

TEJON RANCH CO.

CODE OF BUSINESS CONDUCT AND ETHICS

PURPOSE

The Board of Directors (the “Board”) of Tejon Ranch Co. (the “Company”) has adopted the following Code of Business Conduct and Ethics (the “Code”) for directors, officers and employees for the Company. This Code is intended to focus each director, officer and employee on areas of ethical risk, provide guidance to help recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each director, officer and employee must comply with the letter and spirit of this Code. Additional policies, procedures and practices applicable to officers and employees of the Company are contained in the Company’s Employee Policies & Procedures Handbook (the “Employee Handbook”) that supplement, support or clarify the policies in this Code. As used herein, references to this Code shall include the policies set forth in the Employee Handbook that are specifically referenced herein which shall be deemed to apply equally to directors of the Company.

APPLICATION

This Code applies to all directors, officers and employees of the Company and its subsidiaries.

GENERAL

Company directors, officers and employees are expected to conduct all Company activities in keeping with high moral and ethical standards and in compliance with the letter and spirit of all applicable laws and regulations. Only by having all of its directors, officers and employees aware of the Company standards and by monitoring their compliance with those standards can the Company assure its stockholders that it is a good corporate citizen.

POLICY

1. Compliance with laws, rules and regulations; fair dealing – Directors, officers and employees shall comply with all laws, rules and regulations applicable to the Company. Transactions in Company securities are governed by the Company’s insider trading policy. Questions concerning this policy should be directed to the Company’s General Counsel or Chief Financial Officer. It is the Company’s policy to deal fairly with customers, suppliers, competitors and employees. At no time may any person acting on behalf of the Company take unfair advantage of another person or entity through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.
2. Conflict of Interest – Each director officer and employee must avoid any conflicts of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the

Company's General Counsel. Directors should disclose such situations to the Chairman of the Board or the Chairman of the Audit Committee.

A "conflict of interest" can occur when the personal interest of a director, officer or employee is adverse to – or may appear to be adverse to – the interests of the Company as a whole. Conflicts of interest also arise when a member of the immediate family of a director, officer or employee, receives improper personal benefits as a result of the director's officer's or employee's position with the Company.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which directors, officers and employees must refrain, however, are set out in Policy No. 4.6 in the Employee Handbook, together with certain procedures related thereto.

3. Corporate Opportunities – Directors, officers and employees are prohibited from:
 - (a) taking for themselves personally opportunities related to the Company's business;
 - (b) using the Company's property, information, or position for personal gain; or
 - (c) competing with the Company for business opportunities, unless (in any such case) approved in writing by the Company. Any such approval may be given only by the Company's General Counsel. In the case of an officer or director, any such approval may be given only by the Nominating and Corporate Governance Committee.
4. Antitrust Compliance – The antitrust laws and regulations shall be observed by directors and employees of the Company at all times. Among other things, price fixing or arrangements with competitors to divide or allocate markets or customers or to exclude others from the market are strictly prohibited.
5. Equal Opportunity and Unlawful Harassment – The laws relating to equal opportunity in employment and to providing a workplace free of harassment on the basis of age, race, religion, sex, national origin, physical or mental disability, medical condition, marital status or any other basis protected by applicable law shall be observed by directors and employees of the Company at all times. (See Policy No. 4.4 in the Employee Handbook.)
6. Protection and Proper Use of Assets – Company assets, such as information, supplies, equipment, materials, intellectual property, software, hardware and facilities, among other Company properties and assets, are valuable resources owned or licensed by or otherwise belonging to the Company and are to be used solely for legitimate Company purposes. Safeguarding this property from loss, damage or theft is the responsibility of all employees, officers and directors. Various measures that employees, officers and directors can take to assure the security of and prevent crimes against the Company are set forth in Policy No. 6.1 in the Employee Handbook.

No person shall take Company property or assets for personal use or gain, nor shall Company property or assets be given away, sold or traded without proper authorization. Incidental and immaterial personal use of assets such as computers and other equipment, telephones and supplies and other personal usage in accordance with Company approved

policies/procedures are permitted exceptions to this policy. For details on proper use of software, see Policy No. 6.8 in the Employee Handbook.

7. Proper Recording of Funds, Assets and Disbursements – All funds, assets and disbursements of the Company shall be properly recorded on the appropriate books and records. No secret or unrecorded fund of Company monies or other assets of the Company shall be established or maintained. The making of false or fictitious entries on the books and records of the Company including expense reports, travel authorizations, cash vouchers and the like, and the issuance of false or misleading reports pertaining to the Company and its operations are strictly prohibited.
8. Confidential Information – Directors, officers and employees must observe the confidentiality of information acquired in the course of work for the Company. Confidentiality has a number of applications from protecting Company trade secrets and know-how to ensuring that the confidentiality of material financial information and business plans of the Company is maintained until it is released to the public. (See Policy No. 4.14 in the Employee Handbook.)
9. Special Ethics Obligations For Employees With Accounting and Financial Reporting Responsibilities – As a publicly owned company it is of critical importance that the Company's filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with the Company, employees may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. The Company expects all of its personnel to take this responsibility seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The Company's Chief Executive Officer and all accounting and finance personnel bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. The Chief Executive Officer and all accounting and finance personnel have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout the Company as a whole that ensures the fair and timely reporting of the Company's operating results and financial condition.

Because of this special role, the Chief Executive Officer and all accounting and finance personnel, including the Chief Financial Officer, Chief Accounting Officer, Treasurer(s) and Controller(s), are required to comply with the following obligations, and each agrees that he or she will:

- a. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- b. Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in

- reports and documents that the Company files with, or submits to, government agencies and in other public communications.
- c. Comply with rules and regulations of the jurisdictions in which the Company conducts business and other appropriate private and public regulatory agencies.
 - d. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
 - e. Achieve responsible use of and control over all assets and resources employed by or entrusted to the individual.
 - f. Promptly report to the Chairman of the Audit Committee any conduct that the individual believes to be a violation of law or this Code, including any transaction or relationship that reasonably could be expected to give rise to such conflict.

COMPLIANCE PROCEDURES & WAIVERS

Directors, officers and employees should promote ethical conduct and encourage the reporting of violations of laws, rules, regulations or this Code. In addition, directors, officers and managers should take steps to ensure the Company: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or this Code to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

1. Any employee having knowledge of any action or circumstance which is or may be prohibited under this Code, or which might constitute a conflict of interest, shall immediately report the matter to the Company's General Counsel.
2. Any director or officer having knowledge of any action or circumstance which is or may be prohibited under this Code, or which might constitute a conflict of interest, shall immediately report the matter to the Chairman of the Audit Committee.
3. Violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event of any violations of this Code. Any waiver of this Code for directors or executive officers may be made only by the Board of Directors or a Board committee and will be promptly disclosed as required by law or stock market regulations. The Board may designate appropriate personnel to address requests for waivers made by employees.
4. Each employee, officer and director are urged to read this Code carefully and discuss any questions with the Company's General Counsel.