



#### 1.0 SCOPE

This policy applies to all Trimble employees, directors and officers at all world wide locations.

#### 2.0 POLICY STATEMENT

Every director, officer, employee, consultant, agent and representative of the company must observe the highest ethical standards and exercise proper judgment in all business dealings. Trimble's Chief Executive Officer, Chief Financial Officer, Corporate Controller and any other person performing similar functions (together the "Senior Officers") are committed to creating a culture of ethical business conduct, maintaining a work environment that encourages employees to raise concerns and promptly addressing employee compliance concerns.

#### 3.0 POLICY GUIDELINES

All employees are expected to:

- Read and be familiar with this policy
- Be familiar with all relevant laws and regulations that apply to their area of responsibility.
- Be aware of situations where questionable business conduct may arise and avoid those situations.
- Respect the conduct policies of Trimble's customers

All managers should encourage employees to share concerns and questions about appropriate conduct. Legal questions can be directed to Trimble's legal department.

Senior Officers must not only comply with the laws, rules and regulations governing the conduct of our business, but must also report any suspected violations in accordance with this policy.

#### 3.1 **Trimble's Compliance Officer is Trimble's General Counsel, the Chairman of the Audit Committee in the General Counsel's absence, or such other person as the board of directors may designate. Marketing, Advertising and Sales**

Trimble does not engage in false or misleading claims to its customers, competitors or the public. The following specific policies apply:

- Marketing, advertising, and sales materials will be clear and truthful. They will not contain false or exaggerated claims about Trimble products and services.
- Sales information about prices, products, and services should be provided to customers and vendors in a way that avoids any appearance that it is being given in an underhanded or preferential way.
- Employees should not knowingly make any offers or promises on behalf of the company that cannot be kept by the company.

- Employees should not encourage or knowingly use third parties, such as agents, consultants or subcontractors, to perform any activities that are prohibited under this policy.

### 3.2 Public Communications and Disclosure

When disclosing important events and developments, Trimble is committed to providing the public full and truthful disclosure. Specific company departments have the responsibility of responding to questions from the public. Employees should generally direct such inquiries to the appropriate department as indicated below.

- Any inquiry by a member of the media should be referred to Trimble's public relations department or the senior manager on site.
- Inquiries from shareholders or potential shareholders should be directed to the investor relations department or the senior manager on site (who should then direct the inquiry to the investor relations department).
- Other inquiries from the public should be referred to the designated contact person or, if unclear, to the senior manager on site. Employees should refrain from providing personal opinion or conjecture about Trimble or its activities to anyone not employed by Trimble.

When filing or submitting reports and documents to the SEC, Trimble is committed to providing full, fair, accurate and timely disclosure in compliance with all applicable laws and regulations. Senior Officers are required to promote compliance with this policy and to abide by Trimble's standards, policies and procedures designed to promote compliance with this policy.

### 3.3 Conflicts of Interest

A conflict of interest arises when an employee's personal interest influences his or her business decisions. It is important to note that a conflict may arise even if there is only an *appearance* of an influence. A conflict of interest arises if any of the following conditions occur. This is not a comprehensive list; other conflict situations may exist.

- An employee or a member of the employee's immediate family is an officer, director, owner, agent, or representative of a Trimble supplier, customer, or competitor.
- An employee holds a material financial interest in a Trimble supplier, customer, or competitor.
- An employee accepts personal favors from a Trimble supplier, customer, or competitor.
- An employee deals directly in the course of business with a spouse or immediate family member who is employed by a supplier, customer, or competitor.

All employees must disclose to the company Compliance Officer all actual or apparent conflicts of interest. Senior Officers must obtain prior written approval from the Compliance Officer or the Chairman of the Audit Committee for any apparent conflicts of interest.

#### 3.3.1 Outside Interests

Employees, their spouses and other close family members are expected to avoid any outside interests or activities that could be advanced to the detriment of Trimble's interests. Such involvement may divide an employee's loyalty between Trimble and the outside interest and thus create a potential

conflict of interest. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to objectively and effectively perform work for Trimble. Employees must not work for or provide advice or consulting services to a competitor, supplier or customer. Employees must not run “side businesses” in their spare time that compete with, sell to, or buy from Trimble and must avoid any financial investments in competitors, suppliers or customers, other than relatively small investments in public companies.

### 3.3.2 Receipt of Gifts or Other Favors

Conflicts of interest arise when an employee or a member of his or her family receives improper personal benefits as a result of his or her position at Trimble. No Trimble employee, or any of his or her family, may solicit or receive favors, gifts, loans or other benefits (including goods, services and discounts) from any supplier, customer or competitor. The only exception to this policy is for casual entertainment or gifts (other than money) of relatively small value which are customarily offered to others having a similar relationship with the supplier, customer or competitor. If a Trimble employee receives a gift that is contrary to this policy, it should be returned or disposed of, as appropriate, and the supplier, customer or competitor should be informed of Trimble’s policy against such gratuities. Trimble employees should exercise good judgment in deciding whether to accept a gift of nominal value or casual entertainment and should resolve all doubts and questions in favor of declining to accept the offer.

### 3.4 Anti-competitive Activity

Employees should not engage in any activities that are or may be perceived as anti-competitive, including but not limited to, the following:

- Agreeing with a competitor to share market segments or regions, to set prices or terms of sale, or to boycott a third party.
- Discussing production quantities with a competitor.
- Making false or misleading statements about a competitor's products or services.

### 3.5 Confidential and Proprietary Information

- Confidential and proprietary information is any information about Trimble which the employee learns or develops on the job and is not made public by the company. Such information may include, but is not limited to, company practices, procedures, processes, inventions, financial information, engineering plans, customer lists, and marketing plans.
- An employee may not disclose to a third party Trimble confidential information or any confidential information of Trimble customers or suppliers which the employee may learn in the course of his or her employment. Employees should avoid disclosing such information, and strive to prevent the potential for disclosure of such information, either by taking steps to safeguard the information or reporting violations of this confidentiality requirement by others.
- Confidential information should be safeguarded with the highest level of care. Employees should not disclose this information to any other employee who does not have a need to know for purposes of performing their jobs properly. Employees should not disclose any confidential information outside the company except pursuant to a non-disclosure agreement (NDA) or other protective agreement.

### 3.6 Insider Trading

Employees may not buy or sell the company's stock or the securities of other companies based on information learned in connection with his or her employment prior to the release of information to the public. All employees should comply with Trimble's Insider Trading Policy.

### 3.7 International Business Conduct

All company employees employed or working in countries outside the U.S. will adhere to the following guidelines for conducting business in those countries.

#### 3.7.1 The Foreign Corrupt Practices Act

- The United States Foreign Corrupt Practices Act (FCPA) prohibits the company from giving money or other things of value to officials of a foreign government in order to influence the policy of that government, even if such gifts are considered customary in that country. In addition, it is a violation of this policy and United States law, and may be a violation of another country's law, to offer any form of bribe. See Appendix A1.0 for a summary of the Foreign Corrupt Practices Act.
- Employees who conduct business in multiple countries and are in the position of meeting or working with foreign officials should be thoroughly familiar with Trimble's policy and be aware of the other country's laws as well. Any questions regarding conducting business with foreign officials should be referred to the legal department.

#### 3.7.2 Anti-Boycott Policy

- It is a violation of U.S. federal law to cooperate with boycotts by countries that discriminate against U.S. companies or individuals on the basis of race, religion, sex or national origin. Requests for information by a boycotting country must be reported promptly to the legal department.
- Specifically, the major boycott in current world commerce is the Arab boycott of countries and companies doing business with Israel. Employees working in the Middle East should be familiar with the requirements of U.S. law and comply fully.

#### 3.7.3 General Export Regulations

- It is the policy of Trimble to strictly comply with the requirements of the U.S. Export Administration Act, the Arms Export Control Act, the Foreign Assets Control Regulations, and International Traffic in Arms Regulations. Distribution of information, including licensing information, export data, and other documentation provided to affiliates and subsidiaries internationally, should include reference to the requirements of these regulations.

#### 3.7.4 Local Supplier Compliance

- Trimble prohibits the violation of local labor laws in countries where it does business. Trimble expects its suppliers, vendors, or subcontractors to comply with their local and national laws.

- All contracts with suppliers and subcontractors will contain provisions consistent with Trimble's code of business conduct. Specifically, suppliers and subcontractors will comply with local and national laws related to employment and wages wherever they are engaged in business. Violation of this requirement may lead to immediate termination of a supplier contract.

### 3.8 Business Dealings with the United States and Other Governments

In conducting business with agencies and branches of the United States and other countries' governments, employees should be aware that there are specific laws and regulations which may govern such business conduct, in addition to this Business Ethics and Conduct Policy. Violation of these laws or regulations may cause the company to be disqualified from future bidding on government contracts, or lead to federal or state criminal liabilities, or civil penalties. The legal department can provide the text of applicable laws and regulations.

Federal procurement laws have four main goals:

1. To obtain the best possible products and services at the best possible price.
2. To encourage competition among suppliers based on published specifications and evaluation criteria.
3. To reduce or eliminate waste, abuse and fraud.
4. To eliminate unfair competitive advantages.

For purposes of this policy, "government" refers to any person who is an official of a country or local entity, whether elected or appointed. Employees working with the U.S. or other countries' governments should follow all business conduct policies generally, with the following additional specifics in mind:

#### 3.8.1 Marketing Issues

- Employees should strictly avoid giving even an appearance of the existence of a conflict of interest or unfair advantage when dealing with the government.
- Employees may not encourage a government employee to engage in any activity which the individual is prohibited from doing or which may result in the appearance of improper conduct.
- Employees should maintain an air of openness in dealings with government personnel, including meeting during regular business hours or meeting in regular business locations.

#### 3.8.2 Business Favors to Government Personnel

- Some government agencies and departments have strict requirements which govern acceptance of business favors. Employees of the company must be familiar with these requirements and never offer any favor or gift which is in violation of the applicable policy.
- Where a company-offered favor falls within the exception to a government's policy, employees are still expected to comply with the company's policy of not creating any appearance of impropriety or other requirements as stated in this policy. All such favors must be properly accounted for.

- Certain federal agencies prohibit reciprocity. Employees who receive business favors or gifts from a government employee do not necessarily have to return the favor. Specifically, the Department of Defense (DOD) and the National Aeronautic and Space Administration (NASA) have stringent requirements for acceptance of business favors.
- Employees should be thoroughly familiar with the codes of conduct for the federal agencies with which they conduct business, as well as any other local or state agencies.

### 3.9 Political Contributions

- Employees may not use company assets or funds to make political contributions to any candidates running for a political office. Examples of prohibited contributions include, but are not limited to, cash gifts, loans, gifts of tickets, and trips.

### 3.10 Violation of Policy

- Employees who violate this policy will be subject to discipline that may include termination.
- Employees who become aware of any apparent violations of this policy may notify their manager, who, in turn, should notify the Compliance Officer. If the employee feels it is inappropriate or sensitive to report the violation to his or her manager, the employee may communicate directly with the Compliance Officer. Trimble will not discipline, discharge, or otherwise retaliate against an employee who informs the company of violations.
- Senior Officers must immediately report any suspected violations of applicable laws, rules, and regulations of this policy to the Compliance Officer or the Chairman of the Board of Directors.
- Certain employees may periodically be required to sign a statement (Appendix A1.1) indicating their understanding and compliance with this policy as a condition of employment. Examples include Trimble officers, marketing managers, sales personnel, commodity managers, and buyers. The executive staff, including Senior Officers and members of the sales and purchasing organization will be required to sign the form annually.

### 3.11 Waivers of Policy

All waivers of this policy must be approved by the Compliance Officer. Waivers affecting executive officers or directors must be approved by the board of directors. All amendments to and waivers of this policy will be publicly disclosed as required by applicable law and regulations.

### 3.12 No Rights Created

This Business Ethics and Conduct Policy is a statement of certain fundamental principles, policies and procedures that govern the Company's employees, directors and officers in the conduct of the Company's business. It is not intended to and does not create or grant any rights to any employee, customer, supplier, competitor, shareholder or any other person or entity.

### 4.0 PROCEDURE

#### 4.1 Distribution of Policy

RESPONSIBILITY	ACTION
<b>DEPARTMENT MANAGERS</b>	<ol style="list-style-type: none"> <li>1. Ensure that all employees read the business conduct policy and discuss it with them.</li> <li>2. Have each designated employee sign the form in Appendix A1.1.</li> <li>3. Questions should be referred to the Trimble Compliance Officer.</li> <li>4. Submit copies of all signed forms to the Trimble Compliance Officer.</li> </ol>
<b>COMPLIANCE OFFICER</b>	<ol style="list-style-type: none"> <li>5. Answer all questions.</li> <li>6. Review, resolve and document all identified actual or potential conflicts of interest.</li> </ol>
<b>HUMAN RESOURCES</b>	<ol style="list-style-type: none"> <li>7. Ensure that all new employee orientations include an introduction to the policy.</li> </ol>

#### 4.2 Report of a Business Conduct Violation

RESPONSIBILITY	ACTION
<b>DEPARTMENT MANAGER</b>	<ol style="list-style-type: none"> <li>1. After being informed of an actual or apparent policy violation, notify the Trimble Compliance Officer.</li> </ol>
<b>VP HR, CFO, CEO, COMPLIANCE OFFICER</b>	<ol style="list-style-type: none"> <li>2. Meet to review the reported violation and investigate it if necessary.</li> <li>3. Obtain the legal department's opinion if necessary.</li> <li>4. Using information obtained in steps 2 and 3, resolve the matter, and prepare a written description of the resolution that includes any appropriate disciplinary actions.</li> <li>5. Submit copies of the resolution to the human resources department and the applicable department manager.</li> </ol>

#### 4.3 Update of the Business Ethics and Conduct Policy

RESPONSIBILITY	ACTION
<b>VP HR, CFO, CEO, GENERAL COUNSEL, COMPLIANCE OFFICER</b>	<ol style="list-style-type: none"> <li>1. Meet annually to review current business conduct policy.</li> <li>2. Review all responses to requests for interpretation of policy that were issued in the past year.</li> <li>3. Review all responses to reports of policy violation that were issued in the past year.</li> <li>4. Meet with the legal department to determine if any new laws or regulations affect the policy.</li> <li>5. If it is determined that the policy needs to be revised, draft a memorandum that includes all clarifications of or additions to the policy.</li> <li>6. Distribute copies of the memorandum to all department managers.</li> </ol>
<b>DEPARTMENT MANAGERS</b>	<ol style="list-style-type: none"> <li>7. Distribute policy revisions to all staff members.</li> <li>8. Discuss the revisions with staff members.</li> <li>9. Provide written confirmation to the Compliance Officer that distribution and review have taken place.</li> </ol>

### Appendix A1.0

#### Summary Foreign Corrupt Practices Act

In general, the FCPA prohibits corrupt payments to foreign officials for the purpose of obtaining or retaining business. By the definitions contained in the FCPA, Trimble Navigation Limited, all of its employees, including US and non-US citizens, and its agents are bound by the Act.

#### General Guidelines:

There are two basic parts to the FCPA:

1. Anti-bribery provision, which prohibits the payment of bribes to foreign officials to obtain business.

The FCPA prohibits U.S. companies and individuals acting on behalf of, or for the benefit of, the Company from corruptly proposing or giving money or other things of value to a foreign official, an official of a foreign political party, a candidate for foreign political office or a foreign political party. That corrupt proposal could be for inducing or influencing any act, decision to act, and/or decision not to act which might benefit the Company.

The FCPA prohibits corrupt payment through intermediaries. It is unlawful to make a payment to a third party while knowing that all or a portion of the payment will go directly or indirectly to a foreign official. The term “knowing” includes conscious disregard and deliberate ignorance. The elements of an offense are essentially the same as described above, except in this case the “recipient” is the intermediary who is making the payment to the requisite “foreign official.”

A “foreign official” means any officer or employee of a foreign government, a public international organization, or any department or agency thereof, or any person acting in an official capacity. The FCPA applies to payments to *any* public official, regardless of rank or position.

Violations of the FCPA’s anti-bribery provisions can result in criminal penalties, civil actions, other governmental actions, or private cause of action. Individuals found in violation of the FCPA’s anti-bribery provisions are subject to fines (up to \$100,000 US dollars) and imprisonment (up to 5 years). The Company can not pay fines imposed on individuals.

2. Accounting provision, which requires public companies to maintain accurate books and records, and an adequate internal accounting control system.

The FCPA specifically criminalizes conduct by persons who knowingly circumvent a system of internal accounting controls or who knowingly falsify books and records.

Exceptions to the FCPA include facilitation payments to expedite or secure the performance of “routine governmental action.” The statute lists the following examples: obtaining permits, licenses, or other official documents; processing governmental papers, such as visas and work orders; providing police protection, mail pick-up and delivery; providing phone service, power and water supply; loading and unloading cargo or protecting perishable products; and scheduling inspections associated with contract performance or transit of goods across country.

Even though the above practices may not be subject to the FCPA, Trimble policy prohibits facilitating payments that are prohibited by local law.

### Appendix A1.1

#### **Acknowledgment of Receipt of Policy, Certification of Conflicts of Interest, and Certification of Violations of Business Conduct Policy**

TO BE COMPLETED BY THE EMPLOYEE:

I, \_\_\_\_\_, certify that I have read and understand the company's Business Ethics and Conduct policy. In addition, I have specifically read the "conflicts of interest" section and hereby certify the following (check one):

- To the best of my knowledge and belief, I do not presently have any conflicts of interest that might interfere with my job performance.
- I have reported any conflicts of interest to Trimble's Compliance Officer.
- I understand my obligations to report any violations of the Business Ethics and Conduct policy to Trimble's Compliance Officer.

Employee Signature: \_\_\_\_\_

Date: \_\_\_\_\_

TO BE COMPLETED BY THE DEPARTMENT MANAGER:

Date received: \_\_\_\_\_

Date submitted to Human Resources: \_\_\_\_\_

Date submitted to the Compliance Officer \_\_\_\_\_