

**AMENDED & RESTATED  
CODE OF BUSINESS CONDUCT AND ETHICS  
of AeroVironment, Inc.  
(effective June 18, 2009)**

**Purpose**

This Code of Business Conduct and Ethics (“*Code*”) contains general guidelines for conducting the business of AeroVironment, Inc. (the “*Company*”) consistent with the highest standards of business ethics. To the extent that this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company adheres to these higher standards.

This Code applies to all of the Company’s directors, officers, employees and agents, wherever they are located and whether they work for the Company on a full or part-time basis. All persons covered by this Code are referred to as “*Company employees*” or simply “*employees*,” unless the context otherwise requires. In this Code, the Company’s Chief Executive Officer and Chief Financial Officer are referred to collectively as the “*Principal Financial Officers*,” and Senior Vice President, Administration, is referred to as the Company’s “*Ethics Officer*.”

**Seeking Help and Information**

This Code is not intended to be a comprehensive rulebook and cannot address every situation that employees face. Employees who feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s high ethical standards should contact the Ethics Officer. The Company has also established an Ethics Helpline that is available 24 hours per day, 7 days per week at 1-800-461-9330. Employees may remain anonymous and will not be required to reveal their identity in calls to the Ethics Helpline, although providing their identity may assist the Company in addressing their questions or concerns.

**Reporting Violations of the Code**

All employees have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations or policies that apply to the Company. Reporting a known or suspected violation of this Code by others should not be considered an act of disloyalty, but rather an action to safeguard the reputation and integrity of the Company and its employees.

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of your fellow employees. If you are powerless to stop suspected misconduct or discover it after it has occurred, you must report it to the Company’s Ethics Officer. Misconduct cannot be excused because it was directed or requested by another. In this regard, you are expected to alert management whenever an illegal, dishonest or unethical act is discovered or suspected. Similarly, if you are aware of a potential conflict of interest, questionable accounting, internal accounting controls or auditing matters, or believe that the Code has been violated by an employee, you must promptly report the violation directly to the Ethics Officer. Supervisors,

Managers, and Executive Officers who receive reports of misconduct must immediately contact the Ethics Officer.

When reporting a violation, you may choose to remain anonymous, although this may render the Company unable to act upon the violation, because it cannot receive additional information from you. However, if you do choose to make an anonymous report, you should create and preserve your own record of the report in order to be able to demonstrate your compliance with the requirement of reporting violations. Generally speaking, every effort will be made to maintain the confidentiality of reports of potential violations. However, the identity of the reporting employee may become known or may have to be revealed in the course of the investigation or to take corrective action.

It is the Company's policy that any employee or director who violates this Code will be subject to appropriate discipline, which may include termination of employment or removal from the Board of Directors of the Company (the "**Board**"), as appropriate, based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Any employee who fails to report a known or suspected violation by another employee may also be subject to appropriate discipline. Furthermore, employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties in such situations, as well as damage to the Company's reputation and standing in the community. In short, your conduct as an employee of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

### **Confidentiality and Policy Against Retaliation**

All questions and reports of known or suspected violations of the law or this Code will be treated with sensitivity and discretion. The Ethics Officer and the Company will protect your confidentiality to the extent possible, consistent with the law and the Company's need to investigate your concern. The Company strictly prohibits retaliation against an employee or director who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment or removal from the Board, as appropriate.

### **Waivers of the Code**

Any waiver of this Code for our directors or executive officers may be made only by the Board and will be disclosed to the public as required by law or the rules of the Nasdaq Global Market. Waivers of this Code for other employees may be made only by our Ethics Officer in consultation with our Chief Executive Officer or Chief Financial Officer and must be reported to our Audit Committee.

## CONFLICTS OF INTEREST

### **Identifying Conflicts of Interest**

A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, in any way with the interests of the Company as a whole. You should actively avoid any private interest that may influence your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively. It is difficult to list all of the ways in which a conflict of interest may arise. However, the following situations are cases of conflict of interest:

- **Outside Employment**: No employee should be employed by, serve as a director of, or provide any services to a company, with or without payment, that the individual knows or suspects is a material customer, supplier or competitor of the Company.
- **Competition**: No employee may compete or prepare to compete, with the Company while still employed with the Company.
- **Improper Personal Benefits**: No employee should obtain any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see "Gifts and Entertainment" below for additional guidelines in this area.
- **Financial Interests**: No employee should have a significant financial interest (ownership or otherwise) in any company that the individual knows or suspects is a material customer, supplier or competitor of the Company. A "significant financial interest" means (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the employee.
- **Loans or Other Financial Transactions**: No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that the individual knows or suspects is a material customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- **Service on Boards and Committees**: No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably could be expected to conflict with those of the Company. Employees must obtain prior approval from the Ethics Officer before accepting any such board or committee position. The Company may revisit its approval of any such position at any time to determine whether service in such position is still appropriate.

For purposes of this Code, a company is a “material” customer if the company has made payments to the Company in the past year in excess of \$60,000. A company is a “material” supplier if the company has received payments from the Company in the past year in excess of \$60,000. If you are uncertain whether a particular company is a material customer, supplier or competitor, please contact the Ethics Officer for assistance.

Conflict of interest issues concerning the Company’s directors will be addressed by the Company’s Nominating and Corporate Governance Committee.

## **Disclosure of Conflicts of Interest**

The Company requires that employees fully disclose any situations that reasonably could be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it immediately to the Ethics Officer. While such situations are not automatically prohibited, they are not desirable and may only be waived as described in “Waivers of the Code” above.

## **Family Members and Work**

The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence an employee’s objectivity in making decisions on behalf of the Company. For example, it is a conflict of interest if a family member is employed by, or has a significant financial interest in, a company that is a material customer, supplier or competitor of the Company. It is also a conflict of interest if a family member obtains loans or guarantees of personal obligations from, or enters into any other personal financial transaction with, any company that is a material customer, supplier or competitor of the Company. Similarly, receipt of improper personal benefits or favors by family members creates a conflict of interest. The Company has a specific policy regarding nepotism. Should a situation of nepotism arise between employees, the following basic rules must be followed. Employees should not supervise a family member. Employees are prohibited from participating in decisions concerning the employment, salary or job status of a family member.

Employees should report to the Ethics Officer any situation involving family members that reasonably could be expected to give rise to a conflict of interest. The Ethics Officer will work with management to determine the appropriate measures, if any, that should be taken to mitigate the potential conflict of interest. If a member of your family is an employee of, or has a significant financial interest in, a company that is a material customer, supplier or competitor of the Company, you will be prohibited from participating in business decisions with respect to such company. It is also inappropriate for you to discuss the Company’s confidential information with members of your family that have such conflicting interests. For purposes of this Code, “family members” or “members of your family” include your spouse or life partner, brothers, sisters and parents, in-laws and children, whether such relationships are by blood or adoption.

## **CORPORATE OPPORTUNITIES**

As an employee of the Company, you have an obligation to put the interests of the Company ahead of your personal interests and to advance the Company's interests when the opportunity to do so arises. If you discover a business opportunity that is in the Company's line of business, you must first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position for personal gain, and no employee may compete with the Company either directly or indirectly.

The Company requires that you fully disclose to the Ethics Officer the terms and conditions of each business opportunity covered by this Code that you wish to pursue. The Ethics Officer will work with management to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, which must be authorized in writing by the Chief Executive Officer of the Company with the concurrence of the Ethics Officer, you may pursue the business opportunity on the same terms and conditions offered to the Company and consistent with the other ethical guidelines set forth in this Code. Business opportunities available to directors or executive officers may only be waived as described in "Waivers of the Code" above.

## **CONFIDENTIAL INFORMATION**

Employees have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Propriety and confidential information, among other things, can include: trade secrets or confidential information relating to products, processes, know-how, machines, designs, drawings, software, formulas, test data, marketing data, business plans and strategies, employees, negotiations and contracts with other companies, disclosures and applications for patents and the status of their prosecution, or any other confidential subject matter pertaining to any of the business of the Company or any of its clients, customers, consultants, licensees or affiliates, known to or learned or acquired by you during the period of your employment. Employees have a duty to safeguard all confidential information, except when disclosure is authorized or legally mandated. An employee's obligation to protect confidential information continues after an employee leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company and could result in legal liability to you and the Company.

When discussing or in possession of confidential information, employees should always be aware of their surroundings. Employees should not discuss Company business in the presence of employees or others who do not have a right or need to know. Employees should be particularly careful in public places, including restaurants, airplanes, commuter trains and public pay phones. In appropriate circumstances, disclosure of confidential information may be authorized by your supervisor or other appropriate Company personnel. Any outside requests for Company information should only be handled by authorized persons. Any question or concern regarding whether disclosure of Company information is legally mandated should be promptly

referred to the Ethics Officer who will then confer with the Company's legal department (the "*Legal Department*").

As a result of the Company's business relationships with customers, suppliers and others, employees may also have access to and be entrusted with confidential information of other companies. In these cases, other companies' confidential information must be afforded the same protection as the Company's confidential information.

## **COMPETITION AND FAIR DEALING**

The Company competes vigorously but fairly. All employees are obligated to deal fairly with the Company's customers, suppliers and competitors. Employees will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing practice.

### **Relationships with Customers**

Our business success depends upon our ability to foster lasting customer relationships. Trust is the cornerstone of these relationships. To build trust, the Company is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be current, accurate, and complete to the best of our knowledge. Employees should never deliberately misrepresent information to customers.
- Employees should not refuse to sell, service, or maintain products the Company has produced simply because a customer is buying products from another supplier.
- Customer entertainment should never exceed reasonable and customary business practice. Employees should never provide entertainment or other benefits that could be viewed as an inducement to or a reward for, customer purchase decisions. Please see "Gifts and Entertainment" below for additional guidelines in this area.

### **Relationships with Suppliers**

The Company deals with suppliers fairly, honestly and with integrity. This means that our relationships with suppliers are based on price, quality, service and reputation. Employees dealing with suppliers must carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of that supplier's products and prices. Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. The Company

considers this limit to be items in value of \$25.00 or less. Please see “Gifts and Entertainment” below for additional guidelines in this area.

## **Relationships with Competitors**

The Company is committed to free and open competition in the marketplace and throughout all business dealings. Company policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which the Company conducts business. Employees must avoid all actions that reasonably could be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws. This includes misappropriation and/or misuse of a competitor’s confidential information, tampering with a competitor’s products or making false statements about the competitor’s business and business practices. If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, the Ethics Officer can assist you, with input from counsel if necessary.

## **Securities Trading**

The United States securities laws contain very strict prohibitions against trading in securities of publicly-held companies on the basis of material nonpublic information or while securities offerings are in process. These laws place the responsibility on AeroVironment officers, directors and employees to ensure that nonpublic information about AeroVironment is not used unlawfully in the purchase and sale of securities. Consistent with the Company’s Insider Trading Policy which has been separately circulated to all employees and directors, the Company’s employees and directors are prohibited from trading in the stock or other securities of the Company while in possession of material, nonpublic information about the Company. Therefore, if you have material, nonpublic information regarding AeroVironment, neither you nor any member of your immediate family or a person living in your household may buy or sell securities of AeroVironment or engage in any other action to take advantage of, or pass on to others, that information. This policy also applies to trading in securities of any other Company, including suppliers and competitors, if you have material, nonpublic information about that company which is obtained in the course of your employment with AeroVironment. If you are uncertain about any securities transaction, the Ethics Officer can assist you, with input from counsel if necessary.

## **GIFTS AND ENTERTAINMENT**

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should never compromise, or appear to compromise, your ability to make objective and fair business decisions.

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment could not be viewed as an inducement to or reward for any particular business

decision. All gifts and entertainment expenses must be properly accounted for on expense reports. The following specific examples may be helpful:

- Meals and Entertainment. You may occasionally accept or give meals, refreshments or other entertainment if:
  - The items are of reasonable value;
  - The purpose of the meeting or attendance at the event is business related; and
  - The expenses would be paid by the Company as a reasonable business expense if not paid for by another party.

Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors.

- Advertising and Promotional Materials. You may occasionally accept or give advertising or promotional materials of nominal value.
- Personal Gifts. You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a graduation, promotion, new job, wedding, retirement or a holiday. A gift is also acceptable if it is based on a pre-existing family or personal relationship and unrelated to the business involved between the individuals.
- Gifts Rewarding Service or Accomplishment. You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

If you conduct business in other countries, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. See “The Foreign Corrupt Practices Act and Other Laws Governing Our Business Internationally” section below for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions in other countries.

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Ethics Officer, who may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact the Ethics Officer for additional guidance.

**Gifts and entertainment may not be offered or exchanged to or with any employees of the U.S., state or local governments, including all military branches, in violation of applicable law. If you have any questions about this policy, contact the Ethics Officer for additional guidance. For a more detailed**

**discussion of special considerations applicable to dealing with the U.S., state and local governments, see “Interactions with the Government” section below.**

## **INTERACTIONS WITH THE GOVERNMENT AND MILITARY**

The Company conducts business with the U.S., state and local governments, the governments of many other countries and many U.S. and non-U.S. military branches. The Company is committed to conducting its business with all governments and militaries and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to government contracts and government transactions. In your interactions with the government, you should:

- Be forthright and candid at all times. No employee or director should ever intentionally misstate or omit any material information from any written or oral communication with the government.
- Exercise extreme care in maintaining records for and allocating costs to government contracts. Costs incurred on one government project must never be charged against another government project.
- Never offer or exchange any gifts, gratuities or favors with, or pay for meals, entertainment, travel or other similar expenses for, government employees.

If your job responsibilities include interacting with the government or military, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position as well as with any applicable standard operating procedures that the Company has implemented. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from the Ethics Officer or internal counsel, if any.

## **PROTECTION AND USE OF COMPANY ASSETS**

All employees should protect the Company’s assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company’s profitability. The use of the funds or assets of the Company, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited.

To ensure the protection and proper use of the Company’s assets, each employee should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property.
- Promptly report the actual or suspected theft, damage or misuse of Company property to a supervisor.
- Use the Company’s voicemail, other electronic communication services or written materials for business-related purposes and in a manner that does not reflect

negatively on the Company or its customers. Employees may make limited non-business use of AeroVironment's electronic communication systems (for instance telephone, email and personal computers), so long as such use is (a) occasional, (b) does not interfere with the employee's professional responsibilities, (c) does not diminish productivity and (d) does not violate this Code.

- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities. Employees can make non-business use of the Company's tools and equipment, so long as (a) such use is occasional, (b) such use does not interfere with the employee's professional responsibilities, (c) such use does not interfere with the Company's productivity and use of the equipment, (d) the employee is properly trained on the use of the equipment, (e) the employee is not using the equipment without another employee present, and (f) such use does not violate this Code.

Employees should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems or by written media. Employees and other users of this property have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

## **COMPANY RECORDS**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public. In addition, our records are the source of essential data that guides business decision-making and strategic planning. Company records include, but are not limited to, booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, product development, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. There is never a reason to make false or misleading entries. In addition, undisclosed or unrecorded funds, payments or receipts are strictly prohibited.

The Company's business records must be maintained for periods as specified by department policies. Records may be destroyed only at the expiration of the pertinent period. In no case should you discard or destroy, or direct anyone else to discard or destroy, any documents involved in a pending or threatened litigation, government inquiry or any other official proceeding under subpoena or other information request, regardless of the periods specified in the record retention policy.

You are responsible for understanding and complying with the Company's record keeping policy. Ask the Ethics Officer if you have any questions.

## **ACCURACY OF FINANCIAL REPORTS**

The Company is committed to full and accurate financial disclosure and to maintaining its books and records in compliance with all applicable laws, rules and regulations. The Company wishes to encourage Employees to make us aware of any practices, procedures or circumstances that raise concerns about the integrity of our financial disclosures, books and records.

Employees should be on guard for, and promptly report, evidence of improper financial reporting. Examples of suspicious activities that should be reported include:

- Financial results that seem inconsistent with the performance of underlying business transactions;
- Inaccurate Company records, such as overstated expense reports, or erroneous time sheets or invoices;
- Transactions that do not seem to have a good business purpose; and
- Requests to circumvent ordinary review and approval procedures.

The Company's senior financial officers and other employees working in the Accounting Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. Such employees must understand and strictly comply with generally accepted accounting principles as adopted by the Company and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

Each employee has an obligation to comply with the laws of the cities, states and countries in which the Company operates. We will not tolerate any activity that violates any laws, rules or regulations applicable to the Company. This includes, without limitation, laws covering commercial bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from the Ethics Officer.

## **POLITICAL CONTRIBUTIONS AND ACTIVITIES**

The Company encourages its employees and directors to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Company's Principal Financial Officers.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- Contribution of Funds. You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.
- Volunteer Activities. You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.
- Use of Company Facilities. The Company's facilities generally may not be used for political activities (including fundraisers or other activities related to running for office). However, the Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of the Company's Principal Financial Officers.
- Use of Company Name. When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. For instance, Company letterhead should not be used to send out personal letters in connection with political activities.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time. Please contact the Company's Ethics Officer if you have any questions about this policy.

## **PUBLIC COMMUNICATIONS AND REGULATION FD**

The Company has adopted a separate Disclosure Committee Policy to maintain the Company's credibility and reputation in the community, to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. Please contact the Company's Chief Financial Officer for a copy of the Disclosure Committee Policy or with any questions you may have about disclosure matters

## **THE FOREIGN CORRUPT PRACTICES ACT AND OTHER LAWS GOVERNING OUR BUSINESS**

### **Foreign Corrupt Practices Act**

The Foreign Corrupt Practices Act (the “*FCPA*”) prohibits the Company and its employees, directors and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Certain small facilitation or “grease” payments to foreign officials may be permissible under the FCPA if customary in the country or locality and intended to secure routine governmental action. Governmental action is “routine” if it is ordinarily and commonly performed by a foreign official and does not involve the exercise of discretion. For instance, “routine” functions would include setting up a telephone line or expediting a shipment through customs. To ensure legal compliance, all facilitation payments must receive prior written approval from the Legal Department and must be clearly and accurately reported as a business expense.

### **Other Laws Governing the Company’s Business**

The Company’s business is subject to various U.S. and international trade control regulations, including licensing, shipping documentation, import documentation and reporting and record retention requirements. To ensure compliance, all shipments of product, software and technology must be cleared through the Shipping and Receiving Department of the originating facility or location. This requirement also applies to all samples, products, documents or data that are going to be hand carried during foreign travel.

Employees with significant responsibilities in our international business units have an additional responsibility to understand and comply with such applicable laws. These employees are expected to have a working knowledge of the laws and regulations applicable to their job positions. Questions and requests for assistance should be directed to the Legal Department.

The Company is also subject to U.S. anti-boycott laws and regulations, which prevent U.S. companies and certain of their subsidiaries from taking action in support of a boycott imposed by a foreign country upon a nation that is friendly with the United States. Boycott laws often change and must be closely monitored. To ensure compliance, any boycott issue must be referred to the Legal Department.

## **ENVIRONMENT, HEALTH AND SAFETY**

The Company is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which we do business. Company employees and directors must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Company's Health and Safety Officer if you have any questions about the laws, regulations and policies that apply to you.

### **Environment**

All Company employees and directors should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees whose jobs involve manufacturing have a special responsibility to safeguard the environment. Such employees should be particularly alert to the storage, disposal and transportation of waste, and handling of toxic materials and emissions into the land, water or air.

### **Health and Safety**

Numerous laws and regulations cover employee health and safety. The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees and directors are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to the Human Resources Department, or the Company's Health and Safety Officer.

## **EMPLOYMENT PRACTICES**

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Copies of our detailed policies, including the Employee Handbook, are available from the Human Resources Department. Company employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association, privacy and collective bargaining. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Human Resources Department if you have any questions about the laws, regulations and policies that apply to you.

## **Harassment and Discrimination**

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or other characteristics protected by law. The Company prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

If you have any complaints about discrimination or harassment, report such conduct to the Human Resources Department. All complaints will be treated with sensitivity and discretion. The Human Resources Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including, termination of employment. The Company strictly prohibits retaliation against an employee who, in good faith, files a compliant.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Human Resources Department immediately.

## **Alcohol and Drugs**

The Company is committed to maintaining a drug-free work place. All Company employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Drinking alcoholic beverages is prohibited while on duty or on the premises of the Company, except at specified Company-sanctioned events. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, you are prohibited from reporting for work, or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or controlled substance.

## **Violence Prevention and Weapons**

The safety and security of employees is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. Employees who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on the Company's property or affects the Company's business must immediately report the situation to the Human Resources Department.

The Company does not permit any individual to have weapons of any kind in Company property or vehicles, while on the job or off-site while on Company business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized by Company management to carry weapons.

## **Disciplinary Action**

Employees who fail to comply with policies, standards and guidelines outlined in this Code, or with the laws and regulations applicable to the Company's businesses, are subject to disciplinary action, including possible termination of employment. For example, disciplinary action may be taken against any of the following persons:

- Any employee, director or officer who violates this Code or applicable laws and regulations, or who directs others to do so;
- Any employee, director or officer who deliberately withholds relevant information, or knowingly provides false information, concerning a violation of this Code or applicable laws and regulations;
- The violator's supervisor or manager to the extent that the circumstances of a violation reflects the manager's disregard for this Code or applicable laws or regulations;
- Any employee, director or officer who retaliates, directly or indirectly, against another employee for reporting a suspected violation of this Code or applicable laws and regulations, or assisting an investigation of a suspected violation.

The Company has implemented the following disciplinary policies to ensure that prompt and consistent actions are taken in response to Code violations:

1. **Range of Penalties:** All violations of this Code will be treated seriously and will result in the prompt imposition of penalties which may include (a) an oral or written warning, (b) a reprimand (c) suspension, (d) termination and/or restitution. Violations will also be reported to the appropriate regulatory agencies or other authorities.
2. **Disciplinary Process:** The penalty for a particular violation will be decided on a case-by-case basis and will depend on the nature and severity of the violation as well as the employee's history of non-compliance and cooperation in the disciplinary process. Significant penalties will be imposed for violations resulting from intentional or reckless behavior. Penalties may also be imposed when an employee fails to report a violation due to the employee's indifference, deliberate ignorance or reckless conduct. Where there is credible evidence of a violation, the Ethics Officer will determine the appropriate sanction with the assistance of the Board when necessary.
3. **Consistent Enforcement:** All employees, directors and officers will be treated equally with respect to the imposition of disciplinary measures. Pursuant to this policy, all levels of employees will be subject to the same disciplinary action for the commission of a similar offense.

## **CONCLUSION**

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact the Ethics Officer. We expect all Company employees, regardless of their level or location, to adhere to these standards. Each employee is separately responsible for his or her actions. Conduct that violates the law or this Code cannot be justified by claiming that it was ordered by a supervisor or someone in higher management. If you engage in conduct prohibited by the law or this Code, you will be deemed to have acted outside the scope of your employment. Such conduct will subject you to disciplinary action, including possible termination of employment.

This Code of Business Conduct and Ethics, as applied to the Company's Principal Financial Officers, shall be the Company's "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. The Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.