

AAVID THERMALLOY, LLC

**CODE OF ETHICS
AND
STANDARDS OF BUSINESS CONDUCT**

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Aavid Thermalloy, LLC

Good Citizens

To: The People of Aavid Thermalloy, LLC

I consider it important, that we always take the time as members of the Aavid group to think about how we will conduct ourselves in our dealings with each other and the outside world—and we truly deal with most of the world.

We and others, should view us as a GOOD CITIZENS at every level of our working and personal lives. To achieve that, we must:

1. Respect others all the time.
2. Deal honestly with those both within and outside of the Company.
3. Obey the laws of all countries where we operate.
4. Expect the best from our fellow workers.
5. Be willing to report improper conduct not only to provide a positive working environment, but also to protect the Company's and our own futures.

If this all sounds like what your mother or first grade teacher told you—it is. Being a Good Citizen means doing the right thing all the time. We must expect that from each other and from the people we deal with.

Attached to this letter are further rules and guidelines on being Good Citizens. Take the time to read and implement them. We could not cover everything, so feel free to speak up with suggestions and questions. I look forward to speaking with all of you about this whenever we get together. Let us all be Good Citizens.

Sincerely,

Bart Patel
Chief Executive Officer

I. CODE OF ETHICS

Aavid Thermalloy, LLC. is committed to the highest standards of ethical business conduct. These standards reflect our core values. We believe that adherence to these standards ensures our long-term success, even though we may decide to forgo some perceived near-term business opportunities.

Regardless of their positions with the company or their locations, we expect the business behavior of all employees to conform to these statements:

- We provide quality products and services, delivered on time and at competitive prices
- We are sensitive to all forms of conflict of interest
- Our business practices are in accordance with our standards and we hold our outside consultants and representatives to the same high standards
- We are especially careful when engaged in sensitive areas such as competitive intelligence gathering, lobbying or political activities
- We handle company assets prudently
- Our communications and records are accurate, complete and timely
- In international dealings, we are always aware of the differing cultures and business practices that will likely be encountered
- We ensure that all company operations and products are safe and environmentally sound
- We communicate with competitors only under appropriate circumstances and in strict accordance with the law

Our Code of Ethics can also be expressed in these commitments to the stakeholders we serve:

Our Customers

Unless we consistently fulfill our customers' needs, we cannot serve any of our other stakeholders. Thus, we are committed to providing high quality products and services at competitive prices. We constantly strive for technical excellence. We are forthright and honest in our communications and transactions with customers.

Our Shareholders

AAVID THERMALLOY, LLC

We are committed to providing a superior return to our shareholders. We are also committed to protecting and improving the value of their investment through the prudent utilization of corporate resources and by observing the highest standards of legal and ethical conduct in all our business dealings.

Our Employees

Our employees are the Company's most precious resource. As such, we are committed to treating one another fairly and to providing a challenging work environment. We respect each other's privacy and treat each other with dignity and respect regardless of age, race, color, gender, sexual preference, religion, or nationality. We are committed to providing safe and healthy working conditions and an atmosphere of open communication.

Our Suppliers

We deal openly and honestly with our suppliers. We encourage competition and, at the same time, value long term relationships with our suppliers.

Our Communities

Aavid Thermalloy, LLC is a good corporate citizen and we encourage all of our people to be good citizens. We respect the environment and natural resources.

By its nature, a Code of Ethics is a brief list of principles and values we believe are very important. If more clarification or guidance is needed, we urge employees to consult with management or other listed Company sources of assistance.

II. STANDARDS OF BUSINESS CONDUCT FOR AAVID THERMALLOY, LLC CORPORATE OFFICE EMPLOYEES

A. WORK ENVIRONMENT

Aavid Thermalloy, LLC is an equal opportunity and affirmative action employer. The Company is committed to maintaining a work environment free from discrimination, harassment, and illegal drugs. The Company makes reasonable accommodations and access to facilities for disabled employees.

The climate in which employees work must be free from discrimination based on race, color, religion, gender, age, national origin, disability, veteran status, sexual preference, or other factors unrelated to the Company's legitimate business needs. The Company will not tolerate sexual advances, actions, comments, or other conduct that creates a hostile work environment. Use of religious or ethnic slurs, jokes or other demeaning conduct which would be considered offensive by a reasonable person will not be permitted. The possession, use or distribution of non- medically approved drugs, the possession or use of alcohol (other than at sanctioned Company social events), and the possession of weapons are strictly prohibited on Company premises.

Aavid Thermalloy, LLC respects its employees' privacy and dignity. It is Company policy to acquire and retain only employee personal information that is required for effective operation of the Company or that is required by law in the jurisdictions in which we operate. Access to such information will be restricted internally to those with a legitimate need to know.

B. BUSINESS PRACTICES

Employees must exercise high standards of conduct in their dealings with other employees and with the Company, its customers, suppliers, government agencies and the communities in which we operate. Employees must always strive to keep their conduct in strict compliance with both the letter and the spirit of all applicable laws, regulations and Company policies. The following examples illustrate the application of the Company's business practices in various situations that might confront an employee:

i. Bribery and Kickbacks

Employees may not give anything of value, directly or indirectly, to any customer or potential customer, supplier and potential supplier as an inducement to obtain business or favorable treatment or, in the case of public officials, as an inducement to have a law or regulation enacted, defeated or violated or for the award of business or a contract. Similarly, employees may not accept anything of value in return for favorable treatment from customers, suppliers or potential suppliers, either for themselves or others. All contacts and dealings with customers and suppliers shall be conducted so as to avoid even the appearance of impropriety or violation of any applicable law or regulation, or these Standards of Business Conduct.

ii. Meals, Gifts and Entertainment

By receiving or providing meals, gifts or entertainment, an employee may create the impression that he or she favors a supplier or customer for reasons of personal advantage rather than because of price, quality, or service. An employee who is directly involved in acquiring or providing products or services from or to an outside source must use special care to avoid the existence — or even the appearance — of impropriety.

In general, the Company allows the receipt or provision of business meals, gifts and entertainment, although some departments may have stricter guidelines. Each employee is expected to use good judgment and to accept or provide meals, gifts or entertainment only if the following guidelines apply:

- In the case of business meals, their value must be appropriate to the business purpose served by having the Company employee participate and appropriate to the location in which they are provided; or
- In the case of a gift, it must be of sufficiently limited value (usually less than \$100) and in a form such that it will not be construed as a bribe or payoff (money in any form is never accepted or provided); or
- In the case of entertainment (e.g. attending a sports event or a theater performance), its value must be appropriate to the business purpose served by having a Company employee involved in the event; and
- Accepting or providing the meal, gift or entertainment is consistent with business and community ethical norms and practices; and

- Disclosure of the meal, gift or entertainment to fellow employees or others would not embarrass the employee involved or the Company.

If an employee believes an exception to the above guidelines is justified by business circumstances, he or she must obtain the approval of the Company's chief financial officer, legal counsel, or President.

Meals, gifts and entertainment must never be offered to a customer's or supplier's employee whose own rules prohibit accepting them.

iii. Expense Reports

Expense reports must be completed accurately and on time. Expenses must be properly documented and only those that are reasonable and necessary to our business are reimbursed. Those expenses considered unallowable for charges against government contracts must be identified and segregated. Personal expenses must not be submitted to the Company for reimbursement. Expense reports must be consistent with business unit reimbursable expense policies. Business trips must be approved by employee's manager prior to travel.

iv. Certifications And Disclosures

Employees are routinely required to certify that, to the best of their knowledge and belief, the Company or they are in compliance with the law or other requirements. Some common certifications include: certifications of environmental, safety, and health matters; certifications to the federal government that cost or pricing data have been properly disclosed, or that proposals contain no unallowable costs; certifications that applicable testing requirements have been met; and certifications of product quality required by customers or regulatory agencies.

Employees must be aware of the requirements applicable to their jobs and be sure that all certifications are prepared accurately and completely.

v. Employee Time Sheets

Employee time sheets must be filled out completely and accurately. No employee shall mischarge or authorize or condone the mischarging of time.

vi. Consultants and Representatives

When it is necessary to engage the services of an individual or a firm to consult for or otherwise represent the Company, special consideration must be given to avoiding conflicts of interest between the Company and the person or

firm to be employed. Consultants and representatives of the Company must act on the Company's behalf in a manner that is consistent with these Standards of Conduct, Company policies and applicable laws or regulations.

vii. International Transactions

Although we may not always be subject to the Foreign Corrupt Practices Act (FCPA"), we intend to comply with its terms. Accordingly, employees involved with international transactions must be aware of the FCPA. This law imposes severe civil and criminal penalties on individuals and companies that give, or offer to give, directly or indirectly, anything of value to any foreign official for the purposes of obtaining or retaining business. Relationships with and payments to foreign representatives hired to act on behalf of the Company must be carefully controlled and monitored to be certain their activities comply with applicable U.S. and foreign laws.

Many boycotts of foreign governments are illegal and subject to civil and criminal penalties. No employee should ever participate in a foreign boycott without prior review by the Legal Department.

Federal export laws are complex and some of the Company's products (including technical data) require special licenses before such products or data may be legally exported or otherwise taken out of the country (including on business travel). Licensing requirements depend, in part, on the type of product or data to be exported, the customers and the countries of destination, and the ultimate distribution of the products or data.

viii. Competitive Intelligence

To be successful a business must understand its competitors. In collecting data about its competitors, the Company utilizes all legitimate sources, but avoids any actions that are illegal, unethical or could cause embarrassment or liability to the Company. The Federal Economic Espionage Act of 1996, for example, imposes criminal penalties on individuals and corporations that steal or attempt to steal trade secrets or knowingly receive or possess stolen trade secrets. In general terms, a trade secret is confidential information that a company has sought to protect, because it provides a business advantage over those who do not know or use it. If a Company employee or representative receives or is offered questionable information, do not use or distribute the information until it has been reviewed by the Legal Department.

ix. Political Contributions

Employees are encouraged to participate in the political process as individuals and on their own time; however, the Company is severely limited as to the contributions it can make to political parties or candidates. No Company funds, facilities or assets may be contributed, loaned or used directly or indirectly

to support or oppose any political party or candidate without the prior approval of the Legal Department. "Contributions" include endorsements of candidates, services and in-kind donations.

x. Lobbying

Employees whose work requires any attempt to influence legislation through communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must report such activity to the Company's General Counsel. All lobbying of the federal government must be coordinated with the General Counsel. Reportable activity includes meetings with federal or state legislators or members of their staffs or with senior executive branch officials. Preparation, research, and other background activities that are done in support of a lobbying communication are also reportable even if the communication ultimately is not made.

xi. Competitive Practices/Antitrust Laws

The Company operates in highly competitive markets. As a result, the antitrust laws are an important fact of everyday business life. The antitrust laws are complex and must be strictly followed. Routine business decisions involving prices, terms and conditions of sale, dealings with suppliers and customers, and many other matters, present sensitive situations under antitrust laws. The penalties for violating antitrust laws can be severe. It is therefore essential that every Company employee be aware of the antitrust laws and guard against their violation. Company employees should not:

- Discuss pricing or pricing practices with competitors;
- Divide customers, markets, or territories with competitors;
- Agree with anyone not to deal with another company;
- Force a customer to buy one product in order to get another product; or
- Attempt to control a customer's resale price.

The purpose of these laws is to promote vigorous, free, and open competition in the marketplace. Competition guarantees that the customer will get the best product at the lowest price. If in doubt about whether a certain practice violates the antitrust laws, employees should consult the Legal Department.

xii. Contact with Competitors.

All contacts with anyone representing a competitor of the Company or employed by a competitor should be reported to your immediate supervisor. Do not allow competitors to engage you in conversation about Company practices,

policies, customers and the like. You should not meet or socialize with anyone representing a competitor without your general manager's prior approval.

A general manager to whom such contacts are reported shall immediately report the incident to the Company's General Counsel.

C. CONFLICT OF INTEREST

Employees should avoid situations in which their personal interest could conflict with, or even appear to conflict with, the interests of the Company.

Conflicts of interest may arise where an individual's position or responsibilities within the Company present an opportunity for personal gain or profit apart from that individual's earnings from the Company. Where an employee's personal interests are inconsistent with those of the Company and create conflicting loyalties, a conflict of interest exists. Such conflicting loyalties can cause an employee to give preference to personal interest in a situation where Company responsibilities should come first. Some areas that have great potential for conflict are outside activities, personal financial interests, trading in Company securities and hiring persons related to Company employees. These areas are discussed below.

i. Outside Activities

As a general rule, employees are free to use their own time as they wish. However, certain outside activities, business interests, or investments have the potential to interfere with job responsibilities or otherwise constitute a conflict of interest with Company business. Therefore, outside employment, investments, or other activities must be secondary and subordinate to employment with the Company and must not interfere with the conscientious performance of one's duty as a Company employee. Employees may not use company time or resources to further another business or employment activity.

Employees may participate in civic, charitable, or professional activities provided the activities do not interfere with the employee's job duties. However, employees must not use the Company's name to lend weight or prestige to an outside activity without permission from the Company's General Counsel. Employees should be sensitive to any situation that could reflect poorly on the Company.

ii. Personal Financial Interests

Employees should avoid any outside financial interests that might be in conflict with the Company's interests. Such outside interests could include:

- Substantial personal or family financial interests in or indebtedness to enterprises that have business relations with the Company or are direct competitors with the Company. Generally, such an interest does not include owning shares in a large, publicly held corporation.

- Acquiring any interest in outside entities which the Company might buy. This would include stock in businesses being considered for acquisition, or real estate at or near possible new or expanded Company facilities. This prohibition extends to “tips” to people outside the Company.

iii. Trading in Company Securities While Possessing Inside Information

Securities transactions are regulated by numerous and complex laws. Severe civil and criminal penalties can be imposed on individuals and corporations convicted of violations of the securities laws. Although our status as a public entity may change from time to time, we think knowledge of these requirements is always important.

Employees who know any “material” fact about the Company which has not yet been disclosed to the public (“inside information”) may not buy or sell Aavid Thermalloy, LLC securities until 48 hours after the information has been disclosed to the public. “Material” information means facts that would be likely to influence a reasonable investor’s decision to buy sell or hold the security. Examples include but are not limited to: knowledge of new products or discoveries; unpublished sales, earnings or dividend figures; new contracts with customers or suppliers; tender offers; acquisitions; mergers; sales of businesses or adverse business information.

- In addition, an employee can be legally liable if someone outside the Company trades in Company securities based on a “tip” of inside information given by the employee. Company policy forbids giving Company private information to outsiders without adequate legal safeguards.

- Significant additional legal restrictions on Company securities trading apply to corporate officers and directors. They have been furnished detailed explanations of these restrictions.

iv. Hiring Persons Related To Company Employees

- The Company does not discourage the tradition of family service and may employ persons related to Company employees, but the overriding considerations in this area are fairness and the avoidance of any perception of favoritism.

- We will not place employees in positions where they have direct control over the responsibilities of a related person or are supervised by a related person.

D. GOVERNMENT CONTRACTS COMPLIANCE PROGRAM

i. Goals and Objectives

Because the Company does business with the federal government, the Company has instituted a Government Contracts Compliance Program. The goal of our program is to comply with all laws and regulations applicable to our business, to meet the requirements of our government contracts, and to assure high standards of ethical conduct. To assess compliance, our continuing audit program verifies whether the goals of the Government Contracts Compliance Program are being achieved.

ii. Achieving the Goals of Our Government Contracts Compliance Program

The goals of our Program are achieved through a combination of these measures:

- Continuous education and training for our employees;
- Annual conflict of interest certification for employees in certain positions;
- Protection and proper handling of government classified information;
- Provision of a hotline for reporting suspected violations of our Program;
- and

E. COMPANY AND CUSTOMER EQUIPMENT, PROPERTY AND PROPRIETARY INFORMATION

The continued success of the Company requires the commitment of all employees to the proper allocation and use of Company resources. Such resources, including the time of our employees, material, equipment, and information, are provided for Company business use. Nonetheless, occasional personal use of certain Company resources by employees may occur without adversely affecting the interests of the Company. Employees are expected to use good judgment in such matters, and to clear any use with the immediate supervisor. Many employees are entrusted with Company or customer/supplier proprietary information. Proprietary information, not to be confused with federal government classified information, is information not known to others which gives its owner a competitive advantage. Proprietary information can be ideas, designs, engineering and manufacturing processes, drawings, formulas, and procedures. It also includes business and strategic plans, capital spending plans, pricing data, procurement plans, financial information, employee records, new ideas, inventions, and patent applications and trade secrets. Employees should not disclose such information to

anyone inside or outside the Company who is not cleared to have such information and does not have a need to know it.

Outside requests for Company information should only be handled by authorized persons. Investor and securities analyst information should only be handled through the Chief Financial Officer. All press inquiries should be handled through the General Counsel. Customer requests for information should be handled only by an authorized operating manager. If it becomes necessary to disclose proprietary information, it must only be disclosed in strict compliance with proprietary information agreements in place prior to the dissemination of the information. The Chief Technology Officer or the General Counsel should be consulted whenever there is a question concerning disclosure of proprietary information.

Employees who become aware of any unauthorized use of Company proprietary processes or ideas or the infringement of the Company's patents must immediately notify the General Counsel. The Company can only protect its rights if employees bring violations to the attention of the Company's Legal Department.

Never accept unsolicited ideas or otherwise use proprietary information of others (whether transmitted in writing, orally or visually) unless you receive prior written authorization. This guidance is necessary to protect the Company from a claim by others that we misused their information.

Software and firmware, including computer programs, databases and documentation, should never be acquired or used without an appropriate licensing agreement. Do not copy or otherwise distribute software except in strict compliance with software licenses. This so-called "pirating of software," is a violation of copyright law, and can subject an employee and/or the Company to severe penalties and expensive litigation.

F. ENVIRONMENTAL COMPLIANCE

The Company is committed to full compliance with both the spirit and the letter of all federal, state and local environmental statutes and regulations applicable to our business. To promote compliance and to suggest ways of improving our operations, environmental training programs and audits will be conducted periodically at Company facilities. Each employee involved with air emissions, water discharges or hazardous materials must know and comply with all applicable federal, state, and local environmental protection laws and regulations. Corporate Office employees involved in acquisitions or divestitures must be aware of the role environmental issues play in such transactions.

In addition to knowing and complying with all applicable environmental laws and regulations, each Company employee has a personal responsibility to report to management any spills, discharges, or releases into the environment for prompt remedial action. Employees should report such known or suspected violations to the Legal Department.

G. SAFETY AND HEALTH

The Company considers employee safety and health as one of its highest priorities. Many of the products made by the Company and materials handled by our employees require strict adherence to safety procedures, rules and regulations. Your safety and the safety of each of your colleagues depend upon constant safety consciousness.

Employees should report any unsafe situation to their general manager. In addition to complying with federal and state safety and health laws and regulations, employees should be familiar with the Company's safety and health policies.

III. THE BUSINESS ETHICS PROGRAM

A. BUSINESS ETHICS PROGRAM DIRECTION AND LEADERSHIP

The Business Ethics and Practices Committee establishes Corporate policy and practices in the area of business ethics. The committee consists of the following officers of the Company:

Chairman of the Board and Chief Executive Officer (Committee Chair)
Chief Financial Officer
General Counsel
Chief Operating Officer
Human Resources Director of Aavid Thermalloy, LLC

The Corporate Hotline Committee consists of the following personnel:

Company General Counsel (Committee Chair)

B. HELP AND INFORMATION

Employees are encouraged to seek advice about any issues raised by this booklet or encountered in their work.

Advice may be obtained from your supervisor or any other member of management. Remember the Hotline is also available. If you have a problem or concern that you believe requires immediate attention from someone other than your supervisors, you are encouraged to contact the General Counsel directly. The Company's Policies and Procedures are available both in hard copy and on the Company's intranet.

Your Human Resources, Legal, and Accounting Departments also can provide specific advice.

C. PROPER USE OF BUSINESS ETHICS PROGRAM

Any employee who becomes aware of conduct inconsistent with the Standards should report it immediately to appropriate management. Appropriate remedial action will be taken by the Company up to and including termination of employment for offending parties.

Attempts to use the Business Ethics Program to libel, slander, or otherwise harm another individual through false accusations, malicious rumors, or other irresponsible actions are prohibited.

Also prohibited is reprisal or the threat of reprisal against an employee who in good faith raises a concern about the implementation or enforcement of Company policy including specifically the Standards of Business Conduct.

Such reprisal not only violates explicit company policy but also various federal and state laws or regulations.

D. COMPLIANCE AND DISCIPLINE

Any intentional violation by any employee of the standards and policies described in this booklet will result in disciplinary action, which may include termination. In addition, violations may give rise to civil sanctions and criminal prosecution.

i. The Company Cooperates Fully With Government Investigations

If the Company becomes involved in a government investigation regarding its operations, employees, customers, or suppliers, we will fully cooperate.

- We will not alter or destroy any Company documents in anticipation of a government investigation; and
- We will not lie or make any misleading statements to any government investigator or attempt to cause any other person to provide any false or misleading information.

ii. The Company Voluntarily Discloses Violations

- The Company will promptly and fully disclose to the responsible federal authorities substantiated violations of federal procurement law and instances of significant employee misconduct affecting or influencing the Company's contracting activities.
- If an agreement with one of our customers or suppliers is affected, we will make any necessary adjustments to the price or other terms and conditions of the agreement to correct the violation.

iii. Hotline Access

John W. Mitchell

General Counsel

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Corporate Headquarters

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