

# WIRECO WORLDGROUP INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

### Introduction

This Code of Business Conduct and Ethics (the “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of WireCo WorldGroup Inc. and its subsidiaries and affiliated companies under common control (the “Company”). All of our employees and directors must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code should also be provided to and followed by the Company’s agents and representatives, including consultants.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

In addition to the Code, you must also be familiar with and comply with the Company policies applicable to your position. Please ask your supervisor or the local Human Resources Department if you have any questions about which policies apply to you.

### Disciplinary Actions

You are expected to follow the Code, and comply with our policies and the law while conducting business on behalf of WireCo as a condition of employment. Violating the Code, our policies or the law may result in:

- Disciplinary action, up to and including termination of employment, depending on the nature and severity of the Code violation
- In the case of a violation of law, civil and/or criminal penalties may be imposed by a governmental agency or a court.

Failure to report suspected or illegal or unethical behavior is a violation of the Code. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 15 of this Code.

### 1. Compliance with Laws, Rules and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers, or other appropriate personnel.

The Company holds information and training sessions to promote compliance with various laws, rules and regulations, including anti-discrimination, anti-harassment, and anti-corruption laws. If you have any questions concerning laws that apply to the Company or your position with the Company, please contact the Corporate Legal Department ([WireCoLegal@wirecoworldgroup.com](mailto:WireCoLegal@wirecoworldgroup.com), 816-270-4814 or 816-270-4831).

## **2. Conflicts of Interest**

Company employees are expected to act in the best interests of the Company. A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has an interest that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefit as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. If you are in a position to influence purchasing or procurement decisions or to retain outside firms on behalf of the Company, you must promptly disclose to your supervisor and to the Corporate Legal Department any relationship of any kind that you, your immediate family, or members of your household have with the Company’s suppliers or individuals or entities that are seeking to become suppliers to the Company. This includes reporting whether you or any member of your immediate family or household works for, is compensated by, has an ownership interest in, serves as a director or officer of, has a significant personal relationship with, or provides services to such individuals or entities.

Any of your outside employment, consulting, volunteer or political activities must not conflict with your Company responsibilities. Your outside activities must not: (i) adversely affect the quality or timeliness of your work for the Company, (ii) compete with the Company’s business, (iii) imply the Company’s sponsorship of such activity, or (iv) adversely affect the Company’s reputation. Company time, facilities, or other resources may not be used for such outside activities without your supervisor’s prior approval.

Conflicts of interest are prohibited as a matter of Company policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Company’s Corporate Legal Department. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate person or consult the procedures described in Section 15 of this Code.

## **3. Personal Opportunities**

Employees, officers and directors are prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position. No employee may use corporate property, information or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises.

#### **4. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

To maintain the Company's valuable reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services be designed and manufactured to meet our obligations to customers. All inspection and testing documents must be handled in accordance with all applicable regulations.

#### **5. Gifts, Meals, Entertainment and Other Favors**

The purpose of business entertainment, meals and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with or to unduly influence any current or prospective customers, suppliers, or other parties seeking to do business with the Company. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices and reasonable in frequency and cost, (3) complies with the Company's Anti-Corruption Policy, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations, including the FCPA and the UK Bribery Act (described below). Please discuss with your supervisor any gifts or plans which you are not certain are appropriate.

#### **6. Antitrust and Competition Laws**

The U.S. government and many foreign governments have enacted antitrust and competition laws that prohibit agreements and communications between competitors that eliminate or discourage competition, and prohibit other practices that unfairly eliminate competition.

All Company business must be conducted in compliance with these laws. The laws are complex, and employees and other representatives of the Company must be alert to avoid even the appearance of such conduct. The key requirements of such laws are:

- Do not propose or enter into any agreement or understanding with any competitor regarding setting of prices, bidding, restrictions (including restrictions on customers, territories, products, competition, volume, and R&D), refusals to sell, allocation of business, market share, or boycotts of customers or suppliers.
- Avoid interactions with competitors that could create the appearance of improper agreements or understandings, including all conversations with competitors regarding prices, products, services, and customers.
- Do not set prices below cost in order to eliminate competition (known as predatory pricing).
- Do not make false statements about competitors.

In addition, the following activities may or may not be considered illegal in a particular jurisdiction and/or market situation: exclusive dealing arrangements which prohibit customers from dealing in a competitor's goods or services, reciprocal purchase agreements which condition the purchase of a product on the seller's agreement to buy products from the other party, tying arrangements which condition the sale of one product on the buyer's purchase of another product that the buyer would prefer not to buy or buy elsewhere, bundling in which the final price depends upon the customer's purchase of multiple products or allocating a specific percentage of its total purchase to the Company, and price discrimination which involves selling the same products to different customers at different prices or on different economic terms without complying with specific exemptions that might be available. Check with the Legal Department before entering into these types of arrangements.

The above is not intended to be a comprehensive review of the antitrust and competition laws. If you have any questions concerning a specific situation, please contact the Legal Department before taking action.

## **7. Discrimination and Harassment**

We are committed to following all applicable labor and employment laws. We believe that the diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Employees should immediately report any improper discrimination or harassment to the appropriate supervisor. The Company's non-discrimination and anti-harassment policies are set forth in the Company's employee handbook.

## **8. Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices, and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

The Company abides by all applicable environmental laws and regulations in countries and communities in which we operate. The Company identifies, controls and endeavors to minimize the use of hazardous materials, and endeavors to reduce waste.

## **9. Record-Keeping**

You are accountable for the accuracy of the business records that you handle in the normal course of business. The Company requires complete, full, honest and accurate recording and reporting of information in order to make responsible business decisions. You should never commit fraud by:

- Falsifying, omitting, misstating, altering or concealing any information or otherwise misrepresenting the facts on a company record.

- Encouraging or allowing anyone else to compromise the accuracy and integrity of our records.

Fraud may be motivated by the opportunity to gain something of value (such as meeting a performance goal or obtaining a payment) or to avoid negative consequences (such as discipline). Examples of fraud include:

- Altering manufacturing numbers to meet productivity goals.
- Falsely reporting time worked to earn more pay or avoid discipline for being late or absent from work.
- Misrepresenting sales or donations of products to obtain unauthorized pricing for a customer.
- Misstating financial information in our Company's books and records.

Many employees regularly use business expense accounts, which must be documented and reported accurately. If you are not sure whether a certain expense is legitimate, consult the Travel and Entertainment Policy.

All the Company's books, records, accounts and financial statements must be maintained in appropriate detail, must accurately reflect all the Company's transactions, and must conform both to applicable generally accepted accounting principles and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. No employee, non-employee director, or any other party may attempt to interfere with or seek to improperly influence, either directly or indirectly, the auditing of the Company's financial statements.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports.

## **10. Confidentiality**

During your employment, you may acquire certain information about the Company, its customers, suppliers or business or another third party that is confidential and competitively sensitive. You should assume that Company information is confidential or competitively sensitive unless you have clear indication that the Company has publically released the information. Employees must maintain confidential information entrusted to them by the Company or any third party, except when the disclosure is authorized by the General Counsel or required by laws or regulations. You should not disclose material non-public information to anyone outside our company, including family members, friends and former employees of the Company. Even within our Company and among your co-workers, you must only share confidential information on a need-to-know basis. You should refer all inquiries or calls from the media to the Corporate Communications Department. The obligation to preserve confidential information continues even after employment ends.

## **11. Protection and Proper Use of Company Assets**

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud, theft, or misuse should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted. The appropriate use of the Company's information technology (IT) systems are governed by the Company's IT User policies, which apply to all Company employees.

The obligation to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, customer lists, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties. All employees should do their best to make sure that Company property under their control is properly used and protected by adequate controls and safeguards.

The Company's name, logos, brands, patents, copyrights and trademarks are all valuable assets, recognized around the world. Use them consistently in accordance with Company standards, and take steps to protect these assets from misuse by others.

## **12. Payments to Government Personnel**

The U.S. Foreign Corrupt Practices Act ("FCPA") prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy, but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules, and the laws in some countries where the Company does business may be more stringent than U.S. law. For instance, under the UK Bribery Act, payments of a nominal amount made to ensure or speed the proper performance of a government official's routine governmental duties or actions to which the payor is otherwise entitled under the laws of that country (sometimes referred to as "facilitating payments") are prohibited by law, whereas other countries may allow for facilitating payments. In light of these conflicting approaches and the Company's view that these payments do not meet the threshold of ethics and integrity that it wishes to maintain, the Company prohibits making facilitating payments of any kind on its behalf or on the behalf of any of its joint ventures.

For more information concerning the Company's policies in this area, please consult our FCPA Policy (also known as the Anti-Corruption Policy). The Company's Legal Department can provide guidance to you in this area as well.

### 13. Business with Certain Countries

The United States has imposed economic sanctions and embargoes on trade with certain countries. It is our policy to comply with all applicable regulations and laws governing imports into and exports from the United States or any foreign country, including customs laws, the U.S. Trading with the Enemy Act and the U.S. Office of Foreign Assets Control Regulations. In particular, our policy is not to sell our products or have our products distributed in any country on any U.S. Office of Foreign Assets Control's list of sanctioned countries. Please consult the Legal Department if you have any questions concerning current or planned activity in a certain country.

### 14. Waivers of the Code of Business Conduct and Ethics

The Company discourages waivers of this Code except in extraordinary circumstances. Any waiver of this Code for executive officers or directors may be made only by the Board or a Board committee with the proper authority, and will be promptly disclosed as required by law.

### 15. Reporting any Illegal or Unethical Behavior

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an ethics issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it locally with your facility or office manager, your Human Resources manager or an executive officer of the Company. Also, you may call the Company's toll-free Ethics Line (see numbers below) which is administered by NAVEX Global, Inc., an independent third-party based in the United States. All information provided during the call is provided to both the Corporate Human Resources and Corporate Legal Department for investigation. If you are the subject of a report made via the Ethics Line, we will inform you and provide you with a copy of the report unless by doing so would jeopardize our ability to investigate the complaint, in which case we will inform you as soon as it is appropriate for us to do so. Any personal data that

is provided during a call is processed for our legitimate interests in ensuring that our workforce operates in an ethical manner and in preventing any wrongdoing, for example financial crime, bribery and corruption. Please see the WireCo Corporate Privacy Policy at <http://www.wirecoworldgroup.com/Compliance-Policies> for more information about our use of your personal data.

- U.S. – 800-371-2173
- Mexico – 001-800-613-2737
- Brazil – 0800-892-0644
- Germany – 0800-187-3586
- Netherlands – +31 515487695\*
- Poland – 00-800-151-0065
- Portugal - 800-800-128
- China – 10-800-711-0631

\*This telephone number is for local HR.

You may also report a potential issue on our website, by going to <http://www.wirecoworldgroup.com/Compliance-Form>, or by sending an email to [hrcompliance@wirecoworldgroup.com](mailto:hrcompliance@wirecoworldgroup.com).

If you prefer to write, address your concerns to the address below:

Legal Department  
WireCo WorldGroup  
2400 West 75th Street  
Prairie Village, KS 66208  
Attn: General Counsel

All complaints or concerns will be forwarded to the Audit Committee of the Board of Directors.

- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the greatest extent possible. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

We expect everyone to act ethically, legally, and in compliance with the Code of Conduct at all times. Each of us is responsible for our own compliance with the Code, to report suspected violations, and to cooperate in the Company's investigation of potential violations.