



Connecting Innovation to Application™

Standards of Business Conduct

INTRODUCTION

Winchester Electronics places the highest value on the integrity of the Company and each of its directors, officers, employees and representatives. All directors, officers and employees and all representatives, including all agents, consultants, independent contractors and suppliers of Winchester Electronics, are responsible for complying with all applicable laws and regulations in each country in which the Company does business and for knowing and complying with this Code of Business Conduct and other policies of the Company. Violations of law or this Code or other policies of the Company are subject to discipline, which may include termination. Each Winchester Electronics facility is responsible for ensuring that their policies and practices are consistent with this Code.

The policies in this Code apply across Winchester Electronics, in all businesses and in all countries. If a local law conflicts with a policy in this Code, you must comply with local law. If a local custom or practice conflicts with a policy in this Code, you must comply with the Code.

We have set high ethical standards. Abiding by these standards and strictly observing all U.S. and foreign laws and regulations is not only a legal requirement but also an ethical obligation for all of us at Winchester Electronics.

This commitment applies to everyone regardless of position or level of responsibility. It also applies to non-employees who act on the company's behalf in any capacity. All are responsible for the integrity and consequences of their actions.

Winchester Electronics provides this Code of Business Conduct to its employees worldwide for their guidance in recognizing and resolving properly the ethical and legal issues they may encounter in conducting the Company's business.

This Standards of Business Conduct is issued as ISO procedure AP0017.

RELATIONSHIPS

Winchester Electronics' most important resource is its employees – our people around the world whose skills, energy, and commitment to excellence and the Company's vision and values are the source of the Company's character and central to its leadership and success. Should an improper practice or irregularity occur within the Company, Winchester Electronics is committed to making all necessary corrections and taking prompt remedial action to prevent recurrence.

ITAR work will be performed at cleared facilities, locations specifically covered by a security provisions. Refer to ITAR Policy AP0014. Employees who have access to data classified as ITAR will be US citizens or have green cards. Employees involved with ITAR will safeguard that data.

With Customers: Winchester Electronics safeguards the tangible and intellectual property of others which may be used in fulfilling work assignments, and we will comply with all regulations or contractual requirements governing the use of such property. We will obtain the tangible and intellectual property of competitors only through lawful means. Classified materials will not be obtained or retained for which we are not entitled or for which there is no need. We expect our customers, both government and commercial, to select our products because of quality, service and price. We conduct our business in an open and above-board manner and we do not seek any improper influence. Our policies, procedures and practices are designed to prevent even the appearance of such influence.

All products must be exactly as specified by the customer in the contract and all testing and quality assurance steps must be followed. Any change to a contract must have the prior approval of the organization and an authorized customer representative.

We will be attentive to the standards that government agencies have established. As a general rule, business courtesies such as gifts, entertainment, services or favors should not be offered to any actual or potential government customer or representative. Also, offering, providing, soliciting or accepting anything of value to or from anyone in return for favorable consideration on a government contract or subcontract is called a kickback and is a crime.

With Suppliers: We will strive to build long-term relationships with our suppliers and award business based on their ability to meet our needs and commitments, their reputations for service, integrity and compliance, their high standards for quality and delivery and their prices. Helpful, friendly, professional relationships are essential to any business. While cultivating such relationships with our suppliers, we must also maintain an honest, objective, and efficient procurement process. The purchase of materials and services must be in accordance with Winchester Electronics Corporation ISO procurement policy letter MPF015.

Winchester Electronics Corporation employees and members of their immediate families may not solicit or accept gifts, payment, or gratuities from our suppliers. (Promotional items of nominal value may be accepted.) Any financial interests in a Winchester Electronics Corporation supplier or someone seeking to become a supplier must be reported to the company. We will not be influenced by gifts or favors of any kind from our suppliers or potential suppliers. The Company expects each employee to exercise reasonable judgment and discretion in accepting any gratuity or gift offered to the employee in connection with employment.

We must avoid even the appearance of improper conduct in all our business dealings.

CONFLICT OF INTEREST

Each of us should avoid any situation that may create or appear to create a conflict between our personal interests and the interests of the Company. A conflict of interest may arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her duties and responsibilities to the Company objectively and effectively. Every Winchester Electronics Corporation employee occupies a position of trust. We must be particularly sensitive to any situation, on or off the job that might erode that trust or cause others to doubt our fairness or to question the good faith of our acts or decisions.

Situations in which personal or financial interests involving you or your immediate family conflict with Winchester Electronics Corporation responsibilities must be carefully avoided. If you or any member of your family has a substantial financial interest in any firm which is supplying goods or services to Winchester Electronics Corporation or which is bidding on or proposes to do work for Winchester Electronics, you must promptly advise your management and disclose in writing the nature of your interest.

If you are recommending or approving the recommendation of a particular supplier or taking any similar action and you know that a member of your family or that another Winchester Electronics Corporation employee is employed by or controls a substantial interest in the supplier, you shall disclose this fact in writing to the head of the material organization in your company as soon as you learn of it. Close personal relationships which are not familial but which could lead to questions about the objectivity of your judgment should also be disclosed.

Potential conflicts can involve customers, suppliers, present or prospective employees, shareholders, or members of the communities in which we live and work. Even if you are the most conscientious person, a conflicting interest may influence you and the mere existence of that interest may cause the good faith of your acts to be questioned.

Avoiding the appearance of a conflict can be as important as avoiding an actual conflict because others tend to judge a situation by what they think it is. If you have any questions in this area, ask for help and guidance.

HEALTH, SAFETY AND ENVIRONMENT

Winchester Electronics abides by all applicable health, safety and environmental laws and regulations in countries and communities in which we operate, and, where those are considered inadequate, we will abide by the Company's own standards.

The Company is committed to make health, safety and the environment an integral aspect of our design of products and processes.

The Company will utilize management systems to apply a global standard that provides protection of human health and the environment, including compliance with applicable laws and regulations.

The Company will identify, control and endeavor to minimize the use of hazardous materials, and will endeavor to reduce wastes.

The Company will conduct prevention and control programs to safeguard employees and the public and will review the effectiveness of these programs through its assurance process, environmental audit, and other systems.

COMPANY WORK ENVIRONMENT AND RESOURCES

Winchester Electronics is committed to an all-inclusive work culture. We believe and recognize that all people should be respected for their individual abilities and contributions. The Company aims to provide challenging, meaningful, and rewarding opportunities for personal and professional growth to all employees without regard to gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin or any other legally protected status.

Winchester Electronics Corporation resources made available to help you do your job include time, material, facilities, equipment, information, and services. These resources should only be used for authorized business purposes unless a specific exception is approved by management.

Reporting Time: In reporting your time either hard copy or electronically, you are certifying that this record accurately reflects how your time was spent at work. Willful or careless false reporting or mischarging will result in discipline up to and including termination.

Illegal Drugs: The Company prohibits the manufacture, distribution, sale, purchase, transfer, possession, or use of illegal drugs in the workplace, while representing the Company outside the workplace, or if such activity, whether taking place outside or inside the workplace, affects our work performance or the work environment of the Company. The Company prohibits the consumption of alcohol that affects our work performance or the work environment of the Company.

Harassment: The Company prohibits all forms of harassment of employees by fellow employees, employees of outside contractors or visitors. This includes any demeaning, insulting, embarrassing or intimidating behavior directed at any employee related to gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin, or any other legally protected status. The Company specifically bans unwelcome sexual advances or physical contact, sexually oriented gestures and statements, and the display or circulation of sexually oriented pictures, cartoons, jokes or other materials. It also prohibits retaliation against any employee who rejects, protests, or complains about sexual harassment. A complaint procedure is available to employees to report sexual harassment.

Property: Equipment, including telephones, fax machines and computers should be used for authorized business purposes only. Exceptions must be specific and approved by management. Such equipment must never be used for purposes which are disruptive or to communicate messages which could be considered offensive or which violate company procedures in some other way.

Accountability for company-owned property means that it should be used, maintained, accounted for and, when necessary, disposed of properly as directed in company procedures. The unauthorized removal of company or government property may be considered theft.

In addition, employees should give the same respect to the resources of prospective or current customers or suppliers. Customer-owned property must be used for purposes specified in the appropriate contract requirements.

Child Labor: Winchester Electronics does not and will not employ child labor. Winchester Electronics defines a child as anyone under the age of sixteen. Even if a local law of another country allows company to employ people who are younger than sixteen, the Company will not do so. Winchester Electronics does not and will not employ forced labor.

Information: Information, knowledge or know-how which gives a competitive advantage is considered intellectual property under our law and that of most countries. It is an asset as valuable as money, property, time or skill and must be used for authorized company business purposes only. Employees must protect Winchester Electronics Corporation proprietary or private information which can include technical designs, employee records, or information learned in a partnership or team arrangement.

In conducting our business, we will not seek any information to which we are not entitled, especially that involving the integrity of any competitive bidding involving the company. We will respect copyrights and honor the licensing requirements of computer software.

Winchester Electronics Corporation employees may not use any information about the company's business for personal gain unless that information is available to the general public and the use is permitted by company procedures. The unauthorized use of such information may not only violate company procedures but may also result in violations of laws and regulations such as Insider Trading, Antitrust, Export Control and others.

Winchester Electronics Corporation complies with Department of Defense requirements for the handling of ITAR and government classified information. All ITAR and classified documents must be handled and safeguarded in strict compliance with the requirements stated in your sector's security procedures.

Expense: Winchester Electronics Corporation will reimburse employees for reasonable expenses incurred in the conduct of their work. Such expense must be permitted in company procedures and must be adequately documented. Reports must be accurate and submitted promptly and special attention must be paid to any expenses involving business conferences or meetings with customers and suppliers.

Records: Winchester Electronics financial, accounting, and other reports and records will accurately and fairly reflect the transactions and financial condition of the Company in reasonable detail, and in accordance with generally accepted accounting principles and practices and applicable government regulations. The use, expenditure and disposal of company resources must be documented. All transfers of costs for accounting purposes or any alteration of company records must be properly approved and adequately documented. Any action by an officer, manager, employee, or anyone acting on the company's behalf to circumvent the company's system of internal controls or to provide misleading information on company documents is strictly prohibited.

INTERNATIONAL

Employees and consultants or agents representing the company abroad or working on international business in the United States should be aware that the company's Values and Standards of Conduct apply to them anywhere in the world. Less than strict adherence to laws and regulations that apply to the company's conduct of international business would be considered a compromise of our Values and Standards of Conduct.

Export Controls: Winchester Electronics will comply with all Export Control and Import laws and regulations that govern the exportation and importation of commodities and technical data, including items that are hand-carried as samples or demonstration units in luggage. Winchester Electronics will screen new customers and suppliers to ensure that they do not do business with prohibited entities. It will obtain export licenses and other government approvals prior to exporting products and technology controlled by the U.S. Government. Export and Import laws and regulations are specific and must be followed when dealing with exports which are items or knowledge provided to foreign persons in the United States or abroad and to U.S. Citizens in foreign countries. Covered items or knowledge can be provided physically or materially, verbally in conversation or by telephone, or electronically by e-mail, internet, fax or by any other means. Exports require government permission in the form of a license or

written approval. The license issued for a fixed period of time must be specific and identify the items, services or data to be exported.

ADDITIONAL LAWS AND REGULATIONS

Foreign Corrupt Practices Act: FCPA, as it is known, is intended to prevent bribery of foreign officials by representatives of U.S. companies for the purpose of securing an improper business advantage. It prohibits the payment or offering of anything of value directly or indirectly to a foreign government official, political party, port official or candidate for the purpose of influencing an official act of the person of the government in order to obtain such an advantage.

Laws of other countries: Abiding by company Values and Standards of Business Conduct and strictly observing all U.S. and foreign laws and regulations is not only a legal requirement but also an ethical obligation for all employees and anyone who represents the interests of Winchester Electronics Corporation anywhere in the world.

Restrictive Trade/Boycotts: A request to participate in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the United States or against a U.S. person, firm or corporation must be reported promptly to your sector legal counsel.

Sherman Anti-Trust Act: This most important of the anti trust laws prohibits and makes unlawful any contract, combination or conspiracy with any competitor, potential competitor or representative of same in restraint of trade activities like price fixing, boycotts, or limitation of product and sales.

RESPONSIBILITIES

Compliance is, first and foremost, the individual responsibility of every employee. Every director, officer, and employee of the Company has the personal responsibility to know and understand this Code of Business Conduct and the other policies of the Company relevant to his or her job or position. The Company fosters an environment in which integrity issues and concerns may be raised and discussed with supervisors or with others without the fear of retribution. An Integrity and Compliance Office shall be headed by the Director of Human Resources, who shall be responsible for the operational management of the Integrity and Compliance Program and the Standards of Business Conduct (AP0017). The Office will administer the Integrity and Compliance email Helpline including managing the investigation process and reviewing results of investigations to assure fairness, timeliness, and consistency. The Office will also serve as a resource for the Company by providing training materials, communications, advice and guidance on matters related to the integrity of the Company and the Standard of Business Conduct, and support for investigations of misconduct allegations.

Winchester Electronics provides a system of reporting when an employee wishes to report a suspected violation, or to seek counseling. The Director of Human Resources serves as Winchester Electronics Integrity and Compliance Officer. Employees are encouraged to raise such issues with their manager first. In the event that is not possible, contact The Director of Human Resources at phone: 203-741-5434 or email: Ethics@winchesterelectronics.com. The Director of Human Resources and the company will treat reporting and conversations as confidential. You may make an anonymous reporting if you desire. In any case, company policy prohibits direct or indirect retaliation on anyone reporting a violation of the Standards of Business Conduct.

Each business unit shall ensure access for reporting issues to the Director of Human Resources (Wallingford, Connecticut, USA). If phone or email is not available to employees at a Winchester Electronics facility, then the facility will appoint an Integrity and Compliance Officer who forwards any issues to the Integrity and Compliance Officer.

CONSEQUENCES

Employees who violate company standards of conduct and standards of conduct related to a customer will be subject to disciplinary action up to and including termination of employment. Violations may also result in civil or criminal penalties. An employee who witnesses such a violation and fails to report it may be subject to discipline. Also, a supervisor or manager may be subject to discipline to the extent that the violation reflects inadequate supervision or lack of diligence.