



Code of Business Conduct and Ethics

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A Message from Our CEO

Our Company's products improve safety, efficiency, emissions and comfort for millions of people every day in transportation, appliance, aircraft, and industrial applications. For more than 100 years, we have demonstrated an unwavering commitment to being a world leader and early innovator in mission-critical sensor-rich solutions and electrical protection, always operating with integrity across our vast global footprint.

Our reputation for doing business with integrity and operating with high standards of business ethics helps us grow our business and solve the need for a cleaner, more efficient, electrified and connected world. Our reputation has been well-earned, and it is critical that we maintain it. That requires that we do the right thing and conduct business the right way at every opportunity. I am asking each of you to commit to following this Code of Business Conduct and Ethics (the "Code") and doing business in a way that is consistent with Sensata's tradition of ethical business conduct.

This Code provides an overview of some of Sensata's most important policies, and it also provides critical information on how to seek guidance and report suspected misconduct. If you have a question or concern about our policies or applicable law or how our business should be conducted, please consult with your supervisor, your local HR representative, the Legal Department, or any of the other resources mentioned in this Code. Sensata has a number of resources in place to provide guidance when you are in need.

If you believe that misconduct has occurred or may occur, please report it right away. The Company will follow up on any reports received, and we absolutely prohibit retaliation against employees for making a good faith report.

In addition to being responsible for our own actions, we are also responsible for fostering a culture of compliance and business ethics and supporting each other in doing the right thing. Sensata supervisors have a special responsibility to create an ethical business culture and to address employees' concerns promptly and appropriately.

There is no conflict between excellent performance and integrity. As we work hard to make great products, we must remember that integrity not only helps maintain our reputation and the confidence of our customers, regulators and communities, but it also leads to better business results.

Sincerely,

Jeffrey Cote, Chief Executive Officer & President

Our Vision and Values

Our Vision

The name Sensata comes from the Latin word *sensate*, which means “*those gifted with sense.*” At Sensata, we have a sense of pride and integrity in everything we do.

Our Vision – or what we aspire to be is a world leader and early innovator in mission-critical sensor-rich solutions and electrical protection and first choice for our customers, employees, investors and neighbors.

Our Purpose – or why we exist is to help our customers safely deliver a cleaner, more efficient, electrified and connected world.

Every day our employees live our employee value proposition **SmarterTogether** to develop products that increase our world’s connections and understanding. Our products improve safety, efficiency, emissions, and comfort for millions of people every day in transportation, appliance, aircraft, and industrial applications.

However, none of those products is as important or as impressive as the culture that we at Sensata have built and continue to build together. Our commitment to our Vision, Purpose and Values enables Sensata to create great products for our customers, to be a great place to work for our employees, and to contribute to our communities.

Our Values

At Sensata, our Values are a critical part of who we are as a company and dictate how we will act as we seek to achieve our vision. They are a commitment that we make to each other, to our business partners, and to the communities where we operate that:

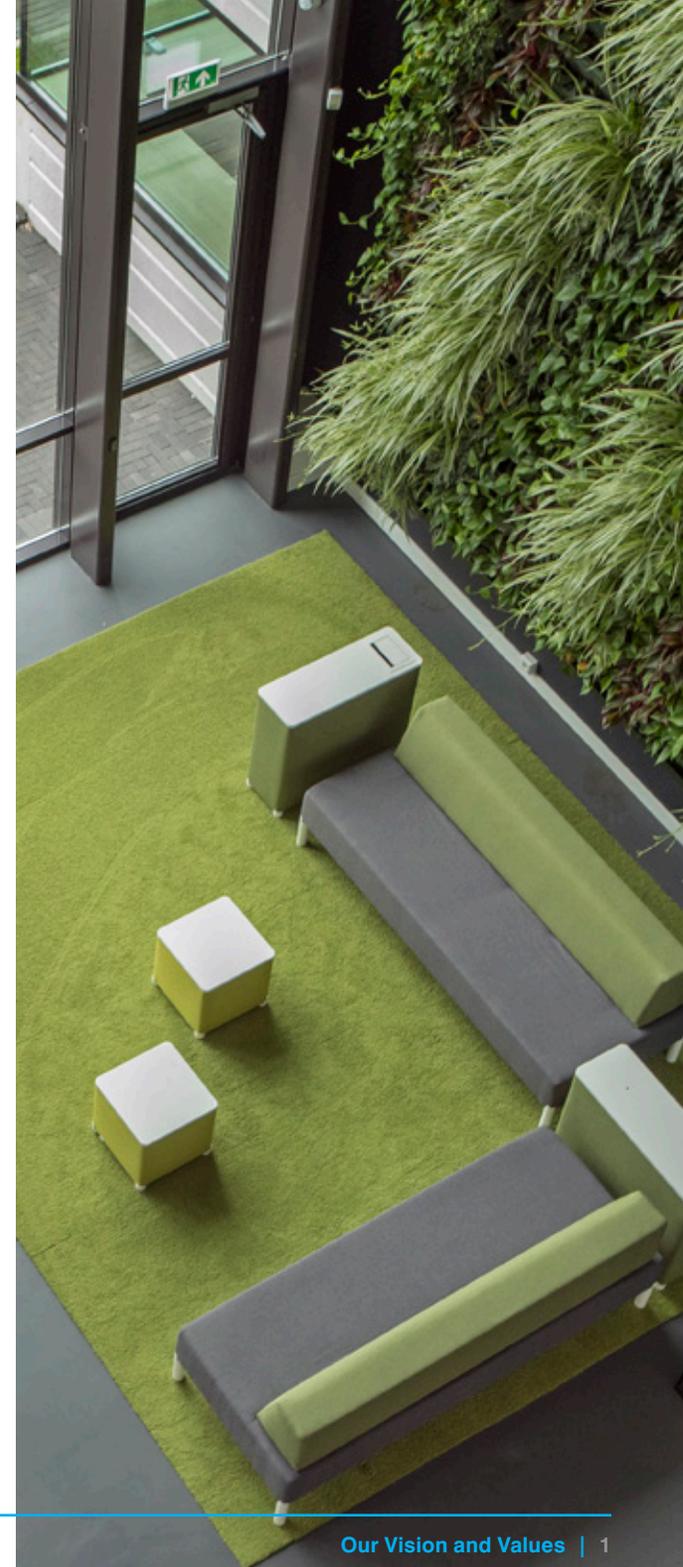
Integrity. We are open and honest with all our stakeholders. We do what’s right and deliver what we promise.

Excellence. We strive for continuous improvement in all we do. We find new, innovative ways to problem solve, grow our company and ourselves.

OneSensata. We trust, respect, and rely on each other. We recognize that a shared vision, diversity of thought, and a global team are central to our enduring success.

Passion. We have a dedicated and committed team working to solve some of the most challenging problems. We are passionate about serving our customers and building our future.

Flexibility. We operate in a dynamic, fast paced environment and act with integrity and agility to best serve our stakeholders.



I. About Our Code

Sensata's Code of Business Conduct and Ethics (the "Code") is an important part of who we are as a company. The Code:

- has been approved by our Board of Directors.
- reinforces our commitment to doing business ethically.
- is a statement of our shared values.
- sets forth the fundamental principles and key policies that govern how we do business.

Our Code Supplements Local Policies and Procedures

The contents of our Code are not intended to supersede existing local policies and procedures. Rather, the requirements set forth in our Code are *in addition to* any obligations we may have under the policies and procedures of our local site. To the extent there is a direct conflict between the Code and local policy, the Code will control, subject to applicable law.

Our Code Applies To You

The Code applies to every employee worldwide, as well as to our Board of Directors and officers of Sensata, including all of Sensata's controlled subsidiaries and entities in which the Company either owns a majority interest or manages operations (the "Company" or "Sensata"). Individuals and entities acting on behalf of Sensata, including agency-supplied personnel, agents, representatives, contractors and other third parties, must also comply with the spirit of our Code when providing goods and services to the Company or acting on our behalf. Each of us has a responsibility to read and comply with the Code.

Our Responsibilities

We each play an important role in ensuring that Sensata complies with the Code and that we uphold Sensata's Values. We must each commit to the following:

- ✓ **Read and understand** this Code and the Sensata policies that apply to your job.
- ✓ **Comply** with the letter and spirit of the law, this Code and Sensata policies.
- ✓ **Seek guidance** if you are uncertain as to the right way to proceed or you need help with any of the topics addressed in this Code.
- ✓ **Speak Up!** Report known or suspected violations of the Code, applicable law, or Company policies to your supervisor, the Ethics Hotline, or the other resources identified in the Code.
- ✓ **Cooperate** in Company investigations, audits and other reviews.

Responsibilities of Supervisors and Leaders

As a Sensata supervisor or leader, you have a special obligation to demonstrate Sensata's values and to support our employees in understanding their compliance obligations and conducting business with integrity. Sensata supervisors and leaders must commit to the following:



Create an environment of business ethics.

Create a workplace environment in which employees feel comfortable asking questions and raising concerns.



Be a role model. Set an example of doing business in accordance with Sensata's values. Never encourage or direct any employee to achieve a business result at the expense of violating our Code or the law.



Support a culture of compliance and ethics.

Encourage employees to refer to the Code. Ensure employees are familiar with the policies that apply to their jobs; support the Company's compliance training and communications; and assist in implementing compliance and ethics initiatives.



Listen and offer guidance. Be available to employees who come to you to raise concerns and ask questions. Assist employees in making ethical decisions. Also, be careful not to create an environment where employees feel they can only bring concerns to local management.



Take action and monitor for retaliation. If you become aware of suspected misconduct, refer the matter to the Ethics Hotline, Legal Department, Human Resources or any of the other resources identified in this Code. Monitor for retaliation against those employees who report suspected misconduct and those cooperating in investigations.



Consider compliance. Consider employees' commitment to compliance and Sensata values when evaluating and rewarding employees. Help employees understand that business results are never more important than ethical conduct and compliance with policies.



Comments like those listed below can create a misunderstanding for employees who hear them. Be sure to couple messages about meeting business goals with a reminder that we can only do so ethically.

“We really can't miss the quarter.”

“You must find a way to meet our performance goals.”

“Nobody needs to know about this.”

II. Our Duty to Understand, Clarify, and Act

Seeking Guidance

This Code cannot provide answers to all of your questions. If you have questions about any of the policies discussed in this Code or if you are in doubt about the best course of action in a particular situation, seek guidance from your supervisor or any of the other resources identified in this Code.

If You Sense Something Is Wrong, Speak Up!

If you become aware of a suspected or actual violation of applicable law, the Code, or Sensata policies, you have a responsibility to report your concern. Reporting suspected misconduct or other concerns helps to protect Sensata, your colleagues and our communities. It is an important way to put Sensata's vision of working **SmarterTogether** to work. Sensata provides you with a number of avenues where you can report a concern, including:

- Your supervisor or your supervisor's supervisor
- Your Human Resources Representative
- The Legal Department
- The Ethics Hotline or Ethics website

The Ethics Hotline

In addition to the many other resources listed in this Code, you can also report suspected misconduct or seek guidance in your local language by contacting Sensata's Ethics Hotline. You will find a list of telephone numbers for the Ethics Hotline at the end of this Code. You may also contact the Ethics Hotline through the secure website at www.sensata.ethicspoint.com

In most places, employees can contact the Ethics Hotline anonymously. However, please keep in mind that the more information you provide, the easier it will likely be for the company to investigate and respond to the concern.

What Happens When You Report a Concern

Reports of suspected Code violations will be appropriately investigated and treated confidentially to the extent possible in light of Sensata's need to conduct an investigation and follow up on any concerns. Employees are expected to cooperate in internal investigations of alleged misconduct. You should never conduct your own investigations. Investigations often involve complex legal issues, and acting on your own may compromise an investigation.

Our Anti-Retaliation Policy

Sensata relies on you to report suspected misconduct. In fact, it is one of your important responsibilities as a Sensata employee.

We prohibit retaliation against employees for making a good faith report of suspected misconduct or for cooperating in an investigation.

If you are aware of retaliation (against you or another employee), report it right away to Human Resources or any of the other resources identified in this Code. Sensata will investigate the matter and take appropriate action. Retaliating against a fellow employee for making a good faith report or for cooperating in an investigation violates Sensata's policies and Values, and will result in appropriate disciplinary action.

Enforcement

Subject to applicable law, Company employees who violate this Code and other Company policies may be subject to disciplinary action, up to and including termination. In addition, supervisors who, through lack of diligence or supervision, fail to prevent or report violations may also be subject to disciplinary action.



I'm uncomfortable with something that's happening at work, but I am not certain about what exactly is going on, and I don't have any proof that our Code is being violated. What should I do?

You should report the matter using the resources described in the Code. If you wait, it may be too late to prevent harm to the Company or others from a possible violation. Just let the person to whom you report know that you are not certain about the situation.



How to Make Good Decisions

When you face an ethical dilemma, you can also assess the situation by asking yourself these questions. If you have any doubts about what to do, seek advice from your supervisor, Human Resources, or any of the other resources identified in this Code.



Is the activity legal?

If NOT, don't do it.

If it is legal, ask yourself the next question. ►



Is the activity in violation of Company policies?

If YES, don't do it.

If it is in line with Company policies, ask yourself the next question. ►



Is the activity consistent with Sensata's values?

If NOT, don't do it.

If it is consistent with Company values, ask yourself the next question. ►



If the activity appeared in the news or Internet, would you be embarrassed?

If YES, don't do it.

If NOT, and you otherwise feel like it is the right thing to do, you may proceed.

We prohibit retaliation against employees for making a good faith report of suspected misconduct or for cooperating in an investigation.

III. A Sense of What's Right: We Comply with the Law

Compliance with Laws

Because Sensata is a global company, our Company's business activities are subject to extensive laws, regulations and enforcement activities around the world. The legal and regulatory landscape in which we operate is extremely challenging. Be sure you know the laws and regulations related to your job in the country (or countries) where you do business. Sometimes local customs or practices can conflict with our Code or the law. In cases like these, follow the law and our Code. If you are ever unclear about a law or regulation, contact the Legal Department.

Fair and Honest Dealing

At Sensata, we deal fairly with our customers, suppliers, competitors, employees, regulators, and everyone else. We do not take unfair advantage of others through dishonesty or unfair business practices. We make products that we can be proud of. We never jeopardize the quality of our products and we describe our products in a fair and accurate way. We do business with honesty and integrity. Always.

Our Responsibilities

- ✓ Understand the legal requirements and policies that apply to your job.
- ✓ Comply with the law.
- ✓ If you have questions about laws or regulations, ask.
- ✓ Treat our business partners and regulators fairly, honestly and with integrity.

Product and Regulatory Compliance

We produce and deliver safe and effective products and services that our customers trust. The countries in which we do business have specific regulations designed to ensure our products and services are safe and used appropriately.

We should promptly report to the applicable customer support organization any customer concerns about the quality or safety of our products and services.

Trade Compliance

Sensata does business all over the world, and we comply with all applicable laws and regulations governing how we do business across borders. Sensata is subject to numerous laws and regulations governing how we import and export products from the countries where we do business. We are also subject to laws that prohibit us from doing business in some countries or with certain individuals or organizations.

Sensata is firmly committed to compliance with U.S. trade laws and economic sanctions. Additionally, we must adhere to other trade laws and economic sanctions applicable to our business. If your responsibilities include the sale or transfer of goods, services or technology between countries, you must stay informed of current law and Company policy.

For additional information see:

- **Export Control Compliance Program**
- **Important Control Compliance Program**

IV. A Sense of Belonging: We Respect and Protect Our Employees



My supervisor asked me to skip some required safety checks to meet a customer deadline. What should I do?

Do not skip these procedures. No matter who asks you to do something, if you know it is wrong, don't do it. If you are uncomfortable discussing this with your supervisor, contact your supervisor's supervisor, Human Resources or any of the other resources identified in this Code.

I learned that one employee with whom I work recently threatened another employee. The employee who received the threat is too frightened to report it. What should I do?

Tell your supervisor, local security, or Human Resources about the incident immediately. No employee should be subject to threats. Sensata will address the situation promptly.



Workplace Health and Safety. Own It.

Sensata is committed to providing a safe and healthy workplace for our employees. Working **SmarterTogether** means that we protect each other, and that requires that we perform our duties in a safe manner at all times. We follow the Company's **Corporate Environmental Safety and Health (ESH)** and **Cardinal Rules of Environment and Safety Zero Tolerance Policies**, including understanding the hazards of each job; wearing proper personal protective equipment; and immediately reporting to our supervisors all work-related safety incidents, regardless of severity.

We are each responsible for safety in the workplace – safety is owned by every employee at every site.

For additional information, see the **Global Environmental, Safety and Health Policy & Procedures**.

Respect for Human Rights and Labor

Sensata believes that all individuals should be treated with dignity and respect.

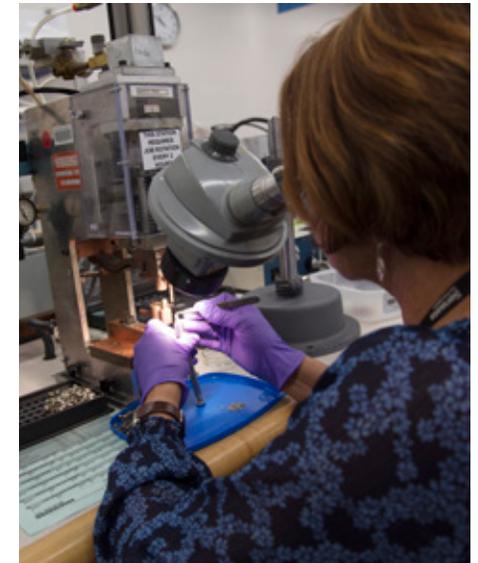
We prohibit forced labor, child labor and human trafficking in all of our operations around the world. Beyond prohibiting these practices in our own operations, Sensata prohibits such practices by our contractors, subcontractors, suppliers and their sub-suppliers. We are committed to identifying, assessing and eliminating the risks of modern slavery and human trafficking at not only our facilities and operations, but also within our supply chain.

For additional information, see our:

- **Human Rights and Working Conditions Policy;**
- **Policy on Compliance with Existing Law and Federal Acquisition Regulations (FAR) Regarding the Combatting of Human Trafficking;**
- **Supplier Code of Conduct.**

Our Responsibilities

✓ **Be Vigilant.** If your work involves selecting or managing third parties, practice due diligence and monitor activities to ensure workers are treated with dignity and respect. If you suspect behavior that violates our Code, you should report it to Human Resources, your supervisor, or any other resource identified in this Code.



A Sense of Belonging: Diversity and Inclusion

We are firmly committed to encouraging and supporting a culture where everyone has a sense of belonging. Our diversity provides a key competitive advantage, and it is a clear and strong representation of how we work **SmarterTogether**. Each person at Sensata contributes unique insights that our colleagues learn from. These diverse capabilities, which reside within our talented workforce, position Sensata to anticipate and fulfill the needs of our global customers and provide higher-quality products and services. As we continue to expand our global footprint, diversity and inclusion are essential to our success.

Employees must demonstrate dignity and respect for each other (as well as for our customers, suppliers and other business partners) and promote an inclusive work environment, where the appreciation and cultivation of each individual's attributes can be leveraged to create a vibrant, productive, and collaborative work environment.



Sensata Diversity & Inclusion

A SENSE OF BELONGING

Our diversity gives us tremendous advantages. The world is changing ever more rapidly. Our ability to grow will depend on the strength of connections we make across Sensata. Our ability to unleash different perspectives and points of view regardless of race, culture, beliefs, or country of origin is what matters.

We're talking about moving beyond tolerance to harness 100% of the potential and talent at Sensata. I firmly believe that making connections robust and sound across Sensata is crucial, and I ask your help to make that happen.

– Jeffrey Cote, Chief Executive Officer & President

Fair and Respectful Workplace Practices

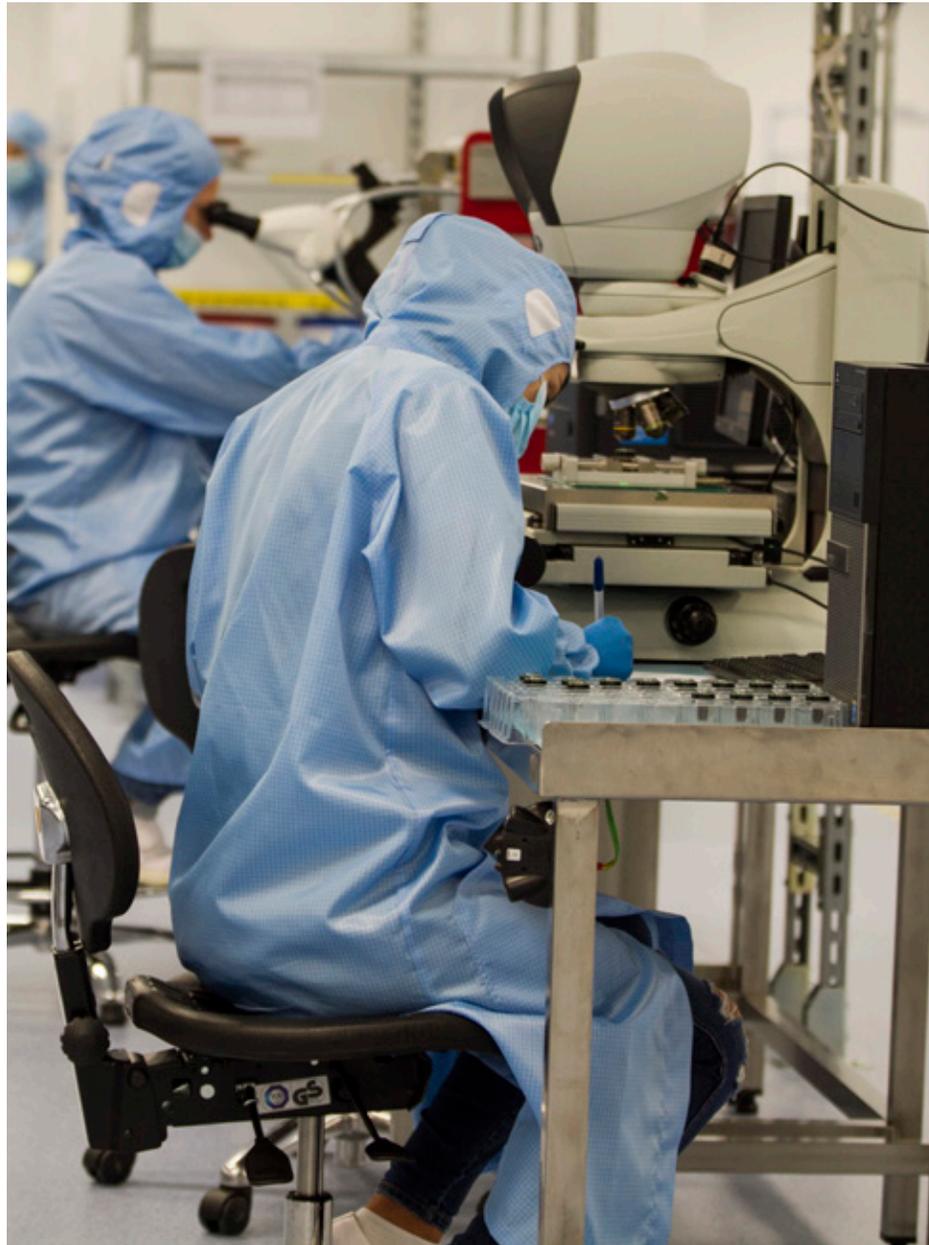
We maintain a workplace where everyone is treated fairly and with respect. We protect against unlawful discrimination or any behavior that creates an offensive, hostile, or intimidating work environment. We never target anyone for negative treatment and are fair in all employment decisions, which are based on merit and never on personal characteristics. We also prohibit sexual and other forms of harassment.

In order to keep our workplace positive and productive, any incidents of discrimination or harassment must be stopped as soon as possible.



When to Speak Up

If you observe, experience, or suspect discrimination or harassment, you are required to promptly report it to your supervisor, your local Human Resources representative, the Ethics Hotline (in accordance with local regulations for ethics hotline reporting), or any of the other resources set forth in this Code.



Some of the other employees in my group joke about the woman who sits down the hall from us, and in particular, comment on the way she dresses and walks. I know that they don't mean to cause harm, but the joking bothers me, and I'm afraid she may hear, which would be terrible. I've asked them to stop. They responded that I should improve my sense of humor. What should I do?

You should inform your supervisor or local Human Resources representative about the comments. The “jokes” are not funny to Sensata. They are instead a violation of our commitment to fairness, respect and dignity, and against our policy.

You want to apply for a job in another part of Sensata, but were told that the supervisor of the position thinks the role should be filled by a young employee. Is this permissible?

No. The Company does not allow discriminatory attitudes about age or any other category protected by law to influence hiring decisions. You should report the matter to your local Human Resources representative, the Ethics Hotline, or any of the other resources identified in this Code.



V. A Sense of Integrity: We Do What's Right

Anti-Corruption, Anti-Bribery

Bribery harms communities, causes damage to our reputation, and disrupts markets. We are committed to winning customers and selecting business partners based on merit and never because of bribery or other illegal activity.

All forms of bribery are prohibited across all Sensata operations, in all of our locations and in all of our interactions, whether with private customers or with government or public officials, and whether by Sensata employees directly or by third parties on our behalf. We do not give or accept cash or cash equivalents or anything else of value in order to secure an unfair business advantage. We do not make payments or provide any benefit to government officials to obtain business or other favorable treatment or to avoid a fine or penalty. We also do not make facilitation payments to government officials to speed up their performance.

The consequences of bribery, or turning a blind eye to suspicions of bribery, whether by Sensata employees directly or third parties in connection with our business, can be serious for you and our Company, and can include fines and criminal penalties.



What You Should Know

Bribery means offering, providing, seeking or accepting something of value to improperly influence a business decision or obtain a business advantage. Bribery does not always involve payments in cash. Bribes can take many forms and include things like entertainment, inappropriate discounts, hiring a family member of someone you seek to influence, travel that is unrelated to business, or even making charitable contributions in order to influence a business decision.

Facilitation payments are small customary amounts paid to government employees to expedite routine clerical or administrative actions such as issuing permits or licenses.



Warning Signs

Red flags that may warrant further review when selecting or working with business partners or third parties:

Is located in a country that is high risk for corruption.

Lacks experience for the work.

Objects to including anti-corruption provisions in the contract.

Requests an unusually large commission or fee.

Requests payment in cash or in a currency other than where the third party is located or the contract is being performed.

Is specified by the deciding government official as the agent with which Sensata should work.

Is related to a government official.



Our business needs a permit from the local government in order to build a new manufacturing plant. I have been talking with a consultant about assisting us in obtaining the permit, and he requested a \$50,000 retainer. When I asked him why his fees were above market rates, he said that he needs the money to “help move the process along.” He didn’t say that he was going to pay a bribe, so can I give him the retainer? We really need the permit.

The fact that his fees are above market rates is a red flag. You should not give him the retainer unless you are certain that it is not going to be used to pay a bribe or for any other illegal purpose. You should consult with the Legal Department, who will assist you in conducting due diligence on the consultant before Sensata enters into an agreement with him. Sensata can be held liable for bribery even when a consultant makes the actual payment, if the Company knew or should have known that our funds were being used for improper purposes.



When to Speak Up

If you are asked to make a payment of money or anything of value that might constitute a bribe, refuse the request and report the matter to the Legal Department or Ethics Hotline immediately. Further, if you suspect or are aware that one of our business partners is or may be making bribes, do not participate and notify the Legal Department or call the Ethics Hotline as soon as possible.



Conflicts of Interest

We all must act in Sensata's best interest, independent of outside influences. A conflict of interest occurs when your personal, financial, or family interests or relationships interfere, or may appear to others to interfere, with your ability to perform your work for Sensata objectively and in Sensata's best interest.

Sensata expects that you will not knowingly place yourself in a position that would have the appearance of being, or could be construed to be, in conflict with the Company's interests.

Conflicts of interest, whether actual or apparent, must be promptly disclosed. The Company will then determine whether a conflict of interest exists and, if so, what steps should be taken to address it.

Our Responsibilities

While it is impossible to address every situation where a conflict of interest may arise, the following are some examples of the types of situations that may create conflicts and that must be disclosed to your supervisor or Human Resources partner:

- ✓ **Significant financial interests.** If you have a significant financial interest in a company that does or seeks to do business with Sensata, including vendors, customers, suppliers, or in a Sensata competitor. A "significant financial interest" is defined as ownership of more than five percent (5%) of the outstanding capital stock of a public company or any ownership interest in a company that is not publicly traded. In addition, if you are a director, officer, partner, or have an ownership interest in a party with which Sensata is doing business, or contemplates doing business (even indirectly, by the way of example, through a family member), that interest must be approved by the Audit Committee of the Board of Directors prior to the transaction.
- ✓ **Outside employment** that interferes, or could interfere, with your ability to do your job with Sensata, including, but not limited to, outside employment with, or being a consultant to, a Sensata competitor, customer, vendor, or supplier. Employees who have been authorized to engage in outside work may not use paid time off to pursue that effort.
- ✓ **Directing Sensata's business to a supplier** when the supplier is owned or managed by members of your family or close friends.
- ✓ **Corporate opportunities**, meaning taking personal advantage of a business opportunity that you became aware of because of your work at Sensata.
- ✓ Hiring, promoting or supervising a **family member** or someone with whom you are in a romantic relationship.
- ✓ **Serving as an officer or on the board of directors or other advisory body of an outside business.** If you wish to serve as an officer or director to an outside business on your own time, you must receive prior approval in writing from the Chief Executive Officer or Chief Financial Officer. If the circumstances of the outside business change substantially, you must seek re-approval. Employees are permitted, however, to serve on charity boards or in family business that have no relationship to the Company.



My sister-in-law owns a company that wants to become a supplier to Sensata. They offer excellent service at a reasonable price, and I'd like to engage her company. Is that a conflict of interest?

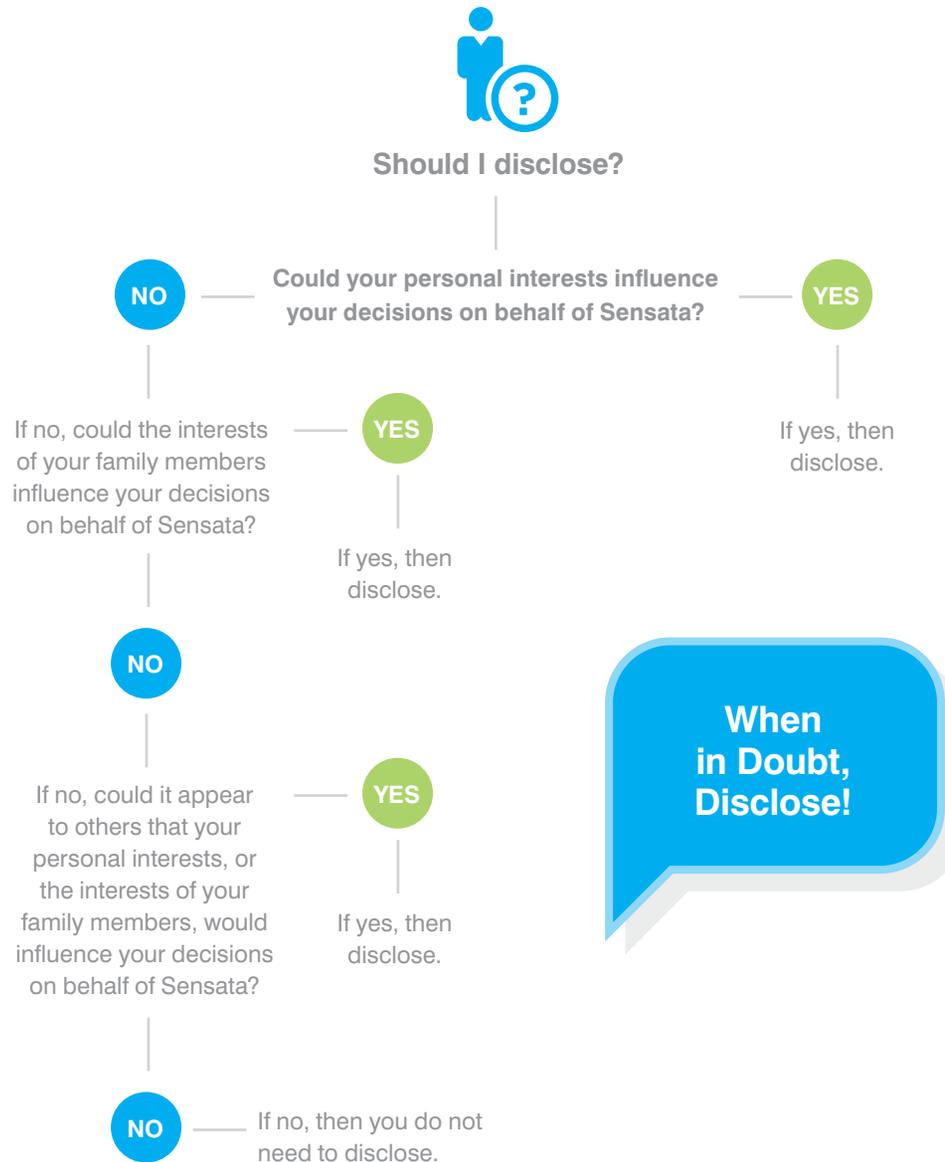
Yes. Even if you feel that your sister-in-law's company offers a better value than her competitors would, you should not be involved in a decision as to whether Sensata will do business with your sister-in-law's company. You should disclose this situation to your supervisor or Human Resources. You should not attempt to influence Sensata's decision of whether to do business with your sister-in-law's company. And, if your sister-in-law's company does become a supplier, you must not attempt to exert any influence on the relationship between Sensata and her company.

Can I provide our customers with information about my wife's Information Technology consulting business?

No. That would be an impermissible conflict of interest because it would involve using Company information for personal business purposes, and it may put our customers in an awkward position.



When to Disclose Conflicts of Interest



Gifts, Meals, and Entertainment

When you are involved in making business decisions on behalf of the Company, your decisions must be based on uncompromised, objective judgment. Never accept gifts or other benefits if your business judgment or decisions could be affected, or could appear to be affected, by the gifts.

You must never ask for gifts, entertainment or any other business courtesies from people doing business with the Company. Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount are prohibited. Giving or receiving any payment or gift in the nature of a bribe or kickback is absolutely prohibited. We also never provide or accept gifts or entertainment that is inconsistent with Sensata's standards of respect for individuals.

Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies; not excessive in value nor frequent; and given and accepted without an express or implied understanding that the recipient is in any way obligated by acceptance of the gift. Gifts that are extravagant in value or unusual in nature should not be offered or accepted without the prior written approval of your supervisor or Human Resources.

Many of our suppliers and customers have gifts and entertainment policies of their own. Be careful not to provide or accept a gift or entertainment that violates the other company's gift and entertainment policy.

For additional information, please refer to the ***Global Travel and Entertainment Policy Guidelines***.



Examples of gifts and entertainment **OKAY** to give and receive:

- A modest meal where business is discussed
- A modest gift that displays a company logo
- A gift bag from a conference with snacks and small toiletries



Examples of gifts and entertainment **NOT OKAY** to give or receive:

- Cash or cash equivalents (for example, gift cards)
- An extravagant meal for your whole family paid for by supplier not in attendance
- Airfare and accommodations to a beach resort
- Expensive electronic device such as an iPad
- Gifts or entertainment that violate Sensata's or the other company's gifts and entertainment policy





You learn through your job that Sensata is likely to acquire an interesting technology company in the next few months. Without telling him any details, you suggest to your brother that he may want to buy some stock in the technology company. Is there a problem with that?

Yes, there is a problem. Even though you didn't give your brother any details, you may have engaged in "tipping" by suggesting that he buy stock in the technology company.

In the course of my job I heard that one of our corporate customers will soon announce that it will be getting a large contract. Can I buy stock in their company?

No, because this involves the customer's inside information, which you obtained during the course of your work with Sensata.

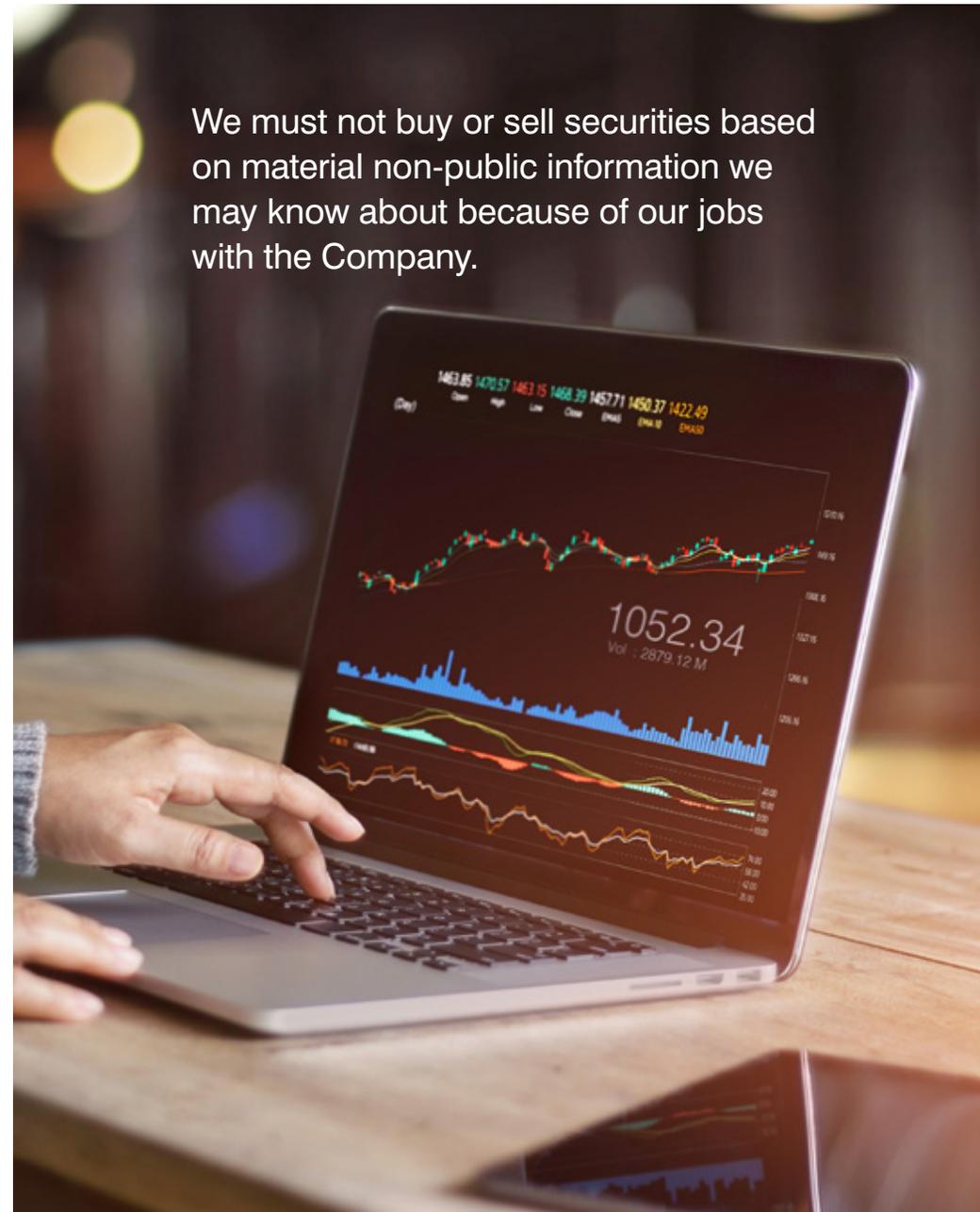


Insider Trading

We must not buy or sell securities based on material non-public information we may know about because of our jobs with the Company. This is known as "insider trading," and it is illegal. Passing such information on to someone who may buy or sell securities – known as "tipping" – is also illegal. The prohibition applies to Company securities and to securities of other companies if you learn material non-public information about other companies (such as Company suppliers or customers), in the course of your duties for the Company.

Material information is information that an investor would think important in deciding whether to buy or sell a security. Examples include financial results, new or lost contracts, new products, a significant merger or acquisition, sales results and important personnel changes.

For additional information, please see the **Insider Trading Policy**.



We must not buy or sell securities based on material non-public information we may know about because of our jobs with the Company.

Competing Fairly

While Sensata competes vigorously in all of our business activities, our efforts in the marketplace must be conducted in accordance with applicable antitrust and competition laws. Some of the most serious antitrust offenses are agreements between competitors that limit the independent judgment of a company, such as agreements to fix prices, restrict output, control the quality of products, or divide a market for customers, territories or products. You should not agree with any competitor on any of these topics, as these agreements are virtually always unlawful.

Our Responsibilities

Be aware of activities that can raise concerns under the antitrust and competition laws, such as:

- ✓ Agreeing with a supplier to limit that supplier's sales to the Company's competitors;
- ✓ Controlling resale prices in transactions with distributors or trading houses;
- ✓ Collective refusals to deal with a competitor, supplier or customer;
- ✓ Exclusive dealing agreements where a company requires a customer to buy from or a supplier to sell to only that company;
- ✓ Tying arrangements where a customer or supplier is required, as a condition of purchasing one product, also to purchase a second, distinct product;
- ✓ "Predatory pricing," where a company offers a discount that results in the sales price of a product being below the product's cost, with the intention of sustaining that price long enough to drive competitors out of the market; and
- ✓ Joining a trade association without prior approval from the Legal Department or attending a meeting at which competitively sensitive topics may be discussed.

Because these activities are prohibited under many circumstances, you should consult the Legal Department before engaging in any of them, or if you become aware of others engaging in them or other similar activities.



A competing sales executive asked me if his company and Sensata can "coordinate" bids submitted to a potential customer. Can we do this?

No. This would likely constitute illegal "bid rigging," exposing both you and the Company to serious criminal penalties.

A new hire who used to work for a competitor gave me some non-public information about a competitor. I didn't ask for it, but now that I have it, what should I do?

No matter where the information came from or what the motivation of the person giving it to you was, you should not review or make copies of the material or share it with others. Instead, you should contact the Legal Department immediately.



Doing Business with Governments

Whenever we interact with government officials, we do so with the utmost integrity, transparency, and truthfulness. If we fail to approach our interactions with integrity, we can face civil and criminal penalties, be banned from future government procurement opportunities, and incur prison sentences and reputational damage.



When to Speak Up

If you become aware of improper or unapproved activities related to government contracts or government officials, report your concerns to your supervisor, Human Resources, the Legal Department or the Ethics Hotline.

Our Responsibilities

- ✓ Comply with applicable government procurement laws and procedures, including all competitive bidding situations such as tenders, everywhere we do business.
- ✓ Submit only truthful and accurate information to government entities and government officials.
- ✓ Do not give, offer, promise, or pay anything of value to any government or government official, anywhere in the world, with the purpose or intent of improperly obtaining or retaining business.
- ✓ Do not discuss employment opportunities with government officials or members of their families.
- ✓ Only authorized Sensata individuals may respond to investigation, audit, and similar requests received by Sensata from government officials and agencies. We refer all such inquiries to our Legal Department.



I am currently working on a project where our customer is a U.S. government agency. I have heard that my primary contact at the agency is planning to leave her job soon and may be interested in working in the private sector. I think that she would be a fabulous addition to our team. Would it be okay to have very preliminary discussions with her, just to find out if she might be interested in working at Sensata?

No, that would not be okay. Sensata requires that you contact the Legal Department before having any employment-related discussions with government officials or employees. There are strict rules in this area, and Sensata must remain in compliance, which the Legal Department can assist us in doing.



VI. A Sense of Security: We Protect Our Company

Protection of Confidential Information and Intellectual Property

We all have a responsibility to safeguard Sensata confidential information and the confidential information of our employees, customers, and third parties. We do not disclose confidential information to anyone within or outside of the Company unless the recipient is an employee who needs the information to perform work responsibilities or is an outsider who has been authorized by management to receive the information. We follow all Company policies for protecting such information against theft or misuse by others. Confidential information includes all non-public information that might be of use to competitors, or harmful to Sensata or its customers or other third parties, if disclosed.

Examples of confidential information include:

- Non-public financial data
- Trade secrets and know-how
- Acquisition and divestiture opportunities
- Customer and supplier lists
- Marketing plans
- Employee personal information

Our obligation to treat information as confidential continues after our employment with Sensata ends. Also, we do not use illegal or unethical means (such as theft, spying or misrepresentation) to obtain the confidential information of our competitors.

In addition to respecting confidential information belonging to Sensata or others, we also respect and protect the intellectual property of Sensata and of other companies, including former employers. Do not violate patents, copyrights, trademarks and other forms of intellectual property, and take appropriate steps to protect intellectual property. If you have questions about intellectual property, consult the Legal Department.

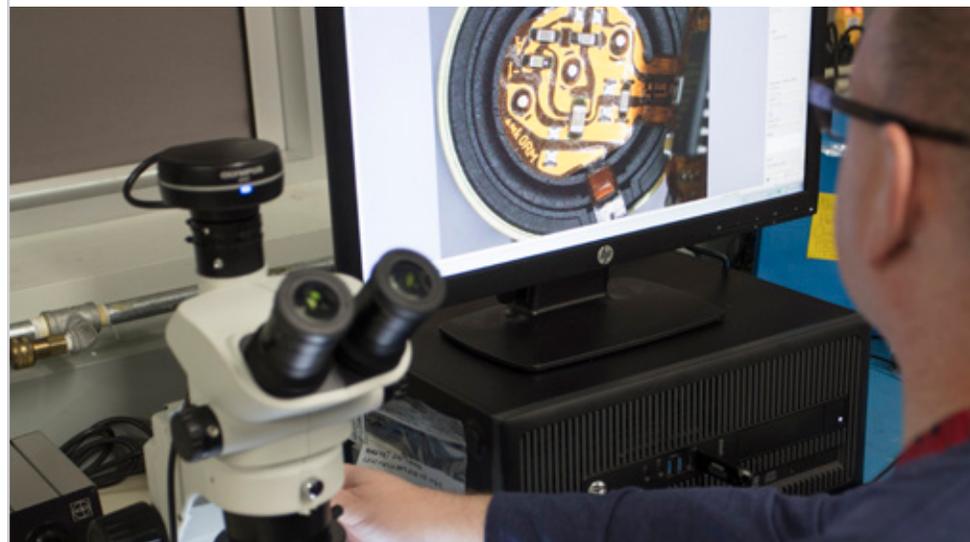


A former Sensata colleague asked me for a copy of a confidential report regarding a pricing strategy that she prepared when she was still employed by the Company. Can I provide it?

No. The fact that your former colleague previously contributed to creating the report while employed by Sensata does not mean she is allowed to receive a copy now. You should speak with your supervisor about how to respond to this request.

A new employee has joined us from a competitor, and some of his colleagues want to “pick his brain” about what the competitor is planning to do in response to a change in the market. Is this appropriate?

No. Because the new employee’s knowledge would likely be based on his former employer’s confidential information, you may not speak to him about these matters.



Business and Financial Records

At Sensata, we prepare all Company documents accurately, truthfully, and in a timely manner. We also make full, fair, accurate and timely disclosures in reports and documents that we file with government regulators, including periodic financial reports. When applicable, documents must be properly authorized. We do not establish any undisclosed, unrecorded or off-the-record accounts for any purpose.

Financial Records

The accuracy of our financial and other business records depends on each of us properly recording information in the Company's books and records, including sales, expenses, costs, payroll, test data, environmental data, and regulatory data. We record the Company's financial activities honestly, ethically, transparently, and always in compliance with applicable laws and accounting practices. Never make false or misleading entries in Company records. Never omit information from our records that is required to be recorded. Like all Company records, expense reports and time keeping records must also be accurate. Any expenses you make on behalf of Sensata must also be appropriately authorized.

We never alter financial, production, or other data to meet the numbers, meet our performance goals, or for any reason not

related to actual financial performance. Nor do we pressure or suggest to other employees that they do so. In addition, we do not delay reporting negative financial results. All financial information – whether good or bad – should be accurately and timely reported. And never inappropriately hold back reserves or profits when a project is doing well in order to protect against possible bad numbers in the future.



When to Speak Up

If you hear comments like these – Speak Up!

"Make the numbers work"

"Hold off on processing those vendor invoices until next quarter"

Business Records

We must maintain Company records for a time and in a manner required by law and Company policy. If you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact the Legal Department. You must retain all records that may be responsive to the subpoena or relevant to the litigation or investigation until you are advised by the Legal Department as to how to proceed. Where applicable, consult your local records management policy for additional information.



It is the last week in the quarterly reporting period. My supervisor wants to make sure we meet our numbers for the quarter, so he asked me to record a sale, even though the documentation will not be completed. I guess this won't hurt anyone. Should I do what he says?

No, you should not. Unless a policy provides otherwise, sales can only be reported after the contract has been finalized. You should report this matter to the Legal Department, the Ethics Hotline, or through any of the other resources identified in this Code.

A colleague asks you to delete certain emails because he believes a lawsuit will be filed and the emails could be embarrassing to him. May you do this?

No. It would violate our policy – and possibly the law – regarding preservation of records relevant to a legal dispute. You must also report the matter using the procedures outlined in this Code.





I left my laptop on an airplane, and my passwords were on a yellow sticky on the bottom of my laptop. What should I do?

Immediately file a police report about the missing laptop, and ask the police for a copy of the report. Then immediately contact Sensata’s Information Technology Department to report the situation. You may be asked to undergo additional training on Information Technology Security. You should never keep your passwords with your laptop, and you should work with IT Security to ensure that your laptop is encrypted and otherwise appropriately protected.

My supervisor asked me for my computer password because I am going to be on vacation. Is this okay?

No. There is no business reason that would require you to provide your password to your supervisor.



Security and Cybersecurity

Each one of us is responsible for adhering to Sensata’s security procedures and for protecting Company and customer property. Paying attention to security and to situations that could lead to the loss, misuse or theft of Company or customer property is the best way to help to ensure a secure workplace and protection of the Company’s assets. We must take necessary measures to secure our computers, passwords, and other technology resources. Report unusual or suspicious situations to your supervisor or the Information Technology Security Department right away.



Protecting Privacy

We care about the privacy of our customers and employees. At Sensata, we are committed to collecting, handling, and protecting personal information responsibly, and in compliance with applicable privacy and data protection laws.

We always:

- Collect and use personal information only if we have the right to do so and only for legitimate business purposes.
- Take special care to limit access to personal information on a “need to know” basis.
- Disclose, use, and transfer personal information consistent with applicable law and Sensata’s policies.
- Protect personal information from loss, misuse, or disclosure.

We have implemented policies and procedures to ensure compliance in this area. We are all responsible for being familiar with and complying with those Company policies and applicable laws and regulations that pertain to our work.

For additional information regarding our policies to help ensure compliance with data protection laws, please refer to Sensata’s **Personal Data Protection Policy** and the **Employee Privacy Statement**.

Examples of Personal Information

- Social security and other government identification numbers
- Medical information
- Email addresses
- Telephone numbers
- Home addresses
- Credit card information
- Consumer credit information
- Names and other information regarding family members



When to Speak Up

If you think a data breach has occurred, including the potential loss or theft of personal information data, report it immediately to the *Information Security Department*.

Representing Sensata with the Press, in Public, and in Social Media

Our communications about Sensata with the media, analysts, and regulators should always be accurate. Employees may not speak with the press, analysts or regulators on behalf of Sensata or as a Company representative unless expressly authorized to do so. Media inquiries should be sent to Corporate Communications for response and investor inquiries should immediately be sent to the Company's Investor Relations Department.

Use good judgement in your use of social media and other online activity. Generally, your participation in external social media sites should take place on your personal time, except to the extent that your responsibilities for the Company include interaction with social media. You should never use social media to:

- Intimidate, harass or discriminate against others.
- Discuss or disclose any confidential financial information, other non-public proprietary Company information, personal information, or any confidential information regarding our clients or other business partners.
- Violate the copyrights, trademarks, or other intellectual property rights of Sensata or any third party.

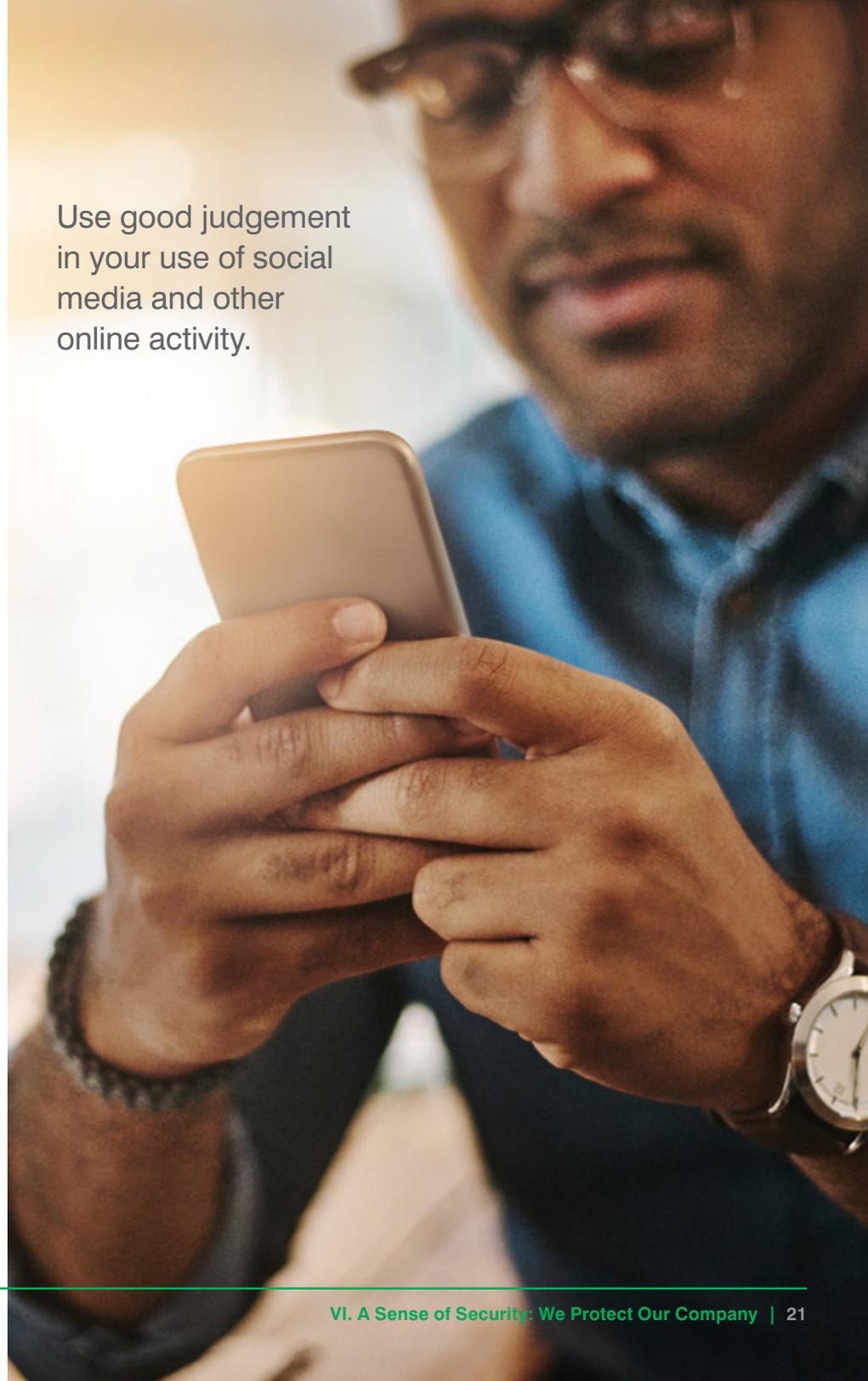


I just read an online article that contained inaccurate information about a Sensata development that I am very familiar with. Is it okay if I respond in the “Comments” section so that I can correct this mistake?

No, that is not okay. Only those employees who have been authorized to speak on behalf of the Company may do so. You should instead notify Corporate Communications or your supervisor about the article so that appropriate steps can be taken to respond.



Use good judgement in your use of social media and other online activity.



VII. A Sense of Community: We Care for Our Environment and Our Neighbors

Sustainable Business Practices

Sensata is committed to environmental stewardship. We comply with applicable environmental laws, and we are committed to continuous improvement of our environmental practices, as well as to prevention of pollution, injury and ill health. We are each responsible for knowing the environmental responsibilities that apply to our jobs and conducting business in accordance with those responsibilities.

Sensata has adopted a Global Environmental, Safety and Health Management System in order to help ensure the Company's compliance and continuous improvement. Employees should be familiar with the Company's policies and practices in this area. For additional information, please refer to the **Global Environmental, Safety and Health Policy and Procedures**.



We use a contractor to dispose of several regulated substances. Based on some comments I've heard from their employees, I think that they may not be disposing of these substances legally. Since it's a contractor who is out of compliance, does it matter to us?

Yes, it matters. What the contractor is doing could create liability for our Company, and, even if there were no legal liability, it would still matter. Don't look the other way if you have reason to think one of our business partners is out of compliance. Talk with your supervisor, the facilities department, or any of the other resources identified in this Code.



Sensata is committed to environmental stewardship.



Community Involvement and Corporate Citizenship

At Sensata, we engage in a positive way with the communities where we do business. We respect local people and cultures, comply with applicable laws, and seek to make a positive difference everywhere we operate. We also encourage employees to engage in their local communities and support initiatives that strengthen those communities. If you are involved in charitable activities outside of work, please disclose any conflicts of interest related to those activities, and do not use Company time or resources in furtherance of those activities unless you have permission to do so.

Political Activities

Sensata participates in the political process only in ways that we are permitted to and in ways that will help governments understand certain issues that are important to the Company. Sensata is committed to compliance with the laws and regulations governing what Sensata may do in terms of contributing to and interacting with governments and government officials.

In order to ensure compliance with the many laws that apply in this area, employees may not give or offer Sensata funds or assets as a political contribution without obtaining pre-approval from the Legal Department. In addition, you may not seek to influence legislative or administrative action on behalf of Sensata without first obtaining approval from the Legal Department.

While the Company encourages employees to be involved in their communities, including the political process, please understand that your participation in the political process, including any donations, must be for yourself individually, on your own time, and at your own expense. The Company does not reimburse employees for political contributions. In addition, your work time may be considered the equivalent of a contribution by the Company. Therefore, you will not be paid by the Company for any time spent running for public office, serving as an elected official, or campaigning for a political candidate.



My supervisor asked me to contribute to the campaign of our city mayor. The mayor has been very supportive of Sensata, and my supervisor told me that the Company will “make it up to” me. Is that allowed?

No, that is not allowed. You should decline the request and report the matter using the procedures described in this Code.

I recently received a request to attend a fundraiser for my local Congressional representative, who supports a number of policies that benefit Sensata. I plan to make a donation from my personal funds, but I am out of the country at the moment for a work trip. Is it okay if I ask my Company assistant to send a personal check via overnight delivery to the campaign?

You cannot use Company resources in furtherance of personal political activities, so it is not okay to involve your Company assistant in this activity or to use Company resources to overnight a check.



VIII. Final Thoughts

Waivers of the Code

Waivers of the Code for directors and executive officers may be made only by the Board of Directors or the Audit Committee of the Board and must be promptly disclosed as required by law and regulation.

Not an Employment Contract

The Code does not alter the terms or conditions of your employment with Sensata. It does not constitute an employment contract or an assurance of continued employment.

No Rights Created

This Code is a statement of the fundamental principles that govern the conduct of the Company's business. It is not intended to and does not create any obligations to or rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.

In Closing

Thank you for taking the time to review our Code of Business Conduct and Ethics. As we conduct our Company's business, we will often face difficult decisions. Remember that Sensata provides you with a number of resources to help when you need additional guidance or would like to report a concern. If you become aware of behavior that violates our Code, applicable law or Sensata's standards, report it. And remember that we absolutely prohibit retaliation against employees for making a good faith report.

Ultimate responsibility to ensure that Sensata complies with the many laws, regulations and ethical standards affecting our business rests with each of us. Sensata counts on you to be familiar with and conduct yourself in compliance with those laws, regulations and standards and the Company's policies and guidelines pertaining to them. Only when we work **SmarterTogether** with integrity and in accordance with our values can we achieve our business goals and maintain the trust of our customers, suppliers, regulators, communities and each other.



Reporting Concerns

Maybe you sense that something is not right at work. Maybe you saw something or heard about an act that may violate our Code, our policies, or the law. If so, you have a responsibility to speak up by reporting your concerns right away – even if you are not sure that a Code violation has occurred. Sensata offers multiple channels for reporting actual or suspected Code violations. You can go to:



- Your direct supervisor
- Your supervisor's supervisor
- Human Resources
- Ethics Hotline or [website](#)
- Legal Department

We understand that being the voice of integrity isn't always easy, but when we raise integrity concerns, we make Sensata stronger and build trust with each other, with our customers, with our suppliers, and with other business partners.

EthicsPoint is a service run by an independent third party, is available 24-7 and allows you to remain anonymous, where permitted by law. You may either call or report online. Translation services are also available.

Country	Access Code Dial direct access code first. At the English prompt, dial hotline number.	Hotline Number (toll-free)
Belgium	0-800-100-10	844-765-6699
Brazil		0800-892-0808
Bulgaria	00800-0019	866-307-3538
Canada		1-844-765-6699
China		4006000265
India	800-0117	844-765-6699
Italy		800-790012
Japan		00531-11-0489 (KDDI) 0066-33-830717 (Softbank Telecom) 0034-800-600347 (NTT)
Korea		00308-13-3138
Malaysia		1-800-81-8738
Mexico		001-844-860-6707
Netherlands		08000200012
Poland		00-800-151-0229
United Kingdom		0808-234-2249
United States		1-844-765-6699
Cyprus, France, Germany, Singapore, Sweden, Switzerland and Taiwan		www.sensata.ethicspoint.com

[Download complete list \(PDF\)](#)

