



Badger Meter

Code of Business Conduct



Handbook

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Our Commitment to Ethical Standards



Integrity: Doing what is right

Integrity means living up to the standards – current laws and our own company policies – that we commit to.

We are all responsible for acting with integrity and in accordance with high ethical standards. We want to do what is right. In doing what is right, we need to ask ourselves:

- Is it legal?
- Does it follow company policy?
- Is it right?
- How would it look to those outside the company? For example, how would it look to our customers, the people in the communities where we work, and the general public?

Remember these rules:

- Know the legal and company standards that apply to your job.
- Follow these standards --- **always**.
- Ask if you are ever unsure about the right thing to do.

What is the Code of Business Conduct (“Code”) for and who should follow the Code?

This Code reaffirms our commitment to integrity as the cornerstone for behavior of Badger Meter employees and all others who act on our behalf. Badger Meter is committed to conducting business in compliance with the letter and spirit of the law and other accepted standards of business conduct reflected in our corporate and company policies.

The Code provides guidelines to important laws and policies that everyone working for the company must follow. It is designed to help employees:

- Understand and follow the basic compliance and integrity rules that apply to our jobs.
- Know when and where to ask for help or advice.

All employees should adhere to the standards contained in the Code and should consult the Code when acting on behalf of the company. Further, employees who engage vendors, consultants and temporary employees must monitor their work so that they act in a manner consistent with the principles in the Code.

The guidelines contained in this Code are to assist you in making the right choices when confronted with a difficult situation. By following these guidelines, you will help ensure that we conduct our business for the benefit of our customers, shareholders, suppliers, host communities and fellow employees.

Does the Code explain all the standards I need to know?

For years, Badger Meter has had corporate policies concerning legal and ethical behavior in many areas. We have always been committed to high ethical standards by conducting our affairs in an honest and fair manner. The Code exists to assist you in maintaining our standards of ethical integrity.

However, the Code does not cover every situation and guidelines have exceptions. You should get help from your manager or from our Corporate Legal Counsel whenever you are in doubt about the proper course of action. Other resources available to all employees are:

- Corporate Policies and Procedures on the company's Intranet website.
- Employee Handbook which is maintained by Human Resources.
- Employee Compliance and Ethics Training Programs.

What should I do if I have a question or concern?

It is your duty to speak up. Our company cannot live up to its commitment to act with integrity if we, as individuals, do not speak up when we should. That's why in addition to knowing the legal and ethical responsibilities that apply to your job, you should speak up if:

- You are unsure about the proper course of action and need advice.
- You believe that someone acting on behalf of Badger Meter is doing – or may be about to do – something that violates the law or our compliance and integrity standards.
- You believe that you may have been involved in misconduct.

The willingness of each of us to raise ethical concerns is essential. No one will suffer any adverse effects to their job or career as a result of raising an ethical concern or questioning the ethics of a company practice.

Whom should I contact for help?

Your supervisor is usually a good place to start. The most important thing is that you are asking a question or raising a concern! Confidentiality will be maintained to the extent consistent with the best interests of the employees involved, our company, and our company's obligations under the law. You may also seek help or advice from:

- Your supervisor's supervisor
- Your department head
- Your Human Resources Department
- Compliance and Ethics Officer(s) --
 - Bill Bergum, VP – General Counsel & Secretary
 - Beverly Smiley, VP - Controller
- Corporate Legal Counsel
 - Bill Bergum, VP – General Counsel & Secretary

Ethics Hotline (ext. 15700)

The Ethics Hotline is a voice mailbox located in Milwaukee.

It allows an employee to report unethical behavior, including violation of the Code, in full confidentiality. Any employee who wishes to use the hotline simply accesses the voice mailbox. A message with further information will be heard and the hotline user is free to raise their issue. Access to the voice mailbox is limited to the Chair or our Board's Audit & Compliance Committee, the VP -Human Resources and the VP - General Counsel.

Employees may also report in writing to any of the above-mentioned people in confidentiality at any time. Mail or email your concerns to the attention of any or all of them via U.S. Mail to Badger Meter, Inc., P.O. Box 245036, Milwaukee, Wisconsin 53224 or tomfischer123@gmail.com, tjashinsky@badgermeter.com or bbergum@badgermeter.com.

The above-mentioned Officers and/or the Audit Chair have full discretion to: determine the extent to which reported issues are investigated and to determine whether reported issues are investigated at the corporate, operational or other level they deem appropriate and adequate; consider investigations closed; and for previously reported, investigated and closed ethics issues, not to re-open such issues for further investigation unless new information is presented that justifies the additional effort.

No employee's relationship with the company shall be adversely affected as a result of raising an ethical issue in good faith through the hotline or in writing. Hotline or other ethics reporting can be done anonymously if preferred, but must be done in good faith and be founded in reliable fact.

Our Work Environment

Badger Meter is committed to fostering a workplace that is safe and professional and that promotes teamwork, diversity and trust. This includes the strongest commitment to providing equal employment opportunities for all persons.



Equal Employment Opportunity and Diversity

Badger Meter believes in the fair and equitable treatment of each individual. The employment policies are set forth in the Employee Handbook. Employment decisions are based on relevant factors such as ability, qualifications, work quality, and experience – not unrelated or illegal factors such as race, color, gender, religion, national origin, age, disability, citizenship, marital status, veteran status, sexual orientation, or other protected group status.

Our policy and practice is to recruit, hire, train, and promote the best qualified individuals based upon relevant factors such as qualification for the position, work quality, performance and experience, without regard to factors that are unrelated to Badger’s legitimate business interests. Our adopted policies ensure that all personnel actions, including recruitment, selection, hiring, placement, promotion, training, benefits, compensation, transfers and reorganizations are undertaken in accordance with the principles of equal employment opportunity. Unlawful discrimination of any kind by employees will not be tolerated.

Harassment and Discrimination

Having a professional work environment means that we will not tolerate any form of harassment. This extends to third parties interacting with Badger Meter employees, including customers, suppliers, consultants, Badger Meter distributors, agents, or factory representatives.

Harassment can be verbal, physical or visual behavior where the purpose or effect is to create an offensive, hostile or intimidating environment. Sexual harassment, in particular, can include sexual advances, requests for sexual favors, unwanted physical contact or repeated and unwelcome sexual suggestions. Other prohibited conduct includes: offensive racial, ethnic, religious, age-related, or sexual jokes or insults; distributing or displaying offensive pictures or cartoons; and using voicemail, email or other electronic devices to transmit derogatory or discriminatory information. This kind of behavior will not be tolerated at Badger Meter.

Health, Safety and Security of Employees

Remember:

Just having safety rules is not enough. Our commitment to safety means each of us needs to be alert to safety risks as we go about our jobs.

Badger Meter is committed to providing our employees with a safe and secure work environment. Safety is especially important in manufacturing locations which are subject to significant workplace safety regulations. Each work location has safety rules that must be followed. We comply with all health and safety laws, as well as our own health and safety policies that go beyond what the law requires.

All of our employees and the employees of other companies working on our premises must know the health and safety requirements associated with their jobs.

A safe and secure work environment also means a workplace free from violence. Threats (whether implicit or explicit), intimidation and violence will not be tolerated.

Any safety concerns should be reported to your manager or supervisor or our Corporate Safety Manager at Badger Meter.

Employee Confidentiality

Our assurance:

Personal employee information will not be purposefully provided to anyone outside of Badger Meter without required, appropriate authorization, unless otherwise legally required.

Badger Meter respects the confidentiality of our employees' personal information. This means that access to personal records is limited to company personnel who have appropriate authorization and a clear business need for that information. Employees who have access to personal information must treat it appropriately and confidentially.

However, Badger Meter commitment to employee confidentiality is not a license to engage in inappropriate personal activities at work. Company computers, for example, are intended for official use, not for outside business activities. Badger Meter, as governed by law, has the right to access and review all communications, records and information created at work, while working or with company resources. This includes such things as intranet or internet activity, e-mail, texting, voicemail, telephone conversations and social networking.

Drugs and Alcohol in the Workplace

Work requires clear thinking and the ability to react quickly and reasonably. The safety of fellow employees and third parties we deal with depends on it. Being under the influence of alcohol or drugs, or improperly using medication, diminishes an employee's ability to perform at his or her best.

Our rules strictly forbid abuse of drugs and alcohol. Any violation of these rules is taken very seriously.

Company Relationships

Conduct Involving our Everyday Business Relationships

We are all responsible for acting in accordance with high ethical standards which are based on respect for the dignity of each individual, a commitment to honesty, integrity and fairness, and our desire to be a good corporate citizen.



We also recognize that constructive interaction with customers, suppliers, vendors, consultants, communities in which we conduct business and society as a whole, is important to our success.

Dealing with Fellow Employees

We want our employees to be committed to learning, growing and working in an environment that values our unique talents, skills and perspectives. We have a responsibility to encourage new ideas, produce high-quality work, provide constructive feedback in problem solving situations, and support our fellow workers. Meeting these expectations requires treating each other respectfully and ethically. To assure integrity in dealing with our fellow employees, we will:

- Listen carefully and value opinions and experience of employees.
- Utilize the team approach to enhance productivity.
- Require managers to provide job descriptions and performance feedback for employees.
- Provide employees with the training required to do their jobs.
- Maintain an “open door” so that employees can express their views on issues without fear of reprisal. In the unlikely event that a customer treats you in an unethical manner, please report this to your supervisor.

Dealing with Customers

Serving our customers is the focal point of our business. Our customers should always be treated with respect, and we must maintain an ongoing relationship of trust. In our relationships with our customers we will:

- Treat all customers fairly and honestly.
- Communicate in a respectful and helpful manner.
- Provide prompt and accurate customer service.
- Work with them to understand and anticipate their needs.
- Identify and resolve any obstacles they may see in doing business with us.
- Respond promptly and courteously to their inquiries and requests.
- Accurately represent our products and services in our marketing, advertising and sales efforts.
- Provide high quality products and services (and understand what represents “high quality” in the eyes of the customer).

Privacy of Customer Information

Badger Meter has a responsibility to protect the privacy of information that customers entrust to us. Employees who do not have a business reason to access this information should not do so, and those who do have legitimate access should take steps to protect against the unauthorized release or use of private customer information, including monitoring compliance of outside parties who may be given access to this information.

Some examples are:

- Confidential financial information
- Confidential credit reports
- Credit card transactions

Dealing with Vendors

Badger Meter takes great care in selecting vendors (suppliers) that have business values consistent with our business values. Our Purchasing department has a well-defined process for choosing vendors and tracking the progress and success of the vendors' products or services based on our expectations.

Prospective vendors have the opportunity to compete fairly for our business. In selecting vendors, we:

- Strive to choose vendors who provide the highest quality at the best value.
- Use only vendors that by their actions and dealings do not cause Badger Meter to be in violation of any laws, regulations, or our Code standards.

Dealing with Consultants

Remember:

What we may not do directly, may not be done indirectly by acting through a third-party consultant.

Consultants retained by the company are expected to adhere to our Code in the course of their work on behalf of the company. In working with consultants, we will take special care to:

- Ensure that no conflict of interest exists.
- Verify that the consultant is genuinely qualified and in the business for which retained.
- Negotiate reasonable compensation for the services being performed.
- Develop a written agreement outlining the statement of work under which the consultant agrees to abide by all applicable laws and report any conflicts of interest.

Consultants may not be retained to do anything illegal or improper.

Protection of Confidential and Proprietary Information (when dealing with vendors or consultants)

To ensure protection of confidential and proprietary information, a signed Non-Disclosure Agreement is required from all vendors or consultants working with confidential and proprietary information prior to their dealings with Badger Meter. A copy of this agreement is available from the Legal Department (or in the case of standard suppliers, the Purchasing Department).

Agreements for dealings with any third party where confidential or proprietary information may be or will be exchanged which have unique characteristics can be obtained from the Corporate Legal Counsel. Any questions about the necessity for this type of agreement should be directed to the Corporate Legal Counsel.

Dealing with Distributors and Sales Representatives

Badger Meter has a network of distributors and sales representative that may purchase our products for resale or obtain purchase orders for a commission. Agreements are in place that specify in detail the terms and conditions of our business relationship and the geographic territory where the distributors and sales representative have agreed to conduct business.

Badger Meter takes great care in entering into agreements with individuals and or companies to be sure their values and business practices are consistent with ours and to ensure that they responsibly attend to the end customers' expectations.

Trade Associations

Badger Meter encourages its employees to participate in trade associations where participation contributes to the overall benefit of Badger Meter. However, because many trade association activities occur in the presence of competitors, it is essential that certain guidelines be kept in mind with respect to trade association activities:

- *Do not engage or participate in a conversation or discussion with a competitor that involves pricing or market information.* If such a discussion arises, you should immediately state you are not able to participate and remove yourself from the discussion. As a follow up, you should disclose the situation (in writing) to the Corporate Legal Counsel, keeping a copy of the written disclosure in your records.
- *Take care when participating in any process which fixes standards for an industry.* Standards which tend to exclude or limit entry into a market are often construed as anti-competitive acts which violate Anti-Trust Law. Badger Meter employees who participate in the standards process should make every effort to ensure that all standards developed do not in any way serve to arbitrarily limit competition.
- *Where possible, trade association meetings should be conducted in the presence of a qualified moderator or legal professional.* This ensures that all discussion is in accordance with legally accepted business practices.

If you have any questions about the potential for any liability arising as a result of your participation in trade association activities on behalf of Badger Meter, contact our Corporate Legal Counsel to seek advice.

Other Business Relationships

Employees must not enter into legally binding agreements without the authorization to do so and without appropriate legal review or approval.

In your dealings with outside sources, you should consult with our Corporate Legal Counsel before engaging in any agreements.

Community Relationships

Badger Meter has a long-standing commitment to function as a good corporate citizen. We recognize that constructive interaction and a positive relationship with those communities where we do business is important for our success. To achieve this, we will:

- Conduct business to contribute to the overall economic vitality of those communities.
- Meet applicable environmental laws and regulations with the goal of minimizing the environmental impact of Badger Meter's activities.
- Support public policies that enhance community interests, wherever possible.

Company Information, Resources and Financial Disclosure



Company Information

Our employees can create shareholder value by working hard to achieve superior financial results. In pursuing this goal, Badger Meter and its employees must:

- Produce honest and accurate reports and records.
- Be forthright in measuring and reporting financial performance.
- Must protect company assets and resources.
- Act with honesty and integrity in the performance of their duties.
- Never engage in insider trading.

Accurate Books and Records, and Financial Disclosure

Remember:

Proper financial records are critical to the credibility and integrity of Badger Meter. Each employee is responsible for maintaining accurate, timely and honest financial records.

If you are asked by anyone, including your manager, to falsify or “fudge” any information, you should immediately contact your supervisor and/or Corporate Legal Counsel.

A company’s credibility is judged in many ways, but one very important way is the integrity of its books, records and accounting. Badger Meter is committed to providing shareholders with full, accurate, timely, and understandable information, in all material respects, about the company’s financial condition and results of operations. In meeting this commitment, Badger Meter is required by securities laws to report in accordance with generally accepted accounting principles in the US, and to maintain books and records that accurately and fairly reflect all transactions.

This obligation includes more than financial information. Every employee must help ensure that reporting of any business information of whatever kind (financial or otherwise) and in whatever form (computerized, paper or otherwise) is accurate, complete and timely. This requires, among other things, accurately recording costs, sales, shipments, time sheets, vouchers, bills, payroll and benefits records, test data, regulatory data, and other essential company information.

To that end, all employees must:

- Follow all laws, external accounting requirements and company procedures for reporting financial and other business information.
- Never deliberately make a false or misleading entry in a report or record.
- Never establish an unrecorded fund for any purpose.
- Never alter or destroy company records except as authorized by established policies and procedures.
- Never sell, transfer or dispose of company assets without proper documentation and authorization.
- Cooperate with and do not take any action that would mislead our internal or external auditors.
- Contact the accounting department with any questions about the proper recording of a financial transaction.

Financial Disclosure and Corporate Governance of Financial Officers and the Board of Directors

Remember:

Financial Officers and other managers responsible for accurate books and records, and accounting and disclosure of financial information have a special duty to ensure that all legal and Code standards are met.

Under the Investor section of the Badger Meter website, there are two very important Codes of Conduct that were adopted to ensure the proper compliance of laws and guidelines established for financial executives and the Board of Directors.

The Financial Executives Code of Conduct outlines the additional responsibilities of the senior financial officers, above and beyond the guidelines in the Employee Code of Conduct.

Refer to the Badger Meter website **www.badgermeter.com** under “Company” “Investors” “Corporate Governance” and Code of Conduct

for the complete Code of Conduct for Financial Executives.

The Board of Directors of Badger Meter has also developed and adopted certain principles of corporate governance establishing a common set of expectations to assist the Board and its committees in fulfilling their responsibilities to the Company's shareholders to oversee the work of management and the company's results. These guidelines are intended to ensure that the Board will have the necessary authority and practices in place to review and evaluate the company's business operations as needed.

Refer to the Badger website www.badgermeter.com under "Company" "Investors" and Principles of Corporate Governance for the complete Principles of Corporate Governance.

Company Time

To be successful, every employee must make the best use of his or her time and that of co-workers. All employees are expected to fulfill their job responsibilities and devote the necessary time to their work, while pursuing their individual work-life goals. Employees who are required to report the hours they work, must do so truthfully and accurately.

Company Property and Resources, and Sound Individual Judgment

Remember:

Always use good judgment and common sense – it reflects the collective good judgment and common sense of all of us.

All employees are responsible for using good judgment so that the company's assets are not misused or wasted. Company assets are intended to help employees achieve business goals. Careless, inefficient or illegal use of company property is in direct conflict with our standards.

When considering a particular situation, ask yourself:

- Are my actions consistent with the company's practices?
- Do my actions give the appearance of impropriety?
- Will my actions bring discredit to myself, others or the company?
- Do my actions conform to the spirit of the Code of Business Conduct?

Confidential and Proprietary Information

Employees have access to and become knowledgeable about sensitive information which is very valuable to the company. This is called “proprietary information.” We are all responsible for protecting the confidentiality of such information. Some examples of sensitive business information are:

- Non-public financial information.
- Sales, marketing and customer databases.
- Marketing strategies and plans, pricing strategies.
- Inventions, product development, manufacturing processes.
- Research and technical data.
- Customer data.
- Personally Identifiable Information.
- Personnel records.
- Trade secrets (intellectual property protection which can include but is not limited to the types of information listed above).

Use or disclosure of sensitive information must be for company purposes only and not for personal benefit or the benefit of competing interests. Also, the disclosure of such information should be limited only to those inside or outside the company who have a legitimate need to know. Never disclose this information without management’s prior approval, or if you are unclear about what can be disclosed, contact our Corporate Legal Counsel.

Anyone possessing proprietary information may be required to sign a non-disclosure agreement to ensure the confidentiality of the information both while they are employed and after they leave the company. Unauthorized use of company information could result in legal action.

Safeguarding Company Assets

Each of us is responsible for protecting company assets, which include the company’s investment in trade secrets, technology and other proprietary information as well as physical property.

Managers are responsible for setting up and keeping good controls to protect assets from loss or unauthorized use. Each of us is responsible for assisting in preventing waste and theft and assuring the integrity of the controls.

Quality and Productivity

Badger Meter is dedicated to the production of reliable products in accordance with customer needs and requirements. We will provide the resources necessary to maintain high quality and cost-effective performance throughout the company.

To achieve this, an elevated level of teamwork, communication and trust must be continuously fostered among our people, our customers, our vendors, and others with whom we do business.

Computer/Device Use, Software, Network Security and Social Networking/Media

Remember:

Information on any company device (including but not limited to personal computer, tablet, desk phone or smart phone) is company property and may be accessed and monitored to be sure that company policies are being followed.

Computer technology – hardware, software, networks, and the information that runs on them – is critical to our business success. Everyone who uses a computer must conform to and follow the standards and policies set by the IS department.

Computer software programs are copyrighted, and usually subject to license agreements. These agreements restrict your lawful use of the software. For example, a license may prohibit copying of the programs and restrict its use to a specific computer. All software implementation should be administered under the direction of IS personnel in conjunction with their standards and security policies.

Employees must:

- Use company devices responsibly and primarily for business purposes. Personal use should be kept to a minimum. If so used, it must be appropriate, reasonable and it is at your own risk.
- Always protect the security of computer systems.

Use your good judgment and these guidelines:

NEVER --

Engage in electronic communications that might be considered offensive, derogatory, defamatory, harassing, obscene or otherwise vulgar.

- Use company electronic communications systems to improperly disseminate copyrighted or licensed materials, or proprietary information.
- Use company electronic communications systems to transmit chain letters, advertisements or solicitations (unless authorized).
- Never install or use personal software on a company computer. (Personal software is defined as any software that is obtained by any party other than Badger Meter. Personal software will be disposed of without prior notification to the user).
- Visit inappropriate Internet sites.

ALWAYS --

- Protect information used to access company networks including IDs and passwords. This means not sharing your confidential information with others.

Social Networking Policy

With Social Media now so prevalent in today's society, it is important to be mindful about what you are posting on a public, online forum.

When posting content online, you must do so under your own identity and not as a representative of Badger Meter, unless specifically authorized. With that in mind, it is important to remember that as an employee of Badger Meter, what you write online may by association create a positive or negative impression of the Company.

While Badger Meter does not prohibit the use of social media, we ask that you be mindful about what you are posting, and use good discretion at all times. In addition, any confidential information that is not otherwise intended for a public forum is not to be shared online. If you are unsure of what type of information is appropriate to discuss via Social Media, please consult this Code of Business Conduct, discuss with your supervisor or an authorized Badger Meter representative (Badger Meter's Legal, Human Resources, or Marketing Communications Departments).

All electronic communications and postings via social media channels that discuss the Company or Company- related matters will be subject to monitoring and/or search by Badger Meter at any time and for any reason, regardless of whether created during or outside of work time.

When online networking affects an employee’s job performance, the performance of others or the Company’s business interests, the Company will respond as necessary, regardless of whether the information was posted during or outside of work. Therefore, employees may not maintain an expectation of privacy with respect to public, online communications involving the Company or Company-related matters. Violation of this policy may result in discipline up to and including termination of employment.

E-Mail

Records of your electronic communications may be made and used for a variety of reasons, and may be monitored to verify that company policies on computer use are being followed.

Keep this in mind and exercise care when you use electronic mail.

If you are unclear about what kind of information may be sent by e-mail, check with your manager, the IS network administrator, the human resources department, or the Corporate Legal Counsel.

Bring Your Own Device Rules

If you plan to use your own device(s) to conduct your duties for the Company or any work on behalf of the Company, please review, understand and follow the Company’s policies and procedures on the most recent rules on BYOD. The Company owns the work done on its behalf, regardless of device used or location of such work/information and you must protect such work/information as confidential and return or destroy such work/information upon request or upon termination of your employment with Company, at Company’s sole discretion.

Insider Trading

Remember:

If you have knowledge that is not public information, you have insider knowledge and may not share it with anyone because it could be a securities law violation.

In order to protect the investing public, securities laws make it illegal for those with “inside information” to buy or sell securities (stocks, bonds, options, etc.). “Inside Information” is information that is not available to the public and is “material.” “Material Information” means information that a reasonable investor would likely consider important in deciding whether to purchase or sell a security. Chances are, if you learn something nonpublic that leads you to want to buy or sell stock, the information may be considered material. Material information is not necessarily information that is certain; information that something is likely to occur, or even that it “may happen,” may be considered material. Many employees may have inside information simply by virtue of their positions in the company.

Examples of inside information may be:

- Introduction of an innovative new product.
- Negative views about a new or existing product.
- Significant new contracts.
- Changes in dividends.
- Mergers, acquisitions and joint ventures.
- Major developments in litigation.
- Earnings statements and forecasts.
- Expected Government contracts or actions.

Inside information can also be information you obtained confidentially during the course of your work about another company – for example, from a customer or vendor. If you have knowledge of any of these kinds of information – and the information is not public – this is considered inside information and no employee may buy or sell securities using it.

No tips! This means you must never disclose non-public inside information to anyone else (including your spouse, co-workers, friends, broker, etc.) because it is a violation of the SEC laws. This includes discussions on Internet “chat rooms” or blogs.

Securities law violations are taken very seriously and can be prosecuted even when the amount involved is small or the “tipper” made no profit at all. Government agencies regularly monitor trading activities through computerized searches.

Employees (and outsiders with whom they are associated) who have inside information can lawfully trade in the market once the information is made public through established channels and enough time has passed for the information to be absorbed by the public. Employees who have regular

access to inside information must generally limit their trading of company securities to specified “windows.”

If you have any questions or concerns about your responsibilities under the insider trading laws, contact the Corporate Legal Counsel.

Investor Relations

Shareholders, financial analysts, creditors and others count on us to provide reliable information on our company’s operations, performance and outlook.

To protect the integrity of the information:

- Only designated personnel are authorized to speak to investors and analysts on behalf of Badger Meter. These people must provide all members of the public equal access to honest and accurate material information.
- Any inquiries from members of the investment community (shareholders, brokers, investment analysts etc.) should be directed to the Investor Relations Manager, or in the alternative, the Chief Financial Officer (CFO) or Chief Executive Officers (CEO) for a response.

Media Contacts

Remember:

Only designated personnel should speak to the media.

Media or press calls require careful consideration. No employee should talk about company matters with a reporter, either on or off the record. News media contact and responses and public discussion of company business should only be made through a company authorized spokesperson. The only way to ensure consistency of information is to have the source of information consistent.

Media is defined as any organization or person who distributes information directly to the public or through private subscriptions. Media includes, but is not limited to national and local television, radio, newspaper, trade magazines, association newsletters, and even student papers.

If you are approached by news reporters, you should refer them to the Investor Relations Manager, the CFO, or CEO.

Failure to observe this policy can cause tremendous harm to the company, or yourself, and can mislead the public. Even if no actual harm results, the act of disseminating different levels of information is a violation of the law.

Records Management

Managing records and recorded information is essential to our business and great care must be taken to ensure that this information is managed properly.

There are four basic principles to guide us:

- **Maintain records as required by law.** Some laws have specific record-keeping requirements. Where they exist, we must be diligent in keeping with the requirements.
- **Be alert to the need for accuracy.** Employees should always maintain accurate records. Providing false or misleading records, or altering them, is wrong under any circumstances and could constitute a serious violation of law.
- **Retain any records related to litigation or an investigation.** If an investigation or litigation is pending or anticipated, certain records, including electronic records, may be subject to “disposal suspension.” This means they must be retained and must not be altered, deleted, concealed, or destroyed. This will be done under the guidance of the Corporate Legal Counsel.
- **Know and follow Company Records Management Policies.** Every business discipline has a defined process for retaining records and documents. Refer to the records retention policies and procedures for further information on records management guidelines that pertain to your discipline. The Company has a detailed schedule to assist you with these obligations. Ask your supervisor, the records retention manager, or the Legal Department for more information.

Company Conduct in Society

Environmental Compliance

Badger Meter expects full and complete compliance with all applicable environmental laws and regulations wherever we do business. But this is only the starting point of our environmental commitment. We are also committed to reducing the environmental impact of our activities and promoting the sustainability of the natural resources on which we depend, while providing quality products that meet the needs of our customers.



In this regard, we expect every employee to:

- Conduct business with the highest regard for quality of the environment (including but not limited to water, air and general land usage).
- Comply with all applicable laws and standards established by appropriate local, state or federal agencies governing discharges into water sources or the atmosphere or the disposal of solid and hazardous wastes.
- Comply fully with all local, state and federal laws concerning the environmental aspects of our use of buildings and real estate, our manufacturing processes and the design of our products.

Political Activity and Contributions

We encourage our employees to take part in the political process by supporting their own parties and candidates. But, they must do so on their own time and not use company resources.

Corporate Political Activity. Employees may not make any direct or indirect political contribution or expenditure on behalf of Badger Meter unless expressly authorized by our Corporate Legal Counsel or executive officer of the company. Lobbying activities and contributions can include such things as:

- Buying tickets for a political fund-raising event.
- Providing meals, goods, services, travel, accommodations or tickets for sporting and entertainment events.

- Lending personnel during working hours for fund-raising activities.
- Paying for advertisements and other campaign expenses.

Personal Political Activity. Badger Meter encourages political activity by employees in support of candidates or parties of their choice. However, you may not use company time, property or equipment for personal political activities.

Lobbying is subject to specific rules and covers many kinds of activity. You may be engaged in lobbying if your work on behalf of a political party involves:

- Contacts with legislators, regulators, executive branch official, or their staffs.
- Government contract sales.
- Efforts to influence legislative or administrative action.

Questions should be directed to your Corporate Legal Counsel.

Improper Payments

Badger Meter has a long-standing policy forbidding bribery of government officials in the conduct of its business in the US and abroad. No Badger Meter employee anywhere in the world may engage in bribery of any government official. We take this position not only because such payment would be in violation of the law, but also because of the company's commitment to good government and the fair and impartial administration of the laws.

We will not directly or indirectly offer or solicit any kind of payments or contributions (whether cash or in kind) for the purpose of:

- Influencing customers, suppliers or governmental entities including their officials or employees.
- Obtaining, giving or keeping business.
- Persuading any officials or employees of another company to fail to perform, or to improperly perform their duties.
- Influencing legislation or regulations.

Badger Meter also prohibits any employee, consultant or middleman, or other agent acting on behalf of the company or a company employee, from directly or indirectly engaging in commercial bribery. An example would

be paying money or giving a gift to an employee of a customer, without the knowledge of the customer, in the hope that the employee will influence the customer to purchase our products.

Engaging in bribery is unlawful under US federal laws as well as laws of a number of states and foreign countries. It is important that all managers adhere to and assure that those who report to them adhere to the strict company policy against bribery.

Conflicts of Interest, Gifts and Entertainment



Conflicts of Interest

Badger Meter respects the fact that employees have many activities outside the company and does not wish to infringe upon their personal lives. At the same time, a “conflict of interest” arises when an employee’s personal, social, financial or political activities have the potential of interfering with his or her loyalty and objectivity to the company. Actual conflicts must be avoided, but even the appearance of a conflict of interest can be harmful.

To avoid conflicts of interest, employees must act with integrity by making all business decisions on the basis of sound business judgment, and not motivated by personal interest or gain. Further, we must avoid any situation that might create or appear to create a conflict of interest.

Potential conflicts of interest are:

- Employees may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with Badger Meter. This would include the ownership of stock. However, ownership of a nominal amount of stock in a publicly-owned company would not be considered a conflict unless the amount was large enough to influence you. To avoid even the appearance of a conflict of interest, ask Corporate Legal Counsel for advice prior to taking action.
- Employees may not own, either directly or indirectly, (except through a mutual fund) securities in any business entity that competes with Badger Meter, without prior written approval of the Corporate Legal Counsel.
- Employees may have no business or financial relationship with customers, suppliers or competitors that could influence or appear to influence the carrying out of the employee’s job responsibilities.

- Employees must refrain from marketing products or services that compete with Badger Meter. Do not work for a competitor, customer or supplier as an employee, consultant or member of its board of directors without Corporate Legal Counsel approval.
- The work activities of close relatives can also create conflicts of interest. If you learn that a close relative works or performs services for any competitor, customer or supplier, advise your supervisor and Corporate Legal Counsel. They will work with you to assist in resolving any honest doubts that may exist.

In any instance where you think a potential conflict of interest exists or may appear to exist, immediately advise Corporate Legal Counsel to avoid potential risk to the company or yourself.

Gifts, Meals and Entertainment

Badger Meter recognizes that gifts, meals and entertainment are a part of ongoing business relationships we have with customers, suppliers, competitors and, at times, other employees. Simply stated, gifts and entertainment means anything of value. Business gifts and entertainment can build goodwill, but they can also make it harder to be objective about the person providing them. Consequently, gifts and entertainment can create their own conflicts of interest.

Offering or Receiving Gifts, Meals or Entertainment

Badger Meter employees may receive or offer meals in the normal course of business provided:

- They are associated with a business purpose.
- They are reasonable in cost.
- They are appropriate as to time and place.
- They do not influence or give the appearance of influencing the recipient.

Business-related gifts and excessive entertainment are inherently compromising and may be viewed as conflicts of interest.

Generally, Badger Meter employee may receive gifts of limited value provided that they:

- Do not influence or give the appearance of influencing the recipient.
- Cannot be viewed as a bribe, kickback or payoff.
- Do not violate any laws.
- Do not violate generally accepted ethical standards (of our organization or the recipient's organization).
- Can withstand public ethical scrutiny.
- Do not exceed \$50 per year, unless approved by your supervisor as proper and business related (in which case such gift(s) must not exceed a value of \$100 per day up to a cumulative maximum of \$300 per year per gifting entity). Gifts beyond these limits are generally discouraged and require CEO approval.

Generally, no gifts should be accepted during vendor/partner decisions (e.g. when doing an RFP and accepting bids/proposals).

Gifts or Entertainment that are simply wrong in either fact or appearance, and are NEVER permissible:

- Any gift or entertainment that would be illegal or result in any violation of the law.
- Any gift of cash or cash equivalent (including gift certificates, loans, stock, stock options).
- Any gift in which there is "quid pro quo" (an agreement to do something in return for the gift of entertainment).
- Participation in any entertainment that is unsavory, sexually oriented, or otherwise violates our commitment to mutual respect and integrity.
- Participation in any activity that you know would cause the person giving the gift or entertainment to violate his or her own employer's standards.

Other Considerations on Gifts and Entertainment

Gifts or entertainment offered to your close relatives could give the appearance of a conflict of interest since you could benefit from it.

We have a responsibility to inform all persons with whom we are doing or seeking to do business with of our policy.

Offering gifts or entertainment to government officials raises special risks. More information is contained in the Code under the sections of Political Activity, International Bribery and Corruption, and Dealing with Government as our customer.

For the purposes of this section, it is safe to say, never offer, provide, or accept gifts or entertainment without prior written consent of our Corporate Legal Counsel.

What Happens if I Receive an Impermissible Gift?

Ideally, you will be able to decline accepting an impermissible gift before it is given.

In the case of cash or cash equivalent such as a check, money order, investment security or negotiable instrument, notify our Corporate Legal Counsel who will assist in returning it, as well as notifying the giver of our corporate policy.

Gifts over the above-mentioned amounts referred to in our policy can be returned to the giver. If it is impractical to return a gift, a decision could be made to donate it. Seek advice from our Corporate Legal Counsel.

Conducting a Global Trade Business



International Business

Remember:

In countries where common business practices are less restrictive, we will follow the Badger Meter Code of Business Conduct.

Special care must be taken to identify and accommodate the differences between international markets and those in the US. Whenever we do business in foreign countries, we encounter laws which may vary widely or, on occasion, conflict with one another. Local customs and practices with regard to business and social dealings may also vary from country to country.

Our policy is to comply with all laws which apply in the countries where we do business. In countries where common business practices might be less restrictive than those outlined in our Code of Business Conduct, we will follow Badger Meter’s Code.

The Foreign Corrupt Practices Act and other US laws prohibit the payment of any money or anything of value to a foreign official, foreign political party (or official thereof) or any candidate for foreign political office for purposes of obtaining, retaining, or directing business. These restrictions also apply to consultants and agents acting on our behalf.

As a company and as employees, we must strictly abide by these laws. Any violation or any solicitations to violate these laws must be reported to our Corporate Legal Counsel immediately.

Improper Payments – See page 39.

Money Laundering and Contraband

Trading in products in violation of the law has different names. Among them, “contraband,” “smuggling” or “tax evasion.” Law enforcement officials around the world are increasingly concerned about contraband and its connection to money laundering. Badger Meter’s policy is clear. We will not condone, facilitate or support contraband or money laundering; and we will help Governments prevent illegal trade involving our company’s products.

Contraband (commonly called “smuggling”) is the illegal trading of goods in violation of customs or tax laws.

Money laundering is the process by which individuals or entities try to conceal illicit funds or otherwise make the source of the funds look legitimate.

Badger Meter supports anti-money laundering policies by using certain procedures to avoid receiving cash or cash equivalents that could be the proceeds of crime. They are:

- Specifies acceptable forms of payment.
- Requires that all payments be in the currency of the invoice.
- Prohibits third-party payments except in limited cases.
- Requires compliance with all reporting and recording rules, such as reporting cash transactions over \$10,000.

In addition, Badger Meter exercises due diligence in knowing who our potential customers and business associates are by:

- Assessing the integrity of potential customers or suppliers.
- Communicating with customers about our compliance expectations.
- Being aware of and complying with our customers’ business practices.
- Refusing to do business with and providing no assistance to those suspected of wrongdoing related to our products in particular.

Promptly report suspicious transactions or activities by any customer or supplier to the Corporate Legal Counsel.

Global Trade Restrictions (Import and Export)

Import Regulations

There are important importation rules that must be followed when our Company when imports products and materials (and by our customers and partners who have their own importation rules to follow). Please review the Company’s related policies and procedures if you deal with imports. If you have any doubt about a pending situation, you should consult our shipping logistics team or our Corporate Legal Counsel.

Export Regulations

Many types of commercial data, products, software and associated technical data may not be exported without prior written approval from the US Government. We are responsible for ensuring that items sold are not diverted to restricted countries.

The US, the EU, the United Nations, and a number of other jurisdictions periodically impose prohibitions or other restrictions on export and trade dealings with certain countries, entities and individuals. Trade restrictions take many forms, including bans on:

- Exports to a sanctioned country.
- Transshipments through a non-sanctioned country to a sanctioned country, or vice versa.

Things that you might not expect to be considered exports are:

- Conversations of a technical nature with a citizen of another country – even when the foreign citizen is in the United States.
- Data or information attached to an email sent to a recipient outside the U.S.
- When foreign visitors tour our facilities, what they see can be considered an export.

Please review the Company's related policies and procedures if you deal with exports. If you have any doubt about a pending situation that may be considered an export, you should consult our shipping logistics team or our Corporate Legal Counsel.

Conclusion

Exceptions to the Code

The Code covers many aspects of our business and business relationships. Unfortunately, we cannot address every issue or possibility that can exist and the Code is not always clear in its application to a given situation.



Occasions will arise where interpretations and guidance will be needed. These situations should be discussed with your manager.

In all cases of possible violations, disclosure should be made promptly to our Corporate Legal Counsel.

Compliance and Corrective Actions

Each employee is responsible for understanding and complying with the Code. Your manager is responsible for assisting you in understanding the Code and being aware of the ethical quality of your behavior. Follow these general guidelines:

- You have a responsibility to report any suspected violations of the Code to your manager or Corporate Legal Counsel.
- Employees will not suffer adverse action or career disadvantage for questioning a company practice relating to ethics or reporting a suspected violation of the Code.
- The company will investigate possible violations. In doing so, it will respect the rights of all parties concerned.
- The identity of employees reporting possible violations will be kept confidential unless the company is required to reveal it in order to enforce this Code or by applicable law or judicial process.
- If a violation is found, the company will take appropriate disciplinary action up to and including termination and filing criminal charges.

Bottom Line – You Are the Company

The essence of our corporate integrity does not lie in the Code of Business Conduct. Our integrity lies in the quality of our employees and the manner in which they conduct themselves.

In summary, this Code of Business Conduct is part of a larger process that includes compliance with our corporate policies, oversight of compliance efforts by the compliance officer and compliance teams, and an open relationship between our employees and managers. We believe this process will be conducive to good business conduct, and, above all, the integrity and good judgment of all Badger Meter employees.

This Code is intended to aid you in your efforts to represent yourself and Badger Meter with integrity, honesty and fairness.



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