



APS TECH LLC
CODE OF ETHICAL CONDUCT FOR SUPPLIERS

I. APPLICABILITY

This Code of Ethical Conduct for Suppliers (“Code”) is applicable to you as a supplier of materials, parts, components or services (collectively “Materials”) utilized by APS in connection with the production and or sale of APS products (“APS Related Business”), and to all personnel employed by or engaged to provide services to you (individually a “Supplier” or “you”) throughout the world. APS Tech LLC and its subsidiaries (“APS” or “Company”) require that you comply with all laws and regulations applicable to your business and APS Related Business, wherever conducted, and with this Code. APS reserves the right to modify this Code at any time and if practical, it shall endeavor to notify you of any such changes.

II. COMPLIANCE WITH LAWS, REGULATIONS AND BUSINESS CONDUCT PRACTICES

You must not only comply with all applicable laws and regulations, but you are also expected to conduct your business in a manner that recognizes your ethical responsibilities as dictated by this Code and fulfills them. Even if your conduct might be legal where certain local laws are less restrictive than this Code, you must comply with this Code. Alternatively, if local laws are more restrictive than the Code, you must always, at a minimum, comply with those laws. APS expects you to adhere to high ethical standards and to avoid engaging in any activity that involves even the appearance of impropriety.

Introduction

At APS, we pride ourselves on our core Company values to act lawfully, ethically and with the utmost integrity as we conduct our business. APS maintains a Code of Ethical Conduct and Integrity that is a compilation of Company policies intended to guide our employees, officers, directors, shareholders and other representatives in making decisions that fulfill those core values. This Code is a synopsis of key elements of those policies, and should be used as a guide for you as you conduct your business. Please review this Code and distribute copies to your employees that conduct, or will potentially conduct, APS Related Business.

Restriction on Incentives

APS employees are prohibited from engaging in any activities that conflict with APS’ interests or those of its customers or Suppliers. Pursuant to this standard, APS employees are prohibited from accepting, directly or indirectly, gifts, bonuses, payments, discounts, valuable privileges, hospitality or anything of value (other than items of nominal value as part of a normal business courtesy) (“Prohibited Incentives”). We expect each Supplier to refrain from giving or offering any Prohibited Incentives to APS employees, and we require that each Supplier adhere to the same restrictions on receiving Prohibited Incentives when engaging in APS Related Business.

Related to the foregoing is the provision of improper incentives to influence a person’s judgment about APS products and services or those of its competitors so as to secure unfair preferential treatment or gain improper advantage. While nominal gifts that are within the ordinary and proper course of business may at times be permitted, a Supplier must never give or offer any gift, bonus, payment, discount, valuable privileges, hospitality or anything else of value in order to do the following:

- influence someone’s judgment about APS products and services or those of another company;
- gain improper advantage when selling APS products and services, conducting business transactions, or representing APS interests; or
- influence the use of discretionary authority by any government official as further described in the Anti-Bribery section below.

Fair Competition

APS and its Suppliers must compete fairly, ethically and legally. APS will support the efforts to garner business and improve the Company’s position in the markets we serve, but those efforts must conform to these standards of fair



and ethical competition. It is imperative that you never misrepresent your Materials, APS' products and services or those of its competitors. You must never misuse APS' or a third party's confidential information, or engage in any other conduct that could be seen as unfair dealing.

Many countries have laws and regulations, usually referred to as antitrust or competition laws, which prohibit unlawful restraint of trade. You must comply with these laws at all times. These laws are generally designed to protect consumers and competitors against unfair business practices and to promote and protect healthy competition.

A Supplier must never initiate or entertain discussions with its competitors or competitor intermediaries about arrangements that could restrict competition, such as, but not limited to, setting or controlling prices; structuring or orchestrating bids to direct a contract to a certain competitor or reseller (bid rigging); allocating markets or territories; or limiting the production or sale of products.

Anti-Bribery

APS and Supplier must comply with the principles described in the Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, signed in Paris on December 17, 1997 ("the Convention") to which the United States is a party, and the Convention's Commentaries (collectively "the OECD Principles"). Every Supplier must also comply with the U.S. Foreign Corrupt Practices Act of 1977 and other laws of any country in which APS or the Supplier does business that implement the OECD Principles or otherwise relate to anti-corruption, anti-kickbacks, and anti-money laundering. In summary, this means that neither APS nor any Supplier shall request, induce, make, offer, authorize, promise to make any payment or transfer anything of value, directly or indirectly: (i) to any governmental official or employee (including employees of government-owned or government-controlled corporations, agencies or bodies); (ii) any official or employee of a public international organization; or (iii) to any political party, official of a political party or candidate, in order to obtain or retain business, or for any other improper purpose.

Anti-Bribery Prohibitions Apply to Indirect Payments

Anti-bribery prohibitions apply whether the payment or item of value is offered or provided directly or through agents, consultants, suppliers, customers, or third parties. The prohibitions also extend to reimbursements for prohibited payments or items of value provided by others.

Facilitating payments

One narrow set of exceptions to the anti-bribery laws relates to payments to facilitate or expedite performance of a "routine governmental action." Some examples of routine governmental actions are: obtaining permits, licenses, or other official documents; processing governmental papers, such as visas and work orders; providing police protection, mail pick-up and delivery; providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products; and scheduling inspections associated with contract performance or transit of goods across country. In these instances, it is commonplace to pay for such services and is not prohibited under anti-bribery laws and policies. "Routine governmental action" will never include any decision by a foreign official to award new business or to continue business with a particular party.

Economic Boycotts

While conducting APS Related Business, you must not participate in any economic boycott not sanctioned by the United States Government. You must not provide information that could be construed to support any such unsanctioned boycotts. In connection with any APS Related Business, when dealing with customers in a nation that participates in a prohibited boycott, it is imperative that you remain vigilant about identifying boycott related requests or contract terms and most importantly that you refuse any such requests or terms. This is particularly true when dealing with government owned or controlled entities. Many countries in which APS conducts business enforce a boycott against Israel. Some parties in these countries will attempt to enter into an agreement with you which states that you will help enforce this boycott. Sometimes the intent is obvious, and other times, it is hidden in an offer to enter into a business relationship, either orally or in writing, with particular restrictions. When receiving a written or oral offer to enter into a business relationship with one of these parties, you should be especially mindful of any



mention of Israel, restrictions related to nationality, the type of vessel used to carry goods, and any other aspects of the potential agreement that require limitations. In the event you come across this type of language during the course of conducting APS Related Business, or any offer or potential offer that you have questions about, please do not hesitate to report the action to APS and follow all reporting rules with the U.S. Bureau of Industry and Security and Office of Antiboycott Compliance.

Export Control

APS and Supplier must comply with all United States, and applicable foreign and multilateral export control laws and regulations, including those regulations maintained by the U.S. Commerce Department's Bureau of Industry and Security and the U.S. Treasury Department's Office of Foreign Assets Control. United States export control laws and regulations govern all exports, re-export, and use of U.S.-origin commodities and technical data, wherever located. Supplier acknowledges and agrees that its Materials as well as APS products and related documentation are subject to export controls imposed by the United States (collectively, "Restricted Materials") and accordingly may not be exported or re-exported, to certain locations outside the United States. Supplier shall comply with all of the United States laws and regulations concerning the export or re-export of United States technical information and data. In no event shall any APS products or Restricted Materials be exported or otherwise provided to any national or resident of any country to which the U.S. government has then currently embargoed goods, which as of the most recent revision to this Code includes, but is not limited to, Cuba, North Korea, Iran, Syria, Russia, certain Russia-occupied areas of Ukraine and Taliban controlled areas of Afghanistan, or to anyone or any organization on the U.S. Treasury Department's list of Specially Designated Nationals and Blocked Persons or the U.S. Commerce Department's Denied Persons List.

III. ADMINISTRATIVE CONTROLS AND REPORTING VIOLATIONS

APS requires that each Supplier (1) implement effective business controls that prevent and detect unlawful conduct or violations of this Code; (2) comply with and agree to contractual provisions that require strict adherence to all applicable anti-corruption laws and other laws that are relevant to their APS Related Business and their status as a Supplier; (3) grant APS reasonable access and audit rights to review the Supplier's compliance with this Code and such laws relevant to APS Related Business; (4) to the extent they become aware, report to APS actual or potential violations of this Code or applicable laws involving APS Related Business by their employees and representatives, as well as actual or potential violations of APS' Code of Ethical Conduct and Integrity, this Code, and applicable laws by APS' employees and representatives; and (5) provide certification of their compliance with this Code upon request by APS.

Reporting Violations

APS and each Supplier are accountable for abiding by and upholding the standards of conduct embodied in this Code. If a Supplier is aware of any matter that the Supplier believes in good faith to be an actual or potential violation of this Code, or applicable law, or you have reason believe that a violation has occurred or might occur, you must promptly report the matter. These matters should be reported directly to the Company's senior legal officer. APS also maintains an "open door" policy with regard to your questions, including any questions related to business conduct and ethics and welcomes them any time.

PLEASE REVIEW AND COMPLETE THE ACKNOWLEDGEMENT AND CERTIFICATION THAT FOLLOWS.



**APS TECH LLC
ACKNOWLEDGMENT AND CERTIFICATION OF COMPLIANCE BY SUPPLIER**

We acknowledge that I have received, read and understand the requirements of the APS Code of Ethical Conduct for Suppliers (the “Code”). I understand that this acknowledgement and certification is required by APS upon initial receipt of the Code and thereafter on an annual basis or as otherwise specifically requested by APS. I agree to comply with all provisions of the Code. As of the date hereof, We hereby certify that We are in compliance with the Code. We also certify that We have maintained compliance with the Code since the last acknowledgment and certification, if any.

Print Name of Supplier

Signature

Print Name and Title

Date