

The background of the slide is an underwater scene with light rays filtering down from the surface. A large, semi-transparent teal arrow points from the top right towards the bottom left, partially overlapping the title text.

# Guide to Ethical Conduct

**2023**

Confidential and Proprietary

# A Message from our President and Chief Executive Officer

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We often hear or read about the concept of “values,” the principles that guide the way we conduct our daily lives, interact with our families and treat others. Similarly, SubCom relies upon the fundamental principles, or “core values,” of **Quality, Accountability, Teamwork, and Innovation** to achieve its business mission and goals.

Across our core values, **INTEGRITY governs us**, the common thread that connects all our core values no matter how committed we are to quality, how innovative our products and services are, how many hours we work or ideas we provide, the long-term success of our company ultimately depends on building trusting relationships with customers, suppliers, business partners, government regulators and each other.

SubCom maintains policies and procedures that underscore our commitment to ethical, moral and legal business conduct. These policies and procedures are outlined in this Guide to Ethical Conduct (the “Guide”) and apply equally to all directors, officers and employees of the Company (all are collectively referred to as “employees” throughout this Guide). Many of these principles are expanded upon and additional policies applicable to all employees are available on mySubCom.

Employees are responsible for knowing and understanding the policies and guidelines set forth in the Guide and mySubCom. In agreeing to serve as an officer or director of the Company or in accepting or continuing employment with the Company, officers, directors and employees must accept the responsibility of adhering to the highest ethical standards, displaying loyalty to the Company, avoiding actual or potential conflicts of interest, reporting any conflicts or concerns in accordance with this Guide and adhering to all applicable laws, regulations and policies. Employees are encouraged to seek the advice of their manager, the law or human resources departments as needed (see “Contacts” below) for additional information. If questions or ethical concerns arise, it is the obligation of every officer, director and employee to raise them as provided in this Guide.

The Company requires that all officers, directors and employees comply with the policies set forth in the Guide and mySubCom. Violations of the Guide or Policies, including the failure to report suspected or known violations by others, may result in disciplinary action, up to and including discharge from employment.

***David Coughlan***

President and Chief Executive Officer, SubCom, LLC

# Our Guide applies to you.

It represents SubCom's commitment to an honest, ethical workplace and applies to every employee worldwide, as well as to our officers and directors. Individuals and entities acting for or on behalf of SubCom, including agency-supplied personnel, agents, representatives, contractors, subcontractors and other third parties, must also comply with our Guide. Each of us has a responsibility to read and comply with the Guide and to be familiar with the laws and regulations that govern the work we do.

## We count on your good judgment.

Our Guide offers detailed guidance based on our company values but is not a comprehensive listing of all applicable laws, policies, and procedures. It simply can't address every situation or challenge we may face on the job, therefore please seek guidance and ask questions when you are uncertain about the right course of action. If you encounter an inconsistency or conflict, contact your supervisor, your local Human Resources representative, or the **Law Department**.

### POLICY AGAINST RETALIATION AND IMPROPER USE OF THE PROGRAM

It is the Company's policy to encourage the communication of bona fide concerns relating to, among other things, accounting, legal and regulatory allegations. It is also the policy of the Company to protect those who communicate bona fide concerns from any retaliation for such reporting. In no event will the Company retaliate against, or take or threaten any action against an employee for making a report or disclosing information about suspected misconduct in good faith. Nothing in this Guide limits or otherwise prohibits any employee from filing a charge or complaint or communicating with any applicable governmental agency, or otherwise participating in any investigation or proceeding that may be conducted by a governmental agency.

# Our Responsibilities

As part of the SubCom team, each of us has a responsibility to conduct business legally and ethically.



## Do the Right Thing.

Always remember that you are responsible for your decisions and your actions. No one – at any level of SubCom – has the authority to direct you to do something illegal or unethical. There are many people in SubCom who will listen and **HELP** if you have questions.



## Confirm your Commitment.

Sign your annual certification (“My Commitment Statement”) to acknowledge that you have read and understand our Guide and are in full compliance with the policies it outlines.



## Preserve our Ethical Workplace.

Be alert to activities around you and speak up if you suspect illegal or unethical conduct by any SubCom employee, contractor, vendor, supplier, customer or other person working for or on behalf of SubCom.

# Never Compromise on Integrity

## Not Sure? Ask Yourself:

*Does it reflect  
our values ?*

*Is it good for  
SubCom and  
my co-workers ?*

*Would I feel  
okay if everyone  
knew about it ?*

If you can answer  
“YES” to all of these  
questions, it’s probably  
safe to move forward.

But a “no” or “not sure”  
to any of them should  
cause you to stop and  
reconsider.

It is always appropriate,  
in any situation, under  
any circumstances to ask  
for help.

## What if?

There is a conflict between  
what’s in our Guide and the  
laws in the country where I  
work. I’m not sure what to do.

The best approach is to follow  
the stricter requirement, and if  
that’s not clear, seek guidance  
from the Law Department.



# Our Core Values



# Core Value

## Quality

**Protect Company Assets**

**Protect Confidential  
Information**

**Promote a Safe SubCom**

Quality is the backbone of everything we do. Our **attention to detail** even on the smallest matter reflects upon our corporate quality. The systems we deliver must **operate flawlessly** in the harshest environments on the planet.

When adverse events or challenges occur, we identify root causes and act on durable corrective actions to facilitate continuous improvement.

[\*\*View Quality Policy\*\*](#)

# At SubCom, Quality is Everyone's Job

We will leverage technical, operational and marine expertise to support our customers' needs and exceed expectations for quality and reliability by:

- Demonstrating **ever-improving quality and efficiency** throughout design, manufacture, deployment, maintenance, and operations.
- Evaluating and **managing risk** to minimize the impact on customers' projects.
- Ensuring adherence to **all statutory, regulatory, safety, and contractual** requirements.
- Providing our employees with **opportunities for growth** and job satisfaction.





# Protecting Company Assets

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Company assets are for company business and must be protected from loss, damage, waste and misuse. Our assets include financial assets such as cash, bank accounts and credit standing; physical assets including our facilities, equipment, inventory and vehicles; and technology owned or leased by SubCom such as computers, laptops, smartphones, software, information systems and any equipment with a built-in hard disk storage capacity.

## What if?

I've noticed a coworker who repeatedly takes office supplies home. When I asked him about it, he said, "It's no big deal – the company will never miss it."

## What should I do?

Speak up and report acts of theft or other conduct that violates our Guide.

# Protecting Company Assets

## Together, we:

- Take care of SubCom assets as we would our own.
- Physically secure information and hardware against loss, theft, unauthorized access or damage.
- Protect our information systems – we don't download, copy or share software unless it has been approved by SubCom, we don't access SubCom's network via unauthorized applications or devices, and we don't use SubCom assets to test the SubCom network or application security controls.
- Understand that we may utilize SubCom equipment and communications for our personal use as long as:
  - Our use is occasional and limited.
  - It doesn't interfere with our work or the work of others.
  - It doesn't result in any incremental cost to SubCom.
  - We don't improperly disclose confidential or proprietary information.
- We don't use it to advance personal, non-business interests.
- It complies with the law and our policies.
- Recognize that all communications sent or received on SubCom equipment (including email, instant messaging, text messaging, voicemail, conference equipment, company cell phones and handheld devices) are company assets, and SubCom has the right to monitor them, unless prohibited by local laws.

# Protecting Confidential Information

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Some of the Company's most valuable assets include non-public Company information. As part of an employee's job responsibility, he or she may work with, or have access to, information and materials that are non-public and **confidential**. Information exists in many forms – it can be printed or written on paper, stored electronically (e.g., flash drives, cloud, hard drives, etc.), transmitted electronically (e.g., via e-mail, facsimile, file transfer, etc.) and spoken in conversation. Protecting this information is vital to the Company's ability to effectively conduct its business.

# Protecting Confidential Information

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## What are some examples of confidential information?

Examples include things like agreements between SubCom and agents, strategic partners or other third parties; trade secrets, inventions and unfiled patent applications; SubCom financial information; drawings for potential new products; customer lists and agreements; and customer information entrusted to SubCom. These are only examples – if you're not sure if information is confidential, ask.

Employees must safeguard and must not disclose, misuse or destroy any non-public information that is proprietary or confidential to the Company. Non-public information is information of a confidential, proprietary or secret nature related to the Company's business. Such information includes, for example, business contacts, trade secrets, lists of and data concerning leads, prospects, business and product plans, customer information, information about our business methods, pricing, computer programs, and/or similar information the Company maintains in confidence. Non-public information may also include information learned about customers, competitors, suppliers or others during employment with the Company.

# Keep Confidential Information Confidential!

## Together, we:

- Strive to uphold the highest standard of excellence in our daily conduct and business practices. This standard of excellence includes upholding the highest level of confidentiality standards for both our internal and external customers. Anything less is simply not acceptable.
- Do not gossip!!
- Limit the amount of information we share to what is required to accomplish the task.
- Share project/company information with our customers through proper channels only, responses to customer questions should go through Project Mgmt.
- Take appropriate measures to protect confidential information from unauthorized disclosure and take swift and deliberate action to remedy any breach or unauthorized disclosure.

### What kind of information is considered confidential information?

Confidential information is data that contains SubCom information which is not known publicly or not accessible publicly; the knowledge and/or use of such information provides a competitive advantage to SubCom; Contains a combination of information, some of which may be known in general form in the industry but some of which is specific to SubCom or a SubCom customer or supplier and should not be disclosed publicly; Disclosure of such information to unauthorized recipients may result in harm to the Company, its suppliers, or customers.



# Promote a Safe SubCom

**We value the safety and security of every employee.**

We look out for each other. We follow our safety procedures and promote a culture of safety, because our people are our greatest asset. Every employee is empowered to take immediate action for people's safety regardless of role, title or responsibility. If you see a situation that could put others at risk, take action, and at all times and in all places, work to keep yourself and your coworkers injury-free.

Observe a zero-tolerance policy when it comes to acts or threats of violence. Be alert to what is going on around you, observe good security practices and speak up about any threats of potential violence. We prohibit weapons on all of the company's properties consistent with local law—if you have concerns that someone may have a weapon on our property, report it immediately to your manager, a member of our Global Security team or the Concern Line.

Having, using or distributing alcohol or illegal drugs is also prohibited by our policies because substance abuse can impair your judgment, your performance and the safety of those who work with you. There may be instances where drinking alcoholic beverages while conducting company business is permitted, but make sure you comply with all laws and company policies and principles, and always exercise both moderation and good judgment.

# Promote a Safe SubCom

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## Do Your Part

Play an active role in ensuring your own safety and the safety of others.

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Training requirement? **Comply with it.**

Safety gear? **Wear it.**

Unsafe condition? **Report it - immediately.**

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**Substance-Free Workplace Policy**

## What if?

I have seen unsafe procedures, conditions, or behavior in the workplace.

## What should I do?

Never compromise when it comes to safety—your coworker's or yours. Share your concerns with your manager, Safety Coordinator, or HR to give SubCom the opportunity to address the issue and correct hazards in the workplace.

# Accountability

Fair Competition

Anti-Bribery and Anti-Corruption

Data Privacy

Avoiding Conflicts of Interest

Gifts and Hospitality

Accurate Record Keeping

Imports and Exports

Social Media

We **honor the commitments** we make to our customers, owners and each other. We **accept personal responsibility** for our actions and results and expect the same from others. We play an active role in **ensuring safety**.

# Fair Competition

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Antitrust and competition laws are designed to promote competition and a thriving marketplace, but they can be complex and differ from country to country. **It's important to understand how they affect our day-to-day work** and to avoid conduct that might even suggest a violation. We succeed based on our own merits and avoid any conduct that could restrict free trade.

Becoming aware of competitive information may be normal based on your role or responsibility at the company, make sure you treat that information ethically and lawfully. Compete fairly, but vigorously, and never use deception or misrepresentation or abuse confidential information to gain an unfair advantage over our competitors. When you talk with customers, provide only truthful information about the quality, features and availability of our products, and don't make disparaging remarks about our competitors.

## What is Price Fixing?

It is an illegal business practice where two or more rival companies agree to sell a product or service at a certain price usually to push the price higher. Price fixing is often considered a violation of antitrust laws because it controls supply and demand and prevents prices from fluctuating naturally.

# Fair Competition

## We compete based on price, quality, and customer service.

- Follow the antitrust and competition laws in the countries where we operate. Deal fairly with our customers, suppliers and competitors. Compete based on the quality and merit of our products.
- Do not talk about our business strategies and plans with competitors.
- Never enter into any agreement or understanding, whether formal or informal, with a competitor, customer or supplier to:
  - Raise, set or hold (“fix”) prices on our products.
  - Divide territories, markets or customers.
  - Prevent another company from entering the market.
  - Refuse to deal with a customer or supplier.
  - Interfere with the competitive bidding process.
  - Restrict production, sales or output.
  - Force buyers to buy something they don’t want by tying it to something they do want.
- Seek competitive information from public sources, such as news stories and trade journal articles.
- Be fair, factual, and complete in our advertising, sales and promotional materials.



# Anti-Bribery & Anti-Corruption

Our zero-tolerance approach to bribery supports our reputation for operating ethically and legally all over the world. We want our success tied to our products and services, not to unethical or illegal business practices.

## Together, we:

- Understand that violations of anti-bribery laws can result in lawsuits, substantial fines and jail time and also lead to severe reputational harm for companies and individuals.
- Understand that we are subject to the laws of multiple countries as they relate to bribery and corruption, and we must avoid even the appearance of something improper.
- Never offer, promise or give a financial or other benefit to gain an improper advantage.
- Never request, agree to receive or receive any financial or other benefit from someone as an inducement to do something improper.
- Choose carefully when selecting business partners, knowing that SubCom may be held liable for actions of business partners acting on our behalf.

## What if?

A local consultant reports that there are unexpected issues associated with obtaining a license from authorities but offers to settle the issue non-bureaucratically for a little upfront payment.

Is there any problem with this?

**Yes, the proposal could indicate an improper payment to a government official.**

# Keep Private Information Private!

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**We respect and protect the personal information of our employees, customers and other third parties with whom we do business and are committed to the responsible collection, storage, use, transfer and disposal of that information.**

Follow our policies and protect any personal information that is entrusted to you. Use it only in the way it's meant to be used and don't share it with anyone inside or outside of the company in an unauthorized manner. Practice good cybersecurity, too. Make sure you follow the processes and practices we have in place to protect our networks, computers, programs and data from attack, damage or unauthorized access.

# Keep Private Information Private!

## Together, we:

- Safeguard the personal information that is entrusted to us and use it only for legitimate business or legal purposes.
- Understand that the term “sensitive personal data” has a specific meaning in certain countries and may be subject to additional safeguards related to collection and use.
- Restrict access to personal information only to those (inside or outside of SubCom) who have appropriate authorization and valid business reasons.
- Limit the amount of information we share to what is required to accomplish the task.
- Take appropriate measures to protect personal information from unauthorized disclosure and take swift and deliberate action to remedy any breach of data privacy.

### What kind of information is considered personal information?

Personal information is data that can be used to identify a specific person such as a name, address, photo, birth date, phone number, driver's license number, credit card number or email address. Some countries have an even wider definition of “personal information”.

# Avoid Conflicts of Interest

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In delivering, maintaining and operating the best value undersea networks on the planet, we must adhere to the principle that all business decisions be made in the best interests of the Company, with complete objectivity, and not in the personal interest of employees. In reaching such decisions, employees cannot be influenced by personal or family relationships. Employees should never be subject, or even appear to be subject, to influences, interests or relationships which conflict with the business interests of the Company. Accordingly, employees are **expected at all times** to display loyalty to the Company by performing their jobs in the Company's best interest and not in the interest of any employee's conflicting personal financial gain or that of a third party.

A potential conflict of interest exists if a Company employee has, or appears to have a business, financial, family or other relationship with suppliers, customers or competitors that might impair the independence of any judgment the employee renders on behalf of the Company. A "conflict of interest" is defined as any situation in which an employee engages in activities or takes actions that may adversely affect the interests of the Company or that may personally benefit the employee. Such conflicts exist where an employee receives a benefit from a customer, dealer, contractor, vendor, supplier, manufacturer, or other third party in connection with any Company business. A benefit may be in the form of money or monetary equivalents, gift cards/certificates, gifts, merchandise, trips, services or other form of a benefit received, directly or indirectly.

# Avoid Conflicts of Interest

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As a guide, the following are examples of areas in which Company employees may encounter a conflict of interest and a discussion of how employees are to respond in such a scenario:

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- **Control over Competitor, Supplier or Customer:** No employee or his or her immediate family member may have a significant (controlling) financial interest or management control in a competitor, supplier or customer of the Company. A nominal or portfolio investment in a publicly traded firm normally does not represent a conflict of interest provided it does not affect the employee's efforts on behalf of the Company.
- **Outside Business Activities:** No employee may have any outside business interests that divert a significant amount of time or attention from the employee's duties and responsibilities to the Company; and under no circumstances may an employee work for or provide services directly or indirectly to a competitor of the Company while employed by the Company.
- **Non-Controlling Employment/Business Activities of Immediate Family Members:** If an employee has an immediate family member who is a non-controlling officer, employee or owner of a customer, supplier, or competitor of the Company, the employee is expected to disclose the relationship to their manager or a member of the Ethics and Compliance Committee. The employee may not discuss any confidential Company activity with such persons or reveal any confidential Company information.
- **Employee Relationships:** Under no circumstances is an employee to use his or her position to influence the hiring of an immediate family member. Similarly, if an employee has an immediate family member who is also an employee of the Company it is unacceptable for the employee to be in a position to influence, directly or indirectly, employment, compensation or performance decisions regarding the immediate family member.
- **Business Opportunities:** Employees are not to take, or permit others to take, advantage of a business opportunity that properly belongs to the Company, and should promptly report to the Company the existence of any such opportunities of which they become aware. Employees should not compete with the Company or use Company property, information or position for personal gain.
- **Executive Loans:** Directors and executive officers are prohibited from receiving a loan of any amount or type from the Company.

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If a transaction or relationship does or has the potential to, or if an employee is uncertain whether a particular transaction or relationship may, give rise to a conflict of interest, the employee is encouraged to discuss the matter with his or her manager or supervisor, the General Counsel or a member of the Ethics and Compliance Committee before taking any action.

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# Know The Rules About Gifts and Entertainment

## We don't give or receive anything that is inappropriate.

An occasional gift or offer of entertainment is often viewed as a normal part of doing business. But sometimes even a well-intentioned gift or offer can cross the line. And any gift that creates a sense of obligation or compromises your professional judgment is always inappropriate.

That's why we have guidelines in place—to identify the circumstances under which an offer is okay... and when it's not. Make sure you follow the rules and be aware of any special restrictions. For example, giving anything of value to a government official can be problematic. Always ask for help from the Law Department if the right thing to do is unclear.

- Always use good judgment.
- Turn down any offer if it is being given to influence a decision or if it would give the appearance of something improper, even if it is within the value limits that may be acceptable to the company. Report this situation to the Law Department.
- Gifts or entertainment given or received should:
  - Be nominal in value.
  - Be infrequent.
  - Satisfy a reasonable business purpose.
  - Be consistent with acceptable business practices, given the industry and the geographic location.
  - Be permitted by law and the policies of both the giver and receiver.
  - Not reflect poorly on—or embarrass—SubCom.
  - Never be cash or a gift card, check, loan or stock.
  - Be recorded accurately in our books and records.
- Don't give anything of value to a government official without receiving approval in advance from the Law Department and President.
- Never ask anyone for a gift, meal or entertainment, and if someone asks you, don't oblige.

# Know the Rules About Gifts and Entertainment

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## What if?

**I receive a gift from a customer that I know I can't accept. What should I do?**

Return the gift to the customer and politely explain our policy. If the gift is something perishable, like flowers or a food basket, where return is not really an option, place it in a break room where it can be enjoyed by everyone.

**One of our vendors offers me tickets to a concert that he can't attend — can I take them?**

No. Even if the value of the tickets falls within the limits of our policy, the event doesn't offer an opportunity to enhance your relationship with the vendor or his company, since he will not be attending with you.

# Keep Accurate Records

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**All Company business records must be accurate, honest, and complete without restriction or qualification and completed in a timely manner.** The accuracy of all records involves both factual documentation and ethical evaluation or appraisal. Accuracy of records is of critical importance to the Company.

It is every employee's responsibility to make open and full disclosure to and cooperate with outside accountants in connection with the audit or review of the Company's financial statements. Employees must not knowingly provide an auditor with inaccurate or misleading legal or financial analysis. In addition, employees must not act in any way which may be perceived as coercing, manipulating, misleading or fraudulently influencing any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements or other business functions.

The Company does not maintain, nor does it sanction any "off-the-books" fund for any purpose. Without exception, all Company funds will be accounted for in official Company records, and the identity of each entry and account will be accurate and complete.

The Company prohibits the concealment of any payment by means of passing it through the books and accounts of third parties, such as agents or consultants.

Employees are expected to be honest, objective and loyal in the performance of their record-keeping responsibilities. No acceptable reason exists for a deliberately false or misleading Company record. Employees are expected to report immediately any suspected inaccuracy or false statement in the Company's books and records. Similarly, the Company expects employees to report all complaints, allegations and similar submissions regarding the appropriateness of accounting, internal controls or auditing matters, especially if an employee feels pressured to prepare, alter, conceal or destroy documents in lieu of standard accounting.

The Company prohibits any action to evade taxes payable by the Company. It is likewise not permissible to aid or facilitate Company employees, vendors or customers in misrepresenting or evading taxes of any kind.

# Follow Import, Export, and Trade Compliance Rules

As a United States based company conducting business around the world, it's critical that we know and follow the international trade laws that regulate the import and export of our products. If you are involved in the movement of products, services, information or technology across international borders, make sure you know and comply with the requirements associated with the countries in which you do business. Be aware that the laws of more than one country may apply.

We must carefully evaluate business opportunities within countries that are subject to U.S. trade embargoes or economic sanctions and strive to ensure that the strict regulations governing these markets are evaluated. And we don't participate in or promote boycotts that the United States does not support.

- Recognize that, for some transactions, trade compliance laws from more than one country may apply.
- Also recognize that many countries place additional restrictions on items and related technical data that are designed, modified, created or adapted for military, defense or space use.
- If you receive a request to participate in a boycott or are asked about our company's position on a boycott, contact the Law Department immediately. (It's equally important that you contact the Law Department if you learn that one of our business partners may be participating in a boycott—we expect them to comply with the laws of the U.S. and the countries in which they operate.)
- If there appears to be a conflict between laws, customs or local practice, get help from the Law Department.

## What if?

**I overheard some engineers discuss an upcoming technical/sales proposal with foreign customers. I suspect the products and technical data may be export-controlled and mentioned to my boss that a disclosure to the customer could be an export violation. He told me that the competitor will win the business if we don't meet the submission deadline. What should I do?**

If you suspect that there's a violation you have an obligation to share your concerns up the line. Seek guidance from the Law Department.

# Social Media

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**We use social media responsibly, recognizing that it offers an opportunity for SubCom to grow our business, enhance our customers' experiences and build stronger internal and external relations with customers, partners and suppliers.**

## **Together, we:**

- Use social media in compliance with our values, this Guide, and SubCom's policies and media guidelines.
- Adhere to our policies in order to avoid harassment, maintain privacy and protect our company's assets and confidential information.
- Follow laws and policies that apply to our everyday activities when using social media.



## What if?

**I have a blog where I talk about my life and my work. Should I be concerned about what I say about my job?**

Yes. If you are blogging about your job, obtain advance approval and make it clear that you are not speaking on behalf of SubCom. At all times, you must protect proprietary information about SubCom and confidential information about our customers and other companies with which we do business. You are personally responsible for the content you publish online – don't assume your posts are private.

# Core Value

## Teamwork

We Promote an  
Ethical Workplace

Respect Others

Diversity & Equal  
Opportunity

Communicating About  
SubCom

We foster an environment that encourages **winning** through creativity, continuous learning, excellence, and **collaboration**. We practice leadership that inspires and promotes full participation and career development. We expect transparent and **consistent communications** and interactions.

We're one team, but we represent many ideas, experiences and backgrounds.

We value each other's contributions and believe that everyone should have an equal chance to succeed — this is essential to advancing our vision, mission and goals. Do your part to keep the SubCom workplace a diverse, inclusive and respectful workplace by driving a positive environment, and recognize the many strengths and talents our diverse colleagues bring to the workplace.

We appreciate and celebrate our diversity, and we extend understanding, inclusion and continuous improvement to everyone on the SubCom team.

# Communicating About SubCom

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**Our reputation and brand are valuable assets. We think before we speak on behalf of our Company and always direct media requests about SubCom business to those who are authorized to respond.**

## Together, we:

- Treat others the way you'd like to be treated.
- Celebrate our diversity. Listen and be receptive to different points of view.
- Speak up if you see or suspect discrimination or harassment based on someone's race, color, gender, national origin, age, religion, citizenship status, disability, medical condition, sexual orientation, gender identity, veteran status, marital status or any other characteristic protected by law.
- Promote a work environment free of harassment, bullying and abusive conduct — whether physical, verbal or visual. You can share your concerns with the assurance of knowing that SubCom does not tolerate retaliation against anyone who reports in good faith.
- Comply with all applicable civil rights, human rights and labor laws, everywhere we operate. Any activity that violates individual dignity is prohibited – even if the activity is permissible under applicable law.

# Communicating About SubCom

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## What if?

**My manager often loses his temper and yells at all the people on the team when we miss a deadline. Is that harassment?**

It depends, but regardless, the situation creates a negative work environment. This behavior is something that the company will address because it violates the commitment we've made to a respectful workplace. Share your concerns with HR, the Law Department or the Concern Line.

**One of our suppliers is making insulting, age-related remarks to one of my coworkers. Should I say something?**

Yes. If you're comfortable doing so, ask the supplier to stop. If you prefer, share your concerns with your manager, the Law Department or the Concern Line. We don't tolerate any form of harassment, whether the action is initiated by — or directed at — an employee, a customer, a supplier or anyone else in our workplace (or at a work-related event).

# Core Value

## Innovation

**Social Responsibility**

**Global Corporate Citizen**

**Political Activities**

**Protecting Intellectual Property**

### **Promoting Creative Thinking and Solutions**

We recognize that **innovation** in the way we work is the key to our success. We challenge ourselves to develop new and improved ideas for our customers and in all that we do. We encourage, expect and value **creativity**, **thoughtful risk taking**, **openness to change** and **diverse perspectives**.

# Social Responsibility

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**We conduct business with suppliers who share our commitment to high ethical standards and operate in a responsible and ethical manner.**

## Together, we:

- Are socially responsible in the communities where we live and work – all across the globe. We believe that building a great company requires a deep understanding of the needs of our customers and a commitment to social responsibility.
- Communicate with suppliers regarding a shared commitment to SubCom's core values as well as the set of core values of the United Nations Global Compact.
- Require suppliers to comply with our Guide to Supplier Social Responsibility.
- Where applicable, require suppliers to comply with our Business Partner Management Program.



# Social Responsibility

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## What if?

**One of my coworkers is responsible for choosing a supplier to work at one of our locations. He told me that the company he plans to hire has quoted a very low price for the work. I know this company and the reputation it has for questionable labor practices. I know I'm not in charge of the decision, but I feel I should say something – should I?**

Yes. You have a responsibility to preserve the reputation we've earned for operating ethically and in compliance with all applicable laws in the locations where we operate. Share your concerns with your coworker so that he may make an informed decision.

# Global Corporate Citizenship

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**We value our place in the global community and seek solutions that improve performance and reduce the environmental impact of our operations.**

## Together, we:

- Work to reduce the environmental impact of our operations and build stronger relationships in the communities where we operate.
- Comply with all applicable environmental laws and regulations and with the terms of environmental permits and authorizations.
- Do not allow unlawful or unpermitted discharges of waste, hazardous substances, wastewater or air emissions.
- Immediately report any actual or potential environmental hazard to a supervisor, safety coordinator or local management.

# Global Corporate Citizenship

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## What if?

**I have seen some activities in the office that may be creating an environmental hazard, but I don't want to get involved. Is that okay?**

No. As a SubCom employee, you have a responsibility to take action when you become aware of potential violations of our Guide – this includes reporting environmental hazards or any other unsafe working conditions.

# Political Activism

**We respect each other's rights as citizens and encourage our employees around the world to be thoughtful and informed voters.**

Corporate political contributions made on behalf of the Company are permitted only with prior express approval of the Board of Directors of the Company, or a designated committee thereof, and only to the extent allowed by law.

Employees, as individuals, may contribute to the party or candidate of his or her choice. In no instance are employees to obtain reimbursement from the Company for any such personal contributions.

- Respect everyone's right to their own political views.
- Follow all applicable laws relating to political participation and contributions.
- Coordinate all lobbying activities or any contacts with government officials on behalf of SubCom with the Law Department.
- Do not pressure or solicit fellow employees, vendors or customers to make political contributions or participate in support of a political party or candidate.

# Global Corporate Citizenship

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## What if?

**A friend of mine is running for political office, and I would like to help her out with her campaign. Is there a problem with this?**

No. Your personal support is your personal business. Just make sure you do not use company assets – including company time or the company name – to advance the campaign.

# Protecting Intellectual Property

**We recognize that innovation is not restricted to engineering. SubCom empowers all of us to think creatively about how to use our physical and intellectual resources to deliver the latest innovations for our company.**

**Through innovation, we act faster, better and smarter to provide SubCom a competitive advantage.**

## Together, we:

- Understand that innovations, discoveries, system designs, writings or enhancements that we develop or design as part of our employment at SubCom, whether technical or not, are the sole property of SubCom.
- Disclose such discoveries and innovations to SubCom.
- Know that the Law Department may pursue intellectual property rights, such as patents, or may decide to keep the innovation as a trade secret.
- Treat improvements to existing processes, procedures, products and activities as confidential information.
- Respect the intellectual property rights of others. We take reasonable precautions not to infringe on valid patents, trademarks and other intellectual property rights.
- Take actions to secure confidential business information belonging to SubCom and our business partners.
- Contact the Law Department immediately if we suspect an issue or are advised of one.



# Addendum to the Guide to Ethical Conduct for Employees in the United Kingdom and EU-Member States My Commitment Statement

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**Consistent with the statement in the Guide to Ethical Conduct (Guide), the Guide offers general guidelines only and is subject to the local laws of the countries in which SubCom operates. This Addendum reiterates that the Guide is subject to the UK Data Protection Act and EU General Data Protection Regulation with regard to reporting systems, such as our ConcernLINE or the ConcernNET.**

## **Please note the following:**

- Your obligation to report any violations of the Guide is encouraged but is not mandated.
- You shall report any claims which are related to accounting, audit or financial controls or related to an issue of illegal conduct via the reporting systems.
- You are highly encouraged to report claims which are not related to accounting, audit or financial issues directly to HR or your management.
- You are encouraged to identify yourself when reporting a violation. If you prefer, you can report anonymously as far as permitted by law.
- Any abuse of the reporting system may subject you to disciplinary action and judicial proceedings. Good faith use of the reporting system, however, will not subject you to any liability or sanctions.

# Confirm Your Commitment

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## MY COMMITMENT STATEMENT

- ☐ I confirm that I have read and understand SubCom, LLC's ("SubCom") Guide to Ethical Conduct. I commit to embrace and utilize our Guide's principles in my daily work activities. I understand that everyone working at SubCom or on SubCom's behalf is required to comply with the policies outlined in our Guide unless this would create a conflict with applicable laws.
- ☐ I am not willing to embrace and utilize our Guide's principles in my daily work activities.

## CONFLICTS OF INTEREST

- ☐ I confirm that I have read SubCom's Policy Avoiding Conflicts of Interest (SC-01-24) and that I do not have a conflict of interest that could divert my time, interest or responsibility from SubCom.
- ☐ I confirm that I have read and understand SubCom's Policy Avoiding Conflicts of Interest (SC-01-24) and I wish to seek advice for myself or somebody else to determine if there is a conflict of interest that needs to be disclosed. Examples include: personal relationships (within SubCom, with business partners, with competitors or with a SubCom job candidate), outside employment (including board memberships or consulting services), certain personal investments (stocks, business ownership or similar), receipt of gifts and hospitality, money, loans and other favors. A member of the Human Resources or Ethics and Compliance team will contact me to provide more information.

## ANYTHING TO REPORT?

- ☐ I wish to report a previously unreported violation of the Guide to Ethical Conduct.
  - ☐ I have nothing to report.
- Date: \_\_\_\_\_
- Name: \_\_\_\_\_
- Signature: \_\_\_\_\_
- SubCom Identification Number: \_\_\_\_\_

# Contacts

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## Confidential ConcernLINE\*

*\*operated by NAVEX (EthicsPoint), an independent third-party provider*

**To Report by Phone:** USA 1-844-467-8531

For other locations:

Spain 900-99-0011\*

UK 0-800-89-0011\*

Brazil 0-800-890-0288\*; or 0-800-888-8288\* (cellular)

\*at English prompt dial (844) 467-8531

**To Report Online:**

**ConcernNET**

<http://subcom.ethicspoint.com>

**To Report Online  
via QR Code:**



## General Counsel

SubCom, LLC

**MaryAnn Brereton**

250 Industrial Way West

Eatontown, NJ 07724

(973) 985-6840

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## Chairman, Audit Committee of the Board of Directors

Crown

**James Geisler**

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## Chairman, Ethics & Compliance Committee of the Board of Directors

Crown

**Michael Hagee**

*The contents of this document do not constitute the terms of a contract of employment. This document should not be construed as a guarantee of continued employment. Rather, employment with SubCom or its subsidiaries or affiliates is on an “at will” basis. This means that the employment relationship may be terminated at any time by either the employee or the employer for any reason not expressly prohibited by law.*

*In this Guide SubCom or Company refer to SubCom, LLC its affiliates and subsidiaries.*