

# **RANTEC MICROWAVE SYSTEMS, INC.**

## **Code of Ethics and Business Conduct**

### **Statement of Our Core Values**

#### ***Company Vision***

It is the intent of Rantec Microwave Systems, Inc. (hereinafter called "Rantec"), to have all officers and employees of the company conduct themselves in a way that demonstrates uncompromising ethical standards in all their dealings with customers suppliers and the government. In other words, the integrity of the Company rests on the integrity of its officers and employees.

#### ***Compliance with Laws***

Our business must be judged by high standards of ethical performance. The message is simple and clear: diligent observance with all federal, state, and local laws and regulations applicable to the operation of our business. The same is true about observance of Company policies and practices but rules cannot guarantee ethical conduct, only people can.

#### ***Mission***

Rantec is committed to conduct its business lawfully and ethically. As a condition of our employment, each of us has an obligation to act fairly and honestly. Such commitment to ethical conduct as an institution and as employees is fundamental to our business philosophy. Our responsibilities to the Department of Defense, other Government agencies and to the American taxpayer impose particularly high trusts upon us.

#### ***Build Trust and Credibility***

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our *actions*. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for Rantec? Will it help create a working environment in which Rantec can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering "yes" to those questions and by working every day to build our trust and credibility.

#### ***Respect for the Individual***

We all deserve to work in an environment where we are treated with dignity and respect. Rantec is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

Rantec is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive, or harassing

behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager or to human resources.

All Rantec employees are also expected to support an inclusive workplace by adhering to the following conduct standards:

- Treat others with dignity and respect at all times.
- Address and report inappropriate behavior and comments that are discriminatory, harassing, abusive, offensive or unwelcome.
- Foster teamwork and employee participation, encouraging the representation of different employee perspectives.
- Seek out insights from employees with different experiences, perspectives and backgrounds.
- Avoid slang or idioms that might not translate across cultures.
- Support flexible work arrangements for co-workers with different needs, abilities and/or obligations.
- Confront the decisions or behaviors of others that are based on conscious or unconscious biases.
- Be open-minded and listen when given constructive feedback regarding others' perception of your conduct.

Rantec will not tolerate discrimination, harassment or any behavior or language that is abusive, offensive, or unwelcome.

### ***Create a Culture of Open and Honest Communication***

At Rantec everyone should feel comfortable to speak his or her mind with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Rantec will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

For your information, Rantec's whistleblower policy is as follows:

If an employee has knowledge of or a concern of illegal or dishonest fraudulent activity, the employee is to contact his/her immediate supervisor or Human Resources. The employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to disciplinary action. Whistleblower protections are provided in two important areas – confidentiality and retaliation.

Employees are encouraged, in the first instance, to address such issues with their managers or the HR department as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or HR, Rantec's President is available.

### ***Set Tone at the Top***

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication.

### ***Uphold the Law***

Rantec's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Rantec policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

### ***Competition***

We are dedicated to ethical, fair and vigorous competition. We will sell Rantec products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Rantec or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

### ***Proprietary Information***

Rantec's trade secrets and proprietary data are parts of Rantec's valuable intellectual property. These include technical, financial, operating, marketing and administrative information in many forms. Protection of their confidentiality is vital. A Rantec employee shall not disclose or make public such information except with the authorization of the President and/or Human Resources. This restriction on disclosure to others applies to the Government and to prime contractors, subcontractors and suppliers, as well as to the general public. Whether inside or outside the company and its facilities, an employee shall take reasonable precautions to protect such information from inadvertent disclosure.

### ***Classified Documents***

Pursuant to federal laws and regulations and under the operation of the Department of Defense, strict restrictions are imposed on the acceptance, protection and control of classified documents (confidential, secret, top secret). Strict compliance with the law and company policy will be required.

### ***Political Payments***

No funds or assets of Rantec shall be used for or in aid of any candidate or nominee for federal, state, or local political office in the United States or for aid of any political parties or committees in connection therewith. These prohibitions cover direct contributions and indirect assistance such as the furnishing of goods, services or equipment to candidates, political parties or

committees. Such corporate contributions are prohibited by federal law as to federal elections. Employee contributions to approved company political action committees are permissible.

### ***Antitrust Laws***

Compliance with antitrust laws and profitable operation of Rantec are compatible objectives. Dealing fairly, equally and openly with customers and suppliers, as well as competing aggressively and independently are among the principles that will help build Rantec into a successful Company and ensure the free competition required by the antitrust laws. Failure to be informed in this area may endanger an employee's personal freedom, economic stability and standing in the community.

Primary responsibilities for compliance, rests with each individual. Generally, a Rantec employee shall not enter into an understanding, agreement or plan, expressed or implied, formal or informal, with a competitor in regard to prices, terms or conditions of sale or service, production, distribution, territories or customers. Rantec employees shall not exchange or discuss with a competitor prices, terms or conditions of sale or service, or other competitive information, nor engage in other conduct that violates any of the antitrust laws.

### ***Selective Disclosure***

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to Rantec, its securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

### ***Avoid Conflicts of Interest***

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We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of Rantec may conflict with our own personal or family interests. We owe a duty to Rantec to advance its legitimate interests when the opportunity to do so arises. We must never use Rantec property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Rantec.

#### **Here are some other ways in which conflicts of interest could arise:**

1. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with Rantec.
2. Serving as a board member for an outside commercial company or organization.
3. Owning or having a substantial interest in a competitor, supplier or contractor.
4. Having a personal interest, financial interest or potential gain in any Rantec transaction.
5. Placing company business with a firm owned or controlled by a Rantec employee or his or her family.

6. Accepting gifts, discounts, favors or services from a customer/potential customer, competitor or supplier, unless equally available to all Rantec employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management or HR department. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the HR department.

### ***Outside Directorship and Consulting***

A Rantec employee, if asked to serve as a director or consultant of another business corporation, shall first receive clearance from the President and/or Human Resources. These matters shall be closely monitored and the possibility of an appearance of a conflict of interest or violation of antitrust or other laws evaluated.

### ***Gifts, Gratuities and Business Courtesies***

Rantec is committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by Rantec was sought, received, or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Rantec does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of Rantec or customers, or would cause embarrassment or reflect negatively on Rantec's reputation.

### ***Accepting Business Courtesies***

Most business courtesies offered to us in the course of our employment are offered because of our positions at Rantec. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at Rantec to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that Rantec maintains or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when Rantec is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Rantec business.

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

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.

- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

### ***Gifts***

No gift (regardless of value) or other thing of value shall be given to an employee of a customer, with the intent to influence corruptly that employee's conduct. Gifts, regardless of reason, are discouraged and are prohibited in connection with U.S. government work (unless of the nominal amounts expressly authorized by Company policy pursuant to U.S. government regulations) or to a foreign government official except as expressly authorized by Company policy.

Employees with questions about accepting business courtesies should talk to their managers or the HR department.

### ***Offering Business Courtesies***

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Rantec. An employee may never use personal funds or resources to do something that cannot be done with Rantec resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments, or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of Rantec.

### **Set Metrics and Report Results Accurately**

#### ***Accurate Public Disclosures***

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing, and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform Executive Management and the HR department if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

### ***Corporate Recordkeeping***

We create, retain, and dispose of our company records as part of our normal course of business in compliance with all Rantec policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Rantec's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Rantec books, records, processes or internal controls.

### ***Promote Substance Over Form***

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At Rantec, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that Rantec is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we *should* do so.

Although Rantec's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

### ***Accountability***

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the HR department.

Rantec takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

### ***Be Loyal***

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

Integral to Rantec's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

### ***Cybersecurity***

07/27/2023 Rev A

Rantec must safeguard and protect all information provided to generate or develop in support of programs from unauthorized access, destruction, use, modification or disclosure. Rantec will have risk-based cybersecurity programs designed to mitigate threats to our information systems, products, services, and supply chain with all applicable contractual and legal requirements.

### ***Export and Import Controls, Sanctions and Obligations***

Rantec is committed to compliance with all applicable laws and regulations governing the: export, re-export and retransfer of goods, technical data, and software; the import of goods; economic sanctions and embargoes; and U.S. antiboycott requirements. Import and export laws, sanctions and regulations and procedures that apply to our operations.

### ***Charging of Costs to U.S. Government Contracts***

Contracts with the United States government are often priced and/or compensated, in one manner or another, on the basis of costs. In such an instance, only costs that are allowable and allocable to a contract under law and regulation may be billed to the government. Accuracy and consistency are required in the accumulation and allocation of such costs.

It is each employee's responsibility to charge accurately their time and other costs within their purview to the best of their knowledge and belief. Incorrect charging is a serious matter, is strictly prohibited and will result in investigation and possible disciplinary action.

### ***Contract Negotiation***

In the negotiation of most United States government contracts, subcontracts and modifications, cost and pricing data may be required to submit to the government before agreement on price, and the contractor must certify that the data is current, accurate and complete.

It is Rantec's policy to disclose all cost and pricing data that a reasonable buyer or seller would believe might significantly affect the price of a government contract or subcontract. Each Rantec employee bears individual responsibility to deal with the government fairly and to comply with disclosure requirements when proposing and negotiating government contracts and subcontracts.

### ***Use of Company Resources***

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Rantec are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily

activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the Rantec network and our fellow employees, Rantec reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or Rantec's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager.

### ***Human Trafficking and Labor Exploitation***

Rantec will comply with laws and regulations prohibiting human trafficking. Rantec believes that all employment should be freely chosen. Rantec opposes all forms of slavery, human trafficking and labor exploitation. These are criminal offences in many countries, and we have a duty to prevent such practices.

Rantec will comply with applicable labor, employment and modern slavery laws including minimum living wages and maximum working hours.

### ***Child Labor***

Rantec will ensure that child labor is not used in the performance of our work. The term "child" refers to any person under the minimum legal age for employment where the work is performed.

### ***Substance Abuse***

It is Rantec's intent and obligation to provide a drug-free, healthful, safe environment for all employees. Employees are required to report for work in appropriate mental and physical condition, free of the influence of alcohol or drugs. Off duty use of illegal drugs or abuse of alcohol may, in some circumstances, result in disciplinary action up to and including termination of employment. The unlawful manufacture, distribution, possession, or use of a controlled substance on company premises or while conducting company business off company premises, is absolutely prohibited. Violations of this policy will result in severe disciplinary action up to and including termination of employment. In addition, drug-related violations may result in legal consequences. The company will cooperate fully with law enforcement officials to help prevent drug use, sale and/or possession at our facilities or while conducting Company business.

Employees needing help in dealing with drug and alcohol problems are encouraged to use our Employee Assistance Program (EAP) and health insurance plans as appropriate.

As a condition of employment, Rantec employees must abide by this policy. In addition, an employee must report any conviction under a criminal drug statute for violations occurring on or off company premises while conducting company business. This report must be made to an employee's Manager within five days after the conviction.

### ***Responsibly Sourced Materials***

Rantec is committed to working with suppliers who ensure and can demonstrate responsible sourcing of materials. This means providing products made from materials, including constituent minerals that are sourced responsibly and verified as 'conflict free'.

Rantec is also committed to having effective processes in place to detect counterfeit parts and materials and applying checks to ensure no counterfeit items enter the Rantec supply chain.

### ***Environmental, Health and Safety***

Rantec must comply with all applicable environmental, health and safety laws, regulations, and directives. Rantec will actively manage risk; conserve natural resources; prevent pollution; safeguard the environment; and minimize waste, emissions and energy consumption. Rantec will also assure safe and healthy work environments for all employees and business invitees.

### ***Diversity Equity and Inclusion***

Rantec values a diverse workforce and is committed to delivering equal opportunities. We treat our suppliers, colleagues and partners the same – with honesty, openness, fairness and courtesy. We do not tolerate harassment, bullying or discrimination.

### ***Do the Right Thing***

Several key questions can help identify situations that may be unethical, inappropriate, or illegal. Ask yourself:

- Does what I am doing comply with the Rantec guiding principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?

### **Reporting Alternatives Procedures**

There are many alternatives available to employees to ask questions about or to report perceived violations of the Rantec Code of Business Ethics and Conduct. These alternatives are as follows:

- The immediate supervisor should be the primary resource in most instances.
- The next step should be to seek the advice of anyone in the department's chain of command.
- A further alternative is the Human Resources Department.
- Employees may call the Rantec Ethics Hotline at 818-223-5235.
- Employees may use the DoD Hotline – 800-424-9098.
- If need be, the President is also available.

- The identity of any employee asking questions or raising concerns is safeguarded to every extent possible, as is the identity of any other employee who might be named.
- Employees may raise concerns anonymously. If this occurs and enough facts are available to proceed, the anonymous tips will be fully investigated.

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