

WILSON TOOL CODE OF BUSINESS CONDUCT

Why Do We Have a Code? At Wilson Tool Enterprises, Inc. acting with integrity is a key principle that guides our individual and corporate business thinking. It is the very cornerstone of our business philosophy today. Our Code of Business Conduct (sometimes referred to herein as “Code”) explains the behaviors required to ensure legal compliance and reduce the risk of inappropriate choices. Some functional areas require more thought and careful consideration when making judgement calls, such as antitrust practices, conflict of interest, copyright infringements, and purchasing agreements.

We take great pride in our Company’s reputation for integrity, so our standards go beyond obeying the legal and regulatory minimums required in countries where we do business. We encourage people to honor the spirit and intent behind these guidelines, and we want to align ourselves with businesses that also embrace high ethical, legal and regulatory principles.

Who is Required to Follow Our Code? This Code applies to the directors, officers and employees of Wilson Tool (sometimes collectively referred to as “you” or “your”) and its subsidiaries (Wilson Tool Enterprises, Inc. and its subsidiaries are hereafter referred to as “Wilson Tool” or the “Company”). You are expected to comply with this Code, and other separate policies, procedures and financial instructions that govern our business conduct. Those who violate the standards of this Code will be subject to disciplinary action, up to and including termination of employment.

What are My Responsibilities? We must all work to ensure prompt and consistent action against violations of this Code. The first step is to understand our responsibilities:

Personal Responsibilities

- Understand, support and comply with this Code of Business Conduct;
- Comply with applicable, separate Company policies, practices and financial instructions, including those not referenced in this Code;
- Maintain a high standard of honest and appropriate business behavior; and
- Avoid compromising situations (*e.g.*, where one helps or appears to help another person violate any law, regulation or Company policy, practice, financial instruction, or this Code).

Leadership Responsibilities

- Understand, support and comply with this Code of Business Conduct;
- Comply with applicable, separate Company policies, practices and financial instructions, including those not referenced in this Code;
- Act with integrity and set an example of high ethical behavior;
- Explain our Code of Business Conduct to the individuals you lead, especially those who are newly hired, promoted or have taken on different responsibilities;

- Avoid compromising situations (e.g., where one helps or appears to help another person violate any law, regulation or Company policy, practice, financial instruction, or this Code);
- Train your team members to ensure they are aware of, and are in compliance with this Code; and
- Create an open environment where ethical, regulatory and legal issues can be discussed freely.

How Do I Approach Compliance Matters? While there are certainly right and wrong answers, there is generally only one best answer for our employees. In some situations it is difficult to know if our actions will constitute a violation or if a violation of this Code has occurred. If you are not sure, ask yourself these questions:

- Does it fall outside of the Company’s policies, practices, financial instructions or this Code? Check with your manager, team leader, Human Resources representative.
- Is it legal? If not, don’t do it. If you don’t know, find out, using one of the resources mentioned above.
- Does it seem right and ethical? Your conscience is a powerful tool. If you have the sense that something is wrong, it probably is.
- Would I feel comfortable publicly justifying this action? Ask yourself whether you would be comfortable publicly explaining your actions and reasoning.
- Do I need advice? If so, seek out someone who can help you. Once again, check with your manager, team leader, Human Resources representative, or a member of the Corporate Executive Team if you need input or advice.

Finally, always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

This Code of Business Conduct sets forth, or, in some cases, summarizes the company’s practices and more detailed policies on the issues of:

1. **Compliance with Laws, Rules and Regulations**
2. **Conflicts of Interest**
3. **Financial Reporting and Controls, Records Management and Communication**
4. **Protection and Proper Use of Company Assets**
5. **Confidential Information**
6. **Competition and Fair Dealing**
7. **Anti-Corruption/Anti-Bribery**
8. **Corporate Opportunities**
9. **Participating in International Boycotts or Restrictive Trade Practices**
10. **Reporting Illegal or Unethical Behavior**

1. Compliance with Laws, Rules and Regulations

It is the responsibility of each of the officers and employees of the Company to act lawfully, ethically, fairly, and in a manner that sustains healthy business relationships and instills loyalty. Fundamental to this responsibility is compliance with all applicable laws, rules and regulations. All officers and employees of the Company around the world must respect and obey the laws of the cities, states and countries in which we operate. Each manager is responsible for ensuring that his or her function is in compliance with government rules and regulations. If a local law conflicts with this Code, you must comply with the law, unless compliance with local law is prohibited by U.S. law. However, if a local custom or law requires less stringent standards than this Code you must comply with this Code. Any questions regarding application of the law or the appropriateness of a particular course of conduct should be referred to your supervisor, team leader, Human Resources Representative or the Company's CEO.

2. Conflicts of Interest

The Company's guidance with respect to conflicts of interest is founded on the belief that you must perform the responsibilities of your position solely on the basis of what is in the best interests of the Company. A "conflict of interest" exists when your private interest interferes with the interests of the Company. A conflict situation can arise when you take actions or have interests that may make it difficult for you to perform your Company duties objectively and effectively. Conflicts of interest may also rise when you or a member of your family receives improper personal benefits as a result of your position with the Company.

Officers and employees of the Company are prohibited from engaging in transactions or relationships that may give rise to conflicts of interest. If a President, CFO, Controller, Director or Vice President (and any person performing a similar function) becomes aware of a conflict or a potential conflict of interest, he or she must disclose it to the CEO or the Director of Human Resources.

Additionally, any employee, officer or business associate with knowledge of any material, non-public information relating to the Company are prohibited from engaging in any action to take advantage of or pass such information on to others. This policy also applies to material information relating to any other company obtained while working for Wilson Tool, including our customers or suppliers.

Business gifts and entertainment are often used to strengthen business relationships. While developing strong working relationships with our customers and business partners is important, we must exercise particular caution when offering or accepting business courtesies. Exchanging gifts and entertainment can result in conflicts of interest. If not handled properly, it may even lead to the appearance of bribery or other improper payments. You may not accept or provide any gift, favor or entertainment if it will obligate or appear to obligate the recipient. Employees should not accept discounts for

personal gain from suppliers and service providers if they are not offered to the general public. During traditional gift-giving seasons, in areas where it is customary to exchange gifts, employees may exchange gifts with nongovernmental business associations in nominal amounts. However, employees should not request or solicit gifts from any business partners.

Conflicts of interest may not always be clear-cut. If you have a question or believe that you may have a conflict of interest, you should consult with the individuals identified above.

3. Financial Reporting and Controls, Records Management and Communications

The Company requires honest, accurate and timely recording and reporting of information in order to make appropriate business decisions and to provide shareholders, regulatory agencies and other stakeholders full, fair, accurate, timely and understandable disclosures in compliance with all applicable laws and regulations about the Company's financial condition and business operations.

Our Company uses a system of internal controls to ensure that transactions are properly executed and recorded and Company assets are safeguarded. Each manager is responsible for adhering to and maintaining internal controls. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls.

When acting on behalf of the Company, you are expected to act honestly in all transactions. If you are not sure whether a certain transaction is legitimate, or how to properly account for the transaction, you must ask the Company's Controller, CFO or CEO.

Business records and communications often become public, and you should observe appropriate professional standards when preparing business records, including email, internal memos and informal or formal reports. Records should be maintained and destroyed in accordance with applicable law and the Company's record retention schedule. Records relevant to a pending or threatened government or Company investigation or other legal action must not be destroyed.

4. Protection and Proper Use of Company Assets

All officers and employees are responsible for protecting the environment, health, safety considerations and Company assets of Wilson Tool and ensuring their efficient and lawful use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported.

You must not use any Wilson Tool funds, property, information or records for any unauthorized purpose without proper permission, although incidental personal use of telephones and computers may be permitted. For more information, employees should consult with their Manager or a member of the Corporate Executive Team to get an understanding of what is permissible.

Your obligation to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, formulations, patents, trademarks and copyrights, as well as business and marketing plans, sales information, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy. It could also be illegal and result in civil or even criminal penalties.

5. Confidential Information

Employees and officers must maintain the confidentiality of confidential business information entrusted to them by the Company or the people and entities with which it does business. Confidential information includes all non-public information about the Company or its business. It also includes information that suppliers, dealers, customers and others have entrusted to the Company.

The obligation to preserve confidential information continues even after employment ends. Upon the termination of your employment, you must return everything that belongs to the Company, including all documents and other materials containing Company confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be a Company employee. You also may not disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment.

6. Competition and Fair Dealing

Wilson Tool seeks to outperform our competition fairly and honestly. We must achieve a competitive advantage through superior performance, not through unethical or illegal business practices or through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. You should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees.

When competitors vigorously compete, customers benefit. Most countries have adopted laws prohibiting certain business practices that inhibit effective competition. These laws, sometimes referred to as antitrust, competition or free trade laws, are intended to preserve competition. You are required to conduct the Company's business in accordance with the letter and spirit of these laws.

You must avoid any situation in which the Company, its officers or employees could be accused of conspiring with competitors or using coercive or unfair tactics on customers or suppliers. In particular, avoid any discussions with competitors that could be viewed as an agreement to restrain trade in any way. This is true whether the conversation is written, oral or informal. Prohibited transactions include any understanding or arrangement with competitors, express or implied, to fix prices, to refuse to do business with particular customers or suppliers, to divide markets, to limit supplies, to rig bids or to engage in any other type of transaction that is an illegal restraint on domestic or foreign commerce.

In the normal course of business, it is not unusual for us to acquire information about other organizations, including competitors. When properly gathered from legitimate sources, such as customers and industry journals, this kind of information can be invaluable for purposes of analyzing markets, extending credit or evaluating suppliers. It is natural and proper for us to gather this information in a competitive system. However, there are limits to the manner in which we may acquire and use that information, especially information regarding competitors. Information about competitive conditions in a market includes information about:

- Prices
- Terms and conditions of sale
- Production and similar matters

We must not gather such information by communicating with representatives of competitors in those markets. Competitors may disclose information on market conditions to us in the context of a legitimate business transaction, so long as the communication of that information is essential to the consideration of the transaction.

7. Anti-Corruption/Anti-Bribery

Wilson Tool prohibits bribery and other forms of improper payments. This rule applies in all Wilson Tool operations, including controlled joint ventures, regardless of where you are doing business or your job level. A “bribe” can be anything of value offered, promised, made or given to obtain or retain business or for an improper business advantage. This includes cash, cash equivalents, gifts, travel expenses, entertainment, services or loans. Never attempt to go around any laws, regulations or company policies by asking a third party to do something that you are prohibited from doing.

If your position requires government interaction, you must know and abide by the various anti-corruption laws that apply to our global business activities, such as the Foreign Corrupt Practices Act. We also must ensure that third parties we choose to represent Wilson Tool — such as consultants, agents, representatives, subcontractors and joint venture partners— know and abide by these laws when they conduct our business, as the company may be held responsible for their actions.

Under anti-corruption laws around the world and company policy, we may not offer, promise, make or give a bribe or other improper payment (or one that could be reasonably viewed as such) to a government employee. “Government employees” has a broad meaning. The term can refer to public officials and employees at any level of government; officials of and candidates for political parties; employees of public international organizations (such as the United Nations); and employees of entities that are owned or controlled by the government.

Please see Wilson Tool’s Anti-Corruption Policy for additional details.

8. Participating in International Boycotts or Restrictive Trade Practices

Our Company will not participate in, or support, international economic boycotts unless they are sanctioned by the United States. This is prohibited under the US government’s anti-boycott laws. Wilson Tool complies with all current US embargo laws that prohibit exports to certain countries or to the governments of certain countries. Wilson Tool and its suppliers, agents, dealers and any other business entity supporting Wilson Tool must comply with US import and export laws and those of countries of origin and destination.

9. Corporate Opportunities

Employees and officers are prohibited from taking for themselves personally opportunities that are discovered through the use of Company property, information or position without the written consent of the Company. For employees and officers, that consent must be obtained from the CEO. You may not use corporate property, information or position for improper personal gain, and you may not compete with the Company, directly or indirectly. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

10. Reporting Illegal or Unethical Behavior

You are expected to report violations of this Code and to raise ethical concerns without delay. Company policy ensures that no retaliation will occur as a result of anyone who in good faith makes a report of suspected violations. In order to make a report, raise concerns or clarify issues arising under this Code, you are encouraged to first go to your manager or team leader. If he or she is unable to help you, or using that means is inappropriate under the circumstances, you may use Wilson Tool’s open door policy to speak to members of higher management. Any officer or employee who wishes to make an anonymous report may do so by calling the Lighthouse Services hotline at 1-833-610-0010, or by using the Lighthouse Services Wilson Tool reporting website at www.lighthouse-services.com/wilsontool.

COMPLIANCE CERTIFICATE

I have read and understand the Wilson Tool Code of Business Conduct (sometimes referred to as the “Code”). I will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include reprimand, suspension without pay, demotion or discharge. Execution of this certificate does not constitute a waiver of any other rights I may have by law or contract.

I certify to the Company that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

EMPLOYEE:

Name

Title

Date

Check one of the following:

- Statement of Exceptions is attached.
- No Statement of Exceptions is attached.