

ODYSSEY RE HOLDINGS CORP.

CODE OF BUSINESS CONDUCT AND ETHICS

Fairfax Financial Holdings Limited has from the outset stated and continuously repeated, as a primary value within its Guiding Principles (which are set out each year in the Annual Report of Fairfax), that “honesty and integrity are essential in all our relationships and will never be compromised.” The Board of Directors of Odyssey Re Holdings Corp. has adopted this Code of Business Conduct and Ethics (this “Code”) to provide detailed elaboration on this principle.

This principle, and the express standards and procedures set forth in this Code, are designed to promote:

- honest and ethical conduct, integrity in all dealings and compliance with the law;
- full compliance with all regulatory disclosure requirements and similar standards for all other public disclosure;
- the avoidance of actual or perceived conflicts of interest or, in cases where avoidance is not possible, the appropriate disclosure and the ethical handling of that actual or perceived conflict;
- prompt reporting of any known or reasonably suspected violations of this Code; and
- accountability for adherence to this Code.

This Code applies to all directors, officers and employees of Odyssey Re Holdings Corp. and of every subsidiary of Odyssey Re Holdings Corp. Odyssey Re Holdings Corp. and its subsidiaries are referred to collectively as OdysseyRe and each director, officer and employee of OdysseyRe is referred to as a Covered Person. OdysseyRe will attempt to ensure that this Code is brought to the attention of all Covered Persons.

Each Covered Person is responsible for understanding and adhering to this Code and acting in a manner which will result in performance of this Code, including co-operating in any investigation of misconduct. Adherence to this Code and acting in a manner which will result in performance of this Code is a strict condition of continued employment or association with OdysseyRe. It is not an excuse for non-adherence that the non-adherence was directed or requested by any other person.

This Code is absolute in principle, but it cannot cover every situation which may arise involving an ethical question or decision. Each Covered Person should constantly ensure that his or her conduct is compliant with the principles and the details of this Code. In any situation where there is doubt, the Covered Person should discuss the situation with colleagues, supervisors, senior personnel or even a director until he or she is satisfied that all the relevant facts are known and have been considered and that the conduct chosen to be followed in that situation is the conduct prescribed by this Code.

This Code is in addition to OdysseyRe’s and Fairfax’s other policies or codes of business conduct, including the policy on Insiders’ Confidentiality, Trading and Reporting Responsibilities and Whistleblower Policy. Covered Persons should also become familiar with and scrupulously adhere to those policies and codes.

Honest and Ethical Conduct

1. Each Covered Person owes a duty to OdysseyRe to act at all times ethically and with the highest degree of honesty and integrity. Competitive advantage or profit must not be sought through unlawful, dishonest or unethical business practices.

Financial Records and Periodic Reports

2. (a) The disclosure in all reports, documents and communications that OdysseyRe is required to file must fully comply with all disclosure requirements and any other reports, documents and communications that OdysseyRe publicly issues must meet similar standards. To achieve this, OdysseyRe will maintain accurate and complete financial, accounting and documentary records, and the Covered Persons involved will maintain and provide full, complete and accurate data and documentation.

(b) Each Covered Person will promptly bring to the attention of OdysseyRe's Audit Committee any information he or she may have concerning (i) significant deficiencies in the design or operation of internal controls over financial reporting which could cause OdysseyRe's disclosure to not fully comply with all disclosure requirements or similar standards, or (ii) any fraud, whether or not material, that involves management or other employees who have a role in OdysseyRe's financial reporting, disclosures or internal controls over financial reporting.

Conflict of Interest

3. Each Covered Person must be scrupulous in always seeking to avoid any actual, potential or perceived conflict of interest. A conflict of interest occurs or may occur in any situation where a Covered Person has, or may have, a financial or other personal interest (other than solely as a director, officer or employee of OdysseyRe) different from, additional to or beyond solely the interests of OdysseyRe. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her OdysseyRe work objectively. Due to the variety of situations which could give rise to an actual, potential or perceived conflict of interest, every Covered Person should constantly consider whether any actual, potential or perceived conflict exists or may exist.
4. No gift, entertainment or personal benefit or opportunity should ever be offered, accepted or permitted by a Covered Person in a commercial context or by virtue of the Covered Person's position or office with OdysseyRe, unless it (i) is consistent with customary business practices, (ii) is not excessive in value, (iii) cannot be construed as a bribe or payoff, and (iv) does not violate any laws or regulations. In any event, and for greater certainty, the offer, acceptance or permitting of cash gifts by any Covered Person is prohibited.
5. A Covered Person (or any member of his or her immediate family) may not acquire property for other than fair value, or receive loans or gifts in a material amount, from OdysseyRe, except with the prior written approval of the Chief Executive Officer or individual(s) designated by the Chief Executive Officer.
6. In the event that a Covered Person is contemplating entering into any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, they should speak with their departmental manager and the General Counsel, and should not take any action to proceed with that transaction or relationship unless and until that action has been approved.
7. OdysseyRe encourages participation in activities of the (re)insurance industry and those civic activities which are for the public good. It is important however, that the amount of time devoted thereto does not impair the individual's ability to fulfill his or her official duties with OdysseyRe. With respect to participation in the activities of the (re)insurance industry, the approval of the Chief Executive Officer, or such individual(s) the Chief Executive Officer may designate, must be obtained in each case.

Protection and Proper Use of Corporate Assets

8. (a) Each Covered Person must act in a manner which protects OdysseyRe's assets and resources and ensures their responsible and efficient use. All assets and resources of OdysseyRe must be used for legitimate business purposes (incidental non-material personal use is considered a legitimate business purpose).

(b) The obligation to protect OdysseyRe's assets includes its proprietary information. Proprietary information includes, without limitation, intellectual property, such as trade secrets, patents, trademarks and copyrights, business marketing and service plans, manufacturing or service ideas, designs, databases, client lists, records, remuneration information, and any unpublished financial data and reports. Unauthorized use or distribution of this proprietary information is a violation of this Code. It may also be illegal and may result in civil or criminal penalties.

Confidentiality of Non-public Information

9. (a) Each Covered Person must maintain the confidentiality of all non-public information relating to OdysseyRe or provided by others to OdysseyRe (including by its customers), except when disclosure is properly authorized or legally required. Non-public information consists of (i) proprietary information, as that term is used in the immediately preceding paragraph, or any other business information that should reasonably remain confidential, and (ii) non-public personal information, which is defined as any data or information considered to be personal in nature and not subject to public availability, *e.g.*, social security numbers, credit card numbers or medical records. Non-public information, other than non-public personal information, that is of no materiality and the disclosure of which would have no impact on OdysseyRe or anyone else need not be maintained in confidence, subject to applicable privacy laws. The obligation to preserve the confidentiality of non-public information continues even after employment ends.

(b) Each Covered Person is prohibited from using or attempting to use non-public information for his or her own, or anyone else's, personal use, gain or advantage.

Fair Dealing

10. One of the most valuable assets of the Company is its reputation for fairness and integrity. Each Covered Person must deal honestly, ethically, fairly and in good faith with the security holders, customers, suppliers, competitors, employees, advisors and regulators of OdysseyRe. OdysseyRe seeks competitive advantage through superior performance, but never through unlawful, dishonest or unethical business practices. No Covered Person will take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Protection and Proper Use of Corporate Opportunities

11. Each Covered Person is prohibited from taking for himself or herself personally, or directing to anyone else, opportunities that are discovered or available by virtue of the Covered Person's position with OdysseyRe or through the use of OdysseyRe's property or information. No Covered Person will use OdysseyRe's property or information or the Covered Person's position with OdysseyRe for his or her own, or anyone else's, personal gain, or will compete directly or indirectly in any manner with OdysseyRe. Each Covered Person owes a duty to OdysseyRe to advance OdysseyRe's legitimate interests when the opportunity to do so arises.

Compliance with Laws, Rules and Regulations

12. OdysseyRe is committed to being a good corporate citizen of all the states and jurisdictions in which it is located and conducts business.
- (a) In conducting the business of OdysseyRe or otherwise acting as a director, officer or employee of OdysseyRe, every Covered Person will comply with all applicable laws, rules and regulations in every jurisdiction in which OdysseyRe conducts business. Each Covered Person will acquire sufficient knowledge of the legal requirements relating to his or her duties so as to be able to carry out those duties in a legally permissible manner and to recognize when to seek advice on the applicable legal requirements from others with greater expertise.
- (b) Compliance with this Code includes compliance with local laws and regulations of the foreign countries in which OdysseyRe operates. It also includes compliance with those provisions of U.S. laws and regulations relating to the conduct of business outside the United States, such as the Foreign Corrupt Practices Act (“FCPA”), which generally prohibits giving or offering anything of value to a foreign official to induce the recipient to misuse his or her official position to obtain or retain business or secure some improper advantage, and the Office of Foreign Assets Control (“OFAC”), which prohibits the conducting of business or payment of money to countries, entities or people who have been identified as prohibited by the U.S. Treasury Department.

Discrimination and Harassment

13. The diversity of OdysseyRe’s employees is a tremendous asset. OdysseyRe is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any harassment or illegal discrimination of any kind. Derogatory remarks and inappropriate characterizations of people and companies are prohibited. This applies equally to oral statements, e-mail messages, internal memos and formal reports.

Reporting of Violations of the Code

14. (a) Each Covered Person will promptly report any violation of this Code that is known to or reasonably suspected by that Covered Person, to their department manager, the General Counsel or the Board of Directors of Odyssey Re Holdings Corp., as appropriate. Inappropriate delay in reporting a known or reasonably suspected violation is itself a violation of this Code.
- (b) OdysseyRe assures every Covered Person that it will not carry out or, to the fullest extent reasonably within its power, permit any retribution or retaliation of any kind for reports made in good faith regarding known or reasonably suspected violations of this Code. The ability of a Covered Person to make reports without fear of retribution or retaliation is vital to the successful implementation of this Code.

Accountability and Compliance

15. The Board of Odyssey Re Holdings Corp. is responsible for monitoring compliance with this Code. Each Covered Person will be held accountable for adherence to this Code. Employees and officers who violate this Code will be subject to disciplinary action, including potential termination of employment, depending on the particular circumstances. Any violation of this Code by a director will be handled as appropriate in the circumstances.

Waivers

16. Odyssey Re Holding Corp.'s Board or one of its Board committees may grant a specific, limited waiver of any provision of this Code if it determines, based on information that it deems credible and persuasive, that such a waiver is appropriate under the specific circumstances. Each fact situation will be treated as a separate case, so that a decision in one case will have no bearing on another case. In most circumstances it is unlikely that a waiver will be granted. Any waiver granted (or implicit waiver) will be disclosed to the extent required by applicable law or the rules of any applicable stock exchange.

Compliance Statement

17. In order to ensure compliance with this Code, the attached "Statement" should be completed at least annually by each Covered Person. In case of doubt, full disclosure should be made of all situations involving possible conflicts of interest in order to facilitate an impartial and objective determination.