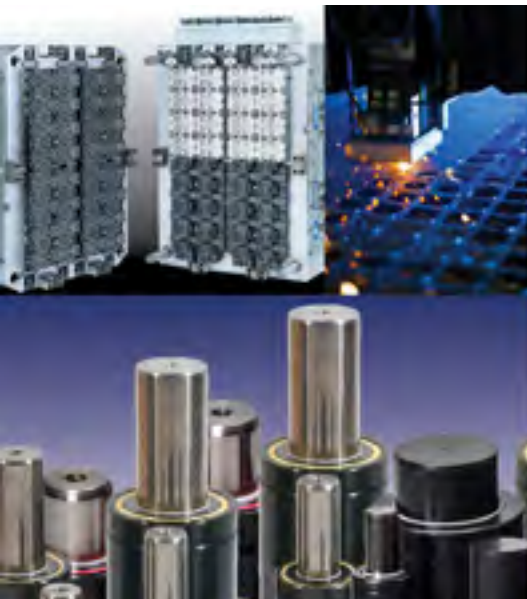




# Code of Business Ethics and Conduct



# Table of Contents

**A Joint Message from Our CEO and Our Chairman of the Board - 4**

**Our Vision, Values and Guiding Principles - 5**

**Introduction to Our Code - 6**

Using Our Code .....	6
Who Must Follow Our Code .....	6
Our Shared Responsibility .....	6
Additional Responsibilities for Managers and Supervisors .....	7
Complying with the Law .....	8
Seeking Advice .....	9
Raising Concerns .....	9
Non-Retaliation .....	10

**Acting in the Best Interests of Our Company - 10**

Recognizing and Avoiding Conflicts of Interest .....	10
Workplace Relationships .....	10
Business Relationships .....	11
Outside Employment .....	12
Financial Interests .....	12
Protecting Company Property and Information.....	13
Avoiding Insider Trading .....	14
Social Media and Networking .....	14
Speaking with One Voice .....	14
Proper Use of Company Assets .....	15

**Our Commitment to Our Employees - 16**

Workplace Fairness and Respect .....	16
Workplace Privacy .....	17
Harassment and Bullying .....	17
Workplace Safety .....	18
Workplace Violence .....	19
Drug Free and Alcohol Abuse Free Workplace .....	19

# Table of Contents

## **Our Commitment to Our Shareholders - 20**

Financial Reporting and Disclosures .....	20
Record Keeping .....	21
Audits and Investigations .....	21
Recognizing and Avoiding Bribery and Corruption .....	22
Rules for Gift Giving and Receiving .....	23
Government Officials and Government Employees .....	24

## **Our Commitment to Our Customers, Suppliers and Competitors - 25**

General Principles .....	25
Providing Quality Products and Services to Our Customers .....	25
Working with Customers .....	25
Working with Suppliers .....	25
Working with Distributors and Sales Agents .....	26
Competing Fairly Around the World .....	26
Protecting Customer Information .....	26
Anti-Trust and International Competition .....	27
Trade Associations .....	28

## **Our Commitment to Our Communities - 29**

Protecting the Environment .....	29
Political Contributions .....	29
Complying with International Trade Controls .....	30
Investing in Our Communities .....	31
Respecting Human Rights .....	32

## **Amendments and Waivers of Our Code - 32**

## **Acknowledgement of Receipt - 33**

# Message from Our CEO and Our Chairman of the Board



Dear Employees,

Established in 1857, Barnes Group Inc. (“Barnes”) has long held the belief that integrity, and the way we treat our employees, shareholders, customers, suppliers, competitors and communities, are key to our Company’s longevity and success. Our values, as well as our Barnes Enterprise System (“BES”) with its guiding principles, form the foundation of our business culture and serve as a roadmap for navigating the complex and dynamic marketplaces in which we do business. Our Code of Business Ethics and Conduct (our “Code”) reinforces these values and principles and establishes the behaviors that we expect from all of our employees, officers and directors in maintaining the highest levels of integrity in everything we do.

Our Code applies to everyone at our Company and unites us as One Team, One Company. By being “United in Purpose,” and acting consistently with our Code, we can sustain the Barnes brand and reputation and continue to build on the growth and success of our Company.

Please, take the time to read through our Code and understand its guidance. If you have any questions about our Code or need help understanding how it applies to the work you do, seek advice from any of the resources listed. Be assured that our Company will not retaliate against anyone for asking questions or raising concerns in good faith, so you can feel comfortable coming forward. We also expect you to raise concerns if you observe any of your colleagues not complying with our Code.

Thank you for upholding our commitment to integrity at Barnes and for your continued dedication to our Company.

Sincerely,

A handwritten signature in black ink, appearing to read "P. Dempsey".

Patrick Dempsey  
President and CEO

A handwritten signature in black ink, appearing to read "Tom Barnes".

Thomas O. Barnes  
Chairman of the Board

# Our Vision

To be a global provider of engineered products and innovative solutions generating superior value for our customers and stakeholders, through passionate and energized employees.

# Our Values

**Integrity** – Maintaining the highest ethical standards, honoring our commitments and being open and honest in all that we do.

**Empowerment** – Recognizing that our employees are the source for our success; enabling everyone to make a positive personal impact while being accountable for their behaviors and the results they deliver to our communities, customers and shareholders.

**Emotional Intelligence** – Identifying our own emotions and styles of learning along with those of others; motivating others and ourselves to achieve results while also managing our relationships with understanding and reason.

**Collaboration** – Building inclusive teams that leverage our collective experience and expertise to find differentiated solutions for our customers.

**Competitiveness** – Driving relentlessly forward to gain sustainable superiority in the marketplace for our products and services.

**Continuous Improvement** – Creating a culture that embraces change and innovation, improves processes, eliminates waste and builds on an unwavering commitment to quality.

**Workplace Fairness** – Providing opportunity, dignity and respect for our employees in a safe and mutually rewarding environment.

**Globalization** – Embracing the expansion of our business around the world as an opportunity and valuing diversity and inclusion as we work seamlessly across borders. We partner with employees, vendors and customers of different cultures while respecting and contributing to the communities and environments in which we operate.

# BES 10 Guiding Principles

1. Respect Every Individual
2. Lead with Humility
3. Be United in Purpose
4. Think and Act Systemically
5. Focus on Process
6. Embrace Scientific Thinking
7. Pull and Flow Value
8. Assure Quality at the Source
9. Strive for Excellence
10. Create Value for the Stakeholder

# Introduction to Our Code

## Using Our Code

Barnes Group Inc. (“Barnes”) is committed to following high ethical standards and doing business lawfully around the world. The Barnes’ Code of Business Ethics and Conduct (our “Code”) outlines how we can demonstrate our commitment to those high ethical standards and act with integrity. Although our Code is not intended to address every situation and answer every question, it provides guiding principles, practical direction and helpful resources to assist each of us in making ethical and lawful decisions. As used in our Code, the terms “Barnes” and the “Company” refer to Barnes and all of its subsidiaries and divisions around the world.

In our Code, the terms “we” or “our” are used to describe employees, officers and directors of our Company.

## Who Must Follow Our Code

Our Code applies to all employees, officers and directors of the Company. We also expect all of our business partners, suppliers and agents to hold themselves to equally high standards.

## Our Shared Responsibility

The Company enjoys an excellent reputation which has been earned over a long period of time. To protect that reputation, we all have a personal responsibility to:

- Follow the Code and other Company policies, procedures and guidelines
- Timely complete assigned training
- Ask questions if we have any doubts or concerns
- Report, in good faith, possible illegal or unethical behavior or violations of our Code or related Company policies
- Not retaliate against anyone for raising questions or concerns in good faith
- Fully cooperate and be truthful in any audit, inquiry or investigation





## Additional Responsibilities for Managers and Supervisors

If you are a manager or supervisor, you have a special responsibility to lead with integrity and be a champion of our Code. You also must take steps to positively influence your employees and create an environment where employees are comfortable raising questions or concerns without fear of reprisal or retaliation. Additionally, you have the following responsibilities:

- Allow employees the time to complete required training
- Take professional and timely action with respect to questions or concerns raised in good faith
- Do not compromise safety or compliance to obtain business results
- Do not create rules or policies that are less restrictive than our Code
- Be a positive role model by acting in accordance with our Code
- Recognize and reward behavior that exemplifies commitment to our Code

# Complying with the Law

Although the Code addresses some of the common challenges that multi-national companies like our Company face, it cannot address every situation that may arise in our workplace. Our Company must comply with the laws of the United States of America (“U.S.”) and local laws in the countries where we do business. There may be situations in which a local law supplements or conflicts with a U.S. law or our Code. In these situations, follow the more stringent requirement. If the local law is more stringent than our Code, comply with the local law. If the local law is less stringent, comply with our Code.

There also may be situations in which a local custom or practice supplements or conflicts with our Code. In those instances, comply with our Code. In addition, your division or region may have policies or practices that supplement or conflict with our Code or local law. In those instances, follow the more stringent policy or practice. If you have any doubts about the lawfulness or appropriateness of a proposed action, seek advice from the Resources listed on the next page.

**Q:** How do I find the policies referenced in our Code?

**A:** Corporate policies are posted on BarnesNet at <https://barnesgroup.sharepoint.com/company-resources/corporate-policies> under the “Corporate Policies” heading. If you do not have access to Corporate Policies on BarnesNet, ask your manager, supervisor or a Human Resources representative for a copy of the referenced policy.





# Seeking Advice

There may be times when you need additional help in answering questions and making decisions. When in doubt, ASK BEFORE ACTING. You have several Resources available to you when seeking advice or raising concerns, including:

- Any manager or supervisor
- Your Human Resources representative
- The Global Compliance Officer
- The General Counsel
- An attorney in Legal Services
- The Company Compliance Alertline

## Raising Concerns

We all have the responsibility to report suspected or potential violations of our Code, our Company policies or any law. You may do so without anyone knowing who you are through the Company Alertline. If you witness, commit or come to learn about a potential violation, you should immediately, and without investigating, report it to at least one of the Resources listed above.

The Company Compliance Alertline is available 24 hours a day, 7 days a week. It is answered by an independent third party provider and accommodates all languages that our employees speak. Our Company will take all appropriate steps to preserve the confidentiality and identity of anyone who makes a report or raises a concern in good faith. Contact details for the Alertline are listed below:

- By telephone at:  
USA: 1-800-300-1560; International: +001-800-300-1560
- By Internet at:  
<https://www.compliance-helpline.com/welcomepagebarnesgroup.jsp>
- By regular mail at:  
Barnes Group Corporate Compliance Hotline  
P.O. Box PMB 3767  
13950 Ballantyne Corporate Place, Ste. 300  
Charlotte, NC 28277-2712



### PRACTICE TIP

**A good strategy to follow when trying to make the right decision is to ask yourself the following questions:**

1. Am I following the most stringent applicable law, policy or practice?
2. Am I acting in the best interests of our Company and our shareholders?
3. Is there someone at our Company that can help me with my decision?
4. Would I feel comfortable if my colleagues, family, friends or the public knew of my decision?

# Non-Retaliation

It is important that we all feel comfortable raising questions and concerns. Our Company takes every question and concern seriously and has a non-retaliation policy. Our Company will not tolerate any form of retaliation against any person for raising a question or concern in good faith. "Good faith" means the report is honest, sincere and complete to the best of the person's knowledge.

On the other hand, it is a violation of our Code to knowingly make a false accusation.

**Q:** May I make a report anonymously?

**A:** Yes, you may through the Company Compliance Alertline. However, it may make investigating your concerns more difficult if we are unable to contact you for additional information that may be needed during the investigation. Providing your name and contact information also allows us to keep you informed about the status of an investigation. Remember, our Company will take all appropriate steps during the investigation process to preserve the confidentiality and anonymity of anyone who raises a question or concern in good faith.

## Acting in the Best Interests of Our Company

### Recognizing and Avoiding Conflicts of Interest

An actual or potential conflict of interest arises when a personal or family interest interferes, or appears to interfere, with the interests of our Company. We need to avoid conflicts of interest because most often they make it difficult for us to perform our jobs objectively and make sound business decisions. If you believe an actual or potential conflict of interest exists, you have a responsibility to disclose it promptly to one of the Resources.

It is impossible to describe every situation that could qualify as an actual or potential conflict of interest, but a few are highlighted below:

#### Workplace Relationships

Close personal relationships with others in the workplace can lead to the appearance of favoritism or impropriety, especially if one colleague is in a position to control, influence or affect the employment of the other. As such, we must not be in a position to directly or indirectly control, influence or affect the employment of a family member or someone with whom we have a romantic relationship.

For purposes of our Code, family members include a spouse, significant other, parent, child, sibling, in-law, aunt, uncle, niece, nephew, grandparent or grandchild. A significant other includes a regular dating relationship and/or sharing the same household.

Being open and transparent about our relationships helps us avoid conflicts of interest, actual or perceived. As such, you must disclose your workplace relationship to your Human Resources representative who, together with the Global Compliance Officer, will address the potential conflict of interest. For more information, please see our [Employment of Relatives and Personal Relationships Among Co-workers Policy](#).





## Business Relationships

You should not have any interest in or independent business relationship with any supplier, vendor, agent, consultant, customer or competitor of our Company or with a person in a position to influence the actions of any such third party. Your interest or relationship may influence your decision-making and must be disclosed and approved in advance by the Global Compliance Officer.

**Q:** Cindy, a procurement manager, has run into a problem with a Company supplier. She needs to replace the supplier immediately so that a project won't fall behind schedule. Her brother's company provides similar services at a lower rate. Can Cindy hire her brother's company to take over?

**A:** No, Cindy may not hire her brother's company. If she would like to recommend his company, she can do so, but she must disclose the relationship to her manager or supervisor and remove herself from the supplier selection process. Remember, we should avoid appearances of favoritism and always follow our standard procurement process.

# Outside Employment

You may not be employed by or provide services to a company that competes with or provides goods or services to our Company. You must disclose all other outside employment for review and approval by the Global Compliance Officer and a Human Resources representative before commencing such employment. Approval will not be granted if the outside employment: (i) places you in a position of appearing to represent the Company when you are not; or (ii) interferes with your employment at the Company.

You are not required to disclose hobbies or volunteer activities unless you have questions or concerns about whether these activities are consistent with our Code.

**Q:** Bill, a Barnes employee, hosts parties with his friends and family at his home once a month where he showcases dinnerware products such as cooking tools, gadgets and food storage containers for purchase. Is Bill required to disclose this activity to the Company?

**A:** No, Bill is not required to disclose this activity to the Company. Although Bill may receive a monetary benefit from hosting, Bill's dinnerware parties with friends and family outside of Company time are not the type of "employment" activities that would cause a potential conflict with Bill's employment at Barnes. Bill should disclose his dinnerware sales activities if they became so time-consuming and important to his finances that there was a potential conflict with his employment obligations to Barnes.

# Financial Interests

You and your family members may not have a material financial interest in a company where such material financial interest may influence your judgment regarding Company matters. Particular companies of emphasis include suppliers, vendors, agents, consultants, customers or competitors. Any such material financial interest must be disclosed and approved in advance by the Global Compliance Officer. Examples of a material financial interest include:

- Owning more than one percent of the company's publicly traded stock
- Investing in such company in a manner other than publicly traded stock
- Owning any stock in a company that you directly interact with while performing your job duties for Barnes

You should also obtain the approval of your manager, supervisor and the Global Compliance Officer when accepting a board position with a not-for-profit entity when the Company may have a business relationship with the entity or the entity may have an expectation of financial or other support from our Company.



# Protecting Company Property and Information

## Company Physical Property

To perform our jobs, we need access to appropriate resources, including Company equipment, facilities, vehicles, supplies and merchandise. These resources may be used only for Company authorized activities. We all have a duty to protect these assets from loss, damage, theft, misuse and waste.

## Company Intellectual Property

We also have a responsibility to identify, manage and protect Company intellectual property. Intellectual property includes patents, trademarks, copyrights, trade secrets, inventions, processes and manufacturing know-how. All intellectual property created while working for the Company is owned by the Company and must not be used for personal gain. In addition, our Company respects the intellectual property rights of others, including our competitors, and will not knowingly infringe on such rights.

## Company Confidential Information

Confidential information is non-public information that provides our Company with a competitive business advantage and could cause harm to our Company if disclosed outside the Company. Examples of confidential information include non-public financial data, technical data, proprietary software and private information about customers or suppliers. Confidential information also includes information obtained from third parties that our Company is obligated to keep confidential. We are entrusted with confidential information and must protect this sensitive information at all times.

If you lose Company equipment, a document or any other item containing confidential information (for example, a Company laptop, cell phone or thumb drive), you should report the loss immediately to a Company security representative, or your manager or supervisor.

Barnes maintains a number of policies regarding how to protect intellectual property and confidential information. For more information, see our [Patents, Copyright, and Confidentiality Policy](#).

### PRACTICE TIP

To help protect our confidential information:

- **DON'T** disclose confidential information unless you have been authorized to do so.
- **DON'T** seek or accept confidential information of a competitor in an illegal or unethical manner.
- **DON'T** disclose confidential information from or about a former employer.
- **DON'T** store confidential information on portable devices, such as thumb drives, unless the devices are password protected.

Remember that electronic messages (such as emails, instant messages and text messages) are permanent records of your communications. For this reason, take particular care when sending electronic messages both internally and externally.



# Avoiding Insider Trading

In the course of our employment activities, we may become aware of important information about our Company or other companies before the information is shared with the general public. This information is known as material, non-public information.

Material, non-public information comes in various forms. Generally, it is information that a reasonable investor would consider important when making an investment decision, such as buying or selling stock. Other examples of material, non-public information may include:

- Unreleased earnings and earnings forecasts
- News of mergers or acquisitions
- Changes in senior management
- Noteworthy new product or developments
- Other significant events that could reasonably be expected to impact a company's stock price

We may not disclose or use for our personal benefit any material, non-public information we possess. Barnes' directors, officers and employees (and their family members) must not buy, sell or otherwise trade securities in a company while aware of material, non-public information about that company or "tip" material, non-public information to another person who subsequently uses that information to his or her personal benefit. For more information about securities law and inside information, see our [Securities Law Compliance Policy](#).

## Social Media and Networking

There is increased global participation in online social media and networking sites. Social media has changed the way many of us share information and even though this communication and collaboration creates new opportunities, it also brings additional responsibilities and risks.

"Social media" sites include social networking sites (such as Facebook, Twitter and LinkedIn), blogs, photo and video sharing sites, forums, chat rooms, among many others. If your position at our Company requires you to post on such sites, you may only post information that complies with our Code and Company policies, such as the [Corporate Communications and Fair Disclosure Policy](#) and [Patents, Copyright, and Confidentiality Policy](#). In your personal social media interactions, take care to protect our Company's reputation and confidential information at all times.

## Speaking with One Voice

The way we communicate with the public is very important and we must be honest, accurate and consistent. Public communication of Company information is the responsibility of senior management and their delegates. We all have the responsibility to make sure that non-public information is not shared with the news media, in social media or in any other forum or setting that could result in public dissemination. You should not speak publicly about our Company if you are not authorized and trained to do so, as it could result in damage to our brand or reputation. Any media or public inquiry requests should be directed to Corporate Communications. Any inquiries from investors or securities analysts should be directed to Investor Relations. For more information, see our [Corporate Communications and Fair Disclosure Policy](#).



## Proper Use of Company Assets

We also must use Company computers, phones and information systems in a lawful, appropriate and productive manner. Our personal use should be reasonable, not interfere with our ability to do our jobs and not violate Company policies or the law. We must not use our Company computers, phones or information systems to send or view material or pictures that may be considered by others to be inappropriate, illegal, sexually explicit or otherwise offensive. This includes circumstances when the recipient is not or does not appear to be offended. You must return any Company property or equipment that you possess at the end of your employment.

# Our Commitment to Our Employees

## Workplace Fairness and Respect

Each of us plays an important role in creating a positive work environment that fosters fairness and respect for others. Our Company values our passionate and energized employees who work hard each day to provide superior value for our customers, shareholders and business partners. Our diverse backgrounds, talents and perspectives enable us to understand our customers and business partners' needs across the globe and innovate to meet those needs. By working together as One Team, One Company, we ensure our workplace is inclusive and productive.

Our Company is dedicated to providing a work environment that is free from all forms of unlawful discrimination. The Company follows all applicable employment laws in the countries where we do business while recognizing that these laws may vary from country to country. Additionally, our Company is an equal opportunity employer and makes all employment-related decisions based on job-related qualifications and without regard to characteristics that may be protected by applicable law, such as:

- Age
- Color
- Disability
- Gender
- National origin or geographic background
- Race
- Religion
- Marital status
- Sexual orientation
- Veteran status
- Citizenship

Our Company protects against unlawful discrimination in all phases of employment, including recruiting, interviewing, hiring, promotion, demotion, transfer, lay-off or termination, compensation, educational opportunities and selection for training.





# Workplace Privacy

We all have a responsibility to safeguard the privacy, confidentiality and security of our employees' personally identifiable information and other private data. Many countries have their own legal requirements governing the use of this information. For example, some countries limit the transfer of personally identifiable information to countries that have different rules governing the protection of such information.

Examples of personally identifiable information include name, physical address, email address, employee identification number, government identification number or any combination of information that might identify a specific person.



Our Company complies with all applicable privacy and data protection laws in the countries where we do business. We will only collect, access, use or disclose personal data for appropriate business purposes. We must not share personal information with anyone, either inside or outside our Company, who does not have a legitimate business need to know it. Further, we must take steps to properly secure this data from unauthorized access.

For more information, see our [Privacy of Personal Data of Employees in the European Union Policy](#) and various other employment-related policies, such as the [Performance Review Policy](#) and [Pre-Employment Background Check Policy](#).

# Harassment and Bullying

All Company employees should be able to do their jobs in a safe and respectful environment without fear of harassment or bullying. In addition to being potentially unlawful, harassment and bullying are extremely disruptive and contrary to the Company's values and guiding principles. Our Company will not tolerate any form of harassment or bullying behavior in the workplace, including written, verbal, physical or visual harassment or bullying. Sexual and racial harassment in any form, including derogatory language and conduct, also are strictly prohibited.

Examples of harassing or bullying behavior include:

- Inappropriate or offensive jokes, actions or comments based on race, color, gender, sexual orientation, national origin, age, religion, disability, marital or family status, veteran status or other personal characteristics
- Inappropriate physical contact, including unwanted touching
- Threatening, intimidating or hostile actions
- Swearing in a manner or in a circumstance that others may find objectionable
- Calling people names that they or others may find objectionable
- Unwelcomed sexual flirtations, advances or propositions
- Use of sexually explicit, suggestive or degrading words
- Public displays in the workplace of sexually suggestive objects or pictures that others may find offensive

Harassment and bullying must be avoided at all times, including when others are not or do not appear to be offended. For more information, see our [Harassment Free Workplace Policy](#).

# Workplace Safety

Our Company is committed to promoting and maintaining a safe workplace. As a result, all aspects of our operations must be conducted in compliance with applicable laws, regulations and Company policies pertaining to workplace safety. Our goal is to prevent injuries. We should never compromise safety and compliance to increase productivity or obtain business results. All employees are expected to know, understand and comply with the safety laws and regulations that apply to their areas of responsibility. Following these requirements helps protect not only your own safety, but also the safety of others. Should you experience or witness an unsafe condition or a job-related injury or illness, you should immediately report it to your manager, supervisor or local Health, Safety and Environmental Compliance (“HSE”) manager. We also encourage employees to report near misses and to bring forward suggestions or ways we can improve our health and safety programs. For more information, see our [Health, Safety and Environmental Compliance Policy](#).

In addition, we have a responsibility to make sure that our facilities are secure at all times. This means we allow only authorized individuals access to our facilities. If you believe that someone is attempting to improperly access a Company facility, contact a Company security representative, your manager or supervisor or, in the case of suspected illegal activity, the local law enforcement authorities.



## PRACTICE TIP

To help ensure a safe workplace:

- **DO** take appropriate safety precautions, including wearing and using personal protective equipment in designated areas and seat belts while driving or riding in a vehicle while on Company business.
- **AVOID** distracted driving by limiting phone usage and always using a hands-free device if you need to use the phone.
- **DON'T** instruct or recommend that anyone disregard safety procedures. Rather, proactively remind and encourage individuals to follow safety procedures.
- **DO** notify your manager, supervisor or local HSE manager of any hazardous conditions, improper use of safety equipment or failure to follow safety procedures.



## Workplace Violence

All Company employees have the right to perform their jobs in a safe environment without fear or threat of violence. For your protection, Barnes prohibits the possession of guns, explosives and other weapons inside Company facilities unless this prohibition is contrary to local law. For more information, consult with your local Human Resources representative or refer to local policy, if applicable.

You should report all threats and acts of violence to your manager, supervisor, your Human Resources representative or a Company security representative. In cases where you feel someone is in immediate danger, contact the local law enforcement authorities.

The Company will not tolerate any violent or threatening behavior towards fellow employees. Any threatening behavior or act of violence will be investigated and appropriate disciplinary action will be taken, up to and including termination. A threat or act of violence may take many forms. Some examples are:

- Direct or indirect written or verbal threats of harm or injury
- Words, gestures or shouting that create a reasonable fear of harm or injury
- Stalking an individual
- Intimidation or physical assault

For more information, see our [Violence Free Workplace Policy](#).

## Drug Free and Alcohol Abuse Free Workplace

As part of our commitment to providing a safe and healthy work environment, the Company maintains a workplace that is free from all illegal drugs and alcohol abuse. Being under the influence of either can hinder performance and compromise our safety standards. The use, solicitation, sale or possession of illegal drugs or controlled substances without a prescription in Company facilities or on Company premises is prohibited.

You may not consume alcohol on Company premises or in work-related settings, except as permitted by the manager or supervisor having ultimate responsibility for directing day-to-day activities on the premises. If alcohol is permitted, it should be consumed in moderation, including while off Company premises but while representing the Company. Anyone who violates this policy will be subject to disciplinary action, up to and including termination. For more information, see our [Alcohol and Drug Abuse Policy](#).

# Our Commitment to Our Shareholders

## Financial Reporting and Disclosures

Our shareholders also rely on us to maintain accurate and complete books and records, which are also used by Barnes to assess Company operations and make important business decisions.

Certain Company employees including the CEO, CFO, Controller and accounting employees are held to higher standards and must be familiar with, and adhere to, Company accounting practices and financial laws and regulations. Since Barnes is a U.S.-based public company, we are required to submit various financial reports and other filings to U.S. regulatory authorities. If you have a responsibility related to the preparation or submission of these reports, you must comply with the legal and regulatory requirements that govern them. It is critical that these submissions are accurate and timely and you should act openly and honestly with individuals who prepare our financial statements, as well as our external auditors. You must also know and follow all related Company internal controls and policies.

The integrity of Barnes' financial reporting is of the utmost importance. Accounting and financial reporting practices must be fair and proper, in accordance with generally accepted accounting principles and using management's best judgments where necessary.

Barnes prohibits practices that might lead to fraudulent financial reporting. While difficult to give an all-inclusive definition of fraudulent financial reporting, it is in general any intentional or reckless conduct, whether by act or omission, that results in materially misleading or incomplete financial statements. Clear, open and frequent communication among all management levels and personnel on all financial and operating matters will substantially reduce the risk of problems in the accounting and financial reporting areas as well as help achieve operating goals. All management employees are expected to be aware of these risks and to communicate accordingly.



# Record Keeping

As a public company, we have a duty to maintain accurate records that give a true, complete and honest picture of our financial status. Records may be in paper or electronic form and include inventory data, employment documentation, email and other documents and correspondence. We have a responsibility to maintain appropriate supporting documentation and dispose of records according to our Company's records retention policies, legal holds and applicable laws. A legal hold is a directive issued by Legal Services to retain certain records related to a matter that could reasonably be anticipated to result in litigation.

Business records of the Company may become subject to public disclosure in the course of litigation or governmental investigations. Records are often also obtained by outside parties or the media, and we should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information. Refrain from making legal conclusions or commenting on legal positions taken by the Company or others. The Company will not tolerate any conduct that creates an inaccurate impression of its business operations.

We must also comply with generally accepted accounting principles when creating and maintaining our financial records. Barnes encourages employees to review records on a regular basis and purge old documents in accordance with relevant policies. For more information, see our [Records Retention Policy](#).

# Audits and Investigations

We all have a shared responsibility to cooperate with external and internal audits and investigations. You must provide auditors and investigators with the information they are entitled to. If you have questions on what information an auditor or investigator is entitled to, you should seek guidance from an attorney in Legal Services before acting on a request. If you are required to produce information, make sure the information is accurate and that you maintain the confidentiality of the information and the investigation.

Directors and employees must not take any action to coerce, manipulate, mislead or fraudulently influence the Company's auditors and investigators, including independent public auditors engaged in the performance of an audit or review of the Company's financial statements. Prohibited actions include any direct or indirect actions that a person knew or should have known could result in rendering a materially inaccurate audit or investigative report or materially misleading Company financial statements.



# Recognizing and Avoiding Bribery and Corruption

All transactions with customers, suppliers and business partners should be impartial, objective, free from outside influence and in accordance with Company policies. We will not give or receive improper payments to or from anyone. Improper payments can include money, gifts, favors, travel, honoraria or entertainment and may be given as a bribe, kickback or facilitation payment. Improper payments can put our Company and individuals involved at risk for criminal and civil penalties. In many of the countries where we do business, laws have been enacted that strictly prohibit the giving or receiving of improper payments anywhere in the world. Examples are the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and the Brazil Clean Companies Act. For more information, see our [Business Ethics and Global Anti-Corruption Policy](#).

- **A bribe is the giving or receiving of anything that may improperly influence individual decision-making.**
- **A kickback is the return of a sum paid or due to be paid as a reward for fostering business arrangements.**
- **A facilitation payment is a payment made to an individual to speed up routine government actions, like issuing a permit.**



If anyone requests or offers a bribe, kickback or facilitation payment, it must be refused and must be immediately reported to the Global Compliance Officer. We should also never ask anyone to pay a bribe, kickback or facilitation payment on our behalf or ignore signs that someone may be doing so. If you believe that someone acting on our behalf may be giving or receiving an improper payment, you immediately must report it to the Global Compliance Officer.

In rare instances, you may be put in a situation where your personal health or safety may be threatened if you do not make an improper payment. Your health and safety is important to our Company and while our Code cannot address every situation, you must use your best judgment to protect your health and safety as a priority even if that means making an improper payment. You immediately must report any such incident to the Global Compliance Officer who will evaluate the circumstances that led to the improper payment.



## Rules for Gift Giving and Receiving

Developing good working relationships with our customers, suppliers and business partners is important to our growth. Reasonable gifts and entertainment are courtesies that are at times exchanged to foster these relationships and build goodwill. However, providing gifts and entertainment can also create the perception that business decisions were made based on factors other than fair and objective business criteria. It is for this reason that we must exercise caution and be thoughtful when giving or receiving business gifts and entertainment.

We have a responsibility to make sure that any gift, entertainment or other benefit we give or receive is appropriate and consistent with Company policies. Avoid all gifts, entertainment or benefits that might compromise or appear to compromise the objectivity of all involved parties. Gifts, entertainment or other benefits should never influence or give the appearance of influencing impartial decision-making. Consult this Code and our [Business Ethics and Global Anti-Corruption Policy](#) when considering whether to give or receive a business gift, entertainment or other benefit to ensure compliance with Company policies.

Business gifts, entertainment and other benefits create legal and ethical concerns when they are given or received with reciprocal expectations. We will not solicit or accept any gift, entertainment or other benefit from anyone in exchange for doing business with our Company. Gifts, entertainment or other benefits should not be exchanged during contract negotiations, as they could influence business decisions or compromise the integrity of the negotiation and the business relationship. Never offer or accept any cash gifts or loans under any circumstances. If you are unsure whether you should offer or accept a business gift, entertainment or other benefit, see our [Business Ethics and Global Anti-Corruption Policy](#) or contact the Global Compliance Officer.

### PRACTICE TIP

As a general rule, **you may** give or receive gifts, entertainment or other benefits that are:

- Infrequent and reasonable in value;
- In the ordinary course of business;
- Consistent with customary practices in your industry and country;
- **NOT** solicited;
- **NOT** in cash or cash equivalents, such as gift certificates or gift cards;
- **NOT** tied to a potential contract or business deal;
- Compliant with all applicable laws and regulations;
- **NOT** given to government officials or government employees; and
- Permitted by the other party's company policies.

# Government Officials and Government Employees

Stricter laws govern gifts or entertainment provided to government officials or government employees. Government officials and employees include employees of fully or partially state-owned or state-controlled companies. In some countries, it can be difficult to determine if an individual is an official or employee of a government, so you need to be diligent and understand exactly who you are dealing with and whether the state has any ownership in the entity. Interactions with government officials or employees are also more closely scrutinized for potential improper payments, so we need to be on alert for how our actions may be perceived when closely scrutinized. Before giving anything of value to an official or employee of a government, you must seek prior approval from the General Counsel or the Global Compliance Officer.

**Q:** I understand that some laws permit the payment of small amounts of cash to low level government officials to help expedite some routine administrative activities. Can we make these payments?

**A:** No. These types of payments, which are sometimes referred to as “facilitation payments” or “grease payments,” are prohibited under Company policy, as well as many laws that apply to our Company (including the U.K. Bribery Act). Our Company makes no distinction between bribes and facilitation payments.





# Our Commitment to Our Customers, Suppliers and Competitors

## General Principles

At Barnes, we value fairness, transparency and honesty in all interactions with everyone we do business with, including customers, government agencies, suppliers, distributors and competitors. We choose to work with others who, like us, act with integrity and maintain high ethical standards. We do not use or condone any form of forced or indentured labor or human trafficking in the supply chain, manufacture or distribution of our products. We follow child labor laws in the locations where we do business and expect others to do the same. Our business activities must not intentionally cause harm to individuals, communities or support human rights abuses. Barnes strives to protect the environment and expects those we do business with to do so also. For more information, see our [Business Ethics and Global Anti-Corruption Policy](#).

## Providing Quality Products and Services to Our Customers

We strive to provide engineered products, superior services and innovative solutions to our customers around the globe. In order to accomplish this, we comply with all internal and external quality control standards that govern our business activities and promote safety in the design and manufacture of our products.

## Working with Customers

All dealings with customers and potential customers must be fair, transparent and legal. Barnes has earned an excellent reputation with our customers over the years by being ethical and making high-quality, dependable and safe products that meet and exceed our customers' needs.



## Working with Suppliers

Our Company's decision to purchase goods and services from suppliers must be made on the basis of quality, service, price and suitability. Our Company seeks to establish mutually beneficial, long-term relationships with its suppliers based on these factors. You should not receive or expect personal gain in return for doing business with a supplier. Our Company values its relationships with suppliers and always aims to purchase the best available goods and services at competitive prices. Accordingly, we hold our suppliers and other business partners accountable for the quality and price of the goods and services that they provide to our Company.

We have a responsibility to avoid any conflicts of interest or perceived conflicts of interest when selecting and purchasing from a supplier. We expect all suppliers to comply with provisions in our Code relating to labor and human rights, health and safety, the environment and fair competition. If you know or suspect that a supplier is violating a Company policy or law, immediately notify your manager or supervisor, an attorney in Legal Services or the Global Compliance Officer.

# Working with Distributors and Sales Agents

Our distributors and sales agents are a valuable part of our global business. We must recognize that distributors are independent businesses and that sales agents are not our employees, and treat them accordingly. We expect distributors and sales agents to be aware of and comply with all laws and regulations, as well as with our Code. If you have a concern regarding a distributor or sales agent, contact your manager or supervisor, an attorney in Legal Services or the Global Compliance Officer.

**Q:** It has been difficult for Barnes to establish business in a new country. I recently met a sales agent who can assist our Company with this. May I engage this agent on behalf of our Company?

**A:** You may, but a background check of the agent will be required as part of our due diligence process. Contact an attorney in Legal Services to assist you with due diligence; and if the sales agent clears due diligence, put the proper agreement in place with the sales agent.

## Competing Fairly Around the World

We believe in fair competition as it benefits our Company, customers, suppliers, distributors, sales agents and the overall global marketplace. Our Company does not condone, under any condition, the offering or payment of “kickbacks,” “under-the-table” payments, illegal rebates or other similarly improper payments in exchange for business. When we compete lawfully and with integrity, everyone wins. We do our part to preserve fairness by gathering competitive information through legal and honest means. If a new employee comes to our Company from one of our competitors, we welcome the addition to our team but we do not welcome any confidential information that person may have about their former employer’s business. Similarly, we must protect Company confidential and competitively sensitive information, even after we leave the Company.

## Protecting Customer Information

There may be times when our customers share their confidential information with us so that we may provide them with goods or services. It is all of our responsibility to use, store and carefully safeguard this information in a manner that complies with all applicable laws. We must take the necessary steps to secure customer information and ensure it is used only for approved business purposes. If you inadvertently or improperly obtain any information marked “company confidential” from another company or have any questions or concerns, contact an attorney in Legal Services or the Global Compliance Officer for guidance.





## Anti-Trust and International Competition

In many countries where we do business, laws exist to help preserve fair competition. These laws are sometimes called anti-trust, competition or trade regulation laws and have been created so that consumers have access to the best and most innovative goods and services at competitive prices. These competition laws often are complex and generally prevent us from discussing any topics with competitors that may restrain trade or fair competition, including:

- Setting prices with a competitor
- Dividing sales opportunities or territories
- Agreeing with a competitor to split or 'fix' bids
- Boycotting or refusing to deal with a supplier or customer
- Abusing a powerful market position
- Demanding a reseller maintain a particular price or accept a particular combination of products
- Setting prices artificially low to drive a competitor out of the market

If you are approached to discuss any of these topics or if you are in a meeting where these topics are being discussed, do not participate in the discussion. Withdraw from the discussion and make it very clear through written and verbal action that you will not cooperate with others or discuss these topics. Immediately report the matter to the Global Compliance Officer.

Even though competition laws vary around the world, one thing remains the same: violations of competition laws carry serious consequences, including criminal and civil penalties. If you are unsure if a topic or discussion might violate competition laws, contact an attorney in Legal Services or the Global Compliance Officer for guidance before engaging on the topic or in the discussion.

# Trade Associations

There may be times when we participate in trade associations. Trade associations can be useful in promoting our goods and services but we need to be mindful of our interactions. Representatives of competitors often also attend these meetings and there is a risk that social interactions could lead to inappropriate business discussions such as those that may violate competition laws. Remember, competition laws apply during trade association meetings.

You may participate in surveys of prices, costs and wages only under the following conditions: (i) the survey must be conducted by a third party; (ii) the survey must involve an appropriate number of comparably-sized companies; and (iii) any price, cost or wage information released by the Company must not include material non-public information. If you are asked to provide a trade association with information about the Company's prices, costs, wages or other business matters, you may not do so without first obtaining approval of your strategic business unit President. Any joint purchasing through a trade association should be reviewed and approved in advance by an attorney in Legal Services or the Global Compliance Officer. If you have any questions or concerns about an activity at a trade association, seek guidance from an attorney in Legal Services or the Global Compliance Officer.



# Our Commitment to Our Communities

Barnes is committed to supporting and being involved in the communities where we do business and where our employees live. This commitment also means that we avoid intentional harm to individuals, our community and our environment. We expect the same from all those with whom we do business.

## Protecting the Environment

We value environmental preservation and strive to protect the environment through our operating processes. We also work to make sure our workplaces are energy efficient, environmentally sound, sustainable and compliant with laws and regulations where we do business.

We dedicate significant resources and efforts to designing and manufacturing innovative products that meet customer needs most effectively and efficiently. Together with these efforts, we also design and manufacture products that comply with environmental requirements, minimize environmental disruption and sustain natural resources.

Barnes is subject to environmental protection laws and regulations that vary by location. We work to comply with these requirements and are committed to sound environmental management practices. All Company operations should consider environmental impact and risk in making business decisions, have an environmental management system and report material exceptions to compliance in accordance with our [Health, Safety and Environmental Compliance Policy](#).



## Political Contributions

We are all encouraged to be active citizens in our communities. We believe that freedom of belief and conscience are fundamental rights and we are free to communicate our opinions without threat of censorship. However, when we participate in these activities we should do so on our own time, at our own expense and remain consistent with our Code. You must not represent the Company at any political, civic or charitable event without prior approval from your manager or supervisor and an attorney in Legal Services. We must not coerce co-workers, especially those with whom we have a reporting relationship, to support our particular causes.

We may not make any political contribution on behalf of the Company or use corporate funds to make a political contribution. You may make personal political contributions to a candidate or political action committee with non-reimbursable personal funds. We are prohibited from using any Company property or facility or the working time of any Company employee for any political activity.

For more information, see our [Political Expenditures and Public Policy Matters Policy](#).

# Complying with International Trade Controls

As a global company, we export and import goods and services around the world each day. These international transactions subject the Company to a variety of complex laws and regulations that govern trade. Before sending any good, service, technology or information to another country, it is crucial that we know, understand and follow applicable export and import laws for these items. Export control laws govern the transfer of goods, services and technology to another country. Export controls govern many types of exchanges of information across national borders, including email transmissions and web access to different servers that could contain export controlled technical data. The U.S. also controls the transmission of certain export controlled technical data to non-U.S. persons within the U.S. Certain transactions require licenses from the applicable government authority for export and we have a duty to meet this requirement when applicable. Additionally, prior to export, we are expected to verify that the:

- Item is eligible to be exported to the intended destination
- Recipient, or end user if known, is not on a government “denied-party list”
- Intended end use is for a permissible purpose
- Proper duties have been or will be paid

Import laws and regulations govern the importation of goods. These laws ensure only admissible goods enter into the importing country and that the correct amount of duties and taxes are paid on those goods. Our Company strives to maintain, among other things, accurate information about the commodity, commercial value and country of origin of all goods that we import. In addition, imports may be subject to import restrictions, payment of customs duties and the filing of required forms.



Although we are a global business, Barnes is headquartered in the U.S. This means that we are required to follow U.S. laws that prevent us from agreeing to, or participating in, certain boycotts outside the U.S. Requests to participate in illegal boycotts can be written or verbal, and sometimes can be difficult to identify. All such requests must be reported to the Director of Trade Compliance or an attorney in Legal Services immediately following such request. For more information, see our [Trade Compliance Policy and Electronic Communications Systems, Networks and Devices Policy](#).



## Investing in Our Communities

### What We Believe

Our Company is committed to giving back to the communities where our employees live and work. We make charitable contributions consistent with our giving goals and encourage employees to support their communities through appropriate volunteer activities.

### What it Means for You

Many of our employees volunteer their time, talents and energy to support charitable causes and non-profit organizations. Our Company is proud of our employees' generous spirit and encourages these kinds of activities, provided they do not conflict with our Company's interests or reflect negatively on the Company. Volunteer efforts in support of our Company-sponsored community involvement programs may be performed during work hours if approved by your manager or supervisor in advance. All other volunteer efforts must be done on your own time and must not jeopardize your productivity or ability to perform your work duties. Occasional and limited use of Company equipment and resources for personal charitable activities may be permitted with prior approval by your manager or supervisor. For more information, see our [Business Ethics and Global Anti-Corruption Policy](#) and [Fiscal Approval Authority Policy](#).

### Donation and Gift Requests

There are times when you may be asked to provide Company funding, a donation, or a gift to a charitable cause or community event. All requests must comply with this Code, the [Business Ethics and Global Anti-Corruption Policy](#) and the [Fiscal Approval Authority Policy](#), as well as be approved by your manager or supervisor.

# Respecting Human Rights

Our Company respects and values the diversity reflected in our various backgrounds, experiences and ideas. Together, we provide each other with an inclusive work environment that fosters respect for all our employees and those with whom we do business. As part of our commitment to our communities and our world, Barnes will not tolerate any instances of human trafficking or other forced labor. We also will never knowingly conduct business with any third parties who engage in human trafficking, forced labor or human rights abuses.

## Amendments and Waivers of Our Code

This Code applies to all Company directors, officers and employees. The Board of Directors or its designated committee is responsible for ascertaining whether any substantive amendment to the Code is appropriate. The Company may not make a substantive amendment to any part of the Code except by the affirmative vote of the Board of Directors. The Audit Committee of the Board of Directors is responsible for the administration of this Code and has the sole authority to grant waivers of its provisions affecting executive officers, the controller and other persons performing similar functions. The Board of Directors or the Audit Committee will ensure that any waiver is accompanied by appropriate controls designed to protect Barnes.

In the event that any substantive amendment is made or any waiver is granted to an executive officer, the controller, or other persons performing similar functions, it will be promptly disclosed to stockholders as required by the Securities Exchange Act of 1934 and the rules thereunder, and the applicable rules of the New York Stock Exchange. The Audit Committee will assess compliance with this Code, report material violations to the Board of Directors, and recommend to the Board of Directors appropriate action.





# Acknowledgement of Receipt

I have received the Barnes Code of Business Ethics and Conduct (our “Code”). I recognize that I have a responsibility to read our Code and to familiarize myself with the policies of the Company. I acknowledge that our Code is intended to provide a general overview of our Company’s policies and does not necessarily represent all policies in effect at a particular time. I further acknowledge that neither the Code, nor any Company policies referenced in it, constitute an employment contract or a guarantee of continued employment with Barnes, its subsidiaries or divisions, and that the Company reserves the right to modify its policies and this Code at any time.

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Signature

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Name (Print)

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Position

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Division

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Date

