



MTS



## Global Code of Ethical Business Conduct

Leading with Integrity

be certain.

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## A LETTER FROM OUR CEO

To achieve our strategies and be the best in our industry requires a commitment from all of us to uphold the core values that have always made MTS so special. Customers trust us to help them solve their complex challenges and meet their needs. With our continued growth objectives, it is more important now than ever to remember that our actions tell customers and business partners who we are and what we believe.

With this in mind, we have updated our Global Code of Ethical Business Conduct with a more comprehensive document which will serve to guide all of us as we work hard every day to care for our customers, employees and communities. Having a consistent roadmap to guide our behaviors and decisions helps us remain successful and true to our mission. However, it is not a substitute for good judgment, nor does it cover every situation encountered, so when in doubt speak up - to your Supervisor, Human Resources (HR), Local Business Ethics Committee, Business Ethics and Compliance Office, Office of General Counsel (OGC) or call the AlertLine for support, without fear of retaliation.

It is important for each and every one of us to read, understand, and live what is outlined in our Global Code of Ethical Business Conduct. Our Code applies to all levels of the Company including employees, board members and officers alike. We have established a foundation of trust and it is up to us to protect this reputation. Having a solid Code of Conduct is fundamental in our continued journey to provide our customers with the best testing hardware, software, services solutions and high performance sensors.



Dr. Jeffrey A. Graves  
President and  
Chief Executive Officer



## OUR SHARED VALUES

The MTS Values reflect the deeply held beliefs that make MTS a vital partner for customers, employees, vendors and suppliers around the world. Every day, we reinforce our values through the collective and individual actions we take on behalf of our Company.



ACCOUNTABILITY



CUSTOMER COMMITMENT



INNOVATION AND PASSION



INTEGRITY



INVEST IN OUR FUTURE



RESPECT

### Accountability

We are empowered to make decisions and accept responsibility for our performance.

- » We demand excellence from ourselves and superior quality from our offerings
- » We analyze our successes and failures and learn from each experience
- » We set goals, measure performance and reward results
- » We show flexibility to adapt to change

### Customer Commitment

We partner with our customers and are committed to their success.

- » We listen to our customers and anticipate their needs
- » We believe our customer relationships are a professional and personal responsibility
- » We respond quickly and efficiently to customer requests

### Innovation & Passion

We thrive on delivering extraordinary solutions to our customers' most complex challenges.

- » We are technology leaders in the industries we serve
- » We are motivated and possess a healthy spirit of competitiveness
- » We show pride and dedication in everything we do

### Integrity

We honor our commitments.

- » We follow ethical and compliant business practices
- » We lead by example
- » We make decisions based on facts
- » We are honest with our stakeholders, transparent in all we do

### Invest in our Future

We are committed to both short and long-term results.

- » We continually invest in our people, technology and solutions to meet and exceed our customers' expectations
- » We seek continuous improvement in our processes to be more productive
- » We are committed to creating an environment of growth and development for all employees

### Respect

We support a "speak up" culture, encouraging transparency and enabling trust.

- » We believe in open and honest communication
- » We work in a cooperative manner that values the dignity of all
- » We value collaboration across all functions and geographies, actively sharing information and ideas

# USING THE GLOBAL CODE

The Code helps us understand how MTS values are put into practice every day

## Introduction

The MTS Global Code of Ethical Business Conduct is built on our core values and highlights the principles that guide our actions. It provides questions and answers for situations encountered on the job, and lists resources for help or further information.

However, the Code cannot address every possible workplace situation or list all of MTS' corporate policies and procedures. Use it for guidance about our ethical standards and where to take questions or concerns.

Our Code applies to employees, officers, directors and anyone conducting business on behalf of the Company, such as contractors, consultants and business partners.

When each of us follows the Code, we communicate our commitment to the values that have made MTS admired both as a business partner and as a valued citizen of the global community. It is important to note, however, that failure to follow the Code could result in disciplinary action, up to and including termination, criminal prosecution or both.

## Protection Against Retaliation

MTS forbids retaliation against anyone who asks questions or voices a concern in good faith. Anyone who engages in retaliation against someone who asks questions or voices a concern will face discipline, up to and including termination, regardless of that person's position or stature within the Company. Our position on retaliation translates directly to our MTS Values of Accountability, Integrity and Respect which provide a solid foundation for our ethical culture.

## Waivers

Waivers granted under the Code will be disclosed in accordance with applicable laws.

## Ethical Decision Making

Ethical decision making is essential to the success of our Company. There are no shortcuts in doing what is right. When faced with a difficult situation, asking ourselves the questions below can help us to make the right ethical decision.



"Good faith" does not mean that we are always right. It does mean that we sincerely believe a legitimate issue exists.

<b>1. Is this legal?</b>	<b>No</b>	Don't do it.
	<b>Not sure</b>	Contact OGC for guidance
<b>2. Is this consistent with our Company Values?</b>	<b>No</b>	Don't do it.
	<b>Not sure</b>	Talk to your Supervisor, HR, OGC, Local Business Ethics Committee or Business Ethics and Compliance Office.
<b>3. Does this comply with corporate and local policies and procedures?</b>	<b>No</b>	Don't do it.
	<b>Not sure</b>	Consult the policy/procedure. Talk to your Supervisor, HR, OGC, Local Business Ethics Committee or Business Ethics and Compliance Office.
<b>4. Do I feel this may be wrong, but feel pressured to do it anyway?</b>	<b>Yes</b>	You should voice your concern. Report this to your Supervisor, HR, OGC, Local Business Ethics Committee, Business Ethics and Compliance Office or through the AlertLine.
<b>5. Do I feel good about my decision?</b>	<b>Not sure</b>	Talk to your Supervisor, HR, OGC, Local Business Ethics Committee, Business Ethics and Compliance Office or contact the AlertLine.
	<b>Yes</b>	Proceed. You are on the right course!

### Doing Right also includes looking back on our decision. Ask ourself, "Did I do the right thing?"

**Not sure.** Talk to your Supervisor, HR, OGC, Local Business Ethics Committee, Business Ethics and Compliance Office or contact the AlertLine.

**No.** We may need to report this to your Supervisor, HR, OGC, Local Business Ethics Committee, Business Ethics and Compliance Office or through the AlertLine.

**Yes.** Great Job! We are helping to live our MTS Values.

## OUR ROLE AND RESPONSIBILITY

### Each of us has a responsibility to speak up

All of us must obey the letter and the spirit of the law at all times, wherever we live or work. Each of the countries where our Company does business has its own laws, regulations and customs. Sometimes there can be significant differences from one place to another, and even between regions within a single country. However, no matter where we work, we are all responsible for respecting all applicable laws and following the policies in our Code.

#### Our Responsibilities

- » Read through the entire Code.
- » Think about how the Code applies to your job, and consider how to handle situations to avoid improper, illegal or unethical actions.
- » Use the questions and answers to help clarify situations encountered.
- » For questions, ask your Supervisor, a manager or contact one of the other Company Resources listed in the Code.

#### Supervisor Responsibilities

While we are all expected to use good judgement in our personal conduct, those of us who manage others are expected to set an example of excellence. Supervisors can do this, in part, by adhering to the following standards:

- » Lead by example
- » Create and promote an open door environment
- » Promptly escalate reports from employees to HR, OGC, Local Business Ethics Committee or the Business Ethics and Compliance Office
- » Acknowledge and appropriately recognize employees for their sound ethical conduct in a timely manner

#### Authority

In addition to knowing and understanding this Code, each of us must understand the level of authority included in our job. We must all be careful to act within the limits of that authority.

#### Guidance

No code or manual can provide complete answers to all questions. In the end, we must rely on our good sense of what our Company's high standards require. This includes knowing when to seek guidance on the proper course of action. We should expect timely and specific guidance from our Company Resources.

Some of us have jobs that require more detailed knowledge of particular compliance topics than our Code provides. In this case, your Supervisor will direct you to the appropriate policies and guidelines.

#### Asking Questions and Reporting Concerns

Each of us must speak up promptly if there is any reason to suspect that anyone in MTS or its affiliates has violated Company policies or local laws. Reporting misconduct will help contribute to living our values and the ethical culture of the Company. We must also report any activity that could damage the Company's reputation. Every employee is expected to cooperate fully with any investigation. The reported information will be treated confidentially to the extent allowed by local laws and we will always uphold our non-retaliation policy. We offer avenues for asking questions and reporting business ethics and compliance concerns:



**Q:** I observed a situation that I suspect is a violation of our guidelines. Should I report this situation even if I am not completely certain that there is a problem?

**A:** All employees are responsible for immediately reporting possible violations to your Supervisor or another Company Resource. While reporting to your Supervisor is usually best, you may also contact any of the Company Resources. Reports may be made anonymously. They will be taken seriously, treated confidentially and investigated as appropriate. It is better to report a suspicion that turns out not to be an issue than to ignore a possible violation of the law or Company policy.

#### Company Resources

- » Your Supervisor or other member of management
- » Local Business Ethics Committee
- » Business Ethics and Compliance Office 00+1+ 952.937.4209
- » OGC 00+1+ 952.937.4286
- » MTS AlertLine\*
  - <https://mts.alertline.com>
  - Regional phone numbers are available on Ethics posters or the MTS intranet

*\*Some locations may restrict anonymous access to the AlertLine or the role of the business ethics committee*

Country	Direct Access Number	AlertLine Number
North America		888-321-5562
China, PRC (Northern region)	108-888	888-321-5562
China, PRC (Southern region)	108-11	888-321-5562
Japan (KDDI)	00 539-111	888-321-5562
Japan (NTT)	0034-811-001	888-321-5562
Korea (Korea Telecom)	0072-911	888-321-5562
France	0800-99-0011 or 0805-701-288	888-321-5562
Germany	0-800-2255-288	888-321-5562
Italy	800-172-444	888-321-5562
Sweden	020-799-111	888-321-5562
United Kingdom (BT)	0800-89-0011	888-321-5562
United Kingdom (C&W)	0500-89-0011	888-321-5562

# WORKING TOGETHER

We value the uniqueness of each individual and the perspective and talents they bring

Our employees are our Company's most valuable resource and are essential to its success. In the course of our daily work, we use our creativity, experience, technology and perseverance to find innovative and practical solutions to all challenges that arise. It is the people of MTS who make the company what it is and who contribute to making the world a safer place. Our values are the foundation of how we work together.

## Respectful Work Environment

We are committed to creating and maintaining a workplace that drives the success of MTS by working together respectfully and inclusively. We each play a role in creating and maintaining this type of environment. This means we must make all employment decisions based on a principle of mutual respect for one another and consistent with all applicable laws.

## Preventing Workplace Violence and Harassment

The Company prohibits actual or threatened violence against co-workers, visitors or anyone else who is either on our premises or has contact with employees in the course of their duties. Every threat of violence is serious. We must report any such event immediately.

MTS is also committed to a workplace free from harassment. If confronted with harassment, report the concern to a Company Resource, without fear of retaliation.



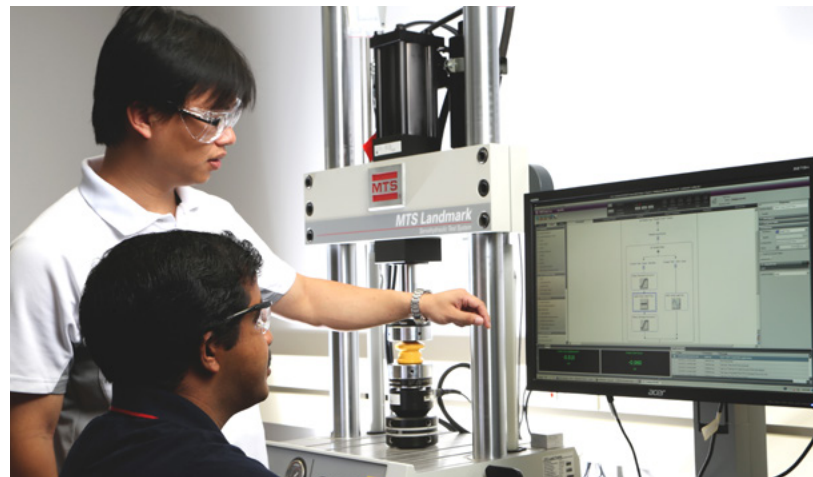
Q: Yesterday, I had an argument with a co-worker that almost escalated into a physical confrontation when he challenged me to meet him outside. I believe he may try to harm me at some point. What can I do?

A: Report the incident to your Supervisor, Human Resources or Security, without fear of retaliation.

## Employment Laws

MTS is committed to conducting our business in a manner consistent with all applicable employment and human rights laws, rules and regulations wherever we operate. This means, in part, we provide reasonable working hours and fair wages for those who work on our behalf. We have a zero-tolerance policy for the use of child labor, forced or indentured labor or human trafficking practices. We will not knowingly do business with business partners, vendors, or suppliers who engage in these practices.

Harassment is any unwelcome conduct that creates an intimidating, hostile or offensive work environment that interferes with an employee's work performance.



## We Respect Diversity and Provide Equal Employment Opportunities

We are also deeply committed to promoting equal opportunities at every level within our Company. MTS unconditionally prohibits harassment, discrimination or retaliation in any decision involving personnel hiring, placement, promotion, demotion, transfer, training, compensation, benefits or termination of employment.

Furthermore, we will not tolerate discrimination based on any group, class or protected category.

### ADDITIONAL RESOURCES

1. SEC-001 Global Workplace Violence Prevention and Intervention
2. HR-013 Harassment Free Workplace
3. HR-024 Global Human Rights
4. HR-001 Equal Opportunity Employment

## WORKING TOGETHER

We are committed to a safe workplace and employee data privacy

### Safe Workplace

Safety is a shared responsibility at MTS. The Company is committed to maintaining compliance with the highest health, safety, and security standards. This means that we comply with all applicable laws, rules and regulations, as well as all posted safety procedures. No activity is so urgent that we cannot take the time to do it safely. We consistently promote safe work practices and avoid risk to our fellow employees, business partners and the environment. We also implement programs, training and internal controls necessary to achieve these goals. If you have a concern about Environmental, Health, and Safety (EHS), please contact your Supervisor or your location leader for EHS.



Q: I think an unsafe condition in our work area poses a risk to employees. Can the Business Ethics and Compliance Office look into this?

A: The Business Ethics and Compliance Office will assist in having subject matter experts in our Environmental Health and Safety function investigate and work to resolve the issue.

### Employee Data Privacy

Employees may occasionally share sensitive personal, medical and/or financial information with the Company. MTS is committed to protecting private personal information, whether in paper or electronic format, and to following applicable laws.

It is our policy to prohibit access to this type of information without specific authorization based on a business-related need. If you have access to this information because of the nature of your job, you are required to exercise special care to safeguard it. Use it only to do your work and make sure to follow all Company policies about handling confidential information.

Examples of private personal information include the following:

- » Employment history
- » Benefits information
- » Medical records
- » Compensation information
- » Contact information, such as home address and telephone numbers



#### ADDITIONAL RESOURCES

1. HR-011 Health Insurance Portability and Accountability Act (HIPAA) Privacy and Security Policy
2. OGC-023 Safe Harbor Policy for European Union Employee Data



## SERVING OUR CUSTOMERS

We are committed to our Customers' success

### Antitrust Compliance

We compete fairly and honestly, not through unethical or illegal business practices in restraint of trade which may reduce competition. We abide by applicable antitrust laws whenever we form alliances or teams, and wherever we do business. We prohibit entering into agreements with competitors to influence prices; to boycott specific suppliers or customers; to allocate customers or territories; to limit production or sale of products or product lines for anti-competitive purposes; or, to engage in other anti-competitive behavior. Employees involved in any dealings with competitors should never engage in anti-competitive discussions, and if approached by anyone to enter such discussions, must report the matter to OGC. Any business arrangement with a competitor must be reviewed and approved by OGC to ensure compliance with antitrust laws.

### Fair Dealing and Competition

We must always remember that ethical business behavior is good business and that we should maintain transparent and honest practices in our role at MTS. Truthful and accurate communication of information about our products and services is essential to meeting our commitments to our customers. Employees must be honest in preparing bid proposals based on properly estimated cost and pricing data and be truthful in negotiating contracts. We must never do anything to compromise the integrity of the bidding process. Excellence in performance must be based on our compliance with contract specifications and associated quality and testing requirements. We seek to outperform our competition fairly and honestly, and never through unethical or illegal business practices, such as the use of intellectual property or other proprietary information not owned by MTS or authorized for use by the rightful owner.



Antitrust laws regulate trade and commerce by preventing unlawful restraints, price-fixing, and monopolies; by promoting competition; and, by encouraging the production of quality goods and services at the lowest prices.

### Accurate Business Records, Financial Records and Record Management

Accurate business records are essential for internal decision making and for the benefit of shareholders, investors, regulators and others who rely on them. Each of us has the responsibility to assure our records are current, accurate and complete.

Our books, records, accounts and financial statements must properly document all Company assets and liabilities, and accurately reflect all Company transactions. These records should be sufficiently detailed and maintained in accordance with applicable accounting and OGC requirements and standards, as well as internal controls.

Truth and accuracy of reporting is required. We cannot tolerate the creation or approval of records that are inaccurate, false or misleading.

It is fraudulent and a violation of our Global Code of Ethical Business Conduct to: submit inaccurate expense reports; alter, remove or destroy documents except in accordance with our Record Retention policy; inaccurately record time for reporting purposes; falsify quality, safety or environmental reports; process or submit false or inaccurate invoices; record false revenue; understate or overstate known liabilities or assets; and, approve inaccurate information for publication or other use.

Managing our records is a critical component to building trust. "Records" include all electronic, emailed, imaged and paper documents created, received and maintained as evidence or information used by the Company for regulatory, accounting or business purposes. Effective management of these documents allows us to meet our business needs and ensure they are available when needed. It also helps us comply with all applicable laws and regulations and preserves relevant documents in case of litigation, audits, or investigations. If you have a concern in this critical area, speak up to a Company Resource, without fear of retaliation.



- Q: A customer selected "Reply to All" on an email that contained a competitor's quote, sending it to multiple competitors, including MTS. What should I do?
- A: Do not open the quotation. Contact your Supervisor and OGC. Direction will be provided to delete the email and determine the steps necessary to notify the customer and competitor if necessary.

#### ADDITIONAL RESOURCES

1. OGC-017 Antitrust
2. OGC-019 Independence of Pricing and Prohibition of Collusion
3. FIN-008G Global Travel and Expense Policy
4. FIN-006 Labor Policy
5. OGC-007 Records Retention

## SERVING OUR CUSTOMERS

Our Customers depend on us to deliver reliable, safe and quality products

### Product Quality and Safety

We must ensure that all of our products are designed and manufactured in compliance with all applicable safety laws and regulations, quality requirements and specifications. Our customers depend upon us for reliable, safe and quality products. It is never acceptable to cut corners, falsify documentation, skip an inspection or use an undocumented process.



Q: A customer has a question about compliance with a product safety standard. Who should I contact?

A: Thank them for asking the question and coordinate with our Product Safety subject matter expert to provide a response. Email: [productcompliance@mts.com](mailto:productcompliance@mts.com)



# PROTECTING OUR STOCKHOLDERS AND OUR COMPANY

We expect each other to act in the best interests of the Company

## Conflicts of Interest

At MTS, we always expect one another to act in the best interests of the Company. This means that business decisions should be made free from any conflict of interest. They should also be impartial. We must make our decisions based on sound business reasoning. Conflicts of interest may occur when an individual's outside activities or personal interests conflict, or appear to conflict, with his or her responsibilities to MTS. An outside activity would be considered a conflict of interest if it:

- » Has a negative impact on our business interests
- » Negatively affects MTS' reputation or relations with others
- » Interferes with an individual's judgment in carrying out his or her job duties



Q: I want to take a part-time job or start a new company, but a co-worker said I need to have that reviewed and approved by the Company. This is my business, why does the Company need to know?

A: The Company needs to be sure the part-time work or new company does not interfere with our MTS work or with our business interests. We need to conduct a conflict of interest review. Complete the Outside Business Interest Disclosure Form which can be found on the OGC website. The Company will remind you that no Company time or resources may be used for the secondary job or new company. If there are no issues, or if any of the concerns can be addressed, your proposed part-time job with another organization will likely be approved.

## Examples of Conflicts of Interest:

- » Compete against the Company
- » Use of position or influence to secure an improper benefit for themselves or others
- » Use Company information, assets or resources for personal gain or the improper benefit of others
- » Accepting or using a business gratuity or gift from a competitor, supplier or customer that is inconsistent with MTS policy
- » Engaging in a personal relationship with another MTS employee that is inconsistent with MTS policy



# PROTECTING OUR STOCKHOLDERS AND OUR COMPANY

We must never use material non-public information of any kind for personal gain

## Insider Trading Is Prohibited

It is illegal to purchase or sell MTS securities if we have “material non-public information” concerning MTS. Securities include common stock or other debt or equity securities, options or shares held in MTS investment and retirement plans. If you engage in insider trading you will likely lose your job and be subject to significant civil and criminal penalties. You must never use material non-public information about MTS or the companies doing business with MTS for personal gain. In addition, you must never give material non-public information to others who may purchase or sell MTS securities or the securities of other companies. If you provide a “tip” to someone who then buys or sells securities, both of you can be convicted of insider trading. “Non-public information” is information that is known within the Company and has not been publicly released.




Q: I am working on a due diligence team for an acquisition the Company is considering and the potential acquisition is still a secret. Can I buy publicly traded stock in the acquisition target?

A: No. Buying stock under these circumstances would be a serious violation of law and could result in jail time and serious monetary fines. It would also violate Company policy. You could face disciplinary action up to and including termination.

Some examples of non-public information that could be considered material include:

- » Known or projected earnings or losses or other quarterly or annual key financial performance metrics;
- » News of a pending or proposed merger;
- » News of the disposition or acquisition of significant assets;
- » Significant developments related to intellectual property;
- » Significant developments involving corporate relationships;
- » Changes in dividend policy;
- » New service announcements of a significant nature;
- » Stock splits;
- » Material financial change at a substantial customer or supplier;
- » New equity or debt offerings;
- » Significant litigation exposure due to actual or threatened litigation; or,
- » Significant share purchase transactions

Whether any particular information could be considered “material” by a reasonable investor depends on specific circumstances. A major factor in determining whether information is material is the impact that information could have on the Company’s financial condition or stock price. If you are in doubt as to whether non-public information you have is material, you should seek guidance from your Supervisor or OGC.

 Insiders must obtain approval before they enter, exit, or modify contribution to the Company’s Employee Stock Purchase Plan (ESPP), and before they sell ESPP shares.



# PROTECTING OUR STOCKHOLDERS AND OUR COMPANY

We must be good stewards of our technology and assets

## Appropriate Technology Use

We each have a responsibility to use our Company's network and computer systems, including the email system, the Internet and company-issued computers and devices, ethically and legally. While occasional, non-disruptive personal use of these systems is permitted, we should be aware that our Company reserves the right to monitor our use, except when prohibited by local law. This includes all data and communications transmitted by, received by or contained in Company email or voicemail accounts, as well as all electronic documents maintained on the Company's systems including Company information on laptops, tablets, and other mobile devices.



Q: I am travelling to another country. What safeguards do I need to take to protect my IT assets and information?

A: Take only the information you need for the trip. Leave your laptop at home or take a loaner device if possible. Never leave your devices unattended and report anything suspicious to the MTS IT Service Desk. If you are hand-carrying hardware, software, or technical data to another country, please contact Corporate Export Compliance well in advance of your departure date to determine whether an export license is required.


## Protection of Company Assets

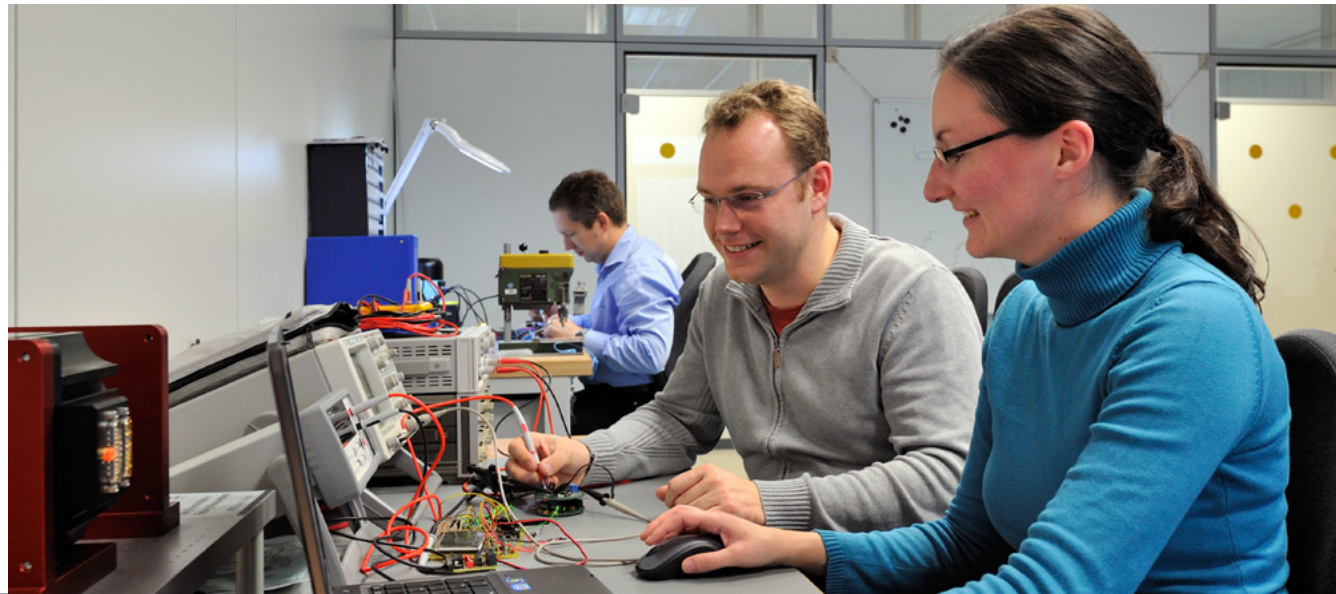
MTS provides business tools, such as computers, telephones and a wide variety of other equipment, to enable us to be productive contributors to MTS' success. We must exercise care and good judgement in using and protecting these assets responsibly to avoid loss, damage, theft, unauthorized or improper use.

All of the tangible and intangible property generated and gathered in our business (such as intellectual and proprietary information) are valuable assets of the Company. Protecting our Company's information plays a vital role in our success, and it must be maintained in strict confidence unless otherwise required by law or permitted by MTS.

## Protecting the Company's Reputation

Our reputation and image are valuable Company assets, and we must all remember how easy they are to damage. The public perception of our Company ultimately impacts our relationships with each other, our customers, and our stockholders. Protecting our reputation by always using sound business judgement is of vital importance.

 Use "passphrases" such as "MTS's Product" rather than "passwords" for better security.



### ADDITIONAL RESOURCES

1. IT-003 Computer Network and Internet Access Policy
2. IT-013 Information Security
3. OGC-016.01 Intellectual Property

## SUPPORTING OUR GLOBAL COMMUNITIES

### Wherever MTS operates, we respect and comply with local laws and regulations

Wherever MTS operates, we must respect and conform to each country's unique customs and business practices. Above all, we must follow its laws and regulations. When business transactions involve more than one country, we must find the best way to comply with all applicable laws. Whenever a possible conflict of law occurs, always seek guidance from OGC.

#### Anti-Corruption Measures

MTS takes a firm stance against corruption. Corruption or bribery runs counter to our Shared Values. These standards apply to all of us, regardless of where we work.

We are subject to a variety of international anti-corruption and commercial bribery laws, including the Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and laws of other countries in which we do business. These laws prohibit MTS from offering or giving anything of value to a government official, or to anyone with whom we transact business to improperly influence their judgment or otherwise assist MTS in obtaining or retaining business. "Anything of value" includes cash, cash equivalents, gifts, lavish meals, entertainment, charitable donations, loans, travel expenses, job placements, services or promises of favors or any other payment item or courtesy. There are certain limited exceptions however.

#### Gifts and Business Courtesies

MTS expects the highest standards of integrity and conduct from its employees in all matters affecting the Company. Gifts and business courtesies on a modest scale are commonly used to


strengthen working relationships among business associates. However, MTS does not seek to gain, or have the perception of gaining, any advantage through improper use of gifts, business courtesies or services. In addition, there are very stringent rules that apply to U.S. and foreign government agencies where, in many cases, gifts and business courtesies are absolutely prohibited.

Verify that rules of the recipient's organization are not violated by a gift and ensure that the offer or receipt of any gift or business courtesy is permitted by law and consistent with reasonable market practices. OGC will help with this analysis.



Q: When a foreign government customer visits our facility for a product demonstration may I pay for their meal at a restaurant and for tickets to a professional sporting event?

A: We compete fairly and not on the basis of any improper advantage. We will need to review these proposed business courtesies with OGC or the Business Ethics and Compliance Office, because the answer to the request will vary depending on the laws of the particular foreign country of the customer or the customer's own internal policies. The request also must be assessed for compliance with other applicable laws such as the FCPA and the UK Bribery Act. In some instances, providing the requested courtesies is lawful but must first be approved by OGC.

 A gift is anything of value given or received as the result of a business relationship for which we did not pay fair market value.



#### ADDITIONAL RESOURCES

1. OGC-018 Foreign Corrupt Practices Act Compliance
2. OGC-009 Gifts and Business Courtesies

# SUPPORTING OUR GLOBAL COMMUNITIES

## Follow the rules that apply to international business

### International Trade

MTS complies with international trade laws and regulations of the United States and all other countries where MTS is located or does business, including export control, embargoes/sanctions, and anti boycott laws. International trade laws and regulations govern the transfer between countries of goods, services and technology. These laws and regulations are complex, change frequently and apply to many aspects of our business. If we support actual or potential business outside of our country, we must be familiar with MTS' policies and practices relating to international trade. Support activity can range from contact with a foreign national at a Company facility during a plant tour or meeting at a trade show, to sending a product formulation to an overseas supplier or submitting a proposal to a foreign government. Make sure we review and understand the regulatory requirements before engaging in international business. We also must not cooperate with any restrictive trade practices or boycotts that are prohibited or penalized under U.S. laws and regulations or applicable local law. Penalties for violations of international trade laws can be severe, including fines, imprisonment or debarment from government contracting. Consult with Corporate Export Compliance or OGC if you have any questions.

### Environmental Compliance

MTS is committed to environmental protection. We strive to minimize the impact of our operations on the environment and to proactively incorporate environmental initiatives into our operations. Environmental concerns and requirements should be evaluated and addressed during all phases of acquisitions, divestitures, facility modifications, product design and manufacture. Handling, transportation, or disposal of raw materials, products or waste should be conducted in a safe and environmentally friendly manner in all of our global operations.

#### What is an Export?

Any tangible or intangible item that is sent from one country to another. This is true regardless of the item type (e.g., hardware, software, and technical information) or method of transportation (e.g., email, mail, shipment or hand-carry). In addition, when releasing controlled technology to a foreign person, wherever located, it is considered a deemed export.



- Q: I communicate regularly via email with a customer engineer in another country about my project. Are there export control concerns?
- A: Yes. Your email exchanges may be transmitting technical data that is controlled by export control laws to a foreign national and may require authorization prior to communication. Depending on the nature of the technical data, we may be providing a service which also may require authorization. Contact Corporate Export Compliance or OGC for guidance.



## SUPPORTING OUR GLOBAL COMMUNITIES

Participation in the political arena is conducted in accordance with the highest ethical standards

In the course of doing business around the world, MTS interacts regularly with government officials. How we conduct ourselves with governments and in the political arena can affect our reputation, our operations around the world and our ability to work with government officials and other stakeholders. The trust that we depend upon from both local and global communities and governments is essential to our business, and we must continually earn it. Our activities must meet the highest ethical standards and comply with both U.S. and local laws and regulations. In all instances, it is imperative for employees to seek proper guidance from OGC.

### Engaging in Lobbying Activities

Lobbying is an activity aimed at influencing public policy decisions by providing information to elected or appointed officials and their staff. Lobbying activities include both direct communication with public officials and providing support to any person who engages in such communication. Lobbying activities, in the United States and elsewhere, are strictly regulated. Prior to engaging in lobbying activities, any employee or director must obtain guidance from OGC.


### Making Political Contributions

Political contributions from the corporation concerning elections of any kind must be approved by OGC.

### Making Charitable Contributions

The MTS corporate philosophy is to conduct business in a socially responsible manner. We seek to support programs that have industry, community, and Company benefit and identification through financial contributions, allocation of human resources or encouragement of employee initiatives.

All contributions to non-U.S. charities must be approved in advance and in writing by OGC. This is in addition to the approval requirements in the MTS Corporate Contributions Policy.

 Providing Gifts to U.S. Public Officials is not allowed under any circumstances. This includes meals and entertainment.



Q: I attended a campaign fundraiser for a congressman, and I'm confident that the Company would like to see him re-elected. I wrote a personal check to the congressman's campaign committee and included the amount in my expense report. Will the Company reimburse me for this expense?

A: No. If the Company reimburses you for the contribution, the Company will be the source of the contribution, which could violate U.S. law. In addition, Company policy requires that all campaign contributions be approved, in advance, by OGC.



#### ADDITIONAL RESOURCES

1. OGC-018.02 Procedure for Compliance with the Foreign Corrupt Practices Act
2. FIN-002 MTS Corporate Contributions Policy



## CLOSING NOTE

MTS' legal and ethical obligations go far beyond what is included in this Code of Conduct. We must comply with both the letter and the spirit of the many laws and regulations that affect our business. If questions arise about any matter of ethics or compliance, whether covered by this Code or not, consult your Supervisor, HR, OGC, Local Business Ethics Committee, Business Ethics and Compliance Office or call the MTS AlertLine, without fear of retaliation. Corporate Policies and Procedures are also a valuable resource for guidance on many compliance issues.

The responsibility for meeting our legal and ethical obligations cannot, however, be fully defined or guaranteed by any set of written rules. There will almost certainly be times when the best course of action can only be recognized by ensuring our actions are consistent with our Company's values and ethics. Driven by a passion for excellence in everything we do, we strive to achieve results the right way – according to the ethical principles in our Code and in a manner consistent with our Values.

In the end, our confidence must rest, as it always has, on the honesty, integrity and good sense within each of us.

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