

Code of Business Conduct

Putting Values Into Actions



HEXCEL CORPORATION

VALUES

We strive to be an industry leader and a responsible steward of resources—both human and natural. These values guide our actions, reflect our culture and drive our performance.

At Hexcel we value: Responsibility

We work with uncompromised integrity on behalf of our shareholders, employees and customers. We strive to be good citizens in the communities in which we live and work.

One Hexcel

We thrive on the contributions each person brings to the Company by valuing diversity, developing talent, fostering teamwork and rewarding successes.

Innovation

We embrace the curiosity to explore ideas, the passion to challenge the impossible and the conviction to succeed beyond expectations.

Accountability

We are accountable—to customers, shareowners, the community, suppliers and to ourselves—for achieving superior performance by expecting excellence in everything we do.

Hexcel's good name and reputation are fundamental to the continued success of our business. Each one of us has a personal responsibility to ensure that this reputation remains untarnished by conducting our global business in an honest and ethical manner in compliance with all applicable laws and regulations.

The *Code*, along with Hexcel Corporation's Values, provides a statement of the fundamental principles and key policies and procedures that govern the conduct of our global business. In many instances, this *Code* goes beyond the requirements of the law. Like the Hexcel Values, the *Code* applies to every Hexcel officer, director, employee and representative. Of course, the *Code* cannot and does not provide answers to all questions that might arise or cover every applicable law. Ultimately, we must rely on our own good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct.

We are committed to Hexcel's Values. Adherence to the policies and procedures set forth in the *Code* will help us satisfy this commitment. The values, principles and standards set forth in this *Code* apply wherever we conduct business and set the minimum standards for our activities.

Please read the *Code* carefully and make sure you understand it and the consequences of non-compliance. If you have any questions about the *Code*, speak with your supervisor, contact the Law Department or call the Hexcel Compliance Line at 1-888-203-9066.

Nick L. Stanage
Chairman, Chief Executive Officer and President

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INTRODUCTION

Hexcel's Board of Directors has established an Ethics and Business Conduct Program to provide each of our officers, directors, employees and representatives worldwide with guidance when faced with ethical issues and policy-based questions. The Program includes: this *Code of Business Conduct*; training in ethical concepts and legal compliance; and a list of appropriate persons to contact, including a confidential phone line, as detailed in the Appendix at the back of this *Code*. For employees located in certain countries, there may also be an addendum that addresses particular local issues and rules; any such addendum will supersede this *Code* only with respect to the subject matter contained in the addendum. Additional sources of information on Hexcel policy and procedures are contained in Hexcel's Manuals and Policies maintained at each facility. This *Code* operates in conjunction with those Manuals and Policies and does not supersede them. As well, the *Code* does not supersede the provisions of any employment agreement, including a collective bargaining agreement.

The *Code* specifies that each of us must conduct business in a lawful and ethical manner. Each of us is individually responsible for complying with the letter and spirit of the *Code*, reporting improper conduct and making the "right" decisions on ethical questions and dilemmas. We should seek the support of others and we have the responsibility to provide support to others to find the right answer. In addition, all officers and managers, including the chief executive officer, chief financial officer and controller and principal accounting officer, have leadership responsibilities that include creating a culture of ethical business conduct and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing compliance concerns.

Violation of the *Code* is a serious matter which could lead to discipline, including termination of employment to the extent permitted by applicable law.

The following general principles will assist each of us in this process:

- Act in accordance with, and make a personal commitment to, Hexcel's *Code* and other Hexcel policies.
- Lead by example, complying with the letter and spirit of the *Code*, even when the alternatives seem easier or faster.
- Avoid even the appearance of impropriety.
- Do not put individual interests ahead of Hexcel's when performing our jobs, or use our positions in Hexcel (or information acquired through those positions) for any non-company purpose.
- Conduct all work and business affairs lawfully and with integrity.
- When necessary, provide coaching and guidance to help ensure understanding of, and compliance with, the *Code*.
- Seek assistance, guidance or interpretation on difficult ethical and legal issues.
- Report incidents of suspected unethical or unlawful conduct through the appropriate channels.
- Take prompt corrective and, when necessary, disciplinary action when an allegation of wrongdoing is substantiated, subject to applicable law and agreements.

The principles and policies established by this *Code* apply to all officers, directors, employees and representatives ("personnel") of Hexcel Corporation and its subsidiaries worldwide (collectively, "Hexcel" or "the Company"). Personnel located outside the US are expected to be aware of and comply with all local laws. If you believe the *Code* and any local law are in conflict, please contact the Law Department.

The *Code* is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract, an assurance of

continued employment or any term of employment. The *Code* is not intended to and does not create any rights in any employee, supplier, competitor, shareholder or other person or entity. Nothing in the *Code* is intended to preclude or dissuade personnel from engaging in any activity to the extent that laws prevent restrictions on that activity; for example, an employee is always entitled to discuss the provisions of the Code with other employees and the employee's representatives.

Copies of the *Code* are available from the Law Department or your site Human Resources representative. Copies are also available electronically at the external and internal Hexcel websites.

RESPONSIBILITY TO EACH OTHER

Our Basic Responsibilities

The way we treat each other and our work environment affects the way we do our jobs. When we work in an atmosphere of trust, respect and cooperation we can create more productive relationships with our co-workers, customers, suppliers, communities and shareholders. Our responsibility to our work environment and to ourselves begins with the basics, like respect and honesty, and grows with our mutual commitment to open communication, teamwork and safety.

We all have responsibility for upholding the values, principles and standards we share as employees of Hexcel. We must:

- Provide a workplace which allows open and honest communication.
- Respect the privacy and dignity of all individuals.
- Pledge to provide equal employment and individual opportunity for all job applicants and employees.
- Create a work environment that does not tolerate sexual or any other forms of harassment or prohibited discrimination.
- Avoid conflicts of interest.

- Maintain a healthy, safe and secure workplace and a clean environment.
- Respect Hexcel property, including facilities, equipment, confidential information and trade secrets.
- Maintain the highest standard of business conduct when using any Hexcel resources including electronic resources, such as the computer, phone and fax.
- Follow all Hexcel policies governing day-to-day performance of our jobs, including the standards set forth in this *Code*.
- Not engage in improper or illegal behavior even if directed to do so by someone in higher authority. *No one, regardless of position, has the authority to direct us to commit a wrongful act.*

Unless restricted by applicable law, regulation, order or other governmental requirements, we must report any known or suspected violation of applicable laws or regulations, the *Code*, or Hexcel's related policies or procedures to the appropriate person(s). *No person reporting in good faith a known or suspected violation will be subject to retaliation.*

Open Communication

Hexcel is committed to providing an environment that encourages and fosters open, honest and timely communication. We must encourage and provide the means for all Hexcel personnel to express their concerns, ideas and opinions, make suggestions and report errors and wrongdoing, all without fear of retaliation or reprisal. Supervisors must communicate the principles and policies contained in the *Code*, ensure understanding and compliance with the *Code*, and create a climate where there can be free and open discussion of ethical and legal issues.

Employee Privacy

We respect the privacy and dignity of all individuals. We will acquire and retain only that personal information which is appropriate for Hexcel's effective operation. Access to such information is limited to persons who need it for business or lawful purposes, and will comply with all applicable

laws regarding disclosure of personal information and protection of employee privacy.

Hexcel does not routinely monitor the workplace communications and computer use of its personnel, nor does it routinely search their workspaces. However, we should not expect these communications and workspaces to be private. There may be times when Hexcel may access workspaces and monitor electronic and other communications for the safety or protection of other people or Hexcel property or for any other business or lawful purpose of Hexcel. Hexcel reserves for itself and its authorized representatives the right, to the fullest extent permitted by law, to conduct searches and surveillance of all Hexcel premises (including offices and other locations normally considered as a private workspace) and property (including Hexcel laptops, desktops, cell phones, pda's, and computer, internet and phone systems), to access and monitor electronic and other communications and computer use of its personnel, and to require personnel to permit inspection of their personal effects brought onto Hexcel premises.

Equal Employment Opportunity, Nondiscrimination

Hexcel is an equal opportunity employer. We pledge to provide equal employment opportunity to all job applicants and employees. We will not tolerate discrimination against applicants or employees based on race, color, religion, sex, age, national origin, physical or mental disability, genetic information, status as a disabled veteran or veteran of the Vietnam era or any other category that is protected by applicable law.

Discrimination in any aspect of employment, including decisions concerning recruitment, hiring, compensation, training, termination, promotions, or any other condition of employment or career development, is not permitted. All employees, customers, suppliers and other people with whom we come into contact must be treated with respect, dignity and honesty.

We will not tolerate the use of discriminatory slurs, nor any other remarks, jokes, postings, or conduct that create or foster an offensive or hostile work environment.

Sexual and Other Forms of Harassment

Hexcel prohibits any form of harassment in the workplace. Harassment based on an individual's sex, race, color, national origin, religion, age, physical or mental disability, genetic information, veteran status or any other category protected by applicable law is unacceptable and will not be tolerated.

Harassment can take place explicitly or implicitly. Actions one person thinks innocent can be considered harassment by another. Behavior which demonstrates mutual respect is expected of all employees.

Sexual harassment is one form of unlawful harassment. Sexual harassment may include linking, either explicitly or implicitly, a person's submission to, or rejection of, sexual advances to any decision regarding that person's terms or conditions of employment. Sexual harassment also includes conduct or treatment that is severe or pervasive and has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive or hostile working environment. Such an environment can be created by unwelcome sexual advances, requests for sexual favors, gender harassment (even if the conduct is not sexual in nature), the display of sexually suggestive objects or pictures, or any other verbal or physical conduct of a sexual nature or that is discriminatory on the basis of an individual's sex.

If you believe that you have been subjected to or witnessed harassment of any kind or any other type of unlawful discrimination, you should immediately talk to one of the resources listed in the Appendix. Complaints of harassment, abuse or discrimination will be investigated promptly and thoroughly. Complaints and investigations will be kept confidential to the extent reasonably possible, with disclosure only as appropriate to investigate and resolve a complaint.

Hexcel personnel will not be retaliated against for reporting in good faith any incident of harassment or discrimination, making a complaint or participating in an investigation. If you believe that you have been retaliated against because you have filed a complaint or participated in an investigation, you should contact an appropriate resource listed in the Appendix. Hexcel personnel found to have engaged in sexual harassment or any other kind of

abusive or discriminatory behavior or that have deliberately made false accusations shall be subject to disciplinary action, including dismissal to the extent permitted by applicable law.

Conflicts of Interest

Our private lives are our own. However, we must avoid any activity, investment interest or association that influences or appears to influence our judgment in carrying out our job responsibilities. A conflict of interest occurs when your private interests interfere, or even appear to interfere, with the interest of the Company. A conflict of interest can arise when you take actions or have interests that may make it difficult to perform your Company work objectively and effectively. As part of your obligation to conduct the Company's business in an honest and ethical manner, you must ethically handle, and fully disclose to one of the persons identified on the Appendix, actual, apparent and potential conflicts of interest.

Special disclosure rules apply to executive officers, including the chief executive officer, the chief financial officer and the controller and principal accounting officer, and directors. Before such officers or directors make any investment, accept any position or benefits, participate in any transaction or business arrangement or otherwise engage in conduct that may create an actual or apparent conflict of interest, they must make full disclosure of all facts and circumstances to, and obtain the prior written approval of, the Audit Committee of the Board of Directors.

Although we cannot list every potential conflict situation, the following are some common examples. If your planned activity is not discussed below, but it might inappropriately influence or appear to influence your judgment, you should discuss the activity with your supervisor or one of the persons identified in the Appendix.

Outside Employment or Activities With a Competitor

An obvious conflict of interest is providing assistance directly or indirectly to an organization that competes with Hexcel's current or proposed products or services. Without the prior written consent of the Chief Financial Officer or the Chief Legal Officer you may not: (i) work as an employee, partner, consultant or member of the board of directors for a competing organization (with or without monetary compensation); or (ii) have any ownership

interest in any competing organization, except as a holder of less than 1% of publicly traded stock in a competitor of Hexcel.

Of course, you may not market or sell products or services in competition with Hexcel.

You may find yourself in a situation where a family member or someone else you are close to is a competitor of or a supplier to Hexcel or is employed by one. While everyone is entitled to choose and pursue a career, such situations call for extra sensitivity to security, confidentiality and conflicts of interest. A close relationship of this kind might lead you to inadvertently compromise Hexcel's interests. To assess the nature and extent of any concern and how it can be resolved, you should review your specific situation with one of the persons listed in the Appendix. Often the risk to Hexcel's interest is sufficiently remote that only a reminder to you to beware of inadvertent disclosure of Hexcel's confidential information is necessary. However, in some instances, a change in the job responsibilities of one of the people involved may be necessary.

Improper Personal Benefits from the Company

Conflicts of interest arise when an employee, representative, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company, regardless of whether such benefits are received from Hexcel or a third party. You may not accept any such benefits that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of your personal obligations. The Company will not make any personal loans to or guarantee the personal obligations of executive officers and directors.

Environmental Policies

Hexcel strives to carry out its business activities in ways that preserve and promote a clean, safe and healthful environment. Therefore, it is Hexcel's policy to ensure that we comply with all applicable environmental laws and regulations. No one may engage in conduct violating this policy, nor may we authorize, direct, approve or condone such conduct by any other person. We must:

- Ensure that all activities fully adhere to the policies stated in this section of the *Code*, to all applicable environmental laws and regulations, to all related corporate policies, standards, systems and procedures, and to the requirements, limitations and conditions of all environmental permits.
- Not record any information known to be false on any environmental related form, report or other document filed with or required by any governmental agency; nor provide information known to be false in response to any request for information from any governmental agency.
- Immediately contact an appropriate person listed in the Appendix upon becoming aware of a violation or possible violation of any environmental law, regulation, or permit; any recording or provision of false information or data; any bypass of any environmental control or monitoring device; or any other violation or possible violation of the Hexcel's environmental policies and procedures.

Consequences for failure to adhere to Hexcel's environmental policy can be serious for both Hexcel and the individual Hexcel personnel involved, as well as the communities in which we operate and live. Hexcel, as well as individual Hexcel personnel, may be liable not only for the costs of cleaning up pollution resulting from Hexcel's and our personnel's activities, but also for significant civil and criminal penalties. We must all take violations of environmental laws very seriously, make every effort to prevent them from occurring and promptly correct any violation that may occur. Hexcel prohibits retaliation against any Hexcel personnel due to the filing of any complaint, instituting or causing to be instituted any proceeding, or testifying or participating in any environmental related proceeding.

Safety In The Workplace

Hexcel is committed to providing a safe and secure work environment for its employees. Accordingly, we are responsible for complying with all safety and health related laws and regulations, as well as Hexcel policies, systems and standards regarding employee safety and health. No one is authorized to expose employees to an unsafe work condition.

Occupational Safety and Health

Hexcel recognizes the importance of performing activities in ways that ensure safe and healthful working conditions at all facilities. This includes maintaining facilities free from recognized hazards likely to cause physical harm. We must:

- Ensure that all activities strictly adhere to each site's safety rules and requirements and to the requirements of all applicable occupational safety and health laws and regulations. Any accident, injury or illness occurring in or related to the workplace must be reported immediately to the supervisor and in accordance with the applicable site's procedures.
- Report immediately to one of the appropriate persons listed in the Appendix any actual or potential violation of any occupational safety and health law or regulation, and any potentially unsafe condition.
- Not provide any information known to be false (or omit any information required to be reported) on any health or safety related form, monitoring or testing report, or illness or injury log filed with or required by a governmental agency.

Hexcel prohibits retaliation against any Hexcel personnel because of the filing of any complaint, instituting or causing to be instituted any proceeding, or testifying or participating in any governmental safety or health proceeding.

Weapons and Workplace Violence

Other than authorized security personnel, and subject to applicable law, no personnel may carry firearms, explosives, incendiary devices or any other weapons on Hexcel premises, or while conducting Hexcel business. This applies even to personnel who have a permit or license to carry a weapon. Similarly, Hexcel strictly prohibits acts of physical intimidation, assaults, or threats of violence by any of its employees. Violations of this policy are not tolerated.

Drugs and Alcohol

The consumption of alcohol in any situation that might reflect adversely on Hexcel, endanger ourselves or others, or impair our ability to perform our

duties is strictly prohibited. No one may report to work, remain at work, or operate a vehicle while on Hexcel business with abilities impaired as a result of the consumption of alcohol.

Hexcel prohibits the sale, use, possession, manufacture, or distribution of any illegal drugs or controlled substances on Hexcel property, on Hexcel time, or while conducting Hexcel business. Hexcel also prohibits the abuse of any legal drugs while on Hexcel property, time or business.

OUR RESPONSIBILITY TO HEXCEL

Compliance with Laws, Rules, and Regulations

We all must comply with all laws, rules, and regulations applicable to the Company wherever it does business. We are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules, and regulations and to ask for advice when we are uncertain about them.

We must abide by applicable law in the country where we are located. In some instances, there may be a conflict between the applicable laws of two or more countries, states, or provinces. If you encounter such a conflict, or if a local law conflicts with a policy set forth in this Code, you should contact the Law Department to determine the appropriate course of action.

Guarding Hexcel Assets

We have a responsibility to Hexcel's shareholders to protect Hexcel's assets. This is critical to building and maintaining shareholder trust and loyalty. Improper or careless handling of assets can harm Hexcel's financial stability and strength, and could adversely affect decisions to invest in our stock and to support our strategies and decisions.

Hexcel Property, Funds and Reports

We must protect all tangible and intangible Hexcel property including equipment and vehicles, tools, supplies, keys, records and reports, computer software and data (including E-mail and voice mail), Hexcel proprietary information and intellectual property. No employee may, without specific authorization, take, loan, donate, sell, receive, intentionally damage, sabotage, destroy, or otherwise dispose of any type of Hexcel property or use such property for non-Hexcel purposes. Additionally, we should take measures to

prevent theft, damage, sabotage and misuse of Hexcel property. Actual or suspected theft or misuse of Hexcel property should be reported promptly.

We must properly use and protect Hexcel cash and similar assets (currency, checks, money orders, postage, charge cards, bills, vouchers, benefits enrollment forms and reimbursement claims). This means making sure that all claims, vouchers, bills, estimates and invoices are accurate and proper.

Hexcel's policy and applicable laws require Hexcel to make and maintain records which accurately reflect the transactions and dispositions of Hexcel's assets. Therefore, we must ensure that all Hexcel reports, including all time sheets, vouchers, bills, payroll and service records, measurement and performance records, and other essential data, whether computerized or on paper, are accurate and proper. That means:

- Following all applicable laws, regulations and Hexcel procedures for carrying out and reporting business transactions.
- Not creating or submitting false or misleading reports of operating statistics and measurements (sales or any other reports); or suppressing, altering or destroying operating data and reports in an effort to mislead or defraud.
- Not destroying or altering any corporate accounts, records or other official Hexcel documents without authorization, which includes not making false entries or failing to make correct entries.

Corporate Opportunities

We owe a duty to Hexcel to advance its legitimate interests when the opportunity to do so arises. You may not take for yourself personally or provide to others opportunities that you discover through the use of Hexcel property or information or your position at Hexcel. Nor may you use Hexcel property or information or your position at Hexcel for personal gain.

Record Retention Policy

Hexcel is firmly committed to complying with all applicable laws and regulations relating to the preservation of records. Record retention is to be administered on a non-discretionary basis in accordance with Hexcel policies.

This means that all records falling within a category will be disposed of routinely at the end of the retention period. No modifications to the retention schedule are permitted without prior approval of the Law Department. Under no circumstances are Company records to be destroyed selectively or to be maintained outside Company premises or designated storage facilities, except in those instances where Company records may be temporarily brought home by employees working from home in accordance with approvals from their supervisors or applicable policies about working from home or other remote locations.

If Hexcel is the subject of an official investigation, has reason to believe that there is a contemplated or an impending official investigation, becomes a party to legal proceedings, has been served with a subpoena or has reason to believe a subpoena may be served, then all potentially responsive documents, including emails and electronically stored data, will be retained in accordance with Hexcel policies as directed by the Law Department.

Intellectual Property

Protecting Confidential Information and Trade Secrets

At times, we may learn facts about Hexcel's business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Examples of Hexcel's confidential information or trade secrets include sensitive information such as customer or price lists, the terms offered or prices charged to particular customers, marketing and strategic plans, proprietary product formulations or designs, research and development programs, bills of materials, processing information or product systems developments. Similarly, we may obtain confidential information concerning possible transactions with other companies or receive confidential information of other companies, which Hexcel is usually under an obligation to keep confidential. All such information must be treated as Hexcel confidential information.

No Hexcel personnel may disclose any confidential information or trade secret of Hexcel or its customers to anyone within Hexcel unless they have a business need to know such information. No Hexcel personnel may disclose any confidential information or trade secret of Hexcel or its customers or suppliers to anyone outside of Hexcel unless it is legally mandated or unless

appropriate steps have been taken to safeguard the confidentiality of the information, including, as discussed below, by entering into a non-disclosure agreement with that outside party. No Hexcel personnel may use any such information for the benefit of himself, herself or someone else unless such use is authorized or legally mandated. Hexcel personnel who possess or have access to confidential information or trade secrets have a responsibility to ensure that all such information is marked "Hexcel Confidential" or "Hexcel Proprietary" or similar notation in order to keep that information confidential and to prevent it from being improperly disclosed to others inside or outside Hexcel.

We must be careful not to discuss confidential information or trade secrets with family members, business or social acquaintances, or in places where we can be overheard, such as airplanes, taxis, elevators or restaurants. Disclosure of confidential information can occur through documents, orally, visually (through a plant tour) or through product samples. Within Hexcel, confidential information or trade secrets should be divulged only to other personnel who need the information to carry out their business responsibilities. At all times we must maintain confidential information and trade secrets under password protection or in a locked cabinet (unless stronger security measures are required), or under our direct supervision when in use.

We also have the responsibility to maintain the confidentiality of certain employee information, such as salary, bonus or performance appraisal data obtained in connection with our roles at Hexcel.

Before disclosing any Hexcel confidential information, we must have the written consent of one of the appropriate persons listed in the Appendix and ensure that there is an appropriate confidentiality agreement in place. In addition, we must consider other restrictions on disclosure, including limitations on exporting technology and disclosing classified information (see the *Conducting International Business* Section of this *Code*).

Our obligation not to reveal Hexcel confidential information does not end when we leave Hexcel. After termination of employment with Hexcel, we must return everything that belongs to Hexcel, including all documents and other materials containing Company and customer confidential information.

We may not disclose confidential information or any trade secret to a new employer or to others.

Patents, Trademarks and Copyrights

We must promptly identify and disclose to Hexcel any new inventions, processes, works of authorship, technology advances or unique solutions to business problems developed or discovered while working within the scope of employment with Hexcel. These are the property of Hexcel and Hexcel retains the right to decide whether to seek patent or other protection for them. It is also important that we not use, disclose, demonstrate, offer for sale or market any invention until we have obtained written permission from one of the appropriate persons listed in the Appendix, as this may result in the forfeiture of patent rights, trade secrets or other proprietary rights.

We also have an obligation to protect and strengthen Hexcel's patents, trademarks and copyrights. These "intellectual properties" are not tangible like our buildings and equipment, but they are among the most valuable of Hexcel's assets. Our logo and the name "Hexcel" are examples of Hexcel trademarks. Product and equipment drawings, Hexcel publications and software programs developed for or by Hexcel are the types of material that can be protected by copyright or otherwise. Each of us is responsible for using Hexcel patents, copyrights and trademarks properly and consistently, and in keeping with Hexcel's high standards for quality and ethical business conduct. We must always properly designate our registered trademarks and service marks. If you have any doubt as to the proper designation, you should consult with the Law Department. You must advise the Law Department of known or suspected infringements of Hexcel intellectual property by others.

Intellectual Property Rights of Others

Under Hexcel policy, no Hexcel personnel may knowingly infringe upon the intellectual property rights of others. Whether preparing advertising or promotional materials, using the name, trademarks, logos or printed materials of another company, or operating a software program on a computer, we must ensure that trademarks, copyrighted materials and other intellectual property of others are used properly and only with appropriate consent. We must not use the name or image of any person without the

express written permission of that person unless approval for such use has been specifically granted by the Law Department.

No Hexcel personnel should disclose to Hexcel or be asked by Hexcel to reveal confidential, proprietary or trade secret information of others unless such disclosure has been authorized by the owner. More specifically, we are not permitted to possess nor circulate: (i) improperly obtained confidential, proprietary or trade secret information belonging to a third party; or (ii) confidential, proprietary or trade secret information for which we are bound by confidentiality obligations to a third party (for example, information of a former employer).

Use of Computer and Communication Resources

Hexcel's computer and communication resources, including voicemail, Internet access and E-mail, are provided for Hexcel approved business use. Occasional and incidental personal use of E-mail, internet and telephones is permitted, but such use should be minimal. All data stored on Hexcel systems are Hexcel property. All use of computer and communication resources must be consistent with all other Hexcel policies and applicable laws, including those relating to securities, privacy, defamation (libel and slander), harassment, privacy, patents, copyrights, trademarks, trade secrets and other intellectual property considerations.

When browsing the World Wide Web or using another Internet service, you should assume that all information accessible through the Internet is owned by those who have posted such information. You should not download or copy information from any non-Hexcel source unless the owner has clearly consented, or if Hexcel has a license to use the information. As with any licensed third party information, you should comply with any restrictions on use imposed by either Hexcel or by the third party owner of the information.

Internet chatrooms, message boards, social media, blogs and other electronic forums can be very informative, but participating in them may lead employees to unintentionally disclose confidential, proprietary and other non-public information about Hexcel, potentially adversely affecting Hexcel's business, assets, intellectual property or securities. Keep in mind that, in some cases, even disclosing your location for a meeting might reveal confidential information. As a result, you should not transmit any

information about Hexcel or Hexcel securities using any public electronic forum unless doing so is required in the course of your employment.

In addition to the above restrictions, be aware that personal opinions that you post on social network sites may easily be construed as those of Hexcel, particularly if the reader knows that you are employed by Hexcel. Therefore, when you are on a social media site, a blog, a chat room, or any other publicly accessible Internet forum, do not identify yourself as a Hexcel employee except as is required in the course of your employment. Please note that it is common practice for comments made public on one website to be republished without the user's knowledge or permission on other websites. In addition, be mindful that the foregoing applies even if you are not identifying yourself as a Hexcel employee, since others who view your page, blog or comment may know that you are a Hexcel employee.

Insider Trading

In the course of business operations, you may become aware of nonpublic information regarding important business affairs of Hexcel. Hexcel policy and the laws of the United States and many other countries prohibit transactions in securities (including equity securities, convertible securities, options, bonds and related derivatives) of Hexcel at a time when a person possesses "material" information about Hexcel which has not been publicly disclosed ("inside information"). This conduct is known as "insider trading." Passing such inside information on to someone else who may trade securities – known as "tipping" – is also illegal. The prohibition applies to both Hexcel securities and securities of other companies if you learn inside information about other companies, such as customers, in the course of your duties for Hexcel. This applies to all officers, directors, and representatives and their family members sharing the same household and any other person over whom the officer, director, employee or representative exercises substantial control over his, her or its trading decisions.

Information is considered "material" when (i) there is a substantial likelihood that a reasonable investor would consider the information important to a decision to buy, sell or hold securities; or (ii) information that, if made public, likely would affect (positively or negatively) the market price of a company's securities. Examples of material information are:

- Information regarding earnings, losses or backlog;
- Projections of future earnings or losses;
- News of a proposed merger, acquisition, asset sale or tender offer;
- News of a significant new business order;
- News of significant litigation or governmental action developments;
- News of a change in dividend policy, stock split or securities offering; and
- News of significant patent or product developments.

Information is not considered to be "publicly disclosed" unless it has been adequately disclosed to the public, which means that the information must be publicly disseminated and sufficient time must have passed for the securities markets to digest the information. Examples of adequate disclosure include public filings with securities regulatory authorities and the issuance of press releases. Disclosure also may include meetings with members of the press and the public.

Notwithstanding the prohibition against insider trading, Rule 10b5-1 under the Securities Exchange Act of 1934 ("Rule 10b5-1") and Hexcel policy permit personnel to trade in Hexcel securities regardless of their awareness of inside information if the transaction is made pursuant to a pre-arranged written trading plan that was entered into when the individual was not in possession of material nonpublic information, that complies with the requirements of Rule 10b5-1 and that was approved by the Chief Legal Officer. In addition, any employee, representative, officer or director possessing such material nonpublic information may not: (i) communicate that information to anyone other than for legitimate corporate purposes; (ii) recommend the purchase or sale of Hexcel securities; or (iii) assist someone who is engaging in any of these activities. If you have any doubts about whether nonpublic information is material, you should consider the information to be material and you should not trade.

The consequences for insider trading may include severe civil and criminal penalties, including monetary fines and/or incarceration for up to 20 years for individuals and civil and criminal penalties for companies that fail to take appropriate steps to prevent illegal trading. In addition, any person engaging in such conduct will be subject to disciplinary action by Hexcel, including dismissal, to the extent permitted by applicable law.

Disclosure Obligations and Procedures

Public and Financial Disclosures

It is Hexcel's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that Hexcel files with, or submits to, the Securities and Exchange Commission and in all other public communications made by Hexcel. All officers, directors, employees and representatives are required to abide by Hexcel standards, policies and procedures designed to promote compliance with this policy.

In addition, it is Hexcel's policy to release data of public importance at the earliest appropriate time. To avoid improper disclosure of certain information, you should follow these procedures:

- Information that could reasonably be expected to have an impact on the market for Hexcel's securities may be released only with the approval of the Chief Executive Officer, Chief Financial Officer or Chief Legal Officer.
- All inquiries of a financial nature from the financial community should be directed to the Chief Financial Officer, the Treasurer or others responsible for investor relations.
- Financial information and results, including projections, forecasts, and forward-looking statements, should not be supplied in business proposals, presentations, or advertising, presented to the press or released to the media without the review by and approval of the Chief Financial Officer.

Responding to Inquiries from the Media and Others

If someone outside Hexcel asks you questions about Hexcel, either directly or through another person, do not attempt to answer them unless you are certain you are authorized to do so. If you are not authorized, refer the person to the appropriate source within Hexcel.

Requests for information (other than financial information) from the media should be directed to the Director of Communications or to the Law Department. Requests for information from governmental agencies, other than in the ordinary course of business, or from attorneys, should be directed to the Law Department.

COMPETING WITH INTEGRITY

Fair Competition and Dealing

To achieve a sustainable record of success, Hexcel depends on its reputation for quality, service and integrity. The way we deal with our customers, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. Hexcel is committed to a policy of vigorous and lawful competition that is based on the merits of our products and services. We seek to maintain the trust of our customers and suppliers by conducting business in a fair and ethical manner. Some basic guidelines for competing fairly and ethically are:

- Do not knowingly induce a customer to breach its contract with a competitor.
- Never engage in industrial espionage, sabotage or bribery.
- Ensure that advertisements and other public communications accurately and fairly describe our products and services.
- Promote products and services through fair and accurate comparisons with our competitors. Do not engage in unfair, misleading or inaccurate comparisons.

- Be accurate and truthful in all dealings with customers and be careful not to misrepresent the performance, features or availability of our own products and services.

Antitrust Laws

When conducting Hexcel's business activities in all locations worldwide, we must comply with all applicable antitrust laws. The US, the European Union, each European country and many other countries have laws that prohibit anticompetitive conduct. These laws may even apply to conduct taking place beyond a country's national borders. For example, all of Hexcel's business operations and activities occurring outside the US that have an effect on trade or commerce within the US or on import or export commerce of the US, must be conducted in a manner consistent with US antitrust laws.

The antitrust laws in the US prohibit the types of conduct described in this section. The laws in other countries prohibit many of the same types of conduct and, in some cases, additional types of conduct (such as excessive prices in the European Union). Therefore, all of us, wherever located, should strictly avoid the type of improper conduct described in this section, and be sensitive to the need to seek guidance to avoid other types of conduct as well.

Price fixing between competitors is the most serious antitrust offense. This prohibition goes far beyond fixing a specific price; it applies also to agreements to fix a range of prices, fix terms of credit, coordinate bids, fix the quantity of products to be sold, lower prices paid to suppliers -- in short, any collusive arrangement that directly, or even perhaps indirectly, affects price. The exchange of price-related information with competitors, such as fees charged, cost of goods or raw materials, profit margins or credit and billing practices, can also lead to a violation of the antitrust laws. Therefore, Hexcel should make independent pricing decisions for each of its products and services, based on factors such as value to the customer, costs and competitive pressure in the marketplace.

Hexcel also should make independent decisions about whether to bid for a particular sale and the terms and conditions to be offered to any customer. The antitrust prohibition against allocation of customers, territories, products or services means that Hexcel may not agree with a competitor to divide customers or territories, or to refrain from selling a certain product

generally or in any geographic region or to any category of customer. It can also be illegal for competitors to allocate research and development platforms, or agree to discontinue research and development. These agreements, like price fixing, are most often illegal.

Under antitrust laws, any agreement, whether formal or informal, or any joint activity involving Hexcel and any other party, the intent or effect of which is to reduce competition, may be a violation. Unlawful agreements need not take the form of a written contract or consist of express commitments or mutual assurances. Courts can and do infer agreements based on "loose talk," informal discussions or the mere exchange between competitors of information from which pricing or other collusion could result.

Any communication with a competitor's representative, no matter how innocent it may seem at the time, may later be subject to antitrust scrutiny and form the basis for accusations of improper or illegal conduct. As a result we should conduct all relations with competitors, including social activities, as if they were completely in the public view because they may later be subject to probing examination and unfavorable interpretation.

Antitrust laws may also prohibit group boycotts. Generally, this means that Hexcel may not agree with any competitor, customer or supplier or group of competitors, customers or suppliers to refuse to buy from, sell to or otherwise deal with any person. While Hexcel generally is permitted independently to determine that it does not wish to buy from or sell to a particular person, when such decision is reached jointly with other competitors, customers or suppliers it may be illegal, regardless of commercial justification.

Under antitrust laws, Hexcel may not charge competing customers different prices for products of like grade and quality where the effect may be to substantially lessen, injure, destroy or prevent competition. However, a price difference may be proper if the lower price was given to meet (but not beat) competition or the difference in the pricing can be attributed to cost savings related to the sale.

Another activity often prohibited by antitrust laws is "tying." Tying occurs when a seller with dominant market power requires a buyer, as a condition of

purchasing the product or service in which it is dominant (the "tying" product), also to purchase a second, distinct product or service (the "tied" product).

Exclusive dealing arrangements commit a buyer to purchasing products from one supplier only, for a period of time. While they can offer significant benefits to buyer and supplier in terms of volume discounts and accurate planning, they can also be held illegal if they foreclose competitors of the supplier from the market. Anticompetitive foreclosure depends upon a number of factors including duration of the exclusive contract and market shares of the participants.

Issues involving potential antitrust activities are very complicated and subject to various laws in the countries in which Hexcel operates. If your proposed activities may fall within one of the categories described in this section or if you are unsure of the legality of any action you plan to take, you must consult with the Law Department for guidance.

Gathering Competitive Information

It is entirely proper for us to gather information about the marketplace, including information about our competitors and their products and services. However, because we must compete fairly and avoid even the appearance of improper agreements and understandings with our competitors, we should not seek or receive any nonpublic information about their products, prices, terms, technology or marketing plans directly or indirectly from them. We should therefore follow these guidelines:

- Information may be gathered about our competitors from other sources, such as published articles, advertisements, publicly distributed brochures, other non-proprietary materials, surveys by consultants, and conversations with customers, as long as those conversations are not likely to suggest that we are attempting to conspire with our competitors, using the customer as a messenger.
- Competitive information may be accepted only when there is a clear belief that both receipt and use of the information is lawful.

- No attempt should be made to acquire a competitor's trade secrets or other proprietary information through unlawful means, such as theft, spying, improper disclosures by the competitor's past, present or future employees, or breach of a competitor's nondisclosure agreement by a customer or other party.
- Our identity should never be misrepresented when attempting to collect competitive information.

Trade Association Activities

A sensitive area in competition law is trade association activities. All Hexcel personnel participating in these activities, such as attending association meetings, should be well-versed in understanding the differences between allowed and prohibited discussions and activities. Hexcel personnel should be particularly careful not to relay sensitive information to competitors at trade association and similar gatherings or discuss price and terms, market shares or other subjects which could be construed as illegal anticompetitive agreements.

Entertainment, Gifts and Gratuities

Dealing with Suppliers

When Hexcel personnel make or are involved in sourcing and purchasing decisions for Hexcel, they must make those decisions with integrity, honesty, independence and objectivity of judgment that must not be compromised. We are obliged to seek the most technically efficient, cost-effective and high quality products and services, and to evaluate them using consistent and unbiased standards. Therefore, we must not accept any gifts, entertainment or gratuities that could influence, or be perceived to influence, our sourcing and purchasing decisions.

Dealing with Customers

Our customers have similar sourcing standards. In addition to knowing and complying with Hexcel's standards, it is important for us to acquaint ourselves with our customers' standards of business conduct so we do not put them or ourselves in compromising or questionable positions. (See the *Interacting with Government* and *Conducting International Business* Sections of this *Code* for stricter standards that apply to government officials.)

Business Courtesies

Exchanging courtesies such as modest gifts, meals and entertainment, is a common practice meant to create goodwill and establish trust in business relationships. If we use good judgment and act with moderation, the occasional exchange of entertainment and gifts of nominal value may be appropriate. These courtesies should be consistent with the business customs and practices of the place where they are offered or received. Whenever we are involved in the exchange of business courtesies, we must comply with the following standards:

- *Entertainment.* Any entertainment offered or accepted should be a reasonable extension of a business relationship. It should be modest in nature and the frequency should reasonably correspond to the nature of an employee's position in Hexcel. Whenever we accept such entertainment, we should reciprocate with similar modest hospitality. Doing so helps us avoid any obligation to our host. Before you offer or accept any invitations beyond the typical modest entertainment, seek approval from your supervisor. The term "entertainment" includes meals, charitable and sporting events, parties, plays and concerts.
- *Gifts.* Subject to the limitations in the *Interacting With Government* section of this *Code*, we may give and accept unsolicited gifts when they are associated with promotional activities or are simply gestures of goodwill. However, such gifts should be of modest value and generally distributed widely as promotional items without obligation. We should never offer or accept gifts of cash or cash equivalents. When offered a gift exceeding a modest value, report it promptly to your supervisor and either return it to the giver or, in the case of perishable items, donate it to a charitable organization. In either situation, promptly inform the giver of Hexcel's gift policy.

The only exception to these standards involves business dealings in countries and cultures where it is considered good business manners for Hexcel representatives to give or exchange gifts having more than modest value. Hexcel representatives who are specifically authorized in writing by the senior executive in their business unit or corporate function and either the Chief Financial Officer or Chief Legal Officer may, in specific instances, give and accept such gifts on behalf of Hexcel, as long as they

do so in accordance with the intent of this *Code* and the provisions of the US Foreign Corrupt Practices Act and other anti-bribery laws (summarized in the *Conducting International Business* Section of this *Code*).

Any gifts received of more than modest value are considered Hexcel property and must be reported and turned over to the Chief Financial Officer for appropriate documentation.

- *Bribes.* No Hexcel personnel may solicit, accept or offer, either directly or indirectly, bribes or kickbacks of any kind. This includes money, loans, special privileges, personal favors, benefits or services, or gifts beyond the nominal items discussed above. Such payments or favors may be considered bribery under the laws of the countries in which we operate (See the *Conducting International Business* Section of this *Code* for additional guidance on bribery).

Quality Products and Services

Hexcel is committed to satisfying our customers by providing high quality products and services. Each Hexcel plant facility maintains a quality manual which is customized for the facility and contains policies and procedures to help ensure that we comply with the quality requirements of our customers.

Hexcel's quality policies require that we all recognize the need to build quality into everything that we do at Hexcel. In doing so, we commit to:

- Provide products and services that meet the needs and expectations of our customers and of users within Hexcel.
- Provide a culture where creativeness and initiatives are encouraged in order to improve business activities and processes.
- Continuously improve our effectiveness.
- Ensure that our responsibilities towards quality are understood at all levels.

We must all recognize that failures to maintain quality standards may create serious issues for our customers and liabilities for Hexcel. We must take any

quality issues seriously and must advise appropriate plant management, as well as corporate management and the Law Department, depending upon the seriousness of the issue.

Hexcel prohibits retaliation against any Hexcel personnel due to the reporting of any quality issue to any member of Hexcel management, or to the filing of any complaint, instituting or causing to be instituted any proceeding, or testifying or participating in any proceeding relating to quality.

INTERACTING WITH GOVERNMENT

We must use the same discretion in dealing with government officials as we do with our customers, suppliers and shareholders. Hexcel encourages open and honest involvement in our political systems and processes. However, we must maintain public trust at all times by ensuring that Hexcel government relations and activities are conducted in accordance with our values, principles, standards and all applicable laws.

Government Contracting and Contacts

The laws, regulations and ethical standards that apply to contracting with governments in the various countries in which we operate and to other interactions with the various branches and levels of government may (and usually do) differ from those that apply to our dealings with non-government customers and suppliers.

When seeking and performing government contracts or business, or when involved in establishing and maintaining relationships with government officials, we are responsible for knowing and complying with the applicable laws, rules, regulations and official policies that apply to those activities. As an example, when we make a claim for payment by the US Government or one of its contractors, the claim must not be false; a false claim might occur if we knowingly present an incorrect invoice, if the work for which we are seeking payment is not completed or if the products for which we are seeking payment do not satisfy the specification. In addition, when we engage in price negotiations with the US Government or one of its contractors for certain larger contracts, the Truth in Negotiations Act may

require that we disclose cost and pricing data and that we certify that the data is correct, complete and current.

When dealing with government officials and employees, we should strive to avoid even the appearance of impropriety. We must avoid activities that could be perceived as attempts to improperly influence, or obtain or reward favorable treatment.

In particular, the U.S. government, each U.S. state, and many other jurisdictions have laws that restrict the ability of Hexcel and its personnel to give gifts (*e.g.*, meals, entertainment, transportation, lodging, and gift items) to government officials and employees, and in some cases, to their spouse or children. These laws range from absolutely prohibiting such gifts to permitting them as long as there is no intent to influence a specific official decision with the gift. To ensure that Hexcel is in compliance with these laws, you must obtain approval from the Law Department prior to providing any gift to a government official or employee.

Access to information classified as National Security Information by the US government or similarly classified information from other countries is restricted to employees with proper clearance and a "need to know." For example, this type of information is also called classified information in the United Kingdom and is called *Confidentiel Défense* or *Secret Défense* in France. If you know of or suspect any unauthorized disclosure of classified information, you should immediately report this to the Law Department.

Political Contributions and Lobbying Activities

Payments of corporate funds to any political party, candidate or campaign, political committee or other group making political expenditures in any country (including in the U.S. any entity exempt from U.S. income taxes under Section 527 of the Internal Revenue Code) may be made only if permitted under applicable law and approved in writing in advance by the Law Department.

We may individually participate in local, state and national government and in political activities consistent with applicable law and limits, including making personal contributions in support of candidates or political committees of our choice. However, such individual participation may not

involve the use of Hexcel funds, personnel time, equipment, supplies or facilities. Moreover, you may not work on a political fundraiser or other campaign activity during working hours unless you obtain written approval from the Law Department. Further, when speaking out on public issues, be certain not to give the appearance of speaking or acting on Hexcel's behalf. Additionally, Hexcel may not compensate or reimburse any individual in any way for any personal political contribution.

Consult the US Foreign Corrupt Practices Act discussion in the *Conducting International Business* Section of this booklet for further guidance on certain limitations imposed by US laws on our international political activities.

Under US federal law, Hexcel may be required to register and report on lobbying activities. Such activity includes: (i) communication with any member or employee of the US Congress or Executive Branch officials for the purpose of influencing legislation or Executive Branch action; (ii) engaging in research or other activities to support or prepare for such communication; and (iii) coordinating with the lobbying activity of others.

Each state and certain local governments in the US have their own separate lobbying registration and reporting laws. Depending on the jurisdiction, these laws may require registration and reporting as a lobbyist. Activities classified as lobbying may include communication with a legislative member or employee, or an executive branch official for the purpose of influencing legislation, formal rulemaking by an executive agency, or any other official decision by such agency, including decisions to enter into financial arrangements. Moreover, in some jurisdictions trying to influence public opinion (so-called "grassroots" lobbying) may require lobby registration and reporting.

You must obtain the approval of the Law Department before making any communication described in this section. In addition, all expenditures related to such communication must be promptly reported to the Law Department as well.

CONDUCTING INTERNATIONAL BUSINESS

Global Business Practices

As Hexcel continues to expand its business opportunities and relationships around the globe, it is important that we continue to conduct business in a manner consistent with our values, principles and high ethical standards. Many of the countries in which we operate have laws pertaining to international business that are focused on eliminating corrupt business practices and serve to protect local nationals, their businesses and the environment. We have an obligation to know, understand and comply with the applicable laws and regulations that apply to our activities in the countries and localities in which we do business. Violations of these laws and regulations, even in the first instance, can have serious civil and criminal consequences for those involved.

Hexcel recognizes that in some international markets, laws, customs and cultural practices will be encountered that differ from those at home. However, the values, principles and standards set forth in this *Code* apply wherever we conduct business and set the minimum standards for our activities.

Laws Governing International Business

Export Restrictions

The export of goods, services or technology from the US may require a specific export license from the US government – *e.g.*, the Department of Commerce, the Department of State, or the Department of the Treasury. The same may apply to the resale or transshipment of US origin goods from a non-US country to another non-US country, and to exports of non-US made goods with US content or made with US origin technical data. Because the US laws have impacts both in and outside of the US, each employee worldwide must comply with Hexcel's export policies, including the Technology Control Plan. The Technology Control Plan requires that we protect US origin technology against unlawful disclosure or "deemed exports." A deemed export may occur both in the United States and other countries, even if the disclosure is to a fellow employee, or a customer or supplier, who is not a "US person" as defined in the export laws.

Hexcel may also be subject to the export laws of other countries where it does business. Any questions or concerns regarding necessary export authorizations – including whether such authorizations are necessary – should be directed to the Law Department.

Import Reasonable Care

The import of goods into our global operations requires reasonable care to ensure compliance with the Customs laws and regulations. Hexcel must correctly classify the goods under the relevant tariff codes, value the goods as required by cognizant Customs authority, and declare the correct origin for preferential tariff treatment (if applicable).

US Foreign Corrupt Practices Act

All employees, no matter where they are located, must comply with the US Foreign Corrupt Practices Act ("FCPA"). This law prohibits payments or offers of anything of value to a "foreign official" in order to secure, retain or direct business or obtain an improper advantage. For purposes of this statute, the term "foreign official" has a broad meaning, and includes not only elected officials, but also employees of government agencies and government-controlled businesses (*e.g.*, state-owned entities), politicians, political parties, political candidates, members of a royal family, employees of international organizations (*e.g.*, the United Nations), and anyone acting in an official capacity on behalf of a government agency. The FCPA prohibits a wide range of activities in addition to directly bribing foreign officials. For instance, providing foreign officials or their family members with improper gifts, entertainment and travel all have been found to raise issues under the FCPA. In addition, improper payments to foreign officials made through an intermediary, such as a third party agent or business partner, also may subject the Company to liability under the FCPA. For this reason, it is imperative that we are diligent in selecting our business partners and ensuring that they understand our values and expectations. In some foreign cultures it is customary to make payments that might be called "facilitating payments" or grease payments. These payments typically are made to low level government employees for the purpose of expediting routine, non-discretionary governmental actions such as the issuance of a permit or visa. Although the FCPA does not prohibit facilitation payments, the Company does not permit employees to make such payments without prior written approval of the Law Department.

If you are asked to make any payment or provide something of value to a foreign official, for whatever purpose and in whatever amount, consult first with the Law Department. Additionally, if you suspect that someone acting for or on behalf of Hexcel (including agents and manufacturers representatives) is contemplating or has made any payment or provided something of value to a foreign official, contact the Law Department.

Commission Payments to Agents

Many countries and government agencies restrict the use of agents or place limits on the amount of commission payments to agents or sales representatives, particularly agents dealing with government agencies. Employees may not make payments in excess of the legal limits imposed in any country. Similarly, we should also be wary of commission structures which are excessive, as they may be indications of possible graft or corruption. For this reason, commissions should be paid only to bona fide agents who provide services defined by a written agreement which are tied to the relevant market rates.

Over-invoicing Requests

Sometimes a foreign buyer may request a supplier to increase the amount of an invoice beyond the agreed price. To avoid extra taxes or currency export limits, the buyer may ask the supplier to rebate the difference to a bank outside of the buyer's home country. Hexcel policy prohibits participation in these arrangements.

Foreign Economic Boycotts

Hexcel employees must comply strictly with US laws pertaining to economic boycotts initiated by other countries. These US laws prohibit a wide variety of activities including:

- Refusals to do business with boycotted countries, their nationals or blacklisted companies.
- Furnishing information about Hexcel's or any person's past, present or prospective relationship with boycotted countries or blacklisted companies.

- Furnishing information about any person's race, religion, gender, or national origin, or membership or support of charitable organizations supporting a boycotted country.
- Discriminating against individuals or companies on the basis of race, religion, gender or national origin.

Requests to take, or to agree to take, a prohibited action can be subtle and are sometimes obscured in "fine print." You should be alert to this possibility, particularly when doing business with Middle Eastern countries. Boycott-related requests must be reported to US authorities, even if no action is taken in response to a request. If you receive such boycott requests, immediately contact the Law Department.

US Sanctions

As of September 2013, the US maintains comprehensive sanctions programs against Cuba, Iran, Sudan, and Syria. As a general matter, the comprehensive sanctions prohibit US companies and persons, wherever located, from providing goods or services to persons where the benefit of such services is received in any of these countries. The US also maintains more targeted sanctions programs against a number of other countries, including Burma and North Korea. A list of those countries, as well as a description of each sanctions program, is available at

<http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>. Finally, the US prohibits all transactions with a long and

growing list of designated individuals and entities and requires US persons to block assets in which a designated person has an interest. The US

Department of the Treasury, Office of Foreign Assets Control maintains this list of "Specially Designated Nationals and Blocked Persons," available at

<http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx> and through links in the import/export section of Hexlink. The

restrictions under each sanctions program vary, and the countries covered are subject to change. Such prohibitions and restrictions may affect various business transactions, including exports, imports, investment, travel, currency transactions, assets and accounts. These prohibited activities may not be accomplished indirectly or arranged through third parties, and they are not permitted simply by conscious non-supervision. If you are considering doing any business involving any country, entity, or individual

against which the US maintains sanctions, consult first with the Law Department, even if you are conducting business outside of the US and even if the link to the sanctioned party is indirect.

IMPLEMENTING THE CODE

Seeking Guidance and Reporting Violations

This *Code* cannot provide definitive answers to all questions about proper conduct. We should always seek guidance whenever we are uncertain as to the appropriate course of conduct in adhering to Hexcel's high standards. Resources are listed in the Appendix.

If you know of or suspect a violation of applicable laws or regulations, the *Code*, or Hexcel's related policies or procedures, you must report that information immediately to your supervisor unless the *Code* or a Hexcel policy specifically directs you to report to another person, or if you believe your supervisor is engaged in the reportable conduct. Alternatively, you should always feel free to go to higher levels of management, or to the individuals or offices identified in the Appendix. **No person reporting in good faith a known or suspected violation will be subject to retaliation.** However, persons knowingly making false reports or accusations will be subject to disciplinary action. If you fail to report a known or suspected violation, you may also be subject to disciplinary action, unless disciplinary action is restricted by law, regulation, order or other governmental requirement, or by collective bargaining or other employment agreement.

The Hexcel Compliance Line

Hexcel has a telephone Compliance Line, 1-888-203-9066, through which you may seek guidance or report suspected violations. When calling from outside the United States, please access the Compliance Line number by first dialing the AT&T Direct Access Number from the country from which you are calling. Your report may be made anonymously. All information provided to the Hexcel Compliance Line or otherwise, including your identity, will be kept confidential to the extent reasonably possible.

Reporting Complaints and Concerns Regarding Accounting Matters

Hexcel is committed to compliance with applicable auditing requirements, accounting standards and internal accounting controls ("Accounting

Matters") and to promptly dealing with any fraud committed by employees or with any retaliation or threats of retaliation against any employee who in good faith reports a concern about any Accounting Matter or fraud. You are expected to report promptly any concerns involving Accounting Matters, fraud, or retaliation. Reports may be made to the Audit Committee of the Board of Directors by E-mail at auditcommittee@hexcel.com or by mail to Audit Committee, Hexcel Corporation, 281 Tresser Blvd., Stamford, CT 06901. Reports also may be made anonymously to the Audit Committee by calling the Compliance Line. Reports will be treated confidentially to the extent reasonably possible.

Waivers of and Amendments to the Code

Hexcel will waive application of the policies set forth in this *Code* only where circumstances warrant granting a waiver. Waivers of the *Code* for directors and executive officers, including the chief executive officer, the chief financial officer and the controller and chief accounting officer, may be made only by the Board of Directors as a whole or the Audit Committee of the Board. Any waiver of or amendment to this *Code* must be promptly disclosed as required by law or regulation.

Investigations of Violations

All reported violations will be promptly investigated and will be treated confidentially to the extent reasonably possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and Hexcel.

Discipline for Violations

Hexcel intends to use every reasonable effort to prevent the occurrence of conduct that violates the law, this *Code*, or Hexcel's other policies and procedures and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Hexcel personnel who violate this *Code* and other Hexcel policies and procedures may be subject to disciplinary action, including termination of employment, to the extent permitted by applicable law. In addition, disciplinary measures will apply to anyone who directs or approves violations, or has knowledge of them and does not move

promptly to report or correct them in accordance with Hexcel policies, to the extent permitted by applicable law.

APPENDIX

CONTACT RESOURCE LIST

For guidance or questions concerning the *Code*, you are always encouraged to seek a solution from your immediate supervisor. If you are not satisfied, or the subject is of such nature that it cannot be effectively discussed with your supervisor, then you should go to the next highest level of supervision, your local Human Resources representative or the Law Department. In some instances the *Code* may specifically direct you to report to a specific person or department.

If you know of or suspect a violation of applicable laws or regulations, the *Code*, or Hexcel's related policies or procedures, you must report that information immediately to your supervisor unless the *Code* or a Hexcel policy specifically directs you to report to another person, or if you believe your supervisor is engaged in the reportable conduct. Alternatively, you should always feel free to go to higher levels of management, or to the individuals or offices identified in the *Code*.

Reports may also be made by telephone to 1-888-203-9066, the number for the Hexcel Compliance Line. A sufficiently detailed description of the factual basis for the report should be given in order to allow an appropriate investigation.

Additionally, please contact the following persons or department regarding these specific issues:

HARASSMENT/WORKPLACE VIOLENCE

Your supervisor, site manager or site human resources representatives

CONFLICTS OF INTEREST

Your supervisor, site manager, site human resources representatives, Chief Financial Officer or the Chief Legal Officer

ENVIRONMENTAL ISSUES

Your site environmental engineer, site manager, Global Environmental Leader or Global EHS Director

SAFETY IN THE WORKPLACE

Your supervisor, site manager, site safety coordinator Regional EHS manager, Corporate Safety and Health Manager or Global EHS Director

DOCUMENT RETENTION

The Law Department

CONFIDENTIAL INFORMATION, TRADE SECRETS, PATENTS, TRADEMARKS AND COPYRIGHTS

The Law Department or the Vice President of Research and Technology

INSIDER TRADING

The Law Department

PUBLIC AND FINANCIAL DISCLOSURES

The Chief Financial Officer, the Chief Legal Officer or the Treasurer

INQUIRIES FROM THE MEDIA OR OTHERS

The Manager of Investor Relations and Communications or the Law Department

ANTITRUST LAWS

The Law Department

ENTERTAINMENT, GIFTS AND GRATUITIES

Any Hexcel Leadership Team member,, the Chief Financial Officer, the Chief Legal Officer or the Treasurer

QUALITY PRODUCTS AND SERVICES

Your supervisor, site quality manager, site manager, regional quality manager or the Director of Quality

GOVERNMENT CONTRACTS, EXPORT CONTROLS AND NATIONAL SECURITY

Any member of the International Trade Compliance Group or the Law Department

POLITICAL CONTRIBUTIONS AND ACTIVITIES

The Law Department

CONDUCTING INTERNATIONAL BUSINESS

The Law Department

FOREIGN ECONOMIC BOYCOTTS

The Law Department

ACCOUNTING MATTERS

The Audit Committee of Hexcel

**ADDENDUM TO HEXCEL CORPORATION'S CODE OF BUSINESS CONDUCT
FOR
PERSONS EMPLOYED BY EUROPEAN SUBSIDIARIES
REGARDING RETENTION OF PERSONAL DATA AND REPORTING OF VIOLATIONS
THROUGH THE
HEXCEL COMPLIANCELINE AND TO THE AUDIT COMMITTEE**

One of our core shared values as employees of Hexcel is our commitment to act in accordance with the high legal and ethical standards embodied in our Code of Business Conduct (the "Code"). The Code applies to directors, officers, employees and representatives of all the Hexcel Corporation group companies. The Code and the Hexcel Ethics and Business Conduct Program, of which the Code is a part, provide various means to report suspected failures to comply with the principles of the Code.

Hexcel always encourages you to report suspected failures to your line managers, your local human resources department, or other local managers. The Code also provides that you may report violations through senior management, members of specific functional groups (such as finance, quality, environmental and safety) or the Law Department. You may also ask these persons questions about the Code.

In addition, you may also report suspected failures by:

- calling Hexcel's ethics hotline which we call "ComplianceLine", or
- contacting the Audit Committee of the Hexcel Corporation Board of Directors, either by email (auditcommittee@hexcel.com) or by mail or courier (Hexcel Corporation, Audit Committee, 281 Tresser Boulevard, Stamford, CT 06901 USA).

If you call ComplianceLine, you will speak to a service provider in the United States who will immediately inform Hexcel's Compliance Officer, also based in the United States. Translators are available if you request one. Similarly, if you send an email or letter to the Audit Committee, it will also first be read by the Compliance Officer and, if appropriate, forwarded to the Audit Committee, all of whom reside in the United States (as of December 31, 2013). Reports will be treated confidentially to the extent reasonably possible.

If you are an employee of one of the Hexcel group companies located in Europe, you should be aware that ComplianceLine, reports to the Audit Committee and the retention of personal data involved in ethics reports and investigations will be administered in compliance with local data protection laws. In certain circumstances this might restrict the use of such data. This Addendum supersedes the Code only with respect to the subject matter hereof.

✓ Areas that may be submitted to ComplianceLine or to the Audit Committee

You should only use ComplianceLine or report to the Audit Committee if you suspect a violation of the Code relating to the areas of accounting, finance, internal audit or anti-corruption (e.g., accounting and auditing errors, false recording of valuations, tax fraud, fictitious employment of staff, corruption) (the "Accounting and Corruption Areas"). Any other suspected violations should be reported as set out above. If you contact ComplianceLine or the Audit Committee with any other information, you will be directed to contact an appropriate department in one of the Hexcel group companies located in the EU, including the persons listed in the Appendix to the Code as well as any HR manager or a member of the Law Department.

✓ Reports

When you contact ComplianceLine, you will be asked for your name. Although anonymity cannot be guaranteed, if you wish to remain anonymous, ComplianceLine will record your request for anonymity in the report to the Compliance Officer.

✓ Type of data recorded

If the report is from the EU, Hexcel and the ComplianceLine service provider will retain limited information needed for the investigation and drafting of the final investigation report. This information will remain confidential and will be divulged, in accordance with local and European laws, only to a very limited number of people who need to know about it in order to review and deal with the facts obtained.

Although Hexcel always encourages you to report suspected failures, such reporting is not mandatory and you will not be subject to any retaliation measures if you fail to report (unless you have a positive obligation to do so in your contract of employment or due to the nature of your role). In addition, no person reporting in good faith (or, in their reasonable belief, in the public interest) a known or suspected violation, making a complaint or participating in an investigation will be subject to retaliation.

If that person believes s/he has been retaliated against because s/he filed a complaint or participated in an investigation, s/he may contact her/his management or report the retaliation through any means described above. Nevertheless, an abusive usage of the alert or a bad faith call may lead to disciplinary measures or legal action against the person at the origin of the alert.

✓ Disclosure of Information to the person who is the subject of the report

The person identified in the report will be informed as soon as reasonably possible. However, the implementation of safeguard measures, such as protecting evidence, could delay his or her being informed. During any investigation, the subject of the report will have the right to respond/dispute and correct or withdraw inaccurate or incomplete information in accordance with EU regulation. The right to access information does not entitle the subject of the report to information identifying the person who made the report.

✓ Transfer of data outside the European Union

EU law protects personal data of both the EU employee making the report and the employee(s) who are mentioned in the call or the report. In some instances, this may include deletion of data that exists outside of the EU. Hexcel and the ComplianceLine service provider have adopted measures to ensure compliance with EU data protection regulation and protect personal data of EU employees when the data is transferred or resides outside of the EU.

✓ Retention of Data

Hexcel and the service provider for ComplianceLine will delete reports and information from EU employees that come to ComplianceLine or the Audit Committee once they have completed their investigation, unless the report involves the Accounting and Corruption Areas or may otherwise be retained in accordance with EU and/or EU Member State laws. Personal data in a report or discovered in an investigation will generally be destroyed promptly after the close of an investigation and completion of recommended actions unless the report or the action is the subject of actual or potential disciplinary, governmental or legal procedures. In the event of disciplinary, governmental or legal procedures, the information may be held in the US and EU jurisdictions until the end of the procedures in accordance with the EU and/or EU Member State laws and of the each EU Member State. Regardless of the above, a summary of all reports will be provided by the Compliance Officer to the Audit Committee and the Board of Directors of Hexcel Corporation but the Compliance Officer will take appropriate efforts to exclude names and personal data from these summaries.

NOTES

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