HEICO

ANTI-BRIBERY AND CORRUPTION POLICY

A. OBJECTIVE AND SCOPE

HEICO Corporation and its subsidiaries (collectively, "HEICO" or the "Company") have been built on a foundation of ethics, honesty, and integrity. With this foundation, HEICO strives to be a trustworthy participant within its industries and throughout the world. By adopting these principles and policies, and through the dedicated work of HEICO Team Members, HEICO continues to operate in a lawful manner, protecting the ideals of integrity, maintaining ethical practices, and providing the best services and products within the confines of the law. To that end, this Anti-Bribery and Corruption Policy (this "Policy") establishes standards, practices, and guidelines, to prevent, detect, and combat Bribery and corruption across the Company's operations worldwide.

B. POLICY STATEMENT

At HEICO, we do not offer or accept Bribes, under any circumstances. This Policy applies to Team Members and Third-Party Agents performing services for or on behalf of HEICO, whether located domestically or internationally. All capitalized terms shall have the meanings set forth in this Policy.

C. COMMITMENT TO COMPLIANCE

The Company prohibits Bribes and corruption by or on behalf of any Team Member or Third-Party Agent performing services for or on behalf of HEICO and promotes compliance with all applicable Anti-Corruption Laws. In adopting this Policy, the Company affirms its commitment to (i) compliance with Anti-Corruption Laws and applicable local laws, (ii) transparency, and (iii) integrity in its operations worldwide.

This Policy is consistent with the requirements of the Company's Code of Business Conduct, and the Anti-Corruption Laws. Team Members and Third-Party Agents are prohibited from offering, accepting, and/or engaging (whether directly or indirectly) in Bribery or corruption. Under certain Anti-Corruption Laws, restrictions extend not only to Government officials, but commercial parties as well.

D. DEFINITIONS

For purposes of this Policy, the following terms shall have the meanings set forth below:

1) **Anti-Corruption Laws**: any applicable anti-corruption law that applies to HEICO's business and operations (both domestic and international). Applicable laws include, but are not limited to, the U.S. Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act of 2010, and the Organisation for Economic Co-operation and Development ("OECD") Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.

   The Anti-Corruption Laws prohibit us from, among other things, offering Anything of Value, directly or indirectly, to a Government Official for the purpose of (i) improperly influencing or inducing official action or inaction in order to obtain or retain business or (ii) securing any improper business advantage. The value of the consideration, gift, or service does not matter.

The Anti-Corruption Laws also prohibit the offer or payment of Anything of Value to a third person (including a partner or agent) while knowing (or having reason to know) that such Person will use the money to make a corrupt payment to a Government Official.

A number of the Anti-Corruption Laws also criminalize private sector or commercial bribery not involving Government Officials.

2) **Anything of Value:** cash or cash equivalents (for example, gift cards, prepaid cards, money orders, cashier's checks, etc.), securities (stock, bonds, equity, or partnership interests, etc.), offers of employment or any other tangible or intangible benefits, including, but not limited to, gifts, loans, services, vacations, meals, educational opportunities, favors, Charitable Donations, and Political Contributions.

3) **Bribe:** the giving or obtaining of an advantage or Anything of Value, whether directly or indirectly, to any Person to induce or encourage improper or unlawful conduct or to reward improper performance of an act or a decision. This also extends to the act of directing another Person, including a Team Member, to commit a Bribe.

4) **Charitable Donations:** monetary or in-kind donations made by or on behalf of the Company to support a charitable cause or organization.

5) **Compliance Officer:** the Company's Chief Compliance Officer or such other designated compliance officer from time to time.

6) **Facilitation Payment (or Grease Payment):** a type of payment in cash or in-kind (for example, liquor, cigarettes, product, or similar items that are typically small and low in value) made to Government Officials which are intended to facilitate or speed up any routine government process or action (for example, obtaining permits, licenses, customs clearance, processing visas, police protection, scheduling inspections, etc.). Facilitation Payments can be unlawful under certain Anti-Corruption Laws, even though these may be common in many countries.

7) **Government Official:** any officer or employee of any government department, agency, or instrumentality thereof (which includes a government-controlled enterprise), or of a public international organization (such as the United Nations, World Bank, World Trade Organization or World Customs Organization), or any Person acting in an official capacity or exercising a public function for or on behalf of any of the foregoing (for example, customs, immigration, police, port officials, etc.), or any political party or party official, or any candidate for political office. In some countries, a local chamber of commerce can be considered a government instrumentality.

8) **Hospitality Expenses:** gifts, meals, entertainment, concerts, sporting events, airfare, lodging, and other expenses provided by the Company to third parties for hospitality purposes.

9) **Person:** any individual, partnership, corporation, limited liability company, business trust, joint stock company, trust, unincorporated organization, joint venture, firm, or other entity.

10) **Political Contributions:** monetary or in-kind contributions made by the Company to support a political candidate, cause, or organization.

11) **Promotional Expenses:** expenses incurred by the Company to advertise the Company's products and services (for example, lunches, dinners, seminars, workshops, facility tours, branded promotional items, brochures, sponsorships, trade conferences, etc.) to customers, organizations, and third parties.

12) **Team Member:** any member of the Board of Directors, officer, senior management, or employee of the Company.

13) **Third-Party Agents:** any agent, consultant, distributors, sales representative, contractor, vendor, third-party agent, partner and/or any Person who is not a Team Member that provides services for or on behalf of the Company worldwide.

E. GENERAL GUIDELINES

1) **General Bribery Prohibitions.**

Team Members and Third-Party Agents are prohibited from, directly or indirectly, giving, promising, or offering Bribes to any Person, whether it be a Government Official, commercial party, or otherwise. Team Members and Third-Party Agents are also prohibited from requesting, agreeing to receive, or accepting Bribes from any Person, Government Official, commercial party, or otherwise.

The following are some examples of conduct prohibited under this Policy:

(a) Offering Bribes to or accepting Bribes from any Government Official, business, or Person.
(b) Offering or paying Facilitation Payments when not explicitly permitted by the applicable Anti-Corruption Law(s), such as paying a customs agent to release held goods.
(c) Offering gifts or perks to Government Officials or any third party in order to gain an advantageous outcome, such as obtaining an export license.
(d) Using sponsorships and/or Charitable Donations as a way of achieving an unlawful outcome or preferential treatment from Government Officials.

2) **Payment of Hospitality and Promotional Expenses.**

Hospitality and Promotional Expenses which are directly related to the Company's services and products and are reasonable, and generally appropriate. However, such expenses shall not be used to induce a Person to engage in improper or unlawful conduct.

Hospitality and Promotional Expenses may generally be provided by the Company if they are:

(a) Offered in good faith for a legitimate business purpose;
(b) Reasonable and proportionate in value (for example, up to $100 USD);
(c) Not made in the form of cash or cash equivalents;
(d) Offered infrequently;
(e) Lawful under applicable Anti-Corruption Laws; and
(f) Properly recorded on the Company's books and records in accordance with financial regulations and policies.

3) <u>Political Contributions and Charitable Donations</u>.
Political Contributions and Charitable Donations are considered Bribes if the intention of the contribution or donation is to induce a party to engage in improper or unlawful conduct. Any Political Contributions or Charitable Donations made with such intentions are expressly prohibited by the Company.

If a Government Official, or family member of a Government Official, requests the Company to make a Political Contribution or a Charitable Donation, the contribution or donation must be approved by the Compliance Officer or the General Counsel, with both the request and response to such request, including approvals and denials, being recorded in writing.

While Team Members are permitted to participate in causes which are not-for-profit and which are directly related to community outreach and charitable giving initiatives, all requests seeking to gather other Team Members' participation or contributions for such causes must be reviewed and approved by the applicable HEICO subsidiary Human Resources department or President.

4) <u>Acceptance of Business Courtesies from Third Parties</u>. A Team Member may not accept a business courtesy from a third party (for example, gifts, favors, meals, or other items) if it is intended to be in exchange for the Team Member to act improperly or unlawfully, or in order to secure preferential treatment.

5) <u>Third-Party Agents</u>. The Company will notify Third-Party Agents of this Policy and their obligation to comply with it and with all Anti-Corruption Laws.

(a) ***Contract Provisions.*** Team Members and Third-Party Agents shall strive to ensure that all agreements contain the Company's standard anti-corruption clause or a clause that is substantively comparable with this Policy. Third-Party Agents shall be prohibited from subcontracting Company business without first ensuring that such subcontracts require compliance with applicable laws, including Anti-Corruption Laws, in accordance with this Policy.

(b) ***Due Diligence.*** The Company will perform due diligence into and review the background, reputation, experience, and capabilities of Third-Party Agents to ensure compliance with this Policy and all applicable laws.

6) <u>Books and Records</u>. The Company's books, records, and accounts must be kept with reasonable detail and accuracy such that they reflect all transactions accurately and fairly. Team Members and Third-Party Agents shall adhere to all applicable Company regulations, policies, and procedures pertaining to the recording of business transactions in the Company's and applicable Third-Party Agents' books and records.

F. CERTIFICATION

The Company will, from time to time, require Team Members and Third-Party Agents to certify that they have reviewed this Policy, received training, and are in compliance with this Policy and applicable Anti-Corruption Laws.

G. QUESTIONS

For questions regarding this Policy or assistance in determining whether certain action is consistent with this Policy and Anti-Corruption Laws, or for specific guidance or clarification, contact the Compliance Officer or Legal Department.

H. VIOLATIONS

If applicable Anti-Corruption Laws are violated, Team Members and/or the Company may be subject to criminal penalties (fines or imprisonment) or civil sanctions (damage awards or fines). In addition to potential criminal or civil penalties, any violation of this Policy and applicable laws will be regarded as a serious matter and will result in disciplinary action by the Company against the Team Member, which may include, but is not limited to, termination of employment.

I. REPORTING AND NON-RETALIATION

Team Members and Third-Party Agents are required to report violations of applicable law and this Policy to the Compliance Officer or to *The Network* at 1-(888) 270-5942, an anonymous compliance hotline available 24 hours a day, 7 days a week, administered by a third-party provider. To the extent lawful and practical, the Company will keep reports confidential.

HEICO prohibits any kind of retaliation against anyone who, in good faith, raises a concern or reports a violation of this Policy. Nothing in this Policy prohibits Team Members or Third-Party Agents from raising concerns with appropriate government agencies.