



Code of Business Conduct

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Message from Howden's CEO

Dear Howden Associate:

Howden's goal is to maintain the highest ethical standards in the conduct of our business. It is important that all Associates, officers and directors, irrespective of position or location, understand and faithfully implement those standards. Our customers, as well as our investors and business partners, expect nothing less.

Simply stated, we will obey the law and act ethically. While this principle drives our general approach to how we conduct business, its application in particular contexts can require some additional guidance. This Code of Business Conduct, referred to here as the "**Code**," has been designed to help our Associates understand and comply with the laws and policies that apply to our business and our internal ethical standards. Although this Code cannot answer every question of conduct that may arise in our business, it sets forth our guiding principles and serves to alert you to situations that require extra concern or guidance.

A copy of this Code, which will be periodically reviewed and updated, has been provided to each Associate. If you misplace it, you can obtain another copy from your Human Resources Manager or access an electronic copy of the Code which is available on our intranet at <http://connect.howden.com/hgl/legal/policypage>. Associates will be required to provide Howden with a written acknowledgement (at such times as Howden may require) confirming that they have reviewed and understand this Code.

As you will notice when reviewing the Code, reporting of potential issues by our Associates is a key component of how Howden maintains its high ethical standards and complies with applicable laws. If you notice something that could violate these standards or prevent us from fully complying with our legal and ethical obligations, please raise your concerns using the reporting mechanisms described below. Trust is hard to win and easy to lose. Howden's reputation is in all of our hands. We count on your full commitment to maintain and enhance Howden's reputation for integrity going forward.

Ross Shuster

Chief Executive Officer

Statement of Principles

Our integrity is derived from the actions of every Howden Associate. We are all responsible for its care and maintenance. Integrity is maintained by operating our worldwide business in accordance with the highest ethical standards and in compliance with all applicable laws. This Code is designed to provide you with guidance in the performance of business activities on behalf of Howden. Howden not only requires compliance with minimum legal standards, but also expects every Associate and representative to exceed legal requirements and to conduct all activities at the highest level of responsible and ethical behavior.

This Code has been adopted by Howden's Executive Board of Directors, comprised of Howden Global Senior Executives (i.e. Chief Executive Officer, Chief Financial Officer, Chief Legal Counsel, and Global HR Director), to promote Howden's commitment to ethical standards of conduct and compliance with all applicable laws, rules and regulations. It is important to understand that this Code is a minimum requirement, which must always be followed. No Code can cover every possible question or business practice; therefore, when in doubt – ask before you act.

Each Associate is responsible for upholding this Code and is required to acknowledge in writing (at such times as Howden may require) that they have reviewed and understand this Code. All managers are responsible for compliance with and enforcement of this Code for their area of operation.

Managers also are responsible for enforcing compliance by our representatives, suppliers, sales agents, distributors and other partners ("**Business Partners**") with Howden's Code of Conduct for Business Partners, which can be accessed on our intranet at

<https://connect.howden.com/hgl/legal/Policies/Code%20of%20Conduct%20for%20Business%20Partners.pdf> or on our website at <https://www.howden.com/en-gb/about/code-of-conduct>. Our Business Partners are to be given copies of the Code of Conduct for Business Partners, shall agree to be bound by its provisions, and are also expected to observe it when conducting business with and for Howden.

This Code applies to all Howden business units in all countries and all Howden Associates throughout the world. In some cases, the rules of another policy or local law may be more restrictive than those outlined in the Code or vice versa. If so, you are expected to follow the more restrictive rule.

For the purposes of this Code, the words "**Howden**" and the "**Company**" mean Howden and each of its subsidiaries, including the Howden subsidiary that employs you, and the word "**Associate**" means all independent contractors, consultants, employees, officers, and, when they are acting on behalf of Howden, the directors of Howden.

Responsibilities

All Associates are responsible for complying with this Code, for raising questions if they are in doubt about the best course of action and for reporting possible misconduct promptly after it comes to their attention. Every manager is responsible for ensuring distribution of the Code to each Associate under his or her supervision and assisting them in understanding and complying with this Code.

Raising Questions and Reporting Violations

As further detailed in Howden's Whistleblower Policy, which is available on our intranet at <http://connect.howden.com/hgl/legal/Policies/Howden%20Whistleblower%20Policy.pdf> any Howden Associate who becomes aware of any existing or potential violation of this Code must report his or her complaint or concern to:

- any member of the Howden Legal Department;
- your Human Resource Manager;
- Howden Ethics Website at www.howden.ethicspoint.com; or
- The Howden Ethics Hotline (the "**Ethics Hotline**") - please use the hotline number associated with your location as specified [here](#).

The reported complaints and concerns will be communicated up the chain, as appropriate, in accordance with Howden's Whistleblower Policy and Reporting Guide. No Howden Associate should report any existing or potential violation of the Code to any person who is involved in the matter giving rise to the existing or potential violation. *Directors and executive officers should contact the Chief Legal Counsel or the Executive Board, if they have questions about this Code or wish to report an existing or potential violation.*

If you have any questions concerning the Code, please contact your supervisor, Human Resource Manager or the Ethics Hotline at the numbers or website identified above. If there is any reason why consulting your supervisor or Human Resource Manager would not be appropriate (such as involvement in a Code violation), you should contact any member of the Howden Legal Department or the Ethics Hotline.

Anonymous Reporting

When using the Ethics Hotline, Associates may remain anonymous. However, you are encouraged to identify yourself to facilitate follow-up and investigation and should bear in mind that in some cases anonymity may hinder a full investigation of the issue. If you do choose to remain anonymous, please be sure to provide a sufficiently detailed description of the factual basis of the allegation so that an appropriate investigation can be performed.

Investigating Reports; Anti-Retaliation

Associates who in good faith raise issues relating to misconduct can rest assured their concerns will be taken seriously and will be promptly and fully investigated in an appropriate manner. This may include talking to Associates

directly involved, as well as to others who may possess information pertinent to the situation. All reports will be treated confidentially to the extent reasonably possible. Howden Associates must cooperate with any investigation.

Associates raising concerns in good faith are protected from retaliation under applicable law and Howden policy, even if it is ultimately determined that no violation of law or Howden policy has occurred. Howden will not tolerate any retaliation for reporting existing or potential violations of this Code or assisting in an investigation of a report. Any person who participates in retaliatory conduct will be subject to disciplinary action up to and including, where appropriate, termination of employment. Misusing this Code by knowingly or recklessly providing false information to Howden may also result in appropriate disciplinary action.

Every director, officer, manager or supervisor who receives a complaint or a report alleging or regarding an actual or potential violation of this Code should encourage the Associate to report it or communicate such complaint to any member of the Howden Legal Department, your Human Resource Manager or the Ethics Hotline, as appropriate.

Addressing Violations

Associates responsible for violations will be subject to disciplinary action appropriate to the circumstances and consistent with applicable law, up to and including termination of employment. Depending on the nature of the incident, individuals involved may also face prosecution for civil or criminal offenses.

Summary of Our Guiding Principles

Our overall approach to conducting our business ethically and with integrity and to complying with all Applicable laws can be organized into three key principles:

- 1. Our Associates must act in the best interest of the Company;**
- 2. Our people are our greatest assets; and**
- 3. We must compete fairly and comply with applicable laws, rules and regulations.**

These principles are first summarized and then discussed in further detail below.

1. Act in the Best Interest of the Company

Each Associate must always conduct him/herself in an honest and ethical manner. Each Associate must act with the highest standards of personal and professional integrity and not tolerate others who attempt to deceive or evade responsibility for actions. All actual or potential conflicts of interest between personal and professional relationships must be handled honestly, ethically and in accordance with the policies specified in this Code. Associates must refrain from misusing Howden property or confidential information. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing disclosures of trade secret information of other companies is also prohibited.

In addition, Associates must properly retain corporate records and be direct, honest and truthful in discussions with, or responding to requests for information from, regulatory agency officials and government officials as well as in all dealings with clients and customers. Associates must not compromise the quality of the products and services we provide to our customers and must treat our customers, suppliers and competitors with respect.

2. People Are Our Greatest Assets

Our people and our reputation are our most valuable assets. We maintain a positive, safe and inclusive work environment that we expect each of our Associates to embrace. Associates must treat one another with respect. We also properly maintain the privacy of our Associates' personnel and medical records.

3. Compete Fairly and Comply With Applicable Laws

Obedying the law, both in letter and in spirit, is one of the foundations on which our ethical policies are built. All Associates must respect and obey the governmental laws, rules and regulations of the cities, states and countries in which we operate. If a local law conflicts with this Code or a Howden policy, you must comply with the law; if a local custom or practice conflicts with this Code or a Howden policy, you must comply with the Code or policy. Associates should contact the Howden Legal Department if they have questions about particular legal requirements or what the law permits.

We seek competitive advantages fairly and honestly, through superior performance, never through unethical or illegal business practices. Each Associate should endeavor to respect the rights of, and to deal fairly with, our customers, suppliers, competitors and Associates. No Associate should take unfair advantage of anyone through manipulation, fraud (whether involving money, property, or honest services), concealment, abuse of

privileged information, misrepresentation of material facts or any other intentional unfair dealing practice. We only pay fair and reasonable prices for goods and services actually received.

The specific codes and standards that emanate from these key principles are discussed below.

Act in the Best Interest of the Company

Quality

Quality is our highest priority at Howden. As a supplier of products to many preeminent industrial companies and government entities, we understand that our customers demand quality products and services that are delivered with integrity and according to all applicable laws and contractual requirements.

Our approach to meeting this demand includes the following commitments:

- We will provide products and services that meet or exceed our customers' expectations for quality, integrity and reliability, and we will satisfy their requirements with on-time deliveries and at competitive prices.
- Our products will be manufactured and assembled according to our customers' specifications.
- Where inspection or testing is required or performed to confirm conformance to specifications, there will be no misrepresentation of data or falsification of records.
- Our products will be safe for use by our customers and other end-users, and they will meet all applicable customer requirements and regulations.

Conflicts of Interest

All Associates are expected to avoid situations in which personal interests conflict with those of Howden. A "conflict of interest" occurs when a person's private interest interferes in any way with the interests of Howden as a whole and can arise even from the appearance that a person's private interests are being placed ahead of those of Howden.

Transactions or arrangements that may involve a conflict of interest should be disclosed promptly so that they can be reviewed and specifically approved in advance and, so that, where appropriate, steps can be taken to manage the conflict. Howden also has a process, further detailed in our Conflict of Interest policy available on our intranet at

<http://connect.howden.com/hgl/legal/Policies/Howden%20Conflict%20of%20Interest%20Policy.pdf> for review and approval of specific or general categories of transactions and arrangements by a member of senior management holding a position of vice president or more senior (in the case of Associates) or the Executive Board (in the case of executive officers or directors).

A conflict situation can arise, for example, when an Associate takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest may also arise when an Associate, or any Family Member (as defined below) of such person, receives improper personal benefits as a result of his or her position at Howden. Loans to, other than those made in the ordinary course of business, or guarantees of obligations of, Associates or their Family Members may also create a conflict of interest.

Below are several common examples of activities that may give rise to conflicts of interest. The list is not exhaustive. The general principle, however, is simple: Associates should seek to avoid any situation in which it may even appear that actions were taken for reasons other than to benefit Howden.

- Associates who deal with Howden's suppliers are placed in a special position of trust. This position requires you to exercise caution in dealing with suppliers. As a general rule, no Associate should ever receive payment or anything of value in exchange for a purchasing decision. Howden recognizes an exception for token gifts (such as a calendar) of nominal value (approximately \$50 or less). See the Section of this Code relating to

Bribes, Gifts and Gratuities and any information provided by your Human Resource or Legal Department for further guidance on gifts or entertainment with respect to government officials.

- Working for or having a substantial financial interest in a company that is selling to, or buying from, Howden (other than an interest of less than 1% of the outstanding securities of a public company).
- Howden requires the full attention of its Associates. In general, this level of attention makes it impractical for Associates to pursue extensive employment outside Howden. Associates may not work for or serve on the board of directors of an outside entity that competes with Howden, and service on the board of directors of any for-profit company requires review pursuant to our Conflict of Interest Policy. Membership on non-profit company boards of directors is typically permitted and does not require review unless another conflict situation may arise as a result of that service. Any outside employment or acceptance of membership on boards of directors at entities that are actual or potential Howden customers or suppliers for supervisory personnel and above must be approved in advance by Howden's Chief Legal Counsel (other than casual, part-time employment).
- Diverting for personal gain any business opportunity from which Howden may profit, unless Howden knowingly decides to forego the opportunity. Each Associate owes Howden a duty of loyalty. That duty is violated if the Associate personally profits from a business opportunity which rightfully belongs to Howden. This problem can arise when an Associate has an interest in an entity which offers a product or service which could be offered by Howden, or when an Associate directly offers a product or service.
- Taking for yourself, or helping others take for their benefit, any business opportunity discovered or pursued through the use of Howden property or information or through your position with Howden, or that has been solicited by, or offered to, Howden.
- Using Howden assets (including computer and other equipment, telephones, materials, resources or proprietary information) for outside work.
- Having a personal relationship that influences, or appears to influence, business decisions, such as supervising a Family Member. *Associates should also refer to the Howden Policy Regarding Related Party Transactions which addresses conflicts of interest arising from transactions with the Company in which an associate or director has a financial interest.*
- Using Howden's name, property or information, or your position with Howden, for personal gain.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or the Howden Legal Department. Any Associate who becomes aware of a conflict or potential conflict, or knows of any material transaction or relationship that reasonably could be expected to give rise to such a conflict must promptly report it to the Howden Legal Department, their Human Resource Manager or the Ethics Hotline.

For purposes of the provisions of this Code, "**Family Member**" generally means a person's spouse, parents, children and siblings, whether by blood, marriage (including in-laws) or adoption, or anyone residing in such person's home.

Protection and Proper Use of the Company's Assets

All Associates should protect Howden's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Howden's profitability. All of Howden's assets should be used for legitimate business purposes. Incidental personal use of equipment such as computers, telephones and supplies is permitted.

Howden Information Systems

Howden computer systems and related applications and technologies are provided for Howden business purposes. Associates should not use any hardware, software, service, subscription, application or other technology that is owned, provided or paid for by Howden for any unauthorized, unprofessional or illegal purpose, or for any purpose or in any manner that may be harmful to Howden. This means, in part, that Associates may not use any such means to:

- view, download or transmit materials that are illegal or abusive, or that are offensive, profane, pornographic or sexually explicit;
- communicate anything that could be construed as harassing or discriminatory;
- reveal any derogatory or confidential information about Howden or any Howden customer or Business Partner; or
- send or download copyrighted materials, trade secrets, proprietary financial, customer, Associate or marketing information, export-controlled data or similar materials without proper authorization.

Keep in mind that Howden computer systems and peripheral devices are Howden property. To the maximum extent allowed by law, the Company owns messages, materials and data composed, transmitted, received, stored or accessed through or on such Company-issued computers and peripheral devices and reserves the right to monitor all usage of Howden network and computer systems and peripheral devices. This means that, unless applicable law provides otherwise, Associates have no expectation of privacy with respect to these systems and materials.

Therefore, it is all the more important for Associates to comply with the Howden Technology Usage Guidelines, which are available on our intranet at <https://connect.howden.com/hgl/legal/Policies/Howden%20Technology%20Usage%20Guidelines.pdf> and any additional guidelines provided by the Information Technology Department for using Howden technology. Among other matters, these guidelines state how Associates should approach information security, use electronic resources, avoid attempts at “social engineering”, manage records and report any issues related to Howden technology.

Please note that nothing in this Code of Conduct is intended to alter or abridge the rights of any employee under any applicable labor law.

Business Records

We all rely on the accuracy and completeness of Howden’s business records to (i) produce full, fair, accurate, timely and understandable disclosure in our reports and documents filed pursuant to the rules and requirements of the Financial Conduct Authority and other public announcements, (ii) make management decisions and (iii) analyse Howden operations. Accuracy of such records is essential for continued, long-term business success. In addition, many matters including safety or environmental record keeping may be required by law, and may have a significant impact on Howden operations, Associate health and the communities in which we operate.

We retain and manage business records to enable Howden to answer questions that may arise from audits, tax reviews or legal proceedings. We must prepare all business records with care to ensure their completeness and accuracy. False, misleading, or inaccurate record keeping is never acceptable under any circumstances.

All Associates will reflect accurately on all invoices to customers the sale price and terms of sales for products sold or services rendered. No false, misleading or artificial entries may be made by any Associate in the books and records of Howden.

All Associates with supervisory responsibility shall establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of Howden's assets and the accuracy of its financial records and reports. Howden has adopted controls in accordance with our internal needs and the requirements of applicable laws and regulations. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. All Associates, within their areas of responsibility, are expected to adhere to these procedures, as directed by the Chief Financial Officer.

All material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of Howden with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the Chief Financial Officer.

No Associate or non-Associate director may interfere with or seek to improperly influence, directly or indirectly, the auditing of Howden's financial records. Violation of these provisions shall result in disciplinary action, up to and including termination, and may also subject the violator to substantial liability.

Records Retention

Associates must comply with all laws, rules and regulations relating to records preservation. The retention and proper disposal of Howden records shall be in accordance with established Howden financial policies and applicable legal and regulatory requirements. Check with your supervisor or Human Resource Department for more detailed record retention guidelines that may apply to your operation.

If you learn of a pending or threatened legal action, subpoena or investigation, promptly contact the Legal Department. At times, Howden may need to keep certain records because of a pending or threatened legal action, subpoena or investigation. In that situation, the Legal Department will issue a "legal hold" identifying the types of records that must be retained. Associates are responsible for complying with "legal hold" instructions while they are in effect. If you have a question as to whether a record pertains to a pending or threatened legal action, court order or investigation, contact the Legal Department before disposing of the record in question.

External Communications

All Associates must comply with the Howden Public Disclosure Policy, which is available on our intranet at <http://connect.howden.com/hgl/legal/Policies/Howden%20Public%20Disclosure%20Policy.pdf>

Associates must not publish any false, defamatory or confidential information about Howden, any Howden business practice, or any Howden customer or Business Partner. This applies to all forms of publication, personal and professional, including electronic posts, blogs and tweets.

Confidential Information

All Associates have responsibility for protecting Howden's confidential information. This is both within and outside Howden as well as during and after service with Howden. Except as required by law, rule or regulation or with

appropriate authorization, every Associate who deals with confidential information must limit its disclosure to Howden Associates who have a clear need to know and avoid disclosure to persons outside Howden, including spouses, other family members and friends. This obligation continues after your service with Howden ends.

Confidential corporate information typically relates to Howden's operations - customer lists, pricing policies, production techniques, engineering, drawings, designs or "trade secrets" - but includes all non - public information that an Associate learns, from whatever source, during the course of performing his or her responsibilities for Howden.

In addition to protecting its confidential information, Howden safeguards the confidential and proprietary information of those with whom we do business that has been entrusted to us in our normal business operations. In this regard, we will comply with all contractual requirements, such as confidentiality and software licensing agreements, and will comply with all intellectual property laws, rules and regulations.

If there are any questions concerning confidential information or the treatment of what is believed to be confidential information please contact the Howden Legal Department.

Our People Are Our Greatest Assets

Employment

Howden is an equal-opportunity employer that provides employment opportunities as they arise to all qualified persons. We recognize that our most important resource is our Associates - the men and women whose commitment, creativity, skills and energy are central to our business goals. We encourage teamwork and a blameless environment working together to maximize professional growth and satisfaction.

Anti-Discrimination; Anti-Harassment

It is important that our workplace remain free from all forms of discrimination, intimidation and harassment. An environment where Associates can maximize their potential is only possible when each person is treated fairly and with respect. Howden will, at a minimum, meet all applicable employment laws, rules and regulations, including laws, rules and regulations governing working conditions, wages, hours, benefits and minimum age for employment, wherever it conducts business. Howden will take all actions with its Associates, in all phases of the employment relationship, without regard to gender, color, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy status, religion, veteran status, national origin or any other legally protected status. Associates are expected to comply with the Howden Anti-Harassment and Discrimination Policy, which is available on our intranet at:

<https://connect.howden.com/hgl/legal/Policies/Howden%20Anti-Harrassment%20and%20Discrimination%20Policy.pdf?Web=1>

Safety in the Workplace

Howden is committed to providing a safe and healthy workplace. Each Associate is responsible for observing all applicable safety and health rules. We are all responsible for taking precautions to protect ourselves and our fellow Associates from accident, injury or any unsafe condition. Additionally, all Associates must promptly report accidents, injuries and unsafe or unhealthy conditions, practices or equipment to their supervisors.

Substance Abuse

Howden is committed to a workplace free of substance abuse. We jeopardize the health and safety of ourselves and each other if we report to work impaired by the influence of alcohol or drugs. Associates should report to work in condition to perform their duties, free from the influence of illegal or unauthorized drugs or alcohol. In addition, the use, possession or distribution of illegal or unauthorized drugs or alcohol on Howden time or on Howden premises is prohibited. Associates are encouraged to seek treatment for alcohol and substance abuse problems.

Privacy

Howden also respects the privacy of our Associates. At a minimum, access to and knowledge of the contents of historical and current Associate personnel and medical records must be limited to those with a legitimate need to know, and Associates must comply with all applicable laws, rules and regulations that impose a higher standard of confidentiality for such records. All Associates must also comply with all applicable laws, rules and regulations regulating the disclosure of personnel or medical information about any current or former Howden Associates.

Compete Fairly and Comply With Applicable Laws

Unfair Competition/Antitrust

Associates are expected to comply with the Howden Antitrust Compliance Policy, which is available on our intranet at <http://connect.howden.com/hgl/legal/Policies/Howden%20Antitrust%20Compliance%20Policy.pdf>.

All decisions on pricing, discounts, production volumes, terms of sale, what to sell, where to sell, who we do business with, and whether to buy or sell will be based on supply and demand, other market conditions and our costs and needs. Such decisions should never be discussed with a competitor and must never be made as part of a formal or informal agreement with a competitor. Market conditions include the global market for that product and related products, as well as national, regional and local factors affecting the markets for those products.

Laws against unfair competition, which include antitrust or fair trade laws, are designed to protect the competitive marketplace. All Associates must comply with the applicable laws, rules and regulations of all nations where we do business. These laws protect the free enterprise system and encourage vigorous, but fair, competition. Among other stipulations, these laws prohibit any formal or informal understanding, agreement, plan or scheme among competitors that involves prices, territories, output, dividing markets, market share or customers to be served and activities or agreements that unfairly restrict competition or eliminate a competitor.

By way of non-exhaustive illustration, the following examples are a partial list of concerns:

- It is illegal to agree with a competitor (either directly or through an intermediary) to do any of the following, and you should not even discuss any of the following with any actual or potential competitor (unless negotiations are necessary to consummate a *bona fide* supplier/customer relationship with a competitor):
 - fix prices (including credit terms, discounts, warranties and margins), price ranges or policies, terms or conditions of sale or purchase, or volumes for products or services;
 - coordinate price announcements with a competitor's announcements or announce pricing plans far in advance to “test the waters”;
 - divide or allocate customers, markets, territories or products;
 - bid or not bid for a new account and the terms of any such bid;
 - boycott or refuse to do business with particular customers or sources of products or services;
 - only to do business with certain suppliers or customers or only on certain terms; or
 - exchange or discuss non-public information about sales, costs, margins, volumes, marketing or promotion, customers, new products or research and development.
- Certain agreements with customers or Business Partners may also be considered anti-competitive and illegal. For example, some antitrust laws prohibit companies from fixing or agreeing on the price at which a reseller sells its products. Improper agreements can be written or oral, and include not only specific commitments but also informal understandings.
- In addition, it could be unlawful to tie or condition the sale of one Howden product upon another, to price below out-of-pocket or “marginal” costs, to refuse to deal with certain customers, to enter into certain exclusive dealing arrangements or to discriminate in price or promotional offerings between certain buyers under certain circumstances. The legal standards in relation to each of these issues can be quite complex. When in doubt, please consult with the Howden Legal Department.
- Contact with competitors at trade shows or trade association meetings are not immune from competition laws. As a result, these contacts should be as limited as possible and kept strictly to the subjects detailed on

a formal agenda for the meeting. Do not participate in any meeting of a trade association or trade show that does not have a stated agenda, and do not participate in any business discussions with competitors, no matter how informal, that are not on the agenda. When in doubt about the appropriateness of the agenda (for example if it includes the topic of standard-setting or any of the sensitive topics described above), consult with the Howden Legal Department. If the discussion at the trade show or meeting deviates from the agenda topics into areas that may be problematic under this Code, leave the meeting immediately.

- Never engage in or discuss with competitors or other Business Partners any prohibited activities or other activities that might be interpreted as an effort to improperly restrict or limit competition.

All marketing data sought by Howden for its business purposes must be acquired properly and legally. Do not request that competitors send their price lists to you, and do not send Howden's price lists to competitors. Do not obtain or use any customer confidential or government classified or sensitive information from any source where there is reason to believe that the release of the information is unauthorized.

Import Laws, Export Controls and Economic Sanctions

Customs and import trade laws require all imported goods to be accurately declared and the payment of duties and taxes made, when applicable. When engaging in import activities, we must utilize accurate documentation, correctly assigned duty tariff codes, and declare the proper valuation, capturing all associated production costs of the imported goods, along with any required export and/or import licenses, commercial invoices, duty preference support, labels, country of origin markings and accurate transport waybills.

Many countries (including the United States) place controls and/or prohibitions on certain international transactions for national security, foreign policy and other reasons. Export control laws govern the exports of products, software, technology (including technical data and technical assistance) and services ("**Items**"). Additionally, under some laws, exports can include re-exports, in-country transfers of Items, and the release or disclosure of Items to foreign persons in the relevant country. Export control laws may restrict the sale and/or shipment of products to certain specified countries, specified entities and specified individuals, and for specified end-uses. Under these laws, an export or transfer may occur by any means, including electronic transmission, meetings, or phone calls.

Howden Associates, wherever located, must comply with all applicable laws, rules and regulations. Failure to comply with such laws, rules and regulations may result in criminal, civil and/or administrative penalties, for the individual, as well as for Howden, including loss of Howden's import or export privileges.

Prior to engaging in an international transaction, you must ensure that such transaction complies with all applicable laws, rules and regulations, and Howden policies. Additional guidelines regarding import, export controls and economic sanctions are available from the Howden Trade Compliance Department. When in doubt or if you have any questions concerning compliance with import laws, export controls or economic sanctions laws, please contact the Howden Trade Compliance Department. Associates should report any non-compliant import or export matter to the Howden Trade Compliance Department, the Howden Legal Department, or the Ethics Hotline.

United States Anti-Boycott Regulations

United States law prohibits U.S. companies, their U.S. and foreign subsidiaries, and their Associates from complying with, furthering or supporting non-U.S. boycotts that are not sanctioned by the United States ("**Anti-boycott Regulations**"). The Anti-boycott Regulations prohibit assisting in the Arab League boycott of Israel and other similar boycotts. It is a violation of these regulations to cooperate with requests to provide information or take actions, such

as refusing to do business, that further a prohibited boycott. Such requests may appear in letters of credit, bid tender, shipping instructions, certificates of origin and other contract-related documents. Additional guidelines regarding Anti-boycott Regulations are available from the Howden Trade Compliance Department.

Associates, wherever located, should advise the Howden Trade Compliance Department or the Howden Legal Department immediately if any boycott-related request for action or information is received, so that Howden can comply promptly with any applicable reporting requirements. If you receive a request to engage in any activity that appears to be boycott-related, you should not respond to the request without receiving guidance from the Howden Trade Compliance Department. Violation of anti-boycott laws and regulations could result in civil and criminal penalties.

Bribes, Gifts and Gratuities

Howden does not tolerate bribery. Howden and its Associates shall enter into all business relationships honestly and ethically. Associates are expected to comply with the Howden Anti-Corruption Policy, which is available on our intranet at <https://connect.howden.com/hgl/legal/Policies/Howden%20Anti%20Corruption%20Policy.pdf>.

In particular, no Howden Associate may, directly or indirectly, give, promise, offer, or authorize the provision of a bribe to any person. A “bribe” involves giving anything of value to secure an improper advantage (such as obtaining a contract, commercial benefit or government action), to improperly influence anyone, or to reward anyone for the improper performance of any function or duty, or with the belief that receipt of the thing of value is improper. A “thing of value” is broadly defined and includes money but also can include anything the recipient would find desirable or useful, such as gifts, entertainment, offers of employment, and political and charitable contributions. Howden also strictly prohibits any Associate from soliciting or accepting bribes from anyone.

Gifts

Providing small gifts and reasonable entertainment is often appropriate in the ordinary course of business. Without the prior written approval of Chief Legal Counsel, no Associate or representative of Howden shall directly or indirectly give, promise, offer or authorize the provision of gifts or favors of more than nominal value (approximately \$50 or less). Similarly, Associates should not solicit gifts or favors and may not accept gifts or favors of more than nominal value (approximately \$50 or less). Reasonable business entertainment is permitted, including traditional promotional events consistent with usual business practice provided that: (i) it cannot be construed as a bribe or a payoff, (ii) it is not in violation of any law, (iii) at least one Howden Associate is in attendance, and (iv) it would not embarrass Howden if disclosed publicly. An Associate should not offer gifts or entertainment to another person if the Associate knows that doing so would violate policies at the recipient’s organization (and should ask first if the Associate does not know). Associates must ensure that their own marketing expenditures are necessary, prudent, job-related and consistent with Howden policies. Howden may review any such expenditure to confirm that it satisfies these requirements.

Associates are expected to comply with the Howden Gifts & Benefits Guidelines, which are available on our intranet at

<http://connect.howden.com/hgl/legal/Pages/PolicyPage.aspx?RootFolder=%2Fhgl%2Flegal%2FPolicies%2FGifts%20and%20Benefits%20Section&FolderCTID=0x0120009C7DB2AEF4BC1A47A79D43F6EE55F66E&View=%7B8D0F2501%2D4153%2D4F62%2DB3B3%2D003B228A933B%7D>.

Foreign Corrupt Practices Act

All Howden Associates wherever located will adhere to the letter and spirit of all applicable corruption and bribery laws in all countries in which Howden operates. This includes the United States Foreign Corrupt Practices Act (“**FCPA**”), the United Kingdom Bribery Act 2010 (“**Bribery Act**”), and anti-bribery laws enacted by countries in accordance with the Organisation for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“**OECD Convention**”). Although improper payments to anyone are unacceptable, the Bribery Act prohibits giving, promising, offering or authorising the provision of money or items of value to any foreign official for the purpose of influencing a decision or obtaining business. Under the Bribery Act, the term “**Foreign Public Official**” is broadly defined and can include any Associate, officer or person acting in an official capacity for: (i) a local or national government; (ii) a government department or agency; (iii) a commercial enterprise owned or controlled by a government; (iv) a public international organization, like the United Nations; or (v) any person acting on behalf of a foreign official. Foreign political parties, their Associates and officials, and even candidates for foreign political office, are also considered “foreign officials” under the Bribery Act. The Bribery Act further prohibits giving money or items of value to any person or firm when there is reason to believe that any portion of it will be passed on to a government official for this purpose.

You cannot use a third party to do something that you are not allowed to do directly. This means that a third-party intermediary, such as a sales agent or representative, cannot be used as a conduit for corrupt payments or to otherwise violate this Code. Howden will not use the services of a sales agent or representative without a prior written agreement, in a form approved by the Howden Legal Department, that fully describes all services to be performed and the consideration to be paid. All agents, and their Associates, must be engaged in providing legitimate business services for a fee not in excess of the customary local rate for similar services. No agent shall be retained if the agent or any person employed by the agent or financially interested in the agent's business is an Associate or official of a governmental customer or potential governmental customer of Howden. All third-party intermediaries must also comply with all policies adopted by Howden with respect to such third parties as well as with any policies implemented internally by their business.

Political Contributions and Activities

Laws in many states and other jurisdictions prohibit or restrict corporations from making certain political contributions. Howden funds or assets may not be contributed, directly or indirectly, to any political party, committee or candidate, or the holder of any federal, state or local government office within the United States or in any other country, except upon the prior specific written approval of the Chief Executive Officer. Associates shall not be directed, pressured or coerced in any manner by a director, officer or any one acting in a managerial or supervisory capacity to make a contribution to any political party or committee or to any candidate for or the holder of any government office.

We encourage our Associates to be active in the political and civic life of their communities, including charitable or educational activities. When doing so and making any public communication, you should clarify that your views are yours individually and are not being expressed as an Associate of Howden. You may not make any political contribution as a representative of Howden. You must also avoid lobbying activities or even the appearance of lobbying any governmental body or public official as a representative of Howden without the prior specific written approval of the Howden Legal Department. No Associate shall make, authorize or permit any unlawful contributions, expenditure or use of corporate funds or property for political purposes. Of course, Howden Associates may participate in any political activities of their choice on an individual basis, with their own money and time.

Public Safety, Health and Environmental Protection

It is the responsibility of each Associate to fully comply with all applicable statutes, ordinances, regulations, orders and permits relating to public health, safety and the environment. Associates must immediately report unresolved issues of non-compliance to a supervisor. Howden supports programs and practices ensuring that its operations are conducted in an environmentally sound manner. We communicate and reinforce accountability for environmental stewardship throughout Howden.

Doing Business with the Government

In addition to the provisions of this Code and other Howden policies, Associates working with the U.S. government, state or local governments, or governments of those countries where we operate, have an additional obligation to know, understand and abide by the laws, regulations and ethical policies of those governments that may be more strict than those that apply to our non-government customers and suppliers. Associates acknowledge their understanding of this fact when they acknowledge this Code as set forth below.

Managers and supervisors will be aware of and comply with conflict of interest laws and regulations covering government procurements, including circumstances under which current or former government employees may be offered, or can accept, employment with Howden.

Truth in Negotiations Act

In transactions involving the U.S. government, we will adhere to the provisions of the Truth in Negotiations Act and, we will make certain that the cost and pricing data are current, accurate, complete and properly disclosed, documented and retained in the appropriate files.

Anti-Kickback Act of 1986

You must strictly adhere to the Anti-Kickback Act of 1986, which prohibits government contractors and subcontractors from giving or receiving anything of value in order to receive favorable treatment. If you are involved with government contracts, you should never give anything of value to or receive anything of value from a supplier, customer or subcontractor without receiving prior approval from your business unit general manager, who will in turn review with the Howden Legal Department. In case of any doubts or questions, please contact the Howden Legal Department or the Ethics Hotline.

Classified Information

You must strictly adhere to all laws and regulations regarding the protection of classified information, which should only be made available to individuals who have a need to know and who hold the proper government security clearance. Violations may result in imprisonment or fines. If you are aware of a potential violation, you must immediately report it to the head of security at your facility, as well as to your supervisor.

Confidential Information

You may not attempt to obtain or use confidential information of other companies or source selection information of the government. Source selection information is information that the government uses in evaluating bids or proposals. If you think that you have received either confidential information or source selection information, you should immediately contact the Howden Legal Department or the Ethics Hotline. You should not examine the information or copy it.

Employment of Current and Former Government Officials

There are detailed rules regarding employment of current or former government officials. Before initiating employment discussions with any present or former government official, you must contact the Howden Legal Department.

Other Requirements

There are many other requirements with which Howden must comply. In particular, you must:

- bill labour and material costs correctly;
- submit cost and pricing data correctly;
- not submit any false or fraudulent claims;
- fully comply with all contract specifications and requirements;
- correctly account for research and development costs and report inventions made under contract; and
- maintain appropriate records, such as inspection and testing records, invoices and time cards.

International Associates

Howden is subject to several international anti-corruption and trade laws, such as, but not limited to, the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, export control laws, economic sanctions laws, and anti-boycott regulations, which are described above. International Associates shall conduct business on behalf of Howden in compliance with these laws.

Local practice or custom in a foreign country does not excuse compliance with international anti-corruption and trade laws. It is important to remember that Howden may be subject to severe civil and/or criminal penalties for any violations of these laws. If you have any questions concerning your responsibility to comply with these laws, please consult the Howden Legal Department.

Waivers of or Changes in the Code of Business Conduct

Waivers of the Code will be granted only in limited circumstances. Any Associate seeking a waiver should speak to his or her supervisor, who will likely need to involve other persons in consideration of the waiver request. Any waiver

of, or changes to, this Code that apply to executive officers or directors may be made only by the Board of Directors or the Executive Board and must be promptly disclosed to interested parties in accordance with applicable rules.

Howden reserves the right to amend, alter or terminate this Code or the policies underlying it at any time for any reason.

Employment Relationship

Notwithstanding anything to the contrary herein, this Code is not intended to, and does not, alter the employment relationship you have with Howden, unless and except to the extent specifically incorporated (by operation of applicable law or otherwise) into any employment agreement, collective bargaining or labor agreement or similar agreement which governs your employment (in the Code, the term “employment agreement” will collectively refer to employment agreements, collective bargaining or labor agreements and all similar agreements). Furthermore, nothing herein is intended to guarantee your employment with Howden for any specified duration of time.

Acknowledgement and Training

Associates must provide Howden with a written acknowledgement (at such times as Howden may require) confirming that they have reviewed and understand this Code. Howden may arrange periodic trainings for Associates related to this Code. Associates must complete any such trainings required by Howden.