

## **AMPHENOL CORPORATION**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

Amphenol consists of companies located around the globe with one common goal – to be the best that we can be. Amphenol’s reputation is one of our most important assets. This reputation has been, in large measure, earned through the honesty and integrity of our employees, officers and directors.

At some point, all of us will find ourselves facing a decision that involves an ethical issue. While common sense and good judgment most often provide the direction needed to “do the right thing”, there may be situations where the right answer is not readily apparent.

Our Code of Business Conduct and Ethics (our “Code”) provides the employees, officers and directors of Amphenol with direction on how to deal with ethical situations, information on available resources, and policy guidance on some common ethical issues. It will help you understand the Company’s policy and the importance of ethical conduct for our continuing success. Everything that Amphenol is – a successful company dedicated to its customers, a leader in the community, a company of people who respect people – depends on a high standard of ethical conduct from each of us.

Amphenol follows the laws and business practices where we operate whether in the United States or any other country throughout the world. This means that the standards and guidelines set forth in this Code apply equally to all of our companies and employees regardless of where business is being conducted.

Our Code provides guidelines, policies and resources, but can never cover all situations which may arise. If you have a question or are not sure about what to do in a particular situation, please contact your manager or the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)). Please be assured that all inquiries will be kept as confidential as is possible.

#### ***1. COMPLYING WITH LAWS, RULES AND REGULATIONS***

Employees, officers and directors of Amphenol should respect and comply with all laws, rules and regulations applicable to the business in which they are involved. Some specific areas of the law are set forth below. You should understand that these areas are not the only areas with which you should be concerned – all areas of the law are not specifically addressed by our Code but you are still required to comply with them. You should also note that, in many cases, the Company has more detailed policies relating to the below subject matters. You are expected to consult and comply with all such Company policies.

***a. Insider Trading***

Insider trading is both illegal and unethical. Federal and state securities laws in the United States (as well as the laws in many other countries) prohibit the buying or selling of securities on the basis of material non-public information. Material non-public information is non-public information that an investor would consider important in deciding whether to buy or sell a security, such as financial results, new products, a significant merger or acquisition, etc. Regardless of level, those persons who are aware of material non-public information related to Amphenol or any other business, may not, directly or indirectly, use such material non-public information in purchasing or selling any securities of Amphenol or any other company. Persons who are prohibited from purchasing or selling the securities because they possess material non-public information, may not have any other person purchase or sell securities on their behalf. Any purchases or sales made by another person on their behalf will be attributable to them. Material non-public information may not be disclosed to any person outside Amphenol (including relatives, friends or business associates) regardless of the purpose for which such disclosure may be made until authorized Company officials have adequately disclosed the information to the public. If you have any questions regarding the improper use or disclosure of material non-public information, please contact the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)).

***b. Anti-Trust***

Amphenol works hard to win business and provide outstanding service. However, we do not allow any action by any employee of the Company or any agreement or understanding that in any way illegally “restrains trade” i.e., which limits free competition. This includes any understanding or agreement with any of our competitors to fix or control prices, terms of sale, costs, profits, restrict output, divide a market for customers, territories or products, etc. There are potential fines and jail sentences for people who violate these laws. If you have any questions as to whether any action or proposed action violates or will violate any trade regulations or in any way restricts fair competition, please contact the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)).

***c. Anti-Bribery***

The U.S. Foreign Corrupt Practices Act, along with similar laws in other jurisdictions where the Company conducts its business, including without limitation the UK Bribery Act, prohibit all Amphenol companies and operations from making any inappropriate payments or offers of payments in cash or cash equivalents or anything else of value in order to obtain or to retain business or other favorable treatment or to avoid a fine or penalty. These laws also prohibit Amphenol from making payments (including commissions) to third parties who in turn pay government officials or other third parties in order to obtain or to retain business. Violations of these laws can lead to potential fines and jail sentences and also can cause damage to Amphenol’s reputation. If you have any

questions regarding any anti-bribery laws, please contact the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)).

***d. Export Controls***

Export control laws, regulations and sanctions including those implemented by the U.S. Department of State (International Traffic in Arms Regulations (ITAR)), U.S. Department of Commerce (Export Administration Regulations (EAR)), U.S. Department of Treasury and U.S. Customs and Border Protection, control the export, reexport and transfer of products, technologies and services to designated persons, destinations, and entities and end uses. All export, reexport and transfer activity, including the export of technical information, services, products and related items originating from, or controlled by, Amphenol's businesses or subsidiaries must be carried out in compliance with U.S. and relevant local export control laws and regulations. Employees should consult the Company's export control policies and procedures and relevant local laws, regulations, and sanctions prior to exporting. If you have any questions regarding any export control law or policy, please contact the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)).

***e. Environmental, Health and Safety***

We are committed to protecting the environment and minimizing potential negative impacts on the communities in which we operate. We recognize our collective responsibilities to work to keep the environment clean and safe for future generations. Accordingly, Amphenol follows the environmental laws and regulations of the countries and communities where we operate. We also want to ensure a safe and healthy work environment for all of our employees. Amphenol employees must follow applicable safety and health laws and regulations of the countries and communities where we operate and related rules, regulations and procedures issued by the Company, including understanding the hazards of each job and wearing proper personal protective equipment. If any employee becomes aware of some operation which may not be safe or which is not adhering to local laws and regulations or related Company requirements or which does not meet any of the codes of the countries in which we operate, you must promptly notify your manager or the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)).

***f. Anti-Human Trafficking & Slavery***

Amphenol strictly prohibits human trafficking, slavery, forced labor and child labor in all our operations and supply chain. Our policies against these practices are outlined in our Global Human Rights Policy, Supplier Code of Conduct and Supplier Responsible Labor Policy and are enforced through our membership with the Responsible Business Alliance (RBA) and adherence to its Code of Conduct. Amphenol recognizes that global supply chains may provide grounds for human trafficking, slavery, forced labor and child labor conditions to arise, and requires that its employees, officers, directors, subcontractors, suppliers and agents actively seek to mitigate and prevent this risk by remaining vigilant about supply chains and steadfast to our Supplier Code of Conduct and Supplier

Responsible Labor Policy. Amphenol has implemented these policies to help ensure that workers are not subject to any form of forced, compulsory, bonded, indentured or child labor and that all work is voluntary.

#### ***g. Human Rights***

We respect the rights of all stakeholders including customers, employees, suppliers, communities where we operate and the General Public globally. We are committed to the Universal Declaration of Human Rights, OECD Guidelines for Multinational Enterprises, UN Guiding Principles on Business and Human Rights and the International Labor Organization's (ILO) Declaration on Fundamental Principles and Rights at Work. Amphenol assesses its operations and supply chain to identify human rights impacts and to develop corrective actions with an aim towards eliminating associated risks. Amphenol employees are accountable to our Code, which is intended to align actions and decisions with our corporate values. Amphenol suppliers and business partners are subject to similar requirements as outlined in our Supplier Code of Conduct and Supplier Responsible Labor Policy.

## **2. SUSTAINABILITY**

Amphenol is committed to implementing programs and practices that promote sustainability, while continually improving product quality and reliability. These activities shall continue to be integrated into Amphenol's business processes, engineering systems and product designs. Accordingly, Amphenol will continue to:

- Develop balanced policies designed to protect the environment while supporting innovation and Company growth.
- Establish processes intended to ensure Amphenol's products, operations and services comply with applicable laws and regulations.
- Integrate the Company's sustainability principles and other applicable policies into business and decision-making processes.
- Assign internal roles and responsibilities for sustainability programs and provide appropriate staff training.
- Prohibit all forms of human trafficking and the use of forced and child labor in all Company operations, as well as in our global supply chain.
- Communicate as necessary and appropriate the Company's sustainability efforts to stakeholders.
- Regularly assess performance and assure continued improvement.

## **3. CONFLICTS OF INTEREST**

Employees, officers and directors of the Company should be scrupulous in avoiding a conflict of interest or the appearance of a conflict of interest with regard to the Company's interests. A

“conflict of interest” exists whenever an individual’s private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that make it difficult to perform Company work objectively and effectively and in the Company’s best interest.

Conflicts of interest may also arise when an employee, officer or director, or when a family member of any such individual, receives improper personal benefits as a result of such individual’s position with the Company, whether received from the Company or a third party.

Conflicts of interest are prohibited as a matter of Company policy, unless the conflict situation has been approved (i) in the case of a director, by the full Board of Directors (the “Board”), (ii) in the case of any officer of the Company, by the President and Chief Executive Officer or the Board and (iii) in the case of any other employee of the Company, by the President and Chief Executive Officer or any Division President of the Company. Any transaction, in which the Company as one party, and an employee, officer or director or an immediate family member, as a second party, has a direct or indirect material interest, requires review and approval as outlined above. Any such proposed transaction must be reported to the General Counsel of the Company who will report the matter and his findings as necessary and appropriate. Any director with an interest in the transaction to be reviewed by the Board will be required to be recused from the review and approval process. Following any such review, the Board would determine whether such transaction is in, or is not inconsistent with, the best interests of the Company and its stockholders, taking into consideration whether the terms of the proposed related party transaction are no less favorable to the Company than those available with unrelated third parties.

Conflicts of interest may not always be clear-cut. If you have a question, you should consult with your manager or the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)).

#### **4. CORPORATE OPPORTUNITY**

Employees, officers and directors are prohibited from (a) taking for themselves personally, or for a friend or a family member, opportunities that properly belong to the Company, e.g., opportunities that are discovered through the use of Company property, information or position; (b) using Company property, information or position for personal gain; and (c) competing with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **5. CONFIDENTIALITY AND INTELLECTUAL PROPERTY**

Employees, officers and directors must maintain the confidentiality of non-public information entrusted to them by the Company or any supplier, customer or other third party who enters into a non-disclosure agreement with the Company, except when disclosure is authorized by the President and Chief Executive Officer or the Amphenol Legal Department or as required by law. Employees, officers and directors should consult with the Amphenol Legal Department if they

believe they have a legal obligation to disclose Company confidential information or confidential information acquired from a supplier, customer or other third party.

The Company has a great deal of confidential information and intellectual property. “Confidential Information” includes all non-public information (including information held in electronic as well as in traditional written form) that might be of use to competitors of the Company or other third parties, or might be harmful to the Company, its suppliers, its customers or other third parties if disclosed. “Intellectual Property” includes all Company inventions, discoveries, designs, know-how, ideas, and all registered or unregistered rights in such items, including patents, trademarks, trade secrets and copyrights. Our Confidential Information and Intellectual Property may cover trade secrets and know-how, new product designs, technical information on our products or our development of new products or manufacturing processes as well as internal financial or costing data, data on suppliers, customers or employees and information relating to contemplated Company transactions. This information must be kept confidential. It may not be transferred outside the Company either by mail or electronically or physically taken out of the Company without the approval of a Company officer or the Amphenol Legal Department. Unless local laws dictate otherwise, all Intellectual Property developed while working for the Company and relating to the Company’s business or developed using Company resources belongs to the Company.

Confidential information may not be given to anyone outside of the Company or to another employee who clearly does not have a “need to know” such information to do their job. Confidential information is very important and must be protected. Intellectual Property belonging to a third party or any employee should not be used for the benefit of the Company without permission from the third party or employee and written authorization of the Company.

## **6. PRIVACY PROTECTION**

We are committed to protecting the privacy and security of all personal information that is processed through our organization. In addition, we have obligations to safeguard this data under the laws and regulations of the jurisdictions in which we operate. This includes personal information related to our employees and customers. To that end, employees, officers and directors of the Company are required to:

- Ensure the security of all personal information that we create, receive, maintain, or transmit
- Safeguard against reasonably anticipated threats to the security of such personal information.
- Comply with all requirements related to accessing and storing personal information, especially when working remotely or outside of Company premises.
- Protect against any reasonably anticipated uses or disclosures of such personal information that are not permitted or required under applicable data privacy or security laws.

To do this, employees, officers and directors of the Company must follow the policies and procedures implemented by the Company to address administrative, physical and technical safeguards for personal information, as well as any laws applicable to the protection of such information.

## **7. FAIR DEALING**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers, competitors, officers and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

## **8. PROTECTION AND PROPER USE OF COMPANY ASSETS**

Employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Company assets should only be used for legitimate business purposes. The use of Company funds or assets for any unlawful, improper or unethical purpose is strictly prohibited. This includes (i) excessive payments for goods and/or services and (ii) payments for goods and/or services to related parties which have not been approved as described in this Code.

Amphenol has a policy to maintain accurate records fairly reflecting the Company's transfer and disposal of assets. No undisclosed or unrecorded funds or assets of the Company are to be established for any purpose. Employees must make sure that all Company assets are protected and properly recorded and, if used outside the Company, returned in a timely fashion.

Employees, officers and directors are prohibited from receiving payments, cash equivalents or gifts/entertainment of significance from government officials, customers, vendors or any other non-Company source related to Company business.

## **9. FINANCIAL CONTROLS**

Employees must make sure that payments made on behalf of the Company are approved in accordance with applicable Company policy and procedures and made with the appropriate and accurate supporting documentation. Employees, officers and directors must ensure that business expense reimbursements by the Company, in terms of Company paid meals, travel, entertainment

or other business expenses, are correctly and accurately reported and approved in accordance with applicable Company policies and procedures.

## **10. EMPLOYMENT PRACTICES**

It is the Company's intention to comply with all local Fair Labor Standards, Protective Labor requirements, Safety and Health Standards, including but not limited to child labor, work hours, minimum wage, overtime, statutory benefits, freedom of association and collective bargaining. Amphenol respects the right of all workers to establish and join trade unions of their own choosing without the fear of retaliation.

Amphenol is an equal opportunity employer in terms of hiring, promotions and, should it be necessary, termination.

Amphenol does not tolerate any form of harassment, including but not limited to race, color, age, disability, religion, sexual, sexual orientation, or gender identity or expression, nor does it tolerate inappropriate remarks or abusive actions by any of its employees, officers or directors.

Amphenol does not tolerate illegal drug use. Amphenol does not allow the use, sale, transfer or possession of any illegal or controlled substance by any person while on Company property or Company business.

Amphenol welcomes questions about the Company, our policies and procedures, our strategies and goals, and the results that are generated by the Company. Amphenol encourages employees, officers and directors to make suggestions for improving the Company.

## **11. RESPONSIBLE MINERALS**

Amphenol is committed to ensure certain metals, which are integrated into and necessary for the functionality of our products, are sourced responsibly. We work diligently to ensure that our products do not contain tantalum, tin, tungsten or gold (3TGS), which may have been derived from ores extracted in conflict regions as defined by Section 1502 of the Dodd-Frank Act or extracted from Conflict-Affected and High-Risk Areas (CAHRAs) as defined by the European Union Conflict Minerals Regulation. Minerals sourced from conflict regions or CAHRAs which may support on-going conflicts in those geographies are known as Conflict Minerals.

It is believed that the proceeds of mining Conflict Minerals may contribute to armed conflict and human rights abuses. In support of initiatives to cut financing for these armed conflicts and human rights abuses and in compliance with the regulations applicable to publicly traded companies in the United States, Amphenol has implemented programs, practices and a management system in alignment with the Responsible Minerals Initiative and the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas that are intended to:

- Confirm with reasonable certainty that the 3TGs and certain other minerals as set forth in the Responsible Minerals Initiative purchased from suppliers and used in its products are responsibly sourced.
- Maintain, as necessary and appropriate, records of supplier verifications for both internal and/or external audit.
- Assign internal roles and responsibilities and provide appropriate staff training to manage these programs, practices and systems.
- Communicate the Company's efforts, as necessary and appropriate, to stakeholders.

## ***12. FINANCIAL REPORTING AND ACCOUNTING COMPLAINTS***

As a public company, it is of critical importance that the Company's filings with the United States Securities and Exchange Commission be accurate and timely.

Depending upon their position with the Company, employees, officers or directors may be called upon to provide necessary information to assure that the Company's public reports are complete, fair and understandable. The Company expects employees, officers and directors to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The Company's policy and practice is to comply with financial reporting and accounting regulations applicable to the Company. If any employee, officer or director of the Company has any concerns or complaints regarding questionable accounting or auditing matters of the Company, then they are encouraged to promptly submit those concerns or complaints (anonymously, confidentially or otherwise) to their manager, to the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)) or to [Amphenol Integrity Line](#). Submissions to Amphenol Integrity Line may be made anonymously. If submitted concerns or complaints require confidentiality, including keeping the reporter's identity anonymous, then this confidentiality will be protected, subject to applicable laws, regulations or legal proceedings.

False or artificial entries, including transactions supported by false documentation with the intent to disguise the recipient, origin or purpose of the transaction are not to be made in the books and records of the Company for any reason.

## ***13. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR***

Employees are encouraged to talk to supervisors, managers or other appropriate Company personnel, including the Amphenol Legal Department, about observed or suspected illegal or unethical behavior and, when in doubt, about the best course of action in a particular situation. Employees, officers and directors who are concerned that violations of this Code or that other illegal or unethical conduct by employees, officers or directors of the Company has occurred or may occur, should contact either their supervisors or manager. If an employee does not believe it appropriate or are not comfortable approaching their supervisors or manager about their concerns

or complaints, then they may contact the Amphenol Legal Department ([LegalDepartment@amphenol.com](mailto:LegalDepartment@amphenol.com)), the Audit Committee of the Board (Board@amphenol.com) or submit those concerns to [Amphenol Integrity Line](#). Submissions to Amphenol Integrity Line may be made anonymously. If submitted concerns or complaints require confidentiality, including keeping the reporter's identity anonymous, then this confidentiality will be protected, subject to applicable laws, regulations or legal proceedings.

#### ***14. NO RETALIATION***

Amphenol will not permit retaliation of any kind against good faith reports or complaints of violations of this Code or other illegal or unethical conduct.

#### ***15. AMENDMENT, MODIFICATION AND WAIVER***

This Code may be amended, modified or waived by the Board and waivers may also be granted by a designated committee of the Board, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, and the rules thereunder and the applicable rules and standards of the New York Stock Exchange.

#### ***16. FAILURE TO FOLLOW CODE PROVISIONS***

Failure of an employee, officer or director to follow the provisions of this Code may result in disciplinary action up to and including discharge in addition to any civil or criminal liability that might result from the offender's actions. The Amphenol Human Resources Department will be notified of and participate in any investigations undertaken in connection with such an action.

#### **A FINAL WORD**

Please note that this Code does not specifically cover all types of conduct, nor does it answer all of the questions you may have. If there is any doubt whether you should do something, it is best to think of the following question: "If I took the action and it became public, would Amphenol or I be embarrassed by it or subject to any disciplinary action?" If the answer is yes, don't do it! If you are not sure, seek advice from your superiors or the Amphenol Legal Department or submit your concern to [Amphenol Integrity Line](#).