Insider Trading and Disclosure Policy

Effective: April 28, 2011
(Amended February 2015)
Affects: All Sensata Technologies employees.

This Insider Trading and Disclosure Policy has been adopted by the Board of Directors of Sensata Technologies Holding N.V., a Dutch public limited liability company (the "Company") on April 28, 2011, amending an earlier policy.

APPLICABILITY OF POLICY

This Insider Trading and Disclosure Policy applies to all transactions involving the securities of the Company, including but not limited to its ordinary shares, as well as to derivative securities related to the Company's securities, whether or not issued by the Company, such as exchange-traded options. This Policy applies to "**Insiders**," which means:

- All directors, executive officers and non-executive officers of the Company and its subsidiaries;
- All employees of, and consultants and contractors to, the Company and its subsidiaries who receive or have access to material, non-public information;
- All members of the immediate family and household of the foregoing; and
- Any person who receives material, non-public information.

Any person who possesses material, non-public information regarding the Company is an Insider for so long as the information is not publicly known. Any employee can be an Insider from time to time, and would at those times be subject to this Policy.

This Policy should not be interpreted to modify any agreements the Company and any of its executive officers, non-executive officers or employees may have entered into regarding the disclosure of confidential information.

STATEMENT OF POLICY

General Policy

It is a violation of Company policy for any person to (i) buy or sell securities of the Company if he or she is aware of material, non-public information concerning the Company or (ii) disclose in any manner material, non-public information of the Company, except for disclosures specifically authorized herein.

Specific Policies

- ***Prohibition Against Trading While Aware of Material, Non-public Information.*** No director, officer or employee of, or consultant or contractor to, the Company, and no member of such person's immediate family or household, shall buy or sell securities of the Company, or offer to buy or sell securities of the Company, if he or she is aware of material, non-public information concerning the Company. This prohibition applies from the date that a person becomes aware of material, non-public information until the close of business on the second Trading Day following public disclosure of that information or until the information is no longer material. "**Trading Day**" means a day on which the New York Stock Exchange is open for trading.

It also violates Company policy for any Insider to use any non-public information about the Company for personal benefit. These prohibitions against trading while in possession of

material, non-public information (or using such information for personal benefit) also apply to material, non-public information about any other company that has been obtained in the course of a person's work for the Company.

- ***Prohibition Against Tipping While Aware of Material, Non-public Information.*** No Insider shall disclose material, non-public information to any other person (including family members) where the information could be used by such person to profit by trading in the Company's securities. In addition, no Insider shall recommend that another person buy or sell the Company's securities, or otherwise express an opinion as to trading in the Company's securities. This prohibition against "tipping" also applies to material, non-public information about any other company that has been obtained in the course of a person's work for the Company.

- ***Restrictions on Selective Disclosure of Material, Non-Public Information.*** No Insider shall disclose in any manner any material, non-public information to any person except as follows: (i) disclosure to a person who has signed an appropriate agreement to hold such information in confidence; (ii) disclosure to senior management of the Company; (iii) disclosure to personnel who need the information to carry out their services to the Company and who agree to hold the information in confidence; (iv) disclosure to the Company's lawyers, accountants or advisors if the information disclosed is related to a matter on which they are involved; or (v) as approved by the Chief Executive Officer, Chief Financial Officer or General Counsel of the Company.

- ***Inadvertent Disclosures.*** If any Insider should inadvertently selectively disclose any material, non-public information to any person not covered by the exceptions listed in Section 3 above, Company policy requires that such inadvertent disclosure be reported as soon as possible to the Chief Executive Officer, Chief Financial Officer or General Counsel of the Company. Such inadvertent disclosure may arise because of a mistaken belief about the materiality or non-public nature of the disclosed information, the identity of the recipient of such disclosure, the applicability of a confidentiality agreement or numerous other reasons. Applicable law (Regulation FD, in particular) generally requires the Company to publicly disclose promptly the information that had been inadvertently disclosed.

- ***Confidentiality of Non-public Information.*** Non-public information relating to the Company is the property of the Company and unauthorized disclosure of such information is forbidden. All directors, officers and employees of, and consultants and contractors to, the Company shall (i) keep all memoranda, correspondence and other documents that reflect non-public information in a secure place, such as a locked office or a locked file cabinet, so that they cannot be seen by third person and (ii) not discuss material, non-public information where it may be overheard, such as in restaurants, elevators, restrooms and other public places.

If an Insider receives inquiries about the Company from shareholders, the financial press, reporters, investment analysts or others in the media or financial communities, the Insider must decline comment and direct them to the Chief Executive Officer, Chief Financial Officer or Investor Relations.

POTENTIAL CRIMINAL AND CIVIL LIABILITY AND/OR DISCIPLINARY ACTION

- ***Liability for Insider Trading.*** Insiders may be subject to penalties of up to $5,000,000 and up to 20 years in jail for engaging in transactions in the Company's securities at a time when they have knowledge of material, non-public information regarding the Company.

- ***Liability for Tipping.*** Insiders may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed material, non-public information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. The Securities and Exchange Commission has imposed large penalties even when the disclosing person did not profit from the trading. The Association of Securities Dealers, Inc. uses sophisticated electronic surveillance techniques to uncover insider trading.

- ***Possible Disciplinary Action.*** Employees of the Company who violate this Policy shall also be subject to disciplinary action by the Company, which may include termination of employment.

TRADING WINDOW, PRE-CLEARANCE AND OTHER PROCESSES APPLYING TO CERTAIN INDIVIDUALS

- ***Trading Window.*** To ensure compliance with this Policy and applicable laws, all directors and officers of the Company and Sensata Technologies, Inc. as well as any additional individuals that have received stock option or restricted stock awards, are prohibited from engaging in any transaction involving the Company's securities (including buying or selling securities or the cashless exercise of any stock option, to the extent permitted, but excluding the cash payment of the exercise price of a stock option) other than during the following period (the "**Trading Window**"):

Trading Window: The period beginning at the close of business of the second full Trading Day following the public disclosure of the Company's quarterly or annual financial results for the immediately preceding fiscal quarter or year, and ending immediately preceding the 15th calendar day of the last month of the quarter. The Trading Window may also be referred to as the "green light" period. All other periods may be referred to as "red light" periods.

It should be noted that even during the Trading Window, any person possessing material, non-public information concerning the Company should not engage in any transactions in the Company's securities until two full Trading Days following the public disclosure of such information. Although the Company may from time to time recommend during a Trading Window that directors, officers, selected employees and others suspend trading because of developments known to the Company and not yet disclosed to the public, each person is individually responsible at all times for compliance with the prohibitions against insider trading. Trading in the Company's securities during the Trading Window should not be considered a "safe harbor," and all directors, officers and other persons should use good judgment at all times.

- ***Pre-clearance of Trades.*** The Company has determined that all individuals whose names are set forth on Schedule A attached hereto must refrain from trading in the Company's securities, even during the Trading Window, without first complying with the Company's "pre-clearance" process, as described below.

At least two Trading Days in advance of any proposed transaction involving the Company's securities, the individual seeking to engage in such transaction must send an e-mail to the Chief Executive Officer, the Chief Operating Officer or the Chief Financial Officer of the Company (each a "Pre-Clearance Officer"), copying the General Counsel, which e-mail shall describe in reasonable detail the proposed transaction. If the individual seeking to engage in a transaction is a Pre-Clearance Officer, then he/she shall seek approval from another Pre-Clearance Officer. Within two Trading Days of receipt of the email, a Preclearance Officer shall give written approval or disapproval of the proposed transaction to the individual seeking to engage in the transaction. Normally, the Pre-Clearance Officer will clear, to the extent consistent with Company policy, any transaction that complies with this Policy and applicable

securities laws and occurs inside a Trading Window. However, the Pre-Clearance Officer may disapprove of any proposed transaction (including if the proposed transaction falls within a Trading Window) if, in the reasonable discretion of the Pre-Clearance Officer, there exists material, non-public information about the Company. If pre-clearance is denied, such denial must be kept confidential by the person requesting pre-clearance. Unless otherwise provided, pre-clearance of a transaction is valid for three business days. If the transaction is not executed within that time, the person requesting pre-clearance must request pre-clearance again.

The Company may also find it necessary, from time to time, to require compliance with the preclearance process from certain employees, consultants and contractors in addition to the individuals listed in Schedule A.

- ***Employee Benefit Plan Blackout Periods.*** Section 306 of the Sarbanes-Oxley Act of 2002 and Regulation BTR prohibit executive officers and directors of a public company from directly or indirectly acquiring or disposing of any equity securities of a public company received in connection with such person's service or employment as a director or executive officer during an individual account plan "blackout period." "Individual account plans" include 401(k) plans, stock bonus plans and money purchase pension plans. An individual account plan "blackout period" exists whenever the Company or any plan fiduciary temporarily suspends for more than three consecutive business days the ability of 50% or more of the plan participants or beneficiaries under all individual account plans maintained by the Company to acquire or dispose of any of the Company's equity securities held in the plans. This Policy extends this prohibition to all officers of the Company.

- ***Individual Responsibility.*** Every Insider has the individual responsibility to comply with this Policy against insider trading and disclosure of material, non-public information, regardless of whether the Company has recommended a Trading Window to that Insider or any other Insiders of the Company. The guidelines set forth in this Policy are guidelines only, and appropriate judgment should be exercised in connection with any trade in the Company's securities.

An Insider may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the material, non-public information and even though the Insider believes he or she may suffer an economic loss or forego anticipated profit by waiting.

APPLICABILITY OF POLICY TO NON-PUBLIC INFORMATION REGARDING OTHER COMPANIES

This Policy and the guidelines describes herein also apply to material, non-public information relating to other companies, including the Company's customers, vendors or suppliers (collectively, "**business partners**"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties and/or termination of employment may result from trading on material, non-public information regarding the Company's business partners. All employees should treat material, non-public information about the Company's business partners with the same care required with respect to information related directly to the Company.

DEFINITION OF MATERIAL, NON-PUBLIC INFORMATION

Information is material if it could reasonably affect a person's investment decision regarding buying, selling or holding the Company's securities.

While it is not possible to list all types of information that might be deemed material, there are certain categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information include:

- Financial results
- Projections of future earning or losses
- Material and immediate changes in internal forecasts and budgets
- Pending or proposed mergers, acquisitions or dispositions (including tender offers, asset purchases or sale transactions)
- Impending bankruptcy or financial liquidity problems
- Gain or loss of a substantial customer or supplier
- Changes in dividend policy
- Changes in debt ratings
- Significant product introductions or announcements
- Significant product defects or modifications
- Significant pricing or marketing changes
- Stock splits
- New equity or debt offerings
- Significant financing transactions
- Major changes in senior management
- Labor negotiations
- Significant litigation exposure due to actual or threatened litigation
- Significant write-downs of assets or additions to reserves for bad debts or contingent liabilities

Either positive or negative information may be material. Materiality can frequently be uncertain and, since your actions will be judged with hindsight, caution should be exercised. If you have any questions in this area, you should contact the Company's Chief Executive Officer, Chief Financial Officer or General Counsel.

Information is non-public if it has not been disclosed to the public and, even after disclosure has been made, until a reasonable time has passed after it has been disclosed by means likely to result in widespread public awareness (*e.g.*, SEC filings, press releases or publicly accessible conference calls).

PREARRANGED TRADING PLANS

Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides an affirmative defense to a claim of insider trading by providing that a person will not be viewed as having traded on the basis of material, non-public information if that person can demonstrate that the transaction was effected pursuant to a written plan (or contract or instruction) that was established before the person became aware of that information. Prearranged trading plans permit an insider to trade during red light periods or at a time when the insider is otherwise in possession of material, non-public information.

As a matter of Company policy, directors, officers and employees of the Company may not implement a prearranged trading plan under Rule 10b5-1 at any time without prior clearance. Before entering into a trading plan, directors, officers and employees must email each Pre-Clearance Officer, copying the General Counsel, to obtain pre-clearance of the contemplated plan. Directors, officers and employees may only enter into a trading plan when they are not in possession of material, non-public information. In addition, directors, officers and employees may only enter into a trading plan during a Trading Window, and officers may not enter into such a plan during an employee benefit plan blackout period (or at any time that the officer was aware of an impending employee benefit plan blackout period). Once a trading plan is pre-cleared, transactions made pursuant to the plan will not require additional

pre-clearance, as long as the plan specifies the dates, prices and amounts of the contemplated transactions or establishes a formula for determining dates, prices and amounts, and may be made outside the Trading Window.

PROHIBITION AGAINST SHORT SELLING

No director, officer or employee of the Company may sell any equity security of the Company if such person either (a) does not own the security sold or (b) does not deliver the security against such sale within twenty days thereafter or does not within five days after such sale deposit the security in the mails or other usual channels of transportation, unless such sale is approved in writing by the Chief Executive Officer or Chief Financial Officer of the Company.

PROHIBITION AGAINST TRADING IN DERIVATIVES

No director, officer or employee of the Company may purchase, sell or engage in any other transaction involving any derivative securities related to any equity securities of the Company. A "derivative security" includes any option, warrant, convertible security, stock appreciation right or similar security with an exercise or conversion price or other value related to the value of any equity security of the Company. Any form of hedging is strictly forbidden. This prohibition does not, however, apply to any exercise of Company stock options pursuant to the First Amended and Restated Sensata Technologies Holding B.V. 2006 Management Option Plan, the Sensata Technologies Holding N.V. 2010 Equity Incentive Plan or any other benefit plans that may be adopted by the Company from time to time, any sale of Company shares in connection with any cashless exercise (if otherwise permitted), or payment of withholding tax upon the exercise, of any such stock option.

PROHIBITION AGAINST PLEDGING

Directors, officers and employees of the Company are prohibited from holding equity securities of the Company in a margin account and from maintaining or entering into any arrangement that, directly or indirectly, involves the pledge of any equity securities of the Company or other use of equity securities of the Company as collateral for a loan.

ADDITIONAL INFORMATION – SECTION 16 DIRECTORS AND OFFICERS

The individuals listed in Schedule A must comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Securities Exchange Act of 1934, as amended. The practical effect of these provisions is that these officers and directors who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any material, non-public information. In addition, these officers and directors must report their initial beneficial ownership of equity securities of the Company and any subsequent changes in that ownership.

The Company will provide separate memoranda and other appropriate materials to its officers and directors regarding compliance with Section 16 and its related rules.

INQUIRIES

Please direct your questions as to any of the matters discussed in this Policy to the General Counsel of the Company.

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The Company expects strict compliance with the foregoing policies by all persons subject to the Policy. Any failure to observe these guidelines may result in serious legal difficulties for you, as well as the Company. Furthermore, any failure to follow the letter and spirit of this Policy will be considered a matter of extreme seriousness and may serve as a basis for termination of employment or service.

SCHEDULE A

DIRECTORS AND OFFICERS
SUBJECT TO SECTION 16 RULES AND PROCEDURES AND COMPANY PRECLEARANCE PROCEDURES

Directors

Thomas Wroe
Martha Sullivan
Lewis Campbell
Paul Edgerley
James Heppelmann
Michael Jacobson
John Lewis
Charles Peffer
Kirk Pond
Andrew Teich
Stephen Zide

Officers (executive officers and other Section 16 officers)

Martha Sullivan
Jeffrey Cote
Martin Carter
Steve Beringhause
Geert Braaksma
Paul Vasington