

UNIQUE FABRICATING, INC.

CODE OF ETHICS (Adopted on October 14, 2014)

This Code of Ethics (this “**Code**”) has been adopted by the Board of Directors (the “**Board**”) of Unique Fabricating, Inc. (the “**Company**”) and is applicable to all directors, officers and employees of the Company and its subsidiaries (collectively, “**Company Persons**”). The Code is intended to deter wrongdoing and to promote the following: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely, and understandable disclosure in reports and documents the Company files with, or submits to, the Securities and Exchange Commission (the “**SEC**”) and in other communications made by the Company; (iii) compliance with applicable NYSE MKT and governmental laws, rules, and regulations; (iv) prompt internal reporting of violations of the Code; and (v) accountability for the Code.

In this Code, references to the “**Company**” means Unique Fabricating, Inc. and, in appropriate context, its subsidiaries.

HONEST AND ETHICAL CONDUCT

The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Company Persons are expected to act and perform their duties ethically and honestly and with the utmost integrity. Honest conduct is considered to be conduct that is free from fraud or deception. Ethical conduct is considered to be conduct conforming to accepted standards of conduct and includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships as discussed in below. Integrity requires, among other things, being fair and candid.

CONFLICTS OF INTEREST

A “conflict of interest” occurs when an individual’s private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when a Company Person (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when a Company Person (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. While it is not possible to describe every situation in which a conflict of interest may arise, Company Persons must never use or attempt to use their position with the Company to obtain improper personal benefits.

Company Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, the Chairman of the Audit Committee. Directors and executive officers must seek determinations

and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

COMPLIANCE WITH LAW

It is the Company's obligation and policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Company Person to adhere to the standards and restrictions imposed by those laws, rules and regulations. Although not all Company Persons are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Accordingly, any Company Person who is unsure whether a matter violates any applicable law, rule, regulation or Company policy should discuss the matter with supervisors, managers or other appropriate personnel.

In addition, Company Persons are prohibited from trading Company securities while in possession of material non-public information about the Company and must comply with the requirements of the Company's Policy on Insider Trading in this regard.

DISCLOSURE AND PUBLIC COMMUNICATIONS

All Company Persons are required to support the Company's goal to have full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the Company with the SEC.

Each Company Person who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each Company Person must cooperate fully with the Company's accounting department, as well as the Company's independent registered public accountants and counsel.

Each Company Person who is involved in the Company's disclosure process must be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting and must take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

Each Company Person, regardless of whether such individual is involved in the Company's disclosure process, should promptly bring to the attention of the Chief Executive Officer, the Chief Financial Officer or the Audit Committee, as appropriate in the circumstances, any of the following:

- Any material information to which such individual may become aware that affects the disclosures made by the Company in its public filings or would otherwise assist the Board, any committee of the Board, the Chief Executive Officer, the Chief Financial Officer and any other person involved in the disclosure process in fulfilling their responsibilities with respect to such public filings.

- Any information the individual may have concerning (a) significant deficiencies or material weaknesses in the design or operation of internal controls that 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, disclosures, or internal controls.
- Any information the individual may have concerning any violation of this Code, including any actual or apparent conflicts of interest between personal and professional or business relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.
- Any information the individual 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 this Code.

In addition, only authorized persons may make any public statements on behalf of the Company, whether to the media, investors, or in other external forums, including the Internet. This includes disclosing new or confidential information regarding the Company through social media applications and websites. Any Company Person who is contacted by a reporter or the public on a topic on which such Company Person is not authorized to speak should refer the inquiry to the Chief Financial Officer.

REPORTING AND ENFORCEMENT

Company Persons shall take all appropriate action to stop any known misconduct by fellow Company Persons that violates this Code. To this end, Company Persons shall report any known or suspected misconduct to the Audit Committee. Misconduct by any director or executive officer must be reported to the Audit Committee.

After receiving a report of an alleged prohibited action, the Audit Committee shall promptly take all appropriate actions necessary to investigate. All Company Persons are expected to cooperate in any internal investigation of misconduct.

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board.

Upon receipt of a determination that there has been a violation of this Code, the Board will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities. The Board may, in its sole discretion, seek consultation with any person it deems appropriate before taking such preventative or disciplinary action.

PROHIBITION ON RETALIATION.

The Company does not tolerate acts of retaliation against any Company Person who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

WAIVERS AND AMENDMENTS

Each of the Board or Audit Committee may, in its discretion, waive any violation of this Code. Any waiver of this Code for directors or executive officers shall be promptly disclosed to stockholders as required by applicable laws, rules, and regulations, including the rules of the SEC and NYSE MKT.

The Board may amend this Code from time to time in writing and any such amendment shall be promptly disclosed to stockholders as required by applicable laws, rules, and regulations, including the rules of the SEC and NYSE MKT.

OTHER POLICIES AND PROCEDURES

Any other policy or procedure set out by the Company in writing or made generally known to directors, officers or employees of the Company prior to the date hereof or hereafter are separate requirements and remain in full force and effect.

CERTIFICATION

All Company Persons must acknowledge receipt of this Code, certify their understanding of this Code and agree to comply with this Code. A copy of the certification that all personnel must sign is enclosed with this Code.

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ACKNOWLEDGEMENT AND CERTIFICATION

The undersigned acknowledges receipt of the Code of Ethics adopted by the Board of Directors of Unique Fabricating, Inc. (the “Code”). The undersigned certifies that the undersigned has read and understands (or has had explained) the Code and agrees to be governed by and comply with the Code in all respects for as long as the undersigned is subject to the Code.

Signature: _____

Print name: _____

Date: _____