

Barnes Group Inc.

Policy Regarding Reporting of Complaints and Concerns

The Barnes Group Inc. Code of Business Ethics and Conduct states:

"Barnes Group insists that all of its directors, officers, employees, agents and representatives adhere to high ethical standards and behave lawfully when engaging in business conduct. This is a fundamental obligation of each Barnes Group director, officer and employee and is consistent with each individual's personal responsibility for helping to preserve and guard the Company's assets and reputation in the business community."

In furtherance of these objectives, and consistent with the Company's commitment to maintain compliance with all applicable securities laws and regulations, New York Stock Exchange listing standards, accounting standards, accounting controls and audit practices, the Audit Committee of the Company's Board of Directors is establishing the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, and alleged violations of the Company's Code of Business Ethics and Conduct, and Code of Ethics Applicable to Senior Executives (the "Codes"), (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and (3) direct communication by interested parties with non-management Directors of the Company as a group. The Company's Audit Committee will oversee treatment of all complaints.

This policy applies to complaints submitted by employees and non-employees of the Company. This policy is intended to supplement, rather than to replace, the existing Codes. Ideally, employees and members of the public should discuss their concerns with management. However, the Company recognizes that there are occasions when concerns are so serious that one may not feel comfortable going directly to management but would be more confident raising concerns in a more confidential way. This policy is designed to facilitate confidential reporting.

Scope of Matters Covered by These Procedures

These procedures relate to any complaint alleging a violation of the Company's Codes. Certain of these procedures have been tailored to address complaints from anyone regarding accounting, internal accounting controls or auditing matters and employee complaints relating to questionable accounting or auditing matters ("Accounting Matters"), including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;

- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition, results of operations or cash flows.

Any employee of the Company may submit a good faith complaint regarding Accounting Matters or any violation of the Company's Codes to the management of the Company without fear of dismissal or retaliation of any kind.

Receipt of Complaints

- Both employees and non-employees with concerns regarding any violations of the Company's Codes and, specifically, Accounting Matters, may report their concerns as follows. Interested parties wishing to make their concerns and any other communication known to the Company's non-management Directors may also use the following mechanisms to do so by expressly indicating that their concern or other communication is for delivery to the Company's non-management Directors:

By telephone at: 1-800-300-1560*

By internet: <https://www.compliance-helpline.com/welcomepagebarnesgroup.jsp>

**By regular mail at: Barnes Group Corporate Compliance Hotline
P.O. Box PMB 3767
13950 Ballantyne Corporate Place, Ste. 300
Charlotte, NC 28277-2712**

- Employees and others may forward complaints on a confidential or anonymous basis through the telephone hotline or regular mail.

* Individuals calling from outside the United States and Canada must first use the toll-free access phone number for the appropriate country. Individuals using the toll-free number will be routed to AT&T, from which callers will have access to the toll-free number listed above. The access numbers for individual countries can be found at <http://www.usa.att.com/traveler/index.jsp>. When visiting this link, you will see a yellow box in the center of the page. Simply select a country you are calling from and click the red "GO" button. The new page that loads will tell you a numerical code to use when calling the United States from that country. Callers will be required to dial this number before dialing the number for the line.

Please note that employees and others may only make anonymous complaints through the telephone hotline or regular mail.

All complaints reported through the telephone number or at the addresses listed above will be received by a third party service provider, who will forward each complaint to the General Counsel, preserving the anonymity of those who request it. In addition, such party provider will submit a monthly management report of complaints that it has received to the General Counsel, the Chairman of the Board of Directors of the Company, and the Chairperson of the Audit Committee of such Board. The General Counsel or any other attorney in the Company's Legal Department designated as the Corporate Compliance Officer will be responsible for reviewing all complaints submitted from any source.

Treatment of Complaints

- Upon receipt of a complaint, the General Counsel will determine whether the complaint pertains to Accounting Matters and, if feasible, acknowledge receipt of the complaint to the sender.
- Complaints relating to Accounting Matters will be forwarded to the Chairman of the Audit Committee. The Audit Committee may delegate the investigation of complaints regarding Accounting Matters to the General Counsel, the Director, Internal Audit or such other persons as the Audit Committee determines to be appropriate, including but not limited to external legal counsel and external auditors. Delegation decisions will be made on a case-by-case basis, taking into consideration the nature and the significance of the complaint.
- Complaints relating to non-Accounting Matters will be reviewed by the General Counsel. If the General Counsel determines that the complaint relates to a violation of the Company's Codes, the General Counsel will refer such complaint to the Corporate Compliance Committee[†], which may delegate the investigation of the complaint in the same manner and to the same person(s) as are available to the Audit Committee. The General Counsel will oversee any such investigation. Complaints which the General Counsel determines are not related to a violation of the Codes will be referred to the appropriate internal Company department for resolution. Any concern or other communication expressly addressed to the non-management Directors shall, in addition to other attention deemed appropriate by the General Counsel consistent with the foregoing, be forwarded to the Chairman of the Board of Directors for his further communication to, and resolution in cooperation with, the other non-management Directors, as appropriate.

[†] The Corporate Compliance Committee consists of the Senior Vice President, General Counsel and Secretary, the Senior Vice President, Finance and the Senior Vice President, Human Resources.

- The person(s) investigating any complaint will report to the Audit Committee or the Corporate Compliance Committee, as applicable, in a timely manner all findings of fact, conclusions and proposed recommendations for remedial actions, if any. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee, the Corporate Compliance Committee, or the non-management Directors, as applicable. The Company will not 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 with respect to (i) good faith reporting of complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002 or (ii) good faith reporting of any violation of the Company's Codes.

Reporting and Retention of Complaints and Investigations

- The General Counsel will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's Records Retention Policy.
- Copies of all complaints will be provided upon request to the Audit Committee.

Approved By Board of Directors: 12/11/03