

SANTESYS SOLUTIONS

STANDARDS OF FEDERAL BUSINESS ETHICS AND CONDUCT

Foreword

The Santesys Solutions Code of Ethical Business Conduct states:

We comply with all applicable government contracting laws and regulations. All Santesys Solutions people who serve government clients are responsible for understanding the legal requirements and restrictions that apply to their work.

Because every Santesys Solutions person who deals with the US federal government must understand the federal government's rules for doing business, we have created these Standards of Federal Business Ethics and Conduct, which supplement the Santesys Solutions Code of Ethical Business Conduct and emphasize parts that specifically apply to our federal business. **These Standards do not substitute for the Code of Ethical Business Conduct**, which all Santesys Solutions people must know and understand.

We've created these Standards not only because the risks of non-compliance are significant, but because it's the right thing to do. **All Santesys Solutions people must adhere to these Standards whenever they do work for a US federal government client: employees in every country, workforce and entity, as well as third parties, such as consultants, agents, independent contractors, subcontractors and teaming partners when acting on Santesys Solutions' behalf.** Since its inception, Santesys Solutions has been governed by its Core Values. They shape the culture and define the character of our company. They guide how we behave and make decisions. These Standards apply Santesys Solutions' core values to our federal business and foster the atmosphere of transparency and integrity that avoids even the appearance of impropriety when we serve the US federal government.

These Standards aim to help Santesys Solutions people identify the ethics and compliance issues that are unique to working with the US federal government and to know when and how to request assistance where necessary. Each of us must recognize that US federal government employees are subject to rigorous ethical standards and we must respect those standards and avoid placing those employees in compromising situations.

Santesys Solutions will not tolerate retaliation against any employee who reports an ethical or legal concern. Employees who come forward with concerns play an important role in maintaining our ethical workplace.

Federal Standards at a Glance

- 1. Stewardship** **3**
 - 1.1. We only allow authorized Santesys Solutions personnel to contract with federal clients
 - 1.2. We do not use appropriated funds to influence Congress regarding our federal contracts
 - 1.3. We understand that unique rules apply to inventions made while working for the federal government
 - 1.4. We safeguard Santesys Solutions' proprietary and confidential information

- 2. Best People** **4**
 - 2.1. We follow all restrictions applicable to employment discussions with current federal government employees
 - 2.2. We observe —revolving-doorll restrictions applicable to former federal government personnel

- 3. Client Value Creation** **5**
 - 3.1. We diligently prepare proposals for federal government work
 - 3.2. We submit current, accurate and complete Cost or Pricing Data to the federal government
 - 3.3. We comply with the specifications, terms and conditions of all federal government contracts
 - 3.4. We promote open and fair competition for all subcontractors and suppliers
 - 3.5. We do not solicit or accept kickbacks from subcontractors and suppliers
 - 3.6. We submit accurate invoices when we bill the federal government

- 4. Ethical Networking** **7**
 - 4.1. We are fierce but fair competitors and follow rules applicable to federal government competitions
 - 4.2. We will not seek or obtain competitors' non-public proprietary information or federal government-sensitive information relating to a procurement
 - 4.3. We cooperate with federal government investigations and audits

- 5. Respect for the Individual** **8**
 - 5.1. We seek to understand and support the federal government's ethical standards for its employees and avoid exposing government employees to personal conflicts of interest
 - 5.2. We seek to understand and follow federal agencies' codes of conduct
 - 5.3. We promote a workplace free from drugs and illegal substances

- 6. Integrity** **9**
 - 6.1. We discourage providing gifts to federal government employees and inviting them to attend Santesys Solutions-sponsored events without appropriate approval
 - 6.2. We avoid putting Santesys Solutions in the position of an organizational conflict of interest
 - 6.3. We protect federal government confidential information
 - 6.4. We protect federal government property
 - 6.5. We keep complete and accurate records

1. Stewardship

We understand that the laws and regulations governing federal work are complex and that non-compliance raises significant financial and credibility risks for Santesys Solutions. **Accordingly, we are accountable for the current and future health of our business by balancing any US federal government demands with the company's long-term needs.** Further, we understand that we are accountable to each of the many —faces of the federal government, which include contract administration personnel, program personnel, auditors and others.

1.1. We only allow authorized Santesys Solutions personnel to contract with federal clients

Because signing a contract with the US federal government has broad-reaching implications, only authorized Santesys Solutions personnel sign contracts and any related certifications.

1.2. We do not use appropriated funds to influence Congress regarding our federal contracts

As a business partner of the US federal government, we will not use appropriated funds to pay any person for influencing or attempting to influence a federal government employee, member of Congress, employee of Congress or employee of a member of Congress in connection with any specific federal contract, grant, loan or cooperative agreement.

1.3. We understand that unique rules apply to inventions made while working for the federal government

The US federal government is entitled to special intellectual property rights in inventions that its contractors create while performing work under a government contract or subcontract. Therefore, we take steps to report promptly our inventions in accordance with the applicable rules.

1.4. We safeguard Santesys Solutions's proprietary and confidential information

Protecting Santesys Solutions proprietary information is of the highest importance. When we submit proprietary information to the US federal government, we must observe protections beyond those we take with commercial customers. Accordingly, we carefully mark Santesys Solutions proprietary materials submitted to the federal government with appropriate restrictive legends from the data rights clauses in the Federal Acquisition Regulation.

2. Best People

We mobilize the best people, at the right time and in the right place. We search out the best talent, seek opportunities to develop leading-edge skills and take time to integrate new people into the company. Accordingly, we recognize that people with US federal government experience bring great value to Santesys Solutions. However, we understand that while people are free to move in and out of federal government service, restrictions limit our ability to discuss employment with current government employees. We also understand that other restrictions limit the ability of former federal government employees to perform certain functions after leaving the government.

2.1. We follow all restrictions applicable to employment discussions with current federal government employees

Employment discussions between Santesys Solutions personnel and current US federal government employees are restricted to avoid the appearance of a —conflict of interest. We will not negotiate employment with a current federal government employee while that employee is participating in any matter relating to Santesys Solutions and for a reasonable time after they leave government employment.

2.2. We observe “revolving-door” restrictions applicable to former federal government personnel

Legal restrictions do not end once US federal government employees leave government service. —Revolving-door restrictions place limits on these employees’ post-government activities, including in some cases prohibition on receiving any compensation from a contractor for one year and potentially longer depending on the circumstances. Santesys Solutions personnel involved in employment discussions with current and former federal government employees are expected to know that certain limitations may apply to the activities the employee would be able to perform if he or she joined the company.

3. Client Value Creation

We seek to build long-term relationships with our US federal government clients based on delivering value. We focus on sustainable, long-term outcomes, forgoing short-term opportunities that are inconsistent with our goal of delivering long-term value.

3.1. We diligently prepare proposals for federal government work

The US federal government can rely on everything we say and do, and in some cases what we don't say or do. Accordingly, employees preparing proposals, bids or contract negotiations for current or prospective federal government clients must be certain that all statements, communications and representations are accurate and truthful. We focus on the substance of our capabilities and delivery expertise and we limit marketing claims to factual matters.

3.2. We submit current, accurate and complete Cost or Pricing Data to the federal government

US federal government contracting officers have an obligation to determine that prices are —fair and reasonable. In certain circumstances, they may ask us to certify that the information provided is current, accurate and complete. We take this certification requirement very seriously and allow only authorized Santesys Solutions personnel to sign a Certificate of Current Cost or Pricing Data and only after all personnel who have had a major role in preparing the proposal have signed a corresponding internal certificate.

We comply with Federal Acquisition Regulation (FAR) Cost Principles and Cost Accounting Standards where applicable.

3.3. We comply with the specifications, terms and conditions of all federal government contracts

Once a contract is awarded, we read it carefully and perform in compliance with its specifications, requirements and terms and conditions. We understand that certain regulations apply even if not expressly stated in the contract. We will not substitute a different product or service without appropriate approvals. We flow appropriate requirements down to subcontractors.

3.4. We promote open and fair competition for all subcontractors and suppliers

When we serve as a prime contractor, we are bound to select subcontractors who offer fair and reasonable prices. Because our federal government client generally bears the ultimate costs of these supplies and services, we use competitive procedures to the maximum extent possible to provide the best value.

3.5. We do not solicit or accept kickbacks from subcontractors and suppliers

We understand that doing business with the US federal government requires extra diligence to ensure our purchasing practices are fair and free of impropriety. We enter into subcontracts and supply agreements based on merit and do not accept kickbacks in any form, including contingency fees, gratuities, commissions, rebates or discounts that are made for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or in connection with a subcontract relating to a prime contract.

3.6. We submit accurate invoices when we bill the federal government

We seek to submit accurate invoices and promptly correct inadvertent errors. We understand that some contracts are subject to —cost principles, which limit the amounts we bill to the US federal government. In order for us to charge and recover an incurred cost, we determine that it is reasonable, allocable and allowable. We segregate allowable from unallowable costs and we do not invoice the federal government for, or include in our indirect cost rates, —unallowable costs, including advertising, lobbying and fines and penalties. We stay within federal guidelines for reimbursement of travel.

4. Ethical Networking

We are a good corporate citizen and follow consistent standards when interacting with the US federal government. We understand that in the federal government space we may be competing with a company for work one day, and the next day seeking subcontracting opportunities with that same company.

4.1. We are fierce but fair competitors and follow rules applicable to federal government competitions

We compete fairly and ethically for all business opportunities. We understand that the competitive process for US federal government business is more restricted than that of commercial work. When Santesys Solutions is involved in a procurement, we do not discuss the procurement with any officials of the procuring agency who are not authorized to discuss the procurement with prospective offerors. We actively avoid anticompetitive practices, such as price fixing and collusion, and even the appearance of such practices.

4.2. We will not seek or obtain competitors' non-public proprietary information or federal government-sensitive information relating to a procurement

Examples of protected federal government information may include any documents that:

- Reflect the agency's intentions, including source selection and technical evaluation plans.
- Reflect the agency's evaluations of any proposals offered.
- Reflect competitive range determinations, rankings of bidders, or recommendations for award.
- Any documents marked —source selection information or containing a similar legend.

Examples of protected competitor information include:

- Any information related to cost or pricing or methods for developing cost or pricing.
- Any information about proprietary processes and business strategy.
- Any documents marked —bid or proposal information.

If such information inadvertently comes into our possession, we isolate and secure it to prevent further distribution.

4.3. We cooperate with federal government investigations and audits

We cooperate fully with US federal government investigations and audits. By contracting with the federal government, Santesys Solutions has agreed that the government may examine certain Santesys Solutions financial records and cost data. When the federal government audits our contracts and the associated records, we comply with valid requests. Santesys Solutions conducts its affairs as a good corporate citizen by conducting internal investigations and making appropriate voluntary self-disclosures of violations of law.

5. Respect for the Individual

We treat people as we would like to be treated, which means honoring the codes of conduct of our US federal government clients and living our own Code of Ethical Business Conduct.

5.1. We seek to understand and support the federal government's ethical standards for its employees and avoid exposing government employees to personal conflicts of interest

We understand that employees of the executive branch of the federal government are subject to strict ethical standards, and we strive to understand those rules and how we can support our federal government clients in their compliance.

Federal government employees are prohibited from engaging in any activity that constitutes a —personal conflict of interest. Santesys Solutions personnel must try to avoid any circumstances that could create the appearance that a federal government employee is violating the conflict-of-interest restrictions. Simply put, we must not put federal government employees in a situation in which their responsibilities to the government—including their objectivity and judgment—are compromised by an outside transaction or relationship.

5.2. We seek to understand and follow federal agencies' codes of conduct

Many federal agencies have their own codes of conduct that are comparable to our Code of Ethical Business Conduct. Because they may be more stringent than our own, we seek to understand the agency's requirements as well as how they expect us to interact with their people—and we comply with these expectations. We do not rely on individual federal employees to tell us an agency's rules; we should understand them ourselves.

5.3. We promote a workplace free from drugs and illegal substances

We are all responsible for ensuring a healthy, drug-free work environment. As a US federal government contractor, we are under additional scrutiny. Santesys Solutions personnel will not manufacture, possess, use or be under the influence of drugs and illegal substances in the workplace. Those individuals who do not comply with this standard are subject to disciplinary action, including mandatory assistance programs or even termination.

6. Integrity

We conduct our business with integrity, fairness and openness. Santesys Solutions personnel, and the company itself, face serious sanctions if we fail to conduct our business with integrity. It is not only policy and the right thing to do; it is the law.

6.1. We discourage providing gifts to federal government employees and inviting them to attend Santesys Solutions-sponsored events without appropriate approval

Federal government employees are prohibited from soliciting gifts and are subject to very restrictive rules on accepting, directly or indirectly, any gift from Santesys Solutions, due to our status as a federal government contractor. Santesys Solutions personnel will not offer or provide gifts that, if accepted, would violate the federal government employee's ethical obligations. A gift is defined very broadly and includes anything of value, including any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, training or other item of monetary value, whether provided in kind or through reimbursement. For example, an invitation to a sporting or other event (paid for by Santesys Solutions or the individual), could be considered a gift. Further, if a federal government employee approaches us about employment for one of their friends or relatives, the offer of such employment could be considered not only a gift, but a bribe.

6.2. We avoid putting Santesys Solutions in the position of an organizational conflict of interest

The US federal government restricts companies from serving in conflicting roles. The organizational conflict rules aim to prevent conflicting roles that might bias the contractor's judgment or advice and to prevent an unfair competitive advantage. We take appropriate steps to recognize and avoid organizational conflicts in which our activities may preclude the pursuit of a related activity by another Santesys Solutions business segment.

6.3. We protect federal government confidential information

Our work requires the US federal government to entrust Santesys Solutions with access to confidential government information. Unless we have proper authorization or clearance in advance, we will not discuss, disclose, copy or use such information. We understand the additional strictures and penalties imposed by the Procurement Integrity Act when our work on federal contracts involves access to information relating to a bid, proposal or source selection before the contract is awarded. We understand the additional strictures and penalties imposed by the Privacy Act when dealing with the design, development or operation of a federal government system of records on individuals.

Santesys Solutions personnel are responsible for taking appropriate precautions to ensure unauthorized personnel do not have access to sensitive federal government information.

6.4. We protect federal government property

We understand our obligations to protect, preserve, inventory and track US federal government property that is within our custody and control, including —contractor-acquired federal government property. Also, we dispose of it appropriately at the end of the contract. We comply with license requirements associated with federal government-owned software.

6.5. We keep complete and accurate records

We record *all* time and expenses accurately and daily. For the avoidance of doubt, we record all hours worked. Misrepresenting facts or falsifying records is strictly prohibited. All employees are responsible for ensuring that labor and material costs are accurately recorded and charged on our records. We will dispose of records in accordance with Santesys Solutions policy and applicable US federal government requirements.

Do's and Don'ts of US federal government business interactions

- Do get prior approval** before inviting a federal government employee to an entertainment event.
- Do understand** that merely offering anything of value with the intent to influence the awarding of a contract to Santesys Solutions is illegal even if made indirectly through an intermediary.
- Do commit** to marketing our services and solutions solely on their merits.
- Do strive** to avoid even the appearance of trying to buy federal government business or improperly curry favor.
- Do continue to make charitable contributions** according to your own judgment and company recommendations rather than according to any federal government official's preferences.
- Do understand** that if a federal government employee approaches you about employment for one of their friends or relatives, our offer of such employment may be seen as a bribe.
- Do not** provide or offer to provide anything of value to a federal government employee in order to influence that employee's official action.
- Do not** provide anything of value to any federal government employee unless it is an unsolicited gift with a fair market value of less than \$20.00, such as modest items of food or refreshment or a promotional or marketing item.
- Do not** provide gifts of nominal value to a single federal government employee that, in aggregate, exceed \$50.00 in any calendar year.
- Do not** offer a gift of free attendance at a conference or other meeting that charges an entry fee for general admission.
- Do not** offer a gift of free travel to a federal government employee.
- Do not** engage in any business activity that could suggest to an independent third-party that a federal government employee has a —conflict-of-interest.