

TOWER INTERNATIONAL, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

COMPANY POLICY STATEMENT – (TI-OP-01-020)

Dated: February 26, 2018

MESSAGE FROM THE CEO

We are happy to have you as a valued colleague of Tower International, Inc. (“Tower”)! You are a member of an organization whose policies and procedures were established to create a working environment based on integrity, honesty, and respect. Integrity and credibility are immeasurable corporate assets which when lost are almost impossible to regain. We are committed to making Tower a respected and honored company in our industry for the benefit of all our stakeholders – our fellow colleagues, customers, shareholders, suppliers, and host communities. We have built a reputation, not only as an exceptional place to work, but also as a company that can be trusted to do the right thing. At each level of operations, we have accomplished this together by conducting our business honestly and ethically.

Tower believes that a fundamental ingredient of business success is that all personnel conduct themselves with complete honesty and integrity, whether it is in their dealings with other colleagues, customers, business partners or others. Ethical conduct is a core value and belief of Tower. Our customers respect and admire us for the high standards of conduct that characterize the dealings of our colleagues in every business relationship. You are the “face” of Tower as you interact with our customers and in our community. We are counting on you to maintain and enhance that reputation.

Tower is dedicated to the well-being of its colleagues, the quality of its products and the satisfaction of its customers. Tower’s commitment to caring extends to the way in which we conduct our business and treat one another. We have a firmly established policy of conducting our affairs in compliance with the letter and spirit of the law and adhering to the principles of business ethics. We are also committed to treating each other with dignity and respect. All colleagues and Board members are expected to develop an understanding of the laws and regulations that govern our business and to comply fully with them. All colleagues are further expected to conduct the affairs of Tower in accordance with the letter and the spirit of this Code of Business Ethics and Conduct (the “Code”). We have developed the Code as a guide for you in addressing common challenges and situations you may face. In the complex world we live in, it is impossible to anticipate everything possible, so throughout the Code we have identified individuals from whom you can receive guidance and ask questions. In addition, you are encouraged to bring questions to Tower management and our Compliance Committee. We have also provided mechanisms to raise concerns anonymously.

Our entire management team and I are fully committed to working with you to maintain Tower’s highly regarded reputation for future generations. Worldwide adherence to the Code is one more tenet to ensure we are One Tower.

Thank you in advance for your cooperation and commitment.



James C. Gouin
Chief Executive Officer

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About the Code

Questions

Questions regarding this policy or the application of this policy to your business activities should be addressed to:

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Respectfully,

Tower International Compliance Committee

Nanette Dudek
Laura Buckley
Ric Whitted
André Klüsener

Introduction

This Code of Business Ethics and Conduct (the “**Code**”) is designed to help you make the right choices and decisions if and when you are confronted with difficult situations. The Code is our minimum standard of expected behavior. It is how we deal with each other and how we treat everyone with whom we interact in our daily business. The Code reaffirms our commitment to honesty and integrity as the cornerstones of our business behavior. Honoring and maintaining these standards of conduct will help ensure that all stakeholders will be well served and Tower’s highly regarded reputation for integrity and fair dealing is preserved.

All directors, officers, employees, and contract employees (each referred to as “**colleagues**”) of Tower International, Inc. and its subsidiaries (collectively referred to as “**Tower**” or the “**Company**”) are expected to abide by and uphold the policies in this Code. The **responsibility for compliance** with the Code, including the duty to seek interpretation when in doubt, **rests with each colleague**. All of us are depending on YOU!

The Code provides guidance to you on your ethical and legal responsibilities. We expect all colleagues to: (i) become familiar with, and conduct Tower business in compliance with, applicable laws, rules and regulations and Tower policies and procedures, including the Code; and (ii) treat all Tower colleagues, customers and business partners in an ethical, honest and fair manner.

Tower has in place various policies which are set forth in handbooks and other Company literature. These policies are generally available on our Intranet. Tower also requires certain personnel to execute employment understandings and agreements and for all personnel to abide by Tower's [Employment Practices Policy](#). For those to whom such policies, understandings, and agreements apply, they are obligated to comply with them. Please consult with the Human Resources Department for copies of any such policies.

Working together to ensure prompt and consistent action against violations of the Code is important. In order to promote compliance with the Code, it is expected that all salaried and certain designated hourly employees, as well as directors and officers, will complete an on-line training course on an annual basis and complete a final pass/fail knowledge-check upon completion of the training. As a condition of your employment, after you successfully complete the knowledge-check, you will be required to submit an on-line statement acknowledging the content of the Code, your understanding of the Code, your current compliance with the Code, and your continued commitment to comply with the Code. A reference copy of this statement can be found at the back of this document in Attachment A.

In some situations, it may be difficult to know if a violation has occurred. Since the Code cannot anticipate every situation that will arise, it is important that you 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, Tower must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This question 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 issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it with more senior management.
- 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 maximum extent practicable. Tower does not permit retaliation of any kind against colleagues 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.

You have a responsibility to seek assistance from the Human Resources Department, Tower's Compliance Committee or other Tower resource when you have questions about the application of provisions of this Code. We have designated members of management to be on our Compliance Committee and contact information for such members can be located on Tower's Corporate Governance website. Furthermore, all supervisors have the additional responsibility to lead by example, to train their team, and to enforce these standards.

You must promptly raise any concern that you or others may have about possible violations of the Code, laws or Tower's policies and cooperate with Tower personnel or representatives investigating potential violations of Tower's policies. Upon request, Tower will take reasonable steps to keep the identity of any person raising a concern confidential to the maximum extent possible, consistent with the law and Tower's need to investigate your concern.

If you want to anonymously raise questions or report concerns, you can submit your report anonymously through the Whistleblower Hotline. For more information about Tower's Whistleblower Hotline, please consult Tower's ["Whistleblower" Policy](#) available on Tower's Intranet.

You may contact the Whistleblower Hotline by telephone at the access numbers listed below:

- **North American callers:**
 - **U.S. - Toll free number: 888-475-9498**
 - **Mexico - Toll free number: 001-888-233-5137**
- **International callers:**
 - **Belgium* - 0800-74102**
 - **Brazil* - 0800-891-4102 (callers will be asked to provide Code #4798)**
 - **China* - 10-800-711-1101**
 - **Czech Republic - 888-475-9498**
 - **Germany* - 0800-182-7077**
 - **India - 000-117 +855-313-3422**
 - **Italy* - 800-78-9599**
 - **Poland* - 0-0-800-111-1888**
 - **Slovakia* - 0-800-606-956 or 0-800-000-101**

* - International Toll Free Number

Core Values

- Preserve health, safety and environment
- Act with dignity, integrity and respect
- Drive innovation with ingenuity and resilience
- Take ownership for actions, hold ourselves accountable
- Enhance knowledge through global teamwork
- Work hard, keep our sense of humor and have fun!

Preserve health, safety and environment

At Tower, the preservation of health, safety and environment is a deeply embedded value, woven into all aspects of our business. We value human life above all else and believe that all workplace injuries and illnesses are preventable. This belief drives us to continually improve our safety systems and processes to achieve an injury-, illness- and incident-free workplace.

Act with Dignity, Integrity and Respect

Tower believes that a fundamental ingredient of business success is that all personnel conduct themselves with basic dignity, respect, honesty and integrity, whether it is in their dealings with Tower, colleagues, customers, business partners or others. Ethical conduct is a core value and belief of Tower. Our customers respect and admire us for the high standards of conduct that characterize the dealings of our colleagues in every business relationship. We are counting on you to maintain and enhance that reputation.

Drive Innovation with Ingenuity and Resilience

We hold ourselves to a very high standard of performance. We value innovative ideas and the teamwork it takes to turn innovation into reality. We recognize that when we stop improving and become complacent we will also become stagnant. We never stop asking ourselves how we can make the customer's experience better, and every day, we find an answer.

Take Ownership for Actions, Hold Ourselves Accountable

Tower expects you to accept responsibility for your own actions or inactions and for those whom you supervise. You are also responsible for reporting the actions or inactions of your peers (that you are or become aware of) that are inconsistent with the provisions of this Code. You must take prompt, constructive steps to correct mistakes or defects. You should promote teamwork by holding each other accountable and by rejecting behaviors inconsistent with this Code.

Training

Tower is committed to providing comprehensive training to all of its colleagues so they can perform their job responsibilities in accordance with Tower's core values. Tower acknowledges that training is critical and necessary for colleagues to understand and comply with Company policies and procedures, this Code, and all applicable laws and regulations. All salaried colleagues are required to attend an initial training program regarding compliance with this Code at the start of their employment. Colleagues are also required to participate in annual refresher programs. At the end of each training program, colleagues are required to execute a certification of attendance.

Furthermore, there are additional Company policies or issues that are applicable to certain colleagues based on their job responsibilities. Tower has created training programs tailored specifically to address these policies and issues. Tower will provide you with guidance regarding the training programs available to you and whether the programs are mandatory or optional. If you have any questions regarding whether a training program is right for you or if you have identified the need for a training program on a specified topic, please contact the Compliance Committee.

Tower's Compliance Committee

Tower has created a Compliance Committee to address any questions regarding the Code and any violations of the Code. Tower's Compliance Committee is comprised of members of management. Contact information for the members of the Compliance Committee can be located on Tower's Corporate Governance website. Please contact the Human Resources Department if you have any questions about the name, identity or accessibility of the members of the Compliance Committee.

The Compliance Committee has ultimate responsibility for overseeing compliance with the Code, all related Company policies and procedures and all

applicable laws. The Compliance Committee has the authority to bring matters to the attention of the Chairman of the Board of Directors (the “**Board**”), the Audit Committee, the Chief Executive Officer, and the Chief Financial Officer. The Compliance Committee will bring matters to the attention of any or all of these individuals and/or groups based on the unique circumstances of the particular matter. The Compliance Committee is also required to make periodic reports to the Audit Committee summarizing each instance of suspected and/or confirmed criminal or civil wrongdoing reported to the Compliance Committee during that period.

Reporting Concerns

Colleagues are encouraged to talk to supervisors, managers, the Human Resources Department, or Tower’s Compliance Committee about observed illegal or unethical behavior when in doubt about the best course of action in a particular situation. It is the policy and practice of Tower not to allow retaliation for reports of misconduct by others made in good faith by colleagues. Colleagues are expected to cooperate in internal investigations of misconduct.

Colleagues must read Tower’s [“Whistleblower” Policy](#), which describes Tower’s procedures for the receipt, retention, and treatment of complaints received by Tower regarding accounting and auditing matters, internal controls, or fraud or unethical business practices. Any colleague may submit a good faith concern anonymously regarding such questionable matters without fear of dismissal or retaliation of any kind.

All reports under the Code should include all relevant information concerning the allegations and a sufficiently detailed description of the factual basis for the allegations in order to allow for an appropriate investigation. All reports under the Code (other than anonymous reports) should include your name, telephone number and/or e-mail address, and the Business Group or unit of Tower in which you work.

If you desire, you may make any report anonymously. Please keep in mind, however, that in some circumstances, it may be more difficult or impossible for Tower to thoroughly investigate reports that are made anonymously or to report back to you with the results of our investigation. All questions and reports of known or suspected violations of the law or the Code will be treated with sensitivity and discretion. If requested, we will protect your confidentiality to the maximum extent practicable, consistent with the law and Tower’s need to investigate your concern.

Confidential Reporting and No Retaliation

Reports and complaints will be kept confidential to the extent permitted by law and by Tower’s need to properly investigate the complaint. You must cooperate completely in any investigation relating to Tower, and must be candid and truthful at all times. Specifically, do not take the approach that you need to lie or “cover” for Tower. Once again, our most important core values are honesty and integrity. We need you to be totally truthful and forthcoming so Tower can take the appropriate action. You may

never interfere with or obstruct an investigation conducted by Tower or any government agency.

Tower and federal law prohibits any colleague from retaliating or taking adverse action against anyone for raising suspected violations of the Code or helping to resolve a related concern. Any individual who has been found to have engaged in retaliation against a Tower colleague for raising, in good faith, a concern under the Code or for participating in the investigation of such a concern shall be subject to discipline, up to and including termination of employment or other business relationship. If any individual believes he or she has been subjected to such retaliation, that person is encouraged to report the situation as soon as possible to his or her supervisor or the Compliance Committee.

Cooperation with Government Investigations

Tower's policy is to cooperate with government investigators, regulatory examiners, law enforcement officials, and non-governmental regulators with oversight of our business. Within guidelines provided by Tower's Compliance Committee, all colleagues must cooperate with such authorities. Always be courteous to government investigators. If you provide information to a government investigator, you must make sure that the information you provide is truthful and accurate. If a government investigator should approach you directly – on the job, in public, or at your home – seeking information from you, you may advise the investigator that you prefer to consult with counsel first. Other rules of thumb are:

- Make sure that records and information relevant to the investigation are maintained.
- Never mislead or obstruct a government investigation.
- Never conceal, alter or destroy documents relevant to an investigation.
- Never hinder another colleague from providing accurate information.
- Never retaliate against anyone who cooperates with a government investigation.

Violations of the Code

Colleagues who violate the law or the Code may expose themselves to substantial civil damages, criminal fines and prison terms, in addition to disciplinary actions within Tower. Tower may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of Tower, if it does not comply with the law and with the Code, can result in serious consequences for both you and Tower.

Tower expects all colleagues to strictly comply with the letter and spirit of this Code. Furthermore, colleagues are urged to seek answers or clarification if there are any doubtful or "gray" areas. We urge all colleagues to seek answers to questions concerning ethical behavior before it becomes a problem. Whether you speak to

someone in the Human Resources Department, the Compliance Committee, or submit an anonymous report through the Whistleblower Hotline, there are multiple avenues available to you to raise your concerns or questions.

Tower is committed to taking prompt and consistent action to address violations of Tower's policies. Any person who is subject to the provisions of the Code and violates the Code is subject to a variety of disciplinary actions, including immediate termination. Colleagues who are aware of suspected misconduct, illegal activities, fraud, and/or abuse of Tower's assets or violations of the standards outlined in the Code or other Tower policies are responsible for reporting such matters. Tower will promptly investigate reports of suspected violations of the Code on a case-by-case basis and apply an appropriate sanction based upon the facts and circumstances of each particular situation, including, reporting the violations to the authorities as appropriate. We expect all colleagues to cooperate in internal investigations of misconduct and unethical behavior. You can also anonymously raise questions or report concerns through the Whistleblower Hotline.

As a general matter, the Board of directors does not expect to grant waivers of the Code. In those limited situations under which a waiver is granted, any waiver of the Code for executive officers or directors may be made only by the entire Board of the independent directors and will be promptly disclosed as required by law, rule, or regulation.

Our Colleagues

Employment Practices

It is Tower's policy to provide equal employment opportunity to all colleagues and applicants for employment without unlawful regard to race, color, religion, national origin, sex, pregnancy, age, veteran's status, disability, sexual orientation, gender identity, or any other lawfully protected characteristic, and to base all employment decisions so as to further this principle of equal employment opportunity. To this end, Tower will not unlawfully discriminate against any colleague or applicant for employment because of race, color, religion, national origin, sex, pregnancy, age, veteran's status, disability, sexual orientation, gender identity, or any other lawfully protected characteristic, and will take affirmative action to ensure that applicants are employed and colleagues are treated during employment without regard to these characteristics.

Tower is committed to compliance with the Americans with Disabilities Act and will make reasonable accommodations for qualified individuals with known disabilities. This policy governs all aspects of employment, including selection, job assignment, promotion, demotion, compensation, discipline, termination, and access to benefits and training. Tower is also committed to full compliance with all applicable immigration, labor standards and wage and hours laws.

Tower forbids harassment based upon a person's race, color, religion, national origin, sex, pregnancy, age, disability, sexual orientation, gender identity, or any other lawfully protected characteristic. Harassment involves conduct that is unwelcome and offensive based on any of these characteristics and that substantially interferes with a person's employment thereby creating a hostile working environment. Harassment of a sexual nature can also exist when a person's employment is adversely affected because a colleague in a leadership role abuses his or her authority by making promises or threats in order to obtain sexual favors from that person. Engaging in a sexual or romantic relationship where there is a direct reporting relationship between the participants is prohibited, to the extent permissible under applicable local laws. All colleagues are responsible for conducting themselves so that their actions are not considered harassing, demeaning or intimidating in any way. Tower International prohibits any harassing conduct even if it does not rise to a violation of law. It also prohibits improper conduct, such as bullying, intimidation, assault and battery and other threatening physical or verbal conduct, abuse, and other conduct that is inconsistent with Tower's core values or that does not treat each other with dignity and respect. Colleagues must read Tower's [Employment Practices Policy](#), which provides a more detailed description of Tower's policy and provides examples of conduct that violate this policy.

If you believe that you have been subjected to objectionable conduct described herein or become aware of such objectionable conduct, you should report it immediately to one of the designated individuals who receive such complaints pursuant to the Employment Practices Policy. Do not allow an inappropriate situation to continue by not

reporting it, regardless of who is creating that situation. Tower will take prompt and necessary steps to investigate the matter and will protect your confidentiality as much as is possible, recognizing the need to thoroughly investigate all complaints. Tower will take all necessary corrective and preventative actions. Tower will not retaliate against any colleague for bringing a good faith complaint to the attention of the appropriate persons pursuant to this policy or for participating in the investigation regarding a complaint. Any colleague who violates this policy is subject to discipline, up to and including, discharge.

Conflicts of Interest

A conflict of interest exists when a person's private interest interferes in any way with the interests of Tower or creates the appearance of such interference. A conflict situation can arise when a colleague takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a colleague, or members of his or her family, receives improper personal benefits as a result of his or her position in Tower. Transactions between Tower and entities in which colleagues or their relatives have an interest, loans to or guarantees of obligations of colleagues or their relatives, employment of relatives, and similar situations may give rise to conflicts of interest.

Directors are subject to fiduciary duties to Tower under state corporate law and Tower's [Policy on Transactions with Related Persons](#), and directors should promptly disclose any potential conflicts of interest to the remaining members of the Board of Directors prior to taking any action related to such matters. Directors should raise any questions in this regard to Tower's Vice President Legal Affairs and Compliance. Officers and other colleagues should disclose their outside activities, financial interests or relationships that present an actual or potential conflict of interest or the appearance of a conflict of interest. These disclosures should be made promptly to the colleague's supervisor as well as the Compliance Committee.

It is almost always a conflict of interest for a colleague and in some cases their relatives to work simultaneously for a competitor, customer, or supplier. No colleague is allowed to work for a competitor in any capacity. The best policy is to avoid any direct or indirect business connection with Tower's customers, suppliers, or competitors, except on Tower's behalf.

Conflicts of interest are prohibited as a matter of Company policy, except when specifically reviewed and approved by the Audit Committee. Colleagues are expected to avoid activities, financial interests, and relationships that may present possible conflicts of interest or the appearance of a conflict. Keep in mind that both *actual and potential* conflicts of interest violate this policy. You must fully disclose any activities that create the appearance of a conflict of interest or may limit a corporate opportunity *before* actions are taken which could impact the opportunities or reputation of Tower or our colleagues. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with senior management. Any colleague who becomes aware of a

conflict or potential conflict should promptly bring it to the attention of a supervisor, manager or the Compliance Committee. Colleagues must review Tower's [Conflicts of Interest](#) policy and [Policy on Transactions with Related Persons](#), both of which are available on Tower's Intranet, for a more detailed description of this policy and examples of improper conflicts of interest.

Corporate Opportunities

Colleagues are prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No colleague may use corporate property, information, or position for improper personal gain, and no colleague may compete with Tower directly or indirectly. Colleagues owe a duty to Tower to advance its legitimate interests when the opportunity to do so arises.

Giving or Accepting Gratuities and Business Courtesies

To ensure the integrity of our business transactions and to comply with applicable laws, business decisions must not be (or appear to be) improperly influenced by gifts, gratuities or favors. If it appears that a business decision was made because of a gift, gratuity or business courtesy, and not purely on the basis of merit and sound business judgment, Tower's reputation may be harmed and in some cases such an award may break the law.

Gratuities are items of value (goods, services, use of property, etc.) that are given voluntarily and not in return for, or in anticipation of, a reciprocal service or courtesy.

Business Courtesies are reasonable accommodations (meals, refreshments, entertainment, transportation or lodging, etc.) that may be offered or received only in connection with marketing, product information, procurement, public relations or other business activities of Tower.

The purpose of giving and/or receiving gratuities and business courtesies is to create goodwill and sound working relationships, not to gain unfair advantage or affect business decisions. As a general rule, you may not give or receive gratuities or business courtesies to or from customers or suppliers if the gratuity or business courtesy would be viewed as an inducement or reward for any particular business decision.

No gratuity or business courtesy should ever be offered, given, provided or accepted by any Company colleague, or relative of a colleague unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is nominal in value, (4) cannot be construed as a bribe or payoff or otherwise influencing a person's decision to act or fail to act in the best interest of Tower, and (5) does not violate any laws, rules, or regulations.

You may give and accept gratuities and business courtesies that are of nominal value (i.e., \$100.00 USD or less for gifts, and at the \$250.00 USD or less for meals and entertainment). Please discuss with your supervisor any gifts or proposed gifts that you are not certain are appropriate or in accordance with Company policy or practice.

Colleagues must review Tower's [Gifts, Meals, Entertainment and Travel](#) policy which is available on Tower's Intranet, for a more detailed description of this policy and examples of improper gratuities and business courtesies.

Strict rules apply to gifts and entertainment extended to foreign government officials. Gifts to foreign government officials may violate the Foreign Corrupt Practices Act (the "FCPA"). The FCPA prohibits Tower and its agents, officers and other colleagues from directly or indirectly offering or giving anything of value (such as gifts, money or promises) to a foreign government official, political party or candidate to influence or induce action, or to secure an improper advantage. Simply stated, the FCPA prohibits bribery of foreign officials. It is strictly prohibited to make illegal payments to government officials of any country. Colleagues must be particularly careful when using international consulting services or agents to represent Tower outside of the United States. International, as well as domestic, consultants, sales representatives, distributors, agents and contractors must comply with the FCPA and similar anti-bribery laws. Colleagues must consult Tower's [Conducting International Business and the U.S. Foreign Corrupt Practices Act](#) policy for a more detailed description of the types of payments that are and are not permitted.

Company Assets and Financial Integrity

Compliance with all Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. Consistent with the stated values of Tower, all colleagues must respect and obey the laws, rules and regulations of the cities, states, and countries in which we operate. This includes, without limitation, laws covering copyrights, trademarks and trade secrets, information privacy, insider trading, antitrust prohibitions, foreign corrupt practices, environmental hazards, unlawful employment discrimination or harassment, occupational health and safety, false or misleading financial information, and misuse of corporate assets.

You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor or the Compliance Committee.

Protection and Proper Use of Company Assets and Resources

All colleagues should endeavor to protect Tower's assets and ensure their efficient use consistent with Company policy and practice. Theft, carelessness, and waste have a direct impact on Tower's profitability. Any suspected incident of fraud or theft must be immediately reported for investigation. Company equipment may not be used for non-Company business, though incidental personal use may be permitted. Company assets include Tower's intellectual property.

The obligation of colleagues to protect Tower'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, 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 and practice. It could also be illegal and result in civil or even criminal penalties.

Tower resources, time or facilities (including office equipment, e-mail and computer resources) should generally not be used by colleagues other than in the furtherance of Tower's legitimate business objectives. You are prohibited from downloading, storing or transmitting information which contains obscene or explicit language or images that are offensive. Tower's telephone system, other electronic communication services, written materials, and other property are to be used for business-related purposes and in a manner that does not reflect negatively on Tower or its customers. Minimize your use of Company-owned computers, software and other business equipment, including facsimiles, copy machines, telephones, and other

electronic equipment, for your personal needs, personal correspondence, personal messages, or personal business.

Within the limitations of appropriate regional laws and regulations, Tower reserves the right to, and will monitor and review any and all electronic information, including but not limited to any and all email correspondence. Tower's Human Resources Department may be involved with any such review.

Protecting Information

Colleagues must maintain the confidentiality of confidential information entrusted to them by Tower or its customers, except when senior management authorizes disclosure, or such disclosure is required or permitted by applicable laws, rules, or regulations. Confidential information includes all nonpublic information that might be of use to competitors, or harmful to Tower or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information in accordance with Company policy and practice continues even after employment ends.

To determine if disclosure of proprietary and/or confidential information to a third party is authorized, please contact Tower's Compliance Committee. In addition, each colleague is responsible for ensuring adequate safeguards are used to prevent the disclosure or loss of proprietary and/or confidential information that is under their control. It is Company policy that all Tower proprietary and/or confidential information be marked with a legend identifying its sensitivity and use restrictions. All colleagues must also maintain the confidentiality of third-party information that Tower has agreed to maintain confidential, to the extent of and consistent with any such confidentiality or nondisclosure agreement. If you are unsure if third-party information is covered by such an agreement, please contact Tower's Compliance Committee.

We seek to outperform our competition fairly and honestly. Misappropriating proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present representatives or employees of other companies is prohibited. Each colleague should endeavor to respect the rights of and deal fairly with Tower's customers, suppliers, competitors, and colleagues. No colleague should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

In addition, Tower has adopted a policy on [Confidential and Proprietary Information](#). This policy has been distributed Companywide and is available on Tower's Intranet. Under that policy, (1) colleagues may not disclose any of Tower's confidential and proprietary business information and/or trade secrets to anyone not employed by Tower, and (2) colleagues may not use confidential or proprietary information and/or trade secrets for their own benefit, or for the benefit of anyone outside Tower. Further

guidance may be set forth in your non-solicitation, non-competition, confidential or non-disclosure agreement with Tower.

Company Books, Records and Reports

Tower requires honest and accurate recording and reporting of information. For example, only the true and actual number of hours worked should be reported. Also, many colleagues regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor.

All of Tower's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect Tower's transactions and must conform to applicable legal requirements, to Tower's system of internal controls, and to Tower's applicable policies and practices. The policies appearing in the [Corporate Controller's Manual](#) are intended to establish global policies and procedures to be followed by each Tower business unit.

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. In the event of litigation or governmental investigation please consult Tower's Compliance Committee.

Colleagues who are found to have submitted or approved any documentation, report or other information containing knowingly materially inaccurate, materially incomplete or other improper data or unauthorized signatures are subject to disciplinary measures, up to and including termination. Ask your supervisor or the Compliance Committee if you have any questions.

Insider Trading

Colleagues who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All nonpublic information about Tower should be considered confidential information. To use nonpublic information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. Both the person who tips (the "tipper") and the persons who receive and later trade on the tip (the "tippee") may be held legally liable for any profits made, or losses avoided, as a result of the tip, as well as for monetary fines and penalties and other punishments.

You may not trade in the securities of Tower, directly or through family members or other persons or entities, if you are aware of material nonpublic information relating to Tower. The prohibition on insider trading is not limited to trading in Tower's securities. It includes trading in the securities of other firms, such as customers or suppliers of Tower

and those with which Tower may be negotiating major transactions, such as an acquisition, investment, or sale. Information that is not material to Tower may nevertheless be material to one of those other firms.

In order to prevent violations of the federal securities laws as a result of (1) buying or selling securities based on Inside Information or (2) “tipping” others who buy or sell securities based on Inside Information, Tower has adopted an [Insider Trading Policy](#) and an [Addendum to Insider Trading Policy – Pre-clearance and Blackout Procedures](#), both of which are available on Tower’s Intranet.

Disclosure of Material Information

As a public company, an important purpose of the public disclosure laws is the protection of the securities marketplace so that all investors uniformly have timely access to material information. It is Tower’s policy to comply with all applicable periodic reporting and disclosure requirements established by the Securities and Exchange Commission (“SEC”), including its Regulation Fair Disclosure (“Regulation FD”). It has been, and will continue to be, Tower’s practice to disclose material information about Tower publicly and on a timely basis, as required by law.

Each colleague who contributes in any way to the preparation or verification of Tower's financial statements and other financial information must ensure that Tower's books, records and accounts are accurately maintained. Each colleague must cooperate fully with Tower's accounting and internal audit departments, as well as Tower's independent public accountants and counsel.

Regulation FD prohibits Tower from disclosing material nonpublic information to securities professionals (including, for example, analysts, investment advisors, and portfolio managers) and investors unless the information is simultaneously disclosed to the public generally. Tower’s policy on the communication of such information is designed to comply with Regulation FD and to provide, where determined appropriate by management or where required by applicable law, for the broad, non-exclusionary dissemination of material nonpublic information.

Selective disclosure of material nonpublic information to certain investors or failure to disclose required material nonpublic information in public filings in a timely manner may subject Tower and/or its colleagues to substantial fines or imprisonment. For a definition of “material nonpublic information,” and more information about Tower’s compliance with Regulation FD, please consult Tower’s [Regulation FD Policy](#) available on Tower’s Intranet.

Antitrust and Competition

Tower is committed to full compliance with both the letter and spirit of all applicable antitrust laws. The basic idea of these laws is that all companies should compete individually rather than joining together in agreements that restrict their

individual competition. Most violations of antitrust laws arise from agreements between competitors, but can also occur inadvertently in other commercial arrangements that unfairly restrict competition. Colleagues must, therefore, be extremely careful when involved in any communication with a competitor of Tower in order to prevent such violations. Antitrust laws apply to both formal and informal communications and to both written and unwritten agreements and understandings. Violation of antitrust laws can subject both Tower and individual colleagues to both criminal and/or civil liability.

The antitrust laws also limit the terms/relationships of certain business decisions. Before engaging in exclusive dealing, refusals to deal, tying, reciprocal dealing, bundling, setting prices below cost, or other similar decisions, contact the Compliance Committee. Colleagues must comply with Tower's [AntiTrust and Trade Practices](#) policy, available on Tower's Intranet, which provides a more detailed description of this policy and examples of potential violations.

Export and Import Compliance

Tower is committed to observing the highest ethical standards in all of its business dealings in all locations where Tower does business. All colleagues are expected to comply with applicable export and import laws and regulations.

It has become increasingly complex for companies to trade internationally, particularly with regard to shipping or receiving hardware, software or technical data to and from a foreign company or a foreign national (*i.e.*, a non-U.S. citizen or non-green card holder). All colleagues must be aware of and comply with the United States' import and export laws, as well as the laws and regulations of the applicable Government that controls such technology transfers. Be aware that certain licenses or other Government approvals may be required to export or import controlled products, services or technical data to include disclosing such material to a foreign national, even if disclosure occurs here in the United States and involves foreign nationals employed by Tower. Failure to comply with the export and import laws and regulations can result in serious fines for Tower as well as the individual and may even result in loss of export privileges and termination of employment.

Colleagues who transport and/or use goods and technology subject to export controls must have knowledge of, and comply with, the relevant laws and regulations. Keep in mind that technical data does not have to leave Tower's facility in order for it to be exported. The transfer of computer software or technical data to foreigners or foreign nationals, including those who are Tower colleagues, is subject to U.S. export laws and regulations and may require a license. For more information about Tower's export and import policies and procedures, please consult Tower's policy on [Conducting International Business – Import, Export Regulations Duties & Tariffs](#).

Health, Safety and Security

Health and Safety

Tower's policy is to comply with all applicable health and safety laws and regulations. Tower is committed to the prevention of accidents and injury to our colleagues and the general public. The safety and security of Tower colleagues is vitally important. Failure to conduct our operations properly can have serious and damaging consequences for our colleagues, customers, Company property, and shareholders.

Tower will comply with all applicable environmental laws, ordinances, and regulations and will cooperatively participate with regulatory agencies conducting inspections or investigations. All colleagues are responsible for following environmental health and safety instructions in the performance of their duties and identifying best practices for reducing emissions and waste and improving the efficient use of all resources.

Tower will not tolerate violent behavior, threats or intimidation towards any Tower colleague or anyone having a business relationship with Tower. All colleagues are prohibited from fighting, attempting to injure others or threatening the safety of others while on Company property or while performing work for Tower. Colleagues are also prohibited from bringing weapons of any kind onto Company property or possessing weapons of any kind on Company property or while on duty. This is true even if you have obtained a legal permit to carry a weapon. The prohibition of weapons also applies to having weapons in personal or Company vehicles while on Company property or while on duty.

If you experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on Tower property or that affects Tower's business, you must immediately report the situation to your supervisor or the Human Resources Department. If you are not comfortable reporting the conduct to your supervisor or the Human Resources Department or you do not receive a satisfactory response in a timely manner, you may contact the Compliance Committee.

Alcohol and Drugs

Tower's policy is to maintain a drug-free work place. All Tower colleagues must strictly comply with Company policies restricting the abuse of alcohol and the possession, sale and use of illegal substances, or face disciplinary action, up to and including termination of employment.

Reporting to work or working under the influence of alcohol or a controlled substance puts the offending colleague and other colleagues at risk by increasing the likelihood of accidents. In addition, possessing or bringing onto Tower property illegal substances is prohibited.

You must not possess, use, or be impaired by alcohol while on Tower's property, driving a Company vehicle or any vehicle on Tower business, or during working hours, including rest and meal periods. Exceptions to this policy may be made on a case-by-case basis where specifically authorized by Tower's CEO. This policy also applies to colleagues conducting Tower business off of Tower's property, except that colleagues who engage in the limited, appropriate, and lawful social use of alcoholic beverages in the course of their recognized duties while not on Tower property are exempt from this policy only to the extent of this appropriate and lawful use in a business setting.

Manufacturing, distributing, dispensing, possessing, or using illegal drugs and other controlled substances is prohibited under all circumstances and must never be brought onto Tower property. You are prohibited from reporting for work or working while being impaired by any illegal drug or controlled substance. A colleague who is taking a legal prescription or nonprescription drug that may affect their work must notify their supervisor. Colleagues have a duty to know if the legal prescription or nonprescription drugs they are taking may affect their work.

Colleagues who are suspected of being under the influence may be requested to take a drug or alcohol test at Tower's expense. For the purposes of this policy, "impaired" means any positive test result. Failure to comply with this policy, including but not limited to refusing to submit to or cooperate with testing requested by Tower shall be grounds for disciplinary action up to and including termination of employment.

If you become aware of a violation of the immediately preceding paragraph, you must immediately report the situation to the Human Resources Department. If you are not comfortable reporting the conduct to the Human Resources Department or you do not receive a satisfactory response in a timely manner, you may contact the Compliance Committee.

Note: The Code and the matters contained herein do not alter Tower's general policy whereby employment is at will and under which either Tower or the colleague may terminate the colleague's employment at any time, with or without notice. Nothing in the Code shall be construed as or deemed to constitute a contract of employment or confer upon any colleague a right to employment for any specified period or definite duration or interfere with the right of Tower or a colleague to terminate their employment relationship. We reserve the right to amend or supplement the Code and the matters addressed herein, without prior notice, at any time.

CODE OF BUSINESS CONDUCT AND ETHICS POLICY CERTIFICATION

I have read the Tower Code of Business Conduct and Ethics Policy (the “Code”) and certify that:

- I understand the Code and agree to comply with the policies and procedures set forth in the Code;
- I understand that I have the responsibility to ask questions, seek guidance and report suspected violations of the Code;
- Except as previously reported by me, in writing, to the Tower Compliance Committee, I have not engaged in any activity which may violate the Code, nor am I aware of any actual or potential violations of the Code by other colleagues;
- I understand that the Code states Tower’s policies and practices in effect on the date of publication and that these policies, practices and procedures are continually evaluated and may be amended, modified or terminated at any time.

Colleague Name (Printed)

Colleague Name (Signed)

Date