

# Company Ethics Policy

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**\*\*ALL CONCERNS REPORTED ARE CONFIDENTIAL\*\***

## Code of Ethics Policy Adoption

Spacecraft Components Corporation, Aviel Electronics, Crown Connector and Mil-Interconnect has adopted the Code of Ethics policy detailed herein on August 1, 2019. In accordance with best corporate practices, this policy was reviewed and based on continued relevance **reaffirmed on July 23, 2021.**

## Code of Ethics Policy -Scope

This Code of Ethics policy applies to all employees of Spacecraft Components Corporation, Aviel Electronics, Crown Connector and Mil-Interconnect as well as any and all subcontractors and consultants.

## Code of Ethics Policy –Implementation

As soon as is practical following the adoption of this Code of Ethics Policy, a copy of the policy will be provided to each employee and posted on the employee information bulletin boards throughout the facility.

## Code of Ethics Policy Statement

Spacecraft Components Corporation and Spacecraft Components dba Courage Enterprises, Aviel Electronics, Aviel Electronics dba Crown Connector and Aviel Electronics dba Mil-Interconnect (hereafter referred to as ‘the company’) maintains certain policies to guide its employees with respect to standards of conduct expected in areas where improper activities could damage the company's reputation, pose ethical risks to interested parties and otherwise result in serious adverse consequences to the company, its employees, its customers, its suppliers or any other parties with similar interests. The purpose of this policy is to affirm, in a comprehensive statement, required standards of conduct and practices with respect to certain types of payments and political contributions as well as current social, environmental and political concerns, regulations and legislation.

An employee's actions under this policy are significant indications of the individual's judgment and competence. Accordingly, those actions constitute an important element in the evaluation of the employee for position assignments and promotion. Correspondingly, insensitivity to or disregard of the principles of this policy will be grounds for appropriate management disciplinary action, up to and including termination and, if obligated by law, reporting to the proper local, state and/or federal authorities.

### **Obeying the Law**

We will conduct our business in accordance with all applicable laws and regulations. Compliance with the law does not comprise our entire ethical responsibility; rather, it defines our minimum, absolutely essential performance of our duties.

### **Promoting a Positive Workplace**

All employees want and deserve a workplace in which they feel safe, respected, satisfied and appreciated. The company will not tolerate threatening language or behavior, harassment or discrimination of any kind - especially involving race, color, religion, gender, age, national origin, sexual orientation or disability.

Our goal is excellence in the workplace and an environment that supports honesty, integrity, respect, trust and responsibility. In addition, citizenship is everyone's responsibility. While everyone who works for the company must contribute to the creation and maintenance of this environment, our executives and management personnel are charged with special responsibilities for fostering a work environment that is free from the fear of retribution.

Managers and team leaders must be careful in words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to deviate from acceptable ethical behavior.

### **Keeping Accurate and Complete Records**

We must maintain accurate and complete company records. Transactions between the company and outside individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices (GAAP) and principles. No one should rationalize or even consider misrepresenting facts or falsifying records. It will not be tolerated and will result in disciplinary action, including the possibility of immediate termination of employment and, if obligated by law, reporting to the proper local, state and/or federal authorities.

## **Recording Time & Attendance Properly**

Employees and their managers are responsible for ensuring that time and attendance are accurately reported in accordance with company time, attendance and payroll policies as well as local, state and federal law.

## **Bidding, Negotiating and Performing Contracts**

*We will compete fairly and ethically for all business opportunities.*

If an employee is involved in the preparation of proposals or contract negotiations, he or she must be certain that all statements, communications and representations to prospective customers are accurate and truthful. Once executed, all contracts must be performed in compliance with specifications, requirements, and clauses.

It is the employee's responsibility to ensure that all business opportunities are transacted honestly and in the best interest of the company and all interested parties.

## **Prohibition of Improper Payments**

The company expects all employees to use only legitimate practices in commercial operations and in promoting the company position on issues before governmental authorities. As stated below, "kickbacks" or "bribes" intended to induce or reward favorable buying decisions and governmental actions are unacceptable and prohibited.

No employee of the company or any controlled affiliate acting on the company's behalf shall, in violation of any applicable law, offer or make directly or indirectly through any other person or firm, any payment of anything of value (in the form of compensation, gift, contribution or otherwise) to:

- Any person or firm employed by or acting for or on behalf of any customer, whether private or governmental, for the purpose of inducing or rewarding any favorable action by the customer in any commercial transaction; or any governmental entity, for the purpose of inducing or rewarding action (or withholding of action) by a governmental entity in any governmental matter.
- Any governmental official, political party or official of such party, or any candidate for political office, for the purpose of inducing or rewarding favorable action (or withholding of action) or the exercise of influence by such official, party or candidate in any commercial transaction or in any governmental matter.

In utilizing consultants, agents, sales representatives or others, the company will employ only reputable, qualified individuals or firms under compensation arrangements which are reasonable in relation to the services performed.

Consultants, agents or representatives retained in relation to the provision of goods or services to the federal government must agree to comply with all laws, regulations and company policies governing employee conduct.

The provisions of this section are not intended to apply to ordinary and reasonable business entertainment or gifts not of substantial value, customary in local business relationships and not in violation of law as applied in that environment. In some countries (but not in all countries and particularly not in the United States), it may be acceptable to make such insubstantial gifts to minor government officials where customary in order to expedite or secure routine administrative action required in the orderly conduct of operations. Managers are expected to exercise sound discretion and control in authorizing such business entertainment and gifts.

When customer organizations, governmental agencies or others have published policies intended to provide guidance with respect to acceptance of entertainment, gifts or other business courtesies by their employees, such policies shall be respected.

### **Political Contributions**

The company will not make any contribution to any political party or to any candidate for political office in support of such a candidacy except as provided in this policy and as permitted by law.

In the United States, federal law strictly controls corporate involvement in the federal political process. Generally, federal law provides that no corporation may contribute anything of value to any political party or candidate in connection with any federal election.

While similar laws apply in some states and their political subdivisions, in many jurisdictions in the United States, corporate contributions to candidates and political parties in connection with state and local election campaigns are lawful.

The laws governing participation by corporations in the political process of countries other than the United States vary widely. In certain countries, contributions to the political process (including contributions to political parties) are lawful and expected as a matter of good corporate citizenship.

In foreign jurisdictions and in state and local jurisdictions of the United States where corporate political contributions are lawful, contributions by the company or by a controlled affiliate may be appropriate if prudent in amount and otherwise consistent with good judgment. Company contributions shall be governed by written guidelines. Contributions by a controlled affiliate shall also be governed by written guidelines or other form of written authority as established by the affiliate's board of directors. Any contribution by the company or by a controlled affiliate shall comply in all respects with the provisions of local applicable law and shall be reported as part of the annual review process provided by this Policy.

This policy is not intended to prevent the communication of company views to legislators, governmental agencies, or to the general public with respect to existing or proposed legislation or governmental policies or practices affecting business operations. Moreover, under this policy, reasonable costs incurred by the company to establish or administer political action committees or activities organized to solicit voluntary political contributions from individual employees are not regarded as contributions to political parties or candidates, where such costs may lawfully be incurred by the company.

### **Reports and Periodic Reviews**

Any employee who is requested to make, authorize, or agree to any offer or payment which is, or may be, contrary to this policy will promptly report such information to the employee's manager, designated company legal counsel or to the company Controller.

Any employee who acquires information (for example, newspaper reports, reports from customers, or statements of individuals involved) that gives the employee reason to believe that any employee is engaged in conduct forbidden by this policy, or that any sales representative, distributor or other person or firm representing the company in any transaction is engaged in the type of conduct (whether or not in connection with a transaction involving the company or its products) which, if engaged in by an employee of the company, would violate this policy, will promptly report such information to the employee's manager, designated company legal counsel, or to the company Controller.

Any manager receiving a report as cited above will promptly consult with designated company legal counsel and thereafter will, after appropriate investigation, take timely remedy or other action as warranted under the provisions of this policy. Such manager will also promptly report the matter to higher management who will, if obligated by law, report to the proper local, state and/or federal authorities.

## **Compliance with Antitrust Laws**

For many years, the company has recognized a need to single out compliance with the antitrust laws of the United States and other countries as a subject requiring a specific company policy. The antitrust laws are relevant to many business decisions, and the consequences of violations anywhere can be seriously injurious to the company, its interested parties and to individuals involved.

Several provisions of the antitrust laws of the United States contain penal provisions under which employees who authorize or engage in acts in violation of such laws are personally subject to substantial fines and imprisonment. There are also in existence a number of antitrust decrees affecting the company and its employees. Violation of any one of the provisions of these decrees is an offense which may subject the company and the individuals involved to severe penalties.

Each manager must accept the challenge to have the company excel competitively at the point of market confrontation. Apart from legal penalties, company growth and profitability objectives would be frustrated by arrangements with other business firms which restrict its competitive initiative.

Officers, managers and other key employees are expected to develop in the employees a sense of commitment to comply with this policy. The antitrust compliance environment within such a key employee's assigned area of responsibility will be a significant factor in evaluating the quality of that individual's performance.

### **Statement of Policy:**

It is the objective of the company to comply with the antitrust laws of the United States and other countries applicable to its business operations, and to hold employees in management positions personally and strictly accountable for taking the measures necessary to achieve this objective within their areas of responsibility.

### **Compliance with Section 1 of the Sherman Act**

In furtherance of this policy and specifically in furtherance of compliance with Section 1 of the Sherman Act:

**A.** No employee shall enter into any understanding or agreement – whether expressed or implied, formal or informal, written or oral – with a competitor limiting or restricting any of the following aspects of the competitive strategy of either party or of the business offering of either party to any third party or parties:

- Prices
- Costs
- Profits
- Product or service offerings
- Terms or conditions of sale
- Production or sales volume

- Production facilities or capacity
- Market share
- Decisions to quote or not to quote
- Customer or supplier classification or selection
- Sales territories
- Distribution methods

**B.** No employee shall enter into any understanding or agreement with a purchaser or lessee of a product sold or leased by the company which restricts the right of the purchaser or lessee to determine the price at which to resell or lease such product; nor shall any employee enter into such an agreement when the company is the purchaser or lessee of a product.

**C.** The following understandings may violate the antitrust laws under certain circumstances and may be entered into by an employee of the company only if the agreement has been reviewed by company legal counsel in advance of execution and in the opinion of counsel is not in violation of law:

(1) Understandings with any customer or supplier which condition the sales or purchases of the company on reciprocal purchases or sales by the customer/supplier;

(2) Understandings with any purchaser or lessee of a product of the company which in any way restrict the discretion of the customer to use or resell the product as the customer sees fit;

(3) Understandings with anyone which restrict the discretion of either party to manufacture any product or provide any service, or to sell to, or buy from, any third party.

### **Discussions and Exchange of Information with Competitors**

Communication with a competitor on subjects as to which an understanding with the competitor would be illegal is, in antitrust litigation, likely to serve as important evidence of the existence of an understanding, particularly if the communication is accompanied or followed by similarity of action. The prohibitions set forth below are thus intended to avoid antitrust prosecutions which, though based on merely circumstantial evidence, may nevertheless be difficult to defend successfully.

Accordingly, no employee shall discuss with a competitor or any third party acting for a competitor, or otherwise furnish to or accept from a competitor or any third party acting for a competitor, information on any subject as to which an understanding with the competitor is prohibited by paragraph A above on compliance with Section 1 of the Sherman Act unless, in the opinion of company legal counsel, such discussions or transmittal of information would neither violate the antitrust laws nor furnish a reasonable basis for inferring such a violation.

This paragraph does not preclude obtaining competitive information from independent third-party sources who are *not* acting for a competitor in transmitting the information. However, certain other legal and policy restrictions applicable to transactions with the federal government limit the competitive information that may be obtained from a third-party source.

### **Participation in Trade Associations and Other Meetings with Competitors**

**A.** No employee shall attend or remain present:

- (1) At any surreptitious meeting of competitors;
- (2) At any meeting where there is a discussion by competitors of any subject which the company's employee is precluded from discussing by the paragraph above on "Discussions and Exchange of Information with Competitors";
- (3) Or at any informal meeting of competitor members of a trade association held for the purpose of discussing business matters without observing the formal procedural requirements established by such trade association for its business meetings.

**B.** Employees should also be aware that participation in standard development and product certification activities which impact competitors or suppliers may raise antitrust concerns. Before participating in committees or organizations which develop standards or certify products, employees should consult with company legal counsel.

### **Conduct with Vendors and Subcontractors**

Relationships with vendors, subcontractors and suppliers are handled in a fair and reasonable manner, consistent with all applicable laws and good business practices. Vendors, subcontractors and suppliers are selected on the basis of objective criteria, including standards of quality, service, price, delivery capability and technical excellence. Spacecraft Components actively pursues competitive bidding through available resources including national group purchasing affiliations, regional and local alliances. All purchasing decisions are based on price and the supplier's abilities to meet our needs. Under no circumstances are decisions based on personal relationships, whether the relationship involves the employee, an officer or director of the company, a family member or a friend. We employ the highest ethical standards in business practices in source selection, negotiation, determination of contract awards and the administration of all purchasing activities. Spacecraft Components does not knowingly enter into contracts or do business with vendors who are presently debarred, suspended, proposed from for debarment or declared otherwise ineligible to participate in federal government contracts. Spacecraft Components does business with only those vendors, subcontractors and suppliers that comply with applicable laws and whose business conduct is consistent with our Code of Ethics Policy and compliance program.

In addition to Spacecraft's Code of Ethics Policy Statement written above, clients of Spacecraft Components may require that the Spacecraft Components employee engaging with members of their organization review their specific Code of Ethics. While Spacecraft is committed to supporting our customers' ethic policies and practices, any customer stated ethics policy that is in direct violation or contravention to the Spacecraft Code of Ethics Policy will be deemed invalid and disregarded, the employee must immediately notify their manager of the conflict.

### **Business Courtesies to Our Employees**

#### *Meals, Refreshments, and Entertainment*

Although an employee may not use his or her position at our company to obtain business courtesies, it is permissible to accept unsolicited meals, refreshments, entertainment, and other business courtesies on an occasional basis, provided:

- The acceptance will foster goodwill and successful business relations;
- The courtesies are not lavish or extravagant under the circumstances;
- The courtesies are not frequent and do not reflect a pattern or the appearance of a pattern of frequent acceptance of courtesies from the same entities or persons; and
- The employee accepting the courtesies would feel comfortable about discussing the courtesies with his or her manager or co-worker, or having the courtesies known by the public.

It is the personal responsibility of each employee to ensure that his or her acceptance of such meals, refreshments, or entertainment is proper and could not reasonably be construed in any way as an attempt by the offering party to secure favorable treatment.

### **Receiving Gifts**

Our employees are not permitted to accept compensation, honoraria, funds or monetary instruments in any form or amount, or any tangible gift (including tickets to sporting, recreational, or other events) that has a market value of \$25 (or \$50 in a 12 month period) or more, from any entity, representatives of any entity, or any person that does or seeks to do business with the company, unless approved by his or her supervisor and the company's Ethics Officer.

Solicitation of gifts is prohibited. If you have any questions about the propriety of a gift, gratuities or item of value, contact your supervisor or the company's Ethics Officer.

### **Gifts to Our Employees Who Procure Goods or Services**

If you buy goods or services for our company or are involved in the procurement process, you must treat all suppliers uniformly and fairly. In deciding among competing suppliers, you must objectively and impartially weigh all facts and avoid even the

appearance of favoritism. For this reason, gifts from suppliers or vendors must not be accepted, except advertising or promotional items of nominal value such as a pen, key chain, water bottle, visor cup or glass, or similar item displaying a company's logo. Established routines and procedures should be followed in the procurement of all goods and services.

### **Steer Clear of Conflicts of Interest**

Playing favorites or having conflicts of interest—in practice or in appearance—runs counter to the fair treatment to which we are all entitled. Avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. Conflict of interest laws and regulations must be fully and carefully observed. When in doubt, consult company policies and procedures, and share the facts of the situation with your supervisor/manager or Ethics Officer. Here are some ways a conflict of interest could arise:

- Employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by this company.
- Acceptance of gifts, payment, or services from those seeking to do business with our company.
- Placement of business with firm owned or controlled by an employee or his/her family.
- Ownership of, or substantial interest in, a company that is a competitor or a supplier.
- Acting as a consultant to a customer or supplier.

### **Maintain the Integrity of Consultants, Agents, and Representatives**

Business integrity is a key standard for the selection and retention of those who represent our company. Paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of a third party without authority, or gaining inside information or influence are just a few examples of what could give us an unfair competitive advantage and could result in violations of law

### **Protect Confidential and Proprietary Information**

Confidential client or alliance partner information, confidential information provided by reporters, and proprietary company information may not be disclosed to anyone without proper authorization. It is absolutely imperative that proprietary and confidential documents be kept in a protected and secure manner. In the course of normal business activities suppliers, clients and competitors may sometimes divulge to you information that is proprietary to their business. Respect these confidences.

## **Export Controls**

The export of goods, services, technology and data is subject to various complex federal statutes and regulations. The term “export” is defined very broadly to include any transfer of an item out of the United States and/or to a foreign person or entity even within the United States.

This definition includes the transfer of services, technology and data even if just by visual presentation, oral disclosure or electronic disclosure (email) to any foreign person whether in the United States or abroad. It is the policy of the company to comply with all registration and licensing requirements applicable to the exporting of goods, services, technology and data.

## **Obtain and Use Company Assets Wisely**

Proper use of company property, electronic communication systems, information resources, material, facilities and equipment is your responsibility. Use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and never borrow or remove them from company property without management's permission. Be cost-conscious and alert to opportunities for improving performance while reducing costs. Personal use of company assets must always be in accordance with corporate and company policy. Consult your supervisor for appropriate guidance and permission.

## **Combatting Modern Slavery and Human Trafficking**

Here at Spacecraft Components we recognize our responsibility to ensure that our business practices are performed to the highest ethical standards. We understand that modern slavery is a prevalent issue, and take seriously our responsibility to comply with all US legislation such as is defined in the US Federal Acquisition Regulation ([FAR](#)/[DFARS](#)).

Our supply chain includes procurement of electronic connectors, components, accessories and some common marketplace raw materials such as aluminum, stainless steel, neoprene and silicone.

We have a zero tolerance to slavery and human trafficking in all its forms and our commitment to ensuring that modern slavery does not take place within our business operations is extended to our suppliers by way of our Terms and Conditions of Purchase, which obligate our suppliers to undertake all necessary action in order to ensure that all of their employees and supply chain are compliant in all respects with all concerned legislations.

### **Our due diligence process:**

As part of our due diligence to identify and mitigate the risk of slavery and human trafficking which could potentially infect our supply chain we have implemented the following measures:

- Implementation of a compliance plan
- Regular assessments of our suppliers
- Terms & Conditions of purchase requiring our suppliers to ensure that there is no slavery or forced labor used anywhere in their supply chains.
- An Internal Core Values model

- An internal Code of Ethics
- Training for relevant employees on modern slavery in supply chains and its issues.

## **Counterfeit Electronic Parts Avoidance, Prevention and Detection**

In 2012 the U.S. Government enacted laws requiring regulations for contractor responsibilities for detection and avoidance of the use of counterfeit electronic parts. DFARS 252.246–7007 “Counterfeit Electronic Part Detection and Avoidance System” was issued in 2014

Here at Spacecraft Components we recognize our responsibility to ensure that our products are compliant with federal regulations. We understand that counterfeit electronics is a prevalent issue, and take seriously our responsibility to comply with all US legislation such as is defined in DFARS 252.246–7007 “Counterfeit Electronic Part Detection and Avoidance System”.

Spacecraft Components Corp and its Subcontractors shall obtain electronic parts that are in production or currently available in stock from the original manufacturers of the electronic parts or their authorized dealers, or from trusted suppliers who obtain such electronic parts exclusively from the original manufacturers of the electronic parts or their authorized dealers.

Spacecraft Components distribution sales will supply manufacturing certifications on all new material products from the approved manufactures.

### **Our due diligence process:**

As part of our due diligence to identify and mitigate the risk of counterfeit products infiltrating our supply chain, we have implemented the following measures:

- Implementation of a compliance plan
- Regular assessments of our suppliers
- Terms & Conditions of purchase requiring our suppliers to ensure that there are no counterfeit electronics sourced/supplied in their supply chains.
- An Internal Core Values model
- An internal Code of Ethics
- Training for relevant employees on *Counterfeit Electronic Part Detection and Avoidance*

## **Our Goal: An Ethical Work Environment**

We have established a Code of Conduct, a corporate Ethics Policy, and have appointed an associate of the company charged with the responsibility of monitoring and perfecting this process. This vigorous, corporate-wide effort to promote a positive, ethical work environment underscores our commitment to ethical conduct throughout our company.

Our Ethics Officer oversees the functioning of the system throughout the company. You are urged to use this resource whenever you have a question or concern that cannot be readily addressed within your department or through your immediate supervisor or manager.

## **Violations of the Policy**

A. Violations of the policy are grounds for discharge or other disciplinary action, adapted to the circumstances of the particular violation and having as a primary objective, furtherance of the company's interest in preventing violations and making clear that violations will not be tolerated.

B. Disciplinary action will be taken, not only against individuals who authorize or participate directly in a violation of the Policy, but also against:

(1) any employee who may have deliberately failed to report a violation of the policy;

(2) any employee who may have deliberately withheld relevant and material information concerning a violation of this policy; and

(3) the violator's managerial superiors, to the extent that the circumstances of the violation reflect inadequate leadership and lack of diligence.

C. Where an employee is accused of violating the antitrust laws, and the employee has relied in good faith on the advice of company legal counsel after full disclosure of the material facts, no disciplinary action may be taken against the employee under this policy; the company may, within the limits permitted by law, assist in the employee's defense.

## **Reports and Periodic Reviews**

A. Any employee who is requested to engage in any activity which is or may be contrary to this policy will promptly report such information to the manager to whom the individual reports, or, if the employee was so directed by the manager, then to assigned company legal counsel.

B. Any employee who acquires information that gives the employee reason to believe that any other employee is engaged in conduct forbidden by the policy will promptly report such information to the manager to whom the employee reports or, if the manager is engaged in such conduct, then to the company ethics officer.

## **When you contact your Company Ethics Officer:**

- You will be treated with dignity and respect.
- Your communication will be protected to the greatest extent possible.
- Your concerns will be seriously addressed.
- You do not need to identify yourself.