

UNIVERSAL AVIONICS SYSTEMS CORPORATION

Code of Business Conduct and Ethics

1. Introduction

- A. Importance of Ethics. Conducting our business honestly, ethically, and properly is critical to the continued success and growth of Universal Avionics Systems Corporation (the “**Company**”) in order to maintain our good reputation and conduct our business activities in a compliant manner.
- B. The Code. In furtherance of our commitment to ethical business conduct, the Company’s Board of Directors has approved this Code of Business Conduct and Ethics (the “**Code**”), which is available on the Company’s website: www.uasc.com under “Ethics and Compliance.” The Code summarizes our policy with respect to ethical business conduct and is consistent with the Code of Conduct applied by our parent company. Compliance with the Code by our directors, officers, and employees is required for us to successfully perform our business activities, maintain our good reputation, and create an effective and positive working environment.
- C. Other Company Policies and Procedures. This Code is supplemented by other Company policies and procedures relating to ethics and legal compliance issues.
- D. Basic Standards. This Code sets out the basic standards of ethics and conduct for our directors, officers, and employees. These standards, together with other applicable Company policies and procedures, are designed to promote honest and ethical conduct, but will not cover all situations. If a law conflicts with our ethics policy, you must comply with the law. On the other hand, our ethics policy, as expressed in this Code and supplemented in other policies and procedures, takes precedence in the event of a conflict with a particular local custom or practice.
- E. Violations. Violations of the standard set out in this Code will be subject to disciplinary action.
- F. Where to Go With Questions. All employees should be familiar with this Code and other applicable Company policies and procedures. If you have any doubts regarding whether a particular situation might violate our ethics standards, or if you have any other questions regarding ethics issues, you should contact the Company’s Director of Contracts and Compliance (“**CO**”) or otherwise through our “Whistle-blower” process as further described in Annex A below. The matter will be reviewed and appropriate action will be taken consistent with this Code, other Company policies, and procedures and applicable law.

2. Scope

- A. Directors, Officers and Employees. You are subject to this Code if you are a director, officer, employee, or representative of the Company or any of its wholly-owned subsidiaries. In addition, this Code applies to your own actions as well as those you may come into contact with indirectly through relatives, friends, or other personal relationships.
- B. Third Parties. We also expect third parties with which we do business, including consultants, representatives, suppliers, and subcontractors to comply with our ethical standards. Elements of the Code applicable to our supply chain are reflected in our “Supplier Code of Conduct,” which is available on our website: www.uasc.com under “Ethics and Compliance.”

3. Honest and Ethical Conduct

Each person subject to this Code has the responsibility to act honestly and ethically in conducting activities on behalf of the Company. Your responsibility applies to your interaction with our directors, officers, and employees, and to the Company itself. You are expected to act in good faith and with responsibility, due care, competence, and diligence. You should use your independent judgement with respect to questionable behavior and at all times conduct yourself in a manner that meets with our ethical standards.

4. Compliance with Laws, Rules, and Regulations

You are required to comply with all applicable laws, governmental rules, and regulations. This includes, but is not limited to, regulations relating to the conduct of government tenders, procurement integrity, and anti-bribery and corruption. Although you are not expected to know the details of all applicable laws, rules, and regulations, we expect you to be familiar with the Company-published policies and procedures and to seek advice from our CO if you have any questions about whether a legal requirement applies to a particular situation or what may be required to comply with any law, rule, or regulation.

5. Submittals to Governmental Entities

The Company's policy is to provide accurate and sufficient information in all reports and documents that we are required to submit to governmental authorities.

6. Insider Trading

Since the shares of the Company's ultimate parent company are publicly-traded, all persons having "inside information" regarding our activities are subject to applicable laws and regulations against "insider trading." If you have access to material, non-public information concerning the Company or our affiliated companies, you are not permitted to use or share that information for stock-trading purposes, or for any other purpose except the conduct of our business. All non-public information about the Company and/or affiliated companies should be considered confidential information. Insider trading, which is the use of material, non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information, is not only unethical but also illegal. The prohibition on insider trading applies not only to our parent company's securities, but also to securities of other companies, if you learn of material non-public information about these companies in the course of your duties for the Company. Violations of this prohibition against insider trading may subject you to criminal or civil liability, in addition to disciplinary action by the Company.

7. Anti-Bribery/Anti-Corruption

The Company is committed to conducting business with the highest ethical principles, including compliance with anti-bribery/anti-corruption standards. We maintain a zero-tolerance policy towards corruption. We are active in various markets, requiring compliance with the anti-bribery/anti-corruption laws of a number of jurisdictions. This includes the U.S. Foreign Corrupt Practices Act ("FCPA"). Details of the Company policy regarding bribery and corruption are contained in our Anti-Bribery Compliance Policy, which is available on our website: www.uasc.com under "Ethics and Compliance." Violations of the Anti-Bribery Compliance Policy may subject you to criminal or civil liability, in addition to disciplinary action by the Company.

8. Human Rights, Anti-Slavery and Human Trafficking Policy

- A. Human Rights. You are expected to treat people with respect and dignity, encourage diversity, remain receptive to diverse opinions, promote equal opportunity for all, and foster an inclusive and ethical culture. You are required to respect the rights of others and afford each individual equal opportunity without regard to race, color, creed, religion, national origin, age, sex, marital status, lawful alien status, non-job-related physical or mental disability, veteran's status, sexual orientation, gender identity or expression, or any other basis prohibited by law.
- B. Modern Slavery and Human Trafficking. Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labor, and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We have a zero-tolerance approach to modern slavery and human trafficking, and we are committed to acting ethically and with integrity in all our business dealings and relationships and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or our supply chain.
- C. Child Labor. Child labor must not be used in the performance of any work by the Company. The term "child" refers to any person under the minimum legal age for employment where the work is performed, provided the legal age is consistent with the minimum working ages defined by the International Labor Organization.
- D. Federal Acquisition Regulation Requirements. You must comply with all applicable anti-slavery and human trafficking laws, including, but not limited to, those set forth in the U.S. Federal Acquisition Regulation ("FAR") Section 52.220-50.

9. Fair Dealing

You should deal fairly with our suppliers, competitors, and employees, as well as others with whom the Company does business. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentations, or any unfair-dealing practice.

10. Competition and Anti-Trust

We compete fairly and within the law. As such, you must comply with applicable competition laws (sometimes called "**antitrust laws**") of all applicable countries. Competition laws prohibit formal or informal understandings, agreements, or arrangements among competitors that unfairly restrict competition. You must not fix prices, rig bids with competitors, or participate in a cartel. This includes a prohibition on exchanging current, recent, or future pricing information with our competitors.

11. Conflicts of Interest

- A. Handling Conflicts of Interests. You should ethically handle any actual or apparent conflict of interest between your personal and business relationships. Conflicts of interest are prohibited as a matter of policy. A "conflict of interest" exists when a person's private interest interferes, or might reasonably be considered to interfere, in any way with the interests of the Company. A conflict situation arises if you take actions or have interests that interfere with your ability to perform your work for the Company objectively and effectively. Conflicts of interest also may arise if you, or a member of your family or other person affiliated with you (as defined in Section 11.B(6) below), receive an improper personal benefit as a result of your position with the Company. If you become aware of any transaction or relationship that reasonably could be expected to give rise to a conflict of interest, you should report it promptly to the CO or as otherwise provided in the Whistle-blower process attached as Annex A to this Code.
- B. Examples of Conflict of Interests. The following are examples of standards applying to certain common situations where potential conflicts of interest may arise.
- (1) Gifts, Entertainment, and Other Personal Benefits. Gifts, entertainment, or other benefits may only be offered or accepted by persons doing business with or on behalf of the Company if done in a reasonable and proportionate way in the ordinary course of the business relationship. The giving or receiving of gifts or

hospitality must be done in accordance with the provisions of the Anti-Bribery Compliance Policy and related internal policies. This includes the application of the applicable thresholds and obtaining pre-approval when required to do so. Modest gifts and hospitality may usually be offered or accepted provided there is no expectation or belief that something will be given in return. In assessing the compliance of any gift or hospitality with the Anti-Bribery Compliance Policy, consideration should be given to, among other things, the proportionality, the frequency, the timing, and the intent behind the gift or hospitality.

- (2) *Financial Interests in Other Organizations.* The determination whether any outside investment, financial arrangement, or other interest in another organization is improper depends on the facts and circumstances of each case. Your ownership of an interest in another organization may be inappropriate if the other organization has a significant business relationship with, or is a direct competitor of, the Company. In such case, your financial interest would likely be inappropriate if it is of such a size that your ability to exercise independent judgment on behalf of the Company is or may appear to be compromised. As a general rule, a passive investment would not likely be considered improper if it: (1) is in publicly-traded shares, (2) represents less than 1% of the outstanding equity of the organization in question, and (3) represents less than 5% of your net worth. Other interests also may not be improper, depending on the circumstances.
- (3) *Outside Business Activities.* The determination of whether any outside position an employee may hold is improper will depend on the facts and circumstances of each case. Your involvement in trade associations, professional societies, and charitable and similar organizations normally does not create a conflict of interest. However, if those activities are likely to take substantial time from or otherwise conflict with your responsibilities to the Company, you should obtain prior approval from the Company's Chief Executive Officer ("CEO").
- (4) *Corporate Opportunities.* You are prohibited from exploiting for your personal advantage any opportunities that are discovered through the use of Company property, information, or position, unless all required approvals are obtained. Similarly, you may not compete with the Company directly. You owe a duty to advance the Company's legitimate interests whenever the opportunity to do so arises.
- (5) *Hiring Process.* Hiring decisions should be made solely on business rather than personal considerations. In addition, situations that could be viewed as nepotism, such as the hiring of close family members of directors, officers, or employees in particular situations should be avoided. Hiring persons previously employed by organizations that have a business affiliation with the Company should be reviewed in advance with the CO in order to avoid inappropriate or improper situations. Such organizations include independent auditors, other service providers, subcontractors, customers, end users, and competitors.
- (6) *Indirect Violations.* You should not indirectly (such as through a spouse, family member, affiliate, friend, partner, associate, or an entity with which you have an active or significant business or financial relationship) have any interest or engage in any activity that would violate this Code if you directly had the interest or engaged in the activity. Any such relationship should be fully disclosed to the CO and the CEO (and in the case of a director to the Board of Directors), in order to determine whether the relationship is inappropriate based upon the standards of this Code.

12. Political Activity

The Company's policy is not to promote specific political affiliations. However, you are free to engage in political activities in your personal time so long as those activities do not interfere with your work for the Company, and you do not involve or associate the Company in those activities in any way. Use of the Company property or resources for political purposes is prohibited. A prohibition on political donations is contained within the Company's Anti-Bribery Compliance Policy.

13. Protection and Proper Use of Company Assets

You should protect and properly use the Company's assets and property. Theft, carelessness, and waste have a direct impact on our profitability. All Company assets should be used only for legitimate business purposes. Use of our computer networks and other communication channels for inappropriate purposes is prohibited. Use of computer networks and communication channels for personal reasons should be reasonable, kept to a minimum, and not interfere with business

activities. The Company reserves the right to monitor the use of Company assets and property, including email accounts, without prior notice to directors, officers, or employees using such assets or property.

14. Information Protection

- A. Respect for Intellectual Property Rights. The Company is committed to ensuring our intellectual property rights and that those of our customers and business partners are protected to the full extent of the law and our contractual commitments. Directors, officers, and employees must comply with all the applicable laws and contractual requirements governing intellectual property rights assertions, including protection against disclosure, patents, copyrights, and trademarks.
- B. Company Proprietary Information. The obligation of employees to protect Company assets includes our proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing, financial, human resources, technical, and administrative information that has not been properly released to the public domain. Unauthorized use or distribution of this information violates Company policy. It could also be illegal and result in civil or even criminal penalties. Except when disclosure is specifically authorized or legally required you should maintain the confidentiality of all non-public information that you obtain in the course of your work activities, whether or not entrusted to you by the Company or by persons with whom we do business.
- C. Safeguarding Company Information. Directors, officers, and employees must use appropriate safeguarding measures to protect sensitive information, including proprietary, export-controlled, and personal information. Such information should not be used for any purpose (e.g., advertisement, publicity, and the like) other than the business purpose for which it was provided, unless there is prior authorization from the owner of the information. Unauthorized use or distribution of proprietary information or sensitive information through any means, including social media, violates this Code. It may also violate applicable law, as well as regulatory and contractual requirements.
- D. Sensitive Information of Third Parties. Directors, officers, and employees must comply with applicable data privacy laws and must protect the sensitive and proprietary information of others, including personal information, from unauthorized access, destruction, use, modification, and disclosure, through appropriate physical and electronic security procedures. You are expected to take the necessary information security measures, for both computer systems and portable electronic devices, to protect against cyberattacks, malware, and unauthorized disclosure of any proprietary information and other program-related information. If there is any suspicion that a possible data security breach has occurred, it is critical that such circumstance be immediately reported to the CO or the Director of Corporate IT.

15. Use of Social Media

- A. Scope of Social Media. We recognize that external social media and online networking sites (“**Social Media**”) provide opportunities to share information, ideas, and perspectives and are widely used in many aspects of daily life. Examples of Social Media include Facebook, Twitter, YouTube, LinkedIn, and various blogging sites, among others. While the Company understands that private use of Social Media has become a regular part of all of our lives, employees and anyone else representing the Company need to know that accessing or using Social Media in any way connected to the Company creates risks to the Company and is strictly regulated as described below.
- B. Potential Risks. Employees should be aware that even the private use of Social Media poses potential risks. Inappropriate use of Social Media has the potential to cause damage to you, as well as to the Company, if it is possible to identify from Social Media that you are an employee of the Company. Anything you post on Social Media may become public and be exposed for a long time. Also, today’s cyber-environment poses significant risks from hostile, politically-motivated sources as well as from cyber criminals, both with respect to the Company and in general. Not only is there a potential risk of cyberattack if you are linked to the Company’s IT systems in your use of Social Media, but there is also the risk that use of your private computer and e-mail address may expose you to cybercrime or politically-motivated cyberattacks or other forms of attacks.

C. Rules for use of Social Media. Due to the above-mentioned risks, the following rules apply to use of Social Media by Company employees and representatives:

- (1) When you join or connect to Social Media—make sure you use only your private e-mail address and not your Company e-mail address, unless you have pre-approval from the CEO (or, if you are a director, from the Board of Directors) to engage in Social Media in your capacity as a director, employee, or officer of the Company.
- (2) You are expected to maintain confidentiality. Do not discuss on Social Media anything related to Company business, whether or not relating to proprietary Company information, unless authorized to do so (as per above).
- (3) Be aware that any comments you may make in a private capacity on Social Media may be linked to the Company if it is possible for outside persons to identify that you are a Company employee or representative. Such comments may harm the Company’s image or good name or expose the Company to potential legal actions.
- (4) You should be aware that posting the Company logo, indicating on Social Media that you work for the Company, or “tagging” pictures of yourself or other employees can create risks for you, the Company, and other employees. Therefore, it is recommended not to do so.
- (5) Posting a resume on Social Media that discusses specific projects, customers, or products is an inappropriate and unacceptable exposure of Company information.
- (6) If you believe that there is potentially damaging information about the Company appearing in Social Media, or that a response to something about the Company that appears on Social Media is necessary, refer the matter to the CO or the CEO for handling. Do not make any representations or responses on behalf of the Company or engage in a dialogue relating to the Company on Social Media, even if you think that you are defending the Company or saying something positive.
- (7) You are personally responsible for whatever you publish on Social Media and you are expected to follow the above guidelines. The making of unauthorized or potentially damaging comments will be followed by disciplinary actions.

16. Code Interpretations and Approvals

If it is not clear to you whether a particular activity or relationship is improper or if an approval is required under this Code or other related Company policies and procedures you should disclose it to the CO (or, if you are a director, to the Board of Directors). A determination will then be made as to whether there is a violation of the Code or whether an approval can be granted. You may be required to agree to conditions before receiving any required approval.

17. Reporting any Illegal or Unethical Behavior

A. Importance of Reporting. Reporting of illegal or unethical conduct is an important element of our ability to meet the standards described in this Code. You should promptly report violations of laws, rules, regulations, or this Code to the CO or as otherwise provided in the Whistle-blower process attached as Annex A hereto. Employees are encouraged to talk to supervisors, managers, or other appropriate personnel when in doubt about the best course of action in a particular situation. All reports of violations of this Code will be promptly investigated and, if found to be accurate, acted upon in a timely manner. Employees are expected to cooperate in internal investigations of misconduct.

B. Reports Relating to Financial Matters or Internal Controls. Any report of wrongdoing relating to accounting or financial reporting matters, or to persons involved in the development or implementation of our system of internal controls, will also be reported to our Board of Directors.

C. Whistle-blower Process. In order to encourage employees to report violations of applicable laws, rules, regulations, or this Code, such reports need not be signed and may be sent anonymously. It is our policy not to allow actual or threatened

retaliation, harassment, or discrimination due to reports of misconduct by others made in good faith by employees. Our Whistle-blower process, attached hereto as Annex A, has been approved by the Board of Directors. It enables employees to report matters in a discrete manner directly to the CO or the CEO, or if they so choose to the Chair of the Compliance Committee (the “CCC”) of the Company’s Board of Directors.

D. Addresses for Reporting. Reports or questions relating to this Code may be addressed to the CO, the CEO, or the CCC in accordance with the addresses set forth in Annex A hereto.

18. The Code is Enforceable by the Company Only

This Code is for the benefit of the Company, and no other person or entity is entitled to enforce this Code. This Code does not, and should not be interpreted to, create any private cause of action or remedy in any other person or entity for a violation of the Code. In addition, this Code should not be construed as a contract or offer of employment and does not change any person's employment status.

19. Summary of What You Are Expected To Know and Do

A. Be Familiar with the Code. You are required to be familiar with the content of this Code and other related Company procedures.

B. The Code is Only a General Guideline. This Code is intended as a statement of basic principles and standards and does not include specific rules that apply to every situation. The Code also should be viewed within the framework of our other policies, procedures, practices, instructions, and the requirements of the law. In addition, the absence of a specific Company policy, procedure, practice, or instruction covering a particular situation does not relieve you of the responsibility for acting ethically under the circumstances.

C. Checklist of Things to Consider. In many situations, it may be difficult to know the proper course of action. Because this Code does not anticipate every situation that may arise, it is important that you approach a new question or problem in a deliberate fashion:

- (1) Determine if you know all the facts and identify exactly what it is that concerns you.
- (2) Discuss the problem with a supervisor or the CO.
- (3) Seek help from other resources such as management personnel.
- (4) Seek guidance before taking any action that you believe may be, or may appear to be, unethical or improper.

D. The Standards to Which You Will be Held. You are required to meet the following compliance standards:

- (1) You are personally responsible for your own conduct and for complying with all provisions of this Code and for properly reporting known or suspected violations.
- (2) If you are a supervisor, manager, or officer, you should use your best efforts to ensure that employees understand and comply with this Code.
- (3) No one has the authority or right to order, request, or even influence you to violate this Code or the law. A request or order from another person will not be an excuse for your violation of this Code.
- (4) Any attempt by you to induce a director, officer, or employee of the Company to violate this Code, whether successful or not, is itself a violation of this Code and may be a violation of the law.
- (5) Any retaliation or threat of retaliation against any director, officer, or employee of the Company for refusing to violate this Code, or for reporting in good faith a violation or suspected violation of this Code, is itself a violation of this Code and our Whistle-blower process and may be a violation of the law.

- D. Violations will be disciplined. Violations of any of the standards contained in this Code, or in any other policy, procedure, practice, or instruction from the Company, can result in disciplinary actions, including dismissal and civil or criminal action against the violator.

Annex A “Whistle-blower” Process

Introduction

The Company has adopted this "Whistle-blower" process as part of our ongoing efforts to ensure compliance with applicable legal requirements and business ethics policies. The purpose of this process is to encourage employees to report, in a non-threatening and non-retaliatory manner, suspected legal or ethical violations. The Company’s Code of Business Conduct and Ethics (the “Code”), as approved by our Board of Directors, requires our directors, officers, employees, and organizations and individuals that act for or on behalf of the Company to maintain ethical standards in the course of performing activities relating to the Company. The Code also requires cooperation in helping to maintain and enforce those standards.

Reporting Concerns or Complaints

Taking action to prevent ethical problems is a critical part of our ethics policy. If you observe any conduct that you suspect may be illegal or in violation of the Code, you should report your concerns. You are encouraged to provide relevant information relating to such suspicions, without regard to the position held by the suspected offender. This includes, among other matters described in the Code, any suspected violations of our standards for financial reporting and internal controls.

You are requested to notify in writing the Company’s Compliance Officer, the CEO, or the chair of the Compliance Committee of the Company’s Board of Directors, with any information, complaint, or concern regarding suspected legal or ethical violations by:

| <u>Compliance Officer:</u> | <u>CEO:</u> | <u>Chair of Compliance Committee:</u> |
|--|--------------|---|
| Telephone: 520-295-2308 | 520-434-4454 | 011-972-77-2946626 |
| Email: UASC-Compliance@uasc.com (Same) | | supplychaincompliance@elbitsystems.com |
| Address: 3260 E. Universal Way Tucson, AZ 85756 | (Same) | The Advanced Technology Center, Hof HaCarmel Haifa 3100401, Israel |

In order to be better able to respond to any information, we would prefer that you identify yourself and give us your contact information when you make your report. However, we will accept anonymous reports if you so choose.

Confidentiality

All notices, reports, and information received under this process will be treated in a confidential manner. Every reasonable effort will be made to handle the matter with discretion and to protect the identity of those who make reports, as well as those who are being investigated. However, if necessary to conduct a proper review or to comply with legal requirements, the Company’s Board of Directors, independent accountants, or others may become involved in the review process. Also, if it becomes apparent that there has been a violation of law, the appropriate authorities will be notified.

Retaliation

The Company’s policy is to protect anyone who in good faith:

- (1) reports a possible violation of law or the Code
- (2) reports any other concerns regarding questionable practices, or
- (3) assists in the investigation of a reported violation.

This is the case whether or not it turns out that the report is mistaken. Retaliation in any form against someone who takes such actions will not be tolerated. Any act of retaliation should be reported immediately and will be investigated.

Questions

If you have any questions about the Whistle-blower process or other issues relating to the Code or the Company's other related policies and procedures, please feel free to contact the CO, the CEO, or the CCC as indicated above.

Please sign and date below to confirm you have read and understood the Code of Business Conduct and Ethics document.

Thank you,

Name (Print).....

Signature.....

Date.....]