



# Guiding Principles

THE A.O. SMITH CORPORATION  
CODE OF CONDUCT



Decide what you stand for.  
And then stand for it  
all the time.

- CLAYTON M. CHRISTENSEN

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# A Message from the Chairman & Chief Executive Officer

January 2021

A key differentiating factor of A. O. Smith Corporation is our Values and Guiding Principles. These are our cornerstones – the guiding force on how we operate and how we do business, which is with honesty and utmost integrity – the “SmithWay.” They are our Company’s standard of conduct – the expectations we have of all our employees all the time, regardless of how complex or challenging the situation. All A. O. Smith employees, officers and directors are expected to adhere to A. O. Smith’s Guiding Principles and to use them as a guideline as they conduct business with our partners outside the company and interact with their colleagues.



Since 1874, our unwavering commitment to integrity has earned A. O. Smith a strong and enduring reputation. Ours is a reputation of treating our employees with dignity and respect, delivering high-quality products and service to our customers, creating profitable growth for our investors and being a good corporate citizen engaged in our communities.

A. O. Smith is a global company comprised of and serving people of different perspectives and cultures. Our global reach is reflected in this singular set of business standards to guide employees on A. O. Smith's expectations of them as employees. A. O. Smith publishes these principles so that our customers, suppliers and the many communities understand our standards of conduct.

A. O. Smith's reputation rests on all of us: each and every employee of A. O. Smith and at all levels of the Company. We are all ambassadors and representatives of the Company, and our day-to-day actions are a reflection of our organization.

To that end, it is imperative that all of us do our part to uphold and maintain A. O. Smith's reputation by following these standards without exception, and to further safeguard A. O. Smith's reputation by stepping forward to speak up if things seem amiss. It is our duty and our responsibility.

Thank you for understanding the importance of these Guiding Principles, and thank you for your commitment and contributions.

A handwritten signature in black ink, reading "Kevin J. Wheeler". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

**Kevin J. Wheeler**  
Chairman & Chief Executive Officer

# A. O. Smith Statement of Values

A. O. Smith developed this set of Values as guidelines for conducting our business and interacting with our customers, our employees and the communities in which we do business. Our success depends upon all of our employees, officers and directors sharing the same values and working towards the same goals.

These Values have been the foundation of our Company since 1874 and will sustain it for years to come. As a leader in water technologies, we play an essential role in providing access to this critical resource. Our focus on our employees and innovative products, as well as our corporate responsibility and stewardship, benefits not only our shareholders but also positively impacts our communities and our planet.

## A. O. SMITH WILL ACHIEVE PROFITABLE GROWTH

Profitable growth is essential for A. O. Smith's future. To achieve profitable growth, we must provide:

- New, efficient, high-quality and differentiated products for our customers;
- Greater opportunity for individual advancement and improved job security; and
- Growth in investment value for our stockholders in a socially responsible manner.

Not only will we seek an above-average return on stockholders' investment, we will grow in a planned way so that:

- Our business units will have individualized growth rates that complement each other and produce a Company that grows faster than the U.S. economy; and
- The capital requirements of growth will be supported by funds generated by our above-average return on investment and by external sources, such as borrowing and equity.

**A. O. SMITH WILL  
EMPHASIZE INNOVATION**

Innovation is a primary source of profitable growth. Therefore, we will:

- Achieve market leadership in all major product lines through innovation and continuous improvement that increases the value of our products and services to our customers;
- Seek innovative ways to improve our effectiveness as an organization and the productivity of our facilities;
- Create a culture and develop the necessary skills to encourage involvement, creativity and social responsibility;
- Encourage our employees to produce the best results and position our Company for future growth; and
- Focus on achieving profitable growth with a disciplined approach to mitigating risk.

**A. O. SMITH WILL  
PRESERVE ITS GOOD NAME**

In all dealings with people and organizations, we will act with uncompromising integrity. We will:

- Be fair and truthful in all claims and advertising;
- Deal fairly with customers, suppliers, competitors, government and regulatory agencies and employees;
- Strictly adhere to all laws and seek only honorable goals while rejecting unethical practices;
- Achieve high standards of quality in all aspects of the business; and
- Instill these values in all employees globally.

**A. O. SMITH WILL  
BE A GOOD PLACE TO WORK**

In operating our Company, we will attract imaginative and highly capable people. We will emphasize teamwork and promote diversity in seeking our objectives. We will:

- Create a climate where respect for the individual is fundamental;
- Encourage the freedom and personal growth that comes from hard work, passion for continuous improvement and uncompromising ethical values;
- Treat each other fairly and without discrimination;
- Pay individuals equitably according to their contributions; and
- Provide equipment, materials and training to ensure a safe working environment.

**A. O. SMITH WILL  
BE A GOOD CITIZEN**

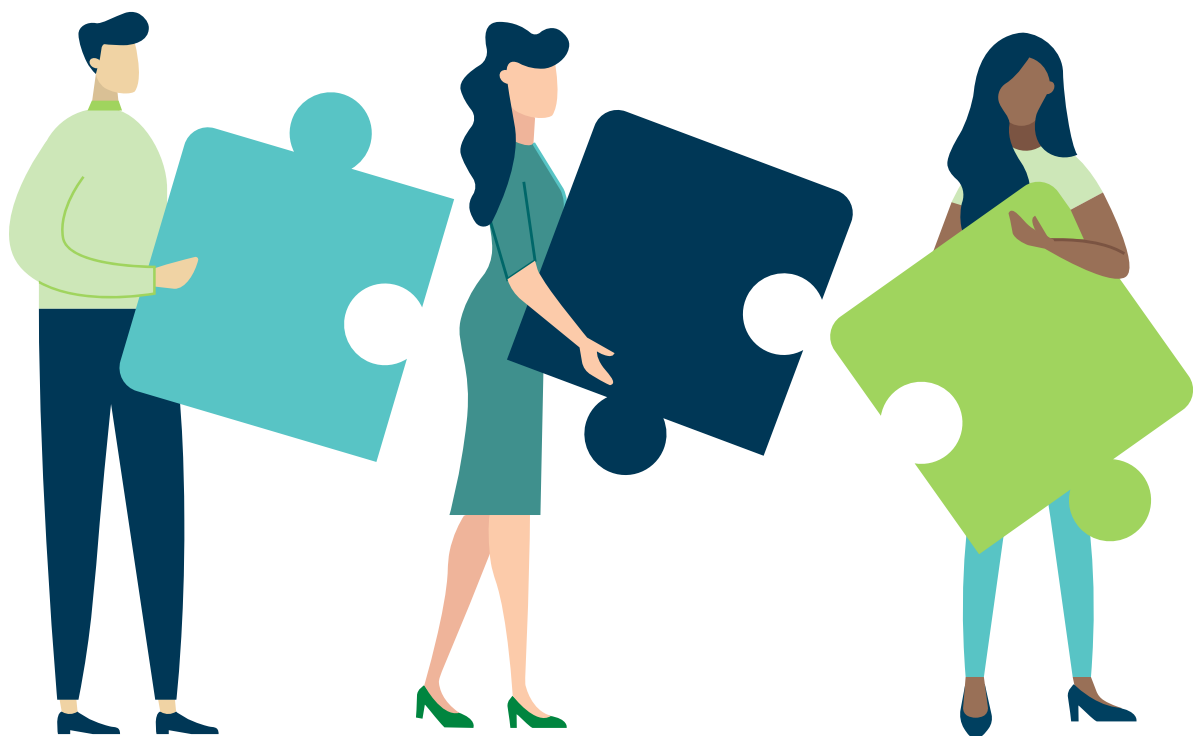
To serve the public and the communities in which we do business, we will:

- Strive for growth that contributes to the economic well-being of the communities in which we are located;
- Provide financial support for and encourage our people to involve themselves in worthwhile civic activities;
- Ensure that our plants and operations comply with environmental standards;
- Continuously improve in areas of environmental, social and governance activities; and
- Encourage, in every appropriate way, the protection and preservation of the free enterprise system so necessary for the attainment of these objectives.

# Guiding Principles Concerning Employee and Business Conduct

A. O. Smith has been in business since 1874, and each of us plays a vital role in ensuring that our Company continues to flourish for generations to come.

A. O. Smith is not a singular thing or person, but a reflection of the conduct and behavior of all of its employees, its officers, the members of its Board of Directors and, under certain circumstances, third parties that act on A. O. Smith's behalf. A. O. Smith established the Guiding Principles to foster the Values that A. O. Smith believes are critical to its past and future success.





## The SmithWay: Observing Society's Legal and Ethical Standards

While A. O. Smith competes vigorously in all of its markets, we conduct business the right way – the “SmithWay.” Following the SmithWay means acting in a fair, honest and consistent manner in all of your business activities. We expect everyone at A. O. Smith—employees, officers and directors, as well as affiliated and subsidiary companies, consultants, contractors and other third parties that A. O. Smith engages to work on its behalf—to maintain the highest ethical standards and to avoid any activity which might compromise (or even give the appearance of a compromise) our ethical standards.



### A. O. Smith's interests are never served by acting unethically or dishonestly.

Never take any action on behalf of A. O. Smith that violates the law, and never encourage anyone else to violate the law on the Company's behalf. If you question whether an action or decision is against the law, it is your duty to find out before you take action.

A. O. Smith's Guiding Principles includes established policies and creates a framework for making decisions where there is none. Throughout this booklet are examples of how you can “Follow the SmithWay” by acting ethically, legally and in accordance with our Values. When the answer is not clear and deciding the right course of action isn't easy, ask yourself: “If I were to take the action I am considering, would I be comfortable with it being publicized for the world to see?” If you can honestly answer you would, it probably is the right decision.



# Your Responsibilities

These Guiding Principles apply to all employees of A. O. Smith, its officers and its directors, as well as affiliated and subsidiary companies, consultants, contractors and other third parties that A. O. Smith engages to work on its behalf. It is your responsibility to read and understand them.

## Ask questions.

You have a responsibility to ask questions, especially if you have doubts or concerns about an action or a decision.



## Speak up.

You have a responsibility to report any violation of these Guiding Principles or Company policies or any illegal or unethical act you may witness, including:

- Harassment, including sexual harassment;
- Improper use of insider information or other securities law violations;
- Bribery;
- Antitrust non-compliance;
- Inaccurate, false or misleading entries in the Company's books or records;
- Improper international activities; and
- Other questions regarding ethical practices.

There are a number of ways to raise a question or concern:

- **Speak to your supervisor.**  
Most often, your supervisor will be able to provide you with guidance or refer your question to the appropriate person.
- **Speak to your Human Resources representative or facility leader.**  
They understand the Company's Guiding Principles and are familiar with many of the rules and regulations that govern the workplace.
- **Speak to the Legal Department.**  
They are the expert authority on all legal affairs related to the company.
- **Speak to the Integrity Helpline.**  
Staffed 24/7 by trained specialists at an independent third party, the Integrity Helpline offers unbiased guidance and the ability to remain anonymous. Visit [www.aosintegrity.com](http://www.aosintegrity.com) or the Company intranet (AOSnet or WeChat).

When you report an issue:

- Your question or concern will be taken seriously. Your request for information will be handled promptly, discreetly and professionally;
- Your issue will be reviewed and investigated by A. O. Smith, with an impartial and objective point-of-view;
- Your identity will be protected to the extent possible or allowed by law. To adequately and appropriately investigate your concerns, it may be necessary to reveal your identity on a strictly need-to-know basis with managers, the Human Resources Department and/or the Legal Department; and
- If you reported an issue using the Integrity Helpline, you will be able to follow up with the Helpline to learn what action A. O. Smith has taken to address your concern.



### *Follow the SmithWay*

**Q: IF I HAVE A CONCERN, WHAT SHOULD I DO?**

**A:** We all share a responsibility to ask questions, to raise concerns, to report potentially unethical or illegal behavior or violations of Company policy or to seek guidance on ethics and compliance matters.

In any case, you are encouraged to contact or consult with any of the following:

- Your supervisor
- Your facility's leader
- Your Human Resources representative
- The Legal Department
- The Integrity Helpline

# Non-Retaliation Policy

It is A. O. Smith's policy that any individual who, in good faith, reports a suspected violation of our Guiding Principles or policies will not be retaliated against. Any employee who retaliates against an individual reporting a violation will be disciplined, up to and including termination.



## Follow the SmithWay

**Q: I BELIEVE THAT MY MANAGER IS ACCEPTING MONEY FROM SUPPLIERS IN EXCHANGE FOR SENDING THEM BUSINESS. I BELIEVE IT IS ILLEGAL BUT AM CONCERNED THAT IF I RAISE MY CONCERNS, I WILL BE FIRED. WHAT SHOULD I DO?**

**A:** You should report this issue to your facility's leader, Human Resources representative, the Legal Department, via WeChat (in China) or if you feel uncomfortable speaking to any of them, you should report it through the Integrity Helpline. The Company will not tolerate any form of retaliation, such as firing or disciplining you for raising the issue in good faith and will take the appropriate steps to protect an employee from retaliation. It is in all of our best interest to address conduct that may violate the law, a Company policy or ethical standards.



# The Workplace

## Equal Employment Opportunity

A. O. Smith values all employees. In our employment practices, we do not discriminate with regard to race, color, religion, sex, sexual orientation, gender identity, age, national origin, disability, military or veteran status, genetic information or any other legally protected status. We operate in a global environment and will strive to create a workplace where men and women from diverse backgrounds can thrive and achieve their fullest potential.

## Harassment

You are entitled to work in an environment that is free from any form of harassment, such as hostile, offensive or humiliating behavior; unwanted physical contact; or verbal, written or graphic statements directed at you or a group of employees.

*We define harassment to include:*

- Sexual harassment, such as unwelcome sexual advances or requests for sexual favors;
- Racial or ethnic harassment, where the hostile or unwelcome behavior is based on your race, ethnicity or nation of origin;
- Religious harassment, where the harassment is based upon your religious beliefs; and
- Harassment based on your age, a disability, or any other non-job-related characteristic protected by law.

The Company will discipline any employee whose conduct violates this policy. If you are being harassed, or if you witness an individual being harassed, report it immediately to either your supervisor or your Human Resources representative.



### Follow the SmithWay

**Q: ONE OF MY COWORKERS HAS A DISABILITY, BUT HE IS STILL ABLE TO WORK. FROM TIME TO TIME HE JOKES ABOUT HIS CONDITION, BUT RECENTLY MANY OF OUR COWORKERS ARE MOCKING HIS CONDITION AND MAKING JOKES AT HIS EXPENSE.**

**A:** This may rise to the level of illegal harassment under law, but even if it doesn't, this type of conduct is disrespectful and contrary to the type of work environment we require at A. O. Smith. You should report the situation to your supervisor or Human Resources representative. You can also contact the Legal Department or Integrity Helpline if you feel more comfortable with that approach.

# Drug- and Alcohol-Free Workplace

As part of its commitment to provide a safe place for its employees to work, to promote a drug-free community and to supply its customers with the highest quality services and products, A. O. Smith prohibits the use by its employees of alcohol and drugs, including psychoactive substances, at work, with the limited exception of alcohol at specific sanctioned work events. Drug and alcohol use, during work time or otherwise, can seriously endanger the safety of employees as well as that of the general public. It can create a variety of workplace problems, including increased injuries on the job, absenteeism, theft, increased health care and benefit costs and decreased morale and productivity. The Company has established policies to prevent and detect illegal drug use and alcohol use during work. If you observe drug use or unsanctioned alcohol use during work time, report it immediately to either your supervisor or your Human Resources representative.



## Follow the SmithWay

**Q: I SAW ONE OF MY CO-WORKERS GIVING OUT HIS PRESCRIPTION PAIN PILLS TO SOME OF THE PEOPLE IN HIS DEPARTMENT, AND IT WASN'T THE FIRST TIME. SHOULD I REPORT THIS?**

**A:** Yes. Providing prescription pain medication to others is prohibited and possibly illegal. Depending on the circumstances, even employees who have a prescription for pain medication should not take it at work. You should report the situation to your supervisor or Human Resources representative. You can also contact the Legal Department or Integrity Helpline.



# Communication and Social Media

Technology is an important part of daily communication in the modern world. It is a powerful tool to help us build our brand and serve our customers more efficiently and effectively. Because people can communicate so quickly with technology, it is easy to do so without giving thought to how or what you are communicating.

When you use Company communications technologies, such as email, voicemail, instant or text message, or through social media, we expect you to conduct yourself in a manner that complies with the Guiding Principles, A. O. Smith's policies and the law. Take the time to read and review your communication before you send or post it. You also must not access, download, upload or disseminate material that is prohibited by law, contains sexual content or offensive language or could negatively reflect on the Company in any way.

Particularly when using social media on behalf of A. O. Smith or when you have associated yourself with A. O. Smith, it is important to use these media in a way that reflects well on yourself, your co-workers, and the Company. Keep in mind, when you use social media to talk about the Company, your co-workers, our customers or suppliers, the words and images may be seen by many more people than you might intend. You want to be certain you do not inadvertently disclose confidential information. Also, unless you have been authorized to do so, do not imply that you are speaking on behalf of the Company through social media. For more information on the opportunities and obligations associated with social media, please refer to the Company's Social Media Policy & Guidelines.



## Follow the SmithWay

**Q: SOMEONE HAS BEEN POSTING NEGATIVE COMMENTS ABOUT OUR PRODUCTS ON A RETAILER'S WEBSITE. I CAN'T BE SURE, BUT I THINK IT MAY BE A COMPETITOR. CAN I CREATE A FAKE PROFILE AND POST POSITIVE PRODUCT REVIEWS?**

**A:** We understand your desire to "set the record straight," but please do not use an assumed identity to post comments about A. O. Smith products or join in any online discussions about the Company. This type of conduct is against the Company's Social Media Policy. Such postings also may violate federal law and can be damaging to the Company's reputation if the employee's identity is revealed. In this instance, the best approach is to let our marketing team know about the negative comments and, if you think the negative comments were posted by a competitor, the Legal Department.



# Conflict of Interest

You have a conflict of interest when your personal interests interfere, or appear to interfere, with the interests of the Company. Conflicts also may arise when an employee, officer or director, or a member of one's family, receives or requests to receive improper personal benefits as a result of his or her position in the Company.

*Common examples of conflicts of interest include when you or a member of your family:*

- Have a direct or indirect financial interest in a current or potential competitor, supplier or customer of A. O. Smith (other than owning shares of a publicly-traded company);
- Conduct business on behalf of A. O. Smith with a supplier or customer that employs one of your relatives as a principal, officer or representative; or
- Operate a business or work as an employee, officer or director of another company under circumstances detrimental to A. O. Smith.

Any conflict of interest (or potential conflict) must be disclosed for evaluation: A. O. Smith employees and officers must notify their supervisor and the Legal Department, and directors must alert the Board's Nominating & Governance Committee. Some connections may not present a conflict of interest, or it may be that appropriate measures can be implemented to avoid one.



## Follow the SmithWay

**Q: MY SISTER OWNS A COMPANY THAT WOULD LIKE TO BID ON PROJECT WORK FOR A. O. SMITH. ARE WE PROHIBITED FROM SELECTING THAT COMPANY AS A SUPPLIER?**

**A:** Not necessarily, but you should disclose your relationship to your supervisor and the Corporate General Counsel and remove yourself from the decision on which supplier to select. If your sister's company is the best supplier, it can be selected.





# Corporate Opportunities

Employees, officers and directors owe a duty to A. O. Smith to advance the Company's interests, and they cannot act in competition with the Company, directly or indirectly. Employees, officers and directors are prohibited from using Company property, information or position for personal gain.



## Follow the SmithWay

**Q: I KNOW THE COMPANY IS PLANNING TO EXPAND OUR PLANT, AND I JUST LEARNED THAT ADJACENT PROPERTY WILL BE PUT UP FOR SALE. CAN I TELL MY BROTHER TO BUY THE LAND SO HE CAN LATER SELL IT TO A. O. SMITH?**

**A:** No. If you become aware of an opportunity which would benefit A. O. Smith, you must alert the Company. In this situation, the Company would have a direct interest in the land that could support its long-term expansion plans. If your brother were to purchase the property it would be just as improper as if you purchased it yourself.



# Environment, Health & Safety

A major part of being a good corporate citizen is obeying all laws and regulations that pertain to the environment and to the health and safety of our employees. The Company is committed to providing a safe and healthy working environment for all employees that is compliant with all laws and regulations, and we have trained and certified professionals working in this field.

## A. O. Smith's responsibility is to:

- Design, build and operate our facilities to ensure they are safe workplaces;
- Provide proper machine guards and safety devices for all equipment in our plants;
- Design and manufacture products that are safe to use and perform as specified;
- Provide proper documentation, such as material safety data sheets, for materials used in the manufacturing process;
- Reduce any waste or emissions at their source;
- Designate only qualified partners to handle and dispose of hazardous waste;
- Communicate our safety rules and policies to all employees; and
- Maintain complete and accurate records, including EPA and OSHA logs and follow all regulatory agency requirements.

As an employee, you have responsibilities as well. You are responsible to develop safe working habits and to ensure that your fellow employees work safely. This includes:

- Always using all machine guards, lock-outs and safety devices on the equipment in our plants;
- Becoming familiar with and using the personal protective equipment required;
- Safely handling and properly disposing of any waste materials, being especially attentive to hazardous wastes; and
- Notifying your supervisor if you discover a hazardous condition or witness other employees working in an unsafe manner.



## Follow the SmithWay

**Q: TO MEET PRODUCTION DEADLINES, MY CO-WORKERS DISABLED THE SAFETY DEVICE ON A MACHINE THAT HAS BEEN GIVING US TROUBLE. NO ONE HAS BEEN HURT, AND I REALIZE THE SCHEDULE IS IMPORTANT, BUT I DO NOT WANT TO DO THIS.**

**A:** You are right. Under no circumstances should safety devices ever be disabled. Report your concerns to your supervisor or plant safety manager immediately.



# Protecting A. O. Smith's Information and Ideas

## Confidentiality of Company Information

Employees, officers, and directors should maintain and protect the confidentiality of information entrusted to them by the Company, its customers, agents, consultants and suppliers, except where disclosure is authorized or required by law. Confidential information includes all non-public information that, if disclosed, might be of use to competitors or harmful to the Company, its customers or suppliers. Confidential information can take many forms: it could be trade secrets or technology or manufacturing know-how; it could be pricing or customer communications; or it could be financial information or business plans. Unauthorized disclosure of confidential information could cause harm to A. O. Smith's business and could result in civil and criminal liability (e.g., insider trading liability, outlined on page 25).

Employees are responsible for protecting the Company's confidential and proprietary information. Take care to keep confidential information secure, whether at your desk, on your computer or on mobile devices. As part of your position's responsibilities, you may have access to the confidential information of suppliers or customers, and you should protect their confidential information in the same manner that you protect A. O. Smith's information.



### *Follow the SmithWay*

**Q: I AM PART OF THE PROJECT TEAM WORKING ON A BREAKTHROUGH TECHNOLOGY. I TAKE PRECAUTIONS TO LIMIT THE NUMBER OF PEOPLE WHO KNOW WHAT I'M WORKING ON, AND I KEEP MY WORK LOCKED IN MY DESK. I'VE BEEN INVITED TO PRESENT AT A CONFERENCE AND NEED TO BRING MY LAPTOP. HOW CAN I MAINTAIN SECURITY?**

**A:** Traveling can present security risks. You should carry your work with you at all times while in transit. You should not work on your presentation on the plane or anywhere else that others can see it. You should not assume your materials are safe in a hotel room and, when using the internet outside of a work space, use the VPN connection to maintain the security of the information.

# Patents, Trademarks, Copyrights and Intellectual Property

The knowledge and technology that A. O. Smith has developed through the years are valuable assets, and as with any asset, we must make every effort to protect it and keep it out of the hands of our competitors. This "intellectual property" can take the form of product designs, computer programs or files, process descriptions, and business practices. There are a number of ways to protect intellectual property, including:

- The Company can choose to protect it as a trade secret or proprietary process and not disclose anything to the public about it whatsoever;
- The Company can elect to obtain a patent for a product or process. A patent, which is issued by the government of the country where we are operating, indicates that A. O. Smith invented the product or process, and that invention cannot be copied by a competitor for a specific duration;
- The Company can apply for a trademark, which protects our right to use a name or identity of a product or service in the marketplace; and/or
- The Company can seek a copyright, which would enable us to protect the contents of brochures, video, computer programs, websites and other related works from being copied.

Anyone working in new product or process development should coordinate his or her activities with the Company's Patent Committee. The Committee will evaluate the idea and determine if it is patentable, and if so, will work with the Company's patent counsel to ensure that all procedures are followed properly in investigating and filing for a patent.

When the time comes to name a new product or service, you should have the Legal Department conduct a trademark search. If the Company elects to trademark the name of the new product or service, the Legal Department will help secure the mark and show you methods to protect the mark.

You also have a responsibility to properly use and respect the intellectual property of others. Employees should ensure they have permissions or licenses to use patents, trademarks, copyrights or other property owned by others, including Company-purchased software which may be subject to licensing guidelines.



## Follow the SmithWay

**Q: I HAVE IDENTIFIED A UNIQUE, MEMORABLE NAME FOR A NEW PRODUCT MY TEAM IS DEVELOPING. WHAT STEPS DO I TAKE BEFORE FINALIZING THE NAME?**

**A:** There are a number of things to consider. Can the product name be trademarked? Is the product name close to that of a competitor or other seller and we could be accused of infringement? Is the product name worth investing in the cost of trademark registration and enforcement? Contact the Legal Department for assistance in evaluating these issues.

# Protection of Data and Cyber Security

Much of A. O. Smith's company information is stored electronically. Employees should be particularly mindful of protecting the security of this information. Data breaches that can significantly disrupt or harm the Company can happen inadvertently and quickly. Hackers most frequently breach a company's IT system by tricking or confusing an unsuspecting employee. Never open an email attachment, click on a website link or provide Company-confidential or personally identifiable information unless you have confirmed that the sender is trustworthy and legitimate.

A. O. Smith has an incident response plan in place for cyber security breaches. If you believe that A. O. Smith's data or IT security has been breached, immediately report it to the A. O. Smith Service Desk or A. O. Smith's Information Security manager.



## Follow the SmithWay

**Q: I RECEIVED AN EMAIL FROM A CUSTOMER REQUESTING BANK ACCOUNT DETAILS SO THEY CAN WIRE A PAYMENT. THE EMAIL HAS A LINK TO A FORM EMBEDDED WITHIN AND WAS SENT AT MIDNIGHT.**

**A:** Two things are suspicious about this: using a linked form to provide bank information and the time of the request (midnight) are suspicious. You should start by verifying the sender's email address as hackers make slight changes to the email address to make the sender look legitimate. You should also contact the customer by phone to verify the request is accurate and, if so, provide the details in a different manner. In addition, you should contact the Service Desk and let it know of the phishing attempt.



# Protection of the Company's Interests

As we conduct business in today's world, we must protect A. O. Smith's interests by properly documenting and ensuring compliance with all of our business relationships. All contracts, other than standard form agreements pre-approved by the Legal Department, must be reviewed prior to execution. Upon execution, the contract must be maintained in accordance with the Contract Review and Administration Policy and the procedures of the Corporate Secretary or sent to the Legal Department for filing.



## Follow the SmithWay

**Q: I AM WORKING ON A SUPPLY AGREEMENT FOR A NEW COMPONENT SUPPLIER. WE'VE COME TO TERMS, BUT NOW I NEED TO PUT A FORMAL AGREEMENT IN PLACE. WHAT STEPS DO I NEED TO TAKE TO PROPERLY NEGOTIATE AND DOCUMENT THE CONTRACT?**

**A:** If the supplier will agree to use A. O. Smith's standard form supply agreement, then you can proceed without further Legal Department review. If not, contact the Legal Department to prepare a draft supply agreement. While you are primarily responsible for the economic terms of any supply agreement, the Legal Department can assist you with the legal provisions required in every contract. You should also confirm that you have the authority to sign the agreement on behalf of A. O. Smith and, if not, speak with your manager to obtain proper authority.



# Protection and Proper Use of Company Assets

The resources of A. O. Smith should be used only for legitimate business purposes and for the benefit of the Company. All employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste directly affect A. O. Smith's profitability. You should report immediately any suspected fraud or theft for investigation.

## C-TPAT

A. O. Smith is proud to be a participant in the Customs-Trade Partnership Against Terrorism (C-TPAT) program, initiated by the U.S. Customs and Border Protection to protect importers' supply chains and increase border security. Maintaining security throughout our worldwide supply chain is crucial to the safety of our employees, the security of our facilities and the integrity of our products. We require our international suppliers to implement security procedures for packaging, containerizing and shipping their products to our facilities. We also have security procedures that our employees follow when receiving incoming materials and components, packaging our finished products and loading trucks for customer delivery.

We expect each employee to follow these procedures to ensure our products are handled properly and securely. A. O. Smith also has systems and procedures to help maintain the security of our facilities. These include visitor registration procedures, employee identification and facility perimeter security.

We expect you to share our commitment to a secure workplace. If you see anyone in our plant that you do not recognize or any suspicious activity, contact your supervisor or facility manager. The security of our supplier network, our Company and even our country may depend on each of us remaining vigilant and reporting suspicious activity.



### Follow the SmithWay

**Q: I WORK IN THE SHIPPING & RECEIVING DEPARTMENT AND NOTICED A MAN WITH A PACKAGE STANDING BY OUR TRUCK TRAILERS. HE WAS NOT WEARING ANY EMPLOYEE IDENTIFICATION OR A VISITOR'S BADGE. SHOULD I APPROACH HIM AND ASK HIM WHAT HE'S DOING?**

**A:** Unauthorized personnel are prohibited from the area where trailers are stored and loaded. The package the stranger was carrying could have been drugs, weapons or other contraband. While it is certainly okay to approach an unknown person and ask him who he is or what he is doing in the plant, it would be safer to immediately contact your supervisor concerning the situation. If your supervisor is not available, contact your facility manager or Human Resources manager as quickly as possible.

# Accurate Documentation, Records Management and Taxes

Having reliable information is crucial to running a successful business. Records and reports should be accurate, timely, complete and consistent with generally accepted accounting principles in the U.S. You are responsible for any reports you write and records you keep. This includes sales records, production records, expense reports, inventory or scrap reports, environmental records, accounting records and any other business-related reports, transcripts or records. If you become aware of any inaccurate, false or misleading entry in the Company's books or records, report it immediately to your supervisor, the Company's chief financial officer, the Legal Department or the Integrity Helpline. These reports will be investigated according to the procedures established by the Audit Committee of the Board of Directors.

The Company has a policy that describes how long you should maintain specific records. You are responsible for maintaining records for the appropriate length of time and for destroying records in accordance with this policy. If you have any questions on record retention, contact the Legal Department.

A. O. Smith is diligent in reporting its tax obligations fairly and accurately and in paying its taxes promptly. We obey all foreign and domestic tax laws and foreign exchange control laws. Never enter into any transaction on behalf of the Company that would violate the law.



## Follow the SmithWay

**Q: ONE OF MY CO-WORKERS SUBMITS INACCURATE EXPENSE REPORTS AND SEEKS REIMBURSEMENT FOR ITEMS AND MEALS SHE NEVER PURCHASED. I BROUGHT IT UP TO MY SUPERVISOR, BUT THE PRACTICE CONTINUES. SHOULD I CALL THE INTEGRITY HELPLINE?**

**A:** Yes. Falsifying expense reports is theft and fraud against the Company. In addition, the accuracy and reliability of the Company's financial records are crucial to our success. If you have a concern that is not remedied, you should report it to the Legal Department or the Integrity Helpline.





# The Market

## Inside Information and Securities Trading

As a publicly traded company in the United States, A. O. Smith is obligated to report any material information to the investing public as quickly as practical. Material information is anything that a reasonable investor would consider important when deciding whether to buy, sell or hold our stock. Examples would be major new contracts from customers, an important new product introduction, an acquisition, a major lawsuit and future sales and profit estimates.

As an employee, officer or director, you may become aware of this type of information before it is made public. This is commonly called non-public information or “insider information.” It is illegal to buy or sell stock when you have insider information. It also is illegal to share that information with anyone who may trade in our stock.

Insider trading can result in fines and jail sentences for you and the person with whom you share the information.

A. O. Smith’s Insider Trading Compliance Policy provides additional details on properly handling non-public information. Keep in mind, our policy applies to inside information related to our customers and suppliers, as well as to our Company.



### Follow the SmithWay

**Q:** I VISIT COMPANY “DISCUSSION GROUPS” ON SOCIAL MEDIA QUITE FREQUENTLY AND NOTICED THAT SOMEONE IS POSTING SOME VERY SENSITIVE COMPANY INFORMATION, INCLUDING SOME NEWS THAT I THOUGHT WAS BEING KEPT SECRET. SHOULD I RESPOND ONLINE OR DO ANYTHING ABOUT THIS?

**A:** Do not respond online, because that would likely make the situation worse. Instead, contact Human Resources or the Legal Department immediately and relay your concerns to them. Spreading inside information is illegal, even if the individuals involved do not benefit personally from the “tip.” If necessary, we will contact the appropriate law enforcement agency to investigate this incident.





## Follow the SmithWay

**Q: WE ARE USING A NEW SUPPLIER FOR A KEY COMPONENT IN A NEW PRODUCT WE ARE LAUNCHING NEXT MONTH. I HAVE A HUNCH THE SUPPLIER'S STOCK PRICE WILL GO UP ONCE WE ANNOUNCE THE NEW PRODUCT. IS IT OK TO BUY STOCK IN THE SUPPLIER?**

**A:** No. This would constitute illegal trading based on inside information, even though you are not trading in A. O. Smith stock.



## Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees.

In our highly competitive markets, being able to gather and analyze information about our competitors is an important and necessary activity. There are dozens of public sources of competitive information that enterprising employees may reference, such as annual reports, Internet sites, press releases, trade shows, stock analyst reports, etc.

We expect, however, that you will not attempt to obtain competitive intelligence by unfair, dishonest or illegal means. Theft, illegal entry, wiretapping or similar methods are expressly forbidden. Misrepresentation, such as posing as a customer to obtain sensitive data, is also against our Guiding Principles.



## Follow the SmithWay

**Q: WE RECENTLY HIRED THE CHIEF ENGINEER FROM ONE OF OUR COMPETITORS. SHE HAD NOT SIGNED A “NON-DISCLOSURE” AGREEMENT, SO CAN WE DEBRIEF HER ON HER FORMER EMPLOYER’S NEW PRODUCT PLANS?**

**A:** Not if the questioning centers on any proprietary or non-public information. In fact, she should be reminded that she cannot voluntarily comment on any proprietary information about her former employer or she and A. O. Smith could be subject to criminal prosecution or a lawsuit.

No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair dealing practice.

Occasionally, you may be offered access to competitive information by a non-public source or third party. Situations such as these require extreme caution, and you should remember to observe accepted standards of good faith and all applicable laws when dealing with this source.

Similarly, never make false or misleading comments about other companies, their employees or their products, including our competitors. Use only fair and accurate comparisons when describing our products and a competitor's. The best practice is to stress the advantages of A. O. Smith's products or services.



## Follow the SmithWay

**Q: I HAVE BEEN GIVEN A PASSWORD THAT ALLOWS ME TO ACCESS A COMPETITOR’S COMPUTER SYSTEM. CAN I USE THIS TO OBTAIN INFORMATION ABOUT THEIR PRODUCT COSTS?**

**A:** No. This type of electronic entry is illegal. “Hacking” a competitor, downloading their computer files and obtaining competitor computer files from a third party are forbidden.



# Antitrust

A. O. Smith competes aggressively and independently in all of the markets it serves. Our relations with competitors, customers, suppliers, pricing and other market-related issues all come under a group of laws called “antitrust.” Antitrust laws in the United States and other countries are based on the same principles: that the public benefits most if businesses compete vigorously, free from agreements with other companies that limit competition.

A. O. Smith is committed to following antitrust laws without exception. If your job or position as an employee, officer or director brings you in contact with competitors, customers or suppliers, it is your responsibility to follow our policies on antitrust compliance.

You may never make any formal or informal agreement with a competitor to:

- Fix or control prices;
- Allocate products, markets or territories;
- Boycott certain customers or suppliers; or
- Refrain from or limit the manufacture, sale or distribution of any product.

Dealing with customers may also present antitrust risks or be viewed as anti-competitive depending on the circumstances. You must consult with the Legal Department in advance regarding any agreement with customers that:

- Sets resale prices;
- Provides preferential pricing or terms; or
- Requires a customer to purchase one product in order to receive another.

You may become involved in trade associations or other professional organizations where you come in contact with competitors, customers or suppliers. Remember that antitrust laws apply to formal and informal communications as well as written or unwritten agreements or understandings. Always be aware of this when you attend any functions for a trade association or other organization.

Failure to comply with antitrust laws will result in serious consequences to A. O. Smith and, possibly, to you, personally. The Company and you may be heavily fined, and, in some cases, you may be subject to imprisonment as well. If you are involved in any transaction in which you have an antitrust question or concern, contact your supervisor, Human Resources or the Legal Department.



## Follow the SmithWay

**Q: AT A RECENT TRADE SHOW, I WAS INVITED TO JOIN OUR COMPETITOR’S SALESPEOPLE FOR BREAKFAST. WE TALKED ABOUT SOME GENERAL TOPICS, AND THEN THE DISCUSSION MOVED INTO WHAT WE ARE CHARGING A PARTICULAR CUSTOMER. I DIDN’T SAY VERY MUCH AND DIDN’T REVEAL ANY SPECIFIC PRICING INFORMATION. IS THIS AN ANTITRUST VIOLATION?**

**A:** It’s hard to say. You were definitely placed in a compromising situation. Failure to say anything can sometimes be interpreted as consenting to antitrust practices. The best course of action would have been to tell everyone at the table that this topic of discussion was inappropriate and to have left immediately. In the future, it’s a good idea to avoid these situations to minimize your risks.

# Bribery

While business practices may vary in many countries of the world, as an A. O. Smith employee, officer or director, you are forbidden to offer or accept a bribe at any time. ***Never offer money, gifts or anything of value:***

- To receive a customer order;
- In exchange for information about a competitor, customer or supplier;
- To avoid paying a fine, permit fee or other government levy;
- To attempt to influence a government official or government agency decision; or
- To gain an unfair business advantage.

You may not pay a consultant or an agent if you believe they are going to use a portion of that money for bribes. The Company retains only reputable and qualified business partners and does not engage business partners likely to be involved in corrupt activities. A good approach to take, especially in countries outside the United States, is to insist on a purchase order or contract for every business transaction and not use cash (or cash equivalents) for payments.



## Follow the SmithWay

**Q: WE ARE PURSUING A CONTRACT WITH A COMPANY IN ANOTHER COUNTRY. MY MAIN POINT-OF-CONTACT WITH THE COMPANY SAID THAT IT IS CUSTOMARY IN THIS COUNTRY TO INVITE GOVERNMENT OFFICIALS FOR DINNER, DRINKS AND ENTERTAINMENT, AND THEN SUGGESTED ARRANGING AN EVENT THAT WOULD COST MORE THAN \$10,000. SHOULD I GO AHEAD WITH SETTING UP THIS EVENT?**

**A:** No. The U.S. Department of Justice has issued guidance indicating a scenario like this constitutes unlawful and improper travel and entertainment expenditure under the U.S. Foreign Corrupt Practices Act. This conduct could also violate other countries' anti-bribery and anti-corruption laws.

A. O. Smith and its officers, directors and employees are required to comply with its Anti-Bribery Policy and to obey both the letter and spirit of all applicable laws, including anti-bribery and anti-corruption laws. It is also A. O. Smith's policy to require third parties to comply with these same laws and the Company's Anti-Bribery Policy. Illegal activities and unethical practices will not be tolerated. Furthermore, although certain "facilitating payments" which are made to expedite or secure performance of routine governmental action may not violate the U.S. Foreign Corrupt Practices Act, these payments often violate the laws of the countries where we do business, and A. O. Smith prohibits facilitating payments.

To ensure that the Company does business with reputable business partners, A. O. Smith requires any and all third parties who may interact with government officials on the Company's behalf to go through our Third-Party Due Diligence process before a hiring decision is made. This process is also available to use with any third party, whether a consultant, customer or supplier. If you have questions about whether Third-Party Due Diligence is required or appropriate, please consult with the Legal Department.



### *Follow the SmithWay*

**Q: I AM RESPONSIBLE FOR FORMING A JOINT VENTURE WITH ANOTHER COMPANY, BUT I HAVE LEARNED THAT THE OTHER FIRM HIRED A CONSULTANT REPUTED TO PAY BRIBES TO GOVERNMENT OFFICIALS TO “SPEED UP THE PROCESS.” GIVEN THAT A. O. SMITH ITSELF DID NOT MAKE THE PAYMENT, IS THERE CAUSE FOR CONCERN?**

**A:** Yes. Anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, prohibit bribes made through third parties or intermediaries. In this circumstance, you should immediately report this issue to the Legal Department.

You should also have the consultant run through the Third-Party Due Diligence process. In circumstances where employees are doing business in countries where there is significant corruption, employees have a responsibility to determine everyone who may be perceived to be doing work on A. O. Smith's behalf involving government officials (including consultants such as the one in this example) and use the Third-Party Due Diligence process to ensure that those parties are trustworthy and reputable.



### *Follow the SmithWay*

**Q: WE HAVE BEEN WORKING TO OBTAIN PERMITS TO BEGIN EXPORTING OUR PRODUCTS TO A NEW COUNTRY. A GOVERNMENT OFFICIAL HAS INDICATED THE PERMIT COULD BE GRANTED SOON, BUT THAT IT IS CUSTOMARY IN HIS COUNTRY TO MAKE A MONETARY CONTRIBUTION TO HIS CHARITABLE FOUNDATION TO EXPEDITE THE PERMIT PROCESS. IS THIS ACCEPTABLE?**

**A:** No. This is an improper payment even though the payment may be charitable in nature.

# Business Gifts

Giving and receiving gifts is a difficult area that requires good judgment. Normally, inexpensive gifts, such as pens, coffee mugs, baseball caps or food baskets, are part of establishing a good business relationship. Large or expensive gifts, however, could be interpreted as bribes and must be avoided.

**A. O. Smith does not prohibit small gifts and entertainment expenses that:**

- Are infrequent, customary and reasonable in amount;
- Do not violate local gift and hospitality laws or the recipient's code of conduct;
- Are not offered or given with the intent of improperly influencing the recipient; and
- Comply with processes and limits established by A. O. Smith.

Similarly, simple business entertainment, such as buying meals or taking a customer to a sporting event, is a normal part of the business relationship. Larger forms of entertainment, such as paying for or accepting a trip, are prohibited.

You may not request or solicit a gift from a supplier, customer or other party under any circumstances.

If you are unclear whether a specific gift or form of entertainment is prohibited, talk to your supervisor, your Human Resources representative or the Legal Department.



## Follow the SmithWay

**Q: I'M PLANNING A FAMILY VACATION TO HAWAII. A SUPPLIER MENTIONED THAT SHE HAS A CONDO IN HAWAII. I ASKED HER IF I COULD USE THE CONDO, AND SHE AGREED TO THIS AND INDICATED I WOULD NOT HAVE TO PAY HER ANYTHING FOR IT. IS THIS ALL RIGHT?**

**A:** This is an improper solicitation, and you should not use the supplier's condo. If you look at an issue from the supplier's perspective, she might feel pressured to go along with this to keep you, the customer, happy. Also, this arrangement can result in an actual or perceived conflict of interest: it could be determined that this gift will influence the ability to select a supplier based on our business needs. If you have any questions as to whether a gift is appropriate, contact the Legal Department.



## Follow the SmithWay

**Q: I RECEIVED A GIFT THROUGH THE MAIL THAT I THINK IS INAPPROPRIATE, AND HAVE NO WAY TO RETURN IT. WHAT SHOULD I DO?**

**A:** Turn the item over to the Legal Department or your Human Resources representative for disposition.

# Political Contributions

We encourage our employees to be active in the political process and support the politicians, candidates and political parties of their choice. However, A. O. Smith does not authorize any employee, officer or director to make a contribution on the Company's behalf to any politician, candidate or political party.

The Company does sponsor a political action committee (PAC) in the U.S. The A. O. Smith Political Action Committee (AOSPAC) was created to allow A. O. Smith employees to act together in supporting candidates who support our employees, products and interests. Participation in AOSPAC by any U.S. citizen is purely voluntary.



## Follow the SmithWay

**Q: MY BOSS HAS TOLD EMPLOYEES THAT WE SHOULD EACH MAKE A CONTRIBUTION TO HIS PREFERRED CANDIDATE FOR PUBLIC OFFICE. I FEEL PRESSURED TO MAKE A CONTRIBUTION, EVEN THOUGH I DO NOT AGREE WITH THE CANDIDATE’S VIEWS. DO I HAVE TO MAKE A CONTRIBUTION?**

**A:** You should report this situation immediately to your Human Resources representative. A. O. Smith does not allow your supervisor to use his position or Company resources, including his work time, on a political campaign. Additionally, the Company does not restrict your personal political activities or your use of personal funds; you are free to support the candidate or party of your choice or to choose not to participate at all.





# Privacy

In the course of business, A. O. Smith may collect personally identifiable information about you, your co-workers, prospective employees, customers or others. A. O. Smith respects the privacy of this information. Access to any personally identifiable information is restricted to those A. O. Smith employees with a “need to know” (such as your supervisor) and must only be used for legitimate business reasons and as permitted by law. A. O. Smith has established privacy policies both with respect to information collected from customers, end users and prospective employees (which may be found at the bottom of any website hosted by A. O. Smith or one of its affiliated companies), and with respect to information collected from employees. Personally identifiable information and who may access it is subject to various legal restrictions, which vary depending on the country. A. O. Smith operates globally; do not assume that the only laws in the country in which you are located apply to the information you have. Do not forward, copy or share personally identifiable information without consulting with the Legal Department.



## Follow the SmithWay

**Q: THE HUMAN RESOURCES MANAGER IN ENGLAND IS ASKED BY THE CORPORATE COMMUNICATIONS TEAM IN THE U.S. TO SEND A LIST OF UK EMPLOYEES INCLUDING NAMES, BIRTHDATES, START DATES AND ADDRESSES, SO THAT THE COMMUNICATIONS TEAM CAN SEND PERSONALIZED BIRTHDAY AND WORK ANNIVERSARY CARDS. SHOULD SHE PROVIDE THE INFORMATION?**

**A:** Not yet. Privacy laws vary significantly between countries. Some countries require employee consent to transfer this kind of information, even within the Company. The Human Resources manager should first speak with the Legal Department to understand what information can be transferred and how it can be done in compliance with privacy laws.



# Restricted or Prohibited Dealings

Our international activities are subject to the trade regulations of the United States and the other nations in which we operate.

The United States prohibits conducting business with certain individuals, groups and organizations that have been designated as terrorists, those supporting terrorism and drug traffickers. This list includes “end-users” who may be involved in chemical or biological weapon development, ballistic missile development or sensitive nuclear activities in certain countries. Our adherence to this restricted party list is essential to our reputation as a global supplier. The Company's Trade Compliance Department maintains, updates and circulates the restricted and prohibited party list frequently. Contact the Trade Compliance Department if you have questions about whether you can do business with a certain entity or person or in a certain country.

The U.S. has also imposed sanctions and trade limits on a number of countries. If you are uncertain of the trade status of any country or the export or import of any good, consult with the Trade Compliance Department or the Legal Department.

A. O. Smith must also adhere to the U.S. anti-boycott laws at all times. These laws prohibit us from participating in unsanctioned boycotts (refusals to do business with certain countries or people). The purpose of the anti-boycott laws is to require U.S. companies (including their foreign subsidiaries) to refuse participation in foreign boycotts that the U.S. does not sanction. Contact the Trade Compliance or Legal Department immediately whenever you read or hear a statement or request that A. O. Smith not do business with a third party or that a boycott of that party is in place.



## Follow the SmithWay

**Q: A CUSTOMER’S REPRESENTATIVE SAYS HE WILL NOT ACCEPT ANY PRODUCTS WITH PARTS MADE IN A CERTAIN COUNTRY. HOW SHOULD I RESPOND?**

**A:** Do not take part in any such discussion. Report the conversation to the Trade Compliance Department or the Legal Department, either of which can advise you on how to proceed.



# Supply Chain Integrity

A. O. Smith's Guiding Principles set forth the expectations that it has of itself and its suppliers. We take a number of steps to ensure that the partners we do business with adhere to similar standards. The Company has established policies and procedures, including its Third-Party Due Diligence Policy, to reinforce these expectations of our suppliers.

In addition, a number of U.S. laws emphasize the responsibility that manufacturers have to their supply chains, including laws on anti-bribery, human trafficking, conflict minerals and chemical and hazardous substances. A. O. Smith has a strong commitment to compliance with respect to these laws and regulations, and we expect the same commitment from our suppliers. If you have any questions in this area, please contact the Legal Department.



# Conclusion

Each of us is extremely proud to be associated with A. O. Smith.

But we must always be mindful that a reputation—even one as longstanding as our Company's—can be destroyed overnight by carelessness. It is important to learn and understand our Guiding Principles and to live by them every day. The Company expects these principles to be followed by every employee, officer, and director. For employees, any waiver must be approved by the plant or facility manager or Human Resources representative, in advance and in writing. For officers and directors, any waiver must be reviewed and approved by the Board of Directors (or a committee thereof) and will be disclosed promptly on the Company's website, [www.aosmith.com](http://www.aosmith.com).

Remember, it is in everyone's best interest to live by the A. O. Smith Guiding Principles. If someone disregards these standards, willingly or inadvertently, we all suffer. If you see what you think is illegal or unethical, speak up. We have worked too hard to build a reputation for excellence to have it damaged or destroyed by an isolated act of carelessness.

## CORPORATE OFFICES

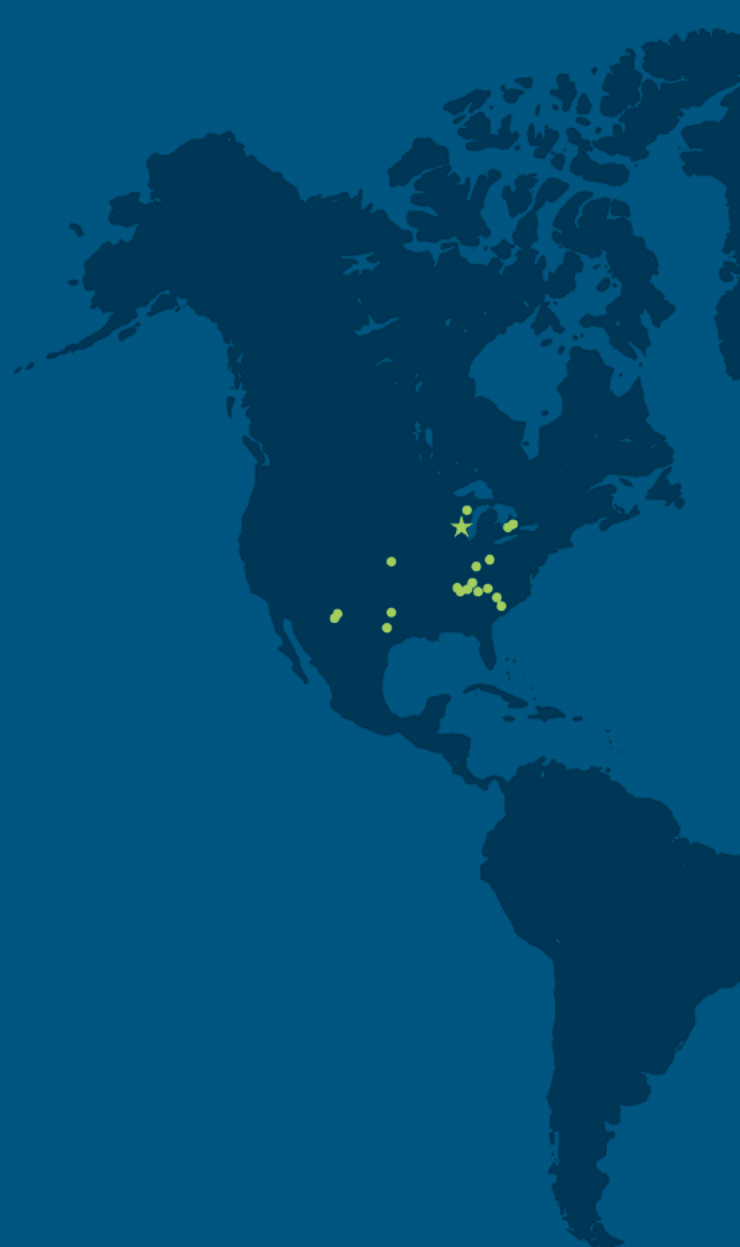
Milwaukee, Wisconsin

Nanjing, China

Hong Kong, SAR

## CORPORATE TECHNOLOGY CENTER

Milwaukee, Wisconsin



BUSINESS LOCATIONS

NORTH AMERICA

- Appleton, Wisconsin
- Ashland City, Tennessee
- Austin, Texas
- Charlotte, North Carolina
- Ciudad Juárez, Chihuahua
- Cookeville, Tennessee
- El Paso, Texas
- Fergus, Ontario
- Florence, Kentucky
- Franklin, Tennessee
- Groveport, Ohio
- Haltom City, Texas
- Johnson City, Tennessee
- Knoxville, Tennessee
- Lebanon, Tennessee
- McBee, South Carolina
- Nashville, Tennessee
- Phillipsburg, Kansas
- Stratford, Ontario

EUROPE & MIDDLE EAST

- Banbury, United Kingdom
- Dubai, United Arab Emirates
- Istanbul, Turkey
- Veldhoven, the Netherlands

ASIA & PACIFIC

- Bengaluru, India
- Hanoi, Vietnam
- Nanjing, China



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Keep true.  
Never be ashamed  
of doing right.

- GEORGE ELIOT



A.O. SMITH CORPORATION  
P.O. BOX 245008  
MILWAUKEE, WISCONSIN 53224-9508  
[WWW.AOSMITH.COM](http://WWW.AOSMITH.COM)

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