

KNOWLES CORPORATION  
CODE OF BUSINESS CONDUCT

# Shaping Our Future Together

# A Message from Jeffrey S. Niew

At Knowles, we have a proud history as an innovator of high-performance audio and precision device solutions. From capturing Neil Armstrong's words on the moon decades ago, to connecting people through today's most advanced voice technology, we help enrich the lives of people every day, all over the world.

Our goal is to be a leader in the markets we serve, to benefit all of our stakeholders. We believe we can achieve that goal by being **Innovative, Passionate, Agile, Trustworthy and Empowered**. These Values must drive our actions every day, whenever and wherever we do business.

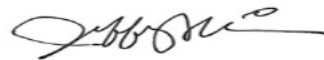
We face many challenges as technology and our business evolve to meet the needs of today's marketplace, but we must always hold true to our Values. Our commitment to be a **Trustworthy** partner who operates with honesty and integrity is demonstrated every day through our relationships with our customers, suppliers, employees, shareholders, and the communities where we do business. This commitment is critical to our success.

Our Code of Business Conduct sets forth our standards for conducting business ethically, responsibly and in compliance with the law. We are all required to read, understand, and comply with our Code. I encourage you to use this Code as a resource any time you have questions

about the right thing to do. While our Code cannot address every situation we may face, it does provide a foundation upon which we can make sound decisions that are consistent with the law and our Values. I want all of you to feel **Empowered** to speak up to ask questions or raise concerns if you see something that may not comply with the law or our Code of Business Conduct so that we can properly address it. Retaliation against someone who raises a concern in good faith will not be tolerated.

We each have a role to play in ensuring the continued success of Knowles. I am confident we can **Shape Our Future Together** by living up to our Values and our Code of Business Conduct.

Sincerely,



[Jeffrey S. Niew](#)  
President and Chief Executive Officer  
Knowles Corporation





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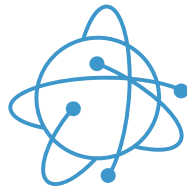
## INNOVATIVE

We take smart risks and leverage our deep expertise to develop emerging technologies.



## PASSIONATE

We work to discover new solutions that improve people's lives.



## AGILE

We anticipate the velocity of an ever-changing industry and deliver unique ideas to solve our customers' toughest challenges.



## TRUSTWORTHY

We are an honest and dependable partner who delivers on the promises we make.



## EMPOWERED

We believe in a culture where bright, creative people are expected and celebrated, and everyone's contribution helps to drive change and achieve success.



# About Our Code

At Knowles Corporation (“Knowles” or the “Company”), our vision is to be the leading global innovator of high-performance audio solutions and precision devices. We believe our success depends on our reputation for **Trustworthy** and ethical business performance.

Our Code of Business Conduct (“Code”) sets forth our standards for conducting business ethically, responsibly and in compliance with the law everywhere we do business. The Code is an important resource to ensure we understand what is expected of us, and to help guide us in our efforts to conduct business with integrity. It will help us live up to our value of being a **Trustworthy** partner to all our stakeholders. Although this Code does not cover every possible situation, it will help us make responsible, lawful, and ethical decisions as we go about our work. It also provides important information about where we can go for additional guidance or to report concerns.

We are all bound by the same Code. The principles in our Code apply to all officers, directors, and employees of Knowles, its segments, operating companies, subsidiaries, and affiliates worldwide. In addition, we expect everyone working on the Company’s behalf, including suppliers, agents, contractors, and business partners to adhere to these standards as set forth in our **Supplier Code of Conduct**.

We are all expected to read, understand, and comply with our Code. Understanding and following our Code is a vital part of maintaining our culture, our reputation, and our success as we Shape Our Future Together.

## LISTEN IN....

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**Q:** What should I do if there is a conflict between what is in our Code and the laws or customs in the country where I work?

**A:** The best approach is to follow the stricter standard. If you aren’t sure what to do, contact the Legal department for guidance.

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**Q:** What if there is no rule or Company policy for our particular circumstance?

**A:** The Code cannot cover every situation we may encounter so when faced with such a situation:

- Consult other relevant Company policies;
- Apply our values; and
- Use your good judgment to **make sound decisions** on the right action to take.

If you still are not comfortable making a decision on your own, reach out to one of the **Helpful Resources** listed in the Code for advice and guidance.



# Our Shared Commitment

We have a shared commitment to ***Shaping Our Future Together*** by building, maintaining, and enhancing a culture that is grounded in our Values and our Code of Business Conduct. We all have a responsibility to:

- act with honesty and integrity;
- comply with this Code and any laws or Company policies that apply to our work;
- complete any required training so we fully understand what is expected of us;
- seek advice from our supervisor, manager, or other appropriate Company resource when we have questions relating to this Code or how we should conduct ourselves;
- speak up if we see something that doesn't fit with the letter or spirit of this Code; and
- cooperate with any investigation into possible misconduct or violation of our Code, our policies, or the law.

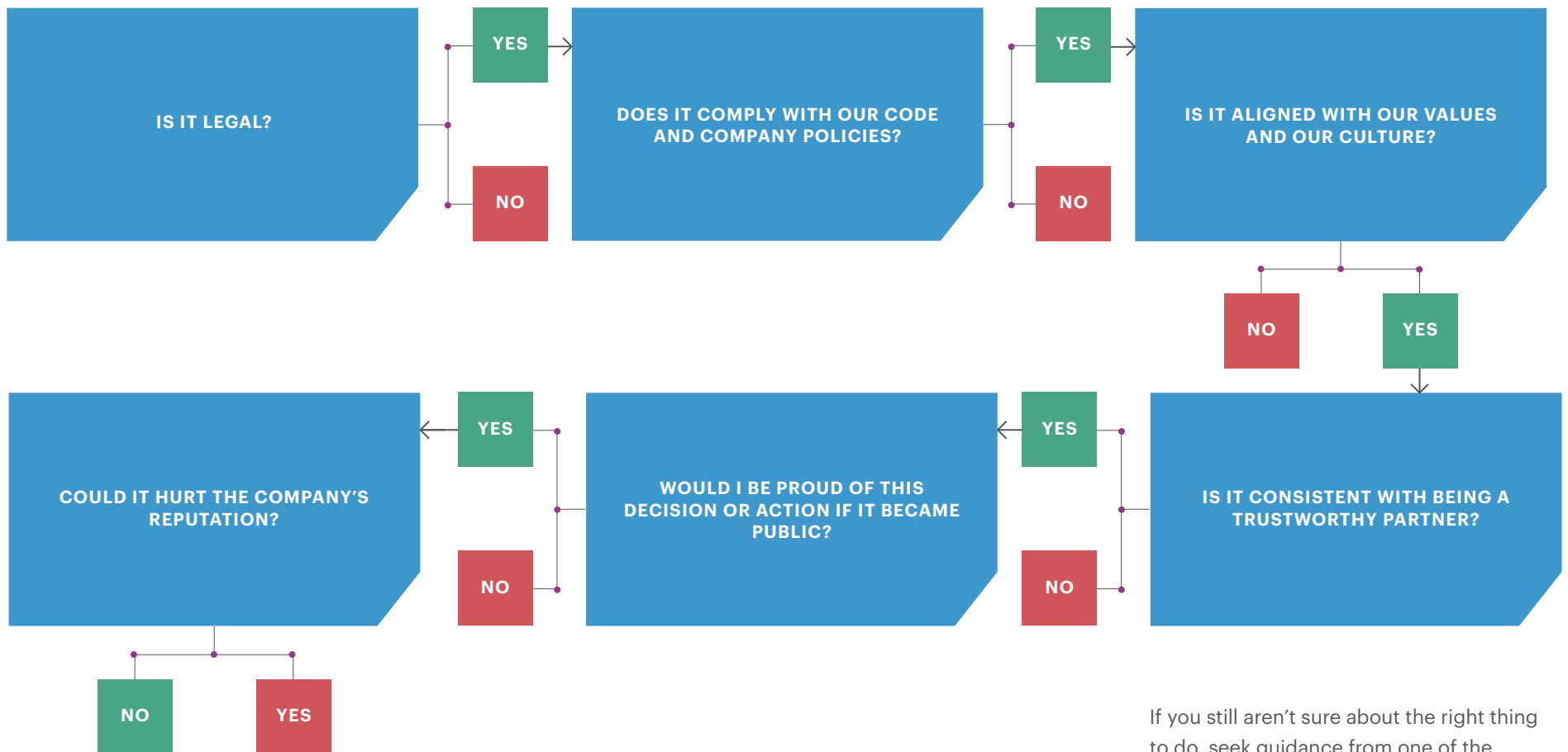
Supervisors and managers are expected to demonstrate ethical leadership and always exhibit our Values. As leaders, we have additional responsibilities to:

- lead by example, modeling the right behavior;
- clearly communicate ethics and compliance expectations with employees;
- promote a positive working environment where people are treated with dignity and respect and are comfortable raising concerns and diverse viewpoints without fear of retaliation; and
- address employee concerns promptly, escalating them to the appropriate Company resource as necessary for resolution.



# Make Sound Decisions

The quality of our decisions and actions is just as important as the quality of our products. Making sound ethical decisions builds trust between us and our co-workers and business partners. The best course of action may not always be clear so when facing a difficult decision or ethical dilemma, ask yourself these questions:



If you still aren't sure about the right thing to do, seek guidance from one of the [Helpful Resources](#) listed in this Code or ask a question through the [Ethics Helpline](#).

# Speak Up and Be Heard

We are committed to maintaining an environment where open, honest communications are the expectation, not the exception. We are each responsible for speaking up when we have a question or when we see something that we believe is, or may be, a violation of the law, Company policies, or this Code. This includes possible violations by our employees, suppliers, business partners, or anyone else acting on behalf of the Company.

We encourage you to speak directly to your supervisor or manager who is often best suited to help you, but you may also ask questions or raise concerns to these **Helpful Resources**:

- any member of management;
- a Human Resources representative;
- the Legal department;
- your local Compliance Officer;
- the Head of Finance or President at your site or for your business unit; or
- the Ethics Helpline

The **Ethics Helpline** is hosted by a third-party provider, EthicsPoint, to allow for confidential and/or anonymous communication online or through the telephone in your preferred language. You may submit reports relating to possible violations of the law, our Code or Company policies. The information you provide to EthicsPoint will be sent to us in a way that protects your anonymity, which you may do where local law permits. However, keep in mind that the more information you provide, the easier it will be for the Company to thoroughly investigate and respond to your report. Details for using the Ethics Helpline can be

found below and in the **Helpful Resources** section of this Code. It is available 24 hours a day, 7 days a week. Access it online at [www.knowles.ethicspoint.com](http://www.knowles.ethicspoint.com) or by telephone at 1-855-657-8022 (if in the U.S.). You may also choose to send a note or email with details of your concern and any relevant documents to:

Knowles Corporation  
1151 Maplewood Drive  
Itasca, IL, USA 60143  
Attention: Legal Department

Or email to: [General.Counsel@knowles.com](mailto:General.Counsel@knowles.com)

We are committed to keeping your information confidential to the extent possible under local law and disclose reported information only on a need-to-know basis. Confirmed violations of our Code, our policies, or the law will result in disciplinary action up to, and including, termination of employment.

Speaking up about issues that could harm fellow employees, our stakeholders and our Company is the right thing to do. We will not tolerate retaliation against anyone who speaks up in good faith. Making a report in “good faith” means that you have provided all the information you have, and you believe it to be true, even if your report turns out to be unsubstantiated. Retaliation against anyone for speaking up about a potential violation is against the law and Company policy. If you feel that you or someone else has been retaliated against for raising a concern or participating in an investigation, you should contact your Human Resources representative, the Legal department, or the Ethics Helpline.

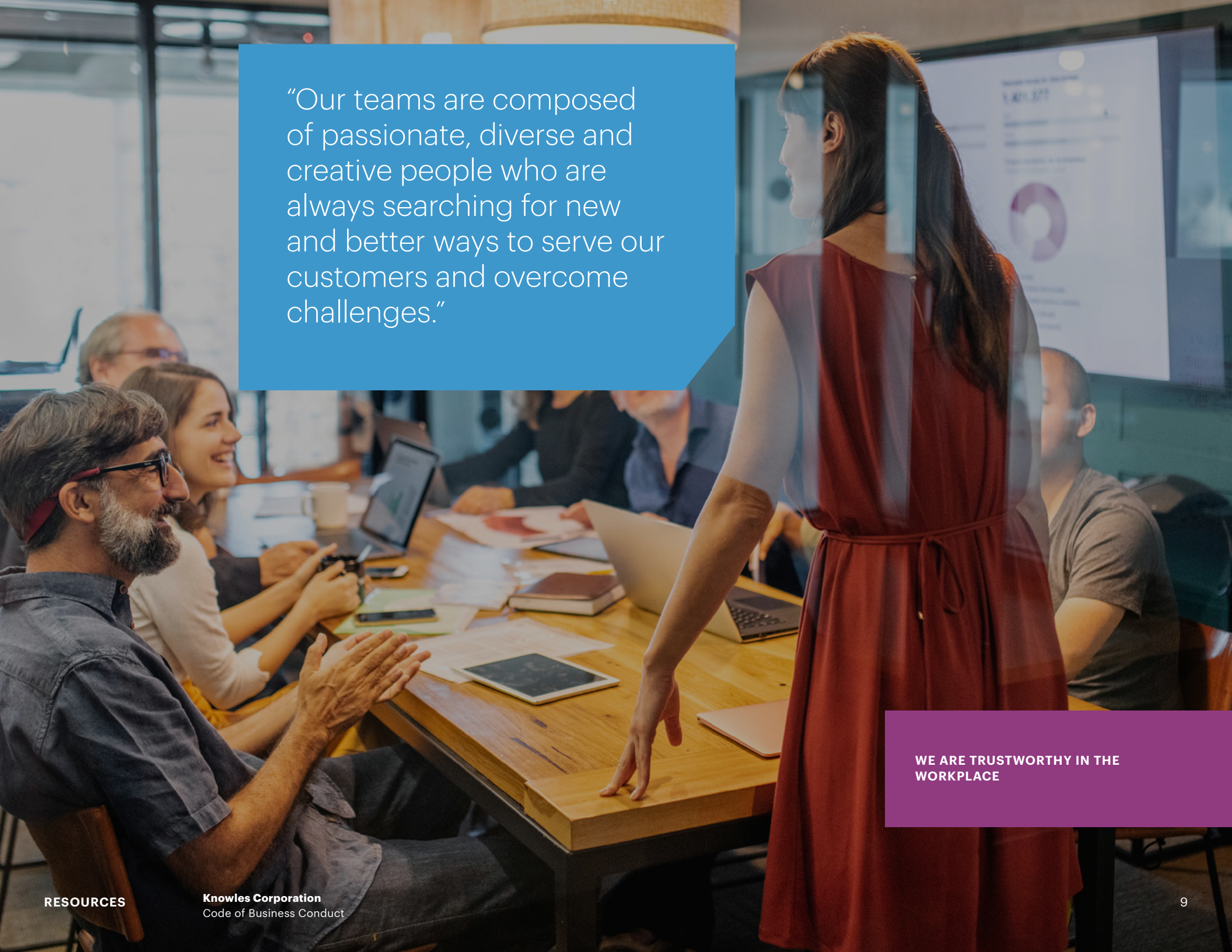
## LISTEN IN....

**Q:** What happens when someone makes a report of a possible violation of the Code?

**A:** We take all such matters very seriously. Regardless of how the report is received, whether directly or through the **Ethics Helpline**, your concern will be promptly reviewed and, if necessary, investigated by a team with the appropriate independence and subject matter expertise. If you use the **Ethics Helpline** and choose to be anonymous, it is important that you return to the Helpline to answer any follow-up questions or provide additional information the team may need to conduct the investigation. Information you provide will only be shared with people who need to know to resolve the issue and take corrective action. Keep in mind, the Company prohibits retaliation against anyone who raises a concern in good faith or participates in such a Company investigation.

**Retaliation** means any adverse conduct taken against a person who raises a concern or participates in a Company investigation of misconduct. It can include shunning or harassing the person, making threats intended to intimidate them, or taking an employment action against them because of their report or participation in an investigation.



A woman in a red dress is standing and presenting to a group of people seated around a long wooden table in a meeting room. The room has large windows and a screen displaying a presentation. The woman is gesturing towards the table. The people are looking at her and some are using laptops. The overall atmosphere is professional and collaborative.

“Our teams are composed of passionate, diverse and creative people who are always searching for new and better ways to serve our customers and overcome challenges.”

WE ARE TRUSTWORTHY IN THE  
WORKPLACE



# Promote a Safe and Healthy Workplace

We all share a responsibility to make the health, safety and security of ourselves and our co-workers a priority each day. To do so, we must all know and follow the health, safety and environmental regulations and Company policies that apply to our jobs. This includes procedures related to safe manufacturing processes and the proper use of personal protective equipment, among other things. It is vital that we each perform our jobs safely and responsibly—otherwise, we risk injury to ourselves and others

We must never work under the influence of illegal drugs, alcohol, cannabis, or misused prescription or over-the-counter medications. Possessing illegal drugs while on Company property is prohibited. On occasion, alcohol may be served at Company functions such as a company picnic, holiday party, or during approved events like business dinners or other customer entertainment. Responsible, moderate consumption of alcohol at these events is allowable but we should know our limits, never drink to excess, and take appropriate measures to ensure we, and others in our party, get home safely. Alcohol consumption is a personal choice, and no one should feel pressure to consume alcohol at a Company function.

We do not tolerate violence, threats of violence or bullying of any kind, and we prohibit the possession of weapons on Company premises or in Company vehicles or machinery.

To fulfill our responsibility to promote a safe and healthy workplace, we must all speak up and promptly report any violations of safety policies, potential hazards or anything that could pose a risk to the health, safety and security of our people or our work environment.

## LISTEN IN....

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**Q:** Amir observed a co-worker, Michael, not wearing the required personal protective equipment (PPE) while working on a manufacturing line. When he mentioned it, Michael told him the PPE was uncomfortable and he didn't think it was really necessary for the work he was doing. What should Amir do?

**A:** Amir should remind Michael of the importance of wearing the required PPE to protect him from potential injury. Amir should also discuss it with his supervisor or designated EH&S professional. It is important to report anything that may increase the possibility of injury or contribute to unsafe working conditions.



## TO HEAR MORE....

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[Environmental, Health and Safety Policy](#)

# Respect and Value Others

We believe one of our key strengths is the diversity of our team. It reflects the diversity of the communities where we live and work. We are committed to creating and maintaining a workplace that embraces a wide variety of cultural and educational backgrounds, thoughts, ideas, beliefs, and experiences. We believe that this unique mix of individuals creates a stronger, more **Innovative** team where each and every one of us is **Empowered** to drive change and achieve success.

While we celebrate our differences, we share a common commitment to our Values. Promoting diversity throughout our Company means nothing if we do not treat one another with respect. We strive to create and maintain a workplace that is free from discrimination and harassment. We employ people on the basis of their ability to do the job, and we do not tolerate discrimination based on personal characteristics protected by applicable law, such as race, religion, age, disability, national origin, sex, gender identity or expression, sexual orientation, political affiliation, veteran status, or marital status. All employees and job applicants should be treated fairly and with equal opportunity when making decisions that involve recruiting, hiring, training, assigning work, promoting, compensating or any other term or condition of employment.

We are all responsible for creating a work environment that is free from bullying or harassing behavior, where everyone is treated with respect. Unwelcome conduct that could create an intimidating, hostile, offensive or demeaning work environment will not be tolerated.

If you feel that you have experienced or observed any discriminatory, bullying, or harassing behavior, you must immediately report your concern to one of the **Helpful Resources**. Failure to report such an incident would be a violation of this Code.

**TO HEAR MORE....**

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Human Rights Policy



**LISTEN IN....**

**Harassment** is any unwelcome conduct that might reasonably be expected or perceived to cause offense or humiliation to another person or interfere with their ability to do their work. It can take the form of words, gestures or actions which tend to annoy, alarm, abuse, demean, intimidate, belittle, humiliate, or embarrass another or which create an intimidating, hostile or offensive work environment.

**Q:** John is always telling jokes at work, and most of the time his co-workers all laugh along, but sometimes they are offensive or insensitive jokes that make Aneesa uncomfortable. She knows they make others uncomfortable too. She mentioned it to John, but he told her she was being overly sensitive and continues to tell the jokes. What should Aneesa do?

**A:** Since Aneesa already asked John to stop and he didn't, she should raise her concern using one of the **Helpful Resources**. Unwelcome conduct such as Aneesa described doesn't belong in our workplace.

# Protect Each Other's Privacy

We protect the personal information entrusted to us by our fellow employees, our customers and our business partners. Such personal information includes home and email addresses, telephone numbers, banking and financial information, health information, government identification numbers, biometrics, race, and ethnicity, among other things.

Maintaining that trust is critical to the success of our business. We must comply with all the applicable privacy and data protection laws that govern the handling of this type of information. These laws are complex and vary by country. If we have access to personal information as part of our job responsibilities, it is important we work with our supervisor, manager or the Legal department to be sure we understand what is required.

To protect the privacy of others, we:

- collect, hold, use, or process only the personal information we need for legitimate business purposes;
- share it only on a need-to-know basis or when required by law;
- protect the information from potential loss, misuse, or disclosure while it is in our care; and
- report any possible violations to the Legal department or to the [Ethics Helpline](#).

## LISTEN IN....

**Q:** Fatima was emailing a file with customer data to a business partner when she realized she used the wrong email address. The file included personally identifiable information about the customers and went to an unauthorized recipient. What should she do?

**A:** Fatima must report the data breach immediately to the Legal department so that the proper steps can be taken to comply with the law and Company policy. Privacy and data protection laws require specific actions to be taken within a certain timeframe when such a breach occurs.



## TO HEAR MORE....

[Non-Disclosure Agreements Policy](#)

# Avoid Conflicts of Interest and Disclose any Potential Conflicts of Interest

To achieve our shared goals, we must work together for the best interests of the Company. A conflict of interest can come about from any situation that may divide our loyalties, interfere with our ability to make objective business decisions, or cause us to act in a way that is not in the Company's best interest.

It isn't possible to list every situation that may cause a conflict of interest, but some examples include:

- working for, or having an ownership interest in, a competitor, supplier, or customer of the Company;
- having a second job that interferes with our work at the Company;
- competing with the company or taking personal advantage of business opportunities that come our way because of our connection with the Company;
- having a family or close personal relationship with someone who directly or indirectly reports to us;
- being involved in the selection process of a new employee, supplier, or other business partner when the applicant is a family member or someone with whom we have a close personal relationship;
- giving or receiving a loan or guarantee of an obligation to or from the Company or its customers, suppliers, or competitors; or
- holding a public office that may require us to handle issues of interest to the Company.

A real or perceived conflict of interest can erode trust and harm the Company's reputation as well as our own, so it is best to avoid even the appearance of such a conflict. If we believe a potential conflict of interest exists, we must promptly disclose it to our manager and the Legal department so they can help to resolve it. Most conflicts of interest can be managed so that they do not violate the Code — but failing to disclose a conflict is a violation.

## TO HEAR MORE....

[Related Persons Transaction Policy](#)

## LISTEN IN....

**Close personal relationships** include family relationships and relationships of a romantic, intimate, or sexual nature, or close personal friendships that may influence your decision-making and cause you to act in a way that is not in the best interests of Knowles.

**Q:** Bao's cousin owns a company that is bidding on some work at Knowles. Bao isn't involved in the selection process but is worried because he read something in the Code about potential conflicts of interest related to family members or friends who work for suppliers. He isn't sure if this would be considered a conflict of interest. What should Bao do?

**A:** Bao should discuss the situation with his manager and the Legal Department. As long as he discloses the relationship and doesn't have any influence over

Knowles' business with his cousin's company, it is probably okay. Since it can be hard to sort out what is and is not a potential conflict of interest and how best to handle it, keeping the right people informed is the best way to ensure that you are fulfilling your responsibility.

**Q:** Ben is considering starting his own side business to make extra money. He is sure he can complete the work on his own time, so he doesn't think it is a problem. Is he correct?

**A:** Having a second job conducted on his own time with his own resources may be acceptable, but Ben should be transparent and discuss it with his manager to ensure it won't interfere with his ability to do his current job at the Company or otherwise create a conflict of interest.



# Communicate Carefully

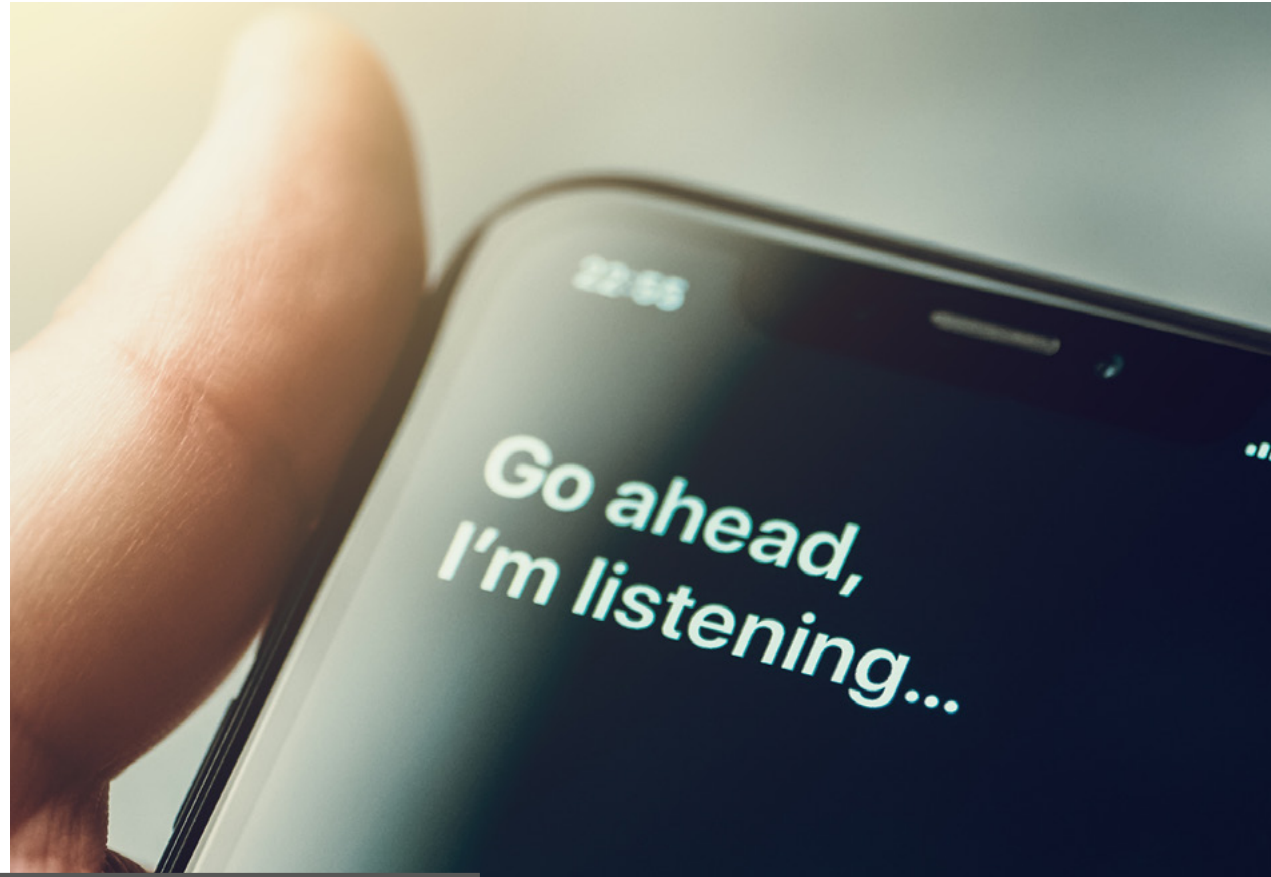
We are a team of **Passionate** and **Innovative** people who work together to bring creative solutions to our customers. To do this effectively, we communicate with each other and our business partners through various means including emails, instant messages, and text messages. We must be mindful about the words we use in these communications, be fact-based and honest, and write each message as if it could become public.

Social media is another way to communicate with people inside and outside the Company. It can be used effectively by people authorized by the Company to promote our products and to engage with our customers and other stakeholders. We must always be careful to protect the reputation and confidential information of the Company and our business partners.

In all of our business communications, we must:


- be respectful and accurate, and not pass along gossip;
- ensure we do not communicate in a way that violates the law, this Code or other Company policy; and
- remember that electronic communications are permanent and retrievable, even if deleted, and could become public.

If we use social media platforms for personal reasons, we must do it on our own time, using our own devices, and make it clear that we are speaking for ourselves and not on behalf of the Company. All use of social media should be in accordance with the Company's Social Media Policy.



## TO HEAR MORE....

[Acceptable Use of IT Resources Policy](#)  
[and Knowles Social Media Policy](#)



“We are committed to delivering high-quality products that meet our customers’ needs, while operating responsibly to ensure the health and safety of employees, preservation of the environment, and consistent delivery of our products and services.”

**WE ARE TRUSTWORTHY IN THE  
MARKETPLACE**

# Ensure the Quality of Our Products

We value being a **Trustworthy** partner and that means we can be depended on to deliver on the promises we make. That includes the promise of quality products and services we make to our customers. We are each responsible to understand and comply with all the applicable rules and regulations that govern product safety and quality; and to promptly report anything that doesn't meet our standards.

We take pride in the quality of the work we perform, and the trust our customers place in our products. We cannot risk losing that trust and harming our reputation if we do not live up to our promise.

TO HEAR MORE....

[Quality Policy](#)





# Act Fairly and Lawfully with Our Customers and Competitors

We compete honestly and fairly in the marketplace by following the laws that uphold free and fair competition wherever we do business. These laws, known as competition or antitrust laws, are complex and vary by country, but they generally prohibit activities between competitors that negatively affect the market such as:

- fixing or setting prices;
- allocating customers or markets;
- agreeing on bidding or contract terms;
- limiting production or sales, or conditioning sales on other purchases; or
- making any other agreement that may unlawfully restrict competition.

We must always be careful when we interact with our competitors so that there can be no perception that we are engaged in any improper discussions or agreements. Even the appearance of violating competition laws can be a problem. It is important to keep this in mind when attending trade shows or other events where competitors are present.

We win in the marketplace by being **Innovative, Passionate, Agile, and Trustworthy**. We keep our promises to our customers, compete solely on the merits of our products and do not engage in unethical marketing or sales practices. We are honest in our communications with customers and business partners and never say anything false or misleading about our competitors or their products and services.

We appropriately gather competitive intelligence that is publicly available or has been provided to us by reputable advisors or consultants who have obtained it through proper means. We must never seek to obtain a competitor's confidential or proprietary information directly or through illegal or unethical practices.

If you have any questions about the law or Company policy as it relates to working with our customers or competitors, seek guidance from the Legal department. Keep in mind, violations of these laws can result in significant fines and penalties, the loss of future business and even criminal prosecution for the individuals involved and our Company.



## LISTEN IN....

**Q:** Victor was talking to Francois, a new employee who previously worked for a competitor. Victor thinks Francois would have information about the competitor's pricing that would be helpful to know. Can he ask Francois to share the information?

**A:** No, we must respect the confidentiality of this information, and never ask a new employee to reveal confidential or proprietary information about their former employer, or otherwise violate a confidentiality agreement. If Francois offers to reveal such information, Victor must refuse the offer.

**Q:** June ran into an old college friend at a trade show who works for one of our competitors. She asked June how business was going. What should June do?

**A:** There is no problem with responding in a general, non-specific way to say that all is well, but keep your conversation high-level and be aware that simply having a conversation with a competitor can give the appearance to others of something improper.

# Protect the Confidential or Proprietary Information of Our Partners

Our customers, suppliers and other business partners often entrust us with their confidential information so that we can work together. This information includes (but is not limited to) business methods, intellectual property, pricing and marketing data, strategy, computer code, and experimental research.

Many of us work with this information on a daily basis. As **Trustworthy** partners, we protect this information by:

- marking it confidential;
- storing and handling it securely; and
- providing access only to those who have an approved business need to know.

Our obligation to protect this information continues throughout and **after our employment with the Company.**

## LISTEN IN....

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You can determine if the information you are working with is confidential and should be protected as such by asking yourself:

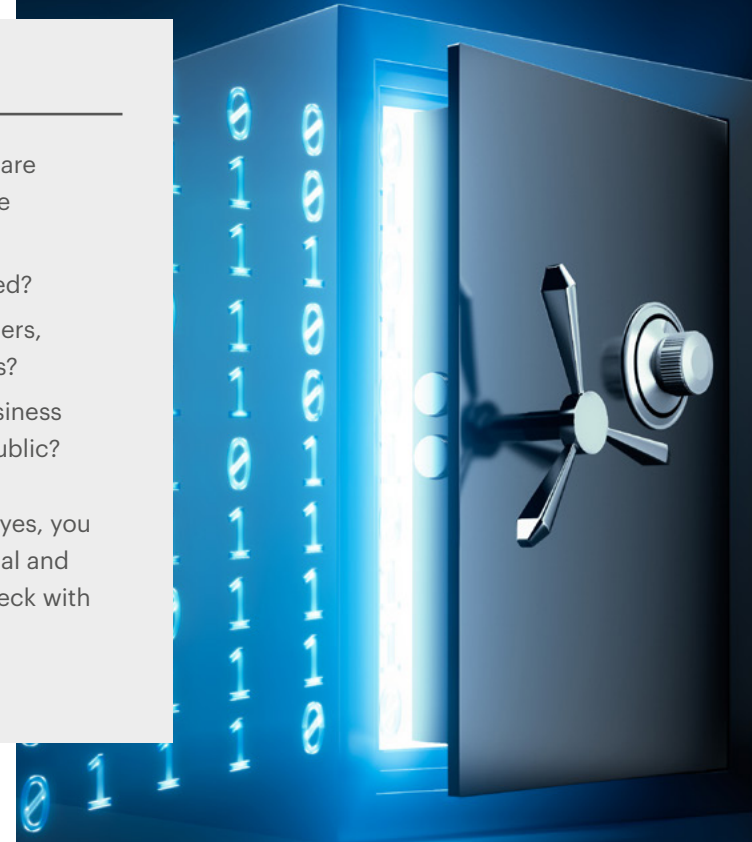
- Is it marked Confidential or Restricted?
- Does it belong to one of our customers, suppliers, or other business partners?
- Would our customer, supplier or business partner be harmed if this became public?

If the answer to any of these questions is yes, you should treat the information as confidential and protect it accordingly. When in doubt, check with the Legal department.

## TO HEAR MORE....

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[Non-Disclosure Agreements Policy](#)





# Give and Receive Gifts & Entertainment Responsibly

Gifts and entertainment can be used responsibly to build and maintain trusted business relationships; however, they should never be used in exchange for a favor, to secure business or to improperly influence a business decision.

Gifts and entertainment, given or received, should:

- be nominal in value and within Company policy limits;
- not be in the form of cash or a cash equivalent;
- be infrequent and for a bona fide business purpose;
- be exchanged openly and transparently;
- be completely and accurately recorded in our financial books and records;
- not be offered or accepted during active contract negotiations;
- not be solicited or requested;
- not create a conflict of interest; and
- not violate the law or Company policy of either party.

Any gift, entertainment or donation to government officials, their staffs, or the families of either, regardless of value, must be in compliance with our Global Anti-Corruption Policy, be pre-approved by your supervisor or manager and your local Compliance Officer, and recorded in the [Gift Registry](#). Any gift given to a non-government official must also be recorded in the [Gift Registry](#).

We must always remain independent and impartial in our business relationships and cannot let gifts and entertainment affect, or appear to affect, our business judgment. That is why we are discouraged from accepting gifts from customers, suppliers, or other business partners. If you are offered a gift and it is impractical to decline or return it, consult your supervisor or manager, or your Human Resources representative for guidance, and record it in the [Gift Registry](#).

## LISTEN IN....

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**Q:** Veronique is responsible for negotiating contracts with our suppliers. During the holiday season, a sales representative for a potential supplier invites Veronique to a ski weekend held at an expensive resort. The sales representative jokes that this is a “fun” event for their business partners and no business talk is allowed. Can Veronique attend?

**A:** No, Veronique shouldn't accept the invitation. The event is elaborate and outside the normal course of business, since talk about business is not on the agenda. In addition, if Veronique attends the ski weekend and then finalizes a contract with that vendor, it may appear as if the invitation was intended to influence her business decision.

## TO HEAR MORE....

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[Global Anti-Corruption Policy](#)



# Promote Transparency and Prevent Corruption

We are a global company, and we must follow the anti-corruption laws of any country where we do business. These laws prohibit giving, offering, accepting or receiving a bribe or kickback in any form, to or from anyone in the public or private sector. We will not tolerate bribery in any form even if we lose business or encounter delays as a result. Keep in mind, these laws also apply to third parties doing business on our behalf such as agents, suppliers, or other business partners.

On occasion, government officials may seek facilitating payments to complete routine, non-discretionary government actions, such as processing a work permit or visa request. The anti-corruption laws of most countries prohibit facilitating payments; therefore, we do not make such payments even if allowed by local law. If in doubt about whether a payment can be made, contact the Legal department.

Laws related to corruption and bribery can be complicated and the fines and penalties for companies who violate them can be severe. If you have any questions or concerns about a particular activity, consult the Legal department for guidance.

We are also committed to fighting money laundering in the countries where we do business. Money laundering occurs when money obtained from criminal activities such as terrorism, drug dealing or fraud are processed through legitimate commercial transactions to conceal the source, avoid reporting or evade taxes.

We will only conduct business with reputable companies who are engaged in legitimate and lawful business activities and who are funded by legitimate sources.

## LISTEN IN....

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A "**bribe**" is anything of value offered, promised, or given to improperly influence the actions of a third party to obtain or retain business or a business advantage. Bribes may include money in any form (including cash equivalents), gifts, travel or other expenses, hospitality, below-market loans, discounts, favors, business, or employment opportunities, political or charitable contributions, or any direct or indirect benefit or consideration. Keep in mind, a payment, gift, or favor may be considered a bribe even if it is of very small value and even if it does not result in the intended advantage actually being received. It is the intent of the person directing, offering, or paying the bribe that matters.

**Q:** Who is considered a government official?

**A:** Government official is defined very broadly in the anti-corruption laws and can include:

- officials of any government department or agency (national, state, or local) or their family members;

- officials of any public international organization (such as the United Nations);
- political parties and party leaders;
- candidates for public office;
- employees of government-owned or government-run companies;
- anyone acting on behalf of any of these officials; and
- any individual holding a legislative, administrative, or judicial position of any kind, whether appointed or elected, who exercises a public function on behalf of any country or territory.

If you are ever unsure whether you may be dealing with a government official, contact the Legal department before taking any action.

## TO HEAR MORE....

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[Global Anti-Corruption Policy](#)

# Comply with Trade Regulations

As a global provider of high-performance audio and precision device solutions, we sell our products to customers and engage with suppliers all around the world. While we work in a fast-paced industry and value our ability to be **Agile** in meeting our customers' needs, we must always take the time to ensure we follow all applicable laws and regulations that govern international trade. Import and export laws, trade embargoes and economic sanctions put in place by authorities apply to the movement of products, services, information and/or technologies across international borders.

Trade restrictions take many forms, including bans on:

- Exports to a prohibited country;
- Travel to or from a sanctioned country;
- Financial transactions and dealings involving a sanctioned country or designated individuals and entities; or
- Participating, directly or indirectly, in boycotts imposed by certain countries.

We must review any applicable sanctioned or restricted party databases to confirm the appropriateness of any such transaction. These restrictions on countries, entities and individuals are subject to change, so it is best to consult the Legal department for guidance.

We must also comply with U.S. anti-boycott laws that prohibit us from participating in a boycott not sanctioned by the United States.

The consequences for violating trade control laws and regulations are severe—both for our Company and for the individuals involved. When we are involved in the movement of goods, services, technology, or information across international borders, we are expected to understand and comply with all the trade laws and regulations of the countries in which we do business. If you have questions, please contact the Legal department for guidance.



## LISTEN IN...

**Q:** Stefan is processing an order for some products to be sent out of the country. He notices that the destination location for the shipment is in a different country than the country where the order originated. The destination country is not listed in any of the other documents relating to this order. What should he do?

**A:** Stefan should contact his manager about the inconsistency in documentation. While it may mean nothing, it could also be an attempt to mask the real destination of the products and avoid sanctions. It is worth investigating further before proceeding.



# Do Business with Ethical Partners

Our success depends on our reputation for doing business ethically, responsibly and in compliance with all applicable laws and regulations. We expect anyone doing business on our behalf to share this commitment and to operate ethically, lawfully and in compliance with our [Supplier Code of Conduct](#).

We choose our business partners based on objective criteria such as quality, service and price while avoiding any conflicts of interest. We perform initial screenings of potential business partners and may perform additional due diligence and monitoring activities for various purposes, including anti-corruption compliance.

We are responsible to know our business partners and to notify the Legal department if we believe a business partner is not meeting these expectations.

## TO HEAR MORE....

[Supplier Code of Conduct](#)

[Corporate Social Responsibility –  
Supplier Responsibility Policy](#)





“We believe our commitment to operating in an ethical, socially responsible, and environmentally sustainable manner is both the right thing to do, and essential for our long-term success.”

WE ARE TRUSTWORTHY IN OUR COMMUNITIES



# Protect Human Rights

We are committed to protecting human rights in our communities by:

- providing a safe, healthy, and respectful workplace;
- mandating fair compensation and working hours;
- recognizing the rights of employees to freedom of association and collective bargaining; and,
- prohibiting discrimination, child labor, and all forms of modern slavery, including forced labor and human trafficking.

Our policies are consistent with recognized international standards on human rights such as the United Nations' Universal Declaration of Human Rights and the International Labor Organization's Declaration on Fundamental Principles and Rights at Work. We have a system of controls in place throughout our Company and our supply chain to ensure adherence to these standards.

## LISTEN IN....

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**Q:** Steve suspects one of our suppliers in an emerging market of employing underage workers. What should he do?

**A:** Steve should raise his concern to the Legal department or through the Ethics Helpline so it can be properly investigated, and corrective action taken if needed. If true, the supplier is in violation of our **Supplier Code of Conduct** and our commitment to protect human rights around the world. We expect our business partners to live up to the same standards we have for ourselves.

## TO HEAR MORE....

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Human Rights Policy

Anti-Slavery Policy



# Respect the Environment

We respect the environment and demonstrate that respect by conducting business in an environmentally responsible manner. We uphold this commitment by complying with all applicable environmental laws and regulations, and by working to reduce our environmental impact. We have programs designed to conserve the earth's natural resources and we strive to lessen any negative environmental effects from our operations and products and in the event any issues arise, we take prompt action to address them.

We are also committed to the responsible sourcing of minerals contained in our products. We make efforts to ensure any purchase of tantalum, tin, tungsten, or gold does not directly or indirectly finance or benefit armed groups in countries where the mining of these minerals is used to support armed conflict. We have also established responsible sourcing practices for cobalt in response to reports of child labor and other social concerns.

## LISTEN IN....

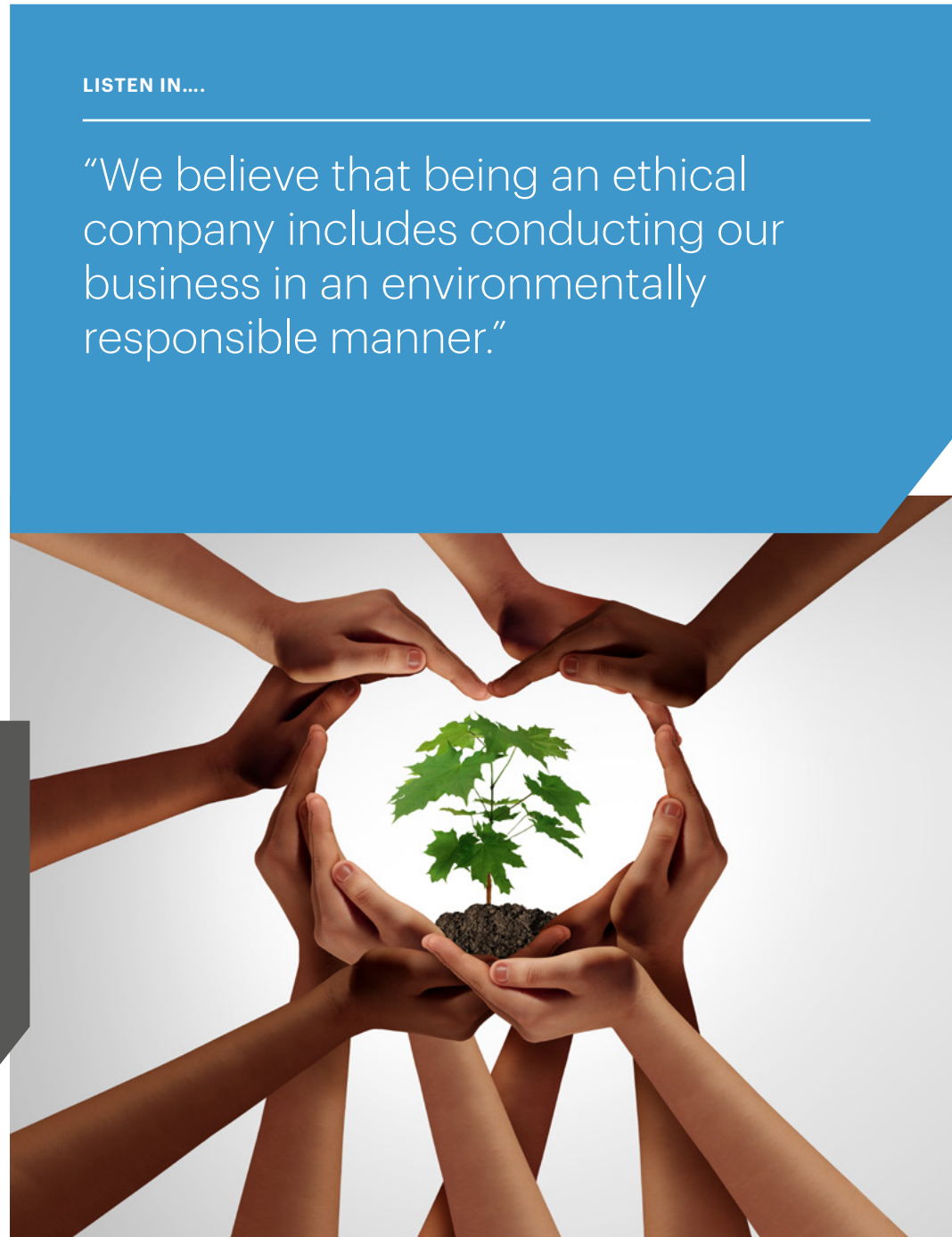
“We believe that being an ethical company includes conducting our business in an environmentally responsible manner.”

## TO HEAR MORE....

[Environmental, Health and Safety Policy](#)

[Corporate Sustainability Report](#)

[Conflict Minerals Policy](#)



# Engage in Charitable and Political Activities Appropriately

As a good corporate citizen, we believe in supporting the communities where we live and work and we encourage everyone to get involved where they can.

If we choose to personally participate in charitable or political activities, we must do it on our own time, with our own funds and be clear that we are acting as individuals and do not represent the Company. We may not use Company resources, including time, property, equipment, or personnel for these activities unless approved in advance by the Legal department. We may not pressure or attempt to influence other employees to support any candidate or cause, or to make a personal contribution.

## LISTEN IN....

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**Q:** Brian's manager asked him to make a personal contribution to a political campaign of a candidate who is generally considered supportive of our business. He doesn't support the candidate but is worried if he doesn't agree to make the contribution, his manager won't be happy. What should Brian do?

**A:** Making political contributions or choosing to participate in political activities is a personal decision. No one should encourage others to make contributions or otherwise support a candidate or cause, especially if that "encouragement" could be seen as required to remain in good standing at work. Brian should speak with his Human Resources representative if he is unsure how to address this with his manager.

## TO HEAR MORE....

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[Political Contributions Policy](#)







“We continually monitor best practices and the global regulatory landscape to ensure our practices are compliant with all applicable laws and regulations and are reflective of our values.”

**WE ARE TRUSTWORTHY FOR OUR  
SHAREHOLDERS**

# Keep Accurate Records and Manage Them Properly

We rely on the completeness and accuracy of our books and records to manage our Company effectively and efficiently and build trust with our shareholders. In addition to our financial statements, a record can be anything that documents a business activity, decision, or transaction, such as timecards, expense reports, health and safety logs, or quality records. We must each do our part to ensure the accuracy of our books and records by:

- maintaining complete, accurate and timely books and records related to our areas of responsibility;
- securely storing records, complying with local records retention schedules, and legal holds;
- following all internal controls and applicable accounting policies;
- cooperating with internal or external auditors, investigators, or regulators; and
- reporting any actual or suspected error or irregularity in the records or violation of internal controls to the Internal Audit department or by using one of the [Helpful Resources](#).

Misrepresenting or falsifying information in our books and records, or assisting others to do so, is against the law and our Code of Business Conduct.

## TO HEAR MORE....

Record Retention, Identification and Storage Policy

Records Retention Schedules



## LISTEN IN....

**Q:** Rina has a rather large expense claim in the last month of the year that, if processed, would cause her to exceed my budget. Her co-worker suggested she wait to submit her claim until next month when the new budget is in effect. Is that okay?

**A:** No, all expenses must be recorded in the period they are incurred. Keep in mind, it is better to explain a budget miss than an intentional falsification of results.

A **legal hold** is a notice of special instructions to suspend the routine destruction of records for a period because of a legal action, audit, or other inquiry. If you have any questions about records management or legal holds, contact the Legal department for guidance.



# Protect Company Assets

We are trusted to use Company assets responsibly and to protect them from loss, damage, theft, waste, and misuse. This applies to both physical and intangible assets.

Physical assets include such things as facilities, equipment, vehicles, software, computers, funds, supplies, our network and our power and energy sources. Some limited personal use of assets such as telephones, computers and printers is generally allowed as long as it doesn't interfere with our work or someone else's and we never use them for something that could be considered offensive or contrary to any Company policy. Keep in mind, there is no expectation of privacy when using company computers, electronic devices, or networks. Our Company has the right to monitor any activity on its networks or computer systems where permitted by law.

Intangible assets such as our confidential information are what make us unique and are our most important assets. Some examples include trade secrets, intellectual property (patents, copyrights, trademarks), specific technical, design or process data, pricing information, business plans, acquisition plans, project practices, organization charts, customer and supplier lists, and non-public information shared during business update meetings. Sharing confidential information with people outside the company can hurt us competitively, damage our reputation or impact our financial results. Even inside the company, we should not discuss confidential information with co-workers unless we are sure they have a business "need to know."

Protecting information contained on our computer systems, portable electronic devices, laptops, phones, and other technology requires us to take special measures to safeguard these systems and devices from unauthorized access. These measures include physically securing laptops, using strong confidential passwords, taking appropriate caution when accessing the internet, installing only authorized and licensed software and being alert for phishing scams or other potential cyberattacks.

Protecting our Company's assets is critical to our continued success.

## TO HEAR MORE....

Acceptable Use of Knowles IT Resources Policy

Insider Trading and Confidentiality Policy

## LISTEN IN....

We protect company assets when we:

- ensure all expenses are reasonable, for business purposes and properly approved;
- safeguard equipment and other physical assets;
- properly secure confidential or proprietary information and never share it with anyone who does not have a "need to know";
- use strong passwords and keep them secret;
- install only licensed and Company-authorized software; and
- limit personal use of assets and make sure it is consistent with Company policy.



# Prevent Insider Trading

Some of us may come across “inside information” about our Company, our customers or other business partners during our work. Inside information is material information that is not available to the public and that a reasonable investor would consider important when making a decision to buy, sell or hold a security. It is important to remember that even information about events or actions that are not certain to happen, such as the possibility of being awarded a new contract or signing an acquisition agreement, can be considered inside information.

Buying or selling the securities of any company while you are aware of inside information about that company is considered “insider trading.” This practice is illegal, and so is passing inside information to others (sometimes called “tipping”) who might buy or sell securities based on this inside information. Once this information has been disclosed publicly to the marketplace through established channels and the public has had enough time to absorb the information, it is no longer considered “inside information.” If you have any questions about insider trading, contact the Legal department for guidance.

## LISTEN IN....

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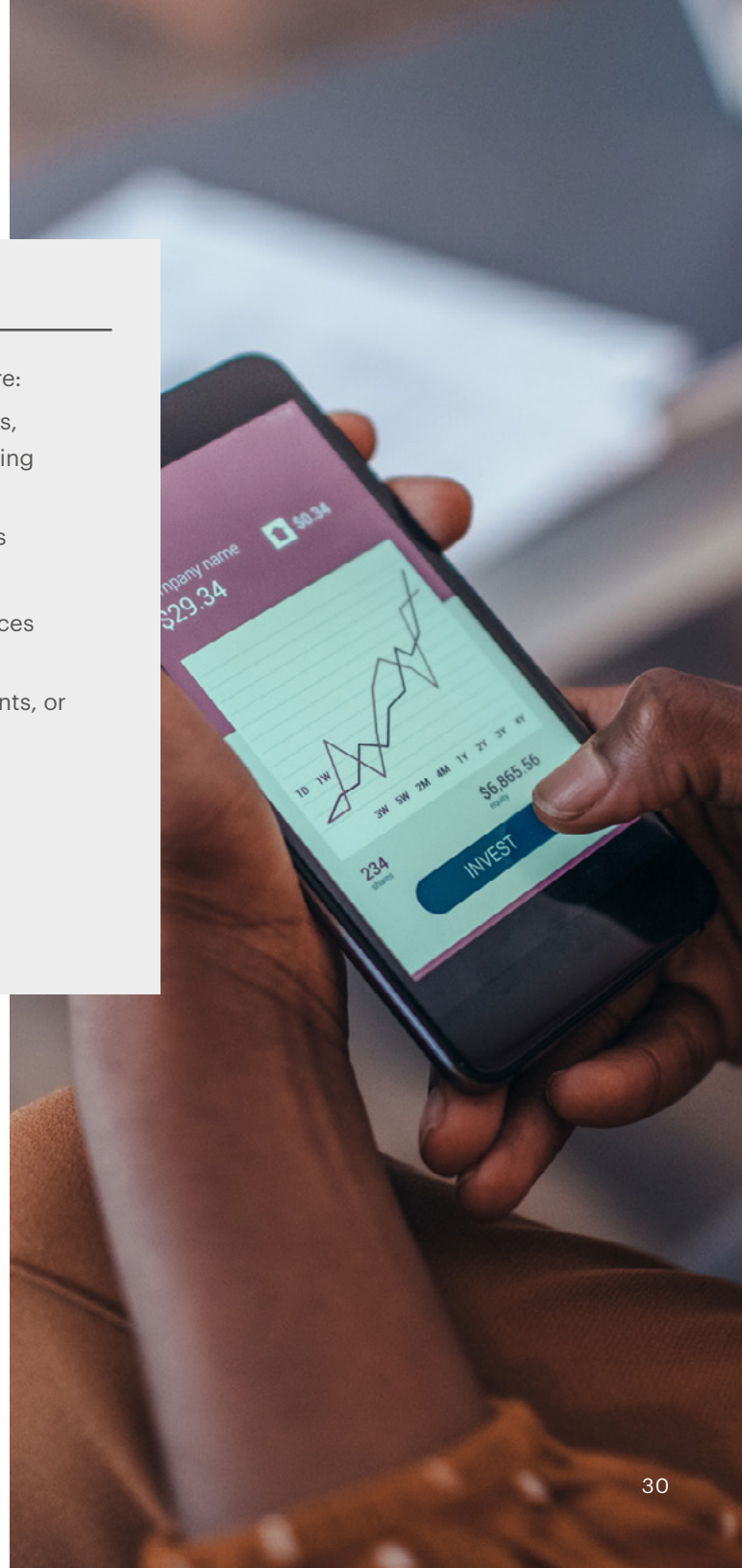
Some examples of “*inside information*” are:

- nonpublic information about mergers, acquisitions, joint ventures, or licensing agreements
- unpublished sales or earnings results
- financial forecasts
- unannounced new products or services
- pending changes to the executive management team, public accountants, or significant business partners
- major litigation or government investigations

## TO HEAR MORE....

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[Insider Trading and Confidentiality Policy](#)



# Tell Our Story Responsibly

Members of the media, financial analysts and others may be interested in learning more about our Company. It is important that only designated employees within our Company make statements to the public so that we speak with one voice and the information we share is accurate and consistent. If you receive a request for information from financial analysts, shareholders or those interested in investing in our Company, or from a member of the media or other interested party, forward it to the Vice President of Investor Relations.

## LISTEN IN....

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**Q:** Someone from the local news media called Eric to ask if the rumor about a plant expansion was true. They were hoping it would bring new jobs to the area. Eric was working on the project and knew it was true, but he isn't authorized to speak for the Company. What should Eric do?

**A:** Eric should refer the caller to the Vice President of Investor Relations and provide him with the appropriate contact information. It is important that only those authorized to speak on the Company's behalf respond to such requests to ensure the information provided is appropriate, accurate and consistent.





## HELPFUL RESOURCES

If you need help to think something through, if you have questions about the content of this Code or you would like to raise a concern, there are a number of Helpful Resources to assist you.

Your supervisor is often the person best suited to help you. However, if you are uncomfortable discussing the matter with your supervisor, or his or her response is not adequate, you can also contact:

- A Human Resources representative at your site, or in your business unit
- The Head of Finance or President at your site or within your business unit
- Knowles' Legal Department
- Knowles' Corporate Compliance Department or your local Compliance Officer

Knowles Legal department can be contacted at

[General.Counsel@knowles.com](mailto:General.Counsel@knowles.com)

Knowles Compliance Officers can be contacted at

[Compliance.Officer@knowles.com](mailto:Compliance.Officer@knowles.com)

You may also raise concerns regarding accounting, internal controls, or auditing matters confidentially to the Audit Committee of the Knowles Corporation Board of Directors by sending your report using one of the following avenues:

- by mail to: Corporate Secretary  
Knowles Corporation  
1151 Maplewood Drive  
Itasca, IL, USA 60143  
Attention: Audit Committee

- by email to [Audit.Committee@knowles.com](mailto:Audit.Committee@knowles.com)
- by using the Ethics Helpline described below and specifying the report is to be directed to the Audit Committee.

Shareholders and other interested persons may also communicate with our Board and the non-management directors using any of the methods described above.

Remember, speaking up about a possible violation of the Code, Company policy or the law is the right thing to do. We take all such matters seriously, treat everyone involved with care, and will follow up as appropriate. We will not tolerate retaliation against anyone who speaks up in good faith.

## Ethics Helpline

The Ethics Helpline can be used to raise concerns in a confidential and/or anonymous manner. It is available 24 hours a day, 7 days a week. You may access the Ethics Helpline online at [www.knowles.ethicspoint.com](http://www.knowles.ethicspoint.com) or by telephone at 1-855-657-8022 (if in the U.S.). If you would like instructions to make a report by telephone from outside the United States, go to [www.knowles.ethicspoint.com](http://www.knowles.ethicspoint.com) and select the country you are reporting from to obtain the dialing instructions if available.



## Waivers of this Code

Anyone who believes a waiver of this Code is warranted must contact the General Counsel prior to engaging in the conduct requiring a waiver. A waiver of this Code for employees requires approval of the CEO and General Counsel. A waiver of this Code for a director or executive officer of the Company requires approval by the Board of Directors following a review and recommendation by the General Counsel. Any waiver of this Code will be promptly disclosed to shareholders as required.

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