



Code of Conduct

Yokogawa Europe B.V.

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MESSAGE FROM THE PRESIDENT

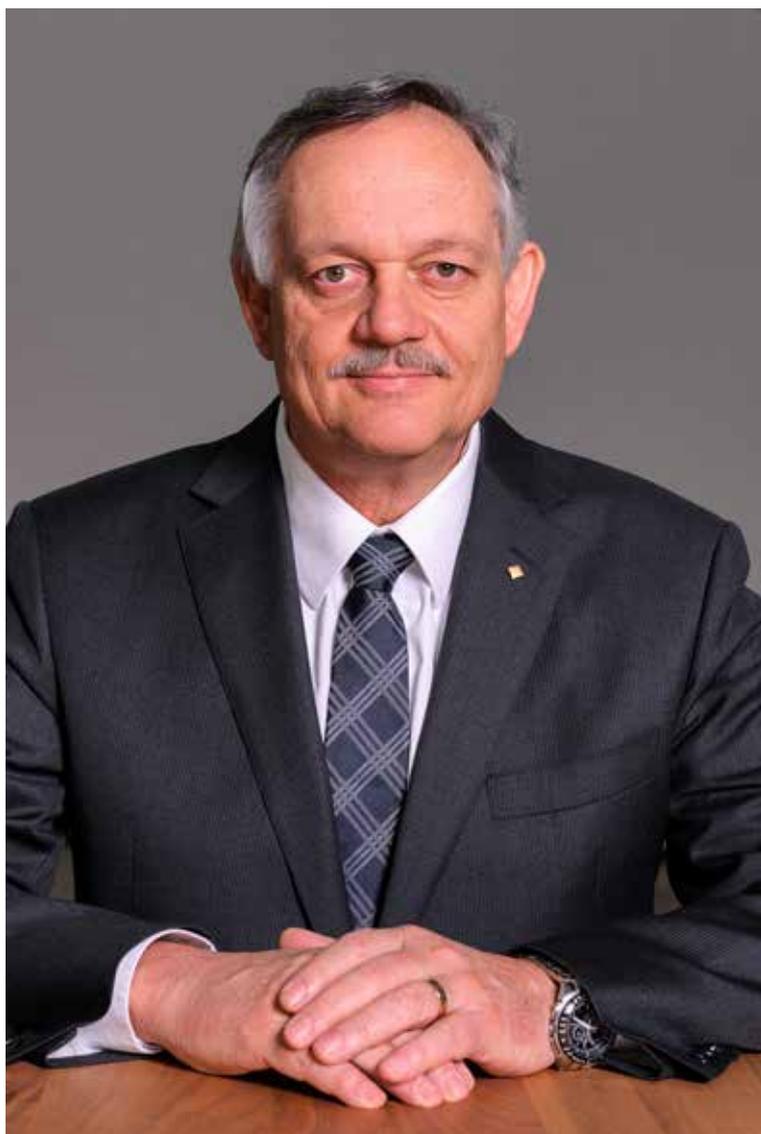
Yokogawa Group Companies aspire to contribute to society through measurement, control and information, while expecting individual employees to combine social responsibility with a spirit of innovation.

Remaining with this mindset, the company should provide a common standard of behaviour that is clear to all, and employees should associate and resonate these rules that support our collective values. Within Yokogawa Europe B.V., we follow the global Yokogawa Code of Conduct, and express locally how our subsidiaries and employees should contribute to the Group's standard behaviour. Subsidiaries are expected to adjust these rules where local custom and national behaviour are more stringent.

In addition to explaining the expected business behaviour, the Code of Conduct also ensures that employees are individually provided with the means to report violations of the Code of Conduct to persons outside their normal line of reporting. This is not only to safeguard them against any personal implications, but also to maintain the corporate culture; for contact information related to such reports and for additional advice, please refer to Chapter 5 of this document.

Our shareholders, customers, suppliers, as well as society at large will benefit by us following an accepted standard of business behaviour, through which we will meet their expectations and gain their trust. I therefore urge you to carefully review the Code of Conduct to familiarise yourself with its contents, and I thank you for choosing to conduct yourselves accordingly.

*August 2014
Yokogawa Europe B.V.
Herman van den Berg
President*





1. OVERVIEW

The basis: the 'Compliance Guidelines for the Yokogawa Group'

The 'Compliance Guidelines for the Yokogawa Group' informs all Yokogawa employees in every consolidated company worldwide how we are expected to behave in our business relationships with society, within the Company, with other individuals and third parties; it provides common standards of conduct (professional and responsible behaviour) which all employees have a duty to uphold. This document can be found on the intranet.

Regional Code of Conduct

To promote understanding of, and compliance with the 'Compliance Guidelines for the Yokogawa Group', these global standards are broken down in this Yokogawa Europe B.V. 'Basic Principles of Business Conduct'

(hereinafter to be referred to as: Code of Conduct). This document describes the standards of conduct that are expected, the specific responsibilities of every employee of a company within Yokogawa Europe B.V. and the process for ensuring compliance.

Employee Awareness & Understanding

To ensure employee awareness and understanding, a copy of the Code of Conduct is issued to each employee upon hiring. Each employee is required to sign an acknowledgement that he/she has received and read the Code of Conduct and agrees to comply fully with the standards.

Revisions are communicated to all employees via e-mail and will also be published on the intranet.

2. SCOPE

This document applies to all employees of Yokogawa Europe B.V. and its subsidiaries (national sales companies, manufacturing and R&D companies), hereinafter referred to as Yokogawa Europe B.V..

For the purpose of this document the term "employees" includes contractors, trainees, temporary workers and all others who perform services for Yokogawa Europe B.V..



3. CODE OF CONDUCT

Code of Conduct for Yokogawa Europe B.V.; the basic principles

All employees are expected to adhere to the 'Compliance Guidelines for the Yokogawa Group' and the concrete Code of Conduct derived there from. The procedure for reporting violations of this Code of Conduct is described in chapter 5.

General commitments

Be a responsible partner in society

Yokogawa wishes to be a responsible partner in society, acting with integrity towards its customers, employees, suppliers, governments and others who can be affected by its activities.

Act respectfully

We will treat people with dignity and respect. Cultural differences between and within the countries in which Yokogawa operates will be acknowledged and respected.

Comply with competition laws, anti-trust law and regulations

Yokogawa employees will abide by the competition laws, anti-trust laws and regulations of the country and rules of the company in which they work.

Be environmentally responsible

In conducting its activities Yokogawa gives due regard to the environment. In developing and manufacturing our products we aim to minimize adverse effects on the environment.

Support fair competition

We support the principle of fair competition as a basis for conducting our business.

Be transparent and accountable

Yokogawa will maintain records of all business transactions in an accurate, complete, timely and transparent manner in accordance with Yokogawa's accounting principles.

Commitments towards our business partners

Be a reliable business partner

We aim to be a reliable partner for our customers, suppliers and other business partners. We deliver our services and products with professional integrity. The safety and quality of our products is the basis for Yokogawa's sustainable development.

Creating optimal value

We are committed to provide business solutions aimed at creating optimal value for our customers. We focus on the continuing improvement of our services and products.

Making transparent business decisions

Our employees avoid that personal relationships or interests influence or appear to influence objective business decisions. They will be transparent to colleagues and customers about any (potential) conflicts of interest.

Company payments

Payments for services to third parties are consistent with local practice, law and ethical standards.

Commitments towards our employees

Value employees

Yokogawa values its employees as a key resource. An atmosphere of good employee communication, consultation, involvement and responsibility is of great importance. An employee's personal development and optimal use of talents is encouraged.

Provide equal opportunities

Within Yokogawa every employee has an equal opportunity for personal recognition and career development regardless of race, gender, sexual preference or religious belief. The same policy applies to recruitment of employees.

Do not accept intimidation

Yokogawa employees have the right to work in an environment that is free of any form or degree of discrimination, intimidation and harassment. Adverse behaviour will not be tolerated.



3. (CONT'D) CODE OF CONDUCT

Yokogawa prohibits sexual advances, requests for sexual favours and other unwelcome verbal or physical conduct of a sexual nature which can be seen as threatening or undesirable by the person towards whom they are directed. Yokogawa takes such matters very seriously and treats them as unacceptable.

Provide healthy and safe working conditions

Yokogawa will do all that is reasonable and practicable to provide healthy and safe working conditions for its employees both in office locations and at customers' sites.

Commitments of our employees

Preserve company assets

Each employee is responsible for the proper use, protection and conservation of Yokogawa's assets and resources. This includes Yokogawa's properties, proprietary interests, financial data, trade secrets, intellectual property and other Yokogawa rights. Yokogawa's assets and resources are to be used solely to pursue and achieve Yokogawa's goals and not for personal benefit.

Avoid conflict of interest

We avoid any conflict between our personal and business activities and financial interests. If an employee believes there could be a conflict of interest, he or she should promptly disclose it and discuss the issue with his or her superior.

Behave respectfully

Each employee will behave respectfully towards his/her business relations and fellow employees. He or she will not perform any act of discrimination, intimidation or harassment or show any other behaviour intended to create undesirable circumstances or (sexual) relationships.

Bribery; gifts and favours

Bribes and corruption in any form are unacceptable. Gifts and favours, in whatever form, should never be made by or accepted by a Yokogawa employee if the gift goes beyond what is considered to be normal (business) practice and/or is intended or would appear to obligate the recipient.

Comply with intellectual property laws

Yokogawa employees must observe all laws and regulations regarding patents, copyrights, trademarks, trade secrets, etc. which protect the intellectual property rights of companies and individuals.

Computer software that is copyrighted and used by employees to conduct company business may not be copied except for "back-up" purposes, nor may copies be made for an employee's personal use. Unauthorised software may not be used on Yokogawa owned or leased computer equipment.

Proprietary or confidential information

Yokogawa employees may not disclose any non-public information to any outside party, competitor or news media organisation. This includes information related to business operations, financial results, sales results, personnel, technological status, or other information designated as confidential. This also applies to confidential information of third parties, suppliers, customers or other employees.

Internet access and e-mail use

Yokogawa employees use the internet and e-mail facilities to support business operations. Employees are not permitted to:

- visit web sites that contain pornographic, racist, terrorist, discriminatory, insulting or offensive material;
- engage in any activity that is illegal or unethical;
- possess or distribute pornographic, racist, terrorist, discriminatory, insulting or offensive material;
- send data from the Intranet via e-mail in such a way that proprietary information is received by a competitor.

4. COMPLIANCE PROCEDURE

The purpose

Yokogawa Europe B.V. is committed to ensuring professional and responsible behaviour in all its business relationships. All employees are obliged to uphold the Code of Conduct and are encouraged to report violations or suspected violations of it.

The Compliance Procedure is intended to receive and investigate any reports from employees or external sources of (suspected) violations.

Violation reporting

If you discover or suspect a violation of the Code of Conduct, you should inform your supervisor, manager and/or Human Resources manager. Please follow any applicable internal procedures.

However, where you feel it is inappropriate or you feel uncomfortable reporting a (suspected) violation through these channels you should report it directly to your internal Compliance Officer. All Compliance Officers are held to confidentiality.

If you report a (suspected) violation, confidentiality will be maintained according to legal and ethical requirements. You will **not** be subject to retribution for reporting the (suspected) violation.

If you are in any doubt regarding the Code of Conduct or what is or is not acceptable conduct, please consult with your local Compliance Officer or the European Compliance Co-ordinator.





4. (CONT'D) COMPLIANCE PROCEDURE

Roles of the Compliance Officer

The role of the Compliance Officer is to:

- Promote compliance with the Code of Conduct, e.g. awareness, education and training, good business practices.
- Create an environment and procedures through which employees can report suspected violations of the Code of Conduct in confidence and without fear of retribution and which allows the company to respond promptly and effectively.
- Review and assess reports of suspected violations of the Code of Conduct and determine whether they should be discussed with the European Compliance Co-ordinator.
- Review the results of the investigation, decide on the appropriate actions to be taken and ensure progress.
- Close the investigation with a written report.
- Recommend improvements to business practices, where appropriate, as a result of the investigations.
- Make periodic reports to the European Compliance Co-ordinator on the number, type and status of reported violations.
- If the Compliance Officer wishes to consult other people or conduct a further investigation that involves consulting others, they will ask you for permission beforehand.

The European Compliance Co-ordinator has no influence on the current roles of management, employee representatives or employee representative bodies. Where it is decided that a disciplinary hearing is appropriate, the local disciplinary procedure will be followed.

The role of the European Compliance Co-ordinator is to:

- Be responsible, at the European level, for the contents and periodic review of policies and booklets relating to the Code of Conduct,
- Promote compliance with the Code of Conduct (e.g. awareness, education and training, good business practices)

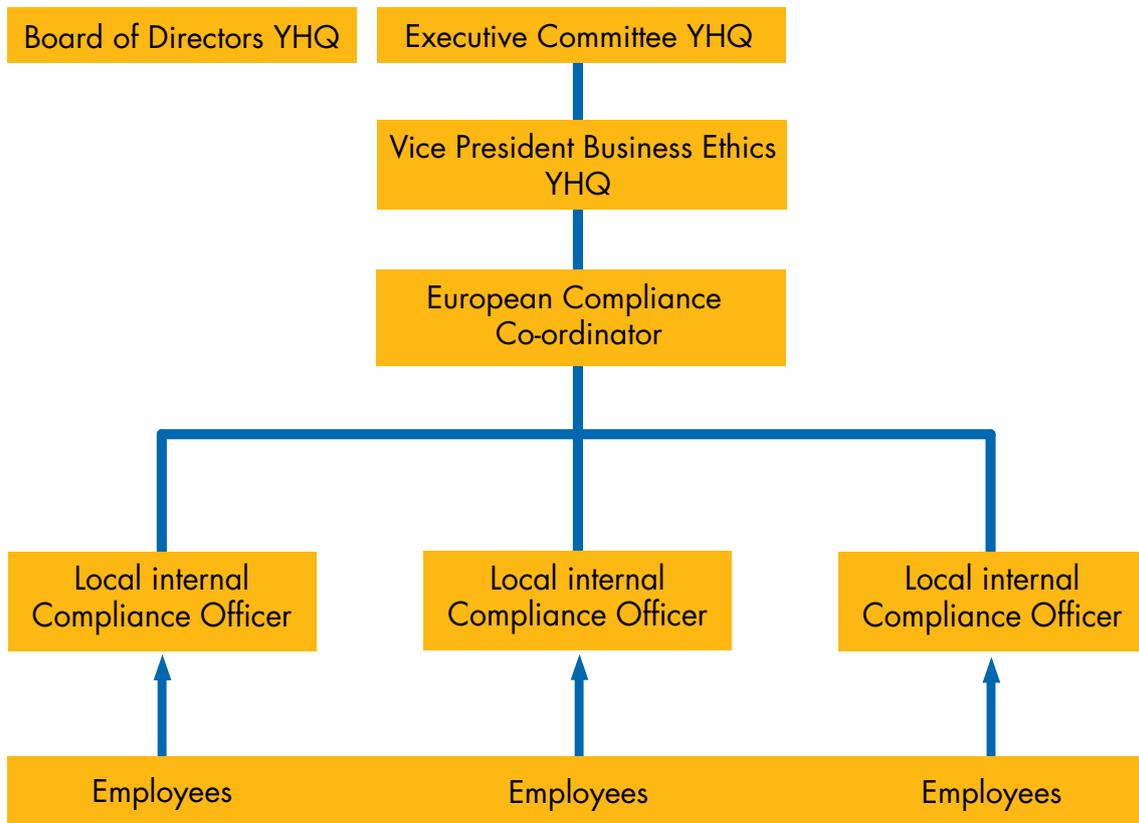
- Receive periodic reports from the local Compliance Officers regarding the number, type and status of reported violations of the Code of Conduct.
- Investigate suspected and reported violations of the Code of Conduct.
- Recommend improvements to business practices to improve compliance with the Code of Conduct.
- Report periodically regarding the number, type and status of violations of the Code of Conduct to the YHQ Compliance Officer.
- Recommend adjustments or improvements of the procedures to uphold the Code of Conduct.



5. COMPLIANCE STRUCTURE

The Global Compliance Committee Organization

An employee who wants to report a violation of The Code of Conduct for the Yokogawa Group should act according to the following structure:



Reporting

Reporting/consultation is available according to the following communication channels:

1. You can contact your (local) Compliance Officer. Please refer to the HR site for contact data of local Compliance Officers.
2. By phone: **+31(0) 6 - 53867204**. The European Compliance Co-ordinator will respond adequately.
3. By letter: Yokogawa Europe B.V.
Attn. of the European Compliance Co-ordinator,
Euroweg 2, 3825 HD Amersfoort,
The Netherlands.
4. You can send information regarding compliance matters to the European Compliance Co-ordinator via the quick links on the intranet (right-hand side of the page). Search for Business Ethics (Help) Line and fill out the textbox at the bottom of the page. The sender will be anonymous.
If you do not want to remain anonymous can fill directly send an email to BEL@nl.yokogawa.com instead of the text field on the intranet. The European Compliance Co-ordinator will respond adequately.



6. BREACHES OF THE CODE - DISCIPLINARY ACTION

Disciplinary Action

Failure to comply with the Code of Conduct will render an employee liable to disciplinary action. Appropriate disciplinary action will be taken against:

Employees:

- Who violate the laws or standards of conduct expressed in the Code of Conduct or are guilty of other improper or unlawful conduct
- Who retaliate, directly or indirectly, or encourage others to do so, against an employee for reporting a suspected violation

Managers:

- Who direct, approve or condone violations or have knowledge of such violations and do not move promptly to report and correct them
- Of a violator, in case the circumstances of the violation indicate inadequate supervision or lack of diligence

Disciplinary proceedings will be held in accordance with the laws and regulations of the country, and the disciplinary procedures of the local company in which the employee works. Disciplinary action will be administered at a level commensurate with the severity of the violation.



7. IN SUMMARY

The Yokogawa Group Guidelines and Code of Conduct for Yokogawa Europe B.V. are intended to protect the interests, security and reputation of the company, its employees and other stakeholders. They describe and represent common, professional and responsible standards of behaviour for all employees.

The Compliance structure of Yokogawa Europe B.V. provides a means for each employee to report violations of the Code of Conduct.

- In confidence
- In a timely and effective manner
- Without fear of retribution

The local Compliance Officer and the European Compliance Co-ordinator exist as part of an internal Yokogawa process and are not involved with the national legislation.

They have no influence on the current roles of management, employee representatives or employee representative bodies. Their sole purpose is to ensure compliance with the Code of Conduct and to facilitate your contribution.



