
Code of Ethics and Business Conduct

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Code of Ethics and Business Conduct

1. PURPOSE

MDA Ltd. (“MDA”) has adopted the Code of Ethics & Business Conduct (the “Code”) in order to:

- Promote integrity and honest and ethical conduct, including the ethical handling of actual or potential conflicts of interest;
- Promote compliance with applicable governmental laws, rules and regulations;
- Promote the protection of MDA and its subsidiaries, affiliates, partnerships and ventures (“Company”) assets, including corporate opportunities, intellectual property and confidential information;
- Promote fair dealing practices;
- Deter wrongdoing; and
- Ensure accountability for adherence to the Code.

MDA expects all Board members, directors, officers, employees, contractors, agents, and consultants (“Company Personnel”) to operate with high standards of integrity by conducting Company affairs honestly and ethically. The purpose of this Code is to guide Company Personnel on how to carry out their duties in an honest and ethical manner.

2. SCOPE

The Code applies to all Company Personnel of the Company. All officers and managers of the Company are responsible for communicating and implementing the Code within their specific areas of responsibility.

3. POLICY

3.1 We Always Act with Integrity

It is the responsibility of all Company Personnel to ensure that their behaviour and activity is consistent with the Code, Company policies, and all applicable federal, provincial, and local laws and regulations. All Company Personnel must have confidence that they can freely report concerns about compliance with or violations of legal or ethical standards, whether or not based in the Code. All Company Personnel must have confidence that their concerns will be reviewed by MDA General Counsel and objectively investigated by the appropriate internal department and/or outside specialists, if necessary, with appropriate individual and remedial action, and without fear or favour.

The Code contains information, resources and support necessary to help us each fulfill our obligation to act honestly, with integrity and in compliance at all times with the law, regulations, and policies that affect our business.

3.1.1 Company Personnel Responsibilities Under the Code

All Company Personnel, regardless of location, are expected to:

- Be familiar with this Code and follow its requirements at all times;
- Comply with all applicable governmental laws, rules and regulations when engaging in any activity on behalf of the Company;
- Be aware of and avoid any situation that could lead to inappropriate business conduct or even the appearance of inappropriate conduct;
- Comply with all Company policies and agreements; and
- At all times conduct Company business with the highest standards of ethics and integrity.

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3.1.2 Manager's Additional Responsibilities

As leaders, managers take on an added level of responsibility. Our managers are expected to create and maintain a comfortable, open work environment where everyone is safe to voice their opinions and concerns. Managers are also responsible for promptly escalating reports of suspected violations of the Code and other Company policies to the Legal or Human Resources Departments.

3.1.3 We Make Ethical Decisions

All Company Personnel have a personal responsibility to act ethically and comply with the law, the Code, and Company policies and procedures at all times, which will guide Company Personnel in ethical decision-making. We recognize that not all ethical dilemmas are easy to resolve, and it is impossible to address in this Code every situation that could possibly arise. Most situations, however, can be resolved by common sense and good judgment. Where difficult situations arise that do not have a clear resolution, Company Personnel should ask a manager or supervisor, a Company leader, or the Human Resources or Legal Departments.

3.1.4 We Respect Human Rights

The Company is committed to providing a workplace free of harassment, violence and discrimination. All Company Personnel are expected to foster a respectful work environment that adheres to the requirements of applicable human rights law and related workplace legislation, as well as the Company's policies and guidelines with respect to human rights, harassment and violence in the workplace, and occupational health and safety. The Company will not tolerate acts of discrimination based on age, ancestry, colour, race, citizenship, ethnic origin, creed, disability, family status, marital status, gender, sex, sexual orientation or any other ground of discrimination protected by law.

3.2 We Always Act with Integrity in All Business Dealings

At MDA, we frequently collaborate with our government and commercial business partners in various aspects of our operations. We earn their trust and business through the same hard work and integrity we apply to all our relationships and activities. We never seek to gain advantages through unfair, unethical or illegal business practices.

3.2.1 Fair Dealing

All Company Personnel must deal fairly with MDA's customers, suppliers, competitors, employees, and anyone else with whom they have contact within the course of performing the duties of their job. No Company Personnel may take unfair advantage of anyone through manipulation, concealment, abuse, or privileged information, misrepresentation of facts or any other unfair dealing practice.

3.3 We Comply with Laws and Regulations

All Company Personnel must comply, both in letter and spirit, with all applicable laws, rules and regulations in the jurisdictions in which the Company operates. All Company Personnel are responsible for understanding the applicable rules, and must work with the Legal Department and/or Human Resources Department to ensure compliance; ignorance of legal obligations is never an excuse or defence to misconduct.

Violations of the law can result in significant harm to the Company, including financial penalties, denial of government contracts, imprisonment for criminal misconduct, and damage to the Company's business relationships and reputation. Any questions about legal obligations or compliance should be directed to the Legal Department.

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3.4 We Properly Use Company Resources

Proper use of Company resources, including our physical assets, systems, and intellectual property, is critical to Company operations and reputational integrity. All Company assets are to be used for Company business only, although incidental personal use is permitted. Company resources are not to be used for any personal benefit or the personal benefit of anyone else, or for an improper purpose (such as sharing messages that could be construed as harassment, discrimination or disparagement of others).

The Company reserves the right to access, inspect, and disclose at any time, all aspects of those systems and networks, including, but not limited to, messages transmitted via its email, collaboration tools, cellular phones, text messages and/or voice mail system regardless of content. Where necessary to protect its employees, assets and business interests, the Company may request to search the personal property of Company Personnel located on or being removed from Company locations. Company Personnel are expected to cooperate with such requests.

3.4.1 We Protect Confidential Information

All Company Personnel share responsibility to safeguard the Company's confidential information, including proprietary information, intellectual property rights, and goodwill. We share confidential information only with authorized Company Personnel having a legitimate need to know or with third parties subject to prior approval and appropriate safeguards, such as non-disclosure agreements. To protect the Company from harm, and to maintain the value of our confidential information, it is critical that all Company Personnel follow Company policies and guidelines, and the terms and conditions of their employment-related agreements, with respect to confidential information.

3.5 We Avoid Conflicts of Interest and Disclose Potential Conflicts

3.5.1 Conflicts of Interest

All Company Personnel have an obligations to act in the best interest of the Company. Company Personnel are expected to avoid any activity or situation that creates, or appears to create, a conflict between their personal interests and the interests of the Company. Business decisions must be based on the best interests of the Company, and cannot be motivated by personal desires or relationships.

Conflicts of interest can occur if your activities or interests influence, or appear to influence, your job performance or business decisions. Company Personnel are responsible for disclosing any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest to their supervisor.

If there is any doubt as to whether a conflict of interest or a potential conflict of interest exists, or whether there may be an appearance of such a conflict of interest, you must consult with your supervisor or the Legal Department.

3.5.2 Bribes and Kickbacks

Company Personnel, and their respective family members, are prohibited from offering, giving, soliciting or receiving any form of bribe or kickback. If you or your family stand to gain personally through a Company transaction, this is prohibited, unethical, and may be illegal.

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3.5.3 Business Courtesies, Gifts and Entertainment

Company Personnel or members of their family, are not permitted to give or receive gifts, payments or other business courtesies to or from potential or current customers, resellers, agents, consultants, distributors, vendors, or any other person with the intent to influence or appear to influence any business decision.

Giving and receiving gifts or entertainment can build strong working relationships and goodwill between the Company and those with whom we do business. Any such gifts or entertainment must be reasonable, infrequent, transparent, and not given or received in consideration or expectation of any action by the recipient. All business courtesies, gifts and entertainment (whether given or received) must be recorded accurately in our books and records. It is NEVER acceptable to give or receive cash.

Any business courtesies, gifts or entertainment over \$100 in value must be immediately reported to an employee's superior or the Company's Legal or Human Resources Department, who will determine whether such business courtesy, gift or entertainment may be accepted by the recipient.

3.6 We Promptly Report Violations and Acts of Misconduct

If you have any reason to believe that a violation of this policy has occurred, please report those concerns either directly to your supervisor, manager or Human Resources Business Partner, or confidentially and anonymously through our independently administered, third party hotline service, as follows and provided by the Company's Whistleblower Policy:

- By telephone: 1-866-771-6674 (Canada and USA) or 0330 808 4790 (UK)
- Online: <http://www.clearviewconnects.com/>
- In writing: ClearView Connects
P.O. Box 11017
Toronto, Ontario
M1E 1N0

Every report will be handled promptly, discreetly, and professionally. The Company does not tolerate acts of retaliation, including demotion, discharge, discipline, discrimination, harassment, suspension or threats, against any Company Personnel who makes a good faith report of a violation or perceived violation of this Code, or any other acts of misconduct.

3.7 We will Annually Acknowledge Our Commitment To the Code

After carefully reviewing this Code, you must sign the acknowledgement attached hereto at Annex I, indicating that you have received, read, understood, and agree to comply with the Code. The acknowledgement must be returned either electronically in a manner provided for by the Company within thirty (30) calendar days of your receipt of the Code, and otherwise as required by the Company. All Company Personnel are required to annually certify compliance with the Code. The failure to certify compliance, or any false certification, even if directed by a supervisor, is grounds for disciplinary action by the Company.

3.8 Waivers of the Code

Only the Board of Directors of any Committee of the Board may, in its discretion, waive any provision of this Code for a Board Member or an executive officer. Any waiver of the Code for a Board Member or an executive officer shall be promptly disclosed as required by law. For all other waivers of the Code, the General Counsel & Vice President Legal should be consulted.

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3.9 Amendments

The Company reserves the right to, from time to time, amend the Code, at its sole discretion.

4. COMPLIANCE

All Company Personnel are required to comply with the Code, and are expected to:

1. Read and understand the Code and its application to the performance of the their business responsibilities; and
2. Behave in accordance with the Code and seek to avoid even the appearance of wrongdoing or improper behaviour.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment, and where applicable and required, reporting violations to the appropriate regulatory or criminal authorities. Any Company Personnel who observes or otherwise becomes aware of conduct that violates, or could violate the Code, must promptly report such violation or potential violation to the Company. Any Company Personnel who fails to immediately report a Code violation, or perceived violation, or who violates any aspect of the Code may be subject to disciplinary action, up to and including termination of employment.

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APPENDIX A : ANNUAL ATTESTATION

ACKNOWLEDGEMENT

I hereby acknowledge that I have received a copy of the “MDA Code of Ethics and Business Conduct” and I have read it, understood it, and agree to comply with it.

Signed: _____

Name (please print): _____

Date: _____