

Code of Conduct for Business Partners

Howden is committed to conducting business with the highest ethical standards. Maintaining these standards has never been more important than in today's global business climate.

General

This Code of Conduct for Business Partners ("Code") sets out the expectations and standards of Howden and its operating subsidiaries, affiliates and divisions ("Howden") that apply to any agents, distributors, dealers, contractors, intermediaries, joint venture partners, suppliers and other business partners doing business with Howden ("Business Partners").

Statement of Principles

As a company with global operations, Howden is committed to following the laws and regulations applicable to the locations in which it operates.

Howden also seeks to exceed legal requirements and to conduct all activities at the highest level of responsible and ethical behaviour. Howden's integrity is maintained by operating its worldwide business in accordance with these standards.

Accordingly, Howden expects each of its Business Partners to operate and act in full compliance with this Code and all applicable laws and regulations. Simply stated, we will obey the law and act ethically and expect our Business Partners to do the same.

Responsibility of Business Partners

The following highlights Howden's expectations of its Business Partners:

Applicable Laws and Regulations

- Comply with all applicable national, state or regional, and local laws and regulations in the countries in which they operate.

Antitrust and Competition Laws

- Comply with all applicable antitrust and competition laws which prohibit agreements or actions that unreasonably restrain trade, are deceptive or misleading, or unreasonably reduce competition without providing beneficial effects to consumers.

Anti-corruption, Gifts and Gratuities

- Enter into all business relationships honestly and ethically.
- Bribery, kickbacks or other improper payments, direct or indirect, to any person, or receipt from any person, to obtain a contract, some other commercial benefit or government action is strictly prohibited.

Global Trade Compliance and Anti-Boycott

- Never seek to mislead or improperly or illegally avoid the payment of import duties, taxes and fees, and never engage in activities meant to evade the legal requirements of international traffic and trade.
- Know relevant third parties and counterparties and do not engage in or facilitate business with entities or any other individuals specifically prohibited by law.
- Be aware of, and comply with, restrictions on dealing with entities and individuals located in countries that are subject to trade embargoes or economic sanctions imposed by the United States and other countries where you conduct business.
- Never make or cooperate with requests to provide information or take actions, such as refusing to do business, that further a non-U.S. boycott.

Labour and Employment

- Comply with all applicable wage and hour laws and regulations and provide legally mandated benefits.
- Never employ workers younger than the local, legally required minimum age, and never use forced, bonded, indentured or slave labour.
- Treat each employee with dignity and respect, and do not engage in or permit corporal punishment, threats of violence, or other forms of harassment whether based on gender, colour, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin or any other legally protected status.

Health, Safety and Environment

- Provide a safe work environment and conduct business in a manner consistent with all applicable safety standards, including governmental requirements, operations and facility specific safety requirements.
- Maintain procedures for handling emergencies such as fires, spills, and natural disasters.
- Identify and respond to any public health impacts of operations and use of applicable products.
- Maintain an effective environmental policy and conduct operations in a way that minimises any adverse impacts on the environment.
- Obtain and keep current all required environmental permits and meet all applicable environmental rules, regulations and laws.

Conflicts of Interest

- Avoid conflicts of interest with respect to Howden businesses and declare any potential conflicts of interest.

Confidentiality

- Act with integrity and lawfully in the proper handling of competitive data, proprietary and confidential information, and other intellectual property.

Supporting the Code

- Hold employees, and, to the extent they supply goods or services for ultimate sale to or use by Howden, suppliers and other third parties to these same standards.
- Adopt or establish a management system that supports the content of this Code and drive continuous improvement in these areas.

Monitoring and Compliance

- Neither Howden nor any of its group companies or authorised agents assumes any duty to monitor or ensure compliance with this Code, and the Business Partner understands that the Business Partner is solely responsible for full compliance.
- Howden reserves the right to assess compliance to these requirements and will expect its Business Partners to correct non-compliance issues identified during assessments. Upon request, Business Partners will provide Howden with information to enable it to assess conformance with the Code.
- If a Business Partner refuses or is unable to correct the non-compliance to our satisfaction, however, Howden or one of its group companies may terminate the relationship. Howden reserves the right to amend this Code and any of the above listed responsibilities.

Howden's Commitment to Business Partners

- Howden holds all of its associates, officers, and directors, when they are acting in connection with their official Howden duties, to the policies set forth by Colfax Corporation's (Howden's parent company) Code of Business Conduct and Ethics, available on Colfax's website at <http://ir.colfaxcorp.com/documentdisplay.cfm?DocumentID=4009>.

Resolving Code or Ethics Issues

- Employees of Business Partners are encouraged to work through their own company to resolve internal ethics issues. Business Partners should, however, promptly report violations of this Code or any unethical behaviour by going to Colfax Corporation (Howden's Parent Company) ethics website at <https://secure.ethicspoint.com/domain/media/en/gui/21707/index.html> or contacting the Colfax Corporation Ethics Hotline at +1 888-469-1538.