



## Code of Business Conduct and Ethics

Dear Colfax Associate:

The Voice of the Customer requires that Colfax Corporation maintains the highest ethical standards in the conduct of our business. It is important that all associates, officers and directors irrespective of position or location, understand and implement those standards. Simply stated, we will obey the law and act ethically.

This Code is yours to keep and, from time to time, review. It is your responsibility to read and understand this Code. If you misplace it, please obtain another copy from your Human Resources Manager. Although this Code cannot answer every question of conduct that may arise in our business, it should alert you to situations that require extra concern or guidance.

If you have any questions concerning the Code please contact your supervisor, Human Resource Manager or the Colfax Corporation Ethics Hotline at 888-469-1538 (for Associates outside of the United States and Canada, please use the hotline number associated with your location as specified on Schedule 1) or by going to the Colfax Corporation ethics website at <https://secure.ethicspoint.com/domain/media/en/gui/21707/index.html>. If there is any reason why consulting your supervisor or Human Resource Manager would not be appropriate (such as involvement in a Code violation), you should contact the Colfax Corporation Ethics Hotline.

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

Trust is hard to win and easy to lose. Colfax's reputation is in the hands of all of us. We count on your full cooperation so that Colfax's reputation for integrity is maintained and enhanced.

Very truly yours,  
Clay H. Kiefaber  
Chief Executive Officer

### Statement of Principles

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

This Code has been adopted by Colfax Corporation's Board of Directors to promote Colfax's commitment to ethical standards of conduct and compliance with all applicable laws, rules and regulations. This Code applies to all Colfax Corporation business units in all countries. This Code also applies to all associates of Colfax Corporation throughout the world. For the Purposes of this Code the word "Colfax" means Colfax Corporation and each of its subsidiaries, including the Colfax subsidiary that employs you and the word "Associate" means all associates, officers, and when they are acting on behalf of Colfax, the directors of Colfax. Sales agents, representatives, independent contractors, distributors and consultants are to be given copies of the Code, shall certify their review, understanding and acceptance of its provisions, and are also expected to observe it when conducting business with and for Colfax.

Notwithstanding anything to the contrary herein, this Code is not intended to, and does not, alter the employment relationship you have with Colfax, unless and except to the extent specifically incorporated (by operation of applicable law or otherwise) into any employment agreement, collective bargaining or labor agreement or similar agreement which governs your employment (in the Code, the term "employment agreement" will collectively refer to employment agreements, collective bargaining or labor agreements and all similar agreements).

Each Associate is responsible to uphold this Code. All managers are responsible for compliance with and enforcement of this Code for their area of operation, including with respect to sales agents, representatives, independent contractors, distributors and consultants. It is important to understand that this Code is a minimum requirement, which must always be followed. No Code can cover every possible question of business practice therefore: when in doubt – ask before you act.

## Responsibilities

Colfax Corporation's General Counsel is responsible for the implementation and administration of this Code. Every manager is responsible for ensuring distribution of the Code to each Associate under his or her supervision and assisting them in understanding and complying with this Code. Each Associate is responsible for complying with this Code.

## Reporting Violations

Any Colfax Associate who becomes aware of any existing or potential violation of this Code should report his or her complaint or concern through the Colfax Corporation Ethics Hotline at 888-469-1538 (for Associates outside of the United States and Canada, please use the hotline number associated with your location as specified on Schedule 1) or by going to the Colfax Corporation ethics website at <https://secure.ethicspoint.com/domain/media/en/gui/21707/index.html>. No Colfax Associate should report any existing or potential violation of the Code to any person who is involved in the matter giving rise to the existing or potential violation. Associates raising, in good faith, issues relating to misconduct can rest assured their concerns will be taken seriously and will be promptly investigated. The Associate raising the concern will be protected from retaliation, and all who are affected will be treated fairly. When using the Ethics Hotline, Associates may remain anonymous. However, bear in mind that in some cases anonymity may hinder a full investigation of the issue. If you do choose to remain anonymous, please be sure to provide a sufficiently detailed description of the factual basis of the allegation so that an appropriate investigation can be performed.

When appropriate, Colfax will fully investigate each allegation. This may include talking to Associates directly involved, as well as to others who may possess information pertinent to the situation. Colfax Associates must cooperate with an investigation if one occurs.

**Colfax will not tolerate any retaliation for reporting existing or potential violations of this Code. Any person who participates in retaliatory conduct will be subject to disciplinary action up to and including, where appropriate, termination of employment. Misusing this Code by knowingly or recklessly providing false information to Colfax may also result in appropriate disciplinary action.**

Every director, officer, manager and supervisor, who receives a complaint or a report alleging or regarding an actual or potential violation of this Code, has, without exception, the irrevocable responsibility to immediately communicate such complaint or report it to the Ethics Hotline.

## Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is one of the foundations on which our ethical policies are built. All Associates must respect and obey the governmental laws, rules and regulations (including insider trading laws) of the cities, states and countries in which we operate. If a local law conflicts with this Code, you must comply with the law; if a local custom or practice conflicts with this Code, you must comply with the Code.

## Honesty and Ethical Conduct

Each Associate must always conduct him/herself in an honest and ethical manner. Each Associate must act with the highest standards of personal and professional integrity and not tolerate others who attempt to deceive or evade responsibility for actions. All actual or potential conflicts of interest between personal and professional relationships must be handled honestly, ethically and in accordance with the policies specified in this Code. In addition, Associates must be direct, honest and truthful in discussions with, or requests for information from, regulatory agency officials and government officials as well as in all dealings with clients and customers.

## Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each Associate should endeavor to respect the rights of, and to deal fairly with, our customers, suppliers, competitors and employees. No Associate should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair dealing practice.

## Quality

Quality is our highest priority at Colfax. Customers are the focus of everything we do. We listen to the Voice of the Customer and are always trying to improve how we design, make and present our products and services. Continuous Improvement is

essential. We must be relentless in this to keep improving our products and results. Quality is never compromised.

As a supplier of products to many preeminent industrial companies and government entities, we understand that the Voice of the Customer demands providing quality products and services with integrity, according to all applicable laws and contractual requirements.

Among our commitments:

- We will provide products and services that meet or exceed our customers' expectations for quality, integrity and reliability, and we will satisfy their requirements with on-time deliveries and at competitive prices.
- Our products will be manufactured and assembled according to our customers' specifications and there will be no change in design, material content or process, or substitution of parts, unless authorized in writing by the customer or permitted under the terms of the contract or by regulation or commercial practice.
- Where inspection or testing is required or performed to confirm conformance to specifications, there will be no misrepresentation of data or falsification of records.
- Our products will be safe for use by our customers and other end-users, and they will meet all applicable customer requirements and regulations.

### **Conflicts of Interest**

All Associates must avoid any situation in which personal interests conflict with those of Colfax. Transactions or arrangements that may involve a conflict of interest are prohibited unless they have been specifically approved in advance. Exceptions may only be made after review and approval of specific or general categories by a member of senior management holding a position of vice president or more senior (in the case of employees) or the Nominating and Corporate Governance Committee of the Board of Directors (in the case of executive officers or directors). *Directors should refer to the Company's Corporate Governance Guidelines for additional policies that specifically govern their conduct. In addition, directors and executive officers of the Company should refer to the Company's Policy for Related Person Transactions.*

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

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

- Associates who deal with Colfax's suppliers are placed in a special position of trust. This position requires you to exercise caution in dealing with suppliers. As a general rule, no Associate should ever receive a payment or anything of value in exchange for a purchasing decision. Colfax recognizes an exception for token gifts (such as a calendar) of nominal value (less than \$50). *See the Section of this Code relating to Bribes, Gifts and Gratuities for further guidance on gifts or entertainment with respect to government officials.*
- Colfax Corporation requires the full attention of its Associates. In general, this level of attention makes it impractical for Associates to pursue extensive employment outside Colfax. Any outside employment or acceptance of membership on Boards of Directors (other than Board membership or casual, part-time employment for entities that are not actual or potential Colfax competitors, customers, or suppliers) for supervisory personnel and above must be approved in advance by Colfax's General Counsel.
- Do not divert for personal gain any business opportunity from which Colfax may profit unless Colfax knowingly decides to forego the opportunity. Each Associate owes Colfax a duty of loyalty. That duty is violated if the Associate personally profits from a business opportunity which rightfully belongs to Colfax. This problem can arise when an Associate has an interest in an entity which offers a product or service which could be offered by Colfax, or when an Associate directly offers a product or service.
- Do not take for yourself, or help others take for their benefit, any business opportunity discovered or pursued through the use of Colfax property or information or through your position with Colfax, or that has been solicited by, or offered to, Colfax (unless a member of Colfax's senior management holding a position of vice president or more senior has already turned down such opportunity).

- You are not permitted to use Colfax assets (including computer and other equipment, telephones, materials, resources or proprietary information) for any outside work.
- We encourage our Associates to be active in the political and civic life of their communities, including charitable or educational activities. When doing so and making any public communication, you should clarify that your views are yours individually and are not being expressed as an employee of Colfax. You may not make any political contribution as a representative of Colfax. You must also avoid lobbying activities or even the appearance of lobbying any governmental body or public official as a representative of Colfax without the express approval of the Colfax Legal Department. No Associate shall make, authorize or permit any unlawful contributions, expenditure or use of corporate funds or property for political purposes. Of course, Colfax Associates may participate in any political activities of their choice on an individual basis, with their own money and time.
- Do not use Colfax's name, property or information, or your position with Colfax, for personal gain.

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

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

### **Insider Trading**

Associates who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about Colfax should be considered confidential information. To use non-public information for personal financial benefit, or to "tip" others (including without limitation friends and Family Members) who might make an investment decision on the basis of this information, is not only unethical but also illegal. A more detailed discussion of the insider trading laws can be found in our policy on insider trading compliance which can be obtained from your Human Resource Department or the Legal Department.

### **Protection and Proper Use of the Company's Assets**

All Associates should protect Colfax's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Colfax's profitability. Any suspected incident of fraud or theft should be immediately reported through the Ethics Hotline. All of Colfax's assets should be used for legitimate business purposes and should not be used for non-company business, though, for employees, incidental personal use may be permitted with the permission of your supervisor.

### **Business Records**

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

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

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

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

Any accounting adjustments that materially depart from GAAP must be approved by the Colfax Chief Financial Officer. In addition, all material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of Colfax with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the Chief Financial Officer.

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

If an Associate becomes aware of any improper transaction or accounting practice concerning the resources of Colfax, he or she should report the matter immediately through the Ethics Hotline, which provide anonymous and confidential methods for reporting issues or concerns related to violations of this Code. There will be no retaliation against Associates who disclose questionable accounting or auditing matters.

## Unfair Competition/Antitrust

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

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

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

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

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

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

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

Associates may not engage in any scheme to defraud anyone out of money, property or honest services of another. We only pay fair and reasonable prices for goods and services actually received. In some countries, certain laws prohibit particular conduct regarding irregular payments. Those laws may not be enforced in practice. Despite local law or enforcement practices, those payments are illegal and are not acceptable.

## **Records Retention**

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

If the existence of any pending or threatened legal action, subpoena or investigation is known or reported to you, promptly contact the Ethics Hotline. You must retain all records that may relate to any pending or threatened legal action, subpoena or investigation. If you have a question as to whether a record pertains to a pending or threatened legal action, subpoena or investigation, contact the Ethics Hotline before disposing of the record in question.

## **Confidential Information**

All Associates have responsibility for protecting Colfax's confidential information. This is within as well as outside Colfax as well as during and after employment with Colfax. Except as required by law, rule or regulation or as authorized by your supervisor with consultation of the Colfax Legal Department every Associate who deals with confidential information must limit its disclosure to Colfax Associates who have a clear need to know and avoid disclosure to persons outside Colfax, including spouses other family members and friends.

This obligation continues after your employment with Colfax ends.

Confidential corporate information typically relates to Colfax's operations - customer lists, pricing policies, production techniques, engineering, drawings, designs or "trade secrets" (confidential information used in the course of Colfax's business that would be harmful to Colfax or its customers, if disclosed).

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

As discussed in greater detail below, in the U.S. federal procurement process, we will not improperly obtain, use or disclose government source selection or proprietary information, such as sealed bid prices, technical evaluation plans, competitive range determinations or ranking of proposals.

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

## **Employment**

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

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

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

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

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

If you have any questions concerning fair treatment or discrimination, feel free to contact the Ethics Hotline.

### **Export Controls and Economic Sanctions**

Many countries (including the United States) place controls and/or prohibitions on certain international transactions for national security, foreign policy, and other reasons. Such laws govern exports, re-exports, and imports of products, software and technology, including the disclosure of technical data to foreign persons in the U.S. U.S. export control and economic sanctions laws restrict the sale and/or shipment of products to certain specified countries, specified entities and specified individuals, and for specified end-uses. These laws regulate transactions involving the transfer or receipt of U.S.-origin products, technology, or software for any reason and by any means, including electronic transmission, meetings, or phone calls. Colfax Associates, wherever located, must comply with all such applicable laws, rules and regulations. Failure to comply with such laws, rules and regulations may result in criminal, civil and/or administrative penalties, for the individual, as well as for Colfax, including loss of Colfax's export or import privileges. Prior to engaging in an international transaction, you must ensure that such transaction complies with all applicable laws, rules and regulations. When in doubt or if you have any questions concerning compliance with export controls or economic sanctions laws, please contact the Ethics Hotline.

### **United States Antiboycott Regulations**

United States federal law prohibits U.S. companies, their U.S. and foreign subsidiaries, and all of their employees from complying with, furthering or supporting non-U.S. boycotts that are not sanctioned by the United States. Such boycotts include discrimination against United States firms or citizens on the basis of race, religion, sex or national origin. The Antiboycott Regulations also prohibit assisting in the Arab League boycott of Israel. It is a violation of these regulations to cooperate with requests to provide information or take actions, such as refusing to do business, that further a non-U.S. boycott. Such requests may appear in letters of credit, shipping instructions, certificates of origin and other contract-related documents. Antiboycott Regulations require prompt reporting to the United States government of any boycott-related requests for information or actions, even if no action is taken by Colfax. Associates, wherever located, should advise the Ethics Hotline immediately if any boycott-related request for action or information is received, so that Colfax can comply promptly with any applicable reporting requirements. If you receive a request to engage in any activity that appears to be boycott-related, you should not respond to the request without receiving guidance from the Colfax Legal Department. Violation of anti-boycott laws and regulations could result in civil and criminal penalties.

### **Bribes, Gifts and Gratuities**

Colfax and its Associates shall enter into all business relationships honestly and ethically. Bribery, kickbacks or other improper payments direct or indirect, to any person to obtain a contract, some other commercial benefit or government action has no place in our business and is strictly prohibited. Colfax Corporation also strictly prohibits any Associate from accepting such payments from anyone.

No Associate or representative of Colfax shall directly or indirectly offer any existing or potential commercial customers gifts or favors of more than nominal value (approximately \$50 or less). Reasonable business entertainment is permitted, including traditional promotional events consistent with usual business practice provided that it: (i) cannot be construed as a bribe or a payoff, (ii) is not in violation of any law and (iii) would not embarrass Colfax if disclosed publicly. Associates will insure that marketing expenditures are necessary, prudent, job-related and consistent with Colfax policies.

All Colfax Associates wherever located will adhere to the letter and spirit of the United States Foreign Corrupt Practices Act, which prohibits giving or promising money or items of value to any foreign official (foreign government official, political party or candidate or public international organization) for the purpose of influencing a decision or obtaining business. The Act further prohibits giving money or items of value to any person or firm when there is reason to believe that it will be passed on to a government official for this purpose. Associates shall not make or recommend any payment from Colfax funds or assets to or for the benefit of a representative of any domestic or foreign government.

Colfax will not use the services of a sales agent or representative without a prior written agreement, in a form approved by the Colfax Legal Department, that fully describes all services to be performed and the consideration to be paid. No one shall ever be used as a conduit for corrupt payments. All agents, and their Associates, must be engaged in providing legitimate business services for a fee not in excess of the customary local rate for similar services. Compensation must be paid to the agent by company check, draft, or wire transfer in the name appearing on the agent agreement and only in the agent's country of residence or in the principal's country, unless authorized by the Colfax Chief Financial Officer. No agent shall be retained if the agent or any person employed by the agent or financially interested in the agent's business is an Associate or official of a governmental customer or potential governmental customer of Colfax. Any agreements with marketing consultants (i.e., those consultants intended to have marketing or sales-related contacts with outside parties on behalf of Colfax) and with sales representatives shall include a clause requiring adherence to the Code as a condition of the agreement.

### **Political Contributions**

Colfax funds or assets may not be contributed, directly or indirectly, to any political party, committee or candidate, or the holder of any federal, state or local government office within the United States. In countries other than the United States in which political contributions by companies are lawful, a political contribution may be made only upon the prior specific written approval of the Chief Executive Officer. Associates shall not be directed, pressured or coerced in any manner by a director, officer or any one acting in a managerial or supervisory capacity to make a contribution to any political party or committee or to any candidate for or the holder of any government office.

### **Safety, Health and Environmental Protection**

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

### **Doing Business with the Government**

In addition to the provisions of this Code and other Colfax policies, Associates working with the U.S. government, state or local governments, or governments of those countries where we operate, have an additional obligation to know, understand and abide by the laws, regulations and ethical policies of those governments that may be more strict than those that apply to our non-government customers and suppliers. Associates working on U.S. Government contracts or subcontracts can be subject to civil or criminal penalties if they make false statements concerning their work on the contract or otherwise violate U.S. laws and/or regulations. Associates acknowledge their understanding of this fact when they acknowledge this Code.

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

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

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

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

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

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

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

- Bill labor and material costs correctly;
- Submit cost and pricing data correctly in accordance with the Truth in Negotiations Act, as well as comply with all other requirements of this Act;
- Not submit any false or fraudulent claims within the meaning of the False Claims Act;
- Fully comply with all contract specifications and requirements;
- Correctly account for research and development costs and report inventions made under contract; and
- Maintain appropriate records, such as inspection and testing records, invoices and time cards.

### **International Associates**

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

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

### **Waivers of or Changes in the Code of Business Conduct and Ethics**

It may be appropriate for a provision of the Code to be waived in a particular circumstance. Any Associate seeking a waiver should speak to his or her supervisor, who will likely need to involve other persons in consideration of the waiver request. Any waiver of, or changes to, this Code that apply to executive officers or directors may be made only by the Board of Directors and must be promptly disclosed to shareholders in accordance with the rules of the New York Stock Exchange.

**Schedule 1**

Belgium	0800-77004
China (Northern)*	108-888***
China (Southern)**	108-11***
France	0800-902500
Germany	0800-1016582
Hong Kong	800-964214
India	000-800-100-1071
Italy	800-786907
Mexico	001-8008407907 or 01-800-288-2872
Netherlands	0800-0226174
Norway	800-15654
Sweden	020-79-8729

**\* Northern China includes: Beijing, Tianjin, Heilongjiang, Jilin, Liaoning, Shandong, Shanxi, Hebei, Henan, and Inner Mongolia.**

**\*\* Southern China Includes: Shanghai, Jiangsu, Zhejiang, Anhui, Fujian, Jiangxi, Hubei, Hunan, Guangdong, Guangxi, Hainan, Chingqing, Sichuan, Yunnan, Tibet Autonomous Region, Shanxi, Gansu, Qinghai, Ningxia, Xinjiang and Autonomous Region.**

**\*\*\* Associates in China will be prompted to enter the following number after dialing the access code listed above:  
888-469-1538**