

# EmPowered

## Employees Drive Results



## Code of Conduct

Thomas & Betts Corporation

Sixth Edition



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Supplements for countries outside the US have been printed separately and are available upon request.

## **Introduction—Respect For Company Principles**

We are a global company in a global marketplace that changes everyday. Laws and business practices are often very different in each country, which makes it hard to decide what is appropriate and lawful as it relates to business practices. We have adopted our Corporate Ethics Policies & Guidelines and this “Code of Conduct” to deter wrongdoing, to promote honesty and ethical conduct, including ethical handling of actual and apparent conflicts of interest, to promote full, fair, accurate, timely, and understandable disclosure to the securities markets and SEC, to promote compliance with the laws, rules, and regulations, to promote prompt internal reporting of violations of this Code of Conduct and to provide for accountability for adherence to this Code of Conduct. This Code of Conduct applies to all directors, officers and employees of Thomas & Betts. This booklet cannot provide guidance for every issue, but it is a road map to get answers to your questions about situations you may encounter at Thomas & Betts. An employee’s supervisor should be the first point of contact when seeking answers to questions relating to ethics and compliance with the law. Officers and directors should consult the General Counsel and/or the Chief Compliance Officer with such questions. Human Resources and the Legal Department are also available should you need to call upon these resources.

The Company’s Chief Compliance Officer oversees all aspects of the Thomas & Betts Compliance Program. We have also established a Compliance Committee comprised of representatives from Finance, Human Resources, Legal, Global Technology and the Business Divisions to coordinate and review matters relating to ethics and legal compliance. The Compliance Committee works closely with an on-site Compliance Administrator/Coordinator at each Thomas & Betts facility.

In addition, we have launched the “EmPower Line” (see page 5) so you may report improper behavior anonymously by telephone without fear of retaliation.

## **You Are Empowered—To Take Action and Do The Right Thing**

Workplace integrity starts with empowered people. At Thomas & Betts, those people are its employees and directors. Because Thomas & Betts acts only through its employees and directors, each employee and director, including the principal executive officer, principal financial officer, principal accounting officer or controller and person performing similar functions, is responsible for ensuring that his or her actions on behalf of Thomas & Betts comply with the law and this Code of Conduct.

## **Your Responsibilities—Compliance With The Law**

### *Clear Expectations For Employees*

We place the highest faith in the common sense and good judgment of our employees and we believe that our workforce is governed by a natural disposition towards good conduct. While self imposed restraints may be enough for most employees, it is still necessary to establish certain conduct levels and overall procedures that assure the protection and well-being of all employees. Any employee who violates the T&B Ethics Policies or any applicable laws will be subject to disciplinary action by Thomas & Betts. This may include warning, reprimand, probation, reduction in compensation, demotion, suspension or dismissal. In the event of a violation of federal, state or local laws, significant civil and/or criminal penalties could result for the Company and the individuals involved.

### *Clear Expectations For Management*

Each supervisor has the responsibility to guide those reporting to him or her, and to ensure that each of those employees comply with the law and the T&B Ethics Policies. No supervisor has the authority to direct or approve any action by a Thomas & Betts employee in violation of the law or the Company policies.

### *Clear Expectations For Senior Management and Directors*

The success of any ethics and compliance program begins with senior management and the Board of Directors setting the proper “tone at the top.” Accordingly, senior management and directors are expected to lead by example and demonstrate the highest level of compliance with both the letter and spirit of the Code of Conduct and Ethics Policies. Violations by senior management and directors may result in discharge or removal from their positions with Thomas & Betts.

## **“Speak Up and Speak Out”—THOMAS & BETTS “EMPOWER LINE”**

You can raise any question or voice any concern about any legal, accounting or ethical issue without fear that you will be disciplined, or lose your job, as long as you are acting in good faith. Good faith does not mean that you have to be right, but are telling the truth, as you know it. If you have knowledge or good faith reason to believe that a violation of law, generally accepted accounting principles, or this Code of Conduct by any director, executive officer, other manager or employee has occurred, is occurring or is about to occur, or if you feel that you are being pressured to violate the law or this Code of Conduct, or observe anything that concerns you, please “Speak Up and Speak Out.”

You can talk to your supervisor, your on-site Compliance Administrator/Coordinator, your senior management, your Human Resources Representative or any other management personnel, including members of the Compliance Committee or the Board of Directors with whom you feel comfortable talking. If you are not comfortable with any of these options, Thomas & Betts has the “EmPower Line,” an anonymous, toll-free hotline, operated by an independent contractor, which is available to all employees worldwide, 24 hours a day, 7 days a week.

All hotline inquiries are forwarded to designated compliance personnel within 24 hours. The Chief Compliance Officer will either give an answer to the hotline operator to deliver back to the anonymous caller, or make the appropriate referral so that management can investigate and respond. All reported matters involving financial reporting will be brought to the attention of the Audit Committee of the Company’s Board of Directors, which shall oversee the investigation and handling of any such reported matter.

*You can reach the Hotline at:*

**“EmPower Line”**  
**24-Hours, 7 Days a Week**  
**Anonymous, Toll-Free**  
**Compliance Hotline Telephone Number:**  
**1-888-511-5093**

*Instructions for International Callers*

Enter your country’s EmPower Line Direct Access Code, before dialing the EmPower Line telephone number.

Make sure you have an outside line (if using a public phone, make sure it can be used to make international calls).

- STEP 1:** Enter the EmPower Line Access Code listed on the next page for the country from which you are calling.
- STEP 2:** When you hear the English-language voice prompt or series of tone prompts, enter the toll-free EmPower Line Telephone Number (888- 511-5093). **DO NOT** press “1” or “0” before dialing the telephone number.
- STEP 3:** The call will be connected to The EmPower Line.

If you do not speak English, or prefer to have an interpreter assist you in speaking with the EmPower Line Specialist, immediately inform the EmPowerline Specialist which language you speak. The Specialist will then begin conferencing in an interpreter. As this happens, you will hear music, please remain on the line. You will then hear a recorded message in your

language to confirm that an interpreter will come on line shortly. An interpreter will then join your conversation to assist you and the Specialist in completing the call.

**EmPower Line Direct Access Codes**

Australia—Telestra Telephone	1-800-881-011
Australia—Optus Telephone	1-800-551-155
Belgium	0-800-100-10
Canada	1-888-511-5093
China	108-11 or 108-888
France	0800-99-00-11
Germany	0800-225-5288
Hong Kong	800-96-1111
Hungary	06-800-01111
Italy	800-172-444
Japan—KDD Telephone Service	00-539-111
Japan—IDC Telephone Service	00-665-111
Japan—All Others	00-441-1111
Korea—Telecom	00-729-11
Korea—Dacom Telecom	00-369-11 or 00-309-11
Malaysia	1-800-80-0011
Mexico	01-800-288-2872 or 001-800-462-4240
Puerto Rico	1-800-225-5288
Singapore	800-0111-111 or 800-0001-0001
Spain	900-99-00-11
The Netherlands	0800-022-9111
United Kingdom	0500-89-0011 or 0800-89-0011

**Conflicts of Interest**

You should not engage in practices that could result in a conflict of interest with the Company. Every employee or director of Thomas & Betts must be alert to potential conflicts of interest and must avoid situations in which a conflict of interest exists or appears to exist.

Examples of activities that represent a potential conflict of interest are:

- A. Involvement in an outside business that competes with or reflects adversely on Thomas & Betts, or that is a customer of or supplier to the Company;
- B. Outside business involvement that interferes with an employee’s ability to devote his or her full-time attention to responsibilities at Thomas & Betts or interferes with an employee’s or director’s ability to act loyally, in good faith in a manner that is in the best interests of Thomas & Betts;

- C. Having immediate family members with business interests in companies that compete with, sell to or buy from Thomas & Betts, unless such is disclosed in advance and approved by the Division or Subsidiary President or the Legal Department;
- D. Loans to you or guarantees of your obligations by the Company;
- E. Taking advantage of an opportunity that the Company might be interested in and that comes to your attention in the course of your employment or directorship; and
- F. Using non-public Thomas & Betts information for your personal gain or advantage or for the gain or advantage of another.

Employees should report to their supervisor, and senior managers and directors should report to the Chief Compliance Officer, all outside employment, elections to directorships of other corporations, participation in the affairs of all outside organizations (including involvement with not-for-profit organizations) and involvement in outside business interests, which could result in a potential conflict of interest. Prior written approval of such directorships must be obtained before serving on boards of trade associations, charitable or civic organizations.

## **Use of Company Property and Confidential Information**

You have an obligation to make sure that Company assets, including confidential information, are only used for Company business. Work hours should be devoted to activities related to Thomas & Betts business or to activities authorized by your supervisor.

You may not use Thomas & Betts' property, equipment or services for your own personal benefit. The removal from Thomas & Betts' facilities of Thomas & Betts' property for purposes other than Thomas & Betts' business is prohibited unless authorized in writing by your supervisor or the Chief Compliance Officer. In addition, the submission of a fraudulent expense report is misappropriation of company funds.

Thomas & Betts' information, products and services are its own property. Any contribution you make to their development and implementation while employed by Thomas & Betts is Thomas & Betts' property and remains Thomas & Betts' property even if you leave the Company.

All employees, officers, directors and agents of Thomas & Betts and its subsidiaries are obligated to keep proprietary information about the Company confidential and not to disclose this data to any outsiders (including vendors, financial analysts, customers and the media) unless authorized by an appropriate officer or required by law. In addition, confidential information about other companies gained through employment or directorship at Thomas & Betts should be treated with the same sensitivity and discretion as Thomas & Betts' confidential information.

## Accurate Books and Records

U.S. federal securities laws require the Company and its subsidiaries to make and keep books, records and accounts which, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of Thomas & Betts. These laws also require Thomas & Betts to maintain proper and adequate systems of internal accounting controls. Accounting includes the recording, reporting and interpreting of all financial data, whether for internal reporting purposes or for reporting to shareholders and government agencies. The United States Securities and Exchange Commission (SEC) has supplemented the statutory requirements by adopting rules that prohibit:

- A. Any persons from falsifying records or accounts; and
- B. Directors, officers or other employees from making any materially false, misleading or incomplete statements to an accountant in connection with an audit or any filing with the SEC.

To help insure compliance:

- A. No unrecorded fund or asset of Thomas & Betts, domestic or foreign, should be established or maintained for any reason.
- B. No false, artificial or misleading entries in Thomas & Betts' books and records, domestic or foreign, should be made for any reason.
- C. All reported information (e.g., expense reports, invoice transmittal, inventory summaries, etc.) must be complete, accurate, honest, timely, and a fair representation of the facts.
- D. No transaction may be effected, and no payment made, whether domestic or foreign, on Thomas & Betts' behalf with the intention or understanding that the transaction or payment is other than as described in the documentation evidencing the transaction or supporting the payment.
- E. No employee may improperly influence or mislead an auditor engaged in the performance of an audit of the Company's financial statements. Examples of the types of conduct which are prohibited are:
  - Bribes
  - Purposely giving inaccurate or misleading information
  - Threats of loss of business or bodily harm
  - Blackmail
  - Undue verbal abuse

Oversight of the Company's accounting and external financial reporting function is the responsibility of the Audit Committee of the Board of Directors. The Charter of the Audit Committee is available on the Company's website at [www.tnb.com](http://www.tnb.com).



## **Gifts, Entertainment and Customer/Supplier Relations**

All Thomas & Betts employees and directors should follow legal and ethical standards when dealing with clients, prospects, suppliers and all other persons, both government and private. U.S. federal law prohibits the offer, promise or gift of anything of value, including entertainment expenses, to an employee, agent or official of the federal government if made with the intent to influence such an individual in his or her area of responsibility.

U.S. federal and state laws also prohibit gifts to unions, union officers or employees of a union. To avoid any appearance of impropriety, gifts to federal, state or government employees, agents or officials and gifts to unions, union officers or union employees are prohibited unless the General Counsel has given prior approval. In cases where entertainment of government and union officials is legally permissible, lavish expenditures are to be avoided.

Gifts are permitted to non-governmental employees, customers, prospects or suppliers so long as such are: (1) not cash or other negotiable instruments; (2) in accord with normally accepted business practices and the policies of the organization employing the recipient to the extent known; (3) legal and in accord with generally acceptable ethical practices in all governing jurisdictions; and (4) not embarrassing to the giver should the gift be publicly disclosed. In addition, you should avoid lavish expenditures when entertaining a non-government customer, prospect or supplier. The cost and nature of the entertainment should be planned and carried out in a way that appropriately and reasonably furthers the conduct of Thomas & Betts' business.

Gifts to you from an outside party must meet the same conditions stated above, except you may not accept any gift in excess of US \$75. If a gift in excess of US \$75 is not perishable and cannot be returned, you should send the gift to your Human Resources Representative to be donated for charitable purposes. Further, you may not accept social invitations from customers or suppliers where the host would appear to incur immoderate costs. Any employee accepting entertainment should carefully adhere to reasonable and customary business behavior.

Please consult your local Human Resources Representative, the Chief Compliance Officer or review the Corporate Compliance Program at [www.TNB.com](http://www.TNB.com) if you are unclear about whether a gift is appropriate.

## **Political Activity**

You may not contribute Thomas & Betts' money, assets, services, materials or other things of value to any political candidate, political committee, national political party, political official or committee, political club or political informational organization without securing the approval of the Chief Executive Officer regarding overall appropriateness and the General Counsel regarding the legality of such activity. In addition, no director or employee may use any Thomas & Betts property or facility, or the work time of any of

the Company's employees, for any political activity, without advance approval of the General Counsel. It is also our policy not to distribute any political "issue" advertisements at any time.

Because of the complexity of federal law and the diversity of state laws governing corporate political activity, you should consult with the General Counsel before agreeing to do anything that could be viewed as involving the Company in any political activity at the federal, state or local level.

## **Questionable Payments**

You may not give, directly or indirectly, bribes, kickbacks or similar remuneration or consideration to any person or organization, whether foreign or domestic, for any reason. Further, you may not accept any bribes, kickbacks or similar remuneration or consideration.

You should ensure that all invoices for which you are responsible accurately and in reasonable detail reflect the product sold or services rendered, and the true sales prices and terms of sale.

## **Behavior in the Workplace**

The privacy and dignity of each Thomas & Betts employee and director must be recognized and respected. Thomas & Betts is committed to providing a work environment that is free of unlawful discrimination and harassment. Actions, words, jokes or comments based on a legally protected characteristic such as an individual's race, color, religion, gender, national origin, age, disability, veteran status or other characteristic or status will not be tolerated at any level of the organization. In addition, sexual harassment of our employees by non-employees, such as customers, suppliers, and other third parties with whom our employees interact while performing their job duties, is unlawful and strictly prohibited.

All employment policies and decisions regarding hiring, assignment, training, compensation, promotion, transfer, layoff, termination, and other terms and conditions of employment are to be made and executed without regard to any legally protected characteristic such as race, color, religion, gender, national origin, age, disability, veteran status or other characteristic or status. We will make reasonable accommodations, as required by law, for qualified individuals with disabilities, unless doing so would result in an undue hardship.

In the U.S., Thomas & Betts continually strives to pursue a positive course as an affirmative action employer of qualified women, minorities, veterans and individuals with disabilities. Each U.S. facility manager will be held accountable for affirmative action activities in his or her facility.

If you witness, or believe you have been a target of, unlawful discrimination or harassment, including sexual harassment, you should immediately report the incident to your supervisor or your Human Resources Representative. We

encourage you to report incidents of unlawful discrimination and harassment. Company policy prohibits retaliation, directly or indirectly, against any employee who lodges a good faith complaint or provides to law enforcement truthful information relating to the commission or possible commission of any federal offense.

## **Antitrust and Competition**

We are committed to dealing fairly and honestly with our customers, suppliers and competitors. We will also comply strictly with all antitrust laws, both state and federal, in the conduct of our business. The principal purpose of the antitrust laws is to maintain a free enterprise system by prohibiting business activities that unreasonably restrict trade or lessen competition. The laws are based on the proposition that the public benefits by getting the highest quality service and products at the lowest price through vigorous competition.

Antitrust violations can have a ruinous impact upon an individual's personal reputation and business career, and can jeopardize our financial standing and goodwill. Even if we were ultimately to prevail in litigation, the disruption in business caused by the loss of Company resources in preparing for trial and in testifying may itself be very substantial. Simple cases can cost large sums of money to defend, while the defense of major cases can cost millions of dollars.

### ***Pricing***

The price discrimination laws require that a business sell its products to all customers purchasing for resale at the same price if: (1) the customers compete with one another; (2) the sales are completed reasonably close to each other in time; and (3) the products sold are of "like grade and quality." However, different prices are permitted if the lower price is being offered to a customer in good faith to meet prices of a competitor or if the difference in price is cost justified. Marginal cost savings (from manufacturing large quantities, for example) are not cost justified savings.

Price discrimination laws also apply to advertising allowances and services performed or paid by Thomas & Betts. All competing customers should be provided advertising and promotional services or allowances on a proportionately equal basis.

### ***Unfair Trade Practices***

You should not knowingly make false statements concerning:

- A. competitors or their products or services;
- B. Thomas & Betts' products or services;

- C. the existence, scope of coverage or application of patents, trademarks, copyrights or other intellectual property owned or used by Thomas & Betts or any other person;
- D. the existence, status or outcome of litigation; or
- E. any other fact or matter relevant to the competitive process, or to the marketing of Thomas & Betts products or services or those of our competitors.

### ***Dealing with Competitors***

You must exercise caution when dealing with competitors or potential competitors of Thomas & Betts. Agreements or understandings between competitors that unreasonably restrain trade are illegal. Therefore, every form of communication with a competitor should have a clear, lawful purpose and be carefully articulated and documented.

Conduct involving or suggesting any of the following are illegal and must be avoided:

1. Price Fixing Arrangements
2. Agreements as to Terms of Sale
3. Bid Rigging Agreements
4. Agreements Limiting Production
5. Agreements Among Competitors to Allocate Markets or Customers
6. Concerted Refusals to Deal

You must take care to avoid antitrust risks that can arise in connection with trade association activities. Statistical reporting, joint research activities and petitioning governmental bodies to take actions beneficial to association members are examples of proper association activities, but only if they are conducted in an appropriate fashion.

### ***Dealing with Suppliers and Customers***

Suppliers and customers are independent business concerns and, as such, are entitled to make their own decisions as to the manner in which they conduct their activities. The following categories of agreements or understandings present antitrust risks in dealings with suppliers and customers:

1. Vertical Price Fixing
2. Group Boycotts
3. Tie-In Sales
4. Exclusive Dealing/Requirements Contracts
5. Choosing and Terminating Dealers and Other Customers
6. Concerted Refusals to Deal

## **Environmental Safety**

It is Thomas & Betts' intention to comply strictly with all federal, state and local environmental laws, regulations and ordinances in the conduct of its affairs, and to avoid creating harm to human health and the environment. To ensure compliance in the environmental area, the Company has an Environmental Coordinating Committee that works closely with a facility manager at each plant, warehouse, office or other facility of Thomas & Betts.

Any facility generating, treating, storing, disposing or handling solid and hazardous wastes should prepare for unexpected government inspections. All Thomas & Betts units are expected to maintain good housekeeping practices and clean working and storage areas, and must maintain accessible copies of all permits, variances and waste manifests. You are expected to comply with applicable environmental laws when carrying out your duties at Thomas & Betts.

## **Provisions Governing CEO's and Senior Financial Officers' Conduct**

In addition to the other provisions of the Code of Conduct and Ethics Policies, the CEO and senior financial officers are subject to the following additional specific policies:

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by Thomas & Betts with the SEC. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the Company's Disclosure Committee any material information of which he or she may become aware that affects the disclosures in our public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities as specified in its Charter.
2. The CEO and each senior financial officer shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in our financial reporting, disclosures or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the Chief Compliance Officer or the Audit Committee any information he or she may have concerning any violation of this Code of Conduct, including any actual or apparent conflicts of interest between personal and professional relationships, involving any

management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

4. The CEO and each senior financial officer shall promptly bring to the attention of the Chief Compliance Officer or the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by Thomas & Betts or any agent thereof, or of violation of the Code of Conduct, the Ethics Policies or of these additional policies.
5. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Conduct, the Ethics Policies or of these additional policies by the CEO and the senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct, the Ethics Policies and to these additional policies, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

## **Inside Information and Corporate Disclosure**

We disclose material facts about our business and financial condition in a full, fair, accurate, timely and understandable manner to all shareholders and the financial community as simultaneously as possible. You should refrain from trading, or advising others to trade, in Thomas & Betts securities (such as stocks and bonds) until those facts are disclosed.

### ***Insider Trading***

The insider trading laws are based upon the belief that all persons trading in a company's securities should have equal information about that company. While performing your duties, you may learn material, nonpublic information about Thomas & Betts or another company. You are prohibited from trading

securities of publicly traded companies on the basis of material inside information.

As a general rule, it is a violation of federal securities laws to buy or sell the Company's securities if you are in possession of material inside information. Information is "material" if it would likely affect a person's decision whether to buy, sell or hold the securities. Examples of material information include earnings results, disclosure of financial statements, changes in dividend policy, new product developments and significant merger and acquisition or divestiture activity. "Inside" information is information that has not been publicly disclosed. It is also a violation of federal securities laws to provide other people with material inside information or, on the basis of such information, to recommend that others buy or sell securities (i.e., "tipping").

### ***Company Spokespersons***

The Chief Executive Officer, the Chief Financial Officer and the Vice President, Investor Relations are the authorized Company spokespersons for all analyst comments. You should refer all calls from the financial community, shareholders and media to these individuals.

### ***Imposition of Quiet Periods***

The Company has established recurring "quiet periods" during which trading by directors, officers and employees in Grade Level 14 and higher is prohibited. There will be a quiet period commencing 14 days before the end of each quarter and extending until 24 hours after the financial results for that quarter are released. The Legal Department publishes notices announcing the beginning as well as the end of each quiet period. Any quiet period may be extended or an additional quiet period created when warranted.

### **Use of Intellectual Property**

You are responsible for protecting and maximizing the value of the Company's intellectual property and for properly using intellectual property owned by third parties. Thomas & Betts protects its intellectual property by means of trademark, trade dress, copyright, patent and trade secret laws.

We obtain the right to use intellectual property owned by third parties in accordance with applicable laws and contracts. It is a federal crime for a purchaser of copyrighted computer software to make unauthorized copies of that software, except for a backup copy if the manufacturer does not provide one. Although a Thomas & Betts entity may be licensed to use computer software, it does not own the software and therefore no employee has the right to reproduce the software or support documentation for business or personal use. When third-party-owned patents, trademarks, trade dress and

copyrights (including software) are licensed by Thomas & Betts, all employees must comply with the requirements of both applicable law and contractual arrangements in the use of such intellectual property. All copyrightable material, inventions, discoveries, know-how and other intellectual property created, conceived or acquired on behalf of Thomas & Betts are owned by Thomas & Betts, whether the inventor or author is an employee or an independent contractor.

## **International Business Practices—Export, Boycott and Foreign Payments**

We do business all over the world. Sometimes actions taken in one country can create legal exposure to the Company under the laws of another country, particularly under U.S. laws.

### ***Export***

The export and import, economic sanction and anti-corruption laws and regulations of the country within which a particular Thomas & Betts operation is located may restrict or prohibit export of products. It is our policy to comply with such restrictions or prohibitions even if it means the loss of a particular sale.

Before any commodity, software or technology (including technical data or technical assistance) is exported from the United States, the officer or other employee responsible for such export must first be satisfied that the export is in compliance with applicable U.S. export control and economic sanctions laws and that appropriate licenses have been obtained where necessary. Compliance is also necessary in connection with the re-export from abroad of many items, either in the form exported from the United States or as content in a foreign produced item, if the content exceeds certain minimal levels. These requirements extend to foreign branches and foreign-organized subsidiaries of U.S. corporations.

The economic sanctions laws are complex. They generally prohibit any person or entity subject to the jurisdiction of the United States from dealing with the government of, or persons in, certain foreign countries (currently including Cuba, Iran, Syria and Sudan). Somewhat more limited sanctions also apply to North Korea and Burma (Myanmar), as well as to certain identified persons in the Balkans, Côte d' Ivoire and Zimbabwe and any entities they control. The sanctions laws also generally prohibit U.S. persons from performing contracts anywhere in the world in support of governmental or commercial projects in many of these sanctioned countries. In addition, Thomas & Betts may not engage in any business dealings with any persons "specially designated" by the U.S. government or any terrorists, terrorist groups and supporters blocked under U.S. law.



## ***Illegal Boycotts***

It is a violation of the laws of the United States for Thomas & Betts, or any of its subsidiaries, to participate in, cooperate with, further, support or comply with any international boycott of a country friendly to the United States. Thus it is illegal for Thomas & Betts, including its overseas affiliates to refuse, or agree to refuse, to do business with or in a boycotted country. Even supplying information in furtherance of such a boycott, or failing to report a boycott-related communication or requests is a violation of law.

It is also illegal to engage in any transaction or take any other action with the intent to evade any of the anti-boycott rules. Use of an artifice, device or scheme that is intended to place a person at a commercial disadvantage or impose on him or her special burdens because he or she is blacklisted is illegal.

All boycott-related requests must be rejected and all boycott-related communications must be reported immediately to the Legal Department so that the necessary information may be given to the U.S. government.

## ***Foreign Payments***

Offering, promising or giving payments or anything else of value, directly or indirectly, to an agent or employee of a foreign government or of a government controlled company or a public international organization, for the purpose of obtaining or retaining business or procuring any other improper business advantage is not permitted. "Foreign officials" include foreign political parties, party officials and candidates. Making any payments or gifts, which would be illegal if made in any foreign country is also prohibited.

Payments or gifts to a foreign government, or an agent or official of a foreign government, that are intended to influence the actions of that government or official, or making any payments that would be illegal if made in the foreign country or in the United States, are prohibited. You should also refrain from making contributions or payments to political officials, parties, organizations or candidates, unless such contributions are customary and legally permissible, and then only within reasonable limits.

## **Workplace and Product Safety**

### ***Workplace Safety***

Safety is an integral part of all operations and must be observed by all employees.

You are responsible for safe job performance, and for following the safety rules, regulations and procedures intended for employee protection. You are expected to perform work in a safe manner, with due regard for your own personal safety and the safety of co-workers. In addition, you have a responsibility to report any problems concerning safety to your supervisor.

Thomas & Betts will apply safeguards to processes, equipment, methods and procedures, and provide you with the training and safety equipment necessary to safely perform your job. Facility managers and department supervisors are expected to develop, promote, implement, coordinate and monitor the safety and health programs at their facilities. Employees are responsible for adhering to these safety and health programs.

### ***Product Safety***

You have a responsibility to report any problems concerning the safety of any Thomas & Betts product or service immediately to your supervisor. Your supervisor should report any product safety concern to the Company's Product Safety Review Committee ("PSRC") which will help identify and evaluate safety issues concerning each product or service being analyzed.

### **Records Retention**

Thomas & Betts maintains its corporate business records in accordance with a Records Retention Schedule to assure compliance with laws covering document retention. A business record includes any paper or electronic record such as orders, receipts, notes, minutes, memos, letters, contracts or accounting records. Failure to adhere to the Records Retention Schedule by retaining records for a longer period than necessary could result in significantly higher expenditure of time and money in the event of a request for document production related to a lawsuit or investigation. Premature destruction of records could result in a violation of laws, resulting in significant civil or criminal penalties for the Company and the individuals involved.

Any questions regarding Thomas & Betts' Records Retention Schedule should be addressed to the Records Retention Coordinator in the Legal Department.

### **Electronic Communications**

You should use the utmost care in creating messages on the Company's electronic systems. Use of the Company's electronic communications systems which include, but are not limited to, electronic mail (e-mail), voice mail, facsimiles, video, computers and related equipment, the Intranet, and the World Wide Web, is a privilege that may be revoked at the Company's sole discretion, and is automatically terminated upon your departure from the Company.

Communications on the Company's systems should not contain content that, in the manner employed, a reasonable person would consider to be defamatory, offensive, harassing, disruptive or derogatory. This includes, but is not limited to, sexual comments or images, racial or ethnic slurs, or other comments or images used in a way that would actually offend someone on

the basis of race, color, religion, gender, national origin, age, disability or any other characteristic protected by law.

The Company's systems and all information stored on them are Thomas & Betts' property. All information and messages that are created, sent, received, accessed or stored on these systems constitute Thomas & Betts' records. The Company's systems are to be used to conduct Thomas & Betts' business and related professional activities. They are not to be used for your personal reasons except occasionally (such as you would use the telephone to make a personal local call). You may not use the Company's systems to post information, opinions, or comments to Internet discussion groups or other such forums.

Communications on the Company's systems are not private and security cannot be guaranteed. Any passwords or user IDs assigned to you are designed to protect the Company's confidential information from outside parties, not to provide you with personal privacy in the messages. You should assume that any communications you send or receive on the Company's systems may be read or heard by someone other than the intended recipient. Highly confidential or sensitive information should not be sent through the system without prior authorization from your supervisor.

The Company reserves the right to monitor, access, retrieve, read and disclose to law enforcement officials and authorized personnel of the Company, or other appropriate third parties all messages created, sent, received or stored on the Company's systems without prior notice to the originators and recipients of such messages. Authorized personnel may monitor your electronic communication to determine whether there have been any violations of law, breaches of confidentiality or security, communications harmful to the business interests of the Company, or any other violations of Company policies.

You may not use or install encryption software on Company systems unless prior approval is received from the General Counsel, and only then with full disclosure of the encryption keys. You are also prohibited from using another employee's code or password. You must immediately report any viruses, tampering or other system breaches to your supervisor.

You may not use the Company's systems to:

- A. Upload or download copyrighted, trademarked or patented material, trade secrets, or confidential, private or other proprietary information without the permission of the owner of such materials, including software or music;
- B. Upload, download or otherwise transmit any illegal information or materials, or otherwise engage in any illegal activity;
- C. Upload, download, access, create, distribute or otherwise transmit sexually explicit materials;

- D. Gain unauthorized access to remote computers or other systems, or damage, alter or disrupt such computers or systems in any way;
- E. Create or distribute chain letters, junk e-mail, SPAM, anonymous e-mail or facsimile messages, or messages or material which is offensive or inflammatory; or
- F. Participate in chat rooms on the Internet or World Wide Web.

## **Communications with Government**

We believe that business and industry should be a contributing force in the development of good government at all governmental levels. The officer responsible for the activities of a particular Division, subject to the review of the Chief Executive Officer, is responsible for conducting a liaison program with all levels of government. No communication with any governmental agency, official or representative regarding legislative matters should take place without the approval of the General Counsel.

Severe penalties are included in the federal obstruction of justice laws. To protect yourself and the Company it is imperative that you not knowingly alter, destroy, mutilate, conceal, cover up, falsify or make a false entry in any record, document or otherwise with the intent to obstruct or influence the investigation by the federal government or any government agency or any case in federal court or in relation to a case contemplated to be filed in federal court.

## **Government Inquiries and Investigations**

Thomas & Betts will cooperate fully with agents from the various governmental investigatory agencies when these agencies are conducting required and appropriate investigations concerning the activities and records of the Company.

If an OSHA investigator should call in person or by telephone at any Thomas & Betts location for the purpose of any investigation, the investigator should be requested to contact the Director of Safety.

If an investigator, other than OSHA, should call in person or by telephone at any Thomas & Betts location for the purpose of a non-routine investigation, the investigator should be requested to contact the Legal Department. If the investigator insists upon an immediate inspection, then, if not completely satisfied with the inspector's proof of authority and statement of the nature, scope and purpose for the investigation, a telephone call should be made to the inspector's superior to determine the authority, basis, limits and purpose of the inspection. If valid in purpose and authority, and reasonable in scope, the investigator should be permitted to inspect—with a member of management always in attendance (unless part of the investigation includes interviews with rank and file employees as opposed to supervisors or

other management personnel). The Legal Department or, if appropriate, local legal counsel, should immediately be advised of the inspection.

In connection with any governmental investigation of the Company, whether routine or otherwise, you should not, under any circumstances:

1. Destroy any Company documents in anticipation of a request for those documents from any government agency or a court;
2. Alter any Company documents or records;
3. Intentionally misrepresent any fact or make any deliberately misleading statements to any governmental investigator;
4. Attempt to cause any other Company employee, or any other person, to fail to provide information to any government investigator or to provide any false or misleading information; or
5. Fail to notify the Legal Department of the inspection or receipt of a summons or a subpoena involving Thomas & Betts from any government agency.

#### *Waivers of Code of Conduct*

There shall be no waiver of any part of this Code of Conduct for any director or employee except by a unanimous vote of the Board of Directors or a designated committee that will ascertain whether a waiver is appropriate under all the circumstances. In case a waiver of this Code of Conduct is granted to any director, Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller of the Company, or persons performing similar functions, the notice of such waiver shall be posted on our website or shall be otherwise disclosed as required by the New York Stock Exchange rules or other applicable law.

**This Code of Conduct should not be considered as creating terms and conditions of an employment contract, either express or implied, and may be changed by Thomas & Betts at any time without notice. This Code of Conduct and all future amendments are the property of Thomas & Betts and should be returned to your supervisor if you cease to be an employee of Thomas & Betts.**

## CORPORATE COMPLIANCE COMMITTEE

Chief Compliance Officer	W. David Smith, Jr. Assistant General Counsel and Chief Compliance Officer 901-252-5843 david.smith@tnb.com
Human Resources Representative	Diane B. Brown Vice President, Corporate Human Resources 901-252-5406 diane.brown@tnb.com
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Finance Representative	Sathish R. Venugopalan Director, Internal Audit 901-252-8902 sathish.venugopalan@tnb.com
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International Representative— Europe	Natasha Seghers Legal Counsel—Europe 011-32-2-359-8200 (from the U.S.) 32-2-359-8200 (outside U.S.) natasha.seghers@tnb.com

The above are members of the Compliance Committee as of September 1, 2008.  
Please refer to the company website for the most current list of members.