

**AMETEK, Inc.**

**Code of Ethics**

**and**

**Business Conduct**

## ***Code of Ethics and Business Conduct***

A Message from the  
Chairman of the Board and  
Chief Executive Officer

Dear AMETEK Colleague:

AMETEK has been in business since 1930. We are proud of our global reputation and the trust that we have earned. We are determined to protect and enhance that reputation.

The Code of Ethics and Business Conduct (“Code”) that follows is provided to help you make the right business conduct choices. It highlights what our shareholders, customers, suppliers, colleagues, and the communities in which we do business expect of us. It also is the minimum that we should expect of ourselves. Ethical conduct has no boundaries. It applies to AMETEK and subsidiary colleagues worldwide.

It is difficult to make a policy that applies to every situation. There will be times when the Code does not address a particular situation. Applying common sense, good judgment and integrity to every business issue will help to ensure that your decisions are consistent with AMETEK’s values and this Code.

AMETEK’s success depends upon each of us. Ethical behavior and personal integrity are not only good policy, but good business. Every AMETEK employee and shareholder relies upon you to do the right thing. I know that our confidence in you is well placed.

Sincerely,

A handwritten signature in black ink that reads "Frank S. Hermance". The signature is written in a cursive style with a large initial "F".

Frank S. Hermance

November 5, 2010

**AMETEK, Inc.**  
**The Way We Work**

The following Code applies to all members of the board of directors, officers and employees of AMETEK and its subsidiaries (collectively, “colleagues”). AMETEK colleagues will comply with all laws, regulations and Company policies that govern its activities around the world. They also will strive to be responsible citizens in the communities where they live. At work, they will deal with others fairly and honestly, and with concern for safety and well being.

Management is responsible for making sure that proper attention is given to assuring compliance with our Code of Ethics and Business Conduct and the specific Company policies addressing each area, and that the appropriate controls are in place to monitor compliance. Colleagues who fail to abide by these Company policies will face corrective action, up to and including termination from AMETEK or its subsidiaries. Any waivers to this Code, other than for directors or executive officers, must be approved by two members of the Company’s Corporate Executive Office -- one of whom must be the Chief Financial Officer. For directors and executive officers, only the Board of Directors of AMETEK has the authority to waive a provision of the Code. Any waiver of a provision of the Code made by the Board of Directors on behalf of any such director or executive officer will be promptly disclosed publicly.

This Code briefly summarizes the conduct required by the key policies and procedures in effect and is intended to remind us of the need to act ethically. The Company’s Policies and Procedures Manuals further elaborate many of the principles of this Code and are available upon request.

In addition, AMETEK’s businesses will employ operating procedures that are in accordance with applicable laws and regulations and that complement and support AMETEK’s ethical approach. Colleagues are governed by the applicable laws and regulations in their locations as well as the principles described in this Code.

If colleagues are ever unsure regarding a situation or pending decision, they should contact their supervisor or the others listed at the end of this Code. In this way, they can obtain more information about the relevant policy of AMETEK or any AMETEK subsidiary.

## **ADVERTISING**

All AMETEK advertising must be truthful, not deceptive, and comply with the applicable laws, regulations and Company advertising policies. Any claims about the performance or qualities of our products in advertising, sales-training material and displays or literature must be documented and verified before being made. Any statement regarding competing products used in AMETEK product advertising must be factual and clearly stated.

## **ANTITRUST/COMPETITION LAWS**

AMETEK is committed to fair and open competition in the markets it serves around the world. All AMETEK colleagues are expected to comply with the antitrust/competition laws of the countries in which AMETEK does business. In the United States, European Community and many other jurisdictions, it is unlawful to agree with competitors on prices or supply levels, division of customers or sales territories, or bids. Violations can result in substantial monetary damages and criminal penalties for both the Company and the individuals involved.

Colleagues should exercise due care in any situation where competitors may be present to avoid violating these laws. In particular, AMETEK colleagues should not discuss with competitors current or future prices, bids, margins, costs, discounts, rebates, terms of sales, production capacities, supply levels, inventories, customers, business plans or distribution strategies for competing products or services ("Competitive Information"). The only exceptions to this rule are i) those instances in which the competitor is also a customer or supplier of the Company or ii) where the Competitive Information is made publicly available by a competitor. In the case where a competitor may also be a

customer or supplier of the Company, pricing information may be communicated in connection with a bona fide sale to or purchase from a competitor. Colleagues may also obtain Competitive Information from a competitor's web site or to the extent that such information is otherwise made publicly available by a competitor.

There are other practices such as refusals to deal, price differences to competing resellers, exclusive dealing, programs that affect the prices charged by our resellers, or tying the sale of one product to the customer's purchase of a second product that may also violate these laws. Colleagues always should consult their General Manager before engaging in discussions with competitors and whenever there are questions about the application of these laws to business activities.

### **BOOKS AND RECORDS / INTERNAL CONTROLS / PAYMENTS TO GOVERNMENT OFFICIALS**

All books and records of the Company must accurately and clearly represent the facts of the underlying matter in all material respects. Improper or fraudulent documentation or reporting is contrary to AMETEK policy.

AMETEK has established accounting and other internal control standards and procedures to ensure that all Company assets are protected and properly used and that financial records are accurate and reliable. Colleagues share the responsibility for maintaining and complying with required internal controls and ensuring that Company assets are not misused.

An improper payment to gain advantage in any situation is never acceptable. AMETEK prohibits improper payments in all business dealings, in every country around the world, with both governments and the private sector. Never offer, promise, pay or authorize anything of value (such as money, goods or services) to a government official to obtain or retain business. "Facilitating payments" to expedite a routine administrative action to which a person is otherwise entitled can be made provided that such payments are permitted under local laws.

Because of the special role for financial responsibilities, AMETEK also has adopted a separate Code of Ethical Conduct for its Chief Executive Officer and the senior financial officers of the Company. The full text of that Code is available on the Company's website at [www.ametek.com](http://www.ametek.com).

## **CONFIDENTIAL INFORMATION / ELECTRONIC INFORMATION**

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. As such, trade secrets and other proprietary information about AMETEK, its business activities, or its customers and suppliers should be treated as confidential. Except to the extent legally required, such information, as well as confidential employee data, should not be disclosed to people inside or outside the Company who do not have a legitimate work-related need to know. If business needs dictate releasing or sharing sensitive information, appropriate protection should be obtained. Colleagues should consult with AMETEK's Law Department for assistance in protecting the confidentiality of the information.

In addition, it is important for colleagues to prevent misuse, disclosure, or destruction (other than in accordance with the appropriate record retention policy) of the information entrusted to them by the Company or its customers, or for which they are otherwise responsible. This information may be in printed form, computer-based, or stored on microfilm or other format. In handling the Company's information or information owned by a third party and/or licensed by the Company, colleagues should comply with copyright laws, computer software licensing agreements and relevant Company policy. The Company's Information Technology representatives can provide advice and assistance in protecting computer-based information in accordance with our policies on information security.

## **CONFLICTS OF INTEREST**

Colleagues are expected to avoid any personal or professional relationships that conflict with the best interests of AMETEK. A conflict of interest occurs when an employee's private interest interferes with the interests of the Company. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. A conflict of interest can also arise when an employee, or a member of his or her family, receives improper personal benefits as a result of the colleague's position in the Company.

## **CORPORATE OPPORTUNITIES**

Colleagues are prohibited from taking unethical personal advantage of opportunities that arise from the use of corporate property, information or position or for using any of these for unethical personal gain or to compete against the Company. Colleagues have a duty to the Company to advance the Company's legitimate business interest whenever possible.

## **DIVERSITY AND EQUAL OPPORTUNITY**

AMETEK's future depends on its ability to attract and retain the best people at all levels of the Company. To do that, we must create a working environment that values diversity and protects the right of each employee to fair and equitable treatment. Our policies and practices strive to assure equal employment and advancement opportunities for all qualified people. We will maintain appropriate standards of conduct in the workplace and always be sensitive to the concerns of our diverse group of colleagues. Harassment of any employee for any reason is inconsistent with AMETEK's Code of Ethics and Business Conduct and will not be tolerated.

## **ENVIRONMENT, HEALTH AND SAFETY**

AMETEK's policy is to pursue the optimum in environmental quality, health, and safety in every aspect of our enterprise – from the way we manufacture and deliver our products to advising our customers on how to use them. Our operations are expected to meet or surpass the applicable requirements of environmental, health and safety laws and regulations and to strive continuously to improve the efficiency of our operations so as to minimize both the use of materials and the generation of waste.

## **GIFTS / FAIR DEALING**

Colleagues should deal honestly and fairly with suppliers and customers and should award AMETEK business based on quality, delivery, service and competitive pricing. To avoid the appearance of improper influence, no employee or member of an employee's immediate family should accept any gift of more than nominal value. It is inappropriate to accept loans or unusual hospitality (excesses in meals, refreshment, or entertainment) from suppliers or customers. Colleagues should not take unfair advantage of suppliers or customers through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **POLITICAL ACTIVITIES**

Generally, neither the Company nor its representatives may make political party or candidate contributions on behalf of the Company. Any such contributions with Company funds require prior approval from executive management. Unless authorized, colleagues who participate in partisan political activities should not suggest or state that they speak or act for AMETEK. Of course, outside of the Company, each employee is individually free to pursue political activities he or she deems appropriate.

## **PRODUCT SAFETY**

AMETEK's objective is to manufacture and market safe products.

## **PROPER USE OF CORPORATE ASSETS**

All colleagues should protect AMETEK's assets. All Company assets should be used efficiently for legitimate business purposes.

## **SECURITIES LAWS / INSIDER TRADING**

Under U.S. securities law and the laws of several other countries, if an employee knows of material, non-public information about AMETEK or another company, the employee should not buy or sell any securities (including stock) of AMETEK or the other company until the information is generally known by the public. In addition, that employee should not disclose material, non-public information to others inside or outside of AMETEK who do not have an obligation to maintain confidentiality. Violating this law can lead to significant civil and criminal penalties in the United States and elsewhere, where similar laws have been adopted.

## **SUPPORT FOR OUR CODE OF ETHICS AND BUSINESS CONDUCT**

Consistent with our values and culture, the Company is committed to supporting its people in meeting the ethical standards of conduct outlined by this Code. In a similar fashion, all AMETEK colleagues must uphold these standards in their work conduct.

If colleagues observe or know of violations of these standards, or have questions about the meaning, intent and/or application of these standards, it is their responsibility to report such situations or pose any questions promptly. The Company will not allow retaliation for any reports that have been made in good faith.

**REPORTING OF A VIOLATION OF THIS CODE OR A VIOLATION  
OF ANY LAW, RULE OR REGULATION**

A colleague who becomes aware of a violation of this Code or a violation of any law, rule or regulation must report the matter to one of the following: the colleague's immediate supervisor, Human Resources representative, the Law Department, the Vice President - Corporate Compliance and Auditing, or the Hotlines.

If the report of a violation is made to a person other than the Vice President - Corporate Compliance and Auditing, the person receiving such report promptly shall advise the Vice President - Corporate Compliance and Auditing at 610-889-5238.

The Human Resources representative at each AMETEK location is available for consultation with respect to the determination of the existence of a violation of this Code or violation of any law, rule or regulation.

**ADDITIONAL INFORMATION  
HUMAN RESOURCES DEPARTMENT HOTLINE**

*IN SITUATIONS IN WHICH THEY DO NOT WANT TO USE THE NORMAL CHANNELS OF COMMUNICATION, COLLEAGUES CAN CALL 1-866-263-8359 (IN THE UNITED STATES AND CANADA) OR 1-610-889-5217.*

The above is an employee hotline that connects with a person in AMETEK's Corporate Human Resources Department. The call taker will respond to questions or collect information and initiate appropriate follow-up action. All calls are handled in a confidential manner. The caller doesn't need to identify himself or herself. For calls at times other than normal business hours Monday through Friday, 8:30 a.m. to 5:00 p.m. (ET), the caller may leave a confidential message on an answering machine.

If a colleague prefers to put the matter in writing, correspondence should be marked "Company Confidential" and mailed to:

AMETEK, Inc.  
Human Resources  
Attention: Hotline Personnel  
1100 Cassatt Road  
P.O. Box 1764  
Berwyn, PA 19312-1177 USA

### **WHISTLEBLOWER HOTLINE**

The Company has established procedures to satisfy the requirements for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters. If a colleague wishes to register complaints with the Audit Committee of the Board of Directors or deliver an anonymous submission of concerns regarding questionable accounting or auditing matters, he or she may call the following toll free hotline numbers: *1-866-531-3079 (Domestic - English only)* or *1-866-551-8006 (International -Foreign Languages)*.