

Ophir Supplier Code of Ethics and Anti-Corruption Policy

Rev -

February 13, 2023



Table of Contents

1	Introduction.....	3
2	Conflicts of Interest	4
3	Employment by Suppliers, Customers or Competitors	4
4	Political Activities and Contributions	4
5	Acceptance of Free Services, Payments, Gifts or Gratuities	4
6	Offering of Services, Payments, Gifts, and Gratuities	4
7	Insider Trading	4
8	Accounting Systems, Books and Records	6
9	Investigations	7
10	Whistle Blower Procedures.....	7
11	Cooperation with Auditors and Consultants.....	7
12	Foreign Corrupt Practices Act.....	7
13	Equal Employment Opportunity	7
14	Sexual Harassment.....	8
15	Americans with Disability Act.....	8
16	Immigration Reform and Control Act	8
17	Health, Safety and Environment	8
18	Reporting Procedures	8

1 Introduction

The policy of the Company (Ophir Corporation) and its divisions, subsidiaries and affiliates is to conduct the operations of its business activities in compliance with the law and with the highest ethical standards. The officers and employees of the Company have an obligation to act at all times in an honest, lawful and ethical manner and with the highest integrity in our dealings with the Company and with customers, suppliers, and others.

The purpose of this Code of Ethics and Anti-Corruption Policy (the "Code") is to provide a statement of the general standards of conduct required by the Company, including such areas as conflicts of interest, use of corporate assets, confidential information and intellectual property, insider trading, cooperation with auditors and consultants, the Foreign Corrupt Practices Act, and certain other matters relating to the Company's business activities. The Code also is designed to enforce and promote the compliance with the anti-corruption provisions of the Code, which includes, inter alia, training, monitoring, auditing and disciplining provisions.

Ophir Corporation also expects its suppliers to abide by the tenets of the Code, as if they were employees of Ophir. The Code does not address every ethical issue or situation that may arise, but provides the basics to aide in your general understanding. Ethical behavior is everyone's responsibility and each employee and provider of products or services to Ophir Corporation has an obligation to observe and abide by this Code.

For purposes of this Code, the word "Employee" shall include the Officers, Management, as well as Employees, contractors, consultants, suppliers, and any other individuals working on behalf of the Company. The foundation of the Code consists of the following basic standards of business and personal conduct: (i) honesty and candor in our activities, including observance of the character, as well as the letter of the law, (ii) avoidance of conflicts between personal interests and those of the Company or its customers, or even the appearance of such conflicts, (iii) maintenance of our reputation and avoidance of activities that might reflect adversely on the Company, and (iv) integrity in dealing with the Company's assets.

It is the policy of the Company to:

1. Render prompt, equitable, efficient, courteous, and helpful service to its customers and to respect their rights to privacy;
2. Offer soundly conceived and competitively priced products and services;
3. Administer Company affairs with due regard for the dignity, advancement, personal aspirations and fair remuneration of its Employees and others, without discrimination or privilege because of gender, color, religion, age, disability, sexual orientation, national origin, gender identity, gender expression or any other characteristics protected by applicable laws and regulations;
4. Contribute to social, economic and cultural progress by accepting and discharging the obligations of good citizenship in the Company's products and services, employment practices, corporate contributions, and Employee activities;
5. Conduct all business in an honest, ethical and lawful manner.

Every Employee shall avoid any act or circumstance that could cast doubt on his or her ability to act with total objectivity in regard to the Company's interest. Decisions regarding the Company's business with any other person or entity must be based solely upon valid business considerations of the Company. No one may permit a business decision involving the Company to be influenced by personal or other unrelated interests or factors.

2 Conflicts of Interest

Every Employee shall avoid any act or circumstance that could cast doubt on his or her ability to act with total objectivity in regard to the Company's interest. Employees shall conduct the Company's affairs on a professional and ethical basis and not to engage in business or financial activity that may conflict with that of the Company. Employees must not place themselves or the Company in a position that would create even the appearance of a conflict of interest. No Employee may represent the Company in any transaction if an outside business interest or personal relationship might compromise or otherwise affect his or her ability to represent the Company's interests fairly and impartially.

3 Employment by Suppliers, Customers or Competitors

Employment of Ophir employees by suppliers, customers or competitors outside of regular hours of employment at the Company is prohibited.

4 Political Activities and Contributions

Political activity shall be in the name of the Employee and not in the name of the Company or any of its subsidiaries, divisions or affiliates. An Employee must disclose to the Company any public office position immediately upon acceptance of appointment or election by submitting a disclosure statement to the Ethics Compliance Officer.

5 Acceptance of Free Services, Payments, Gifts or Gratuities

No Employee or any Relative shall directly or indirectly solicit or accept any:

1. Commissions, profits, payments, loans,
2. Free services or products, or
3. Entertainment, travel, or gifts of value from individuals or organizations doing, or seeking to do, business with the Company, or from individuals or organizations with an interest in the business of the Company, or from any entity that has or would create the appearance of having, a conflict of interest as described in this Code.

The provisions of this section relating to entertainment, travel, and gifts do not apply to courtesies openly offered and given as part of routine business, such as holiday gifts or business luncheons, so long as such entertainment, travel or gifts are nominal in value.

6 Offering of Services, Payments, Gifts, and Gratuities

No Employee may offer or give payments, compensation, or gratuities of any kind ("compensation") to any person or entity in the course of seeking or retaining business for the Company. No compensation shall be paid, directly or indirectly, to any official, agency, instrumentality, or person, foreign or domestic, if the compensation would constitute an illegal payment if made in the United States.

7 Insider Trading

It is illegal for any employee to trade in the securities of any public company (including Company and their Affiliates, Subsidiaries and Joint Ventures) while in the possession of material inside (nonpublic) information. It is also illegal for any employee to give material inside information to others, especially those who may trade on the basis of that information.

Information is "material" if a reasonable investor would consider it important in making a decision to buy, sell or retain securities. Both positive and negative information may be material. In general, information that is likely to affect the market price of a security is also likely to be considered material. If there is doubt, information should be assumed to be material.

Examples of types of information that will frequently be material include news of a pending or proposed merger, acquisition or tender offer; news of a significant sale of assets or the disposition of a subsidiary; changes in dividend policies or the declaration of a stock split or the offering of additional securities; changes in estimates of earnings; changes in management; significant new products or discoveries; impending bankruptcy or financial liquidity problems; and the gain or loss of a substantial customer.

Financial information is particularly sensitive. For example, nonpublic information concerning the results of the Company's operations for even a portion of the current fiscal quarter might be material in helping to predict the Company's results of operations for that quarter.

Information is "nonpublic" until it has been widely disseminated to the public market and the public has had the time and opportunity to absorb and evaluate it.

The Company intends to comply with the spirit as well as the letter of the insider trading laws. This policy is designed to avoid even the appearance of improper conduct on the part of anyone employed by or associated with the Company, whether or not the conduct is literally in violation of the law.

The consequences of violating the insider trading laws can be very serious. Individuals who trade on inside information (or tip inside information to others) are subject to, among other things, civil penalties of up to three times the profit gained or loss avoided, a substantial criminal fine and a jail term.

Moreover, an employee who violates the Company's insider trading policy will be subject to sanctions imposed by the Company, which is subject to appropriate disciplinary action, up to and including termination of employment. A violation of the Company's policy is not necessarily the same as a violation of law. In fact, for the reasons indicated above, the Company's policy is intended to be broader than the law. The Company reserves the right to determine, in its own discretion and on the basis of the information available to it, whether its policy has been violated. The Company may determine that specific conduct violates its policy whether or not the conduct also violates the law. It is not necessary for the Company to await the filing or conclusion of a civil or criminal action against the alleged violator before taking disciplinary action.

It is the policy of this Company that any employee who has material, nonpublic information about the Company or any of its affiliates may not buy or sell securities of Company and their Affiliates, Subsidiaries and Joint Ventures (except purchases from or sales to the Company or its affiliates with information comparable to that of the employee) or engage in any other action to take advantage of, or pass on to others, that information.

It does not matter that there is an independent, justifiable reason for a purchase or sale – if the employee has material, nonpublic information, the prohibition still applies. The policy also applies to transactions by each employee's family members and other persons living in the employee's household. Employees are responsible for ensuring compliance by their families and personal households as well.

It is also the policy of the Company that, if a public announcement of material, previously nonpublic information is made, employees may not engage in any transactions in the applicable securities until two business hours after the information has been released. This policy is intended to give the investing public time to receive the information and act on it.

Employees must not pass on to others inside information or recommend to anyone the purchase or sale of securities of Company and their Affiliates, Subsidiaries and Joint Ventures while in the possession of material nonpublic information (even if that information is not disclosed). This policy applies whether or not the employee who gives the tip derives any personal benefit from doing so.

The foregoing restrictions shall not be applicable for a transaction in a discretionary account or through a blind trust where decisions are made by an investment adviser, broker or trustee and where the employee (or such person's family members or other persons living in the same household) has no input into the investment decision.

8 Accounting Systems, Books and Records

No Employee shall make any knowingly false entries on any record of the Company or to records provided to the Company during the course of normal business. No Employee shall knowingly violate any internal control policy or procedure. No Employee shall solicit, accept, prepare or utilize any affidavit, declaration or report that he/she knows or suspects to be materially false or misleading. Books and records will be maintained in accordance with generally accepted accounting principles. All receipts, payments, transfers and other transactions must be timely reflected in full detail in the appropriate business and accounting records of the Company. All entries to the Company's books shall reflect the true intention of the transaction.

9 Investigations

Allegations of violations of the Code of Ethics and Anti-Corruption Policy are investigated by the Ethic Compliance Officer. Investigations are, to the extent possible, conducted confidentially. Under no circumstances will an investigation be conducted by, or under the supervision of, an individual alleged to have committed the violation at issue. The Officers, Employees, contractors and executive management are required to cooperate and shall not provide false or misleading information during any Company investigation or any investigation relating to a Company activity. Any Employee, contractor and Executive Manager who fails to cooperate, or who provides false or misleading information, shall be subject to discipline action, up to and including termination.

10 Whistle Blower Procedures

Employees and/or contractors who suspect a violation of the Code of Ethics and Anti-Corruption Policy should immediately contact their Ethics Compliance Officer of Ophir Corporation. If for any reason an individual does not wish to report an issue to their Manager, Director of Human Resources, Ethics Compliance Officer or President of Ophir Corporation, they may report the violation, anonymously and confidentially to the Department of Defense Hotline by calling 800-424-9098 or emailing hotline@dodig.mil.

11 Cooperation with Auditors and Consultants

Cooperation is expected with the auditors from the public accounting firms who audit the Company, consultants who perform other professional services and internal auditors. Care should be taken to be sure no false or misleading information is given to these professionals.

12 Foreign Corrupt Practices Act

All Employees must comply with the Foreign Corrupt Practices Act, which makes it unlawful for any U.S. citizen, firm, agent or representative, to use a means of U.S. interstate commerce (e.g., mail, telephone, E-mail, etc.) to authorize, offer or promise to pay or transfer money or anything of value to a foreign official, political party or candidate for political office in an effort to influence a decision for the purpose of obtaining or retaining business.

13 Equal Employment Opportunity

The Company is committed to a policy of equal employment opportunity so as to assure that there shall be no discrimination or harassment against an Employee or applicant on the grounds of race, color, religion, gender, age, disability or medical condition, sexual orientation, national origin, citizenship, family status, gender identity or gender expression, or any other characteristic protected by applicable laws and regulations. This policy relates to all phases of employment including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs and the use of the Company's facilities. The provisions of this policy cover personnel action in all job categories and at all levels. Harassment, retaliation, coercion, interference or intimidation of any Employee because of that Employee's race, religion, color, national origin, citizenship, gender, sexual orientation, age, medical condition or disability, gender identity or gender expression or family status is strictly forbidden. Any Employee who experiences such activity shall report it immediately to his or her Manager or the Human Resources Director.

14 Sexual Harassment

The Company is committed to provide a work environment that is free of discrimination and unlawful harassment. Actions, words, jokes or comments based on an individual's sex, sexual orientation, gender identity or gender expression will not be tolerated. Any Employee who is the subject of, or who becomes aware of, sexual or other unlawful harassment must immediately report it to his or her Manager and the Director of Human Resources. Any supervisor or manager who becomes aware of possible harassment must promptly inform the Director of Human Resources. No Employee or Manager will face reprisals for making such reports so long as there is a reasonable good faith basis for doing so. Any Employee found to be engaging in sexual harassment will be subject to disciplinary action up to and including termination of employment.

15 Americans with Disability Act

It is the policy of the Company to comply with all relevant and applicable provisions of the Americans with Disabilities Act (ADA). The Company will not discriminate against any qualified Employee or job applicant with respect to any terms, privileges or conditions of employment because of a person's physical or mental disability. The Company will make a reasonable accommodation, where such accommodation is necessary, feasible and effective for all Employees or applicants with disabilities, provided that the individual is medically qualified for and effective in the position and provided that any accommodations made do not require significant difficulty or expense. The Company's policy of nondiscrimination applies to all personnel and employment practices including hiring, promoting, transferring, recruiting and terminating.

16 Immigration Reform and Control Act

In compliance with the Immigration Reform and Control Act of 1986 and the Immigration Act of 1990, the USA Domestic Companies will hire only those individuals who are authorized to work in the United States. All individuals will be required to submit documentary proof of their identity and employment authorization. All US employees will also be required to complete and sign, under oath, Immigration and Naturalization Service Form I-9.

17 Health, Safety and Environment

The Company is committed to compliance with applicable U.S. and foreign laws and regulations that apply to its operations, including those concerning health, safety and environment. Employees will make every reasonable effort to ensure that the Company's products and places of business are safe for the public and its Employees. Employees shall follow Company policies and directives relating to matters of health and safety and maintenance of environmental standards. Employees are expected to use common sense and good judgment in dealing with such matters.

18 Reporting Procedures

Employees with questions or who need assistance with interpreting provisions of this Code should consult the Ethics Compliance Officer. Each year, employees are required to confirm, in writing, that they have read and understand the Code and to indicate in writing whether or not they are in compliance with it.

Employees shall immediately disclose the nature of any act or circumstance involving themselves, a co-worker or their families that is or may appear to be a conflict of interest with their duties and responsibilities to the Company or is or may appear to be in violation of this Code. Conflicts of interest or any violations or apparent violations of this code should be reported by immediately submitting a disclosure statement to the Ethics Compliance Officer.

If a situation develops that requires disclosure, or if a person has any doubt about whether a particular situation involves a conflict of interest, reportable circumstance or prohibited activity, the individual should submit a disclosure statement to the Ethics Compliance Officer.

Each employee has an affirmative obligation to read this Code carefully, seek clarification of any portion of it that he or she does not understand, and to report in writing any known or suspected violation of the Code by themselves, their families or any person under his or her supervision or control. No retribution will be taken against a person reporting in good faith a violation or suspected violation.

Bribery is a criminal offense. As an employee you will be held accountable whether you pay a bribe yourself or whether you authorize, assist, or conspire with someone else to violate an anti-corruption or anti-bribery law. Punishment for violating the law shall be held against you as an individual and may include imprisonment, probation, mandated community service and significant monetary fines which will not be paid by Ophir Corporation.

Ophir Corporation takes this Code of Ethics Policy and Anti-Corruption policy very seriously. Employees who violate any aspect of this Code will be subject to appropriate disciplinary action, up to and including termination of employment.