



Code of Business Conduct

SEQUA

Introduction

The Board of Directors (the “Board”) of Sequa Corporation (the “Company”) has adopted the following Code of Business Conduct (the “Code”) for all employees of Sequa, its operating units, officers and directors of the Company. The Code is intended to provide guidance to employees, officers and directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each employee, officer and director must comply with the letter and spirit of the Code.

No code or policy can anticipate every situation that may arise. Accordingly, the Code is intended to serve as a source of guiding principles for employees, officers and directors. Employees are encouraged to bring questions about particular circumstances that may relate to one or more provisions of the Code to the attention of their supervisor, operating management, their Ethics Administrator or the Corporate Ethics Administrator. Directors and officers are encouraged to bring questions about particular circumstances that may relate to one or more of the provisions of the Code to the attention of the Corporate Ethics Administrator or the Executive Committee of the Board of Directors, who may consult with inside or outside legal counsel, as appropriate.

Employees and officers of the Company should read the Code in conjunction with the Company’s Principles of Business Conduct, Policies and Procedures (the “Principles”), which are distributed to all employees and officers with the Code. The Principles provide additional guidance about Company policies and legal requirements and are part of the Sequa Corporation Corporate Guide (the “Corporate Guide”).



Norman E. Alexander
Chairman of the Board
January 2005

1. Conflict of Interest

A conflict of interest occurs when the private interest of an employee, officer or director interferes, or appears to interfere, in any way with the interests of the Company as a whole. A conflict situation can also arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company responsibilities objectively and effectively. Conflicts of interest also arise when an employee, officer, director, or a member of his or her family (i.e., a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons- and daughters-in-law) and anyone who shares such person's home, (other than domestic employees of such person) receives improper personal benefits as a result of the employee's, officer's or director's position with the Company. Loans to, or guarantees of the obligations of, executive officers and directors, or a member of their families, may create conflicts of interest, and therefore are prohibited.

Employees, officers and directors must avoid conflicts of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest between a director or officer and the Company must be disclosed immediately to the Corporate Ethics Administrator, Chairman of the Audit Committee and/or Chairman of the Board. A conflict of interest involving an employee and the Company must be reported to operating management and to the Corporate Ethics Administrator.

The Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which employees, officers and directors must refrain, however, are set out below.

- **Relationships with third parties.** Employees and officers must not have any employment, consulting or other business relationship with a competitor, customer or supplier of the Company and its operating units. They are also prohibited from engaging in any business venture, or owning an interest in any enterprise, which requires the expenditure of time during the hours when they are expected to devote their energies to conducting the business of the Company.

- **Compensation from non-Company sources.** Employees, officers and directors may not accept compensation, in any form, for services performed for the Company from any source other than the Company.
- **Gifts.** Employees, officers, directors and members of their families may not offer, give or receive gifts from persons or entities who deal with the Company in those cases where any such gift is made in order to influence the employee's, officer's or director's actions as Company representatives, or where acceptance of the gifts could create the appearance of a conflict of interest. Meals, drinks or entertainment may be accepted only if such courtesies are unsolicited, infrequently provided, reasonable in value, consistent with industry practice, and would not cause the person giving the gift or entertainment to violate his or her own employer's standards. Further guidance on the receipt and giving of gifts can be found in the Principles.

2. Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees, officers and directors are prohibited from: (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or their position; (b) using the Company's property, information, or their position for personal gain; and (c) competing with the Company, directly or indirectly, for business opportunities.

3. Confidentiality

Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Company or its customers, and any other confidential information about the Company that comes to them, from whatever source, except when disclosure is authorized or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Employees who have

signed a trade secret agreement must comply with their obligations under that agreement as well.

4. Protection and Proper Use of Company Assets

Employees, officers and directors must protect the Company's assets and ensure their efficient use. Theft, loss, misuse, carelessness and waste of assets have a direct impact on the Company's profitability. Employees, officers and directors must not use Company time, employees, supplies, equipment, tools, buildings or other assets for personal benefit without prior authorization from appropriate operating management in the case of employees or the Executive Committee of the Board in the case of directors and officers.

5. Fair Dealing

Each employee, officer and director should try to deal honestly with the Company's directors, officers, employees, customers, suppliers and competitors. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

6. Compliance with Laws, Rules and Regulations

Employees, officers and directors must comply with the laws and regulations of the nation, state and localities in which the Company and its operating units do business. Since the Company and its operating units do business with the U.S. government, employees, officers and directors also must be aware of the special requirements and regulations that apply to such business. For more information, employees and officers should contact their manager or their ethics administrator. For interpretation or clarification of legal or regulatory requirements, consult with the legal department.

Of particular importance are the laws regarding the integrity of the financial markets. No employee, officer or director may trade in the securities of the Company or any other company, or buy or sell any property or assets, on the basis of non-public information acquired through either employment at the Company or service on the Board. Every employee, officer and director should seek guidance before engaging in any transactions in the securities of a company, if he or she possesses material non-public information about that company and he or she learned that information through his or her job with the Company or one of its operating units, or through service on the Board. Any person who trades on, or tips another person about, non-public information may be subject to substantial penalties and fines and, if violations are willful, imprisonment. Further details and information regarding inside information can be found in the Principles and the Corporate Guide.

7. Waivers of the Code of Business Conduct and Ethics

Any waiver of the Code for an officer or director of the Company may be made only by the Board or the Executive Committee of the Board and must be promptly disclosed to the Company's stockholders. Any waiver of the Code for an employee who is not an officer must be made by the Corporate Ethics Committee and reported promptly to the Board.

8. Accurate Books & Financial Disclosure; Document Creation & Retention

All payments and other transactions must be properly authorized by Company management and be accurately and completely recorded in the books and records of the Company, consistent with generally accepted accounting principles and established Company policies and procedures. No undisclosed or unrecorded funds may be established for any purpose, nor may Company funds be placed in any personal or non-corporate account.

Every employee, officer and director must help ensure that internal reporting of business information – computerized, paper or otherwise – is accurate and honest. This includes time sheets, travel and entertainment records, vouchers, bills, payroll and benefits records, regulatory data, performance evaluations and other essential Company information. All employees, officers and directors must:

- Follow all Company procedures for reporting financial information.
- Never deliberately make a false or misleading entry in a report or record.
- Never modify or destroy Company records without proper authorization or otherwise in accordance with normal Company policy.
- Never sell, transfer or dispose of Company assets without proper authorization and documentation.

In addition to accurate reporting on the Company's books, the Company must also make certain that all disclosures made in all periodic reports and documents filed with the Securities and Exchange Commission and other public communications by the Company are fair, accurate, timely and understandable. The obligation of accurate disclosure applies to all employees, officers and directors with any responsibility for the preparation of such reports, including drafting, reviewing, signing or certifying the information contained in a disclosure.

Employees, officers and directors must use care in creating all correspondence, voice mail, e-mail, and written documents on behalf of the Company to avoid inaccurate and offensive language. Record retention policies must be observed.

9. Reporting of any Illegal or Unethical Behavior

No code can ever anticipate all of the situations that an employee may encounter on the job. Therefore, the Company has provided additional resources to aid responsible decision-making. For example, employees

can consult the Principles distributed with the Code. The Principles are contained in the Sequa Corporate Guide, which is available from operating management.

Employees should always remember that their immediate resource is their manager. Employees may also go to a department head or other appropriate personnel, such as human resources or the legal department. Employees may discuss questions or concerns with their unit's ethics administrator. A list of the telephone numbers for each operating unit's ethics administrator and other important phone numbers is attached as Exhibit A. Employees, officers and directors may also discuss questions with the Corporate Ethics Administrator who can be reached by calling the corporate ethics helpline at (800) 974-1014 or writing to P.O. Box 4369, River Edge, New Jersey 07661.

Any employee, officer or director who in good faith exercises the right to express a concern or call the ethics helpline under the Code shall be protected from retaliation. The same protection shall extend to all witnesses giving information in an investigation. Accordingly, there shall be no adverse effect on an employee or witness because they report an ethics concern. Anyone who knowingly makes a false accusation or gives false information to the Company or who acts improperly or not in accordance with the Code will be subject to disciplinary action.

10. Failure to Comply

A failure by any employee, officer or director to comply with the laws or regulations governing the Company's business, the Code or any other Company policy or requirement may result in disciplinary action, up to and including termination of employment, and, if warranted, legal action.

Exhibit A

Helplines and Other Key Phone Numbers

Corporate Ethics Committee

Corporate Ethics Administrator	(800) 974-1014 P.O. Box 4369 River Edge, NJ 07661
Sr. Vice President, Legal	(212) 986-5500 ext. 5234
Vice President & Sr. Associate General Counsel	(212) 986-5500 ext. 5226

Operating Unit Ethics Administrators

After Six	(706) 543-5286 ext.200
ARC Automotive	(866) 384-4273
Casco	(203) 922-3200 ext. 3260
Chromalloy	(800) 719-0739
Chromalloy France	00-800-7197-0399
Chromalloy Holland	00-800-7197-0399
Chromalloy Israel	00-800-7197-0399
Chromalloy Malichaud	00-800-7197-0399
Chromalloy Mexicali	001-800-7197-0399
Chromalloy Thailand	001-800-7197-0399
Chromalloy United Kingdom	00-800-7197-0399
MEGTEC Systems	(877) 393-3860 (920) 337-1477
Precoat Metals	(800) 784-3001
Warwick	011 (44) 01745 561394

Internal Audit

Director, Internal Audit	(201) 343-1122 ext. 2274
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