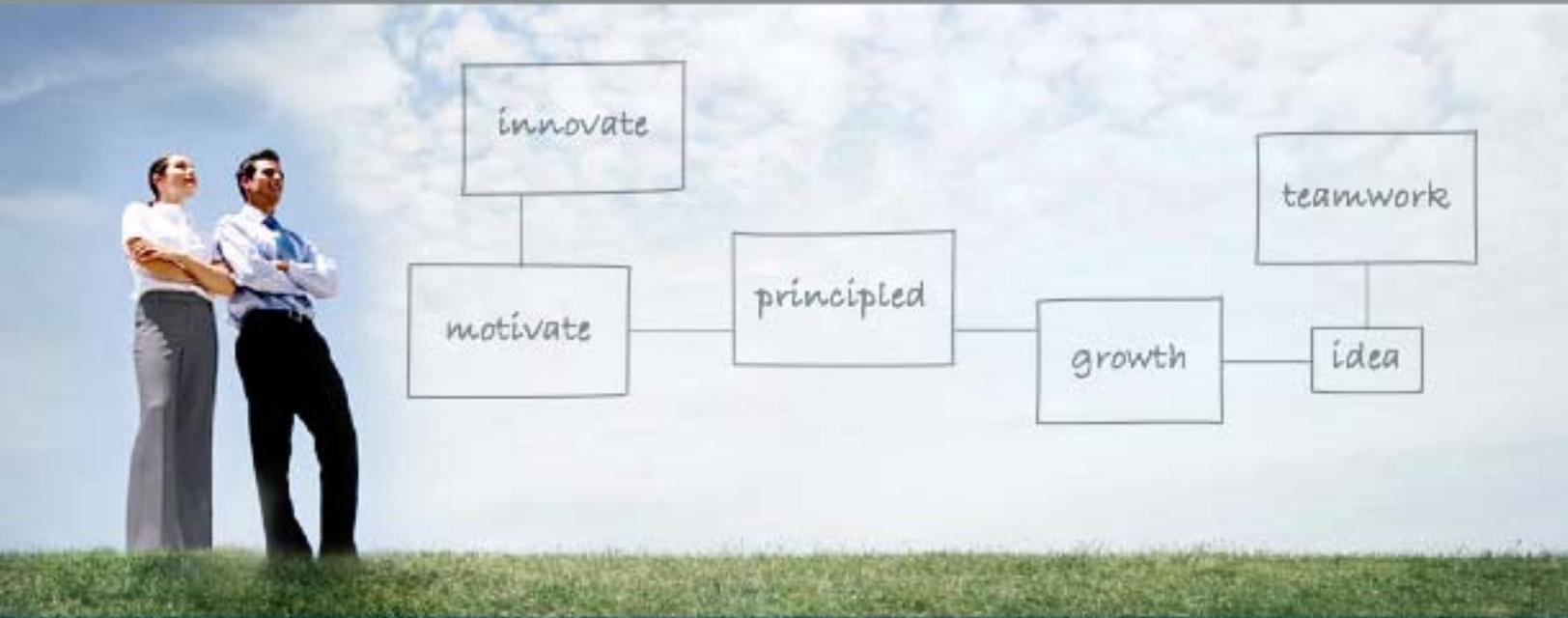


HARMAN



HARMAN CODE OF CONDUCT HANDBOOK

CODE OF BUSINESS CONDUCT
(Amended and Restated as of March 1, 2013)

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I. INTRODUCTION

Dear Harman Colleagues,

Harman International Industries, Incorporated (“Harman” or the “Company”) requires that all Harman directors, officers and employees maintain a high standard of integrity, ethics and honesty. Harman’s Code of Conduct (“Code”) outlines the rules that all Harman employees are to follow in the course of their employment. Individuals are expected to act with due care, in good faith and in full compliance with all laws and regulations in every country in which Harman operates.

Harman has worked hard to build a reputation in the industry as a company committed to conducting business with honesty and integrity. Harman has built this reputation by continually striving to comply with both the letter and spirit of the law.

As our Company expands both domestically and internationally, the regulatory environment in which we operate also expands, making the task of complying with the law increasingly difficult. Harman recognizes the challenge our employees may face in determining what the correct course of action is in new and unfamiliar environments. This is why Harman has developed the Code as a resource for employees. We hope that you will find that the Code provides answers to many of your questions. You will also find information on the various resources Harman has to answer any questions that this Code does not specifically address. It is rare for answers to complicated questions to be distilled to a few pages, so we encourage you to take advantage of these resources as often as necessary to ensure confidence that your conduct as a Harman employee fully conforms to the reputation Harman has worked hard to build.

This Code has been adopted by Harman’s Board of Directors (the “Board”). All Board members, Harman’s senior management and Harman employees worldwide must comply with the Code. All Harman employees are expected to study the policy and certify, at the time they are hired, that they understand the Code and agree to abide by its terms. Maintaining our culture of compliance requires that we all hold ourselves and our colleagues strictly responsible for complying with the requirements of this Code.

Thank you in advance for your support in helping Harman maintain its reputation as an industry leader in compliance. We are only as strong as our employees, and by working together we will ensure that Harman continues to be an organization trusted by our customers and partners, respected by our competitors, and of which we can all be proud.

Sincerely,

Dinesh C. Paliwal
Chairman and Chief Executive Officer

Todd A. Suko
Executive Vice President and General Counsel

II. RESPONSIBILITIES FOR COMPLIANCE WITH LAWS, RULES, REGULATIONS AND OTHERWISE ETHICAL BEHAVIOR

A. RESPONSIBILITIES OF DIRECTORS

Harman's Board has primary authority for ensuring that the Company has a comprehensive code that is accessible to all employees. The Board is also responsible for ensuring that the code is implemented and adhered to in a satisfactory manner and for overseeing any inquiries and investigations into alleged violations of the code.

B. RESPONSIBILITIES OF OFFICERS AND SENIOR MANAGEMENT

Harman's Executive Committee and senior management serve as the bridge between Harman's employees and the Board. Harman's Executive Committee and senior management must also keep the Board apprised of all compliance-related concerns and the support necessary to address any such concerns. Harman's Executive Committee and senior management are charged with obtaining business results in a manner consistent with the Code and preserving the values represented by Harman's name. Harman's Executive Committee and senior management are responsible not just for their actions, but for the actions of employees who report to them, and for ensuring that all employees are periodically trained in the requirements of the Code. Harman's Executive Committee and senior management are charged with the responsibility of creating an environment in which employees are aware of their responsibilities under the Code, understand the consequences of violating the Code, and are comfortable reporting suspected violations of the Code.

ALL HARMAN EMPLOYEES,
OFFICER AND DIRECTORS
ARE REQUIRED TO
COMPLY WITH ALL
HARMAN COMPLIANCE
POLICIES AND REPORT
SUSPECTED VIOLATIONS
DIRECTLY TO
MANAGEMENT OR THE
LEGAL DEPARTMENT

C. RESPONSIBILITIES OF ALL EMPLOYEES

Harman's employees are responsible for familiarizing themselves with the Code and conducting all activities in conformity with the Code. In addition to certifying at the time of hire that they are aware of, and agree to comply with, the Code, all employees of Harman will be required to attend trainings from time to time, either in-person or online, on the requirements of the Code and other Harman policies that apply to them.

D. REPORTING ILLEGAL OR UNETHICAL CONDUCT



Harman is committed to fostering an environment of compliance and has established outlets for employees to voice any concerns. Harman's Whistleblower Policy provides all the information necessary to report suspected violations of the Code. Any employee who has exhausted normal supervisory reporting procedures or concludes that the normal procedures are not feasible under the circumstances, should report the matter as described in the Whistleblower Policy. All reports of possible violations will be promptly considered and, if asked, will be kept anonymous to the extent possible under the circumstances.

We will not punish any employee or representative for making any report in good faith, regardless of the outcome.

E. ENFORCEMENT

Acts by Harman employees or its representatives that violate this Code will be considered outside the scope of employment or representation and may result in disciplinary action and legal sanctions, including, where appropriate, the immediate termination of employment.

III. CONFLICT OF INTERESTS

A conflict of interest is created when an activity, association, or interest of a Harman director, officer or employee compromises that person's judgment or independence in a way that has the potential to inappropriately influence a decision.

F. INSIDER TRADING

If a director, officer or any employee of Harman or any agent or advisor of Harman has material, nonpublic information relating to Harman, it is Harman's policy that neither that person nor any related person may buy or sell securities of Harman or engage in any other action to take advantage of that information or pass it on to others.

Whether a fact is material depends upon the circumstances. A fact is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company's business or to any type of security — debt or equity. Employees should not share confidential information with anyone, including colleagues or family members, unless disclosure is strictly necessary for business reasons.

Harman's Insider Trading Policy provides details on what information is considered material, who is considered an insider and general guidelines to consider when trading Harman's stock. The Insider Trading Policy also applies to material, nonpublic information relating to any other company with publicly-traded securities, including our customers or suppliers, obtained in the course of employment by or associated with Harman. Anyone with questions regarding Harman's Insider Trading Policy should contact Harman's Legal Department.

G. CORPORATE OPPORTUNITIES

None of Harman's directors, officers or employees may take investment or other corporate opportunities rightfully belonging to the Company that become known and available to them as a result of employment. The test for this is simple — do not personally take opportunities that are discovered through the use of Harman's

ALL HARMAN
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ON THEIR OWN
PERSONAL
INTERESTS



property or information or by virtue of your position with Harman. Questions on this topic should be directed to the Legal Department.

DO'S AND DON'TS
FOR
ENTERTAINING
CLIENTS

H. DOING BUSINESS WITH THIRD PARTIES

Harman endeavors to always deal fairly with customers, suppliers, competitors and employees. Harman has always outperformed competitors through its innovation, execution and hard work — not through unethical or illegal business practices like misappropriating competitively sensitive information or improper inducements. All of Harman's employees have an obligation to treat third parties with the same level of ethical conduct that Harman demands from its own employees.

Harman must also demand that third parties, such as contractors, agents and distributors, conduct themselves in a manner consistent with the Code. Harman's employees are responsible for performing the necessary due diligence to ensure that any third-party agent comports itself in conformity with this Code. Contact the Legal Department if you currently have, or plan to enter into, any sensitive contractual relationships with third parties.

Finally, it is important that Harman conduct sufficient due diligence on customers, consultants and business partners to ensure that Harman does not inadvertently facilitate illegal conduct.

I. RELATED PARTY TRANSACTIONS

Harman will not give business to any firm in which we know an employee has an ownership or other interest (except for small investments in publicly traded companies). Harman does not own or have a significant financial interest in, or act as a director, manager, employee, partner, consultant or representative of, any firm that competes with Harman, or any firm that is a major customer or supplier of Harman. In order to ensure that Harman does not enter into transactions with related parties, it is important that all employees notify their supervisors and the Legal Department of any potential conflicts. This self-disclosure will make management aware of any ownership interest, board seats or other potential conflicts that an employee may have in order to avoid any inadvertent conflicts.

J. GIFTS AND ENTERTAINMENT

Harman's success is built upon high-quality products and superior customer service. As part of Harman's commitment to integrity and fairness, all Harman employees are expected to conduct business fairly and honestly and without seeking or resorting to improper influence or bribery,



not just with customers, vendors, and suppliers, but especially with regard to foreign government officials. Avoiding the appearance of improper influence and bribery involving foreign government officials is critical to Harman's reputation and growth, particularly because such improper influence and bribery is prohibited under the Foreign Corrupt Practices Act of 1977 ("FCPA"). In addition to avoiding improper payments to foreign officials, it is important that Harman's employees avoid conferring any benefits that could be viewed as commercial bribery.

This does not mean that we cannot show our customers and suppliers our gratitude for helping make Harman an industry

leader. The line between a permissible expenditure and an improper one is not always clear. If you interact with third parties, you are responsible for familiarizing yourself with Harman's Anti-Corruption Policy.

Business entertainment and gifts are meant to create goodwill and sound working relationships, not to gain unfair advantage with customers or suppliers. Neither we nor our family members may offer, give or accept any gift or entertainment from a Harman-related business source unless it is not in cash, is only nominal in value, does not violate any law or regulation and is consistent with customary business practices. You should contact the Legal Department with any questions about whether it is permissible to accept or give any gift or entertainment.

IV. COMPLIANCE WITH LAWS AND REGULATIONS

A. DISCRIMINATION AND HARASSMENT

Harman is committed to promoting and maintaining a culture of respect and equal opportunity. Harman values the diversity of skills and abilities that its employees bring to its business. In order to encourage diversity and creative potential in the workplace, Harman will recruit and promote on the basis of merit. Harman will also support the continual development of its employees' skills and abilities.

Harman maintains a zero tolerance policy for discrimination and harassment. Employees of Harman are prohibited from discriminating against or harassing any colleague or anyone with whom Harman does business. Harman will not tolerate harassment in any form, whether verbal or physical, based upon gender, race, color, religion, national origin, age, disability, pregnancy, marital or family status, sexual orientation or any other legally-protected status. If you believe that you have been the victim of, or have witnessed, any form of discrimination or harassment, immediately report the incident to your manager who will keep the information confidential except as necessary to ensure a thorough investigation of the incident is performed.

B. PUBLIC POLICY AND POLITICAL ACTIVITIES

Employees who communicate with the government and other public bodies on behalf of Harman in an effort to shape public policy must ensure that all statements are factually accurate and not misleading. This requires that all communications are clearly made on behalf of, and for the benefit of, Harman. All interactions with the government must comply both with this Code and related corporate policies.

Employees are free to make political or charitable contributions. However, Harman does not use, or consent to the use of, any corporate funds, resources or facilities to support any governmental entity, political party, or political candidate. Any such contributions by employees must avoid the appearance of inappropriateness, either due to the size or affiliation of the contribution.

C. COMPETITION AND ANTI-TRUST LAWS

While Harman will always strive to be successful as a company, it is important that only lawful means are used to seek business advantages. Harman cannot act in ways that improperly impact the free market, such as entering into undisclosed agreements with competitors, customers or suppliers in a way that improperly influences sales, marketing, manufacturing or compensation. Harman cannot engage in any conduct that could be seen as a violation of anti-

trust laws, and must only communicate with competitors when there is a legitimate business reason to do so.

D. HEALTH AND SAFETY

Harman is committed to providing a healthy and safe work environment for employees, contractors, vendors, and any other individuals visiting Harman locations. Harman will comply with all applicable laws and regulations that govern workplace health and safety. In order to assist Harman in this endeavor, employees are required to follow all of Harman's rules and procedures to ensure safety. It is important to consider not just your individual safety concerns, but the safety of others around you. Harman will not tolerate the use of alcohol or drugs at the workplace.

Take the time to understand any potential hazards associated with your work. Strive to manage the risks responsibly and avoid engaging in any potentially dangerous conduct. If you become aware of any dangerous health, safety or environmental condition, contact your manager. All accidents or injuries must be reported immediately to a senior manager.



V. BOOKS, RECORDS AND PUBLIC REPORTING

A. ACCOUNTING AND RECORD-KEEPING

It is essential that Harman's financial statements and all books and records on which they are based are complete and accurate. This will ensure that the financial statements currently reflect the state of Harman's business and disclose the true nature of transactions. Honest and accurate recording and reporting of information is also required in order to allow management to make responsible business decisions.



We must document and record Harman's business affairs accurately, regardless of whether this results in disappointing results or a failure to meet analyst expectations. Unrecorded or "off the books" funds or other assets, charges or obligations are strictly prohibited, as are special billing or payment procedures that suggest evasion of tax or other requirements by the other party to them. Any facilitating payments to foreign officials must first be approved by the Legal Department and then accurately recorded in accordance with Harman's Anti-Corruption Policy. It is a violation of the Code to do anything that compromises the integrity of Harman's financial statements, its internal controls or books and records.

B. COMMUNICATING WITH THE PUBLIC

All Harman communications, through whatever channel and to whatever recipient, must be accurate, timely and properly authorized. All employees must be mindful of situations, including those addressed in this Code, in which their actions may be perceived to be communicating on Harman's behalf.

C. PUBLIC REPORTING

Harman is a public company and as a result is required to file reports and other documents with the United States Securities and Exchange Commission ("SEC"). We maintain disclosure procedures designed to ensure that the information included in the reports or other documents that we file or submit to the SEC is collected and communicated to senior management in order to permit timely disclosure of required information.

Harman maintains a system of internal controls for financial reporting. The purpose of these internal controls is to ensure that Harman has processes designed to provide reasonable assurances that Harman's transactions are authorized and properly recorded and that assets are safeguarded against improper use and accurately valued. These controls allow Harman to prepare financial statements that are in accordance with generally accepted accounting principles.

Our objective is to always make accurate and understandable disclosures in reports and documents we file with the SEC and in other public communications. As a result, when called upon, all of us must cooperate and fairly communicate with our internal and outside auditors. Moreover, while it is fine to argue the merits of your point of view, it is illegal to take any action to fraudulently influence, coerce, manipulate or mislead any internal or external auditor engaged in the performance of an audit.

The laws and regulations applicable to filings made with the SEC, including those applicable to accounting matters, are complicated. If you have questions or are uncertain as to how our disclosure controls and procedures may apply in a specific circumstance, promptly contact your supervisor or Harman's Legal Department.

D. COMMUNICATION WITH AUDITORS AND OUTSIDE LAWYERS

Harman's Legal Department should be consulted for all communications with auditors and outside lawyers. If you are contacted by an outside lawyer regarding Harman, refer the lawyer to a member of Harman's Legal Department. Employees are responsible for familiarizing themselves with Harman's Service of Process Policy and Document Management Policy.

ALL HARMAN COMMUNICATIONS, THROUGH WHATEVER CHANNEL AND TO WHATEVER RECIPIENT, MUST BE ACCURATE, TIMELY AND AUTHORIZED. ALL EMPLOYEES MUST BE MINDFUL OF SITUATIONS, INCLUDING THOSE ADDRESSED IN THIS CODE, IN WHICH THEY MAY BE PERCEIVED TO BE COMMUNICATING ON HARMAN'S BEHALF

E. COMMUNICATIONS WITH GOVERNMENTAL, REGULATORY AND ADMINISTRATIVE AUTHORITIES



Harman's Legal Department supervises all contact with governmental, regulatory and administrative authorities regarding subpoenas, investigations, inquiries and requests. It is a violation of the Code to initiate any such contact without coordinating with a member of the Legal Department. If you are contacted directly by an authority, promptly notify a member of the Legal Department.



For other types of communications with governmental, regulatory and administrative authorities it may be permissible for you to communicate directly with such authorities. Prior to initiating such contact, seek guidance from the Legal Department to determine whether the communication is one that is appropriate without coordination

by the Legal Department.

Harman's employees are always permitted to communicate directly with government authorities to the extent such communications are in accordance with any law (such as the fair employment practices law) that provides a right to lawfully communicate concerns regarding possible violations of law, as long as such communications are made individually and not on behalf of Harman.

VI. PROTECTION AND PROPER USE OF ASSETS

A. CONFIDENTIALITY

We are committed to protecting confidential information related to the Company. Confidential information includes proprietary information such as our trade secrets, marketing plans, forecasts, designs, databases and employee information, as well as any other non-public information that might be of use to competitors or harmful to us or our customers if disclosed. It also includes information that others have entrusted to us on a confidential basis. Your obligations not to disclose such confidential information continue even after your employment with Harman ends.

1. Communicating with Attorneys

Throughout this Code, employees are encouraged to consult with any attorney in Harman's Legal Department. All communications with attorneys in the Legal Department or with outside counsel retained by Harman that are made for the purpose of providing or receiving legal advice are privileged communications. Generally, such communications will not be disclosed except on a need to know basis on the instruction of Harman attorneys. The privilege belongs to and can only be waived by Harman. In addition, employees should be aware that Harman's attorneys are obligated to act in the best interests of Harman and do not act as personal representatives or lawyers for employees.

HARMAN IS COMMITTED TO PROTECTING CONFIDENTIAL INFORMATION RELATING TO THE COMPANY, ITS EMPLOYEES AND ITS CUSTOMERS

2. Harman's Obligations to Employees

Harman is committed to protecting the confidentiality of its employees. Harman will strive to maintain the confidentiality of information that its employees share with it to the extent permissible under law and to the extent doing so does not hinder an active investigation. Harman has an obligation to ensure that proper procedures and internal controls are in place to ensure that accidental breaches of employee confidentiality do not occur.

On occasion, Harman may need to access resources such as computer files, electronic messages and voicemail messages. Harman reserves the right, as permitted by local law, to monitor, search, or otherwise review any information contained in Harman's technology resources at any time, with or without notice. Monitoring may occur as needed for internal investigations, or to monitor performance and compliance with Harman policies.

3. Employees' Obligations to Harman



Employees are obligated to report to management any suspected violations of the Code. Harman takes compliance seriously, and is committed to creating an environment where honesty and integrity are valued. Management is aware that confidentiality is paramount to foster such an environment and, in exchange for protecting confidentiality to the extent possible, Harman requests that all employees are forthright with management regarding suspected problems.

In addition to communicating with management, employees are expected to maintain the strictest confidentiality regarding information learned during the course of their employment with Harman. This information includes, but is not limited to, information regarding business strategies, financial performance, and trade secrets. It is a violation of the Code to disclose any confidential information to anyone who does not need to know the information.

B. COMPANY PROPERTY

Theft, careless treatment and waste of the Company's assets have a direct impact on our profitability. All of the Company's assets should, therefore, be properly protected and used only for legitimate business purposes. It is our duty to our shareholders to make the best use of Harman's property. Any suspected incident of fraud, theft or similar improper conduct should be immediately reported.

1. Tangible Property

All employees are responsible for protecting assets of the Company from theft, loss and misuse. Any theft, significant loss or misuse of the Company's assets should be immediately reported to your manager. All of the Company's assets, including supplies, vehicles, equipment and products, should be used only for legitimate purposes in the conduct of Harman's business.

2. Intellectual Property

Harman also expects its employees to respect Harman's intellectual property rights, including copyrights, trademarks and trade secrets. In addition, one should be mindful that reproducing licensed software (except for backup and security purposes) or other copyrighted material

without authorization violates United States copyright law and can subject both the Company and any employee or representative making such copies to serious legal consequences. Harman respects the intellectual property rights of other companies, including their right to keep this information confidential. Accordingly, Harman requests that all employees respect the intellectual property rights of all individuals and companies with which they interact.



C. RESPECTING PRIVACY LAWS

Harman takes the protection of personal information seriously. We seek to protect the privacy of all personal identifying information of employees, customers, suppliers and contractors. Anyone at Harman who has access to personal information must ensure compliance with the Code and any other applicable policies or guidelines. It is a violation of the Code to keep personal information in any manner, whether on paper or electronically, which is not confidential and secure. Employees with access to personal information have an obligation to protect this information from misuse and should only disclose this information as necessary for conducting Harman's business.

III. WHERE TO GO FOR HELP

It is impossible for any Code of Conduct to anticipate every potential business scenario or ethical dilemma that may arise. Harman, therefore, relies upon your good judgment in applying the ethical standards that are set forth in this Code and Harman's related policies. In today's business environment, you should err on the side of caution. This Code not only prohibits you from engaging in conduct that is improper but also from engaging in conduct that creates the *appearance of impropriety*.

Harman encourages you to ask questions of your supervisor, the General Counsel or any other attorney in the Legal Department. You may also direct any questions to: compliance@harman.com

For Questions About the Code:

Harman Legal Department

Vahe Tazian
Vice President, Legal – Lifestyle Division & Compliance
+1 203-328-3843

Harman HR Department

Lori Lampman
Vice President, Corporate HR & Global Rewards
+1 203-328-3971

For Potential Violations of the Code:

See Harman's Whistleblower Policy or contact your Manager.

APPENDIX A

CODE OF CONDUCT ACKNOWLEDGEMENT

By signing below, I acknowledge and certify that I have read the Code of Business Conduct set forth above and agree to comply fully with its terms and conditions at all times during my service with Harman International Industries, Incorporated or any of its affiliates. I certify that I have listed below: (1) any ownership or other interest in any business held by me or any member of my immediate family (other than ownership of less than 5% of the equity interests in a publicly-held company); and (2) any current employment other than my primary employment by Harman. I also certify that any such business interest or employment will not: (1) interfere or conflict with my ability to work at Harman; or (2) compete with Harman in any way (attach additional sheets if necessary).

If at any time following the date I have signed this form I become aware of any actual or potential conflicts of interest, or if the information provided above becomes inaccurate or incomplete, I will promptly notify the Legal Department or Chief Human Resources Officer in writing.

The information I provide is solely for the confidential review by Harman, and I do not authorize further disclosure or release of any of it for any other use.

Signature: _____

Name: _____

Date: _____