

RUSH DRIVING PRINCIPLES

Rush Enterprises Code of Conduct



expect more.

A MESSAGE FROM RUSTY RUSH

Dear Rush Enterprises Family:

As a premium provider of commercial equipment and services, we at Rush Enterprises are proud of our reputation for quality and integrity. This reputation began with my father, Marvin Rush, who founded our company in 1965. With little experience and even less money, he opened the first Rush Enterprises franchise, a GMC truck dealership in Houston, Texas. Since that time, we have grown into a multibillion-dollar, nationwide organization that is unmatched in customer service. But as much as we've expanded, we've never lost our small-family business values. We've grown with integrity by retaining these values and measuring every decision against them.

Our Core Values are Productivity, Fairness, Excellence and Positive Attitude. At the most basic level, Productivity means getting the job done well and with a sense of urgency. Fairness means doing the right thing every time. Excellence means doing it better than everyone else does. And Positive Attitude means approaching every day with excitement about doing our jobs. Each of these core values is embodied in our Rush Driving Principles.

Upholding the Rush Driving Principles is one of our primary responsibilities as Rush Enterprises employees. We believe that the core values embodied in these Rush Driving Principles have been critical to our success in the past, and that upholding these core values will be critical to our continued success. Upholding the Rush Driving Principles will require more than good intentions, it requires seeking guidance when needed and reporting concerns when identified. Each of us has a duty to uphold the Rush Driving Principles as a way of doing business each day.

Today more than ever, our stakeholders – customers, suppliers, coworkers and shareholders – look to us to behave honestly and ethically. We ask you to be an advocate for honest and ethical behavior at all times. We must all carefully consider our actions and recognize that the integrity of the Rush Enterprises name is essential to our continued success. That is why I am personally asking each officer, director and employee of Rush Enterprises to uphold our Rush Driving Principles.

Thank you for maintaining the Rush Driving Principles as a way of doing business every day.

Sincerely,



Rusty Rush
Chairman of the Board,
Chief Executive Officer and President

OUR CORE VALUES

As we continue to grow as a company, one of our greatest challenges is keeping our culture alive. Each one of us received a coin when we started working at Rush Enterprises. On it reads, “The Customer is the Boss.” Surrounding those words are our four core values: Productivity, Fairness, Positive Attitude and Excellence. These Core Values define our culture and set us apart from our competitors.

PRODUCTIVITY

**We constantly strive toward efficiency and success in all our interactions and activities.
We maintain an entrepreneurial spirit, while working with a common purpose and sense of urgency.**

FAIRNESS

Fairness characterizes our interactions and transactions with customers, suppliers, coworkers, employees and shareholders. We are known for our honesty, integrity, truthfulness, dependability and reliability in everything we do.

EXCELLENCE

Reflected in our first-class facilities, quality products and services, motivated and talented people, superior results for the customer and consistency throughout our organization.

POSITIVE ATTITUDE

At Rush Enterprises, we are grounded in our passion for the work and dedication to our customers; we have a “bring-it-everyday” focus, positive intensity, and tough but fair mentality.

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WE UNDERSTAND OUR RESPONSIBILITIES

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> KNOW OUR RUSH DRIVING PRINCIPLES

Welcome to our updated Rush Driving Principles.

Our Core Values – productivity, fairness, excellence and positive attitude – are the foundation of our success. To build upon that foundation and further our success, every member of the Rush Enterprises family, including employees, officers and directors, must be committed to the pursuit of excellence through integrity.

Integrity requires a commitment from each of us to conduct Rush Enterprises business honestly and ethically. Integrity is more than simply following the rules. It means we tell the truth and deal fairly with each other, our customers, our communities, our shareholders, our suppliers and our business partners. And it means we seek out suppliers and business partners who share Our Core Values and our commitment to doing business fairly.

Every action, whether new or tried-and-true, should be tested against both the language and the spirit of these Rush Driving Principles and Rush Enterprises' Core Values. The goal is not simply to follow the legal rules that apply to us, but to behave ethically in all situations. Rush's Driving Principles and other company policies help us translate Our Core Values into everyday behavior, guide us when in doubt and keep us working toward our common goal – to behave ethically and in accordance with Our Core Values and the law.

USING THE RUSH DRIVING PRINCIPLES

Our Rush Driving Principles set our expectations and serve as a guide to help apply Our Core Values to situations we may face so that our business conduct is consistent with the Company's ethical standards. They also improve our understanding of our ethical standards among customers, suppliers and others outside of the Company, and it summarizes our policies and the laws and regulations we must follow.

Our Rush Driving Principles apply everywhere we do business. We follow the laws and regulations of the United States and of all the places where we operate. If there is a conflict between the requirements of the Rush Driving Principles and the laws, customs or practices in a particular area, talk with your immediate supervisor or the Legal Department to determine the best course of action.

Of course, the Rush Driving Principles cannot cover every possible situation that may arise. Nevertheless, decisions should be made and issues addressed consistent with the basic values and principles set forth in these Rush Driving Principles. If you need additional information or guidance, you can contact any of the resources referenced in the Rush Driving Principles.

WHO MUST FOLLOW THESE RUSH DRIVING PRINCIPLES?

Everyone in the Rush Enterprises organization (the "Company"), at every level, including all employees, officers and members of the Board of Directors of Rush Enterprises, must follow our Rush Driving Principles and related policies and procedures.

We also expect anyone acting on our behalf, and our suppliers and other business partners, to conduct themselves in a manner consistent with our Rush Driving Principles, the law and Rush's Core Values.

> OUR RESPONSIBILITIES

All of us have a role to play in maintaining our high ethical standards and protecting our reputation. Doing our part means we have the following responsibilities:

- Know and follow these Rush Driving Principles, policies, laws and regulations – especially those that apply to your job.
- Handle every action and decision with integrity.
- When in doubt, speak up, ask questions and report concerns.
- Work as a team and treat others with respect.
- Cooperate and be open, honest and forthcoming when responding to an investigation, inspection or audit.
- Complete all required training.

Q: I am a manager. If I observe misconduct in an area not under my supervision, am I still required to report the issue? I would rather not get involved.

A: You are chiefly responsible for employees under your supervision, but all employees – and especially leaders – are required to report any misconduct they become aware of. The best approach is to talk first with the manager who oversees the area where the problem is occurring, but if this doesn't work, or is not feasible, you should use any of the other resources listed in the Rush Driving Principles.

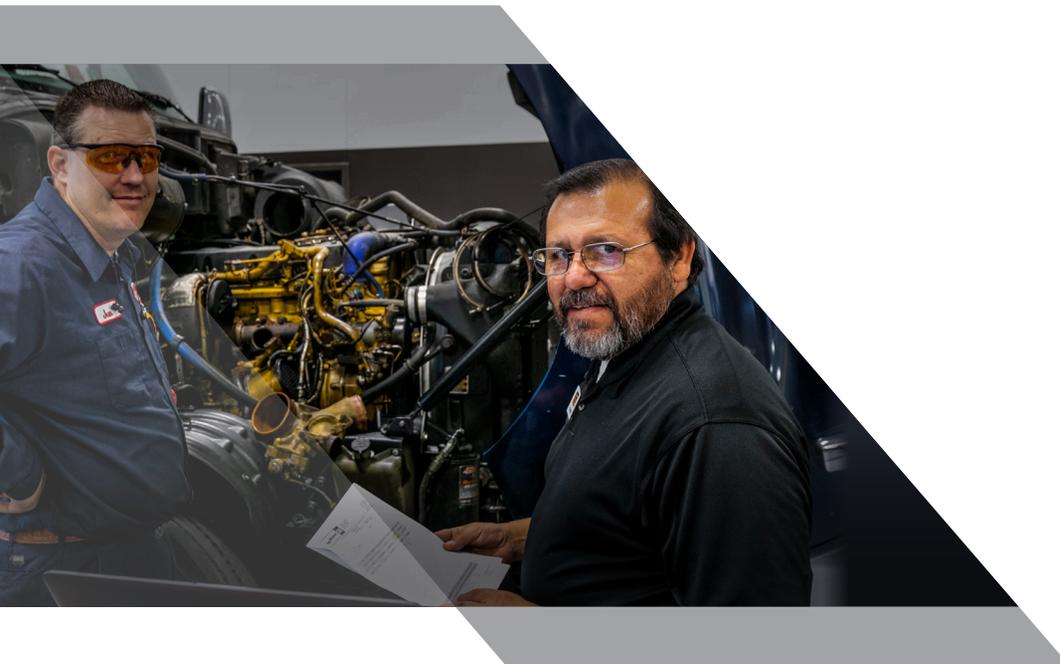
HIGHER EXPECTATIONS FOR MANAGERS.

If you are a manager, you have additional responsibilities. By setting an example of ethical conduct, you inspire others to behave ethically.

- Make sure that everyone who reports to you understands and obeys the Rush Driving Principles and Company policies, and completes Company-approved training.
- Be consistent when enforcing our standards and holding people accountable.
- Encourage employees to come to you with any questions or reports and, when they do, you should respond promptly. If you do not know the answer or are unsure, you should refer the question to the appropriate person in either the Ethics and Compliance, Human Resource or Legal departments, depending upon the nature of the question or report.
- Never ask or pressure anyone to do something you would feel uncomfortable doing or are prohibited from doing yourself.
- If you supervise third parties, make sure that they understand our expectations and their obligations.
- As a manager, you need to keep a close eye on what is happening in the workplace. If you become aware of any conduct that may violate the law or our Rush Driving Principles, you must report it immediately. Managers who do not report violations they either knew about or should have known about will be subject to disciplinary action, up to and including termination.

Q: I have an important deadline that I am in danger of missing, and the Company may lose significant business as a result. My boss has repeatedly said that I should do whatever I can to meet the deadline. I think I can meet it if I ignore some of the rules which seem minor in comparison to the business opportunity. What should I do?

A: Even under pressure, you should never do anything that violates our ethical standards. While successful businesses set high goals, and employees strive to achieve them, you should never violate the law, the Rush Driving Principles or our policies to achieve your goals. Sometimes we need to forego business opportunities to uphold our ethical standards. If you feel pressure to violate Company policy, talk to a supervisor, to the Ethics and Compliance or Human Resource departments, or use the Ethics Helpline.



MAKING GOOD DECISIONS.

The right decision is not always the easy one. At times, all of us need help to determine the best solution to a problem. If you are faced with a difficult decision, ask yourself the following questions:

- Is it consistent with Our Core Values?
- Is it legal and in accordance with our policies, procedures and practices?
- Would I be comfortable describing my conduct at a staff meeting? To my family? To the public?
- Will this action help Rush Enterprises in the long run?

If the answer to all these questions is “Yes,” then do it. If it’s “No” or you’re not sure, stop and ask for help from your supervisor, the Ethics and Compliance Department or the Legal Department.

ONE MORE THING...

We value your feedback. If you have suggestions for ways to enhance our Rush Driving Principles, policies or our resources to better address a particular issue you have encountered, bring them forward. Promoting a more ethical organization is a responsibility we all share.

> WHERE TO SEEK GUIDANCE AND REPORT CONCERNS

Ethical dilemmas can be challenging. However, there is no reason to struggle on your own when guidance is readily available. If you have a question, ask before you act. If you become aware of a possible violation of our Rush Driving Principles or any applicable law or policy, you have a duty to report it. That includes situations in which your manager or supervisor requests that you do something illegal or improper. There is never any excuse for not doing the right thing.

When it comes to ethics, integrity and obeying the law, we all have an obligation to Rush Enterprises, our shareholders, our customers, our suppliers and our colleagues that goes beyond a normal reporting relationship. Raising a concern and reporting misconduct is expected, accepted and protected behavior that enables us to better uphold Our Core Values.

In most cases, your immediate manager should be your first point of contact. They are likely to be in the best position to understand your concern or question and take the appropriate action. However, if you're uncomfortable speaking with your manager, your manager is unable to answer your question, or if you have already shared a concern and believe it is not being addressed, you have these additional options:

- Another Manager
- The Ethics and Compliance Department
- The Human Resource Department
- The Legal Department
- Use the Ethics Helpline:
 - By phone: 844-825-9484
 - Online at [RushEthics.com](https://www.RushEthics.com)

WHAT TO EXPECT WHEN YOU USE THE ETHICS HELPLINE.

The Ethics Helpline is available 24 hours, seven days a week. Trained specialists from an independent third party will answer your call, document your concerns and forward a written report to the Company for further investigation. The Ethics Helpline call center is staffed by compliance specialists, and translations in your first language will be provided.

When you use the Ethics Helpline by phone or by internet, you may choose to remain anonymous. All reports will be treated appropriately, and any concerns raised are kept confidential to the fullest extent possible under the circumstances. The Ethics Helpline is not equipped with caller ID, recorders or other devices that can identify or trace the phone number from which you are calling or the internet address that you are using.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you have submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case. Providing additional information and tracking can also be done anonymously.

Rush Enterprises will carefully investigate all concerns raised and take appropriate action. We each have an obligation to cooperate with investigations of concerns and potential violations. Failure to do so is itself a violation of our Rush Driving Principles.

> NO RETALIATION

Rush Enterprises does not permit acts of retaliation for making a good-faith report under any circumstances. An act of retaliation goes directly against our Core Value of Fairness.

We will discipline any person responsible for or involved in any attempt at retaliation, up to and including termination. In addition, many governments impose penalties on companies that retaliate against whistleblower employees. Thus, both the individual employee and the Company may be penalized for retaliatory action. If you become aware of either threats or acts of retaliation, immediately contact any of the resources listed in the Rush Driving Principles.

REPORTING IN “GOOD FAITH.”

Making a report in “good faith” means that you believe there may be a possible violation of the Rush Driving Principles, applicable laws or Company policy, and that you provide all the information you have and you report honestly, regardless of whether the investigation of your report uncovers any actual misconduct.

Q: Three months ago, I called the Ethics Helpline anonymously. I was concerned that my supervisor was giving preferential treatment to some employees at the expense of others. It was investigated, and I understand some action was taken.

Since then, my boss and others have stopped speaking to me and copying me on important communications, and I am worried this will affect my performance. I feel that my colleagues know I made the report and are retaliating. Is it retaliation? What should I do?

A: This could be a case of retaliation. Contact the Human Resource Department or use any of the other resources listed in the Rush Driving Principles. An investigation will take place to determine what may have led to your colleagues’ behavior. If the investigation determines that they are retaliating against you because of your report, appropriate action will be taken.

> COOPERATING WITH INVESTIGATIONS

Any information provided through the Ethics Helpline or through any other reporting channel will be treated confidentially to the extent permitted by law. We may be required to report certain types of activities due to legal, contractual or ethical reasons.

Rush Enterprises will cooperate fully with appropriate authorities when they investigate conduct that appears to be a crime and may, in addition to disciplinary actions, seek restitution from individuals for harm to our interests.

Failure to comply with these Rush Driving Principles and other Company policies can have severe consequences for both Rush Enterprises and the people involved. Conduct that violates these Rush Driving Principles may not only damage our good name, but also violate the law. This can subject Rush Enterprises and those involved to civil suits and possible criminal prosecution. Rush Enterprises will impose disciplinary action for violations of the Rush Driving Principles and Company policies, up to and including termination of employment.

> COMPLIANCE CERTIFICATION

By working for Rush Enterprises, you are agreeing to abide by our Rush Driving Principles and uphold these standards in your daily work. When hired and annually, we will each be asked to record our personal commitment to comply with the Rush Driving Principles in all respects. We are required to certify that we have read and understand these Rush Driving Principles and are not aware of any violations of it or Company policies – done by us or a colleague – that have not already been reported.

Finally, we will each be asked to certify that we understand that if we have questions related to the standards of conduct outlined in these Rush Driving Principles or other company policies, we should promptly contact our manager, the Ethics and Compliance or Legal departments, the Ethics Helpline at 844-825-9484, or online at RushEthics.com.



WE PROMOTE AN ETHICAL AND SAFE WORKPLACE

IN THIS SECTION:

PROMOTE A SAFE AND HEALTHY WORKPLACE

RESPECT OTHERS

HARASSMENT-FREE WORK ENVIRONMENT

UPHOLD HUMAN RIGHTS



> PROMOTE A SAFE AND HEALTHY WORKPLACE

It is important that we maintain a safe, healthy work environment for all of us. We must follow safe working procedures at all times and actively work to prevent accidents. Rush Enterprises has established policies to help each of us prevent injury and minimize property damage.

OUR RESPONSIBILITIES

- Remember that safety is everyone's responsibility.
- Never tolerate others who ignore or bypass safety standards.
- Help make sure that those who work with you – other employees, contractors and third parties – act consistently with our safety standards.
- If you become aware of any threat to the safety of a team member, customer, supplier, contractor, consultant or other business partner on site, report it immediately to one of the following:
 - Your manager
 - The Ethics & Compliance Department
 - The Human Resource Department
 - The Ethics Helpline at 844-825-9484 or online at RushEthics.com

Q: I'm new here and don't want to be considered a troublemaker, but I've noticed some practices in my area that don't seem safe. Who can I speak to?

A: It is your obligation to discuss your concerns with your manager. There may be very good reasons for the practices, but it is important to remember that, at Rush Enterprises, raising a concern about safety is never viewed as causing trouble – it is being responsible. Your concern may prevent a serious injury. If your concerns are not resolved by notifying your manager, feel free to contact any of the other resources listed in these Rush Driving Principles.

VIOLENCE IN THE WORKPLACE.

Workplace violence or the threat of violence is unacceptable. You should immediately report violent behavior or threats to your supervisor. Employees who engage in violence or threats of violence will be subject to disciplinary action, up to and including termination of employment.

DRUGS AND ALCOHOL.

We must remain free from the influence of drugs, alcohol or any other substance that may impair our ability to work safely and effectively. It is important to remember Rush Enterprises prohibits the use of certain prescription drugs without a valid prescription.

Any employee suspected of possessing an illegal drug or a controlled substance during working hours, while on premises owned or occupied by Rush Enterprises, or at any other location while conducting business on behalf of the Company, is subject to inspection and search, with or without notice.

If you have a question about our alcohol and controlled substance policy, please contact the Human Resource Department or Legal Department.

> RESPECT OTHERS

Our people are the cornerstones of our business. We work best when we work together as a team, when we treat each other with respect and value the unique contributions of others.

Our continued success depends largely on our ability to attract and develop a diverse workforce of qualified individuals. We are committed to treating individuals with integrity and respect, and providing a work environment that promotes teamwork and mutual success.

We make all employment decisions based on merit and without regard for race, color, national origin, religion, gender, sexual orientation, gender identification, age, marital status, disability, veteran status or any other characteristic protected by applicable federal, state or local law.

OUR RESPONSIBILITIES

- Treat others with respect – your coworkers, our customers and everyone we interact with at work.
- Always do your part to help create a positive work environment where everyone can contribute and fully utilize their talents.
- Keep an open mind to new ideas, and listen in order to better understand and learn from different points of view.
- Remember that offensive messages, comments and inappropriate jokes are inconsistent with Our Core Values and are never acceptable.

Q: Can I refuse to interview a candidate based on what I know about the job requirements and the candidate's family situation? I believe that the open position on my team would not be suitable for a single parent, as it involves a lot of travel. This is not about prejudice, but practicality.

A: You are obliged to sincerely consider all candidates whose qualifications meet the requirements of the job – not on the basis of personal opinion or judgments about a candidate's personal life. Making assumptions like this violates our standards and may be interpreted as an illegal hiring practice. Just as important, failing to consider suitably qualified candidates risks missing out on appointing the best person for the job.

Q: A group of coworkers sends emails containing jokes and comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

A: You should first consider asking them to stop. You should also report your concerns to your manager and the Human Resource Department. You can also contact the Ethics Helpline. Sending such jokes violates Our Core Values as well as our policies. By doing nothing, you are condoning behavior that is potentially discriminatory and can seriously erode the team environment we have all worked hard to create.

> HARASSMENT-FREE WORK ENVIRONMENT

We all have a responsibility to maintain a workplace free from harassment and other inappropriate conduct. We take seriously all forms of harassment, including conduct that is sexual in nature. If you experience or witness harassment or any other behavior that makes you uncomfortable, speak up and report the problem.

OUR RESPONSIBILITIES

- Do your part by being professional and respectful in your interactions with others.
- Never tolerate degrading jokes, slurs, bigotry, physical or verbal intimidation, unwelcome sexual advances, jokes or comments, or other disrespectful conduct; this applies whether you are on Company premises or are engaged in off -hours or off-site business-related functions, such as Company picnics or business travel.
- All employees, and particularly managers, have a responsibility for keeping our work environment free of harassment.

If you observe, learn of or are subject to harassment or discrimination, you should immediately report it to the Human Resources Department, the Ethics Helpline at 844-825-9484 or online at RushEthics.com for prompt investigation. We will conduct investigations as discreetly and confidentially as possible, and we will promptly take corrective action in response to any inappropriate harassment or retaliation.

Rush Enterprises prohibits acts of retaliation against individuals who report harassment in good faith or who provide information in an investigation.

Q: My supervisor often loses his temper and yells whenever he thinks we've done something wrong. Is that harassment?

A: Whether it constitutes harassment or not, the situation creates a poor work environment. His behavior must be addressed because it undermines the commitment we've made to maintain a respectful workplace. Talk with your next-level supervisor or the Human Resource Department.

Q: While attending a conference, a coworker repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We were not at work and it was "after hours," so I wasn't sure what I should do. What should I have done?

A: This type of conduct is not acceptable after working hours or in work-related situations such as business trips. Because you've already tried a direct approach and asked him to stop, you should notify the Human Resources Department or the Ethics Helpline.

KEY DEFINITION.

Harassment is any form of inappropriate conduct toward another person that creates an intimidating, hostile or offensive work environment, and is based upon any legally protected characteristic. Harassing conduct includes both physical actions and verbal remarks or messages, whether done by an employee or a nonemployee. Sexual harassment involves unwelcome sexual advances, requests for sexual favors, or other physical or verbal conduct of a sexual nature.

> UPHOLD HUMAN RIGHTS

We are committed to respecting the human rights and dignity of everyone. We comply with all applicable laws pertaining to fair employment practices as well as laws prohibiting forced and compulsory labor, child labor, employment discrimination and human trafficking. We will not tolerate abuse of human rights in our operations or by our suppliers.

OUR RESPONSIBILITIES

- If you have any suspicion or evidence of human rights abuses in our operations or in the operations of our business partners, immediately report your concerns to your supervisor and use any of the reporting channels in these Rush Driving Principles.

- Remember that respect for human dignity begins with our daily interactions with one another and with our business partners. It also includes promoting diversity and inclusion, accommodating disabilities, and doing our part to protect the rights and dignity of everyone with whom we do business.

Q: When I was visiting a new supplier, I noticed employees working there that seemed young. When I asked about it, I did not get a clear answer. What are my next steps?

A: First, you did the right thing to be on the lookout for human rights abuses, and second to raise the issue with our supplier. The next step is to report the incident to the Ethics and Compliance Department or Legal Department. We are committed to human rights and to the elimination of human rights abuses, including child labor.



WE DO THE RIGHT THING

> IN THIS SECTION:

FAIRNESS TOWARD OUR SHAREHOLDERS

FAIRNESS TOWARD OUR CUSTOMERS

ANTI-CORRUPTION

GIFTS AND ENTERTAINMENT

OBEY INSIDER TRADING LAWS

KEEP ACCURATE RECORDS

FOLLOW TRADE COMPLIANCE RULES



> FAIRNESS TOWARD OUR SHAREHOLDERS

We each have a duty of fairness toward our shareholders, who trust us to conduct business honestly and to protect their investment in Rush Enterprises.

OUR RESPONSIBILITIES

- To maintain the trust of our shareholders, each of us must consistently operate within the law, keep accurate records that allow shareholders to evaluate our performance, avoid conflicts of interest that damage Rush Enterprises, and protect Company assets.
- These Rush Driving Principles and Our Core Values require us to conduct business honestly. That means we must follow Company policies and test every action against Our Core Values. Forgery of any kind of instrument of the Company, including checks and securities, is strictly prohibited. Acts of embezzlement or misappropriation of funds or other Company assets will not be tolerated.
- Our obligations to our shareholders, also discussed in **Keeping Accurate Records**, require us to handle money and report financial transactions properly at all times.

> FAIRNESS TOWARD OUR CUSTOMERS

To protect Rush Enterprises' reputation as an ethical and respected company, we must deal fairly with our customers at all times.

We compete vigorously and win business based on the quality of our products and our reputation for quality service, and not by engaging in unethical or illegal competition. We comply with the letter and spirit of competition laws wherever we do business.

OUR RESPONSIBILITIES

- To comply with competition laws that govern how we deal with competitors, suppliers and customers. Competition laws allow Rush Enterprises to choose the companies with which it is going to do business, but those decisions must be made independently and never in agreement with competitors.
- If you are considering a pricing arrangement that greatly favors one buyer over a competitor, contact the Legal Department to make sure the pricing arrangement does not violate competition law.
- To deal fairly with customers and ensure compliance with competition laws, generally you must not:
 - Make untrue, unfounded or misleading statements about the Company's or our competitors' products or services
 - Make untrue comparisons between our competitors' products and services and our own
 - Make commitments or promises that you know you or the Company cannot keep
 - Make any agreement with a competitor that restricts competition. An illegal agreement does not have to be a signed contract, and might be as simple as an understanding between two parties. Any coordination with competitors places both you and Rush Enterprises at serious risk of violating competition laws.

Q: I will be attending a trade association meeting, and I'm worried that my discussions may violate antitrust laws. I'm not sure what I can and cannot discuss. What should I do?

A: You are right to be concerned, but the situation can be managed. Industry associations provide excellent opportunities for networking and business development, but they can pose challenges as well. When attending these events, you should take care to avoid even the appearance of unfair business practices. If at any trade association meeting you become aware of any formal or informal discussion regarding prices, discounts, boycotts, or standardization among members of terms and conditions, warranties or product specifications, you should leave the meeting immediately and contact the Legal Department.

Q: I received sensitive pricing information from one of our competitors. What should I do?

A: You should contact the Legal Department before any further action is taken. It is important that from the moment we receive such information we demonstrate respect for antitrust laws and we make clear that we expect others to do the same. This requires appropriate action that can only be determined on a case-to-case basis.

Q: We recently hired a new employee who previously worked for one of our suppliers. She says she has confidential information about pricing from her previous job that can be useful to us. Can we look at the information and use it to our advantage?

A: No. We need to respect the confidential information of our business partners, third parties and suppliers just as we expect them to respect our confidential information. Explain to the new employee that we cannot use the information because it is against our policy and may be against the law.

COLLECTING COMPETITIVE INFORMATION APPROPRIATELY.

Collecting accurate information about the activities of our competitors is a necessary part of our business. If your job requires you to gather such information, you must take care to do so appropriately.

Our Rush Driving Principles provide guidelines to ensure that the Company acquires competitors' business information legally and ethically. Theft of confidential business information and trade secrets is illegal. Such theft or misappropriation, including eavesdropping, secretly taping conversations with a customer, removing records from the offices of a third party or making calls under false pretenses to gain information, is not only unlawful but is unethical and violates Our Core Values.

You are encouraged to ask coworkers, customers and suppliers for information about competitors that they are free to share. However, you should not encourage them to do so if this would violate a nondisclosure agreement or put them at risk. For example, you should not seek confidential information from a new employee who formerly worked for a competitor.

Rush Enterprises is in a somewhat unique position of representing several competing manufacturers of heavy- and medium-duty trucks. Each manufacturer represented by Rush Enterprises trusts us not to share its confidential information, including pricing information, with any of its competitors. If you violate that trust, it could result in severe consequences for Rush Enterprises, including termination of dealership agreements.

If you have questions about whether to use information about our competitors that you have gathered or been offered, you should seek guidance from the Legal Department.

WORKING WITH GOVERNMENTS.

Rush Enterprises sometimes does business with government agencies. Our contracts with government agencies are controlled by regulations that protect the public interest.

The consequences for violating these regulations are severe for both the individuals involved and Rush Enterprises, including substantial fines, prison and the Company's disqualification from future government contracts.

These regulations are extensive and complex. Prior to submitting any bid to a governmental agency, you must submit the bid to the Legal Department for review and approval.

> ANTI-CORRUPTION

Rush Enterprises will always earn and perform its business honestly and with integrity. We never offer or accept a bribe or kickbacks from anyone – and remember, we are not only responsible for our actions, but also for the actions of any third party who represents Rush Enterprises.

OUR RESPONSIBILITIES

- Do not offer, give or accept bribes, or accept or provide any other kind of improper benefit.
- Do not provide facilitation payments. If a facilitation payment is requested, report the request to the Ethics and Compliance Department or Legal Department.
- Keep accurate books and records so that payments can be honestly described and documented.
- Watch out for anyone doing business on our behalf, including consultants, suppliers and business partners. Be vigilant and monitor their behavior.
- Any questions about compliance with anti-bribery and anti-corruption laws should be referred immediately to the Ethic and Compliance Department or Legal Department.

Q: I work with a consultant in connection with our operations in a high-risk area outside of the United States. I suspect that he may be making payments or bribes to government officials on the Company's behalf. What should I do?

A: This matter should be reported to the Ethics and Compliance Department for investigation. If there is bribery and we fail to act, both the Company and you personally could be liable. Make sure that anyone doing business with us understands that they must comply with our anti-bribery policies.

KEY DEFINITIONS.

A **bribe** is anything of value that is given to influence the behavior of someone in government or the private sector in order to obtain business, financial or commercial advantage.

A bribe can be something other than cash. A gift, a favor, even an offer of a loan or a job can constitute a bribe.

Facilitation payments are typically small payments to a low-level government official that are intended to encourage the official to perform his responsibilities.

A **government official** includes anyone who works for or is an agent of a government-owned or government-controlled entity. This includes elected and appointed officials of national, municipal or local governments and school districts. It also includes officials of political parties and candidates for political offices, as well as employees of a government or a state-controlled company.

> GIFTS AND ENTERTAINMENT

Business gifts and entertainment are courtesies designed to build good working relationships and goodwill with customers and suppliers. However, gifts are not appropriate if they create an obligation, put you in a situation where you appear biased, or are given with the intent to influence a business decision.

OUR RESPONSIBILITIES

- You must advise and obtain the approval of your supervisor before giving or receiving gifts or providing entertainment.
- Gifts include items of value, travel, lodging, goods and services, as well as meals or entertainment when the host does not attend. While there are many considerations based on the specific circumstances, gifts will generally be approved if they are:
 - Nominal in value
 - Infrequent
 - In good taste
 - Unsolicited
 - Not cash or cash equivalents such as gifts cards
- Entertainment includes events where both the person offering and the person accepting attend. Examples include meals together, sporting events, golf outings or recognition trips offered by suppliers. The purpose of the entertainment must be to enhance the business relationship.
- While there are many considerations based on the specific circumstances, entertainment will generally be approved if it is:
 - Irregular or infrequent
 - Unsolicited
 - In a setting that is appropriate for a business discussion
 - Reasonable, or for an amount you are accustomed to spending on personal entertainment
 - Something you would freely tell your coworkers about
- The rules for gifts and entertainment apply year-round, even during the holidays. They apply not only to you, but also to your family members and close friends.
- If you are offered a gift or entertainment that is inappropriate, you should decline. If you find yourself in a situation where refusing a gift would embarrass or hurt the person offering it, you may accept the gift on behalf of the Company and then report it to your manager or to the Ethics and Compliance Department.

The important thing to remember is that you cannot offer, give or receive anything that would compromise – or even appear to compromise – the recipient’s ability to make fair, impartial and balanced business decisions.

For advice on whether business gifts and entertainment are appropriate, contact the Ethics and Compliance Department or Legal Department.



Q: I received a gift from a potential supplier who recently submitted a bid to work on a new Company project. I know I can't accept it, but what should I do?

A: The best approach is to return the gift and politely explain our policy. If a bid is open, we cannot accept any gifts of any value. If the bidding process is closed and the gift is of nominal value, you can accept the gift as long as it is consistent with the Rush Driving Principles, Company policy and the supplier's policy. It is recommended that gifts be shared with your colleagues to the extent practical.

GIFTS AND ENTERTAINMENT – GOVERNMENT EMPLOYEES.

Special rules apply to exchanging gifts and entertainment with government employees and public officials. Generally, you should not provide anything of value to government officials. However, with the prior approval of the Legal Department or the Chief Compliance Officer, it may be permissible to provide routine business courtesies.

> OBEY INSIDER TRADING LAWS

In the course of our work, we may have access to information about Rush Enterprises and the companies we work with that is not available to people outside the Company, including our outside shareholders. Often, this nonpublic information is “material,” meaning that it would motivate an investor to buy or sell stock, such as advance notice of acquisitions and divestitures, management changes, or certain nonpublic financial results and projections.

It is illegal for any person with material, nonpublic information, or “inside information,” about Rush Enterprises or any company to buy or sell securities, including stock and options, of that company. This illegal act, known as “insider trading,” is a serious violation of both our Rush Driving Principles and U.S. securities laws, and will subject the individuals involved, wherever located, to immediate termination and potential criminal prosecution.

OUR RESPONSIBILITIES

- If you are in possession of inside information, do not buy or sell Rush Enterprises stock, or exercise any Rush Enterprises stock options.
- “Tipping” is also a violation of our Rush Driving Principles and U.S. securities laws, with the same consequences. Tipping occurs when you provide material, nonpublic information to someone else, even inadvertently, and that person acts on the information to buy or sell Company stock. Because tipping is illegal, you must be careful not to disclose any nonpublic information to anyone outside of Rush Enterprises, such as family members or friends.
- Remember that, in the event of a government investigation into trading activity, all trades will be viewed with the benefit of hindsight. Always carefully consider every trade you make in either Rush Enterprises stock or the stock of one of our customers or suppliers with that in mind. If you have any questions, consult the Legal Department.

Q: My manager asked me to prepare some financial material related to an acquisition that we are considering. The information is confidential and is not yet public. Based on the information I reviewed, I think the stock of the acquisition target will go up fast once the news is made public. I know that I cannot buy stock in the company we are planning to acquire, but can I pass the news to my brother because he is not an “insider.”?

A: No. You cannot share the news with others because it is confidential. The information may also be material, non-public information, and sharing it with others could be considered “tipping,” which is against the law and our policies.

> KEEP ACCURATE RECORDS

We record information to measure our performance, and we use these records to advise shareholders of our financial results, to make required legal filings and to make daily decisions. Every one of us, regardless of our location or position, must make sure that the information we record is complete, accurate and properly maintained. For example, you must make sure that the information you submit on time cards, expense reports, sales reports, monthly and quarterly reports, and other reports is absolutely true.

OUR RESPONSIBILITIES

- To ensure that our financial and business records are correct, you must follow all applicable internal controls and procedures. For example, submit reports on time, and always include full and appropriate documentation when submitting contracts for processing or payment.
- Always be truthful and candid when responding to any questions or inquiries from the Company's internal or external auditors.
- If you have any questions, ask your direct manager or another manager for assistance. If you become aware of records that may be inaccurate, report the situation immediately to your manager or the Ethics Helpline at 844-825-9484 or online at RushEthics.com.
- It is very important to properly maintain business records – whether in paper or electronic format. Depending on the content, emails may be business records that must be preserved. Our Records Management Policy describes the procedures for maintaining and destroying records and files. You must maintain and destroy business records in accordance with this policy.

- From time to time, the Legal Department may notify you of records relevant to a pending or foreseeable judicial or government proceeding, audit or investigation. Make sure that you comply with that notification and do not alter, destroy, conceal or falsify relevant records. A legal hold on these records remains in effect until the Legal Department notifies you in writing or via email. If you have any questions about the right thing to do with a record, consult the Legal Department.

Q: At the end of the year, I received a number of high-value invoices from suppliers. I am worried that they could throw off our earnings for the year. Can I just wait to record them until January?

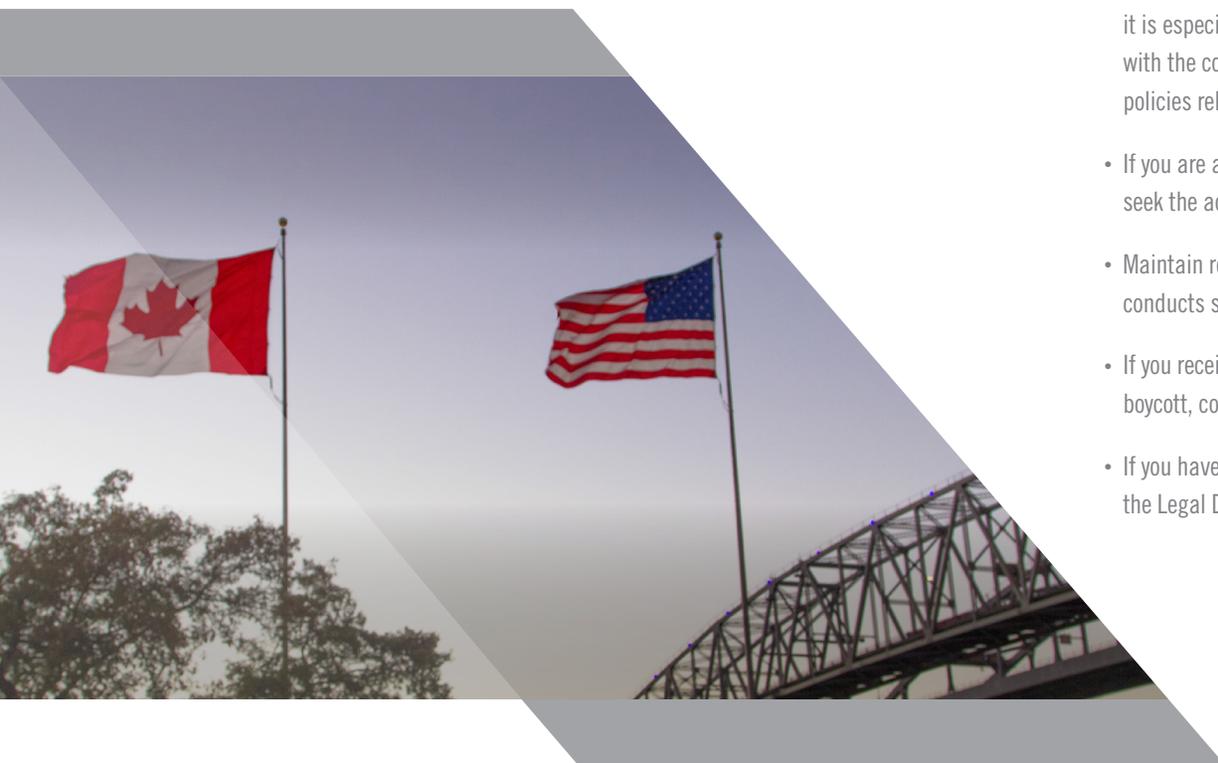
A: No. Costs must be recorded in the period in which they are incurred. Otherwise, it would misstate our performance and, depending on the circumstances, could be considered fraudulent.

> FOLLOW TRADE COMPLIANCE RULES

Certain U.S. laws govern the conduct of trade across borders and in foreign countries. Such laws prohibit companies from cooperating with unsanctioned boycotts, or conducting business with sanctioned or prohibited parties or in sanctioned countries. There are also laws that regulate the Company's import and export of products. We are committed to complying with all such laws.

OUR RESPONSIBILITIES

- If you are involved in international operations or the import or export of our products, it is especially important that you know and comply with the requirements associated with the countries in which you do business, and the applicable laws and Company policies related to international transactions.
- If you are asked to conduct business in a jurisdiction with which you are not familiar, seek the advice of the Legal Department.
- Maintain required import, export and customs records at each business location that conducts such transactions.
- If you receive a request to participate in a boycott or are asked about our position on a boycott, contact the Legal Department immediately.
- If you have any questions or concerns about trade laws or possible violations, contact the Legal Department.



WE SAFEGUARD OUR COMPANY

> IN THIS SECTION:

PROTECT OUR ASSETS

AVOID CONFLICTS OF INTEREST

PROTECT PROPRIETARY INFORMATION

PROTECT PERSONAL INFORMATION

DON'T SPEAK ON BEHALF OF OUR COMPANY



> PROTECT OUR ASSETS

Rush Enterprises' facilities, equipment, materials, property, technology and information have been acquired through the hard work of many people and with one goal in mind – to succeed by serving our customers. We owe it to each other, our shareholders, our suppliers and our customers

to guard all company assets against theft, loss, waste or damage, and to ensure that we use all Company assets appropriately and for business or other management-approved purposes only.

Computers and electronic information are essential tools to support our business. We all must ensure that we are using technology appropriately, with Our Core Values in mind, and for appropriate business purposes. Although limited personal use is permitted, it must not interfere with the full performance of your job duties.

OUR RESPONSIBILITIES

- Use Company assets only for business purposes.
- Secure your office, workstation and equipment by locking items or completely shutting down systems.
- Report any equipment that is damaged, unsafe or in need of repair.

- Follow all company policies and practices, and stay up to date on all required training that is designed to protect our networks, computers, programs and data from attack, damage or unauthorized access.
- Our email and information systems are the property of the Company, as is all correspondence and material contained on these systems.
- Email should be composed with the same care you take in composing any other company record. Discriminating or harassing comments and threatening or abusive language is inappropriate and may subject you to discipline including termination. In addition, our electronic messages should not contain inappropriate jokes, sexually explicit or offensive statements, or unauthorized solicitations. You should not expect privacy when using email and the internet, even for personal use through Company information systems.

Q: I received an email from our CEO asking for a list of employee names, dates of birth and taxpayer identification numbers for a project he is working on. I don't know why he would need all of this information, but he is the CEO. Should I send it to him?

A: No. It is likely that this is a phishing scam where a third party mimics someone's email to try to obtain sensitive information, in this case for identity theft. Before responding to any suspicious email, whether seeming to originate inside or outside the Company, check with your manager, the IT Department or the Legal Department.

RUSH ENTERPRISES' ASSETS.

Physical – Facilities, vehicles, parts, equipment, inventory, materials and supplies

Information – Data, databases, reports, files, plans, records, lists, manuals, digital information and intellectual property, including trademarks and logos

Financial – Company funds including cash, checks, credit cards, credit memos and other credit instruments

Electronic – Computers, tablets, electronic storage devices, telephones, information systems, internet/intranet access, personal digital assistants, and other similar devices, systems and technology

> AVOID CONFLICTS OF INTEREST

A conflict of interest occurs when our personal or family interests interfere, or appear to interfere, with our ability to make sound business decisions on behalf of Rush Enterprises. We need to avoid any situation that creates even the appearance of bias.

OUR RESPONSIBILITIES

It isn't possible to list every situation that could present a conflict, but there are certain situations where conflicts are more common. Below are some examples:

Doing Business with or Supervising Family and Friends

A conflict of interest can arise if you, a family member or close friend have a personal stake in a company that is a supplier, a potential supplier or a competitor of Rush Enterprises.

If you find yourself in that situation, you must not use your position to influence the bidding process or negotiation in any way. If you are directly involved in supplier selection, notify your manager immediately and remove yourself from the decision-making process. If you have a relative or friend who works for a competitor, notify your manager.

To be the strongest Rush Enterprises team possible, we must all treat each other fairly. When a personal or family relationship between employees exists, especially if it is also a reporting relationship, it may appear that one employee is receiving preferential treatment or favoritism.

In order to promote fairness, Rush Enterprises discourages even indirect reporting relationships between family members. Remember, the important thing is to avoid even the appearance of bias. If such a situation arises, you must disclose the facts to your manager. And you may be asked to complete a conflict of interest form.

Taking Employment Outside the Company

We may not take another job that interferes with our ability to do our job at Rush Enterprises. For example, we should not conduct outside business during working hours or use Rush Enterprises property, equipment or information to further outside business interests. In addition, we must not take outside employment with a supplier or competitor of Rush Enterprises. Because it may create a conflict of interest, you must notify your immediate manager before you take any outside job.

Serving on the board of directors or a similar body for an outside company or government agency requires the advance approval of your supervisor. Helping the community by serving on boards of nonprofit or community organizations is encouraged and does not require prior approval, as long as it does not interfere with your ability to do your job.



Making Private Use of Corporate Opportunities

Through your work or through contacts with customers or suppliers, you may become aware of an opportunity to make a purchase or investment in which Rush Enterprises might be interested. You must promptly notify your supervisor of the opportunity and allow Rush Enterprises to evaluate the opportunity and give approval before you can act on it privately.

Q: I own widely traded mutual funds, and they include investments in some of our competitors and other companies that we do business with. Is this a conflict?

A: No. It is not a conflict of interest because your investment is through a widely traded mutual fund, and you are not in a position to influence any decisions made by the other companies.

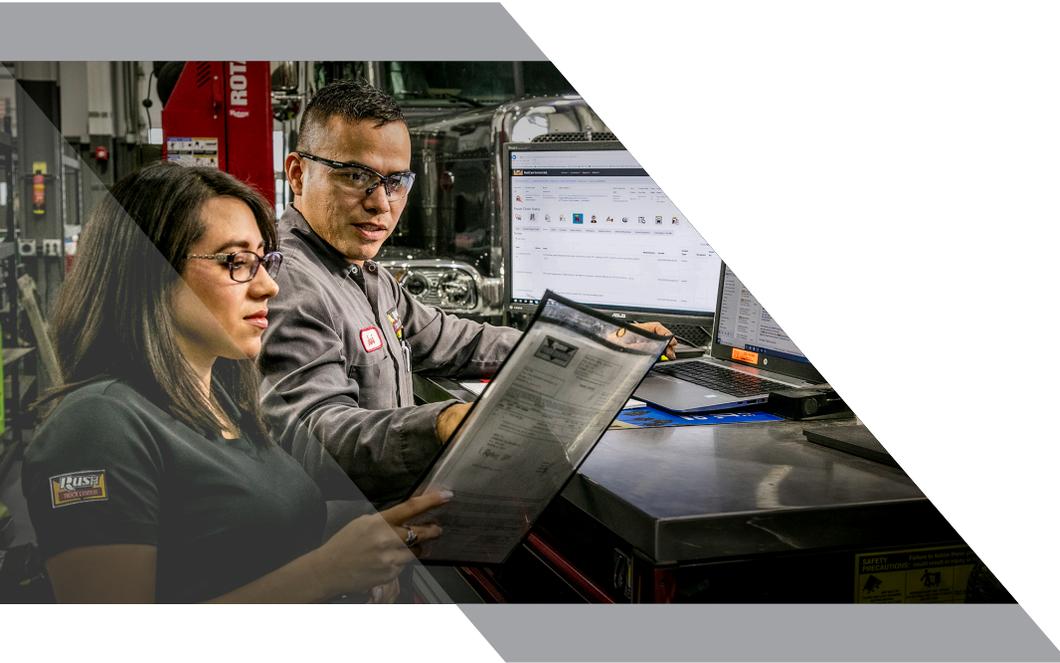
MANAGING CONFLICTS.

In many instances, conflicts can be avoided or managed if certain steps are followed. Be proactive and, whenever possible, avoid situations that can lead to even the appearance of a conflict.

If an actual, potential or perceived conflict of interest arises, you must disclose it to your manager, who, in consultation with the Chief Compliance Officer, will determine how you should proceed. Depending on the circumstances, some conflicts may be resolved if they are proactively disclosed and handled properly.

> PROTECT PROPRIETARY INFORMATION

Information is the lifeblood of our company. Open and effective exchange of this information is critical to our success. However, much of the information concerning Rush Enterprises' business activities is confidential because it is proprietary or contains trade secrets. The disclosure of this information outside the organization could seriously damage the Company's interests. Safeguarding this information is everyone's responsibility.



OUR RESPONSIBILITIES

- We have a responsibility to safeguard our Company's confidential corporate information, including business records, financial results, sales figures, and similarly sensitive information from loss, theft, damage, or exposure to unauthorized persons.
- Share confidential information only with those who are authorized and need it to do their jobs or provide the services we have requested.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Never discuss confidential information when unauthorized persons might be able to overhear what is being said. For example, never have such conversations on elevators, in visitor or common areas, or when using mobile phones in non-private spaces.
- Immediately report any theft, loss or unauthorized disclosure of confidential information.
- Remember that the confidential information of our customers and suppliers that has been entrusted to us is to be protected as if it is our own confidential information.
- The obligation to protect confidential information does not end when your employment at Rush Enterprises has ended.

> PROTECT PERSONAL INFORMATION

People inside and outside of Rush Enterprises trust us to handle their personal information with care and to only use it for legitimate business purposes.

We respect the privacy of employees, as well as customers and business partners, and only use personal information when needed to operate effectively and in compliance with the law.

OUR RESPONSIBILITIES

- Keep personal information safe and secure.
- Use personal information only for the legitimate business purpose intended.
- Always handle information with care, follow our policies and protect any personal information that is entrusted to you.
- Take responsibility to suggest any improvement in data management procedures that would improve the protection of personal data.
- Follow the privacy laws and regulations of the states and countries in which you work.
- If you observe any personal information being inappropriately handled, report it immediately.

Q: I found a report on the photocopier containing a lot of confidential records, including payroll information. I do not want to get anyone into trouble, but I do not think it is right that this kind of information is left for all to see. What should I do?

A: You should return the report in confidence right away and report your discovery and actions to your supervisor or to the Human Resource Department. Protecting confidentiality and privacy is the responsibility of every employee. An investigation will be conducted to determine the cause and extent of the breach of our policies and to ensure all necessary steps are taken to protect the confidentiality of employee data.

DATA PRIVACY.

Data privacy laws cover how we must collect, store, use, share, transfer and dispose of personal information, and we comply with those laws everywhere we operate.

Under the law, personal information includes data that can be used to identify a specific person. This includes information such as a personal address, personal phone number, photo, birth date, personnel files, driver's license number, banking or payroll information, government-issued identification information, medical condition or history, or other personal information revealing race, ethnicity, religion, gender, age, mental or physical disability, military service, national origin, sexual orientation, or any other characteristic protected by applicable law.

> DON'T SPEAK ON BEHALF OF OUR COMPANY

Rush Enterprises is committed to delivering accurate and reliable information to shareholders, analysts, the media and other members of the public. It is important that we speak with one clear and consistent voice. For this reason, only certain employees may speak publicly on behalf of the Company.

USING SOCIAL MEDIA.

Social media is a great way to connect with people and potential customers, but always be careful when writing anything that might be published online when communicating as a representative of Rush Enterprises. Practice common sense and keep your electronic communications professional and consistent with Our Core Values and policies. Always assume the whole world can read your posts.

- Do not post proprietary or confidential information about our products, services or financial information.
- Be careful when listing Rush Enterprises as your employer on any social media site, with the understanding that your social media activity may have an impact on the Company.
- Take responsibility for what you post and never engage in activity online that would be unacceptable in person.

OUR RESPONSIBILITIES

- Unless you are authorized to do so, never give the impression that you are speaking on behalf of the Company in any communication that may become public.
- Rush Enterprises has designated spokespeople for dealing with requests for information. It is important that you refer requests for information from investors or research analysts directly to the Chief Financial Officer. Refer requests for information from the media to the Chief Executive Officer. Requests to Rush Enterprises from an attorney seeking information or to interview any officer, director or a representative of the Company should be directed to the Legal Department.
- If you are contacted by a regulatory agency or agency investigator, immediately notify the Legal Department.

Q: Someone posted a claim on an online social network about Rush Enterprises that I know is false. I think it's important that we correct the misinformation. Is it acceptable if I go ahead and post a response?

A: No. While it may be tempting to correct the information and engage with the source of the misinformation, you should instead contact the Marketing Department and let them take the necessary steps.

WE CARE ABOUT OUR COMMUNITIES

> IN THIS SECTION:

[SERVING OUR COMMUNITIES](#)

[POLITICAL ACTIVITY AND CONTRIBUTIONS](#)

[ENVIRONMENTAL PROTECTION AND SUSTAINABILITY](#)



> SERVING OUR COMMUNITIES

We represent Rush Enterprises in the cities and communities where we live and work. We constantly strive to improve our reputation as a good corporate citizen, and each one of us has a role to play in that effort.

When we work with charitable organizations and community groups, it is important that we avoid actions that can compromise our integrity.

OUR RESPONSIBILITIES

- Do not make any direct or indirect contribution on behalf of the Company unless you are specifically authorized to do so.
- If you volunteer to help charitable organizations, unless it is a company-sponsored activity and approved by your supervisor, be sure that your participation does not interfere with your work responsibilities. When you are representing Rush Enterprises at a company-sponsored activity, demonstrate an ethical and professional demeanor.
- You are prohibited from soliciting business partners or other employees to support your personal charities or causes without approval of the Human Resource or Legal departments.
- As part of our Rush Driving Principles and the Rush Enterprises' Core Values, we must obey the laws of the communities in which we operate and comply with the highest standard available, whether that be U.S. law, local law or company policy. If you ever question which of these standards is in fact highest in a given situation, please consult with the Legal Department.

> POLITICAL ACTIVITY AND CONTRIBUTIONS

You are encouraged to participate in civic and political activities, as long as these activities are on your own time and at your own expense.

As a company, Rush Enterprises will not engage in any political activities or give corporate contributions without pre-approval by the Chief Executive Officer.

OUR RESPONSIBILITIES

- Never suggest or imply that your donation of time, resources or money is from or endorsed by the Company.
- Never pressure others to contribute to, support or oppose any cause, political candidate or party, and do not solicit contributions or distribute political literature during work hours.
- If you decide to run for political office, notify the Legal Department so that appropriate efforts may be taken to ensure that no laws are violated related to participation in political activities.

Q: A supplier has invited me to attend a fundraising luncheon for a candidate for local office I want to go, but I know there are specific rules about supporting candidates and mixing politics and company business. What should I do?

A: If you want to attend in your personal capacity, you are free to do so. No company funds should be used to buy tickets to the luncheon or to support a political candidate, and you should take care to not associate our Company name in any way with your personal political activities.



> ENVIRONMENTAL PROTECTION AND SUSTAINABILITY

We strive to protect the environment in the communities where we operate. We recognize our responsibility to protect human health, the environment and natural resources, and to operate in full compliance with all of the environmental laws and standards that apply to us.

OUR RESPONSIBILITIES

- Comply with all regulations, policies and procedures related to labeling, storage, treatment and disposal of waste.
- Maintain all applicable environmental licenses and permits and related records.
- Be proactive and look for ways to reduce waste and use energy and natural resources more efficiently.
- Recycle when you can and conserve paper by limiting printing.
- Speak up if you have any suggestions about reducing our environmental impact.



> WAIVING THE RUSH DRIVING PRINCIPLES

From time to time, situations may arise that warrant a formal waiver of a provision of the Rush Driving Principles for an individual. Waivers will only be granted where they are truly necessary and do not contravene any laws, and will be limited and qualified as needed to protect the Company and shareholders to the greatest extent possible. The individual's managers and the Legal Department will generally address these issues. If the individual involved is also a director or an executive officer of Rush Enterprises, a waiver may be granted only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

None of the restrictions in the Rush Driving Principles should be read as, nor are they intended, to restrict employees' rights to engage in concerted or protected activities as provided in Section 7 of the National Labor Relations Act, nor should be construed to prohibit or limit any employee's rights to notify, cooperate with or seek redress from any government body or agency.

