



**Triumph Group, Inc.**

*Code of Business Conduct*

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## **Triumph Group, Inc.**

### **To All Employees:**

At Triumph Group, we are fortunate to work for a Company where our record for solid performance is matched by our excellent reputation for integrity in all of the communities we serve.

Triumph's Code of Business Conduct is reflective of our culture and contains the business and ethical principles upon which we have built our reputation for integrity.

It is the responsibility of each of us to maintain and enhance our reputation every day — conducting our worldwide business operations with honesty, integrity, accountability and respect. Triumph's Code of Business Conduct is designed to assist each one of us in that effort. At the heart of the Code is the belief that each of us bears personal responsibility for honest and ethical conduct in the performance of our job duties.

The Code cannot address every situation that may arise as our businesses continue to grow. Accordingly, the Code provides specific ways in which Triumph employees may contact Triumph senior management for guidance or to report actual or potential violations of the Code or of any law, regulation or Company policy. Specifically, with respect to concerns over possible business accounting or financial reporting issues, employees and others with an interest in the business affairs of the Triumph Group may communicate those concerns to the Chairman of the Audit Committee of our Board of Directors as well as using the other reporting mechanisms set forth in the Code.

This Code of Business Conduct applies to all of us who represent the Company in the performance of job duties to our customers, vendors, investors and public. We all, individually, hold the good name and reputation of the Company in our hands and we must each commit to taking that responsibility seriously, and personally, in performing our job duties.

I know I can count on each of you to safeguard and sustain our fine reputation as we work as One Triumph Team. Your commitment to the ethical principles embodied in this Code of Business Conduct is deeply appreciated.

Sincerely,



Dan Crowley  
President and CEO

## I. Purpose

The Code of Business Conduct (the “Code”) is intended as a central reference to guide employees, officers and directors of Triumph Group, Inc. and its subsidiaries (“Triumph” or the “Company”) in day-to-day decision making. This Code will help Triumph employees, officers and directors recognize and approach ethical issues in performing their job duties and carrying out the Company’s business. The Code defines business procedures and practices that are consistent with our corporate values. It does not cover every situation that could arise; instead it provides guiding principles that apply to all employees, officers and directors. These guiding principles hold all of us at Triumph to the highest standards of business conduct.

Each Triumph employee, officer and director is expected to conduct the Company’s business with integrity and to comply with all applicable laws. This includes:

- Avoiding situations where personal interests are, or appear to be, in conflict with Company interests.
- Protecting and properly using Company assets, including preserving the confidentiality of non-public business information and not acting on such information for personal benefit.
- Dealing fairly and honestly with all customers, suppliers, competitors, and colleagues when performing your job duties.
- Conducting relationships with public officials and political candidates in compliance with all applicable laws, rules and regulations.
- Being honest, accurate, full, fair and understandable in all business reports, Company records and communications created as part of your job duties, including, reports and documents filed with or submitted to the Securities and Exchange Commission.

We must all strive to cultivate a Company culture of honesty and accountability in performing job duties and carrying out the Company’s business. We are all responsible for ensuring prompt and consistent action against violations of the Code. To that end, every Triumph employee, officer and director is expected to report what he or she believes, in good faith, are violations of any law, rule or regulation, the Code or any other Company policy, whether unintentional or deliberate, by any Company employee, officer or director.

Ethical business conduct is not always clear-cut. You should always consult with managers, supervisors or Triumph’s General Counsel when in doubt about the best course of action. Triumph does not permit retaliation for reports made in good faith.

Managers, supervisors, officers and directors are responsible for promoting ethical business behavior and should take steps to ensure that they:

- Encourage employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;

- Encourage employees to report violations of laws, rules, regulations or the Code to appropriate personnel; and
- Inform employees that the Company will not allow retaliation for reports made in good faith.

You have received the Company's employee handbook which sets forth additional guidelines for your conduct in performing your job duties and carrying out the Company's business.

The Company has also adopted other policies that provide guidelines for the conduct of employees in specific areas that you may be subject to that are not included in the Company's employee handbook, including, for example, the following:

- Company's Financial Policy Manual
- Company's Human Resource Policy Manual

The policies in these policy manuals are intended to supplement and not to supersede the provisions of this Code, and all employees, officers and directors are responsible for reviewing and understanding the policies listed above that are applicable to them as well as the policies contained in this Code. Both this Code and the policies located in the policy manuals may be amended or supplemented from time to time as the Company deems necessary and all employees, officers and directors will be alerted to any such amendment or supplement applicable to them.

## II. Compliance with Laws, Rules and Regulations

Triumph intends to operate its business lawfully in every respect. All employees, officers and directors must respect and obey all applicable laws, rules and regulations. All employees, officers and directors must observe the laws of the cities, states and countries in which we operate. You are not expected to know the details of the law, but you are expected to know enough to determine when to seek assistance from supervisors, managers or other appropriate personnel, including Triumph's General Counsel.

For the Company employees, officers and directors who reside and work outside of the United States, it is important to note that the references to U.S. laws, rules and regulations are intended to serve as examples. All employees, officers and directors are required to comply with laws applicable to them and are required to comply with U.S. laws, rules and regulations to the extent mandated by this Code. However, in the event a law, rule or regulation conflicts with this Code, you must comply with the local law, rule or regulation.

International Trade Controls. The Company's policy is to comply fully with the United States export and import control laws. Export control laws govern the transfer of goods, services, and technology to another country. Before you engage in any export activity, you must verify the eligibility of the shipping location and recipient and must obtain all required licenses and permits, as well as pay all proper duties. Import laws and regulations govern the importation of

goods. Such laws ensure only admissible goods enter into the importing country, and that the correct amount of duties and taxes are paid on these goods.

As a global company, we are responsible for knowing the laws that apply to us. The Company's Compliance with Export Control Regulations Policy, which is part of the Company's Human Resource Policy Manual, is incorporated by reference in and made a part of this Code. If you are unclear about any international trade laws, check with the Manager – International Trade Compliance or Legal Department for guidance.

The Company competes vigorously and lawfully to serve our customers in the competitive environment in which we operate and always acts with integrity and a spirit of fair dealing in doing so. Accordingly, all employees are required to comply with antitrust and related competition laws in jurisdictions in which we do business. These laws in the United States and other countries typically restrict and/or regulate competitive business practices in order to preserve fair, honest, and vigorous competition. Violations of these laws can result in damage to our reputation, serve monetary penalties, and criminal penalties for those involved.

It is important to collect information about our competitors to compete effectively; however, such collection must be done in a lawful and ethical manner. Employees are prohibited from engaging in illegal business practices, including entering into agreements, reaching “understandings” or exchanging information with competitors about how we do business and sharing confidential and proprietary business information with or requesting such information from competitors. In addition, pricing decisions must be made independently of our suppliers, vendors, or service providers. If you are dealing with a potential antitrust issue, seek the advice of the Legal Department.

Anti-Corruption Laws. The Company's employees, officers and directors who conduct business or reside and work outside of the United States should strictly comply with laws that govern our operations in such locations, including the Foreign Corrupt Practices Act (the “FCPA”) and similar anti-corruption laws enacted by other countries, for example, under the Organization of Economic Cooperation and Development Convention on Combating Bribery of Foreign Official and other international, anti-bribery conventions. Anti-corruption laws, in general, prohibit offering or paying anything of value — including cash, gifts, travel, lavish meals and entertainment — to any government official to influence the performance of official functions and to retain or obtain business. Government officers or employees at any level — including employees of international organizations and political parties and state-owned or state-controlled enterprises, as well as candidates for public office — may be considered “government officials.”

Specifically, the FCPA prohibits a United States citizen from engaging in certain types of activities while conducting business outside the United States. In accordance with the provisions of the FCPA, no director, officer, employee or agent of the Company shall give or offer to give, directly or indirectly, anything of value to any foreign official (including an official of any political party or candidate for any political office) for the purpose of: (a) influencing any act or decision of the recipient in his or her official capacity; (b) inducing the recipient to use his or her influence to affect any act or decision of any foreign government; or (c) inducing the recipient to do or omit to do any act in violation of

the lawful duty of such person. The FCPA provides that an individual may be fined up to \$250,000 and imprisoned for up to five years for violating the law's anti-bribery provisions and up to \$5 million and imprisonment for up to 20 years for violating of the accounting provisions. In addition, the Company could be subject to substantial monetary penalties for violations of the FCPA by its employees or agents and is prohibited from, directly or indirectly, paying the monetary fines imposed on individual violators of the law. Thus, we must ensure that our suppliers, distributors, and other business partners refrain from engaging in corrupt practices on our behalf. We cannot make any payment to a business partner, or any third party, if it will be used for a prohibited payment. As a reminder, Triumph prohibits all forms of bribery, not just bribery involving government officials.

Any employee, officer or director who is unclear about the application of the FCPA to any particular circumstance must notify Triumph's General Counsel and seek appropriate guidance prior to entering into any transactions which might cause a violation of the FCPA.

Improper Use of Inside Information. Employees, officers and directors are prohibited from using non-public material information acquired on the job to buy or sell stock or any other kind of property. "Material inside information" is information that is not generally available to the investing public and, if disclosed, would reasonably be expected to affect the price of a security or would influence your decision to buy, sell or hold a security. Some common examples of material inside information include, but are not limited to, earnings announcements and other nonpublic information about our Company's financial results, mergers, acquisitions and divestitures, pending or threatened major litigation, significant new product developments, a change in control of the Company and a change in senior management. This is improper use of material inside information and it is illegal in the United States and many other countries.

The Company's "Insider Trading Policy," which is part of the Company's employee handbook and addresses insider trading laws and how such laws apply to you, is incorporated by reference in and made a part of this Code.

Anti-trust laws. Anti-trust laws are designed to promote competition. These laws address areas such as illegal agreements between competitors aimed at preventing or restricting free competition, price fixing, and unfair trade practices. Employees are generally prohibited from:

- Making agreements or reaching understandings with competitors to set prices or terms of sale affecting price; to allocate customers, products, services or territories; or to set supply or production levels for any product or service.
- Making agreements or reaching understandings with competitors about where we or another competitor will sell or operate.
- Making agreements or reaching understandings with competitors to refrain from dealing with a particular customer or to only deal with that customer on certain terms.

To avoid even the appearance of impropriety, Company employees should not exchange pricing or other competitive information with competitors or provide such information to a trade association without prior consultation with the Legal Department. Employees must not participate in discussions with competitors about pricing, profit margins, costs, bids, terms or conditions of sale, current future sales opportunities, sales or distribution practices, or other competitive information. Employees must refrain from any discussions about market division. The fact that market allocation may result in lower costs does not justify such agreements or understandings.

### III. Protecting the Company's Proprietary Information, Trade Secrets, and Intellectual Property

Every employee is responsible for safeguarding from public disclosure Triumph's proprietary and confidential business information and trade secrets. Proprietary and confidential business information includes all non-public business information that might be of use to competitors or might be harmful to the Company or its customers if disclosed. Examples include, but are not limited to, information about the Company's products, manufacturing process, inventions, research, and new product plans; non-public Company financial data, analyses, reports, or business plans; business practices and processes; sales and marketing plans and strategies; potential acquisitions and strategic plans; vendor and supplier information; and customer contracts or pricing information. Trade secrets are valuable Company information and intellectual property used and known by the Company that may not be subject to patent, copyright, or trademark protections, but which derives economic value from not being generally known by competitors or third parties, and which Triumph takes commercially reasonable measures to protect. As an employee, you are obligated to maintain the confidentiality of any Company proprietary and confidential business information and trade secrets that comes to your attention in the course of employment. You are obligated not to disclose such information to anyone outside of the Company, except as expressly authorized by your manager or the Legal Department, or as required by law.

Among Triumph's most valuable assets is its intellectual property. Intellectual property includes materials, inventions, or ideas that are copyrighted or trademarked including the Triumph brand identity, name, and logo. Every employee has a responsibility to preserve Triumph's ownership interest in its intellectual property. Consult the Legal Department or the Marketing Department with questions or concerns about the use of Triumph's trademarks.

No employee, officer or director may disclose any attorney-client privileged information or any attorney work product without the prior written consent of the General Counsel. Proprietary or confidential business information obtained by employees, officers or directors in other capacities (including former employment) should not be used in violation of any applicable restrictions on the use of such information. Employees, officers or directors should inform the General Counsel if they are subject to any such restrictions. We also treat supplier, customer, and other third party information with the same protection that we provide Triumph's proprietary confidential business information. You must never misuse or misappropriate proprietary and confidential business information of our customers, suppliers, and other third parties. Finally, the theft or knowing receipt of stolen proprietary information is a crime in most jurisdictions.

Your responsibility for maintaining the confidentiality of proprietary and confidential business information about Triumph and its business exists not only during your employment, but also after any termination of employment. The Company reserves the right to pursue legal remedies to prevent any former employee, officer or director and/or a subsequent employer from benefiting from using confidential information about the Company in a way that is or may be detrimental to the interests of the Company. You should immediately report any disclosure or possible disclosure, or any loss of Company property or equipment containing proprietary or confidential business information to the Legal Department.

The federal Defend Trade Secrets Act of 2016 provides immunity in certain circumstances to Company employees, contractors, and consultants for limited disclosures of Company Trade Secrets. Specifically, Company employees, contractors, and consultants may disclose Trade Secrets:

(1) in confidence, either directly or indirectly, to a Federal, State, or local government official, or to an attorney, “solely for the purpose of reporting or investigating a suspected violation of law,” or

(2) “in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.”

Additionally, Company employees, contractors, and consultants who file retaliation lawsuits for reporting a suspected violation of law may also use and disclose related Trade Secrets in the following manner:

(1) the individual may disclose Trade Secret to his/her attorney, and

(2) the individual may use the information in related court proceedings, as long as the individual files documents containing the Trade Secret under seal, and does not otherwise disclose the trade secret “except pursuant to court order.”

#### IV. Reporting Violations

It is the policy of the Company to comply with and require its employees, officers and directors to comply with all applicable laws, rules and regulations, the Code and any other Company policies. The Company has established procedures that govern the process through which employees, officers, directors and others may openly, confidentially or anonymously report an actual or potential violation by another person acting on behalf of the Company of any law, rule or regulation, the Code or any other Company policy. This includes the report of information relating to accounting, internal accounting controls or auditing matters. Because these reports are essential to the effective operation of the Company, retaliation against reporting individuals is prohibited.

Our open door policy allows employees to approach any level of management with their concerns. If you are aware of or witness an actual or potential violation, you should reach out to your manager or another member of management, any member of the Legal or Human Resources Department, or the Triumph Hotline, which is described below.

Any employee who wishes to report an actual or potential violation anonymously may do so by calling the Triumph Hotline which is available on the Company's website, [www.triumphgroup.com](http://www.triumphgroup.com). All calls to the Hotline are handled in a strictly confidential manner and all callers who wish to remain anonymous shall remain anonymous. Calls to the Hotline that relate to an accounting or financial reporting irregularity are referred directly as submitted to the Chair of the Audit Committee via the General Counsel.

The Hotline functions as follows:

1. Any employee wishing to report what they believe to be an actual or potential violation of any law, rule, regulation, Company policy or this Code, including any accounting or financial reporting irregularity or problem, may call the dedicated toll-free Triumph Hotline number identified on the Company's website which is available 24 hours per day, 7 days per week. The Hotline is administered by a third party vendor with expertise in this area. The employee will be asked to record their complaint through a series of prompts and will have the opportunity to do so anonymously if desired.
2. The Company's third party vendor prepares a record of the complaint and promptly transmits the complaint to the General Counsel.
3. Each complaint is individually evaluated and the General Counsel makes a determination of action needed on each case. If the complaint deals with questionable accounting, auditing or financial reporting issues, the General Counsel shall promptly refer such complaint directly to the Chair of the Audit Committee of the Company's Board of Directors. For all other matters, the General Counsel may refer the complaint to such additional parties as may have expertise in the subject matter of the complaint. A report of each complaint and any action taken is maintained in the Company's records and a listing of complaints received will be submitted periodically, regardless of the nature of the complaint, to the Chair of the Audit Committee.

In addition to using the Hotline identified on Triumph's website, employees and others wishing to report any issue to the General Counsel may do so by calling 610-251-1000 or by writing to the following address:

Regular Mail:  
Triumph Group, Inc.  
Attention: General Counsel  
899 Cassatt Road, Suite 210  
Berwyn, PA 19312

You may also contact the General Counsel via e-mail at: [generalcounsel@triumphgroup.com](mailto:generalcounsel@triumphgroup.com).

All reports will be investigated promptly and thoroughly, consistent with applicable law and, upon the advice and approval of the Legal Department, may be

reported to the appropriate authorities. Appropriate corrective or disciplinary action for Code or other Company policy violations will be taken whenever necessary.

You should feel free to report any suspected violation of the law, the Code, or other Company policies without fear of your employment being affected. Acts of retaliation against anyone who raises a concern in good faith will not be tolerated. Any person who takes any action in retaliation against you for making a good faith report will be subject to disciplinary action, up to and including termination.

## V. Conflicts of Interest

When it comes to business decisions, our actions must be based on the best interests of our Company. We must not allow our personal activities, investments or relationships to interfere with those of Triumph. Such “conflicts of interest” must be actively avoided in order for us to continue to perform our jobs objectively and without bias.

A “conflict of interest” occurs when an individual’s private interest interferes in any way – or even appears to interfere – with the interests of the Company as identified below. Such conflicts of interest, and the appearance of conflicts, are prohibited.

Improper Personal Benefits. Conflicts of interest may arise when an employee, officer, director or a member of his or her family receive improper personal benefits as a result of his or her position in the Company. For example:

- Loans to, or guarantees of the obligations of, any employee, officer, director or a member of his or her family, may not be made without the approval of the board of directors.
- Gifts or favors from potential vendors that are inconsistent with normal business practices are prohibited. (See Part VIII below for a detailed discussion of gifts and favors.)

Ownership of Financial Interest in Other Businesses. The Company respects the rights of its employees, officers and directors to manage their affairs and investments and does not wish to impinge upon their personal lives. At the same time, employees, officers and directors should avoid situations that present a potential conflict between their financial interests and the interests of the Company. Also, they should pay proper attention to the Company’s interests. The Company’s employees, officers and directors owe the Company their loyalty and should avoid any financial interest, investment or business association that interferes with the independent exercise of sound judgment in the Company’s best interests. Also, any activities that create the appearance of such a conflict of interest should be avoided.

To attempt to be too specific involves the risk of restricting the application of the Code. However, there are obvious situations which most certainly can result in a conflict of interest: having an undisclosed financial interest in a supplier, competitor or customer by an employee or a member of the employee’s family; having an undisclosed interest in a transaction in which it is known that the Company is, or may be, interested; or the receipt of undisclosed fees, commission or other compensation from a supplier, competitor or customer of the Company.

Corporate Opportunities. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity so arises. It is improper for employees, officers and directors to take business opportunities discovered through use of corporate property, information or position for themselves personally. It is also improper for employees, officers and directors to take or use corporate property, information or position for personal financial gain.

In certain specific transactions, the improper use of Company confidential business information, property or position may be assumed and, for this reason, these situations should be avoided. For example:

- You may not appropriate, for your own advantage, any business opportunity that you discover in the course of your employment or in your capacity as a director.
- You may not directly or indirectly compete with the Company in the purchase or sale of any property, right or interest.

Outside Employment. A conflict of interest exists if your outside business or other interests adversely affect your motivation or performance. For example, outside employment may, under certain circumstances such as scheduling conflicts between your employment with the Company and an outside business, result in a conflict of interest, as could employment with or receipt of payments from a supplier, competitor or customer of the Company by employee or by a member of the employee's, officer's or director's family. You should never use any Company property, confidential, or proprietary information, or time for outside employment. To avoid potentially damaging effects on both the Company and the individual, employees, officers and directors must disclose any facts or circumstances that may involve a conflict of interest before taking action.

## VI. Disclosure and Reporting of Conflicts of Interests

If an employee, officer, director or any of his or her family members encounters a situation that involves an actual or potential conflict of interest with the Company as described above, the employee, officer or director must disclose promptly to the General Counsel the facts and circumstances of such actual or potential conflict of interest. Such disclosure can provide assistance in resolving honest doubts as to the propriety of a particular course of conduct. All information disclosed to the General Counsel will be treated on a confidential basis, except to the extent necessary to investigate and/or sanction a violation of the Code or applicable law.

The following procedures provide for disclosure of any material interest, affiliation or activity on the part of any employee, officer or director that conflicts with, is likely to conflict with or may appear to conflict with, the official duties of such employee, officer or director, the Code or any other Company policy:

1. At his or her own discretion, any employee, officer or director may consult with his or her manager or the General Counsel before entering into transactions, relationships or associations where the potential for conflict of interest exists.

2. All information disclosed to a manager or the General Counsel shall be treated on a confidential basis, except to the extent necessary for the protection of the Company's interest.
3. The General Counsel may take such action as it deems appropriate to correct any conflict of interest it finds exists. The General Counsel shall annually submit a report of his activities to the Triumph Board of Directors.

## VII. Fair Dealing, Respect for Others, and Safety

Triumph employees, officers and directors are expected to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and colleagues. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Fair Treatment and Equal Employment Opportunity. The Company's diverse workforce is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and all employment practices are based on ability and performance. The Company prohibits discrimination against any employee, officer or director or applicant, any prospective employee, officer or director on the basis of sex, race, color, age, national origin, ethnicity, religion, physical or mental disability, marital or familial status, sex (including pregnancy, childbirth, breastfeeding, or related medical condition), gender (including gender identity and gender expression), sexual orientation, transgender status, citizenship status, genetic information, military veteran status, or any other status or classification protected by applicable federal, state, and/or local laws.

### Prohibited Harassment

The Company is committed to providing a work environment free of unlawful harassment. Company policy prohibits harassment based on race, color, age, national origin, ethnicity, religion, physical or mental disability, marital or familial status, sex (including pregnancy, childbirth, breastfeeding, or related medical condition), gender (including gender identity and gender expression), sexual orientation, transgender status, citizenship status, genetic information, military or veteran status, or any other status or classification protected by applicable federal, state, and/or local laws. Harassment includes any verbal or other conduct that is offensive, bullying, intimidating or disparaging to any individual or group and is based on that individual's inclusion in a legally protected group. The Company's policy prohibiting harassment applies to all employees of the Company and prohibits unlawful harassment, whether directed to employees, applicants for employment, or other people we do business with, such as outside vendors, contractors or customers. For more information, see Triumph's Anti-Harassment Policy.

Employee Expectations. Every employee is required to abide by our policy against unlawful discrimination and prohibited harassment and to bring to the company's attention any action that does not comply with that policy or our commitment to equal employment opportunity. Supervisors and managers must be watchful for any signs that our policy is not

being followed and must report any possible violations even if there has been no complaint. The Company will investigate and respond to all reports of unlawful discrimination or prohibited harassment.

If you believe you have been subjected to discriminatory or harassing behavior, you observe such conduct, have knowledge or someone confides in you that he or she believes they have been subjected to such behavior, you must contact any of the following: your immediate supervisor or manager, any local or corporate Human Resources leader, the Legal Department, or the Triumph Hotline (see IV. Reporting Violations). Retaliation against anyone for reporting unlawful discrimination or prohibited harassment in good faith is against company policy and is prohibited.

### Workplace Safety and Health

Safety. Triumph is committed to keeping our workplaces free from hazards. We are each responsible for maintaining a safe work environment. We do this, in part, by following all safety and health rules and practices in place. When accidents or injuries occur, we have a responsibility to report them. The same applies to equipment, practices or conditions we believe are unsafe. If you suspect a potential health or safety issue, reach out to your manager or local health and safety representative, or the Human Resources Department.

We must make sure that our facilities are secure at all times. This means we allow only authorized individuals access to our worksites. If you believe that someone is attempting to improperly access a Triumph facility, contact your manager, another member of management, or security personnel immediately.

Workplace Violence. Triumph does not tolerate any type of workplace violence or bullying, (including cyberbullying) committed by or against employees, temporary employees, clients, consultants/contractors, or visitors. Employees are prohibited from making threats or engaging in violent activities. Threats or acts of violence include conduct against persons or property that is offensive or intimidating to create an objectively abusive or intimidating environment. Such prohibited conduct includes behavior in person, by telephone, mail, e-mail or any other form of communication. All acts of violence and threats of violence will be taken seriously. Your cooperation is essential to effectively maintain this policy and to help maintain a safe working environment. Do not ignore violent, threatening, harassing, intimidating or other disruptive behavior.

Employees should never take any action that might jeopardize their own safety. Any perceived threat or other knowledge of a violation of this policy should be reported immediately to Human Resources or your supervisor. In addition, any suspicious individuals or activities in the workplace should be reported immediately to Human Resources or your supervisor. If any employees should feel they are in imminent danger at any time, they are instructed to call 911 for assistance.

Substance Abuse. Triumph has vital interests in ensuring a safe, healthy, productive, and efficient working environment for our employees, visitors, customers, contractors, and the like. The unlawful or improper presence of, impairment from, or use of, drugs or alcohol in the

workplace or during the hours of employment presents a danger for everyone. To this end, Triumph strictly prohibits the use, sale, attempted sale, conveyance, distribution, manufacture, purchase, attempted purchase, possession, cultivation, and/or transfer of illegal drugs to the maximum extent allowed by applicable federal, state, and/or local law. This prohibition on illegal activity applies not only during working time, in company vehicles, and while on company-owned or occupied premises, but extends to all illegal activities involving drugs. Triumph also prohibits employees being under the influence of alcohol or illegal drugs, or the misuse of legal drugs during working time, in company vehicles, and while on company-owned or occupied premises. Employees violating this policy will be subject to appropriate disciplinary action, up to and including immediate termination. See Triumph's substance abuse policies for more information.

Respecting Human Rights. Triumph is committed to preventing practices such as forced labor and human trafficking. We will also never conduct business with any third parties who engage in human trafficking or forced labor.

Triumph provides reasonable working hours, fair compensation, and humane treatment to everyone who performs work on our behalf. We expect our customers, suppliers and other business partners to follow these same principles. In doing so, we embody the core values upon which our Company operates.

#### VIII. Acceptance or Giving of Gifts, Entertainment, Loans or Favors.

The Company will procure and provide goods and services based on service and quality. Decisions by the Company relating to the procurement and provision of goods and services should always be free from even a perception that favorable treatment was sought, received or given as the result of furnishing or receiving gifts, favors, hospitality, entertainment or other similar gratuity. The giving or receiving of anything of value to induce such decisions is prohibited. Employees, officers and directors should never accept gifts, services, travel or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their job duties. Employees, officers and directors should consult with the General Counsel if they have any questions regarding whether any gift, service, travel or entertainment is inappropriate or inconsistent with the purpose of the Code.

Giving Gifts and Favors. You may give gifts and favors to or entertain others at the Company's expense only if you are generally or specifically authorized to do so, and then only if such gifts, favors and entertainment meet all of the following criteria:

- they are consistent with accepted business practices
- they are of sufficiently limited value, and in a form that will not be construed as a bribe or pay-off, and
- they are not in contravention of applicable law and generally accepted ethical standards.

Gifts to Government Personnel. U.S. law, as well as certain state statutes, prohibit the offer, promise or gift of anything of value to an employee, agent or official of the government, whether domestic or foreign, if made with intent to influence such individual within his or her area of responsibility. The giving of gifts and favors to or the entertainment of such individuals, even when not technically prohibited by law, is strongly discouraged as a matter of Company policy, so that any appearance of impropriety may be avoided.

#### IX. Proper Use of Company Assets

All Company assets should be used for legitimate business purposes only, other than incidental personal use. Triumph employees, officers and directors share in the responsibility to protect the Company's property and ensure efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. This includes not only property specifically entrusted to you, but also property you may discover being misused by others. If you discover misuse, you should report such violation.

To prevent waste of Company assets, no employee, officer or director shall keep, sell, or give away Company property, regardless of its condition or value, without general or specific authorization. Further, no employee, officer or director shall have the right to receive or give away Company services or use Company equipment or facilities without authorization.

Information Resources. The Company's information resources, such as e-mail and the internet, are to be used for business purposes only, other than incidental personal use, such as the use of company email on non-working time (time when an employee is not performing or expected to be performing, job duties for the Company, which includes breaks, meal periods and time before and after an employee's shift) for protected concerted activities. The Company reserves the right to inspect and monitor all electronic communications involving the use of the Company's equipment, software, systems or other facilities within the confines of applicable local law. Employees, officers and directors should not have an expectation of privacy when using the Company's equipment, software, systems or other facilities.

#### X. Accurate Recording and Reporting

Triumph requires honest, accurate and timely recording and reporting of its business information. Company books, accounts, financial statements and other Company records must be maintained in full and accurate detail and must fairly reflect the Company's transactions.

The Company's books, business records and business reports must conform to the appropriate systems of internal controls, disclosure controls and other legal and regulatory requirements.

For example:

- No undisclosed or unrecorded Company funds or assets shall be established for any purpose. No false or artificial entries shall be made in any Company books or business records for any reason and no employee, officer or director shall engage in any arrangement that results in such prohibited act.

- No payment with Company funds shall be approved or made with the intention or understanding that it is to be used for any purpose other than that described by the document supporting the payment.
- Employees, officers and directors must not take any action that fraudulently influences, coerces, manipulates or misleads any independent public or certified accountant involved in an audit of Triumph.

Any employee, officer or director having information or knowledge as to a possible violation of any of the above provisions or any similar instances of non-compliance with the Code or concerns regarding questionable accounting or auditing matters shall promptly report such matter as soon as possible to the General Counsel using the contact information listed in Section IV of this Code.

Failure to comply with these guidelines is grounds for discipline.

Employees, officers and directors should also cooperate with any internal or governmental investigations of the Company. Employees, officers and directors should never destroy or alter Company documents, lie or mislead investigators or obstruct an investigation in any way.

## XI. Our Customers and Suppliers

Our Customers. We must treat our customers fairly.

Integrity in the marketplace requires each of us to treat our customers ethically, fairly, and in compliance with all applicable laws. When dealing with our customers, you should always:

- Earn their business on the basis of our superior products, customer service and competitive prices
- Present our services and products in an honest and forthright manner
- Avoid unfair or deceptive trade practices
- Communicate our programs clearly
- Deliver on your promises

Our contracts with customers must always reflect the importance and value we place on their business. All customer sales and trade spending agreements should be in writing and conform to our policies.

Our Suppliers. All interactions with our suppliers must meet our high ethical standards.

We hold our suppliers to the same standards of integrity to which we hold ourselves. An unethical or illegal act of a supplier may hurt Triumph's reputation as a world-class company,

affect our status as a government contractor, and cause a loss of goodwill in the communities we serve. Therefore, all suppliers must comply with our Supplier Code of Conduct as a condition of doing business with us. Our suppliers include any third-party vendor, consultant, contractor, service provider or supplier of raw materials, ingredients or packaging components.

If you are responsible for selecting a supplier, you should base your decision on merit, quality of service and reputation.

## XII. General Compliance

Employees, officers and directors are required to comply with the Code's guidelines.

Waivers and Changes. Any waiver of this Code for executive officers or directors may be made only by the Board upon the recommendation of the Nominating and Corporate Governance Committee. Any waiver, including implicit waivers, for executive officers, including the principal executive officer, the principal financial officer, the principal accounting officer or controller, or persons performing similar functions, or directors must be promptly disclosed to shareholders by the means required by law or stock exchange regulation. Any changes to this Code, other than technical, administrative or other non-substantive changes, shall be immediately disclosed by the means required by law or stock exchange regulation.

Availability of Code. This Code shall be available on the Company website. It shall also be available, in print, to shareholders upon request, and by any other means required by law or stock exchange regulation.

## XIII. Sanctions

Any infraction of applicable laws, rules, regulations or the ethical business standards set forth in this Code will subject an employee, officer or director to disciplinary action. Such action may include warning, reprimand, probation, suspension, reductions in salary, demotion or dismissal. In lieu of or in addition to any such disciplinary action, the Company may ask the employee, officer or director to desist from any transaction, or dissolve any relationship or association, which gives rise to the infraction. Failure to make disclosures required by this Code shall also subject an employee, officer or director to disciplinary action up to and including termination.