

Spellman High Voltage Electronics Corporation - Code of Conduct 8/30/17

Spellman High Voltage Electronics Corporation and its subsidiaries and offices (“The Company”) are committed to conducting their operations in compliance with all applicable laws, and to upholding the highest standards of ethical conduct. We recognize that only by acting with honesty and integrity can we work effectively with each other and develop trusting, long-term partnerships with our customers and suppliers. We abide by the laws of all countries in which we do business and strive to be a positive force in our communities and on the environment.

This Code reflects the guidance and ideals of the Electronic Industry Citizenship Coalition’s Ethical Code of Conduct, and provides the fundamental principles and key policies and procedures that govern the conduct of our business.

This Policy applies to all Company Employees and Intermediaries (such as third party service providers, sales representatives, consultants, advisors, suppliers, brokers, and agents hereafter referred to as “Employees” and “Intermediaries”).

I. Compliance with Laws

All Employees and Intermediaries will comply with all applicable international, federal, state, and local laws, ordinances and regulations, and to conduct business in an ethical and socially responsible manner. In addition to regular training, employees are assessed on their compliance with ethical standards as part of their annual performance appraisal.

A. Anti-Trust Laws

Anti-Trust laws are a group of laws intended to preserve honest and vigorous competition. These laws tend to be complex in nature but in general, employees and intermediaries should always:

- Avoid formal or informal agreements with competitors on sensitive topics such as prices, margins, business plans, trade programs, discounts, and production capacity
- Treat competing customers fairly when offering prices

Because these regulations are complex, professional advice may at times be necessary should anyone be uncertain as to whether or not their actions could be in violation of such laws. Each Employee or Company Intermediary is to immediately report any request for collusion or other suspected violations in accordance with this Policy.

B. Anti-Bribery Laws

Bribes are gifts, which can come in the form of money, favors, kickbacks, etc. and are provided with the intent to influence decisions related to the Company and thereby gain an unfair advantage. The United States Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act are the two primary anti-bribery laws governing bribes. Both prohibit bribery to any government official; however, the UK Bribery Act also prohibits the bribery of individuals and companies.

The Company prohibits Employees and Intermediaries from giving or accepting bribes to individuals and companies, inclusive of but not limited to government officials and agencies. The Company also prohibits Employees and its Intermediaries from providing, offering or accepting gifts that serve to, or appear to, inappropriately influence business decisions relating to Company affairs or to gain an unfair advantage. However, under certain circumstances, Employees or Company Intermediaries may exchange business gifts that are intended to generate goodwill if the gift is for a legitimate business purpose, is not monetary, is nominal in value (normally under \$75), is infrequent, is within any Company Travel and Entertainment Policy and is not prohibited by any applicable law. Business hospitality, including meals and entertainment, is permitted as long as it is done so in accordance with the Company Travel and Entertainment Policy.

Occasionally a “facilitation payment” may be requested by government officials in order to secure or speed up a routine government action, such as processing a visa, scheduling an inspection, connecting utilities or securing mail pick-up and delivery. Although this is a form of monetary remuneration to a government official, it is sometimes the only way to get such tasks accomplished within certain regions of the world. This would be one possible exception within this section. The US FCPA allows for such payments while the UK Bribery Act places a more strict view on any payment of any amount. In countries where local laws do not forbid facilitation payments, Company Employees and Intermediaries should avoid making a facilitation payment where there may be some reasonable alternative for securing the required routine governmental service or, in cases where any anticipated delay may be reasonably accommodated. If an Employee or Intermediary is faced with a decision on a potential need for facilitation payments, they should contact their location’s Senior Manager or the Company’s Ethics Officer for guidance. Any such payments made should be clearly documented, de minimus (small and insignificant) in nature and amount, and are intended to ensure the government official merely performs the duties under their responsibility and not put the individual, group or Company at an unfair advantage.

C. Anti-Fraud Laws and Regulations

Fraud is the deliberate deception to secure unfair or unlawful gains for an individual, group or Company, or to deprive a victim (individual, group or company) from a legal right. Fraud can result in both civil and criminal penalties, such as fines and imprisonment.

Fraudulent misuse of and failure to protect Company resources (e.g., facilities, supplies, equipment, inventory, scrap by-products for sale, funds, computer hardware and software, etc.) from theft, loss, damage or unauthorized access is strictly prohibited.

Examples of Fraud include:

- Misappropriation of funds (embezzlement through falsified expense reports or other means)
- Theft of small tools or inventory for sale or personal use
- Under-reporting scrap sold to a scrap dealer or pocketing the proceeds from sales of scrap personally
- Use of computer access to copy intellectual information or customer data to sell or use for personal use (i.e. if someone were to leave and go to a competitor, taking such data to help their new employer compete against Spellman)

Intentional misrepresentation of facts and circumstances by concealing, altering, falsifying or omitting information is also prohibited and considered a form of fraud. Examples include:

- Altering manufacturing or quality information
- Falsifying time worked
- Presenting false medical or criminal record information during the interview process for new hires
- Misstating financial information and results to financial institutions and creditors
- Providing or accepting kickbacks (under the table payments) to or from a supplier
- Money laundering where individuals or a company works with a third party to attempt to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate

D. Training

The Company requires the following domestic and overseas personnel to complete global Anti-corruption and Ethics training:

- Employees in sales, marketing, or services organizations who are directly involved in sales transactions with customers or distributors
- All executive, director, and manager level employees
- Employees who specify, approve, or have influence in the selection of vendors, services and contractors

Training is to be conducted under the oversight of the Human Resources Department.

II. Contractual Responsibilities to the Company

All Employees and Company Intermediaries have the responsibility to make decisions that are free of undue outside influence and in the best interest of the Company. Company Intermediaries are to be selected based on objective criteria such as compliance with legal and environmental regulations, superior quality, responsive service and competitive prices. Areas of focus within this category include the following:

A. Conflicts of Interest

Employees and Intermediaries must notify their Senior Company Executive at their local Spellman site and/or the Corporate Ethics Officer when potential or actual conflicts of interest between the Company and their personal and/or professional relationships arise. A potential conflict of interest arises when an Employee's or Intermediary's private interest interferes, or even appears to interfere in any way, with the Company's interests. Such a conflict can arise when an Employee or Intermediary takes an action or has an outside interest that may make it difficult to perform his or her work objectively and effectively. It is not possible to describe every situation in which a conflict of interest may arise, however the following are examples of situations that may constitute such a conflict:

- An Employee or Intermediary or a related person receives an improper personal benefit as a result of the Employee's or Intermediaries' affiliation with the Company
- An Employee or Intermediary or one of their family members has a financial interest in a transaction involving a Company competitor, customer, contractor, or supplier
- An Employee or Intermediary owns or otherwise possesses, directly or indirectly, an interest in a competitor, contractor, or supplier, doing business with the Company,. One exception is for securities of such entities that are traded on a recognized securities exchange or in the over-the-counter market, provided the amount of such ownership does not exceed 5% of the outstanding amount of the class of such securities
- An Employee or Intermediary works in any capacity for, or serves as a director of, a competitor, customer, contractor, or supplier while employed by the Company
- An Employee or Intermediary directs Company business to a supplier owned or managed by, or which employs, the Employee, or a relative

B. Business Opportunities

Employees and Intermediaries have a responsibility to the Company to advance the Company's legitimate interests when the opportunity to do so arises. Employees or Intermediaries who learn of a business or investment opportunity through the use of Company property or their position in the Company, may not participate in the business opportunity or make the investment without the prior written approval from the Senior Company Executive at their local Spellman site, and the Corporate Ethics Officer and either the Chief Financial Officer or Chief Executive Officer. Any such opportunities may be considered an investment opportunity for the Company in the first instance. No Employees or Intermediaries may use Company assets, resources, information, or position for improper personal gain, nor to compete with the Company.

C. Use of Company Resources

Resources include, but are not limited to, physical property such as facilities, supplies, equipment, machinery, spare parts, finished products, subassemblies, vehicles, raw materials, old inventory, obsolete inventory, scrap metal, waste materials, and Company funds. Resources also include intangible assets, such as company time, labor, confidential information, intellectual property, and information systems. Employees and Intermediaries shall use Company resources only for legitimate business purposes of the Company and shall protect such resources from theft, loss, damage, or misuse.

The obligation to protect Company funds is particularly important for an Employee or Intermediary with authority to approve travel and entertainment expenses, or manage budgets and accounts. Employees and Intermediaries must always:

- Ensure that Company funds are used for their proper purpose
- Obtain required approval before incurring a Company expense
- Accurately record all Company expenditures
- Verify that expenses submitted for Company reimbursement are business-related

D. Protection of Intellectual Property

Employees and Intermediaries have access to many types of internally generated information regarding business activities, operations, and other data that are not publicly available. This information is proprietary and must remain confidential. Suppliers, business partners, and customers regularly provide confidential information to the Company and trust that the information will be protected. Information received from third parties must be carefully safeguarded in accordance with good business judgment and practices, as well as any applicable nondisclosure agreement(s). Unauthorized use or distribution of proprietary or confidential information is prohibited.

Confidential information includes all non-public information that might be useful to competitors or others, and that could be harmful to the Company, its Employees or Intermediaries, or those who do business with the Company if disclosed. Confidential intellectual property includes but is not limited to:

- Personal identity, health, and financial information of an Employee or Intermediary
- Proprietary technical information
- Product knowledge
- Business plans
- Production methods
- Trade secrets
- Customer and market knowledge
- Status of operations and equipment
- Financial data and other non-public business information

Every Employee and Intermediary is responsible for protecting the intellectual property of the Company and its business partners, and must sign a Company confidentiality agreement at the onset of their employment with the Company. Confidential information should only be shared with individuals who have signed a Confidentiality Agreement and who require the information to conduct Company business. Company restrictions relating to confidential information remain in full force beyond the conclusion of an individual's employment, unless the information subsequently enters the public domain through proper means. In accordance with these policies, Employees and Intermediaries should never disclose to anyone within the Company any confidential information about his or her former employer.

E. Use of Information Technology

Computer and network hardware, software, and data are key components used to conduct Company business. Employees and Intermediaries are responsible for protecting these resources from damage, destruction, viruses, alteration, theft, fraudulent manipulation, and unauthorized access, disclosure or use. Use of information resources is subject to the Company's electronic

media and IT policies. Please contact your local Information Technology Department for guidance on these issues should further clarification be desired.

F. Maintaining Financial Books and Records

The Company is required to keep books and records that accurately and completely reflect the Company's transactions and assets.

The requirement includes but is not limited to expense reports, time sheets, reporting of paid or unpaid time off, payroll and service records, bills, equipment orders, invoices, and other financial data such as might be submitted to Company auditors or government agencies. The Company maintains hard copies of such records for a minimum of seven years.

No undisclosed or unrecorded Company funds (such as "off the books" accounts) will be established for any purpose. Employees and Intermediaries must never sign another's name or sign on behalf of anyone other than themselves, unless properly authorized by such individual to do so.

III. Company Employment Practices and Work Environment

A. Maintaining a Positive Workplace Environment

1. Mutual Respect and Teamwork

Everyone has a right to work in, and a responsibility to maintain, a positive work environment that is respectful to all. The Company highly values and respects our Employees' and Intermediaries diverse backgrounds, skills, and professional expertise. The Company encourages Employees and Intermediaries to value and learn from the diversity that our environment offers, and requires everyone to act professionally, treat others with respect, and refrain from making derogatory remarks either directly or indirectly.

2. Equal Employment Opportunity

We at Spellman High Voltage Electronics Corporation believe that each individual is entitled to equal employment opportunities without regard to race, color, creed, religion, gender, sexual orientation, gender identity, marital status, national origin, age, veteran status or disability.

The right of equal employment opportunity extends to recruiting, hiring selection, transfer, promotion, training, discipline and all other conditions of employment. Practices relating to these activities will be reviewed periodically to insure the continued enhancement of equal opportunity.

Overall Company-wide oversight responsibility for continued implementation of and adherence to this Code of Conduct has been assigned to the Corporate Vice President of Human Resources.

All Employees and Intermediaries are encouraged to report any incident of unlawful discrimination to his/her immediate supervisor and the Corporate Vice President of Human

Resources or the Corporate Ethics Officer. Upon receipt of the complaint, the Company will conduct a prompt investigation, and take whatever appropriate, corrective actions as may be warranted. We will endeavor to maintain confidentiality throughout the investigatory process to the extent practicable and appropriate under the circumstances.

3. Reasonable Accommodation for Religious Practices

The Company will reasonably accommodate employees' religious observance and practices. Requests for accommodation should be directed to your local Human Resources Department.

4. Reasonable Accommodation for Disabilities

The Company will provide reasonable accommodation for qualified individuals with disabilities who are otherwise able to perform the essential functions of their position. Please contact your local Human Resources Department for information on the process for requesting accommodation.

5. Affirmative Action

The Company:

- Recruits, hires, trains, and promotes all job classifications without regard to race, color, creed, religion, gender, sexual orientation, gender identity, marital status, national origin, age, veteran status or physical handicap (provided the individual has the ability to perform the essential functions of the job);
- Furthers the principles of equal employment opportunity by imposing only valid requirements for promotional opportunities;
- Administers compensation, benefits, transfers, layoffs, return from layoffs, Company sponsored training, and social and recreational programs to all Employees of the Company without regard to any protected status listed above.

6. Prohibition of Discrimination and Harassment

Every employee has the right to work in and is accountable for maintaining a professional atmosphere, by not participating in and by reporting discriminatory practices and harassment of any kind. Discrimination or harassment, on Company premises or in any work-related setting such as business trips or social events, whether verbal, physical or graphic, is unacceptable and will not be tolerated by the Company. Any Employee or Intermediary who violates Spellman's policies prohibiting discrimination, or any form of harassment, will be subject to disciplinary action, up to and including termination of employment or contractual arrangement. Examples of discrimination and harassment include:

- Unequal treatment of an individual because of race, color, creed, religion, gender, sexual orientation, gender identity, marital status, national origin, age, veteran status, disability or other protected status

- Use of epithets, slurs, derogatory comments, or negative stereotyping that relate to a protected status
- Threatening, intimidating or other hostile acts that relate to a protected status
- Display (including in email and/or other digital formats) of written or graphic material that denigrates or shows hostility or aversion toward an individual or group that has a protected status
- Jokes, pranks or other forms of humor that can be experienced as demeaning or hostile that reference a protected status
- Sexual harassment includes any unwanted behavior that references sexuality it includes but is not limited to:
 - Pressure brought on an individual to perform sexual favors
 - Unwanted sexual advances
 - Unwanted body contact or verbal comments on an individual's body
 - Sexually oriented jokes
 - Workplace displays of sexually oriented graphic materials
 - Sexually suggestive or obscene comments or gestures

7. Safety

Employees and Intermediaries must observe prescribed safety and health guidelines and notify their supervisors of unsafe working conditions, equipment, or practices. Therefore, Employees and Intermediaries must comply with all applicable laws, regulations, and Company policies and procedures regarding Health and Safety. If you see any unsafe situation or activity, say something to the person(s) involved, correct it if possible, and report it to the local site Senior Manager or escalate it further through the communication alternatives contained within Section V of this Policy.

8. Prohibition Against Abuse of Power or Authority

The Company prohibits the abuse of power and authority by any of its Employees. The abuse of power or authority is defined as any situation in which one person covertly or overtly uses the power inherent in a position of authority to threaten, coerce, or intimidate another person for personal gain. Abuse of power includes threats of reprisal in the form of recommendations, evaluations, promotions, salary adjustments, schedule adjustments, or job offers.

All instances of Abuse of Power or Authority should be reported to the Senior Company Executive at your local site and through the Company Compliance Hotline.

B. Privacy

The Company respects the privacy of all individuals. The Company collects and maintains personal information that relates to employment, including medical and benefit information, adheres to policies and procedures to safeguard the personal and non-public information of its Employees, customers, and vendors, and will take appropriate action to identify and mitigate any unauthorized exposure or release of such information. Properly authorized personal information may only be released by the Human Resources Department in accordance with applicable laws in carrying out Company affairs and authorized investigatory or legal requirements.

The Company reserves the right to release personal information for legitimate business purposes in accordance with applicable laws in carrying out Company affairs and authorized investigatory or legal requirements.

Employees who are exposed to personal information of other Employees, customers or vendors, or become aware of a potential situation where such information could be released outside the Company, or gain knowledge of any external or internal party attempting to obtain such information, must report it immediately to their local Human Resources Department or Corporate Ethics Officer.

The Company has established policies and procedures to safeguard the personal and non-public information of its Employees, customers, and vendors and will take appropriate action to identify and mitigate any unauthorized exposure or release of such information.

Requests for information regarding current and former Employees must be referred to Human Resources for response. For more information on privacy, please contact: epriacy@spellmanhv.com.

V. Sustainability Initiatives

A. Sustaining the Environment

The Company is committed to minimizing the environmental impact of its operations, products, and services while promoting environmental awareness and good practices among its Employees and Intermediaries. To achieve this, all Employees and Intermediaries shall:

- Comply with all relevant environmental legislation and regulation
- Support environmental goals of the company
- Comply with and report violations of corporate environmental policies,
- Suggest improvements to reduce environmental impact

C. Sustaining Communities

1. Responsible Sourcing of Components and Minerals

The Company strives to source components and materials from companies that respect human rights, act with integrity, and seek to reduce detrimental environmental impact. Spellman is committed to complying with the Organization for Economic Co-operation and

Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, as well as the applicable requirements of Section 1502 of the U.S. Dodd-Frank Act. Both aim to prevent the use of minerals that directly or indirectly finance or benefit armed groups in the Democratic Republic of the Congo or its adjoining countries (“conflict region”).

Suppliers to Spellman are required to commit to being or becoming “conflict-free” (i.e., not sourcing conflict minerals directly and/or sourcing material, where possible, only from conflict-free smelters). Suppliers to Spellman are asked to:

- Provide completed Electronic Industry Citizenship Coalition (EICC)-GeSI declarations stating their commitment to becoming “conflict-free”
- Document countries of origin for any tin, tantalum, tungsten, and/or gold that it purchases
- Source from third party certified “conflict-free” smelters as lists become available
- For more information regarding Spellman’s conflict minerals program, please contact us at conflictminerals@spellmanhv.com.

2. Sourcing from Socially Responsible Vendors

All vendors to the Company, and the vendors’ suppliers, are expected to comply with the EICC Standards for Labor; Health and Safety; and Environment. Employees and Intermediaries may review the EICC website at www.eiccoalition.org for these standards. The key elements of these standards include:

- Freely chosen employment: no vendor or its suppliers may use forced or indentured labor, involuntary prison labor, slave labor or victims of trafficking;
- No child labor in any stage of manufacturing;
- Compliance with occupational safety, emergency preparedness, and safe and healthy workplace requirements; and
- Compliance with environmental regulations including obtaining permits, reporting metrics, preventing pollution, protecting against adverse effects on the community environment, and improving energy efficiency.

V. Reporting, Investigating and Disciplining Misconduct

A. Good Faith Reporting of Suspected Misconduct

Employees and Intermediaries are expected to come forward and report any evidence and/or genuine suspicion of violation of this policy in any respect, with no fear of reprisal for reports which are genuine in nature. Such concerns should be reported to the Senior Executive at their local Spellman site, whenever possible, and using the Compliance Reporting Hotline or directly to the Corporate Ethics Officer or to Other Senior Management staff.

An anonymous Compliance Reporting Hotline is available for Employees and Intermediaries to report suspected compliance violations. The purpose of this service is to ensure that any Employee wishing to submit a report can do so anonymously and without fear of retaliation. The Compliance Hotline is available to Employees and Intermediaries around the world 24 hours a day, seven days a week, and is equipped to handle most local languages. The hotline can also be accessed via website, e-mail and fax.

Specific information on how to access the Hotline can be found on posters located on Employee bulletin boards, the Spellman intranet, and Company provided wallet cards. The Hotline may be accessed at www.lighthouse-services.com/spellmanhv. The Corporate Ethics Officer can be contacted at Ethicsofficer@spellmanhv.com or by phone at +1-631-630-3178.

B. Investigating Reports of Misconduct

All reports of suspected violations of this Policy or any applicable laws will be taken seriously and will prompt an internal investigation. The investigation will include:

- Potential Interviews any Employees and Intermediaries who may have knowledge about the alleged incident(s)
- Objectivity in determining facts through the interviews or reviews of documents
- Recommendation of corrective actions and/or disciplinary measures where appropriate

In accordance with applicable laws, to the extent practical and permissible by law, the Company will:

- Protect the confidentiality of the individuals involved and inform the suspected Employee or Intermediary of the accusations reported against them at a time when such a disclosure will not jeopardize the investigation
- Allow accused Employees or Intermediaries to review and respond to the results of the initial investigation and correct information reported

If asked, Company Employees or Intermediaries working on behalf of the Company are expected to cooperate fully with any inquiry or investigation.

C. Disciplining Misconduct

Employees and Intermediaries and are expected to follow this Code of Conduct and all applicable laws while conducting business on behalf of the Company, as a condition of their employment or retention. Violations of this Policy or applicable laws may result in:

- Disciplinary action, up to and including termination of employment
- Civil and/or criminal penalties when laws have been violated.

D. No Retaliation

The Company will not terminate, demote, or otherwise discriminate against Employees or Intermediaries who raise concerns regarding ethics misconduct in good faith (i.e., not maliciously and without intentional distortions).

The Company reserves the right to discipline anyone who knowingly makes a false accusation. Self-reporting of a violation will be a significant mitigating factor in the determination of remedial and/or disciplinary action.