



**CODE OF  
BUSINESS  
CONDUCT**

ACTING WITH INTEGRITY  
AROUND THE GLOBE

OCTOBER 2018







Dear Valued Colleagues,

We know that ethics are the foundation of our business, but what does that mean? It means that our actions must be guided by the highest ethical standards – by not only what is legal or contractually allowed, but also by what is right.

Our business conduct shapes our personal and collective reputation; therefore, adhering to a code of conduct is vitally important and should be pervasive in everything we do. We cannot achieve our strategic goals or lasting success without maintaining our reputation for honesty and integrity. That means complying with both the letter and spirit of our Code of Business Conduct, and always considering the effect of our words and deeds on our customers, employees, shareholders, the public and the environment. Put simply, good ethics is good business and the right thing.

Each of us has a personal responsibility for upholding our values and standards of business conduct. I urge you to read our Code and become thoroughly familiar with its contents. Moreover, if you are ever unsure about the right thing to do, please reach out for guidance and advice. And, if you observe misconduct, please speak up. We need to hear from you. The Code explains where to get guidance and how to report concerns.

Thank you for your outstanding service to our customers and great company. Together we will preserve our reputation as a trusted provider of world-class products and services to our valued customers around the globe.

Sincerely,



**BRADLEY H. FELDMANN**  
Chairman, President & CEO

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# OUR RESPONSIBILITIES

What we do, and how we do it, makes a difference – every day. As a company and as individuals we must be committed to impeccable ethics in all aspects of our business. With this commitment comes the personal responsibility of every Cubic employee to practice and uphold the standards set out in this Code, Cubic policies and applicable law.

This section of the Code of Conduct outlines Cubic's commitment to employees, describes the special role of managers, and tells you where to go for help if you need guidance or want to report a concern.





## WHAT WE DO

Our teams innovate to make a positive difference in people's lives. We simplify their daily journeys. We promote mission success and safety for those who serve their nation.

We provide our global customers with innovative, mission-critical solutions that reduce congestion and increase military effectiveness and readiness through superior situational understanding.

Being a responsible and ethical company is fundamental to achieving our mission. It is not just what we do, but how we do it that shapes our reputation and dictates our success.

## OUR COMMITMENT TO ETHICS

We believe that ethics are the foundation of our business, so we always strive to do the right thing. This means we follow applicable laws and policies, and we never put our personal interests ahead of our customers, employees, shareholders or the environment. Simply put, our commitment to ethics means we don't lie, cheat, steal or tolerate those who do. And, when we see something that's not right, we speak up.

## OUR VALUES

At Cubic, we create excellence **together**. Through teamwork and collaboration, we will find the best solutions and achieve excellence. We believe that **ethics** are the foundation of our business and we're committed to acting with openness and integrity. We share an **absolute** customer focus in the way we approach work and set our priorities.

We work hard to **meet** our commitments to customers, employees, and shareholders. At Cubic, **success** through innovation in technology, processes and services delivery is both our proud history and our calling for the future.



-  Together we create excellence
-  Ethics are the foundation
-  Absolute customer focus
-  Meet our commitments
-  Success through innovation



# GOOD ETHICS IS GOOD BUSINESS



We cannot live our values, meet our strategic goals, or deliver superior return to our shareholders unless we are an ethical company. It is no secret that the most ethical companies consistently outperform their peers. Studies also show that an organization's culture is the strongest predictor of how much market value that company will create for its shareholders.

On the flip side, poor ethics can destroy a business. If we do not maintain a reputation for ethical business conduct, our customers will lose trust and go elsewhere. Likewise, we cannot motivate or maintain a talented workforce if we function without integrity. As corporate and political scandals play out in the news, we are reminded of the huge cost and reputational damage that accompanies ethical lapses.



# ABOUT OUR CODE OF CONDUCT



A Code of Conduct summarizes standards of business conduct expected of all employees. It provides general guidance on situations that may arise in your day-to-day activities on behalf of the company. It also tells you where you can get more detailed information and who you can ask for help.

This Code is a guide and cannot describe every law, policy or process that may apply to you or every situation that you may face. As a general rule, you are responsible for understanding and complying with the laws, regulations and policies that relate to your business activities. We realize, however, that you cannot be an expert in all subjects, and there may be times when you face issues or situations that you're not sure about. The most important thing to remember is: when in doubt, ask. Cubic has many resources and subject-matter specialists to help you, in addition to your management team.

All of us, wherever we work, must follow these standards of conduct when dealing with fellow employees, customers, suppliers, contractors, stakeholders and competitors. Failing to comply with our Code is a violation of Cubic policy and may result in disciplinary action or employment termination.

WE PUT OUR STANDARDS  
IN WRITING SO WE WILL BE  
ACCOUNTABLE TO UPHOLD THEM



# MAKING ETHICAL CHOICES

Some situations involve difficult choices, and often laws and ethical rules are complex and subject to interpretation. If you are unsure of the right course of action in a given situation, you must speak up and ask questions. When you bring your concerns into the open we can help you do the right thing

When in doubt about a course of conduct, ask yourself these questions:

- Is it legal?
- Is it consistent with our Code?
- Is it ethical? (i.e., is it the right thing to do?)
- Consider whether it's consistent with the spirit of the law and our Code.
- Consider how it will impact our stakeholders: customers, employees, shareholders, the public and the environment.
- Consider how you would feel if it were reported to your senior management or in the newspaper.
- If you are unsure, have you sought advice from others?

If the answer is “no” to any of these questions, stop and seek guidance from a knowledgeable source before you act.

**WE ALWAYS STRIVE TO DO THE  
RIGHT THING, ESPECIALLY  
WHEN IT'S NOT EASY**

**Do The RIGHT Thing**





# SPECIAL ROLE OF MANAGERS

Cubic managers have unique responsibilities under our Code. We expect them to:

- Lead by example, i.e., consistently exhibit our values and standards of conduct.
- Foster their employees' understanding of the Code, as well as other applicable policies and laws.
- Actively promote ethical conduct and the importance of compliance.
- Consider employees' compliance with the Code when preparing evaluations.
- Intervene to stop violations of the Code and prevent any recurrence.
- Cultivate an environment where employees feel comfortable reporting concerns.
- Take prompt and appropriate action in response to reported concerns.

As a manager, if you receive a report about a possible violation of our Code, other Cubic policies or the law, listen carefully and give the employee your complete attention. Ask for clarification and additional information as appropriate. Answer those questions you can, but do not speculate or make rash decisions. Seek help if you need it.

If an employee reports potential illegal conduct, you must promptly report the matter to a Human Resources manager, the Law Department or the Cubic Helpline. It is critical that managers comply with this obligation so the company can take steps to promptly investigate the matter, address any violations, and work to prevent future occurrences.

Officers of Cubic Corporation and all subsidiaries are required to execute an annual compliance assertion that states the following:

- An understanding of the Cubic Code of Business Conduct.
- To support all elements of our code and require compliance within their organization or area of responsibility.
- A commitment to report any transaction or event that violates, or might reasonably appear to violate, either the law or the letter or spirit of our code.





# DIFFERENT LAWS IN DIFFERENT COUNTRIES

As a global company, Cubic's operations and personnel are subject to the laws of many countries. Because Cubic is incorporated in the United States, all employees worldwide are subject to certain U.S. laws in addition to the laws of their home country. However, the laws of the U.S. do not supersede local law; in general, the most restrictive law will apply. In addition, in some circumstances the laws of other countries will apply beyond their own borders to company operations and personnel. In all cases, however, if Cubic's standards are more restrictive than applicable law, we will follow our standards.

If you are uncertain which laws apply to you or to our business transactions, or if you believe there may be a conflict between applicable laws, contact Cubic's Law Department or Corporate Compliance for advice.

**THE CODE ESTABLISHES MINIMUM  
STANDARDS FOR OUR BUSINESS  
CONDUCT AROUND THE GLOBE**



# RAISING CONCERNS

If you believe that our legal or ethical responsibilities are being violated, or you are being pressured to violate the law or our ethical responsibilities, you have an obligation to communicate your concern to the company.

You may report the matter to your manager, senior management, any of Cubic's subject-matter specialists (see the Resources section), or Cubic's Helpline. You should use the method of communication that is most comfortable for you.

Cubic's Helpline provides employees with a confidential and secure way to obtain advice or raise concerns. Employees and contractors with whom we work may access our helpline through free of charge telephone numbers or a secure web portal.

You may remain anonymous, although we encourage you to provide your name so we can ask follow-up questions. If you make an anonymous report, please provide as much detail as possible.

## CUBIC HELPLINE:

**REPORT ONLINE:** [cubic.ethicspoint.com](https://cubic.ethicspoint.com)

The Cubic Helpline is available 24/7 in multiple languages. Both helpline calls and website reports are answered by an independent third party that is required by contract and applicable laws to provide confidentiality. The helpline does not use online monitoring caller ID, recorders, or other devices that would identify or trace the caller's number.

### When you utilize the Cubic Helpline, what can you expect?

- You will be asked to provide relevant details, which will be included in a report prepared by our independent helpline provider. The report will be forwarded to corporate compliance.
- The concern will be reviewed by appropriate members of management, such as representatives from HR, Legal, Security, and/or Internal Audit. If the matter can be effectively investigated by an individual in the region or business unit, it may be referred there. If not, it may be referred for investigation by Corporate HR, Internal Audit, the Law Department or a third-party investigator.
- The concern will be handled promptly, discreetly and professionally. Discussions and inquiries will be kept in confidence to the greatest extent practicable.
- Within the bounds of applicable privacy and personnel laws, we will share with you our investigation conclusions and actions taken.

**OUR HELPLINE IS MAINTAINED BY  
AN INDEPENDENT THIRD PARTY  
AND IS AVAILABLE 24/7**



TO SUBMIT A REPORT BY PHONE, USE THE TOLL-FREE NUMBER FOR YOUR LOCATION:

Country	Phone	Language
Australia	1-800-78-5015	English
Canada	1-844-864-6366	English
Germany	0-800-225-5288**	German
India	000-117**	Hindi
Mexico	01-800-436-0142	Spanish/English
New Zealand	0508-041-568	English
Serbia	800-191-140	Serbian/English
Singapore	1-800-723-1412	English
Sweden	020-10-92-20	Swedish/English
United Arab Emirates	8000-021**	Arabic/English
United Arab Emirates (du)	8000-555-66**	Arabic/English
United Arab Emirates (Military-USO and cellular)	8000-061**	Arabic/English
United Kingdom	0-800-587-0747	English
United States	1-844-864-6366	English

**\*\* At the English prompt dial 844-864-6366**

If you do not have international access a reverse charge or collect call may be placed from any location as follows:

1. Contact your local operator and request that a reverse charge or collect call be placed to the United States to phone number 678-248-7258.
2. All charges for reverse or collect calls will be accepted by the Contact Center via an automated message in English.

**IN THE FOLLOWING COUNTRIES THE CUBIC HELPLINE IS ONLY ACCESSIBLE BY USING A REVERSE CHARGE OR COLLECT CALL.**

Country	Phone	Language
Bahrain	678-248-7258	English
Denmark	678-248-7258	English
Ireland	678-248-7258	English
Israel	678-248-7258	English
Italy	678-248-7258	English
Saudi Arabia	678-248-7258	English

**CUBIC WILL NOT TOLERATE RETALIATION FOR MAKING REPORTS IN GOOD FAITH.  
SO IF YOU SEE MISCONDUCT, DO THE RIGHT THING AND SPEAK UP.**



# NO RETALIATION

Cubic wants and needs employees and others who work with us to report possible legal and ethical violations. We do not permit or tolerate retaliation against anyone for raising a good-faith concern or participating in an investigation. Retaliation can take many forms, overt and subtle, including adverse employment actions, threats, harassment, ostracism, deprivation of career opportunities and similar conduct.

Regardless of form, retaliation is a serious violation of our Code of Conduct and may result in disciplinary action, including employment termination. If you believe someone has retaliated against you (or someone else) for reporting a concern or assisting with an investigation, promptly report the matter to Human Resources, the Law Department, Corporate Compliance or the Cubic Helpline.

If you manage or work with someone who has reported misconduct, or provided information in an investigation, even if you disagree with them, you must continue to treat the person with professional respect. Employees who make good-faith reports of misconduct are upholding our values and we will not tolerate retaliation against them. Ethics is, however, a two-way street. Making a knowingly false or malicious complaint is wrong and may lead to disciplinary action.

## CONSEQUENCES OF VIOLATING OUR CODE

The Code of Business Conduct is very important to Cubic. Failure to comply with its standards or the policies that it references will result in corrective or disciplinary action. The consequences of a violation will be tailored to the specific facts and circumstances at issue, with the goal of stopping any ongoing violations and preventing them from recurring. Specific consequences may include, but are not limited to, coaching or training, facilitated discussions, verbal warning, written warning, suspension, demotion, reduction in pay or loss of discretionary bonus, or employment termination. Cubic will follow applicable contractual and legal rules regarding the investigation of misconduct and imposition of disciplinary action.



# OUR WORK ENVIRONMENT

This section of the Code provides guidance on situations you may encounter in your daily activities, wherever you work and whatever your role. It also describes Cubic's expectations for professional and respectful behavior in the workplace, which is an essential part of our values.

WE CREATE EXCELLENCE  
TOGETHER BY RESPECTING  
THE CONTRIBUTIONS OF ALL

## INCLUSIVE WORKPLACE BEHAVIOR

As a global company, we have employees from a wide variety of backgrounds, experiences and cultures. A diverse workforce promotes diversity of thinking and better positions us to develop the innovative products, services and solutions we need to be competitive in a global marketplace.

We each have a responsibility to contribute to an inclusive work environment, where diversity is valued. This means we must treat others as we would expect to be treated ourselves – with dignity and respect – and recognize that we all benefit from the views and opinions of colleagues, even when we disagree. It also means we appreciate different approaches and communication styles and respectfully challenge ideas.



# DIVERSITY AND EQUAL EMPLOYMENT OPPORTUNITY

In keeping with our value of creating excellence together, we aim to attract, develop, and retain leading-edge talent. Our collective talent includes the unique qualities that each employee brings to Cubic; qualities that make us both similar and different, such as language, experience, race, age, gender and education.

To foster an inclusive workplace we are committed to fair employment practices. Our employment decisions are based on merit, including factors such as performance, experience, skills and versatility. We do not make employment decisions based on legally protected characteristics such as race, color, age, gender, national origin, ancestry, religion, physical or mental disability, sexual orientation, gender identity, military or veteran status, or citizenship status (except as required within our defense business). This standard applies to all terms and conditions of employment, including recruiting, hiring, transfers, promotions, terminations, compensation and benefits.

If you believe that you or someone you know has been discriminated against because of a protected characteristic, you should promptly notify your Human Resources manager. A prompt and thorough review of the matter will be undertaken and you will be protected from unlawful retaliation.

**EMPLOYMENT DECISIONS  
ARE BASED ON  
MERIT AND POTENTIAL**



# HARASSMENT - FREE WORK ENVIRONMENT

Maintaining a positive and productive workplace means we cannot tolerate abusive, offensive, threatening, or other disturbing behavior toward or among employees. We also strictly prohibit all forms of harassment that violate our policies or applicable law. This includes, but is not limited to, sexual harassment as well as harassment based on protected characteristics such as race, color, age, gender, national origin, ancestry, religion, physical or mental disability, sexual orientation, gender identity, military or veteran status, or citizenship status.

If you observe or discover behavior that violates these standards, you have an obligation to do something about it. This means talking to the person involved, discussing the situation with your manager and/or reporting it to your Human Resources manager. Failure to take action contributes to the problem. Managers have a special responsibility to take action in response to observing or receiving a complaint of workplace harassment, and failing in this responsibility can lead to discipline.

**WE BEHAVE PROFESSIONALLY  
AND RESPECT  
THE DIGNITY OF OTHERS**





# HEALTH AND SAFETY

Cubic is committed to providing a healthy and safe workplace; likewise, all employees have a responsibility to work safely and encourage others to do the same. Complying with safety rules and procedures is an essential minimum, but we should also aim to prevent injuries and property damage by understanding the risks present in our work environment and understanding how accidents can occur. We should all seek to identify areas where safety measures can be improved to protect employees, customers and others at our work sites.

We must:

- Be familiar with and follow all company health and safety policies and procedures, as well as applicable safety laws.
- Observe all company and customer work site access procedures.
- Never work under the influence of alcohol, illegal drugs, or prescription drugs that impair our ability to work safely.
- Intervene immediately if someone is putting themselves or others at risk and report observed risks to management.
- Promptly report all accidents and injuries to management or a Health and Safety representative.
- As managers, always look out for the safety of your employees and others.

Acts of violence, threats, and intimidating behavior are serious violations of our Code and will not be tolerated. Cubic strictly prohibits weapons in the workplace except as may be expressly authorized under our policy, or as required for the performance of work. Each employee has an obligation to immediately report any act or threat of violence to management and/or local law enforcement.





# ENVIRONMENT

Cubic has an obligation to follow environmentally sound business practices. This includes using resources efficiently, recycling waste and minimizing the short and long term impact of our products and operations on the environment.

Each of us must do our part to help preserve and protect our environment. In that regard, Cubic is committed to using only what we need and finding ways to do more with less. We maximize recycling and reuse of materials. We make energy conservation and recycling a priority. And, of course, we comply with the law and applicable environmental regulations in the country and locale where we work.

Every employee is encouraged to seek new and better ways to help us meet our commitment to running an environmentally conscious business.



**WE RESPECT OUR  
NATURAL RESOURCES  
AND ENVIRONMENT**



# CORPORATE CITIZENSHIP

WE TAKE TIME  
TO PAY IT FORWARD



Cubic has an important role to play in the communities where we have a presence. We are committed to working with our communities by volunteering and financially supporting worthy causes such as education, veterans services, and disaster relief.

Our sustained involvement in our local communities is an important part of our culture and our business. Cubic Corporation and each of its business units have a long tradition of charitable giving and we encourage each employee to get involved and make a difference.



# OUR INFORMATION AND ASSETS

This section of the Code discusses our shared obligations to protect and preserve Cubic's tangible and intangible assets or property. After our people, our information and assets are our most valuable resources.

This section also addresses our important obligations to protect and preserve the confidential or classified information of our customers and business partners, which is especially important when a government or commercial customer entrusts us with their most sensitive data, or that of their members or patrons.

**OUR BUSINESS INFORMATION IS  
A VALUABLE ASSET THAT WE  
MUST CAREFULLY PROTECT**

## BUSINESS INFORMATION

As a technology and specialized services company, Cubic's proprietary information and trade secrets are among our most valuable assets and must be safeguarded. Examples of this type of company confidential information include our inventions, innovative customer solutions, financial information, technical business data, our technology and business plans, and other trade secrets. We have an obligation to protect the confidentiality of this information, as well as classified government information, and other sensitive information entrusted to us by our customers and business partners.

Employees must adhere to all applicable confidentiality and security policies, as well as legal obligations, regarding the use and disclosure of such information. These obligations include, but are not limited to:

- Only disclosing company confidential information outside the company on a need-to-know basis as part of a formally established confidential relationship or nondisclosure agreement\*
- Following all applicable export restrictions on technical data
- Maintaining the secrecy of proprietary information from a previous employer
- Respecting the copyrighted or trademarked work of others

\*Employees who leave Cubic remain obligated not to disclose the company's confidential information.



# EMPLOYEE AND CUSTOMER INFORMATION



**SAFEGUARDING PERSONAL  
INFORMATION IS CRITICAL TO  
MAINTAINING CUSTOMER TRUST**

Our employees, customers, patrons of our customers, and business partners entrust us with a significant amount of personal information, including sensitive items such as addresses, government I.D. numbers, birth dates, and bank account numbers. To maintain their trust and comply with our legal and contractual obligations we must rigorously protect the secrecy of personal information.

Employees may not access personal information unless they have a clear “need to know” for business purposes. Likewise, employees may not disclose such information without proper authorization, and must keep it secret and secure.

Anyone who is aware of or suspects that personal information was accessed by an unauthorized person, disclosed inappropriately, used for nonbusiness purposes, or gathered inappropriately, must promptly bring it to the attention of the corporate data privacy officer or the business unit data privacy leader.



# SOCIAL MEDIA

Social media is ubiquitous in our personal lives and a powerful business and marketing tool for Cubic. Being able to share ideas and information in real time enriches our lives and propels our business. Sometimes, however, the line between our personal and professional lives can blur and problems can arise if we don't choose our platforms or words carefully when discussing work, colleagues or the company.

Cubic embraces the use of social media so have fun and engage, just be smart. When using social media to share information or opinions about your work, colleagues or the company, be mindful to:

- Communicate in a way that is respectful and professional
- Avoid using the names of colleagues, customers, vendors, or business partners without their consent
- Never disclose company confidential or proprietary information
- Avoid gossip; it can be hurtful to others and discourages teamwork
- Keep personal and professional posts separate; individual opinions are fine to express but they don't represent Cubic as a whole

The company provides more detailed guidance and expectations regarding social media and use of Cubic technology in its regional and worldwide policies. These include **Social Media**, **Acceptable Use of Technology** and **Company Confidential Information**. If you ever have questions about a Cubic policy or the right thing to do, please contact your manager, the Communications Department or the Legal Department for assistance.

# SOCIAL MEDIA



# CLASSIFIED INFORMATION

Improper or unauthorized handling of government classified or protectively marked information may damage the national security of the countries with which we do business. It may also damage our business and reputation with our valued customers, and lead to sanctions and fines.

This means we have a responsibility to handle any and all government classified or protectively marked information in accordance with all applicable Cubic and government regulations, policies and processes. We must also refrain from discussing or working with such information in public areas where the conversation may be overheard or information compromised. Do not discuss classified information with anyone unless you have confirmed that they have the appropriate security clearance and an actual need to know.

Employees who hold any form of security clearance must be familiar with and abide by their applicable security manual and regulations, including the requirement to report any adverse information relevant to their fitness to hold such a clearance to their facility security officer (FSO), director of security, or equivalent personnel outside the U.S.

**MAINTAINING THE SECRECY OF  
CLASSIFIED INFORMATION IS  
CRITICAL - WHEN IN DOUBT,  
KEEP IT SECRET**





# TIME CHARGING

Employees who charge their work time to commercial projects or in support of a government contract, i.e. “direct charge” employees, are personally responsible for ensuring that their hours worked are accurate and charged to the correct project number(s). This means maintaining an accurate, daily record of time spent by project; working in accordance with applicable work plans; and certifying the accuracy of your timesheet on a weekly or bi-weekly basis, as directed. Never charge time to a customer contract or project that was not actually worked; this is dishonest and can be illegal. Time charging violations damage customer trust and can subject Cubic and its employees to substantial fines and penalties.

Managers have special obligations when it comes to time charging. They must provide employees with accurate work plans, as applicable and in accordance with policy; review and approve their employees’ recorded work time and project numbers; and investigate any questionable time charges. Managers must never direct or permit employees to inaccurately record hours worked or record hours against the wrong project number(s).

**ACCURATELY RECORDING COSTS  
AND MATERIALS IS ESSENTIAL  
TO OUR BUSINESS**

## RECORDING OF COSTS AND MATERIALS

We must record all costs, expenditures and other business transactions accurately and in accordance with our expense, accounting and record keeping policies and approved procedures.

Accurate, honest and objective recording of all expenditures and other business transactions is essential to maintain the integrity of our customer billing and cost estimating processes. Failure to record and report assets, materials and charges accurately will damage the company's credibility and reputation and potentially expose it to legal liability.



# INSIDE INFORMATION AND SHARE TRADING

It is disruptive to fair-market systems and generally unlawful to trade a company's shares when in possession of "inside information" about that company. Inside information is confidential information about a company and its business – that if made public – could affect the value of that company's shares or those of another company. It is sometimes also referred to as "material" nonpublic information.

Although many employees will not come into contact with inside information about Cubic, those who do must never deal in Cubic shares until after such information has been publicly disclosed. In the interests of preventing any potential issues, ALL employees must follow the Insider Trading policy and, as applicable to specifically identified employees, the Cubic stock trading window guidance must be observed when buying and selling Cubic shares.

We should also never give inside information to anyone else – whether a friend, family member, or business associate – nor encourage them to buy or sell Cubic shares based on such information. Inside information must be disclosed to the whole market at the right time and in the correct manner. Only specifically authorized persons may release information about Cubic's business plans or positions to the press, investors or general public. Any public statements about Cubic's financial performance or mergers and acquisitions (in any format – print, online video, audio) require the chief financial officer's prior approval.

**WE SAFEGUARD OUR INSIDE  
INFORMATION AND ENSURE IT IS  
NOT USED FOR ILLEGAL PROFIT**





# FINANCIAL REPORTING

As a publicly traded company, Cubic is required to report its financial results and a great deal of financial and other information about its business to the public, the U.S. Securities and Exchange Commission, as well as similar institutions in the United Kingdom, New Zealand, Singapore, Australia, Denmark, Canada and India. We will promptly disclose accurate and complete information regarding Cubic's business, financial condition, and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage Cubic's reputation as well as create legal liability.

Employees should be on guard for, and promptly report, indications of improper financial reporting. Examples of suspicious activities that should be reported include: financial results that seem inconsistent with the performance of underlying business transactions; inaccurate or erroneous records or invoices; transactions that do not seem to have a good business purpose; and requests to circumvent ordinary review, approval or reporting procedures.

Compliance with accepted accounting rules and controls is mandatory. The books of account, budget proposals, economic evaluations of projects, documentation supporting the disbursement of funds, and the like must truthfully and accurately reflect the transactions they record. All assets of the Company, in particular bank accounts in which company cash is on deposit, shall be recorded in the regular books of account.

Cubic's senior financial officers and other employees working in the Accounting and Finance departments at corporate and each business unit have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. Such employees must understand and strictly comply with generally accepted accounting principles as adopted by Cubic and all standards, laws and regulations for accounting and financial reporting of transactions, revenue, estimates and forecasts.

WE WILL MAINTAIN, AND REPORT IN  
A TIMELY FASHION, ACCURATE AND  
COMPLETE FINANCIAL INFORMATION



# COMPANY AND CUSTOMER ASSETS

Cubic's resources and assets do not belong to managers or employees – they belong to the company's shareholders. We have a responsibility to use them wisely and protect company resources and assets, as well as our customers' assets that are entrusted to us for use on their behalf.

Cubic's resources and assets include, but are not limited to: our information and communication systems (email, internet, phone service, etc.); computers and electronic equipment (laptops, tablets, phones, etc.); financial accounts and credit cards; facilities; and all physical materials and equipment. You must use and maintain these assets with the utmost care and respect, guarding against waste and abuse. Never borrow or remove them from company or customer property without management's express permission.

Cubic assets are to be used to conduct the company's business. Assets may not be used to support a personal business, for illegal conduct, or for any purpose that conflicts with this Code or our policies. Customer assets must never be used for personal purposes.

A photograph of a modern office desk. A silver laptop is open, displaying a collage of images. To the right of the laptop, a pair of black-rimmed glasses sits on the desk. Two black pens are lying horizontally in front of the laptop. The background is a blurred office interior with warm lighting. A teal-colored callout box with white text is positioned in the lower right area of the image.

WE TREAT COMPANY AND CUSTOMER  
ASSETS WITH CARE- GUARDING  
AGAINST WASTE AND ABUSE





# OUR BUSINESS ACTIVITIES

This section of the Code deals with our shared obligation to avoid conflicts of interest. It also addresses the unique responsibilities that come with certain types of business activities that employees engage in on behalf of Cubic. These include pursuing new business opportunities, giving or receiving business courtesies, and exporting (or working with) export-controlled goods and services.

In addition, this section deals with specialized business activities relevant to a small number of employees, such as contract bidding and negotiation, working with third parties and lobbying. Although directly relevant to only some employees, it is very important that Cubic state its position on these topics clearly in order to support our values and protect our business reputation.



# CONFLICTS OF INTEREST

WE AVOID CONFLICTS OF  
INTEREST AND RESOLVE THEM  
PROMPTLY IF THEY ARISE

Cubic is committed to upholding the highest standards of ethical business conduct. We each have a responsibility to uphold this commitment by acting in the company's best interests at all times. Conflicts of interest can cast doubt on your integrity and put the company's reputation at risk. Even the appearance of a conflict can cause serious negative consequences. Accordingly, conflicts of interest must be avoided and dealt with promptly if they arise.

A conflict of interest exists in any situation where competing interests may affect your job performance or impair your ability to make objective and unbiased decisions in the best interest of the company. Examples of potential conflicts include managing a family member or close friend, holding a second job with competing interests, having a material financial interest in suppliers or competitors, engaging in an intimate relationship with a subordinate employee, or discussing potential employment opportunities at Cubic with a government employee working on one of our contracts.

You must disclose any situation, transaction or relationship that creates or could potentially give rise to a conflict of interest. Disclosure must be made promptly and may be directed to your manager, Human Resources, Corporate Compliance or the Law Department. Cubic also maintains a Conflict of Interest Disclosure form on Cubic Connect and the Cubic website.



# FAIR COMPETITION

We must behave fairly and ethically when competing for business opportunities. Our long-term success depends on upholding the integrity of our business development activities.

Every employee directly or indirectly involved in the business development process has a responsibility to uphold these standards. Competition and antitrust laws prohibit anti-competitive behavior such as conspiring with others to fix prices or agreeing with competitors not to compete in certain regions or on particular contract opportunities.

We will comply with fair competition standards when we discuss business opportunities with other companies by:

- Not discussing pricing with competitors.
- Not discussing or agreeing to share a market, or conspiring to split specific bids.
- Reporting inappropriate inquiries or conversations to Cubic's law department.
- Complying with all applicable fair competition laws.

## PRACTICAL TIPS

**WE WILL COMPETE  
FOR BUSINESS  
FAIRLY AND ETHICALLY**

# CONTRACT BIDDING AND NEGOTIATION

Our contractual dealings with customers, subcontractors and suppliers will be fair and honest. When we are bidding on or negotiating a contract we will follow our procurement policies and procedures and disclose all information required by law. Every employee involved in procurement, contracting or purchasing is responsible for ensuring that all statements, communications and representations are accurate and truthful.

We will not solicit, accept or use any information on a competitor's bid, proposal or contract that we know to be proprietary or legally restricted from disclosure. If there is ever a question as to whether the release or receipt of such information is authorized or legal, do not copy, distribute or use the information until you have received guidance from the program manager, Cubic contract representative or Cubic's legal counsel.

We will uphold our values when pursuing new business. We will not pursue business opportunities with customers whose values fundamentally conflict with our own.

## PRACTICAL TIPS

**OUR CONTRACT DEALINGS  
WILL BE ACCURATE  
AND HONEST**

## RESOURCES

## INDEX



**WE RESPECT TRADE RESTRICTIONS  
ON OUR PRODUCTS,  
TECHNOLOGY AND SERVICES**

Cubic provides high-tech products and services to customers globally. Many of these items are subject to export/import control laws governing strategically important technologies and products. Violation of such controls can harm national security and foreign policy. Therefore, it is critical that we comply with all applicable regulations that govern our export and import activities.

Export and import controls govern the transfer of certain controlled tangible products, technical data, software source-code, as well as the provision of services ("controlled items"). Export restrictions may apply whenever controlled items are provided to, or accessible by, a foreign entity or person, this includes access to or disclosure to foreign persons in the United States. Controlled items may be provided physically or materially; orally in conversation or by telephone; electronically by e-mail or fax; or by other means. Every export of a controlled item requires some form of government authorization; such authorizations include exemptions, licenses or agreements.

If you are involved in any way with business outside the country or company in which you work, you must be familiar with Cubic's policies and procedures for handling products and technology, or providing services that may come into or go outside of your country. You must also carefully follow all applicable export/import regulations. Failure to do so could expose the company and yourself to potential fines, criminal prosecution and loss of export privileges.

Involvement in business outside your country can mean many things; for example, submitting a proposal to a foreign government customer; codeveloping with Cubic engineers from different subsidiaries; forwarding a technical drawing to a potential supplier in another country; or having contact with a foreign or dual national inside a company facility or at a trade show.

We do not expect every employee to be an expert in the complex area of export/import regulations. However, you must be accountable for knowing the rules that apply to the work you do. If you are ever in doubt about such requirements, you must seek advice from an appropriate subject-matter specialist.



# PROCUREMENT ACTIVITIES

The procurement of services and supplies for both Cubic and our customers is an important component of day-to-day business operations. Cubic procurement procedures are designed to promote “best practices” for the timely and lawful procurement of goods and services, while maintaining fairness to our suppliers, including vendors, sellers and subcontractors.

Procurements with U.S. suppliers for consumption in the U.S. are governed by U.S. law. They may also be governed by the Federal Acquisition Regulation (FAR), Defense Federal Acquisition Regulation (DFAR), customer and company policies and procedures.

Requirements for procurements from suppliers outside the U.S. for consumption in the U.S. may include, but are not limited to, compliance with the Department of State, International Traffic in Arms Regulation (ITAR); Department of Commerce, Export Administration Regulation (EAR); Bureau of Alcohol, Tobacco and Firearms (ATF) regulations; abiding by U.S. antiboycott regulations; international currency exchange regulations; the Foreign Corrupt Practices Act (FCPA); and trade laws such as the Buy American Act, Trade Agreements Act, and North American Free Trade Agreements Act (NAFTA).

As a global company Cubic frequently procures products and services from suppliers outside the U.S. for consumption outside the U.S., which may involve additional requirements and governing bodies. It is the responsibility of the Purchasing and Contracts departments, as well as those employees involved with the procurement process, to be informed of applicable regulations and company policies, abide by them and assist other personnel as necessary to maintain compliance. Only personnel with delegated authority to process and administer procurement transactions may enter into contractual commitments.



**THE INTEGRITY OF OUR PURCHASING  
SYSTEM IS BUILT ON A FOUNDATION  
OF BEST PRACTICES**



# CORRUPTION AND BRIBERY

Integrity, honesty and transparency should guide our business activities with customers, suppliers and other business partners. We will not engage in bribery or any other type of corruption, whether involving public officials or private individuals.

Many countries, including the United States, United Kingdom and Australia have passed laws criminalizing bribery of government officials. These laws apply to all Cubic employees around the world and the sanctions for violating them can be severe, including large corporate and individual fines, debarment, and imprisonment.

We must never offer, attempt to offer, authorize or promise any sort of bribe, payment or kickback to a government official or private party for the purpose of obtaining or retaining business or an improper advantage. Likewise, we must never solicit or accept a bribe or kickback from a public official or private party. A bribe includes any payment, benefit or gift offered, promised or given with the purpose of influencing a decision or outcome.

Cubic also prohibits the payment of “facilitation payments,” which are small sums paid to foreign government officials to expedite or facilitate nondiscretionary actions or services, such as obtaining an ordinary license or government service. We must never hire someone else to do anything that we cannot ethically or legally do ourselves. Cubic and its employees can be held liable for bribes paid by a third-party agent or consultant acting on Cubic’s behalf.

We will use reasonable diligence in vetting the legitimacy of business dealings with customers and partners. We will not be party to any likely or known illegal or fraudulent transactions or business dealings.

All employees who interact with current or potential customers have an obligation to understand and comply with all company policies and applicable laws pertaining to anti-bribery and anti-corruption. Training and resources will be provided on these standards; however, when in doubt, consult your management team or Cubic’s Law Department.

**OUR MISSION AND VALUES  
PROHIBIT CORRUPT BEHAVIOUR**



# GIFTS, MEALS AND ENTERTAINMENT

Cubic competes on the merits of its products and services and does not use the exchange of business courtesies to gain an unfair competitive advantage. Giving and receiving business courtesy is only permitted when doing so is legal, in compliance with all applicable Cubic and customer policies, and does not create the impression that it is given to influence business judgment.

Business courtesies may be tangible or intangible items and include gifts, meals, drinks, entertainment, recreation, prizes, transportation, discounts, promotional items, or the use of a donor's time, materials, facilities or equipment.

Any employee who offers, or approves the offer of, a business courtesy must ensure that it is proper and cannot be interpreted as an attempt to gain an unfair business advantage or otherwise adversely impact the reputation of, or embarrass, Cubic or the recipient. Personal funds or resources may not be used to avoid any restrictions on the giving of business courtesy. Solicitation of business courtesies is always prohibited.

Government employees in the U.S. and other countries are subject to varied and complex rules that often prohibit them from accepting any items of value except as specifically provided under relevant regulations. Strict rules also apply to the giving of business courtesy to any elected official. You should consult with executive leadership within your business unit or Cubic's Law Department before giving any gift or business courtesy to a government employee or elected official of any nation. Some business units may have very specific rules or prohibitions about gifts or business courtesies to government personnel.



**WE DO NOT GIVE OR  
ACCEPT IMPROPER GIFTS OR  
BUSINESS COURTESIES**



# WORKING WITH THIRD PARTIES

WE ENGAGE RESPONSIBLE  
THIRD PARTIES AND HOLD THEM  
ACCOUNTABLE TO OUR STANDARDS

The actions of our consultants, technical advisors, business representatives, and other third parties reflect upon and impact Cubic. We will only work with consultants and business representatives of known integrity and require that their conduct meet our standards.

Employees involved in engaging or overseeing third parties must comply with all Cubic policies and procedures regarding third-party selection, approval, due diligence, and appropriate monitoring. Third parties must never be engaged for improper or illegal purposes such as paying bribes or kickbacks, engaging in industrial espionage, or obtaining the proprietary information of others.

We demand that our business representatives and advisors comply with our policies. If you are ever aware of any possible violations of these policies by a consultant, representative or advisor, you must promptly report it to a senior manager, Cubic's Law Department, Corporate Compliance, or the Cubic Helpline.



# LOBBYING AND POLITICAL SUPPORT

## WE RESPECT THE INTEGRITY OF THE POLITICAL PROCESS

Cubic respects the integrity of the political process and we are committed to upholding the laws that govern our participation. Many countries, including the United States, prohibit corporations from donating corporate funds, goods or services directly or indirectly to political candidates at the federal level. This includes employees' work time. Local laws may apply as well.

We are also committed to being open about our lobbying activities, which are highly scrutinized and must be done in accordance with all applicable laws and company procedures. To ensure legal compliance as well as coordination of our political activities, before making a political contribution or any political or lobbying contact, initiative or communication on behalf of the company, please consult with Cubic's Law Department.

Voluntary employee involvement in the political process is encouraged by the company, but participation must be on your own time and without the use of any company assets. If you plan to seek or accept public office, you must consult first with Cubic's Law Department.

Eligible U.S. employees may participate in CUEPAC, the Cubic employee political action committee. For more information contact the VP, Government Relations & Strategy.

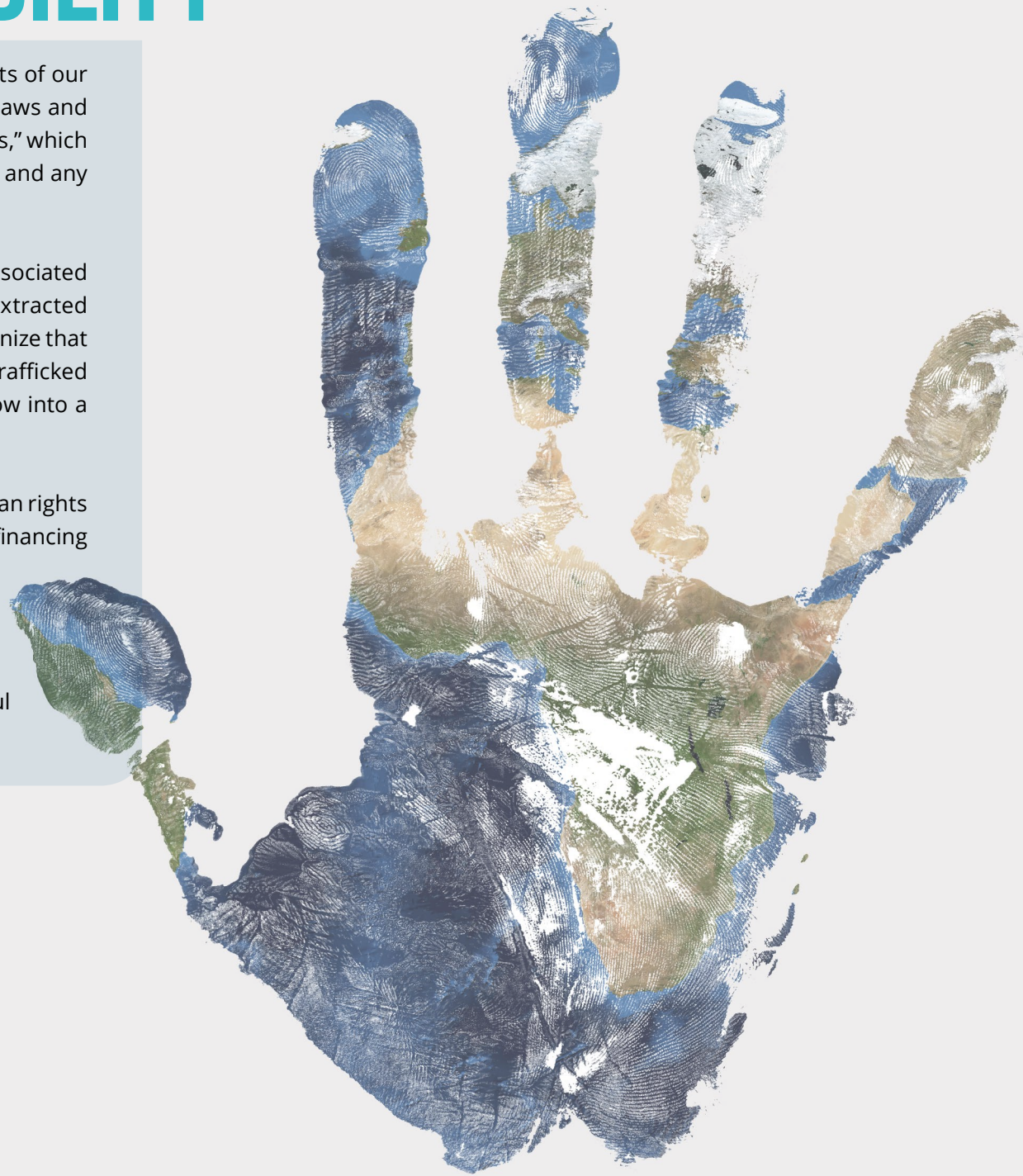


# SOCIAL RESPONSIBILITY

Cubic strives to be a good corporate citizen in all aspects of our operations and activities. This includes respecting the laws and international norms banning the use of “conflict minerals,” which are minerals obtained from certain war zones in Africa, and any form of forced or child labor in our supply chain.

We recognize that significant adverse impacts may be associated with procuring minerals or goods containing minerals extracted from conflict-affected and high-risk areas. We also recognize that vulnerable people around the world are kidnapped, trafficked and exploited for labor and other services that may flow into a global supply chain.

As a responsible corporate citizen, we must respect human rights and refrain from business actions that contribute to the financing of conflict, or which support or encourage unlawful labor practices, human trafficking or indentured servitude. We will take all reasonable steps to ensure that our supply chains are free of conflict minerals and products made by workers subject to unsafe or unlawful working conditions or terms.







# CUBIC™

## CODE OF BUSINESS CONDUCT

ACTING WITH INTEGRITY  
AROUND THE GLOBE

LEARNING&DEVELOPMENT // OCTOBER 2018