indirect contributions to any government officials (including their representatives or family members) that are intended to gain preferential treatment for Fenix Parts are always prohibited.

Integrity of Records

Fenix Parts documents a wide range of its activities. The integrity of these records is relied upon to make important business decisions and take actions. Therefore, it is essential that all records are accurate and complete.

All books, records, and accounts of Fenix Parts must accurately reflect the nature of the transactions recorded. You must not make any false or artificial entries for any purpose. Dishonest reporting practices are strictly prohibited.

Every employee records information of some kind and submits it to Fenix Parts. For example: a receptionist fills out a variety of reports and forms; a marketing representative reports orders; and an accountant records revenues and costs. Each employee must accurately and honestly fill in reports.

One report that many employees use is the expense report. Employees are entitled to reimbursement for reasonable expenses — but only if those expenses were actually incurred. To submit an expense account for meals not eaten, miles not driven, airline tickets not used or for any other expense not incurred is dishonest reporting and is prohibited.

Under various laws, such as the tax laws and securities laws, Fenix Parts is required to maintain books and records reflecting Fenix Parts' transactions. It is essential that these books and records are accurate and retained for the required time periods.

Regardless of whether reporting is required by law, dishonest reporting within Fenix Parts is strictly prohibited.

Confidential Information

Fenix Parts proprietary information is any information that is owned by Fenix Parts, including information in Fenix Parts databases. Proprietary information includes such things as: Fenix Parts' technical information relating current and future products, services or research; business or marketing plans or projections; earnings and other financial data; personal information including executive and organizational changes; PHI and software. Confidential information also includes proprietary information of a third party that Fenix Parts has agreed to keep confidential.

When you became associated with Fenix Parts, you may have been required to sign an agreement under which you, as an employee of Fenix Parts, assumed specific obligations relating to the treatment of confidential information.

You may not disclose confidential proprietary information to anyone or use it to benefit anyone other than Fenix Parts, without the prior written consent of an authorized Fenix Parts officer.

You are also responsible for properly labeling any and all documentation shared with or correspondence sent to Fenix Parts' counsel or outside counsel as "Attorney-Client Privileged" information.

The disclosure of confidential information regarding company business, whether intentional or accidental, can adversely affect the financial stability and competitive position of the Company and the job security of its employees.

No employee, executive officer or director shall seek or accept confidential information of a competitor in an illegal or unethical manner. If information is offered or given, that is reasonably viewed as having been obtained through illegal or unethical means, the employee shall immediately report the matter to his or her manager (and in the case of a director, to Kent Robertson).

As a publicly-traded company, Fenix Parts' business activities are monitored by reporters, consultants and securities analysts. You should not initiate contact with these individuals or groups or respond to their inquiries without prior specific authorization from a member of senior management. Please see Fenix Parts' Policies Regarding the Use, Disclosure and Protection of Material, Non-Public Information.

If you leave the Company for any reason, including retirement, you must return all Fenix Parts property, including documents and media which contains Fenix Parts' proprietary information, and you may not disclose or use Fenix Parts' proprietary/confidential information.

You should be careful to avoid the inadvertent disclosure of proprietary information. To avoid inadvertent disclosure, never discuss with any unauthorized person (or within their earshot) proprietary information that Fenix Parts considers confidential or which Fenix Parts has not made public. This includes discussions on in public places, on the telephone, on social media or blogs. In addition, you should not discuss such information even with authorized Fenix Parts employees if you are in the presence of others who are not authorized. You should also not discuss such information with family members or with friends, who might innocently or unintentionally pass the information on to someone else.

Finally, keep in mind that a harmful disclosure may start with the smallest leak of information. Fragments of information you disclose may be pieced together with fragments from other sources to form a fairly complete picture.

Please see Fenix Parts' Confidentiality Policy for more information. If you have any questions in regards to the above, you may contact Kent Robertson.

Fenix Parts Trademarks and Service Marks

It is important that you properly acknowledge and use Fenix Parts trademarks and service marks and the trademarks and service marks of other companies. Specifically, you should always ensure that the trademark or service mark is spelled correctly and written the way the owner of the trademark or service mark writes it. You should not use a trademark as a generic name but should use it only as an adjective. Also, you should indicate the first time that the trademark or service mark is mentioned in a publication that it is a trademark or service mark of Fenix Parts. You should use the trademark or service mark of another company only with that company's written permission.

If you have any questions about the proper use, consult your manager or Fenix Parts' legal counsel.

Antitrust Laws

It is the policy of Fenix Parts and all employees and directors to comply with all applicable antitrust laws and all of our antitrust policies, procedures, rules and practices. With respect to relationships with competitors, the following practices shall apply:

- No employee or director shall enter into any agreement or understanding which has the purpose or effect of restraining competition. Illegal agreements or understandings among competition include price fixing, market allocation and bid rigging.
- No employee or director shall exchange, discuss, or benchmark with any competitor information relating to Fenix Parts prices or pricing policies, supplier or customer selection, credit policies, or any other similarly competitive information. If a competitor raises any of them, you should stop the conversation immediately and report it to your manager.
- No employee or director shall participate in any formal or informal trade association or other meetings with competitors at which agreements or understandings of the type

described in paragraph (1) are being made or at which competitive information of the type described in paragraph (2) is being exchanged or discussed.

- No employee or director shall make false or misleading statements about competitors, their services or their products.
- Illegal practices and improper solicitation of confidential data from a competitor's employees or from Fenix Parts customers or franchisees will not be tolerated in any form.
- If you are performing a marketing or service activity, Fenix Parts expects you to compete not just vigorously and effectively, but lawfully and ethically as well.

When there is a question, please contact the President and CEO.

Insider Trading

Fenix Parts is a publicly traded company. As such, it is subject to the securities laws, which prohibit buying or selling the stock of Fenix Parts when you have material, non-public information about Fenix Parts, sometimes called inside information. In the course of your employment at Fenix Parts, you may become aware of inside information about Fenix Parts.

The use of such non-public or inside information about Fenix Parts for your financial, or other benefit not only is unethical, but also may be a violation of law. U.S. law makes it unlawful for any person who has material non-public information about a company to trade the stock or other securities of the company or to disclose such information to others who may trade. Violation of such laws may result in civil and criminal penalties, including fines and jail sentences. Fenix Parts will not tolerate the improper use of inside information. These prohibitions also apply outside the U.S.

Material inside information is information which is not available to the general public and which could influence the price of Fenix Parts' stock. Some examples might include non-public information about Fenix Parts' financial performance, including earnings and dividend actions; acquisitions or other business combinations; divestitures; and other significant activities affecting Fenix Parts.

In order to insure compliance with the federal securities laws, the following guidelines apply to all employees and directors and all trading in Fenix Parts common stock.

You may purchase or sell Fenix Parts common stock at your discretion at any time as long as you do not purchase or sell:

- During an earnings blackout
- During a special blackout
- When you possess "inside" information

An earnings blackout begins three trading days prior to Fenix Parts' public announcement of its earnings for the calendar quarter or for the year and continues through the close of business on the second trading day after Fenix Parts' public announcement. Fenix Parts prohibits all employees and directors from trading in Fenix Parts securities during an earnings blackout.

From time to time Fenix Parts may inform employees and directors that because of developments known to Fenix Parts but not yet disclosed to the public, a special blackout is in effect. If you have any questions, please contact your manager. Please see Fenix Parts' Insider Trading Policy for more information.

Acknowledgement of Receipt

I have received Fenix Parts' Ethics and Business Conduct Guidelines.

I understand the standards and policies contained in Fenix Parts' Ethics and Business Conduct Guidelines and understand that there may be additional policies or laws specific to my job. I further agree to comply with Fenix Parts' Ethics and Business Conduct Guidelines.

If I have questions concerning the meaning or application of Fenix Parts' Ethics and Business Conduct Guidelines, any company policies, or the legal and regulatory requirements applicable to my job, I know I can consult my manager or Fenix Parts' legal counsel, knowing that my questions or reports to these sources will be maintained in confidence.

Name (please print): _____

Location: _____

Signature: _____

Date: _____

Please sign and return this form to Kent Robertson:

Fax:

Email: kr Robertson@fenixparts.com