



**THE TORO
COMPANY**

CODE OF ETHICS FOR OUR CEO & SENIOR FINANCIAL PERSONNEL

The Toro Company (the “Company”) has a Code of Conduct applicable to all employees. The Chief Executive Officer (“CEO”) and all senior financial officers, including the (a) Vice President & Chief Financial Officer (“CFO”); (b) Treasurer, Senior Director, Global Treasury, Financial Services and Risk Management; and (c) Senior Director, Corporate Controller, (or such person/persons performing similar responsibilities), all division controllers and certain other senior accounting personnel (“senior financial officers”) are bound by the provisions set forth in the Code of Conduct relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Conduct, the CEO and senior financial officers are subject to the following additional specific policies:

1. The CEO and senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the U.S. Securities and Exchange Commission. Accordingly, it is the responsibility of the CEO and senior financial officers to promptly bring to the attention of the Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities in preparation of the Company’s Financial Reporting and Disclosures.
2. The CEO and senior financial officers shall promptly bring to the attention of the Disclosure Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosure or internal controls.
3. The CEO and senior financial officers shall promptly bring to the attention of the Vice President & CFO, the Vice President, General Counsel & Corporate Secretary, or the Audit Committee any information he or she may have concerning any violation of the Company’s Code of Conduct, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.
4. The CEO and senior financial officers shall promptly bring to the attention of the Vice President & CFO, the Vice President, General Counsel & Corporate Secretary, or the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Conduct or of these additional procedures.

5. The Board of Directors of the Company (the "Board") shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Conduct or of these additional procedures by the CEO or senior financial officers. Such action shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

Dated: _____

Signature

Name: _____

(Please Print)