



**BYRNA TECHNOLOGIES INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics (“Code”) of Byrna Technologies Inc. and its subsidiaries and affiliates (collectively, the “Company”) is intended to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that a registrant files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the registrant;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of violations of the Code to an appropriate person or persons identified in the code; and
- Accountability for adherence to the Code.

The Code applies to all directors, officers and employees of the Company, including the principal executive officer, principal financial officer, principal accounting officer, controller and other employee performing similar functions (collectively, “executive officers”). The Code applies to all officer and employee decisions and activities within the scope of employment, or when representing the Company in any capacity. A copy of the Code will be given to all new directors, officers and employees. Existing directors, officers and employees will be asked to review the Code annually. All directors, officers and employees should be familiar with the requirements of the Code and should encourage employees to apply the Code to their daily conduct, and seek guidance when additional information or explanation is needed.

## 1. **References**

If you need additional explanation regarding a particular provision of the Code, or if you need guidance in a specific situation, please contact your immediate supervisor. If you are uncomfortable speaking to your immediate supervisor, or if you require additional guidance after having consulted with your supervisor, you are encouraged to contact one of the following individuals:

Chief People Officer  
Sandra Driscoll  
Office: (978) 494 - 6697  
Mobile: (617) 515 - 1554  
[sandie@byrna.com](mailto:sandie@byrna.com)

Chief Financial Officer  
Lauri Kearnes  
Mobile: (603) 289-4848  
[lkearnes@byrna.com](mailto:lkearnes@byrna.com)

## 2. **Conflicts of Interest**

A conflict of interest occurs when an individual’s private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when a director, officer or employee (or member of his or her family) takes actions or has interests that could make it difficult to perform work for the Company objectively and effectively. Conflicts of interest also arise when a director, officer, or employee (or member of his or her family) receives improper personal benefits as a result of his or her position in the Company.

Whether or not a conflict of interest exists or will exist can be unclear. Persons other than directors or executive officers who have questions about a potential conflict of interest and/or who are aware of a

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potential conflict of interest should discuss the matter with, and as appropriate seek a determination and prior authorization or approval from, their supervisor, the Chief Financial Officer or the Chief People Officer. No person may authorize a conflict of interest matter or make determinations as to whether a conflict of interest exists without first obtaining written approval from the Chief Executive Officer. If the supervisor, Chief Financial Officer or Chief People Officer is involved in the potential or actual conflict, the matter should instead be discussed with the Chief Executive Officer.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest from the Audit Committee.

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

The Company is committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which it does business. All directors, officers and employees of the Company are required to comply with the requirements of this Code, all policies of the Company, and applicable laws, rules and regulations. Directors, officers and employees should educate themselves on the laws, rules and regulations that govern their work, and seek advice from supervisors, managers or other appropriate individuals at the Company.

### **4. Confidentiality and Insider Information**

In the course of performing your duties, you may develop or acquire confidential information. Confidential information includes, among other things, any non-public information concerning the Company, including its business, financial performance, results or prospects, and all non-public information that provides an advantage to the Company, or might be of use to competitors. Confidential information in any form, and regardless of how such it is obtained, must be used solely for the Company's purposes. Information reflecting favorably or adversely upon the current or future value of the business should not be used in any manner for personal gain or advantage to a third party. The obligation to keep information confidential and not use it for your own purposes extends beyond your term with the Company.

This protection regarding confidential information does not preclude releasing confidential information to attorneys, accountants and other professionals working on behalf of the Company, as well as regulatory examiners, when appropriate.

### **5. Insider Trading Policy**

The federal securities laws prohibit any director, officer or employee of the Company from purchasing or selling Company securities on the basis of material nonpublic information concerning the Company or from disclosing material nonpublic information to others who might trade on the bases of that information. Refer to the Company's Insider Trading Policy for additional information.

### **6. Gifts and Fees**

No director, officer, or employee of the Company shall accept anything of value from a customer, vendor or third party with a relationship to the Company, other than consistent with the following guidelines:

- The gift or hospitality should be nominal in value and provided infrequently;
- Consistent with acceptable business practices and permitted by law; and
- Never provide cash, a loan, or stock.

Obtain guidance and direction from the Chief Financial Officer or Chief People Officer prior to providing a gift, hospitality, favor, or any form of entertainment to a government official, due to the laws and regulations applicable to providing gifts, favors or gratuities to government officials.

Similarly, you may encounter situations where you are offered gifts or entertainment from customers or other business partners. Accepting these types of things could affect your ability to make independent and objective decisions on behalf of the Company. Prior to accepting anything from a business partner, follow these guidelines:

- Do not accept anything that makes you feel compelled to do something in return;
- Do not accept anything for awarding business to a third party;
- Ensure that someone from the third party is present when participating in a reasonably priced business meal or attending an entertainment activity; and
- Accept only gifts that are low in value, such as logo items like pens, calendars, or other small promotion items.

If you're unsure about should provide or accept, obtain guidance and direction from the Chief Financial Officer or Chief People Officer.

## **7. Corporate Opportunities**

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. All directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of corporate property, information or position, that would constitute a conflict of interest as per policy. No director, officers or employee may use corporate property, information, or position for improper personal gain or for the improper personal gain of others, and no director, officer or employee may compete with the Company.

## **8. Protection and Proper Use of Company Assets**

All directors, officers and employees should protect the Company's assets and ensure their efficient use. The Company's assets should be protected from loss, damage, theft, misuse, and waste. Company assets include your time at work and work product, as well as the Company's equipment and vehicles, computers and software, trading and bank accounts, corporate information and reputation, trademarks and name. The Company's telephone, email, voicemail and other electronic systems are primarily for business purposes. Personal communications should be kept to a minimum. Unauthorized use or distribution of corporate information would violate Company policy. It is also illegal and could result in civil or even criminal penalties.

## **9. Competition and Fair Dealing**

Each director, officer and employee should deal fairly with the Company's counterparties, suppliers, competitors and other employees. The Company seeks to outperform its competition in a fair and honest manner. No employee, officer or director should take unfair advantage of anyone through unlawful manipulation or concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

## **10. Disclosure and Accounting Practices**

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. The Company's policies are intended to promote full, fair, accurate, timely and understandable disclosure in reports and documents filed with or submitted to the SEC and the Company's public statements.

Each director, officer and employee who contributed in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained and fairly reflect in reasonable detail with financial condition and results of operations of the Company, including complying generally accepted accounting principles and the system of disclosure controls and procedures and its internal control over financial reporting established by the Company. Each director, officer and employee must cooperate fully with the Company's accounting personnel (and internal audit personnel, if applicable).

Any person who has concerns about accounting, internal accounting controls or related matters should, without fear of reprisal, report such concern director to the Chief Financial Officer, to the Audit Committee or to the Company's anonymous Whistleblower Hotline provided below.

Generally, each person is expected to report any activity which:

- he or she believes contravenes the law;
- represents a real or apparent conflict of interest or breach of this Code;
- represents a misuse of the Company's funds or assets;
- represents a danger to public health, safety, or the environment; or
- might result in a failure by the Company to provide full, fair, accurate and timely disclosure of financial results and material facts.

## **11. Reporting and Investigation**

In addition to the above, any known or suspected violation of the Code, including actions or omissions, must be promptly reported. This includes violations or possibly violations involving you, another employee (including officers) or a director. Any violation of law, rule or regulation applicable to the Company and/or corporate policy is also a violation of the Code. Violations of the Code may result in disciplinary action including, in severe situations, termination of employment.

Any known or suspected violation of the Code involving directors or executive officers should be reported to the Chair of the Audit Committee. Any known or suspected violation of the Code involving anyone other than a director or executive officer should be reported to the reporting person's supervisor, the Chief Financial Officer, or the Chief People Officer. In addition, reporting persons are encouraged to report any known or suspected violation of the Code, including concerns regarding questionable accounting, internal accounting controls or auditing matters, but contacting the Company's Whistleblower Hotline at:

Byrna Employee Hotline  
(978) 775-1270  
Byrna Phone App  
(978) 494-6697  
Email: [Employeehotline@byrna.com](mailto:Employeehotline@byrna.com)

All concerns or complaints will be promptly investigated, and appropriate action taken. After receiving a report of an alleged prohibited action, the Audit Committee, the relevant supervisor, the Chief Financial Officer or the Chief People Officer must promptly take all appropriate actions necessary to investigate.

## 12. **Enforcement**

The Company must ensure prompt and consistent action against violations of the Code. If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.

If, after investigating a report of alleged prohibited action by any other person, the relevant supervisor, Chief Financial Officer or Chief People Officer determines that a violation of this Code has occurred, the supervisor, the Chief Financial Officers or the Chief People Officer will report such determination to the Chief Executive Officer.

Upon receipt of a determination that there has been a violation of the Code, the Board of Directors or Chief Executive Officer will take such preventative or disciplinary action as it deems appropriate, including but not limited to reassignment, demotion, dismissal and, if criminal conduct or other serious violations of law has occurred, notification to appropriate authorities.

## 13. **Prohibition on Retaliation**

Company does not tolerate acts of retaliation against any, director, officer or employee who makes a good faith report of known or suspected acts of misconduct or violations of the Code. No person expressing concerns or complaints will be subject to any disciplinary or other adverse action by the Company.

## 14. **Employee Harassment and Discrimination**

The Company is committed to fair employment practices in which all individuals are treated with dignity and respect. The Company will not tolerate any type of discrimination or harassment. The Company expects that all relationships among persons in the workplace will be professional and free of bias and harassment.

## 15. **Environmental, Safety, and Occupational Health Practices**

The Company believes that sound environmental, safety and occupational health management practices are in the best interests of the Company, its employees, its stockholders and the communities in which it operates. The Company is committed to conducting its business in accordance with recognized industry standards and to meeting or exceed all applicable environmental and occupational health and safety laws and regulations.

## 16. **Waivers of the Code**

Waivers of the provisions of this Code may generally only be granted by the President and/or Chief Executive Officer. However, any waivers for directors or executive officers, may only be made by the Board of Directors, and will be disclosed to stockholders as required by applicable rules and regulations.

## 17. **Distribution and Review of the Code**

Copies of this Code may be obtained from several sources, including the Company's website, employee supervisors and any management person.

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