



## **ADDENDUM UNITED ARAB EMIRATES**

Our Code, as well as this Addendum, is provided as guidance in conducting your L-3 responsibilities. These documents are not intended to be all inclusive. You should seek guidance from the Legal Department if you have any questions or as conflicts arise.

The L-3 Code of Ethics and Business Conduct (“Code”) applies to everyone who does business on behalf of L-3 - employees, officers and members of our Board of Directors. It also may apply to agents, consultants, contract labor and others who act on L-3’s behalf. Above all, every L-3 employee or other representative as noted above must conduct himself or herself in an ethical manner.

Specifically, everyone who represents L-3 will ensure that:

- ✓ Ethical behavior is the foundation by which we conduct our business
- ✓ We do not take advantage, or abuse our position for personal gain or otherwise knowingly violate the law
- ✓ Our actions do not create, directly or indirectly, a conflict of interest
- ✓ We seek guidance when necessary

### **Requirements**

If you are a U.S. citizen working outside of the United States, you are required to abide by United States laws, as well as the laws and regulations of the country in which you are employed (except to the extent inconsistent with (or penalized by) U.S. law). All other individuals may or may not be subject to both U.S. and foreign laws, depending on the circumstances. In situations where you are uncertain about whether a particular law applies, consult with your Manager or the Legal Department immediately.

### **Mandatory Obligations to Disclose Certain Misconduct**

The U.S. Federal Acquisition Regulation (“FAR”) requires the mandatory disclosure of credible evidence of federal criminal law violations involving fraud, conflict of interest, bribery, or gratuity violations, as well as claims under the Civil False Claims Act, and significant overpayments. This mandatory disclosure obligation continues up through three (3) years after contract close-out. In order to comply with these obligations, all L-3 employees must immediately report any issues that could potentially constitute a violation of criminal or civil law, or significant overpayment on a U.S. Government contract or subcontract, to your responsible Ethics Officer or the Corporate Ethics Officer. You may also report these matters through the Ethics Helpline. Reporting of these matters is mandatory, although you may use the Ethics Helpline if you prefer to remain anonymous.

## **Examples of Laws Applicable to Doing Business in Abu Dhabi, United Arab Emirates**

Below are some particular laws (as amended) applicable to doing business in the United Arab Emirates (“UAE”). Please keep in mind that there are multiple sources of law applicable in the UAE, and multiple regulators. Federal UAE laws apply throughout the country, and local Emirate laws and regulations apply on an Emirate by Emirate basis. The list below is focused on examples of Federal UAE Laws, and Abu Dhabi laws as the jurisdiction of registration of L-3’s branch office. We have included laws and regulations applicable to the UAE Armed Forces as one of L-3’s key clients in the UAE. However, please remember that this list only provides examples of applicable laws, and is not an exhaustive list covering all laws that may apply to you or our business in the UAE.

In this regard, there also are special purpose regulations or restrictions that may apply to specific government entities, including the UAE Armed Forces. It is the policy of the General Headquarters of the UAE Armed Forces (“GHQ”) to prohibit foreign defense contractors from engaging agents or intermediaries for strategic military procurement contracts with GHQ. Although this policy is not to our knowledge incorporated in official laws, GHQ has issued letters that express the desire to deal directly with foreign weapons and related equipment vendors or through their respective governments (e.g., FMS contracts) without any other party acting as an agent, mediator, distributor, representative or advisor, at least with respect to strategic military procurement. The formulation of the prohibition that is most commonly referred to is a letter dated December 9, 1986 from the Deputy Supreme Commander of the UAE Armed Forces (HH Sheikh Khalifa bin Zayed Al-Nahyan, the current Ruler of Abu Dhabi and President of the UAE) to the UAE Undersecretary of the Ministry of Foreign Affairs – often referred to as the “Khalifa Directive”. Because this is an internal and discretionary policy only and is not a formal law or regulation, it is not self-executing. As a result, this intermediary prohibition is normally implemented pursuant to the relevant tender documentation, or provisions in GHQ’s procurement contracts, and/or in offset agreements with foreign contractors if applicable.

### **Key Federal UAE Laws and Regulations (as amended)**

UAE Federal Constitution of 1971 (“Constitution”)

UAE Federal Law No. 8 of 1980 Concerning Labor in the Private Sector (the “Labor Law”)

UAE Federal Law No. 6 of 1973 Regarding the Entry and Residence of Foreigners (the “Immigration Law”)

UAE Commercial Companies Law, Federal Law No. 8 of 1984 (the “Companies Law”)

UAE Federal Law No. 5 of 1985 Regarding the Civil Transactions Law (the “Civil Code”)

UAE Commercial Transactions Law, Federal Law No. 18 of 1993 (the “Commercial Code”)

UAE Civil Procedures Law, Federal Law No. 11 of 1992 (the “Civil Procedures Law”)

UAE Federal Law No. 10 of 1992 (the “Evidence Law”)

UAE Commercial Agencies Law, Federal Law No. 18 of 1981 (the "Commercial Agency Law")

UAE Federal Law No. 3 of 1987 Regarding the Penal Code (the “Penal Code”)

UAE Federal Law No. 29 of 2005 Regarding the Penal Procedures Law (the “Penal Procedures Law”)

UAE Federal Decree Law No. 11 of 2008 Concerning Human Resources in the Federal Government (the “UAE Civil Service Law”)

UAE Trademark Law, Federal Law No. 8 of 2002, which amended Federal Law No. 37 of 1992 (the “Trademark Law”)

UAE Copyright Law, Federal Law No. 7 of 2002 (the “Copyright Law”)

UAE Patent Law, Federal Law No. 17 of 2002 (the “Patent Law”)

UAE Federal Law No. 4 of 1979 Regarding the Prevention of Fraud and Deception in Commercial Transactions (“Prevention of Fraud Law”)

UAE Federal Law No. 24 of 2006 Concerning the Protection of Consumers (the “UAE Consumer Protection Law”)

UAE Federal Law No. 4 of 2012 Regarding Regulating Competition (the “Competition Law”)

UAE Federal Decree No. 85 of 2007 Concerning the Regulation Regarding the Unified Customs Law of the Cooperation Council for the Arab Gulf States (the “UAE Customs Law”)

Resolution No. 12 of 1986 of the Deputy Supreme Commander of the Armed Forces - Regulating Tenders and Auctions in the UAE Armed Forces (the “GHQ Procurement Regulations”)

UAE Federal Law No. 8 of 2006 on the Armed Forces (the “Armed Forces Law”)

UAE Federal Law No. 6 of 2004 Regarding Officers Serving in the UAE Armed Forces (the “UAE Armed Forces UAE National Officers Law”)

UAE Federal Law No. 7 of 2004 Regarding Individuals Serving in the UAE Armed Forces (the “UAE Armed Forces UAE National Personnel Law”)

Resolution No. 33 of 2005 of the Deputy Supreme Commander of the Armed Forces - Concerning Employment of Non-National Civilians in the Armed Forces (the “ UAE Armed Forces Expatriate Personnel Law“)

**Key Abu Dhabi Laws and Regulations (as amended)**

Abu Dhabi Civil Service Law No. 1 of 2006 (the “Abu Dhabi Civil Service Law”).

Abu Dhabi Law No. 6 of 2008 on Procurements, Tenders, Bids and Warehouses for the Emirate of Abu Dhabi (the “Abu Dhabi Procurement Law”)

Abu Dhabi Law No. 19 of 2005 on Ownership of Real Estate (the “Abu Dhabi Real Estate Law”)

Abu Dhabi Law No. 3 of 2005 on Registration of Real Estate (the “Abu Dhabi Real Estate Registration Law”)

Abu Dhabi Law No. 20 of 2006 Regarding Renting of Places & Regularization of the Rental Relation Between Landlords & Tenants in the Emirate of Abu Dhabi (the “Abu Dhabi Landlord Tenant Law”)

Abu Dhabi Law No. 6 of 2009 Amending Certain Provisions of the Abu Dhabi Landlord Tenant Law (the “Abu Dhabi Rent Control Law”)

Also, laws in the UAE are issued in Arabic, and Arabic is the governing language. So, the references to UAE law herein are based on unofficial English translations. Arabic legal concepts and words incorporate centuries of practice and meaning that are not revealed in literal translations, and in any event the Arabic is difficult to translate well into English. For example, since the Arabic alphabet is different from the alphabet used for English, names are often misspelled in translation as one language seeks a phonetic rendering of the other language. Thus, translations from Arabic to English and vice versa are more an art than science and some meanings can be lost in translation.

With this in mind, do not sign Arabic documents you cannot read without independent review by a colleague or advisor who reads, writes and speaks Arabic fluently. And, do not assume just because you see Arabic alongside the English that it is an accurate translation.