

Knowles Corporation

Related Person Transactions Policy and Procedures

Policy Statement

Knowles Corporation (the "**Company**") recognizes that Related Person Transactions (as defined below) may involve potential or actual conflicts of interest and raise questions about whether those transactions are in the best interests of the Company and its shareholders. Therefore, as a general matter, it is the Company's preference to avoid Related Person Transactions. However, the Company recognizes that there are circumstances where Related Person Transactions may be in, or not inconsistent with, the best interests of the Company and its shareholders, including, for example, situations where the Company may obtain products or services of a nature or on terms not available from other sources or consummate transactions on terms not available from unrelated third parties. It is the Company's policy to enter into or ratify Related Person Transactions only when the Board of Directors (the "**Board**"), acting through the Governance and Nominating Committee or as otherwise described herein, determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its shareholders. The Company has adopted this Related Person Transactions Policy and Procedures to complement the Company's Code of Business Conduct and Ethics and to address the reporting, review and approval or ratification of Related Person Transactions.

This policy has been adopted by the Board. The Governance and Nominating Committee will review and may amend this policy from time to time.

Definitions

Persons Covered by this Policy

This policy applies to the following persons (each a "**Related Person**" and, collectively, "**Related Persons**"):

- Any director or executive officer of the Company;
- Any nominee for director;
- Any person who is known to the Company to be the beneficial owner of more than 5% of any class of the Company's voting securities;
- Any immediate family member (child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law) of such director, executive officer, nominee for director or 5% shareholder, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee for director or 5% shareholder; and
- Any entity in which any of the foregoing persons (i) is employed, (ii) is a partner or principal or serves in a similar position, or (iii) has a 10% or greater beneficial ownership interest (either alone or in the aggregate with all other Related Persons).

Transactions Covered by this Policy

A "**Related Person Transaction**" is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which (1) the Company (including any subsidiary or other entity controlled by the Company) was, is or will be a participant, (2) the amount involved exceeds \$120,000, and (3) any Related Person had, has or will have a direct or indirect material interest. An "**indirect**" interest of a Related Person in a transaction is one that arises from the person's position or relationship with an entity that engages in the transaction.

Excluded Transactions

The following types of transactions shall not be considered Related Person Transactions for purposes of this policy:

- *Executive Officer Compensation.* An employment relationship or transaction with an executive officer and any related compensation solely resulting from that employment relationship or transaction if either (i) the compensation is reported in the Company's annual report or proxy statement pursuant to Item 402 of Regulation S-K promulgated by the Securities and Exchange Commission, or (ii) the executive officer is not an immediate family member of another Related Person and the compensation is approved and paid as part of and in accordance with the Company's executive compensation program and would be reported in the Company's annual report or proxy statement pursuant to Item 402 if the executive officer was a named executive officer (as defined in Item 402).
- *Director Compensation.* Any compensation which is paid to a director as part of the Company's directors' compensation program and is reported in the Company's annual report or proxy statement under Item 402(k) of Regulation S-K promulgated by the Securities and Exchange Commission.
- *Certain Transactions with Other Entities.* Any transaction with another entity where the Related Person's interest arises only from (1) (a) his or her position as a director of such entity or (b) the ownership by such person and all other Related Persons, in the aggregate, of less than a 10% equity interest in such entity, or (c) both of the foregoing or (2) his or her position as a limited partner in such entity if the ownership interest by such person and all other Related Persons in such entity, in the aggregate, is less than 10% and if such person is not a general partner of and does not hold another position in such entity.
- *Transactions where all shareholders receive proportional benefits.* Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock receive the same benefit on a pro rata basis (e.g., dividends).
- *Certain Company charitable contributions.* Any charitable contribution by the Company to an established not-for-profit organization with which a Related Person is affiliated (other than as an executive officer or director), if the aggregate amount involved does not

exceed the lesser of \$500,000 or 2 percent of the not-for-profit organization's total annual receipts.

- *Transactions involving competitive bids.* Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.
- *Regulated transactions.* Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- *Certain banking-related services.* Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

Review and Approval Procedures

1. Prior to entering into a potential Related Person Transaction, (a) the Related Person, (b) the director, executive officer or director nominee who is an immediate family member of the Related Person, or (c) the business unit leader responsible for the potential Related Person Transaction shall provide notice to the Company's General Counsel of the facts and circumstances of the potential Related Person Transaction, including:

- the name of the Related Person, the Related Person's relationship to the Company and interest in the transaction;
- the material facts of the transaction, including the proposed aggregate value of the transaction and the value to be derived by the Related Person;
- the benefits to the Company of the transaction;
- if applicable, the availability of other sources of comparable products or services or alternative transactions to obtain similar benefits; and
- an assessment of whether the transaction is on terms that are comparable to those that would exist in a similar transaction with an unrelated third party, and all other information bearing on whether the transaction is fair to the Company.

2. If the General Counsel determines that the proposed transaction is a Related Person Transaction, the proposed transaction shall be submitted to the Governance and Nominating Committee (the "**Committee**") for its review and consideration at its next regularly scheduled meeting. If the Chair of the Committee decides that the transaction is not material to the Company, or if it is impractical or undesirable to wait until the Committee's next regularly scheduled meeting, the Chair of the Committee may review and approve the transaction or call a special meeting of the Committee to review and approve the transaction. The Chair of the Committee will report to the Committee at the next Committee meeting any approval under this policy pursuant to delegated authority.

3. The Committee, or the Chair of the Committee, as the case may be, shall consider all of the relevant facts and circumstances available to the Committee or the Chair of the Committee, including, but not limited to, the amount involved; the benefits of the transaction to the Company; the availability of other sources of products or services or alternative transactions that would generate similar benefits; whether the transaction is on terms no less favorable to the Company than terms generally available if the transaction involved an unrelated third party; and the impact on a director's independence if the Related Person is a director, an immediate family member of a director, or an entity in which a director is a partner, shareholder or executive officer.

4. The Committee, or the Chair of the Committee, as the case may be, shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Committee or the Chair of the Committee determines in good faith. The Committee or the Chair of the Committee may impose conditions or guidelines on any approved Related Person Transaction, including, but not limited to, on-going reporting to the Committee, limitations on the dollar amount of the transaction, limitations on the duration of the transaction or the approval of the transaction, or other conditions for the protection of the Company or to avoid conferring an improper benefit or creating the appearance of a conflict of interest.

5. The Chair of the Committee shall convey the decision to the General Counsel, who shall convey the decision to the appropriate persons within the Company.

6. No director shall participate in the review of any transaction in which he or she is a Related Person.

7. If a proposed transaction involves the Company's CEO or enough members of the Committee such that the Committee cannot have a quorum to approve the transaction, the disinterested members of the Committee will review the proposed transaction and make a recommendation to the Board and the disinterested members of the Board will approve or reject the transaction.

8. The General Counsel shall not participate in the review or handling of any transaction in which he or she is a Related Person. In such cases, the role of the General Counsel will be performed by another officer chosen by the CEO who is not a Related Person in the transaction.

Ratification Procedures

1. If the Company becomes aware of any Related Person Transaction that was consummated without having been approved, such transaction shall be subject to the procedures set forth above, beginning with the General Counsel promptly collecting the appropriate information and submitting such transaction to the Committee.

2. The Committee or the Chair of the Committee shall consider all of the relevant facts and circumstances available to the Committee or the Chair of the Committee, including but not limited to those described above.

3. Based on the conclusions reached, the Committee or the Chair of the Committee shall evaluate all options, including but not limited to ratification, amendment or termination of the Related Person Transaction, and take such action as the Committee or the Chair of the Committee deems appropriate under the circumstances, including without limitation any disciplinary action and action to prevent a recurrence of the failure to timely report a transaction.

Interpretation; Disclosure

It is intended that this policy be interpreted to cover all related person transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations. All such transactions shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.

As adopted by the Board of Directors on February 6, 2014