



ESCO TECHNOLOGIES INC. CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

This Code of Ethics for Senior Financial Officers applies to ESCO Technologies Inc.’s Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller and persons performing similar duties (together “Senior Financial Officers”). Its purpose is to promote honest and ethical conduct and compliance with all applicable laws, rules and regulations, particularly as related to the maintenance of the Company’s financial records and preparation of financial statements filed with the Securities and Exchange Commission, The New York Stock Exchange and contained in other public communications by the Company. In addition to this Code, ESCO Technologies Inc.’s Code of Business Conduct and Ethics is applicable to all employees including Senior Financial Officers. ESCO’s Code of Business Conduct and Ethics deals with a wide variety of ethical and legal issues including conflicts of interests, compliance with laws and methods available to report suspected violations. The provisions of this Code of Ethics for Senior Financial Officers supplement, but do not replace, ESCO’s Code of Business Conduct and Ethics.

- Each Senior Financial Officer should carry out his or her responsibilities honestly and with integrity, maintaining and promoting high standards of ethical conduct, while exercising at all times their best independent judgment.
- Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC, the New York Stock Exchange and in other public communications made by the Company. Accordingly, it is the responsibility of each Senior Financial Officer promptly to bring to the attention of the General Counsel any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the appropriate members of ESCO’s senior management in

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- fulfilling the responsibilities specified in the Company’s policies related to financial reporting and disclosure, and internal controls.
- Each Senior Financial Officer shall promptly bring to the attention of the Audit and Finance Committee any information he or she may have concerning a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or b) any fraud, whether or not material, that involves management or other employees who have a role in the Company’s financial reporting, disclosures or internal controls.
- Each Senior Financial Officer shall promptly bring to the attention of the General Counsel or CEO and to the Audit and Finance Committee of the Board of



Directors any information he or she may have concerning any violations of the Company's Code of Business Conduct and Ethics involving any management or other employees who have a role in the Company's financial reporting, disclosures or internal controls.

- Each Senior Financial Officer shall bring to the attention of the General Counsel or CEO and to the Audit and Finance Committee of the Board of Directors any information he or she may have concerning evidence of a violation of the securities or other laws, rules, regulations applicable to the Company and the operations of its business by the Company or a violation of this Code of Ethics for Senior Financial Officers.
- The Audit and Finance Committee of the Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code of

Ethics for Senior Financial Officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code.

- There shall be no waiver of any part of this Code, except as approved by the Audit and Finance Committee of the Board of Directors, which shall ascertain whether a waiver is appropriate. Any waiver of this Code applicable to a Director or Executive Officer of ESCO will be promptly posted on the ESCO website to ensure disclosure to ESCO's shareholders.
- This Code, along with the Company's Code of Business Conduct and Ethics, provides principles to which Senior Financial Officers are expected to adhere. It is not intended to and does not constitute an employment contract or assurance of continuing employment and does not create any rights in any employee, competitor, shareholder or any other person or entity.



CODE OF CONDUCT FOR SENIOR FINANCIAL OFFICERS

ACKNOWLEDGMENT

I have received and reviewed the **ESCO Technologies Inc. Code of Conduct for Senior Financial Officers** and agree to abide by the terms and conditions contained therein.

Signature of Officer

Type or printed name of Officer

Date