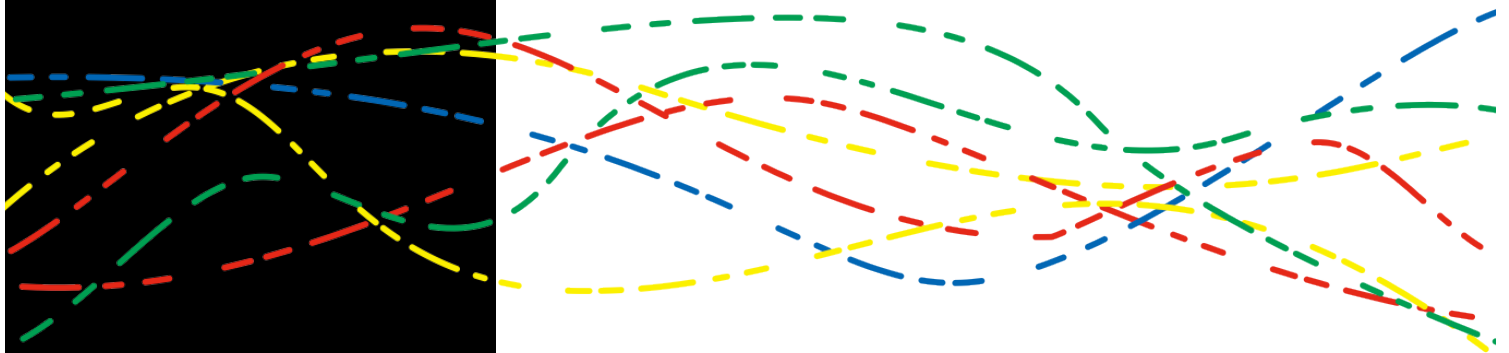


Code of Conduct & Anti-Bribery

Updated – 23 March 2018



robin
radar systems

1. Code of Conduct

The below paragraphs on our Code of Conduct derive from the Shareholders Agreement (art. 4.5 and 4.6). It has been rewritten to make them easier to read and understand. However, in case of doubt, the actual wording in the Shareholders Agreement are leading.

1.1. Freedom House

Without prior approval of the Supervisory Board, The Management Board shall not enter into a contract which would result in the Company's technology being used in countries identified as "worst of the worst" by Freedom House (<https://freedomhouse.org/report/freedom-world/freedom-world-2018>)

Currently these countries are: Syria, South Sudan, Eritrea, North Korea, Turkmenistan, Equatorial Guinea, Saudi Arabia, Somalia, Uzbekistan, Sudan, Central African Republic and Libya. Approval in respect of civil use applications including bird strike prevention and drone detection for civil infrastructures shall not unreasonably be withheld in the Supervisory Board.

1.2. UN Global Compact

As written in the Shareholders Agreement, Robin Radar undertakes with each of the shareholders that it will comply with the principles of the UN Global Compact. These contain ten principles derived from: the [Universal Declaration of Human Rights](#), the [International Labour Organization's Declaration on Fundamental Principles and Rights at Work](#), the [Rio Declaration on Environment and Development](#), and the [United Nations Convention Against Corruption](#).

Below we briefly describe the ten principles. Please note that all blue and underlined text in this document are hyperlinks. These will open websites with more detailed information.

- [Principle 1](#): Businesses should support and respect the protection of internationally proclaimed human rights; and
- [Principle 2](#): Make sure that they are not complicit in human rights abuses.
- [Principle 3](#): Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- [Principle 4](#): The elimination of all forms of forced and compulsory labour;
- [Principle 5](#): The effective abolition of child labour; and
- [Principle 6](#): The elimination of discrimination in respect of employment and occupation.
- [Principle 7](#): Businesses should support a precautionary approach to environmental challenges;
- [Principle 8](#): Undertake initiatives to promote greater environmental responsibility; and
- [Principle 9](#): Encourage the development and diffusion of environmentally friendly technologies.
- [Principle 10](#): Businesses should work against corruption in all its forms, including extortion and bribery.

Regarding Principle 10, the Management Board has written a dedicated Anti-Bribery Code as part of this document.

1.3. Internal Compliance Program (Export Control)

In the Shareholders Agreement, the Management Board agrees not take any action that is likely to result in non-compliance with:

- a) any statutory required international export permits and related sanction policies of the EU and the OFAC
- b) the Policy on Industry of Arms ('Beleid Wapenindustrie') with regard to the supply of goods to specific restricted countries and/or companies.
- c) the US Security Council Arms Embargo
- d) In case of doubt or (threatening) breach of the above, the Management Board shall immediately notify the Supervisory Board thereof in writing.

We have written an "Internal Compliance Program" describing in more detail how we make sure to comply with export control regulation. This is a separate document.

2. Anti-Bribery Code

2.1. What is corruption and why are we against it?

2.1.1. Bribery and corruption (hereafter described as '**corruption**') are terms used to describe illegal behaviour which enables individuals in power to misuse their official position for personal gain.

2.1.2. Robin Radar Systems wishes to prevent involvement in corruption and wishes to share its views both internally and externally:

2.1.3. Corruption has a corrosive effect on civil society - it undermines the rule of law and is contrary to universal principles of fairness and justice. It also damages trade and commerce by attacking free and fair competition. It is a major hindrance to sustainable development because it diverts funds away from social needs. It has a disproportionate impact on especially poor communities and the institutions which are supposed to protect them. In addition -if allowed to flourish- corruption ultimately deters respectable companies from trading with countries where it is prevalent.

2.1.4. Global companies, fortunately including those with whom we do business, are increasingly concerned to protect their reputations by ensuring that they are not exposed to allegations of corruption.

2.1.5. Management of Robin Radar Systems and employees have therefore legal and ethical obligations to reject corruption in all its forms.

2.2. Corporate and business ethics

- 2.2.1. Robin Radar Systems wishes to be a responsible partner in society, acting with integrity and honesty towards its customers, manufactures, agents, competitors and others who can be affected by our activities.
- 2.2.2. In our activities we will conduct our business in compliance with relevant rules and regulations of the relevant countries.
- 2.2.3. Local situations may require that we adjust, but we are committed to always choosing an approach that remains within the bounds of the applicable law and our own internal rules.
- 2.2.4. We realise dilemmas may rise and have to be discussed. We encourage these discussions.
- 2.2.5. We consider it essential that we all understand and comply with the content and purpose of our own internal rules, including with this Anti Bribery Code.

2.3. Third party due diligence

- 2.3.1. Robin Radar Systems intends to share its policy in an early stage in order to prevent wasting time on corrupt intermediaries.
- 2.3.2. The term 'intermediaries' is not restricted, but includes any agents, consultants, major suppliers, resellers and/or any other party performing services on behalf of our company.
- 2.3.3. The goal is to prevent involvement of Robin Radar Systems in corruption, but anti-corruption laws do not always distinguish between the acts of our company and the acts of an intermediary and in certain circumstances Robin Radar Systems may be held responsible for the acts of intermediaries even though we take all reasonable care to avoid corruption. For this reason, Robin Radar Systems must take particular care in its dealings with intermediaries and other third parties and shall perform or have performed due diligence on such parties
- 2.3.4. The due diligence therefore must always be performed in accordance with our Internal Compliance Program.

2.4. Gift, Hospitality and Entertainment policy

- 2.4.1. Providing gifts, hospitality or entertainment is often considered a form of courtesy and is common in everyday business. However, in some circumstances it may also be considered a form of bribery, particularly when it is used to induce favourable treatment.
- 2.4.2. Gifts, hospitality and entertainment include anything of benefit provided free of charge or at a charge less than market value, including (but not limited to) cash or cash equivalents, offers of employment, discounts or free tickets to events, loans or similar securities, gift certificates, travel, use of vacation facilities, (expensive) meals, and/or free assistance.
- 2.4.3. The giving or providing of gifts, hospitality and entertainment must therefore be done in compliance with the rules set out in this Anti Bribery Code as well as with applicable local law and regulations. If local law differs from our internal regulations, one must always follow whichever is the most restrictive policy.
- 2.4.4. Particular care must be taken in all dealings with public officials. A broad range of people are considered to be public officials in the context of anti-corruption laws, such as (but not limited to):
- Officer or employee of a government entity or public international organisation, or any department or agency of such an entity or organisation;
 - Officer or employee of a government-owned or controlled company (including a company partially owned by the government);
 - Political party or political party official or a candidate for such position;
 - Member of a royal family;
 - Anyone acting in an official capacity on behalf of any of the foregoing (whether paid or unpaid);
 - Officer or employee of a government-owned or government-controlled commercial organisation;

2.5. Requirements for all gifts, hospitality and entertainment

- 2.5.1. Gifts, hospitality and entertainment, which have been properly documented and are in compliance with this policy, are permitted. Receiving or giving any gifts, hospitality and entertainment other than as permitted in this policy is forbidden/requires previous authorisation from someone in the Management Team of Robin Radar.

2.5.2. All gifts, hospitality and entertainment expenses must have all of the following characteristics:

- Expressly authorised
- In accordance with this Anti Bribery Code;
- Not be motivated by a desire to exert improper influence and therefore not be provided in connection with any specific sale, or a decision, act or omission by the recipient in connection with a sale of Robin Radar Systems services – other than promotional gifts given in connection with, for example, a contract closing ceremony.
- Given without any expected or implied obligation or reciprocation, favour or action in return;
- Be non-lavish and reasonable and customary under the circumstances, based both on our own and on local standards;
- Also comply with the local laws that apply to the recipient
- Not be in a violation of the recipient's organisation's internal rules and policies, or any contract between Robin Radar Systems and the recipient's organisation or government;
- Never provided so frequently as to create an appearance of impropriety.

2.5.3. More specific requirements for the different types of business courtesies are discussed in the sections below.

2.6. Gifts

2.6.1. This policy also applies to any gifts you give or receive in the course of your work, including during the festive seasons (our own and local).

2.6.2. Robin Radar Systems prohibits monetary gifts, including the giving or receiving of gifts involving cash or a cash equivalent. Gifts of cash or cash equivalents are never appropriate

2.6.3. Should you wish to give a gift over €50 please seek approval from your supervisor. All requests for approvals to give or receive gifts must be documented.

2.7. Hospitality, Travel and Related Expenses

2.7.1. When considering whether providing hospitality, travel and related expenses is appropriate or the type of hospitality to provide, you should avoid any appearance of impropriety and generally not provide hospitality connection with any specific sale, or a decision, act or omission by the recipient in connection with a sale of Robin Radar Systems' services.

- 2.7.2. In addition to the general requirements, all travel and related hospitality expenses must be:
- provided in connection with a bona fide and legitimate business purpose;
 - related to the promotion, demonstration or explanation of products or services or execution or performance of a contract and be
 - paid directly to the airline, hotel or other service provider whenever possible.

2.8. Meals and Entertainment

2.8.1. This policy applies meals and/or entertainment that you provide or receive in the course of your work, including during negotiations, promotional meetings and the festive seasons.

2.8.2. In addition to the general requirements, all meals and/or entertainment expenses must be:

- provided in the normal course of business;
- provided in connection with a legitimate business purpose;
- paid directly to the restaurant, hotel or other service provider whenever possible;
- for entertainment, properly recorded.

2.8.3. In addition to these criteria, you must use your good judgement when offering or accepting entertainment or meals. Lavish meals or inappropriate entertainment should always be avoided. Entertainment, such as tickets to a sports event, without any accompanying Robin Radar Systems employees, is considered a gift, and is subject to the requirements set out above. Costs should remain modest under local standard.

2.9. Monitoring, evaluation and possible amendment.

We are committed to evaluate our corruption risks regularly and review the implementation of the measures. In this review effectiveness of the policies is analysed. Also the question whether the policies still mitigate all relevant risks will be monitored. Therefore, this Anti Bribery Conduct may change over time.