

Adtran

# Code of Business Conduct and Ethics


Honesty.
Integrity.
Fairness.

## A message from Tom Stanton

I am pleased to present Adtran's Code of Business Conduct and Ethics (the Code).

At Adtran, we believe in doing business the right way. This means that we follow the highest standards of ethics and integrity in all that we do. We are committed to conducting our business with honesty. The Code unites all of us at Adtran with one set of values that guide our daily decisions and actions. It is a guide for each of us, reminding us of the principles and values that have made Adtran a strong leader in the business community for more than four decades.

Adtran's reputation rests in each of our hands and it depends on our conduct and decisions both individually and collectively as a company. Thank you for being part of the Adtran family and for your unwavering commitment to strong ethical business practices.



Thomas R. Stanton
Chairman and CEO, ADTRAN Holdings, Inc.

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# Respect others and succeed together



## Guiding principles

We must always strive to:

- Care for our employees, customers, shareholders, consumers and the public.
- Innovate and create high-quality products that bring the world together.
- Speak with truth and candor.
- Balance short-term and long-term goals.
- Win with community and belonging.
- Respect others and succeed together.

## Our commitment

Adtran is committed to delivering sustained growth through empowered people and building trust by acting with accountability and responsibility.

## Our responsibilities

### Follow our Code

*You must comply with the Code, our policies and the law in all of your work and actions.*

We expect you to act honestly in all dealings, comply with the laws and regulations governing our business and maintain an ethical work environment. We expect nothing less from our business partners, suppliers, consultants, distributors, co-manufacturers and any organization we do business with. We understand the responsibility we have to communicate with them about our high standards of integrity and cannot ask them to violate any of our values and operating principles.

The Adtran Code of Business Conduct and Ethics (the Code) establishes the standards of business conduct that you are expected to meet. These standards, drawn from our corporate policies, describe our responsibility to:

- Protect Adtran and customer assets.
- Comply with global business laws.
- Deal fairly with customers and third parties.
- Foster a work environment of community and belonging, human rights, equal employment opportunity, and health and safety.
- Report misconduct.
- Address questions and concerns.
- Protect employees and business associates from retaliation.

Everyone is expected to take responsibility for his or her actions. This includes observing the guidelines outlined in this Code and other company policies, complying with all laws and regulations applicable to Adtran's business wherever conducted, and reporting violations of the Code immediately.

To comply with the Code, it is essential to have a thorough understanding of the expectations set forth in this document. Adtran provides training to you regarding your rights and responsibilities under the Code. Additionally, you are required to review, understand and comply with the Code and certify that you are committed to following the requirements outlined in it.

In addition to the Code, you should familiarize yourself with the regional Adtran employee handbooks and applicable Adtran policies outlined in the Code.

## Seek guidance and report concerns

*We are each held accountable to ask questions and raise concerns when compliance issues arise.*

The Code cannot address every possible situation that might arise during your daily work. If you cannot find an answer to your question in the Code or if you have questions about how to interpret the Code, seek guidance.

**Who must follow the Code?**

All Adtran employees, officers, directors and contractors, as well as employees of Adtran's affiliates, must comply with the Code, company policies and applicable laws governing our activities. It is your responsibility to know and follow the Code. The Code, along with our company policies and guiding principles, helps us make the right decisions and take the right actions, regardless of our job function.

**When should I seek additional guidance concerning the Code?**

Seek guidance when you are unsure or could benefit from an additional perspective. A number of resources are available to help you including your manager, your vice president, HR, internal audit and legal department. Don't hesitate to ask for help.

## Speak up

*You are strongly encouraged to report infractions.*

Adtran strongly encourages you to report actual or potential violations of the Code, Adtran policies, the law, or any other compliance concerns or questions. If you are aware of conduct that you think may violate this Code, you are encouraged to report it as outlined in Section D of this document. Reporting a potential violation demonstrates your sense of commitment, responsibility and fairness to Adtran's customers, shareholders, business associates and your fellow employees. Adtran also offers an ethics and compliance hotline to report potential violations of the Code.

The hotline is managed by WhistleB Reporting, a third-party provider that allows employees to report concerns of potential improper activities within the workplace. Any concerns regarding potential violations of the Code should be reported to WhistleB Reporting. These include, but are not limited to:

- Fraudulent activity/theft.
- Misconduct.
- Unethical behavior.
- Health and/or safety violations.
- Data privacy concerns.
- Discrimination/harassment.

Please be aware that you can report a concern anonymously through the following means:

- Online: **https://report.whistleb.com/adtran**
- Phone: WhistleB 1.800.218.8954 (Client code is 453581)

Reporting potential Code violations helps to safeguard the reputation and the assets of the company. Your report will be investigated with confidentiality, and you will be protected from retaliation.

## Non-retaliation

*You will not experience any form of retaliation for raising concerns.*

All employees should be comfortable in raising questions or concerns about the Code. The company strictly prohibits any form of retaliation against any individual making a report based on a reasonable belief of a violation of this Code or the policies referenced within the Code. The company further prohibits any form of retaliation against any individual acting in a manner protected under whistleblower or other similar provisions of applicable law or regulation. Any Adtran employee who believes that they may have been subjected to retaliation is encouraged to report this conduct to the head of HR.

## Respecting one another

*One of our guiding principles is to respect others and succeed together. We can only achieve success when we treat everyone with respect. This begins on the Adtran campus and extends to our customers, suppliers and community.*



SECTION A

# Ethical principles

## Our commitment to you

*Adtran will treat all employees with honesty, fairness and respect, and provide a safe and healthy work environment.*

Abusive, harassing or offensive behavior of any form is unacceptable. If you believe that you have been subjected to harassment and/or discrimination, or if you witness harassment and/or discrimination, you are encouraged to report this conduct immediately to your direct supervisor, the head of HR, or the legal department.

## Community and belonging

*Each of us must respect the individualism, talents and abilities of others.*

At Adtran, we embrace individuals as unique characteristics that make up each of us: personalities, lifestyles, thought processes, work experiences, ethnicity, race, color, religion, gender, gender identity, sexual orientation, marital status, age, national origin, disability, genetic information, military/veteran status or other differences.

We strive to attract, develop and retain a workforce that is as unique as the markets we serve and to ensure an inclusive work environment that embraces the strength of our differences.

You play an important role in creating a work environment where employees and business associates feel valued and respected for their contributions. You promote community and belonging when you respect the individualism of each other's talents, abilities and experiences, foster an atmosphere of trust, empowerment, openness and candor, and value the input of others. We will better understand the needs of our customers and foster innovation if each of us embraces individualism and belonging in all aspects of business.

# Ethical principles

## Human rights

*Human rights are inherent to us all and must be protected.*

Adtran recognizes the importance of maintaining and promoting fundamental human rights in all of our operations and throughout our supply chain. Our values, Code, talent, sustainability strategies and employment policies work together to support the United Nations Universal Declaration of Human Rights and the International Labour Organization Declaration on Fundamental Principles and Rights at Work. We operate under programs and policies that, among other goals:

- Provide fair and equitable wages, benefits and other conditions of employment by local laws.
- Recognize employees' rights to freedom of association.
- Prohibit forced or child labor.
- Promote a workplace free of discrimination and harassment.

For additional information, please reference the **Adtran Human Rights Policy** located on the Adtran website.

## Anti-discrimination

*You must treat everyone with fairness and equality.*

Each employee should have the opportunity to reach his or her full potential and contribute to the success of Adtran. To accomplish this, you should never discriminate or treat employees or job applicants unfairly in matters that involve recruiting, hiring, training, promoting or compensating.

Your employment decisions regarding employees and applicants must always be based on merit, qualifications and job-related performance, without regard to non-job-related characteristics such as:

- Race, color, ethnicity or national origin.
- Gender or gender identity.
- Sexual orientation.
- Age.
- Religion.
- Disability.
- Military or veteran status.
- Genetic information.
- Pregnancy.
- Any other legally protected status.

Making employment decisions based on any of these personal characteristics is against our policies and is illegal under the laws of many countries and states. You must always act fairly and give qualified individuals the chance to develop their abilities and advance within our company.

For additional information on this topic, employees should refer to their respective regional employee handbook.

**What is discrimination?**

Discrimination in employment and occupation means treating people differently and less favorably because of characteristics that are not related to their merit or the requirements of the job. These characteristics include race, color, sex, religion, political opinion, national extraction and social origin.

## Anti-harassment

*You must not participate in or tolerate any form of harassment.*

Adtran seeks to provide a work environment that is free from harassment and other offensive or disrespectful conduct of any kind. The company complies with all country and local laws prohibiting harassment, and our Code prohibits harassment in the workplace.

**What is harassment?**

Harassment includes unwelcome verbal, visual, physical or other conduct of any kind that creates an intimidating, offensive or hostile work environment.

While the legal definition of harassment may vary by jurisdiction, we consider the following non-exhaustive list to be unacceptable behavior:

- Sexual harassment.
- Offensive language or jokes.
- Racial, ethnic, gender or religious slurs.
- Degrading comments.
- Intimidating or threatening behavior.
- Showing hostility towards others because of individual characteristics.
- Tolerating and failing to report any of these behaviors by others.

You should never act in a harassing manner or otherwise cause your co-workers to feel uncomfortable in their work environment. It is important to remember that harassment, sexual or otherwise, is determined by your actions and how they impact others, regardless of your intentions. Any such conduct must be reported immediately to the head of HR.

If you have questions about what constitutes harassment, refer to the **Adtran Non-Discrimination and Anti-Harassment Policy.** If you are harassed or if you witness someone else being harassed, speak up and report it. No employee shall be subject to adverse employment action or any form of retaliation for reporting any form of harassment based upon a reasonable belief.

## Health and safety

*Let's work together to protect one another.*

**Where are Adtran policies located?**

Please refer to CONNECT. Policies are located under the human resources hub.

We are committed to safeguarding the health and safety of our employees, visitors, customers and communities. Our health and safety policies and procedures are designed to help you to work safely, whether at your home office, our facilities, in the marketplace or on the roadways.

You should always raise a concern if you question the safety of any activity you are asked to perform that you believe unsafe or if you become aware of an unsafe condition or potential danger for you or others.

All Adtran employees are expected to comply with all health and safety laws and regulations, including pandemic-related protocols established by federal agencies and adopted by the company. You should immediately report all accidents, injuries, unsafe equipment and conditions to a supervisor or the safety team at safety@adtran.com. Additionally, you should report all violations of policy, procedures or protocols designed to protect your health and ensure a safe work environment.

No employee shall be subject to adverse employment action or any form of retaliation for reporting, based on a reasonable belief, that an accident, injury, unsafe working condition or violation of policy or protocol has occurred.

Safety is everyone's responsibility. You must insist that work be performed safely, no matter what your job is.

**If I see something that's unsafe, what should I do?**

If a fellow employee is involved, question them about their actions to determine if an unsafe atmosphere exists. If you feel it is unsafe, ask them to stop. If they refuse, contact the safety team at safety@adtran.com. If you see hazards or unsafe conditions around our facility, (for example, exposed wiring, loose floor tile, etc.), contact the safety team.

## Substance abuse

*You cannot work under the influence of alcohol or drugs.*

It is our duty to protect Adtran's reputation through our conduct and decisions. If you work under the influence of drugs or alcohol, you pose a safety risk to yourself or others, and you pose a reputational risk to Adtran. Drugs may include illegal drugs, controlled substances or misused prescription medication. You are expected to perform your job duties free from the influence of any substance that could impair job performance.

### Adtran zero-tolerance policy

Under this policy, the following actions are strictly prohibited by Adtran employees:

- Illegal drug use.
- Impairment by a lawful prescription.
- Being under the influence of alcohol or a controlled substance while on duty at the workplace.
- The unlawful manufacture, distribution, dispensation, possession, sale, use or transfer of illegal drugs or controlled substances in the workplace or while engaged in Adtran business while out of the office.
- Refusal to submit to a drug or alcohol test in accordance with the **Adtran Substance Abuse Policy**.

If you believe you have a drug or alcohol problem, we encourage you to seek assistance. Contact a member of the Adtran benefits team at benefits@adtran.com to learn more about programs available to you as part of the Adtran benefits program.

## Anti-violence

*Violence of any type is prohibited in the workplace.*

Adtran safety programs include a zero-tolerance policy for workplace violence. You are prohibited from engaging in any act that could cause another individual to feel threatened or unsafe. This includes verbal assaults, threats or any expressions of hostility, intimidation, aggression or hazing.

Our zero-tolerance policy for workplace violence applies to behavior on company premises, as well as the behavior of our employees engaged in Adtran business anywhere in the world outside of our premises.

Speak up immediately and report threats or potential violence to the safety team at **safety@adtran.com**. Additional information can be found in the **Adtran Violence in the Workplace Prevention Policy**.

## Community involvement

*Adtran supports the communities we serve.*

Adtran is committed to delivering long-term profitable growth by investing in a healthier future for our employees and our communities. We operate based on the principle: "What is good for business must always be good for our communities." We strive to invest in our local communities by hiring local people, creating innovative products that cater to the needs of the communities we serve, using natural resources responsibly and further supporting the community at large.

Adtran aims to be an active partner within the local communities we operate by supporting community initiatives and charities. We work with our communities by volunteering and financially supporting worthy causes.

Employees are encouraged to volunteer with civic and community organizations in their respective communities.

## Charitable donations

You are encouraged to support the causes that are important to you. If you would like to request Adtran to help you support a favorite non-profit, officially registered, tax-exempt charity, submit a request to Team Adtran at **teamadtran@adtran.com**.

Adtran also seeks to support our employees when they are experiencing personal or family hardships. Please check with human resources or Team Adtran for local employee support organizations or you may email requests to the Adtran Charitable Foundation, which is a US based 501(c)(3) that provides financial assistance to employees and their families who have been affected by natural disasters or other catastrophic events or who are experiencing severe personal or family hardship at **thefoundation@adtran.com**.



SECTION B

# Accountability

## Conflicts of interest

A conflict of interest is any inconsistency with or opposition to Adtran's best interests, or anything that gives the appearance of impropriety or divided loyalty. You should avoid any situation that creates a real or perceived conflict of interest. If you are unsure about a potential conflict, contact the head of HR or internal audit.

Do not conduct Adtran business with family members or others with whom you have a close personal relationship. Likewise, you should not use your position at Adtran to obtain favorable treatment for yourself, your family members, or others with whom you have a significant personal relationship. If you have questions, please speak with your manager or the heads of HR or internal audit.

**Examples of conflict of interest in the workplace include:**

- A manager and his or her employee are dating or starting a relationship.
- A purchasing agent accepts trips and gifts from a vendor and then selects the vendor's products or services for purchase by Adtran.
- An employee works part-time in the evening for a company that makes products or provides services that compete with Adtran's portfolio.

**When does a conflict of interest occur?**

A conflict of interest occurs when a personal relationship or activity could influence your judgment and ability to perform your job objectively and uphold your duties to your employer. Even the appearance of a conflict of interest can put our company at risk.

**Are potential conflicts limited to family members?**

No. Conflicts of interest can arise with anyone with whom you are friends or have a personal relationship.

## Family members and close personal relationships

You cannot use personal influence to direct Adtran business to a company in which any family member or friend has a financial, business or employment interest. Such relationships must be disclosed to the head of internal audit at internal.audit@adtran.com before engaging in business activities.

# Accountability

## Workplace relationships

Personal relationships in the workplace can create a conflict of interest or perceived conflict when one individual in the relationship is in a position to make or influence employment decisions regarding the other individual in the relationship. If you are involved in a relationship of this nature, you must contact the manager of HR to assist in resolving any current or potential conflicts. You should not allow personal relationships to disrupt the workplace or interfere with your work or judgment.

## Board memberships

We encourage you to be a good community citizen. Helping the community by serving on boards of non-profit or community organizations is encouraged and does not require company approval. However, if you wish to serve on the board of directors or a similar body for a for-profit company or government agency, you must obtain advance approval from the CEO.

## Outside employment

You must notify your manager and the head of HR before taking any other employment. Additionally, any employee (full-time or part-time) who obtains additional outside employment, has an outside business or is working on an invention must also comply with the following rules.

Do not:

- Use any time at work or company assets for your other employment, outside business or invention. This includes company workspace, phones, computers, internet access, copy machines and any other company assets or services.
- Use your position at Adtran to solicit work for your outside business or other employer to obtain favored treatment or to pressure others to assist you in working on your invention.
- Participate in an outside employment activity that could have an adverse effect on your ability to perform your duties at Adtran.
- Use confidential or proprietary Adtran information to benefit your other employer, outside business or invention.
- Work for or receive payments for services from any of the company's competitors, customers, distributors or suppliers without the approval of the head of HR if you are a salaried or exempt employee.

Additionally, management-level employees must have the approval of both the head of HR and the CEO.

## Political activities

The laws governing participation by corporations in the political process vary widely by country. Any contribution to be made by or in the name of Adtran must be reviewed and approved in advance by the CEO to ensure compliance with the law.

Adtran may communicate information and its corporate opinion on issues of public concern that affect our company. These announcements are in no way intended to pressure you to adopt specific ideas or support certain causes. Your decision to contribute your time or personal money to any political or community activity is entirely personal and voluntary.

You are free to make personal political contributions or engage in personal political activities as long as such contributions or activities do not:

- Infringe upon your duties to Adtran.
- Conflict with the guidelines outlined in the Code.
- State, suggest or imply to be made or done in Adtran's name.

You may not use the influence of your position to persuade another employee to work for candidates, political organizations or political issues or to make personal contributions to a party or candidate. No employee will be favored or penalized because of making or not making a political contribution or for participation or non-participation in any legal, political activity.

**I have a friend who is running for an elected office. I would like to help with the campaign. Is this allowed?**

Yes. Your personal political activity is your business. Make sure that you do not use company resources, including company time, email or the company name to advance the campaign.

## Personal investments

You may have investments in privately held or publicly traded businesses. Generally speaking, these are allowable but can give rise to a conflict of interest if you are involved in or attempt to influence transactions between Adtran and a business in which you are invested. If a real or potential conflict arises, report it immediately to the head of internal audit at internal.audit@adtran.com.

## Preventing insider trading

In the course of your work, you might possess confidential information about Adtran or other businesses. You must be mindful about how you handle and use this information. You may never use it for an improper purpose, including insider trading.

Insider trading means transacting in a company's stock or other securities when one has material, non-public information about the company. Insider trading is against the law, whether you misuse the information for your own gain or "tip" (pass it on to someone else who trades in the securities). This includes using material non-public information to seek financial gain on any prediction market platform or through event-based contracts, wagers or derivatives.

Directors, executive officers, and certain employees who regularly have access to material, non-public information are subject to Adtran's quarterly "blackout periods" during which they may not trade in Adtran stock. Adtran may from time to time also impose an event-specific special blackout period on

certain personnel who are aware of certain material non-public information. The General Counsel or a member of the legal department will contact you if you are subject to these restrictions. Even if these periods are not applicable to you, insider trading laws still apply to you.

Do not buy or sell stock on the basis of material, non-public information and never "tip" or pass the information on to others, such as friends and family, so they may trade on the basis of such information.

Please refer to **Adtran's Insider Trading Policy** for important details and requirements. You may contact the legal department with questions by phone at +1 (256) 963-8529 or by email at insidertrading@adtran.com.

**It is my understanding that Adtran plans to acquire a small manufacturer of complementary products. Can I acquire stock of this company in anticipation of the acquisition?**

No. Trading on material nonpublic information is illegal and a violation of the Code, whether you are trading Adtran stock or the stock of another company.

**I'm not on the insider list, but I've heard that we just won a big deal. Can I buy stock?**

If your purchase is based on knowledge that is not publicly available, you should not purchase stock. This could be viewed as insider trading.

## Anti-corruption

Adtran is a global company and is committed to following not only US laws that deal with foreign business transactions but also applicable laws and regulations of the countries where we do business. Accordingly, Adtran strictly prohibits all forms of bribery and corruption, regardless of whether it involves government officials or private parties. Refer to the **Adtran Global Anti-Corruption and Anti-Bribery Policy**, available at www.adtran.com, for our guidelines and commitment to compliance with anti-corruption laws. If the law does not explicitly address an ethical matter, you should use good judgment, adhere to the spirit of the law and follow the principles of honesty, integrity and common sense. If local law is stricter than the Code, you should follow local law. In instances where the Code is stricter than local law, follow the Code.

Perceived pressure from supervisors or demands due to business conditions are not valid excuses for violating the law or the Code.

**What is corruption?**

Corruption generally refers to obtaining or attempting to obtain a personal benefit or business advantage through improper or illegal means. It may involve payment or the exchange of something of value and often includes acts like bribery, fraud, embezzlement, or the misuse of power.

## Illegal payments

You must not offer, cause to be offered or make any payment, contribution or gift of any kind that violates any law or regulation. Refer to the **Adtran Global Anti-Corruption and Anti-Bribery Policy**, available at **www.adtran.com**, for company guidelines and our commitment to compliance with anti-corruption laws.

## Money laundering

Money laundering is strictly prohibited. The laws in some countries require Adtran to report suspicious activity. If you deal directly with customers or vendors, the following may be indications of potential money laundering and should be reported to your manager, HR, internal audit or via the Adtran ethics and compliance hotline at +1.800.218.8954. (Client code: 453581) or **https://report.whistleb.com/adtran**:

- Attempts to make large payments in cash.
- Reluctance to provide detailed information about the business.
- Documentation that cannot be verified.
- Avoiding recordkeeping requirements.
- Transaction patterns for the customer are significantly different from those for other similar businesses.
- The sale price is abnormally high or low.

**What is money laundering?**

Money laundering is the act of disguising the source or true nature of money obtained through illegal means.

**If I suspect money laundering could be occurring, what should I do?**

Inform your manager immediately or call the Adtran ethics and compliance hotline at +1.800.218.8954. (Client code: 453581) or submit a complaint at **https://report.whistleb.com/adtran**.

## Import/export control

Adtran complies with all domestic and applicable foreign import and export laws and regulations. Failure to do so could result in personal liability for criminal and civil penalties, as well as loss of the company's ability to import or export products and services. If you are involved in the transfer of goods, services and technologies across national borders on behalf of Adtran or customers, you must comply with these laws, regardless of your physical location. If US law conflicts with a local trade law, US law may apply. Always consult with trade compliance for proper guidance.

# Accountability

## Antitrust compliance

You are required to comply with the antitrust and unfair competition laws of all countries in which Adtran does business. These laws seek to preserve competition by prohibiting concerted action with other companies that unreasonably reduces competition, through practices such as price fixing, division of territories or markets among competitors, price discrimination, agreements to limit production and boycotts that attempt to influence the actions of one business by exerting pressure on another. In addition, unilateral actions by a company with market power in the sale or purchase of a particular good or service may violate antitrust laws if those actions unfairly exclude competition. Notably, at times it is possible that certain actions may simultaneously violate some jurisdictions' antitrust laws while not violating other jurisdictions' antitrust laws.

## Business gifts and entertainment

The purpose of business entertainment and gifts of nominal value offered by Adtran is to create goodwill and sound working relationships. You must exercise good judgment and act with moderation in offering gifts or entertainment. Before any gift is exchanged, you should determine if it is permitted under the Code and Adtran policies. Adtran prohibits all improper payments of any nature, including those to third parties, government officials and/or customers anywhere in the world.

Accepting entertainment with a value exceeding 200 USD/EUR per occasion, excluding travel or lodging, requires the prior written and documented approval of the responsible Adtran line manager and a vice president or higher.

For countries with other currencies, the reference currency for conversion is USD.

**What are typically acceptable gifts?**

Acceptable gifts typically include branded promotional items such as t-shirts, jackets, hats, etc., that are nominally valued and given as a goodwill gesture.

**A supplier sent me a holiday gift basket. Can I accept it?**

You can accept small gifts of modest value. However, if the gift is such that the third party might think the gift could influence or interfere with your decision-making, use common sense and talk to your manager.

**A vendor offered to do some work at my home for free. Is this okay?**

No. This is a conflict of interest because the vendor could be doing you a favor to try to gain an advantage or get something in return. You can use the vendor's services, but you must pay the same price offered to the public.

### Gifts to employees

Do not provide, offer or receive any gift that serves to or appears to inappropriately influence business decisions or gain an unfair advantage. General rules to follow include:

### Nominal value

The value of the gift should be less than 100 USD/EUR per person and per occasion. Any exceptions must be approved by your responsible manager and a vice president or higher.

### Customary

The item must be a customary business gift and would not create any embarrassment for Adtran if publicly disclosed. Cash or cash equivalents (e.g., gift cards) is never an acceptable gift. Giving or receiving cash can be viewed as a bribe or kickback.

### No favored treatment

The purpose of the gift must not be to obtain special or favored treatment of any kind.

### Legal

Giving or accepting the gift must be legal in the location and under the circumstances where given.

### Government official

Gifts, including meals, entertainment, or other items of value, shall not be provided to US or foreign government employees without the prior written approval of Adtran's General Counsel.

If you are directly involved in the procurement of goods or services, you must report all gifts and entertainment to your immediate supervisor.

Likewise, you should not use vouchers, complementary products or services Adtran receives from vendors for your personal use.

### Entertainment

Entertainment, offered or received, should be occasional, sensible and reasonable in the circumstances and appropriate to our business to avoid creating any actual, potential, or perceived impairment of conflict of interest. Generally, a meal that costs 200 USD/EUR per person or less in total (food, drinks, tip) for a significant guest is acceptable. Attending a sporting or recreational event, the theatre, a concert, or other similar event, whether in a suite or general seating, at market ticket prices for that seating, is generally acceptable. Reasonable food and drink at the event are also generally acceptable.

Entertainment exceeding these general guidelines of 200 USD/EUR per person per occasion, excluding travel or lodging, requires the prior written and documented approval of the responsible Adtran line manager and a vice president or higher.

**A customer offered me tickets to a sporting event for my personal use. Can I accept them?**

No. They should not be accepted unless they were offered to a large group of employees as part of an agreement between that company and Adtran.

# Accountability

## Travel

### Acceptance of travel expenses

You may accept transportation and lodging provided by a supplier or other third party if the trip is for business purposes and is approved in advance by your manager.

### Providing travel

Unless prohibited by law or the policies of your organization, Adtran may pay the transportation and lodging expenses incurred by customers, agents or suppliers in connection with a visit to an Adtran facility or installation site. The visit must be for business purposes and must be approved in advance by your manager.

For additional information on giving and accepting gifts, entertainment and travel expenses, refer to the **Adtran Global Anti-Corruption and Anti-Bribery Policy**.

## Taking company business opportunities

You may not take for yourself business opportunities that rightfully belong to Adtran. Opportunities rightfully belong to the company when for example:

- Adtran has pursued the prospect.
- The opportunity has been offered to the company.
- Adtran has funded the opportunity.
- The opportunity is competitive with or otherwise in the same line of business as Adtran.

## Customer, employee and third-party information

Customers, suppliers, business associates or others disclose confidential information to Adtran for business purposes. It is your responsibility to protect and maintain the confidentiality of this information. Failure to protect this third-party information may damage relations with these individuals or organizations and may result in legal liability.

For additional information on how to handle third-party data, refer to the **Third-party Information Security Policy** available on CONNECT.

### Personally identifiable information and data privacy

Adtran complies with the General Data Protection Regulation (GDPR). In compliance with this regulation, please ensure that proper legal authorization applies (such as consent) before the collection, storage or processing of any data relating to customers or other natural persons located in the European Union. Failure to comply with GDPR procedures can result in fines equal to 4% of annual global revenue or EUR 20 million (whichever is greater), as well as claims for damages. Any questions regarding GDPR compliance should be addressed to the Data Privacy Team at **privacy@adtran.com**.

For additional information, please refer to the **Employee Privacy Policy** available on CONNECT.

### Non-disclosure/confidentiality agreements

Never share confidential information with suppliers, vendors or other third parties without your manager's approval and a nondisclosure/confidentiality agreement approved by the legal department in place. These agreements document the need to maintain the confidentiality of the information.

Original copies of non-disclosure agreements must be forwarded to the legal department. Limit the amount of confidential information shared to the minimum necessary to address the business need. Notwithstanding the foregoing, you are entitled to communicate or cooperate with, or submit claims or provide information to, any governmental agency or entity, as provided for, protected under or warranted by whistleblower or other similar provisions of applicable law or regulation.

#### What is personally identifiable information?

Personally identifiable information is any information that can be used to identify a specific individual. It may include name, position/title, postal address, email address, phone and fax numbers, login information or online identifier, as well as photos and information specific to the physical, physiological, genetic, mental, economic, cultural or social identity of the individual.

#### What is processing?

Processing means any operation or set of operations which is performed on personal data or on sets of personal data, whether or not by automated means, such as collection, recording, organization, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction. An example of processing would be using an individual's email address to send a marketing email or storing a person's contact information obtained from a trade show in a corporate database.

### Business intelligence

Adtran legitimately collects information on customers and markets in which we operate. This is never done by illegal or unethical means, and competitors may not be contacted to obtain business intelligence. Sometimes, information is obtained accidentally or is provided to Adtran by unknown sources. In such cases, it may be unethical to use the information, and you should immediately contact your manager, the legal department or WhistleB Reporting to determine how to proceed.

### Third-party intellectual property

Adtran does not knowingly use the intellectual property of any third party without permission or legal right. If you are told or suspect that Adtran may be infringing an intellectual property right, including patents, copyrights, trademarks or trade secrets owned by anyone else, you should contact the legal department.

**We have just hired an employee who recently worked for one of our competitors. Can I ask the employee for information about our competitor?**

You should consult Adtran's legal department before asking the employee anything about a former employer's business. Never ask a former employee of a competitor about any information that the person is under a legal obligation not to reveal. This would include any competitor's trade secrets and other confidential information.

**As I am preparing a proposal for a customer, the customer offers me a copy of the competitor's proposal. Can I accept this information?**

Ask the customer if they are prohibited from sharing this information by a confidentiality agreement. If the customer confirms that they are under no obligation to protect the information, you may then accept it. Once you have the information, if there is any indication that it is confidential or proprietary, you must consult with the legal department before disclosing any of the information.

### Copyright-protected content

Never use or copy software, music, videos, publications or other copyright-protected content at work or for business purposes unless you or Adtran have an appropriate license or otherwise have been granted specific permission from the content owner to use or make copies of the protected content. Adtran facilities or equipment should never be used to make or store unauthorized copies.

## Protecting assets and information

We all must protect Adtran property. The following guidelines will help us all be better stewards of Adtran resources.

### Adtran confidential information

All confidential information, as outlined in the employee patent, copyright and proprietary information agreement, must be protected. This includes information, records, designs, knowledge or data of the company that you may receive or develop during the course of your employment related to trade secrets, formulas, business processes, methods, machines, manufacturers, compositions, inventions, discoveries, computer programs, planned future technology, features, developments, product roadmaps, customer records, account lists or other matters which are of a non-public, secret or confidential nature.

### Stay aware

Being aware of who is around you and what they might learn from you is an important way we all protect the company. Don't let company or customer information fall into the wrong hands.

**Protect our assets**
Keeping track of the company's assets and information entrusted to you and preventing opportunities for loss, misuse, waste or theft of Adtran property is everyone's responsibility.

**Avoid waste**
Before disposing of any Adtran assets, discuss your plans with your manager and accounting, as appropriate, for approvals.

**Set the standard**
Behaviors are contagious. Be a model for your co-workers and our partners. Follow our procurement procedures when acquiring goods or services and use company assets only for legal and ethical purposes.

**If I see someone on the elevator or in a hallway that is not badged, should I stop them?**

Yes. Stop them and ask to see their badge. If they don't have a badge, direct them to the lobby to see a receptionist.

You may not disclose confidential information to anyone within or outside of Adtran unless the recipient is required to use the information to carry out his or her assigned responsibilities as an employee or as an outsider who has been properly authorized by a company officer to receive such information. The obligation not to disclose this confidential information continues after employment or after a contractual relationship with Adtran has been terminated. Nothing in this section is intended to interfere with any employee's ability to exercise his/her Section 7 rights under the National Labor Relations Act.

Furthermore, you are entitled to communicate or cooperate with, or submit claims or provide information to, any governmental agency or entity, as provided for, protected under or warranted by whistleblower or other similar provisions of applicable law or regulation.

## Adtran inventions, patents and copyrights

All inventions, discoveries or ideas relating to Adtran's business or products, which employees may make, develop or have during the term of their employment shall be Adtran's exclusive property regardless of whether the employee developed the invention, discovery or idea outside of normal business hours or using Adtran's equipment and resources. At Adtran's request, an employee shall sign all documents necessary or helpful to transfer patent rights or copyrights to Adtran concerning any such inventions, discoveries or ideas or to convey title to Adtran. This does not include those inventions, discoveries or ideas which pre-date employment by the company.

Adtran will consider patenting employee inventions, regardless of implementation in a product. If you are involved in product development, you should refer to the **Adtran Patent Policy** and contact your manager to discuss the patentability of your work. We also ask that employees be aware of any possible infringement on Adtran patents. Any possible infringements should be reported to the legal department immediately.

# Accountability

**I want to create some internal documentation; I don't need to follow these guidelines, do I?**

Yes. These guidelines help preserve the integrity of the Adtran brand. Standards such as size, color, placement, white space, etc. must be observed to preserve that integrity.

## Adtran identity and trademarks

The Adtran name, names of products, services, taglines and logos collectively create the Adtran identity. Before using any of these items publicly, you should reference the **Adtran Trademark and Logo Usage Policy** available on **www.adtran.com**, which outlines how and where these items can be used and presented.

**If the media approach me about something that happened at work, can I answer their questions?**

Not without the approval of public relations staff or the General Counsel. Inaccurate information could harm the reputation of the company or other employees. It is essential that all comments and interviews be approved.

## Media relations

Representatives of the news media may ask you for information concerning the company's position on public issues. You may not release information to the news media about company activities or the activities of other company employees.

Instead, you should coordinate any responses to the media with Adtran public relations staff by emailing **pr@adtran.com**. Our public relations staff has established procedures for responding to news media requests and for obtaining management approval for public statements. If an activity merits or requires public disclosure, its release will be coordinated by the public relations staff.

The guidelines provided in this section are not intended to interfere with an employee's rights under Section 7 of the Labor Relations Act.

## Social media

*Be responsible online.*

Adtran empowers employees to use social media for business purposes. In light of this, access to social media sites is not prohibited on the corporate network. When utilizing social media, you should always adhere to the guidelines outlined in the **Adtran Social Media Policy** on CONNECT. Likewise, you must ensure that you are not misusing any intellectual property or disclosing any confidential or restricted information.

## Publishing articles and public speaking

Our public relations department is here to help. If you author an article or other publication or speak in a public forum such as a conference or symposium on behalf of Adtran, notify pr@adtran.com. For social media or blogging guidelines, see the **Adtran Social Media Policy** on CONNECT.

## Endorsements

Vendors commonly ask the company for product endorsements and case studies. Prior to providing an endorsement, you should obtain permission from public relations by emailing pr@adtran.com.

**A co-worker posted an offensive, sexual comment about me on his personal social media page. Is my co-worker allowed to do that?**

Employee use of social media must comply with **Adtran's Social Media Policy**, as well as the company's **Anti-Harassment policy**.

## Use of artificial intelligence

We recognize the transformative potential of AI in optimizing our information technology systems, products and customer service. AI systems must be deployed transparently, with clear accountability for decisions, especially those affecting service reliability, data privacy or customer interactions. Confidential, proprietary, customer, employee, and personal information cannot be inputted unless the specific AI system or tool has been expressly approved and appropriate safeguards are in place. Bias, misuse or unauthorized use of AI tools is strictly prohibited. All AI applications must undergo regular review to ensure accuracy, fairness and alignment with our compliance and security protocols. When introducing new AI-driven solutions, employees must consult the legal and IT teams to assess regulatory and ethical implications. Innovation must never compromise integrity, safety or trust. Human oversight remains essential in all AI-supported processes. Refer to the IT Hub's **AI Resources** for more information.

Employees must use AI technologies ethically, securely and in compliance with applicable laws and the **AI Usage Guidelines**. Users must obtain necessary consents and follow internal procedures for handling personal data when using AI tools in any capacity that involves processing such data. Our AI systems support but never replace human decision-making, especially in areas affecting network integrity, security or customers. We ensure transparency, data protection, cybersecurity and fairness in all AI-driven processes.

# Accountability

## Computer data and software

You should not attempt to access or otherwise possess any company information you are not required to or entitled to in your normal course of work. No access credentials (including, without limitation, computer passwords, computer log-on IDs, access badges or other identifiers) may be given or divulged to any other person unless previously authorized. No software program purchased from a vendor shall be used other than by the terms of any governing license or rental agreement.

**I am planning to go on vacation, is it okay for me to leave my laptop and the needed passwords for my co-worker to approve timesheets, expense reports, etc., for me?**

No. Employees should never share their passwords with anyone. Some systems will allow for tasks to be delegated to others. If you bypass these controls, you are undermining the security of our systems, avoiding your personal responsibilities and asking your co-worker to knowingly violate a company policy.

## Email, internet and information systems

*You must help protect the integrity of our information systems.*

Our information technology systems are a key component of our business operation and are provided for authorized business purposes. Your use of these systems must comply with our information security policies. You may have reasonable incidental personal use of phone, email and the internet as long as it does not:

- Consume more than a small amount of time or resources.
- Interfere with your work performance or that of others.
- Involve inappropriate material that is illegal, sexually explicit, discriminatory or otherwise inappropriate.
- Relate to outside business interests.
- Violate the Code or any company policy.

Adtran reserves the right to monitor, record, disclose, audit and delete, without prior notice, the nature and content of an employee's activity using company email, phone, voicemail, internet and other systems to the extent permitted under law.

## Security and confidentiality – remote work environment

Remote workers must ensure the same, if not greater, level of protection is taken for all company assets, network, applications and data. This includes any customer data, company proprietary/sensitive information or health data that maybe printed or displayed on a home office computer screen. All remote workers must adhere to **Adtran's Security and Remote Access Policies** located at CONNECT/ Information Technology hub.

## Protection of Adtran data

*We must all do our part to protect company data.*

You should follow the guidelines below:

- Establish strong user credentials and do not share them.
- Review data in your control for appropriate access controls.
- Remember "clear desk" and "clean screen."
- Be familiar with Adtran information security policies.
- Remember to classify your data.
- Take special precautions with customer data or any personally identifiable information.

You are strictly prohibited from:

- Posting Adtran data on public sites.
- Posting passwords or other credentials on shared resources.

Additionally, you are required to:

- Take special precautions with customer data or any personally identifiable information.
- Immediately report any potential security issues to the IT Service desk.
- Ensure data is appropriate for internal collaboration sites.
- Share confidential data on a need-to-know basis only.

## Open-source software

Open-source software is software for which the source code is available without charge under a free software or open-source license. Before using, modifying, or distributing any open-source software for Adtran infrastructure or as part of an Adtran product or service development effort, you must have permission.



SECTION C

# Standard of practice

## Sustainability

As a responsible corporate citizen, we realize that we must also do our part to conserve natural resources. As we follow our vision to enable a fully connected world, we embrace sustainability.

As more people are connected, work and life can be accomplished using fewer resources. We accomplish this by:

- Using our environmental management system as a tool to support our initiatives as we explore and understand environmental issues and adapt our processes.
- Developing and delivering products that meet our customer requirements, while incorporating material and energy conservation initiatives.
- Striving to communicate and incorporate sustainability initiatives throughout the supply chain.
- Regularly reviewing our operations to increase efficiencies, care for our environment and conserve natural resources.
- Educating, developing and empowering our employees, thus encouraging them to enhance sustainability.
- Maintaining our financial responsibility to our shareholders and employees while supporting our sustainability initiatives.

## Accuracy of business records

As a publicly traded company in both the US and Germany, applicable laws and regulations require that transactions and events relating to Adtran's assets must be properly recorded in the books and accounts of the company and accurately reported in the applicable reports required by and filed with the Securities and Exchange Commission (SEC) or other regulatory agencies. As a result, all financial personnel shall make and retain books, records and accounts that, in reasonable detail, accurately, completely and objectively reflect transactions and events, and conform both to required accounting principles and to the company's systems of internal controls. No false or artificial entries may be made. No entry may be made or recorded in Adtran's books and records or reported in any disclosure document that misrepresents, hides or disguises the true nature of the event or transaction. All entries and reports must be made promptly.

All employees must create accurate records that reflect the true nature of transactions and activities that are recorded (including time recording systems). Discrepancies are to be resolved in any records and appropriate corrections made. Adtran does not tolerate falsification or improper alteration of records. It is never appropriate to direct someone else to prepare or approve a false or misleading record.

# Standard of practice

## Requirements for senior financial officers

Without limiting any other obligation in this Code, Adtran's senior financial officers, including its CEO, chief financial officer and principal accounting officer or controller, and persons performing similar functions are subject to the Code of Ethics for the chief executive officer and senior financial officers, which is attached as an appendix hereto.

Any change or waiver of the Code for senior financial officers must be immediately disclosed by filing a Form 8-K, dissemination by the internet or by other electronic means, or by the rules and regulations promulgated by the SEC or the stock exchange governing the company.

## Document and business records retention

Legal and regulatory practices require the retention of certain records for various periods of time, particularly in the accounting, tax, personnel, health and safety, environment, contract, and any and all other functional areas with record-keeping requirements. In addition to these requirements, when litigation or a government investigation or audit is pending or imminent, relevant records must be preserved and not destroyed until the matter is closed. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense. You should direct questions concerning record retention to the legal department, particularly if any litigation, investigation or administrative action involving Adtran or any of its officers, suppliers or customers is pending or threatened. For more information, see **Adtran's Record Retention and Destruction Policy**.

## Audits and investigations

*You must fully cooperate with auditors and investigators*

While employed by Adtran, you may be asked to participate in an audit or internal investigation. You are always expected to lend your full cooperation to these efforts and act with honesty and integrity. It is also possible that you could be asked to meet with lawyers or other entities in conjunction with a legal proceeding. If you receive a request of this nature, immediately contact the legal department for assistance.

## If you see something, say something

Do not engage in any activity that circumvents Adtran's internal controls. You must abide by the requirements of all laws and regulations applicable to business. If you become aware of the violation of any law or regulation by the company or suspect that Adtran may violate any law or regulation, you are strongly encouraged to promptly report the matter.

There are several ways you can submit a complaint or concern about possible violations of the Code, including:

- Online at **https://report.whistleb.com/adtran**
- Via phone to WhistleB Reporting at +1.800.218.8954 (Client code is 453581)



SECTION D

# Taking action

# Taking action

This Code is Adtran's statement of its commitment to our guiding principles. This document is not intended to be a comprehensive manual covering every situation that you may encounter. However, it is designed to allow you to become familiar with basic principles that will allow you to recognize the types of situations that may cause problems. In many cases, more specific requirements are contained in various corporate policies, procedures and guidelines, which can be obtained from your department manager and through the HR department. If in doubt about an action you are about to take, ask yourself: "How would I feel if the course of action I am considering were reported on the front page of the local newspaper or by a blog?"

**What type of concerns should be reported to WhistleB Reporting?**

Any violation or suspected violation of the Code including:

- Fraudulent activity
- Theft
- Unethical behavior
- Safety violations
- Data privacy concerns
- Accounting, internal control or auditing concerns
- Discrimination/harassment

To assist the company in investigating your report, you are encouraged to communicate all the information you feel comfortable providing. The information will be kept confidential, except as needed to conduct a full, fair investigation. Your identity, phone number or IP address will not be recorded or included in any report that is provided to Adtran. The information being reported matters, not the identity of the individual reporting it.

The Adtran Board of Directors has charged senior management with the responsibility of ensuring that this Code and Adtran's corporate policies will govern, without exception, all business activities of the company.

You are responsible for complying with the Code, and you are encouraged to report violations of the Code.

## Reporting and review procedure

*You are strongly encouraged to report possible violations.*

If you think a transaction may violate an applicable law or an Adtran policy, we encourage you to follow at least one of the reporting processes described in the Code.

Due to local privacy laws in certain countries and the European Union region, phone or email hotlines will be used as permitted to report specific types of calls, such as accounting, financial, auditing and bribery matters. In those countries, contact a HR manager to report other issues.

## Receipt and retention of submissions

### Receipt

The head of internal audit will be notified by WhistleB Reporting if any complaints or concerns are reported.

### Retention

All submissions will be maintained for a minimum of seven years following receipt of the submission.

## Treatment of and response to submissions

*We take your comments seriously*

### Review and response

Internal audit will promptly review all submissions. All complaints or concerns contained in the submissions, including accounting, internal controls or auditing matters, will be reported to the Audit Committee, with independent and objective assessment of the complaint or concern and, to the extent relevant, recommended course of action. In appropriate circumstances, the head of internal audit will have the authority to bring any submission immediately to the attention of the Audit Committee or the Chairman of the Audit Committee. The Audit Committee will then determine the appropriate means of addressing the concerns or complaints and delegate that task to the appropriate member of senior management or take such other action as it deems necessary or appropriate to address the concern or complaint, including obtaining outside counsel or other advisors to assist the Audit Committee.

### Follow-up

The head of internal audit is the designated contact person for employees who wish to follow up on their submission. If, after discussion with internal audit, you determine that appropriate action has not taken place, you may report the matter to a member of the Audit Committee (via the Corporate Secretary).

### Documentation of response

Receipt of all submissions that are not anonymous must be acknowledged either orally or in writing unless the employee submitting the complaint or concern indicates otherwise. The head of internal audit will maintain a record of the response to each submission, including the date of the acknowledgment and any other actions taken. These records will be maintained in the confidential file along with the submission.

## Violations of the Code

*Violating the Code has serious consequences*

Violations of the Code may result in criminal and civil exposure for Adtran, as well as each employee and business associate involved. This could include imprisonment and other severe penalties.

Even where the conduct may not violate any country or state law, violations of the Code may still be punished with discipline, up to and including termination of employment and/or contract, based on the nature and severity of the conduct at issue.

# Taking action

## Whistleblower protections

You may report possible violations of federal law or regulation or file a charge or complaint with any governmental agency or entity as provided for, protected under or warranted by whistleblower or other similar provisions of applicable law or regulation. Furthermore, you may communicate with any governmental agency or entity or otherwise participate in any investigation or proceeding that may be conducted by any governmental agency or entity, including by providing documents or other information to such agency or entity without notice to Adtran. This provision supersedes any conflicting or inconsistent language contained in any other Adtran policy, contract, agreement or document.

## Waivers of the Code

In certain extraordinary situations, a waiver of a provision of the Code may be granted. Contact the head of internal audit to request prior approval if you believe special circumstances warrant a waiver of any of the Code's provisions. Only the Adtran Board of Directors or a committee of the board of directors may issue a waiver of the Code for executive officers or directors, and the waiver must be promptly disclosed to shareholders to the extent required by applicable law.

## Issuance of amendments to the Code

*We work to keep the Code in tune with the changing business climate*

The Adtran Board of Directors is responsible for approving and issuing the Code, including any changes to it. The effective date of this Code is October, 2026. The Code is reviewed and updated periodically to determine if revisions are required due to changes in laws or regulations or changes in our business or the business environment.

## Acknowledgment

*We keep you informed of the latest changes.*

Each year, Adtran distributes access to the Code to employees, conducts annual training for employees and requests that they certify their receipt and understanding of the Code. Failure to complete the certification process can be a violation of the Code and can subject you to disciplinary action and/or impact your performance reviews at Adtran's discretion, where permitted by law. In no circumstance does your failure to read the Code, sign an acknowledgment or certify exempt you from your obligation to comply with the Code. Additionally, the Adtran board of directors is required to acknowledge that they have read and understand the Code. They must also certify their compliance with the Code and disclose any potential conflicts of interest or other possible exceptions to compliance with the Code.


Bringing
the world
together

# Appendix

## Appendix to Adtran's Code of Business Conduct and Ethics

**ADTRAN Holdings, Inc.**
**Code of Ethics for the chief executive officer and senior financial officers**

This ADTRAN Holdings, Inc. Code of Ethics for senior financial officers ("Code of Ethics") applies to the following officers of ADTRAN Holdings, Inc. ("Adtran" or the "company"): the chief executive officer (the "CEO"), the chief financial officer, the principal accounting officer, and the controller (collectively with the chief financial officer and the principal accounting officer, the "senior financial officers"). The purpose of this Code of Ethics is to prevent misconduct and to promote honest, ethical behavior and compliance with applicable laws, particularly in relation to the accuracy and integrity of the company's financial records and the preparation of financial statements filed with the U.S. Securities and Exchange Commission (the "SEC").

The obligations outlined in this Code of Ethics are intended to supplement, not replace, Adtran's Code of Business Conduct and Ethics, which applies to all employees, officers and directors. In addition to the Code of Business Conduct and Ethics, the CEO and senior financial officers are subject to the following additional policies:

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the company with the SEC. Accordingly, it is the responsibility of the CEO and each senior financial officer to promptly bring to the attention of the company's General Counsel and CEO any material information of which he or she may become aware that affects the disclosures made by the company in its public filings.

2. The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (i) significant deficiencies in the design or operation of internal controls which could adversely affect the company's ability to record, process, summarize and report financial data or (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's financial reporting, disclosures or internal controls.

3. The CEO and each senior financial officer shall promptly bring to the attention of the CEO (for reporting persons that are senior financial officers) and the Audit Committee any information he or she may have concerning any violation of the Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships involving any officers or any employees who have a significant role in the company's financial reporting, disclosures or internal controls.

4. The CEO and each senior financial officer shall promptly bring to the attention of the CEO (for reporting persons that are senior financial officers) and the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the company and the operation of its business, by the company or any agent thereof, or of a violation of the Code of Business Conduct and Ethics or of the additional policies set forth in this Code of Ethics.

5. The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Business Conduct and Ethics or the additional policies in this Code of Ethics by the CEO or any senior financial officers of the company. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and the additional policies in this Code of Ethics. These actions shall include written notices to the officer involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the officer involved, suspension with or without pay or benefits, or termination of the individual's employment (as determined by the Board). In determining what action is appropriate in a particular case, the Board or a designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or a repeated occurrence, whether the violation appears to have been intentional or inadvertent, whether the officer in question had been advised prior to the violation as to the proper course of action, and whether the officer in question had committed other violations in the past.

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