

**KNOWLES CORPORATION**  
**CODE OF ETHICS**  
**FOR**  
**CHIEF EXECUTIVE OFFICER**  
**AND**  
**SENIOR FINANCIAL OFFICERS**

**General Philosophy**

The honesty, integrity, and sound judgment of the chief executive officer (the "CEO") and the senior financial officers of Knowles Corporation ("**Knowles**") are fundamental to the reputation and success of Knowles. While all employees, officers, and directors of Knowles and its subsidiary companies are required to adhere to the Knowles Corporation Code of Business Conduct and Ethics, the professional and ethical conduct of the CEO and the senior financial officers is particularly essential to the proper function and success of Knowles.

**Applicability**

Each of the chief executive officer, principal financial officer, principal accounting officer, and controller of Knowles Corporation shall be bound by this Code of Ethics, and the phrase "the CEO and the senior financial officers" shall include each of them. In addition, each employee who has a significant role in the financial reporting process shall be bound by this Code of Ethics.

**CEO and Senior Financial Officers Code of Ethics**

To the best of their knowledge and ability, each of the CEO, the senior financial officers and employees who have a significant role in the financial reporting process shall, in performing his or her duties:

- Act with honesty and integrity, and avoid, or handle ethically and with full internal disclosure as provided below, actual or apparent conflicts of interest between personal and professional relationships.

- Act in good faith, with due care, competence, and diligence, to provide colleagues with information that is accurate, complete, objective, relevant, timely, and understandable, and to use and promote independent judgment.
- Strive to provide or cause to be provided full, fair, accurate, timely, and understandable disclosure in all reports and documents that Knowles files with, or submits to, the Securities and Exchange Commission and other government or regulatory agencies or includes in public communications made by Knowles.
- Strive to identify and rectify any significant deficiencies in the design or operation of internal or disclosure controls and procedures that could adversely affect Knowles' ability to record, process, summarize, and report financial or other required information.
- Comply and encourage others reporting to him or her to comply in all material respects with applicable laws, rules, and regulations of federal, state, and local governments (of both the United States and all other countries where Knowles operates) and other appropriate private and public regulatory agencies.
- Respect the confidentiality of information acquired in the course of employment, disclosing it only when authorized or legally obligated to do so, and never using it for personal advantage.
- Share knowledge and maintain skills necessary and relevant to Knowles' needs.
- Proactively promote ethical and honest behavior within Knowles.
- Assure responsible use and control of all assets, resources and information of Knowles employed by or entrusted to him or her.
- Promptly report, and promote prompt internal reporting of,
  - (i) any violations of this Code of Ethics;
  - (ii) any violation of Knowles' Code of Business Conduct and Ethics and any fraud, whether or not material, that involves management or other employees who have a significant role in Knowles' financial reporting, disclosures, or internal controls; and

- (iii) any material violation of the securities or other laws, rules, or regulations applicable to Knowles or the operation of any of its businesses, by Knowles, any Knowles company or any employee or agent thereof.

Such report shall be made to the CEO (if not involved), to the Chief Financial Officer (if not involved), to the General Counsel (if not involved), and/or to the Audit Committee (for which the procedures established by the Audit Committee for the confidential, anonymous submission of concerns by employees - the "hotline" - may be used).

The CEO, all senior financial officers and employees who have a significant role in the financial reporting process are required to adhere to both the Knowles Corporation Code of Business Conduct and Ethics and this Code of Ethics for CEO and Senior Financial Officers at all times. Only the Board of Directors shall have the authority to amend this Code of Ethics.

Any of the covered officers who ignores or violates this Code of Ethics will be subject to corrective action, which may include immediate dismissal.

*As amended by the Board of Directors on November 4, 2014*