



STANDARDS OF BUSINESS CONDUCT



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NORTHROP GRUMMAN

Our mission at Northrop Grumman is to contribute to the defense and protection of our nation and its allies. It is impossible to accomplish this mission without a commitment to the highest standards of ethics and integrity.

This Standards of Business Conduct booklet will assist all of us in making decisions every day. It provides guidance as we strive to uphold our commitment to the Northrop Grumman Values and sends the message: We do things the right way at Northrop Grumman. We don't take short cuts.



To be sure, a booklet like this cannot cover every situation or dilemma the workplace might present. I encourage you to discuss issues and concerns with Law Department, your manager, with the law department, with your business conduct officer or to call the company OpenLine toll free at 1.800.247.4952.

Ethics and Values are central to our Northrop Grumman identity and are a ground rule in all our decisions. They are not a side issue or afterthought. They are at the heart of who we are and what we do.

Join me in demonstrating to all who have a stake in our business that integrity characterizes the culture of Northrop Grumman.

A handwritten signature in black ink that reads "Ronald D. Sugar". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Ronald D. Sugar
Chairman, Chief Executive Officer and President
Northrop Grumman Corporation

We, the women and men of Northrop Grumman, are guided by the following Values. They describe our company as we want it to be. We want our decisions and actions to demonstrate these Values. We believe that putting our Values into practice creates long-term benefits for shareholders, customers, employees, suppliers, and the communities we serve.

We take responsibility for QUALITY . . .

Our products and services will be “best in class” in terms of value received for price paid. We will deliver excellence, strive for continuous improvement and respond vigorously to change. Each of us is responsible for the quality of whatever we do.

■ deliver CUSTOMER SATISFACTION . . .

We are dedicated to satisfying our customers. We believe in respecting our customers, listening to their requests and understanding their expectations. We strive to exceed their expectations in affordability, quality and on-time delivery.

■ provide LEADERSHIP as a company and as individuals . . .

Northrop Grumman’s leadership is founded on talented employees effectively applying advanced technology, innovative manufacturing and sound business management. We add more value at lower cost with faster response. We each lead through our competence, creativity and teamwork.

■ act with INTEGRITY in all we do . . .

We are each personally accountable for the highest standards of behavior, including honesty and fairness in all aspects of our work. We fulfill our commitments as responsible citizens and employees. We will consistently treat customers and company resources with the respect they deserve.

■ value Northrop Grumman PEOPLE . . .

We treat one another with respect and take pride in the significant contributions that come from the diversity of individuals and ideas. Our continued success requires us to provide the education and development needed to help our people grow. We are committed to openness and trust in all relationships.

■ regard our SUPPLIERS as essential team members . . .

We owe our suppliers the same type of respect that we show to our customers. Our suppliers deserve fair and equitable treatment, clear agreements and honest feedback on performance. We consider our supplier’s needs in conducting all aspects of our business.

1 INTRODUCTION4

2 RELATIONSHIPS5

3 CONFLICT OF INTEREST6

4 COMPANY RESOURCES7

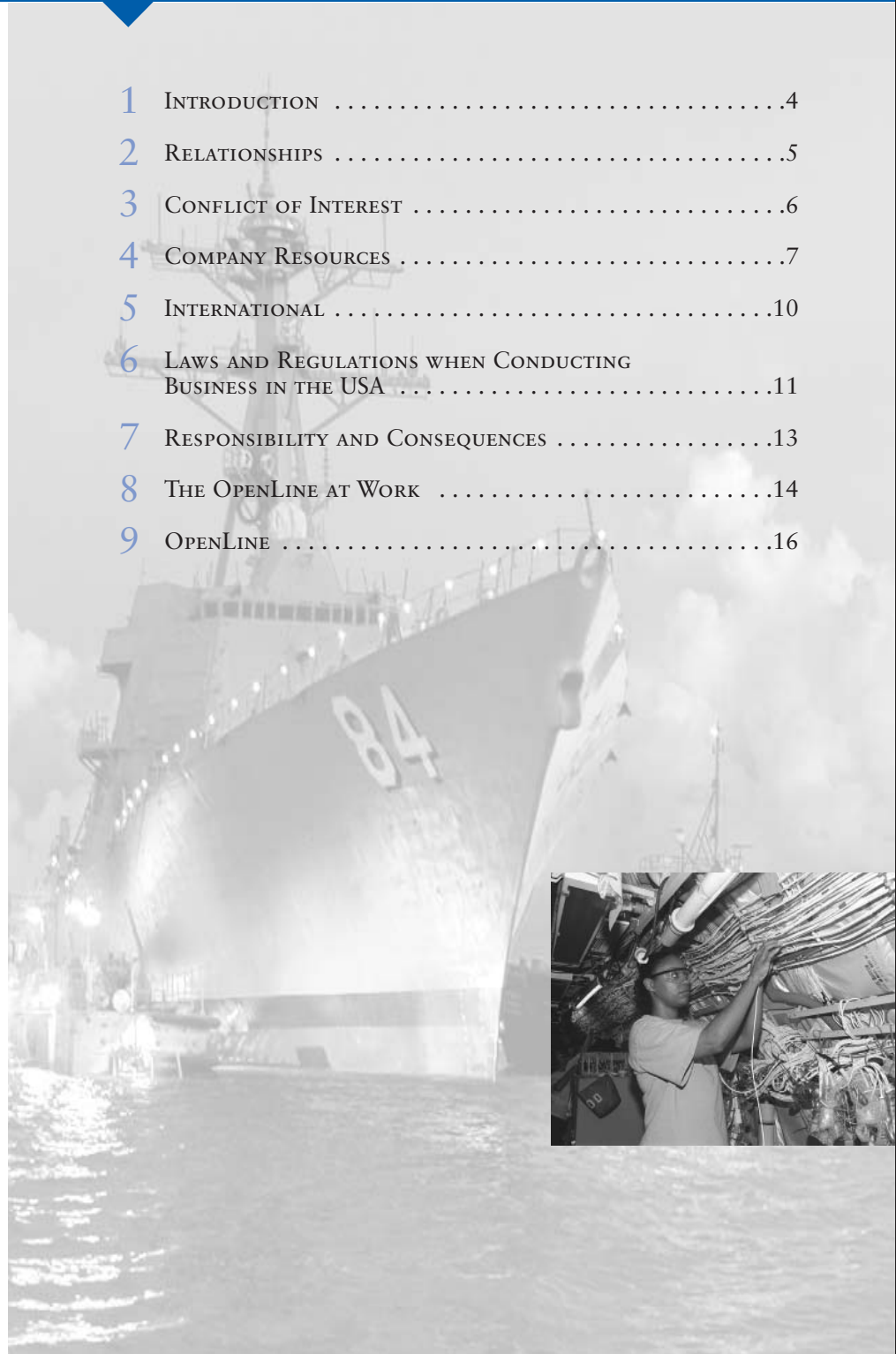
5 INTERNATIONAL10

6 LAWS AND REGULATIONS WHEN CONDUCTING BUSINESS IN THE USA11

7 RESPONSIBILITY AND CONSEQUENCES13

8 THE OPENLINE AT WORK14

9 OPENLINE16



1 INTRODUCTION

Behavior consistent with the Northrop Grumman Values and Standards of Business Conduct is one of our most important workplace responsibilities. We have set high ethical standards. Abiding by these standards and strictly observing all local national laws and regulations as well as relevant U.S. laws and regulations is not only a legal requirement but also an ethical obligation for all of us at Northrop Grumman.

This commitment applies to everyone regardless of position or level of responsibility. It also applies to non-employees who act on the Company's behalf in any capacity. All are responsible for the integrity and consequences of their actions.

Company policies, procedures and publications on ethics, as well as the ethics website, your local Business Conduct Officer (BCO) and the European OpenLine 0041 43 300 6805 can provide further information on what is expected in this area and respond to your questions.



“Ethics and Values are central to our Northrop Grumman identity. They are not a side issue or an afterthought. They are at the heart of who we are and what we do.”

Ron Sugar
Chairman, Chief Executive Officer and President
Northrop Grumman Corporation



2 RELATIONSHIPS

- a) **With Customers:** We expect our customers, both government and commercial, to select our products because of quality, service and price. We conduct our business in an open and above-board manner and we do not seek any improper influence. Our policies, procedures and practices are designed to prevent even the appearance of such influence.

All products must be exactly as specified by the customer in the contract and all testing and quality assurance steps must be followed. Any change to a contract must have the prior written approval of the contracts organisation and an authorized customer representative.



The nature of our business requires that we be especially attentive to the strict standards that government agencies have established for their employees. As a general rule, business courtesies such as gifts, entertainment, services or favors should not be offered to any actual or potential government customer or representative before consulting with your BCO. When dealing with non-government personnel in connection with government contract or subcontract activities, similar restrictions apply.

Employees should seek the advice of their manager, their BCO or the Law Department in Europe before offering reasonable promotional or marketing items to anyone.

It can be a crime to offer or give anything to a government employee because of an official act performed or to be performed. Also, offering, providing, soliciting or accepting anything of value to or from anyone in return for favorable consideration on a government contract or subcontract is a kickback or bribe and is strictly prohibited.

Finally, business courtesies offered to commercial, non-government customers must demonstrate good business judgment and be reasonable (for example not frequent or lavish), legal and offered in a manner that will not hurt Northrop Grumman's reputation for impartiality and fair dealing.

2 RELATIONSHIPS *(continued)*

- b) **With Suppliers:** Helpful, friendly, professional relationships are essential to any business. While cultivating such relationships with our suppliers, we must also maintain an honest, objective and efficient procurement process. The purchase of materials and services must be in accordance with Northrop Grumman procurement policies and procedures.

Northrop Grumman employees may not solicit or accept gifts, payment or gratuities from our suppliers. (Promotional items of nominal value may be accepted.) Any substantial financial interests in a Northrop Grumman supplier, or someone seeking to become such a supplier, must be reported to the Company.

Northrop Grumman policies in this area go beyond the law prohibiting kickbacks. We must avoid even the appearance of improper conduct in all our business dealings. Exceptions to these standards are not allowed unless specifically provided for in the company's written procedures.

3 CONFLICT OF INTEREST

Every Northrop Grumman employee occupies a position of trust. We must be particularly sensitive to any situation that might erode that trust or cause others to doubt our fairness or to question the good faith of our acts or decisions.

Situations in which personal or financial interests involving you or your immediate family conflict with Northrop Grumman responsibilities must be carefully avoided. If you have personal knowledge that any member of your family has a substantial financial interest in any firm which is supplying goods or services to Northrop Grumman or which is bidding on or proposes to do work for Northrop Grumman, you must promptly declare a potential conflict of interest. A substantial interest is defined in Corporate Procedure A201.



A conflict of interest is a situation in which employees are influenced or perceived to be influenced by personal relationships, i.e. any conflict between an employee's private interest and her/his duties, actions, loyalties with regard to the Company. A conflict exists where parties in the relationship receive or give unfair advantage or preferential treatment in order to gain a personal advantage.

Any potential situation that may bring about a conflict of interest must be avoided. You should discuss any situation that may lead to a potential conflict of interest with their supervisor or BCO.

Before serving as a consultant to, or a director, trustee, officer or employee of a company, organization or government agency that competes or deals with or is a supplier to Northrop Grumman or one which is involved in national defense work, you must obtain management's written approval.

Potential conflicts can involve customers, suppliers, present or prospective employees, shareholders or members of the communities in which we live and work. Even if you are the most conscientious person, a conflicting interest may influence you and the mere existence of that interest may cause the good faith of your acts to be questioned.

Avoiding the appearance of a conflict can be as important as avoiding an actual conflict because others tend to judge a situation by what they think it is. If you have any questions in this area, ask for help and guidance.



4 COMPANY RESOURCES

Northrop Grumman resources made available to help you do your job include time, material, facilities, equipment, information and services. These resources should only be used for authorized business purposes unless a specific exception is approved by local management.

4 COMPANY RESOURCES *(continued)*

- a) **Time:** In reporting your time electronically or otherwise, you are certifying that this record accurately reflects how your time was spent at work. Improperly charging labor or materials and falsifying timecards are strictly prohibited.

The accuracy of your input directly affects the accuracy of the data upon which our cost systems depend.

- b) **Property:** Government-owned and Company-owned equipment, including telephones, fax machines and computers should be used for authorized business purposes only. Exceptions must be specific and approved by local management. Such equipment

must never be used for purposes that are disruptive or to communicate messages which could be considered offensive or which violate company procedures in some other way.

Accountability for company-owned property means that it should be used, maintained, accounted for and, when necessary, disposed of properly as directed in company procedures. The unauthorized removal of company or government property may be considered theft.

In addition, employees should give the same respect to the resources of prospective or current customers or suppliers. Customer-owned property must be used for purposes specified in the appropriate contract requirements and government regulations.

- c) **Information:** Information, knowledge or know-how which gives a competitive advantage is considered intellectual property under U.S. laws and those of most countries. It is an asset as valuable as money, property, time or skill and must be used for authorized company business purposes only. Employees must protect Northrop Grumman proprietary or private information which can include technical designs, employee records or information learned in a partnership or team arrangement.



In conducting our business, we will not seek any information to which we are not entitled, especially that involving the integrity of any competitive bidding involving the company. We will respect copyrights and honor the licensing requirements of computer software.

Northrop Grumman Corporation is registered to protect personal data of employees in the European Union, under the Safe Harbor Principles, which we are all committed to adhere to.

Northrop Grumman employees may not use any information about the company's business for personal gain unless that information is available to the general public and the use is permitted by company procedures. The unauthorized use of such information may not only violate company procedures but may also result in violations of laws and regulations.

Northrop Grumman complies with the laws pursuant to which Government classified information is provided. All classified documents must be handled and safeguarded in strict compliance with these requirements.

- d) **Expenses:** Northrop Grumman will reimburse employees for reasonable expenses incurred in the conduct of their work. Such expenses must be permitted in company procedures and must be adequately documented.

Reports must be accurate and submitted promptly and special attention must be paid to any expenses involving business conferences or meetings with customers and suppliers.

- e) **Records:** The use, expenditure and disposal of company resources must be documented as required by company procedures. All transfers of costs for accounting purposes or any alteration of company records must be properly approved and adequately documented. Any action by an officer, manager, employee or anyone acting on the company's behalf to circumvent the company's system of internal controls or to provide misleading information on company documents is strictly prohibited.



5 INTERNATIONAL

Employees and consultants or agents representing the company abroad or working on international business should be aware that the company's Values and Standards of Conduct apply to them anywhere in the world. Less than strict adherence to laws and regulations that apply to the company's conduct of international business would be considered a compromise of our Values and Standards of Conduct.

- a) **Export Control:** These are specific laws and regulations to be followed when dealing with exports which are tangible items or items of knowledge provided to foreign persons in or out of the country of origin. Covered items or knowledge can be provided physically or materially, verbally in conversation or by telephone, or electronically by e-mail, internet, fax or by any other means. Exports require government permission in the form of a license or written approval. The license issued for a fixed period of time must be specific and identify the items, services or data to be exported.

- b) **Foreign Corrupt Practices Act:** FCPA, as it is known, is intended to prevent bribery of foreign officials by representatives of U.S. companies for the purpose of securing an improper business advantage. It prohibits the payment or offering of anything of value directly or indirectly to a foreign government official, political party, party official or candidate for the purpose of influencing an official act of the person or the government in order to obtain such an advantage.

Outside of the USA, a parallel set of requirements, have been established by the OECD. The OECD convention on Combating Bribery of Foreign Public Officials in International Business Transactions and its implementing regulations (collectively the "OECD Convention") is intended to prevent bribery of foreign officials by representatives of companies for the purpose of securing an improper business advantage. It prohibits the payment or offering of anything of value directly or indirectly to a foreign government official, political party, party official or candidate for the purpose of influencing an official act of the person or the government in order to obtain such an advantage.



- c) **Laws of other countries:** Abiding by company Values and Standards of Business Conduct and strictly observing all local national laws and regulations as well as relevant U.S. laws and regulations is not only a legal requirement but also an ethical obligation for all employees and anyone who represents the interests of Northrop Grumman anywhere in the world.

6 LAWS AND REGULATIONS WHEN CONDUCTING BUSINESS IN THE USA

The laws and regulations that govern business activities with the U. S. federal government are complex. The following summaries of some of those laws are not comprehensive. Employees should look to their sector procedures, consult their Business Conduct Officer (BCO), Law Department in Europe, website or OpenLine if they have any questions about them.

- a) **Kickback:** Directly or indirectly offering, providing, soliciting or accepting anything of value in return for favorable treatment in connection with a government contract or subcontract is a violation of company policy and federal law that may result in company discipline as well as severe civil or criminal penalties.
- b) **Insider Trading:** Persons who possess material, non-public information concerning company business or that of company suppliers or partners may not trade in Northrop Grumman securities or those of such suppliers or partners nor reveal the information to anyone until it has been effectively disclosed to the public.
- c) **Political Contributions:** The company respects the right of employees to be involved in political activity, contributing their own time and resources. Such activity, however, must not take place on company time or property nor involve the company name or resources. Laws governing contributions to local candidates vary from country to country.



6 LAWS AND REGULATIONS WHEN CONDUCTING BUSINESS IN THE USA

(continued)

- d) **Procurement Integrity:** During the conduct of a U. S. government procurement, company personnel, representatives and consultants must not solicit, obtain or disclose contractor bid and proposal information or proprietary or source selection information.
- e) **Restrictive Trade/Boycotts:** A request to participate in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in another country must be reported promptly to your sector legal counsel.
- f) **Competition Laws:** These laws prohibit and make unlawful any contract, combination or conspiracy with any competitor, potential competitor or representative of same in restraint of trade activities like price fixing, boycotts or limitation of product and sales.
- g) **Sarbanes-Oxley Act of 2002:** The Act focuses on reforming the oversight of public companies' auditing, improving the quality and transparency of their financial reporting and strengthening the independence of auditors. It seeks to promote honest and ethical conduct, sensitivity to conflict of interest and compliance with government rules and regulations.
- h) **Truth in Negotiations Act (TINA):** Employees involved in the negotiation of contracts or other business transactions related to U.S. Government procurement must ensure that all costs and pricing statements, communications and representations of fact to customer representatives are complete, current, accurate and truthful.

Employees should note that similar legislation exists in the countries outside the United States where Northrop Grumman subsidiaries operate and strictly observing these national laws is required.

7 RESPONSIBILITY AND CONSEQUENCES

- a) **Responsibility:** In addition to the Chief Executive Officer, the Chief Financial Officer and all other managers and employees, the Northrop Grumman Values and Standards of Business Conduct apply to members of the Board of Directors, consultants, agents, contract and temporary staff and anyone who represents the company in any capacity. It is the responsibility of all of these parties to comply with the standards, to seek advice and guidance when questions arise and to report violations of the Standards of Business Conduct of which they have knowledge. Employees are encouraged to raise such issues with their manager first. In the event that is not possible, contact the local Business Conduct Officer (BCO), Law Department in Europe, human resources or the Corporate, Sector or European OpenLine. The company will treat such reports as confidential. You may make an anonymous report if you desire. In any case, company policy prohibits direct or indirect retaliation on anyone reporting a violation of the Standards of Business Conduct.
- b) **Consequences:** Violation of the Standards of Business Conduct by an employee, especially those relating to our relationships with government organizations but also those related to commercial customers, is strictly prohibited and will not be tolerated.

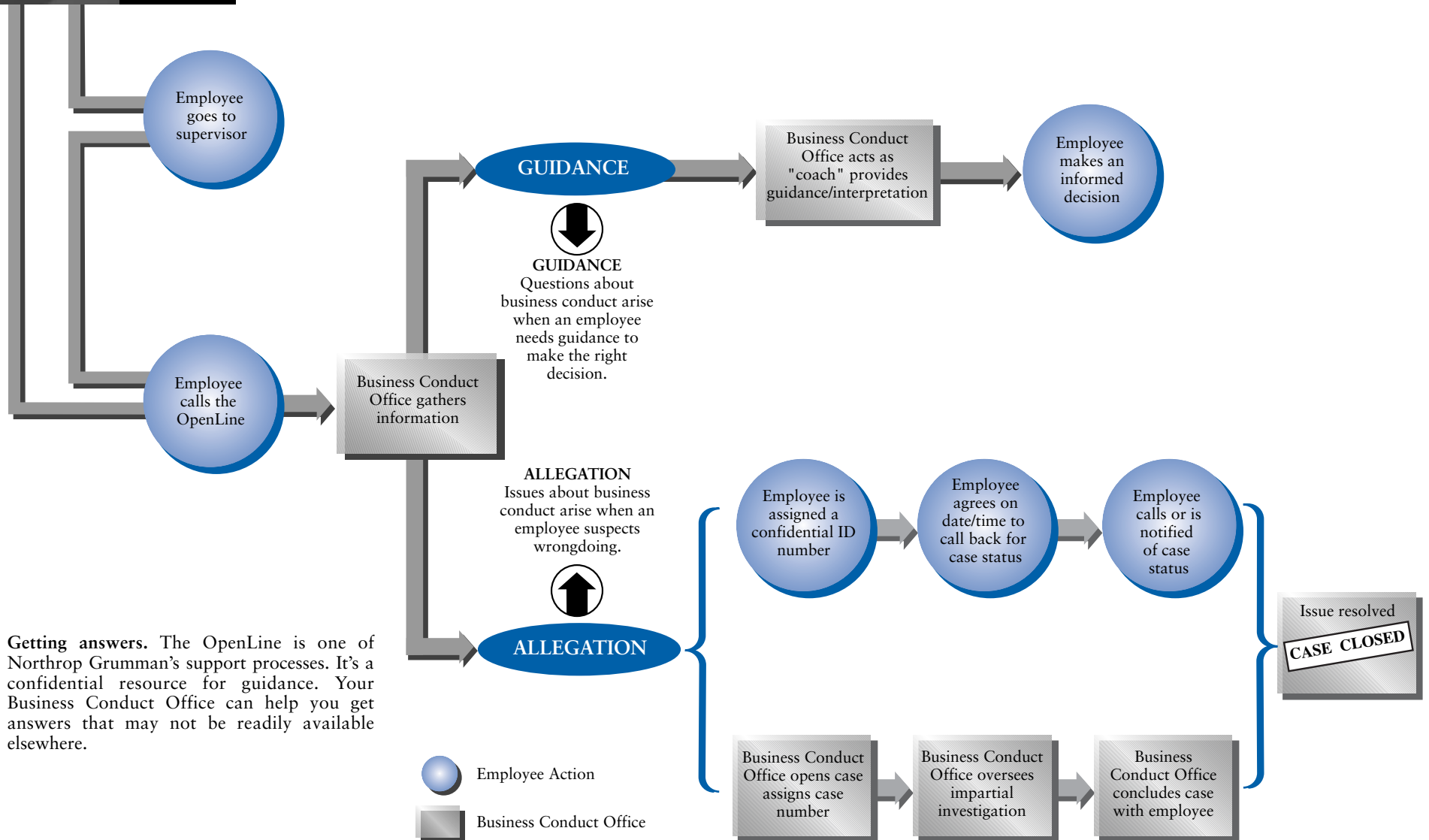
Witness of such a violation and failure to report it by an employee will not be tolerated. Inadequate supervision or lack of diligence by management related to the violation will also not be tolerated.



The right choice isn't always obvious. The OpenLine offers a confidential way to ask questions, voice concerns, or report a suspected violation of our Standards of Business Conduct.



Employee is seeking guidance or reporting allegation



9 OPENLINE

The Corporate Ethics and Business Conduct Office provides a U.S. 800 number for anyone who would like to seek guidance on an ethics or compliance issue or concern or who would like to report a violation. In Europe, that number is 0041 43 300 6805. Sectors provide OpenLines as well and employees can feel free to make a contact locally or with the Corporate Ethics and Business Conduct Office.

Give Us A Call

The Corporate Ethics and Business Conduct Office, with reporting requirements to the Compliance, Public Issues and Policy Committee of the Board of Directors, is responsible for the Northrop Grumman ethics program.



The program is administered in each Sector by a lead Business Conduct Officer (BCO) working with a Sector Ethics Committee and local BCOs.

For information on the program, contact your sector or site BCO.

■ Component Technologies	001 800 247 4952
■ Electronic Systems	001 410 765 1919
■ Information Technology	001 888 257 7258
■ Integrated Systems	001 877 901 5606
■ Newport News	001 800 423 9378
■ Ship Systems	001 800 644 2612
■ Space Technology	001 888 814 4567
■ Corporate	001 800 247 4952
■ Europe	0041 43 300 6805

Access the Ethics and Business Conduct Website

A wide variety of Ethics and Business Conduct program data and materials are available through the company Internet web site at the following URL:

<http://www.es.northropgrumman.com/ethics/default.htm>

The Sarbanes-Oxley Act of 2002 requires the Audit Committee of the Board of Directors to establish procedures to receive employees' confidential or anonymous concerns regarding questionable accounting or auditing matters. While the OpenLine is one channel for reporting already in place, any employee with a concern about a financial, accounting or auditing matter can write directly to:

Chair, Audit Committee
Northrop Grumman Board of Directors
c/o Corporate Ethics Office
1840 Century Park East
Los Angeles, CA 90067

Mail will be delivered unopened to the Chair of the Audit Committee. Concerns dealing with other than finance, accounting or audit will be returned to the Ethics Office OpenLine process.