Ethics Policy Acknowledgement

I hereby certify that I have received and read a copy of Vanquish Worldwide Policy CG2300, Corporate Code of Ethics and Business Conduct. I agree to abide by the terms of Ethics Policy as a condition of my employment with Vanquish Worldwide. I will direct any and all questions regarding the Policy or any other work-related ethical issues to the Compliance Officer.

____________________________________________________
Employee Signature

____________________________________________________
Date

____________________________________________________
Employee Name (please print)
INTRODUCTION

The Vanquish Worldwide Code of Ethics and Business Conduct is intended to inform all employees of the Company’s expectations and of employees’ legal and ethical responsibilities and obligations. Vanquish Worldwide strives for the highest ethical, moral, and legal principles in every aspect of its business conduct. At its core, the Code of Ethics and Business Conduct expresses the fundamental values that must drive our behavior. Living by a set of core values guides the way we treat each other and how we make business decisions. These shared values are vital to earning and maintaining respect from our co-workers, clients, stakeholders, government officials and our integrity in business dealings among our most valuable assets. Our core values are listed below.

<table>
<thead>
<tr>
<th>Vanquish Worldwide’s Core Values</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. <strong>Customer Focus:</strong> We have close, open relationships with our customers that generates trust and builds connections that last.</td>
</tr>
<tr>
<td>2. <strong>Expertise:</strong> We develop and demonstrate our expertise through identifying, qualifying, and delivering quality services that enhance our customer’s bottom line.</td>
</tr>
<tr>
<td>3. <strong>Performance:</strong> We challenge ourselves to improve performance year after year by delivering quality services conforming to industry best practices and continuous process improvement.</td>
</tr>
<tr>
<td>4. <strong>Best People:</strong> We always take care to employ the best people, develop their competence, provide opportunities and inspire them to live our values.</td>
</tr>
<tr>
<td>5. <strong>Integrity:</strong> We can always be trusted to do the right thing.</td>
</tr>
<tr>
<td>6. <strong>Customer Focus:</strong> We have close, open relationships with our customers that generates trust and builds connections that last.</td>
</tr>
</tbody>
</table>

Our Code of Ethics and Business Conduct has been developed as guiding principles to direct and assist our business decisions and actions. It reflects the challenging nature of Vanquish Worldwide operations in differing countries, cultures, environments and circumstances. Each of our employees must accept, be familiar with, and apply the relevant obligations in the course of employment with Vanquish Worldwide. Our guiding principles are listed below.

<table>
<thead>
<tr>
<th>Vanquish Worldwide’s Guiding Principles</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. We are committed to treating our employees, clients, and suppliers with fairness and equality. Vanquish Worldwide feels diversity strengthens our company and is an asset to our business.</td>
</tr>
<tr>
<td>2. We work to understand our clients vision. Once we understand their vision, we employ all our resources to ensure their vision translates into a successful future.</td>
</tr>
<tr>
<td>3. We follow our Standard Operating Procedures when carrying out our business.</td>
</tr>
</tbody>
</table>
Policy and standards alone cannot define all of the ethical and legal principles that influence and
guide human behavior. Our Code of Ethics and Business Conduct sets out principles and goals
that must be interpreted and applies within the framework of each contract we are awarded, and
its applicable location, culture and customs, jurisdiction, laws, and regulations. Application of
reason, judgment and “common sense” will always be integral to success. Specific topics are
supported by our Standard Operating Procedures (SOPs).

Our employees are expected to know and adhere to the SOPs that apply to their Vanquish
Worldwide roles, responsibilities and activities. Specifically, Vanquish Worldwide requires that
each of its employees be individually and personally responsible for compliance with its Code of
Ethics and Business Conduct. Each employee thus has a direct obligation to avoid any situation
in which the potential for private or personal gain or advantage might generate a conflict
between self-interest and the interests of the company. Failure in this regard will be cause for
disciplinary action up to, and including termination of employment and legal action by the
company.

Each employee is required to read the Vanquish Worldwide Code of Ethics and Business
Conduct, sign and date the accompanying acknowledgement form, and return it to our Human
Resources Department. This is a condition of employment with the company and confirms that
each of our employees understands our Code of Ethics and Business Conduct and agrees to abide
by its terms. Such individual acknowledgements will help Vanquish Worldwide maintain, and
display proudly, its commitment to the highest standards of legal, moral, and ethical behavior.

1.0) PURPOSE and SCOPE

Purpose: Conducting business with integrity, and in an ethical and legal manner, is a primary
Vanquish Worldwide goal and requirement. This following Corporate Ethics Policy sets out our
code of business conduct, as adopted by the Vanquish Worldwide founder, owner and
management team. It defines our ethical standards of conduct and how our employees relate to
each other and to those with whom we do business. Vanquish Worldwide operates in a variety of
challenging and sometimes hostile, locations and environments. Our reputation depends on the
actions of our employees. By exercising good judgment, and acting ethically in all
circumstances, we can ensure that our corporate and individual reputations remain unblemished.

Scope: This policy applies to all Vanquish Worldwide employees, whether full time, part time or
contract basis or part time and whether employed/deployed domestically or overseas. Each
Vanquish Worldwide employee is responsible for understanding this policy and for conducting
him/herself in full accordance with the standard set forth. Our Policies and standards are
designed to be crystal clear. If clarifications are required, however, Vanquish Worldwide Human
Resources staff will be pleased to assist.

2.0) Vanquish Worldwide SOP CROSS-REFERENCES
Vanquish Worldwide Overview and Mission
Corporate Code of Ethics and Business Conduct
ITAR and Export Control Administration
Financial Management
Risk Management  
Quality Management System  
Human /Resources and Labor Relations  
Health and Safety  
Project Management  
Training Programs

3.0) RESPONSIBILITIES  
The President and CEO leads the development and implementation of, and corporate compliance with, the Vanquish Worldwide Code of Ethics and Business Conduct. He is directly responsible to our clients and to the Vanquish Worldwide Board of Directors for Vanquish Worldwide business performance and reputation. He delegates and shares these responsibilities down the chain of command, requiring every Vanquish Worldwide employee, at every level of our overall corporate organization, to adhere to the policy and its standards. Divisional Vice Presidents represent the second level of this chain of command and are:

- Vice President, Operations  
- Vice President, Sales & Marketing  
- Vice President, Information Technology  
- Vice President, Risk and Administration  
- Chief Financial Officer

The Human Resource Manager, reporting to the Vice President Risk and Administration, is the custodian of the Vanquish Worldwide Corporate Code of Ethics and Business Conduct. The Human Resource Manager is responsible for its maintenance and update, and for obtaining and filing the individual acknowledgment of understanding and obligation for each Vanquish Worldwide employee.

4.0) ATTACHMENTS  
Attachment 1: Vanquish Worldwide Corporate Code of Ethics and Business Conduct
# ATTACHMENT 1

## VANQUISH WORLDWIDE CORPORATE CODE OF ETHICS AND BUSINESS CONDUCT

### TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>INTRODUCTION</td>
<td>2</td>
</tr>
<tr>
<td>1.0) VANQUISH WORLDWIDE CANON OF BUSINESS ETHICS</td>
<td>3</td>
</tr>
<tr>
<td>2.0) VANQUISH WORLDWIDE COMPLIANCE PROGRAM AND CODE OF BUSINESS CONDUCT</td>
<td>4</td>
</tr>
<tr>
<td>2.1 Overview of Vanquish Worldwide’ Compliance Program</td>
<td>4</td>
</tr>
<tr>
<td>2.2 Vanquish Worldwide Compliance Organization</td>
<td>5</td>
</tr>
<tr>
<td>2.3 The Vanquish Worldwide Code of Business Conduct</td>
<td>6</td>
</tr>
<tr>
<td>2.4 Raising Questions of Reporting Concerns</td>
<td>6</td>
</tr>
<tr>
<td>2.5 Protection from Retaliation</td>
<td>7</td>
</tr>
<tr>
<td>2.6 Compliance is Everyone’s Responsibility</td>
<td>7</td>
</tr>
<tr>
<td>3.0) CONDUCT INVOLVING OUR FELLOW EMPLOYEES</td>
<td>8</td>
</tr>
<tr>
<td>3.1 Respect for Your Fellow Employees</td>
<td>8</td>
</tr>
<tr>
<td>3.2 Equality and Fair Treatment</td>
<td>8</td>
</tr>
<tr>
<td>3.3 Harassment</td>
<td>9</td>
</tr>
<tr>
<td>3.4 Employee Privacy</td>
<td>9</td>
</tr>
<tr>
<td>3.5 Workplace Safety</td>
<td>10</td>
</tr>
<tr>
<td>3.6 Drug Free Workplace</td>
<td>10</td>
</tr>
<tr>
<td>3.7 Alcohol Policy</td>
<td>10</td>
</tr>
<tr>
<td>4.0) CONDUCT INVOLVING OUR BUSINESS PARTNERS</td>
<td>10</td>
</tr>
<tr>
<td>4.1 Fair Competition and Antitrust Requirements</td>
<td>10</td>
</tr>
<tr>
<td>4.2 Gathering and Using Competitive Information</td>
<td>11</td>
</tr>
<tr>
<td>4.3 Dealing with Vendor and Suppliers</td>
<td>11</td>
</tr>
<tr>
<td>4.4 Relationships and Conflicts of Interest</td>
<td>12</td>
</tr>
<tr>
<td>4.5 Gifts and Entertainment</td>
<td>12</td>
</tr>
<tr>
<td>5.0) CONDUCT INVOLVING OUR BUSINESS WITH THE U.S. GOVERNMENT</td>
<td>13</td>
</tr>
<tr>
<td>5.1 When These Special Rules Apply</td>
<td>14</td>
</tr>
<tr>
<td>5.2 Discussion of Special Rules Applicable to U.S. Government Contracts</td>
<td>14</td>
</tr>
<tr>
<td>6.0) CONDUCT INVOLVING OUR BUSINESS RESOURCES</td>
<td>17</td>
</tr>
<tr>
<td>6.1 Accuracy of Books, Records and Financial Reporting</td>
<td>17</td>
</tr>
<tr>
<td>6.2 Intellectual Property</td>
<td>17</td>
</tr>
<tr>
<td>6.3 Responsible Use of Company Resources and Assets</td>
<td>18</td>
</tr>
<tr>
<td>6.4 Quality Assurance and Control</td>
<td>18</td>
</tr>
<tr>
<td>6.5 Documents and Records Management</td>
<td>18</td>
</tr>
<tr>
<td>6.6 Insider Trading</td>
<td>18</td>
</tr>
<tr>
<td>6.7 Marketing and Advertising Materials</td>
<td>19</td>
</tr>
<tr>
<td>7.0) CONDUCT INVOLVING OUR BUSINESS COMMUNITIES</td>
<td>19</td>
</tr>
<tr>
<td>7.1 Environmental and Workplace Safety Policy</td>
<td>19</td>
</tr>
<tr>
<td>7.2 Political Contributions and Public Service Involvement</td>
<td>19</td>
</tr>
<tr>
<td>7.3 U.S. Foreign Corrupt Practices Act</td>
<td>20</td>
</tr>
<tr>
<td>7.4 ITAR and Export Controls</td>
<td>20</td>
</tr>
<tr>
<td>7.5 International Business</td>
<td>21</td>
</tr>
<tr>
<td>8.0) DISTRIBUTION OF CODE OF ETHICS AND BUSINESS CONDUCT AND THE EMPLOYEE ACKNOWLEDGEMENT FORM</td>
<td>21</td>
</tr>
<tr>
<td>8.1 Ethics Training</td>
<td>21</td>
</tr>
</tbody>
</table>
INTRODUCTION

Welcome to the Vanquish Worldwide Code of Ethics and Business Conduct (the "Code") policy. This document is intended to give you an overview and basic understanding of the obligations and responsibilities you have as an employee of the Company. These responsibilities and obligations arise from the Company's legal obligations, as well as the ethical and moral responsibilities that have helped define Vanquish Worldwide as a premier US Government solutions provider. Vanquish Worldwide conducts itself according to the highest principles and standards.

Vanquish Worldwide is committed to integrity in its dealings with all stakeholders in the programs and projects we operate. Our Standards of Conduct provide clear guidelines for dealing with all of the constituent groups with whom we come into contact, to whom we are responsible, and whom we serve at their option. These groups and stakeholders include: our own employees, our Government and commercial clients, other contractors with whom we work, our vendors, suppliers and subcontractors, and the countries and communities in which we operate. We communicate openly and honestly, striving for accuracy, timeliness and completeness. Communication channels flow both vertically and laterally within our organization and our “open door” management philosophy promotes and encourages discussion of employee concerns without fear of retaliation.

Vanquish Worldwide complies with all applicable employment laws and regulations in the U.S. and wherever else we work. For qualified individuals, we offer competitive compensation packages, and equal opportunity for employment and advancement regardless of race, color, creed, religion, age or sex. Vanquish Worldwide is committed to the health, well-being and safety of its employees and provides them with work places free of, harassment, discrimination and intimidation. In return acknowledgment of, and compliance with, our Code is a condition of employment, and we ask for each employee’s undivided loyalty. Section 8.0 of this document discusses the distribution of the Code and the Employee Acknowledgement Form. Company managers and supervisors are required to annually certify that they have discussed the Code with employees during performance evaluations.

Our dual purpose in adopting this Code and providing it to all Vanquish Worldwide employees as a condition of employment is:

1) To ensure that all Vanquish Worldwide employees understand what is expected of them, and how to identify and resolve any issues that arise that affect the Company or its business activities; and

2) As a contractor to the U.S. Government, to institute a Compliance Program that ensures Vanquish Worldwide follows all applicable laws and regulations for its U.S. Government work. By adopting this Code, the Company ensures that, as it grows, it can maintain the legal, ethical, and moral business conduct that has given Vanquish Worldwide its outstanding reputation.

The Code comprises two distinct parts, namely the Vanquish Worldwide Canon of Business Ethics (the "Canon"), and the Code of Business Conduct (the "Code of Conduct"), which is addressed in Sections 2.0-7.0. The Vanquish Worldwide Code of Ethics and Business Conduct is
made available to all Vanquish Worldwide employees, consultants, and agents; and such consultants and agents are bound by the Code through written agreements.

Vanquish Worldwide pursues good corporate citizenship in the countries, regions and communities in which it operates; complying with all local laws and regulations, observing good environmental practice and stewardship, and incorporating socio-economic planning for benefit of our host communities that will endure long after our work is complete.

1.0) **CANON OF BUSINESS ETHICS**

The Vanquish Worldwide Canon of Business Ethics defines the basic ethical framework for all of the Company's operations, and it incorporates the cornerstone of Vanquish Worldwide business philosophy: conducting our operations in a legal, ethical, and moral manner. The Canon is not intended to be a set of specific rules and responsibilities. These are found in the Code of Conduct. Each employee, however, should be familiar with the Canon and let it guide them in making decisions that affect the Company, its operations, and its reputation on a daily basis.

**Preamble** Legal, ethical and moral business practice has been the cornerstone of Vanquish Worldwide’s philosophy since the Company's inception. We believe that business is best conducted and society best served when business practice is based on the principles of honesty and integrity. This Canon of Business Ethics provides only general ethical guidelines. For specific responsibilities and obligations, employees should consult the Vanquish Worldwide Code of Business Conduct, applicable Company policies, or consult with their supervisor or the Compliance Officer.

**Canon** Our overarching principle is to **conduct our business in a legal, ethical, and moral manner**. This basic canon consists of three separate obligations:

**Conducting Business in a Legal Manner:**

- Comply with all laws relevant to companies that contract with the U.S. Government. These laws are far-reaching and complex, and place the responsibility for demonstrating compliance on Vanquish Worldwide.
- Conduct our business in accordance with the letter and spirit of all other applicable national, regional, and local laws and regulations,
- Discrimination is unacceptable in our work place environment. We avoid harassment or discrimination of any kind, especially race, color, religion, gender, age, national origin, sexual orientation, disability, and veteran or marital status.
- Regard proprietary Vanquish Worldwide information as a valuable corporate asset, avoid unauthorized disclosure of Vanquish Worldwide business activities, and respect proprietary information belonging to others.
- Compliance with the law does not comprise our entire ethical responsibility, but it is at a minimum, an essential condition for the performance of our duties.

**Conducting Business in an Ethical Manner:**

- Maintain the highest standards of professional conduct, both externally and within Vanquish Worldwide.
CORPORATE CODE OF ETHICS AND BUSINESS CONDUCT

- Avoid misrepresentation, false promises, misleading advertising, or any promotion of our work that might lead to misconception on the part of our clients, potential clients or third parties.
- Conscientiously avoid conflicts of interest and refuse to accept or offer any gift, favor, or service in the performance of our duties.
- Respect our competitors, seeking no unfair advantage by unethical or questionable means.
- Acquire competitive information only by lawful and ethical means.

Conducting Business in a Moral Manner:

- For the communities in which we live and work, act as a concerned and responsible neighbor, and reflect all aspects of good citizenship.
- Remember that, when we perform our jobs, we each are an ambassador of the Company and hold the Company’s reputation in our hands. Avoid conduct that places our reputation at risk.
- Use sound judgment and discretion in the performance of job duties, and report any conduct or actions that you feel do not meet the requirements of the Company’s Canon of Ethics.
- If you believe that someone’s conduct violates the spirit of the Canon of Business Ethics, report it to your supervisor or the Compliance Officer.

2.0) VANQUISH WORLDWIDE COMPLIANCE PROGRAM AND CODE OF BUSINESS CONDUCT
Vanquish Worldwide is committed to maintaining high ethical and legal standards in every aspect of its business conduct and to complying with the letter and spirit of all U.S. federal, state, and local laws and regulations, foreign laws, and contract obligations to which the Company is subject. It is a core objective of Vanquish Worldwide Directors, Executives and line managers that Vanquish Worldwide foster working environments where the "bottom line" is never an excuse for cutting corners or failing to comply with our ethical and legal obligations. Vanquish Worldwide’s reputation for adherence to laws, regulations and its written Code of Conduct is more important than the position or personal advancement of anyone, officer or employee. Our continued success depends on the strength of the Company's efforts to prevent, detect and promptly remedy any actual or suspected misconduct.

2.1) Overview of Vanquish Worldwide’s Compliance Program
Vanquish Worldwide has adopted a company-wide Corporate Compliance Program (the "Program") to coordinate, implement and monitor compliance with: 1) Corporate values; 2) Laws and regulations applicable to Vanquish Worldwide business operations; and 3) Vanquish Worldwide policies and procedures. The program is managed by the Vice President Risk and Administration, who delegates responsibility as appropriate, to the Human Resources Manager and Compliance Officer. The Company’s independent QA/QC function, reporting directly to the Vanquish Worldwide President and CEO, oversees compliance matters, and the maintenance of current SOPs for our contract and business activities. Vanquish Worldwide requires its directors, officers, managers and employees to understand and abide by all legal requirements governing Vanquish Worldwide business and operations. We provide ongoing education and guidance to our employees concerning laws and regulations applicable to our business operations as
complying with laws and regulations is only part of our corporate obligation. We provide mandatory training once a year through the employee portal that can be accessed via www.govanquish.com. Vanquish Worldwide encourages its employees to avoid even the appearance of impropriety in matters involving legal obligations, the Company’s Code of Ethics and Business Conduct, or other Company policies and procedures.

2.2) Vanquish Worldwide Compliance Organization
Vanquish Worldwide’s Compliance Program has several components, including a compliance organization as shown below. The Corporate Compliance Committee ensures that our Compliance Program meets the standards for such programs imposed on government contractors, provides feedback on, and assists in the implementation of, ethics and compliance-related policies. The Committee also exercises oversight for the Compliance Program.

To carry out the day-to-day operation of the Compliance Program, the Vanquish Worldwide Compliance Officer responds to questions raised by our personnel, and investigates and addresses reports of misconduct. Indicating the level of importance placed on this program, we have appointed the Vanquish Worldwide Employee Relations Manager as our Compliance Officer, reporting directly to the Human Resource Manager. Among other duties, the Compliance Officer monitors Compliance Program, and incorporates best industry practice and “Lessons Learned” from internal and external audits of Company operations. Our employees are
encouraged to contact the Compliance Officer or their immediate supervisors concerning questions about the Code, the Company's compliance program or specific issues that may arise.

It is each individual employee’s responsibility to comply with the Vanquish Worldwide Standards of Conduct. Compliance with our Code is a condition of employment, and we ask for each employee’s undivided loyalty. Vanquish Worldwide managers and supervisors are required to annually certify that they have discussed the Code with employees during performance evaluations. Violation of the Vanquish Worldwide Code and Standards of Conduct are grounds for immediate disciplinary action up to and including termination of employment. No waiver of any of the provisions in the Code or Standards of Conduct is permissible.

2.3) The Vanquish Worldwide Code of Business Conduct

This code applies to all directors, officers, employees, agents, representatives and consultants working for, or on behalf of, the Company, and governs the behavior of our business units involved in government contracting. Specific Articles of the Code addressed herein cover compliance with laws and regulations applicable to both Government and non-Government Vanquish Worldwide operations, as well as conduct involving our employees, business partners, business resources, and the communities in which Vanquish Worldwide works. Each employee, depending on his/her job description and responsibilities, may be subject to additional and more specific rules in the Code, which provides guidelines, but cannot cover every situation that might be encountered. Any apparent or definitive questionable practice must be brought to the attention of a supervisor, the Compliance Helpline, or the Company's Compliance Officer at the earliest safe opportunity.

2.4) Reports of Violations of Ethics or Business Conduct or Suspicious Behavior

Vanquish Worldwide is committed to maintaining high standards in conducting its business in an ethical and legal manner and encourages employees to report suspicions of unethical or illegal activity occurring by any person at any Vanquish Worldwide worksite. If possible you should first report these types of matters to your supervisor or manager or the Compliance Officer. If you feel uncomfortable with this direct approach, you may contact the Compliance Office through a specifically dedicated anonymous e-mail system at report@govanquish.com.

This dedicated e-mail hotline (report@govanquish.com) is a confidential way for you to bring such matters to our attention. Write to the Compliance Office to report suspected violations related to:

- Health and safety laws
- Environmental regulations
- Antitrust laws
- Theft, bribery, kickbacks
- Disclosure or theft of confidential or proprietary information
- Copyright, Patent and Trademark laws and software piracy
- Harassment or discriminatory or unlawful employment practices
- Fraudulent transactions
- Improper lobbying and political contributions
- Other instances of behavior that violates or compromises the Vanquish Worldwide Corporate Code of Ethics and Business Conduct
The Compliance E-mail System is designed so that the sender’s e-mail address is not included in the communication that is received by the Compliance Office. If you write to the Compliance Office you may give your name and contact information if you would like to do so, but you do not have to identify yourself.

The Compliance Office will obtain the facts necessary to evaluate and investigate the reported concern. If the investigation indicates unethical or illegal conduct, the Compliance Officer will work with the Vanquish Worldwide management team and the Human Resources Department to determine the appropriate response, which could include a change in policy or procedure, legal action, employee discipline or no additional action.

If you would like to find out the specific disposition of your complaint and desire a direct response regarding the investigation or the resolution, the Vanquish Worldwide Compliance Office will contact you if you have provided your name and contact information.

2.5) Protection from Retaliation
Vanquish Worldwide encourages its employees to be active participants in the process of ensuring that all Vanquish Worldwide operations follow the Vanquish Worldwide Ethics and Business Conduct Policy. Vanquish Worldwide strictly prohibits the unlawful retaliation against any employee who reports problems and/or concerns in good faith. Vanquish Worldwide asks employees to both report and to assist in investigations for known or suspected violations of laws, rules, policies, regulations or improper conduct. Any employee who believes that he/she has become the subject of retaliation for reporting improper conduct or who has witnessed retaliation in the workplace should immediately report such activity to the Human Resource Manager or the Vanquish Worldwide Compliance Officer. Matters involving suspected retaliation will be handled in the same manner as reports of non-compliance with the Vanquish Worldwide Code of Ethics and Business Conduct. Persons who are found to be in violation of this policy will be subject to disciplinary actions up to and including termination.

2.6) Compliance Is Everyone’s Responsibility
Every Vanquish Worldwide director, officer, and employee receiving this Code of Conduct must read it and follow its provisions. Managers are responsible for ensuring that the Code of Conduct is understood and followed by each of their subordinates. Compliance with this Code of Conduct will be taken into account in reviewing the performance of all employees.

It is Important for Every Vanquish Worldwide Employee to Understand That:

- You are personally responsible for your own conduct in complying with all provisions of this Code of Conduct and for promptly reporting known or suspected violations of this Code of Conduct to the Compliance Helpline, the Compliance Officer or your supervisor.

- If you are a manager or supervisor, you are responsible and accountable for ensuring that your employees understand and comply with this Code of Conduct;

- No one in Vanquish Worldwide has the authority or right to order, request or influence
you to violate this Code of Conduct;

- You will not be excused for violating this Code of Conduct for any reason, even at the request of another person, including your supervisor or company officers;

- Any retaliation or threat of retaliation against any person for refusing to violate this Code of Conduct or for reporting in good faith a violation or suspected violation of this Code is itself a violation and may be a violation of law;

- Any replied violation of this Code of Conduct will be investigated, and every actual violation will constitute a basis for disciplinary action involving the person violating this Code of Conduct and may result in civil or criminal action against that person;

- Any employee who acts contrary to this Code of Conduct, or who knowingly gives a false report regarding a violation of this Code of Conduct, may be subject to disciplinary action, up to and including termination of employment.

All Vanquish Worldwide directors, officers and employees have a duty to promptly report their concerns, and/or any actual or suspected misconduct or violation of this Code of Conduct. Failure to fulfill this duty is in itself a violation of this Code of Conduct and may result in disciplinary measures up to and including employment termination. Failure to report actual or suspected misconduct also may expose Vanquish Worldwide to potential criminal and civil penalties and may damage the Company's reputation.

3.0) CONDUCT INVOLVING FELLOW EMPLOYEES

3.1) Respect For Your Fellow Employees
The underlying basis for all professional relationships is respect for others. Employees are expected to treat their peers, superiors, or subordinates, as well as clients, suppliers and others with whom Vanquish Worldwide does business, with respect and to not engage in abusive, disrespectful, or insubordinate behavior. Such behavior reflects poorly on the employee and on Vanquish Worldwide.

3.2) Equality and Fair Treatment
Vanquish Worldwide is firmly committed to the principles of equal opportunity in employment for all individuals. We believe diversity strengthens our work force and enhances its competitiveness. Vanquish Worldwide expects its employees to treat each other with respect and to learn to appreciate other backgrounds and cultures. We are committed to recruiting, hiring, developing and promoting employees without discrimination on the basis of race, color, religion, gender, age, national origin or ancestry, sexual orientation, disability, marital status, veteran status or any other status protected by law not listed here. Fulfillment of our commitment to equal employment opportunity requires action by all employees.

Similarly, business relationships with competitors, suppliers and clients of Vanquish Worldwide must always be conducted free of discrimination based on race, color, religion, gender, age, national origin or ancestry, sexual orientation, disability, marital status, veteran status or any
other status protected by law not listed here. All Vanquish Worldwide employees are responsible for implementing the Company's policy of non-discrimination.

3.3) Harassment
Vanquish Worldwide has zero tolerance for harassment based on any individual’s race, color, religion, gender, age, national origin or ancestry, sexual orientation, disability, marital status, veteran status or any other status protected by law not listed here. Vanquish Worldwide does not tolerate any form of harassment - verbal, physical or visual - by other employees, clients, vendors, agents or other third parties. Harassment is personally offensive, lowers morale and interferes with the ability to work cooperatively. Vanquish Worldwide employees must not engage in any sexual or other harassment of co-workers, competitors, suppliers or clients.

**Workplace Harassment Can Take Many Forms, ALL of Which are Unacceptable:**

- Offensive jokes, cartoons, pictures, posters, insults, threats and other unwelcome actions or comments about a person's race, color, gender, age, religion, sexual orientation, national origin or ancestry, citizenship, disability, medical condition, marital status, veteran status, social or economic status, or educational background.

- Verbal, written, graphic or taped material that demeans or shows hostility or aversion towards an individual or group because of race, color, religion, sexual orientation, gender, national origin, age, disability, medical condition, or veteran status and is displayed on our walls, bulletin boards, e-mails, Intranet or elsewhere in or on Company premises, or circulated in the workplace.

- Taking retaliatory action against an employee for discussing or making a harassment complaint.

Sexual harassment may include unwelcome sexual advances, requests for sexual favors, unwelcome physical contact, or other communications of a sexual nature. Such conduct creates an offensive, hostile and intimidating working environment and prevents an individual from effectively performing the duties of his or her position. Sexual harassment also encompasses such conduct when it is made a term or condition of employment or compensation, either implicitly or explicitly, or when an employment or compensation decision or performance evaluation is based on an individual's acceptance or rejection of such conduct. Sexual harassment crosses age and gender boundaries, and cannot be stereotyped.

If you are harassed you are encouraged to complain directly to the alleged harassers (unless it is unsafe to do so), and to make it clear that the harasser's behavior is unacceptable, unwelcome and offensive and must stop immediately. Harassment MUST be reported to your supervisor, Human Resources, or the Company's Compliance Officer immediately. Any supervisor or employee witnessing inappropriate behavior or harassment involving other employees also must report such conduct.
3.4) Employee Privacy
Vanquish Worldwide respects the privacy of all employees and will only use employee records as necessary for business needs, sharing employee information only for business reasons consistent with applicable laws. Some personal employee information is very sensitive and cannot be made public under many laws. This includes certain payroll records and medical history records.

3.5) Workplace Safety
Vanquish Worldwide is committed to providing a safe and healthy work environment free from illegal intimidation, violence, threats of violence, and the influence of drugs or alcohol. Vanquish Worldwide prohibits the illegal use, sale, purchase, transfer, or possession of any controlled substances while on Vanquish Worldwide or client premises, or while conducting Vanquish Worldwide business or on assignment.

3.6) Drug Free Workplace
We have implemented a Drug Free Workplace Policy covering all Vanquish Worldwide employees. This provides our employees with a drug free work place, and restricts prescription drugs to those pre-authorized by Vanquish Worldwide and the issuing physician as not impairing the involved employee’s ability to conduct his assigned duties. Drug and narcotics use before, during or after periods of duty is strictly prohibited. Employees are required, as a condition of employment, to random and scheduled testing; and are subject to disciplinary action, up to and including termination, for violations of this policy.

3.7) Alcohol in the Workplace
Alcoholic beverages are prohibited, except as specifically authorized by Company management. (Note: Moderate use of alcohol at Company-approved meetings, or in an appropriate social setting, is not prohibited by this Policy.) Consuming alcoholic beverages while driving or driving any vehicle for Company business while intoxicated is prohibited. The consumption of alcohol on Company time or on Company property is prohibited unless specifically approved in writing by management.

4.0) CONDUCT INVOLVING OUR BUSINESS PARTNERS
Vanquish Worldwide professional values and principles of legal, ethical, and moral conduct are extended to our expectations of our vendors, suppliers, clients, representatives, and others with whom we do business.

4.1) Fair Competition and Antitrust Requirements
Vanquish Worldwide believes that a free market is important to its success. All of Vanquish Worldwide’s business activities are highly competitive, and it is the Company's policy to compete aggressively, but ethically and legally; treating all clients, subcontractors, vendor and suppliers fairly and with integrity. We honor the commitments we make and provide high quality products and services in return for equitable and timely compensation.

A major part of Vanquish Worldwide’s commitment to compete fairly is a commitment to comply with the antitrust laws which protect free trade. These complex laws prohibit any form of agreement or understanding, whether formal or informal, written or oral, expressed or implied, made between competitors or others in the supply chain to unreasonably limit or restrict
competition in their favor. Collusion, that is breaking or intending to break these laws, brings severe penalties to both the offending company and the involved individual(s).

### Vanquish Worldwide’s Compliance with Antitrust Law Includes the Following Guidelines:

- Vanquish Worldwide employees may not discuss, or enter into a formal or informal agreement with competitors about:
  - Prices, or matters affecting price
  - Production levels or inventory levels
  - Bids and alternate bids
  - Dividing production, or products
  - Dividing sales territories
  - Terms and Conditions of sale of products or services
  - On an agreement to buy other Vanquish Worldwide products or services.

- We prohibit agreements with clients or suppliers that:
  - Establish the resale price of a product or service
  - Limit a client's right to sell its products or services
  - Condition our sales on an agreement to buy other Vanquish Worldwide products or services

- We prohibit unfair or untrue disparagement of a Vanquish Worldwide competitor

- Absent compelling special circumstances, Vanquish Worldwide selects its subcontractors and vendors through a formal, written competitive bidding process and without favoritism (See also “Conflict of Interest”).

### 4.2) Gathering and Using Competitive Information

To compete in the marketplace it is necessary and legal to gather competitive information. Vanquish Worldwide employees may only gather information through lawful means. Our employees must maintain the confidentiality of information entrusted to them by Vanquish Worldwide and its clients, except when disclosure is authorized or legally mandated. Vanquish Worldwide employees must never use any illegal or unethical means to obtain information about other companies. We deal fairly with clients and subcontractors and vendors and do not manipulate, conceal or abuse privileged information or misrepresent material facts.

Vanquish Worldwide employees do not share confidential information from suppliers or clients with anyone outside Vanquish Worldwide without written permission. Such confidential information includes all non-public information that might be of use to competitors or harmful to Vanquish Worldwide or its clients if disclosed. If agreements are signed to protect information we follow the terms and conditions. We do not steal trade secret information and do not suggest or ask others to disclose trade secrets. For example, Vanquish Worldwide employees who previously worked for a competitor are hired fairly and may not bring any proprietary or confidential papers or computer records from prior employers.

### 4.3) Dealing with Vendors and Suppliers

The relationships we establish with our vendors and suppliers are important to us. Vanquish Worldwide values apply to all of our dealings with vendors and suppliers including our commitment to achieving the right results in the right way. Vanquish Worldwide’s policy is to
base all procurement decisions on the best value received by Vanquish Worldwide. Vanquish Worldwide will not knowingly use vendors or suppliers who: 1) supply unsafe products or services; 2) violate laws or regulations; 3) use child labor or forced labor; or 4) engage in human trafficking.

**Vanquish Worldwide Good Procurement Conduct Includes:**

- We establish corporate or regional supply (leveraged) agreements and Master Service Agreements (MSAs)
- Competitive bids are obtained when leveraged agreements do not exist
- Vendors are prequalified for performance quality, delivery, and financial capability
- Purchase agreements are used with standard terms and conditions which clearly state:
  - The services or products to be provided
  - The basis for earning payment
  - The applicable rates or fees
- The Vanquish Worldwide price paid for goods and services must reflect the value of the goods or services provided
- We avoid reciprocal agreements
- We support small, minority, veteran, or women-owned businesses that meet specification requirements
- Wherever possible purchasing of environmentally benign, and safe products.

4.4) **Relationships and Conflicts of Interest**

**Fair Dealing:** Each Vanquish Worldwide employee should endeavor, at all times, to deal fairly with our clients, vendors, suppliers, competitors and other employees. No Vanquish Worldwide director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

**Conflicts of Interest:** A "conflict of interest" occurs when an individual's private interest interferes, or appears to interfere, with the interests of Vanquish Worldwide. This occurs when outside activities and personal or financial interests influence (or appear to influence) the ability to make objective decisions in the course of job responsibilities and performance. Vanquish Worldwide employees are obligated to ensure that they remain free of conflicts of interest in the performance of their workplace duties and responsibilities. If any question arises as to whether an outside activity or personal interest might constitute a conflict of interest, the immediate supervisor and/or the Compliance Officer must be contacted for clarification before further related activity is undertaken.

**Marketing and Selling:** It is the responsibility of those marketing and selling Vanquish Worldwide products and services to understand the client, the client’s needs, and to meet those needs through the offering of fairly-priced, high-quality products and services. Vanquish Worldwide is committed to selling its products and services honestly and without any unlawful or non-compliant act or omission. We charge our sales and marketing employees with avoidance of any semblance of restraint of trade or the perception of favoritism or unfair advantage.
4.5) Gifts and Entertainment

Making Gifts As a general rule, business courtesies such as gifts, entertainment, services, or favors offered or provided to commercial, non-governmental clients or other business associates should be infrequent, reasonable, legal, documented, and offered in a way that does not create the appearance of impropriety. The offer or provision of cash or cash equivalents is not permitted under any circumstances.

Offering or Providing Gifts Vanquish Worldwide’s position on acceptance of gifts is equally clear: no gift, favor or entertainment should be accepted if it will obligate or appear to create any obligation, either stated or implied, to a competitor, supplier or client. Typically gifts should not be accepted from such companies or their agents unless the following criteria listed below are met.

<table>
<thead>
<tr>
<th>Vanquish Worldwide Employees May Accept or Give Gifts and Entertainment Only When ALL of the Following Criteria Apply:</th>
</tr>
</thead>
<tbody>
<tr>
<td>- They are not unlawful or a violation of policies of the other party's company</td>
</tr>
<tr>
<td>- They are consistent with customary business practices in the industry</td>
</tr>
<tr>
<td>- They are reasonably related to business relationships</td>
</tr>
<tr>
<td>- They are of nominal value, and are consistent with any existing business unit guidelines</td>
</tr>
<tr>
<td>- They cannot be construed as a bribe, payoff, or improper influence</td>
</tr>
<tr>
<td>- Public disclosure of the facts would not embarrass or obligate Vanquish Worldwide or the employee</td>
</tr>
<tr>
<td>- They do not violate our business values or ethics in any other manner</td>
</tr>
<tr>
<td>- The value, or estimated value of such gifts is recorded and declared</td>
</tr>
<tr>
<td>- The gift is not cash or a cash equivalent.</td>
</tr>
</tbody>
</table>

Similarly, Vanquish Worldwide employees may not offer any gift or favor to any other employee, or a member of the immediate family of that employee, of a competitor, supplier or client if the gift or favor might place the recipient under any obligation to either the employee making the gift or to Vanquish Worldwide. Kickbacks, bribes, rebates or other forms of illegal consideration are never acceptable and should never be given or accepted by anyone acting on behalf of Vanquish Worldwide. (Please also see U.S. Foreign Corrupt Practices Act.)

Charitable Gifts and Donations Vanquish Worldwide employees are encouraged to support the legitimate charitable efforts of the communities in which they live and work and in which the Company does business. Any such support is an individual choice. Vanquish Worldwide employees will not, directly or indirectly, be subject to pressure from Vanquish Worldwide or other Vanquish Worldwide employees to support or donate to such charitable efforts, nor will any Vanquish Worldwide employee have opportunity for advancement within the company conditioned on such charitable support.
5.0) CONDUCT INVOLVING DOING BUSINESS WITH THE U.S. GOVERNMENT

Introduction Vanquish Worldwide employees dealing with U.S. Government clients and foreign government clients should be particularly alert to the special rules that prohibit giving gifts, gratuities, entertainment or other favors to these types of Government employees. The additional constraints on Vanquish Worldwide’s ability to offer or accept business courtesies in connection with potential U.S. or foreign government clients or representatives are discussed separately in this Article 5.0 of this Vanquish Worldwide Code of Conduct. Special, well-defined rules apply when the U.S. Government is our client. These rules are different from, and more restrictive than, those that apply to purely commercial client transactions. As a Government contractor, Vanquish Worldwide is committed to complying with all of these special requirements. Violations of Government contracting laws and regulations have the potential for severe adverse impact on Vanquish Worldwide and its employees. Violations can result in any or all of: 1) criminal and civil convictions and penalties; 2) loss of Government contracts; 3) ineligibility (“barring”) from doing further business with the U.S. Government, either as a prime contractor or as a subcontractor; and 4) collateral consequences including barring from bidding on state and local government contracts.

These penalties and sanctions apply with equal force to Vanquish Worldwide and to those Vanquish Worldwide employees, agents and representatives involved in the improper activity.

Under the civil False Claims Act, the Government can impose liability on a contractor for the submission of false claims to the Government, or a false statement in support of a claim, including the costs of the lawsuit; triple the amount of its actual damages, and a civil penalty of between $5,000 and $10,000 for each false claim. A "claim" is a request or demand for money or property submitted by a contractor to the Government, such as an invoice or contract billing. For this reason, it is important that all invoices or billings submitted by Vanquish Worldwide to a Government prime contractor or to the Government be accurate and complete and reviewed by an authorized manager prior to submission. The Vanquish Worldwide Chief Financial Officer and the assigned Program and/or Project Manager(s) have the primary responsibility for accurate invoicing and billing (to both Government and commercial clients).

5.1) When These Special Rules Apply

Vanquish Worldwide prefers, wherever possible, to contract directly with agencies or departments of the U.S. Government as a “Prime Contractor”. The special rules for doing business with the U.S. Government apply with equal force, however, when Vanquish Worldwide does business indirectly with the Government as a subcontractor to another firm. In such cases where Vanquish Worldwide does not hold a contract directly with the Government, the special rules still apply to Vanquish Worldwide because the U.S. Government pays for Vanquish Worldwide's services through the prime contractor. In addition, there are rules that apply to the Company's relationships with third parties, such as teaming partners, vendors, and suppliers, who Vanquish Worldwide is working with to meet the U.S. Government's needs and requirements.

5.2) Discussion of the Special Rules Applicable To U.S. Government Contracts

Vanquish Worldwide employees involved in bidding for or providing products or services to the Government pursuant to a contract award to the Company (directly or indirectly) must learn,
understand and comply with the special rules that apply to U.S. Government contracts and subcontracts. Vanquish Worldwide has established the Vice President, Risk and Administration, the Compliance Officer, the Compliance Committee, and the QA/QC Manager as having responsibility for Vanquish Worldwide in this regard. This section of the Vanquish Worldwide Code of Business Conduct highlights some of predominant legal frameworks and requirements that apply when Vanquish Worldwide performs work on a Government contract or subcontract. These special rules include, but are not limited to, the following:

5.2.1) **Representations and Certifications to the Government:** The Government requires that each contractor providing products or services in exchange for reimbursement by the Government provide a set of representations and certifications to the Government in each proposal that it makes in response to a Government solicitation. Vanquish Worldwide has established these “reps and certs” and updates them annually, filing electronically with the Government for reference on all of the proposals we submit. This allows the Government to verify Vanquish Worldwide compliance and commitment to continued compliance with its legal requirements. In the case of international contracts where the place of performance is in a foreign country, these “reps and certs” may include socioeconomic and permanent infrastructure building requirements, hiring of host nation local nationals, and equal employment opportunity hiring provisions. It is Vanquish Worldwide’s policy that all representations and certifications made to Government agencies be truthful, accurate, current and complete.

5.2.2) **Contract Pricing, Including "Most Favored Client" Pricing:** There are detailed rules governing pricing and disclosure requirements under the Company's Government contracts, with which Vanquish Worldwide must comply. In particular, any General Services Administration (GSA) Schedule contract awarded to Vanquish Worldwide will be based on "most favored client" pricing, which imposes compliance obligations on Vanquish Worldwide relating to disclosure, and prices and discounts that can be offered by Vanquish Worldwide under its other contracts. In addition, charging and allocation of costs and the provision of cost or pricing data and billings to the government must always be accurate, complete and in full compliance with applicable procurement laws and regulations. These cost categories are generally: 1) Direct Productive Labor Hours (DPLH) including regular and overtime; 2) Other Direct Costs (ODCs) such as material, supplies, and subcontracts; 3) overhead; and 4) capital costs charged to Government projects, such as vehicles, and communications systems.

5.2.3) **Prohibition on Accepting Kickbacks:** Two basic rules govern gifts and favors offered to Vanquish Worldwide personnel by vendors, suppliers, and subcontractors who seek to do business with the Company under U.S. Government contracts:

1) Never solicit anything of value
2) Never accept cash

An occasional meal or gifts of nominal value, such as advertising items of nominal value offered during the course of a business meeting and approved by management, is permitted.

5.2.4) **Offering Gifts and Gratuities:** Vanquish Worldwide does not permit its employees to offer to U.S. Government employees any gifts or business courtesies, except for:

1) Vanquish Worldwide- approved advertising items of nominal value (such as pens, caps, T-shirts, etc.)
2) Plaques and certificates of recognition
3) Coffee, sodas, and other non-alcoholic beverages offered during a business meeting

In no event should the value of these courtesies exceed $20 per person per occasion or $50 per person annually. Employees also should be aware that Government employees often prefer or are instructed to refuse any gift or business courtesy, even when they have nominal value or are permitted under federal law.

Vanquish Worldwide and its employees may not use Vanquish Worldwide funds or assets to contribute to or support any political party or committee of the in the United States or to any candidate for, or holder of, any national, state, or local government office. The Company, however, encourages its employees to personally support the political party, officers and candidates of their choice at their sole discretion and option. Good judgment should be exercised to ensure clear separation of any such support from any association with Vanquish Worldwide.

5.2.5) Hiring Current or Former U.S. Government Employees: Government procurement laws and regulations restrict Vanquish Worldwide’s conduct of employment discussions with, and offers of employment to, current and former U.S. Government employees. There also are post-employment, or “revolving door,” restrictions that can limit the types of activities in which former Government employees can participate as private sector employees. It is Vanquish Worldwide policy that approval must be obtained from Legal Council before any employment discussion with any current or former U.S. Government employee may be initiated.

5.2.6) Procurement Integrity: Procurement integrity laws and regulations make it illegal for Vanquish Worldwide to use or have in its possession certain types of procurement-related information. During the competitive procurement process, certain types of Government agency information, designated or marked as "source selection information," may not be requested or obtained by Vanquish Worldwide unless such information is released to all competitors. Under the procurement integrity rules, source selection information includes the Government's source selection plans; technical, cost or price evaluations of proposals; competitive range determinations; rankings of bids, proposals or competitors; source selection reports or evaluations; and any other information marked as "Source Selection Information – See FAR 3.104." Furthermore, during any competitive procurement process for Government work in which Vanquish Worldwide is participating, Vanquish Worldwide will designate a single Vanquish Worldwide point of contact through which any formal contact with the Government must be made. Informal contact of any sort is prohibited.

In addition, access to or use of other types of "contractor bid or proposal information" submitted by our competitors to a federal agency as part of, or in connection with, a bid or proposal to enter into a Government contract is strictly prohibited regardless of legend or other marking. This prohibition includes information such as cost or pricing data: indirect costs and labor rates; proprietary information about a competitor's business processes, operations or techniques, or trade secrets; and information marked by a competitor as "contractor bid or proposal information." Vanquish Worldwide employees may not seek or accept from any federal agency, or other source, a competitor's confidential bid or proposal information. Access to publicly available information about competitors, such as information on a competitor's website, is permitted.
If a Vanquish Worldwide employee is offered or receives information that should not be available to Vanquish Worldwide or that employee, or about which such concern is raised regarding a federal agency procurement or to a competitor, the employee must immediately contact the Legal Department before reviewing or sharing the information with anyone, whether inside or external to Vanquish Worldwide.

5.2.7) Use of Consultants: Vanquish Worldwide employees must comply with corporate rules and restrictions governing the use of, and agreement with, independent consultants. Vanquish Worldwide can be held accountable for the acts of its consultants and agents and thus has potential liability exposure to penalties and sanctions for illegal acts of consultants used to provide services to, or on behalf of, Vanquish Worldwide. Our consulting agreements use standard terms and conditions defining consultants as independent contractors and not employees of Vanquish Worldwide, defining consultant roles, responsibilities, and obligations, and setting limits of Vanquish Worldwide limits of liability for acts and omissions by consultants. Each individual agreement and working arrangement with a consultant to be used by Vanquish Worldwide must be approved in advance by the company’s Legal Department, with review at his discretion, by the Vice President Risk and Administration.

5.2.8) Lobbying: Generally, only Vanquish Worldwide executive-level personnel will have any interface with lobbyists. Any such interface or involvement by Vanquish Worldwide employees is subject to a requirement that they: 1) Recognize what constitutes lobbying activity under Government procurement laws and regulations; 2) Comply with the requirements governing such activities. These include registration of lobbyists, and reporting and disclosure requirements.

5.2.9) Purchasing and Subcontracting: The nature, type, scope of work, location and value of contracts and purchase orders that the Government awards vary substantially. Larger contracts may involve a requirement for the awardee (the prime contractor) to subcontract one or more portions of the prime contract. In such cases, the Government requires assurance that any second and third tier subcontractor adhere to the relevant applicable laws, rules and regulations of the prime contract. Vanquish Worldwide uses formal standard subcontract agreements that clearly define subcontract scope, cost and schedule for the subcontracted work. Our subcontract agreements contain clear “flowdown” provisions for the terms and conditions of our prime contract with the awarding Government agency or department, thus providing the required compliance assurance. The assigned Vanquish Worldwide Regional, Country and/or Project Managers are held responsible for the performance and compliance of any subcontractors approved on the contract(s) of the project(s) they manage.

5.2.10) Government Furnished Property (GFP): Most Government contracts that Vanquish Worldwide is awarded involve the receipt, use, control, maintenance and accountability for GFP. Such GFP may include weapons and other sensitive equipment and Vanquish Worldwide applies formal Standard Operating Procedures for all GFP receipt, inventory, management and accountability. These procedures track issuance, use, return, condition, repair, replacement and loss control of all GFP that comes under Vanquish Worldwide control. The assigned Vanquish Worldwide Program and/or Project Manager have primary responsibility for management of GFP on the contracts they control, and for the maintenance of the associated records.
6.0) **CONDUCT INVOLVING OUR BUSINESS RESOURCES**

6.1) **Accuracy of Books, Records and Financial Reporting**
Vanquish Worldwide maintains formal, auditable and transparent books, records and financial reports, in both hard copy and electronic formats, for all of its contract activities. These records include, for example, personnel records, incident and accident reports, Post Logs, surveillance detection reports, formal contract deliverable, and contract financial records and reports. It is the responsibility of each Vanquish Worldwide employee to comply with the records and reporting requirements associated with his specific job functions. The assigned Vanquish Worldwide Regional and/or Project Managers are responsible for ensuring that these records and reports are available to the Government at its convenience. They are supported in this by Vanquish Worldwide QA/QC and Compliance functions and by senior corporate management.

6.2) **Intellectual Property**
Vanquish Worldwide respects the Intellectual Property of all those with whom we interface. We are prepared to offer and to execute Confidentiality and Non-Disclosure agreements with our clients, partners, and subcontractors. Vanquish Worldwide requires each of its employees, as a condition of employment, to execute a confidentiality and non-disclosure agreement with the Company, the terms and conditions of which are designed to mirror those which the Company routinely accepts in the course of its business and operations.

6.3) **Responsible Use of Company Resources and Assets**
Our employees, at all levels of the organization, are stewards of Vanquish Worldwide assets and, as such, have the obligation to protect and preserve the Company’s property and assets; and to ensure their proper and effective use and maintenance. Theft, carelessness and waste have an immediate and direct adverse impact on Vanquish Worldwide profitability, and accordingly, are not tolerated.

Vanquish Worldwide assets, including but not limited to, Information Technology equipment (i.e., computers and cell phones), may be used only for legitimate Vanquish Worldwide business purposes. This includes the use of Vanquish Worldwide assets for abusive and inappropriate Internet surfing. Viewing pornography on a company provided computer is strictly prohibited at any time. The misappropriation, conversion to personal use, or theft of Vanquish Worldwide property or assets, including confidential or Intellectual Property owned by the company, is grounds for termination; and may be grounds for legal action and possible criminal prosecution. Vanquish Worldwide reserves the right to take any action it deems necessary to recover its property, assets and damages for losses sustained at any time. A zero tolerance policy also applies to theft, misuse or misappropriation by a Vanquish Worldwide employee of another employee’s property.

6.4) **Quality Assurance and Control (QA/QC)**
Vanquish Worldwide maintains formal quality assurance and quality control functions at both corporate and project levels. These QA/QC functions report directly to the Vanquish Worldwide President and CEO and Project Manager respectively to provide clear, timely and unfiltered information regarding our performance. We strive to deliver quality products and services that meet all applicable contract requirements and are fully fit for its purpose. These products and services are delivered with the environmental safety and health with whom, and for whom, we work. Each Vanquish Worldwide employee is responsible for the quality of his/her performance.
and work product. Vanquish Worldwide ensures that all required inspection and testing is completed in a manner satisfactory to our clients. In case of any quality variance the assigned Vanquish Worldwide Program and/or Project Manager takes prompt, documented and reported corrective action and manner.

6.5) **Documents and Records Management**
Vanquish Worldwide operates and maintains formal document and records management and filing and retrieval systems at both corporate and individual project levels. We use industry standard software packages and systems tailored to the specific requirements of the locations, laws and contracts for which document and records management is required. Wherever possible, these documents and records are maintained in both hard copy and electronic formats, each with the appropriate access authorization and security. Corporate and contract documents and records are maintained for periods prescribed by contract requirements or applicable law, whichever is longer. The assigned Vanquish Worldwide Regional and/or Project Managers are responsible for ensuring that these records and reports are available to the Government at its convenience. They are supported in this by Vanquish Worldwide QA/QC and Compliance functions and by senior corporate management. Each Vanquish Worldwide employee is required to comply with our corporate policies and practices to ensure and maintain the integrity of documents and records he/she generates, uses, or references.

6.6) **Insider Trading**
Vanquish Worldwide is a private, closely-held Limited Liability Corporation (LLC), and its shares of stock are not traded on any exchange or in any market. Should the company ever be subject of an initial public offering (IPO) with shares subsequently and generally available for purchase and sale, the Vanquish Worldwide Board of Directors will institute rules of corporate governance that prohibit the sale, trade or exchange of its shares by Vanquish Worldwide employees based on their internal knowledge of current or future events impacting or influencing the Company’s business activities, prospects or profitability.

6.7) **Marketing and Advertising Materials**
Vanquish Worldwide marketing and advertising materials contain neither confidential nor proprietary information. We avoid any comments or claims on performance that are exaggerated or untrue and obtain written client permission for any specific work reference. Our materials are freely available upon request and are generated with multiple levels of content and compliance review prior to issue. Due to the variety of geographical locations in which we work, Vanquish Worldwide is careful to observe local culture and customs with respect to the format and content of printed materials. Our corporate web site [www.govanquish.com](http://www.govanquish.com) has been developed in accordance with these same principles and is designed solely to inform interested parties in Vanquish Worldwide and its people, capabilities, services and experience.

7.0) **CONDUCT INVOLVING OUR BUSINESS COMMUNITIES**
7.1) **Environmental and Workplace Safety**
Vanquish Worldwide accepts its responsibility to deliver quality products and services to its clients in a manner that safeguards the health and welfare of our employees, subcontractors, our clients and the public amongst whom and with whom we work. Vanquish Worldwide products and services are managed and delivered with safety and health as a primary objective. We place the responsibility of safety and health on the assigned Vanquish Worldwide Regional and/or
Project Manager and our corporate and project safety and health staff. All Vanquish Worldwide employees on all projects and at all levels of our organization, have the authority to stop work if they believe an unsafe condition exists.

Vanquish Worldwide respects the environments in which it conducts its operations by complying with all applicable environmental laws and regulations. We focus on avoiding, reducing and eliminating the use of toxic and hazardous materials, and on the safe and compliant transportation, storage and disposal of any such toxic or hazardous materials encountered during the delivery of our products and services. We require our employees to behave as conscientious stewards of our working environments and provide the relevant training in the recognition and handling of such materials on any contracts where they may reasonably be expected to arise.

7.2) Political Contributions and Public Service Announcements
As explained in Section 5.2.5 above, Vanquish Worldwide’s Code of Business Ethics applies domestically and in all other countries where Vanquish Worldwide operates. Vanquish Worldwide employees are prohibited from offering, authorizing, allowing, or having direct knowledge of the payment, or promise of payment, of any monetary, or transfer of tangible or intangible value to any official, candidate or agent of a US or foreign political party for the purpose of influencing or inducing favorable treatment for Vanquish Worldwide. Extreme care is taken in this regard when dealing with foreign transactions. Vanquish Worldwide and its employees must comply with applicable US and foreign laws if such compliance places the Company at a competitive disadvantage. Vanquish Worldwide and its employees may not use Vanquish Worldwide funds or assets to contribute to or support any political party or committee in the United States or to any candidate for, or holder of, any national, state, or local government office. The Company, however, encourages its employees to personally support the political party, officers and candidates of their choice at their discretion and option. Good judgment should be exercised to ensure clear separation of any such support from any association with Vanquish Worldwide.

7.3) U.S Foreign Corrupt Practices Act (FCPA)
Bribes, kick-backs and other improper payments made to influence the decisions of Government officials or their agents or representatives are prohibited by law and by Vanquish Worldwide’s Code of Business Ethics. This applies domestically and in all other countries where Vanquish Worldwide operates. In other countries these limitations are specifically addressed by Foreign Corrupt Practices Act (FCPA). Amounts paid as tips or gratuities for services received must be reasonable and consistent with local culture and practice. Excessive fees, commissions and payment are prohibited in order to avoid the semblance of a bribe or other improper payment.

Under FCPA (as well as certain other U.S. and foreign laws) it is unlawful for Vanquish Worldwide or its employees to offer, authorize, allow, or have direct knowledge of the payment, or promise of payment, of any monetary, or transfer of tangible or intangible value to any foreign official, foreign political party or candidate for political office for the purpose of influencing or inducing that official to seek or grant favorable treatment for Vanquish Worldwide. Extreme care must be taken in this regard when dealing with foreign transactions, as some countries regard such payments, bribes and kickbacks as acceptable. Vanquish Worldwide and its employees must comply with applicable US and foreign laws even if such compliance places the Company at a competitive disadvantage.
7.4) ITAR and Export Controls
The International Traffic in Arms Regulations (ITAR) is a set of US Government regulations promulgated, interpreted, and enforced by the United States Department of State (USDoS). ITAR is administered by the Office of Trade Controls Compliance, Directorate of Defense Trade Controls, and Bureau of Political-Military Affairs. The Compliance and Registration Division of the Office of Trade Controls Compliance has issued Vanquish Worldwide with Registrant Code M23722. ITAR requirements include that any US person or entity that engages in the business of either manufacturing or exporting defense articles, or furnishing defense services, covered by the United States Munitions List, register and keep their registration current with this Office pursuant to: 1) the Arms Export Controls Act (AECA: 22U.S.C. 2778-2708 Sections 38 - 40); and 2) the International Traffic in Arms Regulations (ITAR: 22 CFR 120 – 130). This registration is a precondition to Vanquish Worldwide’s application for an export license, or other approval, from the Directorate of Defense Trade Controls (DDTC), or to Vanquish Worldwide’s use of export exemptions. Special ITAR country requirements apply, for example to Afghanistan, Libya and others; and embargos may be placed or lifted by the USDoS at its sole discretion.

The Vanquish Worldwide President and CEO holds primary authority for maintaining Vanquish Worldwide compliance with ITAR. He signs the Vanquish Worldwide registration statement and transmittal letters, and delegate’s responsibility of Vanquish Worldwide compliance management and assurance to a key senior officer to oversee the Vanquish Worldwide export compliance program.

The Vice President Risk and Administration is the Vanquish Worldwide senior officer with the responsibility for oversight of the Vanquish Worldwide export compliance program. He designates one or more full-time Vanquish Worldwide employees, led by the Vice President of Operations, as empowered officials to implement and maintain this program. In coordination with the Vanquish Worldwide QA/QC Manager, he establishes controls on export shipment processes to ensure compliance with the relevant USDoS License.

The QA/QC Manager and Compliance Officer are responsible for maintaining auditable records for ITAR compliance purposes. They work with our Project Management and Logistics personnel in this regard. These records are maintained in both electronic and hard copy versions at Vanquish Worldwide headquarters in Friendsville, TN. Hard copies are kept for at least five (5) years from the expiration of the USDoS export license (or other approval). Electronic copies are retained permanently. The QA/QC Manager and Compliance Officer lead, ensure completion of an internal review and audit of Vanquish Worldwide’s ITAR records no less than once per year to verify the integrity of the Vanquish Worldwide ITAR compliance program, and to validate Vanquish Worldwide full compliance with the applicable export regulations. The findings of this review and audit are communicated in writing to: 1) the President and CEO, for direction of any corrective action needed; 2) the Vice President Risk and Administration; the Vice President of Operations; and 4) the Logistics Manager. They also conduct “spot” checks of individual project records to measure, and if necessary advise corrective action on, the effectiveness of our office and field personnel in maintaining Vanquish Worldwide day-to-day ITAR compliance such as record-keeping and training.
7.5) International Business  
Large proportions of Vanquish Worldwide’s business activities are conducted in foreign countries. Vanquish Worldwide policy and Code of Business Conduct requires that we recognize and abide by the laws, regulations, culture, customs and practices of the host nations in which we are active, subject only to any countervailing and overriding U.S. law. Vanquish Worldwide Executive management must approve any deviation from Vanquish Worldwide Standards of Conduct in cases where the assigned Regional and/or Project Manager believes, in his professional judgment, that such deviation would be in the best interests of the Government, Vanquish Worldwide and the host nation community.

8.0) DISTRIBUTION OF THE Vanquish Worldwide CODE OF ETHICS AND BUSINESS CONDUCT  
This Code of Ethics and Business Conduct is issued to, and acknowledged in writing by, each new Vanquish Worldwide hire. Current employees are reminded no less than annually of their obligations with respect to this core Vanquish Worldwide policy.

8.1) Ethics Training  
Annual Ethics Training will be conducted via “MyVanquish Worldwide” for all employees. The training will cover all aspects of this policy to ensure the understanding with regard to the expectations of the company, and of employees’ legal and ethical responsibilities and obligations. The training will be reviewed by the QA/QC Manager and a certificate of completion will be placed in the employees file by the Human Resource Manager.