



SCHLEIFRING

**Schleifring North America, LLC
Code of Ethics & Standards of Conduct**

Dated: August 8th, 2022

1.1 Code of Ethics

Schleifring North America, LLC (SNA) will conduct its business honestly and ethically wherever operations are maintained. We strive to improve the quality of our services, products, and operations and will maintain a reputation for honesty, fairness, respect, responsibility, integrity, trust, and sound business judgment. Our managers and employees are expected to adhere to high standards of business and personal integrity as a representation of our business practices.

We expect that officers, directors, and employees will not knowingly misrepresent SNA and will not speak on behalf of SNA unless specifically authorized. The confidentiality of trade secrets, proprietary information, and similar confidential commercially-sensitive information (i.e., financial or sales records/reports, marketing or business strategies/plans, product development, customer lists, patents, trademarks, etc.) about SNA or its operations, or that of our customers or partners, is to be treated with discretion and only be disseminated on a need-to-know basis (see policies relating to privacy).

Violation of the Code of Ethics can result in discipline, up to and including termination of employment. The degree of discipline imposed may be influenced by the existence of voluntary disclosure of any ethical violation and whether the violator cooperated in any subsequent investigation.

1.2 Purpose of the Code

The purpose of the Code is to provide an environment where SNA has a work environment that, among other things:

- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote compliance with all applicable governmental laws, rules, and regulations;
- promote the proper treatment of our employees in a workplace free from discrimination and harassment;
- promote fair dealing practices;
- promote the protection of SNA assets, including corporate opportunities and confidential information; and
- deter wrongdoing.

2.0 Compliance with Applicable Laws, Reporting, Cooperation with Investigations and Litigation and Claims

SNA complies with all laws, rules, and regulations in the jurisdictions that they perform or work in. SNA requires all employees to raise ethical and compliance issues or

questions as they become aware of them. A failure to report an ethical or compliance issue may result in a disciplinary action. Supervisors, managers, and human resources are available to address any potential ethics or compliance issue.

In addition, no action will be taken against any employee who, in good faith, makes a complaint or for reporting a potential ethics or compliance issue (Complaint). Reports by employees of a Complaint will be handled confidentially to the maximum extent permitted by law and SNA's ability to address the concern.

SNA will cooperate with any and all investigations or inquiries by government officials. SNA prohibits any executive or employee from altering, destroying, mutilating, or concealing a record, document, or other object, or attempting to do so, with the intent to impair the object's integrity or availability for use in an official proceeding. Furthermore, SNA prohibits any employee or executive from otherwise obstructing, influencing, or impeding any official proceeding or any attempts to do so.

SNA, like all other businesses, is from time to time involved in disputes that may result in claims or litigation. If you ever receive a legal document related to SNA, such as a summons, complaint, subpoena, or discovery request, whether from a governmental agency, customer, supplier, or otherwise, you must immediately contact the President to ensure an appropriate and timely response. No one should respond to any request, answer any questions, or produce any documents, or attempt to list legal matters or pending litigation, without first discussing with the President. Under no circumstance should an employee or executive threaten or initiate legal action on behalf of SNA without appropriate authorizations.

3.0 *Safe and Healthy Workplace*

SNA is committed to conducting its business in compliance with all applicable environmental and workplace laws, regulations, and permits in a manner that has the highest regard for the safety and well-being of its employees, customers, and the general public. We should strictly follow the letter and the spirit of all applicable laws and regulations relating to workplace health and safety.

SNA believes that a safe and secure workplace and an environment free from intimidating, hostile, or offensive verbal or physical acts is fundamental to employee effectiveness. SNA expects all employees to share in establishing such a workplace, which can result when all employees treat one another with respect and common courtesy.

To help promote a safe and secure workplace by mitigating the risk of harassment/abuse and violence, SNA has implemented a no-tolerance policy with respect to harassment/abuse or acts of violence of employees. Employee harassment/abuse, either verbal or physical, of fellow employees, contractors,

customers, or the general public often foreshadows workplace violence and will not be tolerated by SNA. Such harassment/abuse includes the verbal threats and taunts that can precede a physical attack. This policy is further described in SNA's documents "2 Anti-Harassment Policy" and "19 EEO & AAP Policy".

Employees or executives with questions regarding these Safe and Healthy workplace requirements should contact the Human Resources.

All employees or executives must immediately report any potential or suspected threat to human health to the Human Resources. Such reports must be made as soon as possible. Applicable laws and regulations regarding reporting requirements are expected to be complied with within the mandated time frames.

The use, possession, sale, purchase, distribution, manufacture or transfer of illegal or unauthorized drugs is prohibited on SNA premises or work sites. An employee or executive must not report to work or perform any job duties while under the influence of or impaired by alcohol or drugs. SNA follows all contract federal U.S. Government and program restrictions and host country laws regarding the use of alcohol, drugs, and marijuana.

4.0 Confidential Information

4.1 Employee Confidential Information: SNA respects the privacy of each of its employees. SNA is committed to compliance with legal requirements that apply to the collection, use, disclosure, retention and processing of personal information. This requires that any employees who have a need-to-know only collect, use, disclose, retain and process personal information that is necessary for legitimate business activities and functions in compliance with the appropriate country and/or state laws as applicable. SNA has safeguards to help protect personal information against loss, destruction, unauthorized access, or the use, modification, or disclosure of personal information.

Employees should not access personal information unless you are authorized and have a need to know. If an employee finds unsecured confidential information, it must be reported and returned to Human Resources. Employees should not provide personal information to anyone without authorization, nor should they provide a professional reference or answer any security checks from the government on the behalf of SNA. Only Human Resources is authorized to provide this information on the behalf of SNA, and only with the consent of the employee.

4.2 Company Confidential Information: SNA also must protect the confidential information of itself and others it does business with. Thus, SNA requires each employee to agree to protect all proprietary information, regardless of the source, as part of its Employment Agreement. SNA also requires that anytime proprietary information will be shared with another company, the parties enter into proprietary

information agreements. Finally, SNA requires every employee to appropriately mark proprietary information as being confidential to SNA and to not remove any proprietary statements on information it receives.

4.3 Improper Access to Confidential Information: You should never take any actions to attempt to get any confidential information from other companies through unethical means to include, but not be limited to, bringing confidential information from prior companies with you and sharing with SNA, requesting information from competitors regarding pricing or other confidential information from friends who work at other companies; solicit competitors to provide technical data on their products so as to create a competitive advantage for SNA.

4.4 Social Media: While Social Media can be a fun and rewarding way to share what is going on in a person's life, when it relates to your work environment, you must take care. You must act responsibly so that your use of social media does not put your coworkers, SNA's reputation, or our customers at risk. Social media includes all means of communicating or posting information or content of any sort on the Internet, including to your own or someone else's web log or blog, journal or diary, personal web site, social networking or affinity web site (Facebook, Instagram, Twitter, WhatsApp, LinkedIn, etc.), web bulletin board, or a chat room, whether or not directly associated with SNA and its affiliated companies, as well as any other form of electronic communication.

Employees shall not communicate to any person any non-public information known by reason of performance of services under a SNA contract, except as required by the contract. All documents and records (including photographs) generated during the performance of work under a contract shall be for the sole use of SNA and its customer. Furthermore, no article, book, pamphlet, recording, broadcast, speech, presentations, television appearance, film, video, or photograph concerning any aspect of work performed under their contract shall be published or disseminated through any media without the prior written authorization of SNA leadership. Failure to adhere to this guidance may result in disciplinary action.

Examples of sensitive items that should not be posted to social media include:

- Images, photos, or videos of anything on a military base or the SNA factory floor – without prior written approval from the appropriate authority;
- Program-related IT devices and systems;
- Military and other government equipment;
- Content of a sexual nature;
- Any content that could be construed as bullying;
- Your badge – either directly or in any photo.

Please contact your manager, or Human Resources if you have questions regarding this guidance.

If you receive an inquiry or request for an interview or information from an outside party, including the press, do not engage and do not provide any comments. Instead, refer them to Senior Management and inform your manager or the President with the following information, if available: reporter/media name; method of contact (e.g., email, phone call, other); topic of inquiry; and any specific questions posed.

5.0 SNA's Commitment as Corporate Citizens

5.1 Antitrust: Antitrust laws are intended to protect and promote free and fair competition. U.S. antitrust laws may apply to SNA, as well as similar laws in any other jurisdictions in which SNA' or one of SNA's affiliates, does business. SNA should not exchange information with competitors regarding prices or market share and should refrain from exchanging other information that could be seen as a violation of antitrust laws.

The following agreements and arrangements are among those that may constitute violations of applicable laws and must **not** be engaged in under any circumstances:

- agreements with competitors to fix prices or any other terms and conditions of sale;
- agreements with competitors to boycott specified suppliers or customers;
- agreements with competitors to allocate products, territories, or markets, or to limit the production or sale of products or product lines;
- agreements with competitors to refrain from bidding or any other form of influencing a bid illegally (bid-rigging);
- agreements with resellers to fix their resale prices; and
- any behavior that can be construed as an attempt to monopolize.

Failure to comply with antitrust or competition laws could result in heavy fines for SNA. It is not uncommon for individuals to be criminally prosecuted under antitrust or competition laws. Executives and employees must report to the President any instance of anti-competitive behavior.

5.2 Anti-Corruption and Bribery: SNA complies with all anti-bribery and anti-corruption laws around the world. SNA is prohibited from offering, giving, soliciting, or accepting any bribe or kickback, whether dealing with government officials, political parties, or representatives of commercial organizations. Bribes include gifts, entertainment, travel, or other benefits of any kind. A kickback is providing or receiving something of value either to obtain or reward favorable treatment on a government contract or subcontract. There are serious consequences associated with failure to disclose a potential bribe or kickback.

SNA expects the same compliance from all third parties, agents, and anyone else who works on its's behalf. SNA is committed to ensuring that all of its transactions and business dealings are conducted in compliance with the U.S. anti-corruption requirements. The U.S. Foreign Corrupt Practices Act ("FCPA"), the United Kingdom Bribery Act and the Anti-Kickback Act of 1986 (41 U.S.C. 51-58) are among the most stringent anti-corruption laws in the world and cover SNA's domestic and international activities in many cases. The regulations prohibit government contractors and their employees from soliciting or accepting anything of value from a downstream subcontractor, vendor, or supplier for the purpose of obtaining or rewarding favorable treatment.

It is SNA's policy that employees accept only business courtesies in circumstances that comply with both U.S. and host country law, and, further, that are reasonable in value, infrequently offered, and customary in a business setting. SNA's Anti-Corruption Policy, further details SNA's commitment to complying with the Anti-Kickback Act, Foreign Corrupt Practices Act, and the United Kingdom Bribery Act of 2010.

5.3 Export Control: It is SNA's policy to fully comply with all applicable export, customs, and trade control laws and regulations, licensing requirements, relevant countries' and international laws and applicable export and trade sanctions. You should consult with the [who] to answer any questions regarding customers, export licensing, and trade controls. Any investigation or inquiry by a governmental organization regarding alleged trade control violations or irregularities should be immediately reported to the President prior to taking any action. Refer to the SNA Export Control Policy for additional information.

U.S. trade restrictions apply to all U.S. persons – including U.S. citizens and permanent residents – regardless of where they are located and regardless of the program or transaction being supported. This is a particularly complex area of the law, requiring close coordination between line-business, and the Export Control Officer or the President. Decisions on exports or imports cannot be made by individual employees – SNA's approval protocols must be adhered to, with SNA's Empowered Official or designee responsible for final approval.

Note: U.S. laws and regulations broadly define "export" to include discussions or communications regarding controlled articles, technology, or technical data with foreign persons. This can include meetings, emails, and other written or oral communications where foreign persons are present.

Importantly, U.S. law prohibits even the facilitation of transactions that would be prohibited if performed directly by a U.S. person – in other words, U.S. persons cannot do indirectly, through others, that which they cannot do directly, such as through an agent or subcontractor. "Facilitation" is broadly defined under U.S. law to include providing guidance or direction to a third party on how to conduct a transaction that would be prohibited if conducted by a U.S. person. To ensure compliance with all

applicable trade sanctions laws and regulations, SNA's subcontractors and agents shall not transship items through listed countries subject to U.S. trade sanctions. Questions should be directed to the Export Control Officer or the President.

5.4 Recording Transactions and Internal Controls: SNA seeks to maintain a high standard of accuracy and completeness in its financial records. These records serve as the basis for managing SNA's business, for measuring and fulfilling its obligations to employees, customers, suppliers, and others, and for compliance with tax and financial reporting requirements. These records may be made available upon reasonable prior request for inspection by executives and auditors.

In the preparation and maintenance of records and to ensure the effectiveness of SNA's internal controls over financial reporting, all executives and employees must, to the extent applicable to their function, make and keep books, invoices, records, and accounts that accurately and fairly reflect the financial transactions of SNA and maintain accurate records of transactions, time reports, expense accounts, and other financial records.

This obligation includes timely and accurate labor claiming against proper timesheet charge codes.

If an employee or executive discovers significant deficiencies or material weaknesses in SNA's internal controls over financial reporting or any fraud involving management or other employees, he or she must report such information to Finance Controller and the President, who are responsible for establishing procedures for: (i) the receipt, retention and treatment of complaints received by SNA regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential submission by employees of SNA of concerns regarding questionable accounting or auditing matters.

Executives and employees of SNA may not intentionally distort or disguise the true nature of any transaction in recording and documenting accounting entries, knowingly make a representation, either in a document or in oral communication, that is not fully accurate, or establish any undisclosed or unrecorded funds or assets for any purpose. Each executive and employee of SNA must act in good faith, responsibly, with due care, without misrepresenting material facts, allowing his or her independent judgment to be subordinated or seeking to fraudulently influence, or mislead SNA's independent accountant in a manner that could result in materially misleading financial statements.

6.0 Political Activities:

SNA employees are free to engage in personal volunteer political activity and contribute personal resources to candidates and parties in any manner consistent with applicable laws. However, you must be careful not to create the impression that you are speaking or acting for, or on behalf of SNA. You may not use SNA resources or coercive

solicitations to further your own personal political activities or contributions. SNA resources include money, use of the SNA's facilities, information technology (including but not limited to, SNA owned laptops), supplies, letterhead, corporate names, logos, or working time.

7.0 Use and Protection of SNA's Assets

7.1 Use of SNA's Assets: SNA's assets may not be used for personal gain or for any business purposes other than the SNA's business. This includes equipment such as computers, supplies, tools, manufacturing equipment, vehicles, telephones, copy machines and furniture, intellectual property such as know-how, pending patent information, trade secrets or other confidential or proprietary information (whether in printed or electronic form).

SNA's name and any name, trademark, service mark, logo or trade name associated with it or any of its products are valuable assets of SNA and may not be used by employees for personal gain or for any business purposes other than SNA's business.

We are responsible for ensuring that appropriate measures are taken to assure that SNA's assets are properly protected and used efficiently.

Unless otherwise provided in an employment agreement and other agreement, you will use SNA's equipment for the purpose of your employment or engagement only. Therefore, the use of computers or laptops, and any SNA email account, shall be subject to scrutiny by SNA or by others on SNA's behalf.

7.2 Computer Software, Email and Internet: All electronic media and communication systems, including SNA's electronic mail (email) system, intranet, Internet access and voicemail are SNA's assets and are to be used for appropriate purposes only. You should not abuse access to the Internet for personal purposes.

SNA will not tolerate discriminatory, offensive, defamatory, pornographic and other illegal or inappropriate messages or materials sent by email or accessed through the Internet.

SNA reserves the right, for legitimate business-related reasons, to retrieve and inspect personal information and property placed by SNA's executives or employees on SNA's technology systems, electronic mail systems, office systems or workspaces (all findings of any such inspection shall be SNA's sole property). Given privacy concerns surrounding personal and medical information, only authorized personnel of SNA may access such information. **There is no expectation of privacy for anything on a SNA owned asset.**

8.0 Conflicts of interest

8.1 Personal Conflicts of Interest: A personal conflict of interest occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of SNA. Generally, a conflict situation can arise when an employee or executive takes actions or has interests that may make it difficult to perform his or her duties and responsibilities objectively and effectively. Conflicts of interest also arise when you, or a member of your family, receive improper personal benefits as a result of your position with SNA. Reference SNA's document "18 Conflict of Interest Policy" for additional details.

The following situations have a great potential for conflicts of interest and must be reported as appropriate to senior management and Human Resources:

- Being employed (including family members) by, or acting as a consultant to, a competitor or potential competitor, supplier, or contractor, regardless of the nature of the employment;
- Hiring or supervising family members or closely related persons;
- Owning or having a substantial interest in a competitor, supplier, or contractor;
- Having a personal interest, financial interest, or potential gain in any SNA transaction;
- Placing SNA business with a firm owned or controlled by a SNA employee or his or her family; or,
- Accepting gifts, discounts, favors, or services from a customer/potential customer, competitor, or supplier, unless equally available to all SNA employees in similar positions. Notwithstanding the foregoing, gift amongst persons who have a close personal relationship are not constrained by this clause so long as the gifts are not related to anything that could cause a personal conflict of interest. In the event that an employee has a close relationship that could even cause an appearance of a conflict, they must notify their manager and recuse themselves from any activity that could cause such conflict.

Accepting small courtesies such as meals or commemorative items are acceptable so long as they are below \$25 in a single instance and below \$50 over the course of a year, and not provided with an intent to influence. If in doubt, contact Human Resources, either prior to acceptance or as soon as practical after acceptance.

You should not have any undisclosed, unapproved financial, business or other relationships with suppliers, customers, competitors, or SNA that might impair the independence of any judgment you need to make on behalf of SNA. You must disclose real or apparent conflicts of interest in advance as indicated above.

Executives must seek determinations and prior authorizations or approvals of potential

conflicts of interest exclusively from SNA's Board of Directors.

8.2 Organizational Conflicts of Interest: You should always be aware of situations which may present an actual or potential Organizational Conflict of Interest (OCI), as defined in Federal Acquisition Regulation (FAR) Subpart 9.5, so that SNA can take the appropriate steps to avoid or reduce the risk.

An OCI may arise when the work SNA performs on one contract creates an unfair advantage in competing for another contract, or when certain work or special access to a government program may impair or bias the contractor's ability to be objective and not conflicted in performing other work sought. OCIs fall generally into three categories:

- Unequal Access to Information. This usually arises when during contract performance, the contractor has access (not to include ordinary insight gained from incumbency) to nonpublic, proprietary, or source selection information not available to others and which provides an unfair competitive advantage.
- Impaired Objectivity. This usually arises when the contractor under the scope of one contract is required to evaluate work it, its affiliate, or its competitor performed on another contract.
- Ability to Set Biased Ground Rules. This usually arises when a contractor has the ability to set the ground rules (i.e., the specifications, scope of work, or requirements) for a solicitation that they, or their affiliate, can then pursue.

Where an actual or potential OCI may occur by entering into a contractual agreement or by accepting a task under an awarded contract, such contractual instruments may be entered into only after the following conditions have been satisfied:

- Full and complete disclosure of the actual or potential OCI has been made to the appropriate governmental official(s) with a proposed means of avoiding, mitigating or neutralizing all perceived conflict(s), and
- Consent to the execution of the contractual arrangement has been obtained from the appropriate governmental official(s), along with any necessary government approvals of an appropriate OCI avoidance and mitigation plan where required.

You must be aware of OCI certification clauses in government contracts and in all solicitations for which a bid is prepared. If you suspect that a situation may present an OCI risk, you must immediately report it to senior management. OCI matters can be legally complex so you should always seek knowledgeable advice if you have any doubt. A failure to report such a situation may result in disciplinary actions against the employee, to include termination, and may result in lost business and/or legal actions taken against SNA.

8.3 Recruiting and Hiring Certain Current and Former Government Employees: SNA may not engage in the recruitment or hiring of certain government employees with post-employment “revolving door” restrictions without the approval of Human Resources.

A number of complex laws govern the recruiting and hiring of current and former U.S. Government employees. The term “government employee” includes both civilians employed by the U.S. Government as well as officers on active duty with the U.S. military. The applicable laws cover not only those currently employed/on active duty but also certain people for certain periods of time after the person has left government service. Generally, there are restrictions that apply to a group of government employees. Such individuals are banned from later representing SNA’s interests with respect to the SNA contracts in which they were involved as government officials.

Based upon the former government employee’s level of involvement with that matter or contract, such employee may be restricted from participation in the private sector for one year, two years, or for life. The Procurement Integrity Act also imposes additional restrictions on discussing employment opportunities with government employees.

Because of the potential complexity of the law in this area, SNA’s approach is as follows:

- No SNA employee should recruit, or advocate the hiring of, a current or former government employee, including military personnel, without fully disclosing the particulars of the situation to senior management and Human Resources.
- Employees should report immediately to Human Resources any attempt by a current or former government employee, including military personnel, to initiate such discussions.

Employees may not engage in any discussion with a current or former government employee, including any military personnel, on the subject of possible employment or a consulting arrangement with SNA without the approval of Human Resources.

9.0 Addressing Violations of this Code

SNA must ensure prompt and consistent action in response to violations of this Code. Investigations of alleged violations of the Code will be conducted. If, after investigation, it is determined that a senior executive has violated this Code, SNA’s Board of Directors will be notified.

If, after investigating a report of an alleged prohibited action by any other person, it is determined that a violation of this Code has occurred, appropriate preventative or disciplinary action will be taken, including, but not limited to, reassignment, demotion, dismissal, and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Violations of the rules and policies of conduct set forth in this Code may result in one or more of the following disciplinary actions, if and as permitted under applicable law:

- a verbal or written warning;
- a reprimand (noted in the employee's or executive's personnel record);
- probation;
- demotion;
- temporary suspension, with or without pay;
- required reimbursement of losses or damages;
- termination of employment; and/or;
- referral for criminal prosecution or civil action.

Disciplinary measures may apply to any supervisor who directs or approves such violations or has knowledge of them and does not promptly correct them.

Reporting of violations of this Code made in good faith will not result in retaliation against such person for making the report.

Acknowledgement of Receipt

By signing below, I acknowledge that I have received a copy of the Code of Ethics and Standards of Conduct and that I have read it, understand it, and agree to comply with it.

If I have any questions about the content or interpretation of this handbook, I will contact my Supervisor or Human Resources.

Print Name: _____

Signature: _____

Date: _____