



PURPOSE

This Code of Business Conduct for Planate vendors and business partners contains excerpts from the specific Corporate Policies adopted by Planate that relate to the legal and ethical standards for conduct of Planate’s vendors and business partners and their staff.

It is the Company's policy to observe and comply with all Laws applicable to it or the conduct of its business wherever located, and require that its contractors comply with such laws as well. The Code of Business Conduct sets forth specific policies governing the conduct of the business of contractors with the Company. These policies were developed and are intended to be applied in good faith with reasonable business judgment to enable the contractors and the Company to achieve their operating and financial goals in compliance with all applicable Laws.

Beyond legal compliance, all contractors are expected to observe high standards of business and personal ethics in the discharge of their assigned duties and responsibilities. This requires the practice of fair dealing, honesty and integrity by such persons in every aspect of dealing with Company, the public, and governmental and regulatory authorities.

Members of contractor staff when acting on behalf of the Company shall not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair-dealing practices.

Questions regarding this policy should be sent to Planate Compliance at compliance@planate.com.

ACRONYMS, TERMS, AND DEFINITIONS

ACRONYMS / TERMS	DEFINITION
<i>Business Transaction with Foreign Official</i>	Direct business transaction with a Foreign Official, a Close Relative of a Foreign Official or an entity in which a Foreign Official or his/her Close Relative holds a financial or beneficial interest
<i>Classified Information</i>	Information the U.S. Government classifies in the basis of the Executive Order 13526 ¹ as either “Top Secret” or “Secret” or “Confidential”
<i>Close Relative of a Foreign Official</i>	Spouses, parents, spouses' parents, grandparents, children, siblings, spouses' siblings, first cousins, and other close relationships
<i>Code of Business Conduct</i>	This Code of Business Conduct
<i>Commercial sex act</i>	Any sex act on account of which anything of value is given to or received by any person
<i>Company</i>	Planate Management Group LLC, its business units, subsidiaries, affiliates, and successors

¹ <https://www.archives.gov/isoo/policy-documents/cnsi-eo.html>



Company Property or Company Asset	Company-owned or leased infrastructure, furniture and fixtures, motor vehicles, office supplies, equipment, tools, machinery, computers, software, files, and the like
Contractor	Any consultant or contractor of the Company. Whenever contractor is mentioned in the context of obligations, the term “contractor” includes contractor itself, as well as its staff members.
Controlled Unclassified Information or CUI	Information the U.S. Government, that a law, regulation, or Government-wide policy requires or permits an agency to handle using safeguarding or dissemination controls but which was not categorized as Classified Information. CUI marked as “Controlled” or “CUI”
DFARS	Defense Federal Acquisition Regulation Supplement ²
EAR	Export Administration Regulations (15 CFR 730-744) ³
Empowered Official	Empowered official of the contractor as described in ITAR par.120.25 ⁴
Export Controlled Information	Technical data that is subject to export controls pursuant to provisions of ITAR (International Traffic in Arms Regulations) or EAR (Export Administration Regulations)
FAR	Federal Acquisition Regulation ⁵
FCPA	U.S. Foreign Corrupt Practices Act ⁶
Foreign Official	Any officer or employee of a non-U.S. government or public international organization, or any department or agency of such a government or organization; officer or employee of a non-U.S. government-owned or controlled company; non-U.S. political party; non-U.S. political party official; candidate for non-U.S. political office; or anyone acting in an official capacity on behalf of any of the foregoing (whether paid or unpaid). Some examples of Foreign Officials include employees of national oil or other state-owned companies, members of royal families, employees of state-owned universities, employees of the World Bank or United Nations, and immigration and customs officials.
Fraud	Includes, but is not limited to, misappropriation of funds and other irregularities including such things as any dishonest or fraudulent act; misuse or misappropriation of funds; embezzlement; forgery or alteration of negotiable instruments such as checks and drafts; misappropriation of Company Assets; conversion to personal use of cash, securities, supplies, property, or any other Company Asset; unauthorized handling or reporting of Company transactions; and falsification of Company records or financial statements for personal or other reasons
Gift	Anything of value including meals, transportation, hospitality, and entertainment, but does not mean Political Contributions
Harassment	Includes sexual, racial, ethnic, and other forms of harassment, including harassment based upon disability. Forms of harassment include, but are not limited to, unwelcome or derogatory comments regarding a person's race, color, sex, religion, ancestry, ethnic heritage, mental or physical disability, age, appearance, or other classification protected by Law; threats of physical harm; distribution, including by e-mail or other electronic media, or display in any work area, of written or graphic material having such

² <https://www.acquisition.gov/dfars>

³ <https://www.ecfr.gov/current/title-15/subtitle-B/chapter-VII/subchapter-C>

⁴ <https://www.ecfr.gov/current/title-22/chapter-I/subchapter-M/part-120/section-120.25>

⁵ <https://www.acquisition.gov/browse/index/far>

⁶ <https://www.justice.gov/criminal-fraud/statutes-regulations>



	effects; hitting, pushing, or other aggressive physical contact, touching or threats to take such action, or inappropriate gestures.
Human trafficking	Recruitment, harboring, transportation, provision, or obtaining a person for labor or services, through the use of force, fraud, or coercion for the purpose of subjection to involuntary servitude, peonage, debt bondage, or slavery and sex trafficking.
Improper Payment	Any of the broad range of unlawful payments of money or anything of value that are usually in the nature of kickbacks, bribes, or payoffs made in order to influence favorably some decision affecting a company's business or for the personal gain of an individual. Bribes, kickbacks, and payoffs include, but are not limited to, gifts of other than nominal value; cash payments by persons who are reimbursed by contractors; the uncompensated use of contractor services, facilities, or property except as may be authorized by a contractor; and loans, loan guarantees, or other extensions of credit (except from lending institutions at prevailing rates).
ITAR	International Traffic in Arms Regulations (22 CFR 120-130) ⁷
Laws	Laws, rules, and regulations of governmental agencies and authorities.
Legal Agent	Any individual or entity acting on behalf of the Company with authority to bind the Company. An example of a Legal Agent is a person or entity that receives a formal delegation of a power of attorney from the Company.
Non-Public Information	CUI, Classified Information, PII, Procurement-Sensitive Information, Proprietary Information, and Export Controlled Information.
Partner	Any individual or entity with a financial or beneficial interest in a project-specific or permanent joint venture or other like equity investment with contractor that will engage in activities outside the U.S. and is not subject to an exception approved by the contractor; or any individual or entity in a consortium, partnership, teaming arrangement, strategic alliance, or any similar business relationship with the contractor that will engage in activities outside the U.S. and is not subject to an exception approved by the contractor.
Personally Identifiable Information or PII	Any information about an individual maintained by the contractor, including (1) any information that can be used to distinguish or trace an individual's identity, such as name, social security number, date and place of birth, mother's maiden name, or biometric records; and (2) any other information that is linked or linkable to an individual, such as medical, educational, financial, and employment information. PII usually includes name, such as full name, maiden name, mother's maiden name, or alias; personal identification number, such as social security number, passport number, driver's license number, taxpayer identification number, patient identification number, and financial account or credit card number; address information, such as street address or email address, asset information, such as Internet Protocol or Media Access Control address or other host-specific persistent static identifier that consistently links to a particular person or small, well defined group of people; telephone numbers, including mobile, business, and personal numbers; personal characteristics, including photographic image (especially of face or other distinguishing characteristic), x-rays, fingerprints, or other biometric image or template data (e.g., retina scan, voice signature, facial geometry); information identifying personally owned property, such as

⁷ <https://www.ecfr.gov/current/title-22/chapter-I/subchapter-M/>

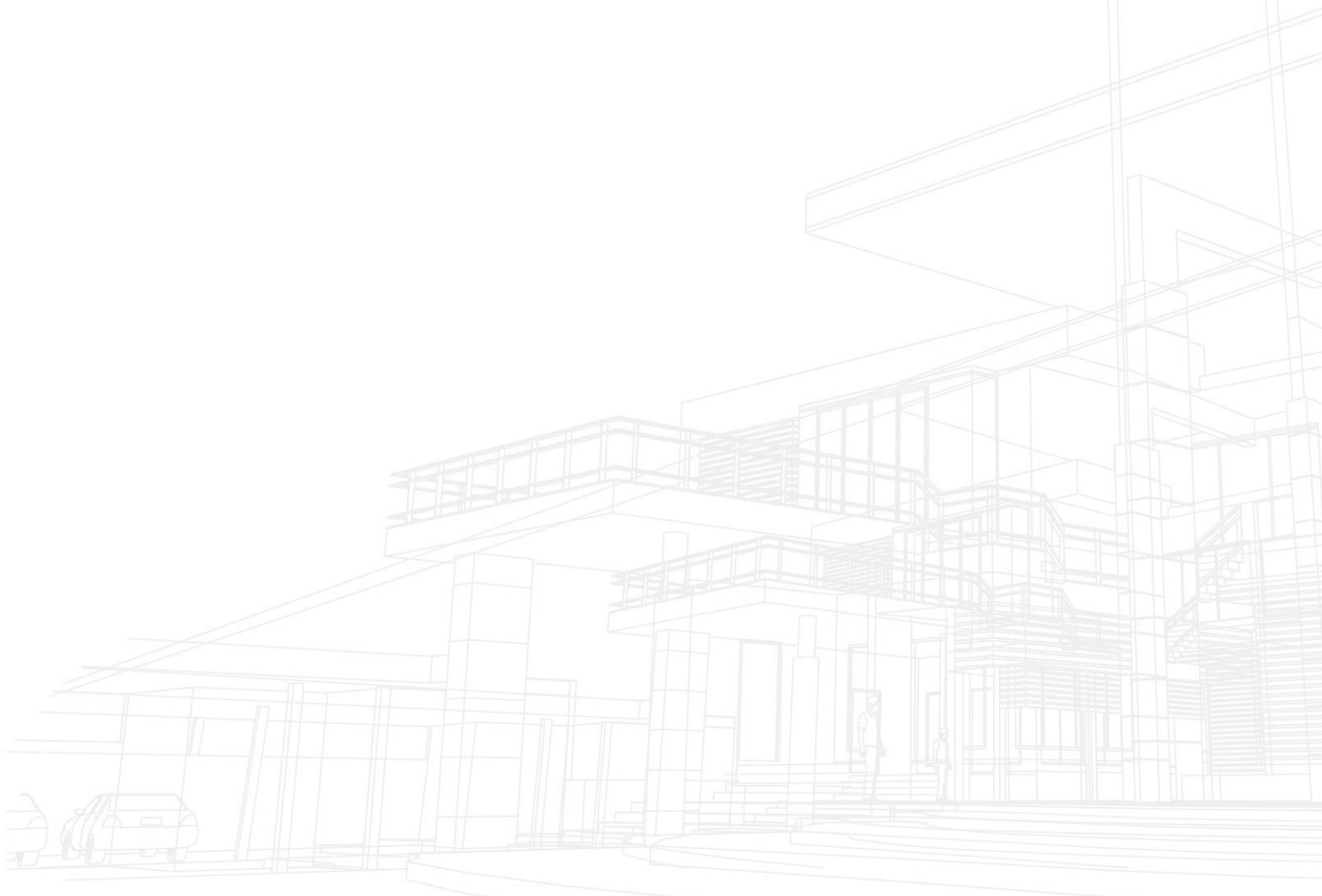


	vehicle registration number or title number and related information; information about an individual that is linked or linkable to one of the above (e.g., date of birth, place of birth, race, religion, weight, activities, geographical indicators, employment information, medical information, education information, financial information). Additional information concerning PII is available in NIST SP 800-122 ⁸
Planate	Planate Management Group LLC
Political Activities	Include but are not limited to making corporate Political Contributions, soliciting Political Contributions from individuals, or using contractor funds or resources (such as facilities or personnel); hosting fundraisers; serving as an advisor or having a formal role in a campaign, political party or political committee, or volunteering personal services during contractor business hours on behalf of a candidate campaigning for public office, a political party committee, or political committee; lobbying or seeking to influence Public Officials to take action on matters over which they have decision making authority, including attempts to influence legislation, agency rulemaking, or awarding of government contracts. Lobbying has specific definitions within a given jurisdiction; seeking, accepting, or holding any political office associated with the government, including any government board, commission, or other similar organization.
Political Contribution	Monetary or in-kind contribution to a foreign or U.S. Public Official, a foreign or U.S. federal, state, or local candidate, political party, political action committee, section 527 organization or 501(c)(4) organization.
Procurement-Sensitive Information	All information in Statements of Work (SOW), Requests for Contract (RFC), and Requests for Proposal (RFP); Responses to RFPs, including questions from potential offerors; non-public information regarding procurements; all documents, conversations, discussions, data, correspondence, electronic mail (e-mail), presentations, or any other written or verbal communication relating to, concerning, or affecting proposed or pending solicitations or awards; procurement data; contract information plans; strategies; source selection information and documentation; offerors' identities; technical and cost data; the identity of government personal involved in the acquisition; the schedule of key technical and procurement events in the award determination process; and any other information that may provide an unfair competitive advantage to a contractor or potential contractor if improperly disclosed to them, or any of their employees.
Prohibited substances	Include illegal drugs, alcohol, or prescription drugs not taken in accordance with a prescription given to the person.
Proprietary Information	Any information concerning business of a person or a company which is limited in circulation, is not available (or accessible) to the general public, and is marked or stipulated as Proprietary Information by the person/company from whom such information originates. Proprietary Information may be marked differently by each person/company from whom such information originates.
Public Official	Elected or appointed federal, state, or local government official and his or her employees
Staff Member	Any employee, officer, director, or independent contractor of the contractor

⁸ <https://nvlpubs.nist.gov/nistpubs/Legacy/SP/nistspecialpublication800-122.pdf>



Third Party	Any individual not employed by or entity not owned, even in part, by the Company, retained by the Company to provide services, or engage in business activities on behalf of the Company and whose activities are wholly or partly outside the U.S., including but not limited to commercial agents, sponsors, advisors, consultants, contractors, subcontractors, and other service providers
U.S.	The United States of America





1. U.S. Government Contracting

- 1.1. Contractors will comply with all applicable regulations applicable to U.S. governmental contracts.
- 1.2. All contractors involved in the performance of work under U.S. governmental contracts must conduct trainings to ensure that their staff is adequately informed and sufficiently trained in the policies and practices contained in this Code of Business Conduct and other Company policies specifically relating to government contracting.
- 1.3. Contractors shall take appropriate, timely action to correct any violations of U.S. governmental standards.
- 1.4. When cost and pricing data are required to be submitted by contractors for providing services under U.S. governmental contracts, the cost and pricing data must be current, accurate, and complete at the time of submission. All costs are to be properly recorded, documented, and retained in compliance with U.S. federal procurement regulations.
- 1.5. Many U.S. governmental projects in which the Company participates may involve classified or proprietary materials or information. In these projects, contractors will comply with all U.S. government security regulations in order to prevent unauthorized access, distribution, or use of any classified information.
- 1.6. Contractors will comply with applicable U.S. federal statutes and regulations governing the employment of former U.S. military, Department of Defense, or other federal employees. When contractors shall contemplate hiring a former U.S. governmental employee or engaging the employee as a consultant to provide services to the Company, the responsible contractor managers ensure that this is done based on proper lawful procedures that must be observed.
- 1.7. Some federal statutes and regulations require reporting suspected violations of certain federal laws. Contractors must comply with any such applicable laws and regulations.

2. Anti-Corruption Ethics Policy

- 2.1. Contractors shall refrain from making, offering, or promising to make or authorizing the making of any Improper Payments, and require that all transactions are executed, and access to assets is permitted, only in accordance with management's authorization. All contractor staff should at all times be aware that Improper Payments are illegal and unethical.
- 2.2. Contractors must follow all U.S. federal and state laws regulating Political Contributions, Political Activities, and Gifts in order to prevent improper influencing of Public Officials.
- 2.3. Contractors must follow FCPA and similar laws of other countries that prohibit bribing foreign political parties, foreign political party officials, and candidates for foreign political office, among others.
- 2.4. Contractors must conduct their international and U.S. business in compliance with all applicable Laws and in accordance with ethical standards.
- 2.5. Contractors must avoid paying, offering, promising, or authorizing any Improper Payment to any third parties in any country.
- 2.6. Contractors and their staff will not make "facilitating" or expediting payments to expedite or to secure the performance of non-discretionary routine governmental action by a Public/Foreign Official, except in accordance with FCPA and this Policy.
- 2.7. Contractors are prohibited from receiving, directly or indirectly, from third parties anything of a significant value in connection with a transaction entered into by the Company.
- 2.8. FCPA prohibits companies and individuals from corruptly offering, promising, authorizing, or giving anything of value to a Foreign Official for the purpose of influencing any act or decision of such Foreign Official in his or her official capacity or in violation of his or her lawful duties in order to secure any improper advantage in order to obtain or retain business or direct business to any person. Because many improper payments are made through



intermediaries rather than staff of contractors that desire the business or advantage, the FCPA also prohibits the offering or paying of anything of value to any person if it is known that all or part of the payment will be offered, given, or promised to a Foreign Official for the improper purposes discussed above. Any payment to a Foreign Official, including excessive entertainment, travel, gifts, of significant value could be considered as a payment of something of value to obtain or retain business or unduly influence some behavior in favor of contractor or the Company and therefore could be a violation of the FCPA or other applicable anti-corruption law. Accordingly, extravagant or frequent business courtesies of contractors when providing services to the Company are prohibited.

2.9. Business Transactions with Foreign Officials (including Close Relatives of Foreign Officials) can also pose a risk of liability under the FCPA or other applicable anti-corruption law if the Foreign Official is in a position to favorably impact, contractor's or Company's business and the contractor or the Company does not either pay or receive fair market value for goods or services provided or received by the Foreign Official. The Foreign Official could be a customer, landlord, or other type of vendor. Such Business Transactions with Foreign Officials must be reviewed and approved in order to ensure that the transaction is permitted by all applicable law.

2.10. Facilitation payments are unofficial, improper, small payments made to secure or expedite the performance of a routine action to which the contractor or the Company are entitled. Recognizing that facilitation payments are prohibited under the anti-bribery laws of most countries, the Company strictly forbids such payments to be made by contractors, regardless of who proposes such payments. If any contractor staff member suspects that a proposed payment or part of the payment by the contractor or the Company is intended to be used a facilitation payment, such person must report this immediately to the contractor, which in turn must conduct an investigation concerning the nature of the prospective payment before completing it.

2.11. In all cases when any payment to secure or expedite the performance of a routine action is requested and legal reasons for such payment are provided, it should be made officially, with all records provided, so that contractors may store them and account for such payments in books and accounting records.

2.12. Contractor staff should be aware of bribery and corruption "red flag" circumstances that may indicate corruption. Although the presence of a red flag does not mean that a bribe already has been or will be paid or offered to be paid, it does require a greater level of scrutiny and the implementation of safeguards against a violation of the anti-corruption legislation. The following is a non-exclusive list of some of the red flags that can arise: business in an industry with a reputation for bribery or corruption; transaction involves a Foreign Official; request by the customer or Partner for an increase in price, rather than a discount, for matters unrelated to a change in contract specifications or requirements, during sale negotiations; request by the customer or Partner for an unusual transaction structure, inclusion of incorrect or unnecessary cost items or false documentation; other than as provided for in the governing contract, a request by the Partner for payment "up-front" or before completion of a project, or for an increase in compensation during the life of a project; unnecessary third parties or multiple Partners performing similar functions; demand or strong suggestion by a customer that the contractor retains a particular Partner; requests that payments be made in a different country to that where the Partner resides or where the Partner provides services, to a third party, to a foreign bank account, or in cash or other untraceable funds; requests for unusually large payments, or payments that appear excessive in relation to the service to be rendered; cash payments to Partners; requests for reimbursement of poorly documented expenses; incomplete or inaccurate information in required disclosures made by the Partner or requests by the Partner



for false invoices or other documentation; the Partner expresses a desire to keep its representation of contractor or the terms of its retention secret; refusal to certify compliance with the local anti-corruption legislation; unreasonable refusal to provide information requested during a due diligence review process; the Partner is owned by or employs a Foreign Official; or one or more principals of the Partner are Close Relatives of a Foreign Official.

- 2.13. Contractors must prohibit the offer or receipt of gifts, hospitality, or expenses whenever such arrangements would be in violation of FCPA and applicable local law or could influence or reasonably be perceived to influence the outcome of business transactions.
- 2.14. Contractors must ensure that charitable, political and campaign contributions and sponsorships are made in compliance with the applicable laws and are not used as a subterfuge for bribery.
- 2.15. Contractors should avoid dealing with any persons known or reasonably suspected to be engaging in corruption and should perform due diligence checks before engaging such persons to provide services that may be related to the projects of the Company.
- 2.16. Contractor staff responsible for working with Partners under the Company projects should ensure that all transactions are accurately, transparently, and timely recorded in contractor's books and records with sufficient detail and documentation to support the transactions, and all financial transactions for which such staff is responsible are adequately identified and properly and fairly recorded in appropriate books and accounting records available for inspection by the Company, as well as by the auditors; there are no "off the books" or secret accounts and no documents may be issued which do not fairly and accurately record the transactions to which they relate; there is no recording of non-existent expenditures or of liabilities with incorrect identification of their objects or of unusual transactions which do not have a genuine, legitimate purpose; cash payments or payments in kind are monitored in order to avoid that they are

used as substitutes for bribes; only small cash payments made from petty cash or in countries or locations where there is no working banking system should be permitted; no bookkeeping or other relevant documents are intentionally destroyed earlier than required by law; independent systems of auditing are in place, whether through internal or external auditors, designed to bring to light any transactions which contravene this Policy or applicable accounting rules and which provide for appropriate corrective action if the case arises; all provisions of national tax laws and regulations are complied with, including those prohibiting the deduction of any form of bribe payment from taxable income.

- 2.17. Contractors shall implement processes, procedures, and internal controls to promptly detect, report, and investigate any non-compliance with FCPA or contractor anti-corruption policies.
- 2.18. Contractors shall train staff to comply with FCPA requirements and ensure that staff providing services to the Company on projects that may be subject to FCPA are aware of this policy.
- 2.19. Contractors shall notify the Company within 24 hours after any suspected breach of this policy if the breach concerns or may affect any projects of the Company.
- 2.20. Contractors shall require all subcontractors to comply with this policy and internal contractor anti-corruption policies.

3. Export Control Policy

- 3.1. Contractors providing services to the Company that involve export of ITAR/EAR controlled items shall follow U.S. export controls and maintain the policies, procedures, and key administrators responsible for ensuring compliance with U.S. export controls laws and regulations.
- 3.2. Contractors shall complete export control analysis when providing services to the Company involving export of ITAR/EAR controlled items.



- 3.3. Contractor staff members may observe or access the controlled goods/technologies after being briefed by contractors on the procedures authorized under the ITAR/EAR Compliance Program and certifying their agreement to comply with all security measures outlined in the ITAR/EAR Compliance Program.
- 3.4. If a project is export-controlled and a license is needed to involve a foreign national, only an Empowered Official may apply for an export license to allow the disclosure of information to foreign nationals. Each foreign contractor staff member must be specifically licensed for each controlled project and ITAR/EAR control plan must be implemented.
- 3.5. For contractor staff providing services to the Company under ITAR controlled project, all travel to proscribed countries (section 126.1 of the ITAR) must be vetted by the Empowered Official if the contractor and no technical data may be taken out of the country to these destinations. Moreover, if such staff members plan to travel to destinations not outlined in section 126.1 of the ITAR, such staff members are required to work with the Empowered Official to obtain travel authorization if the staff member travels abroad with technical data, information, software, or hardware.
- 3.6. Contractors shall not export any ITAR data on permanent or temporary basis outside of the U.S without valid government authorization.
- 3.7. Any contractor staff member participating in a project intending to travel or transmit controlled data outside the U.S. should first consult with the Empowered Official to determine licensing requirements. All exceptions or exemptions must be documented, and the record maintained for at least five years after the termination of the project or the travel return date.
- 3.8. Contractors train all staff members involved in ITAR/EAR controlled projects.
- 3.9. Contractors shall immediately notify the Company about any suspected violations of ITAR/EAR or this Policy by contractor staff involved in providing services to the Company, and shall follow all instructions of the Company after that.
- 3.10. Contractors engaged in providing the services to

the Company that require export of EAR/ITAR controlled items shall establish a full ITAR/EAR Compliance Program with all the necessary procedures for working on projects involving ITAR/EAR control.

4. Non-Public Information

- 4.1. In carrying out services for the Company, contractors often learn or are provided with confidential, proprietary, or otherwise limited in circulation information about the Company, its customers, suppliers, or joint venture partners, U.S. Government or other governments (Non-Public Information). This Policy prohibits the unauthorized disclosure or use of such Non-Public Information.
- 4.2. Contractors shall ensure that no staff member or subcontractors entrusted with or otherwise knowledgeable about Non-Public Information provided by or via the Company may disclose or use that information outside contractors or for personal gain, either during or after employment or other service to contractors, without the valid and proper written contractor authorization to do so given by a person with the authority to release Non-Public Information.
- 4.3. Any Non-Public Information shall be requested by contractors from the Company strictly on the need-to-know basis for the duration of the need to know, that is, it will not be collected or distributed without specific reason related to the activities of the Company and contractor.
- 4.4. Contractors shall implement system of marking Non-Public Information received from or via the Company or provided to the Company in order to ensure that such information is clearly marked as Non-Public.
- 4.5. Contractors shall ensure that only authorized representatives of contractors may request, receive, or send Non-Public information from, via, or to the Company.
- 4.6. Contractors shall store, process, and transmit any Company-provided information marked as CUI, Classified, or Export Controlled in accordance with the applicable U.S.



Government and local government cybersecurity regulations.

- 4.7. Contractors shall ensure that staff gains access to Non-Public Information provided by the Company, only after completing such procedures as obtaining internal or external clearance; signing nondisclosure agreements; training on the proper safeguarding of CUI, Procurement-Sensitive Information, Proprietary Information, or PII; complying with requirements outlined in U.S. government regulations (including, but not limited to, regulations pertaining citizenship or residency status of information users).
- 4.8. Contractors must implement and maintain an Information Security policy outlining rights and obligations of contractors in securing Confidential or any other information.
- 4.9. Contractors shall implement and maintain a Company System Security Plan compliant with requirements of DFARS 252.204-7012⁹ and NIST SP 800-171,¹⁰ outlining measures to ensure security of Company's computer systems.
- 4.10. Contractors shall notify the Company within 24 hours after any loss, compromise, or suspected compromise of Non-Public Information received from the Company or related to the services provided by contractors.

5. Conflicts of Interest

- 5.1. While providing services to the Company, contractors shall avoid conflicts of interest influencing such services, unless specifically approved by the Company.
- 5.2. Contractors shall require staff to be honest and ethical in the handling of actual or apparent conflicts of interest between personal and business relationships. The minimum standard is that required by law.
- 5.3. Contractors shall promptly notify the Company about any potential conflicts of interest that may influence provision of services to the Company.
- 5.4. Conflicts of interest shall always be presumed if a member of contractor's staff, or any other person

having a close personal relationship with the member of contractor's staff (this includes such staff member's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, any person living in the same home with the staff member or any business associate of the staff member) obtains a significant financial or other beneficial interest in one of the Company's suppliers, customers, or competitors without first notifying the contractor and the Company; engages in a significant personal business transaction involving the Company for profit or gain, unless such transaction has first been approved in writing by the contractor; accepts money, gifts of other than nominal value, excessive hospitality, loans, guarantees of obligations, or other special treatment from any supplier, customer, or competitor of the Company (loans from lending institutions at prevailing interest rates are excluded); participates in any sale, loan, or gift of Company property without obtaining written approval from the contractor; learns of a business opportunity through association with the Company and discloses it to a third party or invests in or takes the opportunity personally without first offering it to the Company; uses Company property, information, or position for personal gain; competes with the Company; or engages a significant amount of time in an outside business or other transaction or activity that diverts attention from the execution of responsibilities to the Company during normal working hours.

6. Equal Employment Opportunity

- 6.1. In hiring and promotion policies, contractors shall be committed to providing equal opportunity to all qualified individuals, and should endeavor to create a workforce that is a reflection of the

⁹<https://www.acq.osd.mil/dpap/dars/dfars/html/current/252204.htm>

¹⁰ <https://csrc.nist.gov/publications/detail/sp/800-171/rev-2/final>



diverse population of the communities in which it operates.

- 6.2. Contractors should, in all their operations and employment practices, comply with applicable Law governing equal employment opportunities to ensure that there is no unlawful discrimination against any employees, subcontractors, or applicants.
- 6.3. With respect to operations governed by U.S. Law, this policy relates to all phases of employment, including without limitation, recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social, and recreational programs and the use of contractor or Company facilities. It covers all other staff actions in all job categories and at all levels, including employment of qualified disabled individuals, disabled veterans, and protected veterans. It is intended to provide contractor staff with a working environment free of discrimination, harassment, intimidation, or coercion relating directly or indirectly to race, color, religion, disability, sex, sexual orientation, and gender identity or expression, age, national origin, veteran's status, or genetic information.
- 6.4. Contractors should conduct periodic reviews of personnel practices and actions to ensure compliance with the Law in this vitally important area of management responsibility.

7. Harassment

- 7.1. While providing services for the Company, contractors shall ensure that all employees and contractors are treated with dignity and respect.
- 7.2. Contractors must provide a work environment which is free from harassment and prohibit all forms of harassment of its staff and contractors by other staff.
- 7.3. Contractors must implement a policy under which harassment would be considered a serious act of misconduct subjected to disciplinary action including immediate discharge.

¹¹ <https://obamawhitehouse.archives.gov/the-press-office/2012/09/25/executive-order-strengthening-protections-against-trafficking-persons-fe>

8. Policy on Combating Trafficking in Persons

- 8.1. Contractors must comply with the Executive Order 13627,¹¹ as well as the FAR, Ending Trafficking in Persons (48 CFR Parts 1, 2, 9, 12, 22, 42, and 52) and: Further Implementation of Trafficking in Persons Policy (48 CFR Parts 203, 204, 212, 222, and 252).
- 8.2. Contractors must have a zero-tolerance policy regarding engaging in any severe form of trafficking in persons, to include sex trafficking or the recruitment, harboring, transportation, provision, or obtaining of a person for labor or services through the use of force, fraud, or coercion.
- 8.3. While providing services for the Company, contractor staff shall comply with the provisions contained in FAR, DFARS, Executive Order 13627, and implementing regulations.
- 8.4. Contractors and their subcontractors directly engaged in the performance of work on a government contract, who have "other than a minimal impact or involvement in contract performance" are prohibited from engaging in severe forms (i.e., using force, fraud, or coercion) of trafficking in persons during the period of performance of a contract; procuring commercial sex acts during the period of performance of a contract; using forced labor in the performance of a contract; destroying, concealing, confiscating, or otherwise denying access by an employee to the employee's identity or immigration documents, such as passports or driver licenses, regardless of issuing authority; using misleading or fraudulent recruiting practices during the recruitment of employees or offering of employment, such as failing to disclose, in a format and language accessible to the worker, basic information or making material misrepresentations during the recruitment of



employees and contractors regarding the key terms and conditions of employment, including wages and fringe benefits, the location of work, the living conditions, housing and associated costs (if employer or agent provided or arranged), any significant costs to be charged to the employee or contractor, and, if applicable, the hazardous nature of the work; using recruiters that do not comply with the local labor laws of the country in which the recruiting takes place; charging employee's recruitment fees; failing to provide return transportation or pay for the cost of return transportation upon the end of employment, for an employee or contractor who was not a national of the country in which the work is taking place and who was brought into that country for the purposes of working on a U.S. Government contract, subcontract, or portion(s) of contracts or subcontracts performed outside the U.S.; failing to provide return transportation or pay for the costs of return transportation upon the end of employment, for an employee or contractor who is not a U.S. national and who was brought into the U.S. for the purpose of working on a U.S. Government contract or subcontract, if the payment of such costs is required under existing temporary worker programs or pursuant to a written agreement with the employee or contractor for portions of contracts and subcontracts performed inside the U.S.; providing or arranging housing that fails to meet the host country housing and safety standards; and if required by law or contract, failing to provide an employment contract, recruitment agreement, or other required work document in writing in a language the employee or contractor understands. If the employee must relocate to perform the work, the work document shall be provided to the employee or contractor at least five days prior to the employee or contractor relocating.

8.5. Contractors shall train their staff to identify and report human trafficking.

8.6. Contractors shall maintain Combating Trafficking in Persons Compliance Plans for all contracts that meet the criteria stipulated by FAR 52.222-50,¹².

8.7. Contractors shall ensure that their staff may report, without fear of retaliation, any activity that violates the FAR, DFARS, the Executive Order 13627, or this policy to their management or to the Global Human Trafficking Hotline **1-844-888-FREE** or at help@befree.org.

9. Drug-Free Workplace

9.1. Contractor must implement policies that explicitly prohibit their staff and subcontractors:

9.2. Use, possession, solicitation for, sale of, or being impaired or under the influence of Prohibited Substances without a prescription on Company, contractor, or customer premises or while performing an assignment for the Company.

9.3. Being impaired or under the influence of legal drugs or Prohibited Substances away from the Company, contractor, or customer premises, if such impairment or influence adversely affects performance or safety, or puts at risk the Company's reputation.

9.4. Possession, use, solicitation for, or sale of legal drugs or Prohibited Substances away from the Company, contractor, or customer premises, if such activity or involvement adversely affects performance or safety, or puts at risk the Company's reputation.

9.5. Presence of any detectable amount of Prohibited Substances in the person's system while at work, while on the premises of the Company, contractor, or customers, or while providing services for the Company.

9.6. The contractor shall implement a system of drug and/or alcohol testing to ensure compliance with the policy.

¹² <https://www.acquisition.gov/far/52.222-50>



10. Fraud

- 10.1. Contractors shall implement measures to prohibit all Fraud and ensure that its staff protects the Company Assets and ensure their efficient use and may report suspected cases of Fraud.
- 10.2. Contractors shall immediately notify the Company about any suspected Fraud involving Company or Company client funds or Assets, and shall ensure that prompt and proper investigation of such cases.

11. Internal Accounting Controls, Procedures, and Records

- 11.1. Contractors shall maintain a system of internal accounting controls to ensure reliability and adequacy of its books and records that in reasonable detail accurately and fairly reflect the contractors' transactions with the Company and dispositions of Company or client Assets.
- 11.2. Contractors should implement processes and procedures ensuring that:
 - 11.2.1. The only transactions to be entered into by them are those which are executed in accordance with contractor management's specific approval or established, formalized policies and procedures.
 - 11.2.2. No transaction is recorded in the accounts of contractors unless it is within the scope of written policies and procedures or is specifically and formally approved by an appropriate and designated employee.
 - 11.2.3. All transactions entered into by contractors are recorded in the accounts of contractors in accordance with normal, standard procedures.
 - 11.2.4. Accounting records are maintained at a reasonable level of detail in order to accurately and fairly reflect the transactions and dispositions of the Company Assets; and comply with applicable regulatory requirements, including FCPA and other statutory requirements.
 - 11.2.5. All statements, reports, and data must be understandable and prepared in a form sufficient to reflect fully, accurately, and

fairly the results of transactions entered into by contractors.

- 11.2.6. A system of internal accounting controls maintained is sufficient to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles or any other criteria applicable to such statements and includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of contractor assets; provide reasonable assurance that transactions are executed in accordance with management's general or specific authorization; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of contractor assets.

12. Antitrust and Competition Laws

- 12.1. While providing services to the Company, contractors shall implement a system preventing their staff from entering into any understanding, agreement, plan, or scheme, express or implied, formal or informal, with any competitor or the Company in regard to prices, terms, or conditions of sale or service, production, distribution, territories, or customers; exchanging or discussing with a competitor Company prices, terms, or conditions of sale or service, or any other competitive information; engaging in any other conduct which violates any applicable antitrust or competition laws.

13. Reporting Obligations and Investigations

- 13.1. Contractors shall set up a system of internal policy violation reporting and shall report to the Company potential violations of this Code of Business Conduct or contractor policies.



- 13.2. Contractors shall implement a system of disciplinary actions for violations of this Code of Business Conduct or contractor policies.
- 13.3. Contractors shall implement a system allowing their staff to promptly report any suspected violation of the Code of Business Conduct or contractor policies to an appropriate reporting outlet.
- 13.4. Contractors shall prohibit retaliation in any form for reporting, in good faith, suspected violations of the Code of Business Conduct or contractor policies.
- 13.5. Contractors shall implement rules for prompt internal investigations of reported violations of the Code of Business Conduct or contractor policies.
- 13.6. Contractors shall perform regular internal audits regarding compliance of their staff with the Code of Business Conduct or contractor policies.

14. Health, Safety, and Environment

- 14.1. Contractors shall comply with all applicable Laws and relevant industry standards of practice concerning protection of health and safety of staff of contractors, Company staff, Government employees, and general public. This includes strict adherence to all health and safety guidance (including, but not limited to, guidance on safety protocols, vaccination, masking, and use of personal protective equipment, quarantine, isolation, distancing) of the Company related to provision of the services.
- 14.2. Contractors shall comply with all applicable Laws on prevention of environmental pollution.
- 14.3. Contractors shall continuously evaluate the health, safety, and environmental aspects of its products and services.

