



CODE OF CONDUCT

AN OVERVIEW OF THE ETHICAL PRINCIPLES THAT GOVERN DECISIONS
AND BEHAVIORS AT NORDAM





OUR FIRST PRIORITY

Our first priority is flying families safely. NORDAM is committed to the people and customers who rely on our products and services to fly safely. Every stakeholder is responsible for ensuring our first priority.

The NORDAM Culture Compass (*opposite page*) guides our workplace to reflect our values of Family, Service, Leadership, and Excellence.

We understand that observing the highest ethical business standards is not only the right thing to do but is critical to our long-term success. Therefore, we require all stakeholders to behave ethically and with integrity in all business transactions.

NORDAM CODE OF CONDUCT

AS A NORDAM STAKEHOLDER, I COMMIT TO:

- **COMPLY** with all applicable laws, rules, and regulation. If I do not understand them, I will seek guidance.
- **PRIORITIZE** safety, quality, and integrity to ensure that families fly safely. If I see something that raises a safety concern, I will speak up immediately.
- **HELP BUILD** an inclusive culture where diverse voices are heard, incorporated, and respected – to ensure that NORDAM's mission is successful.
- **ENGAGE** all customers, regulators, and stakeholders who act under delegated authority, with candor, transparency, and respect.
- **NEVER RETALIATE** against or punish anyone who speaks up to report a concern.
- **TREAT** colleagues with respect. I understand that harassment is not tolerated.
- **PROTECT** any proprietary, third-party, controlled, classified information, or company sensitive information or materials in my possession or that I handle.



- **NOT ENGAGE** in conflicts of interest for the company or myself. I will report immediately any potential or actual conflicts of interest.
- **PROMPTLY REPORT** any improper, unethical, or illegal conduct to my management or through the NORDAM Ethics & Global Trade channels.



A MESSAGE FROM OUR CEO



Our Code of Conduct has guided NORDAM for over 50 years on principles that reflect our values

and sets standards for our ethical behavior.

NORDAM leaders must set examples by living the values and fostering a culture where applicable statutes, regulations, internal policies, and

ethical business practices are at the core of all our business activities. The code applies to all NORDAM stakeholders, and you are expected to read, understand and fully comply with our code. You also are expected to “speak up,” and challenge behavior that conflicts with our code.

These commitments ensure that all decisions at work – or personal decisions affecting our work – are guided by your responsibility to act with integrity and to the highest ethical

standards. When making decisions at NORDAM, one deeply-felt question is always at the forefront: What do we want for our families? We want them to be safe and healthy, and enjoy a secure future. That’s what we want for NORDAM, too. We take great pride in our business results and also in the way we achieve those results.

And to achieve our vision of being the premier family-owned aerospace company, while operating in a global, highly competitive market-



place, we must maintain a shared commitment to ethical behavior, regardless of business pressure.

There is never justification for cutting corners or violating the Code of Conduct.

Our Culture Compass is a reflection of our values, and guides us to make the right decisions with integrity at its core.

We are an organization in which all stakeholders do what is right and do their best, respecting and caring for each other.

FAMILY: We foster a safe and healthy work environment to secure our future.

SERVICE: We put people first, with hearts that give back.

LEADERSHIP: We communicate clearly, we're accountable to meet our commitments, and we do what we say we're going to do.

EXCELLENCE: We follow the process to the Nth degree, relentlessly pursuing excellence, always learning, always improving.

And never lose sight of our shared goal: We Fly Families Safely.

Thank you in advance for upholding our values, and for your commitment to perform to the highest ethical standards so that we can successfully continue providing our customers with the highest quality work, delivered on time, and with best-in-class customer service.

MEREDITH SIEGFRIED MADDEN

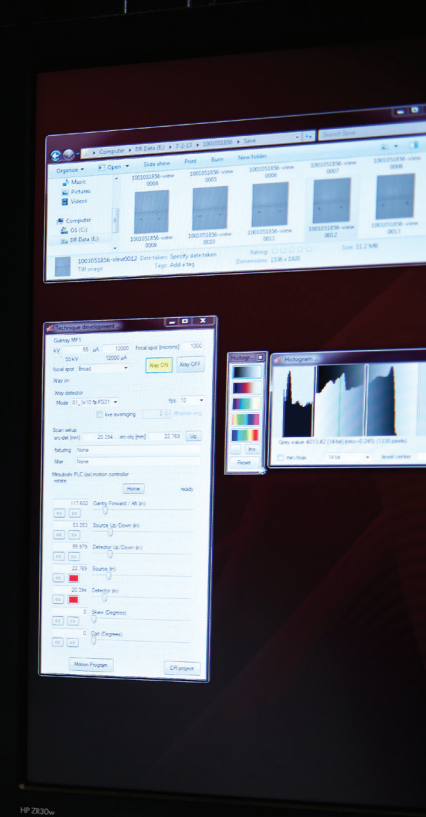
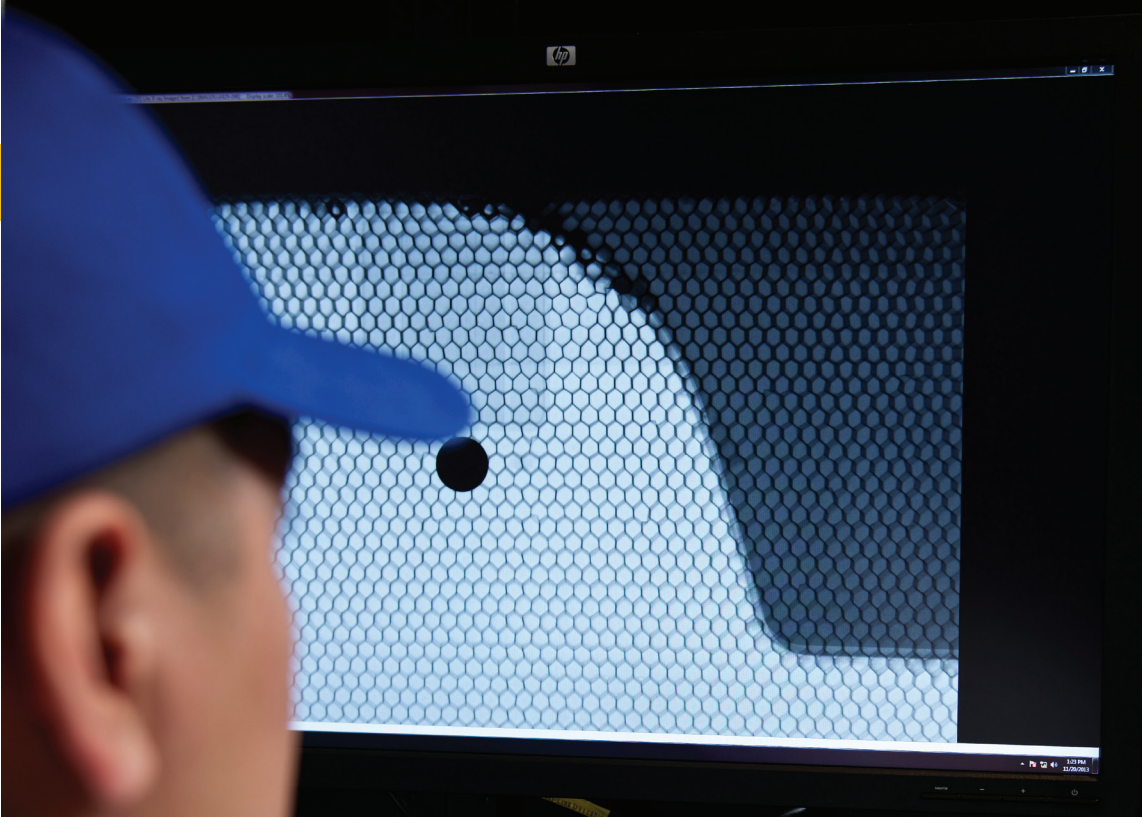


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HOW TO USE OUR CODE OF CONDUCT

Our Code of Conduct outlines the ethical principles that govern decisions and behaviors at NORDAM.

This Code of Conduct gives a general outline for how our stakeholders should behave and specific guidance for handling issues such as harassment, safety, and conflicts of interest.

Our Code of Conduct applies to our board members, executive team, and all stakeholders. We also expect our partners, agencies, vendors, and suppliers to abide by our Code of Conduct. They are an extension of NORDAM, and their behavior influences our company's character.

Our Code of Conduct is an overview and not a comprehensive guide for all our policies. Please refer to the company policies for

additional information or contact the NORDAM Ethics & Global Trade department for help.

REPORTING OPTIONS

We encourage a 'speak up' culture and expect stakeholders to raise concerns or issues with their immediate supervisor. However, recognizing there may be instances in which a stakeholder is not comfortable doing so, we have engaged an external reporting source to provide several options for stakeholders to report concerns or issues. The options include the NORDAM Ethics Helpline (phone numbers

shown below), a web-based reporting site, and a mobile phone app.

Anonymous reporting is available with all three of the external options, and each provides information for stakeholders to access their report to see if additional information is required and to follow up on the status of their report.

Toll-Free & Confidential **NORDAM ETHICS HELPLINE**

USA • 1-866-549-4983

MEXICO • 01-855-677-5809

UNITED KINGDOM • 0808-234-6537

TAIWAN • 00801-49-1510

[HTTPS://NORDAM.ALERTLINE.COM](https://nordam.alertline.com)

STAKEHOLDER RESPONSIBILITIES

NORDAM stakeholders are expected to follow the ethical standards outlined in this Code of Conduct:

- Be accountable for your own conduct
- Comply with policies, procedures, regulations, and laws that apply to our job and role
- Report, in a timely fashion, any possible violations of any of the ethical standards
- Seek guidance and raise concerns when misconduct is observed or suspected
- Cooperate with investigations

WE ENCOURAGE A 'SPEAK UP' CULTURE AND OFFER SEVERAL OPTIONS TO REPORT CONCERNS OR ISSUES.

MANAGEMENT RESPONSIBILITIES

NORDAM supervisors, managers, and leaders are expected to:

- Model the ethical behaviors
 - Be inclusive
 - Treat others with respect
 - Demonstrate integrity
- Set the tone
 - Respond to stakeholders' concerns
 - Promote NORDAM values and the Code of Conduct
- Foster the NORDAM ethical culture
 - Encourage employees to speak up
 - Report misconduct and violations of law or company policies
 - Ask questions without fear of retaliation, harassment, or bullying

NOTE: The most current version of this document is available online via the NORDAM internal network and externally at [HTTPS://WWW.NORDAM.COM/WHO-WE-ARE/ETHICS-COMPLIANCE](https://www.nordam.com/who-we-are/ethics-compliance). The online version provides the most recent updates and reference materials, including policies and procedures. • The reporting options are available 24 hours a day, seven days a week, with translation services available.



HOW TO USE OUR CODE OF CONDUCT, CONTINUED ...

RAISING ETHICAL CONCERNS

We expect our stakeholders to report any known or suspected violation(s) or any attempts, offers, or solicitations to violate any laws, regulations, or NORDAM policies or procedures by any stakeholders or business partners.

TO HELP STAKEHOLDERS RAISE ISSUES, OBTAIN ADVICE, AND/OR REPORT PROBLEMS, NORDAM HAS ESTABLISHED THE FOLLOWING BASIC PROCEDURE:

1

First, direct your inquiry to your immediate team lead, supervisor, department head, general manager, or the Human Resources Manager – they should be able to resolve most inquiries quickly.

2

If you need additional guidance or the incident involves a member(s) of leadership, reports can be made directly to the NORDAM Ethics and Global Trade department, or anonymous reports can be made by calling the Helpline or accessing the AlertLine, operated by the independent third-party provider.

NORDAM does not tolerate any form of retaliation, harassment, or intimidation against a person who asks a question or reports suspected misconduct in good faith. Good faith reporting is made with honest intent and motive. All reports by stakeholders and non-stakeholders should be sincere with a reasonable belief that a violation may have occurred.



NORDAM DOES NOT TOLERATE ANY FORM OF RETALIATION, HARASSMENT, OR INTIMIDATION AGAINST A PERSON WHO ASKS A QUESTION OR REPORTS SUSPECTED MISCONDUCT IN GOOD FAITH

RESOLVING ETHICAL CONCERNS

We will investigate all reports to the extent that is reasonably possible, given the circumstances of the investigation. Individual stakeholders should not investigate any potential violations; this is the responsibility of the NORDAM Ethics and Global Trade department.

All reports and inquiries will be handled as confidential to the greatest extent possible, but confidentiality cannot be guaranteed.

We will respond to all reports regardless of the means to which the report was made in person, using the Helpline or the AlertLine.

Suppose the results of an investigation validate that, there is a violation. In that case, the company will determine the appropriate corrective actions, including stakeholder discipline, termination, and/or possible legal proceedings. Disciplinary actions may be brought against individuals who willfully failed to report known violations or failed to assist during the investigation

CERTIFICATE OF COMPLIANCE

Stakeholders are required to complete certification of the Code of Conduct annually. Annually, stakeholders must report any information regarding violations,

conflicts of interest, or questionable activities they may have witnessed or know about; or certify that they are not aware of any such activities using the disclosure statement.

As a condition of employment, all applicants agree in writing to comply with the NORDAM Code of Conduct. In addition, all stakeholders are provided with access to the digital version of the NORDAM Code of Conduct. Failure to comply with the Code of Conduct is cause for reprimand and, in appropriate cases, termination of employment and pursuit of legal remedies.

Question:

Does NORDAM management *really* want stakeholders to follow this Code of Conduct and report suspected violations of the policy and other laws?

Answer:

Yes, our reputation and our ethics outweigh financial consideration. Honesty, integrity and high ethical standards in compliance with applicable laws and regulations are essential to our business and profitability.

EMPLOYMENT PRACTICES

DIVERSITY, EQUITY & INCLUSION

We are committed to diversity, equity, and inclusion. We will build a stronger company through equity and inclusivity while cultivating diverse perspectives. We strive to make NORDAM a diverse and inclusive company through actionable policies and practical methods that ensure equal access to opportunities. This commitment enriches our workplace and is vital to our current and future success as we build, develop, energize, and retain a workforce that personifies the 'golden rule': Treat others as you would want to be treated.

Policy Reference: Employment Policy (PL-TNG-HR-01).

EQUAL EMPLOYMENT OPPORTUNITY

The diversity of NORDAM stakeholders represents a tremendous asset. The company provides equal employment opportunities based on merit, experiences, and other work-related criteria in all aspects of employment, including:

- Benefits
- Compensation
- Conditions/Privileges of Employment
- Corrective Action
- Hiring
- Terminations
- Recruiting
- Social/recreation programs
- Transfers
- Educational Assistance
- Promotion

We prohibit discrimination, forced labor, and child labor. In all employment aspects, the company provides equal employment opportunities to all stakeholders without regard to race, ethnicity, color, creed, religion, national origin, gender, age, disability, physical attributes, sexual orientation, gender identity or expression, genetic information, pregnancy, protected veteran status or any other protected characteristics.

Policy Reference: Employment Policy (PL-TNG-HR-01)

WORKPLACE HARASSMENT

Respecting the rights of others in the workplace is a primary focus at NORDAM. However, certain behaviors are not acceptable under any circumstances, such as harassment and/or violence of any kind.

Workplace harassment is any unwelcome or unwanted conduct based on an individual's race, ethnicity, color, creed, religion, national origin, gender, age, disability, physical attributes, sexual orientation, gender identity or expression, genetic information, pregnancy, or other protected characteristic or inappropriate basis. Harassment also includes threatening, demeaning or belittling conduct that is not based on a stakeholder's protected characteristic.

Furthermore, the source of harassment is not limited to a stakeholder, supervisor or manager – it includes non-stakeholders, such as vendors, customers, visitors and any other third party the stakeholder has contact with in the performance of the stakeholder's job duties. We do not tolerate inappropriate verbal, nonverbal or physical conduct by any stakeholder because of another stakeholder's race, ethnicity, color, creed, religion, national origin, gender, age, sexual orientation, gender identity or expression, genetic information, pregnancy, protected veteran status or

any other protected characteristic. We do not tolerate conduct of an intimate or sexual nature that harasses, disrupts, or interferes with another's work performance or creates an intimidating, offensive, abusive or hostile work environment. When severe or pervasive enough to create an objectively hostile or abusive work environment that a reasonable person would find hostile or abusive, such conduct is not only against NORDAM policy but is also against the law.

EXAMPLES OF HARASSMENT CAN INCLUDE:

- Unwelcome sexual advances
- Requests for sexual favors
- Other conduct of a sexual nature
- Shouting or screaming in anger
- Calling names
- Profanity directed at another person
- Threats and intimidation
- Teasing/ridicule
- Intentionally excluding a person from a group

EMPLOYMENT PRACTICES, CONTINUED ...

Question:

A stakeholder who is well-liked by the team makes offensive comments about another department and other stakeholders. I have stated that I do not like the comments being made, and I am told they are only jokes. What should I do?

Answer:

We at NORDAM do not tolerate inappropriate verbal, nonverbal or physical contact by any stakeholder. Report of misconduct should be immediately reported to your supervisor, Human Resources or other members of management. Stakeholders may always use the Helpline or Alertline to report a situation or misconduct.

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 offensive 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. They should be able to resolve most inquiries quickly.

If additional guidance is required, or if the matter is particularly sensitive (for example, a case involving management), or if local representatives fail to address the problem, immediately contact Human Resources or NORDAM Ethics & Global Trade. Stakeholders should report such behavior even if the stakeholder was not the recipient.

SOCIAL MEDIA

NORDAM expects stakeholders to be mindful of personal social media. We encourage stakeholders to be respectful and refrain from sharing discriminatory, harassing or threatening posts or messages. Confidential company information is not to be shared – this includes client lists, nonpublic financials, business strategies, legal matters, or disparaging comments towards other stakeholders, customers or vendors. When expressing personal opinions that are work-related, it should be clear that this is not the opinion of NORDAM.

Policy References:

Employment (PL-DMC-HR-01) | Social Media (PR-DMC-HR-99)

DRUGS & ALCOHOL

NORDAM's policy is to maintain a work environment free from alcohol, drugs, and other intoxicating substances and help protect the safety, health, and well-being of all stakeholders and other individuals in our workplace. Therefore, no stakeholder or non-stakeholder will report to work or be subject to duty while their ability to perform job duties is impaired due to on- or off-duty use of alcohol or drugs.

We follow Department of Transportation and Federal Aviation Administration regulations and applicable federal, state, and local laws as a condition of employment.

The possession, consumption, purchase, sale, or being under the influence of alcohol or illegal drugs, including drug paraphernalia or any controlled substance, is prohibited in the workplace and on company premises, property, or while operating any company-owned or leased vehicles or equipment on or off-site. Any of the above offenses may result in immediate termination.

If alcohol is served at a company-sponsored event or anywhere a stakeholder represents NORDAM, the stakeholder is expected to behave respectful-

ly and responsibly for their safety and the safety of others.

We follow DOT and FAA regulations and applicable federal, state, and local laws related to alcohol and/or drug testing.

Policy Reference:

Substance Abuse-Alcohol and/or Drugs Policy (PL-TNG-HR-38)

EMPLOYEE ASSISTANCE PROGRAM

We recognize that the changing workforce and family composition is such that lines between work and personal life are blurred.

Therefore, a stakeholder's ability to work may, at times, be affected by situations in their personal life. Through the Employee Assistance Program, NORDAM offers assistance to all stakeholders by providing information, resources, or programs for stakeholders to better understand and manage any negative impact of life events.

To access the confidential service, stakeholders are encouraged to contact EAP.

NOTE: This specific program does not apply to international locations.

GOVERNANCE

Due to the nature of our business, we operate in highly regulated industries of aerospace and defense. Our primary responsibility is to comply with the laws and regulations of the United States. However, our international business also requires compliance with applicable laws and regulations of other countries, including the aviation certification authorities of those countries.

GOVERNMENT AGENCIES

NORDAM business with government agencies, representatives or officials will be conducted with honesty and integrity and must be in compliance with the strict 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 and foreign or government officials as described in the Anti-corruption Compliance Program.

GOVERNMENT INVESTIGATIONS & INQUIRIES

We expect stakeholders to cooperate with any company or government investigation or inquiry. Stakeholders should identify the

government official and the purpose of the inquiry. If the inquiry is routine and part of a standard government audit, stakeholders are expected to answer honestly and comply. This includes standard investigation processes such as security clearance investigations. If you have a question about the security investigation process, you should contact the NORDAM Facility Security Officer for assistance. In other situations – for example, if you are contacted by law enforcement agencies or other governmental agencies – you are to notify the NORDAM Legal department of the contact. If contacted by a third-party non-government person, such as another company's legal department, you should not provide any information or respond to any requests and contact the NORDAM Legal department on how to proceed.

Policy Reference:
Anti-Corruption Policy (PL-TNG-EC-13)

**EVERYONE IS
RESPONSIBLE
FOR TAKING
THE NECESSARY
PRECAUTIONS
TO PROTECT
THEMSELVES, CO-
STAKEHOLDERS,
AND THE
COMMUNITIES
IN WHICH WE DO
BUSINESS**

ENVIRONMENTAL, HEALTH & SAFETY

NORDAM provides each stakeholder with a safe and healthy workplace.

Therefore, 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.

We are responsible for ensuring that appropriate, timely action will be taken to correct unsafe practices or conditions. We are committed to minimizing any negative

impact our products, processes, and services could have on the environment.

We comply with environmental laws, and each facility is responsible for submitting accurate and timely ecological reports as required by statute, regulation, or internal process. In addition, all business units must have an environmental plan and update it annually.

All facilities will be subject to periodic environmental, health, and safety assessments to ensure compliance with applicable statutes, regulations, and internal processes.

Policy Reference:
Environmental Protection Policy
(PL-TNG-FM-02)

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. We even have an onsite clinic for Tulsa stakeholders.

PRODUCT SAFETY & REGULATORY COMPLIANCE

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

We have established and maintained 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, including 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 their work, implementing the applicable provisions of the quality system, and 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 and the management representative in charge of the quality system.

Management will consider disciplinary actions, including dismissal, for violations of quality system requirements. In addition, 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.

Manual & Policy References:

- *Supplier Quality Manual (MN-TNG-QA-02)*
- *Quality Assurance Standard for Digital Product Definition at NORDAM Suppliers (MN-NCD-QA-01)*
- *Global Supply Chain Security (PL-TNG-SC-01)*

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. If it is not addressed, raise it with a report to the NORDAM Ethics Helpline.

CHARITABLE CONTRIBUTIONS

NORDAM, as a responsible corporate citizen, may donate money or products to worthy causes (including fundraising campaigns). To remain an appropriate charitable 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. All charitable donations must be properly documented and approved by management and the Office of Corporate Responsibility as evidence that our company is carrying out business fairly, honestly, openly, and without improper influence.

POLITICAL CONTRIBUTIONS

Stakeholders are prohibited from making payments, whether in cash or in kind, to political parties, party officials or political candidates for the purpose of obtaining, retaining, or directing business to a specific entity. In-kind contributions include participation in political campaigns during paid working hours and use of administrative support, company facilities, equipment, and supplies. Be aware such activities may also be prohibited under local law.

SOCIAL RESPONSIBILITIES

We at NORDAM understand that as corporate citizens, we must support efforts that improve the due diligence and governance systems needed for ethical supply chains.

COUNTERFEIT PARTS

NORDAM has effective processes in place to detect, report, and quarantine counterfeit parts and materials and to prevent such parts from re-entering the supply chain.

If counterfeit parts and/or materials are detected or suspected, NORDAM provides immediate notification to the recipients of such counterfeit parts and/or materials.

CONFLICT MINERALS

We condemn the ongoing violence and human rights abuses and support customer compliance with Section 1502 of the Dodd-Frank Act. We use commercially reasonable best efforts to require subcontractors and suppliers at any tier to furnish information and certifications necessary to support our customers concerning Section 1502 of the Dodd-Frank Act.

Policy Reference:

Conflict Minerals policy (PL-TNG-SC-05)

HUMAN RIGHTS

We at NORDAM are committed to the protection and advancement of internationally recognized human rights.

This includes labor practices, fair treatment, respect, and access to resources.

We are committed to complying with all applicable laws and regulations prohibiting human trafficking and slavery and NORDAM's expectation is that its stakeholders, suppliers, sub-contractors, consultants, contractors, agents and other third-party representatives shall also comply with all applicable laws prohibiting such exploitation.

HUMAN TRAFFICKING & SLAVERY

We at NORDAM pledge to the following:

- Not engage in human trafficking-related activities, including using child or forced labor or commercial sex acts.
- Avoid fraudulent or misleading recruiting and employment practices, including charging recruiting fees, denying an employee access to their identification or immigration documents, failing to provide return transportation, or failing to disclose key terms and conditions of employment.

Policy Reference:

*Human Trafficking and Slavery
(PL-TNG-SC-07)*



ACCOUNTABILITY & INTEGRITY

Accountability and integrity are essential to NORDAM's success. Honesty, good judgment and adherence to applicable statutes, regulations and internal processes (including but not limited to policies, procedures and work instructions) are required in all of our business operations worldwide.

BUSINESS RECORDS

NORDAM maintains records that wholly and accurately reflect the company's transactions, which means recorded or performed within the acceptable tolerances of the company's policies, procedures, work instructions, and other documented processes, free from material mistakes, errors, and omissions.

We expect stakeholders to accurately and honestly record and report the following information promptly, including (but is not limited to):

- Time worked and time off from work
- Business expenses incurred, including expense reports
- Product test results
- Production data
- Compliance with specifications
- Receipt and shipment of goods and services
- All other business-related activities

STAKEHOLDERS SHOULD NEVER:

- Falsify, omit, misstate, alter or conceal any information or otherwise misrepresent the facts on a company record
- Encourage or allow anyone else to compromise the accuracy and integrity of our records

Stakeholders must promptly report an inaccuracy in a company record or failure of internal control processes to their supervisor, department head, general manager, or NORDAM Ethics & Global Trade department. Stakeholders must use good judgment and common sense when preparing any company document to ensure that it objectively and accurately reflects the facts of the situation.

Stakeholders should adhere to the Record Retention & Destruction Policy

Policy Reference:

Conflict Minerals policy (PL-TNG-EX-02)

BUSINESS TRANSACTIONS

Transactions must:

- Be recorded wholly and accurately – false, incomplete, misleading, and/or unrecorded transactions in the company books, records, or accounts are strictly prohibited
- Be transparent
- Include all supporting documentation to describe the nature and purpose accurately
- Follow NORDAM processes, policies, procedures, and work instructions
- Have appropriate approvals

PUBLIC DISCLOSURES

We expect any stakeholder who prepares business or financial records or public communications on behalf of NORDAM to ensure that all information is comprehensive, fair, timely, accurate and understandable.

We comply with all applicable laws and regulations in all reports and documents that NORDAM files or submits.

Question:

I have been asked by the program manager to sign off on an inspection report prior to the inspection being completed in order to meet a customer's delivery date. I do not feel comfortable doing this, but I want the program to be successful and meet the deadline. What should I do?

Answer:

We will not compromise product quality or safety to meet a schedule. You should address with the program manager why you cannot sign off on the inspection. You must inform your manager of the situation and if it cannot be resolved, contact the NORDAM Ethics & Global Trade department directly or use the NORDAM Ethics Helpline.

**WE WILL NOT COMPROMISE PRODUCT QUALITY
OR SAFETY TO MEET A SCHEDULE**

ACCOUNTABILITY & INTEGRITY, CONTINUED ...

FRAUD & SIMILAR IRREGULARITIES

Our company policy strictly prohibits fraudulent activity and establishes procedures to be followed concerning the recognition, reporting and investigation of suspected fraud. This also applies to the conduct of the company's third-party business partners.

Fraud includes, but is not limited to, such actions as (including knowingly allowing or directing another person in such actions):

- A dishonest or fraudulent act
- Falsification of NORDAM records or financial statements
- Stealing cash, inventory, product, or other assets
- Using company funds to purchase equipment, supplies, or materials for personal benefit
- Authorizing or receiving payment for hours not worked or expenses not accrued and documented

- Submitting false or misleading requests for reimbursement
- 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
- Forgery of any type
- Misappropriation of NORDAM, 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 or a third-party representative (i.e. agents, consultants and contractors) 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 third-party representative who suspects that any fraudulent activity may have occurred is required to report such concern to the Helpline or the NORDAM Compliance & Global Trade department. Stakeholders should not investigate any potential violations, this is the responsibility of the Compliance department.

Such allegations, if proven to be factual, may lead to the termination of the offending stakeholder(s), the involvement of local law enforcement and actions to recover company losses.

COMPANY PROPERTY & CONFIDENTIAL INFORMATION

We provide stakeholders with the space, tools, processes, information and equipment required to perform their jobs adequately. In return, the company expects stakeholders to respect and protect the company's property

entrusted to them from damage, theft, misuse, loss, and unauthorized use and disclosure.

Company property, such as office supplies, computers, phones, software applications, printers, production equipment, and material, should be utilized only for the company's business objectives 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.

For example, 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.

Our assets, include but are not limited to computers, e-mail, electronic data, fax machines, telephones, wired and wireless networks and internet access, cameras, facilities, vehicles,

ACCOUNTABILITY & INTEGRITY, CONTINUED ...

Equipment, inventory, funds, business relationships, the company's reputation, confidential information, proprietary information, and intellectual property, which 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 written approval by a member of management.

Inappropriate and/or unauthorized use of the company's assets violates this Code of Conduct.

We will take all measures to protect NORDAM's investment in company property, including its investment in intellectual property, confidential and proprietary information.

STAKEHOLDERS MUST:

- Use company assets responsibly to ensure they are not misused or wasted
- Manage budgets, expenses, and other funds accurately

- Follow NORDAM travel and expense policies and procedures
- Never remove assets from company facilities without prior approval from management
- Never sell, loan, transfer, donate, use or dispose of NORDAM assets without prior approval from management
- Never install software on NORDAM computers, tablets, and mobile devices without prior written approval from IT



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 is prohibited
- NORDAM computer equipment or systems used to solicit non-company business is strictly prohibited
- The use of the internet must not disrupt the operation of the company network or the networks of other users. It may not interfere with the productivity of any stakeholder. Personal use of the Internet during work time is not allowed
- Email is company property and should be used for business purposes only
- 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 deroga-

tory 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 the transmission of chain letters is prohibited

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

Policy & Procedure References:

- *Information Technology Security & Acceptable Use (PL-TNG-IT-03)*
- *Information Technology Asset Management (PR-TNG-IT-08)*
- *Network Domain Management & Security (PR-TNG-IT-15)*
- *Network Access (PR-TNG-IT-16)*
- *IT Data Classification (PR-TNG-IT-19)*

ACCOUNTABILITY & INTEGRITY, CONTINUED ...

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

Our 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. If confidential information is lost, stolen, or corrupted – the consequences can be signif-

icant. To keep safe information, stakeholders must remember confidentiality, integrity, and availability, which include: keeping all non-public information protected from unauthorized access, using emails, computers, and other devices safely, and ensuring that sensitive data is stored correctly. 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
- Research and development information
- Trade secrets and know-how

All confidential information must be protected per the company's policies and procedures located 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 management has given permission. Stakeholders must not disclose NORDAM's confidential information to anyone outside the company unless they legitimately need the information to work with NORDAM, have signed an appropriate nondisclosure agreement with NORDAM, and have appropriate authorization by NORDAM management to receive such information.

They 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 received 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 a patent, copyright, trademark, or other trade secret protection. Unauthorized use or disclosures may jeopardize these valuable protections.

TO PROTECT CONFIDENTIAL INFORMATION:

- Be cautious discussing company business in public, such as in elevators, airplanes, restaurants, and when using mobile phones.
- If others can view your screen, do not use a company laptop in a public setting to work on company matters.
- Never reveal your account password to others or allow the use of your account by others.
- This includes family and other household members when work is done at home.
- Do not allow anyone access to company facilities without proper written authorization.

Refer any questions from the media to the office of Corporate Responsibility. Refer any outside questions that directly or indirectly request confidential information to your supervisor, Legal, or Ethics & Global Trade. Media tools such as social networking sites, blogs, etc., are subject to the same rules as any other communications regarding the company and/or confidential information. Stakeholders must treat company information as confidential unless the company has publicly released the information.

Question:

I have received an email requesting NORDAM financial data by a vendor or customer. Can I provide them the data since it is our vendor/customer, and I have worked with them before?

Answer:

Requests for information must be reviewed on a case-by-case basis. Determine if the requester has a need to know regarding the information. Does the requester need this information to do their job or perform a task? Does the requester have a signed non-disclosure agreement in place with NORDAM that has not expired? Consult with Program Management regarding the program and contract requirements, and ensure that the NORDAM Legal Department is included in the process and approved the sharing of those records or information outside the company.

CONFLICTS OF INTEREST

A conflict of interest can occur when our personal interests, activities, investments or relationships interfere or appear to interfere with our objectivity or ability to do what is best for the company.

Our core values represent our commitment to our customers, stakeholders and communities. Therefore, we must avoid activities that create a potential, perceived or actual conflict of interest.

Stakeholders have an obligation to disclose actual or suspected conflicts of interest they are involved in or are aware of as outlined in the Resolving Ethical Concerns section. The most common situations that can lead to a conflict of interest are including but not limited to those listed on the following pages.

STAKEHOLDERS HAVE AN OBLIGATION TO DISCLOSE ACTUAL OR SUSPECTED CONFLICTS OF INTEREST THEY ARE INVOLVED IN OR ARE AWARE OF AS OUTLINED IN THE RESOLVING ETHICAL CONCERNS SECTION

NOTE: Potential conflicts are not limited to just relationships with relatives or family members. Conflicts of interest may arise with anyone with whom you have a friendship or personal relationship.

STAKEHOLDER ACTIVITIES

Stakeholders may not participate in any activities that could conflict with their responsibilities at NORDAM or that could interfere or appear to interfere with their ability to do their jobs or to make unbiased decisions on behalf of the company.

A CONFLICT OF INTEREST MAY ARISE WHEN STAKEHOLDERS:

- Engage in personal interests or activities that compete with, or appear to compete with NORDAM's best interests
- Own or receive any personal or financial benefit from a supplier, customer or competitor or an organization that does or seeks to do business with NORDAM
- Have a financial interest in a supplier, customer or competitor or an organization that does or seeks to do business with NORDAM
- Provide services to or work for a supplier, customer or competitor or an organization that does or seeks to do business with NORDAM
- Let business decisions be influenced or appear to be influenced by personal or family interests or friendships
- Use company property, information, position or resources for personal benefit or the benefit of others, such as:
 - Directing business to a supplier that is owned or managed by a family member or close friend
 - Receiving personal discounts, services, payments or other benefits from a supplier, customer or competitor that the public and/or other stakeholders do not receive

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?"

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. However, this question is a potential conflict of interest and should be handled through the disclosure process administered by the NORDAM Ethics department. If you are recommending your sister's firm to another stakeholder, you should also notify the NORDAM Legal department concerning your family relationship with the firm's owner. Ensure you have received approval from Ethics and Legal to move forward with the recommendation.

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.

FAMILY MEMBERS & CLOSE FRIENDS

Stakeholders can encounter a conflict of interest when doing business with or competing with organizations in which family members or close friends have an ownership or employment interest. Stakeholders should avoid situations where their judgment and decision making could be improperly influenced by family members or close friends.

STAKEHOLDERS MUST NOT:

- Hire, supervise, promote or have direct or indirect line of reporting to a family member (including but not limited to, a spouse, domestic partner, parent, child, grandparent, grandchild, niece, nephew, stepchild, sibling, aunt, uncle, cousin, or in-law), a member of their household or a close friend.
- Conduct business with or participate in the selection or management of a customer, supplier, competitor, or other organization in which a family member or a close friend have an ownership, employment, or other financial interest. Stakeholders must have specific written approval by the officer who leads their business unit prior to conducting business on behalf of NORDAM with a family member or close friend.

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.

**STAKEHOLDERS
CAN ENCOUNTER
A CONFLICT
OF INTEREST
WHEN DOING
BUSINESS WITH OR
COMPETING WITH
ORGANIZATIONS
IN WHICH FAMILY
MEMBERS OR
CLOSE FRIENDS
HAVE AN
OWNERSHIP OR
EMPLOYMENT
INTEREST**

OUTSIDE EMPLOYMENT

A stakeholder's primary employment obligation is to NORDAM. Any outside activity, such as a second job or self-employment, must be kept completely separate from employment with NORDAM.

OUTSIDE EMPLOYMENT MUST NOT:

- Interfere with their job responsibilities and performance
- Involve working for a supplier, customer or competitor
- Risk damaging the company's business or reputation
- Involve using company resources, including other stakeholders, customers, suppliers, company name, influence, time, assets, facilities or materials
- Create any other conflict of interest

Question:

I work in manufacturing, but have a side business doing taxes and bookkeeping. Do I need to report my side business even if it is not related to my direct role at NORDAM?

Answer:

Yes. Even if the side business is not your direct responsibilities at NORDAM, outside work could be a conflict of interest and requires a determination by your supervisor with the assistance of the NORDAM Legal and Ethics & Global Trade departments.

GIFTS & HOSPITALITY

Offering and accepting gifts and hospitality (meals, entertainment, and travel/lodging accommodations) are often considered a normal part of doing business and can foster goodwill with customers and suppliers.

NORDAM allows for the offering and receiving gifts and hospitality that are reasonable, modest-in-value, made in good faith, and directly related to a legitimate business purpose in the promotion and demonstration of the company's products or services.

However, there can be fine line with gifts and hospitality in which perception and appearances can carry more weight than the dollar value of the items offered or received. We must be careful to avoid situations in which gifts and hospital-

ity could be seen as an attempt to alter a business judgment, inappropriately influence business decisions, or create an actual or perceived improper advantage or conflict of interest.

Those situations can expose NORDAM to reputational damage – i.e., improperly influencing business decisions, rather than gaining business on the strength of our products and services – and in some instances, inappropriate gifts and hospitality can expose NORDAM to regulatory violations or illegal activities.

The following are guidelines for what is acceptable and what is not acceptable, based on NORDAM's policies and procedures.

Questions can always be directed to the NORDAM Ethics & Global Trade department for further assistance.

ACCEPTABLE GIFTS AND HOSPITALITY:

NORDAM stakeholders shall only offer, give, or accept gifts, gratuities, or entertainment or anything of value to/from customers, suppliers or potential customers or suppliers or their employees that are:

- Legal – Not in violation of any laws, regulations or Company policies/procedures
- Of nominal value and within policy limits (for both the giver and recipient)
- Moderate/reasonable (not lavish), business appropriate and offered in good faith
- Infrequently given or received
- Transparent and documented
- Consistent with customary business practices
- Not currently, or soon to be, involved in or responsible for a competitive bid or contract negotiation
- Not likely to be construed as a bribe, kickback or payoff

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

UNACCEPTABLE GIFTS AND HOSPITALITY:

Stakeholders are prohibited from offering, giving or accepting inappropriate gifts and hospitality that could appear to be intended to influence the judgment or actions of another person or organization, including:

- Cash or a cash equivalents (general use gift cards, such as American Express or VISA gift cards)
- Lavish or extravagant gifts, meals, entertainment, travel/lodging accommodations
- Travel, meals or entertainment – given or accepted:
 - When something is expected in return
 - Which could affect or be perceived to affect one's ability to make objective business decisions in the best interest of NORDAM or

ACCOUNTABILITY & INTEGRITY, CONTINUED ...

another company, including pending bids and proposals

- “Adult” entertainment of any sort involving nudity, inappropriate companionship, or actions that would violate our commitment to dignity and respect
- An intention or perceived intention to bribe or coerce a private individual or government official for preferential treatment or waiving a requirement

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 company and consult your manager or compliance for guidance.

Question:

I am a project manager and my team successfully completed the project on-time and under budget. I would like to have a dinner celebrating the successful end of the project with all parties, including some outside contractors and vendor personnel that helped complete the project. Am I able to take them out to dinner?

Answer:

The Travel, Gifts and Entertainment (TG&E) transaction must be properly recorded and reported in company business records. Payments made via company credit card must be properly accounted for via the expense reporting process. Stakeholders must ensure details of TG&E offered and received, along with details of the recipient/offering organization, are accurately and honestly documented in company records. This includes TG&E provided to anyone by third-party representatives working on behalf of the company. It is the responsibility of the senior stakeholder in attendance to pay for any meals or entertainment. It is the responsibility of the NORDAM stakeholders to review the policy prior to event.

Question:

During a recent government inspection, the government auditors stayed late and made additional efforts to complete the audit and the corresponding report before the end of their visit. I would like to provide them with a thank you gift. Is that OK?

Answer:

You will need to review Travel, Gifts and Entertainment procedure regarding what is acceptable to provide.

Please note: Many government agencies and companies have their own gift and gratuities policies for what their employees can accept. In many cases, government employees cannot accept anything more than a pen, and many company policies limit their employees to less than \$25 dollars a year.

**GIFTS TO FOREIGN OFFICIALS AND
GOVERNMENT OFFICIALS ARE HIGHLY
RESTRICTED DUE TO ANTI-CORRUPTION LAWS**

FOREIGN OFFICIALS & GOVERNMENT OFFICIALS

Gifts to foreign officials and government officials are highly restricted due to anti-corruption laws and other regulatory requirements. Stakeholders must have pre-approval from compliance before offering, giving, or accepting gifts or anything of value to/from a foreign or government official.

Policy Reference: Anti-Corruption Policy (PL-TNG-EC-13) and the Travel, Gifts and Entertainment procedure (PR-TNG-EC05).

MARKETING EVENTS & SPONSORSHIPS

NORDAM supports marketing events and sponsorships that are deemed important for the purpose of promoting the company and fostering business relationships. NORDAM marketing events and sponsorships focus on building long-term customer relationships by supporting a select number of events and activities that promote NORDAM business strategies. This makes them different from charitable donations, because their purpose is to obtain such a specific benefit.

ACCOUNTABILITY & INTEGRITY, CONTINUED ...

Marketing events and sponsorship activities – where customer, supplier or other business partners are hosted or sponsored by NORDAM in order to promote company goods and/or services – include:

- Stadium and sporting events, unless covered via another process and separate review which includes the Tulsa BOK Suite, Tulsa Driller's Stadium, and the Wales Millennium Stadium
- Golf, fishing, or other similar tournaments
- Charitable benefit events for customer employee associations such as bike races, running, or walking events
- Trade or road shows, summits
- Dinner/dance, galas, receptions
- Educational scholarships and work placement programs
- Other events/interests in which customers, suppliers or other business partners request NORDAM support, including door prizes of any type

While these events and sponsorships can be very beneficial in strengthening customer relations and fostering a positive corporate image, they can pose a concern if they give the appearance of seeking or obtaining an improper advantage.

Therefore, all marketing events and sponsorships must be properly documented and approved by management and Ethics and Global Trade as evidence that our company is carrying out business fairly, honestly and openly, and without improper influence.

All marketing events and sponsorship requests must be submitted via the Marketing Events and Sponsorship Requests workflow located on NORDAM.net.

Stakeholders must notify Compliance when events or sponsorships result in gifts or prizes requested or when certain items are received (e.g. golf clubs, airfare, electronic media, etc.) as outlined in the Gifts and Hospitality section. Gifts that are promotional, hospitality, or seasonal items and are no more than \$250 U.S. value may be retained for personal use. All other gifts must be recorded in the TG&E Register to facilitate a

proper review and disposition by management and Ethics & Global Trade. NOTE: Stakeholders are expected to exercise good judgment in contacting Compliance if the receipt of promotional, hospitality or seasonal gifts of no more than \$250 individually are received from the same source at a frequency that could give the appearance of the source requesting or expecting to secure an improper advantage in obtaining or retaining business. Stakeholders must notify Compliance when events or sponsorships may include the attendance of a foreign or government official.

Policy reference: Marketing Events and Sponsorship Requests policy (PL-TNG-EC-12).

THIRD PARTY REPRESENTATIVES (AGENTS, CONSULTANTS, CONTRACTORS)

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.

Third-party representatives of NORDAM must be reputable & qualified.

Whenever the company intends to engage or retain a consultant, agent, contractor or other independent third-party representative in connection with any business being sought or transacted outside the United States, a review of the prospective representative in order to determine the reputation, beneficial ownership, professional capability and experience, financial standing and credibility of the prospective representative and the history of such prospective representative's compliance with applicable provisions of the FCPA, the UK Bribery Act, or similar applicable legislation in other countries shall be conducted.

The specific information to be obtained in connection with such review shall be specified, and the results of such review shall be reviewed and approved by the Ethics department and General Counsel. Key information obtained shall be recorded in a written report or questionnaire which shall be certified as correct by the relevant prospective representative. When the Compliance Officer deems it appropriate or necessary,

ACCOUNTABILITY & INTEGRITY, CONTINUED ...

the review shall include a personal interview of the prospective representative by a designee of the Compliance Officer.

Agreements with the representatives, agents, consultants or contractors must be in writing. Stakeholders shall not indirectly, through a third-party representative, do anything prohibited under NORDAM policy. Representatives are required to observe the same standards of conduct as NORDAM stakeholders when conducting business on behalf of NORDAM.

AGREEMENTS WITH THE REPRESENTATIVES, AGENTS, CONSULTANTS OR CONTRACTORS MUST BE IN WRITING

Third-party representatives will be given this information as part of the NORDAM contract agreement. Stakeholders are required to report any unethical conduct or violation of a NORDAM policy by a third-party representative to the NORDAM Compliance Officer, by calling the confidential Helpline, or by using the online reporting system, Alertline.



GOOD CORPORATE CITIZEN

MARKETING PRACTICES & 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.

Policy References:
Anti-Corruption Policy
(PL-TNG-EC-13)

ADVERTISING, SALES & PACKAGING

We are responsible for truthfully conveying product and service attributes. We should not knowingly misstate facts or create misleading impressions in any advertising, packaging, literature or public

statements. Knowingly omitting important facts or over-emphasis 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 ethical 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 not publicly available while employed at NORDAM.

ANTITRUST

We at NORDAM believe in the principles of free and competitive enterprise and are firmly committed to them. We fully comply with the antitrust laws that apply for 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.

Question:

I was invited to a virtual meeting with several competitors in our line of business. During the call, the conversation turns to the state of the market, how we should split out the territory, and a collective price point for the region. I did not agree to anything, but I am not sure what to do with the information. Who in the company do I report this incident to?

Answer:

You must report the incident to NORDAM Legal immediately. You should never participate in or remain in the meeting once the topics of the meeting shift to pricing or dividing up the territory with competitors. This includes informal chats at conferences or other events. In order to protect yourself and NORDAM, you should clearly voice your objection to the discussion so that others remember that you are not participating in the conversation.

CONDUCTING INTERNATIONAL BUSINESS

While NORDAM must adapt to business customs and market practices in global markets, all stakeholders worldwide must adhere to the laws and regulations of every jurisdiction where the company does business. This includes the FCPA and UK Bribery Act as described later in this section.

ANTI-CORRUPTION

Corrupt arrangements with customers, suppliers, business partners, foreign or government officials, third parties, or anyone else are strictly prohibited. Corruption may involve payments or the exchange of anything of value.

CORRUPTION INCLUDES, BUT IS NOT LIMITED TO::

- Bribery
- Extortion
- Fraud
- Kickbacks
- Excessive Entertainment

Policy Reference:

Anti-Corruption Policy | (PL-TNG-EC-13)

ANTI-BRIBERY

Bribery is unlawful in every jurisdiction in which NORDAM operates. NORDAM prohibits all forms of bribery to anyone. Stakeholders should never offer, promise or give, directly or indirectly, any form of gift, cash, entertainment, business opportunities, discounts or anything of value to anyone to:

- Obtain or retain business
- Influence business decisions
- Secure an unfair advantage

FOREIGN CORRUPT PRACTICES ACT

All stakeholders, third-party representatives, distributors, and vendors of NORDAM and its international subsidiaries and divisions are subject to and must comply with the United States Foreign Corrupt Practices Act (FCPA). The FCPA makes it unlawful for any US citizen or entity (or any person or third-party representative who acts on behalf of a US citizen or entity) to provide improper benefit to a foreign official, as defined by the FCPA, for the purpose of

obtaining or retaining business. It is also unlawful for a US citizen or entity to provide a similar benefit via a third-party representative if the US citizen or entity knows, or has reason to know, that the third party will provide improper benefit to a foreign official as defined by the FCPA.

For purposes of the FCPA, the term “knowledge” means both “actual knowledge”— the individual or entity in fact knew that the offer, payment, or transfer was included in the transaction and “implied knowledge”— the individual or entity should have known from the facts and circumstances of a transaction that the third-party representative paid or will pay a bribe, but failed to carry out a reasonable investigation into the transaction. NORDAM prohibits payments made to facilitate routine government action (facilitation payments). When a NORDAM stakeholder is uncertain about whether a payment is allowed by the policies and procedures of this company, he or she should inquire with the Compliance Officer prior to making the payment in question.

Please refer to the NORDAM Anti-Corruption Compliance Program Manual on NORDAM.net for more detailed information.

UK BRIBERY ACT

All stakeholders, third-party representatives, distributors and vendors of NORDAM and its international subsidiaries and divisions are subject to and must comply with the U.K. Bribery Act.

The U.K. Bribery Act makes it illegal to make or accept a bribe, under any circumstances, whether to a private individual or public official. The U.K. Bribery Act applies to U.K. citizens, residents and companies established under U.K. law. In addition, non-U.K. companies can be held liable for a failure to prevent bribery if they do business in the U.K.

Please refer to the Anti-Corruption Compliance Program Manual on NORDAM.net for more detailed information. Stakeholders who become aware of any violation of a law, requirement, or NORDAM policy or procedure are required to immediately report the violation to the confidential helpline or the NORDAM Compliance Officer. Violations of the Anti-Corruption Compliance Program Manual will subject stakeholders to disciplinary action including potential termination.

INTERNATIONAL TRADE CONTROLS

As a global company, NORDAM transfers goods, services and technologies across various countries' borders.

Our business transactions are subject to various trade controls and laws that regulate export and import, including:

- Government-imposed economic sanctions
- Laws and regulations of the U.S. and other countries we operate in
- Anti-boycott laws that prohibit companies from participating in or cooperating with an international boycott that is not approved or sanctioned by U.S. government

EXPORT CONTROL LAWS

NORDAM's leadership position in the global aerospace industry results in our expanding international presence. All stakeholders, third-party representatives, distributors and vendors of NORDAM and its international subsidiaries and divisions must be diligent 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). U.S. regulations apply to both products and “technical data.”

Products include those manufactured in the U.S., those containing U.S. parts, and those manufactured in countries outside of the United States based on U.S. technology.

Technical data may include blueprints, plans, diagrams, models, formulae, tables, engineering designs and specifications, and manuals and instructions, whether written or recorded on a computer drive, thumb drive, disk, tape, or any other form of electronic storage.

Disclosing technical data to a foreign national in the U.S. is deemed to be an export to the foreign national’s country and could result in violation of the export control laws. Simple acts such as sending an email, a facsimile or allowing a foreign national to tour and observe some manufacturing or repair processes could form the basis for a violation of export control laws.

The export controls of the U.S. include 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 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 “PL-TNG-EC-04 Global Trade Compliance” policy found on NORDAM.net.

*Policy Reference:
Global Trade Compliance policy
(PL-TNG-EC-04)*

SENDING ITAR OR EAR DATA INCORRECTLY CAN COST NORDAM – AND YOU – MONEY, AS WELL AS POSSIBLE JAIL TIME FOR YOU

Question:

I need to provide a technical drawing to the NEL location in Wales, U.K. The fastest way to send the document is via email. I am not sure if I can email the document. What should I do?

Answer:

Any method of transfer is considered an “export” under U.S. law. Check with the NORDAM Global Trade Compliance department for assistance to verify the appropriate export license is on file, if required, and how to correctly transmit the export data. Sending the data incorrectly can cost NORDAM and you money as well as possible jail time for you.

IMPORTS

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

INTERNATIONAL BOYCOTTS

All NORDAM stakeholders and third-party representatives worldwide must comply with the spirit and letter of U.S. laws and actions of the United Nations pertaining to activities associated with prohibited foreign economic boycotts.

U.S. anti-boycott 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 U.S. government.

Any such requests should be immediately directed to NORDAM Global Trade Compliance and Legal department for appropriate reporting requirements and procedures.

OUR GOAL: AN ETHICAL WORK ENVIRONMENT

WE ARE HERE TO HELP

Our Ethics and Global Trade department was established to underscore our commitment to ethical conduct. The NORDAM Ethics and Global Trade team has various options for reporting and asking questions. You are urged to use any resources listed in this Code of Conduct or on our intranet, NORDAM.net, whenever you have a question or concern that cannot be addressed within your work group or through your supervisor.

OUR PROMISE TO YOU

When you contact the NORDAM Ethics and Global Trade Department:

- You will be treated with dignity and respect.
- Your communication will be protected to the greatest extent possible.
- Your concerns will be seriously addressed, and if not resolved when you call, you will be informed of the closure of the investigation. You need not identify yourself, if you wish to stay anonymous.

More Ways to Contact **ETHICS & Global Trade**

WRITE

NORDAM

Attn: Ethics & Global Trade Team
6910 North Whirlpool Drive
Tulsa, OK 74117

CALL

918-878-4100

EMAIL

ASKCompliance@NORDAM.com

Remember, there is never a penalty for using the HelpLine. People in a position of authority cannot stop you from reporting; if they try, they are subject to disciplinary action up to and including dismissal.



CODE OF CONDUCT | 47

MN-TNG-EC-02, REV J

BE A **BIG FAN** OF ETHICS & GLOBAL TRADE



GLOBAL TRADE

Answers about
export-import
classifications and
other global trade
inquiries:

**GlobalTrade@
NORDAM.com**



GENERAL QUESTIONS

General Ethics
& Global Trade
questions and
inquiries:

(918) 878-4100

AskCompliance@

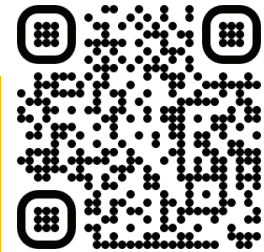


ANONYMOUS TIPS

Report in confidence
through third-party
hotline Navex Global:

(866) 469-4983

**NORDAM.
alertline.com**



QR CODE

Scan the QR code
above to report
concerns or observed
Ethics & Global Trade
violations. **You can
remain anonymous.**