
H-D *Advanced Manufacturing*



CODE OF BUSINESS CONDUCT AND ETHICS POLICY

Effective as of December 8, 2012
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H-D ADVANCED MANUFACTURING COMPANY
CODE OF BUSINESS CONDUCT AND ETHICS
POLICY

(Effective as of 12/8/12 | Amended as of 11/6/15)

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H-D ADVANCED MANUFACTURING COMPANY

CODE OF BUSINESS CONDUCT AND ETHICS

(Effective as of December 19, 2011 / Amended as of [], 2015)

1.0 INTRODUCTION

H-D ADVANCED MANUFACTURING COMPANY and its subsidiaries (collectively, the “Company”) are committed to the highest standards of ethical conduct. Outlined in this Code of Business Conduct and Ethics Policy (hereinafter the “Code”) is the foundation of the Company’s outstanding reputation for integrity, ethics and respect for the law. This Policy contains the moral and ethical standards by which each employee, officer and director of the Company and its subsidiaries is to conduct the business activities of the Company. Every employee, officer and director needs to understand and adhere to these standards.

This Code cannot and is not intended to cover every applicable law or Company policy, nor does it provide answers to all questions that might arise in the performance of your duties. You must rely on your good sense of what is right, including a recognition of when it is appropriate to seek guidance from others as to the proper conduct for a given situation. Because our business depends upon the reputation of the Company and its directors, officers, and employees for integrity and honest business conduct, in many instances this Code goes beyond the requirements of the law.

The Company expects you to acquire and maintain a working knowledge of the laws and the Company’s ethical standards that are applicable to your responsibilities with the Company. In addition, every supervisor and manager is responsible for helping employees understand and comply with this Code. If you have any questions about the application of this Code or about what is required by law in a particular situation, you should consult with your Human Resource Department, the Company’s Senior VP – Chief Financial Officer or Legal Counsel (following consultation with the Human Resource Department or the Company’s Senior VP – Chief Financial Officer).

2.0 POLICY STATEMENT

Every director, officer, and employee of the Company is required to act with honesty and integrity when conducting the Company’s business, adhere to the highest ethical standards and to comply with all applicable laws, regulations, and rules, including but not limited to those of the federal, state, and local governments; the rules of the stock exchange on which the Company’s common stock may be listed; and the laws of the foreign countries in which we conduct business.

The standards set forth in this Code are designed to deter wrongdoing by the Company’s directors, officers, and employees and to promote the following:

- Honest and ethical conduct;
- Avoidance of conflicts of interest;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that the

Company files with, or submits to, regulatory agencies, such as, to name a few, Internal Revenue Service, Canadian Revenue Agency, the Securities and Exchange Commission, the Environmental Protection Agency, OSHA, the Department of State, and in other public communications made by the Company;

- Compliance with applicable governmental laws, rules, and regulations;
- Prompt reporting of any possible violations to a position identified in this Code; and
- Accountability for adherence to the Code.

3.0 GENERAL COMPLIANCE PROCEDURE

All directors, officers, and employees are responsible for ensuring that the Company conducts its activities in compliance with all applicable laws, this Code, and all other policies and procedures of the Company. However, in some situations it is difficult to know what the appropriate course of action should be. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps employees should take:

- *Make sure you have all the facts.* In order to reach the right solutions, we must be as fully informed as possible.
- *Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?* This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it may be.
- *Clarify your responsibility and role.* In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- *Discuss the problem with your supervisor.* This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process early on. Remember that it is your supervisor's responsibility to help solve problems.
- *Seek help from Company resources.* In a case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with your supervisor's manager, your department head, your Human Resource Department, the Senior VP – Chief Financial Officer or Legal Counsel (following consultation with the Human Resource Department or the Company's Senior VP – Chief Financial Officer). You can also e-mail H-DAM Info Mailbox - info@h-dam.com to report your concern in confidence.
- *You may report ethical violations in confidence and without fear of retaliation.* If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of suspected ethical violations.
- *Always ask first, act later.* If you are unsure of what to do in any situation, seek guidance before you act.

Please note that it is particularly important for the Company to determine early in the process of any activity that a potential concern may exist. Although the Company's Senior Management shall be responsible for ensuring that this Code is properly implemented and followed, all officers and employees of the Company will cooperate fully in order to properly implement, maintain, monitor,

and enforce the requirements and procedures of this Code.

OPEN DOOR POLICY: If at any time an individual reasonably and in good faith suspects that there is non-compliance with any law, this Code, or any other policy or procedure of the Company, the person should implement an up-the-ladder escalation approach, where the matter is initially reported to a direct supervisor and, as necessary, escalated up to a manager, department head, Human Resources, Senior Management, Senior VP – Chief Financial Officer or President / CEO of the Company and, when necessary, to the Board of Directors for resolution.

4.0 RELATIONSHIPS WITH BUSINESS PARTNERS AND COMPETITORS

4.1 Conflicts of Interest

Each employee, officer and director has the legal duty to carry out his or her responsibilities with the utmost good faith and loyalty to the Company. An employee, officer and director should never place himself or herself in a position where his or her personal interests could interfere in any way – or even appear to interfere – with the interests of the Company or any of its subsidiaries. Such a situation could arise when an individual takes actions or has interests that may make it difficult to perform his or her Company-related work objectively and effectively.

All directors, officers, and employees of the Company must avoid situations that create a conflict of interest or the appearance or potential for a conflict of interest. A conflict of interest exists when your personal or family interests are either in conflict with the Company's interests or interfere, or even appear to interfere, with your ability to perform your duties to the Company or responsibilities at work. While conducting the Company's business, you have a duty to act in the Company's best interest.

While not every situation contrary to this policy can be listed here, the following situations are prohibited.

- Competing against the Company, including employment or affiliation with a customer, supplier, vendor, competitor, or other company. In no event shall such employment or affiliation be allowed.
- Holding a significant financial interest or owner in a company doing business with or competing with the Company or serving as an officer or director of an outside business if such service will interfere with your duties to the Company. Owning a significant interest in any business that does or is seeking to do business with the Company or is in competition with the Company, when the ownership might dilute your loyalty to the Company.
- Accepting gifts, gratuities or entertainment from any customer, competitor or supplier of goods or services to the Company except to the extent they are customary and reasonable in amount and not in consideration for an improper action by the recipient. Accepting from, or offering to, others valuable gifts, entertainment, services, or other payment. (Please also see "Transactions with Customers, Suppliers, and Others" below);

- Using for personal gain any business opportunities that are identified through your position with the Company.
- Using Company property, information or position for personal gain. All Company property, including proprietary and confidential information, may be used only in connection with Company business. The duty to preserve the confidentiality of proprietary and confidential information continues even after you have left the Company. Making use of business opportunities discovered or learned through the use of Company property, information, or your position at the Company that may result in a personal gain, gain for an immediate family member, or gain for someone with whom you have a close personal relationship.
- Subject to disclosure and review, family or intimate personal relationships between employees in the same department or division or among direct competitors, suppliers or customers of the Company
- Subject to disclosure and review, doing business on behalf of the Company with a relative or another company employing a relative when not in the best interest. Conducting Company business with a relative or significant other (for example, hiring a relative or significant other, using a supplier owned by a relative or significant other, using a supplier that employs a relative or significant other, or approving an invoice submitted by a relative or significant other). Participating in or influencing a Company decision that may result in a personal gain, gain for an immediate family member, or gain for someone with whom you have a close personal relationship.
- Conducting any non-Company business that interferes with the proper performance of your role at the Company, such as conducting non-Company business during working hours; utilizing confidential information, specialized skills, or knowledge gained as a Company employee; or using Company property or equipment for non-Company uses.
- Accepting any personal benefit that is or could be interpreted as being given to you because of your role or seniority at the Company or because the donor believes you might be in a position to assist them in the future.

Employees involved in political or civic activities need to ensure they clearly communicate that the stated views are their individual views, and not that of the Company. Further, such involvement can put employees in a situation in which a conflict of interest with the Company arises - for example, if they hold political office in a community, and that community is negotiating with the Company on a matter.

Any potential conflict of interest must be disclosed to your supervisor, manager, Human Resources, Senior VP – Chief Financial Officer or Legal Counsel (following consultation with the Human Resource Department or the Company’s Senior VP – Chief Financial Officer) for review.

It is Company policy to identify and acknowledge in writing certain relationships or ownership interests, and the terms thereof, that are acceptable to the Company, but that might otherwise appear to represent a conflict of interest. If appropriate, such relationships or ownership interests so

acknowledged will not be prohibited by this Code. Any changes to such terms must be promptly reported to and approved by the Company's Senior VP – Chief Financial Officer and Legal Counsel; provided that changes to terms set out in an officer's employment agreement may require the approval or waiver by the Board of Directors, depending on the materiality and nature of the changes.

You must receive advance, written approval from the Company's Senior VP – Chief Financial Officer (or a designee), using the form attached hereto as Appendix A, **before** engaging in a potential conflict of interest. If you anticipate a scenario that may give rise to a conflict of interest issue, you must contact the Company's Senior VP – Chief Financial Officer early in the process to ensure approval is obtained in a timely manner.

Likewise, to help the Company comply with this policy, directors, officers, and employees are required to complete the Conflict of Interest Disclosure Form, attached to this Code as Appendix A, as soon as the employee is made aware of a potential conflict of interest, in order to identify and acknowledge relationships or ownership interests that may constitute a conflict of interest. Failure to fully and truthfully answer all questions on the Conflict of Interest Disclosure Form can result in corrective action, up to and including termination of employment.

You are expected to recognize situations where a conflict of interest has occurred, or has the potential to occur, and take the necessary actions to eliminate or mitigate such conflict, including, if necessary, enlisting the assistance of management or Human Resource Department. If you believe a conflict of interest has occurred or cannot be avoided, you are required to disclose such conflict in writing to your supervisor, department head, Human Resource Department or Senior VP – CFO, making full report of all pertinent facts and circumstances. Your supervisor, department head, Human Resource Department or Senior VP – Chief Financial Officer will determine, in consultation with the Company's Legal Counsel, if needed, whether a conflict of interest exists, what needs to be done to resolve the conflict, or whether you may proceed. Disclosure is mandatory; failing to disclose a conflict of interest is a violation of this Code.

4.2 Corporate Opportunities

You may not personally take for yourself opportunities that are developed through the use of Company resources, information, or position; use Company property, information, or position for personal gain; or compete with the Company. You have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

4.3 Transactions with Customers, Suppliers, Vendors, and Others

The Company is committed to dealing fairly and honestly with its customers, suppliers and competitors. Strong relationships with our customers, suppliers, vendors, and other third parties are key to the success of our business operations. We expect you to conduct the Company's business with such parties in a respectful, hospitable, fair, and honest manner.

Doing business in an honest and fair manner with our customers means that we must earn their business based on the quality of our products and services and our ability to fulfill our commitments. Employees may not offer customers (or employees of customers) any benefits,

rewards or things of value, which may violate the law, the customer's policies, or our business practices.

Employees responsible for buying or leasing materials and services on behalf of the Company must do so objectively. Employees must not accept or seek out any benefit from a supplier or potential supplier that would even appear to compromise their judgment.

Our policy is to compete solely on the merits of our products and services. No false or misleading statements or innuendo about our competitors, their products or their services will be tolerated. All comparisons of our products or services with those of our competitors must be accurate and factually supported. Employees are strictly forbidden from using any illegal or unethical methods to gather competitive information.

You are prohibited from engaging in activities with customers, suppliers, vendors, and other third parties that promote your personal interests ahead of the interests of the Company or otherwise create a conflict of interest, such as:

- Soliciting or accepting kickbacks, bribes, payments, loans, or other benefits from a customer, supplier, vendor, and other third party;
- Soliciting or accepting personal gifts;
- Holding or acquiring an undisclosed and unapproved financial interest in a customer, supplier, vendor, and other third party (other than a financial interest in a publicly traded company whose securities are quoted and traded in the public securities market);
- Entering into a personal business transaction with a customer, supplier, vendor, and other third party that is not reasonable and fair;
- Divulging the Company's confidential or proprietary information that is not integral to the product or services provided by the customer, supplier, vendor, and other third party;
- Accepting discounts (other than those available to the general public or all Company employees) on personal purchases from a customer, supplier, vendor, and other third party; or
- Any activity that takes unfair advantage of a customer, supplier, vendor, and other third party through concealment, abuse of privileged or confidential information, misrepresentation or fraudulent behavior, or cooperation with such party to take unfair advantage of another party.

4.4 Being a Responsible Corporate Citizen

The Company strives to have a long-standing, global reputation as a responsible corporate citizen. For us, corporate responsibility means achieving business success in ways that demonstrate respect for people and the planet, complying with applicable laws, and upholding the values and high standards of ethics expressed in our policies.

The Company intends to be a leader in encouraging education and enhancing the communities in which we do business. We do this by challenging ourselves and others to continuously improve,

inspire, and strengthen our communities, as well as enabling technologies that improve the industry in which we operate.

We demonstrate respect for people and the planet and ask all our employees to consider the short and long-term impacts to the environment and the community when they make business decisions. In all Company-related activities, we need to uphold the Company's aspirations to have a long-standing, global reputation as a role model for socially responsible behavior.

4.5 Receiving Gifts, Meals, and Entertainment

The Company recognizes that exchanging business courtesies such as meals, entertainment, routine promotional gifts, and other items can be a part of building strong business relationships. However, at other times, such business courtesies are not appropriate.

The Company provides guidelines to help determine when accepting or offering such courtesies may be appropriate and when to seek advice. As customs vary throughout the world, these guidelines may differ by country. However, there are some principles that are fixed and apply worldwide:

- ***Do Not Offer or Accept Bribes.*** Do not offer or accept, or attempt to offer or accept anything designed to obligate a person to act improperly or to influence a person's decisions with regard to the Company's business.
- ***Do Not Offer or Accept Cash.*** Do not offer or accept, or attempt to offer or accept, cash or cash equivalents (such as, for example, gift cards) without prior written approval from the Company's Senior VP – Chief Financial Officer and Legal Counsel.
- ***Do Not Violate the Law.*** Never participate in any business entertainment activity that would violate the law or may embarrass the Company by its public disclosure.
- ***Do Not Accept or Give Anything of Value from or to Foreign Governments, Political Officials, or Candidates for Political Office Without First Obtaining Approval from the Senior VP- Chief Financial Officer or Legal Counsel.*** Anything of value accepted from or given to any foreign government or political party officials or candidates, such as gifts and entertainment, are strictly regulated and often forbidden entirely. Therefore, approval from the Company's Senior VP – Chief Financial Officer must be obtained before the thing of value is given or accepted. Please see **Section 5.2 Antitrust** and **Section 5.3 Bribery, Anti-Corruption, and Business Dealings with Governments** and Procedures below for more information.
- ***Do Not Seek Personal Favors.*** Do not seek favors directly or indirectly, such as gifts, entertainment, sponsorships, personal loans or loan guarantees, or contributions from individuals, companies, or organizations doing business or seeking to do business with us.
- ***Do Not Accept Gifts that Obligate the Company.*** Do not accept a gift or service that obligates (or appears to obligate) you or the Company to any third party, such as a customer, supplier, vendor, or other third party, as such is prohibited.
- ***Company Recordkeeping Requirements.*** The Company is required to keep written records

of gifts or services received in accordance with this policy for a minimum of one year from the date such gift or service was reported.

Violations of this policy will subject a third party, such as a vendor or supplier, to removal from the Company's approved list, and you could be subject to adverse employment action, including termination, monetary liability, and, in some cases, criminal liability. If you have any questions about your dealings with the Company's third parties or with these principles, you should consult with the Company's Senior VP – Chief Financial Officer and Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer).

4.6 Giving Gifts, Meals, and Entertainment

Gifts, favors, and entertainment may be given to others at Company expense only if the gift, favor, or entertainment meets all the following criteria:

1. It is not in violation of any applicable law or ethical standard.
2. It cannot be construed as a bribe, kickback, payoff, or other potentially corrupt behavior.
3. It is consistent with customary business practices.
4. Public disclosure of the facts will not embarrass the Company or the individual.

Supporting documentation and accounting records related to gifts, favors, and entertainment must be properly recorded, including appropriate and detailed wording to reasonably, accurately, and fairly reflect the transaction. In case of doubt as to the legality of any gift, favor, or entertainment given by or on behalf of the Company, the Company's Senior VP – Chief Financial Officer and Legal Department (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) should be consulted in advance of commitment.

Please keep in mind that strict rules apply when we do business with government agencies or officials, whether foreign or domestic. A good test is to ask yourself if it would be embarrassing to you or the Company for disclosure of this gift to be on the front page of a newspaper. Because of the sensitive nature of these relationships, you must talk with your supervisor (whom must in turn consult with and receive approval from the Company's Senior VP – Chief Financial Officer and Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) before offering or making any gifts, favors, entertainment, or hospitality to any employee or representative of a government agency or government-controlled company, whether foreign or domestic. Certain routine, nominal gifts of a reasonable value or standard promotional materials, given as part of an educational, tradeshow, or public awareness event are exempt from this policy if pre-approved by the department or division head (whom in turn must have received written approval from the Company's Senior VP – Chief Financial Officer and Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer).

Use the Gifts, Meals, and Entertainment Disclosure Form in the attached Appendix B to make all required disclosures.

4.7 Fair Dealing

You shall deal fairly and in good faith with the Company, the Company's customers, stockholders, employees, vendors, suppliers, regulators, business partners, competitors, and other third parties. You shall not take unfair advantage of any of them through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior, or any other unfair dealing practice. Fraudulent behavior includes, but is not limited to:

- Dishonest conduct;
- Forgery or alteration of negotiable instruments or Company documents;
- Misappropriation or theft of any Company, employee, customer, partner, supplier, or vendor assets;
- Conversion to personal use of cash, securities, supplies, or any other Company assets;
- Unauthorized handling or reporting of Company transactions;
- Falsification of Company records or financial statements, or the inclusion of false statements or information in any Company record or financial statement; and
- Signing the name of a customer, supplier, vendor, or other third party, or their representatives, to any document.

If in good faith you suspect that any fraudulent activity may have occurred, you should immediately report your concern to the Company's Senior VP – Chief Financial Officer and Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer).

5.0 COMPLIANCE WITH LAWS

The Company must comply with the laws of the United States and any other country in which we do business. We are each responsible for knowing and following all applicable laws, rules, and regulations.

Our Company must act in a manner that upholds the spirit and intent of the law. Where the Code or Company guidelines differ from local laws or regulations, we must always follow the higher standard. If you believe the requirements of the Code conflict with local law, please consult the Company's Senior VP – Chief Financial Officer and Legal Department (if needed, following consultation with the Company's Senior VP – Chief Financial Officer).

Violations of laws, rules, and regulations have serious consequences, both for the Company and for the individuals involved. Therefore, when questions arise on these or other legal matters, you should always seek guidance from the Company's Senior VP – Chief Financial Officer and Legal Department (if needed, following consultation with the Company's Senior VP – Chief Financial Officer).

Some of the more common legal topics you may encounter include matters dealing with Equal Employment Opportunity (EEOC), antitrust, anti-corruption, environment, import-export, insider trading, intellectual property, privacy, and public communications.

5.1 Equal Employment Opportunity

All employees and applicants shall be treated equally according to their individual qualifications, abilities, experiences and other employment standards. There will be no discrimination due to race, religion, color, national origin, sex, age, disability or veteran/military status. The prohibition of discrimination based on sex includes sexual harassment. Every employee, officer and director is expected to comply with the Company's policy against harassment, set forth in the Employee Handbook.

5.2 Antitrust

Employees should avoid contacts with competitors and their employees except in those limited situations where contacts are clearly necessary and for a lawful purpose. All employees in sales, product pricing, marketing functions and purchasing, as well as other employees requiring further information regarding antitrust laws, should obtain the Antitrust guidelines from the Human Resources Department.

Antitrust laws, sometimes also called competition laws, govern the way that companies behave in the marketplace. Antitrust laws encourage competition by prohibiting unreasonable restraints on trade. The laws deal in general terms with the ways companies deal with their competitors, customers, and suppliers. Violating antitrust laws is a serious matter and could place both the Company and the individual at risk of substantial civil and criminal penalties.

In all regions and countries where the Company does business, the Company is committed to competing vigorously, but fairly and legally, for suppliers and customers.

To adhere to antitrust laws, we must not:

- Communicate with any competitor relating to unlawful manipulation of price, any term that affects pricing, or production levels;
- Divide or allocate markets or customers;
- Agree with a competitor to boycott another business; or
- Put inappropriate, unlawful conditions on purchases or sales.

When questions or concerns arise regarding antitrust matters, such as, for example, price manipulation, market division, tying arrangements, certain exclusive or collusive dealing agreements, or other activities that may unlawfully restrict competition, please contact the Company's Senior VP – Chief Financial Officer and Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer).

5.3 Bribery, Anti-Corruption, and Business Dealings with Governments

The United States and many other countries have bribery and other anti-corruption laws that are intended to prevent companies and individuals from gaining an unfair advantage and from undermining the rule of law. The Company and our directors, officers, and employees must never offer or accept bribes, kickbacks, payoffs, or other considerations that could potentially be interpreted as unfair and illegal and must not participate in or facilitate corrupt activities of any

kind.

This prohibition on offering or paying bribes of any kind also applies to third parties acting on the Company's behalf, such as third party contractors, consultants, or agents. The Company must never engage a third party who we believe may attempt to offer a bribe of any kind to conduct Company business.

When doing business with the U.S. government or any foreign government, consult with the Company's Senior VP – Chief Financial Officer and Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) to be certain you are aware of any special rules that apply. You must obtain approval from the Company's Senior VP – Chief Financial Officer and the Company's Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer), before providing anything of value to any U.S. official, foreign official, political party member or candidate for office, or employee or representative of a domestic or foreign government agency, foreign government-controlled company, or an international organization, such as, to name a few, the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-American Development Bank.

Any questions regarding bribery and anti-corruption should be directed to the Company's Senior VP – Chief Financial Officer and the Company's Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer). Any violation of these policies could result in immediate termination, monetary liability, and, in some cases, criminal liability.

5.4 Environmental Management and Compliance

It is the policy of the Company, as an environmental leader, to protect the environment for the health, safety and quality of life of our communities, our employees, our customers and the public. Compliance is the baseline of performance for the Company and all of its employees. A number of environmental laws, standards, requirements, and policies apply to our business operations, practices, and products. Our Company has a responsibility to understand and follow these requirements, including:

- Conserving and properly managing energy, water, raw materials, and other natural resources;
- Managing materials and wastes and their disposal properly; and
- Complying with environmental permits and health and safety requirements.

We support a precautionary approach to the materials used in our products and strive to reduce and minimize the use of hazardous materials and the environmental impact of our operating and manufacturing technologies.

The Company expects our suppliers, vendors, and others to comply also with all applicable environmental and health and safety laws and standards in their operations.

Any questions regarding environmental management and compliance should be directed to a direct

supervisor, manager, department head, Human Resources or Senior Management and Senior VP – Chief Financial Officer or President / CEO and, if needed, (following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel. Any violation of these policies could result in corrective action, up to and including immediate termination, monetary liability, and, in some cases, criminal liability.

5.5 Export and Import Compliance

It is the responsibility of each employee to ensure that the relevant export laws, regulations and procedures are being followed when that employee is exporting goods, technical data and/or software. This responsibility includes verifying that the correct license is used on any export declaration or other document required for export.

An "export" includes the transfer of any goods, technology or software from one country to another, even if from one Company business unit to another Company business unit. "Export" also includes the transfer of goods, technology and software from one person to another, where the persons are citizens of different countries, even if they are both Company employees, and even if the persons both work at the same location. Depending on the nature of the goods, software and technology, the destination and recipient, such export may require a license, or even be prohibited. Employees exporting goods, software or technology are expected to know what, if any, restrictions or prohibitions apply to the export and comply with same.

Each employee is expected to understand and comply with the laws and regulations that apply to importation of merchandise.

Some general customs and import requirements include: at the time of import, that the import documentation include an invoice which states the "arms length" value of the merchandise being imported; the proper tariff classification; the correct country of origin (you will need expert assistance, if the merchandise was processed in multiple countries, or includes components from multiple countries) and the correct quantity. These requirements hold true regardless of whether the transaction is with a third party, or a related party transaction (e.g., Business Unit to Business Unit). Proper classification (including the correct country of origin) is especially important if the merchandise may be subject to an "anti-dumping" order. These and other customs requirements usually require an expert, so employees must contact the appropriate transportation manager or other expert for advice and assistance, prior to the Company importing any raw materials, products, machinery, tooling, dies or other merchandise.

In no event should any employee or agent attempt to transport from one country to another, or otherwise carry on their person with the intent to transport from one country to another, any merchandise such as tooling, machine parts, or other equipment or items which have not been appropriately declared with customs officials and duty paid (this excludes "tools of the trade", which the employee or agent retains, and are required for their job).

In the United States, as well as every country in which the Company does business, laws and regulations govern imports and exports. Many of these laws and regulations restrict or prohibit the physical shipment of certain products or the transfer or electronic transmission of technical data,

software, and technology to certain destinations, entities, and foreign persons. In many cases, the law requires an export license, notification, or other appropriate government approvals before an item may be shipped, exported, or transferred.

Additionally, U.S. anti-boycott laws and regulations prohibit or severely restrict the Company from participating in boycotts against countries friendly to the United States. U.S. law prohibits and imposes penalties for cooperating with foreign boycotts of countries where the boycotts are not supported by the U.S. Generally, anti-boycott laws prohibit agreements to refuse or refusals to do business with the boycotted countries or entities, boycott related discrimination, and furnishing or agreeing to furnish information about business relationships or other information for boycott reasons. Boycott related requirements or requests can arise in quotes, sales, purchase or other contracts, purchase orders, letters of credit, and similar documents. U.S. laws prohibit compliance with requests for information or other action that furthers boycott measures. U.S. law also requires the Company to report, in certain instances, both legal and illegal boycott requests to the U.S. government. Employees and Agents of the Company and its affiliates must strictly comply with the U.S. anti-boycott law. U.S. law also generally requires that boycott related requests received by the company be reported to the U.S. Government.

The Company has a responsibility to comply with these laws and regulations. Therefore, the Company must ensure that any items to be exported or transferred comply with export and import laws and must not:

Proceed with a transaction if we know that a violation has occurred or is about to occur;

- Transfer controlled goods, products, software, and technology unless we have obtained an approved export license; and
- Apply an inappropriate monetary value to goods and services

Violations, even inadvertent ones, could result in significant fines and penalties, denied export licenses, loss of export privileges, or Customs scrutiny and delays. Because these laws and regulations are complex in the United States and unique in each country, the Company provides guidelines and training with respect to our exports.

Any questions regarding exports or imports should be directed to the Company's Senior VP – Chief Financial Officer and (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel. Any violation of these policies could result in immediate termination, monetary liability, and, in some cases, criminal liability.

5.6 Insider Trading

The United States has insider trading laws that restrict securities trading and other activities by anyone who is in possession of material, non-public information. Material, non-public information is any information not generally known to the public that people might find important in making their decisions to buy or sell securities in a company. In other words, material information is any information that a reasonable investor would consider important in a decision to buy, hold, or sell securities and which could reasonably affect the price of a security. Examples of material, non-public information include information about a change in the dividend policy, potential acquisitions

or other business opportunities, financial forecasts, financial and operating results, and major litigation or regulatory developments involving the Company. For purposes of our policy, securities include but are not limited to common stock, preferred stock, options, bonds, and any derivative securities.

Any Company director or employee who is aware of material, non-public information regarding the Company or any other company must not:

- Trade in or make investment decisions regarding that company's stock or other securities;
- Disclose that information to others who may buy or sell securities because of the information; or
- Otherwise use the information for personal advantage or the personal advantage of others.

When you have regular access to material, non-public information concerning the Company or another company, you need to take special care in planning securities trades.

5.7 Privacy

Many countries have implemented, or are planning to implement, privacy laws that set requirements for the appropriate handling of personal data, including any information that can be used to identify, contact, or locate an individual.

The Company is committed to protecting the reasonable privacy expectations of everyone we do business with, including our customers and employees. The Company believes individuals have the right to decide when their personal data is collected, used, or disclosed.

Therefore, each employee has a responsibility to comply with the Company's privacy and information security requirements when personal data is collected, stored, processed, transmitted, and shared. Additionally, each employee must comply with the requirements of any confidentiality and non-disclosure agreements with our customers, suppliers, vendors, or other third parties.

For more information or when questions, issues, or concerns arise, please consult the Company's Senior VP – Chief Financial Officer and (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel.

6.0 PROTECTING COMPANY ASSETS

The Company spends considerable resources to develop and maintain assets used for the Company's business. We each have a responsibility to comply with all procedures that protect the value of the Company's assets, including physical assets, information, trademarks, and its good name and reputation.

6.1 Company Property

Using any funds or other assets of the Company or its subsidiaries, or providing any services for any purpose, that is unauthorized by the Company or violates the law of any applicable jurisdiction

(domestic or foreign) is strictly prohibited. No undisclosed or unrecorded funds or assets of the Company shall be established for, any purpose.

Employees shall, at all times comply with the Employee Handbook.

You are responsible for safeguarding against theft, loss, unauthorized access, and misuse of Company property that you use to do your job. Company property includes, but is not limited to:

- 6.1.1** Physical assets, such as, for example, our buildings and facilities, vehicles, equipment, manufactured goods, inventory, office equipment, mobile and communication devices, computers, and similar assets;
- 6.1.2** Intangible assets, such as computer programs, Company data, proprietary information (such as, for example, log data, engineering data, chemical compositions and formulas, and equipment plans and specifications), and information related to the Company's operations and intellectual property, such as patents, trade secrets, copyrights, and trademarks; and
- 6.1.3** The property of others for which the Company is responsible, such as equipment, proprietary information and reports, or computer programs that are leased, licensed, or loaned to the Company.

While Company property is to be used for business purposes only, certain equipment may be authorized for occasional personal use by obtaining approval from your supervisor. The use of Company property for personal gain is strictly prohibited.

We need to follow applicable security and use procedures to protect Company property against theft, loss, damage, unauthorized access, or misuse. Immediately report the theft, loss, damage, or misuse of Company property to your supervisor, department head, or your Human Resource Department.

Employees may copy software or publications (including downloading materials from the Internet) that are copyright protected only in certain instances. Those instances are when permitted by the license agreement, with the written permission of the copyright owner, when it is clearly a fair use, or otherwise with the approval of the Chief Financial Officer.

While the Company respects employee privacy as provided in the Company's Human Resources policies and procedures, we should not assume that our desk, cubicle, or use of computer or telephone equipment is private or confidential. Subject to applicable laws and the Company's Human Resources policies and procedures, the Company may search and review both incoming and outgoing communications and all device information, including any password-protected employee communications, as well as all Company offices, storage areas, lockers, and Company-provided vehicles. The Company utilizes video surveillance at some facilities and on some job sites. The Company reserves the right to engage in video surveillance in all public places within and/or outside any of our buildings and facilities, at job sites, or in connection with any business activity.

6.2 Company Records and Records Management

Employees should ensure that corporate records fairly and accurately reflect all transactions and dispositions of our assets in reasonable detail. No false or artificial entries shall be made in any Company books or records for any reason, and no employee shall engage in any arrangement that results in such a prohibited act. No payment shall be approved or made with the intention or understanding that it is to be used for any purpose other than that described by the document supporting the payment. Employees are expected to cooperate fully with our internal and external auditors.

Employees are reminded that the Company's document retention policy prohibits the destruction or alteration of documentation undertaken with the intent to obstruct any pending or threatened investigation or lawsuit or other proceeding of any kind, or in contemplation of such a proceeding.

In the course of your job duties, you may have to record or report important Company information, such as reports related to regulatory compliance, operations, accounting and finance, and so forth. In accordance with the Company's internal control procedures, you are required to properly document and report all business and financial transactions honestly, completely, and accurately. Under no circumstances should you create false or misleading records or documents, nor should you alter or untimely destroy any business documents or transactions held in physical or electronic form.

Company records or documents should only be destroyed in accordance with the Company's Document Retention Policy. If you are unsure of the policy with regard to a particular document, you should contact the Company's Human Resource, Finance and Accounting or Company Senior VP – Finance of Company and (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel. You should immediately cease the destruction of documents if you learn of a subpoena or any pending or reasonably anticipated legal proceeding, investigation, or audit or if such documents become subject to a Legal Hold Notice issued at the direction of the Senior Management of the Company. If you are instructed by anyone, including your supervisor or department head, to destroy or shred documents outside of the policy, you are required to report such request to your department's supervisor, manager, Human Resource Department, Senior VP – Finance of Company or Senior VP – Chief Financial Officer and (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel.

No one is permitted to remove, transmit to a third party or remote site, or keep copies of any Company records, reports, or documents without prior management approval.

6.3 Confidential Information

Our investors, business partners, customers, suppliers, and vendors entrust our Company with important information relating to their businesses. The nature of this relationship requires maintenance of confidentiality. Any violation of confidentiality seriously injures our reputation and effectiveness and could subject the Company to liability. Therefore, you are required not to discuss our business with anyone who does not work for us or discuss specific business transactions with anyone else who does not have direct involvement with the transaction. Please recognize that even casual remarks can be misinterpreted and repeated.

You have an ethical and legal duty not to disclose confidential, non-public, proprietary information about the Company, or its customers, business partners, suppliers, vendors, and others with whom the Company does business. Confidential information may include, but is not limited to, trade secrets, proprietary information, formulas, specifications, maps, geophysical data, business plans, marketing plans, financial information, cost, discount, and pricing information, information technology, customer contacts, and information provided to the Company by a third party under restrictions against disclosure. You should treat all confidential information in your possession as confidential, unless you know that such information has been publicly disclosed. You are responsible for ensuring that confidential information in your possession is not made available to unauthorized persons. You should remember that unauthorized persons may include your co-workers. Accordingly, you should discuss confidential information only with those persons you know to be authorized to receive and that have a need to know such information.

Protection of our Company's confidential information is vital to our success and growth in the competitive industry in which we work. Upon termination of employment, Human Resources will meet with each departing employee and request the return of all confidential information and Company records in the departing employee's possession and control, including hard copies and electronic records. Each departing employee shall confirm, in writing, that he/she has not taken any Company records, confidential information, or other proprietary information, contained in any form or medium, of the Company; has returned to the Company any such record, material, and information (or copy thereof) and, if such cannot be returned, has been destroyed; and acknowledging that any such record, material, and information is intended strictly for the use of and for the benefit of the Company only.

If you are questioned by someone outside the Company or your department and you are concerned about the appropriateness of giving them certain confidential documents, data, or information, please immediately refer the request to your supervisor.

If you release confidential information or communicate publicly on behalf of the Company without proper authorization, you will be subject to corrective action, up to and including termination of employment. You are also responsible for complying with the Company's Human Resources policies and procedures, including, but not limited to, those policies pertaining to your use of technology and technology-related assets of the Company and business and proprietary information and trade secrets of the Company.

You are expected to conduct your business and personal activities in a manner that does not adversely reflect upon the reputation of the Company or compromise the confidentiality of Company information. You are prohibited from participating or expressing an opinion as a representative of the Company in any public forum unless you have been expressly appointed or approved by the Company's Chief Executive Officer to do so. Press releases, publications, speeches, participation in Internet chat rooms, blogs, or other social media, or any public communication which might be considered as representing the Company's position must be approved in advance by the Company's Chief Executive Officer and / or Senior VP – Chief Financial Officer and shall be coordinated through the Company's Senior VP – Chief Financial Officer.

6.4 Public Communications

As a privately owned Company, we can control what we communicate to the public and in certain circumstance we must comply with a variety of regulations that govern public communications to investors, lenders and the public and can promote transparency in financial markets. The Company has specific requirements for financial reports and documents that the Company files with or submits in other public communications. Therefore, if you are responsible for preparing such reports or contributing information for such reports, you need to ensure that the disclosures are accurate, reliable, and complete.

You are expected to conduct your business and personal activities in a manner that does not adversely reflect upon the reputability of the Company or compromise the confidentiality of Company information. Only authorized employees may make any public statements on behalf of the Company, whether to the media, investors, lenders or in other external forums including the Internet. You are prohibited from participating or expressing an opinion as a representative of the Company in any public forum unless you have been expressly appointed by the Company's Chief Executive Officer to do so. Press releases, publications, speeches, participation in Internet chat rooms, blogs, or other social media applications and websites, or any public communication which might be considered as representing the Company's position must be approved in advance by the Company's Chief Executive Officer and / or Senior VP – Chief Financial Officer and shall be coordinated through the Company's Senior VP - CFO.

7.0 RESPONSIBILITIES TO THE PUBLIC

7.1 Financial Reporting

The integrity of the Company's financial records and reports is essential. Shareholders, potential investors, regulatory agencies, lending institutions, and others depend on the accuracy of such information. It is the Company's policy to fully, accurately, timely, and fairly report all financial transactions in the accounting records of the Company and in the Company's published financial reports. Further, the financial statements must fairly present the financial position and results of operations of the Company, in all material respects, in accordance with Generally Accepted Accounting Principles (GAAP) or, if and when applicable, the International Financial Reporting Standards (IFRS).

The Company strictly prohibits you from engaging in any actions, omissions, or practices, whether intentional or reckless, that would result in rendering the Company's financial statements materially inaccurate or misleading. In addition, the Company further prohibits you from engaging in any actions, omissions, or practices, whether intentional or reckless, that circumvent the Company's established internal and/or disclosure controls. Every individual involved in creating, transmitting, or entering information into the Company's financial and operational records is responsible for doing so fully, accurately, and with appropriate supporting documentation. You may not make any entry that intentionally misstates, misrepresents, hides, or disguises the true nature of any transaction. For example, you may not understate or overstate known liabilities and assets, defer or accelerate the proper period for recording items that should be expensed, or falsify quality or safety results.

Knowingly entering materially inaccurate or fraudulent information or failing to enter material information, into the Company's accounting system is unacceptable and may be illegal. If you know that an entry, documentation, or process is false or materially misleading, you are expected to immediately inform your supervisor or, if necessary, Finance and Accounting Department and / or the Senior VP – Chief Financial Officer. Please keep in mind that when necessary, the “up-the-ladder escalation policy” allows any person to raise an issue with another manager, such as a district/division general manager or department head, or to an officer of the Company, up to and including the senior executives and the Board of Directors of the Company.

In addition, it is your responsibility to give your full cooperation to the Company's authorized auditors.

Any questions regarding financial reporting requirements and compliance should be directed to the Finance and Accounting Department and / or the Senior VP - CFO. Any violation of these policies could result in immediate termination, monetary liability, and, in some cases, criminal liability.

7.2 Regulatory Agencies

The Company is subject to the requirements, restrictions, and compliance standards of many different regulatory agencies pertaining to securities, environmental protection, fair business practices, equal employment opportunities, export controls, and so forth. In its efforts to be a good corporate citizen, the Company expects you to familiarize yourself and comply with all regulations that apply to your duties with the Company. Further, you are prohibited from discussing Company matters with regulatory agencies unless you have prior authorization expressly authorizing you to do so by the Division President, Company's President and Chief Executive Officer, Senior VP-Chief Financial Officer and prior approval by Legal Counsel (if needed, following consultation with the Company's Senior VP – Chief Financial Officer).

For more information on the regulatory requirements affecting our business and the way we perform our jobs, please contact your supervisor or the Company's Human Resource Department.

7.3 Political Process

No contributions from Company funds are to be made directly or indirectly, to any political candidates or political organizations unless permitted by law and approved by the Senior VP – Chief Financial Officer. In addition, you are prohibited from using Company funds, time, equipment, supplies, or facilities when making personal contributions in support of candidates or political organizations. The Company will not reimburse an employee, officer or director for personal contributions.

Company employees, officers, directors and agents who contact elected or appointed federal, state, county, city or other officials and employees to promote the Company's products or services for sale to a government agency may be required to make a government filing and must first contact the Manager – Human Resources or Senior VP – Chief Financial Officer.

Additionally, Company employees, officers, directors and agents who, as a significant part of his or

her responsibilities, contact elected or appointed federal, state, county, city or other officials and employees to influence legislation, regulations, or enforcement activities may be engaging in lobbying, and must first contact the Manager – Human Resources regarding registration requirements.

All lobbying activities, offering testimony or making other major contacts with government personnel should be coordinated with the Manager – Human Resources.

The Company is an active participant in the processes of our government at the national, state, and local levels, within the parameters of the law. The Company encourages you to participate in our political system by voting, speaking out on public issues, and becoming active in civic and political activities. It is important, however, that you clearly distinguish your personal views and actions from those of the Company, unless you have prior authorization expressly authorizing you to do so by the Company’s President and Chief Executive Officer or Senior VP – Chief Financial Officer (or their designee) and (if needed, following consultation with the Company’s Senior VP – Chief Financial Officer) Legal Counsel.

8.0 RESPONSIBILITY TO OUR EMPLOYEES

The Company strives to work as a team with respect and trust for each other. The Company seeks to have open and honest communication and to protect employees from discrimination, harassment, retaliation, or unsafe practices.

8.1 Open and Honest Communication

The Company values the free flow of thoughts, ideas, questions, and concerns. It encourages employees to raise work-related issues or concerns with their supervisor, department head, management as soon as possible after they arise. If you are not comfortable using your immediate supervisor or manager to get answers to your questions or concerns about the Code or any other topics, the “up-the-ladder escalation policy” allows any person to raise an issue with another manager, such as a district/division general manager, or, when necessary, an officer of the Company, up to and including the Company’s Senior VP - Chief Financial Officer, President and Chief Executive Officer, and /or the Board of Directors.

You may also report questions or concerns, whether anonymously or not, by emailing H-DAM Info Mailbox - info@h-dam.com or by contacting the Company’s Human Resource Department or Senior VP – Chief Financial Officer, who will assess the issue or concern and determine the appropriate next steps.

The Company does not tolerate any retaliation against employees for asking questions or making good faith reports of possible violations of law, the Code, or other policies, procedures, and guidelines.

8.2 Equal Employment Opportunities and Discrimination

The Company values diversity in its workforce, as well as in its customers, suppliers, vendors, and others. The Company provides equal employment opportunity for all applicants and employees and

does not unlawfully discriminate on the basis of race, color, religion, sex, national origin, ancestry, age, disability, veteran status, sexual orientation, gender identity, or genetic information. The Company also makes reasonable accommodations for disabled employees.

The Company follows these principles in all areas of employment including recruitment, hiring, training, promotion, compensation, benefits, transfer, and social and recreational programs.

For more information or when questions, issues, or concerns arise, please consult your supervisor or, when necessary, the Company's Human Resource Department and / or Senior VP – Chief Financial Officer.

8.3 Anti-Harassment

The Company is committed to providing a workplace free of harassment based on personal characteristics such as race, color, religion, sex, national origin, ancestry, age, disability, veteran status, gender identity, or sexual orientation. The Company strongly disapproves of and does not tolerate harassment of employees by any persons, including officers and other co-workers. We must treat co-workers, customers, suppliers, and vendors with dignity and respect. For more information, please see the Company's Human Resources policy with respect to harassment and procedure to follow in reporting harassment.

The Company prohibits threats or acts of violence against co-workers, customers, suppliers, vendors, and others. If you become aware of a threat or act of violent behavior in or near a Company workplace, notify your supervisor of the details of the act or threat immediately. A supervisor who receives such information should immediately notify security and report any incidences to their manager or department head.

For more information or when questions, issues, or concerns arise, please consult the Human Resource Department, Senior VP – Chief Financial Officer and (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel.

8.4 Safety

The Company complies with the safety laws, standards, and guidelines that apply to our business. Sound safety practices are important in all Company workplaces, not just the manufacturing or assembly factories. Many of the practices are contained in the Company's health, safety, and environmental policies and procedures.

To protect Company employees, the public, and our communities, we conduct no activity without the proper safety precautions and produce no product without the proper safeguards. Employees and others at Company workplaces need to obey the safety requirements that apply to our jobs and workplace. We must not begin or continue any work activity contrary to safety requirements.

If you become aware of a safety violation or concern in or near a Company workplace, immediately notify your supervisor, or other appropriate person pursuant to the Company's "up-the-ladder escalation policy". A supervisor who receives such information should immediately notify and

report violations and concerns to their manager, department head, Human Resource Department, or to the Company's Senior VP – Chief Financial Officer.

9.0 REPORTING, NON-RETALIATION POLICY, AND PENALTIES

9.1 Reporting Violations

All officers and managers of the Company and its subsidiaries are responsible for the enforcement of and compliance with this Policy and to ensure employees' knowledge and compliance. All recipients of this Policy and any agents of the Company have the responsibility to fully comply with this Policy. The Senior VP – Chief Financial Officer and (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel will hold ultimate responsibility for the interpretation of this Policy.

Although the statements contained in this Policy pertain to many types of business conduct generally considered to be improper, they do not specifically list every type of conduct that the Company would consider undesirable and detrimental to its reputation or interests.

This Policy will be enforced at all organizational levels. Anyone who violates this Policy will be subject to disciplinary action, up to and including discharge. To help the Company conduct business with uncompromising integrity and professionalism, you have a duty to adhere to this Code and all other Company policies and procedures and to report any suspected violations. If you observe or otherwise become aware of any violation or potential violation of this Code or any other law or Company policy or procedure, you should first attempt to resolve the issue with your supervisor, your supervisor's manager, your department head, or your Human Resource Department.

If you are not satisfied with the response or you feel it is inappropriate to discuss the issue with such individuals, you should report the matter to the Company's Senior VP – CFO and (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel or, when necessary because of a potential conflict of interest or any other legitimate reason, an officer of the Company, up to and including the Business Unit President and / or General Manager, Division President and Chief Executive Officer, H-D Advance Manufacturing Company Senior VP-Chief Financial Officer, President and Chief Executive Officer, and / or the Company's Board of Directors.

In addition, either anonymous or not, you may report a matter by emailing H-DAM Info Mailbox - info@h-dam.com or by contacting the Company's Human Resource Department and / or Senior VP – Chief Financial Officer, who will assess the issue or concern and determine the appropriate next steps.

The Company's Senior VP – Chief Financial Officer, together with the applicable Senior Management Team and, in some cases, the Board of Directors, is responsible for investigating all reported violations and confirming whether or not a violation of the Code has actually occurred. If a violation of the Code has occurred, the Senior VP – Chief Financial Officer, together with Human Resources, the supervisor and department head of the violator shall determine what, if any, corrective action is appropriate.

The Senior VP – Chief Financial Officer, together with any officers of the Company deemed appropriate by the Senior VP – Chief Financial Officer, shall also determine what, if any, corrective actions are necessary to mitigate or prevent any harm done by the violation and to prevent any future violations of a similar nature. The Senior VP – Chief Financial Officer must immediately report any violation by a director or officer to the Board of Directors. The Chairman of the Board of Directors, in conjunction with the members of the Board of Directors and management, will determine what, if any, corrective action and corrective measures are appropriate. The Senior VP – Chief Financial Officer will provide periodic reports, at least on a quarterly basis, to the Board of Directors listing the types and numbers of violations and any other detail requested by the Board of Directors. The Board of Directors may, at any time, require that certain specified violations be reported immediately to the Board of Directors to be dealt with by the Board of Directors directly, rather than by the Senior VP – Chief Financial Officer or Senior Management.

9.2 Non-Retaliation Policy

The Company does not tolerate retaliation against anyone who, in good faith, reports an actual or suspected violation of law, this Code, or any other policies or procedures of the Company, or who asks questions about on-going or proposed conduct. Employees who retaliate, or attempt to retaliate, will be subject to corrective action, up to and including termination of employment. Employees who believe they have experienced retaliation for reporting possible violations should contact the Senior VP – Chief Financial Officer or (if needed, following consultation with the Company’s Senior VP – Chief Financial Officer) Legal Counsel.

9.3 Penalties for Violations

Each employee is responsible for reading, understanding, and following this Code and all policies and procedures of the Company. Violations of this Code or other Company policies and procedures, or knowingly permitting a subordinate to do so, even in the first instance, may result in adverse corrective action, up to and including termination of employment. In addition, violations of laws or regulations applicable to the Company could result in substantial fines to the Company and/or the individual violators and, in certain circumstances, imprisonment.

10.0 WAIVERS AND COMPLIANCE CERTIFICATES

10.1 Waivers/Amendments of Code

The Code applies equally to every director, officer, and employee of the Company.

If an employee believes that a waiver of the policy is necessary or appropriate, including, but not limited to any potential or actual conflict of interest, a request for a waiver and the reasons for the request must be submitted to the Senior VP – Chief Financial Officer.

Any waiver of provisions of this Code as to a director or executive officer of the Company must be approved by the Board of Directors of the Company.

All other waivers must be approved by the Senior VP – Chief Financial Officer and (if needed,

following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel. Any amendment to this Code must be approved by the Board of Directors of the Company.

10.2 Compliance Certification

All directors, officers, and employees will be asked to certify this Code upon receipt, on the form attached to this Code as Appendix C. By certifying, the director, officer, or employee acknowledges that he/she has received, read, and understands the conditions of the Code and agrees to comply with the Code.

11.0 REMINDER

This Code serves as the Company's guide for conducting business with integrity. This Code is not intended to and does not in any way constitute an employment contract or assurance of continued employment and does not create any rights for any director, officer, employee, consultant, vendor, business partner, stockholder, or any other person or entity.

The Code is not a complete list of the Company's policies, procedures, and guidelines. You are expected to know and comply with all Company policies, procedures, and guidelines related to your job. Violation of these other policies, procedures, and guidelines may also result in corrective action, up to and including termination of employment.

APPENDIX A

CONFLICT OF INTEREST DISCLOSURE FORM

INSTRUCTIONS: If you need to disclose a conflict of interest under H-D ADVANCED MANUFACTURING COMPANY Code of Business Conduct and Ethics, please use this form. Submit the form to your Human Resource Department or by emailing to H-DAM Info Mailbox - info@h-dam.com. The Company will contact you with the outcome of our review or if more information is needed. If your request is approved but your situation changes in any way, you must submit an updated form for review. If you have any questions contact the Compliance Department at info@h-dam.com.

Employee Name: Email:		Position: Telephone Number:
Department:	Location: <small>(city, state)</small>	Manager's Name: Title:
Please describe the potential conflict of interest (include details such as names of others involved and relation to you, dates and locations where events occurred, number of hours per week of your time the situation requires, and any other relevant information).		

- | | |
|--|--|
| Does this involve giving or receiving gifts, meals, or entertainment from a third party? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| If so, did you or someone else complete a Gifts, Meals, and Entertainment Disclosure Form? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Does this involve a family member or close friend? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Does this involve a current or potential vendor? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| If so, did you or someone else complete a Vendor Request Form? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Does this involve a foreign entity, foreign national, or their representative? | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Does this involve a political candidate, politician, or political organization? | <input type="checkbox"/> Yes <input type="checkbox"/> No |

Employee Signature: _____ Date: _____

APPENDIX B

**GIFTS, MEALS, AND ENTERTAINMENT
DISCLOSURE FORM**

INSTRUCTIONS: If you need to disclose a gift, meal, or entertainment exchange with any non-HDAM person or company, please submit this form to info@h-dam.com. The Compliance Department will contact you with the outcome of our review or if more information is needed. If you have any questions, please contact Human Resource Department or the Compliance Department at info@h-dam.com.

Name:	Position:	Date Submitted:
Department:	Location:	
<input type="checkbox"/> Received <input type="checkbox"/> Given	Date Given Or Received:	Estimated Value:
Name of Person and Company to/from whom Item was given/received:		
Description Of Gift:		
Reason For Gift:		

Please answer the following questions.	Yes	No
1. Is this gift in the form of cash or a cash equivalent; for example, a gift card, check, voucher, coupon, stock, stock option, or loan? If yes, turn it over to the Compliance Department; contact info@h-dam.com .		
2. Does this involve a foreign entity or foreign national or their representative (including government-owned or controlled institutions or companies and international organizations)?		
3. Does this involve a political candidate, appointed or elected government official, or a political organization?		
4. Is there a current contract with this company / individual? If yes, since what date? What is the renewal date of the contract?		
5. If there is no current contract, is there a possible future contract with this company / individual? What goods/services will be provided? What is the status of the contract/bid? Has a vendor request form been submitted?		
6. Is there a potential that this gift may create a conflict of interest for HDAM, you, or anyone else? If yes, please explain:		

	Printed Name	Signature	Date
Employee			
Employee's Manager			

APPENDIX C

H-D ADVANCED MANUFACTURING COMPANY

CODE OF BUSINESS CONDUCT AND ETHICS

ACKNOWLEDGMENT

I understand that my signature below indicates that I have received, read, and understand H-D Advance Manufacturing Company Code of Business Conduct and Ethics. I understand that the Company's Human Resource Department, Senior VP – Chief Financial Officer, and (if needed, following consultation with the Company's Senior VP – Chief Financial Officer) Legal Counsel, or other persons named within this Code are available to answer any questions I have regarding the Code. I agree to comply with the Code for as long as I am a director, officer, or employee of H-D Advance Manufacturing Company.

Name: _____

Please Print

Signature: _____

Date: _____

Department: _____

Location: _____

Employee ID#: _____