



Hayward Holdings, Inc.

Business Ethics and Code of Conduct Policy

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A MESSAGE FROM KEVIN P. HOLLERAN PRESIDENT & CEO OF HAYWARD HOLDINGS, INC.

Dear Employees and Agents:

The attached Business Ethics and Code of Conduct Policy (the "Policy") adopted by Hayward Holdings, Inc. (the "Company"), its subsidiaries, and any ventures that are controlled by the Company, memorializes the values and principles that form the Company's standards for ethical and lawful conduct of its business.

We have a strong record of commitment to an organizational culture that encourages honesty, integrity and full compliance with the law so that we may continue to provide the highest quality products and related services to our customers. This Policy will assist us in fulfilling this commitment by setting forth the standards of ethics and lawful behavior that we expect in our workplace in every location in which the Company conducts business. Observing these policies and procedures will help to maintain the Company's outstanding reputation in the industry and will protect the Company and each of its employees from conflicts of interest or any appearance of impropriety.

While every employee is responsible for his or her own actions and the consequences of those acts, the Company's culture, values and reputation are determined by the collective conduct of its employees. Therefore, each of us is obliged to observe the letter and spirit of the standards set forth in the Policy. We also expect our agents, representatives, suppliers, vendors and consultants to conduct themselves consistent with ensuring the maintenance of these standards and principles. Any employee who knowingly violates this Policy, or who knowingly permits a subordinate to do so, may be subject to disciplinary action, up to and including possible dismissal from employment, civil liability and, in some instances, even criminal prosecution.

It is important that you read this Policy and familiarize yourself with these standards, policies and procedures so that you will be able to identify ethical issues that may arise during the course of your employment, as well as potential and actual violations of the Policy. Every employee shall be responsible for signing a Business Ethics and Code of Conduct Policy Awareness Certification, stating, among other things, that the employee has read and understand the policies, standards and procedures set forth in the Policy, Exhibit A, page 15 of this Policy, and shall also be responsible for signing an Annual Compliance and Ethics Survey and Disclosure Statement, to be completed as part of our annual compliance review, Exhibit B, page 16 of this Policy.

We encourage any employee or agent who has any concerns regarding any acts or transactions that may be in violation of this Policy to immediately report the situation to the HR Manager at the facility where the employee works or, if the employee works remotely, Hayward's Vice President of HR. The Company assures its employees that there will be no reprisal or retaliation of any kind against any employee who makes a good faith report of an actual or potential violation of this Policy or any illegal and/or unethical conduct, or any employee who seeks clarification or guidance regarding any such violations.

Only by strictly adhering to the highest levels of ethical business conduct can the Company provide the highest quality of products and related services and maintain and enhance its reputation for integrity, fairness and unyielding commitment to full compliance with the law.

Thank you in advance for helping us to maintain a safe, responsible and ethical workplace.

KEVIN P. HOLLERAN
PRESIDENT & CEO
HAYWARD HOLDINGS, INC.

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POLICY PURPOSE

The purpose of this policy is to provide guidance for resolving a variety of legal and ethical questions and for each section provide a high-level summary of what the Company considers to be acceptable business practices and employee conduct. This Code is not meant to cover all possible situations. Any employee with any questions, concerns, comments, or who is otherwise unclear whether a particular situation may constitute a violation of company policy, should contact the HR (HR) Manager at the facility where the employee works or, if the employee works remotely, the Company's Vice President of HR (HR). Employees should seek guidance when they are in doubt about the proper course of actions to take. Directors are encouraged to seek advice from senior management or the board of directors, as appropriate, if questions arise concerning the interpretation or application of this Policy as it pertains to a director.

Any employee(s) having a concern that conduct is in violation of the Company policy and wishes to stay anonymous, the employee should report the violation to the Company's anonymous, confidential whistleblower hotline, which is available 24/7 at <http://haywardspeakup.ethicspoint.com>, via mobile device using QR codes available on local posters, or by calling toll free 1-833-331-1339 (US only). Local toll-free numbers are available via the Ethicspoint website by using the drop-down menu to select your country.

POLICY STATEMENT

Hayward Holdings, Inc. (the "Company"), its subsidiaries, and any ventures that are controlled by the Company are committed to conducting its business in accordance with the highest standards of ethical conduct and in compliance with all applicable laws, rules and regulations. This Business Ethics and Code of Conduct (the "Code") policy governs the business decisions made and actions taken by the Company's employees, officers and directors and is an expression of the Company's fundamental and core values. The core values dictate how we should behave toward our investors and customers, our suppliers, vendors and regulators, our competitors and towards each other. All supervisory and management employees, including officers and directors of the Company have a special responsibility to lead according to the standards in the Policy, in both words and action.

The following standards of conduct will be enforced at all organizational levels. Anyone who violates them will be subject to prompt disciplinary action, which may include dismissal for cause.

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COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

The Company's success and reputation are built upon the principles of fair dealing and ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. The continued success of the Company is dependent upon the trust that its customers and the community place in the Company, and we are dedicated to preserving that trust. Every director, officer and employee owe a duty to the Company to consistently conduct themselves in a manner that will earn the continued trust of the public.

The use of sound judgment and common sense, together with the policies and procedures that are memorialized in this Policy, should guide the Company's employees and agents at all times in discharging their responsibilities on behalf of the Company. This Policy will assist you as an employee, as well as the Company, to ensure that we maintain good business practices, and obey all applicable civil, regulatory, and criminal laws. Disregarding or failing to comply with these standards and procedures may lead to violations of the law, civil and criminal liability, and disciplinary action, up to and including termination of employment.

It is the Company's policy to comply with all applicable federal, state and local laws and regulations in every jurisdiction in which the Company conducts business, including insider trading laws. Any employee who has any questions, concerns or comments regarding these or other applicable laws and regulations, should contact the HR Manager at the facility where the employee works or, if the employee works remotely, Hayward's Vice President of HR. Directors are encouraged to seek advice from senior management or the board of directors, as appropriate, if questions, concerns or comments regarding these or other applicable laws and regulations arise.

PLEASE NOTE THAT NOTHING IN THIS POLICY CREATES OR IS INTENDED TO CREATE A PROMISE OR GUARANTEE OF CONTINUED EMPLOYMENT, OR EMPLOYMENT FOR ANY SET PERIOD OF TIME, FOR ANY EMPLOYEE. ABSENT A WRITTEN CONTRACT BETWEEN AN EMPLOYEE AND THE COMPANY STATING OTHERWISE, EMPLOYMENT WITH THE COMPANY IS "AT WILL," WHICH MEANS THAT AN EMPLOYEE'S EMPLOYMENT MAY BE TERMINATED AT ANY TIME BY EITHER THE EMPLOYEE OR THE COMPANY, WITH OR WITHOUT CAUSE, AND WITH OR WITHOUT NOTICE.

WAIVERS

There may be occasions where a waiver of some provision of this Policy may be granted, but these occasions are not expected to be routine, and such waivers will not be granted casually. For employees, waivers can only be granted by the Chief Legal Officer. For executive officers and directors, a waiver of this Policy may be granted only by the Audit Committee of the Company's board of directors. Any such waiver with respect to an executive officer or director will be disclosed to stockholders as required by SEC and New York Stock Exchange rules.

A. COMPANY BOOKS AND RECORDS

1. ACCURACY OF CORPORATE DOCUMENTS

It is the Company's policy to fully and fairly disclose the financial condition and business operations of the Company in compliance with the applicable accounting principles, laws, rules and regulations of each applicable jurisdiction in which the Company conducts business. Honest, accurate and timely recording and reporting of information is essential to the Company's ability to make responsible and informed business decisions.

The making of knowingly false or fictitious entries in the Company's books, time sheets and other financial records is strictly prohibited. Employees are prohibited from opening or maintaining any undisclosed or unrecorded Company funds or assets or any accounts with a misleading purpose.

All of the Company's directors, officers and employees who contribute in any way to the preparation or verification of the Company's financial statements and other financial information have a responsibility to ensure that the Company's financial records are accurate and complete and do not contain any false or intentionally misleading entries.

2. RETENTION AND DESTRUCTION OF RECORDS

Under federal and state law, the Company is required to maintain certain types of corporate records for a specified period of time. It is, therefore, the policy of the Company to identify, maintain, and safeguard corporate records required for the conduct of the Company's business to facilitate the prompt and accurate retrieval of records, and to ensure compliance with all applicable legal and regulatory requirements. The Company has established a Records Retention Policy that provides guidance for the documents to be retained and the period of time in which each document should be retained.

B. EQUAL EMPLOYMENT OPPORTUNITY

The Company has a long-standing record of nondiscrimination in employment and equal opportunity for all persons employed by, or seeking employment with the Company. The Company has issued an

Anti-Discrimination & Equal Opportunity (EEO) Policy that strictly follow personnel procedures that will ensure equal opportunity for all people without regard to ancestry, race, color, age, religion, marital status, sex, affectional or sexual orientation, national origin, handicap, atypical hereditary cellular or blood trait, familial status, gender identity and expression, domestic partnership status, civil union status, genetic information, citizenship, service in the armed forces, or any other characteristic protected by applicable state and federal law. The Company has a policy on American With Disabilities ACT (ADA) & Reasonable Accommodation to comply with all relevant provisions of the ADA. The Company will not discriminate against any qualified employee or job applicant with respect to any terms, privileges, or conditions of employment because of a person's physical or mental disability.

C. SEXUAL AND OTHER WORKPLACE HARASSMENT

The Company's policy is to provide a work environment that is pleasant, comfortable, and free from intimidation, hostility or other offenses which might interfere with work performance. Harassment can take many forms. It may be, but is not limited to: words, signs, jokes, pranks, intimidation physical contact or violence. **Harassment of any sort, whether it is verbal, physical, or visual will not be tolerated.**

The Company's Anti-Harassment Policy does not tolerate harassing conduct that may affect tangible job benefits, that interferes unreasonably with an individual's work performance or that creates an intimidating, hostile or offensive working environment.

Sexual harassment may include unwelcome sexual advances, requests for sexual favors, other verbal or physical contact of a sexual nature when such conduct creates an intimidating environment, prevents an individual from effectively performing the duties of their position, or when such conduct is made a condition of employment or compensation, either implicitly or explicitly.

Any employee found to have harassed a fellow employee or subordinate will be subject to severe disciplinary action or possible termination of employment. Hayward will not retaliate against any employee who makes a good faith report of alleged harassment, even if the employee was in error.

The Company's policy against harassment applies to all Company employees whether related to or engaged in by fellow employees, supervisors, officers, directors or someone not directly employed by or connected to the Company (e.g., harassing conduct by an outside vendor, consultant, or customer directed at an employee of the Company).

D. DIVERSITY AND INCLUSION

Diversity and inclusion are strategic business imperatives that are a part of who we are as an organization and how we do business, allowing us to leverage the diversity of our staff to achieve the Company's objectives.

The Company is committed to encouraging and developing a workforce and environment that is diverse, equitable, and inclusive for all employees to feel safe and welcome. The Company aims to foster a culture that encourages collaboration, flexibility and fairness to enable all employees to contribute their potential and increase retention.

E. HUMAN RIGHTS & COLLECTIVE BARGAINING

The Company is committed to upholding human rights and conduct business in a manner aligned with the United Nations Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights and the International Labor Organization's Fundamental Conventions. The Company

abides by applicable labor laws and regulations and does not tolerate corruption, discrimination, harassment, forced or child labor or slavery in any form.

F. HEALTH, SAFETY AND ENVIRONMENT

The Company is committed to providing work facilities that are safe for its employees, business contacts and any other visitors at the Company's premises. Hayward is committed to managing its operations in an environmentally responsible manner, seeking to minimize its environmental impact and improve its efficient use of resources and products offered.

The Company intends to fully comply with environmental, health and safety laws, regulations and relevant industry standards of practice in every jurisdiction where the Company does business.

All Company employees are required to become familiar with the particular environmental, health and safety laws and regulations that may affect their work. **Safety and health are the responsibility of every employee and must be considered in every task performed.**

The Company is committed to providing its employees with a working environment free from violence. Firearms, weapons, explosives and other dangerous or hazardous devices or substances are strictly prohibited on Company's premises (including Company vehicles and private vehicles on Company property) or elsewhere while on the Company business, unless the employee receives prior written approval from the HR Manager at the facility where the employee works or, if the employee works remotely, the Company's Vice President of HR.

All threats of violence, or actual use of violence, either direct or indirect, by any employee, customer, supplier or other individual **must be reported immediately**. Similarly, all employees must report all suspicious activities or individuals encountered on the Company's premises or elsewhere while on Company's business. Employees are encouraged to raise any dispute or difference with other individuals to the attention of their supervisor before the situation escalates into potential violence. **All employees are prohibited from engaging in any violent, threatening, intimidating or other similar behavior in the workplace.**

G. RESPONSIBLE MARKETING

The Company is committed to ethical business behavior. We have a commitment to our stakeholders and to our customers to ensure that our product information is honest and truthful. We require that all materials, advertising, marketing, and communications are accurate, complete, and not misleading.

H. FRAUDULENT CONDUCT

The Company is committed to a policy of prohibiting, reporting and investigating suspected fraud, theft, misappropriation, commercial bribery and other similar irregularities. **Any director, officer or employee knowingly aware of fraudulent activity(s) has a responsibility to report this immediately.**

Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her detriment. Actions constituting fraud include, without limitation, a) misappropriation of funds, supplies or other assets; b) impropriety in the handling or reporting of money or financial transactions; c) intentional duplicate billing or overbilling; d) use of Company assets, data or intellectual property for personal financial gain; e) providing kickbacks, rebates, commission or other similar unlawful or improper remuneration to any individual or entity to obtain or retain business; f) creation of fictitious vendors for billing.

I. PRIVACY AND SECURITY LAWS

All of the Company's employees must protect individual medical, financial and other sensitive personal information that the Company obtains from or maintains regarding its employees or customers to the extent required by law, including but not limited to, the Health Insurance Portability and Accountability Act of 1996 ("HIPPA").

J. FAIR DEALING

It is the Company's policy to deal fairly and honestly with the Company's competitors, suppliers, fellow employees and customers at all times. Federal and state law prohibits unfair methods of competition and unfair or deceptive acts and practices. Statements made by or on behalf of the Company, including those made in advertising, sales presentations and promotional materials, must be truthful and have a reasonable basis in fact. The Company will not compete in the marketplace by misrepresenting competitive services and products.

No director, officer or employee of the Company should engage in manipulation, concealment, deception, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

K. ANTITRUST LAWS

The fundamental objective of the antitrust laws is to protect and promote free and fair competition. The Company is committed to the fundamental public policy goals embodied in the antitrust laws and it is the policy of the Company and the responsibility of each employee to ensure that the Company's business is conducted in compliance with these laws.

Criminal and civil penalties for violations of the antitrust laws can be quite severe and can affect the very life of the Company and result in fines and jail terms for individual employees. These guidelines are not intended to provide employees with the means to act as their own lawyer, but to help them recognize situations and potential problem areas which might have antitrust implications. **Each employee should promptly report any circumstance with antitrust implications. Employees who fail to comply with the antitrust laws and this policy are subject to disciplinary action, including termination of employment.**

1. AGREEMENTS WITH COMPETITORS

The Company employees are prohibited from entering into any discussion, agreement, or understanding with any competitor about: a) Prices to a third party or pricing policy with respect to a third party, including discounts, payment terms and any other terms affecting price; b) non-public plans to reduce, limit or increase production; c) selling or refraining from selling to any customer or class of customers or in any geographic area; d) refusing to do business with or terminating a business relationship with any third party, including a customer supplier or other competitor; e) costs, product or sales volume, profit margins, and market shares; and f) distribution methods, terms and conditions of agreements or contracts, or other confidential proprietary information.

Even the appearance of an informal understanding on these topics maybe a problem, so it is important that the Company's employees avoid even discussing them with a competitor in any forum, including any trade association or social gathering, or on the telephone and immediately advise the Company's CLO if a competitor tries to engage them in such discussions.

2. BID RIGGING

Bid rigging is the way that competitors conspire to raise prices when purchasers, including state or local government, seek to acquire goods or services by soliciting competing bids. Practices that raise "red flags" and should be avoided include last minute changes to bid documents at the time of submission, discussions with competitors immediately prior to submitting bids, and statements that a given contract "belongs" to a particular bidder. Any of the above may support the inference of an agreement to rig bids.

The following types of bid rigging schemes are prohibited by the antitrust laws and should be avoided: a) Bid suppression is an agreement between competitors to either refrain from bidding or withdrawing a submitted bid so that a designated competitor's bid will be accepted; b) complementary bidding, also called "cover" or "courtesy" bidding occurs when one or more competitors agree to submit bids that are either too high to be accepted or contains special that will not be acceptable to the Purchaser, including situations where the Company did not intend on bidding but agrees to do so to "help out" a competitor; c) bid rotation occurs when several competitors submit bids, but take turns on being low or winning bidder; and d) subcontracting occurs when competitors agree not to bid or to submit a losing bid in exchange for subcontracts from the successful low bidder.

3. DEALING WITH DISTRIBUTORS, SUPPLIERS, AND CUSTOMERS

Any attempt to deprive a distributor, supplier and/or customer the freedom to determine prices, terms, and conditions of sale, or to place undue limitations on their freedom to operate independently, involves a risk of violating the antitrust laws. It is always necessary when considering a restriction in a distributor, supplier or customer relationship to explore the matter thoroughly with the Company's CLO. Frequently, there will be a solution which will provide the Company with the protection it needs without incurring antitrust risk.

The following categories of agreements or understandings presenting antitrust risk could arise in dealings with distributors, suppliers and customers and should be discussed with the Company's CLO promptly and before any action is taken on behalf of the Company:

- (a) Refusal to Deal – Any agreement or understanding with a distributor, supplier, customer not to sell or buy from any particular business entity or class of business entities may be unlawful. Even an inference of an agreement with others to act jointly to refuse to deal must be avoided.
- (b) Tying Arrangements – The antitrust laws prohibit a manufacturer with a strong market position with respect to one product or service from conditioning the sale of that product or service on the buyer's agreement to purchase other products or services which the buyer may not want. The Company's employees are prohibited from requiring a customer purchasing one product or service to purchase another product or service as a condition of the sale.
- (c) Exclusive Dealing- Any agreement or understanding that prohibits a purchaser from buying or selling the products or services of a competitor may be unlawful depending on its effect on competition. Also, a contract which commits a customer to purchase all or substantially all of its requirements for a particular product or service from one seller, or commit the seller to sell all or substantially all of its products or services to one customer have been attacked where a substantial share of a local or national market for the product or service is thereby foreclosed to competitors or potential competitors for a significant period of time. Arrangements that call for exclusivity or cover substantially all of a party's needs or output should be referred to the Company's CLO for advice before being formalized
- (d) Reciprocity- Reciprocity occurs when a company indicates to a supplier or potential supplier that it will not buy from them unless the supplier buys from the company. It can also occur when a company indicates to a customer or potential customer that the company will not sell to the customer unless the customer,

in turn, sells to the company. The Company's employees are prohibited from requiring its suppliers to buy its products or services, or indicating to customers that the Company will sell its products or services to the customer only if the customer sells to Hayward.

If during any conversation with a competitor of the Company, these categories of agreements are mentioned in any form or manner, a Company employee must terminate the conversation immediately and report the situation to the Company's CLO so that appropriate action may be taken.

L. US IMMIGRATION LAWS

The Company is committed to employing specific to its US operations only United States citizens and aliens who are authorized to work in the United States. The Company does not unlawfully discriminate on the basis of citizenship or national origin.

As required by the Immigration Reform and Control Act of 1986, each applicant for employment must complete an Employment Eligibility Verification Form 1-9 and present documentation establishing identity and employment eligibility. Former employees who are rehired must also complete a Form 1-9 if they have not completed one with the Company within the past three years, or if their previous Form 1-9 is no longer retained or valid.

M. EXPORT CONTROL LAWS

It is the policy of the Company to fully comply with all export control laws of the United States and the countries where the Company conducts business. The United States maintains a complex set of laws and regulations administered by several different agencies that govern the export and re-export of goods, technology and services from the United States. In particular, these laws and regulations may require an export license in order to export certain products and technology and/or restrict the export of products or technology to designated destinations, end users and end uses.

Employee have the principal responsibility for ensuring export compliance in connection with the Company's operations, including dealings with affiliates, consultants and agents outside of the United States. Failure to comply with the export controls laws and regulations could result in criminal and civil sanctions, substantial fines and the loss of export privileges.

N. POLITICAL CONTRIBUTIONS AND OTHER POLITICAL ACTIVITIES

The United States federal government, some states and some other countries have enacted laws that restrict the use of corporate funds, assets and time in connection with campaign contributions. A political contribution means any payment, gift, subscription, payment of services, dues, loan, advance or deposit of money or any valuable thing, that is made or received for the purpose of influencing a primary, general or statewide election, including a constitutional, ballot issue or other question submitted to voters, or for the purpose of paying a debt incurred in any such election.

The Company's employees are prohibited from contributing money, property or services for or on behalf of the Company in connection with any such federal or state campaigns. This prohibition means that Company facilities, meeting rooms and other assets, including without limitation, personnel time may not be used for the benefit of political candidates or parties.

The Company shall not reimburse any employee for any personal political contributions or expenditures. Furthermore, no employee should make a personal political contribution with the purpose of assisting the Company in obtaining or retaining business.

In accordance with the Schedule of Executive Authority policy Section 9, political contributions made by the Company must be approved by the President & CEO, Group Chief Financial Officer (CFO) and Chief Legal Officer (CLO).

The Company is committed to participating in social projects and initiatives that further the development and welfare of our community. However, it must be clearly understood that the employee making any charitable contribution will bear the entire responsibility and financial burden. The Company shall not reimburse any employee for any personal charitable contributions or expenditures. **The Company's employees are prohibited from contributing money, property or services for or on behalf of the Company in connection with any charity or charitable activity.**

O. COPYRIGHT INFRINGEMENT AND SOFTWARE PIRACY

All of the Company's employees are required to honor the copyrights owned by others and to use copyrighted materials only as permitted by law.

Employees may only use copyrighted software and related materials as permitted by the license agreement for that software. **No employee should make copies, resell or transfer software and related materials unless expressly authorized by the license agreement for that software.**

P. GOVERNMENT INVESTIGATIONS

It is the Company's policy to cooperate with all reasonable requests regarding the Company's operations from local, state and federal governmental authorities. The Company's policy to cooperate shall be consistent with the Constitutional safeguards established for the benefit of individuals suspected of criminal wrongdoing. It is essential that directors, officers and employees be truthful, candid and accurate in all statements and information given to any law enforcement officials. In addition, directors, officers and employees should never destroy or alter documents in connection with any local, state or federal investigation. Company policy and the law protect employees from retaliatory action for good faith conduct in assisting investigations by government authorities.

If a director, officer or employee becomes aware of a government investigation, such person should contact the Company's CLO immediately prior to supplying any information to the authorities in order to enable the Company's CLO to coordinate its cooperation and response to any governmental inquiry. In the United States, no government official can require an employee to provide information without the opportunity to consult with legal counsel. It is Company policy to ensure that the Company's responses to government inquiries and requests in all locations that the Company conducts business are timely, complete, and accurate, and that all other necessary and appropriate steps are taken by the Company to fulfill its legal obligations.

1. SUBPOENAS

If a law enforcement agent or other government authority appears in person and requests information through a subpoena, it does not mean that any act of wrongdoing or crime has been committed or that the government agent has concluded that any act of wrongdoing or crime has taken place. Company employees shall be advised of the following: a) they have the right and responsibility to request credentials of the agents for identification purposes; b) have the right to speak or decline to speak to the agent, as all conversations are voluntary; c) have the right to consult with an attorney before deciding to be interviewed; d) can insist that an attorney be present, if employee agrees to be interviewed; e) turn over documents called for in a subpoena only after instructed by the Company's CLO; f) do not discuss the matter with the agent who served the subpoena; and g) do not discuss the subpoena or search warrant with anyone other

than your immediate supervisor or the Company's CLO.

2. SEARCH WARRANTS

If a law enforcement agent or other government authority appears in person to execute a search warrant on the Company's property, a) Do not interfere with the agents while they are conducting their search; b) Inform the highest-ranking Company employee on the premises of the situation; and c) While a company employee may assist an agent in locating items called in for search warrant, if requested, the employee is not required speak to and/or be interviewed by the agent.

BUSINESS CONFLICT POLICY

A. CONFLICTS OF INTEREST

The Company's employees have a duty of loyalty that requires them always to act in accordance with the legitimate business interests of the Company. As employment with the Company requires a relationship of trust, honesty and loyalty, it is essential that employees and their qualified relatives¹ be free from all conflicts of interest. A conflict of interest exists when an employee, officer or director or qualified relative¹ has a personal interest that does have, or could be perceived as having, the potential to interfere with the proper performance of his or her duties and responsibilities with the Company. Examples of where a conflict of interest may exist if an employee, officer or director a) has financial interest; b) receives personal gains by having access to confidential information or misusing his or her position; c) or otherwise under pressure to do what is best for the Company, on the other hand, and pressure to do what is best for himself/herself or a qualified relative, on the other hand.

1. RELATIONSHIP WITH VENDORS, SUPPLIERS AND CUSTOMERS

All employees are expected to maintain impartial professional relationships with the Company's vendors, suppliers and customers. The Company's employees must be motivated solely to make business transactions on terms most favorable to, and in the best interests of, the Company. Due care must be exercised to avoid even the appearance of special influence being exerted on behalf of a vendor, supplier or customer due to personal relationships. Employees must not take unfair advantage of any vendor, supplier or customer through manipulation, misrepresentation, concealment or any other unfair-dealing practice.

In addition, employees should not have any interest in any vendor, supplier or customer business. Disclosure should be made where any employee or his or her qualified relative has or acquires an interest in a supplier's business.

2. RELATIONSHIPS WITH COMPETITORS

No employee or his or her qualified relative should have any interest in any company that competes with Hayward without full disclosure to, and authorization from, the HR Manager at the facility where the employee works or, if the employee works remotely, the Company's Vice President of HR. An employee making or influencing decisions in any area of the Company's business must be motivated solely by a desire to do what is best for the Company. Disclosure should be made where any employee or his or her qualified relative or acquires an interest in a competitor's business.

In addition, employees should not perform services of any kind for any competitor of the Company. Disclosure should be made if an employee's qualified relative performs services for any competitor of the Company. Employees must not take unfair advantage of any competitor through manipulation, misrepresentation, concealment or any other unfair-dealing practice.

3. RELATIONSHIPS WITH THE GOVERNMENT

It is the Company's policy to comply with all applicable federal and state laws and regulations with respect to foreign and United States federal, state and local government officials and employees and avoid interactions or situations that could result in damage to the Company's reputation.

¹ The term "qualified relative" as used in this Policy, includes an employee's spouse, children, parents, siblings, grandparents, grandchildren, aunts, uncles, corresponding in-law, "step" relation, or any member of the employee's household.

Accordingly, the Company's employees, officers and directors are prohibited from attempting to improperly influence or give any form of payment or gift to foreign or United States government officials and employees, in order to unlawfully advance the Company's interests with the foreign or United States government.

Specifically, the Company's employees, officers or directors are prohibited from making, offering or promising any payment, gift or anything of value that is intended to influence the action of any foreign or United States government official or employee which includes securing favorable treatment.

- (a) Gifts to Government Officials and Employees – The Company has adopted a "zero tolerance policy" with respect to providing gifts to foreign or United States federal, state and local government officials and employees. A "gift" includes anything with monetary value such as meals, entertainment, travel-related expenses, gratuities, hospitality, goods, services and discounts.

The exceptions to the Company's zero tolerance policy with respect to providing gifts to foreign or United States federal, state and local government officials and employees are:

- (1) modest items of food and refreshments, such as soft drinks, coffee and donuts, offered other than as part of a meal; and (2) unsolicited gifts or benefits of trivial or nominal value, such as complimentary articles offered to the public in general, and gifts provided as a result of mass advertising mailings to the general business public.
- (b) Government Procurement – The Company's employees who are involved in supplying the Company's products or services to a governmental entity must be intimately familiar with the laws and regulations in that area.

4. GIFTS, GRATUITIES AND ENTERTAINMENT TO AND FROM THIRD PARTIES

The Company's employees, officers and directors should generally avoid any payments, entertainment or gifts to or from third parties in connection with any business dealings on behalf of the Company. This prohibition applies to anything given to or received from a third party that could be construed to influence the Company's business relationships. **Gifts of cash or cash equivalents of any amount are strictly prohibited.** A cash equivalent is an item having an underlying value such as a gift certificate, gift coupon or gift card. Employees must report all non-cash gifts to the Company's Chief Financial Officer (CFO) and CLO. The following gifts, gratuities and entertainment from third parties are considered appropriate:

- (a) If a non-cash gift has a value of \$25 or less, and is the only gift given to the employee during any calendar year by the same individual, firm or corporation, it may be retained by the employee. A gift in excess of \$25, or several gifts received during a calendar year totaling in excess of \$100, may be permitted only if approved in writing by the Company's CFO or CLO as being appropriate given the overall circumstances.
- (b) Employees may accept meals and entertainment where business on behalf of the Company is conducted, such as sporting, dinner or theatre events, which are of reasonable value considering all of the relevant circumstances. Entertainment with a value over \$250 per person (or cumulative entertainment given to, or from, any single source valued at over \$500 per calendar year) is considered substantial. A meal or entertainment event, or several meals, or entertainment events received during a calendar year totaling in excess of \$500, may be permitted only if approved in writing by the Company's CFO as being appropriate given the overall circumstances.
- (c) Employees may accept advertising or promotional materials of nominal value, such as pens, pencils, key chains, calendars, and mouse pads.

In appropriate circumstances, employees may entertain, at the Company's expense, individuals representing entities that the Company has a business relationship with where such entertainment is deemed reasonable. Prior written approval by the HR Manager at the facility where the employee

works or, if the employee works remotely, the Company's Vice President of HR for the following: a) All entertainment and related expenses other than those incurred by employees in the Company's Sales organization; b) All entertainment and related expenses incurred by employees in the Company's Sales organization; c) Any gifts to third parties with whom the Company does business other than gifts by employees in the Company's Sales organization. Exhibit C in this policy is a representative example of what should be submitted to obtain appropriate authorization for the expenditure(s). Gifts by employees of the Company's Sales organization must be approved by the employee's immediate supervisor.

B. USE OF COMPANY PROPERTY

The Company's resources, including physical property, communication systems and networks, information and intellectual property (i.e. trade secrets, patents, trademarks and copyrights), are provided to the Company's employees for business use and not for personal use or gain. The Company's employees are expected to use common sense and good judgment in the use of such property. Employees are also expected to protect the Company's resources from loss, theft, misuse and abuse. Personal use of the Company's resources is permitted only if such use does not result in significant added costs, disruption of business or any other disadvantage to the Company.

C. OTHER OUTSIDE ACTIVITIES

Employees are prohibited from engaging in any outside employment or other activities that interfere with the discharge of their duties and responsibilities for the Company. If the outside employment or other activity does not compete or conflict with the Company's interests, or otherwise reduce the efficiency of the employee in performing his or her duties and responsibilities for the Company, such employment or activity is permissible. Employees shall not use Company time, information or resources in connection with any outside employment or other activities.

If the Company determines that an employee's outside employment or other activity interferes with the discharge of their duties and responsibilities for the Company, the employee may be requested to terminate the outside employment or other activity if the employee wishes to continue employment with the Company.

D. CONFIDENTIAL AND PROPRIETARY INFORMATION

In discharging their duties and responsibilities for the Company, employees, officers and directors may access and become aware of Confidential Information that is not generally known to the public. Confidential Information includes all non-public information, such as financial records and reports, employee-related documents, computer programs and codes, marketing concepts and business strategies that may assist the Company's competitors, or harm the Company or its customers if disclosed. The Company's employees, officers and directors must safeguard and protect the Company's Confidential Information from disclosure to outsiders. This includes refraining from discussing or displaying Confidential Information in public places and protecting laptop computers and confidential documents from theft.

Employees, officers and directors are prohibited from disclosing Confidential Information improperly or in any way that could be averse to the legitimate business interests of the Company or its suppliers or customers. Employees who improperly use or disclose confidential and proprietary information will be subject to disciplinary action, up to and including termination of employment. All employees are prohibited from using such information for their own personal benefit, or for the personal benefit of others.

1. CONTACT WITH MEDIA

Only the President & CEO and/or CFO are authorized to contact, disclose, or share information regarding the Company with the public (e.g. analysts, portfolio managers, or reporters) to validate

or articulate events that are highlighted in prior disclosures, current or future events to keep the Company top of mind with shareholders and keep them updated. The VP of Treasury may share information with lenders, bankers, credit rating agencies, and insurers as needed. This is in accordance with the Schedule of Executive Authority, Section 2.7.

Employees, officers and directors should politely, but firmly, decline to engage in any discussions with media representatives, no matter how seemingly harmless.

2. CONTACT WITH ATTORNEY

All contact with anyone claiming to be an attorney should be immediately referred to your immediate supervisor and the Company's CLO. Like all companies, Hayward may become involved in legal disputes and litigation. Attorneys representing those with interest's contrary to the Company may try to contact Company personnel directly in an effort to obtain information. Employees, officers and directors should politely, but firmly, refuse to discuss anything with the attorney.

The Company may also receive requests and subpoenas for records and other documentation from attorneys for use in connection with litigation, claims and other disputes that do not involve the Company as a party. The Company employees are required at all times to maintain appropriate customer confidentiality. All such requests for information must be directed to the Company's CLO.

CROSS REFERENCE TO APPLICABLE POLICIES

HR-5.06	Information Technology Policy
	Insider Trading Policy
CORP. -003	Records Retention Policy

EXHIBIT A - BUSINESS ETHICS AND CODE OF CONDUCT POLICY AWARENESS CERTIFICATE

BUSINESS ETHICS AND CODE OF CONDUCT POLICY AWARENESS CERTIFICATE

NOTE: Please read the Business Ethics and Code of Conduct Policy prior to completing this form.

I hereby acknowledge that I have received and reviewed a copy of the Company's Business Ethics and Code of Conduct Policy. I fully understand the policies and principles set forth in the Company's Business Ethics and Code of Conduct Policy, and I acknowledge my commitment, as an employee of the Company, to comply with the Business Ethics and Code of Conduct Policy. When I have a concern about potential or actual illegal and/or unethical conduct, or a potential or actual violation of the Company's Business Ethics and Code of Conduct Policy, I will promptly report the concern to my immediate supervisor and/or the HR Manager at the facility where I work or, if I work remotely, the Company's Vice President of HR.

To the best of my knowledge and belief, I have not engaged in any activity nor have any conflict of interest that violates the letter or spirit of the Company's Business Ethics and Code of Conduct Policy. As of the date of this Certification, I am in full compliance with all policies and procedures established by the Company and communicated to me including, but not limited to, those contained in the Company's Business Ethics and Code of Conduct Policy.

Print Name

Signature

Date

EXHIBIT B - ANNUAL COMPLIANCE AND ETHICS SURVEY AND DISCLOSURE STATEMENT

This Annual Compliance and Ethics Survey and Disclosure Statement is utilized by the Company on an annual basis with all of the Company's employees. The Survey and Disclosure Statement is applicable to all the Company employees and others who perform services on behalf of the Company, or with whom the Company maintains substantial business dealings. Prior to responding to the questions below, please be sure that you are familiar with the Company's Business Ethics and Code of Conduct Policy (the "Policy") and all of the Company's policies and procedures that are pertinent to your job responsibilities.

1. Have you engaged in, or been asked to engage in, any conduct that may have been a deviation from the requirements of the Policy or any of the Company's policies and procedures, including illegal and/or unethical conduct? (Note: If you would like your answer to this question to remain confidential, you may submit it directly to the HR Manager at the facility where the employee works or, if the employee works remotely, the Company's Vice President of HR.)

_____ No _____ Yes (if yes, please explain)

2. Are you aware of any employees of, or persons affiliated with, the Company who may have engaged in any conduct that may be a deviation from the requirements of the Policy or any of the Company's policies and procedures, including illegal and/or unethical conduct? (Note: If you would like your answer to this question to remain confidential, you may submit it directly to the HR Manager at the facility where the employee works or, if the employee works remotely, the Company's Vice President of HR.)

- _____ No _____ Yes (if yes, please explain)

3. Have you been convicted of any crimes/felonies or disorderly persons/misdemeanor offenses during the past year? (Note: when answering this question, please do not include a conviction that has been judicially dismissed or expunged or ordered sealed pursuant to law.)

_____ No _____ Yes (if yes, please provide all relevant details, including the date of the offense, description of the offense and sentence imposed)

I HEREBY AFFIRM that I have reviewed and am familiar with the Policy and all of the Company's policies and procedures that are pertinent to my job responsibilities, and that to the best of my knowledge and belief, each of my answers to the questions set forth in this Annual Compliance and Ethics Survey and Disclosure Statement is truthful, complete and accurate. I FURTHER AFFIRM that I have reported any and all conduct of which I may have direct or indirect knowledge that may be a deviation from the requirements of the Policy or any of the Company's policies and procedures, including any illegal and/or unethical conduct.

EXHIBIT C – AUTHORIZATION FOR ENTERTAINMENT EXPENSE

AUTHORIZATION FOR ENTERTAINMENT EXPENSE		
Requestor Name:	Names of Participants Attending Event	Amount Being Requested:
Date of Event:	1	Signature of Authorized Approver
Event Name and Location:	2	
Purpose of Entertainment:	3	Name of Authorized Approver (Printed)
<u>Names Vendors/ Suppliers providing the services</u> 1	4	
2	5	Dated Approved
3	6	
4	7	