

How We Work Together

The ITT Code
of Conduct



ITT

ENGINEERED FOR LIFE



A Message from ITT CEO Luca Savi

Dear ITTer,

We are committed to build a High Performance culture focusing on our *customers, operational excellence and our people*. We must achieve our goals always in the right way, as outlined in our Code of Conduct.

Our Code is a powerful resource. It lays out the standards we must follow each and every day to ensure integrity, transparency, and ethical conduct. It is a reference guide for how we work together to deliver on our commitments to our customers, to each other and to all our stakeholders.

It is important that each and every one of us commits to and follows our Code of Conduct and that we comply with all applicable policies and laws.

Let's ensure that our Code of Conduct is more than words, let's *live* it. Making the right business decisions in the right way will enable us to make ITT all it can be.



Luca



We solve it

Principles for How We Work Together:

Impeccable character

Our behaviors:

- We demonstrate our values of respect, responsibility and integrity in all we do
- We are accountable for results and actions
- We take care of ourselves and each other
- We practice appreciation and gratitude

Bold thinking

Our behaviors:

- We challenge the status quo and are willing to do things differently
- We are curious and agile
- We communicate with courage
- We are biased for action and speed, while recognizing safety and quality are critical for our success

Collective know-how

Our behaviors:

- We listen to our customers and create enduring relationships
- We continuously learn from each other by valuing different ideas, opinions and experiences
- We are passionate about each other's success and create more success together as a team
- We contribute to a positive and purposeful environment



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Do the Right Thing Always

Often the right course of action is obvious.
However there will be times when it is not so clear.
When that happens, ask yourself these questions:



Is it legal?

Would I be comfortable if my manager were made aware of my actions?

Is it consistent with our Code, Policies and Principles?

Am I doing what is right for my team members and our customers?

Would I want my actions to be made public?

Answering “yes” to all of these questions means the action is probably acceptable.
Any “no” or “I am not sure” response is a signal to stop,
reconsider your actions and ask for guidance.



Be and Lead at Your Best

Why We Have a Code.

Our Code serves as a guide to ethical business conduct. It sets forth the behaviors expected of us, helps us to make ethical decisions and shows us how we can identify potential misconduct. It does not address every situation you may encounter but is meant to supplement your own good judgment, common sense and knowledge of what is right. In the event that we do encounter misconduct, our Code shows us where to go with our questions and concerns.

ITT is known for finding creative solutions to difficult problems through innovation and integrity, but our critical, highly engineered solutions are often never seen – they are typically built into great structures, machines and factories. Our Code works in a similar way.

What Our Code Does.

- Sets an expected standard of behavior for team members and all stakeholders while at work.
- Helps us comply with applicable laws and regulations.
- Guides our decision making.
- Reinforces our commitment to Impeccable character, Bold thinking and Collective know-how.

One thing our Code cannot do is answer every possible question you might have. It can, however, point you to resources and policies.

Who Must Follow the Code?

- ITT team members (full-time and part-time employees and temporary workers) worldwide, in cooperation with local works councils and bargaining units, as applicable.
- Members of the ITT Board of Directors.
- Other ITT stakeholders as may be contractually obligated.

How to Use the Code.

Read the Code and refer to it often – whenever you need help making a business decision or need additional guidance. It is up to each of us to know and follow the Code, participate in all training and ask questions anytime something is unclear. If a local law or custom ever conflicts with our Code, always apply the higher standard of ethical behavior.



Shadow of a Leader

YOU set the tone for how our business gets done. We rely on you to:

Offer guidance.

Get to know the Code yourself so you can direct team members, stakeholders and others working on behalf of ITT to relevant sections of the Code and ITT policies for greater detail.

Be a good example for others.

Help other team members to work ethically and honestly by casting the right leadership shadow and always upholding our Purpose, Principles, Code of Conduct and all applicable laws and regulations.

Listen and respond.

Encourage team members to come to you if they see or suspect misconduct. Listen for understanding and provide guidance when appropriate. Always follow our procedures to report any conduct that you believe is, or may be, unethical or illegal.

Prevent retaliation.

Never retaliate or permit retaliation by others against someone who has made a report in good faith. Protect all team members by watching for signs of retaliation and reporting the behavior.



Violations

When behaviors conflict with our Code, our policies or applicable laws and regulations, they violate our Principles. Violations can result in disciplinary action – up to and including termination of employment – and, in some cases, civil or criminal consequences for the person involved and for ITT.

It is important to communicate with courage and speak up if you have concerns about potential misconduct.

Please refer to the section on raising concerns at the end of the Code of Conduct for further guidance.



What We Do...

Build Positive Relationships

We value the power of our Collective know-how. We grow our business and improve our work environment by building positive and enduring relationships.

- Diversity, Inclusion and Opportunity
- Harassment-free Workplace



Diversity, Inclusion and Opportunity

Together... We appreciate the contribution of every team member in every location. It is the variety of talent, ideas, opinions and experiences – our Collective know-how – that gives us a broader understanding of the marketplace and the world around us. It is how we build high-performance teams and deliver innovative solutions for customers. In everything we do, we remember that our diversity is a competitive advantage. It drives our creativity, innovation, decision making and ability to serve our customers.

As a Team Member...

Support inclusion.

- Respect the personal beliefs and values of every individual. Listen and be receptive to different backgrounds and points of view.
- Promote a positive workplace.
- If you feel you are a victim of discrimination or suspect that someone else is, raise your concerns.

Lead with integrity.

- If you lead or supervise others, honor ITT's commitment to diversity and be a role model.
- Recruit, employ, train, compensate and promote competent and responsible people without regard to characteristics such as race, religion, ethnicity, age, gender, sexual orientation, disability, marital status or any other legally protected basis, in accordance with all applicable federal, state and local laws or regulations.
- Do not use our facilities, funds or communications tools to promote personal beliefs.

Q&A

Q After selecting members for a new team, I discovered that one of the members has a religious commitment that would interfere with the preferred meeting time of other members. How should this be handled?

A *ITT wants us to create teams that are going to deliver the best results and positively impact ITT. Where possible, we accommodate special requirements of team members, recognizing each person's unique contribution. Diversity and inclusion give us a competitive advantage. In some jurisdictions there are characteristics that are legally protected, such as race, religion, ethnicity, gender, sexual orientation, age, disability or marital status, and we may be legally required to make accommodations. Where it is not possible to accommodate special requirements, please contact ITT Legal or ITT Human Resources to ensure that your actions do not violate local law.*

Stay Curious

Contact: ITT Human Resources

Policy: Equal Employment Opportunity (EEO)/Affirmative Action



Harassment-free Workplace

Together... We believe that every individual deserves to be treated with respect and has a right to work free from harassment and abusive conduct. We are accountable for a positive environment.

As a Team Member...

Treat others with respect.

- Stay alert to and do not participate in:
 - Harassment – aggressive pressure and intimidation, which can be verbal, physical or visual. It includes bullying, racial slurs and inappropriate jokes as well as posting or sharing statements or images that individuals may find offensive.
 - Sexual harassment – unwanted sexual advances or obscene remarks. It includes promising or providing employment, a promotion, compensation or special treatment in return for sexual favors. It also includes inappropriate or unwanted touching as well as posting or sharing obscene images, objects or materials.
- Always be aware of the impact that your actions and comments have on your intended – and your unintended – audience.
- Pay special attention to personal blind spots, moods and thoughts that may result in unintentionally offensive actions and comments.
- Be courteous in every interaction with team members, customers and business partners. Whether face-to-face, on the phone or in writing, always demonstrate the highest level of professionalism.
- Do not ignore any form of harassing behavior in the workplace or at a work-related event – whether it happens to you or someone else (including business partners and other third parties). Share your concerns.

Q&A

Q I walked past a coworker's workstation and observed him sending sexually explicit messages and photographs to a team member. What should I do?

A *We are all accountable for our work environment and have a responsibility to our team members to ensure that they are not subjected to harassment. We encourage you to intervene. There are several ways that you can do so, including encouraging the recipient to report the problem, speaking with your manager or supervisor, reporting your concern to ITT Human Resources or contacting our Ethics Helpline to raise your concern.*

Stay Curious

Contacts: ITT Local Manager or Supervisor, ITT Human Resources
Policy: Anti-harassment

Valuing Every Team Member

I work on a team and have noticed actions by team members that make me think another team member may be subjected to aggressive behavior and intimidation. The suggestions she makes for improving our work processes are often laughed at and disregarded without consideration.

I spoke to some members of my team about this. A few stated that because she came from outside our work area, she does not know what she is talking about and does not know how we do things. They also told me that they complained to her boss about her, and he promised to take care of the problem.

Shortly after that, I overheard her supervisor raising his voice, saying she was not a team player and was stupid.

My Culture training taught me that ITT values all employees' ideas, opinions and experiences and that the company wants to have a work environment that is free from aggressive behavior and intimidation. I also know that when these behaviors are not corrected, they may become severe and accepted.

I spoke with Human Resources about my concern and I am very glad that I did. They knew how to gain a full understanding of the situation and what steps to take to correct it. They reinforced the expectation that all employees act respectfully and contribute to a positive work environment. Since my conversation with Human Resources, the situation has dramatically improved.

It is about respect. While we may have differing opinions from time to time, each of us should be respectful in how we behave towards each other.



What We Do...

Protect Our Well-being

We all are part of the ITT team. We take care of ourselves and each other. We promote safety, health and social responsibilities because our people matter – not just to ITT, but to fellow team members, friends, families and communities.

- Environmental Protection and Human Rights
- Drugs and Alcohol
- Health and Safety
- Secure Workplace



Environmental Protection and Human Rights

Together... We share a commitment to the idea that doing what is right extends into the communities where we operate. As such, we care for the environment and uphold human rights, regardless of local business custom.

As a Team Member...

Minimize our environmental impact.

- Follow all applicable environmental laws, regulations and ITT Environment, Safety, Health and Security (ESH&S) policies wherever we do business. Require your colleagues and business partners to do the same.
- Feel encouraged to speak with managers and supervisors about opportunities to conserve resources.
- Report potential environmental issues and seek advice on environmental compliance from your ESH&S Manager.

Stay Curious

Contacts: ITT Human Resources,
ESH&S, ITT Legal

Policies: Human Rights, ITT ESH Manual

Focus on people.

- Respect and abide by all applicable employment laws in the markets where we operate. If you have any questions regarding applicable employment laws, consult with ITT Legal or ITT Human Resources.
- Do not engage in any acts of human rights abuse or conduct business with those who do.
- Promote fair and equitable treatment for those working on our behalf. Know and follow our policies as they relate to:
 - Complying with wage and hour laws.
 - Ensuring safe and secure working conditions.
 - Prohibiting human trafficking and the use of child or forced labor (including prison or bonded labor).

Q&A

Q I have reason to believe that one of the ITT suppliers is in violation of local laws regarding the handling of industrial waste. What should I do?

A *ITT requires that all team members and business partners comply with all applicable environmental laws and regulations. You should immediately report your concern to an ESH&S representative. They will have the skills to properly investigate and deal with any violations they uncover.*

In addition, if you have concerns about possible labor law or human rights violations, report them directly to ITT Legal or ITT Human Resources.



Drugs and Alcohol

Together... We believe in being at our best at all times and taking care of ourselves and each other, so we never allow alcohol, drugs or controlled substances to jeopardize our safety, productivity, performance, reliability or judgment.

Q&A

Q A team member appears to be under the influence of drugs or alcohol while at work. What should I do?

A *Immediately contact your local management, ESH&S representative or ITT Human Resources and alert them of your concern. Take appropriate steps to ensure the safety of yourself, your team member and anyone who could potentially be at risk of injury, which may include turning off machinery and interrupting production.*

Stay Curious

Contacts: ITT Local Manager or Supervisor, ITT Human Resources, ESH&S

Policy: Substance Abuse

As a Team Member...

Act responsibly.

- Never possess, use, purchase or sell illegal drugs on company property or while acting on behalf of ITT.
- Do not consume alcohol while on company property, or while acting on behalf of ITT, except for lawful, moderate and prudent consumption at company events, meetings or business meals. Always be responsible, use good judgment and follow local laws and regulations.
- Never operate ITT-owned equipment or ITT-owned vehicles, or work while under the influence of alcohol or illegal drugs, or while impaired by prescription or non-prescription drugs.
- Notify your supervisor, manager or ITT Human Resources of any circumstances that may impair your work performance, safety or the safety of others.
- If you see or suspect impaired work performance from the use of drugs or alcohol at work or while on ITT property, share your concerns with your manager, supervisor or ITT Human Resources.





Health and Safety

Together... We consider our people to be at the center of everything we do. We look out for one another. We aim for an injury-free workplace by following safety rules and reporting accidents or unsafe conditions. We do not compromise when it comes to safety.

As a Team Member...

Protect yourself and others.

- Comply with all health and safety laws, policies and regulations that apply to your job and work-location and complete all required training.
- If you are required to wear or use safety equipment, materials or devices for your job, wear them properly, according to our policies and the manufacturers' instructions.
- Communicate and enforce all applicable safety requirements to visitors you bring onto an ITT site.
- Report any safety hazards or unsafe working conditions to your manager or supervisor or an ESH&S Manager.
- Immediately report any job-related injuries to your manager or supervisor or an ESH&S Manager.

Q&A

Q We recently had a visit at our facility from a Value Center leader. She asked for a tour of our manufacturing operation and was given safety glasses. Shortly after the tour started, I noticed that she was not wearing them. I approached her and reminded her of our safety policies, insisting on the use of safety glasses within the facility. Did I do the right thing?

A *Absolutely. Personal Protection Equipment (PPE) is required for everyone at every level. Your insistence was not an act of disrespect, but a reflection of your concern for your colleague's safety.*

Stay Curious

Contacts: ITT Local Manager or Supervisor, ESH&S

Policy: ITT ESH Manual



Secure Workplace

Together... We value each other and work to ensure our collective well-being and security. We comply with all security measures and ITT's zero-tolerance policy for workplace violence.

As a Team Member...

Prevent workplace violence.

- Never threaten or harm another person or display violent behavior in the workplace. Our zero-tolerance policy for workplace violence applies to behavior on company premises as well as to the behavior of our team members engaged in ITT business anywhere in the world.
- Do not bring a handgun, firearm or weapon on ITT premises. Possession of a handgun, firearm or weapon of any kind on ITT premises is prohibited, regardless of whether or not you are licensed to carry such a weapon.
- Immediately report threats and violent behavior to your manager or supervisor, ITT Human Resources or local authorities.

Strengthen our safety and security.

- Follow all security policies for your location and stay alert to keep our people safe and our facilities and property secure.
- Always use your employee badge to enter the workplace.
- Ensure that any visitors display a visitor's badge and follow ITT requirements for escorted and unescorted visitation.
- Immediately report any safety or security incidents or concerns to your manager or supervisor, ITT Human Resources or ESH&S.

Stay Curious

Contacts: ITT Local Manager or Supervisor, ITT Human Resources, ESH&S

Policy: ITT ESH Manual

A safe workplace is not the responsibility of one person or one department – it is a responsibility we all share.

The Co-worker

I have worked in the same department for many years and work with a great team of people. Recently, one of my team members became withdrawn and angry. I have seen him slam his desk drawer and heard him talk to himself about harming another team member for something she has done. I thought maybe he was going through a difficult time, but the situation did not improve.

I did not feel comfortable speaking with him one-on-one, but I care about him and I care about my team members, so I spoke to my manager. She spoke to someone in Human Resources, and my team member got help.

At first, I was not sure if I should speak up about my concerns. By sharing, I gave the company a chance to help my co-worker and ensure a safe workplace.



What We Do...

Conduct Business Fairly

We compete vigorously, but fairly, at all times. We follow applicable laws and regulations and conduct ourselves professionally and with respect for our competitors, our business partners and our customers.

- Antitrust and Fair Dealing
- Anti-bribery
- Government Contracting
- Gifts, Entertainment and Travel
- Trade Compliance



Antitrust and Fair Dealing

Together... We believe in a thriving marketplace, and we comply with laws designed to preserve competition. We compete vigorously, but fairly, and outperform our competitors based on the merits of our products and services, never on unfair practices.

As a Team Member...

Promote fair and open competition.

- Remember that decisions about how we compete in the marketplace are our own and never involve discussions with our competitors.
- Follow the antitrust and competition laws in the countries where we operate. We do not engage in activities that unfairly limit free trade or competition, such as:
 - Agreeing with competitors to manipulate prices or production, to divide customers or markets or to refuse to do business with another company.
 - Participating in any form of bid rigging.
 - Exchanging nonpublic information that could lead to the coordination of pricing.
- Avoid even the appearance of anti-competitive behavior by avoiding any discussions with competitors involving information that may be considered competitively sensitive.

Deal fairly.

- Provide only truthful information about the quality, features and availability of our products and services.
- Do not make false statements about our competitors' products or services.

Gather competitor information ethically and lawfully.

- Seek competitive information through public sources, such as news stories and trade journal articles – never through deception, misrepresentation, theft or other illegal or unethical means.
- Do not obtain or use a competitor's confidential or proprietary information. If someone provides you with information about a competitor that you believe may be confidential, contact ITT Legal.
- If you are bidding on a government contract and receive source selection information (information that the government uses to evaluate bids or proposals), consult with ITT Legal.
- If you join ITT from a competitor, do not bring or use confidential or proprietary information from your previous employers.

Stay Curious

Contacts: ITT Legal, ITT Ethics & Compliance
Policy: Antitrust and Competition



Anti-bribery

Together... We do not engage in bribery or corruption. We know that they not only harm ITT but also the global marketplace and the communities where we do business. We support and comply with the anti-bribery and anti-corruption laws in all jurisdictions where we operate.

As a Team Member...

Recognize a bribe.

- Be aware that a bribe may be something other than a payment offered to improperly influence a decision – it can take the form of a gift, a favor, a loan, a job or even an offer of entertainment or travel. A charitable or political contribution may also be considered a bribe if it is offered to influence a decision.

A Facilitating Payment is...

A small payment (sometimes called a “grease payment”) that is made directly to a government official to perform or expedite a routine, non-discretionary government action to which a company is already entitled, such as for processing governmental paperwork, loading or unloading cargo, picking up or delivering mail or obtaining phone service, water or power supply.

Did You Know?

Bribery laws vary from country to country, so ITT makes remembering our policy easy – a bribe in any form, whether given to or received from anyone (a government official or a commercial customer) is always wrong and always prohibited.

Stay Curious

Contacts: ITT Legal, ITT Ethics & Compliance, ITT Finance
Policy: Anti-corruption

Conduct business with integrity.

- Do not offer, give, promise or receive a bribe or anything else of value (including, but not limited to, cash) in order to improperly influence a decision or gain an unfair advantage.
- Follow the statutory, regulatory and contractual provisions governing the work you do.
- Do not make facilitating payments unless there is an imminent threat to your health or safety.
- Be accountable to ensure your job-related expenses are appropriate and consistent with our policies.
- Be accurate and complete when recording payments in our books and records (see Accurate Recordkeeping).
- Report any actual or suspected acts of bribery or corruption to ITT Legal, ITT Ethics & Compliance or ITT Finance.

Government Contracting

Together... We value our government customers. We recognize that the laws and requirements related to government contracts are generally more strict than those governing our commercial contracts.

As a Team Member...

Promote procurement integrity.

- Comply with the requirements of applicable Federal Acquisition Regulations (including policies prohibiting trafficking in persons), ITT's Contractor Responsibility Program (CRP) and our *Contracting with the United States Government Code of Conduct Supplement*, when conducting business with the United States Government.
- Make sure our subcontractors understand that there are requirements in our government contracts that are also applicable to their subcontract.
- Do not attempt to obtain or use:
 - Government confidential information or source selection information.
 - Other contractors' nonpublic bid or proposal information including cost or pricing data or proprietary information.
- Follow the rules when it comes to providing gifts, entertainment or travel as set forth in our policies.
- Do not discuss jobs or business opportunities with current or former government officials or employees, military personnel or their family members unless authorized by ITT Human Resources or ITT Legal.
- Ensure that all information that we submit in government contract negotiations is accurate, current and complete.

Be a good steward.

- Properly safeguard and control access to all confidential, proprietary or controlled technologies information which, if released, could threaten a country's national security (i.e., classified information).
- Make sure that team members, visitors, consultants, subcontractors and other business partners have proper authorization before granting them access to confidential, proprietary or controlled technologies, information or restricted areas of facilities.
- Contact your manager or supervisor or ITT Legal if you:
 - Have any questions about the government contracting work you do.
 - Know or suspect a conflict of interest in our government/contractor relationship.
 - Encounter a conflict between our Code and the laws of a particular country.
 - Are contacted by a government representative regarding an audit or investigation.
- Speak up about any activity that could put our government contracts at risk.

Stay Curious

Contacts: ITT Local Manager or Supervisor, ITT Legal, ITT Ethics & Compliance

Policies: Pay to Play Compliance, Code of Conduct Supplement: Contracting with the United States Government



Gifts, Entertainment and Travel

Together... We understand that the exchange of business courtesies can build good working relationships, but we are careful to act with integrity and to follow our company policies to make sure that a business courtesy is never given with the intent to persuade anyone to act illegally or dishonestly.

Q&A

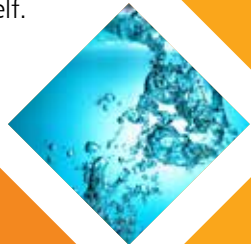
Q My team members and I are working late with a supplier to discuss the possibility of the supplier performing work for ITT. The supplier has suggested that we should take a break and go out to dinner. They have offered to buy dinner for the entire team. Is it allowable for my team members and me to accept the supplier's offer to buy dinner?

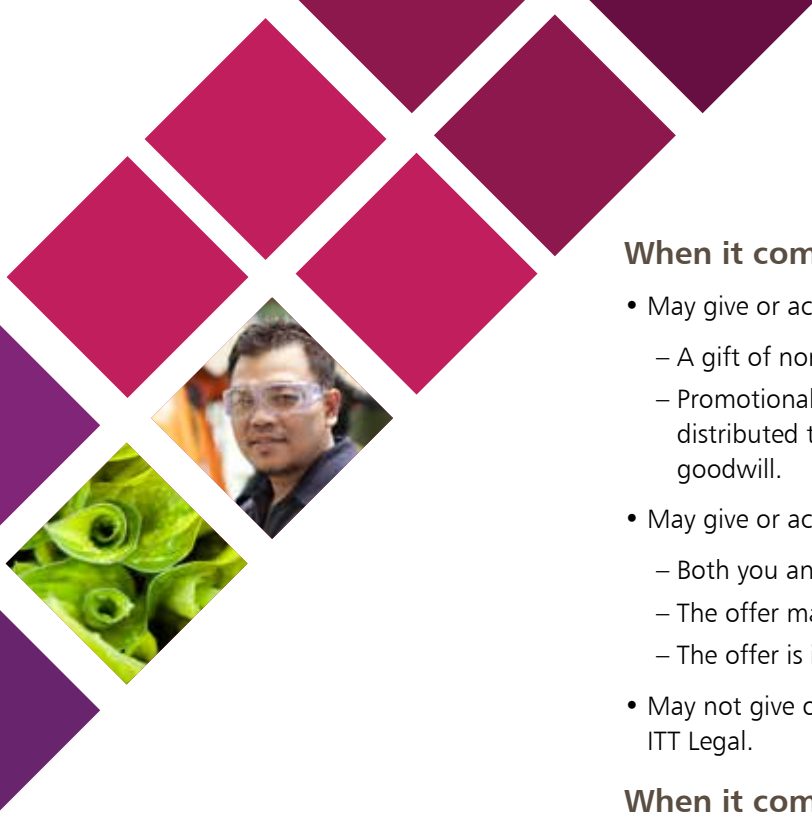
A *No. While you are in the process of making a decision about using a particular supplier, you must be careful not to be inappropriately influenced – or give the appearance that you were influenced. Attending dinner together is permissible; however, each company should pay for its own employees' meals.*

As a Team Member...

Be familiar with our policies.

- Make sure you know what is appropriate. Never give or accept anything that:
 - Is being given in order to obtain or retain business.
 - Could influence – or give the appearance of influencing – a business decision or that would not be considered customary business practice.
 - Would violate a law or regulation or the policies of either the giver or recipient.
 - Could be seen as lavish, extravagant or unreasonable.
 - Could embarrass ITT or harm our reputation.
- Never circumvent the rules by using your own personal funds or by asking someone else to do something that you are not permitted to do yourself.
- Never request or provide a business courtesy with the intent of improperly influencing a business decision.
- Refuse any gift or invitation that exceeds nominal value or seems inconsistent with our policies and immediately report such an offer to your manager or supervisor.





When it comes to our commercial customers, you ...

- May give or accept:
 - A gift of nominal value that is connected to a recognized local holiday or event.
 - Promotional items of nominal value that bear an identifier (name, logo, etc.) and are distributed to customers for advertising or commemorative purposes or to generate goodwill.
- May give or accept entertainment (including meals, social events and sporting events) if:
 - Both you and the customer attend.
 - The offer made is reasonable and serves a legitimate business purpose.
 - The offer is infrequent.
- May not give or accept travel or overnight lodging without prior written approval from ITT Legal.

When it comes to our government customers, you ...

- May provide only “modest” refreshments and meals in accordance with our policies.

A Government Customer is ...

Any federal, state or local government employee, military official, political official or political party.

Stay Curious

Contacts: ITT Local Manager or Supervisor, ITT Ethics & Compliance, ITT Legal

Policy: Gifts, Hospitality & Travel for Customers and Government Officials

Q&A

Q A commercial customer has asked to visit our testing facility. To do this, he must travel on an airplane and spend a night in a hotel near the facility. He has asked me if ITT will pay the costs of the trip.

A *As long as there is a legitimate business reason for the visit, and the expenses are reasonable and related only to the testing facility visit, paying for the trip would likely be permitted. You would need to make sure you comply with our policies as well as the customer’s policies and obtain all necessary approvals in advance.*

Trade Compliance

Q&A

Q I was asked about shipping ITT product from an ITT facility in Germany to a customer in a country that the United States has embargoed. It was suggested that we could ship to one of our distributors in England, who could then ship these items to our customer in the final destination country. Is this allowed?

A *No. This would still be considered an illegal export. Because ITT is a United States-based company, all of its subsidiaries must follow United States trade laws and regulations in addition to their local laws. Do not participate in, condone or contribute in any way to this kind of arrangement.*

Stay Curious

Contacts: ITT Trade Compliance,
ITT Legal

Policy: Global Trade Programs and
Compliance Manual

Together... We conduct business around the world and follow all international trade laws that regulate the import and export of our products, services and technology. As a United States-based company, we comply with all trade and economic sanctions imposed by the United States Government and other international governments, as applicable.

As a Team Member...

Respect trade laws.

- Comply with the import and export laws and regulations associated with the countries in which you do business.
- Be aware that the laws of more than one country may apply in cross-border transactions. If you work for an ITT business unit not located in the United States, the trade laws, regulations and sanctions of that country and the United States both apply.
- Ensure that anything intended for import or export is properly classified in advance, based on the country of origin, the destination, the end use and the end user – take care to secure all required documentation, labeling, licensing, permits and approvals.
- Do not conduct business with countries that are subject to United States or other applicable trade embargoes or economic sanctions. If you have questions, contact ITT Trade Compliance.
- Do not participate in boycotts that the United States does not support. If you receive requests to comply with a boycott (or requests to supply boycott-related information), contact ITT Trade Compliance.
- Do your part to ensure the integrity of our supply chain by communicating our trade compliance policies to parties conducting business on our behalf.
- Be aware that violations of trade laws can result in the loss of import and export privileges as well as civil and criminal penalties. When in doubt regarding trade regulations or policies, seek guidance from ITT Trade Compliance.



The Wrong Address

I was inadvertently copied on an email from one of our customers. The email contained some confidential pricing information about a competitor.

I was tempted to share the information with others on my team – after all, it was not my fault that the email was sent to me – but I knew that using this information in any way would be wrong, so I immediately contacted ITT Legal to seek advice on what steps to take.



What We Do...

Avoid Conflicts of Interest

We are proactive in making sure that our personal relationships and activities do not interfere with our ability to make objective business decisions on behalf of ITT. We know and avoid the kinds of situations that can present a conflict of interest.

- Engaging Third Parties
- Working With Suppliers
- Personal Relationships and Family Members
- Insider Trading



Engaging Third Parties

Together... We may be responsible for the acts of third parties conducting business on our behalf, so we follow our due diligence procedures, set clear expectations and actively manage the work of those doing business for us. We never hire a third party to do something that we are not legally permitted to do ourselves.

As a Team Member...

Choose wisely.

- Make sure you know who you are working with, the business practices they employ and the reputation they have for operating honestly and ethically.
- Engage business partners who will uphold ITT's high standards for ethical behavior.
- Follow ITT's policy for engaging anyone as a sales agent, marketing representative, distributor or dealer. This includes engaging ITT Ethics & Compliance and ITT Legal to ensure all required due diligence and appropriate legal requirements are in place.
- Be aware that the use of lobbyists must be preapproved by ITT Legal.



Stay Curious

Contacts: ITT Ethics & Compliance, ITT Legal

Policy: Third-Party Representatives



Q&A

Q A supplier is experiencing hard times. She suggested that if we drop a couple of other suppliers, she would fill in the gap by selling us all of the materials at a cut rate, and that “something” might be in it for me. It does not seem right, and yet it could save ITT a lot of money. What should I do?

A *This vendor may be suggesting a kickback to you, an activity that we strictly prohibit. Do not accept this proposal. Instead, discuss this with your manager or supervisor. Our relationships with vendors are built on trust, honesty and transparency. We evaluate vendors equally and fairly based not only on price, but on a number of other requirements.*

Stay Curious

Contacts: ITT Local Manager or Supervisor, ITT Ethics & Compliance
Policy: Supplier Expectation Protocols

Working With Suppliers

Together... We recognize that ethical and productive partnerships strengthen our business and our reputation. We treat our suppliers fairly and with respect, and we expect them to uphold our high standards.

As a Team Member...

Choose suppliers carefully.

- When selecting a supplier, be sure to work within the guidelines or policies that have been established and always base your decisions on objective criteria such as quality, price and service.
- Make sure suppliers understand what we expect by knowing and agreeing to comply with our *Supplier Code of Conduct*.
- Never use supplier relationships for personal gain including financial benefit, performance of personal work, employment for yourself or Family Members, gifts, services or personal discounts.
- Never accept inappropriate gifts, entertainment, rebates, kickbacks or anything that could interfere – or could be perceived by others to interfere – with your objective decision making.
- Before you discuss any ITT plans, information, systems or processes with a supplier, be certain that there is a current non-disclosure agreement in place.
- In conjunction with your Value Center strategic sourcing organization and/or ITT’s Global Indirect Services department, monitor the work of our suppliers to ensure that they are upholding our Code, our policies and their contractual obligations. If you suspect any violations, raise your concerns.

Personal Relationships and Family Members

Together... We are conscious that our position and decision-making authority have the potential to create a conflict of interest when we make business decisions that involve friends and Family Members. As such, we remove ourselves from decisions and situations where personal interest or sentiment may affect our ability to make decisions that are in the best interest of ITT.

As a Team Member...

Avoid conflicts.

- Be alert to the circumstances where your personal relationship with another ITT team member, supplier, customer or other stakeholder could compromise your ability to make independent financial, employment or other business decisions (i.e., create a conflict of interest).
- If you have a conflict of interest, disclose the nature of the conflict and remove yourself from any related decision making.
- If you are in doubt about whether or not there is a conflict of interest, discuss your situation with ITT Legal.
- Never use your position at ITT to provide an inappropriate financial benefit to, or receive a personal financial benefit from, a Family Member or anyone with whom you have a personal relationship.
- Never influence anyone to enter into, continue or terminate a business relationship with a company in which you or a Family Member has a financial interest.
- Do not participate in employment decisions (e.g., hiring, compensation, promotion, termination) involving Family Members.

Be alert to personal financial interests that can also pose a conflict.

- Do not accept opportunities from or agree to work as a consultant for an ITT competitor, customer or supplier.
- Do not hold an influential financial interest in – or exercise control over – a company that does business, seeks to do business or competes with ITT. The potential for a conflict generally will depend on the size of your investment, your job and the nature of the business relationship.

Family Members include ...

Spouses, parents and step-parents, children and step-children, brothers and sisters, step-brothers and step-sisters, nephews and nieces, aunts and uncles, cousins, grandparents and grandchildren, in-laws and anyone who lives with you other than hired domestic help.

Stay Curious

Contacts: ITT Local Manager or Supervisor, ITT Ethics & Compliance, ITT Legal

Policies: Conflicts of Interest, Employment of Closely Related Individuals



Insider Trading

Together... We understand that we are in a position of trust when it comes to protecting nonpublic information, such as financial and strategic plans or economic conditions. We know that it is a violation of United States federal regulations to make stock trades based upon any material nonpublic information or to provide others with material nonpublic information at any time. These limitations extend to information we may obtain about companies with which we do business. Insider trading is against the law.

As a Team Member...

Do not trade on, share or provide material nonpublic information.

- Make sure you understand the kind of information considered to be material nonpublic information. Information is likely to be “material” if it would influence an investor to buy, sell or hold the securities of a company, and it is “nonpublic” if it has not yet been released outside of the company (through a press release, for example).
- Remember, even if you leave ITT, these prohibitions apply.

Material nonpublic information includes ...

Nonpublic information about mergers or acquisitions, sales or earnings results or expectations for future results, financial forecasts, large contracts, new strategies or offerings, major personnel changes or any other significant transactions. If you are not sure if information is considered inside information, ask ITT Legal.

Q&A

Q I heard in a meeting that ITT is planning to acquire a publicly traded company. Can I let a friend know about this as a potential investment opportunity?

A *No. This information would be considered material, nonpublic information, and if your friend acts on the information, both of you could be in violation of insider trading laws.*

Stay Curious

Contacts: ITT Legal, ITT Finance
Policy: Stock Trading and Confidentiality

Avoiding a Conflict

My cousin works as a sales person with a manufacturing company. ITT and his company have many customers in common, but our products do not compete. He suggested that perhaps I could introduce him to some of ITT's sales people so that he could tell them about his company in hopes of getting an agreement to sell ITT products. I want him to be successful and he has knowledge, experience, and contacts that might benefit ITT.

Recognizing that this situation is a conflict of interest, I brought it to my manager's attention. He agreed that this is a conflict of interest and that I should remove myself from discussions. My boss then took my cousin's contact information and met with an ITT Sales Manager.

After reviewing my cousin's credentials and performing due diligence on his company, the ITT Sales Manager has decided to enter into an agreement with his company. Because we were able to review the opportunity before there was a business relationship, and my job is totally independent of the sales function, we can all be comfortable that any potential conflict of interest is properly managed.



What We Do...

Safeguard Our Resources

We are each accountable to protect our physical property, designs, production methods, pricing and other business information from misuse, unauthorized use and theft. We ensure that all of our resources are utilized in the best interest of the company.

- Intellectual Property
- Confidential and Proprietary Information
- Physical and Financial Assets



Intellectual Property

Together... We understand the value of our intellectual property (IP) and our responsibility to protect it. The technology, methods and information we possess makes us who we are, so we are careful to safeguard them from unauthorized use or disclosure.

As a Team Member...

Protect our Intellectual Property.

- Work with ITT Legal as you create intellectual property to decide on the appropriate way to protect it. Remember, once it becomes public (for example, by selling the product), the opportunity to protect it is forever lost.
- Share intellectual property inside the company only with those who have a legitimate business need to know it.
- Share intellectual property outside the company only with those who have a legitimate business need to know it and have signed a non-disclosure agreement.
- Respect the intellectual property of others, using it only after seeking and receiving advice from ITT Legal.
- Immediately forward unsolicited intellectual property to ITT Legal for disposition. Do not use it. Do not share it.
- Remember, if you should leave ITT, your obligation not to use or disclose our intellectual property endures.

Intellectual property is...

An idea for a product or process that is the result of original creative thought. It includes patents, technical data, copyright and know-how, as well as our trademarks, trade secrets, commercial data and business methods.

A trade secret/know-how is...

Material that is useful, provides economic value, cannot be easily obtained or independently conceived and is sufficiently guarded by its owner. It cannot be protected by government registration. It can include confidential or proprietary technical information about current or planned products, supplier lists, marketing or service strategies.

Did You Know?

ITT owns any work product (for example, idea, process, trademark, invention or improvement) that you conceive in connection with your work with us. Ownership continues even if you leave our organization.

Stay Curious

Contact: ITT Legal
Policy: Intellectual Property



Confidential and Proprietary Information

Together... We look at knowledge – information, know-how, trade secrets, skills and data – as a critical asset that is at the core of our competitive advantage. We must protect our confidential and proprietary information. Our responsibilities extend to confidential and proprietary information about our team members, our company, our customers, our competitors and companies with which we do business. We follow all applicable information protection and data privacy laws and regulations.

As a Team Member...

Know what is confidential.

- Recognize the kinds of knowledge we need to protect:
 - Information about our business such as new product research, specifications or designs, manufacturing processes and methods, financial projections, unpublished sales and earnings figures, strategic business plans, potential divestiture, merger or acquisition activity, product cost information, marketing plans and customer lists.
 - Personally Identifiable Information (PII) about our team members, consultants, business partners, customers and suppliers. PII is information that could be used to identify a specific person, for example: an address, phone number, driver's license number, credit card number, photo, birth date, or banking and payroll information.
 - Information about our team members and their families such as benefits, compensation, performance information, and health and medical information.
 - Information about people who apply for jobs at ITT such as background checks, drug test results and financial records.
 - Information about other companies such as that protected under a non-disclosure agreement.

Q&A

Q While I was looking for one of my files on a shared ITT computer drive, I discovered a folder containing confidential information about team members' compensation, dates of birth, offer letters and performance reviews. What should I do?

A *All files containing Personally Identifiable Information must be properly stored and secured with appropriate passwords and encryption. In this case, you should immediately close the document and report your finding to ITT Human Resources so the information can be properly secured. Do not copy, download, print or in any other way duplicate the file.*

Q&A

Q I have recently come to work at ITT from a competitor and I have information to share that I think would be a big help. Is there a problem with sharing documents that might be useful to ITT?

A *If the information is considered confidential to your prior employer, you cannot share it. You were hired for your expertise, not so that ITT could acquire a competitor's confidential information. If you have any doubt about the confidential nature of the information you have from your prior employer, contact ITT Legal.*

Stay Curious

Contact: ITT Legal

Policy: Business Proprietary Information

Do your part to protect it.

- Follow our policies and the laws where you operate.
- Know the rules and requirements that relate to labeling, handling, distribution and disposal of information, including our records management policies.
- Disclose confidential business information only to those who are authorized and need it in order to do their jobs.
- Limit the amount of information you share to what is required to accomplish the business purpose.
- Never talk about confidential business information in public places such as elevators, planes and restaurants, and do not discuss it with friends or family.
- Do not share confidential information from a former employer with ITT, and if you leave ITT, do not share our confidential information with your new company.
- Report any information breach or information loss of which you become aware.
- If you have questions or concerns, contact ITT Legal.



Physical and Financial Assets

Together... We are good stewards of ITT's physical and financial assets. We use them appropriately for business purposes and work to protect them from misuse, mishandling, theft and fraud.

As a Team Member...

Protect our assets.

- Do not use ITT's physical or financial assets for personal gain, or allow others to do so.
- Do not participate in, or allow others to participate in, theft or fraud.
- Read and familiarize yourself with our policies. They provide the basic security information you need to know.
- Use only ITT authorized and approved software and hardware.
- Restrict your use of ITT assets to business purposes. Occasional personal use of telephones, computers and other devices is acceptable, as long as it does not interfere with your productivity, violate the law or our policies or cause undue cost to ITT. Never use ITT computers or phones to access or disseminate illegal, obscene, profane, erotic, sexually harassing, racist, defamatory or inflammatory content.
- Do not have any expectation of privacy while using ITT information technology resources, including telephones and email. Our technology assets are company property, and we reserve the right to monitor usage and content to the full extent permitted by law.

Technology assets include ...

Hardware, software, email, voicemail, intranet and Internet access, computer files, programs and data and any information we create, send, receive, download or store on these systems or resources.

Stay Curious

Contacts: ITT Finance, ITT Ethics & Compliance, ITT Cyber Security
Policy: Global Acceptable Use



Safeguarding Strategies

I recently attended a strategic planning session for my Value Center. At the meeting, we discussed market strategy, product development ideas, proposed changes to business methods, organization changes and market projections. This information was developed by ITT employees based on their research and knowledge. The discussion on each topic was supported by technical presentations.

At the conclusion of the meeting, I suggested that printed copies of the presentations should be distributed so that all the participants could refer to the information after the meeting. I was surprised to find out that distributing this type of intellectual property makes it very difficult to protect the information from misuse and theft. I guess I had not really thought about it before. As an alternative, the meeting coordinator explained that the files would be retained on an encrypted drive where ITT employees with a legitimate need could have access.



What We Do...

Preserve Our Reputation

We value the reputation we have earned as a company that operates honestly, ethically and with respect for the laws and regulations that apply to our business. We are judged by what we say and do. Our reputation is enhanced when others recognize that we operate with integrity.

- Accurate Recordkeeping
- Speaking on Behalf of ITT



Q&A

Q An auditor has requested some records from my department and I realized that a few entries are incorrect. Is it acceptable to correct the entries before releasing the records to the auditor?

A *No. Generally speaking, when our records are requested for review, they need to remain unchanged until the review is completed. However, you should bring your findings to the auditor's attention.*

A record is...

A record can be paper or electronic and includes items like memos, emails, contracts or reports. A record can also be a time card, an expense report or a production report. It can even take the form of an electronic calendar, appointment book, voicemail message or record of expenses.

Stay Curious

Contacts: ITT Legal, ITT Finance,
ITT Ethics & Compliance
Policy: Company Records

Accurate Recordkeeping

Together... Each of us, at every level of our company, understands the obligation we have to be custodians of our business records to ensure that our reports convey an accurate depiction of actual events. We adhere to the systems, controls and procedures we have in place to ensure compliance with the law and the proper management of records throughout their life cycle, from creation, use and distribution to protection, retention and disposal. We recognize that accuracy in recordkeeping is a responsibility we all share.

As a Team Member...

Ensure the accuracy and integrity of our books and records.

- Do not misreport or misrepresent data or information, such as orders, sales, inventory, profit, hours worked and expenses.
- Make accurate, true, complete statements, reports and entries, and encourage (or enable) others to do the same.
- Comply with our system of internal processes, controls and accounting principles.
- Access only records you are authorized to view. Share or disclose records only with individuals who are authorized to view the information and have an express business purpose for such access.
- Retain records as prescribed by our *Records Management Policy*.
- If you have records subject to a legal hold, follow the guidelines in the notification. If you are not certain about what is required, ask ITT Legal.



Speaking on Behalf of ITT

Q&A

Q I just heard about some planned changes to the organizational structure of our Value Center that have not yet been announced. I would like to send out a Tweet to let others know about the plans. Is that okay?

A *No. This kind of information is confidential business information and should not be shared on social media or with anyone who is not authorized to know it.*

Stay Curious

Contact: ITT Communications
Policies: Public Relations, Regulation FD
Policy Regarding Communications with
Security Holders, Analysts and Others,
Social Media

Together... We understand that ITT has designated individuals to serve as our official company spokespersons. Unless we are a designated spokesperson, we do not speak on behalf of ITT or give the impression that our views represent the views of ITT.

As a Team Member...

Do not speak on ITT's behalf.

- If you are contacted and asked to discuss company business with any members of the press, investors or market analysts, do not provide any information. Advise the outside party that you are not authorized to discuss the subject and refer them to ITT Communications or ITT Investor Relations.
- When referring to ITT in social media, remember that your statements, posts, blogs, Tweets and other communications may influence people's opinion of ITT. Therefore be sure to communicate that the materials and opinions you are posting are yours and not the company's.
- Never disclose any confidential business information or post anything about our business partners, customers or team members that would constitute a threat, intimidation, harassment, bullying or discrimination.



The Tweet

I am active on social media. I post about my personal life, but I would like to discuss my work at ITT on my new blog.

Before doing so, I contacted ITT Legal. They directed me to the *Social Media Policy* and reminded me that I must:

- Express only personal opinions.
- Include only my personal contact information.
- Not reference our products or services, as this could be considered advertising.
- Maintain the confidentiality of ITT trade secrets and private or confidential information.
- Not post anything that is material nonpublic business information.
- Always be honest and accurate and correct any mistakes quickly.
- Always be fair, courteous and respectful to our business partners, customers and team members.

By following these simple requirements, I realize that I can protect both myself and the interests of the company.



Raise Concerns

We Promote an Open-door Policy

Each of us is responsible for acting with integrity at all times, even when it means making difficult choices. If you have a concern about any work-related behavior that appears to violate the law, our Code or a company policy, report it.

By speaking up about issues and concerns, we can work together on solutions that make our company stronger. Together, we nurture an environment where all team members feel free to speak up without fear of retaliation. We do not retaliate against anyone who raises a concern in good faith, even if later it is determined that the concern is unsubstantiated.

An Ethics Champion is ...

An ITT team member appointed to listen and respond to your concerns about potential violations of the Code of Conduct, a law or regulation, or a company policy and offer guidance or file formal request for investigation, as appropriate.

Know Where to Turn

If you need advice or wish to raise a concern, start with your manager or supervisor – he or she is in the best position to understand and take appropriate action.

If something does not seem right, or it appears to conflict with the requirements of this Code of Conduct, a policy or the law, you have an obligation to speak up. If you feel uncomfortable speaking with your manager or supervisor, there are other resources available to help you.

You may contact:

Your local, Value Center or Headquarters Human Resources Leader
 Your Headquarters Ethics & Compliance Leader
 Your Value Center or Headquarters Chief Financial Officer or Controller
 Your Value Center or Headquarters Legal Counsel
 Any ITT Ethics Champion
 If applicable, your local Works Council

The Chief Compliance Officer

Phone: +1 914.641.2138

Chief.ComplianceOfficer@ITT.com

The Internal Audit Helpline

Phone: +1 914.641.2051

InternalAudit@ITT.com

The ITT Director, Ethics & Compliance

Phone: +1 914.641.2151

Director.ethicsandco@ITT.com

ITT Headquarters Ethics Champion

Phone (Anonymous): +1 914.641.2079 or +1 800.777.1738

Ethics.Champion@ITT.com

ITT Ethics Helpline

Available 24/7 via phone or web in your local language

Phone: +1 503.619.1881 or +1 866.886.8385

Ethics.ITT.com

Our Ethics Helpline

ITT's 24-hour, internationally accessible, third-party helpline is a comprehensive and confidential reporting tool that assists management and team members in addressing fraud, abuse and misconduct in the workplace.

In addition to the resources listed on the prior page, the Ethics Helpline is just one of several resources available to you. In certain countries, the Ethics Helpline may only accept reports that relate to financial, accounting, auditing or bribery matters. If an employee is calling about a matter that should be handled locally in accordance with local legal requirements, the specially trained Ethics Helpline representatives will direct the employee back to local management.

If you contact our Ethics Helpline ...

- You will have the option to provide your name and contact information, or you can choose to remain anonymous, where permitted by law.
- A specially trained communication specialist will document your concern in detail, or you can elect to complete a customized web-form.
- Your call will not be recorded or traced. Online reports are handled through a secure third-party website that is specially designed to maintain confidentiality.
- The information you provide will be relayed to ITT Ethics & Compliance in the United States, and potentially elsewhere, on a need-to-know basis, for appropriate investigation and follow-up.

One of the things that our Purpose and Principles have enabled team members to do is to see that it is not just the results that matter, but how we get there. They have empowered team members to raise their hand if they believe they have seen something inappropriate. ITT's culture supports ethics and integrity.

Investigations

In the investigation process, we listen for understanding and assume positive intentions. To that end, the honest input of everyone involved in the investigation is mandatory.

You have a duty to cooperate fully with investigations and to promptly, completely and truthfully comply with all requests for information, interviews or documents. The information you provide will be shared only with those individuals with a need to know.

Anyone who fails to cooperate with or obstructs an investigation in any way will be subject to appropriate discipline, up to and including termination.

Never fear retaliation or let it discourage you from asking questions or sharing concerns.

Stay Curious

Contacts: ITT Ethics & Compliance,
Ethics Champions

Policies: Ethics & Compliance
Governance, Speaking Up Policy:
Reporting Issues of Concern





Waivers, Amendments and Additional Information

In certain circumstances and upon written request to the ITT Chief Compliance Officer, we may find it appropriate to waive a provision of our Code. Waivers of our Code for executive officers and directors may be made only by the Board of Directors and will be publicly disclosed when required by regulation or law.

We reserve the right to make unilateral changes at any time to our Code or any company policy or procedure.

For United States only: Nothing contained in our Code or in any referenced company policy or procedure should be construed as modifying the employment-at-will relationship. Nothing in this Code is to be interpreted or applied so as to interfere with employees' right to self-organize, form, join or assist labor organizations, to bargain collectively through representatives of their choosing or to engage in other concerted activities for the purpose of collective bargaining or other mutual aid or protection, or to refrain from engaging in such activity.

For Non-United States: Nothing in this Code or in any company policy is intended to limit or interfere with your rights under local laws. In some jurisdictions, this Code may be supplemented by local adaptations, accommodations, additions and supporting documents, in accordance with applicable local law.



ITT

ENGINEERED FOR LIFE

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www.itt.com