

## A Message from David Rottino

The Riviera Code of Conduct and Ethics is the most important document at Riviera. It is built around our commitment to **do the right thing** above all else. Our commitment to integrity and trustworthiness are the foundation of our business success, and we must each do our part to honor that commitment each and every day. We are all accountable to each other, our shareholders, our communities, and ourselves to exercise individual responsibility and good judgment about the way we accomplish our work and the goals of our company.

This Code applies to every business transaction and to every employee, manager, officer, and director without exception. Each employee at Riviera is personally responsible for reading and understanding the principles set out in this Code and incorporating these principles into our daily lives here at Riviera. We also expect our contractors and consultants who may be temporarily assigned to perform services for Riviera to follow this Code as they perform those services. Failure to do so can result in a termination of their relationship with Riviera.

The Code is intended to provide useful guidance but cannot address every situation you may encounter in fulfilling the responsibilities of your job. Your supervisor or manager should be your first resource to assist you in applying the Code to your specific situation. If you are uncomfortable going to your supervisor or manager, please contact our General Counsel or Human Resources Director. You may also report ethics-related matters on a confidential basis through Riviera's hotline at: (844) 497-6500 or at <http://rivieraresources.ethicspoint.com>.

David B. Rottino  
President and Chief Executive Officer

## **Riviera Code of Conduct**

- I. Obey the Law**
- II. Create a Safe and Respectful Workplace**
- III. Protect Confidential Information**
- IV. Avoid Conflicts of Interest**
- V. Protect Riviera's Assets**
- VI. Ensure Financial Integrity and Responsibility**
- VII. Report Violations of this Code**



## **CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics (this “Code”) sets forth the standards for how we conduct our business and engage in business relationships with fellow employees, customers, suppliers, lenders, investors, government agencies and the communities in which we do business. Each of these relationships must be built and sustained with integrity and honesty. Every employee, supervisor, manager, officer and director of Riviera and its subsidiaries and affiliated entities (collectively the “Riviera Team Members”) must follow our Code.

We must all conduct ourselves in accordance with this Code, including the more specific policies and procedures referenced in the Code, and seek to avoid improper behavior or even the appearance of improper behavior. You can find the policies and procedures referenced in this Code on our intranet site or request a copy from the Legal Department. Riviera’s Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), Chief Accounting Officer (“CAO”) and all other senior financial and accounting officers are subject to this Code and an additional Code of Ethics for Chief Executive Officer and Senior Financial Officers available at the Riviera website.

Only the Board of Directors of Riviera (the “Board”) may waive the applicability of any portion of this Code with respect to officers or directors of Riviera (which will be disclosed as required by law). Waivers of this Code with respect to all other employees must be approved by our Chief Executive Officer and will be reported to the Board.

This Code cannot cover every possible issue that may arise, but the basic principles underlying this Code should answer most questions. If you ever have a question related to this Code, contact your supervisor, your manager, Riviera’s General Counsel or Riviera’s Human Resources Director for additional guidance and support.

### **I. Obey the Law**

Riviera’s commitment to integrity begins with complying with all applicable laws, rules and regulations where we do business. Although you are not expected to know every law that is applicable to Riviera, it is important that you be familiar with the laws applicable to your area of responsibility and that you know enough to determine when to seek advice from supervisors, managers, Riviera’s General Counsel or other appropriate personnel. All illegal activity or conduct is prohibited whether or not specifically detailed in this Code. If you have questions about how to deal with conflicts among this Code and local laws, custom or practice, please contact Riviera’s General Counsel for guidance.

We are responsible for preventing violations of law and for speaking up if we see possible violations. Riviera will not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates,

kickbacks, and bribery. We should be aware that our activities may be subject to close public scrutiny and we must conduct ourselves so that our actions cannot be interpreted as being, in any way, in contravention of any laws and regulations governing Riviera's operations.

## **A. Antitrust**

We believe that vigorous and fair competition is in our best interest and the best interest of our employees and shareholders. The purpose of antitrust laws in the United States, and most other countries, is to provide a level playing field to economic competitors and to promote fair competition. It is our policy to comply in all respects with the letter and spirit of the antitrust laws. This policy is not to be compromised or qualified by anyone acting for or on behalf of Riviera. You must understand and comply with the antitrust laws as they relate to your activities and decisions. Anti-competitive behavior in violation of antitrust laws can result in criminal penalties, both for the individual involved and for Riviera.

Antitrust laws prohibit business activities that constitute unreasonable restraints of trade, unfair trade practices and other anti-competitive activities. No Riviera Team Member should enter into any agreement or understanding, whether written or oral, formal or informal, with an actual or potential competitor that would illegally limit or restrict competition in any way. This prohibition includes any action relating to prices, costs, profits, products, services, terms or conditions of sale, market share or customer or supplier classification or selection.

Below are some scenarios that are prohibited and scenarios that could be prohibited for antitrust reasons. These scenarios are not an exhaustive list of all prohibited and possibly prohibited antitrust conduct. When in doubt about any situation, whether it is discussed below or not, you should consult with Riviera's General Counsel.

The following scenarios are prohibited for antitrust or anti-competition reasons:

- Any agreements (or proposed agreements), whether formal or informal, with any competitor regarding any aspect of competition between Riviera and the competitor for sales to third parties
- Any agreements (or proposed agreements), whether formal or informal, with customers that restrict the price or other terms at which the customer may resell or lease any product to a third party
- Any agreements (or proposed agreements), whether formal or informal, with suppliers that restrict the price or other terms at which Riviera may resell or lease any product or service to a third party

The following business arrangements could raise anti-competition or antitrust law issues. Before entering into them, you must consult with Riviera's General Counsel:

- Exclusive arrangements for the purchase or sale of products or services
- Bundling of goods and services
- Technology licensing agreements that restrict the freedom of the licensee or licensor
- Agreements to add a Riviera employee to another entity's board of directors

## **B. Insider Trading**

Riviera Team Members in possession of material non-public information, or “inside information,” about Riviera must abstain from trading in its securities until the information is generally and publicly available by means of a press release or other public filing. Inside information might include earnings estimates, significant acquisitions or sales of assets or equity, pending mergers, security and distribution activity, changes of control or management, reserves numbers or other significant business information or developments. Providing inside information to others who then trade on it is also strictly prohibited.

Engaging in insider trading or otherwise violating securities laws carries serious penalties, including fines of up to three times the amount of profit gained (or loss avoided) by the inside trade or stock tip; or criminal actions, including prison time. Riviera has adopted a Policy on Trading of Securities, which governs trading in Riviera securities by Riviera Team Members. If you have any questions, you should consult Riviera’s General Counsel.

## **C. Bribery/Foreign Corrupt Practices Act**

We are strictly forbidden from offering, promising, or giving money, gifts, loans, rewards, favors or anything of value to any governmental official, employee, agent or other intermediary (either inside or outside the United States) that is prohibited by law. Those paying a bribe may subject Riviera and themselves to civil and criminal penalties.

When dealing with government customers or officials, no improper payments will be tolerated. If you receive any offer of money or gifts that is intended to influence a business decision, you should tell your supervisor or manager or Riviera’s General Counsel immediately. Riviera prohibits improper payments in all of its activities, whether these activities are with a government or in the private sector.

Currently, we do not have operations outside the United States. Should you ever seek to do business outside the United States or become aware of any business or operations taking place outside of the United States, please immediately contact Riviera’s General Counsel. The United States Foreign Corrupt Practices Act applies to international operations and contains significant internal accounting and record-keeping requirements, in addition to anti-bribery restrictions.

## **D. Environment, Health and Safety**

Riviera is committed to a healthy and safe workplace. This means that we are committed to conducting business in compliance with all applicable environmental, health and safety laws and regulations and in a manner that has the highest regard for the environment and the safety and well-being of our employees, contractors and the general public. All of us at Riviera must do our utmost to abide by the letter and spirit of these laws and regulations. In addition, we are also expected to comply with all policies, programs, standards and procedures adopted by Riviera related to the protection of the environment and human health and safety, which are available on the EH&S page of Riviera’s intranet site.

## **E. Governmental Affairs and Political Contributions**

Under no circumstances should any activity be authorized or undertaken by a Riviera Team Member that violates the provisions of federal and state election laws, bribery laws, other applicable domestic or foreign laws, or this Code.

The following guidelines must be followed with respect to Riviera participation in the political system:

- No Riviera funds, assets or services will be used for political contributions, directly or indirectly, unless allowed by applicable federal, state, local and foreign laws, and approved in advance by the CEO or his designee.
- Company contributions to support or oppose public referenda or similar ballot issues are only permitted with advance approval of the CEO or his designee.

If you have any questions regarding Riviera political contributions or lobbying efforts, please contact Riviera's General Counsel.

## **II. Create a Safe and Respectful Workplace**

We are committed to making Riviera a supportive environment. We must each do our part to create a workplace culture that is free of harassment, intimidation, bias and unlawful discrimination. Please read your Employee Handbook for additional detail on how we should conduct ourselves at work.

### **A. No Discrimination**

Riviera makes all employment-related decisions on the basis of merit and strives to do business with partners who are committed to doing the same. We value the diversity of our employees and are committed to providing equal opportunity in all aspects of employment to all employees without regard to sex, sexual orientation, race, gender, pregnancy, national origin, ancestry, citizenship status, physical disability, mental disability, age, military status, status as a Vietnam- era special disabled veteran or any other legally protected category.

You should seek business partners for Riviera that do not discriminate in hiring or in their employment practices, and who also make employment-related decisions solely on the basis of a person's ability to do the job.

### **B. Harassment Not Tolerated**

Riviera is also committed to providing a workplace free of harassment. Offensive or hostile working conditions created by such harassment will not be tolerated. Each Riviera Team Member has a duty while acting on behalf of Riviera to refrain from engaging in conduct that constitutes discrimination or harassment.

### **C. Be Respectful**

Everyone, regardless of position, should respect each employee, customer, supplier, and contractor as an individual, showing courtesy and consideration and fostering personal dignity. Supervisors and

managers should use good judgment and exercise appropriate use of their influence and authority in their interactions with employees, customers, suppliers, contractors and partners of Riviera. Each manager should assure Riviera maintains uniformly fair compensation and benefit practices that will attract, reward and retain quality employees.

#### **D. Drugs and Alcohol**

Riviera's position on substance abuse is simple. It is incompatible with the health and safety of our employees, and we do not permit it. Employees should never perform work in the field, operate machinery or drive a vehicle under the influence of alcohol. Illegal drugs in our offices, field locations, company vehicles and company sponsored events are strictly prohibited. If a manager has reasonable cause to believe that an employee's use of drugs or alcohol are adversely affecting the employee's job performance or the safety of others, the manager may request a drug or alcohol screening. Riviera's Substance Abuse Policy provides additional detail on prohibited conduct Riviera considers substance abuse, Riviera's policies and practices for screening for substance abuse, and additional requirements applicable to Riviera's employees who are subject to Department of Transportation, Federal Motor Carrier Safety Administration, and Pipeline & Hazardous Materials Safety Administration regulations.

### **III. Protect Confidential Information**

#### **A. Riviera's Confidential and Proprietary Information**

We all must maintain the confidentiality of information entrusted to us by Riviera, except when disclosure is properly authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors or harmful to Riviera or our customers or suppliers if that information was shared. Confidential information also includes all information that is learned about Riviera's customers and suppliers that is not in the public domain. Prior to sharing any confidential information with anyone other than a Riviera Team Member please coordinate with the Legal Department to ensure appropriate confidentiality agreements are in place.

The obligation to preserve confidential information continues even after employment or agency with Riviera ends. Any documents, papers, records, or other tangible items that contain competitive or proprietary information are the property of Riviera. You are not allowed to retain any of this property once your employment with Riviera ends.

#### **B. Confidential Information Belonging to Others**

We must all respect the confidentiality of information given in confidence by others just as we protect Riviera's confidential information. However, certain restrictions about the information of others may place an unfair burden on our future business. For that reason, please coordinate with the Legal Department to ensure appropriate confidentiality agreements are in place prior to receiving any confidential third-party information.

In addition, any confidential information that you may possess from an outside source, such as a previous employer, must not, so long as such information remains confidential, be disclosed to or used

by Riviera. Unsolicited confidential information submitted to Riviera should be refused, returned to the sender where possible and deleted, if received via email.

#### **IV. Avoid Conflicts of Interest**

##### **A. General**

A conflict of interest occurs when an individual's personal interest interferes or appears to interfere in any way with the interests of Riviera as a whole. This situation can arise when a Riviera Team Member takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when someone on the team, or a member of his or her family or household, receives improper personal benefits as a result of the employee's position in Riviera.

Riviera has adopted a Conflicts of Interest and Gifts and Entertainment Policy providing further details about our obligations regarding conflicts of interest. Before engaging in any transaction or relationship that reasonably could be expected to cause a conflict of interest or the appearance of a conflict of interest, you must first consult with your supervisor or manager, the Executive Vice President responsible for your functional area, or Riviera's General Counsel.

##### **B. Gifts**

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers or suppliers. You should never offer, give, provide or accept a gift (in any form) unless it: (a) is consistent with customary business practices, (b) is not excessive in value, (c) cannot be construed as a bribe or payoff, and (d) does not violate any applicable laws or regulations. Please review the Riviera Conflicts of Interest and Gifts and Entertainment Policy for further details about gifts. Your supervisor, manager, or Riviera's General Counsel can advise on the appropriateness of any gifts or proposed gifts.

##### **C. Independent Directors**

Each independent director must use reasonable efforts to ensure that he or she does not have any relationships or engage in any activities that would cause such director not to be independent for purposes of the Securities Exchange Act of 1934, as amended, the rules and regulations of the Securities and Exchange Commission (the "SEC") or the rules and regulations of any stock exchange on which Riviera's securities may be listed. Prior to entering into any relationship or engaging in any activity that could reasonably be expected to affect a director's independence, such director must consult with the other independent directors who will determine if such relationship or activity is permitted under the independence standards established by the Board. If the independence standards set by the Board do not address the specific relationship or activity being reviewed, such relationship or activity will be referred to the Board for determination.

#### **V. Protect Riviera's Assets**

Our mission to maximize shareholder value demands that we protect the assets of Riviera, including Riviera's reputation.



## **A. Corporate Opportunities**

Business opportunities you discover as a result of your position at Riviera or your use of Riviera's assets or information belong to Riviera and should not be used for your personal gain. You should not compete in any way with Riviera.

## **B. Protection and Proper Use of Riviera's Assets**

Riviera gives us the tools we need to do our job effectively, but counts on us to be responsible with what we are given. Always secure your laptop, phone and important equipment. Theft, carelessness and waste have a direct impact on profitability. All Riviera assets should be used for Riviera's legitimate business purposes. Although incidental personal use of equipment or physical assets may be permitted, you should never requisition funds, equipment or other physical assets for personal use.

No Riviera officer or director is permitted to ask for or accept from Riviera or any subsidiary credit, an extension of credit or the arrangement of an extension of credit in the form of a personal loan.

## **C. Protections Specific to Computer Equipment and Networks**

To help protect Riviera's computer and information systems, you must obtain permission from the IT Department to install any software on any Riviera devices. No Riviera Team Member is allowed to connect any personal devices (such as iPads or other tablets, iPhones or other smart phones, PDAs, personal computers, etc.) to the Riviera network without permission from the IT Department, except for wireless access provided to visitors. As with other Riviera equipment and assets, we are each responsible for the appropriate use of these assets.

Riviera Team Members should not expect a right to privacy of e-mail, text messages, web-browsing, instant messaging or electronic files stored locally or in shared folders or sent from mobile devices owned by Riviera, enrolled in Riviera's data plan or connected to Riviera's network. All data on Riviera equipment or connected to Riviera's network is subject to monitoring by Riviera. Please refer to Riviera's Information Technology Policies and Mobile Communications Device Policy for more details.

## **D. External and Internal Communications**

All of our external and internal communications reflect on Riviera and can have a positive or negative impact on Riviera's reputation. Your communications, both inside and outside Riviera, must be appropriate, accurate, and demonstrate the principles found in this Code, your Employee Handbook, and relevant Riviera Policies. Any requests for information or a statement or quote from others outside Riviera should be referred to the appropriate department. Without special training and authorization, none of us are permitted to create the impression that we are speaking on behalf of Riviera, including in our personal communications (e.g., social media, blogs, comments, etc.). Please refer to your Employee Handbook, Riviera's Regulation FD Policy, and Riviera's Social Networking Policy for further guidance.

## **VI. Ensure Financial Integrity and Responsibility**

Financial integrity and fiscal responsibility are central to Riviera's mission to maximize shareholder value and are core principles to our commitment to corporate responsibility. This encompasses both accurate reporting of financial information and responsible use of Riviera's funds. Each person at Riviera has a role in making sure that money is appropriately spent, our financial records are complete and accurate, and internal controls are honored. Riviera maintains a system of internal controls to reinforce our compliance with legal, accounting, tax, and other regulatory requirements that you must comply with. You should contact Riviera's General Counsel, CAO or Finance Director if you have any questions.

### **A. Spending Money Wisely**

Riviera's mission requires that we spend money wisely. When you submit an expense for reimbursement or spend money on Riviera's behalf, make sure the cost is reasonable, directly related to Riviera's business, and supported by appropriate documentation. Always record the business purpose of an expense and comply with any other submission requirements. Review the Travel and Entertainment Policy for additional details on proper expenditures related to travel, meal and entertainment expenses. If you are unsure of whether you should spend money or submit an expense for reimbursement, check with your supervisor or manager first. Managers are responsible for all money spent and expenses incurred by their direct reports, and should carefully review such spend and reimbursement before approving.

### **B. Approving Invoices**

Riviera has defined approval authority limits on the types and levels of commitments and obligations that each of us may approve, based on role and position, which are set out in Riviera's Approval Policy. It's our responsibility as Riviera team members to understand the limits of our own approval authority. If you have any questions or doubts, please check that you have the necessary approvals with your supervisor, manager or Riviera's Controller.

### **C. Signing Contracts**

Additional restrictions and approval requirements apply to written and oral contracts. You should also review Riviera's Approval Policy as well as Riviera's Contracts Procedures for additional details on the approvals required for different contracts that Riviera may enter into, as well as the restrictions on which Riviera employees, managers, and officers are authorized to execute (sign) contracts on behalf of Riviera. No employee should execute a contract in the course of their employment or on behalf of Riviera or any of its affiliated companies without carefully reviewing the Approval Policy and Contracts Procedures.

### **D. Hiring Suppliers**

We should always strive for the best possible deal for Riviera. This almost always requires that you solicit competing bids. While price is important, quality, service, reliability and the terms and conditions of the deal may affect the final decision. Riviera is committed to dealing fairly with our customers, service providers, suppliers, competitors and employees. Riviera team members should not take unfair

advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

## **E. Accounting**

Riviera books, records, accounts, funds and assets must be maintained to reflect fairly and accurately the underlying transactions and disposition of Riviera business in reasonable detail. No accounting entries will be recorded that intentionally conceal, disguise or misrepresent the true nature of any transaction involving Riviera.

In this respect, the following guidelines must be followed:

- No undisclosed, unrecorded, or “off book” funds or assets should be established for any purpose.
- No false or fictitious invoices should be paid or created.
- No false or artificial entries should be made or misleading reports issued.
- Riviera assets and liabilities should be recognized and reported on Riviera’s consolidated financial statements in accordance with our standard practices and generally accepted accounting principles in the United States.
- You should not take any action to fraudulently influence, coerce, manipulate or mislead Riviera’s independent auditors.
- In connection with the audit of financial statements, the preparation of any required reports, or any other work which involves or relates to the filing of document with the SEC, no employee, officer, or director of Riviera may (directly or indirectly) make or cause to be made a materially false or misleading statement, or omit to state, or cause another person to omit to state, any material fact necessary to make statements made not misleading.

If you believe that Riviera’s books and records are not being maintained in accordance with these requirements, the matter should be reported directly to your supervisor or manager. If that is not appropriate or if a satisfactory resolution is not obtained, the matter should be reported to the CAO, CFO, General Counsel or a member of the Audit Committee. In addition, Riviera has Complaint Procedures for Accounting and Auditing Matters by which confidential, anonymous submissions of concerns regarding questionable accounting or auditing matters can be made to the Audit Committee. *See Section VII Reporting Violations of this Code, Part B – Reporting Methods* below for further information.

## **F. Disclosure Policies and Controls**

Riviera’s financial and non-financial disclosures and filings with the SEC must be transparent, accurate and timely. Proper reporting of reliable, truthful and accurate information is a complex process involving cooperation between many departments and disciplines. We must all work together to insure that reliable, truthful and accurate information is disclosed to the public.

Riviera discloses all information that is required by applicable law and regulation to the SEC, current security holders and the investing public. In addition we must disclose any additional information that may be necessary to ensure the required disclosures are not misleading or inaccurate. To comply with these requirements, Riviera has a disclosure process, which is overseen by the Disclosure Controls

Committee and the CEO and CAO. The disclosure process is designed to record, process, summarize and report material information as required by all applicable laws, rules and regulations. Participation in the disclosure process is a requirement of a company that reports publicly, and full cooperation and participation by members of the Disclosure Controls Committee, CEO, CAO and, upon request, other employees in the disclosure process is a requirement of this Code.

## **G. Retaining Records**

A record is information, regardless of physical format, which has been created or received in the transaction of Riviera's business. It is important that we keep our records the appropriate length of time. Each corporate department and division office is responsible for the maintenance, retrieval, transfer, and destruction of its records. Riviera's Records Management and Retention Policy outlines the retention period for our records, as well as procedures related to retention and destruction of those records.

The alteration, destruction or falsification of corporate documents or records may violate federal securities laws and obstruction of justice laws, constitute a criminal act, and result in large fines and prison sentences. Before any Riviera documents or records are destroyed, you must consult the Records Management and Retention Policy and comply with any active legal or tax holds. If you have any questions regarding the Records Management and Retention Policy or if you believe there is or may be a pending or anticipated legal or governmental proceeding, then the Legal Department should approve any document destruction.

## **VII. Report Violations of this Code**

### **A. Obligation to Report any Illegal or Unethical Behavior**

Riviera proactively promotes ethical behavior. If you believe your own conduct or that of a fellow employee or officer may have violated any law or this Code, you have an obligation to report the matter. You are also required to cooperate in internal investigations of misconduct.

### **B. Reporting Methods**

In general, if a situation arises where you are concerned that there is a violation or possible violation of this Code or you are unsure how to comply with this Code, you should discuss the question or problem with your supervisor or manager first. In the rare case where it may not be appropriate to discuss an issue with your supervisor or manager, or where a supervisor or manager is not available to answer a question, you should discuss it with Riviera's General Counsel or Human Resources Director. If that is not appropriate or if a satisfactory resolution is not obtained, the matter should be reported to a member of the Audit Committee of the Board.

In addition, you can find Complaint Procedures for Accounting and Auditing Matters on our internet site that describes how confidential, anonymous submissions of concerns regarding questionable accounting or auditing matters can be made to the Audit Committee. Riviera has a toll-free hotline number and a website to report matters to a third party pertaining to this Code. The hotline number is (844) 497-6500 and the website is <http://rivieraresources.ethicspoint.com>.

Once you have received this Code, we may require that you sign periodic written affirmations confirming that you (1) have received and read this Code, (2) have not violated this Code, and (3) have no knowledge of any violations of this Code that have not been communicated previously in accordance with this Code.

### **C. Non-Retaliation**

Riviera will not tolerate retaliation for reports of violations or potential violations of this Code that are made in good faith. No Riviera Team Member is permitted to take any action against another employee, vendor or contractor of Riviera for reporting or threatening to report a violation of this Code or cooperating in investigations relating to such violations, provided that the person has acted in good faith and with a reasonable belief that the information provided is true. Riviera also prohibits taking any action against any employee or vendor or agent of Riviera for (1) lawfully providing information or assisting in an investigation of activities which he or she reasonably believes violates this Code or applicable law or (2) providing truthful information to the government, a government agency or law enforcement officers relating to the commission of a legal offense.

No Riviera Team Member may discharge, demote, suspend, threaten, harass or in any other manner discriminate against an employee in the terms and conditions of employment because of any lawful act done by the employee (a) to provide information, cause information to be provided or otherwise assist in an investigation of suspected securities laws violations, when the information is provided to any Federal regulatory or law enforcement agency, any member of Congress or a Congressional Committee, or a supervisor or manager of such employee or other person with authority to investigate the matter or (b) to file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed (with any knowledge of Riviera) relating to an alleged violation of the securities laws or any fraud against shareholders.

### **D. Disciplinary Action**

If any Riviera employee or officer violates the provisions of this Code or the policies and procedures referred to in this Code, he or she will be subject to disciplinary action, up to and including dismissal from employment. This Code reflects general principles to guide you in making ethical decisions. However, it is not intended to address every specific situation. As such, nothing in this Code prohibits or restricts Riviera from taking any disciplinary action on any matters pertaining to the conduct of a Riviera Team Member, whether or not they are expressly discussed in this Code.

Adopted August 27, 2018

# Riviera Code of Business Conduct and Ethics

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