

# Standards of Business Conduct



INNOVATIVE  
PRODUCTS  
AND SERVICES  
FOR ADVANCED  
COMMUNICATIONS  
SOLUTIONS

Published: July 2018



## A Message from the President and Chief Executive Officer

Comtech Telecommunications Corp. and its subsidiaries (“Comtech” or the “Company”) have a long-standing reputation for lawful and ethical behavior, a reputation to which you and your colleagues, both past and present, have contributed since our beginning.

These Standards of Business Conduct are a guide to help all employees of Comtech live up to our high ethical standards. It is not a contract or a comprehensive manual that covers every situation that Comtech employees might encounter. It is a guide that highlights and identifies policies and resources that can help our employees.

### Responsibility and Accountability

At Comtech, each of us has the personal responsibility to make sure that our actions abide by these Standards of Business Conduct, as well as the specific laws and Company policies and procedures that apply to our roles. Keep in mind that failure to abide by these Standards, Company policies and procedures and the law will lead to disciplinary measures appropriate to the violation, up to and including dismissal.

### Reporting of Allegations

Individuals can direct questions or concerns about the Standards of Business Conduct to local subsidiary management. Employees can also direct inquiries, seek guidance or report allegations of violations to the Corporate Compliance Officer, the confidential Comtech OpenLine telephone number - (866) 512-7175, or via the confidential OpenLine Internet website at [www.openboard.info/cmtl](http://www.openboard.info/cmtl).

Employees are strongly encouraged to direct questions or concerns pertaining to possible violations by members of senior management (e.g., Subsidiary Presidents, Corporate Senior Executives and the Corporate Compliance Officer), as well as our Board of Directors, directly to the above confidential OpenLine telephone number or Internet website. The OpenLine is maintained and tracked by an independent third party and provides a confidential communication process via voicemail, email and the Internet.

All allegations must be reported to the Corporate Compliance Officer or the confidential Comtech OpenLine.

Our reputation is one of our most important assets. I am confident that we will continue to expand our business on the basis of integrity and trust.



Fred Kornberg  
Chairman, President and CEO





# Table of Contents

<b>Business Philosophy</b> .....	3
Commitment to Excellence	
<b>Conflicts of Interest</b> .....	4
Gifts and Entertainment	
Related Party Transactions	
Outside Activities	
Interests in Other Businesses	
Use of Company Property and Information	
Confidential Information and Securities Law	
Company Political and Charitable Involvement	
<b>Antitrust Laws</b> .....	7
Unlawful Agreements	
Other Conduct	
<b>International Operations</b> .....	9
Foreign Corrupt Practices Act	
Trade Compliance Regulations	
Employees Located or Doing Business Outside the United States	
<b>Environment</b> .....	10
Compliance with Environmental Laws and Regulations	
Training	
Conflict Minerals	
<b>Other Matters</b> .....	11
Financial Reporting and Accounting	
Business with the U.S. Government	
Relationships with Public Officials	
Former Government Employees	
Consultants and Representatives	
Bribery, Kickback and Fraud	
Non-Discrimination and Anti-Harassment	
Employment Policies	
Human Trafficking	
Substance Abuse Policy	
Document Retention	
<b>Computer, Email and Internet</b> .....	15
The Computer System is Company Property	
No Expectation of Privacy	
Professional Use, Inappropriate Materials and Illegal Activities	
On-line Forums	
Solicitations	
Copyrights, Trademarks and Use of Third Party Web Sites	
Remote Access and Company-Provided Cell Phone Usage	
Cyber Security	
<b>Compliance with the Standards of Business Conduct and Company Policies</b> .....	17
Compliance with the Standards and Company Policies	
<b>Reporting Suspected Non-Compliance</b> .....	18
Reporting Requirements	
Investigation and Confidentiality	
<b>Annual Training, Acknowledgment and Certification</b> .....	20



## Business Philosophy

The commitment to excellence is fundamental to the philosophy of Comtech Telecommunications Corp. and its subsidiaries (collectively, the "Company"). This commitment to excellence means that employees share a common set of objectives and benefit from the achievement of those objectives.

## Commitment to Excellence

One essential objective is our conviction to uphold ethical standards in all of our corporate activities. These standards apply to all of the Company's activities in every market that it serves. The purpose of these Standards of Business Conduct is to reinforce the Company's ethical climate and to provide basic guidelines for situations in which ethical issues may arise.

We expect all our employees (including individual contractors and individual consultants) and directors to perform their work with honesty, truthfulness, and integrity, and we strive to do business with customers and suppliers of sound business character and reputation.

It is the policy of the Company to comply with all applicable laws, including, without limitation, employment, import and export, discrimination, health, safety, antitrust and securities laws. No director, officer, executive, manager or any other employee of the Company has authority to violate any law or to direct anyone to violate any law on behalf of the Company.

Each employee of the Company is, and will be held, responsible for the observance of these Standards of Business Conduct, as well as the specific laws and Company policies and procedures that apply to them and their roles. If any employee has questions about any section of these Standards of Business Conduct or the specific laws and Company policies and procedures that apply to them and their roles, he or she should direct all questions to his or her immediate supervisor, local Human Resources Director, local Subsidiary President or the Company's Corporate Compliance Officer. The employee may also call the confidential Comtech OpenLine telephone number at (866) 512-7175 or visit our confidential web site at [www.openboard.info/cmtl](http://www.openboard.info/cmtl).

If an employee becomes aware of a violation or possible violation of these Standards of Business Conduct, he or she is obligated to timely report it in accordance with Comtech procedures.

No one has the authority to retaliate against an employee who reports a possible violation. Failure to comply with any of the provisions of these Standards of Business Conduct subjects the employee to disciplinary measures up to and including dismissal.



## Conflicts of Interest

A conflict of interest may arise in any situation in which an employee's loyalties are divided between business interests that, to some degree, are incompatible with the interests of the Company and its stockholders. All such conflicts should be avoided.

## Gifts and Entertainment

The Company's aim is to deter givers of gifts from seeking or receiving special favors from Company employees. Accepting any gift of more than nominal value or entertainment that is more than a routine social amenity can appear to be an attempt to influence the recipient into favoring a particular customer, vendor, consultant, or the like. To avoid the reality and the appearance of improper relations with current or prospective customers, vendors and consultants, employees should observe the following guidelines when deciding whether or not to accept gifts or entertainment.

Gifts such as merchandise or products, as well as personal services or favors, may not be accepted unless they have a value of less than \$200. This dollar limit is intended to serve as a guideline, and employees are urged to use caution in accepting any gifts of more than nominal value. Gifts of any amount may never be solicited. A gift of cash or securities may never be accepted.

In some international business transactions, it is customary and lawful for business leaders in a host country to give gifts to Company employees. These gifts may be of more than nominal value and under the circumstances, returning the gifts, or paying for them may be an affront to the giver. In such a situation and in any other instance where a gift cannot be returned and offering to pay for it would adversely affect a prospective or continuing business relationship, the Subsidiary President and the Company's Corporate Compliance Officer must be notified. In some cases, the gift may be retained by the Company, at its sole discretion, and not the individual.

Gifts to third parties such as vendors, suppliers and customers must comply with our Company-Wide Foreign Corrupt Practices Act ("FCPA") Policy. See your local supervisor and local FCPA Compliance Official for more details. Normal business entertainment such as lunch, dinner, theater, a sporting event, and the like, even if over \$200, is appropriate if the entertainment is of a reasonable nature and in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations.

## Related Party Transactions

A related party is any (i) immediate family member (as defined) of a Comtech employee or director, (ii) company in which a Comtech employee, director or immediate family member is an employee, partner, or principal, or (iii) company in which such person has a beneficial ownership interest. All employees are required to notify and have all related party transactions preapproved by the Subsidiary President, Chief Executive Officer or, as applicable, the Audit Committee. Each employee and director must comply with Comtech's Related Party Transaction Policy. For more detailed guidance on related party transactions and related definitions, refer to the Related Party Transaction Policy posted on Comtech's internal website.

## **Outside Activities**

An employee who participates in a “freelance” or “moonlighting” activity, including having part-time or second jobs, teaching and volunteer work may not use Company time, facilities, resources, or supplies for such work. In addition, no “freelance” or “moonlighting” activity can encroach on the time or attention which should be devoted to the employee’s duties to the Company, adversely affect the quality of work performed for the Company, compete with the Company’s activities, imply sponsorship or support by the Company of the outside employment or organization, or adversely affect the good name of the Company. Employees may be required to sign individual non-compete agreements.

In order to ensure compliance with this policy, all exempt or salaried employees who participate in “freelance” or “moonlighting” activities are required to inform and receive written acknowledgement from their respective Subsidiary President or from the Company’s Corporate Compliance Officer. Such acknowledgement should be placed in the employee’s respective personnel file.

## **Interests in Other Businesses**

Employees may not allow their investments to influence, or appear to influence, their independent judgment on behalf of the Company. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if an employee or relative has an investment, which is significant to him or her, in a competitor, supplier, customer, or distributor and his or her decisions may have a business impact on this outside party. If there is any doubt about how an investment might be perceived, it should be discussed with the respective Subsidiary President or the Company’s Corporate Compliance Officer. All significant investments must be approved by the Chief Executive Officer and the Chief Financial Officer.

## **Use of Company Property and Information**

All employees are responsible for the proper use of the Company’s physical resources and property, as well as its proprietary and other confidential information. Unless otherwise prohibited by an employee’s supervisor, reasonable incidental use of a Company telephone, cell phone, computer or other equipment is permitted, so long as such use does not violate any other provision of the Standards of Business Conduct or any other Company and/or Subsidiary policies.

Information, for example, concerning employees, customers, pricing, technical designs, products and services that are being developed, and other such trade secrets, including information pertaining to any prospective Company acquisition or divestiture, must be held in the strictest confidence and reasonable prudence and care should be exercised in dealing with such information in order to avoid inadvertent or inappropriate disclosure. This information must not be used in any way other than as required in performing employment duties. All files, records and reports acquired or created in the course of employment are the property of the Company. With permission from a supervisor, originals or copies of such documents may be removed from the Company’s offices for the sole purpose of performing the employee’s duties to the Company and must be returned at any time upon request. Employees may be required to sign individual non-disclosure agreements. In addition to Comtech’s policies and non-disclosure agreements, employees must comply with applicable laws that protect Comtech proprietary and other confidential information.

## **Confidential Information and Securities Law**

“Insider trading” is the purchase or sale of a publicly traded security while in possession of important non-public information about the issuer of the security. “Tipping” is communicating such information to anyone who might use it to purchase or sell securities. No employee may engage in either insider trading or tipping.

Employees who have questions pertaining to the sale or purchase of Company securities under circumstances where confidential information or securities laws may be involved should consult with the Company’s Corporate Chief Financial Officer or Corporate Compliance Officer. When in doubt, information obtained as an employee of the Company should be presumed to be important and not public.

No employee, director, or officer may engage in short selling in the Company’s securities or enter into exchange traded put and call options on the Company’s securities unless express written consent is received from the Compensation Committee of the Board of Directors.

To reduce the risk of inadvertent violations of securities laws, all persons who have been notified that they are subject to Section 16 of the Securities Exchange Act shall refrain from trading in the securities of the Company at all times other than certain periods (“window periods”). The window period shall, with respect to each fiscal quarter of the Company, begin on the second business day following the dissemination by the Company of a news release reporting its results of operations for the most recently concluded fiscal quarter and end ten calendar days before the end of the third month of the current fiscal quarter.

## **Company Political and Charitable Involvement**

Each employee is free to exercise the right to make political and charitable contributions within legal limits, unless such contribution is prohibited by other policies of the Company. The Company will not reimburse any employee for political or charitable contributions, and employees should not attempt to receive or facilitate such reimbursement. Generally, no contribution may be made with the expectation of favorable government (U.S. or Foreign) treatment in return. In any event, all contributions, by whomever made, are subject to a series of complex and sometimes inconsistent set of rules governing, among other things, the amount of, and manner in which, contributions may be made. In addition, any political activity or contribution by an employee, which might appear to constitute an endorsement or contribution by the Company must be approved in advance by the Company’s Corporate Compliance Officer and Corporate Chief Executive Officer.



## Antitrust Laws

Employees and other representatives of the Company must be alert to avoid improper trade practices concerning competitors, customers and others.

### Unlawful Agreements

Some types of conduct are always illegal under the antitrust laws of the United States and many other countries. Employees and other representatives of the Company must be alert to avoid even the appearance of such conduct. These may include agreements with competitors:

- to set prices or any other economic terms of the sale, purchase or license of goods or services, to use a common method of setting prices, or to set any conditions of sale or purchase;
- on any terms of a bid or whether or not to bid;
- to allocate or limit customers, geographic territories, products or services, or not to solicit business from each other in one or more ways;
- not to do business with (to “boycott”) one or more customers, suppliers, licensors or licensees; and
- to limit production volume or research and development, to refrain from certain types of selling or marketing of goods or services, or to limit or standardize the features of products or services.

The U.S. government, most state governments, the European Union and many foreign governments have enacted antitrust or “competition” laws. These laws prohibit “restraints of trade,” which is certain conduct involving competitors, customers, or suppliers in the marketplace. Their purpose is to ensure that markets for goods and services operate competitively and efficiently so that customers enjoy the benefit of open competition among their suppliers, and sellers similarly benefit from competition among their purchasers. In the United States and some other jurisdictions, violations of the antitrust laws can lead to substantial civil liability - triple the actual economic damages to a plaintiff. Moreover, violations of the antitrust laws are often treated as criminal acts that can result in felony convictions of both corporations and individuals.



## Other Conduct

Some types of agreements with competitors, suppliers, customers, licensees, or licensors are quite often legal under the various antitrust laws. However, in some circumstances, these types of agreements may violate the antitrust laws. These circumstances arise especially where the Company and/or the other party has a significant position or competitive advantage in the market for the products or services covered by the agreement. Certain of these types of agreements are described below:

- Agreements on the resale prices or price levels of goods or services, produced by or under license from the Company; and
- Agreements that directly or indirectly cut off a competitor of either the Company or another party from a source of supply or a distribution outlet that it needs to compete effectively.

These Standards of Conduct are not intended as a comprehensive review of the antitrust laws and are not a substitute for expert advice. If any employee has questions concerning a specific situation, he or she should obtain guidance from his or her supervisor before taking action.

As appropriate, Subsidiary Presidents should obtain guidance from legal counsel and inform the Chief Executive Officer and Chief Financial Officer.



## **International Operations**

The Company's business involves trade overseas. As a result, all employees must be sensitive to, and comply with, all export laws, regulations, and applicable foreign legal requirements.

### **Foreign Corrupt Practices Act**

The Foreign Corrupt Practices Act ("FCPA") generally makes it unlawful to give anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office for the purposes of obtaining or retaining business for the Company. Employees and third party representatives who have contact with foreign customers are required to read, understand and comply with the Company-Wide FCPA Policy Manual. Comtech's Company-Wide FCPA Policy Manual can be found on the Company's internal website. See your supervisor and local FCPA Compliance Official for more details.

### **Trade Compliance Regulations**

The U.S. Government and related agencies (including Department of Commerce, State, Treasury and U.S. Customs) regulate the shipment of the Company's goods overseas and other aspects of export regulations (including control over technical data and the employment of foreign nationals). Compliance with these regulations is essential to the Company's operations.

Each local Subsidiary President and local Trade Compliance Official are required to read, understand and comply with Company-Wide policies relating to export laws and attend appropriate training. Comtech's Company-Wide Trade Manual can be found on the Company's internal website. Your local Subsidiary President or Trade Compliance Official may require you to receive special training. Comtech's Office of Trade Compliance oversees the Company's detailed procedures and training policies.

Company employees involved with the shipment of Company goods overseas should consult with their supervisor and local subsidiary Trade Compliance Official for guidance concerning the applicable regulations and the Company's related guidelines.

### **Employees Located or Doing Business Outside the United States**

Employees located or doing business outside the United States are required to comply with all applicable foreign legal requirements, as well as these Standards of Business Conduct.



## Environment

The Company's operations are subject to environmental laws and regulations for which the Company is financially and legally responsible for compliance. Environmental responsibility is an important component of the Company's duty to the public and good reputation.

## Compliance with Environmental Laws and Regulations

It is essential that employees who deal with materials that are regulated by environmental laws and regulations comply with all requirements concerning the handling, storage and use of such materials. Employees are expected to ensure that the Company:

- complies with permits that allow it to safely discharge materials into the air, sewage systems, water pollution control facilities, or onto or into land;
- hires only reputable licensed services to transport and dispose of regulated materials; and
- accurately maintains the records required by the environmental laws and regulations, including those that require precise description of the amount, concentration, and makeup of regulated materials that are used, stored, discharged or generated, and the time, place of origin, destination, and transporter of regulated materials or the discharge of regulated materials. None of these records may be destroyed without the express permission of the Company's Corporate Compliance Officer.

## Training

To promote full compliance with the Company's environmental policy, from time to time, employees of the Company may be required to attend training. For additional guidance concerning environmental compliance, contact your immediate supervisor or local Subsidiary President.

## Conflict Minerals

We support efforts to encourage disclosure and the responsible sourcing of tin, tantalum, tungsten and gold (referred to as "conflict minerals" or "3TG") in our supply chain. We expect our employees and suppliers to commit to the provisions of the Electronic Industry Citizenship Coalition (EICC) Code of Conduct relating to the responsible sourcing of 3TG. For additional guidance concerning conflict minerals, contact your immediate supervisor or local Subsidiary President.



## Other Matters

The Company's business involves relations with public officials, our shareholders, and other members of the community. We file various reports with the SEC and other government agencies.

Employees must maintain the highest ethical standards concerning all business relations and in the conduct of the Company's affairs.

## Financial Reporting and Accounting

The Company is required to provide full, fair, accurate, timely and understandable disclosure in reports and documents that we may file with, or submit to the U.S. government, including agencies such as the SEC, and in other communications.

Every employee who is responsible for providing information that is used in the preparation of these reports and filings should personally ensure themselves that such information is complete and accurate and complies with applicable governmental laws, rules and regulations.

Employees may be required to sign additional specific representations and certifications as it relates to this and more detailed financial reporting and accounting information. Employees who are required to sign time cards or report time, electronically or in any other manner, are certifying that their reported time accurately reflects how time was spent at work. Falsifying reporting, including improperly shifting costs from one contract to another or falsifying time cards, is strictly prohibited.

If an employee believes that the Company's accounting records or financial disclosures are inaccurate, he or she should notify the Company's Corporate Compliance Officer. Employees may also anonymously call the confidential Comtech OpenLine telephone number at (866) 512-7175 or visit [www.openboard.info/cmtl](http://www.openboard.info/cmtl) to report questions or concerns relating to accounting, internal controls or auditing matters.

## Business with the U.S. Government

Comtech conducts business with the U.S. government. If your role includes interacting with the U.S. government, in addition to complying with Comtech's policies, you are also expected to understand and comply with the special laws, rules and regulations that may apply to your job responsibilities. Such laws, rules and regulations include, but are not limited to, the False Claims Act (FCA), the Truth in Negotiations Act (TINA), Federal Acquisition Regulations (FAR) and Cost Accounting Standards (CAS). Also, Comtech must comply with U.S. Department of Defense security requirements for the handling of government classified or sensitive information. All classified or sensitive information must be handled and safeguarded in strict compliance with these requirements.

The Department of Defense ("DoD") also has a hotline available that provides a confidential means for individuals to report allegations of wrongdoing pertaining to DoD programs, violations of law, rule or regulation, mismanagement, fraud, gross waste of funds, abuse of authority, and classified information leaks involving the DoD. The DoD hotline is available online at [www.dodig.mil/hotline](http://www.dodig.mil/hotline).

If you have any questions or concerns regarding the laws, rules and regulations that may apply to your role and job responsibilities, you should immediately contact your supervisor, local HR director and or subsidiary President for further information, guidance and or training.

## **Relationships with Public Officials**

Some employees do business with federal, state or local government agencies. All employees engaged in such business must know and abide by the specific rules and regulations covering relations with public agencies. This includes, among other things, limitations on gift giving and compliance with “best available pricing” clauses in some governmental agencies’ purchase contracts, which generally require the seller to make available to the government purchaser any lower price that the Company makes available to comparable customers. These provisions can be very complicated to apply, but if the Company does not comply with their requirements, an invoice submitted to a customer may be a false claim and subject the Company to criminal penalties and severe financial sanctions.

Every employee who is responsible for sales to federal, state, or local government agencies should consult with his or her supervisor for additional guidance. Such employees must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to influence public officials in the performance of their official duties. Even gifts of nominal value may be inappropriate or unlawful.

## **Former Government Employees**

Many laws restrict hiring, as an employee, or retaining as a consultant, a former government employee other than secretarial, clerical, or other low salary grade employees. These restrictions also cover informal arrangements for prospective employment under certain circumstances. Written approval of the Subsidiary President is required before discussing proposed employment with any current government employee and before hiring or retaining any former government employee who left the government within the past two years. Prior to any offers of employment, the Subsidiary President must obtain written approval from the Chief Executive Officer or the Company’s Corporate Compliance Officer.

## **Consultants and Representatives**

The Company expects that all consulting firms, sales representatives, marketing firms and other third party firms who provide services to or on behalf of the Company will perform their services with honesty, truthfulness and integrity. It is the policy of the Company that all firms comply with all applicable Company policies, including these Standards of Business Conduct, and all applicable laws, rules, regulations and expressed public policies where services are to be performed.

Employees who engage international sales representatives are required to utilize the Company’s standard Representation Agreement. Employees should contact their local manager or the Company’s Corporate Compliance Officer for additional information.

## **Bribery, Kickback and Fraud**

Regardless of whether or not a subsidiary is doing business with the U.S. government or one of its agencies, any employee found to be giving, receiving, accepting, or condoning a bribe, kickback or other unlawful payment, or attempting to initiate or participate in such activities, will be subject to termination and possible criminal proceedings. In addition, any employee found to be attempting fraud or engaging in fraud will be subject to termination and possible criminal proceedings. All employees have a responsibility to report to the Company's management and the Corporate Compliance Officer any actual or attempted bribery, kickback or fraud. Such reporting requirement not only applies to those activities of the Company, but also to those activities of prime contractors to and or subcontractors of the Company.

## **Non-Discrimination and Anti-Harassment**

The Company is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a businesslike atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, the Company expects that all relationships among persons in the workplace will be businesslike and free of unlawful bias, prejudice and harassment. It is the Company's policy to promote equal employment opportunities without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, or any other status protected by law. The Company prohibits and will not tolerate any such discrimination or harassment. To promote full compliance with this policy, from time to time, employees of the Company may be required to attend training. Each employee is required to read, understand and comply with the non-discrimination and anti-harassment policies.

## **Employment Policies**

It is the Company's policy to comply with all applicable wage and hour laws and other statutes regulating the employer-employee relationship and the workplace environment. No Company employee may interfere with or retaliate against another employee who seeks to invoke his or her rights under the laws governing labor and employee relations.

The Company is committed to providing a safe workplace for all employees and to comply with laws and regulations intended to safeguard against safety and health hazards. For that reason, and to protect the safety of themselves and others, employees and other persons who are present at Company facilities are required to carefully follow all safety instructions and procedures that the Company adopts. Questions about possible health and safety hazards at any Company facility should be directed immediately to the employee's supervisor.

## **Human Trafficking**

The Company is committed to the elimination of human trafficking, that is, obtaining labor or sex acts through force, fraud or coercion. Therefore, the Company and its employees and or agents shall not engage in the trafficking of persons, procure commercial sex acts, use forced labor in the performance of any contract, deny access by an employee to their passports or similar identity or immigration documents, use misleading or fraudulent recruiting practices, use recruiters that do not comply with local labor laws, charge employees recruitment fees, fail to provide return transportation upon the end of employment, or provide or arrange housing that fails to meet the host country housing and safety standards.

## **Substance Abuse Policy**

The Company has a vital interest in ensuring a safe, healthy and efficient working environment and in preventing accidents and injuries resulting from the misuse of alcohol or drugs. The unlawful or improper presence or use of drugs or alcohol in the workplace presents a danger to everyone. For these reasons, the Company has established substance abuse guidelines for applicants. Pre-employment drug testing is an integral part of our substance abuse policy for applicants. Compliance with the policy is required as a condition of continued employment with the Company.

## **Document Retention**

The space available for the storage of Company documents, both on paper and electronic, is limited and expensive. Therefore, periodic discarding of documents is necessary. On the other hand, there are legal requirements that certain records be retained for specific periods of time.

### **Financial records**

All financial records, including related computer files, which are utilized in the preparation of financial reports or created, sent or received in connection with the Company's financial audit or tax returns, must be retained for not less than seven (7) years. This includes copies of monthly financial packages, general and subsidiary ledgers, bank statements, customer purchase orders and invoices. Administrative records and other non-substantive materials that do not contain conclusions, opinions, analyses or financial data related to the preparation of financial reports or the Company's financial audit or tax returns are not required to be retained.

Additionally, document retention requirements may be longer than seven (7) years for those entities doing business with the federal government. Employees are encouraged to consult with their supervisors regarding document retention requirements applicable to federal government contractors.

### **Department of Defense**

Employees who perform government related work, if applicable, must ensure that they comply with the U.S. Department of Defense requirements for the handling of classified or sensitive information.

If employees are unsure about the need to keep particular documents, they should consult their local Facility Security Officer (or equivalent) so that a judgment can be made as to the likelihood that the documents would be needed.

Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved. Ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If an employee is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should consult with the Corporate Compliance Officer.



## **Computer, Email and Internet**

Every employee is responsible for using the Company's computer systems, including, without limitation, its electronic mail (email) system and the Internet (collectively, the "Computer System"), properly and in accordance with Company policies.

### **The Computer System is Company Property**

Computer equipment, including cell phones, tablets, laptops and software that employees are provided or have access to for work, and the email system (together referred to as the "Computer System") are the property of the Company and have been provided for use in conducting Company business. All communications and information transmitted by, received from, created or stored in its Computer System are Company records and property of the Company.

### **No Expectation of Privacy**

The Company has the right, but not the duty, for any reason and without the permission of any employee, to monitor any and all of the aspects of its Computer System, including, without limitation, reviewing documents created and stored on its Computer System, deleting any matter stored in its system, monitoring sites visited by employees on the Internet, monitoring chat, news groups and social networking, reviewing material downloaded or uploaded by users from the Internet, and reviewing email sent and received by users. Employees should not have an expectation of privacy in anything they create, store, send or receive on the Computer System.

### **Professional Use, Inappropriate Materials and Illegal Activities**

Employees are reminded to be courteous to other users of the system and always to conduct themselves in a professional manner. The Company's policy against discrimination and harassment (sexual or otherwise) applies fully to the Company's Computer System, and any violation of that policy is grounds for discipline up to and including termination.

Company policy prohibits using the Company's Computer System to send or knowingly receive messages or files that are illegal, sexually explicit, abusive, offensive or profane. Upon receipt of any inappropriate messages, the employee is required to take appropriate steps to prevent further occurrences. Appropriate steps include requesting that the sender (if known to the employee) stop sending these types of messages, blocking the sender via the employee's email program or notifying the local Information Technology (IT) department so that they can take further steps to block emails from that specific sender.



## **On-line Forums**

Chat rooms, newsgroups, message boards and social networking sites are public forums and it is prohibited to reveal confidential Company information, client data, trade secrets and any other material covered by existing Company policies and procedures.

## **Solicitations**

The Company's Computer System may not be used to solicit for religious or political causes, commercial enterprises, outside organizations or other activities not related to an employee's services to the Company.

## **Copyrights, Trademarks and Use of Third Party Web Sites**

The Company's Computer System may not be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial information or similar materials without permission of the owner. Employees who use the Company's Computer System must ensure that they do not violate third parties' website license agreements or terms of use.

## **Remote Access and Company-Provided Cell Phone Usage**

Company employees bear the responsibility of using the Computer System properly and in accordance with Company policies, whether access to the Computer System is at the Company workplace or from a remote location. Employees who use the Computer System offsite may not allow non-employees of the Company to access the Computer System. For additional information about remote access or Company-provided cell phone usage, contact your supervisor or local IT support personnel.

## **Cyber Security**

Comtech employs various security solutions to protect its IT systems from unauthorized access to confidential information, including but not limited to, personal employee data, trade secrets and technical information that could pose a threat to national security, Comtech and or its employees. As such, each employee is required to take steps to prevent and report suspected or known unauthorized access.

Employees must be cautious when opening email. Specifically, do not click links or open attachments unless you believe they are legitimate. Even if the sender is known, you should still be cautious. Email address "spoofing" is often used to make it appear as if an email is coming from someone you know. Make sure the subject and email content are consistent with communications you expect from the sender. When in doubt, contact the sender via telephone or contact your local IT support team.

If you believe you have inadvertently clicked a link or opened an attachment that may have been malicious, or you detect any unusual behavior on your computer, you are required to immediately contact your local IT support team. Local IT support teams are required to report cyber-attacks and unusual behavior to the Director of Corporate-Wide Systems and IT Controls at least on a weekly basis.



**Compliance  
with the  
Standards of  
Business  
Conduct and  
Company Policies**

## **Compliance with the Standards and Company Policies**

All employees (including individual contractors and individual consultants) and directors have a responsibility to understand and follow the Standards of Business Conduct as well as the specific laws and Company policies and procedures that apply to them and their roles.

In addition, all employees and directors are expected to perform their services for the Company with honesty and integrity in any areas not specifically addressed by the Standards of Business Conduct. The Standards of Business Conduct are general principles to guide employees and directors in making ethical decisions and cannot and are not intended to address every specific situation. The Company strongly encourages dialogue among employees and their supervisors to foster awareness of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations.

A violation of these Standards of Business Conduct may result in appropriate disciplinary action including the possible termination of employment with the Company, without additional warning, and nothing in these Standards of Business Conduct prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document.

The Standards of Business Conduct are not intended to create any expressed or implied contract with any employee or third party. In particular, nothing in this document creates any employment contract between the Company and any of its employees.

The Board of Directors of Comtech Telecommunications Corp. has the exclusive responsibility for the final interpretation of the Standards of Business Conduct.

The Standards of Business Conduct may be revised, changed or amended at any time by the Board of Directors of Comtech Telecommunications Corp. Employees may be required to acknowledge and certify compliance with these changes at any time.



Reporting  
Suspected  
Non-Compliance

## Reporting Requirements

To assist in the administration of the Standards of Business Conduct, the Company has established the position of Corporate Compliance Officer. As part of its commitment to ethical and legal conduct, the Company expects its employees to bring to the attention of Company management and to the Corporate Compliance Officer, or any of the people the Corporate Compliance Officer designates, information about suspected violations of these Standards of Business Conduct or of law by any Company employee or agent. Employees are required to come forward with any such information, without regard to the identity or position of the suspected offender. The Company will treat the information in a confidential manner (consistent with appropriate evaluation and investigation) and will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a report. Because failure to report criminal activity can itself be understood to condone the crime, we emphasize the importance of reporting. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

Information about known or suspected violations by an employee or agent should be reported promptly to a supervisor or a member of management. Whenever practical, an employee should do so in writing.

Employees are strongly encouraged to direct questions or concerns pertaining to possible violations of the Standards of Business Conduct by members of senior management (e.g., Subsidiary Presidents, Corporate Senior Executives and the Chief Executive Officer), as well as our Board of Directors, directly to the confidential Comtech OpenLine at (866) 512-7175 or via the confidential Comtech OpenLine website at [www.openboard.info/cmtl](http://www.openboard.info/cmtl). The Comtech OpenLine is maintained by an independent third party and provides a confidential communication process for employees via voicemail, email and the Internet.

### Reporting Requirements by Employees Who Supervise Others

All allegations of non-compliance or violations of the Standards are to be reported timely to the Corporate Compliance Officer via the following process:

- a. All members of subsidiary local management who become aware of an allegation or a violation must timely report the same to the Subsidiary President, the local HR Director, the Corporate Compliance Officer or the confidential Comtech OpenLine.
- b. The below allegations must be reported within one (1) business day by the Subsidiary President or the local HR Director to the Corporate Compliance Officer or the confidential Comtech OpenLine:
  - i. Any illegal acts
  - ii. Any harassment or discrimination
  - iii. All financial or accounting irregularities (even if immaterial)
  - iv. Allegations involving members of senior management
  - v. Any notification of, subpoena related to or receipt of a lawsuit or government investigation

- c. All allegations and investigations for all other matters must be reported to the Corporate Compliance Officer on at least a quarterly basis and all employee-related investigations must be documented in an appropriate human resource file (including as appropriate in an employee's personnel file).
- d. An Incident Reporting and Tracking Form is required to be submitted to the Corporate Compliance Officer (or designee) once per quarter. This form must be certified by the individual Subsidiary President, the subsidiary head of finance and the local human resource representative. All new matters and updates to previously reported matters must be clearly and concisely stated on the Incident Reporting and Tracking Form.

### **Reporting Requirements for International Sales Offices or Locations**

All employees located or doing business outside of the United States are required to comply with all applicable foreign legal requirements as well as these Standards of Business Conduct. Certification is required for employees located outside the United States. If a subsidiary needs local translation or is legally required to make changes to any clauses to the Standards of Business Conduct, you may engage a translator or approved legal counsel to do so. A copy of such translation must be provided to and approved in advance by the Corporate Compliance Officer.

Each subsidiary is required to obtain a Quarterly Incident Reporting and Tracking Form for each international sales office or location that maintains a headcount (employees and/or contractors) of five or more. This form must be included as part of the subsidiary's submission of their Quarterly Incident Reporting and Tracking Form.

### **Investigation and Confidentiality**

Reports of violations will be investigated under the Corporate Compliance Officer's supervision, as he or she finds appropriate. Employees are expected to cooperate in the investigation of reported violations.

The Corporate Compliance Officer will not, to the extent practical and appropriate under the circumstances to protect the privacy of the person involved, disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Employees should be aware that the Corporate Compliance Officer, and those assisting him or her, are obligated to act in the best interests of the Company, and do not act as a personal representative or lawyer for employees.

The Comtech OpenLine is maintained by an independent third party and provides a confidential communication process for employees via voicemail, email and the Internet.



**Annual Training,  
Acknowledgement  
and Certification**

## **Annual Training**

### **All Employees**

All employees are required to complete the Comtech Telecommunications Corp. Standards of Business Conduct Training which is available on-line at [www.MyComtech.com](http://www.MyComtech.com). Upon completion of the training, each employee will be required to electronically certify that they have received and read the Comtech Telecommunications Corp. Standards of Business Conduct and that they have and will abide by these Standards of Business Conduct as well as the specific laws and Company policies and procedures that apply to them and their roles. An electronic copy of this certification will be emailed to each employee and their Human Resources Administrator.

### **Third Party Consultants**

International sales representatives, distributors, agents and integrators are required to use the Company-Wide standard agreements which reference these policies.

Third parties who are required to receive a Federal I.R.S. Form 1099 and who have an active contract at July 31<sup>st</sup> of any given fiscal year are required to receive a copy of these Standards and complete the below certification.

## **Acknowledgment and Certification**

I certify that I have received and read the Comtech Telecommunications Corp. Standards of Business Conduct.

I also certify that I have and will abide by these Standards of Business Conduct as well as the specific laws and Company policies and procedures that apply to me and my role.

\_\_\_\_\_  
(Subsidiary Name, Comtech Corporate or Board of Directors)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name)

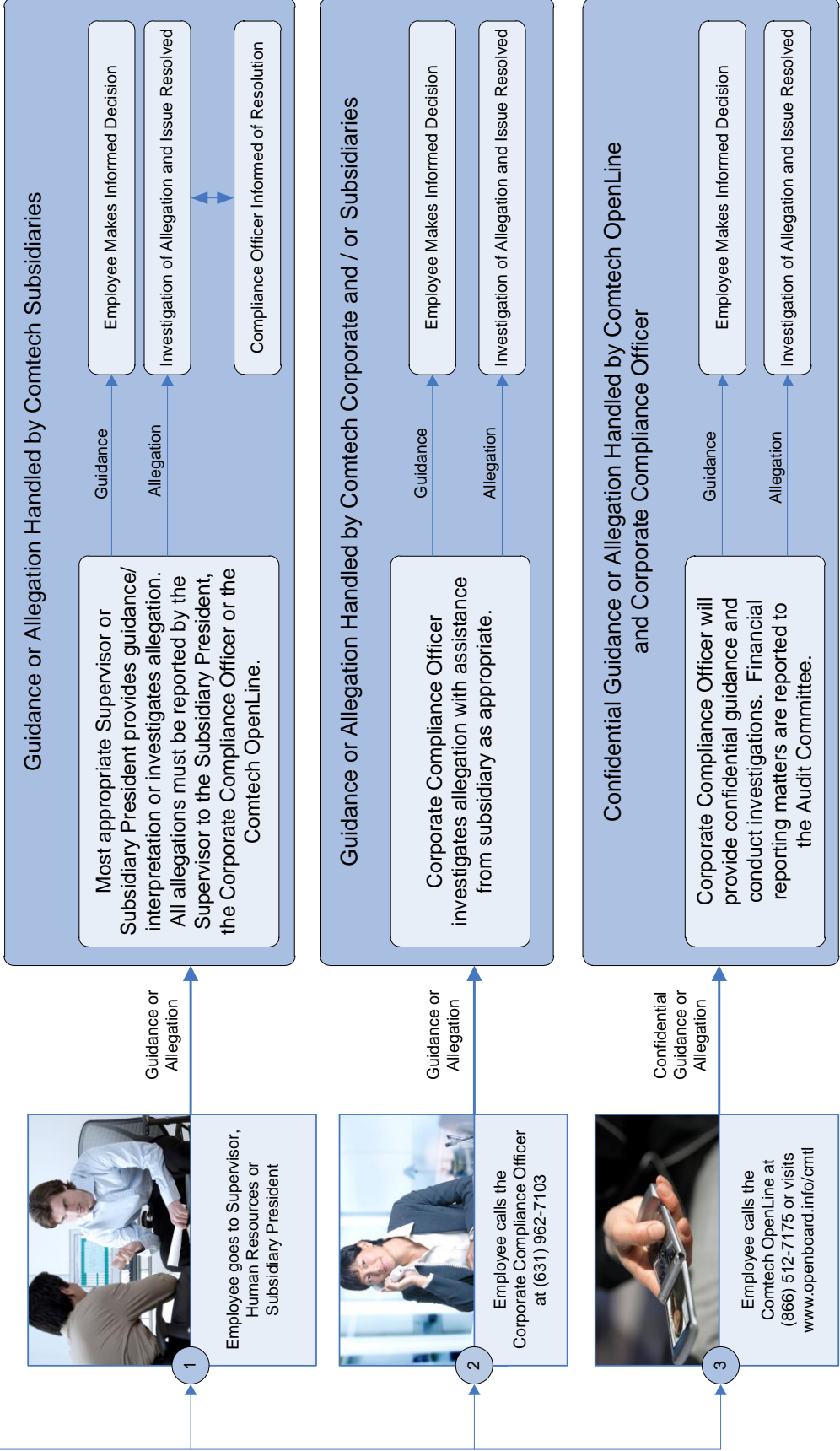
\_\_\_\_\_  
(Date of Signature)

The online electronic acknowledgment and certification of the Standards of Business Conduct is considered equivalent to an actual written signature. Accordingly, the certification, whether electronic or in writing, is considered legally binding.



# OVERVIEW OF THE COMTECH STANDARDS OF BUSINESS CONDUCT AND OPENLINE REPORTING PROCESS

Employees have a range of options in which to seek guidance, report an allegation, ask questions or initiate discussions relating to Comtech's Standards of Business Conduct, policies, procedures or practices.



Employees are strongly encouraged to direct questions or concerns pertaining to possible violations of the Standards of Business Conduct by members of senior management (e.g., Subsidiary Presidents, Corporate Senior Executives, the Corporate Compliance Officer and the Chief Executive Officer), as well as our Board of Directors, directly to the confidential Comtech OpenLine at (866) 512-7175 or via the OpenLine website at [www.openboard.info/cmtl](http://www.openboard.info/cmtl). The Comtech OpenLine is maintained and tracked by an independent third party and provides a confidential communication process for employees via voicemail, email and the internet.



## Standards of Business Conduct

Comtech OpenLine  
(866) 512-7175  
[www.openboard.info/cmtl](http://www.openboard.info/cmtl)

Copyright © July 2018  
Comtech Telecommunications Corp.  
All Rights Reserved