



Code of Conduct

The way we do business



A MESSAGE FROM JEFFREY T. GILL, President & CEO of Sypris Solutions

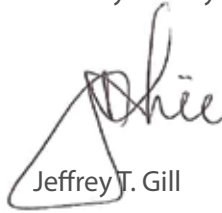
Our Code of Conduct provides guidelines and serves as a resource for all of us, regardless of our position or level of responsibility. It spells out the values we live by and the standards we set. The Code reflects the policies and principles that drive our culture and business.

While the content of the Code has evolved, reflecting new laws and regulations as well as technology developments, our core values are enduring. Our good name depends upon each and every one of us living those values and conducting ourselves with the highest ethical standards. In doing so, we will distinguish what we do by the way we do it.

Because we live and work in a complex and rapidly changing world, it is imperative that we always strive to do the right thing. That may sound simple, but we know that it can often involve serious decision-making and expert navigation of laws, regulations, policies and procedures. When you need guidance, we encourage you to speak to your manager or supervisor, any other member of management, Human Resources, or a subject matter expert.

Your personal commitment to our Code will ensure that Sypris continues to maintain its reputation as a company that delivers innovative solutions to our customers while maintaining our commitment to honesty and integrity. Please read the Code carefully, affirm its principles, and adhere to its requirements in all of your business actions.

Thank you for your dedication and commitment to Sypris.



Jeffrey T. Gill

Contents

Our Values	3
About Our Code of Conduct	5
A Positive and Respectful Workplace	7
Avoiding Conflicts of Interest	10
Safeguarding Company Property and Information	14
Our Business Relationships are Important to Us	19
We Value Our Communities	23
Our Obligations and Responsibilities	25

Honesty
Integrity
Persistence
Teamwork
Accountability
Respect

Our values define who we are as individuals and together as a company. Relying on our values as guidelines provides a solid foundation for good decision-making. Values help us to do the right thing, because it is the right thing to do.

Honesty

We tell the truth.

Integrity

We do the right thing.

Persistence

We do not give up.

Teamwork

We work together.

Accountability

We do what we say.

Respect

We can disagree without being disagreeable.



What Should I Do



Treat others the way you want to be treated.

About our Code of Conduct

Honesty is the first chapter in
the Book of Wisdom.

Thomas Jefferson

Our Code of Conduct

Our Code of Conduct provides general guidance on how to carry out our daily activities in accordance with our purpose, values and ethics, as well as in compliance with the letter and spirit of all applicable laws and Sypris policies. Our Code applies to all Sypris employees, including subsidiary and affiliate employees, all Sypris officers, directors, and others (such as contractors and interns) performing services for Sypris. We must also understand and comply with all laws and policies that apply to us regardless of where we are located. We expect our suppliers, agents and others doing business with Sypris or acting on our behalf to hold themselves to equally high standards.

Use Our Code as a Guide

The Code is our guide for acting with honesty and integrity. Please read and refer to it often. And be sure to take all required ethics and compliance courses in a thoughtful and timely manner.

What Should I Do



If anything doesn't seem quite right, seems too good to be true, or you feel uncomfortable with any business relationship, speak up.



The Code may not be able to address every possible situation, so it is up to you to use good judgment and seek help whenever you have questions or need direction in pursuing the right course of action. Review the helpful information in the compliance section of our online internal resources or seek the guidance of your manager or supervisor, any member of management, Human Resources, or a subject matter expert.

When faced with a situation that is not covered in our Code, ask yourself these questions:

Is it ethical?

Is it legal?

Does it comply with the law, our Code or other Sypris policies?

A positive and respectful workplace

We value a workplace that fosters respect, equal opportunity, diversity, inclusion and a safe environment for all.

A Respectful Workplace

We actively seek to create a workplace in which all of us, along with our vendors, suppliers, contractors, customers and all other stakeholders, feel respected and valued. We will never unlawfully discriminate. And, our managers and supervisors will take affirmative steps at all times to ensure a positive, inclusive, diverse and respectful workplace. We are committed to recruiting, developing, promoting and retaining a talented and qualified workforce without regard to race, color, religion, gender, sexual orientation, age, genetic information, national origin, disability, military/veteran service or status, or any other characteristic protected by federal, state or local law.

As we strive to treat every person with dignity and respect, we will not engage in harassment for any reason, including harassment based on race, color, religion, gender, sexual orientation, age, genetic information, national origin, disability, military/veteran service or status, or any other characteristic protected by federal, state or local law. This policy applies to all Sypris employees no matter where they are located throughout the world. Harassment includes, but is not limited to, racist, sexist, ethnic or other inappropriate comments, jokes, gestures, or any action or statement that demeans individuals or creates a hostile, intimidating or offensive work environment.

A Safe, Healthy and Secure Workplace

Sypris is committed to providing a legal, safe, healthy, secure and drug-free work environment for all of us. We champion such an environment through integrated health, safety and environmental programs, all of which help us sustain our core values and meet our business objectives.

Because substance abuse limits our ability to do our work safely, which puts all of us at risk, we will never work while under the influence of alcohol, illegal drugs, misused prescription drugs or over-the-counter medications, nor will we let our co-workers do so. This policy applies at all times while performing any role on



behalf of Sypris even if the use occurs after hours or off Sypris premises. Additionally, we will never use, possess, transfer or sell illegal drugs or alcohol, or misuse prescription drugs or over-the-counter medications during working hours or while on Sypris premises. With approval by a Sypris company President, Sypris may make an exception to this policy when alcohol is transferred in a sealed container for authorized gift purposes or is used in moderation at an authorized Sypris event. In certain parts of the world, Sypris employees may be entirely prohibited from possessing or drinking alcohol, and in those circumstances no exceptions to this policy are allowed.

At no time will we engage in illegal gambling activities of any kind and in any manner while at work or while on Sypris premises.

A Violence-Free Workplace

Because we desire to work in a healthy and safe environment, we will always act to prevent any violence or threats of violence in our workplace. Employees must not carry weapons (even with a permit or license) on Sypris property, while conducting Sypris business, in Sypris vehicles or in personal vehicles while on Sypris business, except where expressly prescribed by law. Employees who engage in violence or threaten violence, or

who use any tool, supply or other resource in a manner or way that threatens violence, may be subject to disciplinary action, up to and including termination of employment, as well as possible criminal prosecution. We are required to report all threats and acts of violence by anyone to our supervisor, other management, Human Resources or any on-site security persons immediately. If someone is in immediate danger, we will also contact local authorities. Only authorized individuals are permitted access to our property. We are required to report any individual who is attempting unlawful or improper access to our supervisor, other management, Human Resources or any on-site security persons.

A Workplace that Protects Our Personal Data

Because we value confidence and trust, we will work to protect and secure employee personal data provided to us by co-workers, vendors, customers, suppliers and others. Personal data includes any information that may link an employee's identity with a physical address, email address, employee identification number, government identification number, protected health information, or any other combination of information that might identify an employee. We will only collect, access, use or disclose personal data for appropriate business uses and only use the minimum amount of personal data needed to accomplish a task. We will also comply with the personal data laws of other countries with respect to the transfer of personal data.

What Should I Do



- Q:** A coworker posted a joke in our break room, and I find it offensive. I don't want to cause trouble, but I don't like having to look at it. What should I do?
- A:** You should talk to the coworker and explain your feelings. If he or she reacts negatively to your request, you should speak with your supervisor or one of the other resources identified in Our Obligations and Responsibilities. Jokes, graphics, verbal comments and other communications that embarrass or degrade people are not appropriate for the workplace. You have every right to speak up.
- Q:** I overheard my manager telling another manager that it will be the goal in my department to promote younger people, because they have more energy and drive. I am worried that I may be passed over for a promotion because of my age. What should I do?
- A:** You should contact Human Resources or one of the other resources identified in Our Obligations and Responsibilities so that Sypris can conduct a proper investigation to determine if age discrimination has occurred in practice, not just in conversation. Sypris makes promotion decisions based on a person's skills, knowledge and ability. Sypris will not tolerate retaliation for reporting problems in good faith.

Avoiding conflicts of interest

Avoiding conflicts of interest is in our best interest. With that as our guide, we will conduct Sypris business free of personal bias and without any influence from outside business.

Conflicts of Interest

All of us occupy positions of trust as Sypris employees. We must be very sensitive to any circumstance, whether on or off the job, that could damage that trust or cause others to question the good faith of our behavior. A "Conflict of Interest" occurs when we have a personal interest that interferes with our ability to do our jobs or puts us in a position of having divided loyalties. Conflicts of Interest can arise in many ways, including outside board memberships, outside business activities, outside employment, outside investments, business relationships with friends or relatives, using your position at Sypris for personal gain, or through your relationships with our customers, competitors or business partners. We will avoid any situation that may create or appear to create a conflict between our personal interests and the interests of Sypris. The best way to avoid Conflicts of Interest is to conduct our business in an open and transparent manner. If you find that you may have a potential or actual Conflict of Interest situation, however, you must immediately disclose it to your manager or supervisor, Human Resources, a Sypris compliance official or attorney, or you can call the Hotline.

Conflicts of Interest can also arise when we offer or accept business gifts or when we entertain others on behalf of Sypris. Although giving or receiving business gifts can be appropriate in some limited instances, more often than not they either are or create the perception that they are Conflicts of Interest. To others, the exchanging of gifts creates the appearance of improper payments, kickbacks or corruption, whether they are improper or not.



Gifts, Gratuities and Entertainment

What is allowed? With respect to business that is not conducted with governments or government employees, you can offer or accept an unsolicited gift, gratuity or form of entertainment, if it is of nominal value (less than \$100), but only if as a result of it:

- * There is no violation of any applicable law;
- * There is no violation of any applicable Sypris policies or the policies of the other person's employer;
- * You and the other person do not feel any obligation whatsoever or you and the other person are not engaged in any type of bribery, kickback or payoff;
- * Others do not see you or the other person as being obligated or engaged in a bribery, kickback or payoff.

You must avoid at all times accepting any gifts of value at any time from current and potential customers and suppliers during or in connection with contract negotiations with them.

Of course, the best course of action to avoid a Conflict of Interest is to always seek guidance before you offer or accept any gift, gratuity or form of entertainment. Discuss the same in advance with your manager or supervisor.

Doing Business with Governments and their Employees

Stricter laws govern gifts offered by or made to government officials. Normal business courtesies in the commercial marketplace are considered an attempt to improperly influence a government official and may be construed as a bribe, kickback or illegal gratuity. U.S. Government regulations generally prohibit U.S. Government employees from receiving gifts and benefits, including entertainment, transportation, meals and tickets to sporting or other events. Some government agencies allow gifts of food and non-alcoholic beverages up to \$20 in nominal value, but others do not. Therefore, unless you have the express approval to do so by your Sypris company President, never give or offer any money, gift, gratuity, favor, entertainment, loan, or any other item of value to a U.S. Government employee, even if it is of nominal value. If a Sypris employee and a government employee share a meal, each should pay their full and fair share of the cost of the meal. This rule applies to all U.S. Government employees, as well as to employees of U.S. state and local governments, and any state-owned or state-controlled companies. Pay particular attention to this rule when dealing with any government employee with whom Sypris is seeking to obtain, or is actively doing, business.

Never accept any money, gift, gratuity, favor, entertainment, loan, or any other item of value from a government employee.

What Should I Do



- Q:** Through my work on a U.S. Government contract, I have become personal friends with one of the Government employees. I am considering taking him out to dinner. What should I do?
- A:** Taking the person out to dinner is not acceptable, since it might bring his objectivity into question or create the appearance that you are attempting to influence him.

Financial Interests

As Sypris employees, we must ensure that we are always able to make decisions with the best interest of Sypris in mind. We must avoid doing business with any company in which we have a personal financial interest. There may be situations where our personal financial interest in a company with which Sypris does business is permissible. Such situations must be reviewed with the Sypris Law and Compliance Department to determine the best course of action. Also, we will not purchase or maintain a significant financial interest in a customer, competitor or business partner that does business with or potentially does business with Sypris, unless we receive approval from the Sypris Law and Compliance Department.

Outside Employment

We must not engage in any outside employment that creates a Conflict of Interest with Sypris. We must never engage in any professional activity that competes with Sypris, compromises the interests of Sypris or adversely affects our job performance. Under no circumstances may such activity or employment be used as an excuse for poor performance, absenteeism, tardiness or leaving early.

Business with Friends and Family Members

Business relationships with friends and families could result in a Conflict of Interest or the appearance of a Conflict of Interest. For this reason, you should never be involved with or attempt to influence the bidding, negotiating or contracting process between yourself, a family member or a close friend and Sypris. This rule applies even in indirect situations where you, your family member or close friend owns or works on behalf of another company with which Sypris does, or is considering doing, business. We must also avoid improper reporting relationships. That means that we must not directly or indirectly supervise, or work under the supervision of, a family member or someone with whom we have a close personal relationship without the express approval of your Sypris company President.

Improper Personal Benefits and Competition

A Conflict of Interest may also arise when a director, officer or employee, or a member of his or her immediate family, receives improper personal benefits because of his or her position at Sypris. Such benefits may include gifts or loans from an entity or person with whom Sypris does business. We must avoid accepting any such improper benefit.

In addition, a Conflict of Interest arises if a Sypris employee assists a competitor to the detriment of Sypris. For example, providing confidential information to a spouse or partner who works for a competitor would constitute a Conflict of Interest and a violation of our Code.

So that we can always make good decisions on behalf of Sypris, we must never compete with Sypris. We may not take for ourselves any business or investment opportunities that we discover through our position at Sypris or through Sypris property or information. We must never help another person take such business or investment opportunities for personal gain. This includes our family members and friends.

What Should I Do



- Q:** After solving a unique customer problem, I received a costly gold watch in the mail with a thank-you card from the company owner. What should I do?
- A:** You should graciously refuse the gift. The gift exceeds reasonable courtesies.
- Q:** Our new customer has told me that his previous supplier bought expensive theater tickets for his family every year. I'm worried that he will not renew his contract if I don't do the same. What should I do?
- A:** You should politely explain that it is against our policy to buy expensive gifts for customers, because we base our interactions on the value provided by our services and products. You might choose to invite him to lunch to discuss ways we can work with him to contribute to his business success.

Safeguarding company property and information

By protecting our property, knowledge base and information systems, we protect our competitive advantage.

Protecting the Physical Property of Sypris

Theft, damage, carelessness and waste have a direct impact on the success of Sypris. Therefore, we commit to protecting the physical assets of Sypris from theft, damage, loss or misuse. This includes our facilities, vehicles, business equipment, merchandise and supplies. If you suspect any form of fraud or theft, you should report it immediately.

Authorized personal use of certain Sypris equipment, such as telephones or internet, is sometimes appropriate. However, we must ensure our personal use is limited, does not interfere with our ability to do our work for Sypris and does not violate Sypris policy or law. Never use Sypris property for personal gain. You must always return any Sypris property you possess at the end of your employment.

Protecting the Confidential Information of Sypris

We are each entrusted with the confidential information of Sypris. Therefore, we must protect this sensitive information at all times. This generally includes any nonpublic information that might be of use to competitors or others, which may be harmful to Sypris if disclosed. Examples of confidential information include manufacturing processes; product information, plans, specifications, designs and pricing; nonpublic financial information, including forecasts, budgets and data; acquisition or merger prospects or arrangements; business or marketing plans or strategies; contract terms; credit procedures; customer or supplier preferences and information; research and development plans and product design; technical information and data; customer lists or files; and employment and personnel information, including compensation and stock ownership data and plans.

We must never allow others to access Sypris confidential information. We must take care not to lose, misplace or leave unattended any confidential information, or technologies containing such information, including computers, laptops,



mobile devices and software. If we lose Sypris equipment or an item containing confidential Sypris information, we should report the loss immediately.

In addition, we may not discuss this information where it might be overheard by those who do not have a need to know it. This includes public places such as airport terminals, airplanes, trains and restaurants. It also includes open areas at Sypris, such as restrooms and break rooms. We may only grant access to confidential information to coworkers who have a legitimate business need to know it. We must never use confidential information about Sypris for personal gain or disclose it to others for their gain.

Protecting the Intellectual Property of Sypris

We must work diligently to protect the intellectual property of Sypris. Intellectual property includes any of our patents, trademarks, copyrights or other intangible assets, such as ideas, inventions, processes or designs created on Sypris time, at Sypris expense, using Sypris resources or within the scope of our job duties. Intellectual property also includes any Sypris logos and slogans. We must identify any new inventions we make and will direct them to the Law and Compliance Department for patent, copyright or trade secret protection. You

should immediately report any suspected misuse of the intellectual property of Sypris.

Respecting the Intellectual Property of Others

We must respect the intellectual property rights of others. This means that we must never knowingly infringe on the copyrights, trademarks or patents of others. Recognizing that it is illegal to distribute, display or publicly perform copyright work without authorization, we will not download unlicensed software onto Sypris computers or duplicate, publish or distribute copyrighted materials without consent from the rightful owner. And, we will not disclose or use in any manner the confidential information of former employers.

Using Information Technology Resources

We may have access to various Sypris electronic communications systems in our daily work, such as computers, phone systems, laptops, cell phones, mobile devices and software. At all times, we have a duty to safeguard these systems and the technologies provided to us. We must follow all security measures and internal controls in place for the resources we use, and each of us must make every effort to prevent damage, harm, loss and unauthorized access to these resources.

We understand that electronic messages (such as emails, instant messages and text messages) are permanent records of our communications, and for that reason we will take extra care when preparing and sending any type of electronic communications on any Sypris resources. We will exercise good judgment and integrity when using these systems and technologies. We will not download and send via these resources any material that would violate any Sypris policy or that would be considered inappropriate, sexually explicit, illegal or offensive. Limited personal use of Sypris systems may be permissible when authorized by our managers or supervisors,

and when it does not interfere with our work responsibilities and business operations.

To the extent permitted by local law, you should not have an expectation of privacy when using Sypris resources, as Sypris may monitor your personal use. However, it is important to note that Sypris will not interfere in our personal lives unless our conduct impairs our work performance or adversely affects our work environment or the reputation of Sypris.

What Should I Do



- Q:** My close friend and I are traveling together soon. She wants to use my Sypris laptop to play games on the internet. What should I do?
- A:** Limited personal use of Sypris equipment by you is probably okay, but you should not allow anyone else to use your computer. Downloading from the internet or participating in online forums and similar activities exposes our networks and systems to viruses and other possible security breaches.

Social Media, Networking and Other Information Sharing Sites

Many of us now routinely share information via social media, networking, web sites and other online information sharing resources, such as forums, chat rooms, blogs, and photo and video sharing sites. These media often bring new opportunities but also add responsibilities for us as Sypris employees. If you are required to post on these sites in your role as a Sypris employee, you must only post information for authorized Sypris business purposes, and you must only post information that complies with our Code and all other Sypris policies. With regard to your personal social media and online interactions, you should act responsibly and be careful to protect our Sypris reputation at all times. You must never post confidential information about Sypris or our colleagues, customers, competitors, suppliers or other business partners.

Accurate Business Communications, Records and Contracts

Accurate and reliable business records are critical to meeting our financial, legal and business obligations. If you are responsible for creating and maintaining the financial records of Sypris, you must do so in accordance with applicable legal requirements and generally accepted accounting practices. Disclosure in reports and documents filed with or submitted to the U.S. Securities and Exchange Commission and in other public communications made by Sypris must be full, fair, accurate, timely and understandable. In order to make sure our contractual commitments are properly reviewed and approved, you must comply with all signature authority policies. We must make sure the information we disclose about Sypris is clear, truthful and accurate. If you become aware of any omission, inaccuracy or falsification in the business records of Sypris, you must report it.

Because our reputation is a critical company asset, we will accurately reflect on all invoices to customers the sale price or cost of goods or services sold and other terms of sale. We will never falsify any record, time card, expense report, sales

numbers record, test or quality records, or any other kind of record created during the course of our employment with Sypris. We will never make misleading or artificial entries on any books or records of Sypris.

We will ensure that our written agreements accurately and completely reflect the terms of the business deal they describe. We will not make any unauthorized or extra contractual promises, commitments or side letters on behalf of Sypris without obtaining appropriate business leader or legal approval. We will seek appropriate business leader or Law and Compliance Department approval for any proposed modifications to existing agreements. We will never enter into any contracts or commit Sypris to any obligations with an outside party unless we are authorized to do so by a business leader or the Law and Compliance Department.

We strive to provide clear and accurate information to the media, financial analysts and the general public. This helps us maintain integrity in our relationships with external interested parties, which in turn strengthens our reputation as a company. Because communicating consistent and accurate information to the public is vital to the success of Sypris and is required to meet regulatory and legal obligations, we will not speak on behalf of Sypris unless we are specifically authorized to do so. We will direct any outside inquiries to our management.

Records Management

It is our shared responsibility to retain Sypris business records as long as needed for business purposes or longer, if required by tax, regulatory or other standards. In addition, we will follow all rules set forth in our policies that address record management and retention, and we will seek the guidance of our management if we have questions with respect to these records. We will endeavor to review our records on a regular basis and purge old documents in accordance with our local policies and pursuant to the guidance of our management.

If you know that documents in your control may be relevant to a lawsuit or government investigation, you must not alter, conceal or destroy them. In some cases, the Law and Compliance Department may instruct you to preserve certain documents that might otherwise be destroyed under our record management policies. In such cases, you should follow the instructions provided by the Law and Compliance Department.

Avoiding Insider Trading

Applicable laws and Sypris policy prohibit us from trading in Sypris securities while possessing material nonpublic (sometimes referred to as “inside”) information. Material, nonpublic information is information that has not yet become publicly available and that a reasonable investor would consider important in making a decision to buy, sell or hold Sypris stock. The same restrictions apply to trading in the stock of other companies, if you have knowledge of material, nonpublic information about them. It is important to know that even a “tip” is unlawful, meaning you cannot pass along material nonpublic information to friends or family, as that is also considered insider trading.

Examples of nonpublic material information may include: financial results of Sypris, including quarterly and annual results; major contract or subcontract awards; pending or proposed merger, acquisition or disposition transaction; pending or proposed joint venture or strategic alliance; restructuring of Sypris; significant related party transactions; declaration of a dividend, stock split or an offering of Sypris securities; bank borrowings or other financing transactions; any significant developments or changes regarding any repurchase program for Sypris securities; a change in management;

a change in auditors or notification that the auditor’s reports may no longer be relied upon; development of a significant new product, process, technical innovation or service; pending or threatened significant litigation, or the resolution of such litigation; gain or loss of a significant customer or supplier; imposition of a ban on trading in Sypris securities or the securities of another company; and forward-looking information regarding the financial performance of Sypris, such as earnings guidance, projections or outlook for future financial results.

What Should I Do



- Q:** My manager asked me to alter some numbers that will impact the financial results for the current quarter. I resisted, but my manager implied my job would be at risk. I don’t feel right about it, but I am scared. What should I do?
- A:** Do the right thing, because accurate and timely reporting is the law. Implied threats to your employment or attempts to intimidate you into unethical behavior will not be tolerated for any reason. Using the resources identified in Our Obligations and Responsibilities, you should promptly report the conversation.

Our business relationships are important to us

The business relationships we establish, based on integrity, mutual trust and advantage, are vital to our success. With that in mind, we will strive to win business based on the quality of our products and our people, not through any improper means. We will also ensure that we comply with the law in all aspects of our business dealings.

Quality Products and Services

We will work to provide products and services that meet or exceed our customers' expectations and requirements. To that end and with respect to each of our jobs, we will comply with all quality control standards, applicable laws and regulations and internal control procedures designed to promote safety and quality in our workplaces.

We will each hold ourselves accountable for quality goods and services, and we will also hold our suppliers and other business partners accountable for the goods and services they provide to us.

Selecting and Maintaining Relationships

Because our actions in the marketplace define who we are as a company, we will use good care and judgment in the selection of all of our business partners, and we will treat them fairly in all aspects of transactions with them. With respect to our competitors, we will not seek to limit their competitive opportunities in deceitful or fraudulent ways, and we will not disparage or make untrue statements about their products or services. We will never take advantage of anyone through unfair dealing practices. We will never misrepresent the quality, features or availability of our products or services.

We do not Tolerate Bribery, Kickbacks or Improper Payments to Government Officials

We will not solicit, give or receive commercial bribes or unlawful kickbacks. We will strive to avoid even the appearance of such improper conduct. Generally, bribery is an offer or promise by a Sypris employee or someone acting on behalf of Sypris to give something of value to someone else in order to improperly influence a business action or decision. Kickbacks, generally, include situations where a Sypris employee receives an improper personal benefit in exchange for taking or refraining from taking an action on behalf of Sypris. Sypris will not tolerate



bribery or kickbacks, whether done directly or through a third party.

We will comply at all times with all applicable anticorruption laws (including compliance with the U.S. Foreign Corrupt Practices Act) regarding improper payments to government officials, including officials of government entities, international organizations and political parties, employees of state-owned or controlled companies, and even employees of government-owned or controlled companies and joint venture partners. Improper payments (such as cash, gifts or lavish entertainment) could include both direct or indirect payments or an offer, promise or authorization of a payment or anything of value to a government official for purposes of improperly influencing government acts or decisions in order to obtain or retain business or otherwise secure a business advantage. Sypris prohibits improper payments to government officials. This prohibition also includes the retention of a third party to make an improper payment to any government official. Engaging in bribery, or even appearing to engage in such activity, can expose you and Sypris to criminal liability.

Fair Competition

Fair competition creates a healthy marketplace. It ensures our customers receive the best and most innovative products and services at the lowest prices. So that Sypris can compete lawfully and with honesty and integrity, we will comply with the competition laws in place in all the countries where we do business. If international competition laws apply to your job, you must know and follow them at all times. Antitrust and competition laws differ by country, are complex and are not always intuitive. Generally, they prohibit activities that may limit a business's independent judgment or restrain free trade and include topics such as price fixing, bid rigging, or dividing or allocating markets, territories or clients. We will not engage with competitors to allocate or restrict customers, suppliers, markets, products, purchases, services, or sales territories. If a competitor attempts to engage in such a conversation with you, you must stop the conversation immediately and then report the incident.

Export, Import and International Trade Controls

We are committed to compliance with all applicable trade laws. This includes import and export control laws, as well as regulations in the countries where Sypris does business.

Export control laws govern the transfer of goods, services and technologies to a foreign party inside or outside the continental United States. These laws govern many types of exchanges of information across national borders, including email transmissions and web access to different servers that could contain export controlled technical data. The U.S. imposes restrictions on, and in some cases prohibits entirely, the licensing, sale, service or transfer of sensitive technology/data into certain countries and to certain companies/individuals.

Import laws and regulations govern the importation of goods. Such laws ensure only admissible goods enter into the

importing country, and that the correct amount of duties and taxes are paid on those goods.

Our ability to export and import products, services and technologies is a privilege, not a right, and the U.S. Government can revoke that privilege in the event of a violation. Failure to comply with the law can lead to a range of severe civil and criminal penalties for Sypris and individual employees, agents and contractors, including fines, imprisonment and revocation of our privileges. Those of us who deal with the importation of goods and export-controlled items, technology and services have an obligation to understand and comply with all applicable regulations.

Anti-Boycott

Sypris is prohibited from participating in boycotts that are not sanctioned by the U.S. Government. This includes, but is not limited to, agreements to discriminate, refusals to do business with certain countries or companies blacklisted by other governments, or letters of credit that require boycott-related acts. To ensure compliance with anti-boycott laws, you should always have your business leaders or the Law and Compliance Department review agreements, transactions and letters of credit that contain potential boycott-related language.

Money Laundering

Money laundering is an attempt by individuals or organizations to hide or disguise the proceeds of criminal activity through a series of otherwise legitimate business transactions. You are prohibited from knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion.

Interacting with Government Customers

For some of us, our work involves contracts with government entities, including government-owned or controlled companies. In these cases, we have a duty to know and follow

applicable Sypris policies and the established laws, rules and regulations that govern our interactions with government customers. These rules are often more strict and complex than those governing our dealings with other customers.

When attempting to win government work, we must always conduct ourselves with honesty and integrity. We may not take actions that would give Sypris an unfair competitive advantage, such as illegally obtaining or using sensitive procurement information. Any representations we make, including pricing and bids, must be accurate and complete. We must never offer, solicit, promise, give or accept any form of bribe or kickback to or from an actual or potential government customer. We must never solicit or accept any form of bribe or gift from a supplier in exchange for favorable treatment in the award or performance of a government contract. We must always make sure we use reputable consultants, sales agents or other professional service independent contractors for legitimate legal purposes.

All statements and records that we provide to government customers (such as facility and quality reports and cost and pricing data, for example) must be accurate. We must record our time accurately and identify and assign our time only to projects on which we work. We must not mischarge any costs. We will follow all contract terms and seek guidance from the Law and Compliance Department where appropriate. We will never use government property, equipment or supplies in a manner that would be inconsistent with applicable law or contractual agreements.

We will follow all applicable rules and regulations that govern how we engage current or former government employees in discussions about potential job opportunities with Sypris. Because contacting or engaging in employment-related discussions with current or former government employees is subject to unique rules and procedures, we will make sure we avoid these types of Conflicts of Interest. These rules may also restrict the work that former government employees perform on behalf of Sypris.

We will safeguard at all times any classified and other sensitive information we acquire in connection with the work we do for our government customers. We will only make this information available to those who have a business need to know it and who have obtained the appropriate government clearance or other approvals. We will not share, distribute or disclose classified or otherwise sensitive government information in a manner that would violate the terms of our government contracts.

Our Suppliers

In support of our desire to build long-term relationships with our suppliers, we will use only legitimate, business-related criteria when choosing them. We will enter into representation or supplier agreements only with companies believed to have demonstrated a record of and commitment to integrity. We will never take unfair advantage of our suppliers and business partners through the abuse of confidential information, misrepresentation of material facts or any other unfair dealing practice.

What Should I Do



Q: I need to send two imaged laptop computers to a contractor located in Brazil. The images contain newly developed encryption software. I know that we already have contracts and non-disclosure agreements in place with the contractor. What should I do?

A: You cannot ship the computers without the proper export documentation. The encryption software might not yet be approved for export to that country. Before shipping the computers, Sypris may have to apply for export licenses with the proper authorities within the U.S. and Brazilian governments. Contact our Export Compliance Official.

We value
our communities

We strive to make a positive
impact on our communities,
creating better places to live
and work.

Protecting the Environment

We are committed to health, safety and conducting business in an environmentally responsive manner. To this end, we will comply with all environmental laws and regulations. Decisions about environmentally sensitive actions, such as disposal of equipment and material, must comply with all applicable laws and environmentally responsible practices. We will make proper inquiries into the background, integrity and financial responsibility of all companies or people performing disposal or other environmentally sensitive services for Sypris.

Political Activities and Contributions and Charitable Contributions

Various laws restrict us from using Sypris funds, assets, services or facilities on behalf of a political party or candidate. We will not engage in any political activity (such as running for public office, serving as an elected official, or campaigning for a political candidate) using company time or resources. We will not make any payments of corporate funds to any political party, candidate, or campaign unless permitted under applicable law and approved in writing and in advance by business leaders or the Law and Compliance Department. These prohibitions do not prevent us from participating in political activities on an individual basis.



Lobbying activities are highly regulated. Therefore, we may not make any contacts with government officials in an attempt to influence legislation, regulation, policy or other governmental actions on behalf of Sypris without authorization from our business leaders or from the Law and Compliance Department.

Sypris is committed to social responsibility in all of its activities. At times, Sypris may support charitable activities in our local communities, and we may support such activities on behalf of Sypris as long as both the charity and the activity have been approved by our manager or the Law and Compliance Department. We will never send emails in an attempt to raise money for an unapproved charity or fundraising event using the Sypris network. Also, you may not use Sypris assets, including Company time, for personal charitable pursuits, without prior approval from your manager.

What Should I Do



Make sure you place a high priority on the health and safety of those around you (including your own) and the protection of our environment. Strive to be a good neighbor and work to create a better future.

Our obligations and responsibilities

The success of Sypris is up to each one of us, acting individually and together, with honesty and integrity.

Our Shared Obligations

We all have a personal responsibility to know and follow the Code and other Sypris policies, procedures and guidelines that apply to us. Many of these are cited in our Code, and others can be found in the Sypris Corporate Policy Manual and in local Sypris company policies, procedures and guidelines.

We will never ignore or seek to circumvent the Code or any Sypris policies for any reason. If you need help in understanding our Code and any specific policy, procedure or guideline, or how they apply to your work, seek assistance from any of the resources identified in this Section of our Code.

Our Managers and Supervisors

Our managers and supervisors have a special responsibility to serve as our role models and to promote compliance with all laws, Sypris policies and our Code. We look to them to make sure we have an environment where we feel comfortable raising issues and concerns without fear of retaliation. Sypris holds managers and supervisors accountable for doing so in a responsible, timely and professional manner. Managers and supervisors must also ensure that Sypris employees attend and participate in all required Code training opportunities.

Complying with the Law

Laws and regulations are complex and subject to change, and often vary from country to country. Sypris policies may also be subject to change, and can vary depending upon the nature of the business being conducted. For these reasons, we must familiarize ourselves with the policies, procedures and laws that apply to our individual job functions. If a local law, custom or practice conflicts with our Code, get confirmation on compliance from the Law and Compliance Department. If more is required of you as a result of your locality than is set forth in our Code, always follow the stricter policy, practice or law.



Our Code addresses some of the common challenges that we may face, but it cannot address every situation that could arise in our workplace. When you are in doubt with respect to whether or not an activity is proper, you should seek guidance from any of the resources identified in this Section of our Code. Even in the absence of a specific law, policy or practice, you are expected to act with the highest degree of integrity applicable to the situation.

Although our Code attempts to clarify the expectations and rights of Sypris as an employer, it does not create any contractual employment rights for employees. In the United States and other countries, employment by Sypris is considered “at-will.” This means that you have the right to terminate your employment at any time and for any reason, and Sypris may exercise the same right, consistent with applicable laws. If local laws differ from this provision of our Code, follow the laws of the country in which you work.

Seeking Advice

Our Code provides an overview of Sypris’ commitment to acting with honesty, integrity and fairness. Again, it does not provide definitive answers to all questions. If you need advice with respect to any particular issue or problem, you should contact any of the resources identified in this Section of our Code.

Reporting Concerns

If you know or suspect a violation of applicable laws, regulations, our Code or any other Sypris policies, you have an obligation to immediately report it to:

- * Your manager or supervisor; or
- * Another manager or supervisor; or
- * A Sypris attorney; or
- * A manager in a specific department, such as Human Resources; or
- * A compliance official identified in a Sypris policy; or
- * The Compliance Hotline toll-free at 1-800-588-9119.

Sypris Does Not Tolerate Retaliation

Any Sypris employee who reports a violation will be treated with dignity and respect and will not be subjected to any form of discipline or retaliation for reporting truthfully and in good faith.

Retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct that the individual believes in good faith constitutes a violation of applicable laws or regulations, our Code or Sypris policies is prohibited and will, in itself, be treated as a violation of our Code.

Investigations of Suspected Violations

It is important that you do not attempt to investigate a known or suspected violation on your own. All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible.

You have a duty to cooperate fully with investigations and to promptly, completely and truthfully comply with all requests for information, interviews, or documents. In the case of an investigation by people or agencies outside Sypris, such compliance must be under the direction of the Law and Compliance

Department. You must not alter or destroy documents or records in response to an internal or external investigation or other legal request.

Discipline for Violations

Our Code will be enforced fairly, without prejudice and subject to applicable laws. Sypris employees who violate our Code and/or other Sypris policies and procedures may be subject to disciplinary action up to and including termination of employment, and, if warranted, civil legal action or referral for criminal prosecution. In addition, subject to applicable law, disciplinary action up to and including termination of employment may be taken against anyone who directs or approves infractions or has knowledge of them and does not promptly report them in accordance with our policies.

Treatment of Complaints

Periodic reports will be provided, as appropriate, to the Audit Committee of the Board of Directors regarding concerns or complaints relating specifically to accounting issues. Periodic reports, as appropriate, will also be provided to the Nominating and Governance Committee of the Board of Directors regarding all concerns and complaints. All concerns and complaints will be promptly investigated.

What Should I Do



Q: I need to share a concern, but I want to remain anonymous. What should I do?

A: You can call the Toll-free Hotline at 1-800-588-9119.

Toll-Free
Compliance
Hotline

1-800-588-9119



101 Bullitt Lane, Suite 450
Louisville, Kentucky 40222
(502) 329-2000 | (502) 329-2036 Fax
www.sypris.com