



# Code of Ethics

Revision 3  
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*Dear Colleagues,*

*At Accudyne, we take pride in our global reputation for delivering superior quality products and services in a manner that never compromises our integrity or our high standards of business conduct. We also share a common vision: to be the brand of choice for our end users, the supplier of choice for our channel partners, the employer of choice for our employees, and the investment of choice for our investors.*

*Meeting our competitive challenges and satisfying customer requirements can place pressure on employees at every level of the Company. However this pressure to succeed can never be an excuse for making decisions that would compromise our values or Code of Ethics. Those with whom we do business expect and deserve nothing less than the highest level of ethical business practices from Accudyne and from each employee of our Company.*

*On a daily basis and in all of our activities, we must maintain our focus on operating with absolute honesty and integrity, communicating openly and candidly, ensuring the safety and the development of our employees, maintaining a focus on creating value for our customers, and meeting all of our commitments. The commitment to ethical conduct is non-negotiable, and each of us is accountable for meeting this obligation. The Accudyne Code of Ethics is a resource to help you understand Accudyne's vision, mission, and values and to provide you a guide to put them into practice in your everyday decision-making. Please recognize, it is only a guide. Employees of ethical companies do not engage in ethical behavior simply because they have been given a Code of Ethics. They engage in ethical behavior because they truly desire to work in an ethical environment, in which ethical behavior surrounds them and that influences all of their actions. They want to do the right thing even when no one is looking.*

*My expectation is that each of you read and understand this Code, but this is only the first step. It is also necessary for each of us to surface any questions and report any concerns, in a timely fashion, regarding the Company's failure to adhere to these standards. If you have a question or concern about what is proper conduct for you or for anyone else, promptly raise the issue to your supervisor, any member of the Legal Department, Human Resources or the Accudyne EthicsLine. Nothing should compromise our steadfast commitment to integrity.*

*We all share the responsibility of making the Code of Ethics part of our everyday business activities so that our strong reputation is maintained. It is imperative that you read, understand, and strictly adhere to the principles of our Code of Ethics so that our Company will maintain its outstanding reputation in our industry*

*Sincerely,*



Chuck Treadway  
President and Chief Executive Officer

## OVERVIEW

The Accudyne Industries *Code of Ethics* applies to Accudyne and its subsidiaries and affiliates, worldwide. In addition to stating rules that govern our actions, the *Code* is an expression of fundamental values and represents a framework for decision-making. The *Code* is further explained and implemented by policies referenced in this document.

The underpinnings of ethical business practices at Accudyne are the following:

We will obey the law.

We will act in good faith.

We will consider the impact of our decisions on our stakeholders and seek fair resolutions.

We will communicate openly and effectively with our stakeholders.

We will seek always to build trust, show respect, and perform with integrity.

The integrity, reputation and profitability of Accudyne ultimately depend upon the individual actions of our officers, employees and representatives, all over the world. Each is personally responsible and accountable for compliance with this *Code*.

## Our Vision

Our vision is to be the brand of choice for our end users, the supplier of choice for our channel partners, the employer of choice for our employees, and the investment of choice for our investors.

## Making Ethical Decisions

**Accudyne is committed to the highest standards of ethics and business conduct.**

Accudyne complies with the law, honors its commitments, acts in good faith, maintains its values, seeks to advance the interests of stakeholders, communicates openly and effectively, and holds itself accountable.

In seeking positive outcomes, Accudyne's process for decision-making includes the following steps:

First, involve the right people.

Second, understand the facts.

Third, understand the legal requirements.

Fourth, consider the duties owed to stakeholders and the impact of alternative decisions.

Fifth, compare alternatives with reference to company values.

Sixth, ask "What decision would I make if this issue were widely known?"

Seventh, make a decision that is lawful and seems best.

## **OUR STANDARDS OF CONDUCT**

*The following standards of conduct define our minimum expectations for ethical behavior. Because these standards cannot anticipate the particular facts of every situation, they must be interpreted and applied within the framework of the laws and mores of the jurisdictions in which we operate, as well as in light of Accudyne's policies and procedures and good common sense. Reasons such as "everyone does it" or "it's not illegal" are unacceptable excuses for violating these Standards. We must be mindful of avoiding at all times, on and off the job, circumstances and actions that give even the appearance of impropriety or wrongdoing which could discredit Accudyne.*

### **1. Quality & Safety**

Our products must be designed, produced and delivered with the primary consideration of the safety and health of our customers, product users, employees, and others who may be affected.

Accudyne companies have the responsibility to design, manufacture, and deliver quality products. All required inspection and testing operations must be completed properly.

*These standards are reflected in Accudyne's policy entitled "Product and Services Safety Program".*

### **2. Marketing & Selling**

Accudyne will compete in the global marketplace on the basis of the merits of our products and services. We will sell our products and services honestly and will not pursue any sale that requires us to act unlawfully or in violation of these standards.

In making comparisons to competitors, care must be taken to avoid disparaging a competitor through inaccurate statements. All persons acting on behalf of Accudyne will abide by the laws relating to improper payments. *Sales and marketing services performed by third-parties outside the United States must comport with Accudyne's "Non-Employee Sales Representatives Policy".* Business gifts that are customary and reasonable in frequency and value are permitted, generally. A gift is never permitted if intended in exchange for favorable treatment or if prohibited by the policies of the recipient or his/her employer.

Accudyne will not offer or pay any bribe. *These issues are addressed in the Code Supplement entitled "Accudyne Business Gift Policy" and Accudyne's "Anti-Bribery and Anti-Corruption Policy".*

### **3. Protecting Information Belonging to Others**

Accudyne respects the legitimate proprietary rights and trade secrets of our customers, suppliers, and third parties. Accudyne will solicit, accept, use, and disclose proprietary information belonging to others only in conformity with Accudyne policy.

In the highly competitive global marketplace, gathering information about our competitors and competing products and services is a necessary and routine element of business. In gathering

competitive information, Accudyne will not utilize any improper means such as theft or deception. *See Accudyne's Supplement entitled "Gathering Competitive Information".*

Personal information collected from customers, suppliers and other visitors to Accudyne's internet and other sites will be protected in accordance with Accudyne policy.

#### **4. Protecting Company Assets**

Accudyne's assets, including tangible assets (such as facilities, money, equipment, and information technology systems) and intangible assets (such as intellectual property, trade secrets, invention disclosures, sensitive business and technical information, computer programs, and business and manufacturing know-how) will be used properly and as authorized by management. Accudyne's assets will not be used for personal gain.

All business transactions must be authorized by management and comply with delegations of signature authority and processes for internal review and approval.

#### **5. Accuracy of Records and Financial Reporting**

All assets, liabilities, revenues, expenses, and business transactions must be completely and accurately recorded on Accudyne's books and records, in accordance with applicable law, accepted accounting principles, and established Accudyne financial, accounting, and auditing policies, procedures, and controls. Budget proposals and economic evaluations must fairly represent all information relevant to the decision being requested or recommended. No secret or unrecorded cash funds or other assets will be established or maintained for any purpose. Accudyne will advise customers and suppliers of errors and promptly correct the error through credits, refunds or other mutually acceptable means.

*The retention and proper disposal of records and data shall be in accordance with the Accudyne Financial Policy entitled "Record Retention" and applicable legal requirements.*

#### **6. Government Procurement**

Accudyne will comply with procurement laws and rules as they apply to Accudyne's business with governments around the world.

Accudyne takes special care to comply with the unique and special rules that apply to contracting with any government entity. At all times, Accudyne will follow all applicable rules for competing fairly, will honor restrictions applying to government employees (e.g., gifts and employment), will deliver products and services that conform to specifications, and will adhere to all other applicable requirements.

*The Accudyne "Business Ethics and Conduct in Contracting With the United States Government Policy" contains specific guidelines and requirements.*

## **7. Equal Employment Opportunity**

Accudyne will treat employees and applicants for employment fairly, based only on factors related to Accudyne's legitimate business interests. *Accudyne's policy entitled "Equal Employment Opportunity and Affirmative Action" contains guidelines and requirements.*

Accudyne strives to assure that it has an enduring competitive advantage in the quality and talent of its workforce, and Accudyne supports initiatives that foster workforce diversity.

## **8. Workplace Environment**

Accudyne is committed to providing its employees a workplace that is free from known safety and health hazards, and a work environment free from discrimination, harassment, or personal behavior not conducive to a productive work climate.

All Accudyne entities worldwide will abide by applicable laws and regulations regarding possession or use of alcohol, drugs, and other controlled substances.

Subject to local law, and subject to approval by the Human Resources Department, local management has authority to make decisions regarding the serving of alcohol on Accudyne premises. Accudyne prohibits employees and others from being intoxicated while on company premises.

Accudyne prohibits the use, sale, purchase, transfer, possession or presence in one's system of controlled drugs while on company premises. This prohibition, of course, does not apply to drugs which are medically prescribed and used lawfully.

Employees with problems such as alcoholism, drug dependency, or other serious personal and emotional problems will receive opportunities for assistance and treatment.

## **9. Employee Privacy**

Accudyne respects the privacy interests of its employees.

Accudyne will comply with applicable laws in all jurisdictions where Accudyne collects, uses, or discloses employee personal information. *Additional information is contained in the Accudyne policy entitled "Data Protection".*

Personal conduct, unrelated to Accudyne, is not Accudyne's concern, unless such conduct impairs the employee's work performance or affects the reputation or other legitimate business interests of Accudyne.

## **10. Conflicts of Interest**

Accudyne's officers, employees, and representatives must be loyal to Accudyne and deal with suppliers, customers and others in a manner that avoids even the appearance of a conflict between personal interests and those of Accudyne. *Accudyne's "Conflicts of Interest Policy" further defines conflicts, provides guidance on specific subjects, and identifies processes for resolving possible conflicts. Transactions and relationships subject to this standard of conduct include the following:*

- Direct or indirect financial or stock ownership interest in Accudyne suppliers, customers, or competitors;
- Seeking or accepting gifts or any form of compensation from suppliers, customers or others doing business, or seeking to do business with Accudyne (see the *Supplement* entitled “*Accudyne Business Gift Policy*”);
- Directorships, employment by, or voluntary service rendered to another company or organization; and
- The personal use of corporate assets (including, for example, tangible property, proprietary information, non-public information, or business opportunities).

Actual and potential conflicts must be disclosed to Accudyne for review. When in doubt, seek guidance from the Business Practices office.

### **11. Securities Trading & Release of Material, Nonpublic Information**

Accudyne’s officers, employees and representatives must maintain the confidentiality of material, nonpublic information (which is understood as information not disclosed by Accudyne and which a reasonable investor would consider important in making an investment decision). Such information will be disclosed only through designated spokespersons, who typically would be the most senior Accudyne officers.

Accudyne’s officers, employees and representatives (and their immediate family members) must not buy, sell or otherwise trade securities while aware of material, nonpublic information relating to Accudyne, its customers or suppliers or anyone else with whom we do business.

### **12. Partners & Suppliers**

Accudyne purchases equipment, supplies and services on the basis of merit. Accudyne’s partners, suppliers, vendors and subcontractors will be treated with fairness and integrity. *Those who deal with suppliers or potential suppliers are subject to Accudyne’s “Conflicts of Interest Policy” and the Supplement entitled “Accudyne Business Gift Policy”.*

### **13. Protecting the Environment**

Accudyne will conduct its worldwide operations in a manner that safeguards the natural environment. All required permits will be obtained; the terms of all permits will be upheld; and efforts will be made to minimize waste.

### **14. Community Support**

Accudyne supports organizations and activities of the communities worldwide in which we reside. We will support worthwhile civic and charitable causes, and employees are urged to participate personally.

## **15. Involvement in the Political Process**

Accudyne will comply with all national, state and local laws regulating Accudyne's participation in political affairs, including limitations on contributions to political parties, national political committees, and individual candidates. Those who make contacts on behalf of Accudyne with political parties, candidates, elected officials, or governmental officials must comply fully with all applicable laws and Accudyne policies (*including this Code and Accudyne's policy entitled "Government Affairs"*).

Accudyne will not offer or pay any bribe.

Accudyne encourages its officers and employees to be informed voters and to be involved in the political process. Personal participation in political activities, including contributions of time or financial support, is a personal decision and will be entirely voluntary.

## **16. International Trade**

Various governments and multinational organizations control the international movement of certain commodities, manufactured products, technical data, and services, and maintain full or partial trade embargoes and economic sanctions on certain targeted countries, entities and individuals. These controls may apply to imports, exports, financial transactions, investments, and other types of business dealings. Accudyne will comply fully with these laws. We must remember that an export of technical data can be electronic, oral or visual, and that an export can take place even without technical data moving between countries. Some countries also prohibit or control re-export of items beyond their original destination. *Accudyne's policy regarding "Compliance with Export Controls & Economic Sanctions" contains specific guidance. See, also, the Supplement entitled "International Trade Controls: A Compliance Guide". Business entities worldwide will comply with Accudyne's policy entitled "Compliance with U.S. Anti-Boycott Laws"*.

## **17. Competition Laws**

Accudyne will comply with the competition laws (also known as antitrust laws) of every jurisdiction in which we do business. We will not engage in bid rigging; we will not fix prices; we will not allocate markets; and we will not abuse market power. Accudyne's *"Compliance with Competition Laws Policy"* contains specific prohibitions on communicating with competitors regarding the marketing and sale of our products and services. For example, we will not discuss prices, costs, profits, or marketing strategies. *See also the Code Supplement entitled "Global Competition Guide", which includes guidelines for participation in trade associations.*

## **18. Local Laws & Customs**

Accudyne is a global company serving markets worldwide, often doing business under laws, cultural norms, and social standards that differ widely across regions and countries.

Accudyne will abide by the national and local laws of the countries in which we operate. If a conflict arises with respect to laws applicable between countries, the Legal Department must be consulted.

Accudyne will not knowingly facilitate illegal conduct or fraud by others, regardless of local norms.

### **19. Citizenship and Human Rights**

Accudyne is committed to good citizenship and believes that engagement with others improves the human condition. For our employees worldwide, Accudyne assures safe and healthy work environments, based on the more stringent of U.S. standards, local standards, or Accudyne policies.

Accudyne has a zero-tolerance policy prohibiting human trafficking-related activities. Pursuant to the policy, forced, bonded (including debt bondage) indentured, or child labor, commercial sex, involuntary prison labor, slavery, shall not be used. This includes transporting, harboring, recruiting, transferring or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services. If any employee violates this policy, then they will be subject to discipline up to and including termination. Accudyne expects its suppliers and intermediaries to abide by this policy and the law and any violation could result in termination of a business relationship and termination of any contracts with Accudyne or its affiliates or subsidiaries.

For our communities worldwide, Accudyne works to protect the environment, maximize the efficiencies of our products, and reduce wastes, emissions, energy consumption, and the use of materials of concern. As affirmed in other sections of the *Code*, Accudyne obeys the law, does not discriminate in personnel practices, and does not engage in corrupt practices. In addition to its own commitments, Accudyne expects suppliers and intermediaries to adopt suitable codes of business conduct.

## **OUR CODE OF ETHICS – HOW WE COMPLY**

### **Complying with this Code of Ethics**

Each officer, employee and representative of Accudyne worldwide must comply with this *Code* and its implementing supplements and policies. Managers at all levels of Accudyne are responsible for creating and fostering a culture of ethical business practices, encouraging open communications, and instilling an awareness of and commitment to this *Code*. Failure to comply with this Code or any of its requirements will result in appropriate discipline, up to and including discharge.

### **Asking Questions & Raising Concerns**

Questions regarding this *Code* and its application to specific circumstances may be raised to any level of the supervisory chain, a Business Practices Officer, Human Resources, the Legal Department, or by contacting Accudyne's designated third-party reporting channels (e.g., the Accudyne EthicsLine).

Each officer, employee, and representative is personally responsible for raising to Accudyne's attention any actual or suspected violations of this *Code*, its implementing supplements and policies, or any applicable law or regulation. Accudyne similarly expects non-employees to report Accudyne-related misconduct to the company. Unless the reporting is prohibited or otherwise restricted by law, any allegation of actual or suspected violations must be referred to

the employee's manager, to another level of the supervisory chain, a Business Practices Officer, the Human Resources Department, the Legal Department, or by contacting Accudyne's designated third-party reporting channels (e.g., the Accudyne EthicsLine).

Accudyne prohibits any retribution (subtle or overt) against any person who (in good faith) reports or participates in the investigation of actual or suspected misconduct, whether or not the allegation is substantiated. In addition, Accudyne prohibits any retribution against any employee who raises (in good faith) any concern with respect to policies or practices used within a business. However, the use of these communication channels to report wrongdoing will not absolve anyone from accountability for personal involvement in any wrongdoing. Accudyne will further protect known reporters by following up with them on a regular basis to identify and respond to situations that might reasonably be perceived as retaliatory.

### **Frequently Asked Questions**

Q What is considered a "good faith" report?

A "Good faith" means a report made with the honest and reasonable belief that misconduct may have occurred.

Q What constitutes "retribution" against someone reporting misconduct?

A "Retribution" means an adverse action (e.g., the discharge, demotion, suspension, threat, harassment, or (in any other manner) discrimination against an employee in the terms and conditions of employment) against the employee or third party because of making or investigating a good faith report.

### **Accudyne EthicsLine**

In situations where you feel you cannot report through local or other company channels, you may use the Accudyne EthicsLine, a hotline and web reporting channel hosted by our third party hotline provider, EthicsPoint. You may provide your name, or you may submit your report anonymously unless this is not permitted by your country's regulations. You may use the Accudyne EthicsLine to submit reports relating to suspected violations of our Code of Ethics, as well as asking for guidance related to the Code.

The information you provide will be documented by EthicsPoint and sent to an appropriate company official by EthicsPoint for prompt, appropriate action. Your report will be held in confidence as allowed by law, and the company will not try to identify individuals who have chosen to remain anonymous.

The Accudyne EthicsLine is intended to offer an additional channel for reporting. We strongly encourage the use of established channels (management, Human Resources, local Business Practices Officers and compliance managers, company Legal department) to report and resolve concerns and to seek guidance whenever possible.

Accudyne has telephone lines to ensure that all of our employees have the ability to make a report, and this information is posted in various locations in all facilities. The web reporting channel is located at [www.accudyne.ethicspoint.com](http://www.accudyne.ethicspoint.com)