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1.0 Purpose

This procedure defines the standards of business conduct and ethics that have been implemented at Dytran, and are applicable to all employees, supervisors/managers and officers of Dytran Instruments, Inc. The standards and practices defined in this procedure provide the foundation for sound business decisions and communicate Dytran’s unwavering commitment to conducting business ethically and in compliance with the laws and regulations where we operate, while supporting employee engagement and effort in maintaining high standards of integrity and ethical conduct.

2.0 Scope

This procedure, and the standards of business conduct and ethics incorporated in this procedure, apply to all employees, officers and directors of Dytran Instruments, Inc. Certain business partners and third parties, such as suppliers, agents, representatives, contractors, subcontractors, and consultants serve as an extension of Dytran, and as such, are expected to conduct themselves according to our values and standard of ethics when working on behalf of Dytran Instruments, Inc..

3.0 References

3.1 Dytran Instruments, Inc. Employee Handbook

4.0 Dytran Values

Dytran management and employees have determined the following values that are integral to our practices and efforts at Dytran to conduct business ethically and build trusting relationships both internally and externally.

4.1 Customer Focus....*Dytran is committed, at all levels, to exceeding customer expectations and building strong relations*

Dytran partners with our customers to satisfy their needs and deliver benefits through valuable solutions. We engage with our customers to provide collaborative solutions for their technical and scheduling challenges. We understand that each of us at Dytran has an impact on customer satisfaction as we continually strive to deliver the highest quality product on time, every time.

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4.2 Integrity....*We align our actions with our words and we deliver on our promises*

Dytran is committed to building and strengthening our reputation through trust and accountability and behaving in an open and honest manner. We maintain zero-tolerance for unethical or non-compliant behaviors or actions, knowing that Dytran’s reputation is reflected in the ethical performance of the people who work here.

4.3 People....*We understand the value of our dedicated workforce and their crucial role in our success*

We value the expertise, experience and knowledge of our employees and strive to create an environment in which employees feel empowered, respected and supported in their efforts and recognized for their accomplishments. Our people take personal responsibility to comply with quality and industry standards while building on our reputation for excellence.

4.4 Innovation.....*We anticipate change and shape it to fit our customers needs*

We are passionate in our quest to provide creative and cutting-edge solutions to help our customers reduce costs, increase productivity, overcome challenges and drive new product development. We continually challenge the status quo by embracing forward-thinking solutions and utilizing breakthrough technological advancements to achieve novel, innovative solutions for our customers most pressing needs.

4.5 Teamwork.....*By working together, we produce greater results than any of us can achieve alone*

Dytran actively promotes teamwork and a collaborative approach to tackling our toughest challenges. We work as a team and welcome the unique talents and ideas that drive continual improvement at Dytran. We are invested in helping each other succeed and know that the diverse thinking and decision-making of our people strengthens our team as a whole.

4.6 Respect.....*We treat each other, and all our stakeholders, in the same way that we would wish to be treated*

We respect one another, our customers, our partners and our products, and we are focused on building trust through transparent and honest communication. Dytran strives for an environment in which all employees are listened to and valued. At Dytran, we know that respect is an essential element of positive and productive business relationships.



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5.0 Program Structure & Reporting

- 5.1 Dytran’s Business Ethics program is led by the Ethics Leadership Team, consisting of management-level personnel who are charged with overseeing the administration, organization and compliance activities and initiatives associated with the Ethics Program.
- 5.2 The Ethics Leadership Team meets quarterly, at a minimum, to review the status of the Ethics Program, review ethics-related concerns and/or complaints, assess potential risks and discuss ethics topics that may be relevant to the organization.
 - 5.2.1 A member of the Dytran ownership team is required to be present during quarterly review meetings.
- 5.3 An Ethics Liaison Team has been established in an effort to promote and inspire ethical behavior on the production floor and throughout all levels at Dytran. The Ethics Liaison Team consists of operator-level floor personnel who have been selected by the Ethics Leadership team based on their commitment to the Dytran Values listed above in section 4.0. Liaison Team members are responsible for setting the example for ethical behavior at Dytran and serve as a resource for floor personnel for questions or concerns regarding ethics.
- 5.4 Reporting
 - 5.4.1 Any employee may report concerns regarding Ethics by speaking to any member of the Ethics Leadership Team or Ethics Liaison Team, or by completing and submitting an Ethics Feedback Form (172-0346).
 - 5.4.1.1 The Ethics Feedback Form is used by employees to make suggestions for improvement to the Ethics Program, communicate concerns about risks related to Ethics at Dytran, or report witnessed violations of Ethics standards.
 - 5.4.1.2 Ethics Feedback Forms are made available to all employees. Upon completion of the form, employees deposit the form in one of the Ethics Suggestion boxes placed throughout the facility.
 - 5.4.1.3 Feedback forms are gathered by Quality on a weekly basis. Information from the forms are entered into the Ethics Log by Quality and a copy of the completed form is scanned and retained on the Quality drive.

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5.4.1.4 The Ethics Log is reviewed by the Ethics Leadership team during quarterly meetings. The Ethics Leadership Team is tasked with determining the criticality of reported suggestions for improvement, concerns or violations and initiating actions in response to these inputs.

5.4.1.4.1 Actions and/or decisions regarding suggestions, concerns or violations reported via the Ethics Feedback Form will be added to the Ethics Log to ensure proper closure of reported issues.

5.4.1.4.2 Investigations into reported violations of Dytran’s ethics standards are handled by Human Resources.

5.4.1.5 Employee concerns that are directly related to employee or customer safety and/or health should be brought to the immediate attention of a member of the Ethics Leadership Team for immediate response.

6.0 Internal Actions

6.1 Employee Responsibilities

Dytran employees take personal responsibility for acting according to Dytran company values and the requirements of this procedure. Employees are committed to exhibiting our values and utilizing the principles of those values as a guide for interactions with our stakeholders, including fellow employees, customers, business partners, shareholders, suppliers, third parties, government agencies, and communities.

Employees at Dytran are encouraged and empowered to:

- Live our company values and abide by the procedures, company policies, and the laws and regulations that pertain to an individual’s particular job responsibilities.
- Report concerns about possible violations of Dytran values, company policy, or laws and regulations.
- Complete required employee training in a timely manner and keep up-to-date on current standards and expectations.



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It is important to note that violations of company policies, procedures or laws and regulations may result in disciplinary action up to and including termination, or legal proceedings and penalties including, in some circumstances, civil or criminal prosecution for both the individual involved and Dytran Instruments, Inc.

6.2 Supervisor and Manager Responsibilities

Leaders, supervisors and managers at Dytran have the following responsibilities, in addition to those enumerated in section 5.1 above:

- Lead by example and model the highest standards of ethical business conduct and company values.
- Help create a work environment that focuses on building relationships, recognizes effort, and values mutual respect and open communication.
- Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others.
- Create an environment where everyone feels comfortable asking questions and reporting known or potential violations of the Code, policies, or the law.
- Strictly avoid acts of retaliation or behavior that may be perceived by others as retaliation, against those who report concerns.
- Respond in a timely and effective manner to concerns which are brought to your attention, but do not feel you must give an immediate response. Reflect, seek advice and respond later, if needed.
- Never ask or pressure anyone to do something that you would be prohibited from doing yourself.
- Hold employees accountable for completing all training requirements.

6.3 Compliance with Laws and Regulations

Dytran employees are responsible for being aware of relevant laws and regulations that apply to their work. Employees are vigilant in compliance and are made aware by Dytran management of any changes in the law or new requirements that may affect their responsibilities.



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Dytran employees strive to comply with applicable laws and regulations at all times. If there are questions or concerns, or if a conflict appears to exist between laws or regulations, employees are encouraged to seek guidance from their supervisor or other members of the Dytran management team.

6.4 Making Ethical Decisions

Dytran employees take pride in their work and in the choices they make on behalf of Dytran Instruments, Inc. These choices may be more difficult to make when ethical challenges arise.

When faced with a difficult ethical decision, employees ask themselves the following questions to determine whether the action being considered is appropriate:

- Am I adhering to the letter and spirit of Dytran’s policies, and all applicable laws and regulations?
- Is my action consistent with Dytran’s business ethics values?
- Would I be acting in the best interests of Dytran, my co-workers, and our customers?
- What would my family, friends, or neighbors think of my action?
- Would I want my action reported on the front page of a newspaper or on the internet?

If any employee is unsure as to what action is appropriate, they are instructed to seek guidance by conferring with a member of the Dytran Ethics Leadership or Liaison Team.

6.5. Asking Questions and Raising Concerns

Employees should follow the directives identified in section 5.4 above for raising and/or reporting concerns regarding Ethics at Dytran

6.5.1 Non-Retaliation

Dytran employees can report suspected ethical violations in confidence and without fear of retaliation. Dytran Instruments, Inc. does not tolerate any retaliation against an employee who, in good faith, asks questions, reports



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possible violations of ethical standards, policy, or law, or participates in an investigation.

Reporting “in good faith” means making a genuine attempt to provide honest, complete, and accurate information, even if it later proves to be unsubstantiated or mistaken. Retaliation is a violation of our ethical standards and knowledge or suspicion of retaliation should be immediately reported.

6.5.2 Cooperating with Inquiries and Investigations

All employees are expected to fully cooperate with internal and external audits, investigations, and/or inquiries that are conducted by Dytran. In addition, withholding information or knowingly giving false or misleading information is a violation of employee’s duties at Dytran.

In the course of business, employees may receive inquiries or requests for information from government officials. Although we are expected to fully cooperate, if an employee learns of a potential government investigation or

inquiry, they are to immediately notify their supervisor and Human Resources, if possible, prior to taking or promising any action.

With respect to all audits, investigations, and inquiries, employees ***must NOT***:

- Destroy, alter, or conceal any document in anticipation of or in response to a request for these documents.
- Provide or attempt to influence others to provide incomplete, false, or misleading statements to a company or government investigator.
- Conduct an investigation yourself; appropriate resources will be assigned to conduct the investigation.

6.6 Diversity and Non-Discrimination

Dytran prides itself in bringing together employees with a wide variety of backgrounds, skills and cultures. Dytran values and embraces different ideas, opinions, and experiences and is committed to sustaining this culture of inclusion and diversity.

Dytran Instruments, Inc. does not tolerate discrimination of any kind. Dytran provides equal employment opportunities for all regardless of race, color, religion, gender, national origin, age, sexual orientation, physical or mental disability, military/veteran



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status, marital status, gender identity, ethnic background, or any other legally protected classification.

Dytran does not tolerate harassment of any kind. Verbal or physical conduct that harasses another, disrupts another’s work performance, or creates an intimidating, offensive, abusive, or hostile work environment is not tolerated. Harassing conduct can include inappropriate gestures, remarks, or touching, or displaying sexually explicit or offensive pictures. Promises of promotion or special treatment in return for sexual favors also constitute harassment.

All Dytran employees are expected to:

- Treat others respectfully, professionally, and promote diversity in the workplace
- Avoid making comments or jokes and sending or posting materials which others might consider offensive
- Avoid discrimination against others on the basis of any characteristic protected by law.
- Report all incidents of discrimination, harassment and intimidation which are observed

6.7 Safe and Healthy Workplace

Dytran is committed to providing a safe, healthy, and secure workplace for colleagues and visitors to our facilities and to operating in an environmentally sound manner. Dytran requires that all employees practice safe work habits and follow all applicable safety, security and health rules and practices.

Employees shall:

- Review and follow the safety, security, and health rules and practices that apply to their job, their workspace and the facility
- Complete required training and follow any additional security procedures required for secure areas
- Immediately report to their supervisor or a member of the Dytran Ethics Leadership or Liaison Team any practices or situation, regardless of severity, that could pose a threat to the environment or the safety or health of anyone.



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6.7.1 Drugs and Alcohol

To maintain a safe workplace, it is essential that employees are able to think clearly and react quickly. Any involvement with illegal drugs including their use, possession, distribution, purchase, sale, offer for sale, or manufacture, while on Dytran premises, on company time, or when conducting or travelling on company business is prohibited. The abusive use of controlled substances, including prescription drugs or alcohol, is also prohibited.

6.7.2 Workplace Violence

Dytran does not tolerate any acts or threats of physical violence against co-workers, visitors, or anyone on Dytran Instruments, Inc. property, or by any representatives of Dytran during company travel or company-sponsored events. Prohibited activities include:

- Threatening remarks or behavior, obscene phone calls, or stalking.
- Assaults or causing physical injury to another
- Intimidation or acting aggressively in a manner that causes someone else to fear injury
- Intentionally damaging someone else's property
- Bringing prohibited items, such as explosives (fireworks, firearms, or ammunition), knives or other weapons into Dytran facilities or to Dytran sponsored events.

Every threat of violence is serious and employees are expected to immediately report any observations of violence to their supervisor or a member of the Dytran Ethics Leadership or Liaison Team.

6.8 Environmental Stewardship

We conduct our business at Dytran in a manner that protects the environment for future generations. We work with our business partners and suppliers to strengthen environmental stewardship and responsibility while respecting the communities where we do business.

Dytran is committed to meeting or exceeding applicable environmental laws and regulations, company policies, and to continuously improve our environmental



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performance through resource conservation, waste minimization, water and energy efficiency, and the effective use of raw materials.

As part of this effort, all Dytran employees:

- Comply with all applicable environmental laws, regulations, and company policies.
- Report any incident or conditions that might result in an environmental violation, pose a hazard, or waste natural resources.
- Do their part to reduce water and energy use
- Identify opportunities for improving Dytran’ s conservation and recycling efforts.

6.9 Human Rights

Dytran supports human rights by complying with internationally-recognized provisions and is committed to providing safe and secure conditions for those working on Dytran’s behalf.

Dytran does not knowingly work with business partners who employ children or forced labor, including prison or bonded labor. Dytran does not tolerate physical punishment or abuse. Dytran does not engage in human trafficking-related activities to include: misleading or fraudulent recruiting practices, charging employees recruiting fees, confiscating or destroying employee identification documents, or supporting prostitution.

Dytran employees are expected to:

- Immediately report any suspected potential human rights related violations.
- Strictly prohibit use of child or forced labor, including prison or bonded labor.
- Commit to obeying the associated laws and regulations and where these laws vary or conflict, follow the highest standards.

6.10 Privacy of Employee Information

Employees at Dytran who have access to personal information related to employees, partners, colleagues and others, have an obligation to protect this information and exercise caution prior to disclosing it to others. This includes, but is not limited to, medical, payroll, and personally identifiable information. Dytran may only provide



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employee information to other employees and third parties where permitted by law, company approval, or employee permission.

Dytran employees are responsible for:

- Learning which types of information are given heightened protection by the law and Dytran policy (such as government issued identification, bank account numbers, and medical records) and protecting them through appropriate means (such as encryption or other types of limited access).
- Protecting the confidentiality of personal information of current and former colleagues, as well as job applicants, business partners, and customers.
- Prohibiting the access, discussion or sharing of confidential information
- Immediately reporting any loss or inadvertent disclosure of confidential employee information to their supervisor or Human Resources
- Ensuring recipients of employee information will safeguard the information.

6.11 Conflicts of Interest

Dytran employees are obligated to disclose and seek guidance on any issues that potentially may conflict with your responsibilities with the company.

A conflict of interest occurs when an employee has competing interests that may interfere with their ability to make an objective decision in the best interest of Dytran Instruments, Inc. Dytran employees are expected to use good judgment and avoid situations that can lead to even the appearance of a conflict of interest as it could undermine the trust that our customers, business partners, fellow employees, and the public place in us.

Conflicts of interest concerns most commonly arise from the following activities:

Personal Relationships: Personal relationships with employees or business partners, such as family members, friendships, and romantic partners, who have influence over one another through the chain of command, in purchasing or contracting decisions, in bidding or proposal related efforts, or in recruiting or hiring decisions.



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Financial dealings and investments: Situations where an employee or their family member has a significant financial ownership interest in a privately owned enterprise with which Dytran competes or does business.

Outside employment: Since outside employment may appear to bias employee decisions in the best interest of Dytran, employees may not be employed by, work as a consultant for, or be affiliated with a Dytran competitor, customer, or supplier. Dytran employees should immediately inform Human Resources of additional jobs or outside employment commitments in order to ensure compliance with Dytran ethics objectives.

6.12 Accuracy of Records

Dytran employees maintain records that are current, accurate and complete. Records include any information generated during the course of company business and include not just paper documents, but also tapes, photo- graphs, computer files, and records in any other form.

Dytran employees are responsible for honesty and transparency in the preparation and maintenance of business records, including timecards, expense reports, manufacturing travelers and records, testing, engineering and quality reports, and procurement records.

All employees contribute to the process of recording business results and maintaining records, and each employee is responsible for helping to ensure the information recorded is accurate, complete and maintained in a manner that is consistent with internal controls.

6.12.1 Records Retention

Dytran employees are responsible for the information and records under their control and must be familiar with the recordkeeping procedures that apply to their jobs. Employees are expected to keep records organized so that they can be located and retrieved when needed.

Documents shall only be destroyed in accordance with our record retention schedule, and never in response to, or in anticipation of, an investigation, audit, or pending litigation.



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6.12.2 Legal Holds

A legal hold suspends all document destruction procedures, including deletion of emails and computer files, in order to preserve appropriate records under special circumstances, such as litigation or government investigations. Dytran may determine and identify what types of records are required to be placed under a legal hold. Every employee, agent and contractor of Dytran must comply with this policy.

6.13 Company Assets

Dytran employees are required to appropriately use and protect company assets as well as those of our customers and suppliers. Company assets may include Dytran products, funds, facilities, equipment, vehicles, information technology, intellectual property, proprietary and confidential information, as well as our company's reputation.

All employees at Dytran take personal responsibility for protecting company assets against theft, loss, or abuse and using them appropriately and for business purposes. Property provided by a customer or other third party is used and managed according to the terms of the corresponding agreement or contract.

6.14 Information Technology

Information technology is a valued asset and is provided for the business use of Dytran employees. Employees are required to use Dytran information technology such as internet, email, computers, and mobile devices, for authorized, business purposes and may not use these resources to view, download, or communicate inappropriate, unprofessional, or illegal content. This includes content that could be considered obscene or offensive, unlicensed software, and copyrighted materials.

Personal use of Dytran information technology is discouraged and should be kept to a minimum. Any occasional personal use of Dytran information technology should not adversely affect the employee's productivity or the work environment.

Since the information technology used at Dytran belongs to the company, all employees should not have an expectation that emails, internet activity, computer files, and the like are private. Dytran reserves the right to review all information technology usage and will do so in accordance with the law.

Employees shall:



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- Immediately report any suspicions of fraud, theft, or misuse of company assets.
- Not share passwords or allow other people to use company resources.
- Not attempt to access any data that you are not authorized to view.
- Not download, install, or run unauthorized or unlicensed software on company information technology.
- Never copy, install, or use company software for personal purposes.

6.15 Sensitive Information

Dytran employees are tasked with protecting company proprietary, customer confidential and/or classified information, and intellectual property from unauthorized disclosure.

6.15.1 Proprietary Information

Our proprietary information is one of our most valuable assets at Dytran, and each employee must be vigilant in protecting this information. Employees shall keep company proprietary information secure, limit access to those who have a need to know and avoid discussions of proprietary information in public areas.

Common examples of what may be considered company proprietary information include business plans, contract proposals and bids, company initiatives, pricing, phone lists, and other non-public information.

It is expected that employees will not share Dytran's proprietary information with anyone outside the company, even after their employment with Dytran ends.

Employees shall:

- Use and disclose Dytran proprietary information only for legitimate business purposes and when authorized.
- Properly label proprietary information to indicate how it should be handled and distributed.
- Dispose of proprietary information in designated receptacles.



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- Know which types of information are given heightened protection by the law and Dytran policy, such as personally identifiable information, government-issued identification numbers and bank account numbers.

6.15.2 Customer Confidential Information

Dytran employees strive to protect the confidential information of our customers. Employees may only disclose customer confidential information to co-workers who have a legitimate business need to know, and shall not disclose it to people outside our company without authorization.

Dytran employees shall:

- Understand and adhere to the laws, regulations, company policy and agreements on the use, protection and retention of information from or about customers.
- Immediately report any loss or inadvertent disclosure of customer information.
- Take steps to ensure that customer information is secure when off company premises.
- Never use customer information for personal gain.

6.15.3 Classified Information

All employees at Dytran have a continuing obligation to protect classified information. Employees are required to properly safeguard and control access to this information in accordance with the security guidelines prescribed by the contract, customer or government agency.

6.16 Intellectual Property

Dytran Instruments Inc. retains exclusive ownership of the intellectual property in any idea, process, trademark, invention or improvement created by an employee while working for Dytran. Intellectual Property includes:

- patents, trademarks, and copyrights
- trade secrets



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- technical data and software developed under or used in support of customer contracts
- inventions and discoveries
- methods, know-how and techniques
- innovations and designs
- systems, software and technology
- brands

Dytran employees are required to report any suspected theft, misuse, or improper disclosure of the company’s intellectual property to their supervisor and/or a member of the Dytran Ethics Leadership or Liaison Team.

6.17 Public Communications

All employees at Dytran are committed to providing accurate and consistent information regarding our operations, products and services to the public and we exhibit objectivity, openness, and honesty in our communications. To ensure consistency in our messaging, Dytran mandates that only authorized persons speak on behalf of the company. Public statements shall be authorized first by a member of the Dytran ownership team prior to dissemination outside of the Dytran facility.

As such, employees of Dytran ensure that they:

- Never speak publicly on issues involving the company without prior authorization from a member of the ownership team
- Obtain approval from a member of the ownership team prior to making public speeches or writing articles for professional journals when you are identified as being an employee of Dytran
- Obtain approval from a member of the ownership team before distributing any communication intended for a broad employee audience.
- Never give the impression that they are speaking on behalf of the company in any personal communication, including user forums, blogs, chat rooms, and bulletin boards.

6.18 Social Media



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Dytran employees are expected to use social media responsibly and in accordance with Dytran values and policies. Employees participating in online forums, blogs, wikis, chat rooms, bulletin boards, or other social networks, shall never give the impression that they are speaking on behalf of Dytran, unless they are authorized to do so by a member of the Dytran ownership team.

7.0 External Actions

7.1 Anti-Trust and Fair Competition

Dytran supports fair and open markets and does not engage in improper practices that may limit competition. Dytran competes vigorously to be an industry leader and we do so by maintaining high standards of fairness and honesty when engaged in marketing, promotional, and advertising activities. We look to gain competitive advantage through superior performance, price, and quality and not through unethical or illegal business practices.

Dytran does not enter into agreements with competitors to engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers, or markets.

In general, the following activities are “red flags” and are avoided by Dytran employees. Employees who witness any of the following behaviors or activities are instructed to notify their supervisor and/or a member of the Dytran Ethics Leadership or Liaison Team

COLLUSION — when two or more parties secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages, or allocations of markets.

BID-RIGGING — when two or more parties manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding, or knowingly submitting noncompetitive bids.

TYING — when a company with market power forces customers to take products or services that they do not want or need.

PREDATORY PRICING — when a company with market power sells a product or service below cost so as to eliminate or harm a competitor, intending to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.

Dytran employees are to ensure that they:



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- Never share the Dytran’s sensitive information with a competitor
- Never share sensitive information of business partners or other third parties with others without their permission
- Never take advantage of anyone through manipulation, abuse of privileged information, misrepresentation of facts, or any other intentionally unethical or illegal action
- Never engage in conversations with potential competitors about competitive sensitive information
- Never use or disseminate non-public information about potential competitors from new hires or candidates for employment.
- Never have conversations with potential competitors that could be perceived as limiting competition.

7.2 Anti-Corruption

Dytran Instruments Inc., is committed to conducting business ethically, with integrity, and in compliance with applicable laws and regulations prohibiting bribery, kickbacks and other forms of corruption. Because of the complexity of anti-corruption and bribery laws, it is important that employees are aware of company policies and ask questions if they have any doubts about the proper course of action. Bribery and kickbacks are never permitted at Dytran, regardless of whether we are dealing with a government or commercial customer. The following terms apply:

- **BRIBE:** the payment of anything of value such as cash, gifts, services, contributions, internships or vacations, made for the purpose of improperly obtaining or retaining business
- **KICKBACK:** the return of a sum already paid or due to be paid as a part of a legal contract, as a reward or making or fostering business arrangements.
- **FACILITATION PAYMENTS:** also known as “grease payments” are modest amounts of money paid as an unofficial fee to low level government employees to speed or initiate the performance of routine and expected government services to which Dytran is entitled.

Dytran monitors third parties acting on the company’s behalf to ensure due diligence and verify that our business partners and all those through whom we conduct our



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business understand they are required to operate in strict compliance with our standards and to maintain accurate and complete books and records.

7.3 Anti-Money Laundering

Dytran Instruments, Inc. does not condone, facilitate, or support money laundering or associated activities. Involvement in such activities undermines our integrity, damages our reputation, and can expose Dytran and individuals to severe sanctions.

Money Laundering occurs when companies or individuals attempt to convert, disguise or hide proceeds of illegal activity by moving illegally obtained funds, or hiding the source so the funds are made to appear legitimate.

Dytran employees comply with all applicable money-laundering and anti-terrorism requirements which prohibit:

- Engaging in financial transactions involving property, funds, or monetary instruments which, directly or indirectly, promote or result from criminal activity.
- Receiving, transferring, transporting, retaining, using, structuring, diverting, or hiding the proceeds of any criminal activity, or aiding or abetting another in any such action.
- Engaging or becoming involved in financing, supporting, or otherwise sponsoring, facilitating, or assisting any terrorist person, activity, or organization.

Employees are required to report suspicious activity such as payments to offshore banking locations, payments to third parties outside the territory in which the third party operates, and false invoices for sales.

7.4 Business Courtesies

Employees of Dytran do not accept or provide business courtesies if the intent is to improperly influence a business decision. Business Courtesies include any item of value provided to or received from a third party for the purpose of initiating or furthering a business relationship. Business courtesies include such things as cash, entertainment, meals, gifts, social events, sporting events, travel, lodging, favors, gratuities, discounts and services.

Dytran's commitment to conducting business with integrity means never seeking to improperly influence business decisions. It is important for all employees to exercise common sense and good judgment when giving or receiving business courtesies.



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In general, employees *may not* offer or accept a business courtesy if it:

- Violates any law, regulation or policy applicable to the giver or recipient
- May be considered a bribe, payoff or kickback
- Violates customary business practices
- Gives the appearance of impropriety or could give rise to a conflict of interest

Dytran employees are instructed to avoid situations where business courtesies could harm the reputation of our company or those of us involved, or come into conflict with applicable Defense Federal Acquisition Regulations (DFAR) clauses prohibiting such practices.

7.4.1 Government Officials

United States Government Officials: The U. S. government has strict laws and rules prohibiting its employees or elected representatives from accepting business courtesies. With the exception of common hospitality and promotional items of nominal intrinsic value, Dytran employees may not offer or give a business courtesy to a government official without the prior written approval of a member of the Dytran ownership team.

Non-U.S. Government Officials: Most countries prohibit their official employees from accepting business courtesies. With limited exceptions, business courtesies extended to any government officials require prior written approval from a member of Dytran ownership team.

7.4.2 Commercial Third-Parties

Exchanging business courtesies with our commercial third parties shall be reasonable, infrequent, for a legitimate business reason, and consistent with normal industry practice and local laws.

Providing or offering business courtesies to commercial third parties that exceed nominal value may require written approval from a member of the Dytran ownership team. Exceptions include coffee, soft drinks, light snacks, and inexpensive business-related meal incident to a site visit, recognition awards for program or service achievements, or promotional items. Other than



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these exceptions, accepting business courtesies from third parties, including suppliers, requires approval by a member of the Dytran ownership team.

Common practices utilized by Dytran employees when handling business courtesies are as follows:

- Seek guidance and approval if you are unsure as to whether the business courtesy is appropriate.
- Only provide and accept business courtesies that are justified by the business relationships. Note, exchanging business courtesies that foster goodwill in business relationships is generally acceptable, but you should never provide or accept business courtesies that obligate or appear to obligate the recipient.
- Do not offer or accept lavish, extravagant, or unreasonable business courtesies.
- Do not offer travel and lodging without advance approval from Dytran ownership
- Understand and comply with both Dytran and third-party policies before offering or providing business courtesies.
- Raise a concern whenever you suspect that a colleague, third party, or other agent of the company may be engaged in an attempt to improperly influence a decision of a customer.

Specifically regarding the acceptance of business courtesies:

- Do not request or solicit personal gifts, favors, entertainment, services or any other type of business courtesy.
- Never accept cash or cash equivalents, such as gift cards, of any value.
- Never accept business courtesies of any kind from a business partner with whom you are involved in contract solicitation or negotiations.
- Refuse business courtesies that seem inconsistent with our business practices and report it to your supervisor.
- Seek advance written approval for any exceptions.



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7.5 Export & Import Compliance

Dytran Instruments, Inc. complies with all trade restrictions and import and export control laws of the countries in which we operate. We expect all of our business partners, third parties, consultants, and contractors to do the same. Limited exceptions may apply in cases where such laws conflict with U.S. laws (see 6.6 Boycotts below). In our continuing efforts to control the export and import of defense articles and/or services, Dytran Instruments, Inc. is registered with the United States Department of State in adherence with the International Traffic in Arms Regulations (ITAR).

In the U.S. as well as other countries in which Dytran operates, governments often have complex and significant restrictions on trade in military and dual-use goods, technology, and services, as well as trade with certain countries. In order to ensure compliance to export and import controls, Dytran employees comply with the following restrictions:

- Any oral discussion with any non- U.S. person, even someone inside the United States, which discloses technical information and might be considered an export.
- Using business knowledge outside of the employee’s country, such as when providing technical assistance to others.
- Transferring technical data to someone in another country, such as through the Internet, e-mail, conversations, meetings, and network or database access. This restriction applies to sharing information with other company employees, as well as non-employees.
- Transferring technology to non-U.S. persons, whether located inside or outside the U.S.
- Transferring technology from an authorized non-U.S. person to one that is not authorized.

Trade restrictions also involve prohibitions against dealing with specifically identified sanctioned or embargoed countries or entities acting on their behalf, as well as on transactions involving certain named persons or organizations. Dytran employees shall:

- Comply with all export and import laws, regulations, and requirements and with Company trade control policies.



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- Understand the trade controls related to Dytran products, technology, and information and the restrictions on transferring those items to entities outside the company.
- Obtain licenses or other government approvals prior to exporting and importing products and technology controlled by the Government.
- Report any known or suspected trade control violation to your supervisor, manager or member of the management team.
- Report complete, accurate, and detailed information regarding imported product including its proper classification, country of origin and appropriate value.

7.6 Boycotts

Boycotts occur when a person, group, or country refuses to do business with certain persons, groups, or countries as a means of protest, an expression of disfavor, or a method of coercion.

Dytran does not participate in or promote boycotts that the United States does not support, such as the Arab League Boycott of Israel. As such, Dytran may not agree to a contract, document, or verbal request containing language that could be interpreted as an attempt by a person, group, or country to enforce an unsanctioned boycott.

In support of this effort, Dytran employees:

- Review all transactional documents, including contracts, letters of credit, shipping or import documents, or bid and proposal materials, for any language that may constitute a boycott request.
- Notify Dytran management or a member of the Dytran Ethics Leadership or Liaison Team if requested to join in, support, or furnish information concerning a non-U.S. boycott.

7.7 Political Involvement

Dytran does not support political parties on the company's behalf or engage in prohibited lobbying activities. Dytran believes that our employees benefit from being active in the community through good citizenship and we recognize that our employees have a right to voluntarily participate in the political process, including volunteering in campaigns and making individual political contributions. Employees



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exercising their rights do so may only act in their own name and on their own time.

Dytran employees are prohibited from using the company name, funds, assets, services or facilities to support any political candidate or party or to engage in any lobbying or activism activity.

8.0 Business Partners

Dytran employees are ethical and honest in our interactions and dealings with our business partners. Dytran strives to treat our business relationships with our customers, business partners, third parties, suppliers, and contractors in a fair and honest manner. We work to understand and meet their needs, while adhering to our own ethical standards, and we are committed to communicating the truth about our services and capabilities. We refuse to make promises we know we cannot keep. In short, we treat our business partners as we would like to be treated.

As such, we expect our customers, business partners, and stakeholders to act in a manner that is consistent with Dytran ethical standards. Employees who witness Dytran business partners acting in an unethical or illegal activity shall notify their a member of the Dytran management team or a member of the Dytran Ethics Leadership or Liaison Team.

To help protect our business and our business partners, employees are required to:

- Speak to a member of the Dytran Ethics Leadership or Liaison Team if you have concerns about any error, omission, undue delay, or defect in quality or customer service
- Report pressure from colleagues or managers to cut corners on quality or delivery standards
- Never follow a customer's or third parties request to do something that you regard as unethical or unlawful
- Respond promptly to customer and business partner requests and questions
- Promise what you can deliver and deliver on what you promise

8.1 Procurement Integrity



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Dytran employees understand and comply with procurement integrity laws and regulations and are aware that bid and/or proposal information is proprietary in nature.

Because Dytran does business with government contractors and/or government-owned entities, we are committed to compliance with special legal, regulatory and contractual requirements that apply to government contracting. In compliance with the Procurement Integrity Act, we will not disclose or use any unauthorized confidential contractor bid or proposal information, or source selection information before a contract award.

8.2 Hiring Former Government or Military Personnel

The U.S. Government and other countries have laws and special restrictions that apply to the recruitment and hiring of current and former government employees and military personnel as employees, consultants, or representatives. Restrictions include limitations on the type and timing of employment-related discussions that government employees may have with Dytran Instruments, Inc. Dytran ensures that such employment discussions are approved in advance by the Dytran Human Resources Department.

Dytran employees ensure that they:

- Avoid seeking or receiving information that Dytran is not authorized to possess, such as confidential or proprietary data, pricing information of other competitors and non-public government documents relating to bidding or source selection.
- Seek immediate guidance from Dytran management if you inadvertently receive unauthorized bid or proposal or source selection information.
- Comply with government conflict of interest restrictions.

8.3 Business Intelligence

Dytran employees are committed to obtaining competitive information only through proper means. When collecting business intelligence, Dytran employees and others who are working on our behalf must display Dytran's high ethical standards.



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Dytran and its employees do not engage in fraud, misrepresentation, or deception to obtain information. Dytran employees are prohibited from the use of invasive technology to “spy” on others. Dytran employees are careful when accepting information from third parties, and they know and trust the sources from which information is obtained. Dytran employees ensure that the knowledge obtained through outside sources is not protected by trade secret laws, non-disclosure and/or confidentiality agreements.

When Dytran employs former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

Dytran employees and business partners:

- Do not request or receive the confidential information of other companies.
- Never pressure new employees to discuss confidential information from their previous employer.
- Do not disclose suppliers’ non-public pricing information.
- Never retain papers or computer records from prior employers in violation of laws or contracts.
- Do not seek information obtained through any behavior that could be construed as “espionage”, “spying” or which you would not be willing to fully disclose.

9.0 Summary

The Dytran Business Ethics and Conduct Policy articulates for our employees, our customers and other stakeholders the ethical standard which governs both our business conduct and our relationships with one another.

The policy is intended to assist Dytran employees in understanding and adhering to these standards in their daily activities, consistent with our core values of Customer Focus, Integrity, People, Innovation, Teamwork and Trust, and is not intended to serve as a replacement for the laws, regulations, and internal policies that govern our operations.