

## BUSINESS ETHICS AND CONDUCT POLICY

The successful business operation and reputation of GraphOn is built upon the principles of fair dealing and ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

GraphOn will comply with all applicable laws and regulations and expects its directors, officers, and employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct. If a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with your immediate supervisor and, if necessary, with the President for advice and consultation.

Compliance with this policy of business ethics and conduct is the responsibility of every GraphOn employee. Disregarding or failing to comply with this standard of business ethics and conduct could lead to disciplinary action up to, and including possible termination of the employment.

### CODE OF ETHICS

GraphOn Corporation expects all of its employees, including its principal executive officer, principal financial officer and principal accounting officer, as well as the members of its board of directors, to act in accordance with the highest standards of personal and professional integrity in all aspects of their activities, to comply with all applicable laws, rules and regulations, to deter wrongdoing and to abide by other policies and procedures adopted by GraphOn that govern the conduct of its employees and directors. This Code of Ethics is intended to supplement any other policies and procedures adopted by GraphOn.

You agree to:

- (a) Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Take all reasonable measures to protect the confidentiality of non-public information about GraphOn and its subsidiaries and their customers obtained or created in connection with your activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process;
- (c) Produce full, fair, accurate, timely, and understandable disclosure in reports and documents that GraphOn and its subsidiaries files with, or submits to, the Securities and Exchange Commission and other regulators and in other public communications made by GraphOn and its subsidiaries;
- (d) Comply with applicable governmental laws, rules and regulations, as well as the rules and regulations of self-regulatory organizations of which GraphOn or its subsidiaries is a member; and
- (e) Promptly report any possible violation of this Code of Ethics to GraphOn's Audit Committee.

You are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead GraphOn's or its subsidiaries' independent public auditors for the purpose of rendering the financial statements of GraphOn or its subsidiaries misleading.

You understand that you will be held accountable for your adherence to this Code of Ethics. Your failure to observe the terms of this Code of Ethics may result in disciplinary action, up to and including termination of employment. Violations of this Code of Ethics may also constitute violations of law and may result in civil and criminal penalties for you, your supervisors and/or GraphOn.

If you have any questions regarding the best course of action in a particular situation, you should promptly contact GraphOn's Audit Committee. You may choose to remain anonymous in reporting any possible violation of this Code of Ethics.