

WATTS WATER TECHNOLOGIES, INC.

Code of Business Conduct and Ethics for Europe, the Middle East & Africa (excluding France)

Introduction

Purpose and Scope

The Board of Directors of Watts Water Technologies, Inc. (the “Company”) established this Code of Business Conduct and Ethics to aid the Company’s directors, officers and employees located in Europe in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties. This Code applies to all of the Company’s subsidiaries and other business entities controlled by it in every country in Europe, the Middle East and Africa (“EMEA”) except France. The Company’s subsidiaries and business entities in France are governed by a separate Code of Business Conduct and Ethics.

The Company’s Board of Directors or the Audit Committee of the Board is responsible for administering the Code. The Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Our Director of Internal Audit has been appointed the Company’s Compliance Officer under this Code.

The Company expects its directors, officers and employees to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. The Company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages each director, officer and employee to speak with his or her supervisor (if applicable) or, if you are uncomfortable doing that, with our Director of Internal Audit, who is our Compliance Officer under this Code, with the Group Managing Director or Chief Financial Officer of EMEA, or with a member of the Company’s Legal Department.

In the case of an inconsistency between the provisions set out in this Code of Business Conduct and Ethics and the rules contained in any mandatory text, laws or interpretive case law applicable to the Company and its employees, the latter prevail. In no instance should this Code be interpreted as modifying, amending or otherwise changing any legal text and related legal precedents that apply to Company employees.

Contents of this Code

This Code has two sections which follow this Introduction. The first section, “***Standards of Conduct***,” contains the actual guidelines that our directors, officers and employees are expected to adhere to in the conduct of the Company’s business. The second section,

“Compliance Procedures,” contains specific information about how this Code functions including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and punished. This section also contains a discussion about waivers of and amendments to this Code.

A Note About Other Obligations

The Company’s directors, officers and employees generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations that you may have to the Company. Instead, the standards in this Code should be viewed as the *minimum standards* that the Company expects from its directors, officers and employees in the conduct of the Company’s business.

Standards of Conduct

Conflicts of Interest

The Company recognizes and respects the right of its directors, officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all cases, this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and the Company's interests.

A "conflict of interest" occurs when a director's, officer's or employee's personal interest interferes with the Company's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a director, officer or employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in the Company's best interests. Conflicts of interest may also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's or employee's position with the Company. Each individual's situation is different and in evaluating his or her own situation, a director, officer or employee will have to consider many factors.

Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer, who shall be responsible for investigating whether such transaction or relationship constitutes a conflict of interest. The Compliance Officer shall report the results of his or her investigation to the Audit Committee and, if he or she deems appropriate, to the Board of Directors, the Chief Executive Officer or the Chief Financial Officer.

Compliance with Laws, Rules and Regulations

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. No director, officer or employee shall engage in any unlawful activity in conducting the Company's business or in performing his or her day-to-day Company duties, nor shall any director, officer or employee instruct others to do so.

Protection and Proper Use of the Company's Assets

Loss, theft and misuse of the Company's assets have a direct impact on the Company's business and its profitability. Employees, officers and directors are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Employees, officers and directors are also expected to use the Company's assets only for legitimate business purposes, except as otherwise permitted in the case of Company vehicles or other designated assets.

Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer and director is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company,
- using the Company's property or information or his or her position for improper personal gain, or
- competing with the Company.

Confidentiality

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor (if applicable) or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss confidential Company matters with, or disseminate confidential Company information to, anyone outside the Company, except as required in the performance of their Company duties and after an appropriate confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of confidential matters are described more fully in the Company's Insider Trading and Disclosure Policy, which is available in the "Policies" section under the "Employees" tab of the Company's Intranet.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that directors, officers and employees must endeavor to deal ethically and lawfully with the Company's customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No director, officer or employee should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

Accuracy of Records

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's continued and future business success. No director, officer or employee may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

Quality of Public Disclosures

The Company is committed to providing its shareholders with complete and accurate information about its financial condition and results of operations in accordance with the securities laws of the United States. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications made by the Company, include fair, timely and understandable disclosure. Officers and employees of the Company and its subsidiaries who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. The Company's Disclosure Committee and senior management are primarily responsible for monitoring the Company's public disclosure.

Gifts and Gratuities

Employees, officers and directors must not solicit or accept, or permit any member of their immediate families to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors may provide, or accept, business entertainment to or from anyone doing business with the Company if the entertainment is infrequent, modest and intended to serve legitimate business goals.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world.

Compliance Procedures

Communication of Code

All directors, officers and employees will be supplied with a copy of the Code upon beginning service at the Company. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the Company's European headquarters or by accessing the company's website at www.wattswater.com.

Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board of Directors or a committee thereof or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, including the establishment of monitoring systems that are reasonably designed to investigate and detect conduct in violation of the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution, subject in any such case to the applicable provisions of local law.

The Compliance Officer shall periodically report to the Company's management and the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

Reporting Concerns/Receiving Advice

Communication Channels

Be Proactive. Every director, officer and employee should act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. **If any director, officer or employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she should bring the matter to the attention of the Company as provided below.**

Seeking Guidance. The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the officer or employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the officer or employee may raise the matter with the Compliance Officer, the Group Managing Director or Chief Financial Officer of EMEA, or a member of the Company's Legal Department.

Communication Alternatives. Any concerns, questions or reports regarding potential violations of the Code, any other Company policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls or auditing matters should be directed to the Compliance Officer. Directors, officers or employees may communicate with the Compliance Officer by any of the following methods:

- In writing (which may be done anonymously as set forth below under "Reporting; Anonymity; Retaliation"), addressed to the Compliance Officer, either by facsimile to 1-866-719-2887 or by U.S. mail to the Director of Internal Audit, Watts Water Technologies, Inc., 815 Chestnut Street, North Andover, MA 01845;
- By telephoning the employee hot line (the "Hot Line") which we have established for receipt of questions and reports of potential violations of the Code. The Hot Line may be reached at (866) 719-2887 and calls may be made anonymously as set forth below under "Reporting; Anonymity; Retaliation"; or
- By e-mail to: hotline@watts.com (anonymity cannot be maintained).

Misuse of Reporting Channels. Individuals must not use these reporting channels in bad faith or in a false or frivolous manner. Any abuse in reporting alleged misconduct may lead to disciplinary sanctions and judicial proceedings. Further, individuals should not use the Hot Line to report grievances that do not involve violations of the Code or other improprieties, illegalities or ethics-related issues.

Reporting; Anonymity; Retaliation

The Compliance Officer will deal only with reports relating to:

- finance and accounting,
- auditing,
- bribery,
- violations of applicable laws, rules or regulations,
- corruption,
- threats to the vital interests of the Company, or

- threats to the physical or mental well-being of the Company's employees.

Contacting the Compliance Officer is an alternative method of reporting genuine concerns if you believe such concerns would not be adequately dealt with if reported through other existing channels, such as to a supervisor, employee representative or the Company's European headquarters. Reports of matters relating to issues other than those listed above should not be made to the Compliance Officer and the Compliance Officer will disregard any such reports made through the reporting channels identified above. Reports of matters relating to issues other than those listed above should be made to a supervisor, employee representative or the Company's European headquarters.

When reporting suspected violations of the Code, the Company prefers that individuals identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an individual wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

Any director, officer or employee who is the subject of a report received by the Compliance Officer will be notified promptly of the report, provided that such notification would not compromise the effectiveness of the investigation into the reported matter.

To the extent required by applicable law, the reporting person and the person who is the subject of any report shall have the right to access the personal information relating to them in the Company's files and to request the modification or deletion of this information to the extent it is incorrect, incomplete, equivocal or outdated. However, persons who are the subject of a report may not use any such right of access to obtain the identity of the person who made the report.

Information provided to the Compliance Officer in connection with any report or subsequent investigation will be handled outside of the European Union. This information will be handled with an adequate level of protection within the meaning of the applicable Data Protection Act whenever such Act is applicable.

No Retaliation

The Company expressly forbids any retaliation against any individual who, acting in good faith, seeks advice, raises a question or reports suspected misconduct, even if a report is

later determined to be unfounded. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

No sanction will be imposed on a director, officer or employee who chooses not to use the reporting channels identified in the Code to report suspected misconduct.

Waivers and Amendments

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board of Directors or, if permitted, a committee thereof, and (ii) if applicable, such waiver is promptly disclosed to the Company's shareholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Chief Financial Officer, the General Counsel, the Board of Directors or the Audit Committee.

All amendments to the Code must be approved by the Board of Directors or a committee thereof and, if applicable, must be promptly disclosed to the Company's shareholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Approved by the Board of Directors: October 24, 2008

ACKNOWLEDGMENT

I acknowledge that I have read and understand the Code of Business Conduct and Ethics (the “Code”) of Watts Water Technologies, Inc. and agree to abide by the provisions of the Code.

Signature

Name (Printed or typed)

Position

Date