



STANDARD FOR  
ETHICAL BUSINESS  
CONDUCT

## Integrity: Leading by Example

The NORDAM Group of companies operates in a highly competitive worldwide market. Our success is largely a result of our reputation as a supplier who can be trusted to perform in a reliable, predictable manner. This reputation must never be tarnished or brought into question. Our reputation has been created over the years in countless transactions by many loyal, dedicated stakeholders, but it can be destroyed in a single unethical or thoughtless act.

The NORDAM Group Flight Plan includes our Vision, our Mission, our Behaviors, and our Values. Our values are the guidelines we use to direct our efforts to obtain *the right results the right way*. These values reflect what we believe and how we will act in achieving our goals. Integrity is a cornerstone of our Corporate Values system and we define it as, *"We are an organization in which all stakeholders do what is right and do their best, with respect and care for each other"*. The Integrity Value also drives an important Successful Behavior of our company that is, *"We will conduct our business in a positive, professional, innovative manner with the highest standards of ethical business conduct"*.

NORDAM requires that all Stakeholders behave ethically in all business transactions both inside and outside the company. To this end, we developed the *Standard for Ethical Business Conduct*. It is required that each NORDAM Stakeholder be knowledgeable of, and comply with this Standard.

In all business activities, ask yourself these questions,

- Is the action legal?
- Does it comply with our values?
- Will it compromise product safety?
- Does the action taken conflict with the responsibilities you have at NORDAM?
- If it was described in the newspaper, would you or the Company be embarrassed?

If you know it is wrong, don't do it! If you're not sure, ask.

NORDAM leaders must set the example by living the values and fostering a culture in which applicable statutes, regulations, internal policies and ethical business practices are at the core of all business activities. How we behave defines our culture. Concerns about inappropriate conduct must be promptly addressed and this document will help you better understand how to do so.

We are continuing to follow our Flight Plan on our journey to Performance Excellence, and by living our values together, we will reach our destination. It is an honor to be your leader and chairman.

Ken Lackey  
Chairman

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# A Matter of Principle

## **NORDAM Vision**

Be the Benchmark

## **NORDAM Mission**

We will build a profitable billion-dollar business by being the preferred provider of useful and reliable services in all the markets we serve while sharing with those who build it.

## **NORDAM Principles**

We are an organization in which everyone tries to do his/her very best. NORDAM Stakeholders expect to be treated with respect, honesty and integrity. The Golden Rule is at the heart of our treatment for each other, our customers and suppliers.

The commitments we make are extremely important. We dedicate ourselves each day to living up to these commitments.

- Stakeholders are committed to one another to provide the best possible products.
- NORDAM is committed to providing customers with a quality product that is competitively priced and delivered per specification.
- NORDAM is committed to providing Shareholders financial results.

NORDAM shares risks and rewards.

- Stakeholders share in the Company's success when we meet our financial targets.
- NORDAM shares risks and rewards with customers as we generate supply savings and optimize operational efficiencies.
- NORDAM shares business opportunities with select suppliers.

## **Certificate of Compliance**

Annually, Stakeholders will be required to certify that they are "aware of and are in compliance with" *NORDAM's Standard of Ethical Business Conduct*. This is referred to as the "certificate of compliance" process.

The certificate will also require that Stakeholders list any violations or questionable activities they may have witnessed or heard about; or certify that they are not aware of any such activities.

All applicants will agree in writing, as a condition of employment, that upon employment, they will comply with the Standard.

New Stakeholders will be provided with a "*Standard for Ethical Business Conduct*".

Failure to comply with the Standard is cause for reprimand and, in appropriate cases, termination of employment and pursuit of legal remedies.

# Process for Resolving Ethical Concerns

NORDAM Stakeholders are expected to

- read and refer to this Standard; but should not expect this Standard to answer every ethical dilemma that may arise in the course of conducting business;
- try to follow the ethical standards set forth in this Standard; and
- report, in a timely fashion, any possible violations of any of the ethical standards.

## Raising Ethical Concerns

To help Stakeholders raise issues, obtain advice, and/or report problems, NORDAM has established the following basic procedure:

- First, direct your inquiry to your immediate department head and/or facility manager – he/she should be able to quickly resolve most inquiries.
- If you need additional guidance because local management cannot address your issue or the matter is unclear or particularly sensitive (for example, the matter involves facility leaders), you should contact the toll-free helpline or NORDAM's Ethics Officer. You may remain anonymous when calling the toll-free helpline: **866-549-4983**.

### To make a Helpline Call from Singapore, the UK, or Mexico

Step 1: Place your call from a "land line" that allows international calls (not a mobile phone). Do whatever is necessary on the phone you are using to obtain an open line and dial tone for placing a local call.

Step 2: Dial the AT&T Direct Access number for the country from which you are making the call.

(From the **UK** you may call **0-800-89-0011** or **0-500-89-0011**. Do not dial any prefixes or other digits.)

(From **Singapore** you may call **800-011-1111** or **800-001-0001**. Do not dial any prefixes or other digits.)

(From **Mexico** you may call **01-800-288-2872** or **001-800-462-4240**. Do not dial any prefixes or other digits.)

Step 3: You will hear a tone and a recorded voice saying, "AT&T." \* After you hear this tone, dial the NORDAM Helpline number **866-549-4983**. Do not dial any prefixes or other digits.

Step 4: You will be connected with Global Compliance.

Step 5: A Global Compliance Helpline Communication Specialist will answer your call and introduce himself or herself. If an interpreter is needed on the call, an interpreter must be requested to assist the Helpline Communication Specialist to gather your information.

\*Note: In some countries or with some phone systems, an AT&T operator may answer in Step 3. The caller can provide the Ethics hotline number to the operator verbally, or dial it into the phone. If the operator states a calling card or credit card number is required in order to put the call through to the Ethics hotline number, this is a sign that the number is not provisioned correctly at AT&T. Please notify your Implementation Specialist or Global's Client Care team immediately if this occurs.

## **Resolving Ethical Concerns**

When an ethical concern is reported and/or filed, representatives of NORDAM will investigate, obtain documents, and follow - up with every issue raised.

All reports and inquiries will be handled confidentially to the greatest extent possible. NORDAM will respond to anonymous calls to the toll-free helpline.

# Product Safety and Regulatory Compliance

The safety and quality of our products and services are essential to our customers, and are NORDAM's highest priority.

NORDAM has established and maintains quality systems in each division, which conform to Company requirements and are compliant with all applicable statutes, regulations and internal processes.

These quality systems, documented in Divisional Quality Manuals, outline authorities and responsibilities, policies and procedures, and the management review process, which includes reviewing quality audits and ensuring system effectiveness.

The Management of each division is responsible for effectively communicating and training each Stakeholder on the relevant provisions of the quality system. Each Stakeholder is responsible and accountable for the quality of his or her work, for implementing the relevant provisions of the quality system and for complying with policies and procedures.

Every Stakeholder is expected to be diligent in preventing, detecting and promptly reporting statutory violations or instances of non-conformance to specifications or procedures to their management as well as to the management representative in charge of the quality system.

Management will consider disciplinary actions up to and including dismissal for violations of quality system requirements. Every Stakeholder is personally liable for intentional violations of statutes. Supervisors may be liable for violations committed by Stakeholders under their supervision. Stakeholders should always refer to quality assurance materials, which are specific to each division.

## **Question:**

*I have been working on a part that does not conform to the specification. My supervisor says that it won't hurt anything, and besides we need to get the part out on schedule. I don't want to cause problems, but the part doesn't meet the specification. What should I do?*

## **Answer:**

*We will not compromise product quality or safety to meet a schedule. Document the nonconformity as required by your procedure, or inform your inspector or quality representative so he/she can document it. Once the nonconformity is in the quality system, it will be addressed per the applicable procedures for your division.*

# Business Conduct and Practices

Integrity is essential to NORDAM's success. Honesty, good judgment and adherence to applicable statutes, regulations and internal processes are required in all of our business operations worldwide.

## Business Records

NORDAM expects Stakeholders to record and report information accurately and honestly. This includes (but is not limited to) accurate reporting of time worked, business expenses incurred, product test results, production data, compliance with specifications, and all other business-related activities. Use good judgment and common sense when preparing any Company document to ensure that it objectively and accurately reflects the facts of the situation.

As a matter of good housekeeping, Company documents should be retained only for the period of time specified in the applicable Company or business unit record-retention procedure.

## Company Property and Confidential Information

NORDAM provides Stakeholders with the space, tools and equipment required to adequately perform their jobs. In return, the Company expects Stakeholders to respect and protect Company property.

The use of Company property, such as office supplies, computers, software applications, printers, production equipment and products, should be utilized only for the business objectives of the Company and should not be used for personal reasons to any significant extent.

Stakeholders who are issued laptop computers, mobile phones and other electronic devices are expected to take appropriate care to protect this equipment from damage and/or theft when not in use and when away from Company premises. If necessary to leave the equipment in an unattended vehicle for a period of time, the equipment should be placed in a secure area such as a locked trunk or on the floorboard of the backseat within a locked vehicle and not left in plain sight.

NORDAM assets, including but not limited to computers, e-mail, electronic data, fax machines, telephones, cameras, proprietary information and intellectual property may not be used for threats, insults, fraud, theft, pornography, personal economic benefit or for any purpose contrary to the Company's business interest. Assets may not be removed from Company facilities without prior approval by a member of management. Inappropriate and/or unauthorized use of the Company's assets is a violation of this *Standard*.

## **Computer Equipment**

### **Information Systems**

- Use of NORDAM computer equipment or systems to aid in any personal gain and/or advancement of an individual political, private or personal viewpoint are prohibited.
- Use of NORDAM computer equipment or systems to solicit non-Company business is strictly prohibited.
- Use of the Internet must not disrupt the operation of the Company network or the networks of other users and may not interfere with the productivity of any Stakeholder. Personal use of the Internet during work time is not allowed.
- E-mail is Company property and should be used for business purposes only.
- Use of NORDAM computer equipment or systems to share or distribute fraudulent, harassing, threatening, obscene or inappropriate material and/or messages is prohibited.
- Messages or screen images with derogatory or inflammatory remarks about an individual's race, color, creed, age, sex, disability, religion, national origin, veteran status, physical attributes, or sexual preference may not be transmitted through the information system.
- Use of the Internet for transmission of chain letters is prohibited.

If you are the recipient of any prohibited transmissions, please report them to your supervisor immediately.

For more details, refer to NORDAM policy - "Use of Company Computers and Other Electronic Media". This policy is available through Human Resources or the Company's internal home page.

### **Question:**

*I am a NORDAM Stakeholder with a laptop computer. Occasionally, it is necessary for me to bring my computer home over the weekend to do work for my job. Is it okay to use my computer outside of work for personal use?*

### **Answer:**

*It is okay to use your computer for personal use if approved by your supervisor and as long as it doesn't adversely affect your performance or cause the Company incremental expense to upgrade or modify your computer. Use of your computer to operate an after-hours second business would not be acceptable personal use.*

### **Confidential Information**

NORDAM's assets also include confidential information relating to the present or planned business of the Company, which has not been released publicly by authorized NORDAM representatives. Confidential information includes, but is not limited to:

- ✓ *Computer programs, data, formulas and compositions*
- ✓ *Customer, Stakeholder and supplier information*
- ✓ *Financial data*
- ✓ *Inventions*
- ✓ *Manufacturing processes, specifications, and techniques*
- ✓ *Marketing and sales programs*
- ✓ *Product designs*
- ✓ *Possible acquisition or divestiture activity*
- ✓ *Pricing and contracts*
- ✓ *Regulatory approval strategies*
- ✓ *Research and development information*
- ✓ *Trade secrets and know-how*

All confidential information must be protected in accordance with the Company's policies for disclosure and marking and intellectual property procedures found on nordam.net under the Intellectual Property Management link. All Stakeholders and visitors are prohibited from taking pictures while on the Company's premises unless prior permission has been given by management.

All Stakeholders must also comply with the NORDAM Laptop Export Procedure found on the Company's internal home page. This procedure is necessary to standardize and define required screening procedures for NORDAM stakeholders traveling outside the U.S. with laptops and/or other devices capable of containing technical data. Screening of these devices will ensure NORDAM is in compliance with U.S. regulations that govern the export of technical data.

Stakeholders must not disclose NORDAM confidential information to anyone outside the Company (unless they legitimately need the information in order to work with NORDAM and have been properly authorized by NORDAM management to receive such information) and may only disclose such information inside the Company to those Stakeholders who have a legitimate need to know. Stakeholders are obligated to hold in confidence, information NORDAM receives on a confidential basis from other companies or individuals. These obligations continue even after employment with NORDAM ends.

Innovations and ideas concerning products or manufacturing processes may be eligible for patent, copyright, trademark or other trade secret protection. Unauthorized disclosures may jeopardize these valuable protections.

## **Fraud and Similar Irregularities**

Company policy prohibits fraudulent activity and establishes procedures to be followed concerning the recognition, reporting and investigation of suspected fraud. Fraud includes, but is not limited to, such actions as:

- ✓ *A dishonest or fraudulent act.*
- ✓ *Falsification of NORDAM records or financial statements.*
- ✓ *Falsification or alteration of production records, test results, or time and attendance records.*
- ✓ *Falsification or alteration of business expenses being submitted for reimbursement from the Company.*
- ✓ *Embezzlement.*
- ✓ *Forgery or alteration of negotiable instruments such as NORDAM checks and drafts.*
- ✓ *Misappropriation of NORDAM, stockholder, customer, partner or supplier assets.*
- ✓ *Conversion to personal use of cash, securities, supplies or any other NORDAM asset.*
- ✓ *Unauthorized handling or reporting of NORDAM transactions.*

Fraudulent activity includes actions committed by a Stakeholder that injure suppliers and customers, as well as those that injure NORDAM and Stakeholders.

The Company intends to pursue legal and criminal prosecution in all instances of fraud with the objective of fully recovering all misappropriated funds and punishing the offender.

Any Stakeholder or agent who suspects that any fraudulent activity may have occurred is required to report such concern to the toll-free helpline or the NORDAM Ethics Officer. Contact this office before taking any action with respect to the individual accused of perpetrating the alleged business impropriety.

Such allegations, if proven to be factual, will lead to the dismissal of the stakeholder, the involvement of local law enforcement and actions to recover Company losses.

# Employment Practices

## Equal Employment Opportunity

The diversity of NORDAM Stakeholders represents a tremendous asset. The Company provides equal employment opportunity in all aspects of employment including:

- *Benefits*
- *Compensation*
- *Conditions/privileges of employment*
- *Corrective action*
- *Hiring*
- *Terminations*
- *Recruiting*
- *Social/recreation programs*
- *Transfers*
- *Educational assistance*
- *Promotion*

In all of these employment aspects, the Company provides equal employment opportunity to all Stakeholders without regard to race, color, creed, religion, national origin, sex, age, disability, physical attributes, sexual orientation or veteran status.

## Workplace Harassment

Workplace harassment is any unwelcome or unwanted conduct based on an individual's sex, race, color, religion, age, ethnic or national origin, sexual orientation, disability or other illegal or inappropriate basis.

NORDAM does not tolerate inappropriate verbal, nonverbal or physical conduct by any Stakeholder because of another Stakeholder's sex, race, color, religion, age, ethnic or national origin, sexual orientation or disability.

NORDAM does not tolerate conduct which is of an intimate or sexual nature or which harasses, disrupts or interferes with another's work performance or which creates an intimidating, offensive, abusive or hostile work environment. Such conduct, when severe or pervasive enough to create an objectively hostile or abusive work environment that a reasonable person would find hostile or abusive, is not only against NORDAM policy, but is also against the law.

Each of us is responsible for maintaining a harassment-free environment. Stakeholders may be held personally liable for engaging in or supporting acts of workplace harassment.

If you feel you are being harassed, immediately ask the offending person to stop. Let the person know the action is offending and not welcomed. If you are not comfortable with the direct approach, or if it fails to solve the problem, immediately report the situation to your supervisor, Human Resources or other members of management. These people should be able to quickly resolve most inquiries. If additional guidance is required, or if the matter is particularly sensitive (for example, a matter involving management), or if local representatives fail to address the problem, immediately contact Human Resources.

Investigations of all reports of harassment will be conducted according to NORDAM Policy "Harassment-Free Workplace". A copy of this policy is available through Human Resources or on NORDAM's internal home page.

## Drugs and Alcohol

NORDAM requires Stakeholders to report to work ready to perform their duties, free from the influence of alcohol or non-prescription drugs.

Reporting to work under the influence of alcohol or any illegal drug; having an illegal drug in your system; using legal drugs inappropriately; or using, possessing or selling illegal drugs while on the job or on Company property is forbidden and may result in immediate termination.

Off-the-job involvement with illegal drugs can have an impact on health and safety in the workplace. In order to establish and maintain a drug-free work environment, drug testing of Stakeholders will occur as required by applicable laws or regulations.

## Employee Assistance Program

NORDAM recognizes that the changing work force and family composition is such that lines between work and personal life are blurred. A Stakeholder's ability to work may, at times, be affected by situations in his/her personal life.

Through the Employee Assistance Program (EAP), NORDAM offers assistance to all Stakeholders by providing information, resources or programs to enable Stakeholders to better understand and manage through any negative impact of life events. For **confidential** assistance, Stakeholders are encouraged to contact the EAP. NOTE: This specific program doesn't apply to International locations.

## Environmental, Health and Safety

It is NORDAM's policy to provide each Stakeholder with a safe and healthy workplace. Stakeholders must abide by all environmental, health and safety statutes, regulations and internal practices.

Everyone is responsible for taking the necessary precautions to protect themselves, co-Stakeholders and the communities in which we do business.

Stakeholders are responsible for immediately reporting accidents and unsafe practices or conditions to their supervisors or other designated persons.

NORDAM is responsible for ensuring that appropriate, timely action will be taken to correct unsafe practices or conditions.

NORDAM is committed to minimizing any negative impact that our products, processes, and services could have on the environment.

NORDAM will comply with environmental laws and each facility is responsible for submitting accurate and timely environmental reports as required by statute, regulation or internal process. All business units are required to have an environmental plan, which must be updated annually.

All facilities will be subject to periodic Environmental, Health and Safety assessments to ensure compliance with applicable statutes, regulations and internal processes.

### **Question:**

*Last month, I tripped over an electrical cord and I fell against the wall. Since that time, my right shoulder area has remained bruised and swollen. I know I injured myself on the job, but we've been told that our Division is concerned about the costs of too many on-the-job injuries. What should I do?*

### **Answer:**

*Report your injury and the trip hazard. By reporting the hazard, you protect your co-workers from being injured.*

*(1) It is NORDAM's responsibility to report on-the-job injuries in a timely manner and to provide adequate medical care to employees who are injured on-the-job.*

*(2) When a Stakeholder seeks medical care immediately after an accident, lost time days and medical treatment costs can be controlled and limited by the early intervention.*

# Conflicts of Interest - Stakeholders

Stakeholders may not participate in any activities that could conflict with their responsibilities at NORDAM. A conflict of interest arises when the personal interests or activities of a Stakeholder appear to or may influence that Stakeholder's ability to act in the best interests of NORDAM.

It is important for Stakeholders to ask themselves: "If all the facts were known, would someone question my objectivity or my ability to make the right decision for the Company?"

## Family Members

You can encounter a conflict of interest when doing business with or competing with organizations in which family members have an ownership or employment interest. "Family members" include a spouse, parents, children, siblings and in-laws. You must not conduct business on behalf of NORDAM with family members or an organization with which you or your family member is associated unless specific written approval has been granted in advance by the officer who leads your business unit.

### Question:

*My sister's firm could provide NORDAM with a great product and I know she will do a good job. How do I help NORDAM, yet avoid a conflict of interest charge?*

### Answer:

*We can certainly benefit from using suppliers we know and trust, but any potential conflict should be handled through disclosure. If you are recommending your sister's firm to another NORDAM stakeholder, be sure to disclose your relationship with the firm's owner. If you normally have purchasing responsibility, do not make the final decision. Advise your supervisor of the family relationship and let him or her make the decision.*

## Ownership in Other Businesses

NORDAM Stakeholders cannot own, directly or indirectly, a significant financial interest in any business entity that does or seeks to do business with, or is in competition with NORDAM, unless specific written approval has been granted in advance by the appropriate senior leaders.

As a guide, "a significant financial interest" is defined as ownership by a Stakeholder and/or family members of more than 1% of the outstanding securities/capital value of a corporation or that represents more than 5% of the total assets of the Stakeholder and/or family members.

## Outside Employment

Your primary employment obligation is to NORDAM. Any outside activity, such as a second job or self-employment, must be kept completely separate from your activities with NORDAM.

You may not use Company customers, suppliers, time, name, influence, assets, facilities, materials or services of other Stakeholders for outside activities unless specifically authorized by the Company, as in certain volunteer work.

# Conflicts of Interest-Customers, Vendors, Clients

NORDAM Stakeholders must not accept gifts, gratuities, or entertainment from suppliers or potential suppliers that are greater than modest in value. The same standards apply to the corporation's dealings with customers: NORDAM does not offer gifts and gratuities to employees of customers or potential customers, except for gifts of modest value. No gifts, gratuities or other things of value may be given directly or indirectly to an employee of any customer in violation of the Foreign Corrupt Practices Act or any other anti-bribery or anti-corruption statute or regulation of any country. All gifts and entertainment must be properly reported on expense statements.

## **Question:**

*A supplier gave me a pen and pencil set as a token of appreciation. May I keep it?*

## **Answer:**

*If the gift is modest in value and available to others under similar circumstances, you may keep it for your personal use. If you are uncertain about the value and appropriateness of the gift, please check with Human Resources.*

## **Gifts from Business Associates**

In most circumstances, NORDAM Stakeholders should not accept gifts or gratuities that are greater than modest-in-value from business associates or potential business associates.

Reasonable gifts, gratuities and entertainment of modest value are generally permissible business courtesies when dealing with employees of non-government customers.

There are some cases where refusal of a valuable gift would cause embarrassment and hurt to the person offering it. This is particularly true when you are a guest in another country, and the gift is from that country and offered as part of a public occasion. In these situations, the best practice is usually to accept the gift on behalf of the corporation and consult your manager for guidance.

## **Gifts to Business Associates**

NORDAM does not offer gifts and gratuities that are greater than modest -in- value to business associates.

## **Business Courtesies / Entertainment**

Business courtesies must be moderately scaled and clearly intended to create understanding and goodwill with business associates. For example, if tickets to a sporting or cultural event are offered, then the person offering the tickets must plan to attend the event as well.

Generally, meals, gifts, gratuities and entertainment are acceptable when dealing with employees of non-government customers, as long as they are not lavish and/or are not routinely provided. All gifts and entertainment must be properly reported on expense statements.

## **Gifts, Gratuities and Donations**

NORDAM, as a responsible corporate citizen, may make donations of money or products to worthy causes (including fundraising campaigns). To remain an appropriate donation, the contribution should not be connected to any specific customer purchase or purchasing commitment.

In some circumstances, NORDAM may offer a gift as part of a public occasion. Such gifts must be approved in advance, accurately and completely accounted for on the books and records of the corporation.

Always consult the Vice President, Managing Director, or Treasurer to ensure that gifts, bonuses, discounts and/or rebates from NORDAM are properly structured and will not be misconstrued.

## **Government Agencies**

NORDAM business with government agencies, representatives or officials will be conducted with honesty and integrity and must be in compliance with the letter and intent of applicable laws and regulations.

Special rules may apply when dealing with state or local officials and special rules do apply when dealing with federal government procurement officials.

## **Consultants and Agents**

When it becomes necessary to engage the services of an individual or firm to consult for or represent NORDAM, special care must be taken to ensure that no conflicts of interest exist between the Company and the person or firm to be retained.

Outside consultants and agents of NORDAM must be reputable and qualified.

Agreements with consultants or agents should be in writing.

No Stakeholder may indirectly, through an agent, do anything prohibited under NORDAM policy. Agents are required to observe the same standards of conduct as NORDAM Stakeholders when conducting business for NORDAM. Agents will be given this information as part of the NORDAM Agent Agreement.

# Marketing Practices and Antitrust

NORDAM products and services must be marketed and sold fairly and honestly on the basis of their quality, capabilities, price, service level and other legitimate attributes.

## **Advertising, Sales and Packaging**

We are responsible for truthfully conveying product and service attributes. We should not misstate facts or create misleading impressions in any advertising, packaging, literature or public statements. Omissions of important facts or overemphasis of certain material may be misleading; the total impression of the message must be considered.

## **Competitor's Information**

In the highly competitive global economy, information about competitors, suppliers and customers is a valuable asset. While we continually need to learn more about what our competitors are doing, we must observe legal standards and accepted standards of fair conduct when obtaining this information. Stakeholders may not access or use former employers' or competitors' trade secrets, intellectual property or other confidential information while employed at NORDAM.

## **Antitrust**

It is the policy of NORDAM to comply fully with the antitrust laws that apply to operations in the United States and throughout the world. The underlying principle behind these laws is clear: A person who purchases goods in the marketplace should be able to select from a variety of products at competitive prices unrestricted by artificial restraints, such as price fixing, illegal monopolies and cartels, boycotts and tie-ins.

We at NORDAM believe in these principles of free and competitive enterprise and are firmly committed to them.

# Conducting International Business

While NORDAM must adapt to business customs and market practices in global markets, all Stakeholders worldwide will adhere to applicable United States laws and regulations and these standards. Every Stakeholder in our international operations will also respect the laws and regulations of the host country and of all other countries in which we operate.

## Foreign Corrupt Practices Act

All Stakeholders, agents, distributors, representatives and vendors of NORDAM and its international subsidiaries and divisions are subject to and will comply with the United States Foreign Corrupt Practices Act (FCPA) of 1977 and amendments. The FCPA makes it unlawful for any US citizen or firm (or any person or agent who acts on behalf of a US citizen or firm) to use a means of US interstate commerce (examples: mail, telephone, telegram, or e-mail) to offer, pay, transfer, promise to pay or transfer, or authorize a payment, transfer, or promise of money or anything of value, directly or indirectly, to any foreign appointed or elected government official, foreign political party, or candidate for a foreign political office, or public international organization official, or an employee of a state or government owned or controlled airline, for a corrupt purpose (that is, to influence a discretionary act or decision of the official or candidate) for the purpose of obtaining or retaining business.

It is also unlawful for a US business owner to make such an offer, promise, payment, or transfer to any person if the US business owner knows, or has reason to know, that the person will give, offer, or promise directly or indirectly all or part of the payment to a foreign appointed or elected government official, foreign political party, or candidate for a foreign political office, or public international organization official or

an employee of a state or government owned or controlled airline. For purposes of the FCPA, the term "knowledge" means both "actual knowledge"-the business owner in fact knew that the offer, payment, or transfer was included in the transaction-and "implied knowledge"-the business owner should have known from the facts and circumstances of a transaction that the agent paid or will pay a bribe, but failed to carry out a reasonable investigation into the transaction.

Stakeholders, sales representatives and agents of NORDAM and its international subsidiaries and divisions of NORDAM will not have connections or personal or business relationships that may be used or appear to be used as a means of bribing or offering to bribe a foreign government official, political party or candidate, or an employee of a state or government owned or controlled airline. The Management of each Division is responsible for determining that each transaction or proposed transaction with an international customer or vendor has been reviewed to determine whether the customer or vendor is owned in whole or part by a foreign government and, if so, whether adequate protections have been taken to ensure compliance with the FCPA. A reasonable investigation should also be made into any transaction if the sales representative requests a higher commission on a particular deal for no apparent reason, if the buyer is a foreign government or foreign government owned or controlled airline, if the product has a military use, or if the buyer's country is one in which bribes are considered customary in business relationships.

## **Legal Payments**

The provisions of the FCPA do not prohibit payments made to facilitate routine government action. A facilitating payment is one made in connection with an action that a foreign official must perform as part of the official's job. In comparison, a corrupt payment is made to influence an official's discretionary decision. For example, payments would not generally be considered corrupt if made to cover an official's overtime if such overtime is necessary to expedite the processing of export documentation for a legal shipment of merchandise or to cover the expense of additional crew to handle a shipment. Please refer to the NORDAM Policy on Foreign Corrupt Practices Act. This policy can be found on [nordam.net](http://nordam.net) under the FCPA manual link.

## **Export Control Laws**

(Internally enforced by Management of each Division) NORDAM's leadership position in the global aerospace industry results in our expanding international presence. All Stakeholders, agents, distributors, representatives and vendors of NORDAM and its international subsidiaries and divisions must be scrupulous in complying with the letter and the spirit of United States export control laws including International Traffic in Arms Regulations (ITAR) and Export Administration Regulations (EAR).

United States regulations apply to both products and "technical data." Products include those manufactured in the United States, those containing United States parts, and those manufactured in countries outside of the United States based on United States technology. Technical data ranges from software to written materials, such as product brochures. Disclosing technical data to a foreign national in the United States is deemed to be an export to the foreign national's country and could result in violation of the export control laws.

Such simple acts as sending a facsimile or allowing a foreign national to tour and observe some manufacturing processes could form the basis for a violation of export control laws.

The export controls of the United States includes restrictions on the countries, persons, and entities with which we can or cannot trade; and may require that licenses be obtained from appropriate governmental authorities before shipment.

Exports may also be subject to control, based on the Commerce Control List classification of the items concerned, or based on the end user or end use of the items. Such restrictions apply to both sales and humanitarian gifts. Shipments to any entity outside the restricted countries are also prohibited if you know, or have reason to know that such an entity intends to re-export NORDAM goods to one or more of those countries, or to a prohibited end user or end use. For more information, please refer to the "*C-1.01 NORDAM Export Policy*" on the NORDAM policy Manual link and to Import/Export Compliance link found on [nordam.net](http://nordam.net).

## **Imports**

NORDAM will comply with import regulations, including entry procedures, import documentation, and recordkeeping requirements, tariff classifications, special duty programs, prohibitions or restrictions on imports from certain countries, etc.

## **International Boycotts**

All NORDAM Stakeholders and agents worldwide must comply with the spirit and letter of United States laws and actions of the United Nations pertaining to activities associated with prohibited foreign economic boycotts.

United States antiboycott law is intended to prevent businesses from taking any action in support of a boycott imposed by a foreign country upon a country, which is friendly to the United States.

The law also requires that requests for information supportive of a boycott be reported to the United States government. Any such requests should be immediately directed to Corporate Counsel for appropriate reporting requirements and procedures.



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