

## Global Code of Conduct

### **A. General Compliance Policy**

The KEMET Global Compliance Policy applies to all KEMET employees, including Business Groups, functional groups, subsidiaries, affiliates, partnerships, and joint ventures. Any reference to “employee” within the Code includes all KEMET employees, officers, and directors as well as any agent acting on behalf of KEMET.

Each employee is expected to be familiar with the provisions of the Code. In addition, each employee is responsible for knowing and understanding the laws, rules, regulations, and policies affecting his or her specific work. The company is responsible for ensuring that employees have access to relevant education relating to compliance with those laws, rules, regulations, and policies.

KEMET employees are expected to follow all standards set forth in this Code even where local law would allow for a lower standard. If local law requires a higher standard, KEMET employees must follow the higher standard. The rights of KEMET employees under applicable laws will be respected at all times.

A violation of the KEMET Global Code of Conduct is a serious matter. All employees share responsibility for reporting possible violations. All incidents reported will be thoroughly investigated and disciplinary actions, up to and including termination of employment will be taken if deemed appropriate based on the investigation.

### **B. Honoring the Spirit of the Law**

A global company like KEMET is subject to many different laws and regulations at the same time. All KEMET employees are responsible for knowing and abiding by the laws and regulations that apply to our business activities. In some instances, there may be a conflict between the applicable laws of two or more countries. In other situations, the Code or company guidelines may differ from local laws or regulations. In these cases, we must always follow the higher standard. When you encounter these types of conflicts, it is important to consult your manager, your HR manager, or the Chief Compliance Officer for help in determining how to properly resolve the issue.

Beyond complying with the letter of the law, however, we also must act in a manner that upholds the spirit and the intent of the law. It is not acceptable to adhere to the letter but not the spirit of the law by seeking “technicalities” or “loopholes” that may allow legal but unethical behavior.

To help our company in complying with the spirit as well as the letter of all applicable laws, KEMET has adopted the Electronic Industry Code of Conduct (EICC). The EICC is a comprehensive code of conduct that

addresses all aspects of corporate responsibility including Labor, Health and Safety, the Environment, and Business Ethics. It outlines standards to ensure that working conditions in the electronic industry supply chain are safe, that workers are treated with respect and dignity, and that manufacturing processes are environmentally friendly.

In order to assure continued compliance, KEMET conducts periodic self-evaluations covering these topics through a variety of internal auditing and monitoring programs, taking corrective and preventive action as appropriate. Similarly, KEMET requires its suppliers to conduct similar periodic self-evaluations and to supply copies of such self-evaluations to KEMET upon request.

### **C. Waivers/Exceptions**

In rare circumstances, certain standards within the KEMET Global Code of Conduct may be waived based on local customs or laws. A request for a waiver must be initiated by a Business Group Vice President or Corporate Officer and submitted to the Chief Compliance Officer. The Chief Compliance Officer is responsible for consulting with Corporate Legal Counsel and other members of the Leadership Team, as appropriate, to determine if the request for a waiver has validity. If any of the consulted executives are not in agreement to approve the request, then it shall be denied. If all of the consulted executives are in agreement, then it will be forwarded to the Audit Committee of the Board of Directors with their recommendation for approval. The Audit Committee has the sole discretion to determine if the waiver should be approved or denied. No employee may take it on his or her own initiative to grant a waiver to any aspect of this Code.

In the event a waiver is granted, it is the responsibility of the Chief Compliance Officer, in consultation with the Audit Committee, Corporate Legal Counsel and other members of the Leadership Team, as appropriate, to determine whether or not public disclosure of the waiver granted is required.

For assistance in requesting a waiver, contact your Business Group Vice President or the Corporate Officer responsible for your work function.

## **Making Decisions and Reporting Possible Violations**

### **A. Advice and Help with Decision-Making**

We expect everyone associated with KEMET to choose right over wrong when carrying out daily roles and functions. However, in a world of many different laws and ethical standards, it is not always immediately clear which choice is right and which choice is wrong. To help you in making these types of decisions, this document provides examples to help you determine which is the correct choice. These examples are given in the form of Questions and Answers contained in blue boxes at the end of specific sections of the Code. Although they cannot cover every situation, they should help you with some of the more common decisions that you are called on to make in the course of doing your job.

Whenever you are in doubt about how to handle a matter that may have legal or ethical implications, you should seek guidance. You can discuss the situation with your manager, your HR manager, or the Chief Compliance Officer. Part of their job is to give you advice and help with the decision-making process.

## **B. Reporting Possible Violations**

As a KEMET employee, it is both your right and your responsibility to report any possible violation of the law or this Code you observe or become aware of. This includes any situation in which you are asked to take an action you believe might be a violation. In addition, you have a responsibility to cooperate fully and honestly in the investigation of any alleged violation. You may not conceal, alter, or destroy evidence for the purpose of preventing or hindering an investigation.

If you observe or become aware of a violation of the law or this Code and do not report it, that is considered a violation of the KEMET Global Code of Conduct and may result in disciplinary action against you. Likewise, disciplinary action may be taken against you if you knowingly report false information. Of course, any report you make in good faith to your manager, your HR manager, or the Chief Compliance Officer will not be held against you in any way, even if it turns out after investigation to be a "false alarm."

If you are not comfortable reporting a possible violation through normal channels, you may use KEMET's **ListenUp** program to report the possible violation confidentially and anonymously. **ListenUp** is available to every KEMET employee around the world either by regular mail, e-mail, or telephone. This program is administered by an outside firm not connected to KEMET, and no identifying information about you will ever be sought by or submitted to anyone at KEMET. However, we do want to remind you that, in accordance with the company's Electronic Information Systems policy, KEMET routinely maintains logs of all phone calls, e-mails, and Internet sites accessed over KEMET-owned equipment/lines. While it would not be our intention to use these logs to determine if someone has contacted **ListenUp**, we strongly suggest that you contact them only from equipment/lines that are not owned by KEMET or located on KEMET property.

## **C. No-Retaliation Guarantee**

KEMET will not tolerate any form of retaliation against any employee who makes a good-faith report about possible violations of the law or this Code, or who asks questions about ongoing or proposed conduct. Anyone who attempts such retaliation will be subject to disciplinary action, up to and including termination.

If you believe you have experienced retaliation for raising a concern or reporting a possible violation, please contact your manager, your HR manager, or the Chief Compliance Officer immediately.

## **Ethics in the Work Place**

### **A. Internal Accounting Controls**

All KEMET employees share a responsibility for ensuring that the company's business and financial records are complete and accurate reflections of the company's operations and business activities. KEMET has established and maintains a comprehensive system of internal controls designed to ensure that accounting records provide reliable and accurate financial information in accordance with generally accepted accounting principles and other applicable laws and regulations. The Corporate Controller is primarily responsible for external (i.e., Securities and Exchange Commission) compliance and reporting. As a KEMET employee, however, you are responsible for making sure the documents and reports required for your job are also accurate and truthful (for example, time cards and expense reports). KEMET does not support or condone preparing false records under any circumstances.

If you become aware of any records that may be inaccurate, please report the situation immediately to your manager, HR manager, or the Chief Compliance Officer.

### **B. Human Rights**

The company complies with all laws, including employment laws, in every country where we operate. However, in keeping with our commitment to the spirit as well as the letter of the law, all KEMET employees, regardless of location or position, are to be treated with fairness, dignity and respect at all times. We believe in fostering an atmosphere of open communication and in valuing individuals for their diverse backgrounds, experiences, styles, approaches, and ideas.

In turn, as a KEMET employee, you are expected to conduct yourself in a manner that supports respect and trust. You are trusted to behave at all times as a mature, responsible adult; to use good judgment in dealing with others, both inside and outside the company; and to treat co-workers with the same fairness, dignity, and respect you expect from others.

Supervisors and managers are also expected to create and maintain a working environment that ensures the fair and equitable treatment of all employees.

### **C. Discrimination**

KEMET complies with all Equal Employment Opportunity laws of the United States of America and regulations and other government-mandated Employment Practice laws in all countries where we do business. Beyond this adherence to the letter of the law, the company is committed to providing equal employment opportunities for all of its employees whether or not their country mandates such protection. We do not discriminate on the basis of race, color, religion, sex, age, national origin, disability or veteran status unless the limitation is a *bona fide* occupational requirement. KEMET also makes reasonable accommodations for disabled employees. We follow these principles in all areas of employment, including recruitment, hiring, training, promotion, compensation, benefits, transfer, and social and recreational programs.

#### **D. Harassment**

KEMET believes that every employee should be able to work in an environment that is free from harassment of any kind. This includes any conduct that affects the employee's job status or creates a hostile or offensive work environment. The company will take all necessary action to prevent harassment not only by employees, but also by customers, suppliers, and other non-KEMET employees.

#### **E. Health, Safety and Environment**

A number of environmental laws, standards, requirements, and policies apply to our worldwide business operations and products. As a KEMET employee, you have a responsibility to understand and follow these as they apply to your work. In general, the company is committed to:

- Conserving energy, water, raw materials and other natural resources
  
- Managing materials and wastes properly
  
- Reducing/minimizing the use of hazardous materials in our products
  
- Minimizing the environmental impact of our manufacturing technologies

In addition, KEMET is committed to taking all reasonable action to protect employee health and safety within

our work places. In turn, you are expected to carry out your duties and responsibilities in a manner that is compatible at all times with KEMET health, safety and environmental policies.

## **F. Substance Abuse**

A safe and healthy work environment must be free of substance abuse. Under no circumstances may an employee report to work, operate company equipment or a company vehicle, perform assigned duties, or engage in company business on or off company property while under the influence of alcohol, illegal drugs, or controlled substances. This does not preclude the consumption of reasonable amounts of alcohol during meals or other entertainment with clients in accordance with appropriate business practices. Serving alcoholic beverages on company premises to customers, guests or company employees, such as during company functions, requires written approval from a corporate officer.

Employees are also prohibited from selling, purchasing, manufacturing, possessing, or distributing alcohol, illegal drugs, or controlled substances while on company property or while conducting company business. KEMET may inform appropriate law enforcement agencies in conjunction with the enforcement of this policy.

This prohibition does not extend to employees who are taking legal drugs prescribed by a licensed physician. However, even those medications must not impair your performance of the essential functions of your job or present a threat to the health or safety of yourself or others in the work place.

## **G. Electronic Information Systems**

KEMET's electronic information systems are part of the company's business equipment and technology platform and should be used for company purposes. Electronic information systems include any form of electronic communication or electronic data storage.

KEMET employees, contractors, and others granted access to the company's electronic information systems are responsible for using these systems properly, responsibly, and in accordance with company policy.

As a user of KEMET's electronic information systems, you do not have a personal privacy right in any data created, stored, received, or sent via these systems.

## **H. Privacy and Personal Information**

Many countries have implemented, or are planning to implement, privacy laws that set requirements for the appropriate handling of personal data (any information that can be used to identify, contact, or locate an individual). KEMET will comply at all times with the privacy laws enacted by countries in which we do business.

In addition, KEMET is committed to protecting the reasonable privacy expectations of everyone we do business with, including our customers, suppliers, and employees. We will collect, store, process, transmit, and/or share personal information only on a strict need-to-know basis as required by law or contract. In all instances, we will respect the individual's right to privacy by being good, responsible stewards of their personal information.

## **Ethics in the Market Place**

### **A. Fraud**

Fraud is defined as intentional deception for personal gain. Fraudulent acts are always wrong, including but not limited to such things as:

- Embezzlement – the theft of company funds
  
- Forging or altering negotiable instruments such as checks
  
- Misuse of assets belonging to KEMET, an employee, customer, partner, or supplier
  
- Filing a false expense report
  
- Taking cash, securities, supplies, or any other company asset for personal use

- Establishing or maintaining an undisclosed or unrecorded bank account, fund, or asset of KEMET
- Unauthorized handling or reporting of company transactions
- Making false, artificial, or misleading entries into the company's records or financial statements

KEMET will never engage in fraudulent acts and will take immediate action against anyone who engages in fraud at KEMET's expense.

## **B. Bribery/Foreign Corrupt Practices Act (FCPA)**

Many countries have bribery and other anti-corruption laws that are intended to prevent companies and individuals from gaining an unfair advantage by undermining the rule of law. KEMET will never offer or accept bribes or kickbacks, and will not participate in or facilitate corrupt activities of any kind. This prohibition on bribes and kickbacks also applies to third parties acting on KEMET's behalf, such as agents, contractors, or consultants. We will never engage a third party who we believe may attempt to offer a bribe or kickback in the conduct of KEMET's business.

The U.S. Foreign Corrupt Practices Act (FCPA) prohibits payment or offers of value to government officials, parties, or candidates in order to influence their acts or decisions as they relate to business opportunities. If your job requires you to have dealings with government officials, parties, or candidates in any country, you need to be familiar with this Act. If there is ever any question of propriety, contact the Chief Compliance Officer immediately.

Token tips or minor payments to government, institutional, vendor, or customer service personnel that simply facilitate service, are traditional in the country or locality, are nominal in amount, do not involve a perversion of judgment or corruption of conduct, and are properly recorded may be acceptable. Minor payments meet this test only if, through the generation of good will and not by any other means, they encourage timely performance of an act that the recipient already has a duty to perform because of some legal requirement or job responsibility.

## **C. Gifts/Entertainment**

KEMET operates in many countries around the world, and customs regarding business gifts and favors vary greatly. There are times when it may be respectful or appropriate to offer or receive business gifts or favors, including entertainment, as gestures of mutual appreciation and gratitude. Offering or accepting properly recorded business meals, entertainment, or token gifts intended and understood as simple courtesies meant to foster understanding and communication with suppliers, customers, and public officials is allowed.

Acceptable business gifts, favors, or entertainment are generally those that:

- Are infrequent, non-cash, and not excessive in value (defined as no more than US \$100 or local currency equivalent)
- Comply with all applicable U.S. and foreign laws
- Would not embarrass the company, the person receiving the gift, or the person giving the gift

In the event you receive a gift or other favor valued at more than US \$100, you must notify your manager or HR Manager and explain the circumstances. In the event you elect to keep the gift or accept the favor, you may be required to contribute an amount equal to the value of the gift or favor to a charitable organization of your choosing. This contribution needs to be documented and a copy forwarded to the Chief Compliance Officer along with details of the circumstances.

If you ever have a question about a business gift, favor, or entertainment, contact your manager, HR Manager or the Chief Compliance Officer for assistance in determining the correct course of action.

#### **D. Antitrust and Competition**

Antitrust laws, sometimes also called competition laws, govern the way that companies interact with their competitors, customers, and suppliers in the market place. They are designed to encourage competition by prohibiting unreasonable restraints on trade. KEMET and its directors, officers, and employees are required to comply with the antitrust and unfair competition laws of the many countries in which the company does business. These laws are complex and vary considerably from country to country. They generally concern:

- Agreements with competitors that harm customers, including price fixing and allocations of customers or

contractors,

- Agreements that unduly limit a customer's ability to sell a product, including establishing the resale price of a product or service or conditioning the sale of products on an agreement to buy other company products and services, and/or
- Attempts to monopolize, including pricing a product below cost in order to eliminate competition.

KEMET is committed to competing vigorously but fairly for suppliers and customers in all regions and countries where we do business. Violating antitrust laws is a serious matter, and could place both the company and the individual at risk for substantial criminal penalties. If you ever have a question about compliance with antitrust laws, it is very important that you contact your manager, HR Manager, or the Chief Compliance Officer for guidance.

## **E. Export Control/Sanctions**

Laws and regulations govern imports and exports in every country in which KEMET does business. In many cases, these laws require an export license or other appropriate government approvals before an item may be shipped or transferred.

As KEMET employees, each of us has a responsibility to comply with these laws and regulations. As a minimum:

- All goods must be cleared through customs, and
- We should not proceed with a transaction if we know or suspect that a violation has occurred or is about to occur.

Violations, even inadvertent ones, could result in significant fines and penalties, denied export licenses, loss of export privileges, or increased customs scrutiny and delays. If you ever have a question about the proper course of action in handling imports/exports, contact your manager, HR manager, or Chief Compliance Officer immediately.

## **F. Political Contributions**

KEMET obeys all laws in promoting the company's position to governmental authorities and in making political contributions. However, the company reserves the right to lobby for issues that impact our business within the letter and spirit of those laws.

No political contribution to any candidate, party, incumbent, or interest group may be made on behalf of the company by any KEMET employee without the express permission of the Board of Directors.

## **G. Conflicts of Interest**

Employees have a duty to advance KEMET's legitimate interests when the opportunity to do so arises. No director, officer, or employee of the company may have a personal, financial, or family interest that could in any way keep him/her from acting in the best interest of the company.

Specifically, directors, officers, and employees are prohibited from:

- Taking for themselves personally any opportunities that are discovered through the use of company property, information, or position
- Using corporate property, information, or position for personal gain, and/or
- Competing with the company.

Any actual or potential conflict of interest must be reported to your manager, HR manager, or Chief Compliance Officer as soon as it is recognized.

## **H. Corporate Sponsored Memberships**

Employees may participate in corporate sponsored memberships that serve legitimate business needs. Sponsored memberships are appropriate only in organizations whose objectives and activities are lawful and ethical, and fit within the framework of broadly accepted social values.

Contact your manager, HR manager, or Chief Compliance Officer with any questions regarding corporate sponsored memberships.

## **Protecting KEMET Assets**

### **A. Protection of Assets**

Every KEMET employee has a responsibility to protect the assets of the company. This responsibility extends to physical assets, intellectual assets, and trademarks and brands.

Physical assets include funds, products, facilities, equipment, and electronic information systems. These assets are to be used for KEMET business. Each of us must follow applicable security and use procedures to protect the company's physical assets from theft, loss, damage, or misuse. Any theft, loss, damage, or misuse should be reported immediately to your location's Security office. If your location does not have a Security office, report it to your manager, HR manager, or the Chief Compliance Officer.

Intellectual assets include process and product information, internal communication, digital information stored on any electronic device, documents, and verbal discussions that have been identified as proprietary or Business Confidential. If you become aware of any misuse of the company's intellectual assets, please report it to your manager, HR manager, or the Chief Compliance Officer immediately. See also Section **V. C.** of this document, **Proprietary and Confidential Information.**

Among KEMET's most valuable assets are its trademarks and brands. To protect the value and recognition of KEMET's trademarks, the company has guidelines that specify how and when they may be used. These guidelines must be followed whenever the company's trademarks and/or brands are used, whether in internal or external communications or in materials prepared by third parties, such as marketing agencies, distributors, and Original Equipment Manufacturers (OEMs). If your job requires you to use KEMET's trademarks or brand names or to interact with third parties who use them, contact your manager, HR manager, or the Chief Compliance Officer for guidance.

### **B. Use and Disclosure of Insider Information**

Directors, officers, and employees of the company, along with their immediate family members, are not allowed to trade in securities or any other kind of property based on knowledge that comes from their jobs, if that information has not been reported publicly. In addition, directors and executive officers can only trade in company stock, as specified by SEC regulations, after first notifying and receiving the approval of the Company's General Counsel. It is against the laws of many countries, including the United States, to trade or to "tip" others who might make an investment decision based on inside information.

It is expressly prohibited to use non-public information to buy or sell company stock or the stock of a company supplier, customer or competitor, or to exercise company stock options.

### **C. Proprietary and Confidential Information**

Each director, officer, and employee will safeguard all proprietary and confidential information by marking such information accordingly, keeping it secure, and limiting access to those who have a need-to-know in order to do their jobs. This includes:

- Information that is not generally known to the public,
  
- Information that could be helpful to competitors, and
  
- Information that suppliers or customers have entrusted to the company.

The obligation to preserve the company's confidential information continues even after employment ends. Unless prohibited by the law of a new employee's legal country of residence, each new salaried employee is required to sign a Memorandum of Employee's Agreement, or MEA, at the time of hire. In addition, each salaried employee who signed an MEA at the time of hire is required to sign a letter acknowledging the MEA and the fact that it is still binding upon termination of employment with KEMET.

Please address any question about whether or not information you acquire in the course of doing your job is proprietary or confidential to your manager, HR manager, or the Chief Compliance Officer.

Additional information about this topic can be found in Section **V. A.** of this document, **Protection of**

**Assets.**

**D. Records Management/Data Protection**

KEMET has a comprehensive records management policy that all employees are expected to follow. Company records must be maintained or destroyed only in accordance with the established records retention schedule. No employee is allowed to alter, conceal, or destroy documents or records that are subject to an investigation or that may be used in an official proceeding. This includes paper documents and electronic documents such as e-mail.