

# CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

## 1. GENERAL PHILOSOPHY

To deter wrongdoing and to promote honest and ethical conduct, compliance with applicable laws and regulations, avoidance of conflicts of interest and full, fair, accurate, timely and understandable disclosure in FARO's public filings and communications, FARO has approved this Code of Ethics to codify certain standards to which the Senior Financial Officers will be held accountable and certain specific duties and responsibilities applicable to the Senior Financial Officers. As the professional and ethical conduct of the Senior Financial Officers is essential to the proper conduct and success of FARO's business, the Senior Financial Officers must adhere to the standards, duties and responsibilities set forth in this Code of Ethics in addition to adhering to FARO's Global Ethics Policy 02ref010-012.

## 2. APPLICABILITY

This Code of Ethics shall apply to FARO's Senior Financial Officers. "Senior Financial Officers" shall include the principal executive officer, the principal financial officer, the principal accounting officer or controller, or persons performing similar functions, including FARO's President and Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and Vice President – Accounting Managers and Controllers. In the event of the change of an officer's title or designation as a principal officer, or the addition of an officer to the foregoing definition, any officer performing a similar function shall be included.

## 3. STANDARDS OF CONDUCT

To the best of their knowledge and ability, the Senior Financial Officers shall:

- Act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Each Senior Financial Officer shall handle all conflicts of interest between his or her personal and professional relationships in an ethical and honest manner, and shall disclose in advance to the Chairperson of the Audit Committee any transaction or relationship that reasonably could be expected to give rise to an actual or apparent conflict of interest between FARO and such Senior Financial Officer. The Audit Committee shall thereafter take such action with respect to the conflict of interest as it shall deem appropriate. For purposes of this Code of Ethics, a "conflict of interest" will be deemed to be present when an individual's private interest interferes in any way, or even appears to interfere, with the interests of FARO as a whole.
- Provide full, fair, accurate, timely, and understandable disclosure in reports and documents that FARO files with, or submits to, the Securities and Exchange Commission ("Commission") and in other public communications made by FARO. Each Senior Financial Officer will use his or her best efforts to ensure the timely and understandable disclosure of information that, in all material respects, is accurate, complete, objective and relevant in all reports and documents FARO files with, or submits to, the SEC or in other public communications that FARO makes. As part of this undertaking, each Senior Financial Officer will periodically consider the adequacy and effectiveness of FARO's "internal controls" and "disclosure controls and procedures" (as such terms are defined or used in rules proposed or adopted by the SEC);
- Comply with applicable governmental laws, rules and regulations ("Laws");

- Promote the prompt internal reporting of violations of this Code of Ethics to the chair of the Audit Committee of the board of directors and to the appropriate person or persons identified in FARO's Global Ethics Policy;
- Respect the confidentiality of information acquired in the course of employment and shall not disclose such information, except when the Senior Financial Officer believes he or she is authorized or legally obligated to disclose the information. No Senior Financial Officer may use confidential information acquired in the course of his or her work for his or her personal advantage;
- Maintain the skills necessary and relevant to FARO's needs;
- Provide this code of ethics policy to new accounting, finance, and investor relations employees as part of their training manual;
- Promote, as appropriate, contact by employees via email directly with the chair of the Audit Committee of the board of directors for any issues concerning improper accounting or financial reporting of FARO without fear of retaliation; and
- Proactively promote ethical and honest behavior within FARO and its consolidated subsidiaries.
- Responsibly use and exercise judicious control over all assets and resources of FARO that such Senior Financial Officer employs or that FARO has entrusted to such Senior Financial Officer.
- No Senior Financial Officer may take or direct or allow any other person to take or direct any action to fraudulently influence, coerce, manipulate or mislead FARO's independent auditing firm.
- No Senior Financial Officer may engage FARO's auditing firm to perform audit or non-audit services without the Audit Committee's preapproval in accordance with the Audit Committee's charter.

All Senior Financial Officers are expected to adhere to both the FARO Global Ethics Policy and this Code of Ethics. To the fullest extent possible, the Global Ethics Policy and this Code of Ethics should be read to supplement one another. If there is a conflict between the Global Ethics Policy and this Code of Ethics, then this Code of Ethics will control. Any violation of this Code of Ethics will be subject to appropriate discipline, up to and including dismissal from FARO and prosecution under the law.

#### **4. Reporting Violations**

If any person believes that a Senior Financial Officer has violated this Code of Ethics or FARO has or is about to violate a Law, or a Senior Financial Officer believes that he or she is being asked to violate this Code of Ethics or any Law in the performance of his or her duties for FARO, then the matter should be promptly reported to the Chairperson of FARO's Audit Committee. The Chairperson of the Audit Committee will take appropriate steps to maintain the confidentiality of the reporting person's identity, to the extent that the Chairperson can do so consistent with FARO's obligations to investigate and remedy the matter and, if appropriate, to report the matter to government officials. Persons may report violations of this Code of Ethics on an anonymous basis. No retribution will be taken against a person for reporting, in good faith, a violation or suspected violation of this Code of Ethics.

## **5. Interpretation and Enforcement**

FARO's Audit Committee is responsible for overseeing the interpretation and enforcement of this Code of Ethics.

Promptly after (i) a Senior Financial Officer or other person reports that a Senior Financial Officer has or is about to violate this Code of Ethics or a Law, (ii) a Senior Financial Officer reports that he or she is being asked to violate this Code of Ethics or any Law in the performance of his or her duties for FARO, or (iii) any person requests a waiver of or change in this Code of Ethics, the Audit Committee shall consider such matter in executive session.

Each Senior Financial Officer will be held accountable for his or her adherence to this Code of Ethics by FARO's Board of Directors and appropriate committees thereof. A Senior Financial Officer's failure to adhere to this Code of Ethics will be subject to appropriate disciplinary action, ranging from warnings to possible termination or removal, to prosecution under Law.

Only FARO's Audit Committee may waive or amend this Code of Ethics. All waivers and amendments of this Code of Ethics must be publicly disclosed in a manner that complies with the requirements of the SEC, the listing standards of the NASDAQ National Market, and other applicable Laws.

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ACKNOWLEDGEMENT OF RECEIPT**

I have read and understand the responsibilities and ethics associated with my financial role at FARO Technologies and agree to uphold the standards of conduct as set forth in this document. I have also received contact information for John Caldwell, Chair of the Audit Committee.

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date