

# EMPC-PRCD-001

## Code of Ethics and Business Conduct

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## 1 STATEMENT OF ETHICS COMPLIANCE PROCEDURES

*Sierra Nevada Corporation has published a formal Ethics Program that is applicable to the entire company. Ensuring that we have “Gold Standard Ethics” at SNC is critical to what we do every day. All SNC stakeholders (employees, leaders, contractors, vendors, subcontractors, consultants, and customers) can benefit by doing their part to reinforce a strong ethics posture for the company.*



*The purpose of the Ethics Program is to ensure that SNC:*

- *Promotes an organizational culture that encourages the highest standards of ethical business conduct;*
- *Complies with applicable laws;*
- *Exercises appropriate due diligence to prevent unlawful conduct; and*
- *Protects the Company’s reputation and good name.*

*Thank you for your time and attention to this important program.*

*Fatih and Eren Ozmen*

## 2 PURPOSE

In order to maintain a culture of ethical business practices and comply with applicable statutory and regulatory requirements, the Company has implemented the Statement of Ethics Principles and this Code of Business Ethics and Employee Conduct (hereinafter the "Code"). The Statement of Ethics Principles provides a high level summary of the core ethical principles that should guide all SNC employees when conducting business on behalf of the company. This Code discusses in greater detail employees' ethics obligations in specific contexts and identifies the procedures through which SNC maintains its culture of ethical business practices.

## 3 SCOPE

In addition to the requirements of this Code, employees are responsible for knowing, understanding, and acting in a manner consistent with the laws and regulations that cover the employee's activities when conducting business on behalf of SNC. Neither this Code nor relevant statutory and regulatory requirements will address every ethics question that an employee may face. Employees, therefore, are urged to secondarily rely on their own personal integrity, common sense and good judgment when determining the appropriate course of action. Employees are also encouraged to consult with their manager if they have questions concerning the best course of action in a particular circumstance.

## 4 ROLES AND RESPONSIBILITIES

Table 1. Ethics Compliance Procedure Roles and Responsibilities

Group	Personnel	Duties
<b>SNC Executives</b>	<ul style="list-style-type: none"> <li>▪ CEO</li> <li>▪ CFO/President</li> </ul>	<ul style="list-style-type: none"> <li>✓ Provide executive-level strategic direction</li> <li>✓ Appoint Ethics Committee</li> <li>✓ Hear recommendations of the Ethics Committee</li> </ul>
<b>Corporate Ethics Committee</b>	<ul style="list-style-type: none"> <li>▪ General Counsel</li> <li>▪ VP of Compliance</li> <li>▪ VP of HR</li> </ul>	<ul style="list-style-type: none"> <li>✓ Act as the senior directing team – oversee SNC Ethics Program</li> <li>✓ Annually review the Ethics Program and suggest changes as needed</li> <li>✓ As needed initiate Ethics Investigations; Hear Investigations Summary</li> <li>✓ Make Recommendations to Executives concerning action</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Third party consultant/subject matter expert</li> </ul>	<ul style="list-style-type: none"> <li>✓ As appropriate, in investigations involving Directors and higher level leaders and/or highly sensitive investigation, will be included in a voting role</li> <li>✓ Conduct investigations</li> <li>✓ Provide 3rd party advice/recommendations to the Ethics Committee or the SNC Executives</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Bus Area or Functional Leader</li> </ul>	<ul style="list-style-type: none"> <li>✓ As appropriate, will be included in a non-voting role</li> </ul>
<b>Ethics Officer</b>	<ul style="list-style-type: none"> <li>▪ Legal Counsel</li> </ul>	<ul style="list-style-type: none"> <li>✓ Conduct Investigations</li> <li>✓ Report findings to Ethics Committee</li> </ul>
<b>Human Resources</b>	<ul style="list-style-type: none"> <li>▪ HR Directors</li> <li>▪ HR Mgrs</li> </ul>	<ul style="list-style-type: none"> <li>✓ Carry out any corrective actions</li> <li>✓ Ensure annual Ethics Compliance training</li> <li>✓ As needed support activities of the Ethics Committee</li> </ul>

<b>Legal</b>	<ul style="list-style-type: none"> <li>▪ General Counsel</li> <li>▪ SNC Legal</li> <li>▪ External Legal</li> </ul>	<ul style="list-style-type: none"> <li>✓ General Counsel or delegate from SNC Legal to advise Ethics Committee with respect to matters, and during Ethics Committee meetings</li> <li>✓ If appropriate, participate in Ethics Investigation</li> </ul>
<b>International Trade Compliance Office (ITCO)</b>	<ul style="list-style-type: none"> <li>▪ Director of ITCO</li> <li>▪ SNC ITCO</li> </ul>	<ul style="list-style-type: none"> <li>✓ Director ITCO is responsible for development, implementation, and oversight of SNC’s international trade compliance program</li> <li>✓ Director ITCO serves as the Principle Empowered Official for the U.S. Department of State</li> <li>✓ Advise SNC leadership on pertinent regulatory changes impacting operations</li> <li>✓ Support procedural changes required to maintain compliance with international trade regulations</li> <li>✓ Manage SNC’s Global Anti-Corruption program</li> </ul>
<b>SNC Leaders</b>	<ul style="list-style-type: none"> <li>▪ All</li> </ul>	<ul style="list-style-type: none"> <li>✓ Serve as ethical role model for others</li> <li>✓ Promote a culture of compliance and integrity regarding policies, procedures, regulations, and laws</li> <li>✓ Support all efforts of the SNC Ethics Program</li> <li>✓ Annually recertify commitment to Ethics</li> <li>✓ When appropriate participate in Ethics Investigations</li> </ul>
<b>SNC Employees</b>	<ul style="list-style-type: none"> <li>▪ All</li> </ul>	<ul style="list-style-type: none"> <li>✓ Comply with Ethics Code and related policies, procedures, regulations, and laws</li> <li>✓ Annually recertify commitment to Ethics</li> <li>✓ Report concerns of observed or suspected ethical violations or misconduct</li> </ul>

**4.1 Audits**

The SNC Legal Department and Government Compliance Group are responsible for ensuring compliance with applicable statutes and regulations. As a part of this responsibility, the SNC Government Compliance Group will conduct periodic reviews and audits to ensure compliance with the Ethics Code of Conduct and other statutory and regulatory requirements. All team members and employees shall cooperate in the conduct of the audit. The audit may be conducted by Company personnel, but may also be performed by third parties retained for the purpose.

Reviews and Audits include, but shall not be limited to reviews of the Statement of Ethics Compliance, ensuring that employees are receiving adequate and timely Business Ethics and Compliance training, and that SNC has internal controls which:

- (1) Are suitable to the size of the company and extent of its involvement in Government contracting;
- (2) Facilitate timely discovery and disclosure of improper conduct in connection with Government contracts; and
- (3) Ensure corrective measures are promptly instituted and carried out.

**4.2 Investigations & Discipline**

If an HR Representative, Ethics Officer or the Ethics Committee (the “EC”) has reason to believe that there may have been a violation of the Code or of any law or regulation, he or she will initiate an investigation. Depending on the nature of the allegation, the SNC Legal Department or outside counsel may participate in an ethics investigation if requested by the EC. After the investigation, the EC shall make a recommendation to the CEO and President concerning further action. In all cases the EC will ensure compliance with FAR Part 3.1 and 52.203-13.

### 4.3 Employee Acknowledgement

Every employee will be required to acknowledge this procedure upon acceptance of employment and will be required to participate in an annual refresher course on the Company's Ethics Code. Failure to do so will be a violation of this procedure, and employees may be subject to penalties and actions including, but not limited to, requirements for special training, disciplinary action or termination of employment.

Nothing in this section alters an employee's at-will status, and the Company reserves the right to terminate an employee with or without notice or cause.

## 5 REPORTS OF VIOLATIONS

Each employee has an obligation to the Company to report conduct that may be illegal, unethical, or in violation of this Code. This reporting may be accomplished by:

- (1) reporting the concern to a manager;
- (2) reporting the concern to an HR representative;
- (3) reporting the concern to a member of the EC;
- (4) reporting the concern to the Ethics Compliance Officer;
- (5) reporting the concern to the SNC Ethics local phone number - **775-849-6400**;
- (6) reporting the concern to the SNC Ethics e-mail address ([SNCethics@sncorp.com](mailto:SNCethics@sncorp.com));
- (7) reporting the concern to the SNC Ethics Hotline - **855-349-9818**;
- (8) reporting the concern through the Ethics Portal ([sncorp.ethicspoint.com](https://sncorp.ethicspoint.com)).

Employees can report their concerns either orally or in writing. The Ethics portal and hotline is administered by an independent third party. The portal and hotline is available 24 hours a day, 365 days a year and provides individuals with the option to report anonymously. The portal and hotline administrator does not provide any identifying information, but allows communication between an anonymous individual and the EC through the online portal. Unless a concern is reported anonymously, SNC management may follow up with a reporting employee to obtain additional information. All such reports will be kept confidential to the extent possible and as permitted under applicable law, will be investigated, and where possible, the source of the report will be notified of the results of the investigation.

For questions on International Trade Compliance you may also call the International Trade Administration at **1-800-USA-TRAD**.

**Retaliation is strictly prohibited** against anyone who in good faith, reports conduct that is believed to be illegal or otherwise violates the Code, assists or participates in any manner in any investigation, proceeding or hearing conduct by a governmental enforcement agency.

If SNC determines that the Code, policies, procedures, regulations, and/or laws have been violated, remedial action will be taken, commensurate with the severity of the offense. Such action may include reprimand, probation, suspension, reduction in salary, demotion, or the termination of employment. Remedial action may also be taken against leaders who knowingly condone or permit illegal or unethical conduct by those reporting to them and do not take corrective action. Disciplinary actions for violations of certain laws or regulations can include criminal prosecution of individuals by the Government with conviction resulting in probation, fines or imprisonment.

**6 ETHICS COMPLIANCE PROCEDURES**

The following procedures shall apply to ensure compliance with the Code:

*(Please refer to Table 1 for a full listing of compliance procedure roles and responsibilities.)*

- A. The Company shall designate individuals who will serve as the EC. This group is appointed by the SNC President.
- B. The HR Management Team and/or the EC shall be responsible for compliance training, investigation of reported Code violations, and ensuring that appropriate corrective action is taken in response to reports of suspected Code violations. For compliance matters, the Ethics Compliance Officer shall report to a three person EC, appointed by the Company's President. The EC shall meet periodically and shall be responsible for establishing procedures for investigating reports of suspected Code violations, reviewing and revising the Code and these procedures as appropriate, and recommending disciplinary sanctions for Code violations.
- C. If an investigation is initiated, the Ethics Officer will convene the EC to hear the summary findings. A consensus will be reached and a recommendation for actions will be provided to SNC Executive Leadership (CEO and President). The Ethics Officer and EC members will all be voting members. A Non-voting member (appropriate Business Area or Functional Executive) may be included to provide their recommendation.
- D. Under the Code, Company personnel, including independent contractors such as consultants and sales representatives, are given guidelines to follow in their business dealings on behalf of the Company. These guidelines require compliance with applicable laws, regulations and Company policies, and basic tenets of business honesty and integrity. Failure to follow these guidelines is cause for immediate employee discipline, up to and including dismissal, and may provide a basis for termination of the Company's business relationship with independent contractors. Company personnel are required to report all possible unethical or illegal activities in accordance with Section 5 of this Procedure.
- E. The Company will not knowingly employ an individual who is listed by a Federal Agency as debarred, suspended, or otherwise ineligible for Federal programs. The Company will make a reasonable inquiry into the status of any potential employee or consultant.
- F. All personnel, including independent contractors and others acting as agents or representatives of the Company, are required at the time of hiring/engagement and annually thereafter annually to acknowledge in writing their understanding of an agreement to comply with the Code and applicable laws, regulations, the Company policies and basic tenets of business honesty and integrity.
- G. Following initial distribution of the Code to all officers, leaders, employees and independent contractors, the EC will be responsible for ensuring that the Code is updated annually, if necessary. The HR Team and EC will be responsible for ensuring that each officer, leader, employee, and independent contractor annually re-reads the Code and recertifies. The officer, employee or independent contractor shall then acknowledge in writing that he or she (1) has reviewed the Code immediately prior to executing the certification; (2) understands the agreement and agrees to comply with the Code; and (3) will comply, with all and applicable laws, regulations, the Company policies and basic tenets of business honesty and integrity.
- H. Each employee must comply with the Code as a condition of continued employment, and he or she may be subject to discipline, including termination, for violation of the Code and applicable laws, regulations, Company policies, and basic tenets of honesty and integrity.
- I. The Company will, in a timely manner, disclose to the agency Office of Inspector General, with a copy to the contracting officer, when there is credible evidence of a violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity, or a violation of the civil False Claims Act in connection with the Government contract.

Please reference **G&A-INST-041 *Mandatory Disclosure of Violations*** for more information.

The Company will cooperate with any Government agencies responsible for audits, investigations or corrective actions.

## 7 SNC RELATIONS WITH THE GOVERNMENT

SNC is subject to additional statutes and regulations when acting as a United States government contractor. These additional requirements address most aspects of contract formation and performance and are generally targeted towards preventing fraud and waste or enhancing the efficiency of the procurement process. In addition to representing legal and/or contractual obligations, any non-compliance can have significant negative consequences on SNC. Accordingly, SNC employees are expected to be familiar with the statutory and regulatory requirements that are implicated by doing business with the United States government. If an employee has questions in this area, he or she should contact the SNC Government Compliance Group at [corporate.audit@sncorp.com](mailto:corporate.audit@sncorp.com).

While the categories discussed below are not an exhaustive list of areas in which compliance with Government procurement regulations is necessary, these areas are included here to reinforce the seriousness of compliance with the associated laws, regulations, and contract provisions. Any employee or representative with knowledge of, or suspects a violation of any Government requirement, either statutory or contractual, should report immediately that knowledge in accordance with Section 5 of this Procedure.

### 7.1 The Recording Allocation and Charging Of Costs

Employees shall exercise due care when recording and allocating direct and indirect costs. To prevent mischarging of costs, employees should ensure that all costs are accurately recorded, documented, explained, and approved in accordance with applicable SNC policies.

The careless or intentionally inaccurate charging of costs may result in substantial criminal and financial penalties to Sierra Nevada Corporation and to the individuals involved. Knowingly charging an unauthorized account or cost objective, knowingly approving such mischarging, or shifting costs to improper accounts is prohibited.

### 7.2 Timesheets and Labor Charging

Employees must exercise due care when recording time. Employees must be particularly careful to completely, accurately, and timely record time. Employees must record their time truthfully and accurately based on work actually performed in conjunction with each Government contract. It is important that direct labor hours be recorded against the correct contract and indirect labor hours be recorded to the appropriate cost pool. Misallocation of time charges is strictly prohibited. Please reference **EMPC-PRCD-002 *Timesheets and Labor Charging*** for more information.

### 7.3 The Preparation and Negotiation of Proposals to the Government

When applicable, the Truth in Negotiations Act requires that SNC submit or identify cost or pricing data that includes all relevant facts as of the time of agreement on the contract price. In such procurements, SNC must certify that, to the best of our knowledge and belief, such data is accurate, complete, and current. Employees involved in the pricing process are responsible for providing a best estimate of the effort required and for disclosing any facts relating to that estimate. Where there is any doubt as to whether disclosure is required, the best rule to follow is "when in doubt, disclose."

## 7.4 The Design, Manufacture and Testing Of Products

SNC will only deliver goods and services that meet all contractual specifications. It is imperative that employees disclose any material deviations from the requirements of a Government contract, and seek and obtain approval for any such deviation in goods or services supplied to the Government. Delivery to the Government of goods that have been made from lower quality materials, delivery of materials that have not been tested as required, or providing foreign-made materials when domestic materials are required by the contract is a fraudulent practice and shall not be condoned.

## 7.5 Anti-Trafficking

SNC is committed to the policy of the United States to guard against human trafficking and forced and/or indentured labor (including forced or indentured child labor). SNC will not tolerate employees or suppliers engaging in conduct which in any way facilitate trafficking in persons or the use of forced or indentured labor and is committed to complying with applicable laws prohibiting such exploitation. See **EMPC-PRCD-017 Anti-Trafficking Compliance Plan** for detailed information.

## 7.6 Post-Government Employment Restrictions

Federal law may restrict the ability of former federal government employees to perform certain job functions for SNC and/or require that you inform your prior government employer of your employment with federal contractors including SNC and all affiliated companies. SNC requires all employees to comply with applicable conflict of interest laws, including any mandatory disqualification from ongoing Federal employment-related activities. SNC may require that you seek legal or ethics advice from your appropriate designated agency legal or ethics official regarding the applicability of federal laws with respect to your employment with SNC.

SNC Talent Acquisition (TA) will review Applicant Questionnaire responses and confirm details with candidates that are current or former government employees, raising any questions to SNC Legal. If an Ethics letter is required, TA will ensure it is obtained and stored on the employee's Workday profile. SNC employees involved in recruiting activities will remain conscientious of restrictions and limitations in soliciting and negotiating with current federal government employees as well as SNC processes for former government candidates through the completion of training and/or acknowledgment.

Any SNC employee or representative with knowledge of, or suspects a violation of post-government employment restrictions, should immediately report to an EC Member such information in accordance with [Section 5](#) of this Procedure.

## 8 SNC DIRECTION RELATING TO GIFTS AND GRATUITIES

All SNC employees are expected to employ the highest ethical practices. SNC does not condone employees receiving or giving gifts or gratuities. A 'gift' is anything of value, including but not limited to personal entertainment and transportation, which is not related to an allowable and legitimate business purpose. 'Anything of value' includes more than cash and cash equivalents (i.e., gift cards). It can be lodging, lavish meals, and/or entertainment. Examples include:

- Receiving a bottle of whiskey from a customer or supplier
- Providing baseball tickets to a customer or supplier
- Receiving a lavish meal from a customer without a corresponding business purpose

**Gifts and other remuneration provided to or received by local, state, or federal employees are strictly prohibited.**

Further guidance is provided in [Section 8.2](#).

The following gifts may be given or accepted with the approval of the Ethics Committee using the 'Gift Request and Reporting' ticket in the Service Portal.:

- Any gift *received* by an SNC employee with a value in excess of \$25.00. You should not accept gifts from a supplier or other third-party when the combined estimated value totals more than \$100.00 in a rolling year. Gifts received should be reported in advance. If advanced reporting is impractical, gifts should be reported as soon as possible after receipt. Any gift *given* by SNC employees with a value in excess of \$100.00 must be requested 15 days in advance. If your gift is associated with international business, SNC Legal & ITCO will provide you specific country guidance in accordance with local laws as part of your request.

Employees are responsible for ensuring that any gift offered or received does not exceed the local and SNC limits for gifts and always comply with the requirements on avoiding conflicts of interest and complying with anti-kickback requirements.

Employees offered a gift that exceeds the local or SNC monetary limits must politely decline acceptance. The Ethics Committee should be consulted, in exceptional situations where such gifts have to be accepted to avoid causing serious offence, or circumstances genuinely preclude their return.

## **8.1 Anti-Kickback Act Compliance**

The Anti-Kickback Act prohibits entities from offering, soliciting, providing, or accepting remuneration for the purpose of inducing award of a subcontract or prime contract with the federal government. "Remuneration" can be anything of value provided to any Government prime contractor or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a Government contract or subcontract are serious violations of the Anti-Kickback Act of 1986, and are strictly prohibited. Remuneration includes, but are not limited to, payments, gratuities, gifts, favors, cash, tickets to events, entertainment, paid vacations (even if connected to a supplier site visit or training program), electronic equipment, liquor, food or meals, golf, job opportunities, free products, and other items of greater than nominal value.

SNC understands that a small token of goodwill may be exchanged between Procurement and Subcontracts personnel and our suppliers on special occasions. Employees may only accept gifts that do not result in favorable treatment, the perceptions of favorable treatment, or harm to SNC.

SNC also understands that reasonably priced business meals included in the agenda of (or which immediately precede or follow) a business meeting may be acceptable. However, such meals may not be lavish (i.e. in excess of \$100 per person) or frequent.

SNC personnel should consult a manager or the Ethics Committee before accepting or offering any remuneration. Any remuneration offered or accepted must be reported to the Ethics Committee using the 'Gift Request and Reporting' ticket referenced in Section 8.

Notwithstanding anything above, in no event shall an SNC employee provide a government employee with anything of value (see Section 8.2 below).

## 8.2 Payments to Government Personnel

Local, state, and federal government agencies each have strict rules describing when their employees can, and cannot accept remuneration, including entertainment, meals, transportation, gifts and other things of value from companies and people they regulate, or with whom they do business. For some agencies, nothing of value may be accepted by their employees. SNC's standard is very simple and straightforward — employees and representatives of SNC may not give, offer to give, or attempt to give to employees of any local, state or federal government any service, entertainment, meal, gift, or transportation, regardless of value, at any time.

Similarly, SNC personnel may not make, offer to make, or attempt to make loans, guarantee loans, or make payments to, or on behalf of any local, federal or state government employee.

Company personnel may entertain, give or receive gifts to relatives or personal friends employed by government agencies. It should be made clear, however, that this gift or entertainment is motivated by personal friendship or family relationship and not related to the Company's business or the government employee's official position. No expenditure for such social gift or entertainment is reimbursable by the Company.

## 8.3 Commercial Customers and Suppliers

Providing reasonably priced meals, refreshments, and modest entertainment while discussing business with non-government personnel is a commonly accepted business practice. Unless otherwise prohibited by **EMPC-PRCD-013 Global Anti-Corruption**, these practices are permitted provided they are reasonable in nature, cost and frequency, and made in the proper course of business. However, they should be avoided if there is even the slightest appearance of impropriety or cause for embarrassment to the Company.

SNC personnel should also ensure that furnishing meals, refreshments or entertainment does not violate the standards of conduct of the recipient's company or organization. If you have any doubts about what these standards are, be sure to ask your customer or supplier.

All approved expenditures for meals, refreshments and entertainment must be fully documented, including the number of attendees and purpose for the expenditure.

## 8.4 International Considerations & Anti-Bribery and Foreign Corrupt Practices Act Compliance

Employees should always ensure they know and understand the rules applicable in the country where they are working. SNC Legal and ITCO will provide you with specific country guidance in accordance with local laws as part of 'Gift Request and Reporting' ticket.

No SNC employee or representative shall promise, offer, or make any payments in money, products, meals, services, or anything of value to any foreign official in exchange for, or in order to induce, favorable business treatment for Government decisions. The Foreign Corrupt Practices Act ("FCPA") and other U.S. and foreign laws prohibit the payment of any money or anything of value to a foreign official, political party, or any candidate for foreign political office for purposes of obtaining, retaining, or directing business. The FCPA also contains provisions on record keeping and internal accounting controls which require the maintenance of accurate books and records and a system of internal accounting

controls sufficient to provide reasonable assurances as to the proper execution and recording of transactions and the protection of assets.

Please reference **EMPC-PRCD-013 *Global Anti-Corruption*** procedure for more detailed information.

## 8.5 Reporting Suspected Violations

Employees or Company representatives with information on potential non-compliant conduct of SNC, its employees, or any third party with whom SNC conducts or anticipates conducting business should report the situation in accordance with Section [5 \(Reports of Violations\) of this Procedure](#).

## 9 CONFIDENTIAL AND PROPRIETARY INFORMATION

During the term of employment with the Company, SNC employees and representatives may have access to, and become familiar with the Company's trade secrets and/or confidential and proprietary information. SNC also regularly receives proprietary information from suppliers, customers and other related third parties. Trade secret and/or confidential and proprietary information may include, but are not limited to, inventions, patents, patentable works, copyrights, copyrightable works, discoveries, formulae, patterns, compilations, programs, devices, methods, techniques, processes, new machines, new products, improvements, research programs, price lists, advertising and promotional ideas, strategies, financial information, employee listings, confidential information and customer lists relating to the business of SNC or its subsidiaries and affiliated companies, and which derive independent actual or potential economic value from not being generally known to the public or in the industry. SNC employees and representatives must maintain the confidentiality of any and all of the Company's trade secrets and/or proprietary information.

1. The Company's trade secrets and proprietary information are owned and shall continue to be owned solely by the Company.
2. During the term of employment with the Company, or during any time in the future, SNC employees and representatives may not directly or indirectly:
  - a) disclose or furnish, directly or indirectly, to any other person, firm, agency, corporation, client, business, or enterprise, any trade secret information and/or proprietary information acquired by the employee unless said information becomes publicly available by lawful means or the employee is compelled to disclose it by governmental process;
  - b) individually, or in conjunction with any other person, firm, agency, company, client, business, or corporation, utilize any trade secret and/or proprietary information in any manner whatsoever, except when authorized in furtherance of the business of the Company; and
  - c) without the written consent of the Company publish, deliver, or commit to being published or delivered, any copies, abstracts, or summaries of any files, records, documents, drawings, specifications, lists, equipment and similar items relating to the business of the Company, whether prepared by the employee or otherwise coming into the employee's possession, except to the extent required in the ordinary course of the Company's business.
  - d) obtain written or oral information concerning competitors' proprietary information or offers, or source selection information prohibited from release or disclosure by the Procurement Integrity Act or other laws or regulations. Employees with access to confidential or proprietary information may be asked to sign an agreement prohibiting improper disclosure or misappropriation. This procedure compliments, and does not supersede such agreements.

3. SNC employees and representatives must exercise care in ensuring that unauthorized use or disclosure of third party proprietary information does not occur, and comply with all applicable policies, procedures and Non-Disclosure Agreement (NDA) requirements regarding third-party proprietary information.
4. SNC employees and representatives must comply with **EMPC-PLCY-008 Acceptable Use Policy**. The proper use of Information Technology (IT) resources enables SNC to conduct business in a compliant, secure, and safe manner. Improper use of these resources places SNC at risk for non-compliance, unauthorized disclosure of proprietary and customer information, damage to reputation, and legal action.
5. SNC acknowledges that online social media can be a highly effective tool for sharing ideas and exchanging information for personal and professional purposes. However, the unprecedented access to information and the ease of transmittal provided by social media creates inherent risks of misuse of trade secret and/or confidential and proprietary information, liability for harassing, discriminatory, intimidating or defamatory comments and reputational damage. Employees and representatives are responsible for complying with SNC policies and procedures when communicating on social media and are accountable for any statements or published information
6. Nothing in this procedure prohibits SNC employees and representatives from reporting circumstances that the individual reasonably and in good faith believes is a violation of law or waste, fraud, or abuse related to the performance of a government contract to the relevant law enforcement agency or representative of a federal department or agency authorized to receive such information (such as the Securities and Exchange Commission, Office of Inspector General, Equal Employment Opportunity Commission, or Department of Labor), or from cooperating in an investigation conducted by such a federal department or government agency.

Any employee or Company representative, who with knowledge of, or suspects a compromise of trade secrets and/or proprietary information, or improper access to a competitor or supplier's proprietary data, Government source selection data, or improper use of IT resources, should report the conduct in question in accordance with Section 5 of this Procedure.

## 10 DELEGATION OF AUTHORITY

The **EMPC-PRCD-006 Corporate Delegation of Authority** and **EMPC-REFN-002 Corporate Delegation of Authority (DOA) Matrix** is the principal authorization under which the SNC Board of Directors have delegated part of their authority to the management of the Company at levels which are considered appropriately to enable management to fulfill its responsibilities. This establishes authority for management to review business transactions, approve authority for specific dollar amounts, and establishes delegation authority to different levels within the organization. Employees delegated with authority must certify annually an understanding of their responsibilities and delegation of authority.

## 11 POLITICAL ACTIVITIES

Participation in political activities should be in your role as a citizen and not on behalf of the Company. This includes contributions to any political party, politician, candidate for public office, or political action committee. Payments to government officials and personnel designed to influence any governmental decision are prohibited. Any participation in political activities must be on the employee's own time, at the employee's expense, and without the use of SNC assets.

No Company funds, assets or facilities may be used, directly or indirectly, for the support or opposition of any political party and candidate. This prohibition includes reimbursement from Company funds for personal contributions, including the purchase of tickets to fund-raising events.

No employee shall be either favored or prejudiced in any condition of employment or promotion as a result of making or failing to make any such contribution.

## 12 CONFLICT OF INTEREST

SNC employees and representatives have a duty of loyalty to the Company. We expect SNC employees and representatives to avoid any activity that might detract from or conflict with the Company's interest. Examples of conflicts of interest are:

1. Employment by a competitor while employed by the Company;
2. While employed by the Company, acting as an officer, director or advisor for a company which is a customer or competitor of the Company or which has contracts, potential contract or other business relationships with the Company (unless such role is specifically approved by the Company);
3. Acting as a consultant to our customers, suppliers or competitors;
4. Employment of relatives of our customers, suppliers or competitors;
5. Intimate or dating relationships with our customers, suppliers or competitors;
6. Placement of business where the employee or family member has a financial stake;
7. Ownership of a material share in a customer or competitor of the Company or a company which has contracts, potential contract or other business relationships with the Company.

Conflicts of interest arise when a person is involved in an interest that can affect, in any way, the decisions he or she is responsible for making as an employee or representative of the Company. Certain situations are particularly sensitive because perceptions of conflicts can sometimes be as damaging as real conflicts. Therefore, SNC employees and representatives shall avoid even the appearance of a conflict of interest. All Company representatives and employees shall avoid any outside business or financial interest or other activity which may interfere with the proper performance of his or her responsibilities to the Company.

Any SNC employee or representative in a position of authority shall not engage in discussions or enter into agreements with suppliers where the SNC individual has a vested interest in the advancement of that supplier. Such vested interests may arise from stock ownership, relatives employed with the supplier, or extra discounts or benefits offered to the personnel individually instead of SNC. All employees are prohibited from personally taking opportunities for themselves discovered through the use of Company information, position, or property without the consent of the President. No SNC information, position, or property may be used for improper personal gain. If any SNC individual encounters a situation that causes a conflict of interest, they are to inform his or her supervisor of the relationship and refrain from communicating with the supplier on SNC's behalf or performing functions that may materially impact the supplier.

Any employee or Company representative who knows of, or suspects a conflict situation, actual or potential, should report all pertinent facts (see **EMPC-FORM-001 Conflict of Interest Disclosure Form**) in accordance with Section 5 of this Procedure. Conflicts of interest that are not disclosed by SNC employees or Company representatives through willful non-compliance or intentional negligence may be subject to the disciplinary actions identified in Section 4 of this Procedure.

### 13 COMPETITION AND ANTITRUST

Federal laws prohibit certain conduct that artificially limits competition to provide goods or services. SNC complies with such laws and regulations. SNC employees and representatives shall not participate in collusive bidding, nor shall they discuss or exchange information with a competitor on prices, terms, or conditions of sales or services. Nor shall they discuss or exchange any other competitive information, enter into agreement to boycott specific suppliers or customer, to allocate customers or territories or to limit production or sale of product for anti-competitive purposes or engage in any other conduct in violation of any of the antitrust laws. Employees and representatives involved in any dealings with competitors should never engage in anti-competitive discussions, and if approached by anyone to enter into such discussions must report the matter in accordance with Section 5 of this Procedure. Any business arrangement with a competitor must be reviewed and approved by SNC Legal to ensure compliance with antitrust laws.

### 14 INTERNATIONAL REGULATORY COMPLIANCE

SNC conducts its domestic and international business in strict compliance with all applicable international trade laws and regulations. All SNC employees and representatives must understand and comply with all applicable laws and regulations, including those of the country in which the employee is operating.

As defined in G&A-PRCD-120 International Trade Compliance, the International Trade Compliance Office (ITCO) is responsible for development, implementation, and oversight of SNC's international trade compliance and global anti-corruption program. ITCO will advise the enterprise and functional leaders on regulatory changes impacting their operations and support procedural changes required to maintain compliance. Serving as the Principle Empowered Official for the U.S. Department of State, the ITCO Director delegates elements of responsibility to functional leaders of ITCO to include: Licensing, Operations, Compliance & Training, and Policy & Technology Release.

### 15 EQUAL OPPORTUNITY EMPLOYMENT

SNC is an equal opportunity employer and makes employment decisions on the basis of merit. As set forth in detail in SNC's **Discrimination, Harassment and Retaliation Policy (EMPC-PLCY-003)**, and in accordance with applicable law, harassment and discrimination is prohibited against employees, applicants for employment, contractors, unpaid interns and volunteers based on any actual or perceived legally-recognized basis, including but not limited to: race, religion, religious creed, color, national origin, ancestry, physical or mental disability, medical condition, genetic information (including testing and characteristics), marital status (including registered domestic partnership status), sex (including pregnancy, childbirth, lactation and related medical conditions), gender (including gender identity and expression), age (40 and over), sexual orientation, military and veteran status (including Civil Air Patrol Status in California) and any other consideration protected by federal, state or local law (sometimes referred to, collectively, as "protected characteristics").

This prohibition applies to all persons involved in the operations of the Company and prohibits such harassment or discrimination by any employee, including leaders and co-workers, any customer or client of the Company, and any vendor or other service provider at our facilities. To comply with applicable laws and ensure equal opportunities, SNC will reasonably accommodate qualified individuals with a disability or qualifying condition to perform the essential functions

of his or her job, unless undue hardship and/or a direct threat to the health and/or safety of the individual or others would result. SNC will also reasonably accommodate an individual's religious beliefs or practices, unless doing so would result in an undue hardship. In keeping with the above, the Company will periodically conduct analyses of all personnel actions to ensure equal employment opportunity. Managers will work with Human Resources to ensure compliance with EEO requirements. Any SNC employee or representative who believes that he or she has been harassed or discriminated against or is aware or suspects such behavior against others, should immediately report such conduct to his or her supervisor, any member of management, or Human Resources. Please reference **EMPC-PLCY-003 – Discrimination, Harassment and Retaliation** for more information.

As a government contractor, it is company policy to take affirmative action to ensure that equal employment and advancement opportunities are being provided for all personnel and SNC job candidates. Please reference **EMPC-REFN-003 – Affirmative Action** for more information.