



CONNECTING WITH OUR VALUES

A Guide for Managers



A MESSAGE FROM OUR CEO

Dear TE Colleagues:

As leaders of TE, we have a responsibility to uphold TE’s values, principles and policies. Your leadership, professional knowledge and skills guide our employees, and you are entrusted by our customers, shareholders and the communities in which we operate.

As a manager, you are sometimes faced with complex conduct-related issues.

I look to you to use good judgment, to make appropriate ethical decisions and to ask for help if you are ever unsure of what to do in a particular situation. This

Guide will help you fulfill your responsibilities with confidence by empowering you with the key principles and resources to make the best decisions for TE.

Our commitment to ethics and integrity is the foundation of our corporate culture.

Thank you for your commitment to our company’s values.

Tom Lynch

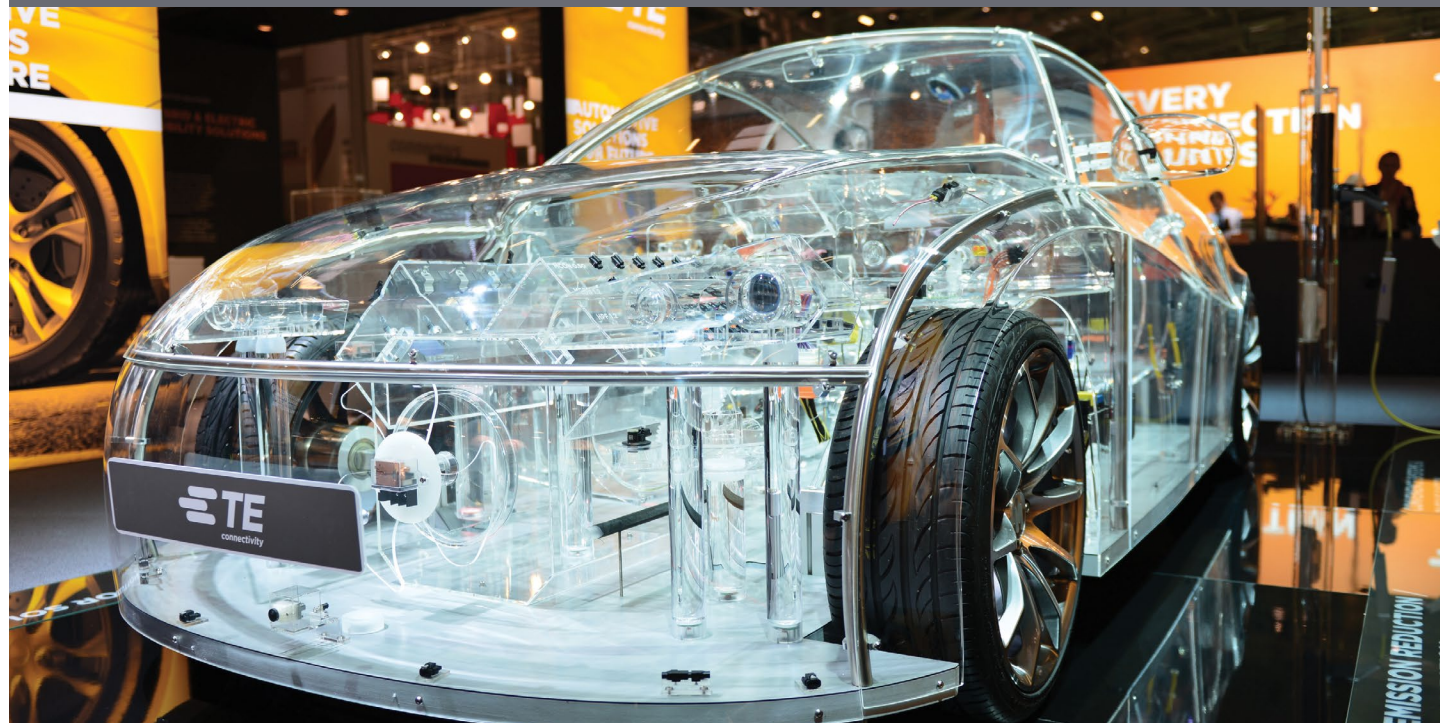


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INSPIRING A CULTURE OF ETHICS

LIVE OUR VALUES

DON'T JUST PROMOTE ETHICAL PRINCIPLES - LIVE BY THEM.

Successful leaders demonstrate their values every day on the job. We expect the same of TE managers. Our values are the cornerstone of our reputation for ethical conduct. They reflect our Company's ideals - and we expect you to embody them in your interactions with employees, customers, suppliers, shareholders and other TE stakeholders.

By implementing our values, you are living up to our Guide and positively influencing the activities of others. It is a powerful way to inspire others to do their best.



- **Incorporate our values into your leadership style.**
- **Exemplify our values in word and deed.**
- **Evaluate employees' success based on how well they implement our values.**

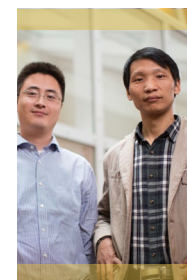


ETHICAL LEADERSHIP AT TE MEANS EMPHASIZING HOW OUR CORE VALUES GUIDE OUR WORK BEHAVIORS EVERY DAY.



INTEGRITY

We must demand of ourselves and of each other the highest standards of individual and corporate integrity. We safeguard company assets. We comply with all laws and company policies. We are dedicated to diversity, fair treatment, mutual respect and trust.



TEAMWORK

We foster an environment that encourages innovation, creativity, excellence and results through teamwork. We practice leadership that teaches, inspires and promotes full participation and career development. We encourage open and effective communication and interaction.



ACCOUNTABILITY

We honor the commitments we make and take personal responsibility for all actions and results. We create an operating discipline of continuous improvement that is an integral part of our culture.



INNOVATION

We recognize that innovation is the foundation of our business. We challenge ourselves to develop new and improved ideas for all that we do. We encourage, expect and value creativity, openness to change and fresh approaches.

LEAD BY EXAMPLE

REALIZE THAT OUR CULTURE OF INTEGRITY STARTS AT THE TOP.

BE A ROLE MODEL

TE MANAGERS SERVE AS ROLE MODELS FOR OTHER EMPLOYEES.

When you act in a way that exemplifies high ethical standards, you send a strong message to your team. You show them what ethical behavior looks like and reinforce that doing the right thing is what makes TE a great company. This instills pride in those you manage, and employees will want to follow your lead.

- **Demonstrate TE's high standards of conduct at all times.**
- **Show that you are committed to our Guide.**
- **Hold all employees – including executives above you – accountable for ethical conduct.**



BE FAIR

REWARD ETHICAL CONDUCT AND DISCIPLINE UNETHICAL BEHAVIOR.

Our Guide to Ethical Conduct applies to everyone who works for TE. No one is exempt from the Guide, our policies or the law: We enforce our Guide equally and without favoritism. When you demonstrate fairness, it radiates throughout your team and gives employees the confidence to speak up about ethical concerns. Practice fairness by avoiding conflicts of interest. Be honest about activities, associations or relationships that might appear to involve a conflict of interest. Consider all sides of an issue before making a decision affecting employees, customers, suppliers or shareholders. And do not discriminate based on an individual's race, color, religion, sex, age, national origin, citizenship, status, disability, sexual orientation, veteran status or any other protected status.



- **Make decisions without personal bias or prejudice.**
- **Gather all the facts before taking action.**
- **Be consistent in handling ethical issues.**

BE RESPECTFUL

PROMOTE AN INCLUSIVE ENVIRONMENT FREE FROM HARASSMENT.

TE employees come from diverse backgrounds and bring an array of talents and skills to their work. Collectively, this is what makes for a productive, high-performance team. Individually, each employee deserves our respect. Show respect by taking an interest in everyone on your team. Be courteous and polite. Assure they receive proper training in their job functions. Build constructive and respectful working relations with employees, our suppliers and business partners. Also make sure the work environment is safe, respectful and secure.



- **Encourage diverse personal and cultural backgrounds and viewpoints.**
- **Readily admire the unique capabilities of each team member.**
- **Assure a safe work environment.**

BE TRUSTWORTHY

KEEP YOUR PROMISES AND ACCEPT RESPONSIBILITY FOR YOUR ACTIONS.

Managers must earn the trust of employees every day. It starts with transparency – being honest about plans, achievements and goals. When you communicate with your team, you create trust and transparency and support employee engagement necessary for high performance. In your interactions with employees, customers, suppliers or shareholders, protect any personal or confidential information that you acquire, and do not use it improperly. Keep personal discussions confidential, unless you need to report an ethical or legal matter. Always tell the truth. Keep your promises – and take accountability and apologize when you don't.



- **Assure privacy in discussions with employees.**
- **Honor your commitments.**
- **Take responsibility for your mistakes.**

FOLLOW OUR GUIDE TO ETHICAL CONDUCT

KNOW, UNDERSTAND AND APPLY OUR GUIDE.

All employees should understand and comply with our Guide. Managers have greater obligations: You must ensure that your team understands our policies, lives the values embodied in our Guide, and understands the consequences for noncompliance. Be aware of your team's work activities and distinguish between acceptable and unacceptable conduct. Be prepared to promptly report any suspected violations.



- **Promote awareness of our Guide and its relevance to employees' jobs.**
- **Let your team know they are expected to follow the Guide.**
- **Monitor your team's activities to ensure compliance.**

ENGAGE THROUGH ETHICAL CONNECTIONS

ENGAGE EMPLOYEES IN DISCUSSION OF ETHICAL MATTERS.

Our global Ethical Connections Program gives managers a way to enhance employee understanding of ethics and compliance issues. Each quarter, meet with your direct reports (employees with Network ID) to generate constructive discussion of the hypothetical case scenarios available in our Ethical Connections SharePoint. Exploring particular ethical matters as a group reinforces TE's expectations for ethical decision making throughout our organization.



- **Incorporate the discussion into a regular time slot such as a staff meeting.**
- **Ask questions that inspire critical thinking about the case scenario.**
- **Encourage open dialogue and questions that bring to light different perspectives from all participants.**

ABIDE BY THE LAW

DO NOT TOLERATE ILLEGAL ACTIVITIES OF ANY KIND.

Every TE employee should follow the law. Illegal behavior by even a single employee can cause serious damage to our reputation, our business relationships and our performance. We are committed to compliance with all current laws, and all legislation and regulations governing TE activities. As a manager, you are responsible for following the law and ensuring that employees never do anything that is illegal, unethical or in violation of TE policies. Become familiar with all laws relevant to your role.



- **Advise your team about laws that apply to their jobs.**
- **Partner with the Law Department and keep your team abreast of periodic updates to relevant laws and legislation affecting your business.**

TAKE RESPONSIBILITY

Demonstrate TE values through your words and actions.

Do not tolerate unethical or illegal behavior.

Help employees comply with our Guide.

Monitor employees' compliance with our Guide.

Encourage employees to report suspected violations.

Create a positive and inclusive work environment of mutual respect where employees are comfortable raising concerns.

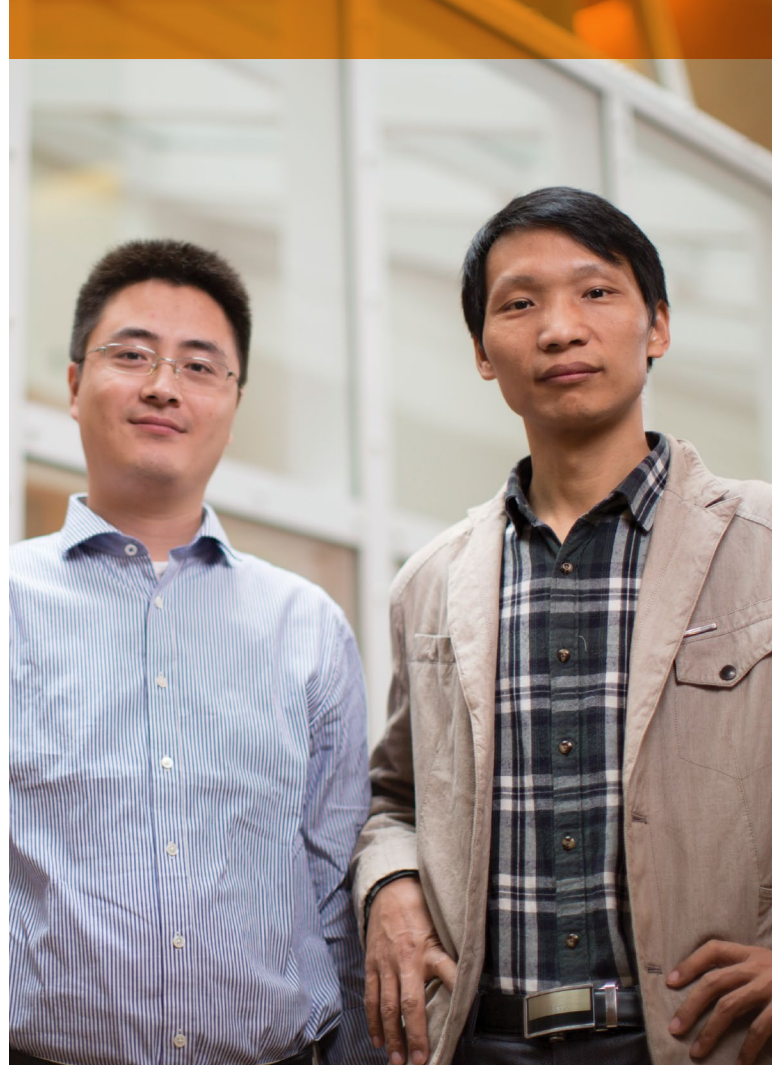
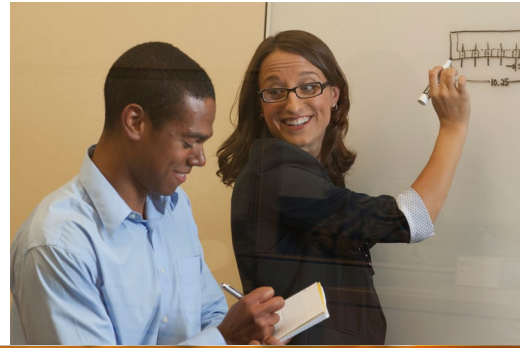
Do not engage in or tolerate harassment, discrimination, physical or verbal abuse, intimidation or favoritism.

Avoid conflicts of interest.

Promote the safety, health and welfare of employees.

Promptly and appropriately address and report suspected criminal or unethical activities brought to your attention.

Never retaliate or tolerate acts of retaliation against an employee for reporting a Guide violation.



SUPPORTING YOUR TEAM



CREATE A POSITIVE ENVIRONMENT

HELP EMPLOYEES REACH THEIR MAXIMUM POTENTIAL.

CULTIVATE EXCELLENCE

HELP DRIVE EMPLOYEES TO PEAK PERFORMANCE.

As a TE leader you have the power to set a high bar for performance and productivity. You will get the best from your team when they know you are at your best and that you demand the same from others. Challenge employees to perform every task with the ideal of achieving excellence. Tie excellence to ethical conduct, and ensure that your team is well-informed and understands the importance of their efforts.



- **Involve employees in important decisions.**
- **Let employees know how their job helps us achieve TE's strategic vision.**
- **Share your enthusiasm when things go right.**

ENCOURAGE INNOVATION

SEEK OUT NEW PERSPECTIVES THAT IMPROVE TE.

Employees are a never-ending source of ideas – that is an essential principle of our TEOA (TE Operating Advantage) culture. Give your team the resources they need to spur their passion, stretch their professional boundaries and reach their potential. Give them an opportunity to come up with solutions and suggest better ways to do things. Explore worthwhile suggestions and adopt good ideas when they are practical and useful, further TE's values and help us win in emerging markets. This lets employees know you value their contributions.



- **Be a mentor, coach and cheerleader.**
- **Challenge employees to try new things.**
- **Welcome input from your team.**

SHOW APPRECIATION

ACKNOWLEDGE A JOB WELL DONE.

At TE we appreciate excellence – whether it is in an employee's good works, a supplier's reliability or a customer's loyalty. It is important to recognize others for a job well done. This encourages an Extraordinary Customer Experience. Acknowledge employees for their efforts. Share a story of an extraordinary experience by recognizing a co-worker or employee with a Special Thanks and Recognition (STAR) Award.



- **Celebrate your team's successes.**
- **Look for ways to reward accomplishments.**
- **Recognize those who have made tough ethical choices.**



PROMOTE COMMUNICATION

COMMUNICATION IS THE FOUNDATION FOR ETHICAL COMPLIANCE.

COMMIT TO AN OPEN-DOOR POLICY

BE A SOUNDING BOARD FOR YOUR TEAM.

Communication is a two-way street. You have a responsibility not only to supervise and direct your team, but to create an environment where employees are comfortable asking questions and raising compliance concerns. Employees must be free to discuss issues related to ethical conduct and the law any time. Otherwise, when inappropriate or illegal activity or Guide violations are the issue, they may never be resolved. This is why we insist on an open-door policy.



- **Show genuine interest in and concern for your employees.**
- **Respect the desire of employees who wish to discuss personal issues in private.**
- **Emphasize free and open communication in your interactions at work.**

BE A GREAT LISTENER

EMPLOYEE CONCERNS ARE YOUR CONCERNS.

Managers should always be available to listen to employees' concerns. Be approachable. Be an empathetic listener. Where appropriate, make statements which affirm you have heard and understand your employees' concerns. You don't have to agree with everything that is said but encourage a dialogue of transparency and open communication.



- **Encourage employees to come to you with their thoughts, ideas and concerns.**
- **Be open to discussing personal issues where they might affect work performance.**
- **Try to resolve concerns quickly, and follow up with the employee as necessary.**





WHAT IF...?

WHAT IF?

A team member is afraid to report a coworker who is doing something illegal.

DO THIS. Sometimes doing the right thing takes courage. Reporting a complaint or concern in good faith is the right thing to do. Encourage the team member to report the concern, explain the reporting channels and the process to him or her, and refer to the [TEC-01-57 Reporting and Investigating Misconduct Policy](#). Let the team member know that the TE ConcernLINE and ConcernNET are also available options for reporting and that TE will keep the reporter's identity confidential, where legally and practically possible. Gather the basic facts and report them to the Office of the Ombudsman for investigation.

WHAT IF?

An employee often arrives late to work and you think drugs or alcohol may be involved.

DO THIS. Do not address the concern in public or in the presence of other team members – respect the privacy and personal rights of the employee. Rather, contact Human Resources so that you can discuss your concern and work out a plan to address the behavior.

WHAT IF?

A rumor is circulating about an employee sharing TE technical data with a competitor.

DO THIS. If there is a good faith belief that confidential information is being shared, report the matter to the Law Department, Ethics and Compliance team or the Ombudsman's office so TE can conduct an appropriate inquiry or investigation.

WHAT IF?

You overhear an employee in another department making offensive remarks to someone.

DO THIS. Inappropriate comments or offensive remarks violate our values and may constitute harassment. It is incumbent on you to promote a mutually respectful workplace. Tell the employee that such behavior violates our Guide and is unacceptable. Stop the issue immediately and report it.

WHAT IF?

An employee who made a good faith report is afraid of getting fired.

DO THIS. Reassure the employee that he or she did the right thing by reporting the matter. TE has a strict no-retaliation policy for reports made in good faith.

WHAT IF?

An employee confesses that he has been blogging about his job and fears it violates our Guide.

DO THIS. Thank the employee for asking the question. Confirm what information was revealed in the blog, and explain the importance of protecting confidential TE business information. If the blog does not reveal confidential TE business information, it's likely okay. Consult the Law Department to confirm that the content complies with the law and does not violate our Guide before taking any other action.



WHAT IF?

A supplier's representative tells sexually offensive jokes when he visits the office.

DO THIS. It is incumbent on you to promote a mutually respectful workplace. Tell the supplier that such behavior violates our Guide and is unacceptable.

WHAT IF?

A business news reporter calls to ask about a recent large TE sales transaction.

DO THIS. Get the person's name and affiliation and forward them to our Corporate Marketing and Communications Office. Don't attempt to speak on behalf of TE regarding company business matters.

WHAT IF?

My employee has some questionable expenses on his expense report.

DO THIS. Managers are responsible for ensuring employee travel and expense reports are appropriate, valid and comply with TE policies. If you have questions about whether or not an expense is appropriate, consult a member of the Law or Finance departments.

WHAT IF?

An employee is surfing the Internet at work.

DO THIS. The [TEC-01-30 Use of Company Property Policy](#) explains that incidental personal use is acceptable so long as it is a reasonable duration and frequency and does not consume a significant amount of resources.

WHAT IF?

A piece of machinery drops on the floor and a piece breaks off but seems to be working fine.

DO THIS. Damaged machinery is a safety risk. Report this damage to your supervisor so we may make a repair. Workplace safety is a top TE priority.





RESPONDING TO CONCERNS



USE GOOD JUDGMENT

CONSIDER ALL SIDES OF AN ISSUE BEFORE TAKING ACTION.

Ethical decisions are not always black and white. In your day-to-day organizational activities, you may encounter situations that call for careful analysis of the circumstances before you take action. Balance your decisions with common sense. Distinguish between genuine violations of our Guide and illegal activities and occasional, uninformed lapses in behavior.



- **Do not discipline employees without just cause.**
- **Be quick to correct conduct that clearly violates our Guide or policies.**
- **If you are uncertain what to do, contact one of our [Resources](#).**

REFER TO OUR GUIDE AND POLICIES

OUR GUIDE AND POLICIES ARE HERE FOR YOUR USE.

Make our Guide and policies come alive for employees through your leadership role. The Ethical Connections program is a good way to connect with your employees about TE policies and values-based decision making. During annual and midyear employee performance evaluations, make sure ethical leadership is a point which is addressed and considered. Encourage employees to refer to our Guide and our policies when uncertain about an appropriate course of action. Explain how noncompliance with our Guide adversely affects employee morale and could have negative consequences on our employee engagement, productivity and bottom line.



- **Publicize the 24/7 availability of our confidential *ConcernLINE*, *ConcernNET* and the *Office of the TE Ombudsman*.**
- **Be clear that violations of our Guide, our policies or the law may lead to appropriate disciplinary action consistent with applicable law.**
- **If an ethical or legal issue is still unclear, refer to one of our [Resources](#).**

REPORT VIOLATIONS

BE ALERT TO MISCONDUCT AND VIOLATIONS OF OUR GUIDE.

If an employee raises an ethics concern, do not ignore it, delay handling it, or start a complex investigation on your own. Where the concern is small, resolve it immediately. If the concern relates to a breach of our Guide or a TE policy, seek assistance and report it. Subject to local law, managers will face discipline, up to and including termination, for failing to properly address or report known violations. Assure your team that making a good faith report promotes an environment of open communications and a productive, safe and ethical workplace. Let employees know that there are many resources for which they can seek help if they are uncomfortable coming to you first.



- **Be consistent in resolving and/or reporting incidences of noncompliance.**
- **If you are uncertain whether or not to report an issue, consult your supervisor or one of our [Resources](#).**
- **Let your team know that we investigate every report thoroughly and honestly.**

DON'T TOLERATE RETALIATION

TE STRICTLY PROHIBITS RETALIATION.

We prohibit retaliation against any TE employee who raises an ethics concern, reports a violation or participates in an investigation of a report. Retaliation can take many forms – such as demoting or firing an employee, harassment, bullying, refusing participation in team projects and more. Be alert to such situations and let your team know that this behavior is not tolerated.



- **Never retaliate against employees, and immediately report any suspected incidence of retaliation by others.**
- **Cooperate with senior management to address unwanted behaviors.**
- **Assure employees that they can make any good faith report without fearing retaliation.**



OUR RESOURCES

	CONTACT ABOUT:	TO ACCESS:
Your supervisor or manager	Any issue, question or concern	
Your Local Human Resources representative or TE Human Resources	Any HR-related ethical issues, questions or concerns	HR Web page
TE Law Department	Questions concerning laws, TE policies and acceptable business practices	Law Department Web page
Office of the Ombudsman (an independent, impartial and confidential resource for employees, suppliers, investors or customers)	Violations of laws, policies, rules, regulations or our Guide	<p>U.S., U.S. Territories and Canada: 1-888-662-8374. Email: directors@te.com</p> <p>China: Direct dial, one-step dialing on our Global Inbound Service Line: 4008833425</p> <p>Austria, Belgium, France, Portugal: Email: eudirectors@te.com</p> <p>Worldwide: Follow dialing instructions at AT&T Direct, then dial: 888-662-8374</p>
TE's ConcernLINE (Toll-free, 24/7/365 hotline, operated by an independent reporting service)	Any potential violations of laws, policies, rules, regulations or our Guide	Dialing instructions and mailing address
TE's ConcernNET (24/7/365 confidential website operated by an independent reporting service)	Any potential violations of laws, policies, rules, regulations or our Guide	ConcernNET
Corporate Communications Office	Questions from the media regarding TE business matters	Corporate Marketing & Communications

NOTES

NOTES

TE Connectivity Ltd.
Rheinstrasse 20
CH-8200 Schaffhausen
Switzerland
Phone: +41 (0)52 633 66 61
www.te.com

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