

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 14, 2019

**FLOWSERVE CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

New York  
(State or Other Jurisdiction  
of Incorporation)

1-13179  
(Commission  
File Number)

31-0267900  
(IRS Employer  
Identification No.)

5215 N. O'Connor Blvd., Suite 2300, Irving, Texas  
(Address of Principal Executive Offices)

75039  
(Zip Code)

(972) 443-6500  
(Registrant's telephone number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.25 Par Value	FLS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On August 14, 2019, as part of a comprehensive review of the corporate governance policies of the Company, the Board, upon the recommendation of the Corporate Governance and Nominating Committee, approved a new Employee Code of Conduct (the “Code of Conduct”). The Code of Conduct was adopted to, among other things, (i) address recent developments in applicable law and regulatory guidance, (ii) improve its focus on the Company’s core values and take into account our previously announced Flowserve 2.0 Transformation program, (iii) reduce complexity and improve readability in order to make the Code of Conduct more accessible to a global and diverse employee base, (iv) provide additional clarity on acceptable and unacceptable behaviors and actions, including through the use of practical hypotheticals, and (v) make other technical, administrative, and non-substantive amendments to the Company’s existing Code of Business Conduct. The Code of Conduct applies to all directors, officers, and employees of the Company and its subsidiaries, establishing basic standards of business practice, as well as professional and personal conduct that are expected of all covered persons.

The adoption of the Code of Conduct did not relate to or result in any waiver, whether explicit or implicit, of any provision of the existing Code of Business Conduct. A copy of the Code of Conduct is available on the Company’s website at [www.flowserve.com](http://www.flowserve.com), under the “Corporate Governance” tab of the “Investors” menu. The contents of the Company’s website are not incorporated by reference in this report. The foregoing summary of the Code of Conduct is subject to and qualified in its entirety by reference to the full text of the Code of Conduct, attached hereto as Exhibit 14.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
14.1	<a href="#">Flowserve Corporation Employee Code of Conduct.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLOWSERVE CORPORATION

Dated: August 15, 2019

By: /s/ LANESHA T. MINNIX  
Laneshia T. Minnix  
Senior Vice President, Chief Legal Officer and Corporate Secretary



# Flowserve Code of Conduct

International



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# Our Values

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# A Message From Our CEO

Dear fellow employees,

For more than 200 years, Flowserve has been a leader in the fluid motion and control industry, delivering quality products and industry-leading solutions. Our success is founded on our collective commitment to our core shared values – People, Safety, Integrity, Innovation, Ownership and Excellence. By upholding these values in all that we do, we build trust and brand loyalty with our customers and business partners, and demonstrate that we are committed to conducting business in an honest, ethical and transparent manner.

With more than 17,500 employees operating in 300+ locations around the world, our continued success depends on each one of us. The decisions you make and the actions you take every day impact how the world views Flowserve. By embracing our Global Integrity, Local Ownership mindset and consistently upholding our values, you contribute to Flowserve's reputation for integrity, honesty and excellence.

Our Code of Conduct, or Code, is designed to help you understand our ethical expectations. I encourage you to carefully read and use it to guide your decisions and actions. While our Code cannot cover every possible situation you may face, it does define the standards and behaviors we expect from all employees. Speak up if you have a concern and seek guidance if you are unsure about the right thing to do.

We are proud of the legacy we have built together at Flowserve. By putting our Code and values into practice in all that you do, we can be confident in our continued success.

Thank you for your commitment to Flowserve.

Sincerely,

R. Scott Rowe  
President and Chief Executive Officer  
Flowserve Corporation



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# Our Purpose, Values and Behaviors

## OUR PURPOSE

WHY WE ARE HERE.

Together, we create extraordinary flow control solutions to make the world better for everyone.

## OUR VALUES

OUR GUIDING PRINCIPLES FOR HOW WE ACHIEVE OUR PURPOSE.



### PEOPLE

Develop each other, embrace differences, respect one another, and create a collaborative culture. The collective energy of our people sets us apart from our competitors.



### INTEGRITY

Act ethically and transparently toward associates, customers and shareholders, in accordance with the Flowserve Code of Conduct. Be consistently open, honest and trustworthy.



### OWNERSHIP

Take the initiative to own your work, and follow through on your commitments, to achieve results that are beyond what is expected.



### SAFETY

Embrace Flowserve's safety rules and hold each other accountable. We do this for ourselves, our customers, our partners and the communities we serve.



### INNOVATION

Take risks and learn from mistakes. Leverage and expand our knowledge to bring the best products and services to market. Achieve this through creativity, modernization and ingenuity.



### EXCELLENCE

Perform ambitiously with dedication and enthusiasm to deliver outstanding products, services and business results.



## OUR BEHAVIORS

THE ACTIONS WE TAKE TO LIVE BY OUR VALUES.

WORK TOGETHER WITH AN ENTERPRISE MINDSET

DELIVER BEYOND OUR CUSTOMER EXPECTATIONS

TAKE ACTION AND LEARN FROM MISTAKES

TRUST AND RESPECT EACH OTHER

THINK SAFE, WORK SAFE, BE SAFE

EMBRACE AND DRIVE CHANGE

ACT WITH INTEGRITY, ALWAYS

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# Our Code of Conduct

Our Code of Conduct reflects who we are as company and how we do business. It incorporates and reinforces our shared Flowserve values and the laws, regulations and policies that apply to each of us and our business. It is intended as a guide to help you make ethical decisions and resolve challenging issues you may face in your work at Flowserve, but it cannot cover all possible scenarios. If you have questions or need assistance, the Integrity & Compliance team (I&C) is always available to help.

Our Code of Conduct and the standards it embodies apply to everyone who works for or represents Flowserve in any capacity, including:

- Employees at all levels, in any position, around the world.
- Our board members and corporate officers.
- All external companies and individuals who work with or represent Flowserve, including suppliers, agents, sales representatives, distributors, joint venture partners and other business partners. ■

**Acting with integrity, honesty and transparency in all that we do at Flowserve is critical to our company's success and is expected from each of us.**

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# Our Ethical Responsibilities as Employees

We rely on every employee to act with integrity in all situations and support Flowserve's commitment to doing business in an ethical and transparent manner. Your actions should always be ethical and honest, reflect our values, and comply with applicable laws, our Code and our policies.

## YOUR RESPONSIBILITIES

- ✓ Familiarize yourself with the Code and the Flowserve policies and procedures that apply to you, your job function or your site and follow them in your work for Flowserve.
- ✓ Promptly raise concerns about potential violations of law, the Code or our policies using any of the reporting channels available to employees (see pg. 9).
- ✓ Cooperate fully and honestly with any investigation related to ethics or potential violations of the law, our Code or our policies.
- ✓ If you manage relationships with business partners like agents, distributors or suppliers, make them aware of our Code and let them know we expect them to comply with our ethical standards.
- ✓ Report circumstances where business partners are not meeting the standards set out in our Code. ■

## COMPLIANCE IS EXPECTED

At Flowserve, we are committed to upholding our shared values and take violations of our Code and policies seriously. Failure to follow the standards set out in our Code and policies can result in disciplinary action up to and including termination of employment, and in some cases, legal action.



## If faced with a difficult decision or ethical concern, ask yourself:

- Does my planned course of action align with Flowserve's values?
- Does it comply with applicable laws and our policies?
- Is it in the best interest of Flowserve?
- Would I be comfortable if my actions were made public?

If you are not comfortable answering 'yes' to all of these questions, you should pause and reconsider your course of action. Remember, you can always ask for help.

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# Our Ethical Responsibilities as Leaders

As a Flowserve manager or supervisor, you have a higher degree of responsibility for maintaining a culture of ethics and compliance in which employees understand our shared values and feel comfortable raising concerns without fear of retaliation. Reinforce with your team the importance of following our Code, and let them know you are a resource to help them make ethical decisions.

## YOUR RESPONSIBILITIES

- ✓ Lead by example. Set the tone for integrity with your team, not just through words, but through your daily actions.
- ✓ Communicate ethical expectations. Talk frequently with your team about acting with integrity, participation in compliance initiatives, and new or updated policies or procedures.
- ✓ Make clear that ethics come first. Reinforce with your team that at Flowserve, we do not sacrifice our integrity or shared values for the sake of business results.
- ✓ Create the right culture. Take steps to make employees comfortable raising concerns when they have them. Let employees know that we do not tolerate retaliation for raising concerns in good faith, and we prevent retaliation by others.
- ✓ Ask for help. While we expect much of our leaders, we do not expect you to solve every ethical issue on your own. Raise your hand and ask for help when needed. ■

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# How to Ask for Help or Raise Concerns

## HOW TO RAISE AN ETHICS CONCERN

If you have a question or concern, there are many resources available to you. Your manager or supervisor usually is in the best position to address your concerns. If your concern relates to your manager or supervisor or you are not comfortable reporting your concern to him or her, you can contact any of the following additional resources:

- Your HR contact;
- Your regional I&C contact;
- A member of the Legal department;
- A member of senior management;
- A member of the Board of Directors;
- A member of the Audit Committee; or
- Flowserve's Ethics Hotline.

Nothing in the Code prohibits you from reporting potential violations of law to, or participating in an investigation conducted by, the Equal Employment Opportunity Commission, the Securities and Exchange Commission, or any other federal, state or local government agency.

## RETALIATION IS PROHIBITED

We expect employees to report improper or unethical behavior when they see it. If you believe a violation has or is about to occur, you should promptly report it. While it is not always easy to come forward with concerns, particularly if they involve co-workers or business partners, it is important to do so. Flowserve does not permit retaliation against anyone who raises a concern in good faith.

Regardless of whom you contact, you can be assured that your concern will be fairly and promptly investigated and addressed. We protect the confidentiality of anyone reporting concerns, and disclose information about investigations only if required to resolve identified issues. ■

### Flowserve's Ethics Hotline

Flowserve's Ethics Hotline is available to you at any time, in any location, via phone or online. You may submit a report anonymously if you choose.

**Online:**  
[www.ethicspoint.com](http://www.ethicspoint.com)

**United States toll-free number:**  
**1-800-799-4597**

**International numbers:**  
<http://ethics.flowserve.com>

In certain countries, local laws and regulations restrict the types of reports that can be made through the Ethics Hotline. If you are in such a country and attempting to make a report, a trained local professional will direct you to internal resources where your report can be made.

# Integrity in Our People

Our Code of Conduct isn't just about how we work. It's about how we interact with each other and the respect we show for the people and communities we serve.



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# We Respect People

## OUR INTEGRITY COMMITMENT

Flowserve is a global company made up of people from a wide variety of backgrounds, experiences and cultures. We value the diversity of our workforce, embrace our differences, respect one another, and work together to create a collaborative culture.

## OUR POLICIES

- We recruit, employ and develop our workforce based on the qualifications and competencies necessary to succeed at Flowserve.
- We value each other's contributions, treat one another with dignity and respect, and work together to create an open and inclusive working environment.
- We do not tolerate harassment, discrimination or abusive conduct of any variety.

## OUR RESPONSIBILITIES

- ✓ Treat others as you would want to be treated.
- ✓ Create a constructive, inclusive and productive workplace by listening to others, even when their views may differ from your own.
- ✓ Promote a workplace free of harassment, discrimination, bullying and abusive conduct.
- ✓ Report to your supervisor or Human Resources (HR) contact if you are subjected to or you witness discrimination, harassment or abusive conduct in the workplace.

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** I was recently assigned to a new group and my new supervisor frequently picks on junior team members, and often yells at employees. When I questioned a co-worker, she told me to keep my head down or I would likely be subjected to the same treatment. What should I do?

**ANSWER:** You should promptly report this behavior to your local HR contact. This type of behavior is not aligned with our people-first values and our commitment to maintaining a safe and respectful workplace.

**QUESTION:** I recently observed one of our customers making insulting remarks to a co-worker. The customer is important to our business and my co-worker is uncomfortable reporting the issue. Should I say something?

**ANSWER:** Yes. Promptly report what you witnessed to your supervisor or your local HR contact. We do not tolerate harassment of any kind in our workplace, whether initiated by or directed to an employee, customer, supplier or business partner. ■

**LEARN MORE**  
 Global Equal Opportunity and Respect  
 in the Workplace Policy [↗](#)

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# We Promote a Culture of Safety

## OUR INTEGRITY COMMITMENT

We hold each other accountable for creating and maintaining safe workplaces and products for our employees, customers and communities.

## OUR POLICIES

- We comply with all health, safety, security and environmental laws, regulations and company policies that apply to our operations and the products we manufacture.
- We create and maintain safe working environments, empower our employees to identify and report safety concerns, and act to correct hazards.
- We communicate our safety and security expectations to everyone who accesses our facilities.

## OUR RESPONSIBILITIES

- ✓ Comply with our Safety, Health & Environmental Affairs (SHEA) policies including our 8 Basic Safety Rules, and site-specific safety procedures, security protocols and evacuation plans.
- ✓ Be familiar with the location and use of emergency response equipment such as first-aid kits, safety showers and eye-wash stations.
- ✓ Do not undertake any activity you are not qualified or trained to perform or for which you do not have the proper tools.

- ✓ Under our Stop Work Authority (SWA) program, you are empowered and obligated to stop work immediately if you observe unsafe behavior or conditions.
- ✓ Never attempt to perform your job duties under the influence of alcohol, drugs or other substances that could impair your mental or physical abilities.

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** I was injured while working in the field but my supervisor is pressuring me not to report it and to perform light-duty work instead. What should I do?

**ANSWER:** You should report your injury in accordance with our SHEA policy and 8 Basic Safety Rules, and report your supervisor's request to your SHEA coordinator.

**QUESTION:** My supervisor suggested changing our manufacturing process to speed up production. I know our goals are important, but I don't feel the new process is safe. What should I do?

**ANSWER:** You should openly discuss your concern with your supervisor. If still have concerns after discussing it, you should contact your SHEA coordinator for further support. ■

## LEARN MORE

- [Safety, Health & Environmental Affairs Policy](#)
- [Emergency Preparedness Plan Development Procedure](#)
- [U.S. Drug and Alcohol Policy](#)
- [Personal Security Guide](#)
- [Active Shooter Guide](#)

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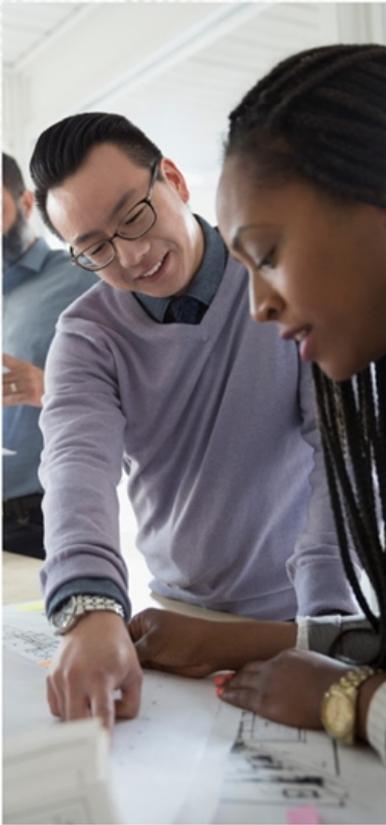
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# We Avoid Conflicts of Interest

## OUR INTEGRITY COMMITMENT

We make decisions based on what is best for Flowserve without considering our own personal interests.

## OUR POLICIES

- We do not allow our personal interests, relationships, investments or other factors to interfere with business decisions we make on behalf of Flowserve.
- We avoid situations or activities that can give rise to conflicts of interest.

## OUR RESPONSIBILITIES

- ✓ Act in the best interest of Flowserve when making decisions at work.
- ✓ Avoid conflicts of interest and situations that could give rise to the appearance of a conflict of interest, including:
  - Investing in a Flowserve customer, supplier, business partner or competitor.
  - Owning or working for a company that competes with Flowserve, does business with Flowserve or is seeking to do business with Flowserve.
  - Choosing suppliers, vendors or other business partners that employ, or are owned by, a family member or a close friend.
  - Hiring, promoting or supervising someone you have a close personal relationship with.
- ✓ Promptly disclose to your supervisor, HR or regional I&C contact any potential conflict of interest.

**Conflicts of interest** arise when your personal interests interfere or are inconsistent with the decisions you make or work you do for Flowserve.

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** I have been asked to serve as a trustee on the board of a newly formed company that could compete with Flowserve in the future. This is not a salaried position, and I do not expect my commitment to this other company will take a lot of time. Do I need to disclose this?

**ANSWER:** Yes. Serving on another company's board could create a conflict, depending on the nature of the company, its services and products, the markets it competes in, and whether the position will impact your responsibilities at Flowserve.

**QUESTION:** My neighbor asked if I could 'pull some strings' to get a position for his brother at Flowserve. How should I respond?

**ANSWER:** You should tell your neighbor that Flowserve job openings are posted on the company website, and that he can apply for positions through the HR department. You should not attempt to influence the company's decision whether to hire your neighbor's relative, as this could be a conflict of interest. ■

## LEARN MORE

- [Conflicts of Interest Policy](#)
- [Related Party Transactions Policy and Procedures](#)

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# We Protect Personal Data

## OUR INTEGRITY COMMITMENT

We respect and value the privacy rights of our employees, customers and business partners around the world.

## OUR POLICIES

- We handle personal data in our possession (both electronic and hard-copy) with care and safeguard its use.
- We comply with the data privacy and security laws and regulations where we operate.
- We take appropriate measures to protect Flowserve's IT systems from cybersecurity threats.

## OUR RESPONSIBILITIES

- ✓ Use personal data only for legitimate business needs and consistent with our privacy policies and applicable laws and regulations.
- ✓ Follow our IT policies and procedures regarding use, access and security of personal data.
- ✓ Protect against accidental or unlawful destruction, misuse, alteration, unauthorized disclosure or access to personal data:
  - Secure electronic and hard-copy data and storage areas.
  - Use strong passwords and other appropriate security measures for electronic access.
  - Use only IT department-approved systems and tools for storage, transmission and back-up of data.

- ✓ Create, retain and dispose of personal data in compliance with applicable laws and our Records Retention policy.
- ✓ Report any event or incident that may have resulted in the unauthorized access, disclosure, misuse, alteration or loss of personal data to Flowserve's Data Privacy Office at [privacy@flowserve.com](mailto:privacy@flowserve.com).

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** I found an HR report on a copier that contains confidential payroll information. I don't want to get anyone in trouble. What should I do?

**ANSWER:** You should immediately return it to your HR contact without reviewing or sharing it. All of us have a responsibility to protect the privacy of personal and business data.

**QUESTION:** A friend started a new business and asked me to send contact details for my team to add to her mailing list. I would like to help her out. Can I send her the contact information?

**ANSWER:** No. Personal data such as your colleagues' names, email addresses or phone numbers cannot be shared with unauthorized third parties. ■

**Personal data** is broadly defined and includes any information that can be used to identify someone, including name, email address, phone number or credit card number.



## LEARN MORE

- [Social Media Guidelines](#)
- [Data Privacy Policy](#)
- [Records Management Policy](#)
- [Information Logging Policy](#)
- [Information Exchange Policy](#)
- [Security Database Credentials Policy](#)
- [Security Remote Administration Policy](#)

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# Integrity in Our Company

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# We Maintain Accurate Business and Financial Records

## OUR INTEGRITY COMMITMENT

Maintaining complete and accurate business records is an important legal obligation that also builds trust with our customers, business partners, investors and government regulators. Our internal policies and controls are designed to ensure the accuracy and integrity of our recordkeeping and reporting of Flowserve's business and financial results.

## OUR POLICIES

- All business records we create are accurate, objective and fairly reflect the business transactions or results recorded.
- We comply with all applicable laws, regulations and our policies related to the creation, preservation, disclosure and destruction of business and financial records.

## OUR RESPONSIBILITIES

- ✓ Create records that are factual, accurate, complete and comply with the law and Flowserve policies, including any:
  - Records related to your job responsibilities, such as time and attendance records, expense reports, production reports and quality assurance records; and
  - Financial or transactional records, such as quotes, purchase orders, contracts, shipping documents, invoices, revenue accounting, forecasts and inventory.
- ✓ Accurately code transactions to the proper accounts and timely record transactions in the appropriate reporting period.

- ✓ Do not create false, misleading or incomplete records or maintain undisclosed or unrecorded transactions, liabilities, accounts or other financial or transactional information.
- ✓ Promptly report any situation where you believe false or misleading records or documents have been created or company records have been altered or manipulated.
- ✓ Follow our records retention policies and any litigation or record holds issued by the Legal department.

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** A supplier asked me to accept an invoice with a lower than accurate value for the supplier's product. He said he does this all the time to help with 'tax issues.' What should I do?

**ANSWER:** The supplier is asking you to accept inaccurate financial records. You should inform him you can only accept accurate invoices, and report the issue to your supervisor.

**QUESTION:** I just saw a co-worker sign a product inspection report, but I know he did not actually complete the inspection. What should I do?

**ANSWER:** You should report the issue to your supervisor. By falsely certifying that an inspection has been completed, your co-worker has created a false record that violates our Code and policies. ■



### LEARN MORE

- [Accounting Policies](#)
- [Records Management Policy](#)

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# We Protect Flowserve's Assets

## OUR INTEGRITY COMMITMENT

We are all entrusted with the protection, care and responsible use of the assets of the company.

## OUR POLICIES

- We protect the company's physical, IT and information assets (defined at right) from loss, damage, theft or misuse.
- We use the company's assets responsibly and for authorized business purposes only.

## OUR RESPONSIBILITIES

- ✓ Ensure that assets are kept in good working order in accordance with applicable laws and our policies.
- ✓ Physically secure assets when not in use, and protect the security of our IT and information assets by keeping passwords secure.
- ✓ Access Flowserve's network only through IT-authorized applications and devices.
- ✓ Promptly report any unauthorized access, use, loss or theft of IT assets like computers, cell phones or other electronic equipment to the IT Help Desk.
- ✓ Limited personal use of IT assets like cell phones or computers is permitted if it does not interfere with your job responsibilities and complies with our policies and the law.

Anything you create, access, download, send or receive on company IT assets is subject to review, monitoring and confiscation by Flowserve. You should have no expectation of privacy when using Flowserve IT assets.

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** Can I use tools owned by Flowserve for my home improvements during the weekend?

**ANSWER:** No. Flowserve tools may only be used for Flowserve business activities and not for personal use.

**QUESTION:** Is it OK to use my Flowserve email account to register for an external website?

**ANSWER:** Yes, for work-related services such as trade associations or subscriptions. You should not use your Flowserve email account for non-work related websites or correspondence. ■

**Physical assets** include things like furniture, office supplies, equipment, machinery, tools, materials and vehicles.

**IT assets** include things like electronically stored data, software and applications, computer equipment, printers, servers, electronic storage devices and telecommunications equipment.

**Information assets** include things such as product performance data, product designs or drawings, R&D plans, business plans or strategies, and manufacturing processes and know-how.



## LEARN MORE

- [Acceptable Use Policy](#)
- [Acceptable Encryption Use Policy](#)
- [Remote Networking Policy](#)
- [Web Application Policy](#)
- [Information Exchange Policy](#)
- [Bluetooth Policy](#)
- [Email Policy](#)
- [Password Policy](#)
- [Wireless Communication Policy](#)
- [Data Retention, Back-up and Recovery Policy](#)
- [Electronic Equipment Disposal Policy](#)

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# We Safeguard Our Intellectual Property and Confidential Information

## OUR INTEGRITY COMMITMENT

Through our more than 200-year history, Flowserve has developed a vast body of intellectual property (IP), unique knowledge, technical know-how and proprietary business information (confidential information) related to flow control products and services and the applications where they are used. We safeguard our intellectual property and confidential information and prevent its misuse or unauthorized disclosure.

## OUR POLICIES

- We diligently protect our IP and confidential information and enforce our rights against others who take or use it without authorization.
- We do not take or use the IP or confidential information that belongs to others without proper authorization.

## OUR RESPONSIBILITIES

- ✓ Do not disclose Flowserve's IP or confidential information to a third party without approval of an appropriate director-level business leader or above and IP counsel. Disclosure for valid business reasons can be authorized through confidentiality or non-disclosure agreements that are approved by the Legal department.
- ✓ Do not disclose or use Flowserve's IP or confidential information for your own personal gain.

- ✓ Do not solicit, obtain or use the IP or confidential information of other parties like customers or competitors.
- ✓ If you obtain confidential information about another entity through any source, do not use or share it and contact the Legal department or your regional I&C contact.



Inventions and IP created, improved or enhanced in the normal course of your work for Flowserve belong exclusively to Flowserve. You agree to assist Flowserve in securing its rights to such inventions and IP, including assignment of your interest or rights, if necessary. Disclose all inventions or IP creations, improvements or enhancements to Flowserve's IP counsel in the Legal Department.

## FREQUENTLY ASKED QUESTION

**QUESTION:** A friend who recently left a competitor company gave me coding for the company's new diagnostic software. I think the coding solutions could help upgrade Flowserve's diagnostic software. Can I use the code to revise Flowserve's software?

**ANSWER:** No. You cannot use IP or confidential information from any other company. Report the matter to the Legal Department or your regional I&C contact. ■

**Intellectual property** includes patents, trade secrets, trademarks and copyrights which embody and protect Flowserve's inventions, product designs, processes, brands, business plans, marketing materials, software and computer code, and other information, knowledge and processes.

**Confidential or proprietary information** is information related to our business that is not publicly known or generally available and is held in confidence by the company. Examples include manufacturing or detail drawings, manufacturing and engineering processes, bills of materials, customer and supplier lists, price lists and market strategies.

## LEARN MORE

- [Confidential and Proprietary Information Policy](#)
- [Policy on Gathering Competitor Information](#)
- [Anti-Trust and Anti-Competitive Behaviors Policy](#)
- [Intellectual Property Policy](#)
- [Invention Disclosure and Assignment Form](#)

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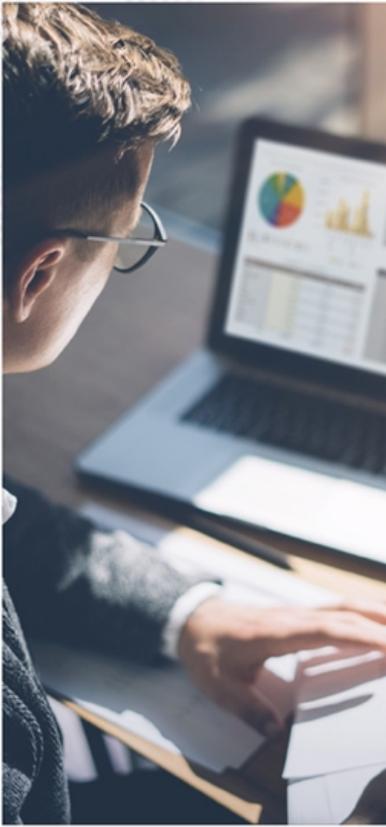
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# We Do Not Trade on Insider Information

## OUR INTEGRITY COMMITMENT

As employees, we may receive confidential information about the company or our business partners that if made public, could influence peoples' decisions about whether to buy, sell or hold the company's securities (such as stocks or bonds), or could impact the value of the company's shares. Information like this is called "insider information". We do not use or disclose such information except where approved for legitimate business purposes.

## OUR POLICIES

- We comply with all insider trading laws and regulations.
- We do not use or share insider information for our own personal benefit or for the benefit of any other person or entity.
- We safeguard confidential, non-public information about Flowserve and our business partners.

## OUR RESPONSIBILITIES

- ✓ Do not buy or sell securities of Flowserve or any other company, either directly or through a third party like a family member or friend, while aware of insider information.
- ✓ Closely safeguard and avoid disclosing to any third-party insider information about Flowserve and our business partners.
- ✓ Do not encourage or attempt to influence others, including employees, family members, friends and business associates, to buy, sell or hold securities based on insider information.

✓ Be aware of the types of information that can be considered insider information, including non-public information about mergers or acquisitions, sales or earnings, financial forecasts, changes to the executive management, or pending lawsuits or regulatory investigations.

✓ If you are aware of insider information or are advised that you are subject to a defined trading window or blackout period, do not trade in Flowserve securities until the restriction has been lifted and you have received prior written approval from the Legal department.

## FREQUENTLY ASKED QUESTION

**QUESTION:** I overheard a senior manager talking about a company we are thinking about buying. A close friend of mine works at the company. Can I let him know that this is a possibility?

**ANSWER:** No. This information could be considered insider information and you may not disclose it to your friend or anyone else, whether inside or outside Flowserve. If you aren't sure whether information is considered insider information, you should contact the Legal department. ■

**LEARN MORE**  
[Insider Trading Policy](#)   
[Confidential and Proprietary Information Policy](#) 

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# We Speak on Behalf of Flowserve Through Designated Spokespersons

## OUR INTEGRITY COMMITMENT

Today, our words can be shared instantly through countless online platforms and can greatly influence how our customers, shareholders, business partners and the public view Flowserve. We are committed to providing clear, complete and accurate information when we communicate about Flowserve.

## OUR POLICIES

- We rely on designated company spokespersons to communicate about Flowserve externally.
- As individuals, we do not communicate on behalf of Flowserve or give the impression that our views represent the views of the company.

## OUR RESPONSIBILITIES

- ✓ Do not make public statements on Flowserve's behalf unless you are authorized to do so. This includes posting commentary or content about Flowserve on social media platforms.
- ✓ Know where to send external requests for information about Flowserve:
  - Refer media inquiries to Corporate Communications;
  - Refer requests for financial information to Investor Relations; and
  - Refer requests for information from governments or regulatory agencies to the Legal department.

✓ When using social media, make clear that any views you express about Flowserve are your own and not those of the company.

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** A competitor posted on social media that his company's pump outperforms Flowserve's comparable pump. He cited a recent study comparing the products, but misrepresented its conclusions. I want to post a response correcting his false representation. Is this OK?

**ANSWER:** No. While we appreciate the desire to correct misrepresentations in the market, only authorized spokespersons may speak for Flowserve. Contact Corporate Communications so the company can address the situation. ■

## LEARN MORE

- [Media and Investor Relations and Disclosure Policy](#)
- [Financial Information Disclosure Policy](#)
- [Social Media Guidelines](#)
- [Public Advocacy Policy](#)

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# Integrity in Dealing With Others

Our Code of Conduct isn't just about how we work. It's about how we interact with each other and the respect we show for the people and communities we serve.



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# Our Relationships With Business Partners Are Based on Integrity and Trust

## OUR INTEGRITY COMMITMENT

Our suppliers and other third parties like agents, sales representatives and distributors (collectively "business partners") are an important part of our business and are vital to the success of our company. We only work with business partners who uphold our values and standards and who conduct business in an ethical, legal and responsible manner.

## OUR POLICIES

- We treat our business partners fairly and with respect.
- We only do business with business partners who act ethically and comply with applicable laws.
- We expect our suppliers to comply with Flowserve's Supplier Code of Conduct and all business partners to comply with the standards embodied in this Code of Conduct.

## OUR RESPONSIBILITIES

- ✓ Select business partners objectively based on criteria such as quality, skill, reputation, price and performance – never based on favoritism or our own personal interests.
- ✓ Avoid conflicts of interest. Never accept gifts, offers of entertainment or other items of value from a business partner unless it complies with our policies related to gifts, travel and entertainment.

- ✓ Follow our procurement, sourcing and due diligence screening processes before engaging any business partner.
- ✓ Safeguard our proprietary and confidential information and personal data. Use confidentiality agreements where appropriate.
- ✓ Make sure suppliers comply with the expectations in our Supplier Code of Business Conduct.

## FREQUENTLY ASKED QUESTION

**QUESTION:** I recently read in the paper that one of our long-time suppliers was fined by the government for paying bribes to get work on a big public construction project. It didn't have anything to do with Flowserve and I'd hate to lose this supplier. What should I do?

**ANSWER:** You should report the information to your regional I&C contact for review. Failing to raise potential concerns about suppliers, even good ones, can put Flowserve at compliance risk. ■

### LEARN MORE

- [Travel and Expense Reporting, Entertainment and Business Gift Policy](#)
- [Supplier Code of Business Conduct](#)
- [Supplier Selection Policy](#)
- [Third Party Due Diligence Policy](#)

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# We Compete Fairly in the Marketplace

## OUR INTEGRITY COMMITMENT

We compete fairly in the markets we serve, we deal honestly with our customers and business partners, and we do not use unfair or deceptive practices to gain an advantage over our competitors.

## OUR POLICIES

- We comply with fair competition and antitrust laws and regulations everywhere we do business.
- We do not disclose pricing or other contract terms to third parties or make agreements with competitors to allocate market segments or territories.
- We do not manipulate bidding processes, or seek or use confidential or proprietary competitor information.



### LEARN MORE

- [Anti-Trust and Anti-Competitive Behaviors Policy](#)
- [Policy on Gathering Competitor Information](#)
- [Anti-bribery Gift, Meal, Entertainment and Travel Policy for Government Officials](#)

## OUR RESPONSIBILITIES

- ✓ Do not propose or agree with any competitor, customer or supplier to:
  - Raise, set or hold steady (“fix”) prices;
  - Prevent another company from entering a market;
  - Refuse to deal with a certain customer or supplier;
  - Allocate or assign territories, markets or customers;
  - Interfere with a competitive bidding process;
  - Restrict or suspend production, sales or output;
  - Require customers to buy something they do not want by linking it to something they do.
- ✓ Do not request or share competitive information with any competitor, including information about pricing, contract terms, business strategies, production capacity, wages or other non-public competitive information.
- ✓ Do not propose or agree with another company not to solicit or hire each other’s employees or business partners like suppliers.
- ✓ Avoid situations that could create the appearance of improper dealings with competitors. Be careful at industry events to avoid discussing Flowserve or competitor business, including at informal meetings, meals or social events.
- ✓ Use only appropriate sources, such as public filings, news articles and industry publications when gathering information on a competitor.
- ✓ If you receive confidential or proprietary information about a competitor or business opportunity, do not use or share it. Report it to your regional I&C contact, who will advise you on appropriate measures to return or destroy the information.



If you receive confidential or proprietary information about a competitor or business opportunity, do not use or share it. Report it to your regional I&C contact, who will advise you on appropriate measures to return or destroy the information.

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** I ran into a former colleague at an industry event and learned that he now works for a competitor. He asked how business has been this quarter. How should I respond?

**ANSWER:** You should keep your response high-level and non-specific. Avoid any discussions involving details of Flowserve’s or a competitor’s business results or strategies.

**QUESTION:** One of our external sales agents emailed me a competitor’s draft bid on a project we are also bidding. There is no pricing information, but it does have other contract terms filled in. I did not request this, but it could be useful in preparing our bid. Is it OK to use the information?

**ANSWER:** No. We do not use competitors’ confidential information like bids, even if pricing information is not included. Many contract terms can be considered confidential competitive information. While you did not ask for the information, simply having access to it creates risk for you and the company. Do not use or share the information, and contact your regional I&C contact for guidance on how to return or destroy it. ■



# We Prohibit Bribery and Corruption

## OUR INTEGRITY COMMITMENT

We do not permit or engage in bribery or corruption of any kind, for any reason, in any country where we do business.

## OUR POLICIES

- We prohibit improper payments and corruption of any kind in our business dealings, in every country in the world, whether dealing with governments or the private sector.
- We comply with applicable anti-corruption laws, this Code and our policies.
- We keep accurate books, records and accounts that reflect the true nature of all our transactions.

## OUR RESPONSIBILITIES

- ✓ Do not offer, promise or authorize any payment or thing of value to government officials or to any other person to obtain any improper business advantage or to influence decisions in our favor.
- ✓ Comply with Flowserve's policies and seek approval before offering or giving a gift or providing entertainment, travel or other items of value to any government official, customer or supplier.

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✓ Flowserve can be responsible if anyone acting on its behalf makes improper payments, including business partners like sales agents, consultants or Customs brokers.

- Follow our processes for pre-screening and engagement of third parties and consistently monitor the conduct of third parties you engage.
- Report conduct that suggests a third party may be violating our anti-corruption policy.

✓ Contact your regional I&C contact if you have questions about local laws, customs or practices that may conflict with Flowserve policies or this Code.

**FREQUENTLY ASKED QUESTIONS:**

**QUESTION:** I do not work at a U.S. site and I am not a U.S. citizen. Does the U.S. anti-bribery law, the Foreign Corrupt Practices Act (FCPA), apply to me and my business unit?

**ANSWER:** Yes. Any person employed by or acting on behalf of a company subject to the FCPA — such as Flowserve — can be liable for actions that violate the FCPA. This can also be true for the anti-corruption laws of other countries.

**QUESTION:** I have been asked by a local Customs agent to pay a small fee to move a shipment of our products through Customs more quickly. Is this allowed?

**ANSWER:** No. This kind of payment would likely be considered a facilitation payment, which is prohibited by Flowserve policy. If you are asked to make this kind of payment, please contact your regional I&C leader for assistance. ■



It is important to monitor the conduct of business partners working on our behalf. Watch for red flags like requests for additional compensation, advance payments, payments to unrelated parties, requests for payment in cash, or requests to use unknown subcontractors or agents.

**Protect Your Personal Safety**

*In the rare situation where refusing to make a payment will result in an immediate threat to your or your family's health or safety, a payment may be made without prior approval. This applies only to physical threats, not commercial or financial concerns. As soon as you are safe, report the incident to your regional I&C contact.*

**LEARN MORE**

- Anti-Bribery Policy [↗](#)
- Travel and Expense Reporting, Entertainment and Business Gift Policy [↗](#)
- Antifraud Program Policy [↗](#)
- Third Party Due Diligence Policy [↗](#)

**Rules to Remember**

• **Bribery** is not limited to cash payments or kickbacks and can include anything offered to gain a business advantage or to reward someone for taking an action in our favor such as expensive gifts or entertainment or offers of employment.

• **Facilitation payments** are small payments made at the request of government officials to speed up routine clerical or administrative actions, such as processing visas or clearing Customs. Flowserve policy prohibits making facilitation payments, even where local laws may permit them.

• **Government officials** include persons at any level of seniority employed by or representing: (i) a local, state, provincial or national government; or (ii) any company that is owned, operated or controlled by a government, such as a national oil company or state-owned utility; and (iii) any non-U.S. political party, party official or candidate for office.

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# We Follow Our Policies on Gifts, Travel and Entertainment

## OUR INTEGRITY COMMITMENT

We believe our relationships with customers and business partners should be built on trust and mutual values. Offering or accepting gifts or entertainment can be appropriate in some circumstances, but we do not offer, solicit or accept anything that could give rise to an actual or perceived conflict of interest or be viewed as an attempt to improperly influence business decisions.

## OUR POLICIES

- We comply with all applicable laws, including government procurement regulations, concerning gifts and entertainment.
- We do not offer, solicit or accept gifts or entertainment if it would improperly influence a business decision or could create the appearance of impropriety, even if the value is within Flowserve's policy limits.
- We do not solicit gifts or things of value from customers, suppliers or business partners in return for favorable treatment or make them provide something of value to do business with us.

## OUR RESPONSIBILITIES

- ✓ Make certain that any gift or entertainment offered or received is:
  - Of nominal value and within Flowserve's policy limits.
  - Not cash or cash equivalents such as gift cards.
  - Infrequent.
  - Related to a legitimate business purpose.
  - Consistent with business and industry standards.
  - Not of a nature that would reflect poorly on Flowserve.
  - Complies with local laws and the policies of both giver and receiver.
  - Accurately recorded.
- ✓ If you are offered a gift or entertainment that violates Flowserve's policies, would influence your business decision, or otherwise seems inappropriate, decline the offer.
- ✓ Obtain pre-approval from your regional I&C contact before offering anything of value to a government employee or official.
- ✓ Certain Flowserve sites may adopt additional procedures related to gifts or entertainment, including monetary limits that comply with local laws.

## FREQUENTLY ASKED QUESTIONS

**QUESTION:** A National Oil Company (NOC) customer asked Flowserve to sponsor a golf team for a charity event. Two employees of the NOC and two employees of Flowserve will play on the team. Is this ok?

**ANSWER:** Maybe. Participating alongside customers in events such as golf tournaments can serve to build valuable business relationships and promote Flowserve's capabilities. However, because the customer is an NOC, its employees are considered government officials. Paying for their entry fee is a thing of value which could implicate anti-corruption laws. Carefully review our Anti-Bribery Policy and contact your regional I&C contact for approval before agreeing to pay for the tournament entry fee.

**QUESTION:** A supplier offered me two tickets to a sold-out concert that he can't attend. Can I accept?

**ANSWER:** No. You may not accept tickets to concerts, sporting events or other entertainment if the customer or supplier will not attend the event with you. Such situations do not enhance our business relationships or otherwise present legitimate business purposes. ■

### LEARN MORE

- [Anti-Bribery Policy](#)
- [Travel and Expense Reporting, Entertainment and Business Gift Policy](#)
- [Supplier Code of Conduct](#)
- [Third Party Due Diligence Policy](#)

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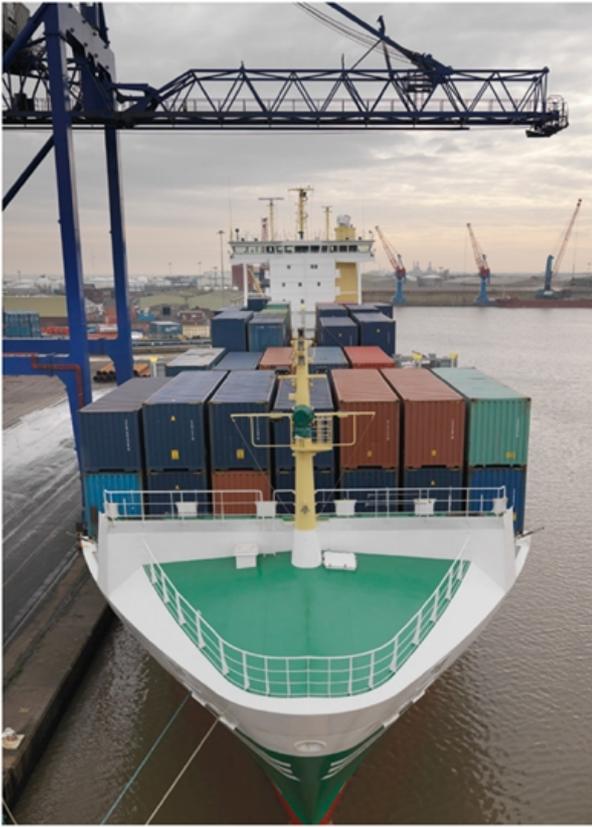
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# We Comply With International Trade Laws

## OUR INTEGRITY COMMITMENT

We comply with all import and export controls, economic sanctions and customs laws that regulate the movement of our goods, services, information and technology around the world.

## OUR POLICIES

- We comply with the trade laws of the countries where we do business.
- We provide accurate classification data and documentation for the products, services, information and technology we sell.
- We carefully evaluate business opportunities in countries subject to trade embargoes or economic sanctions to ensure we operate within the requirements of such regulations.
- We do not participate in or promote boycotts that the U.S. does not support.
- We screen transactions to ensure we do not conduct business with terrorists, those involved in illegal weapons proliferation or other prohibited parties.

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**OUR RESPONSIBILITIES**

- ✓ Ensure that anything intended for import or export:
  - Is classified correctly, based on the country of origin, destination, end use and end user.
  - Includes all required documentation, labeling, licensing, permits and approvals.
  - Identifies any restricted software.
- ✓ Use only approved customs brokers, freight forwarders or other third party logistics agents.
- ✓ Follow the company's Export and Denied Party Screening procedures to ensure we do not do business with sanctioned persons or companies.
- ✓ U.S. anti-boycott laws prohibit participating in boycotts not sanctioned by the U.S. and providing information about a company's business in countries subject to a boycott.
  - If asked to participate in a boycott or about Flowserve's position on a boycott, or if you believe a business partner is participating in a boycott, report it to your regional I&C contact.
- ✓ Obtain proper documentation and required licenses before carrying any commercial product across a border, and ensure correct customs declarations are made.

**FREQUENTLY ASKED QUESTIONS**

**QUESTION:** I am based in Singapore and recently received an order from a customer in China. To fill the order, product would need to ship from one of our U.S. plants. I am not a U.S. citizen. Do I still need to follow U.S. export laws?

**ANSWER:** Yes. Since the product will ship from the U.S., you must follow U.S. export laws. In addition, because Flowserve is a U.S. company, even our non-U.S. facilities can be required to comply with U.S. trade laws in certain circumstances. Please check with your site Trade Coordinator or regional I&C contact with questions.

**QUESTION:** I am negotiating a contract and have been asked to provide information about Flowserve's business with Israel. Can I comply with this request?

**ANSWER:** No, this may be prohibited by U.S. anti-boycott laws. You should check with your regional I&C contact before responding. ■

**Export control laws** regulate cross-border transfers of goods, software and know-how that can be used for military or proliferation purposes; some countries also regulate the release of technical data to foreign nationals.

**Sanctions laws** include embargoes and boycotts and serve to restrict trade of certain goods and services in specified countries and with specified companies and people.

**LEARN MORE**

- Trade Compliance Policy
- Third Party Due Diligence Policy [↗](#)
- Global External Communication Policy [↗](#) (regarding trade compliance matters)
- Export Compliance Policies [↗](#)
- Import Compliance Policies [↗](#)

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# We Deal Honestly and Fairly With Governments

## OUR INTEGRITY COMMITMENT

We follow the highest ethical standards in conducting business with governments around the world.

## OUR POLICIES

- We comply with all contract terms and conditions, applicable laws, regulations and Flowserve policies when working with governments.
- We maintain appropriate controls and procedures specific to our government business activities.

## OUR RESPONSIBILITIES

- ✓ Government procurement rules can be complicated, so you must be familiar with applicable rules and regulations before pursuing such business. Supply Chain can assist you if you have questions.
- ✓ Never submit inaccurate or incomplete information in response to a government bid.
- ✓ Do not solicit or accept confidential information about a government's selection process or a competitor's proposal. If you receive such information, contact your regional I&C contact.
- ✓ Do not authorize, promise or provide anything of value, including gifts, meals or entertainment to a government employee unless you have obtained pre-approval from I&C.

✓ Avoid situations that could create a conflict of interest with a government employee. For example, do not discuss future employment or business opportunities with government officials.

✓ If awarded government business, perform in accordance with the contract terms and regulatory obligations.

✓ Because political contributions can be viewed as a way to influence government officials, you may not use Flowserve assets in connection with any political activity. You may contribute your own time and resources, but must make clear that you are not acting or speaking for Flowserve.

✓ If you are contacted by a government representative regarding an investigation, audit or request for information or documents, direct them to the Legal department for assistance.

## FREQUENTLY ASKED QUESTION

**QUESTION:** My friend is running for local political office and I would like to volunteer to help with her campaign. Is this allowed?

**ANSWER:** Yes. You may use your own time and resources to support political activity. Do not use Flowserve funds, property or equipment for personal political activities, and always make clear that your views and actions are your own, and not Flowserve's. ■

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# We Invest in Our Communities

## OUR INTEGRITY COMMITMENT

Through community impact programs like our *Flowserve Cares* program, Flowserve proudly supports civic and charitable activities and encourages employee involvement and engagement in the communities where our employees and customers live and work.

## OUR POLICIES

- We support charities and good causes whose objectives align with our shared values through charitable donations, in-kind contributions and volunteer opportunities.
- Local sites are encouraged to select organizations to support that maximize our impact and employee involvement in our core areas of support: At-risk Youth, STEM Programs and Education, Disaster Recovery and Community-related Activities.
- We encourage our employees to give back to their communities and charitable organizations of their choice by contributing their time, energy and resources.

### LEARN MORE

[Global Philanthropy and Donations Policy](#)

## OUR RESPONSIBILITIES

- ✓ Obtain approval through our *Flowserve Cares* program before making any charitable donation or promise of in-kind support on behalf of Flowserve.
- ✓ Refer questions about donations to your *Flowserve Cares* regional program representative.
- ✓ Utilize the online application on [Passport](#) to submit contributions, in-kind donation or volunteer requests.
- ✓ Participation in group volunteer opportunities organized by Flowserve is encouraged and should be coordinated with your supervisor, taking into account your job responsibilities.

## FREQUENTLY ASKED QUESTION

**QUESTION:** A local teacher asked if Flowserve would sponsor an event at an elementary school near our facility. I know the company supports charities that support children. Can I say yes?

**ANSWER:** You should contact your *Flowserve Cares* representative before making a commitment to determine if the request meets Flowserve's contribution criteria. ■

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# Flowserve Code of Conduct

## International



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**FLS-COBCENINT** August 2019

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