

# GENERAL DYNAMICS

## Code of Conduct for Members of the Board of Directors

At General Dynamics Corporation (“General Dynamics” or the “Company”), our Ethos is our distinguishing moral character. It guides our behavior in all things, at all times. Following the principles of our Ethos will ensure that we live up to the high expectations we place upon ourselves, and which our customers and shareholders expect of us.

Consistent with these principles, this Code of Conduct (this “Code”) for each of us as members of the Board of Directors (the “Board”) embodies the commitment of General Dynamics to conduct its business in accordance with the very highest standards of ethical conduct and to comply with all applicable legal and regulatory requirements. As members of the Board, we agree to adhere to the policies and principles set forth in this Code.

Our obligations pursuant to this Code are in addition to our duties under applicable law. In the interest of transparency and clarity, these specific obligations mandated by our Ethos are set forth below. These obligations include:

### **1. Conflicts of Interest**

To avoid actual or perceived conflicts of interest, we will fully disclose all material facts with respect to any private interest we may have in a transaction or other matter being considered by the Board. We will also recuse ourselves from participation in any decision of the Board in which there is a conflict between our private interests and the interests of the Company.

### **2. Corporate Opportunities**

As directors, we are subject to constraints on our ability to take for our own benefit any business opportunity in the line of business of the Company that is discovered through the use of Company property or information, or by virtue of our membership on the Board. We may be permitted to pursue such an opportunity only if all material facts are disclosed to the Board, and the disinterested members of the Board determine that the Company should not pursue the opportunity and instead authorize us to do so.

We are also precluded from using General Dynamics’ property, information or position for improper personal gain, and from competing with the Company. As directors we are expected to advance the legitimate interests of the Company when the opportunity to do so arises.

### **3. Confidentiality**

We will maintain the confidentiality of information not generally known to the public and entrusted to us as directors. Such information should not be disclosed to others, except when disclosure is appropriate in light of the context or is required by law, regulation or legal process. In the event of any improper or inadvertent disclosure, we will promptly notify the Company’s General Counsel.

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## **4. Fair Dealing**

General Dynamics seeks to outperform its competition fairly and honestly. In furtherance of this objective the Board has delegated to the Chief Executive Officer of the Company and his designees broad authority to manage the Company and to interact directly with customers, suppliers, competitors and employees of the Company on the Company's behalf. In the event, however, that we do interact directly with customers, suppliers, competitors or employees of the Company on the Company's behalf, we will do so fairly, taking into account the best interests of the Company. During the course of any such interaction, we will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

## **5. Compliance with Laws, Rules and Regulations**

General Dynamics operates in a highly regulated environment. Many federal, state and foreign agencies direct how General Dynamics conducts its business. When acting on behalf of and for General Dynamics, we will comply with applicable laws, rules and regulations. We will provide prompt and full disclosure to the Company of any information necessary for the Company to comply with its obligations under applicable laws, rules and regulations, as well as the rules and regulations of private and public regulatory agencies and organizations to which the Company is subject.

The federal securities laws include a prohibition against buying or selling securities if we are aware of material, non-public information concerning the issuer of those securities. Consequently, we understand that it is a violation of this Code for any of us to buy, sell or recommend that another person buy or sell securities on the basis of material, non-public information obtained through our service on the Board.

## **6. Reporting Illegal or Unethical Behavior.**

If we learn of any violation of this Code, or any violation of laws involving the Company or any of us, as members of the Board, we will promptly report the matter to the Company's General Counsel.

## **7. Waivers of this Code.**

Any amendment or waiver of this Code may be made only by the Board or a committee of the Board that has been authorized to grant such amendments or waivers and will be publicly disclosed if required by law or stock exchange requirement.