



Created with Integrity,  
Built to Win:

# The Kennametal Code of Conduct

**KENNAMETAL<sup>®</sup>**

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Dear Fellow Team Member,

Ethics, Integrity and Respect have been at the foundation of our culture for more than 80 years, and our future success depends on each of you conducting business the right way every day.

Sometimes in business the answers are not always clear and decisions can be challenging. The Kennametal Code of Conduct defines how we win with integrity, and is our roadmap for making good decisions that will serve us well over the long-term.

Regardless of our individual roles at Kennametal, we each impact Kennametal's reputation with our decisions. Be accountable, think carefully and know where to go for help or to raise questions and concerns.

We are relying on you to live the Code of Conduct every day. You are the protectors of Kennametal's reputation and the builders of a better, brighter future.

A handwritten signature in black ink that reads "Christopher Rossi". The signature is written in a cursive, flowing style.

Christopher Rossi  
President and Chief Executive Officer

# Introduction

## Why Do We Have A Code of Conduct?

At Kennametal, winning with ethics and integrity is at the core of everything we do. The actions and decisions of each Kennametal team member and business partner directly support this shared global objective. Our core values and commitment to excellence define who we are and guide us into the future.

We all understand that making the right decisions and taking the right actions are essential to Kennametal's success, but there are times when the best approach to a situation is not as clear:

- There may be ethical dilemmas or complicating factors that require us to seek additional guidance
- There may be risks we don't fully understand
- There may be laws or practices in the locations where we work that conflict with Kennametal's core values

Our Code of Conduct ("Code") is a reference guide—a place to go to seek clarity on the shared values and fundamental principles that define how Kennametal operates globally.



While the Code cannot possibly explain every law we must follow or answer every ethical question we may encounter, it does reflect Kennametal's expectations of ethical conduct globally and provides a framework for

making good decisions—so we can have confidence that following the Code will enable us to win with integrity.

“ Our core values and **commitment to excellence** define who we are and **guide us into the future.** ”

## Who Must Follow The Code?

The Code applies to all employees, officers, and directors of Kennametal and our affiliates globally. We also expect our business partners, including suppliers, vendors, agents, distributors, and contractors to conduct themselves in accordance with the requirements of our Code. Kennametal suppliers are expected to know and follow the guidelines in our *Principles of Supplier Conduct* and hold their suppliers and sub-contractors to the same high standards.

## How Should I Use The Code?

Treat the Code as a trusted resource when you have questions or need guidance. The Code provides a framework for making good decisions and includes examples of how to handle potential ethical dilemmas. When in doubt, contact the resources referenced in the Code to determine the best course of action. We want every team member to make the right choices to support Kennametal's success and reputation.

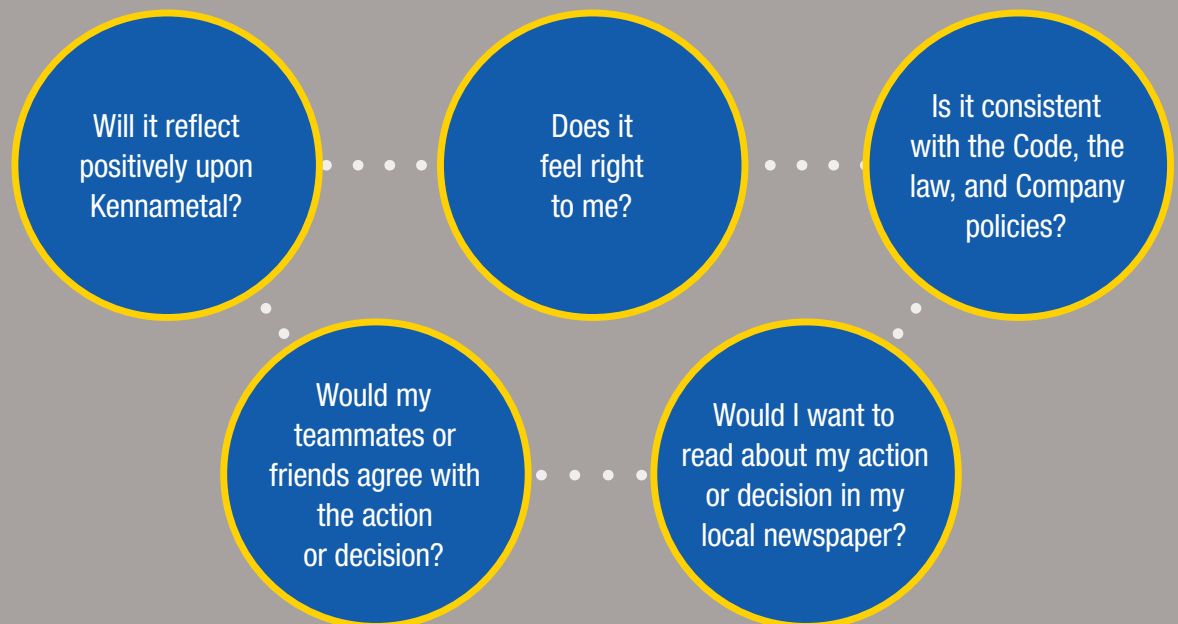
## What Happens If Someone Violates the Code?

At Kennametal, we win when we work together. This applies not only to how we make and sell our products, but just as importantly—how we conduct ourselves in the workplace and the marketplace. We take violations of our Code very seriously and individuals who fail to comply with this Code will be held accountable and can face disciplinary action, up to and including termination of employment.

### ETHICAL DECISION MAKING

Making smart choices is part of working at Kennametal. Careful thought and consideration help us make good choices every day. If you are faced with a situation where the right approach is not clear, use these questions to guide you in making the best choice:

## AM I MAKING A SMART CHOICE?



YES

NO

UNCERTAIN

If you answer “NO” or “UNCERTAIN” to any of the above questions—  
it's time to seek guidance **immediately**.

# Speaking Up

## Asking for Help and Raising Concerns

Winning in the workplace and the marketplace depends in large part on our reputation as a strong partner and an ethical company. We need all Kennametal team members and business partners to work together to sustain a reputation for integrity in our words and actions. We do this not only by making good decisions about our own conduct, but by having the courage to speak up if we have questions about the right choice or to raise concerns about potential misconduct.



## Reporting Resources

The following resources are available to you to obtain guidance and raise concerns:

- Your immediate manager, next level manager or a member of the regional or corporate leadership teams
- The Office of Ethics and Compliance
  - Kennametal Helpline (additional information below)
  - Email: [k-corp.ethics@kennametal.com](mailto:k-corp.ethics@kennametal.com)
  - Phone: +1 412 248 8275
  - Mail:  
Kennametal Inc.  
Office of Ethics and Compliance  
525 William Penn Place, Suite 3300  
Pittsburgh, Pennsylvania, USA 15219
- The Office of the General Counsel
- Internal Audit
- Your Human Resources representative

### The Kennametal Helpline

Reports made to the Helpline can be done by telephone or the Internet, and can be made in your

local language on a confidential and anonymous basis, where allowed by local law. The Helpline is operated by an independent third-party and is available 24 hours a day, 7 days a week. We strongly encourage you to provide as much information as possible in your Helpline report to allow for a thorough investigation.

Please refer to page 39 of this Code for the Helpline telephone number applicable to your location. Where available, use the country specific Helpline number listed in this Code. For those located within the United States or Canada, to reach the Helpline by telephone the toll free number is +1 877-781-7319. If you are in a location where no country specific Helpline telephone number is listed, you need to first dial the AT&T access number applicable to your location, followed by +1 877-781-7319. Additional information is available on the Kennametal Office of Ethics and Compliance SharePoint site accessible from The Hub.

Reports can also be made at any time to the Kennametal Helpline through the Internet at: <https://kennametal.ethicspoint.com>



## How do I make a report?

Kennametal depends on, and empowers you to make a report if you become aware of a violation of the law, Company policy, or this Code. We understand that asking questions or reporting concerns is necessary, but is not always comfortable, so we've provided a variety of resources for you to contact.

# Speaking Up

## What happens when I make a report?

We have a professional, objective and confidential process in place to evaluate and respond to all Helpline reports and ethics questions. If you raise a concern, Kennametal will take it seriously and will investigate it promptly and in accordance with local law.

All information associated with a report is maintained confidentially and limited to those persons who are necessary to the investigation and any actions to resolve identified problems. When possible, we will share the results of the investigation with the reporter. If you choose to make an anonymous report through the Helpline you will be provided with a reference number to check back on the status of your report or respond to requests for additional information.



“ If you raise a concern, Kennametal will **take it seriously** and will **investigate it promptly.** ”



## Our Company Prohibits Retaliation

We recognize there may be times when you may be reluctant to seek guidance or raise concerns. However, we are firmly committed to not tolerate acts of retaliation against anyone who makes a good faith report of known or suspected ethical or legal misconduct. Making a “good faith” report simply means that you have provided all of the information you have and you believe it to be true. You should feel comfortable knowing that you will not get in trouble if you report a suspected violation of this Code in good faith—even if your concerns turn out to be unfounded.

Kennametal has a global policy prohibiting all forms of direct and indirect retaliation against those who report a good faith concern. Review **Kennametal’s Non-Retaliation and Reporting Obligation Policy** for more information.

The Company will not retaliate against you for making a report, for asking questions about this Code, or for cooperating in an investigation. This means that no one can take disciplinary action against you or mistreat you for seeking guidance or raising a concern. Any person found to have retaliated in this way will be themselves subject to disciplinary action, up to and including termination of employment.

## Drilling Down

### Examples of Retaliation



Retaliatory actions may include, but are not limited to, the following examples:

- Firing or laying off
- Demoting or disciplining
- Denying benefits, overtime, or promotion
- Intimidation
- Failing to hire or rehire
- Reassignment affecting promotion prospects
- Reducing pay or hours
- Other types of retaliation can include intentionally excluding someone from company activities or acting in a way that negatively impact that person’s work environment

# Winning with Integrity

## **We Attract and Retain the Best People.**

We work hard to attract, engage, develop, and retain the best people and provide a great place to work that is inclusive and affords opportunities for continuous learning and development.

## We maintain a diverse and inclusive workforce.

We value the varying backgrounds and perspectives of our people and believe that diversity empowers us to win for our customers and stakeholders. We treat all team members and business partners equitably and fairly whenever making employment related decisions and provide opportunities to individuals based on merit alone. Kennametal prohibits harassment or discrimination based on any protected characteristic.



## THE FUNDAMENTALS

Kennametal is committed to maintaining a workplace that is free of all forms of harassment and discrimination, including but not limited to those based on the following characteristics, consistent with local law:

- Race or color
- Religion
- Age
- Gender
- Gender identity
- Disability
- Sexual orientation
- National origin or ethnicity
- Marital and family status
- Citizenship status
- Veteran status
- Any other characteristic protected by applicable law or regulation

## Winning with Integrity Means...

- Appreciate and make use of the diverse opinions and experiences that surround you at Kennametal, whether among your coworkers or business partners.
- Value and evaluate people based on their contributions to the Company and their skills and experience.
- Base all employment-related decisions, including hiring, terminations, promotions, or job transfers, only on the needs of the business, individual qualifications, ability, contribution and demonstrated performance.
- Respect the basic human rights of all individuals wherever we operate.



# Winning with Integrity

## We treat one another with mutual respect.

At Kennametal, we value a strong culture of mutual respect and prohibit all types of discrimination, harassment, and bullying. Wherever we operate or conduct business, we treat others with respect and dignity.



## Winning with Integrity Means...

- Behave professionally and treat others with respect and dignity at all times.
- Never bully, threaten with violence, or intimidate others.
- Be alert to signs that others might find your behavior inappropriate or offensive.
- For leaders, drive a culture of mutual respect within your team.



## THE FUNDAMENTALS

Harassment and bullying are unwelcome conduct toward a person or group of people based on actions or behavior that:

- Intends to harm a person's self-respect or create an intimidating, hostile or offensive work environment;
- Causes work performance to suffer; or
- Adversely impacts career opportunities, development or advancement.

## We respect the privacy of personal information.

Our people trust us to protect the personal and private information that they share with us. We comply with all privacy and data protection laws that apply to the information we collect and are extremely careful when collecting, using or storing the personal information of employees and business partners.

### Winning with Integrity Means...

- Know how to identify personal information and manage it appropriately in accordance with Company policy and the law.
- Collect, access and store personal information only if you are authorized to do so and need to in order to perform your job.
- Never share personal information with someone for whom it is not intended.

## We win when we make **good decisions.**

*Yesterday, when I went to use the copy machine, I saw some salary information that I know I was not supposed to see. I could tell from glancing at it that it had the names of some of my co-workers and corresponding information that related to their payroll. It was hard not to look closely at the document, because it would have been good information to have, especially as I am hoping to make the case for a raise. As tempting as it was, I folded up the paper and brought it directly to my manager. I know how much she appreciated that I respected personal information that was not intended for me and that I returned it to her.*



## **We Work Safely, Protect Health, and Safeguard the Environment.**

We know that outstanding environmental, health, and safety (EHS) performance directly contributes to Kennametal's success and is necessary to achieve our fullest growth potential. We make EHS a core part of our business by incorporating safety practices, social responsibility, and environmental excellence into our daily operations and decision-making processes.

## We foster a safe and substance abuse free workplace.

We all share the responsibility to maintain a safe, healthy and substance abuse free workplace and to prevent all workplace injuries and environmental incidents worldwide. This starts with complying with all global laws and regulations that apply to us. But it also means always being smart about safety—from how we take care of ourselves, to how we look out for the well-being of others—safety is a team effort.



## Winning with Integrity Means...

- Never allow your judgment or capabilities to be compromised by drugs or alcohol while at work.
- Do not possess, use, sell, offer, or distribute illegal drugs or other controlled substances while working for Kennametal.
- Respect and comply with all policies that require protective safety equipment—no exceptions.
- Know and comply with all safety procedures where you work or visit.
- Promptly report any workplace injuries, missing protective devices on tools and machinery or other safety concerns.

## We take care of our environment and support our communities.

Together, we strive to conduct our business and create and sell our products in ways that do not harm the environment, consistent with Kennametal's **Environmental, Health and Safety Policy Statement**. We comply with all applicable environmental laws. We provide our employees and the public with information on how to handle and use our products safely as well as information on appropriate end-of-life management, including recycling. We ensure all environmental controls and permits are in place and working properly. We support our surrounding communities not only through smart and sound EHS practices, but also through volunteer projects and charitable giving.

## Winning with Integrity Means...

- Understand and comply with all laws and Company policies regarding waste disposal.
- Obtain all environmental and occupational permits required for the job.
- Maintain all EHS-related records in accordance with the Company's records retention policy.
- Report any spills, discharges or other environmental concerns immediately.
- Continually pursue opportunities to limit overall emissions to the environment and reduce energy consumption.
- Engage in volunteer activities to support the communities in which we live and work.



## We Win With Integrity and Innovation.

We always win business with integrity, solely on the basis of the merits of our work, quality of our products, and commitment to commercial excellence. We act ethically, follow the rules that govern our business, and never compromise our reputation by seeking unfair advantages.



## We compete fairly.

At Kennametal, we aggressively distinguish ourselves from our competition honestly and fairly, based on the strength of our products and services. Around the world, there are many laws that promote free and fair competition, and regulate the way we interact with our competitors. These laws are complex, and vary from country to country, and the consequences of violating these laws are severe. We comply with Kennametal's **Competition Law Compliance Procedure** and all global competition laws and avoid even the appearance of wrongdoing.



“...we **aggressively distinguish** ourselves from our competition **honestly** and **fairly**...”

## Winning with Integrity Means...

- Compete enthusiastically and aggressively, but always be fair—win business on the basis of value, quality, and service.
- Be accurate and truthful when dealing with customers, and be careful not to misrepresent the quality, prices, features or availability of our products and services or those of our competitors.
- Know and comply with all applicable laws—never agree with a competitor to fix prices, divide up customers or markets, limit output, rig bids, or other means to restrict competition in our markets and never discuss pricing or product details with competitors.
- Don't agree to any form of boycott.
- Familiarize yourself with competition laws before attending trade association meetings or seek guidance when unsure.
- Don't require anyone to take a service or product they do not want in order to obtain one they do want.

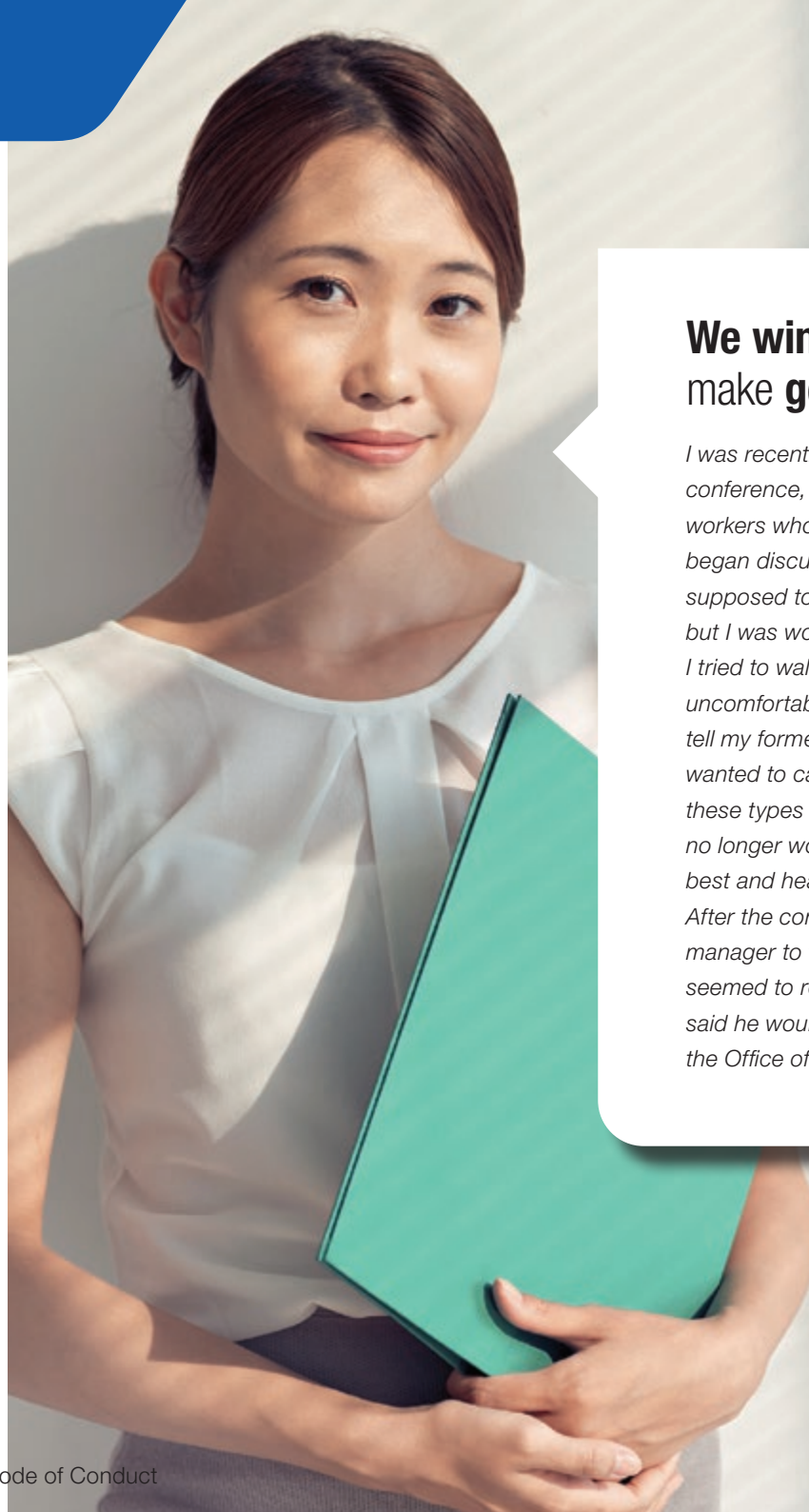
## Drilling Down

### Competitive Information



It is critical that we all understand that specific rules apply when gathering competitive information:

- Don't seek a competitor's confidential information, and don't accept it unless you have explicit approval from the Office of the General Counsel.
- Don't hire a competitor's employees to get confidential information. Newly-hired employees should never bring any papers or electronic records from prior employers.
- If information is marked 'Confidential' or with similar language, speak with someone from the Office of the General Counsel before using it.
- Don't exchange marketing or other business information with competitors.
- Even if competitive information just shows up on your desk, seek advice from the Office of the General Counsel before using it.



## We win when we make **good decisions.**

*I was recently at a trade association conference, when one of my former co-workers who now works for a competitor began discussing prices. I knew I was not supposed to have this kind of discussion, but I was worried about seeming rude when I tried to walk away. Even though I felt a little uncomfortable, I gathered the courage to tell my former co-worker that as much as I wanted to catch up, I knew we had to avoid these types of conversations now that we no longer worked together. I wished her the best and headed off in the other direction. After the conference that day, I called my manager to tell him what happened. He seemed to really appreciate my call and said he would follow up with an attorney in the Office of the General Counsel.*

## We don't bribe

At Kennametal, we don't bribe or engage in corrupt activities. This means we never offer or accept anything of value in order to influence a business decision or gain an unfair advantage. This is true whether we are working in a private commercial business setting or with government officials—and it applies anywhere we do business worldwide.

There are many laws that prohibit bribery and corruption in business transactions around the world. These laws and Company policy strictly prohibit any Kennametal employee or third-party working on our behalf, including agents, distributors, or vendors from offering or accepting bribes or kick-backs in any form. The penalties for bribery can be severe for our Company and the individuals involved, including prison terms and significant fines and penalties. In all of our business dealings at Kennametal, we will comply with all applicable anti-bribery and anti-corruption laws and work diligently to ensure that we compete and make decisions ethically and in accordance with the law.



## THE FUNDAMENTALS

Bribery is broadly defined as giving, or offering to give, or promising anything of value to anyone with whom we do business—either directly or through intermediaries—in order to obtain an improper business advantage. Bribery can take many forms, such as payments, business and employment opportunities, or improper gifts or travel, among other things.

Refer to Kennametal's **Global Anti-Corruption and Anti-Bribery Policy** for more information.

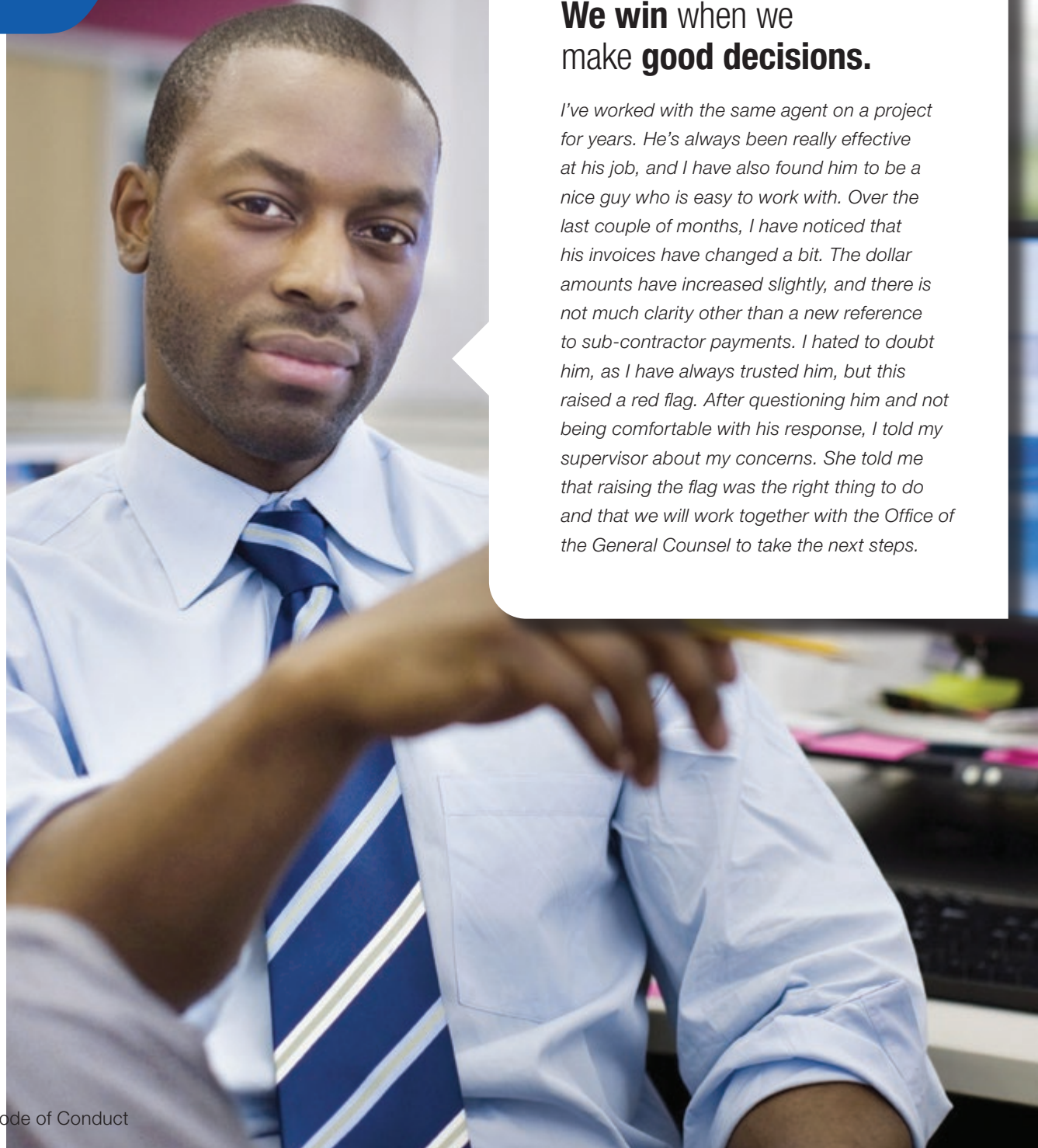
# Winning with Integrity

## Winning with Integrity Means...

- Never offer something of value to anyone in an attempt to gain an unfair business advantage.
- Never hide or attempt to hide a bribe.
- Conduct due diligence on and monitor the activities of third-parties, including agents, distributors, vendors, and others working with Kennametal, to ensure that their activities are in compliance with applicable law and Company policies.
- Make sure to accurately record all payments and transactions.
- Always follow the law and Company policy in your interactions with government officials.
- Never use a third-party to engage in an activity you are prohibited from doing directly as a Kennametal employee or representative.
- Never make a facilitation payment without prior written approval from the Office of the General Counsel.

## We win when we make **good decisions.**

*I've worked with the same agent on a project for years. He's always been really effective at his job, and I have also found him to be a nice guy who is easy to work with. Over the last couple of months, I have noticed that his invoices have changed a bit. The dollar amounts have increased slightly, and there is not much clarity other than a new reference to sub-contractor payments. I hated to doubt him, as I have always trusted him, but this raised a red flag. After questioning him and not being comfortable with his response, I told my supervisor about my concerns. She told me that raising the flag was the right thing to do and that we will work together with the Office of the General Counsel to take the next steps.*





## Drilling Down

### Who is a Government Official?

Government official means an individual who works for or is an agent of a government-owned or government-controlled entity. This includes, but is not limited to:

- Officers and employees of a government department, agency, or board.
- Any person who works for the government, the military, or a political party.
- Officers and employees of commercial businesses that are partially or entirely owned by a government or the military.
- Officers and employees of public international organizations, such as the United Nations.

United States law and the laws of most of the countries in which we do business strictly prohibit bribery of

government officials. Here are some “red flags” to look out for:

- Cash or off-book payments to political officials or government employees.
- Gratuities or business entertainment of political officials or government employees (or their family members) without following policy guidelines and accounting requirements.
- Requests to include a government official’s family member(s) in the travel plans relating to site visits.
- Hiring people at the request of a government official.
- Requests for payments to expedite governmental approvals, including customs approvals, permits, and licenses.

# Winning with Integrity

## We use good judgment when exchanging gifts and entertainment.

Gifts, hospitality, and entertainment can be useful tools for building goodwill and recognizing joint accomplishments. At Kennametal, we only exchange gifts and entertainment when we are sure that doing so will not compromise our ability to make impartial business decisions and we comply with law and Company policy. It is important to always consider the circumstances, value, and appearance of any planned gift and entertainment. Refer to Kennametal's **Global Business Gifts and Entertainment Policy** for more information.



“ ...we only exchange gifts and entertainment when we are **sure** that doing so will **not compromise** our ability to make **impartial** business decisions... ”

## Winning with Integrity Means...

- Know and comply with all Company policies regarding gifts and entertainment, event planning, and business expenses, including accurately recording all expenses and obtaining all required pre-approvals.
- Make certain that any gifts or entertainment you exchange with business contacts are nominal in value, reasonable under the circumstances, and not given frequently.
- Never give or accept cash or cash equivalents, such as gift certificates or gift cards to or from vendors, suppliers, or customers.
- If accepting a certain gift does not feel right, decline the gift on the spot or consult with your manager or Office of Ethics and Compliance for guidance.
- Avoid situations that could reflect badly on Kennametal's reputation, such as exchanging inappropriate gifts or participating in inappropriate forms of entertainment.
- Be thoughtful regarding the gift policies of customers and business partners and do not offer anything that might violate their policies.

## We win when we make **good decisions.**

*Last week I received a call from one of my favorite customers. He offered me two tickets to an upcoming concert... one that has been sold out for months. We've become friendly over the last few years, and I know that he really was offering the tickets to me as my friend, and not to try and buy my business. As much as I wanted to accept the tickets, I thought about how our contract was coming up for renewal and I did not want anyone to think that my objectivity had been compromised. I also knew that the tickets were really expensive and that accepting them would not be in line with our policy. It was tough to turn them down, but I know I did the right thing. He was appreciative when I politely declined and I know he respected me for it.*

# Winning with Integrity

## We recognize and disclose conflicts of interest.

We are all responsible for making decisions and taking actions that promote the Company's best interests. A conflict of interest occurs when your personal, financial, or family interests or relationships interfere, or appear to interfere, with your ability to be objective and act in the best interest of Kennametal. Conflicts of interest can significantly harm yours and the Company's reputation and in some situations may be against the law.

To protect our Company and promote transparency with our customers, business partners, and shareholders, we must always avoid conflicts of interest, and disclose anything that could be or appear to be a conflict. Conflicts of interest must be disclosed and managed in accordance with Kennametal's **Global Conflicts of Interest Policy**.



## Winning with Integrity Means...

- Immediately disclose any actual or potential conflicts of interest to your manager and the Office of Ethics and Compliance.
- When a conflict of interest is identified, ensure all necessary safeguards are put in place to protect the Company's best interests and comply with law.
- Avoid interests, activities or relationships that interfere with Kennametal's best interests or with your ability to make decisions objectively.

## Drilling Down Conflicts of Interest



This Code cannot cover all of the possible conflicts of interest that may exist, but here are some examples for you to consider. If you ever have doubt about a relationship or interest, speak with your manager and contact the Office of Ethics and Compliance.

- Receiving personal benefits for yourself or for a member of your family as a result of your position at Kennametal.
- Entering into contracts with or accepting bids from a supplier, contractor or customer of Kennametal where there is a family, financial or personal relationship involved.
- Holding a substantial ownership interest in any supplier, customer or competitor of Kennametal.
- Being the manager of or in an approval capacity for a family member or close personal friend.
- Engaging in any outside business activity using Kennametal time or resources, or that competes with Kennametal's business.
- Working or consulting for a competitor of Kennametal while still employed by Kennametal.
- Using, for personal gain or financial benefit, confidential information obtained during your affiliation with Kennametal.



## We comply with all export, import and trade control laws.

As an international business, our transactions often involve moving products, technology, and services across national borders. Our global trade activity is heavily regulated, and many governments set laws and regulations to control importing, exporting, and related activities. We must be familiar with these laws

and regulations that apply to our business activities and remember that they can be complex and are constantly changing. All activities must be conducted in compliance with Kennametal's **Export and Trade Compliance Policy**. Violations of global trade laws and regulations can result in severe civil and criminal penalties for employees and the Company, including losing our ability to export goods to our customers and to Kennametal locations around the world.



## Winning with Integrity Means...

- Recognize and understand the trade controls that apply to your job.
- When new opportunities present themselves, review Kennametal's **Export and Trade Compliance Policy** and consult with the Office of the General Counsel or the Trade Compliance team before acting, especially on transactions which involve:
  - Military or nuclear applications or end uses
  - Pure or near pure (99% or more) metal powders
  - Aerospace components
  - Cash or cash equivalent transactions for foreign customers
  - Mismatched shipping and invoicing documentation
  - Mismatched purchaser and “ship to” addresses
  - Missing documentation
  - Stated end use inconsistent with product specifications



## Drilling Down

### Global Trade Compliance Considerations

#### Import and Export Controls

There are many instances of controls and restrictions on the import and export of our products, services and technical information. In order for Kennametal to comply with these restrictions we must know the following information:

- Who is involved in the transaction?
- Have the end users been screened for sanctions and embargoes?
- Where is the product going and how will it be transported?
- What is being imported or exported?
- Have we complied with the proper licensing requirements?
- How are the products being used?

Keep in mind that special legal restrictions apply to products or technology that could have military, nuclear or dual use applications.

#### Economic Sanctions and Embargoes

There are specific restrictions in place when it comes to trading with certain individuals and countries. These restrictions can apply to a country or commercial sector in its entirety or only to a defined end user. If, at any point, you discover that a transaction involves a sanctioned or embargoed country, restricted end user or end use—or that a restricted party is involved in any aspect of the transaction—you must immediately contact the Trade Compliance team or Office of the General Counsel.

#### Boycotts

Kennametal is required to comply with anti-boycott laws of the United States that prohibit us from participating in any unsanctioned boycotts wherever we operate. Requests to participate in these types of boycotts can be difficult to identify and may be spoken or written requests contained in proposals, letter of credit conditions and in shipping documentation. Contact the Trade Compliance team if any of these situations arise.



We participate in the political process fairly and in compliance with all laws and regulations.

At Kennametal, we comply with all laws that regulate corporate political activity. We also value individual participation in the political process and encourage this as a matter of personal choice. In order to comply with the complex laws that regulate corporate political activity, contact the Office of the General Counsel or Corporate Relations for guidance prior to making or promising any contributions on-behalf of Kennametal.



“ We value **individual** participation in the political process. ”

## Winning with Integrity Means...

- If you participate in personal political activities, do so on your own time and at your own expense.
- Receive approval before using Company property, facilities, time or funds for political activities.
- Do not solicit contributions for political causes or candidates from fellow employees while on work time or otherwise on Company property.
- Do not make public statements, including those on personal social media sites, on political issues that could create the appearance that you are speaking on behalf of Kennametal.
- Participate in corporate political activity on Kennametal's behalf only if you have the proper authorization to do so and be sure to understand and comply with all Company policies that apply.
- If you ever feel pressured at work to participate in any political activity or make any contribution, you should report it immediately.

## We Pride Ourselves on Performance.

We pride ourselves on delivering strong performance for our customers, business partners, and shareholders consistent with our core values of ethics and integrity.

## We don't trade or tip on Inside Information.

While working at Kennametal, you may learn information about the Company, a supplier, customer, or business partner, which has the potential to affect its stock price. If this information is unknown to the public, it is considered inside information. Buying or selling stock while you have this information, and before it is available to the public, is illegal and against Company policy. At Kennametal, we comply with all laws prohibiting insider trading.

It is also illegal, and against Kennametal's **Insider Trading Policy**, to share information or provide a "tip" to another person who may trade on that information in any way.

### Winning with Integrity Means...

- If you have inside information, you never buy or sell the Company's stock in your name or the name of a family member, friend, or anyone else.
- Be mindful that if someone asks you for inside information, you should refuse to give it to them, and then talk to your manager or the Office of the General Counsel immediately.
- Consult the **Insider Trading Policy**, and when necessary, contact the Office of the General Counsel, before trading in Company securities or the securities of a supplier, vendor, customer, or other Company partner.



## THE FUNDAMENTALS

"Tipping" is providing inside information (any material, non-public information) to someone else who then uses that information to make a decision to buy or sell stock. The information could include, for example, details on financial performance, negotiations to buy or sell assets or businesses, or major research and development activities or new product releases.

## Drilling Down Trading Windows



Because Kennametal is a publicly traded company, employees, officers and members of our Board of Directors that possess material inside information must follow special trading guidelines that define when and how they can trade in Kennametal stock. Kennametal's **Insider Trading Policy** provides clear guidelines to officers, directors, and employees on trading in Kennametal stock. Contact the Office of the General Counsel for guidance.

# Winning with Integrity

## We demonstrate transparency in our financial reporting.

At Kennametal, we always maintain accurate and complete financial statements and have policies and controls in place to ensure that our financial reporting and disclosures are timely, accurate, and complete.



## Winning with Integrity Means...

- Be accurate and honest, and follow all Company policies and internal control procedures when recording assets, liabilities, revenues and expenses.
- Cooperate fully with the internal and external auditors and disclose to them all required information on a timely, complete and accurate basis so that they can help us ensure compliance with these principles.
- Know and understand that special rules apply to reporting when the government is our customer.



## Drilling Down Fraud

### What does fraud look like?

Fraud can be defined as “theft with deception”. It happens when someone misrepresents the truth, omits or falsifies documentation, or hides relevant information, often for personal gain.

Fraud can include the diversion of Company funds, theft of products or materials, computer and credit card schemes, and contract and procurement deception.

Be alert to signs that company records have been intentionally created or altered in such a way that they are no longer accurate, true and complete.

If you have any questions, or suspicions about fraud at our Company, immediately contact the Office of Ethics and Compliance.

## We protect our Company's assets and information.

All of Kennametal's assets, including financial assets, physical property, and our confidential information, are critical to our success. We must use these assets responsibly and work together to protect them from theft, carelessness, and waste, whether that means protecting access to company building sites, equipment and tools or safeguarding confidential information. We must also protect any customer resources and assets provided to us for use and safekeeping.

### Winning with Integrity Means...

- Be responsible when using Kennametal, customer, and business partner property, resources, or information.
- Follow all Kennametal procedures when using company cars.
- Don't use Kennametal or customer property or services for your personal benefit or for the personal benefit of anyone else.
- Never share confidential or proprietary business information with anyone who does not work for the Company unless you have approval to do so.
- Use confidential information only when necessary to carry out your job.

## We win when we make **good decisions.**

*This morning, I received an email that was not intended for me—it should have been sent to one of the executives at the Company who shares the same last name. I realized this as I was about half way through the email which included some information about some strategic changes for the Company that have not been announced internally or to the public yet. When I questioned why I was receiving this message, I noted the names of the other recipients and realized that a mistake had been made. It was tempting to keep reading, and also tempting to share the information that I had read with my close co-workers who I knew would be finding out soon anyway, but I knew that this information was confidential and I also knew that I was not supposed to have received it. I stopped reading the message and called the sender to let her know that I received the message in error. She asked that I delete the email and not share the information contained within and let me know that she would complete any other necessary steps on her end. I know how much she appreciated my call and I'm glad I handled the email the way I did.*

# Winning with Integrity

## We safeguard our Intellectual Property.

Our intellectual property, including our patents, copyrights, trademarks and trade secrets, enables us to provide the products and services that our customers rely on. We must safeguard our intellectual property and show this same level of care and respect to the intellectual property of third parties.



## Winning with Integrity Means...

- Understand how to recognize intellectual property and how to safeguard it.
- Ensure all appropriate non-disclosure agreements are in place.
- Respect the valid intellectual property and patents of third-parties.
- Never use materials downloaded from the Internet in Company materials without permission, and don't make multiple copies of articles for general distribution without the appropriate permissions.
- Do not use drawings marked "confidential" without permission.
- Seek guidance from the Office of the General Counsel if you have questions about whether something should be considered intellectual property or if you are concerned that Kennametal's intellectual property is at risk.





## We use our Company's information systems responsibly.

Our Company's information systems are critical to our ability to conduct business effectively and securely. We are all responsible for demonstrating good judgment and following Company policies when using our information systems.

### Winning with Integrity Means...

- Follow all Company policies and procedures when using Kennametal's computers, mobile devices, and networks.
- Use strong passwords that can't be easily guessed and never share passwords or other login information with unauthorized persons.
- Immediately report suspicious emails or systems activity, as well as any suspected data breaches.
- Lock your laptop or other equipment any time you leave it unattended, even if you are only gone for a short period of time.
- Take steps to ensure that your workspace is organized in such a way that you would note if something important was missing.
- Never use the Company's systems for unlawful activities or to create, discuss, or send inappropriate material.
- While limited personal use of our computer network is allowed, make sure that your use does not disrupt service to our customers, or interfere with your ability to do your work.
- Remember that the Company has the right to monitor your computer and systems use, as permitted by applicable law.

## Drilling Down

### Remote Access



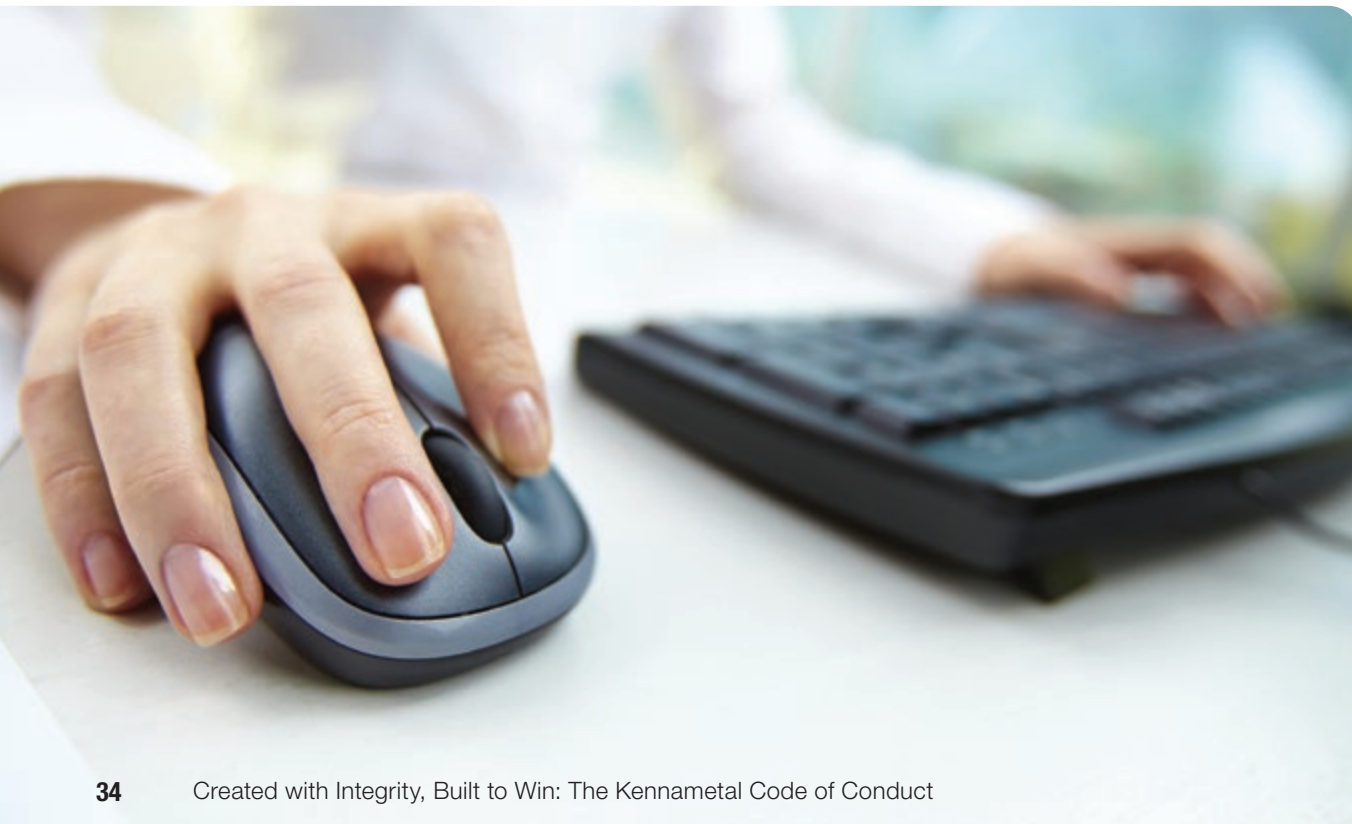
If you need to access Kennametal's systems from remote locations, take precautions to assure that your remote access does not present a risk to our systems or data:

- Only use Company approved devices to access, store or send any Company information.
- Never store Company information on personal devices.
- Protect sensitive information by using encryption tools and limiting data access to those with a business need.
- Do not leave laptops or mobile devices unattended or unsecured.
- Immediately report the loss or theft of a Company laptop or mobile device to the information technology security team ([k-corp.cybersecurity@kennametal.com](mailto:k-corp.cybersecurity@kennametal.com)).

# Winning with Integrity

## We practice responsible records management.

We maintain our records responsibly, in accordance with the law and Company policy. We also take care to ensure all records are clear, accurate and complete. When in doubt, review Kennametal's **Global Records Management Procedure** or contact the Office of the General Counsel for guidance regarding your records management responsibilities.



## Winning with Integrity Means...

- Use good judgment before you commit anything to writing, especially when sending e-mails, instant messages, or text messages.
- Preserve records for the appropriate period of time under Kennametal's records retention schedule.
- Comply with Company policy to assure the proper destruction of Company records.
- Follow instructions to hold records and cease normal record destruction processes when ordered to do so by the Office of the General Counsel, or if you learn that the records may be relevant to a pending or threatened case, claim or investigation.
- Label confidential information appropriately and distribute it only to those with a business need to know.
- Always comply with the guidelines provided in the Kennametal Global Records Management Procedure.

## We communicate carefully.

Our customers, shareholders and business partners rely on the accuracy, clarity, and truthfulness of the information we share. We take responsibility for creating communications that meet these expectations, including when we use social media. To ensure the consistency of our external communications and to comply with applicable laws and regulations, only certain individuals are authorized to speak publicly on Kennametal's behalf.

### Winning with Integrity Means...

- Contact the Office of the General Counsel or Corporate Communications if you receive inquiries from the public or other external parties, including representatives of the media, about the Company.
- Do not share confidential information about the Company or our customers or business partners on the Internet or while using social media.
- When using social media for personal reasons, never disclose confidential information and be clear that your views are our own and do not reflect the views of Kennametal.
- Do not use social media for business purposes unless you are authorized to do so.
- Follow the guidelines provided in the Kennametal Engaging with Social Media Policy.

## We win when we make good decisions.

*The other day, I was reading an industry blog that I follow and I noticed someone saying some pretty unfair things about our Company. The blogger accused our Company of not making safety and quality top priorities. Reading this made me pretty upset—especially since I could not disagree more. It was really hard for me not to respond online to defend our Company and ensure our customers that we never cut corners, but I knew I needed to step back, take a look at our policy, and talk it over with my manager. Instead of responding to the blog, I shared the posting with my manager, who then forwarded my concerns along to the appropriate people at the Company. As much as I wanted to set the record straight, I'm glad I handled the matter the right way. I felt good knowing that the right people at the Company will be able to respond in the best possible way.*

## We Stand By Our Products and Put Our Customers First.

At Kennametal, we win business and retain it—because we provide the best quality products, value and service.



## We pride ourselves on the quality and safety of our Products.

Our reputation for integrity and the trust of our customers depends on our commitment to strictly comply with customer and contractual specifications. We must ensure that our products always meet required specifications and that we never make unauthorized substitutions or shortcut quality control or product safety review processes. We comply with all product safety and quality laws and regulations.

### Winning with Integrity Means...

- Always deliver to customer requirements and seek guidance and clarity from the customer or the Office of the General Counsel if you are unsure of how to interpret a contract or technical specification.
- Describe our products and their features truthfully, accurately and completely.
- Ensure that all our products comply with our quality and safety review processes before delivery to the customer.

## We follow special rules when the Government is our customer.

As a global company that periodically does business with governments around the world, we are subject to a variety of laws and regulations, including those related to fraud, bribery, conflicts of interest, waste, and unfair treatment. We perform our government work in an honest and ethical manner and expect the same of everyone who works on our behalf, including but not limited to agents, distributors and subcontractors of Kennametal. The rules on providing products and services directly to the government or through a government contractor are complex and constantly changing, and violations can lead to substantial fines and penalties, as well as the possible suspension or debarment from government contracting. Many governments require our Company to monitor our actions to insure conformity with their laws and regulations and to report where certain violations may have occurred.

### Winning with Integrity Means...

- Recognize that government contracts often contain special obligations that are not found in typical commercial contracts.
- Act with truthfulness and honesty and maintain the highest levels of integrity when engaging in government contracting.
- Avoid actual or potential conflicts of interest between Kennametal and the government, and notify your manager and the Office of the General Counsel if you become aware of a conflict of interest or even the potential of a conflict of interest.
- Obtain advanced review and approval from the Office of the General Counsel prior to entering into any contract with the government.
- Ensure that procurement, contracting, pricing, and invoicing practices with the government are compliant and accurate, and any potential errors are immediately resolved.

# Conclusion

Making the right decisions is how we win at Kennametal. Using this Code as a roadmap will help you—every step of the way. Whether you are unsure of how to handle a difficult situation or simply need to know who to contact for more information on a Company policy, our Code is here to guide you.

## The Kennametal Helpline by Telephone

The Helpline can be accessed directly by telephone from the following countries using the numbers listed below:

<b>U.S. and Canada</b>	+1-877-781-7319
<b>Brazil</b>	0800-892-0728
<b>China</b>	4006012267
<b>France</b>	0800-91-4367
<b>Germany</b>	0800-186-2076
<b>India</b>	000-800-100-1704
<b>Israel</b>	180-931-7187
<b>Italy</b>	800-879583
<b>Japan</b>	00531-11-0451 0066-33-830681 0034-800-600306
<b>Mexico</b>	001-844-285-0327
<b>Poland</b>	00-800-151-0176
<b>United Kingdom</b>	0808-234-2939

The Helpline can be accessed by telephone from the following countries by first dialing the AT&T international access number listed below, then the Helpline number +1-877-781-7319 at the prompt:

<b>Argentina</b>	Telecom 0-800-555-4288 Telefonica 0-800-222-1288	<b>Portugal</b>	800-800-128
<b>Australia</b>	Telstra 1-800-881-011 Optus 1-800-551-155	<b>Russia</b>	8^10-800-110-1011 Moscow and St. Petersburg 363-2400
<b>Austria</b>	800-200-288	<b>Singapore</b>	SingTel 800-011-1111 StarHub 800-001-0001
<b>Belgium</b>	0-800-100-10	<b>Slovakia</b>	0-800-000-101
<b>Bolivia</b>	800-101-110 (Spanish) 800-101-111	<b>South Africa</b>	0-800-99-0123
<b>Chile</b>	Telmex 800-225-288 Telmex (Spanish) 171-00-312	<b>Spain</b>	900-99-0011
<b>Czech Republic</b>	00-800-222-55288	<b>Switzerland</b>	0-800-890011
<b>Denmark</b>	800-100-10	<b>Taiwan</b>	00-801-102-880
<b>Hong Kong</b>	Hong Kong Telephone 800-96-1111	<b>Thailand</b>	1-800-0001-33 001-999-111-11
	New World Telephone 800-93-2266	<b>Turkey</b>	0-811-288-0001
<b>Hungary</b>	06-800-011-11	<b>Vietnam</b>	1-201-0288
<b>Indonesia</b>	001-801-10		
<b>Korea</b>	Korea Telecom 00-729-11 ONSE 00-369-11 Dacom 00-309-11		
<b>Malaysia</b>	1-800-80-0011		
<b>Netherlands</b>	0800-022-9111		

### Kennametal Helpline Online

Accessible from the Internet:  
[kennametal.ethicspoint.com](http://kennametal.ethicspoint.com)

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# Certification

## The Kennametal Code of Conduct Certification & Acknowledgment Page

I acknowledge that I have received, read and understand the Kennametal Code of Conduct (the “Code”) and by signing below, I certify that I will act in an ethical manner that is consistent with the Company’s Mission, Vision and Values as well as the Kennametal Code and other policies and procedures referenced in the Code. I understand that it is my responsibility to follow the policies, practices and guidelines set forth in the Code and that my compliance is a term and condition of my continued employment.

I understand that the Code is designed to serve as a guide to Kennametal policies and practices in conducting business affairs in an ethical manner. I understand that company policies provide additional detail and are available at my request.

I understand that Kennametal may amend policies described in the Code at any time. I understand that modifications to existing policies will be available on SharePoint, or that I may request a copy of current policies from my supervisor, Human Resources or the Office of Ethics and Compliance.

\_\_\_\_\_  
*Printed Name*

\_\_\_\_\_  
*Employee Number*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

**Return this signed certification page to your Human Resources Representative.  
You may keep a copy for your personal records.**







**KENNAMETAL<sup>®</sup>**