

**FRANKLIN ELECTRIC CO., INC.**  
**CONFLICTS OF INTEREST POLICY**

Effective April 1, 2020

**A. Purpose**

The purpose of this Conflicts of Interest Policy (the "Policy") is to establish general standards for all directors, officers, employees and certain vendors, consultants, representatives and agents of Franklin Electric Co., Inc. and its subsidiaries and affiliates (collectively the "Company") for avoiding situations which could or do cause a conflict between personal interests and obligations to the Company.

**B. Scope of this Policy**

Statements made in this policy will not limit the authority of any other Company Corporate Policy.

**C. Principles and Practices**

1. General Principles. In general, conflicts of interest arise whenever a party engages in any activity, enterprise, relationship or association which might compromise or interfere with the obligations or judgment owed to the Company. While this Policy identifies some situations or circumstances where a conflict of interest may arise, the situations described in this policy are not all-inclusive and other situations may arise in practice. Just because a particular situation is not specifically identified in this policy does not mean that it is permissible. If there is any doubt or question about the propriety of the matter, it should be reviewed and approved in advance with the Compliance Officer of the Company.
2. Family Relationships. Because of the relationships that exist among family members and because benefits or advantages realized by one family member may also benefit others, conflicts of interest can arise when a party engages in conduct with immediate family that may interfere with obligations or judgments owed to the Company. This policy encompasses benefits derived through such relationships. For purposes of this policy, a member of the immediate family is defined as a spouse, child, father, mother, sister and brother (and their spouses) and any other relative living in the same household.
3. Examples of Conflicts. The following are examples of activities that may give rise to a conflict of interest and which are prohibited by this policy unless reviewed and approved in advance as contemplated by this policy:
  - Direct or indirect ownership of financial interests in companies or other organizations which compete or do business with the Company, except as such interest may consist of ownership of a non-material amount of stocks

or bonds of companies listed or regularly traded on a recognized stock exchange or over-the-counter market;

- In addition to the employment relationship, engagement by the Company as a contractor or sub-contractor, vendor, supplier, or in any other capacity to perform service for the Company;
- Employment by or performance of any services to any other business or entity that does (or is seeking to do) business with, or is an actual or potential competitor of, the Company;
- Acceptance of gifts of more than token value (defined as anything greater than US \$50), loans (other than from established banking or financial institutions), or other favors from any other business or entity that does (or is seeking to do) business with, or is an actual or potential competitor of, the Company. For clarification, if personnel attend an event along with a business client for a business purpose, it is entertainment. However if personnel give or receive tickets to an event and the business client does not attend or if personnel attend but there is no business purpose, then it is a gift. Any gifts, as described above, that are given or received by Company personnel must be documented by completing the attached form and submitting it to the Internal Audit and Legal Department;
- Acceptance of or solicitations for offers of employment with any business or entity that does (or is seeking to do) business with the Company; or promises of future employment;
- Disclosure or use of confidential and other proprietary information or trade secrets of the Company for personal profit or advantage or the profit or advantage of anyone else, either during employment or engagement by the Company or after the termination thereof;
- Copying confidential or important documents or other Company information regardless of format and distributing that information to third parties that do not have a right to know;
- Competition with the Company (either directly or indirectly) in the purchase, sale or other transactions in property or rights or in providing services to others;
- Engaging in any outside business or other relationship, employment, or other activities that interfere with the ability to perform responsibilities owing to the Company at the level required by the employment position in question;

- Taking advantage of an opportunity that a party became aware of in the course of employment or engagement by the Company;
- Having any financial interest on the other side of any sale, purchase or other transaction in which the Company is or may be involved; and
- Service on the board of directors of any customer, vendor or competitor of the Company.

4. Potential Conflicts of Interest in Vendor Relationships

Notwithstanding the foregoing general examples of conflicts, an employee's participation in vendor incentives which are promoted by an existing vendor or supplier of the Company, and are held in the ordinary course of business and which are open to all similarly situated employees, may be approved by the leader of the employee's business unit. Any incentive that has a cash value in excess of \$50 must be reported to the Compliance Officer.

If you have a question about whether a situation is a potential conflict of interest, please contact the Legal Department.

5. Compliance with Policy as a Condition of Employment. Employees covered by this policy agree as a condition of employment or engagement that (a) except as specifically disclosed in writing to the Compliance Officer of the Company, they do not have any interest or relationship and are not engaged in any activity which is prohibited by or which might give rise to a conflict of interest under this policy, and (b) they will advise the Compliance Officer of the Company immediately upon becoming aware of or involved in any actual or possible conflict of interest situation.
6. Certification of Compliance. Employees covered by this policy are required to certify as of the date of hire or engagement and annually in writing, in such form as may be prescribed by the Compliance Officer of the Company, their continued compliance with this policy. Failure to provide such certification and other failure to comply with this policy may be grounds for disciplinary action, including reassignment, demotion or dismissal.
7. Reporting. It is essential to promptly and fully disclose to and to discuss with the Compliance Officer of the Company any situation which may involve a conflict of interest. This is true even if the person aware of the potential conflict has no personal involvement in the interest, relationship, or activity giving rise to the conflict. If direct reporting to the Compliance Officer is infeasible for any reason, the potential conflict of interest should be disclosed to the Company's Internal Audit Manager, or via the Ethics and Integrity Hotline. All information disclosed shall be

treated on a confidential basis, except to the extent required for the protection of the Company's interest.

8. Third-Party Vendors and Customers. A copy of this policy shall be sent to each new vendor and customer. The manager of purchasing and his or her equivalent at each subsidiary or division shall be responsible for this activity and for reporting about this activity to the Compliance Officer of the Company.
9. Administration. The Compliance Officer in conjunction with the Legal Department shall be responsible for the administration of this policy, including reviewing and assessing compliance with this policy and determining action in the event of non-compliance with this policy.

**FRANKLIN ELECTRIC CO., INC.**

**CONFLICTS OF INTEREST ACKNOWLEDGEMENT**

I have received, read, understand, and agree to comply in all respects with the Company's Conflicts of Interest Policy, effective April 1, 2020.

Except as noted below, I have not taken or participated in any action, nor will I take or participate in any action, which is prohibited by, or might give rise to, any non-compliance with this Conflicts of Interest Policy:

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(If none, insert "None")

If I become aware of any information or action that would change the exceptions I noted above, I will immediately notify the Compliance Officer or the Ethics and Integrity Hotline. I agree to include all details as he or she may reasonably request.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Location: \_\_\_\_\_