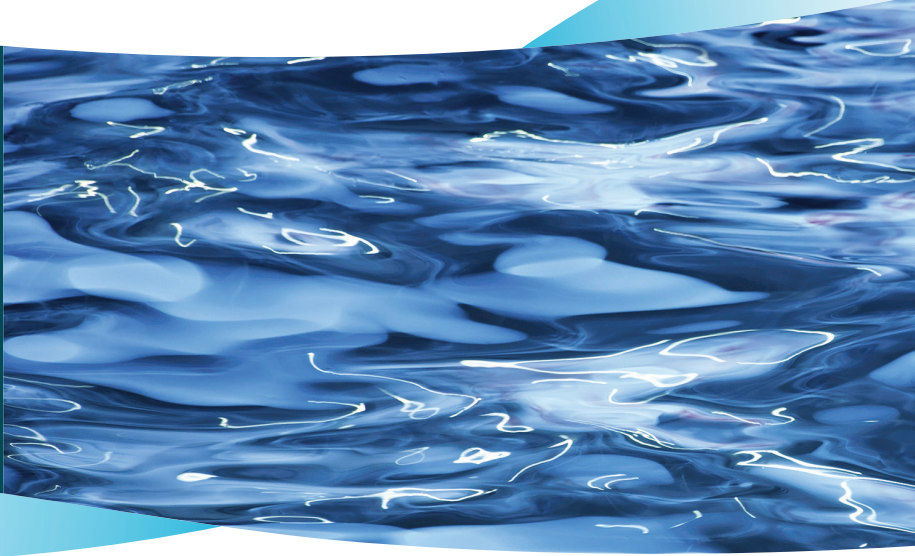




evoQUA
WATER TECHNOLOGIES



CODE OF ETHICS AND BUSINESS CONDUCT



Letter from our CEO, Ron Keating

Dear Employees and Colleagues:

At Evoqua, we understand our customers' needs and deliver solutions to improve their performance and our world. We leverage our portfolio of trusted brands, proven products, advanced technologies and the industry's most knowledgeable people to deliver cost-effective, reliable systems and services with unparalleled attention to customer satisfaction.

We also understand that integrity and doing what's right is critical to the success of Evoqua and it is through this core value that we navigate our daily business. We are committed to both conducting business in an ethical manner and ensuring our employees are safe. This commitment is underlined by this simple principle that guides our daily work: No profit is, or ever will be, worth compromising the safety of our employees or the integrity of our company.

On the following pages, you will find our Code of Ethics and Business Conduct ("The Code"). This Code is designed to guide us in our work activities, wherever we are located. It shows us how to conduct our business in an ethical and legal manner.

Please read this Code carefully and thoroughly.

The Code applies to all Evoqua Water Technologies employees, regardless of rank, seniority or location. I encourage you to discuss any questions or concerns you may have about this Code or any activity at Evoqua with your manager or the representatives listed in this document. You can also direct concerns to the Company's Compliance Helpline, available 24/7. We are all expected to report violations of the Code. Evoqua will not tolerate retaliation against you for reporting misconduct or concerns in good faith.

It is important that each of us knows and follows both the letter and spirit of the Code. By living our values and upholding the Code, you will help ensure that Evoqua is a reliable partner to our customers and will continue to achieve success the right way. I pledge to follow this Code and to conduct business in an honest and ethical manner, and I know you will do the same.



Ron C. Keating

September 2016

TABLE OF CONTENTS

SECTION 1: THE BASICS	7
A. OUR PURPOSE, VISION AND VALUES	7
B. WORKING WITH INTEGRITY	7
C. WHEN IN DOUBT, ASK	8
D. RETALIATION NOT TOLERATED	9
 SECTION 2: OUR RESPONSIBILITIES TO EACH OTHER	 11
A. SAFETY	11
B. DO WHAT'S RIGHT	13
C. YOUR EMPLOYMENT	15
D. YOUR PAY	16
E. PROTECTING COMPANY ASSETS	17
F. CONFIDENTIALITY	18
G. DATA PROTECTION AND SECURITY	20
 SECTION 3: RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS, AGENTS AND BUSINESS PARTNERS	 23
A. COMPETITION	23
B. SUPPLIER RELATIONS	25
C. PRODUCT SAFETY	26
D. CONFLICTS OF INTEREST	28
 SECTION 4: RESPONSIBILITIES TO OUR INVESTORS	 31
A. MAINTAINING FINANCIAL INTEGRITY	31
B. INSIDER TRADING	33
C. INTELLECTUAL PROPERTY	35

SECTION 5: RESPONSIBILITIES TO OUR COMMUNITIES..... 37

A. FOLLOWING THE LETTER OF THE LAW.....37

B. COMMUNICATING WITH THE PUBLIC 38

C. AVOIDING BRIBERY AND CORRUPTION 39

D. CHARITABLE CONTRIBUTIONS41

E. GOVERNMENT REQUESTS AND INQUIRIES..... 43

F. INTERNATIONAL TRADE..... 44

G. ENVIRONMENT AND TECHNICAL SAFETY 45

SECTION 6: FEEDBACK, REPORTING, MISCELLANEOUS..... 47

A. SEEKING GUIDANCE AND REPORTING ISSUES..... 47

B. MONITORING 49

C. CONCLUSION 50



SECTION 1: THE BASICS

A. OUR PURPOSE, VISION AND VALUES

Our Purpose, Vision and Values guide everything we do and reinforce our unwavering commitment to customer service. **Our Purpose is to transform water and enrich life. Our Vision is to be the world's first choice for water solutions. Our Values encompass Integrity, Customers and Performance.**

As good corporate citizens, conscientious co-workers and environmental stewards we make a commitment to the following:

We embody integrity. We do what's right each and every day.

- We work safely
- We are honest and keep our word
- We lead by example and are good corporate citizens
- We respect our employees, business partners and environment

We commit to serving our customers.

- We are responsive and reliable
- We provide high quality solutions
- We add value as a trusted partner

We deliver on our promises.

- We will be even better tomorrow than today
- We collaborate to win together
- We meet or exceed expectations

B. WORKING WITH INTEGRITY

At Evoqua, we live our values each day in our interactions with each other, our customers and our third party partners. Every time we perform a task in our daily work, it's another chance to do the right thing and make decisions in the best interests of the Company. At the end of the day, our business decisions are not just about profits; we impact people, communities and the environment. Working with this knowledge and making prudent decisions is what it means to work with integrity.

C. WHEN IN DOUBT, ASK

The idea is simple. If you are ever unsure of the right thing to do seek guidance first. When in doubt, ask before acting. Just because something may be legal, doesn't necessarily mean that it is ethical or even in the best interests of the Company.

Ask yourself the following questions:

- Is the action consistent with the Company's core values and mine?
- Is it the right thing for the Company?
- Is the action legal?
- Can I take pride in my actions when telling others?
- Is it something I'm willing to be held accountable for?

If you become aware of a non-compliant situation, you have a duty to report it.

To ask questions, report issues and to raise concerns you have the following options:

- Discuss the issues or concerns with your direct Manager.
- Contact your Human Resources representative.
- Utilize the Compliance Helpline. You can submit questions or concerns either via phone or the web. The Helpline is staffed by a third party and is available 24/7. Reports to the Helpline can be made anonymously, but maintaining anonymity may limit our ability to investigate.

Q: I have a policy question and don't know who to ask. Also, I think I'd rather ask my question anonymously. I don't want someone to think I'm not well versed in Company procedures. What should I do?

A: Call the Compliance Helpline or submit your question via the Helpline website. Your questions will be answered and you can stay anonymous if you choose.

D. RETALIATION NOT TOLERATED

You should feel free to report any suspected violation of this Code, any Company Policy or applicable law without fear of your employment being adversely affected. The Company strictly prohibits acts of retaliation against any person for reporting a possible violation in good faith. Good faith does not mean that you have to be right, but it does mean that you are providing all of the information you have and that you believe it to be true. Any employee who engages in retaliation may be subject to discipline up to and including termination.

If you believe you have been the subject of retaliation, contact Ethics & Compliance, the Compliance Helpline, Legal or any other reporting outlet mentioned in this Code. The Compliance Helpline is available 24/7 at <https://evoqua.ethicspoint.com>.

Q: I reported a potential non-compliance issue. I had, what I thought was accurate information. It turns out, I was mistaken. Will I get in trouble for my report?

A: No, you will not get in trouble for reporting something in good faith that you believe to be true. The Company does not tolerate retaliation. If you believe it to be true in good faith, then you are protected, even if what you believed to be true turns out to be false.



SECTION 2: OUR RESPONSIBILITIES TO EACH OTHER

A. SAFETY

Protecting the health and safety of employees in the workplace is a high priority for Evoqua. It is the responsibility of everyone to foster Evoqua's efforts to conduct its operations in a safe manner. Employees are expected to practice the best possible accident-prevention measures.

All employees, regardless of location or job duties, must constantly be attentive to work safety. You should never continue working if it is unsafe to do so or follow any instructions when they put your own or others' safety at risk. You also should not interfere or bypass any safety-related devices on machinery or equipment or internal control procedures.

Q: One of the machines I work with is showing some wear. I'll just wait until later in the week to report the issue because I need to ensure my work is completed timely. This is the right thing to do for the Company, correct?

A: No. Safety concerns should be immediately reported, especially if there is an imminent chance that someone could be injured. By delaying the report you place yourself and your co-workers at risk.

SAFE PERFORMANCE SELF ASSESSMENT

BEFORE BEGINNING ANY ACTIVITY/TASK/JOB:

ASSESS THE RISK:

- What can go wrong?
- What is the worst thing that could happen if something goes wrong?

ANALYZE HOW TO REDUCE THE RISK:

- Do I have all the necessary training and knowledge to do the job safely?
- Do I have all the proper Tools and Personal Protective Equipment?

ACT TO ENSURE SAFE OPERATIONS:

- Take all the necessary Actions to ensure the job is done safely!
- Follow written procedures and ask for assistance if needed.



DO NOT PROCEED UNLESS YOU FEEL EVERYTHING IS SAFE!

STOP WORK AUTHORITY

Every Employee and Contractor of Evoqua Water Technologies has the right, obligation, authority and responsibility to stop any unsafe work without repercussion.




Ron C. Keating
Chief Executive Officer


Matthew M. Soltis, CIH, CSP
Director Environmental, Health,
and Safety

IF YOU CONSIDER THE JOB UNSAFE, YOU MUST STOP AND SPEAK UP!

B. DO WHAT'S RIGHT

We all have a duty to fully read and understand this Code. Each one of us is responsible for doing the right thing, and protecting the integrity of our colleagues and the Company. We must avoid even the appearance of impropriety at all times. If something does not feel right, it probably isn't right. Ask before acting.

If you become aware of a situation that may violate this Code, applicable law, or any other Company policy, you have a duty to your colleagues and the Company to report it as soon as possible. Avenues for you to report your concerns are detailed in the "Feedback and Reporting" section of the Code.

Failure to comply with this Code or any other applicable law or policy may have severe consequences for you, your co-workers and the Company itself. Non-compliance can damage the Company's reputation and your reputation as well. In some cases, non-compliance may subject those involved to criminal prosecution and lawsuits.

The Company will enforce this Code and all other Company policies. Non-compliance may lead to disciplinary action up to and including termination. The Company may also report applicable instances of non-compliance to government authorities.

If you are a Manager with direct reports, you have additional responsibilities. The culture of integrity and compliance in an organization starts at the top. All managers must fulfill their duties of organization and supervision. All managers bear responsibility for all employees entrusted to them. You must lead by example for your direct reports and your co-workers.

As a Manager, it is also your responsibility to create an open working environment and to encourage your direct reports to come to you with questions and concerns. Prompt responses to questions and concerns are essential to fostering trust and positive working relationships. If you do not know the answer to a question, please refer to the "Feedback, Reporting, Miscellaneous" section of the Code.

Q: I manage one of the Company's production facilities. An employee left an anonymous safety concern about our facility on my desk. The concern isn't specific, but rather general in nature. Because I don't know who left the note, and information is general, I don't have enough to perform an investigation, correct?

A: At Evoqua, we take employee concerns seriously, especially when they are related to safety. You have a duty to investigate the concern to the extent possible. You also have a duty to engage appropriate personnel on the matter such as the Director of Environmental, Health and Safety.



C. YOUR EMPLOYMENT

We respect the personal dignity, privacy and personal rights of every individual. We work together with individuals of various ethnic backgrounds, cultures, religions, ages, disabilities, races, sexual orientation, marital status, veteran status, worldview and gender. Consistent with Evoqua's Purpose, Vision and Values and with the employment laws of numerous countries in which we work, we are committed to providing equal employment and promotional opportunities to qualified individuals, regardless of race, color, creed, religion, national origin, ancestry, sex, age, physical or mental disability, marital status, pregnancy, genetic information, sexual orientation, gender identity, veteran, marital or military status and any other category protected under federal, state, local or applicable national and international law. Employment, supplier and external partner decisions will not be made on these characteristics. Our workplaces and environment should be free from harassment. We will not tolerate any violent or intimidating behavior at work.

Need additional guidance or explanation? Review the EEO/AA Policy Statement, Harassment Free Workplace and the Standards of Conduct Policy.

D. YOUR PAY

The Company is committed to compensating you fairly for the hard work you perform. The Company will comply with all local, state, federal and international laws regarding employee pay and time. This includes our commitment to follow the rules related to matters such as employee breaks, off the clock work, overtime pay, minimum wage requirements, employment of minors and maximum work week requirements.

You are responsible for complying with all policies and procedures related to timekeeping, pay and wage and hour requirements. You share in the responsibility for ensuring that you receive any pay and other entitlements owed to you. If something does not appear correct in your pay, you are responsible for timely reporting any issues or concerns to any of the outlets mentioned in this Code.



I am a service technician and spend my days performing customer calls. One day, after I completed my scheduled shift for the day, my supervisor called me later that afternoon and asked me to check on one more customer. Later that week, I realized that I forgot to record my time for that additional customer visit. It only took me a few minutes to address the customer's issue. Is it OK if I just leave the extra time out of the timekeeping records?



You should be paid for all of the work that you do. If you find yourself in a situation where you have signed out for the day, but are still performing work, immediately inform your manager or supervisor to ensure you are paid for all of the work that you do for the Company.

E. PROTECTING COMPANY ASSETS

There are many devices and pieces of equipment in Evoqua Water Technologies offices and workshops, such as telephones, copying machines, computers, software, Internet/Intranet, machines and other tools, including e-mail and answering machine systems. Employees must not use Company property or information for personal gain.

In no case may information be retrieved or transmitted that furthers or incites racial hatred, glorification of violence or other criminal acts, or contains material which is sexually offensive within the respective culture.

Q: I did some spring cleaning at home and brought several large items to the office to throw away in the Company dumpster. The dumpster isn't locked, so utilizing it must be OK, correct?

A: No. Throwing trash in company dumpsters actually causes the Company additional expense as the trash hauling charges are calculated by weight. Company assets should not be used for personal gain.

F. CONFIDENTIALITY

Confidentiality must be maintained with regard to Evoqua Water Technologies' internal confidential or proprietary information that is not known to the public. Protecting this information has benefits for both employees and the Company as a whole. Non-public information from or concerning suppliers, customers, employees, agents, consultants and other third parties must also be protected in accordance with legal and contractual requirements.

Confidential or proprietary information may include, in particular:

- Details concerning a company's organization and equipment, prices, sales, profits, markets, customers and other matters of business
- Information on manufacturing or research and development
- Internal reporting figures.

The obligation to maintain confidentiality extends beyond the termination of the relevant relationship, since the disclosure of confidential information could cause harm to Evoqua's business, clients or customers no matter when it is disclosed.

We must all work to ensure the safety of our confidential information. To help maintain all confidential information in a secure manner employees should perform the following:

- Limit access to locations where such documents or records are stored
- Maintain Company records in accordance with the Company's Document Retention Policy
- Do not allow unauthorized individuals to have access to or to use the Company's facilities, offices or equipment

You must maintain the confidentiality of information entrusted to you by the Company. You have a duty to keep this information confidential even after your employment with the Company ends.

Q: A new employee brought some documents from his prior employer, a competitor of ours, with some pricing data on it. Is it okay to use that information to help us refine our own pricing assumptions?

A: No. Incoming employees typically have post-employment restrictions on the information they were given or exposed to at their past employer. We simply don't use another company's confidential pricing information to get ahead. We compete fairly.

G. DATA PROTECTION AND SECURITY

The interconnected world we live in is changing at an unprecedented rate. We hear daily news reports about data breaches and “hacktivists”. As Evoqua employees, we have an obligation to do our part to protect the company and be alert to the threats that may cross our working environment each day. These threats may come in the form of an email, a website, or even a phone call.

Access to the Company’s various intranet sites as well as the internet at large are all crucial to the effectiveness of each and every one of us, and for the success of the business as a whole. However, the advantages of electronic communication are tied to risks in terms of personal privacy protection and data security. Effective foresight with regard to these risks is an important component of information technology management, the leadership function and also the behavior of each individual.

Personal data may only be collected, processed, or used insofar as it is necessary for pre-determined, clear and legitimate purposes. In addition, personal data must be maintained in a secure manner and appropriate precautions should be taken when transmitting it. High standards must be ensured with regard to data quality and technical protection against unauthorized access. The use of the data must be transparent for those concerned and the rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking and deletion of information.

In some jurisdictions (such as the European Union) there are strict laws and regulations pertaining to the collection and use of personal data, including data on others, such as customers or business partners. All employees must abide by such laws, to the extent they are applicable, to protect the privacy of others.

Q: I received a phone call from someone that said they were the CEO; the caller wanted me to complete a wire payment. The caller had pertinent Company information and he sounded like our CEO. Should I complete the wire transfer?

A: No. Our CEO and CFO will never call or email another Company employee to complete a wire transfer. This was most likely a phishing attempt by a third party to defraud the Company of money or to gain access to confidential information. Always remember these helpful Do's and Don'ts.

DO'S:

- Be suspicious of every email/phone call. If sent from a known contact but seems unusual, verify via alternate means.
- Be especially suspicious of emails/phone calls coming from people that you do not recognize.
- Report suspicious emails to the Evoqua Email Abuse account.
- Be VERY suspicious of unusual phone calls requesting inside information or wire transfers. Note the caller could be attempting to impersonate an Evoqua officer.

DONT's:

- Don't click on links within emails from senders who you do not know. Instead type known links manually.
- Don't click on suspicious or strange links within emails even if the sender is someone who you do know.
- Don't open attachments from senders who you do not know.
- Don't provide your Passwords to external sources if requested via an internet link.
- Don't send mass emails out to multiple customers using the TO or CC fields. Use BCC instead.



SECTION 3: RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS, AGENTS AND BUSINESS PARTNERS

A. COMPETITION

We are committed to free and open competition in all markets. We all have a duty to deal fairly and honestly with our customers, suppliers, third parties and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of confidential or privileged information, falsification, misrepresentation of material facts or any other unfair dealing or practice.

Competition laws are complex and can be difficult to interpret, particularly because the rules can differ from country to country and from case to case. Always be mindful of where you are and who might be listening to a conversation. Trade association gatherings or other situations where competitors meet, such as trade shows, can be especially risky.

If you attend these meetings, you may want to discuss these matters with the Legal Department in advance. If a competitor brings up an off-limits topic of discussion, stop the conversation immediately and report the incident to the Legal Department.

Here are examples of the types of behavior that can lead to a violation of unfair competition laws. Employees may not:

- Communicate with competitors about prices, output, capacities, sales, bids, profits, profit margins, costs, methods of distribution or any other parameter that determines or influences the Company's competitive behavior with the aim to solicit parallel behavior from the competitor
- Enter into an agreement with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up customers, markets, territories or production programs
- Improperly influence the resale prices charged by our purchasers, or improperly attempt to make them restrict the export or import of goods supplied by Evoqua

Moreover, employees may not obtain competitive intelligence by using industrial espionage, bribery, theft or electronic eavesdropping, or communicate knowingly false information about a competitor or its products or services.

Penalties for competition violations are severe, including fines and imprisonment. If you are in doubt as to the application of any competition or anti-trust laws, you must contact Legal for guidance.

Compliance with competition laws is a serious matter and is expected of every employee, officer and director. Any violation of these laws may subject you and the Company to criminal and civil penalties.

Q: **We have a new a competitor in our strongest market. They are quoting extremely low prices to our clients. I want to send them an email to try and get them to stop offering these low prices. Can I do that?**

A: **No. You should never communicate with a competitor, verbally or in writing, about prices being charged in the marketplace. Even if you did not intend to collude on setting prices, any discussion of this type with a competitor could be construed negatively.**

B. SUPPLIER RELATIONS

All contracting and purchasing decisions must be based on quality, service and price. When deciding among competing vendors, weigh all of the facts impartially. Your decision must never reflect personal interests or biases. To ensure the Company receives the best materials at the best prices, it is your responsibility to read, understand and abide by the Company's procurement policies.

We expect our suppliers to be people of integrity who supply quality goods and services in a timely manner and at competitive prices.

We will respect and safeguard the proprietary information and trade secrets of our suppliers.

Q: My brother owns a local paper supply business, and he wants a chance to serve as one of our vendors. He wants me to help him get his foot in the door. What can I do to help?

A: To begin with, it is very important that you disclose any connections that you might have in your brother's business. Are you an investor or partner? Will you personally benefit if your brother is selected as a supplier? After full and complete disclosure of any potential conflicts of interest to the Ethics & Compliance Department, you should put your brother in contact with the Procurement Department to determine whether he is qualified to serve as a vendor and to go through our normal vetting process.



C. PRODUCT SAFETY

The Company places a high priority on safety, both the safety of our employees and the safety of the products that we create for our customers. Product safety is at the forefront of each stage of the product lifecycle. The Company also strives to ensure the highest level of safety for employees and customers during product installation.

To ensure that our products and systems are used properly, and to prevent possible accidents, we will provide easy to understand verbal and written instructions to explain proper, safe use of the product.

If we receive information regarding the safety of our products or systems, we will investigate promptly to identify the cause. If we conclude that there may be a safety problem, we will cooperate fully and transparently with public authorities, taking prompt action where necessary to remove the issue and prevent reoccurrence.

Q ■ ■ As a Field Service Technician, I spend a lot of my time working directly with customers. Recently, a customer raised a concern regarding their water treatment installation. After listening to the customer, I don't think the situation is an issue given my experience with the product. I provided the customer my feedback and moved on to other projects. Did I handle the situation appropriately?

A: In these types of situations it's always best to pass along customer concerns to your direct manager. Your manager can serve as another "set of eyes" for the situation to ensure that the issue doesn't pose a safety risk for the customer or our employees servicing the product. If you become directly aware of a product safety risk, you have a duty to escalate the information to your direct manager or any reporting outlet mentioned in this Code.

D. CONFLICTS OF INTEREST

We have an obligation to each other, our investors and suppliers to make decisions based solely on sound judgment. Conflicts of interest arise when an employee's personal interests are not aligned with the Company's interests.

We should avoid any actions or relationships that create, or even appear to create a conflict of interest. You should not allow the prospect of direct or indirect personal gain to influence or appear to influence your business decisions or actions.

In dealing with our customers, suppliers or competitors, you must not engage in activities that may make it difficult to perform your work objectively and effectively or make it appear that you cannot act with complete objectivity concerning the best interests of the Company.

Employees may not operate or assist a company that competes with Evoqua Water Technologies or engage in any competing activities. Keep in mind that you also need to disclose if a member of your immediate family is employed by a supplier or competitor of the Company or if a member of your family proposes to engage or engages in any activity that would be a conflict if you were to engage in that same activity.

Employees may not engage in work outside of their normal job duties that competes with Evoqua Water Technologies. Before employees engage in potentially competing work for remuneration they must notify Evoqua and seek written permission.

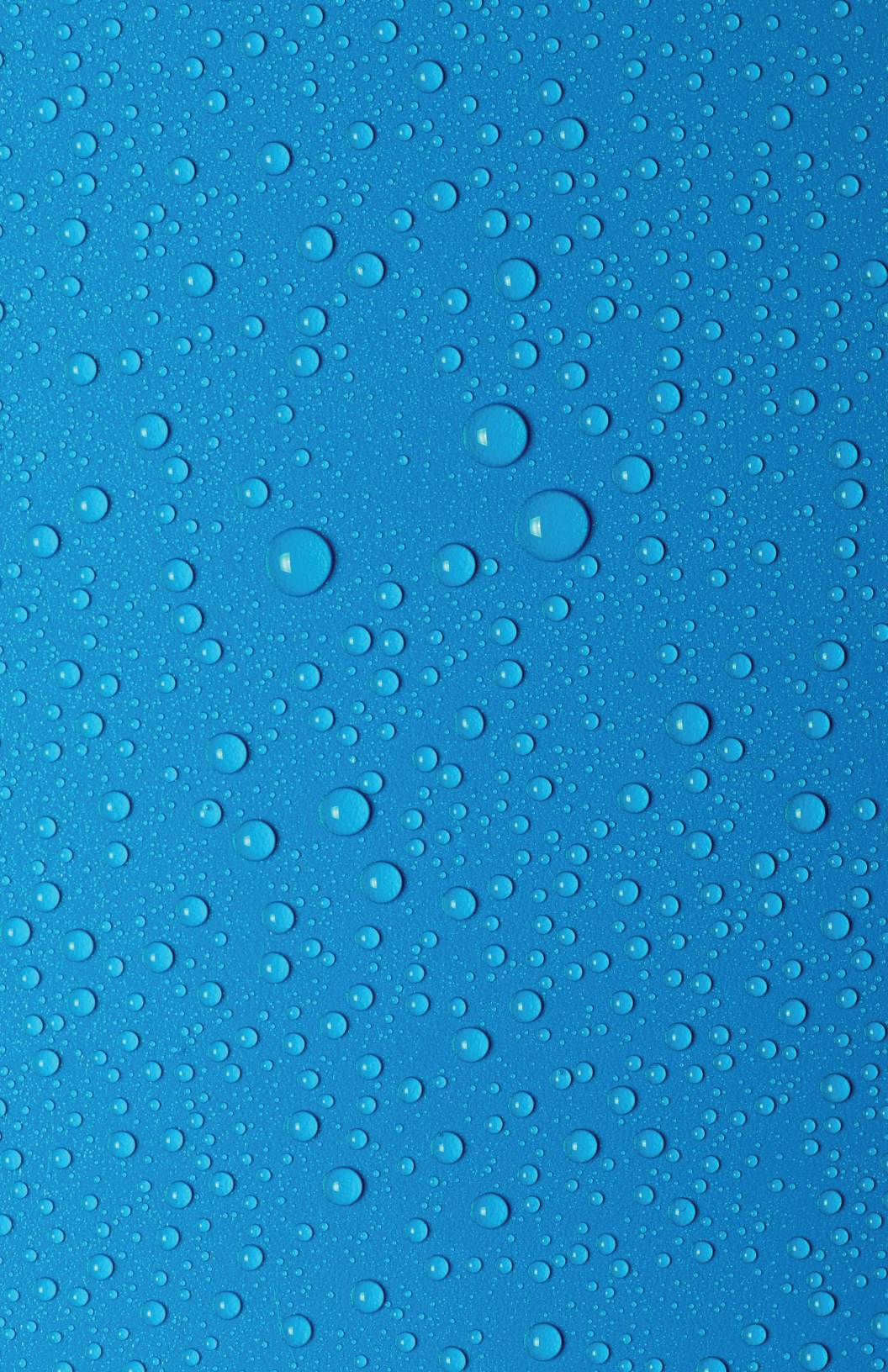
Employees who directly or indirectly hold or acquire a stake in a competitor company must disclose this fact if this stake gives them the opportunity to exert influence on the management of that company. It can be assumed, as a general rule that the possibility of exerting influence on the management exists when a stake exceeds 5% of a competitor company's total capital.

Employees who directly or indirectly hold or acquire an interest in an Evoqua business partner or a company in which Evoqua Water Technologies has ownership shares also have to disclose this fact to Ethics & Compliance or Legal. For shares in listed companies, this applies only if the interest exceeds 5% of total equity.

If you are engaged or wish to be engaged in activities that would create a conflict of interest or give the appearance of a conflict of interest, you are required to report those activities to the Ethics & Compliance Department.

Q ■ ■ What are some examples of potential Conflicts of Interest that I should report to Ethics & Compliance?

A ■ ■ Employee performs research and development work “on-the-side”, family member works for a Business Partner (Sales Representative or Distributor) that the Company is either working with currently or is looking to engage; employee owns a side business that manufactures water filtration devices; family member works for one of the Company’s material suppliers.



SECTION 4: RESPONSIBILITIES TO OUR INVESTORS

A. MAINTAINING FINANCIAL INTEGRITY

Open and effective communication requires accurate and truthful reporting. This applies equally to relationships with investors, employees, customers and business partners, as well as with the public and all governmental offices.

We must ensure that all financial records we create and submit, including time cards, expense reports, project cost estimates, purchase orders, invoices, payroll records and inventory records are complete, accurate, timely and free from misleading statements.

All transactions affecting the Company, directly or indirectly, must be recorded properly, accurately and timely and be documented in the Company's books and records in accordance with the Company's policies and procedures, U.S. Generally Accepted Accounting Principles and the rules and regulations of the federal and state securities laws.

Misrepresentation of any nature may lead to civil or criminal liability for you and the Company. Misrepresentations may take the form of omissions and inaccuracies, as well as organizing information in a way that is intended to mislead or misinform the recipient.

We must never authorize or condone the use of any "off-book" accounting, side letters containing terms that are inconsistent with a contract, unrecorded bank accounts, "slush funds," or any other device that could be utilized to distort records or reports of the Company's true operating results and financial condition.

If you observe or suspect any such activity, you must report it to the Compliance Helpline, the Ethics & Compliance Department or any other reporting outlet mentioned in this Code. You should feel free to report any suspected violation of this Code or other law or policy without fear of your employment being adversely affected. The Company strictly prohibits acts of retaliation against any person for reporting a possible violation in good faith.

Q: Our client wants me to write a letter saying that our project is about 50% complete and he wants the letter by the end of the week for some reason. We are only about 25% complete right now. Can I get into trouble for sending a letter like this?

A: Yes. It sounds like the client wants the letter to use as justification for an accounting entry. You (and the Company) could be accused of aiding and abetting if the client is attempting to manipulate its financial statements. You should never make a misrepresentation to anyone, even a client, about completion estimates.

Q: I am working with a distributor to complete a sales order. The distributor has verbally committed that they will purchase 500 units for resale six months from now. I'd like to process this booking now but don't have a signed contract or purchase order yet. Can I take credit for this booking?

A: Bookings drive sales forecasting and inventory planning. Although the distributor has verbally committed to the purchase, we must wait for the signed purchase order or contract before recognizing the booking.



B. INSIDER TRADING

As an employee of the Company, you are privy to certain types of confidential information. You are entrusted with this information and as such need to take great care in protecting it. Disclosing confidential information whether the information is about the Company, a customer, a supplier or even a potential acquisition target can have severe consequences.

Insider trading occurs when someone buys or sells a company's stock while in possession of inside information. Inside information is any specific information which is not public knowledge relating to Evoqua, any other publicly traded company, or other issuers of securities, which, if it became publicly known, would likely cause an investor to buy or sell securities. Employees have a responsibility to make sure that insider-relevant information is secured or kept under lock and key so that unauthorized persons cannot gain access to it.

It is illegal, and against our policy for you to trade stock while you possess related material, non-public information about the Company, a customer, a supplier or any other publicly traded company. You also cannot pass along material, non-public information to anyone else (including members of your household) who might use it to make a trading decision. Even if you do not disclose the specific reason when you pass along a tip to buy or sell, it is still a violation of the law and our policy.

Q: I received information that one of the Company's customers may be purchased by a large Fortune 500 corporation. This transaction will most likely increase the value of the customer's stock. I plan on purchasing shares of the customer's stock. I'm not responsible for this customer relationship, so the transaction should be OK, correct?

A: No, transacting in the customer's securities with material, non-public knowledge violates our policy. This could also have severe legal consequences for you, including criminal prosecution. When in doubt ask before acting. Legal and Ethics & Compliance are always available for questions on these types of matters.

C. INTELLECTUAL PROPERTY

The Company has a very large intellectual property portfolio. Protecting the Company's intellectual property is key to preserving the Company's competitive edge, technical knowledge and skills as well as prototype ideas. Every one of us has a duty to protect the Company's intellectual property from infringement. We all also have a duty to ensure we are not infringing on the intellectual property of others as we work to create new products and techniques.

Intellectual property is often considered confidential information. As such it is governed by the Confidentiality section of this Code.

Any invention, discovery, improvement, trade secret and other technological development made by an employee of Evoqua during his or her employment using Company resources, on Company time, or related to the business remains the property of the Company.



While I was developing a product for a customer, I came up with a method to make the product more efficient and effective. This product change will most likely be beneficial to users of the product, not just this specific customer. Who should I disclose this improvement idea to?



You should follow the process for submitting an invention disclosure form.



SECTION 5: RESPONSIBILITIES TO OUR COMMUNITIES

A. FOLLOWING THE LETTER OF THE LAW

All employees must obey the laws and regulations of the legal systems within which they are operating in addition to applicable Evoqua policies. Violations of the law must be avoided under all circumstances. Due to the Company's vast international reach, we may find that local law conflicts with this Code at times. If you encounter this, remember these general guidelines:

- if compliance with the Code would violate local law, follow the local law
- if a local business practice (not a law) conflicts with the Code, consult with your manager or any other outlet described in this Code

Company policies may require you to refrain from actions that would be legal under local law.

Violations of this Code, any other Company policy or any applicable law may result in corrective action up to and including termination of employment.

Q: **It is an international local business practice to pay for sightseeing tours for customers after a product presentation. Does this practice violate the Code?**

A: **Maybe. You must thoroughly read the Code and related policies, including the Company's Anti-Corruption Policy which covers gifts and entertainment. When in doubt, ask before acting and contact Ethics & Compliance or Legal.**

B. COMMUNICATING WITH THE PUBLIC

The Company is committed to providing fair disclosure of information about the Company and complying with the legal and regulatory requirements related to the disclosure of material Company information. It is the Company's policy to maintain an active and open public dialogue with its shareholders and potential investors.

In general, only the Company's spokespersons are authorized to speak with the investment community and the media.

Other than the Company's spokesperson, no employee, director or officer should discuss material non-public information outside of the Company. Employees, officers and directors should still communicate with customers, suppliers and other business partners during the normal course of business. If you believe you may need to disclose material, non-public or sensitive information you should contact the Legal department to determine if a non-disclosure agreement is needed.

All requests for information from securities analysts, stockholders, media or the general public should be referred to one of the official Company spokespersons. Without the express approval of the CEO or one of the designated company spokespersons, you are not authorized to speak on behalf of the Company or to respond to specific inquiries from the investment community or the media.



I received a phone call from an industry investment analyst. The caller wanted me to provide a few statements on a recent acquisition. Can I provide the information requested?



Only authorized Company spokespersons should provide information to the media and the investment community. If you receive such a request, refer the caller to a member of the Communications team.

C. AVOIDING BRIBERY AND CORRUPTION

The Company strictly prohibits bribery in any form and at any amount or value. Bribery puts you and the Company at legal risk and causes reputational damage to all parties involved.

Bribery, dishonesty and fraud can take many forms and violate the anti-corruption laws of the United States and other countries. These activities include bribing other companies' officers, directors, or employees, bribing government officials, theft of Company assets, forgery or alteration of Company documents, embezzlement, kickbacks or other fraudulent conduct. All of these or similar activities that might harm the Company or its reputation are strictly prohibited.

Any employee, officer or director found to be directly or indirectly offering, promising, granting or authorizing the giving of money or anything else of value to influence official action or obtain an improper advantage will be terminated and subject to possible criminal prosecution.

Any offer, promise, grant or gift must comply with applicable laws and Evoqua policies, and must not raise an appearance of bad faith or unsuitableness. This means that no such offer, promise, grant or gift may be made if it could reasonably be understood as an effort to improperly influence a government official or as a bribe to a commercial counterparty to grant Evoqua a business advantage.

We fully support any employee, officer, director or third party acting on the Company's behalf who declines an opportunity or advantage in a business transaction if engaging or participating in the transaction would place the Company at legal or reputational risk. If you are in any doubt as to whether a transaction is proper, you must seek guidance from Ethics & Compliance or Legal.

If you are approached or solicited by anyone to engage in bribery or any other improper business transaction or you are aware that another employee, officer, director or third party acting on the Company's behalf has been approached in a similar manner, you must report the situation to Ethics & Compliance, the Legal Department or the Compliance Helpline. You should feel free to report any suspected violation of this Code or any other applicable law or policy without fear of your employment being adversely affected. The Company does not tolerate retaliation.

Q: I need to obtain a permit for a special product installation at a customer's site in Mexico. Our contacts in Mexico have instructed me to pay a small fee to the permitting agency to obtain the required documents at a faster pace. Am I able to make such a payment?

A: No. Payments such as these can be considered "facilitation payments." Facilitation payments are not permitted as defined in the Company's Anti-Corruption Policy, even if allowable under local law. If you ever have any questions as to whether a payment is allowable or valid, contact the Ethics & Compliance or Legal departments prior to making any such payment.



D. CHARITABLE CONTRIBUTIONS

The Company's donation strategy is to align our charitable giving activities with our core competencies and operating environment to achieve the greatest possible benefit, both for society and for the Company.

Our strategy addresses the challenges, both global and local, facing the communities in which we operate. By concentrating on appropriate projects, Evoqua can better achieve broader goals, such as building acceptance and credibility.

We can also create benefits for societies and the Company, like a more stable future market environment, or a supply of career starters with the right skills, or motivation for existing employees. Our donation strategy should enable us to act and be perceived as a good corporate citizen.

At the same time we want make a significant contribution toward sustainability by supporting stable market conditions, promoting society's acceptance of us, and boosting demand in societies that benefit from our citizenship initiatives.

Through this program, Evoqua supports groups and organizations that operate in the following community sectors: education, science, social and humanitarian.

Evoqua encourages charitable giving that enlists the support and giving of employees. Evoqua also encourages donation efforts that support our corporate objective of helping to meet the needs for safe, clean water through initiatives that focus on water resources, water quality and water safety.

The Company encourages us to support our communities by participating and supporting political activities that interest us. Because this participation should reflect our own personal viewpoints and interests, it must be on our own time and at our own expense.

Evoqua Water Technologies does not make and does not reimburse employees for making political contributions (donations to politicians, political parties or political organizations).

Q: Employees at my location are participating as a group for a local “walk for clean water” fundraiser. The fundraiser encourages Company matching contributions. How can I ask the Company for a matching contribution?

A: There is a simple form, located on the Company’s intranet site that you can complete. The form must be approved by leadership and Ethics & Compliance. Also, you must ensure that there are funds available in the applicable budget to cover the donation.

E. GOVERNMENT REQUESTS AND INQUIRIES

Our daily business activities include many processes and procedures that are subject to regular inspection and/or audit by government agencies that regulate our business. Inspectors and auditors from local, state, federal and international agencies can visit any of our locations at any time. Inspections and audits can include looking at files and documents, reviewing equipment or entire facilities and submitting requests for additional information.

We must be respectful to these visitors and provide them with what they need to perform their duties while following our internal procedures for such visits.

When we have these types of visitors we must ensure that we verify credentials and notify the appropriate internal departments in accordance with the Search Warrant Protocol.



A government inspector just arrived at my location. They are asking to view records as part of a routine inspection. Can I provide the records? Who should I notify of the visit?



You should follow the Company's Search Warrant Protocol. When such a visit occurs, you should notify your direct manager and any other applicable parties as defined in the Protocol.

F. INTERNATIONAL TRADE

We have a duty to comply with all applicable export controls and customs laws and regulations in the countries where we do business. Export controls generally apply to the transfer of goods, services, hardware, software or technology across certain national borders, including by email. Export control laws may be triggered in connection with direct or indirect exports to or imports from sanctioned countries or parties, who, for example, may be designated based on national security grounds or because of participation in criminal activity. Violations of these laws and regulations may lead to serious penalties, including fines and supply chain interruption.

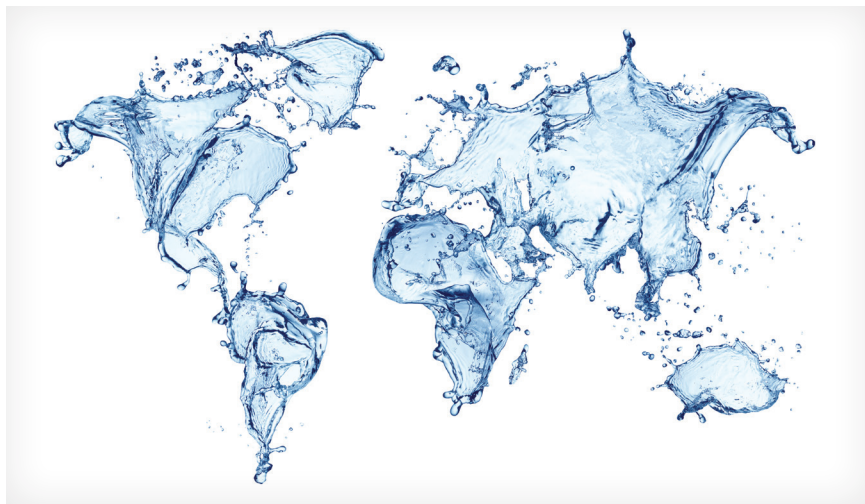
Employees involved in the import and export of goods, services, hardware, software or technology as described above must follow applicable economic sanctions, export control and import laws and regulations and any related policies and procedures established by the business in which they work.



Customers from China are visiting our Colorado Springs production facility. The customers are very interested in viewing our Electrocatalytic product line and production methodologies. Can I provide our guests with a tour of the entire facility, including the secure area?



No. The secure area in our Colorado Springs facility is segregated and contained to ensure compliance with applicable trade compliance regulations. Unauthorized access to these facilities, even for something as benign as a tour would violate quite a few rules and regulations.



G. ENVIRONMENT AND TECHNICAL SAFETY

Protecting the environment and conserving natural resources are high priorities for our Company. Through management leadership and employee commitment, Evoqua Water Technologies strives to conduct its operations in a manner that is safe for the environment and continually improves environmental performance. A worldwide environmental management system has been implemented by Evoqua to ensure observation of the law and sets high standards for this purpose. Beginning at the product development stage, environmentally compatible design, technical safety and health protection are fixed as targets. All employees must contribute to these goals through their own behavior.



SECTION 6: FEEDBACK, REPORTING, MISCELLANEOUS

A. SEEKING GUIDANCE AND REPORTING ISSUES

If you become aware of a violation or a potential violation of this Code, you have a duty to report it. To ask questions, report issues, and to raise concerns you have the following contact points:

- Your direct Manager is almost always the best person with whom you can discuss issues or concerns.
- Your Human Resources representative.
- The Compliance Helpline. You can submit questions or concerns either via phone or the web. The Helpline is staffed by a third party and is available 24/7 at <https://evoqua.ethicspoint.com>. Reports to the Helpline can be made anonymously, but maintaining anonymity may limit our ability to investigate. We pledge to investigate and react to every report.



How does the Compliance Helpline work? Who answers the calls?



WHAT TO EXPECT WHEN YOU CALL THE COMPLIANCE HELPLINE

1. The issue is reported via phone or the web.
2. Your report is answered (via phone) by a representative of our external helpline provider (not an Evoqua employee) who specializes in helpline calls.
3. The representative asks for details about your question or issue to ensure all of the relevant information is gathered. Except where not permitted by local law, you have the choice to remain anonymous if you choose. You can also choose to decline to provide answers to any question.
4. The report is saved in the third party system outside of Evoqua. Once complete, an email notification that a new report is available for review is sent to Ethics & Compliance and HR.
5. Ethics & Compliance and HR review the report and assign it to someone in HR, Legal or Ethics & Compliance to investigate.
6. Once investigated, if the report is substantiated, corrective action is executed. A response is posted back to the caller in the third party system.

The Company responds to each report and conducts investigations in a manner that is accurate and fair. Know that deciding to remain anonymous may limit our ability to investigate. You are expected to cooperate in investigations. **All employees should feel free to come forward with concerns and participate in investigations without fear of retaliation.**



B. MONITORING

The management of Evoqua Water Technologies throughout the world shall actively foster the widespread distribution of the Code and see to it that it is implemented.

Compliance with the law and observance of the Code shall be monitored worldwide in all Evoqua companies on a regular basis. This shall be done in accordance with applicable national procedures and legal provisions.

If an employee has discovered a case of possible misconduct, they have a duty to report it through any of the outlets mentioned in this Code.



C. CONCLUSION

The Company's Code applies to all employees, officers and directors of the Company at all locations. This Code also applies to contractors working as integral parts of teams within Company locations. This Code is not intended to be an exhaustive list of all applicable laws that apply to our business. Nor is it intended to list out all ethical dilemmas you might face while conducting your daily work. The Code is meant to promote ethical behavior, emphasize key laws and policies applicable to our business and to encourage everyone to ask questions and seek guidance when in doubt.

Waivers of this Code may only be made by the Executive Leadership Team and will be promptly disclosed to the Board of Directors or a Board Committee.

Use of this Code is intended for business purposes only. The Code is not intended to describe legal relationships and does not constitute a contract of employment.

**TO REPORT CONCERNS OR ASK QUESTIONS
GO TO <https://evoqua.ethicspoint.com>**



SPEAK UP!

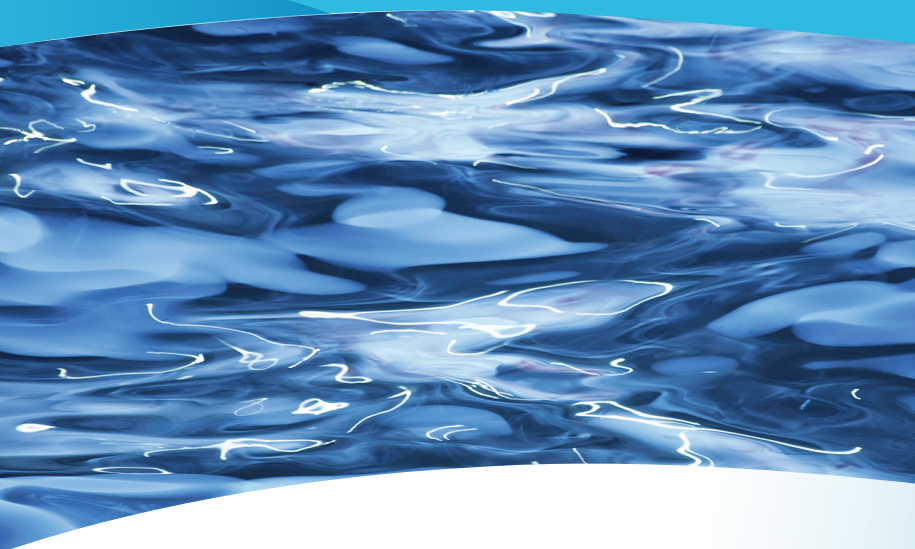
COMPLIANCE HELPLINE

**EVOQUA IS COMMITTED TO CONDUCTING
BUSINESS WITH INTEGRITY AND IN
COMPLIANCE WITH THE LAW.**

The Compliance Helpline is staffed by a third party
and is available 24/7. Reports to the Helpline and
submissions via the internet may be made anonymously.



**ZERO TOLERANCE FOR RETALIATION:
EVOQUA HAS ZERO TOLERANCE FOR RETALIATION
AND STRICTLY FORBIDS RETALIATION AGAINST ANY
PERSON WHO REPORTS A CONCERN IN GOOD FAITH.**



evoqua
WATER TECHNOLOGIES

181 Thorn Hill Road, Warrendale, PA 15086

+1 (866) 926-8420 (toll-free)

+1 (978) 614-7233 (toll)

www.evoqua.com

All information presented herein is believed reliable and in accordance with accepted engineering practices. Evoqua makes no warranties as to the completeness of this information. Users are responsible for evaluating individual product suitability for specific applications. Evoqua assumes no liability whatsoever for any special, indirect or consequential damages arising from the sale, resale or misuse of its products.

© 2016 Evoqua Water Technologies LLC

Subject to change without notice