



**CODE OF CONDUCT
(EXCERPT FROM JULY
2023 EMPLOYEE
HANDBOOK)**

JULY 2023



OUR CORE VALUES

HONESTY & INTEGRITY

Our actions, as a whole are transparent and trustworthy. They represent CVDE in a way that ensure the well-being of our customers, fellow employees, and shareholders.

ACCOUNTABILITY & PERFORMANCE

We accept our individual and team responsibilities, and we meet our commitments. We take responsibility for our performance in all of our decisions and actions.

TEAMWORK

We promote inclusion, and together we seek solutions to complex problems.

INNOVATIVE THINKING

We embrace challenges and opportunities from a different perspective and embrace ideas that are new, better, or unique.

CODE OF CONDUCT

OUR CODE OF CONDUCT - SETTING EXPECTATIONS

Each employee of Comtech Equipment Corporation (CVDE) is required to act in accordance with our Values, Code of Conduct, policies and the law.

Our Code:

- sets expectations on how to do business safely, responsibly, ethically, and legally.
- reminds us of the values and key principles to consider when making decisions or faced with a problem.
- provides guidance on how to raise good faith concerns, without fear of retaliation.

FOLLOWING THE CODE OF CONDUCT

Our Code of Conduct applies to:

- all employees, directors, and officers of CVDE and its subsidiaries.
- all contractors under CVDE's direct supervision and working on behalf of CVDE and or its subsidiaries.

What if we are not sure what to do?

- We ask our manager, supervisor, or human resources professional for guidance.

What happens if we fail to follow the Code of Conduct or CVDE policies?

- Our Code of Conduct and policies outline what is expected of CVDE employees. All employees are expected to act in the best interest of CVDE, fellow employees, and shareholders. Depending on the severity of the violation, an employee may be subject to disciplinary action, up to and including termination of employment.

Our Leaders

We expect every leader of CVDE to be a role model for acting with integrity and professionalism to promote a safe, responsible, and ethical culture.

All Leaders are expected to:

- live and promote our values, Code of Conduct and policies;
- define expected behaviors;
- treat their teams fairly and respectfully; creating an environment where everyone feels comfortable speaking openly about good faith concerns without fear of retaliation;
- listen to concerns and address them appropriately; and
- report to appropriate management personnel any violations of the Code of Conduct or other CVDE policies.

Our Employees

We respect and value every employee and strive to create a supportive and inclusive working environment where people with diverse experiences can develop and fulfill their potential.

Our success relies on our ability to attract, develop, and retain talented individuals in every position.

All employees are expected to:

- follow the Code of Conduct and other CVDE policies;
- be respectful to each other, management, and customers of CVDE; and
- report any safety violations or any violations of the Code of Conduct or other CVDE policies to the appropriate member of management.

FAIRNESS AND RESPECT

Our employees are fundamental to our success. We treat each other fairly and with respect. We value diverse beliefs and perspectives. We promote inclusion, fairness and equality and do not discriminate based on race, color, religion, sex, sexual orientation, gender, gender identity or expression, pregnancy, age, national origin, disability, genetic information, reproductive health decisions, protected veteran status, or any other characteristic protected by law.

For more information relating to equal employment opportunity, workplace harassment or bullying, please see CVDE's policy on [Equal Employment Opportunity](#), [Policy Prohibiting Harassment and Discrimination](#), and [Policy Against Harassment](#), and [Policy Against Workplace Violence](#).

ENVIRONMENT HEALTH AND SAFETY

We are committed to environmental stewardship and, through our actions, reduce risk of incident with our industrial assets, encourage resource efficiency, and provide equipment solutions to support a future that is electric.

Keeping our workplace free from occupational injury and illness is everybody's responsibility including employees, visitors, and contractors. We live the values that return people home safely every day. We do not work under the influence of drugs or alcohol which is known to create a safety hazard and affect our judgment. We are also diligent to check with our personal physician to ensure prescribed medications do not adversely affect our ability to work safely. For more information regarding the Company's policies regarding the use of drugs, alcohol and prescribed medications that may affect the ability to safely perform our jobs, please see CVDE's [Drug and Alcohol Policy](#). We expect every employee at every level to create and uphold a proactive safety culture.

HONESTY & INTEGRITY

We act honestly, transparently and respectfully. Our actions and decisions reflect on us as individuals and as employees of CVDE Equipment Corporation.

RECOGNIZING AND AVOIDING BRIBERY

Bribery involves exchanging or offering something of value to improperly influence a business decision or obtain a business advantage. Bribes can take many forms and include things like giving cash, gift cards, providing entertainment, or hiring a family member or friend of someone you seek to influence. Anti-bribery laws prohibit anyone, including government officials and private individuals, from offering, accepting, receiving, or giving bribes. Violating these laws or CVDE policies can have serious consequences for you and CVDE.

Employees are prohibited from accepting or providing anything of value that may create a conflict of interest.

Reasonable gifts are acceptable if they are not designed or perceived to influence the performance of work duties; reasonable in value and appropriate to the occasion; infrequent; not cash or cash equivalents (i.e. gift cards); honest, transparent, and in compliance with all applicable laws and policies. Please see CVDE's [Gift Policy](#).

CONFLICTS OF INTEREST

A conflict of interest arises where a personal interest or activity interferes with CVDE's interests or ability to do our jobs effectively and objectively.

The following situations can cause a conflict of interest:

- Gifts & Entertainment which may influence the objective exercise of our professional duties.
- Outside Activities and Employment which may influence the performance and objectivity of your job. This also may involve business partners or competitor of CVDE.
- Ownership or Directorships of business partners or competitors of CVDE.
- Personal and Business Relationships with business partners or competitors of CVDE
- Working with relatives/close personal relations in a direct reporting relationship.

Employees are required to report any potential conflicts of interest to the Chief Financial Officer. Each situation will be reviewed on a case-by-case basis. An employee with a potential conflict of interest may be requested to cease any potential conflicting activity.

FRAUD

Fraud is the act of engaging in deceptive or intentionally misleading activity to obtain an unfair or illegal financial or personal gain.

We are honest and do not engage in intentionally deceitful behavior, including but not limited to:

- submitting false expense claims;
- submitting false time cards;
- forgery, destruction, manipulation or alteration of document, records, or claims.

We understand the importance of our role in detecting and preventing fraud.

INSIDE INFORMATION

Inside information is material, non-public information about CVDE, including, but not limited to, unpublished financial data, operational results, information relating to mergers, acquisitions, litigation, and/or all other information where there is a substantial likelihood that a reasonable investor would consider the information important in determining whether to trade in a security or the information, if made public, likely would affect the market price of CVDE's securities.

We understand the importance of protecting our Company and our shareholders from the improper use of inside information. If we become aware of any inside information concerning CVDE, we may not purchase or sell any securities of CVDE and should treat the information as strictly confidential. This

prohibition applies to securities of CVDE, as well as the securities of any other company we obtain inside information about in the course of our duties for CVDE.

We understand that our possession of inside information may restrict when we are permitted to buy, sell, or trade CVDE securities and that we may not disclose or provide tips based on such information to another person.

We understand that the “Policy for the Prevention of Insider Trading of CVD Equipment Corporation” contains additional information relating to inside information and CVDE’s policies and procedures governing insider trading. We are responsible for reviewing this policy, executing the corresponding acknowledgement form, and ensuring that our actions do not violate these policies and applicable law.

If we have any doubt about our obligations in any given situation, we should contact **Richard Catalano, Vice President & CFO**.

ACCURATE RECORDKEEPING AND FINANCIAL REPORTING

Accurate and transparent record-keeping protects our reputations, promotes organization efficiency and helps us to meet our legal and regulatory obligations.

We manage our records properly and retain the records needed to support our tax, financial, and legal obligations, always following our record retention policies and securely disposing of records that are no longer required. Never dispose of any information that may be relevant to an investigation or subject to a litigation hold.

All of us have a responsibility to record transactions honestly and handle records with care. For more information recording Recordkeeping and Financial Reporting, please refer to the [Recordkeeping and Financial Reporting](#) policy.

PRESERVING OUR ASSETS

Assets include physical assets, technology, and proprietary CVDE information. We use our assets for legitimate business purposes. We handle them with care and protect them from loss, theft, fraud, and misuse.

We keep valuable assets such as laptops and mobile devices physically and electronically secure. For more information regarding CVDE property, please refer to CVDE’s [Company Property](#) policy.

CYBER SECURITY

Cyber security is the practice of defending computers, servers, mobile devices, electronic systems, networks, and data from malicious attacks.

We use technology in accordance with our policies using good judgment. All information that we create, store, download, send, receive using CVDE systems is CVDE property and can be reviewed at any time as permitted by applicable laws.

As part of our Cyber Security program, employees must remember the following:

- We recognize that business information, knowledge and intellectual property are valuable resources of CVDE.
- We use strong and complex passwords and keep passwords safe.
- We lock our workstation when stepping away.
- We don't use unauthorized systems to conduct business.
- We use systems and applications responsibly, including email and internet services and in compliance with CVDE Computer Use and Removable Media policies.
- We actively attend and participate in assigned Cyber Security Training.
- We report any suspicious activity on CVDE's information technology systems to **Carlos Berenguel, IT Director**.

For more information regarding cyber security and CVDE's information technology, please refer to the following policies:

[Information Resources & Acceptable Use](#)

[Employee Privacy](#)

PROTECTING PERSONAL INFORMATION

Personal employee information is considered confidential and will be shared only as required and with those who have a need to have access to such information. Personal information includes, but is not limited to, employee names, addresses, personal telephone numbers, personal email addresses, emergency contact information, equal employment opportunity (EEO) demographic data, medical information, social security numbers, dates of birth, employment eligibility data, and benefits plan enrollment information.

- We only collect, use, and store personal data for lawful purposes and as is reasonably necessary for bona-fide business requirements.
- We take extra care if handling confidential information.
- We follow all recognized privacy principles and follow appropriate practices in our collection, use, and sharing of personal information.

FINAL THOUGHTS

Thank you for taking the time to read and understand our Code of Conduct and committing to honoring CVDE values. From time to time, you may face a difficult decision. The information provided in this Code of Conduct and CVDE policies will assist you in making the right choice.

We encourage you to report behavior to management that is not in line with our Code of Conduct, values, and policies. Retaliation of any type will not be tolerated.

All CVDE policies, referenced in this Code, can be found at [CVD Equipment Corporation Intra-Site - CVDE Company Policies - All Documents \(sharepoint.com\)](#)

If at any time you need assistance or additional information, please contact:

Richard Catalano, VP and CFO

Telephone: 631-981-7081, extension 2194

Email: rcatalano@cvdequipment.com

Linda Capozzoli Elkin, Director of Human Resources

Telephone: 631-981-7081, extension 2152

Email: larkin@cvdequipment.com

WHISTLEBLOWER POLICY

Objective

CVDE requires its directors, officers, and employees to observe the highest standards of business and personal ethics in the performance of their duties. All parties are expected to practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Individuals are encouraged to raise good faith concerns regarding suspected unethical and/or illegal conduct without fear of retaliation.

Scope

This policy applies to all employees of CVDE and its U.S. subsidiaries

Definitions

A **whistleblower**, defined by this policy, is any person who, in good faith, raises concerns or files a complaint about a possible violation of CVDE policy or other wrongdoing, or participates in any complaint resolution process.

Retaliation is any adverse action, harassment, threats, or other conduct that would discourage a reasonable person from making a report or participating in a complaint review process. Examples of adverse employment actions include, but are not limited to, termination, demotion, reduction in pay, adverse change in schedule or work location, unwarranted negative performance review, or exclusion from work-related opportunities, conferences, or other activities. Retaliation can also include encouraging or asking a third party to engage in retaliatory conduct.

Procedure

CVDE will not tolerate any retaliation against an employee who:

- Makes a good faith complaint, or indicates that he or she will make a good faith complaint, regarding CVDE's or an employee's suspected violations of the law, including discriminatory or other unfair employment practices;
- Makes a good faith complaint, or indicates that he or she will make a good faith complaint, regarding accounting, internal accounting controls, or auditing matters that may lead to incorrect, or misrepresented, financial accounting;

- Makes a good faith report, or indicates that he or she will make a good faith report, of a violation that endangers the health or safety of an employee, client or customer, environment or general public;
- Objects to, or refuses to participate in, any activity, policy or practice, which the employee reasonably believes is a violation of the law;
- Provides information to assist in an investigation regarding violations of the law; or
- Files, testifies, participates or assists in a proceeding, action or hearing in relation to alleged violations of the law.

Employees who wish to report a violation should contact their supervisor, Human Resources or Chief Financial Officer directly. Employees should also review their state and local requirements for any additional reporting guidelines.

CVDE will promptly and thoroughly investigate and, if necessary, address any reported violation.

Complaints of retaliation are addressed by the Director of Human Resources. A finding of retaliation may lead to disciplinary action, up to and including termination of employment.

Employees who have questions or concerns regarding this policy and related reporting requirements should contact their supervisor, Director of Human Resources, or any state or local agency responsible for investigation alleged violations.