

## **Teledyne Technologies Incorporated Directors' Code of Business Conduct and Ethics**

(As amended and restated by the Board of Directors on December 17, 2013)

The Board of Directors (the "Board") of Teledyne Technologies Incorporated (the "Company") has adopted the following Code of Business Conduct and Ethics (the "Code") for directors of the Company. This Code is intended to provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report possible unethical conduct, and foster a culture of honesty and accountability. Each director must comply not only with the terms, but also the intent, of this Code. In addition, each director must comply with Teledyne's Global Code of Ethical Business Conduct.

No code or policy can anticipate every situation that may arise. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair of the Nominating and Governance Committee, who may consult with the Company legal department or outside legal counsel as appropriate.

### **Conflicts of Interest**

Each director must avoid any conflicts of interest between the director and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chair of the Nominating and Governance Committee or Senior Vice President, General Counsel and Secretary.

A "conflict of interest" can occur when a director's personal interest interferes in any way—or even appears to interfere with—the interests of the Company as a whole. A conflict situation can arise when a director takes actions or has interests that may make it difficult to perform his Company work objectively and effectively. Conflicts of interest also arise when a director, or an immediate family member of a director, receives improper personal benefits as a result of his or her position as a director of the Company. "Immediate family member" includes a director's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons-and daughters-in-law and brothers-and sisters-in law and anyone residing in such person's home (other than a tenant or employee).

### **Corporate Opportunities**

Directors shall comply with the procedures set forth in the Company's Related Party Transaction Policy prior to: (a) taking for themselves personally opportunities that are presented to the director as a result of the use of corporate property, information or position and (b) using the Company's property, information or position for personal gain.

## **Confidentiality**

Directors should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, except when and to the extent disclosure is authorized by the Company or legally mandated. For purposes of this Code, "confidential information" includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

## **Fair Dealing**

Directors shall endeavor to deal fairly, and oversee fair dealing by employees, officers and other directors, with the Company's customers, suppliers, competitors and employees. "Fair dealing" means the avoidance of unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. This Code provision will have no effect on existing legal rights and obligations of the Company and its employees, including "at will" employment arrangements.

## **Protection and Proper Use of the Company's Assets**

Directors should oversee the protection of Company assets and their efficient use. Directors should recognize that theft, carelessness and waste may have a direct impact on the Company's profitability. Company assets should be used only for business purposes.

## **Compliance with Laws, Rules and Regulations**

Directors shall comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including insider trading laws. Transactions in Company securities are governed by the Company's insider trading policy.

## **Encouraging the Reporting of Any Possible Illegal or Unethical Behavior**

Directors should take steps to ensure that the Company (a) promotes ethical behavior; (b) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (c) encourages employees to report violations of laws, rules, regulations or the Company's Global Code of Ethical Business Conduct to appropriate personnel; and (d) informs employees that the Company will not allow retaliation for reports made in good faith.

## **Compliance Procedures**

Directors should communicate any suspected violations of this Code promptly to the Senior Vice President, General Counsel and Secretary, or the Vice President and Chief Compliance Officer of the Company or the Chair of the Nominating and Governance

Committee. Violations will be investigated by the Nominating and Governance Committee or by a person or persons designated by the Nominating and Governance Committee, and appropriate action will be taken in the event of any violations of the Code. Any waiver of this Code may be made only by the disinterested members of the Board or the Nominating and Governance Committee and any such waiver must be promptly disclosed to the Company's stockholders.