

Code of Conduct and Ethics

VECTRA Co. directly and through its subsidiary companies (hereinafter referred to as VECTRA or Company; subsidiary companies are listed on Appendix A attached to the Code) is committed to conducting business in an ethical and legal manner throughout its worldwide operations. VECTRA directors, associates, agents and other representatives are expected to act in accordance with the highest ethical and legal standards in all aspects of their activities associated with VECTRA. VECTRA also expects its partners, suppliers, independent contractors and consultants with whom we do business to adopt and embrace similar values and standards. The term "associate" includes all officers, corporate and operating management, and other employees of VECTRA.

The Code of Conduct and Ethics ("Code" or "Code of Conduct") applies to all members of the Board of Directors of VECTRA and all associates of VECTRA and its subsidiaries and outlines the broad principles of ethical and legal conduct we embrace to guide our actions. These principles are not intended to be a complete list of ethical and legal issues a director or associate might face in the course of his or her business activities. It is intended that these principles be applied using common sense and good business judgment. The Code of Conduct should be read in conjunction with all VECTRA policies, procedures, and other issued guidelines. As a general rule, in the event of a conflict between applicable VECTRA policies, procedures or other guidelines, the more restrictive rule will prevail.

These principles of conduct apply in all countries where VECTRA conducts business. Each associate is subject to the laws and regulations of the country where they work. VECTRA is multi-national business operation and publicly traded in the U.S; therefore, U.S. laws, rules and regulations along with the laws, rules and regulations of the countries in which we operate may apply to conduct that occurs outside of those jurisdictions.

If there appears to be conflict between the Code of Conduct and applicable laws, or if you have any questions regarding the interpretation of applicable laws, you should contact the VECTRA Legal Department (Please see Legal Department contacts listed on Appendix B attached to the Code). As a general rule, in the event of a conflict between applicable VECTRA policies and applicable laws, the more restrictive policy or law will prevail.

A. BASIC POLICY

It is VECTRA's policy to conduct its business with the highest standards of *integrity* and in accordance with all applicable laws, rules and regulations. Associates are expected to deal *fairly and honestly* with each other as well as with our vendors, customers and other third parties. Any act of unethical business conduct, dishonesty, or disregard of VECTRA Code of Conduct, policies, procedures, or issued guidelines, is a violation of the Code of Conduct and may result in disciplinary action, up to and including termination of employment.

Integrity. We earn our reputation by the things we do every day. To have integrity we need to treat our beliefs about right and wrong as the ground rules for our everyday decision-making and how we conduct ourselves. Our decisions and actions must be aligned with our ethical foundation and values – in other words we must “*walk the talk.*”

Fairly and Honestly. Fairness provides the most fundamental foundation for a productive work environment. It means actions taken are just and proper, and not based on personal benefit, discrimination or favoritism. Honesty has two components: communication and conduct. We expect truthfulness and candor in all communications. Information must always be complete and accurate in order to be reliable. Honesty in conduct means there is no tolerance for stealing, cheating, fraud or other forms of deception.

B. ADMINISTRATION

The VECTRA Vice President of Human Resources has the overall responsibility for administering the VECTRA Code of Conduct. In addition, each Business Unit and Corporate Department is responsible for coordinating local administration of this Code with the VECTRA Vice President of Human Resources. (Please see Human Resources Department contacts listed on Appendix B attached to the Code).

C. PROMOTING A SAFE AND PRODUCTIVE WORKPLACE

Health and Safety

All employees are entitled to a healthy and safe work environment. Each of us is responsible for following all of the health and safety rules that apply to our jobs. We are all responsible for taking precautions to protect ourselves and our fellow employees from an accident, injury or unsafe condition. If you see or experience an accident, unsafe practice or condition, report it immediately to your supervisor so the situation can be appropriately remedied.

Environment

VECTRA is committed to the protection of the environment by continually improving its environmental stewardship to benefit customers, suppliers, associates, and other stakeholders in our global communities. We must all be committed to safeguarding the environment in and around our plants and properties. It is VECTRA’s policy to comply with all applicable environmental laws and to take all reasonable precautionary measures to reduce the potential for the release of harmful substances.

Harassment and Violence

Every employee is entitled to be treated with respect. Harassment and violence are destructive to a positive work environment and will not be tolerated. Unwelcome advances or requests for sexual favors, inappropriate or offensive comments, jokes, intimidation, or physical contact, are unacceptable behaviors.

Employees are encouraged to help each other by speaking out when another individual's conduct makes them uncomfortable. Anyone who engages in harassment or violence will be subject to disciplinary action and may be subject to criminal prosecution.

Discrimination

Our policy is to recruit, hire and promote on the basis of skills and performance without regard to race, color, religion, ethnic or national origin, gender, sexual orientation, age, disability or veteran status. VECTRA expects all associates to support these policies and to treat fellow employees with respect and consideration.

Substance Abuse

VECTRA is committed to providing a healthy, drug-free environment for all associates. The manufacture, possession, or distribution, as well as being under the influence of alcohol or illegal drugs in the work-place, is prohibited.

D. BUSINESS RELATIONSHIPS

Gifts and Entertainment.

VECTRA's Policy on Gifts and Entertainment applies to anything given or received as a result of a business relationship for which the person receiving the gift or entertainment does not pay fair market value. This includes such things as trips, lodging, goods, services or entertainment. The Policy on Gifts and Entertainment applies at all times, including at holiday or traditional gift-giving seasons. Business gifts and entertainment are courtesies intended to build relationships – good will – among business partners. In many areas in which we do business they play an important role in business relationships. Under no circumstance should any gift or entertainment compromise, or appear to compromise, an associate's or a director's ability to make business decisions in the best interest of VECTRA. Accordingly, we require moderation and discretion in the use and acceptance of gifts, entertainment and other gratuitous courtesies. These should be offered and accepted only where appropriate and reasonable. They should never be offered or accepted when there is the appearance of impropriety or where prohibited by law, rule or regulation. Accounting records and supporting documentation reflecting gifts and entertainment and who received them must be accurately stated.

Conflicts of Interest.

Directors and associates are expected to make business decisions and take actions based upon the best interests of VECTRA, not based upon personal relationships or benefits. Conflicts of interest, and the appearance of conflicts of interest, will damage your reputation as well as the reputation of VECTRA.

A conflict of interest is any activity, investment, interest, association or relationship (including relationships with family members, relatives, friends and social acquaintances) which conflicts with the independent exercise of judgment in connection with your duties and/or employment with VECTRA. A conflict of interest occurs when your personal interests interfere in any way, or appear to interfere, with your professional responsibilities or the best interests of VECTRA. Each VECTRA director and associate is expected to perform his or her duties in good faith and in a responsible, loyal manner, and not engage in any activity that is, or appears to be, a conflict of interest.

A conflict of interest may arise in many situations. Although it is not possible to identify all situations which could involve a conflict of interest, good business judgment should be sufficient to evaluate most situations. **In the event you are unsure whether or not a particular situation creates a conflict or potential conflict of interest, you are encouraged to seek guidance from your supervisor, the VECTRA Legal Department or the VECTRA Human Resources Department.**

Some common situations which involve potential or actual conflicts of interest include, but are not limited to:

- working for a competitor, customer, or supplier.
- owning a “side business” which competes with, sells to, or buys from VECTRA.
- directing business to a supplier in which a family member or someone close to you has an ownership or employment interest.
- having financial investments in competitors, suppliers or customers other than nominal investments in public companies.
- having a family or intimate relationship between a supervisor and a subordinate.

You must promptly disclose all potential conflicts of interest to VECTRA’s Legal Department or VECTRA’s Human Resources Department.

E. COMPLIANCE WITH LAWS AND REGULATIONS

VECTRA, a multi-national business operation, which is publicly traded in the U.S., is subject to the laws, rules and regulations of the countries in which we operate. VECTRA requires its associates to comply with both the letter and spirit of all applicable laws, rules and regulations wherever VECTRA business is conducted. Any violations or potential violations of any law, rule or regulation must be immediately reported to the VECTRA Legal Department and the VECTRA Human Resources Department, in addition to your immediate supervisor. If you are contacted by law enforcement or a government agency about actual or suspected illegal conduct of any kind, immediately report such contact to the VECTRA Legal Department and VECTRA Human Resources Department.

The following are several specific legal areas which affect VECTRA associates and operations:

Antitrust and Competition Laws.

Antitrust and competition laws regulate VECTRA's relationships with its vendors, customers and competitors. While these laws are complex and broad, generally, they prohibit agreements, arrangements and activities which may have the effect of reducing competition or restricting free trade. VECTRA is committed to promoting free and competitive markets. Entering into any agreement or arrangement, or engaging in any activity, with vendors, customers and/or competitors, which may lessen competition is strictly prohibited. In addition, to avoid the appearance of improper conduct, contact with our competitors and their associates except in those few limited circumstances where contacts are necessary and for lawful purposes, are prohibited. Associates are expected to contact the VECTRA Legal Department if there is any question or concern prior to engaging in any meetings involving competitors or any other related activity or practice.

Import and Export Control Laws

All countries have laws regulating the import and export of goods. There are both broad-based and country-specific procedures for reporting of international transactions. Import and export regulations can be the subject of national security concerns, raising revenue through duties, and for other trade purposes. Export controls include data transfers or sales of product to certain foreign nationals, sanctioned persons, or entities, even if in the country. Company policy prohibits all sales to certain countries subject to embargoes. If you have export responsibilities you should know these countries.

There are severe penalties or sanctions for failing to comply with import and export laws and regulations. These penalties or sanctions can include monetary fines, restricting or eliminating the privilege of importing or exporting, and restricting or eliminating the possibility of selling to the government. The penalties and sanctions are made more severe if there is a lack of awareness of the regulations or if there are intentional violations of the regulations. Accordingly, all employees whose job affects or involves imports and exports must seek training in order to understand and comply with these regulations. Sales, purchasing and shipping are jobs that obviously might be involved with imports and exports.

Questions related to compliance should be directed to your local export or import administrator or to VECTRA's Legal Department.

Trading in Securities with Material, Nonpublic Information.

The securities laws generally make it unlawful, both civilly and criminally, for any person to buy, sell or trade securities of a publicly traded company while in possession of material, nonpublic information regarding such company, or to disclose such information to others who buy, sell or trade such securities. In general, a security is any investment interest, such as an investment contract, a bond, stock or option, which is publicly traded such as on a stock exchange. You should refer to VECTRA's Insider Trading Policy, for further information and requirements related to the buying or selling of VECTRA stock or the stock of any other public company (where such information is obtained in connection with your duties and employment with VECTRA).

Corrupt Practices.

The laws of the United States and many countries where VECTRA engages in business activity prohibit companies, and their associates and agents, from offering, promising or authorizing payment of any money or anything of value to any person in order to gain an improper business advantage. This extends to customers, suppliers and other business partners and to government officials, political parties or officials thereof, or candidates for political office.

For example, the Foreign Corrupt Practices Act in the United States prohibits the paying or offering to pay money, or the giving of anything of value to any official of a foreign government for the purpose of obtaining or retaining business, improperly influencing decisions, or securing an improper business advantage.

More comprehensive is the UK Bribery Act which prohibits the offering or paying of money, or the giving of anything of value to any person (not just to government officials) if such payment is intended to cause any person in a position of trust or responsibility to act improperly.

VECTRA requires full compliance with **all anti-corruption laws**. Bribes, kickbacks or any other form of improper payment to any individual or person for the purpose of obtaining business or business concessions are prohibited. Accordingly, except as expressly permitted by Company policy, directors and associates are prohibited from giving or offering any benefits of any kind, whether of money, services, property or any other item of value, to any associate, officer, agent or representative of any private or public organization, or to or from any other person with whom VECTRA has a current or potential business relationship. Directors and associates are also prohibited from accepting such benefits from any person with whom VECTRA has a current or potential business relationship, except as expressly permitted by Company policy.

VECTRA has adopted Anti-Corruption and Gift and Entertainment Policies which all directors and associates must observe.

If you have any questions or concerns regarding compliance with anti-corruption laws you should contact the VECTRA Legal Department.

If you become aware of any anti-corruption violation or potential violation of these policies or the anti-corruption laws, you should immediately notify the VECTRA Legal Department. If you wish to report a suspected violation anonymously you may do so through the **MySafeWorkplace** hotline or on-line reporting tool. See details under **REPORTING/DISCLOSURES, below.**

Political Contributions.

Generally, the laws of the countries in which we operate prohibit corporations from making contributions or expenditures in connection with any election for political office. These laws also prohibit corporations from financially supporting political candidates. Political contributions include direct or indirect payments, advances, gifts of goods or services, subscriptions, memberships, purchase of tickets for fund raisers and purchase of advertising space. No associate shall make any political contribution or other expenditure to any political organization or candidate for political office on behalf of or for the benefit of VECTRA.

Directors and associates may make personal political contributions to any organization or candidate for political office so long as the director or associate does not represent that such contribution is from VECTRA. Any personal political contributions shall be the sole responsibility of the director or associate, and VECTRA will not assume or accept any responsibility for such contributions. No director or associate will make any personal political contribution with the purpose of assisting VECTRA in obtaining or retaining business, or with the purpose of influencing any act or decision of any government official or agency for VECTRA's benefit. VECTRA's assets, properties or services, including VECTRA's letterhead and stationery, will not be used to facilitate personal political contributions.

F. FINANCIAL REPORTING INTEGRITY & COMPANY ASSETS

Accounting Records and Controls

Accurate and complete business records are essential to the management of the Company and to maintaining and safeguarding investor confidence. Accurate and complete business records also are necessary in order for VECTRA to fulfill its legal obligations to provide complete, fair, timely, accurate and understandable financial and other disclosure to shareholders, the public and governmental agencies. All of VECTRA's books, records and accounts must completely, accurately and fairly reflect VECTRA's assets, liabilities and transactions.

VECTRA's associates have the responsibility to ensure that all books, records, and accounts under his/her control are complete, properly supported, auditable and accurately reflect VECTRA's transactions, both internally and externally. All vouchers, bills, invoices and other business records (including personnel time cards, and travel and entertainment expense reports) shall be prepared with care, accuracy and complete candor. False or misleading entries in any accounting or other business records for any reason whatsoever are prohibited. No undisclosed or

unrecorded funds or assets shall be permitted for any reason whatsoever. No payment shall be made with the intent or understanding that such payment or any part of it is to be used for purposes other than those described in the supporting documents. Associates are required to cooperate fully and candidly with both internal and external auditors. Making false statements or otherwise misleading internal or external auditors, VECTRA's counsel or advisors, or any private or public regulatory agency is strictly prohibited.

Intellectual Property – Confidential Information

All VECTRA information (whether written, unwritten, in computer-generated form or on computer tape or disks, or contained in or on any other media) is the property of VECTRA. Information that is not in the public domain is considered confidential or proprietary. This information is a valuable asset to VECTRA and must be protected from loss, misappropriation and unauthorized disclosure or use. No director or associate shall make any unauthorized disclosure or use of any VECTRA confidential or proprietary information. When documents containing VECTRA's confidential or proprietary information are no longer required, they will be destroyed in accordance with VECTRA's Record Retention Policy.

Examples of VECTRA's confidential and/or proprietary information include, but are not limited to: operating results and other financial information which VECTRA has not publicly disclosed; Board room deliberations and discussions, strategic plans; operating plans and budgets; product development, marketing plans and strategies; information relating to VECTRA's partners, customers, vendors, distributors or agents; methods and procedures of doing business; pricing schedules; contract terms and conditions; know how, ideas and inventions, technical information and product formulations, specifications and processes; and personnel records.

Intellectual Property of Others

We also have a responsibility to not misappropriate the proprietary rights of others. For example, employees must not use or disclose any confidential information of any of their former employers or others in connection with their work for VECTRA unless authorized by the owner of the confidential information. Copyrighted materials, including books, articles, computer software programs, video and video tapes, should not be plagiarized or improperly copied.

Use of VECTRA's Assets

VECTRA's assets and resources are intended for VECTRA's business use. All directors and associates are responsible for safeguarding the assets (tangible and intangible) and resources of VECTRA that are under their supervision and control. Assets include cash, confidential and/or proprietary information, company image, goods, inventory, equipment, computers, telecommunications equipment and services, supplies, and the services of VECTRA's directors and associates. These assets and resources are to be used solely for legal and proper purposes. The use of VECTRA's assets for improper, illegal or non VECTRA purposes, including the use by any associate for his or her personal benefit, is prohibited. The contributions an associate makes to the development and use of VECTRA products, equipment, marketing and sales research, materials and services while employed by VECTRA become VECTRA's property,

subject to local law. These contributions remain VECTRA property if and when the associate's employment with VECTRA terminates.

Electronic Communications

VECTRA's electronic assets, including computers, telephones, cell phones, fax machines and copy machines, are meant to be used for company business. The information stored, transmitted or processed on these assets also belongs to VECTRA. You should never view, store, send or download pornographic, sexually explicit images or messages; materials that promote violence, hatred or terrorism; or any other message that could be viewed as offensive or harassment. If obscene material is found on any Company electronic asset or on premises, disciplinary action will be taken and local authorities may be notified.

G. REPORTING/DISCLOSURES

Any director or associate who reasonably believes or suspects that the Company or any director or associate has or is engaging in improper or illegal activities, fraud or activities which appear to be inconsistent with or in violation of this Code of Conduct or any other policy, procedure or issued guideline of VECTRA, is responsible for reporting such conduct or activities to his/her supervisor, VECTRA Human Resources Department, VECTRA Director of Internal Audit or VECTRA Legal Department. If you are in doubt regarding any conduct or activities, you are urged to raise your concern with any of the persons mentioned above. This allows us the opportunity to investigate and address potential problems since non-compliance can result in serious consequences to VECTRA, its directors, associates, customers and other stakeholders. Alternatively, you may report such activities anonymously through **MySafeWorkplace** by calling the telephone number posted throughout our facilities (1-800-461-9330 toll-free in the United States and +1 720 514 4400 collect call outside of the United States). You may also use the Internet to report at www.mysafeworkplace.com. (**This whistle-blowing system is not applicable in France. Ce système d'alerte n'est pas applicable en France.**) You are not required to leave your name. Anonymous reports will receive a full inquiry.

You may also communicate with the Board of Directors of VECTRA, Inc., including the Lead Director and members of the Audit Committee by directing your correspondence to their attention care of VECTRA Co., 120 South Central Avenue, Suite 200, St. Louis, Missouri 63105.

It is important that you feel secure when reporting potential improper or illegal activities or conduct under this Code of Conduct. Confidentiality is a priority to VECTRA whether the activities are reported to VECTRA associates or via **MySafeWorkplace**. VECTRA will make every effort to keep the reporting associate's identity confidential.

H. NON-RETALIATION

VECTRA will not tolerate any reprisal or retaliation against any person who, in good faith, reports a known or suspected violation of any applicable law, rule or regulation or this Code of

Conduct or any other policy, procedure or issued guideline of VECTRA. If you become aware of any reprisal or retaliation you should immediately notify the VECTRA Human Resources Department. You can also contact the VECTRA Legal Department or report through **MySafeWorkplace**. VECTRA will take appropriate disciplinary action against any associate who retaliates, directly or indirectly, against any person for reporting a known or suspected violation of any applicable law, rule or regulation or this Code of Conduct or any other policy, procedure or issued guideline of VECTRA, or assisting in any investigation of any such violation or suspected violation.

I. DISCIPLINARY ACTION AND VIOLATIONS OF LAW

Violations of VECTRA Code of Conduct or any other policy, procedure or issued guideline of VECTRA or with the laws, rules and regulations applicable to VECTRA business, could subject an associate to corrective disciplinary action up to and including termination of employment. In addition, violations of the laws, rules and regulations applicable to VECTRA could subject a director or an associate to individual civil or criminal prosecution, with accompanying potential damages, fines and imprisonment.