

CODE OF CONDUCT

FOR THIRD PARTIES



INTRODUCTION

Cubic Corporation and its subsidiaries are committed to conducting business with the highest ethical standards. We always strive to “do the right thing,” which means complying with the law, our policies and our contractual commitments to customers. It also means we consider the impact of our actions on our fellow employees, shareholders, customers, communities and the environment. This commitment extends throughout our global operations, no matter where in the world we do business.

We expect the third parties with whom we do business to demonstrate a similar commitment to business ethics. One important aspect of that commitment is following a written code of business conduct or similar set of principles. Third parties who have not already adopted their own robust code of business conduct are required to follow our Code of Conduct for Third Parties, which describes our expectations for the vendors, suppliers, resellers, contractors, agents, representatives, and partners with whom we do business (collectively our “business associates”).

OUR SHARED COMMITMENT

By making this Code of Conduct part of your relationship with Cubic, we are acknowledging your critical role in supporting and protecting one of our most valuable assets - the trust that our customers, investors and employees place in Cubic and our business associates.

You must ensure that your employees and contractors working with Cubic understand their obligations to follow the standards described in this Code of Conduct. In addition, Cubic expects that you will maintain your own compliance policies and provide training and resources to your personnel in support of a strong culture of business ethics.

RESPONSIBLE BEHAVIOR

Compliance with Laws and Regulations

BRIBERY & CORRUPTION

Cubic will not tolerate any form of bribery or corruption and we insist that our business associates comply with all applicable anti-corruption laws and regulations, including but not limited to the U.S. Foreign Corrupt Practices Act and the UK Bribery Act. Making or offering bribes, kickbacks, other payments or items of value, directly or indirectly, to anyone for the purpose of wrongfully obtaining or retaining business related to products or services provided by Cubic or resold by you is strictly prohibited.

This includes officials, employees, or representatives of any government, political parties, candidates for office, or public or international organization, as well as any third party where there is reason to believe that it will be passed on to anyone involved in the business decision process for the purpose of influencing the decision. Even where allowed by applicable



laws and regulations, any travel-related expenses and business amenities provided must be reasonable, tied to a product demonstration and not provided for the purpose of obtaining or retaining Cubic business.

We also do not allow “facilitation payments” – small sums paid to government officials to expedite or facilitate non-discretionary actions or services such as obtaining a visa or customs clearance.



CONFLICT MINERALS

Cubic requires due diligence throughout its supply chain to prevent the use of conflict minerals that are obtained from the Democratic Republic of Congo (DRC) and other war zones or areas of conflict worldwide. Many conflict minerals (including tin, tantalum, tungsten and gold) are used in the manufacturing of electronic equipment and other products, and Cubic suppliers are expected to develop reasonable policies and processes to ensure all products are responsibly manufactured.

Suppliers must fully cooperate with Cubic’s diligence process, including responding in a timely way to Cubic’s inquiries regarding the sourcing and origin of the components and products Cubic buys.

EQUAL EMPLOYMENT OPPORTUNITY

Cubic business associates must provide workplaces free from unlawful harassment and discrimination. This includes physical and verbal behavior that is abusive, offensive, or threatening and targets characteristics protected by laws applicable to the business. It also includes employment decisions based on legally protected traits.

Cubic further encourages all of its business associates to promote a diverse and inclusive workforce regardless of applicable law in order to maximize the talents and potentials of their employees and teams.

FAIR COMPETITION

We expect our business associates to compete fairly and ethically for all business opportunities. This includes conducting business in accordance with all applicable antitrust and fair competition laws and regulations. Examples of prohibited anti-competitive conduct include, but are not limited to: (1) discussing pricing with competitors; (2) discussing or agreeing to divide or share markets or customers; (3) coordinating with competitors on bids/proposals; and (4) joining with others to boycott suppliers or clients.

In addition, your employees and agents involved in representing Cubic or selling/promoting our products and services must be truthful in their communications and representations and must not make any unauthorized commitments on Cubic's behalf.

FINANCIAL REPORTING/ACCURATE RECORDKEEPING

We expect accurate and reliable records that fully represent the event or business transaction that took place. This applies to all submissions you make to Cubic or its clients, including but not limited to, financial information, labor costs, business expenses, business reports and documentation, and required deliverables. Cubic will not tolerate business associates that conceal or misrepresent records while conducting business in support or on

behalf of Cubic.

In addition, any business associates performing work in support of a U.S. Government contract must comply with the Federal Acquisition Regulations (FAR) Subpart 4.7, Contractor Records Retention as applicable.



HUMAN TRAFFICKING/HUMAN RIGHTS VIOLATIONS

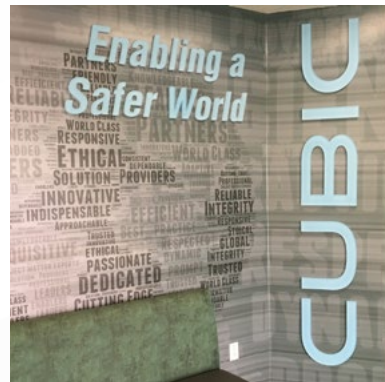
Good corporate citizenship and compliance with applicable laws and regulations, requires that our suppliers and vendors respect human rights in all aspects of their business operations. Suppliers will adhere to all applicable laws that combat human trafficking, child labor, indentured servitude and forced or unlawful labor practices, and fully cooperate in Cubic's diligence processes to ensure no such practices exist within our supply chain.

GLOBAL TRADE COMPLIANCE

As a global company, Cubic must follow export/import laws and regulations concerning controlled products, technical data, software, as well as the provision of defense services. Importantly, these legal obligations extend to our business associates regardless of their location around the world.

We expect our business associates to be familiar with all applicable export and import laws and regulations in regards to defense services, controlled products and technology. Failure to comply with all applicable export/import regulations could expose Cubic and yourself to potential fines, criminal prosecution and loss of export privileges.

As a business associate you are required to provide advance notice to Cubic if any unauthorized persons will have access to controlled item(s) or services.



INSIDER TRADING

You must comply fully with applicable insider trading and securities laws governing transactions in Cubic securities, as well as those of our mutual clients. Securities include common stocks, bonds, options, futures and other financial instruments.

If you possess or have access to material, non-public information gained through your work with Cubic or our clients, you may not use it to trade in securities. These restrictions also apply to your family members, friends and associates.

ACCOUNTABILITY

Adhere to Best Business Practices

INFORMATION SECURITY

Information security is no longer a technology focused problem but a basic requirement for business survival. Cubic is committed to the protection of information, information systems and critical infrastructure while protecting the confidentiality, integrity and availability of information across the Cubic Domain. The purpose of securing information is to help protect people, property, products, processes, and information systems by enhancing security throughout Cubic's value chain.



It is expected that your organization follow best practices and industry standards to protect the confidentiality, integrity, and accessibility of Cubic information, including personal information, through appropriate physical and cyber security procedures. This includes, but is not limited to: protecting privileged access (credentials) to the Cubic Domain, selecting and maintaining high quality passwords, installing and maintaining security software on digital devices, keeping antivirus software up-to-date, running regular security scans on digital devices, and avoiding potential sources of cyber infection. Furthermore your organization must comply with all applicable data privacy laws and ensure these requirements are met by all sub-tier vendors/suppliers they employ in support to Cubic business.

If you become aware of a real or potential data breach or cyber-attack, affecting Cubic's data or systems, or that of our customers or their patrons, you must promptly notify our Chief Information Security Officer and keep us apprised of your actions to address and remedy the issue.

CONFIDENTIAL INFORMATION

As our business associate, you may be entrusted with sensitive information that Cubic or its customers considers to be proprietary, confidential, or personal. You must rigorously protect the confidentiality of all such information, use the information only for the intended purpose it was provided to you, and ensure that the information is not reproduced or released to anyone outside your organization unless you are properly authorized to do so.

CONFLICTS OF INTEREST

We expect our business associates to avoid personal and organizational conflicts of interest when dealing with Cubic. Any act that could be perceived as favorable treatment or biased can cast doubt on our integrity and put our reputation at risk. You must avoid even the perception of a conflict of interest and promptly report any instances of actual or potential conflicts between yourself or your personnel and those of Cubic or its customers. For example, you must promptly disclose to Cubic all known family relationships and any material financial or business relationships between any of your principals, employees or agents and Cubic's employees or agents.

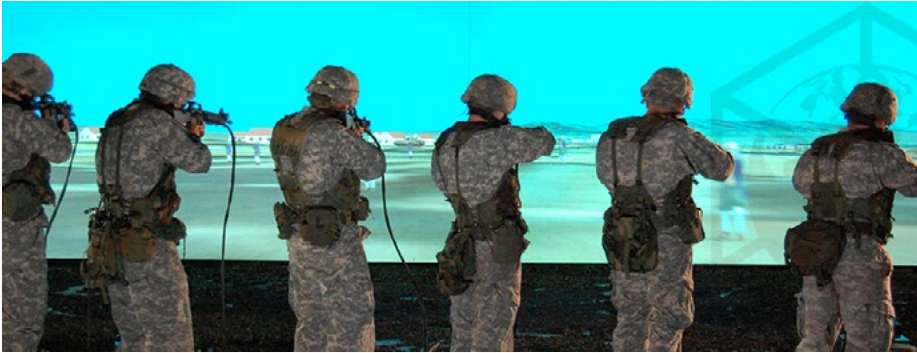
GIFTS, MEALS AND ENTERTAINMENT

You must not use the exchange of business courtesies (i.e., meals, hospitality, entertainment, travel costs and gifts) with private, commercial or government customers to gain an unfair advantage or improperly influence business decisions. Cubic and its partners



must compete on the merits of their products and services, and offering or accepting a gift or meal is only permissible when it is modest in value, consistent with local customs or practices and not contrary to any applicable law.

Further, you must not offer or pressure any individual to accept a business courtesy that you know would be contrary to their employer's own rules or policies. For example, our government customers often prohibit their employees from accepting even nominal items or modestly priced meals.



COMPLIANCE & COOPERATION

You agree to conduct your business dealings with Cubic, and with others on Cubic's behalf, in accordance with these standards. You will advise your employees and contractors working under your contract with Cubic of these standards and their obligation to comply. If requested by Cubic, you will cooperate with our efforts to investigate an alleged violation of this Code of Conduct involving your employees or contractors. You will also provide information that Cubic may request in connection with its periodic revalidation of you or your company's business relationship with Cubic.

You will maintain documentation reasonably necessary to demonstrate your compliance with this Code of Conduct and provide Cubic or its independent auditor with access to such documentation upon reasonable request.

Any material violation of this Code of Conduct may form the basis for termination of your business relationship(s) with Cubic, including all related contracts.

REPORTING VIOLATIONS

We need your help to support our shared commitment to strong business ethics. If you become aware of any unlawful or unethical situation related to business conducted with or on behalf of Cubic, you must promptly notify us via our third-party hosted [Cubic Helpline](#). Please include any information that you have regarding the incident or situation. Cubic takes all reports of illegal or unethical conduct seriously and will conduct a prompt and thorough review or investigation.

Cubic does not permit or condone retaliation against any person for reporting a suspected issue in good faith. Likewise we will not tolerate our business associates retaliating against their employees for reporting an issue to us in good faith. Retaliation by, or against, a business associate employee or agent is a violation of this Code of Conduct and may result in suspension or termination of our business relationship.

CUBIC HELPLINE - GLOBAL PHONE NUMBER
(800) 461-9330

CUBIC HELPLINE - WEBSITE
cubichelpline.com

