

FUEL SYSTEMS SOLUTIONS, INC.

CODE OF CONDUCT

Production Version

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FUEL SYSTEMS SOLUTIONS, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

POLICY STATEMENT

The Board of Directors has approved the following policy statements and directives for the guidance of employees of Fuel Systems Solutions, Inc., and its subsidiaries ("Fuel Systems" or the "Company"). This Code of Business Conduct and Ethics ("Code") applies to the Company's employees, including the Company's principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions.

This Code is designed to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; and
- compliance with applicable governmental laws, rules and regulations;

Fuel Systems has established standards for behavior that affects the Company, and employees to comply with those standards. The Company promotes ethical behavior and encourages employees to talk to supervisors, managers, the Human Resources Manager, or other appropriate personnel when in doubt about the best course of action in a particular situation. Anyone aware of a situation that he or she believes may violate or lead to a violation of this Code should follow the guidelines under "***Compliance and Reporting***" below.

In addition, the Company has established an ETHICS HOTLINE to enable confidential reporting of unethical, illegal activities or to report actions in conflict with the Code. **Employees can find ETHICS HOTLINE access information in the Employee Handbook or at the Company's bulletin board Information Center.**

The Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide you. Although there can be no better course of action than to apply common sense and sound judgment, do not hesitate to use the resources available whenever it is necessary to seek clarification.

CONFLICTS OF INTEREST

A conflict of interest arises when your personal interests interfere with your ability to act in the best interests of the Company. Employees must perform their responsibilities on the basis of what is in the best interest of the Company independent of personal consideration or relationships

You should disclose any potential conflicts of interest relating to the Company through Human Resources, who can advise as to whether or not the Company believes a conflict of

interest exists. You should also disclose potential conflicts of interest relating to the Company involving your spouse, siblings, parents, in-laws, children and anyone residing in your home.

Activities Outside the Company

Although Fuel Systems has no interest in preventing employees from engaging in lawful activities during nonworking hours, employees must make sure that their outside activities do not conflict or interfere with their responsibilities to the Company. For example, without approval by the Company, a Fuel Systems employee generally may not:

- engage in self-employment or perform paid or unpaid work for others in a field of interest similar to Fuel Systems;
- use proprietary or confidential Company or customer information for personal gain or to the Company's detriment; or
- appear to represent Fuel Systems as the participant in an outside activity unless Fuel Systems has authorized the employee to represent Fuel Systems.

Competitor Relationships

You should avoid even the appearance of a conflict of interest in your relationships with competitors. You may not:

- provide compensated or uncompensated services to a competitor, except for services rendered under a valid Fuel Systems contract with the competitor;
- disclose any Company proprietary information to a competitor, unless a nondisclosure agreement executed by Fuel Systems and the competitor is in place; or
- utilize for any unauthorized purposes or disclose to a competitor or other third-party any proprietary data that has been entrusted to the Company by a customer or supplier.

Corporate Opportunities & Resources

You are prohibited from taking for yourself personal opportunities that are discovered through the use of the Company's property, information or position. You may not use Company property, information or position for personal gain. Company resources may be used for minor personal uses, so long as such use is reasonable, does not interfere with your duties, does not conflict with the Company's business and does not violate any Company policy.

You may not directly or indirectly compete with the Company.

You should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

Indirect Interests and Relationships

A conflict of interest can also arise because of the business activities of your close relations. For example, you may have a potential conflict of interest whenever a close relative has a significant relationship with, or has a significant financial interest in, any supplier, customer or competitor of the Company.

You may not make or attempt to influence any decision of the Company that could directly or indirectly benefit any of your close relatives. To protect you and the Company from the appearance of a conflict of interest, you should make appropriate disclosure of the interest through Human Resources.

BUSINESS RELATIONSHIPS

Fuel Systems seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, not unethical or illegal business practices. When acting on behalf of the Company, you must endeavor to deal fairly with the Company's customers, suppliers, competitors and employees and must not take advantage of them through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair-dealing practice.

Suppliers

Fuel Systems' suppliers -- companies and individuals that sell products and services to Fuel Systems -- are important to our business. When acting on behalf of the Company, you should always treat suppliers and potential suppliers in accordance with the highest standards of business conduct.

Suppliers must be selected on the basis of objective criteria, such as quality, price, technical excellence, service reputation and production/service capacity.

If you are working with current suppliers on behalf of the Company, you must never intentionally interfere with a supplier's contracts or business relations with a competitor of Fuel Systems.

Contracts and Commitments

Employees involved in proposals, bid preparations or contract negotiations should strive to ensure that all statements, communications, and representations to prospective customers are truthful and accurate.

ACCURACY OF REPORTS, RECORDS AND ACCOUNTS

You are responsible for the accuracy of your records, time sheets and reports. Accurate information is essential to Fuel Systems' ability to meet legal and regulatory obligations and to compete effectively. The records and books of account of Fuel Systems must meet the highest standards and accurately reflect the true nature of the transactions they record. Destruction of

any records, books of account or other documents except in accordance with Fuel Systems' document retention policy is strictly prohibited.

You must not create false or misleading documents or accounting, financial or electronic records for any purpose relating to Fuel Systems, and no one may direct an employee to do so. Employees are also responsible for accurately reporting time worked.

Confidential Information

You must maintain the confidentiality of information entrusted to you by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information, including information that might be of use to competitors or harmful to the Company or its customers if disclosed. You may not use such information for your personal or private benefit, or for the benefit of anyone else, during or after your tenure with the Company.

TECHNOLOGY USE AND PRIVACY

Fuel Systems provides various technology resources (including computers, telephones, software, copying machines, Internet access, and voice mail) to you to assist in performing your duties on behalf of the Company. You have the responsibility to use the Company's technology resources in a manner that complies with applicable laws and Company policies.

Authorization

Access to the Company's technology resources is within the sole discretion of the Company and subject to Company policies. Generally, you are given access to the Company's various technologies consistent with your job functions. The Company reserves the right to limit such access by any means available to it, including revoking access altogether.

Prohibition Against Violating Copyright Laws

You may not use the Company's technology resources to copy, retrieve, forward or send copyrighted materials unless you have the author's permission or are accessing a single copy only for your own reference.

Other Prohibited Uses

You may not use any of the Company's technology resources for any illegal purpose, in violation of any Company policy, in a manner contrary to the best interests of the Company, in any way that discloses confidential or proprietary information of the Company or third parties on an unauthorized basis, or for personal gain.

OUR WORK ENVIRONMENT

The diversity of the Company's employees is a tremendous asset. Fuel Systems is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment. In addition, the Company strives to provide each employee

with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following health and safety rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

COMPLIANCE AND REPORTING

Compliance

Any violation of this Code committed by any employee is considered a material breach of the employee's labor contract, if any, and of the terms of an employee's employment with the Company, and, in such instance, the Company will be entitled to pursue all the remedies allowed by the applicable law, including any disciplinary actions or termination. Disregard of any criminal statute underlying this Code may require the Company to refer such violation to the appropriate authorities.

Reporting Procedures and Other Inquiries

Questions regarding the policies in this Code may be directed to the Human Resources Manager. Managers and supervisors are also resources who can provide advice and guidance to employees on ethics and compliance concerns. If you have knowledge of, or questions or concerns about, an actual or possible violation of the provisions of this Code, you are encouraged to promptly report the matter to your immediate supervisor or to the Human Resources Manager. Members of the Board of Directors are encouraged to discuss any issues or concerns with outside counsel.

Possible violations may also be reported to the confidential Ethics Hotline at **1-866-873-5533**.

When submitting concerns, you are asked to provide as much detailed information as possible. Providing detailed, rather than general, information will assist us in effectively investigating complaints. This is particularly important when you submit a complaint on an anonymous basis, since we will be unable to contact you with requests for additional information or clarification.

We are providing these anonymous reporting procedures so that you may disclose genuine concerns without feeling threatened. Anyone who chooses to identify himself or herself when submitting a report may be contacted in order to gain additional information.

All conversations, calls and reports made under this policy in good faith will be taken seriously. Any allegations that are knowingly false or without a reasonable belief in the truth and accuracy of the information provided will be viewed as a serious disciplinary offense.

Policy Prohibiting Unlawful Retaliation or Discrimination

Neither the Company nor any of its employees may discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee who in good faith:

- provides information or assists in an investigation relating to or regarding any conduct that the employee reasonably believes constitutes a violation of Fraud Laws (as defined below); or
- files, testifies, participates or otherwise assists in a proceeding that is filed or about to be filed (with any knowledge of the Company) relating to an alleged violation of a Fraud Law.

This policy applies in any instance where such information or assistance is provided to, or the investigation is conducted by, a federal regulatory or law enforcement agency, any member or committee of Congress, or any person with supervisory authority over the employee in the authority to investigate misconduct relating to potential securities violations by the Company with employees. For purposes of this policy, a "Fraud Law" is a violation of federal criminal law involving:

- securities fraud, mail fraud, bank fraud or wire, radio or television fraud;
- violation of SEC rules and regulations; or
- violations of any federal law relating to fraud against stockholders.

SUMMARY

This Code of Conduct represents only a starting point in assuring that you do your part in fulfilling the Fuel Systems' commitment to the law and to the highest standards of integrity. It is your responsibility to adhere not only to the specific directives of these guidelines, but also to their spirit. The Human Resources Manager is always available to answer any specific questions you may have.

This document is not an employment contract between Fuel Systems and its employees and is intended to clarify your existing obligation for proper conduct. The standards may change from time to time in the Company's discretion. Your continued employment acts as your acceptance of any such change and your agreement to comply therewith. The most current version of this document can be found in the company's intranet.