

## **NPC Robotics, Inc. Code of Conduct, Ethics, Values and Business Practices**

This Code of Conduct, Ethics, Values and Business Practices applies to NPC Robotics employees and managers and any contractors that are paid to represent NPC. Other contractors and suppliers of NPC's are expected to develop and adhere to their own Code of Conduct, Ethics, Core Values and Business Principles. NPC reserves the right to select, continue or terminate relationships with entities that do not demonstrate conduct, ethics and values consistent with those outlined here.

As you conduct business, develop business relationships, or make business decisions on behalf of NPC ask yourself the following:

- Is this the right thing to do?
- Is it legal?
- Does it reflect NPC company values, principles, and ethics?
- Does it respect the rights of others?
- Does it comply with this Code of Conduct?
- Does it embody the following list of values?

### **Honesty, Integrity, Character, Trustworthiness, Courage, Responsibility, Accountability, Empathy and Teamwork**

If you are unsure about any business-related decision, ask someone!!!

This Code of Conduct, Ethics, Values and Business Practices shall be revised to stay current, and all NPC Robotics employees trained at regular intervals.

### **If You Have Concerns, Raise Them**

NPC encourages employees to ask questions and raise issues or concerns related to conduct, ethics and values without fear of retaliation. NPC is committed to treating reports seriously and investigating them thoroughly. Concerns related to Conduct, Ethics or and/or Values violations should immediately be brought to the attention of the Owner, General Manager or Operations Manager.

### **Fraud, Waste and Whistleblower Reporting & Protections**

NPC is committed to develop policies and practices that discourage waste and eliminate the possibility of fraud. We encourage employees who witness or suspect waste or fraud to report it to the General Manager or Operations Manager and we have a non-retaliation policy which protects the rights of employees who speak up. We have also placed Hotline posters with DoD contact information on the employee bulletin board in the Engineering Office.

### **External Communication on Behalf of NPC Robotics**

Only the Owner, General Manager or Operations Manager are authorized to represent NPC to the media and/or legal authorities. Employees should refer all requests for information or interviews to one of these individuals.

### **Competition, Fair Dealings & Antitrust**

NPC competes aggressively to maintain existing business and pursue new business, understanding that relationships with business partners are built upon trust and mutual benefits. It is NPC policy to comply with all contractual and/or statutory competition/antitrust laws. NPC will not enter into any agreement with an actual or prospective contractor/subcontractor with the intent of restricting their ability to sell to the government except when asserting rights that are authorized by law.

NPC Employees are required to:

- Communicate our products and services in a manner that is fair and accurate and discloses all relevant information
- Understand this policy and remain aware of the consequences of violating it or laws governing fair competition
- Consult NPC legal resources prior to engaging in any new practices that may affect fair competition
- Refrain from price-fixing, bid rigging, and any other anti-competitive activities
- Use only publicly available information to understand business, customers, competitors, business partners, technology trends and regulatory proposals and developments
- Advise your manager immediately of possible violations of fair competition practices

### **Personal Conflicts of Interest**

A Personal Conflict of Interest means a situation in which an NPC employee or contractor has a financial interest, personal activity or relationship that could impair their ability to act impartially in any business situation. NPC requires that employees: disclose and prevent conflicts of interest; do not use non-public information (such as that gained through the performance of a Government contract) for personal gain; avoid even the appearance of a personal conflict of interest. NPC employees are bound by the provisions of a non-disclosure agreement which prohibits the disclosure of non-public information.

### **Anti-Corruption, Bribery, Contingent Fees, Gratuities, Kickbacks and Facilitation Payments**

NPC will never attempt to exert improper influence or affect the judgement or behavior of a person in a position of trust by paying a bribe, contingent fee, gratuity, kickback or any facilitation payment in order to obtain a contract. This applies to persons in government and in private business. Employees are expected to:

- Select third parties carefully and monitor them continuously to ensure they comply with the company's anti-corruption policies
- Keep accurate books and records at all times and monitor that funds are not being used for bribery or facilitation payments
- Refuse any offer or request for an unlawful payment and report the incident to the Operations Manager

### **Gifts and Entertainment**

NPC is committed to winning business on the merits of our products, services and people and complies with all legal requirements for giving and receiving gifts and entertainment. Employees are expected to:

- Use sound judgment and comply with the law, regarding gifts and other benefits
- Never allow gifts, entertainment or other personal benefits to influence decisions or undermine the integrity of business relationships
- Never accept gifts or entertainment that are illegal, immoral or would reflect negatively on the company
- Never accept cash, cash equivalents, stocks or other securities

Employees may accept occasional unsolicited personal gifts of nominal value (less than \$25) such as promotional items and may provide the same to customers and business partners.

When in doubt, check with the General Manager before giving or receiving anything of value.

### **Political Contributions**

NPC does not make political contributions.

Employees are free to support any political party or entity on a personal level but this must be kept separate from and not influence NPC business.

### **Charitable Contributions**

The company may make charitable contributions to causes and organizations that are not politically affiliated.

Employees should check with the General Manager or Operations Manager before making any charitable contributions on behalf of the company.

### **Recordkeeping**

All documents, emails, databases, voice messages, NPC business related mobile device voicemail and email messages, computer documents, files and photos are potentially NPC business records.

Employees are required to:

- maintain these records and protect their integrity for as long as they remain applicable
- maintain appropriate recordkeeping systems to retain and file records required for NPC business, legal, financial, research or archival purposes
- dispose of your records according to the company's records retention and disposition policy/schedule

Employees should never destroy documents in response to, or in anticipation of, an investigation or audit.

This policy does not apply to non-NPC personal cell phone, email and text records.

### **Money Laundering**

NPC complies with anti-money laundering laws. Money laundering is the process of concealing illicit funds by moving them through legitimate businesses to hide criminal origin. Employees must never knowingly facilitate money laundering or terrorist financing, and must take steps to prevent inadvertent use of the company's business activities for these purposes. Employees are required to immediately report any unusual or suspicious activities or transactions such as:

- attempted payments in cash or from an unusual financing source
- arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer
- unusually complex deals that don't reflect a real business purpose
- attempts to evade record-keeping or reporting requirements

### **Insider Trading**

NPC Employees may learn information about the company, associates, clients, business partners or other companies that is not publicly available. It is illegal for any individual to use information obtained in this way for personal gain or to share it with others. Employees are prohibited from:

- Buying or selling securities based on non-publicly available knowledge gained in the course of business
- Providing information or tips, or encourage another person to buy or sell securities based on inside information
- Employees are required to report suspected insider trading immediately to the General Manager or Operations Manager.

### **The Environment**

NPC is committed to operating in an environmentally responsible manner, from the provision of products and services, to the operation of its offices and facilities, selection of suppliers and other business activities.

NPC complies with all applicable environmental laws and regulations as well as using a common-sense approach to implement sustainable practices and environmental protection.

### **Corporate Social Responsibility**

NPC understands that corporate social responsibility extends to our entire supply chain. This encompasses not only the products and services supplied but also the human rights, ethics and social practices of our company and our suppliers. It is NPC's goal to build partnerships with like-minded organizations by actively seeking out business partners who share our company values, ethics and general work ethic/style in support of our mutual business goals. NPC encourages and supports involvement in the community that has supported it. This includes supporting local business and talent by sourcing local products and services, where appropriate. We encourage our suppliers to do the same.

### **Buy American**

As part of our purchasing policy, NPC, makes every attempt to source American products and services. This strategy typically provides multiple benefits including but not limited to: enhancing our national economy, shorter lead times, improved communication, greater overall value. We also encourage our suppliers to buy American whenever possible and economically prudent.

### **International Trade Compliance**

As a US Government defense contractor NPC must comply with the provisions of ITAR (International Traffic in Arms Regulations) by registering annually with the US Department of State Directorate of Defense Trade Controls (DDTC) and abiding by those regulations. Additionally, for all international sales NPC performs Denied Party Screening to ensure that NPC products are exported properly. We encourage our suppliers that export products to do the same.

### **Facilities and Information Security**

NPC, as a US Government defense contractor must comply with the provisions of several FAR and DFARS clauses which apply to the protection of CDI (Covered Defense Information) by implementing policies and procedures governing how we protect access to our facility and "protected" information. As part of this effort NPC must comply with the requirements of CMMC (Cybersecurity Maturity Model Certification). NPC suppliers that manufacture products having drawings/blueprints designated as CDI or storing government prints containing a Distribution Statement or designated as CUI (Controlled Unclassified Information) must also comply with the appropriate level of CMMC.

In addition to these policies, NPC and its suppliers **shall NOT:**

**Employ Forced Labor:** NPC employs all employees under their own free will with no one being subjected to bonded or forced labor.

**Employ Child Labor:** NPC does not employ people under the minimum legal working age.

**Traffic in Persons:** NPC condemns human trafficking, commercial sexual exploitation and any form of child exploitation. We train our employees to understand what this is, how to recognize it and we ensure that they know how to respond in the course of their work.

**Maintain Segregated Facilities:** NPC does not maintain or provide segregated facilities for its employees and does not permit its employees to perform services at any location where segregated facilities are maintained.

**Deny Equal Opportunity:** NPC ensures that applicants (during the recruiting and hiring process) and employees (during employment) are treated without regard to their veteran status, disabilities, race, color, religion, sex, sexual orientation, gender identity, or national origin.

**Violate Personal Privacy:** NPC ensures that Personally Identifiable Information (PII) is appropriately handled and safeguarded. Annual Privacy Training is mandatory for all NPC employees who: 1) Have access to a system of records containing PII. 2) Create, collect, use, process, store, maintain, disseminate, disclose, dispose, or otherwise handle PII. 3) Design, develop, maintain, or operate the aforementioned system of records.

**Utilize Conflict Minerals:** In 2010, Congress passed the Dodd-Frank Act, which directs the Commission to issue rules requiring certain companies to disclose their use of conflict minerals if those minerals are “necessary to the functionality or production of a product” manufactured by those companies. Under the Act, those minerals include tantalum, tin, tungsten & gold.

NPC has a Conflict Minerals Policy (<https://npcrobotics.com/policies/conflictminerals>), participates in the Responsible Minerals Initiative (RMI) and the required reporting in order to help eliminate human rights violations that arise out of the mining and smelting of 3TG (Tantalum, Tin, Tungsten & Gold) minerals in the DRC and adjoining countries. We require our suppliers to annually report back to us their use of 3TG minerals using the standard RMI Conflict Minerals Reporting Template. We encourage all of our suppliers to be aware of the RMI and encourage them to develop their own Conflict Minerals Policy in support of this global effort to curb human rights abuses.

**Acquire USML Items from Communist Chinese Military Companies:** NPC does not acquire United States Munitions List items from any communist Chinese military companies. We also ensure during our purchasing process that our suppliers do not do so either.

**Procure Hardware, Software or Services Developed or Provided By Kaspersky Lab:** NPC does not procure or use any hardware, software or service developed or provided by Kaspersky Labs or affiliated with Kaspersky Lab. Our suppliers may not do so either.

**Contract for Certain Telecommunications and Video Surveillance Services or Equipment:** NPC does not procure or use any telecommunications equipment produced by Huawei Technologies Company or ZTE Corporation (or any subsidiary or affiliate of these entities). Our suppliers may not do so either.

**Purchase Counterfeit Items:** NPC does not procure or use counterfeit items in the manufacture or assembly of our products. Counterfeit item means an unlawful or unauthorized reproduction, substitution, or alteration that has been knowingly mismarked, misidentified, or otherwise misrepresented to be an authentic, unmodified item from the original manufacturer. Suppliers to NPC must have a program in place to ensure that they don't either.