

Iron Bow Holdings, Inc.

Iron Bow Holdings, Inc.
Code of Ethics, Conduct,
and Responsibility

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Message From the President and Chief Executive Officer

Dear Employees:

Iron Bow Holdings, Inc. (together with its subsidiaries, herein the “Company”) has published this updated edition of the Code of Ethics, Conduct, and Responsibility (the “Code”) to continue the Company’s dedication to its Ethics Compliance Program (the Program) and bolster the Company’s commitment to integrity and ethical conduct with respect to all of our business activities. With this updated Code and supporting policies, I want to help reinforce the “Tone from the Top” for ethical conduct, integrity, and fair dealing that applies to all Company employees as well as consultants, suppliers, partners, and others who do business with the Company.

The Company remains committed to the personal development and professional growth of its people, the success of its programs, and the long-term success of the Company. That commitment must, however, be consistent with the fundamental principles that legal requirements are satisfied, financial statements are complete and accurate, and customers, partners, employees, and all stakeholders are treated with the upmost honesty and fairness.

This Code and the policies and procedures that make up the Program not only require compliance with laws and regulations but also embody a continuing commitment to positive behavior that builds honesty, promotes fairness, and demonstrates integrity. This leads to the Company’s success by producing customer satisfaction, loyalty, trust, and respect. We honor our commitments, communicate openly, and hold ourselves accountable for our actions. Ultimately, operating within this framework creates and sustains value for its stakeholders.

If you have a question or concern regarding the Code or any ethics-related policy, contact your supervisor, the Jobsite Compliance Officer, the Corporate Compliance Officer, the Deputy Corporate Compliance Officer, a Human Resources Manager, or the General Counsel. You are also free to contact the Company’s Chief Financial Officer or me directly. All these contacts are listed in the Ethics Compliance intranet site under the Ethics Contact List. If you prefer to raise an issue confidentially, I encourage you to call the Ethics Hotline or use the online reporting mechanism available to all Company employees, both of which are also available through the Ethics Compliance intranet site.

Employees are directed to familiarize themselves with this Code and regularly practice its principles, which must be represented in all our actions.

Sincerely,



Rene LaVigne
President and CEO

Vision, Mission, Values, and Policy Goals

Vision

Innovating the world.

Mission

We deliver mission success through next-generation solutions across government, healthcare, and commercial markets. Iron Bow Holdings, Inc., relies on our passionate people, longstanding partnerships, and strategic thinking to solve your most critical challenges.

Values

The Company's core values by which we navigate are:

Integrity – We lead by example and uphold the highest standards of integrity.

Commitment – We are committed to the personal success and professional growth of our people, the success of our projects and the long-term success of the Company. We define our success by our customers' success. We are committed to delivering quality, meeting expectations, and satisfying customers.

Respect

We respect our co-workers, customers, partners, and competitors.

Highest Quality – We strive to achieve the highest quality of effort and work product.

A Culture of Accountability – A culture of integrity and accountability is the cornerstone of the Company. Employees who feel accountable contribute significantly to our success. This builds employee satisfaction, commitment and retention and these attributes are directly linked to customer satisfaction.

Policy Goals

The Company's goals with respect to ethics, conduct, and responsibility are as follows:

- We will maximize the value and quality of the Company's products and services within the requirements of our contracts or other business endeavors in an ethical manner.
- We will emphasize both fair competition and beneficial relationships with our customers and suppliers.
- As employees, consultants, or representatives of the Company, we will treat one another fairly and with dignity and mutual respect.
- While we pursue the Company's growth and profit objectives, we will always keep ethical standards at the forefront of the Company's activities.
- We will act as responsible corporate citizens and conduct all activities in strict compliance with all applicable laws.

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Code of Ethics, Conduct, and Responsibility

Statement of Purpose

The purpose of the Code of Ethics, Conduct, and Responsibility (Code) is to state the principles of business ethics and conduct that are required of all employees of Iron Bow Holdings, Inc. (including all employees of its subsidiaries – Iron Bow Technologies, LLC and SoldierPoint Digital Health, LLC) in dealings on behalf of the Company with the Government, the general public, customers, suppliers, competitors, and fellow employees, and to outline the requirements of the Company's Ethics Compliance Program (the Program). All officers and managers are responsible for making this Code known and regularly stressing its importance to employees over whom they have supervision.

Policies and Procedures

The policies and procedures referenced in this Code can be found on the Company Intranet at [Ethics Compliance Program SharePoint](#)

Violations and Reporting Misconduct

Violations of this Code, its implementing policies and procedures, or other violations of the law by any employee, may result in disciplinary action up to and including termination. The Company may apply such disciplinary measures to any employee who directs or approves of prohibited activities, or who has knowledge of them and does not move promptly to correct or report them. Employees who fail to take reasonable steps to prevent or detect improper conduct are also subject to disciplinary action. Additional criminal or civil penalties may apply for violations of laws or regulations (federal, state and local) governing activities outlined in this Code.

Employees are obligated to immediately report any violation or apparent violation of this Code, its implementing policies and procedures, or other violations of the law or regulation, in accordance with Company policies entitled Ethics Compliance Program, Internal Investigations (See [Policy No. EC1.09](#)) and Disclosing Violations of Law and Contract Overpayments (See [Policy No. EC1.10](#)). The Company fosters open and free communication within the Company to ensure that all reported violations are promptly investigated in accordance with applicable Company policies and procedures. Employees must not conduct their own preliminary investigations. The Company will investigate all incidents reported to the Company to the fullest extent possible and will take appropriate action to address the situation. Employees are expected to cooperate fully with such investigations and to provide all information that they possess regarding such violations. Failure to cooperate fully in a forthright manner with any such investigation is grounds for disciplinary action up to and including termination.

In doing business with the U.S. Government, the Company must also comply with the mandatory disclosure rule under the Federal Acquisition Regulations (FAR). Under the FAR, U.S. Government contractors and subcontractors are required to disclose to the Federal Government credible evidence of certain violations of U.S. criminal law, the civil False Claims Act, and significant overpayments involving the award, performance, or closeout of a U.S. Government contract or subcontract. While it is impossible to list each and every possible violation of governing laws and regulations that the Company expects its principals, managers, employees, and agents to disclose internally, the Company requires the prompt reporting of any business standards, compliance, or ethics concern, complaint, or issue using any of the reporting mechanisms set forth in the Code and the Ethics Contact List. Anyone to whom such a disclosure is made must immediately forward the report to the Corporate Compliance Officer. Violations that fall within the FAR mandatory disclosure rule requirements will be reviewed and a disposition provided in accordance with the policy entitled Disclosing Violations of Law and Contract Overpayments (See [Policy No. EC1.10](#)).

The Company does not discharge, demote, suspend, threaten, harass, retaliate, or discriminate against any person based upon the lawful action of any such employee with respect to good faith reporting of any matter covered by the Code, its implementing policies and procedures, and applicable laws or regulations. Any such retaliation or reprisal by a Company employee or agent is forbidden.

Reporting Mechanisms

The Ethics Compliance Program provides various reporting mechanisms to allow employees to make ethics and/or compliance inquiries or reports and remain anonymous, if so desired.

- **Ethics Hotline:** The Ethics Hotline number is 1-855-280-8473. This is a confidential toll-free, 24- hours-a-day, 7-days-a-week resource available in the U.S. and Canada and is managed by a third party. For ethics reporting outside of the U.S. we offer online reporting at <https://www.ironbowethics.alertline.com>. Callers to the Ethics Hotline have the option to remain anonymous when making reports if they so desire. All questions and incident reports are responded to promptly and confidentially.
- **Online Ethics Reporting:** The Online Ethics Reporting mechanism can be accessed at <https://www.ironbowethics.alertline.com>. This mechanism allows employees to make inquiries and submit ethics-related reports online. Employees fill out the appropriate areas of the form and click “Finish” at the bottom of the form. The sender’s contact information (unless purposely included) remains anonymous as part of this transmission. The system does not capture the username or other identifying data when employees enter the ethics form submission area. For non-anonymous reports online, please use ethics@ironbow.com.

Ethics Contact List: Employees may directly contact any person listed.

These reporting mechanisms along with this Code and other features of the Program can be found on the Company intranet at <https://www.ironbowethics.alertline.com>.

Responsibilities

General Responsibilities for All Associated with Iron Bow Holdings, Inc.:

Company directors, officers, employees, agents, consultants, subcontractors, and suppliers are expected to:

- Conduct business in accordance with the highest ethical standards
- Comply with the letter and spirit of the laws of the U.S. and other jurisdictions in which the Company does business
- Use Company and customer resources appropriately
- Never participate in, condone, or ignore illegal or unethical acts
- Raise ethical concerns promptly and escalate them as necessary to all appropriate resources within the Company

Ethics Compliance Committee Governing Authority Responsibilities

The Ethics Compliance Committee of the Company is responsible for providing overall guidance and oversight with respect to the Program. This includes the appointment of the Corporate Compliance Officer, approval of material changes to the Program, updates to the internal and external websites, and reviews of the Program’s effectiveness on a quarterly and annual basis.

Corporate Compliance Officer

The Corporate Compliance Officer (CCO) is responsible for ensuring the implementation of the Program, including the maintenance of open lines of communication, mandatory training programs designed to train new and current employees about the Program, and to foster a continued awareness and understanding of the Code. The CCO reports directly to the Company President and CEO and has a direct connection to the Chairperson of the Ethics Compliance Committee. The CCO will also apprise the Ethics Compliance Committee and the Executive Team of major actions taken with respect to the implementation and administration of the Program.

Responsibilities (cont.)

Deputy Corporate Compliance Officer

The Deputy Corporate Compliance Officer (DCCO) is responsible for assisting the CCO with implementing the Program, including the maintenance of open lines of communication, executing mandatory training programs designed to train new and current employees about the Program, and fostering a continued awareness and understanding of the Code. The DCCO reports directly to the CCO on matters of Ethics. The DCCO will conduct regular reviews of awareness and compliance with the Program and conduct special reviews of matters when requested by senior management or the CCO.

Jobsite Compliance Officer Responsibilities (See [Policy No. EC 1.15](#))

The Company has established Jobsite Compliance Officers (JCO) for each office site. The JCOs are responsible for maintaining a high level of awareness and visibility of the Program to employees at those sites.

Manager and Supervisor Responsibilities

Each manager and supervisor has the responsibility to employees, consultants, agents, and other representatives of the Company under his or her direction or control to:

- Ensure that employees are aware of the requirements of the Code and the Program, and participate in education and training regarding the Code;
- Communicate on an ongoing basis the importance of the principles of, and compliance with, the Code;
- Encourage open communication regarding the importance of the Code and reinforce the importance of resolving concerns related to the Code and the Program; and
- Take reasonable measures, based on facts that a manager or supervisor knows or should know, to detect violations of the Code.

Employee Responsibilities

The Company is committed to conducting its business in accordance with all applicable federal, state, and local laws and regulations, and in accordance with the Code. Company employees are expected to comply, and to assist the Company in complying, with each of these obligations. All employees have the responsibility to familiarize themselves with the Code, its implementing policies and procedures, and the Program.

Any employee who suspects or has knowledge of violations of this Code, its implementing policies and procedures, or other violations of the law or regulation should immediately report any concerns using one of the reporting mechanisms set above.

Employees are required to participate in mandatory ethics training on an annual basis. In addition, mandatory trainings may be provided and non-mandatory targeted ethics training will be provided on an intermittent basis.

Responsibilities of Consultants, Subcontractors, and Suppliers

The Company requires consultants, subcontractors, and suppliers to comply fully with the Company's Code or to have an equivalent Code and to inform appropriate Company officials immediately of any illegal or unethical conduct in dealings with Company directors, officers, and employees.

Compliance Issues and Policy Summaries

The Company has issued a number of policies and procedures to implement the Program. These policies and procedures are posted on the Ethics Compliance Intranet site and are also available in hard copy from the CCO, any JCO, or your HR Manager. A summary of the key policies are as follows:

Ethics Compliance Program (See [Policy No. EC 1.01](#))

This policy provides the organizational and structural basis for the Program. It lays out the responsibilities of all persons affiliated with the Company with respect to the Program, as well as the detailed processes and procedures governing the Program.

This policy is the cornerstone of the Program and underscores the requirement that we will conduct our business activities in compliance with all applicable U.S. (federal, state, and local) laws, regulations, and judicial decrees, as well as those of other countries where the Company conducts business. No employee may take any action on behalf of the Company that the employee knows, or reasonably should know, would violate any law or regulation.

In addition to literal compliance with legal requirements, each employee must adhere to the overriding moral and ethical standards of fair dealing in the conduct of business. The Company's interests are not served by unethical practices and activities even in the absence of a technical violation of law. When no legal requirement applies directly to a questionable situation, employees must conduct Company business in a manner protective of the Company's tradition of integrity and ethical conduct.

Conflicts of Interest (See [Policy No. EC 1.02](#))

Employees and their immediate families must avoid any situation that may create, or appear to create, a conflict between personal interests and the interests of the Company. Employees and their immediate families must not engage in any outside interest, activity, or investment which, in the opinion of the Company, may reflect negatively on the Company or conflict with its best interests.

The following are examples of conflicts of interest:

- Engaging in employment or any other activity that interferes with your ability to devote the required time and attention to your job responsibilities at the Company.
- Holding a significant financial interest in a current or prospective customer, supplier, or competitor of the Company, or serving as an employee, consultant, or director of that business.
- Directing Company business to a supplier owned or managed by a relative.
- Supervising the job performance or compensation of a relative.
- Using confidential Company information or improperly using Company assets for personal benefit or the benefit of others.
- Other examples listed in the policy.

Conflicts of Interest (See [Policy No. EC 1.02](#)) (cont.)

If a conflict of interest or the appearance of a conflict of interest develops, an employee must report the matter to his or her supervisor and the General Counsel/Corporate Compliance Officer.

It is important to remember that even if a conflict exists, the corrective action will depend on the individual circumstances. Conflicts can arise innocently, and most are investigated to the extent necessary to determine that the Company's interests (and the interests of our customers) are being best served. Each conflict must be reported so that an independent determination can be made of the situation.

Q: A Company consultant has offered to pay me to work for him on my own time. Is this against Company policy?

A: While not against Company policy, "moonlighting" for a consultant or supplier could lead to a conflict of interest. You must report the matter to your supervisor and the General Counsel/Corporate Compliance Officer.

Q: A colleague of mine has just become the capture manager on a Company proposal. In a meeting he emphasized the need to use XYZ Systems, Inc. as a proposed subcontractor. I just learned that this person owns 10% of XYZ's stock. Given that this is a minority interest, is this still a violation of the Company's policy?

A: Yes. Company policy prohibits employees engaged in procurement activities from any relationship that might involve a conflict of interest and particularly when the Company employee has a substantial financial interest in the entity conducting business with the Company. Generally, owning more than 5% of a publicly-traded stock, or owning any stock in a company which is not publicly traded, is considered a "substantial financial interest." An individual's interest in another company that constitutes 10% or more of his or her net worth is also considered to be a "substantial financial interest." Failure to disclose such conflicts of interest could result in disciplinary action up to and including termination.

In addition, all Company employees are required to disclose in writing, on an annual basis, any conflicts of interest that may arise, using the Annual Conflict of Interest Disclosure Statement provided in the policy. This annual disclosure requirement is in addition to the requirement to disclose any conflict as it may arise.

Marketing and Procurement Integrity (See [Policy No. EC 1.03](#))

Employees must always deal honestly and fairly with all Government customers, as well as with other contractors, teaming partners, subcontractors, suppliers, and consultants supporting the Company's Government business. When preparing Government quotes/proposals and negotiating contracts, employees must always be accurate, current, and complete in all of their representations on behalf of the Company. In conducting business with Government agencies, the Company is required to abide by certain special contract and procurement regulations and rules designed to protect the public interest and integrity of the government procurement processes.

Employees must not obtain, or ask to obtain, directly or indirectly, from any Government employee or other third parties, any information believed to contain proprietary, source selection, or non-public competitively sensitive information not belonging to the Company, except where permitted by law or express agreement. Examples include information contained in a competitor's bid or proposal, cost or pricing data, or other information submitted to the Government or contemplated for submission to the Government and designated as proprietary in accordance with the law or regulation.

Marketing and Procurement Integrity (See [Policy No. EC 1.03](#)) (cont.)

In addition, the submission to a Government customer of a proposal, price quotation, claim, or other information that is knowingly false, incomplete, or misleading can result in civil or criminal liability for both the Company and individual employees involved in the submission. The penalties for such practices include suspension of a contract, debarment, imprisonment, and/or fines. The Company is obligated to and must disclose, when required to do so, current, accurate, and complete cost and pricing data. Generally, cost and pricing data includes historical price and cost information plus information related to supplier quotations, cost trends, management decisions, or other factors that may potentially affect costs.

Government contracts frequently impose high-level quality requirements for critical and complex items. Management is responsible for identifying such requirements and communicating them to all employees assigned to the contract. Where a contract specifies use of particular components, equipment, materials, or processes, such specifications will be followed. Substitution of other components or changes in the scope of work in a contract is permitted only upon receipt of a written contract modification signed by the authorized Government official, or as otherwise permitted by the contract. In such cases, employees should consult with the Company's Director of Contracts for guidance.

Q: One of our Government contracts requires a test during the early stage of production that duplicates part of a test required during a later stage of production. The earlier test is clearly a waste of time and money and will delay delivery. Can the extra test be skipped?

A: No. Since the contract requires that both tests be performed, no change in testing or quality controls can be made without first informing and obtaining the approval of the appropriate level of management, as well as the approval of our customer. To knowingly deliver a product that fails to meet the contract specifications or testing requirements, without specific prior approval from the customer, could be considered fraud and a violation of law.

Q: The Company must disclose current, accurate, and complete cost and pricing data to the U.S. Government in connection with many of its contracts. What does this mean?

A: As defined by the Truth in Negotiations Act, "cost and pricing data" means all the facts at the time of agreement on price that prudent buyers and sellers could reasonably expect to affect price negotiations. These include vendor quotes, nonrecurring costs, changes in production methods and estimates, and any other final management decisions that could have a significant bearing on cost or price.

Q: I am evaluating specification data and drawings on a supplier's new product that we are considering for one of our programs. The documentation has been labeled "Proprietary-For Evaluation Purposes Only." I want to find out if another supplier can develop a similar product more cheaply. Can I send them the drawings to see if they have a similar product or can develop one? After all, we're supposed to encourage competition between suppliers.

A: No. You cannot share the data with the other supplier. It was provided to us in confidence and the purpose has been clearly indicated.

Organizational Conflicts of Interest (See [Policy No EC 1.04](#))

Company policy prohibits any contract from being negotiated or executed if the interests of a particular customer are of such a nature as to compromise or threaten the Company's ability to maintain unbiased objectivity in serving its other customers, resulting in a potential Organizational Conflict of Interest (OCI).

Examples of potential OCIs include:

- Competing for a management/services contract that might require the contracting company to evaluate its own or its competitors' products for use by the Government;
- Competing to supply products/services for which the Company has designed the specifications;
- Access to other companies' proprietary information that has not been authorized for use in landing/performing the contract; and
- Access to other companies' proprietary information obtained by leveraging the contract in question, which might provide an unfair competitive advantage.

Where an actual or potential OCI may occur by entering into a contractual agreement or by accepting a task under an awarded contract, such contractual instruments may be entered into only after all of the following conditions have been satisfied:

- Full and complete disclosure of the actual or potential OCI has been made to the appropriate Governmental official(s) with a proposed means of avoiding, mitigating or neutralizing all perceived conflict(s), and
- Consent to the execution of the contractual arrangement has been obtained from the appropriate Governmental official(s), along with any necessary Government approvals of an appropriate OCI avoidance and mitigation plan where required.

Q: The Company was awarded a contract to design a network infrastructure for a U.S. Army facility, and also to prepare the Statement of Work. I worked on the original contract, and became aware of a recent award to the Company to supply the products/services for the same facility. I know that if I disclose the potential OCI, the Company might lose the award. Should I disclose the OCI?

A: Yes. A contractor is required to disclose all actual or potential OCIs. In addition, the Company has established an Organizational Conflict of Interest Routing System (OCIRS) to ensure that potential OCI issues are properly communicated and vetted throughout the Company. The OCIRS is an automated tool used to route, track and regulate contracts that the Company has with the U.S. Government with respect to actual and potential conflicts of interest.

Recruitment and Employment of Government Employees (See [Policy No. EC 1.05](#))

Federal laws and regulations govern the employment of current or former U.S. Government employees (military or civilian), either directly or as consultants. These requirements also regulate the circumstances under which the Company may engage in pre-employment discussions. If a current Government employee seeks employment with the Company, that employee must notify his or her supervisor and an ethics official immediately to initiate a review of the situation in accordance with federal procurement integrity laws and regulations.

All prospective employees and consultants who are current or former U.S. Government officers or employees must complete the Company Employment Questionnaire and Certification Form. This Employment Questionnaire and Certification Form is designed to assist the Company in determining which restrictions, if any, apply to the prospective employee/consultant and in assessing the impact upon employment discussions, hiring restrictions, and future work assignments at the Company. Any such prospective employees or consultants may be required to obtain an Ethics Opinion or Clearance from their former Agency to aid the Company in its evaluation process.

Before initiating any action to discuss the employment of current or former U.S. Government employees, Company employees must consult with the VP of Human Resources. In the event that a former U.S. Government employee becomes a consultant or employee of the Company, the Company will observe all applicable post-employment requirements.

Q: May I inform an individual retiring from the U.S. Government of possible opportunities within the Company?

A: While you may mention in a very general manner that possible opportunities may exist, do not get into any specifics regarding employment or current openings or requirements. Do not make any promises or offers regarding employment, or accept a resume as there are very restrictive rules regarding the employment of current or former U.S. Government employees. Refer the individual to the appropriate Human Resources or Recruiting representative. These same guidelines apply to consulting arrangements with former U.S. Government employees.

Q: I want to hire an individual for a managerial position. That person worked for the U.S. Government in a senior position but left that position three months ago. Does this past employment raise a potential issue for the Company?

A: Yes. Federal laws and regulations restrict post-Government employment activities of former Government officers and employees. Although some restrictions imposed on former Government employees apply only for a one or two-year period after termination of Government service, these regulations also impose lifetime restrictions related to certain activities that the former Government employee may have participated in during Government service. During the recruitment process a former Government employee is required to complete the Company Employment Questionnaire and Certification Form (and may be required to obtain an Ethics Opinion or Clearance from their former Government Agency) to assist the Company in determining which restrictions, if any, apply, and in assessing their impact upon employment discussions, hiring decisions, and future work assignments at the Company.

Gratuities, Bribes, and Kickbacks (See [Policy No. EC 1.06](#))

Employees must not make, receive, or cause to be made or received any improper payment or inducement that may be described as a bribe or kickback in connection with a business activity, to or from any actual or potential Company customer, supplier, or Government employee or official.

The Anti-Kickback Act of 1986 prohibits Government contractors and subcontractors from providing, attempting to provide, offering, soliciting, accepting, or attempting to accept any kickbacks. This Act stipulates criminal and civil penalties for both the Company and the responsible employee for a violation of the law.

Federal Government departments and agencies are subject to procurement integrity laws and other regulations concerning acceptance by their employees of entertainment, meals, gifts, or anything of value from firms and persons with whom the Government departments and agencies do business. In addition, certain agencies maintain rules and policies that are more restrictive than the Government-wide regulations governing acceptance of gratuities by the employees of that particular agency.

Employees of The Company may not give, or offer to give, Government employees or their families any entertainment, meal, gift, or item of value, even if applicable regulations or agency policies may allow it. Company employees may, as a limited exception, provide the following to Government officials:

1. A Company employee may provide to a Government official marketing or promotional items such as a mug, pen, or T-shirt having a nominal value of \$20 or less per Government employee, and may be given to Government employees for promotional purposes, so long as the total value of the items given to a Government employee during a calendar year does not exceed \$50. This is commonly referred to as the "20/50 rule."
2. In addition, employees may provide light (non-alcoholic) refreshments to a Government employee, such as a cup of coffee or pastry.

No other items or entertainment may be provided despite what would otherwise be allowed under applicable regulations or agency policies. Additionally, no "buy down" of a refreshment or promotional item is authorized under the regulations, which means that if the meal or promotional item costs more than \$20, the Government employee is not permitted to make up the difference. This applies to both the \$20 per occasion and \$50 per calendar year limits.

The Company does not prevent employees from socially entertaining business acquaintances who are not Government officials or agents acting on behalf of the Government. While entertaining such commercial clients, Company employees may not incur any extravagant or any unreasonable expenses.

The Company employees are strongly encouraged to contact their appropriate Jobsite Compliance Officer, the Corporate Compliance Officer, or any other person listed on the Ethics Contact List to confirm that any of the activities described in this section are in compliance with applicable laws and regulations or the Company Program, or to discuss any other ethics-related matter. Also, as a reminder, every Company employee, subcontractor, and consultant is obligated to report any actual or potential violation of a law, regulation, or restriction contained in this Code. Employees may also report the matter through one of the Company's other reporting mechanisms, such as the Ethics Hotline.

Q: I recently met with one of our customers. This customer mentioned he had an all expenses- paid trip coming up, but was unable to go because of company business. He offered the trip to me. Can I accept?

A: No. This gift could be seen as an attempt at improperly influencing our business. If the customer continues to make these offers, seek advice from the Corporate Compliance Officer or another person listed in the Ethics Contact List.

Gratuities, Bribes, and Kickbacks (See [Policy No. EC 1.06](#)) (cont.)

Q: Can I go to lunch or play golf with a DoD representative as long as we each pay our own expenses?

A: Yes. However, you should be concerned about the appearance and the perception by others. The appearance of impropriety should always be avoided. Discuss any doubts with your supervisor, Job Site Compliance Officer, or the Legal Department.

Q: A Government customer and I are having a meeting at the Pentagon. We plan to have a discussion at the Pentagon cafeteria and I would like to pay for coffee and donuts. May I do so?

A: Yes, but keep in mind that the entire cost of the refreshments cannot exceed \$20, and you cannot again provide that refreshment to the Government employee if the cost of that refreshment on subsequent occasions exceed \$50 during the same calendar year.

Q: After the above meeting, the Government employee wants to have a drink and appetizers at a bar. Can I pay for that drink and appetizers?

A: No. Although federal regulations may allow for you to pay for these items so long the cost does not exceed the 20/50 rule, The Company has more restrictive rules that limit your paying the cost of these items to light, non-alcoholic refreshments so long as it meets the 20/50 rule.

False Claims (See [Policy No. EC 1.07](#))

Employees must not submit or concur in the submission of any claims, bids, proposals, or any other documents of any kind that are false, fictitious, or fraudulent. The False Claims Act (31 U.S. Code 3729) prohibits knowingly presenting false claims to the Government for payment or causing such claims to be presented and knowingly making false records or material false statements in connection with fraudulent claims.

The Company and/or individuals who are accused of engaging in fraudulent behavior can face both civil and criminal liability under the False Claims Act with regard to government contracts. The Company and/or individuals could also be suspended or debarred which removes the Company's eligibility for future contracts for a fixed period of time.

Employees charging costs to a contract must ensure that all costs are accurately recorded and charged to the proper account. The mischarging of labor costs, the improper allocation or transfer of costs, or the falsification of other cost records is not tolerated. The nature of the work determines the proper distribution of time, not availability of funding, type of contract, or other factors.

An example of a mischarging cost scheme is when a government contractor intentionally shifts costs and expenses between different contracts. This is typically seen when the contractor incurs expenses related to a firm fixed priced (FFP) contract, but charges those expenses under a time and materials (T&M) contract or other non-FFP contract. This scheme aims to increase profit, as government contractors holding both FFP and T&M contracts have a very strong financial incentive to shift costs to assure reimbursement for items for which they're not entitled to reimbursement. This can be accomplished by the altering of records to shift costs from the FFP to the T&M contract. This is basically over charging the Government costs that otherwise would not be reimbursable.

False Claims (See [Policy No. EC 1.07](#)) (cont.)

Also, employees must be aware of OCI certification clauses in government contracts and in all solicitations for which a bid is prepared. Employees must make the Company aware of any potential OCIs and be mindful that reckless disregard for the truth or falsity of information presented to the Government triggers the knowledge requirement for False Claims Act liability.

Q: My colleague and I are preparing for a quarterly contract performance review with the Air Force. My preliminary figures indicate that for the upcoming quarter we will have high cost overruns. In addition, we have not been properly monitoring costs which will certainly risk a poor award fee evaluation for not undertaking adequate cost control measures. My colleague suggests that we delay disclosing this bad news to the Air Force so that we have more time to fix the problem in time for the next quarterly review. My colleague argues that we would not be lying to the Government, and that by the next review the numbers would look much better. We would also be doing the Company a favor by getting a higher award fee. Should I agree to my colleague's suggestion?

A: No. Honesty and integrity in contracting means full disclosure of all relevant information which the Government should know in determining award fee evaluation scores. Intentionally omitting such relevant facts or making false statements to the Government could result in civil and/or criminal penalties imposed on the Company and/or you personally.

Recording Time and Labor (See [Policy HR 112](#))

It is the policy of the Company to maintain a system that accurately records time and labor for all customers and that complies with U.S. Government timekeeping requirements. The Company must ensure that no cost is allocated to a government contract, either directly or indirectly, where unallowable, contrary to the contract or related regulations, or otherwise improper. Timesheets must report the number of actual hours worked and the proper distribution of the time against appropriate cost objectives represented by direct project, overhead, and general & administrative (G&A).

Employees must record all hours worked by close of business (COB), but no later than 10am Eastern Time (ET) the following business day. To that end, salaried employees who charge overhead or G&A must record their actual hours worked i.e. not 8 hours each day when they have worked more or less. Further, employees should NOT record their regular/shift/overtime hours, etc. in advance of the hours being worked. Albeit, recording leave such as Paid Time Off (PTO) or other excused absences may and should be recorded in advance.

The nature of the work determines the proper distribution of time, NOT the availability of funding, whether budgeted, type of contract, or other factors. Shifting of costs to a contract other than the contract worked on is strictly prohibited. It is essential that employees properly document and allocate any cost charged to a customer. These costs might include, but are not limited to, travel expenses, purchases, and use of equipment charges. Improper charging or allocation of time or any other cost may constitute a violation of civil or criminal statutes and regulations.

Direct-charge employees must keep time and labor-charging reports current and must properly report all time spent on each project and task assignments. Assignments shall not be initiated until all proper documentation, including a project code charge number, has been issued and communicated to the employee. When this is not possible, a Governmental Authority to Proceed is required.

Recording Time and Labor (See Policy HR 112) (cont.)

Supervisors are responsible for reviewing and approving submitted timesheets within the established deadlines to ensure proper projects and tasks were charged for time recorded. Supervisors will review and approve requests for leave of absences. Also, supervisors shall ensure their employees receive timekeeping training and are familiar with the Company's timekeeping policies and procedures on an ongoing basis.

Q: I'm working on a Company fixed-price Government service contract. My supervisor has informed me that we're charging too many hours to this contract and reducing the profit level he promised his manager. My supervisor told me to charge the remainder of my time to overhead or to another (preferably cost reimbursable) contract. Is this proper?

A: No. Work must be charged accurately and reflect the appropriate contract or task order. This activity would be mischarging a Government contract which may lead to both civil and criminal penalties imposed on the Company and/or you personally.

Q: My supervisor asked me to charge my time to an incorrect charge number. He said it was approved by the "powers that be." Should I do this?

A: No. First, incorrect charging is never approved by anyone. Second, make sure that your supervisor knows what you are really working on so that there is no misunderstanding about the work you are doing. If that doesn't resolve the problem, you should seek advice from your next-level manager, or anyone on the Ethics Contact List. You may also report the matter through one of the Company's other reporting mechanisms such as the Ethics Hotline or online reporting.

Government and Internal Investigations; Mandatory Disclosures to Government Agencies (See [Policy Nos. EC 1.08](#), [EC 1.09](#) and [EC 1.10](#))

As a U.S. Government contractor, the Company is subject to an array of laws and regulations governing its business activities. In some circumstances, a Government agency may initiate an investigation or review of the Company's activities or the activities of an employee. During such investigations, the Company will comply with all applicable laws, regulations, and contractual requirements, and will cooperate fully with appropriate investigating agency officials. In addition, the Company has certain procedures in the event a Government official contacts an employee, requests information from an employee or the Company, and/or seeks to interview any employee in connection with an investigation that may involve possible violations of law.

In the event of such investigations, the Company will often conduct its own internal investigation in cooperation with any Government review. The Company also maintains a policy on disclosure to appropriate Government agencies with regard to any suspected violations of law and contract overpayments involving the Company or any of its employees, as required by the FAR.

The Company also maintains policies and procedures for Government Investigations and Audits (See [Policy No. EC 1.08](#)), to administer and investigate complaints of a financial or other material nature including, but not limited to, accounting, financial reporting, and internal controls.

Government and Internal Investigations; Mandatory Disclosures to Government Agencies (See [Policy Nos. EC 1.08](#), [EC 1.09](#) and [EC 1.10](#)) (cont.)

Q: I received a written request for information entitled “Civil Investigative Demand.” I have the information they are requesting. Should I respond and provide the information?

A: No. Any Government inquiry arising through a written subpoena or a written request for information must be provided to the Company’s general counsel or Corporate Compliance Officer before any action is taken or promised.

Protecting Shareholder Value

Although the Company’s stock is not publicly traded, certain laws do apply to the trading of Iron Bow Holdings, Inc. shares. In addition, there are federal and state laws that govern and restrict the trading of shares of other companies based on information that is not available to the public.

- **Proper Accounting:** To assure corporate integrity and to preserve and enhance shareholder value, the Company will aggressively pursue growth and earnings objectives, while keeping ethical and legal standards at the forefront of all activities. This includes absolute reliability and accuracy of books and records, and honesty in disclosures. The books of account, financial statements, and records of the Company are intended to reflect accurately and fairly, in reasonable detail, the Company’s operations and financial position and the underlying transactions and any disposition of assets. The books, statements, and records should be maintained in accordance with established financial and accounting policies issued by the Company and with generally accepted accounting principles.

In addition, it is the Company’s policy to prepare, review, approve and submit all invoices in accordance with applicable contract terms and conditions, where applicable regulatory provisions exist (See Policy ACT 115). Nonbillable costs, as may have been agreed to under the contract and/or unallowable costs prescribed in FAR Part 31.205 are excluded from any amounts that are invoiced. Proper review of labor and other costs submitted for both government and commercial customers for accuracy is imperative. For government invoices, if there is doubt as to whether a particular cost is allowable, it should not appear on the invoice. The approval of an invoice means that it has been certified that the amounts claimed are accurate and proper. Submission of inflated claims could lead to liability for the Company and the employee who approves the claim.

- **Recording and Reporting Information:** Information that is the basis for recording transactions or measuring the Company’s performance and results must be recorded and reported accurately and honestly. No employee shall falsify, forge, or record inaccurate or misleading information that is used for recording transactions. Dishonest reporting, either inside or outside the Company, is strictly prohibited. This includes misreporting information or organizing it in a way that is intended to mislead or to misinform those who receive it.
- **Discussing Company Affairs:** Information about the Company and its affiliates, particularly financial information, should not be disclosed to persons outside the Company, unless the information has been made public or unless disclosing the information is related to the Company’s business and is done in accordance with applicable laws and regulations. Company confidential and/or proprietary business should not be discussed in public places or in places where visitors are likely to be present, such as lobbies, elevators, and cafeterias.

Protecting Shareholder Value (cont.)

- **Insider Trading:** The use of non-public information for private gain, or the disclosure of non-public information to persons other than Company employees or others who have a legitimate business need for the information, is strictly prohibited. The trading of Company securities or securities of other publicly-traded companies based on material, non-public information relating to any company is unethical and illegal. Liability can also extend to any employee who discloses material, non-public information to another person, who in turn uses such information in a securities transaction. Even accidental disclosure of inside information to another party can be a serious breach of corporate confidentiality and can also result in insider trading. For this reason, every employee must avoid discussing sensitive information in any place where such information may be overheard by others. All incidents of disclosure of inside information must be promptly reported to the CCO. Information is considered material if it would be considered important by investors making decisions on whether to purchase, sell, or hold the securities of the company in question.

Q: I've become aware of financial information on one of the Company's customers (or suppliers) that indicates the customer is in better financial condition than most people realize. I want to purchase some of the customer's stock. May I do so?

A: No. You may not purchase this stock until the financial information is known to the public. Information of this sort may have been provided to the Company in confidence by the customer to help the Company determine how to meet the customer's needs. Using this information for personal purposes or disclosing it to others is a violation of the Company's policy and is illegal.

Q: I was told by one of the Company's suppliers that they have just been awarded a large contract to supply IT products to the Government. Although the contract was awarded the award has not yet been announced. The supplier is publicly traded. May I purchase the supplier's stock based on that information?

A: No. This is a violation of the Company's policy and a potential violation of federal securities laws. You may purchase that stock only after such information is known to the public for a period of 48 hours.

Protecting Proprietary Information and Intellectual Property (See [Policy No. EC 1.11](#))

Employees are responsible for ensuring the proper protection of Company confidential and/or proprietary information and capital assets including intellectual property. This responsibility is not limited to Company facilities, but extends to the reasonable protection of all assets (confidential and/or proprietary information or intellectual property) used by the Company in the performance of its mission. This responsibility also extends to all confidential and/or proprietary information and intellectual property produced by and/or communicated to employees as a result of employment at the Company. In accordance with the Company's Confidentiality Agreement and other employee agreements, The Company retains all rights, title, and interest to all inventions, software, and other intellectual property that result from or are suggested by work performed by employees for the Company or use of Company resources.

Protecting Proprietary Information and Intellectual Property (See [Policy No. EC 1.11](#)) (cont.)

Employees must: (a) take all responsible steps to comply with all applicable procedures established by the Company with respect to protecting confidential and/or proprietary information from unauthorized or inadvertent disclosure; (b) use confidential and/or proprietary information only as necessary and proper in the performance of his or her duties as an employee of the Company; and (c) not directly or indirectly, without the written consent of the Company, reproduce, copy, disseminate, publish, disclose, provide, or otherwise make available to any person, firm, corporation, agency, or other entity, any confidential and/or proprietary information. Under no circumstances shall an employee use, directly or indirectly, any such confidential and/or proprietary information for any purpose other than for the Company's sole benefit. All employees must, upon termination of employment with the Company, deliver all confidential and/or proprietary information in their possession to the Company.

In addition to the obligations with respect to Company confidential and/or proprietary information, the Company must protect and hold in confidence confidential and/or proprietary and business-sensitive information given to it by customers, partners, or individuals with whom it does business. Employees must report possession of such information to their manager and must take all necessary measures to protect such third-party information from unauthorized disclosure.

Q: We are in the middle of preparing a proposal for a large Government procurement and I have just received an e-mail containing a copy of a competitor's proprietary information from an unknown source. What should I do?

A: Immediately contact your supervisor or the CCO. Do not copy it, share it with others, or use it in any way. Proper intelligence gathering is a legitimate marketing activity, but use of apparently proprietary information received from unknown sources is never an approved practice.

Q: What types of competitor information may Company employees legitimately receive and use?

A: Information that is available to the general public (e.g., published price lists, catalogs) or which is provided to the Company by a representative of the competitor, who has the authority and approval to release the information.

Records Retention (See Policy No. GEN 101)

Employees must ensure that business records are available to meet the business needs of the Company, including the legal, tax, and other regulatory requirements wherever the Company conducts its business. Failure to comply with the requirement to preserve documents and other information as required by the Records Retention policies and any distributed Hold Notice can result in serious adverse consequences to the Company and its employees.

It is unlawful to destroy, conceal, alter, or falsify any Company business or other record, document, or object for the purpose of obstructing or influencing any lawsuit or other legal, regulatory, or Government proceeding or investigation. Doing so may subject the Company and any offending persons to severe civil and criminal penalties including substantial damage awards, fines, and imprisonment.

Records Retention (See Policy No. GEN 101) (cont.)

Q: I found several boxes of files stored in a closet. They seem to relate to a contract that I believe to be closed. Can I shred them?

A: No. You must verify the date that the contract was closed and then refer to the Company's Records Retention policy to determine whether or not the files may be destroyed. If in doubt, contact your department head or contracts manager for guidance.

Q: I received a Hold Notice from general counsel regarding a litigation matter on a Government contract I'm working on. I think that some of my e-mails relating to the contract might be damaging. Can I delete them?

A: No. While a record is under suspension or "Hold Notice," you may not alter or dispose of it in any manner. In addition, there are requirements under the Company's Records Retention policies for contract-related documents to include written communications such as e-mails. Consult with your manager, contracts manager, or CCO on such retention requirements.

Political Activities

The Company encourages employees to endorse, advocate, contribute to, or otherwise support any political party or candidate, or engage in any political activity. Employees may not, however, engage in any such activities during normal work time or on Company premises. In any public political statement, references to an employee's affiliation with the Company or any of its activities should be avoided; in any personal political activity, it must be clear that the employee is acting personally and not on behalf of the Company. There are also federal and local laws that govern contributions made to political candidates. No illegal political contributions may be made by an employee either in an individual capacity or on behalf of the Company. Employees may contribute personally to the candidates and parties of their choice, but will not be compensated or reimbursed in any way for such personal contributions. For purposes of this section, the term "contributions" includes the use of Company facilities and employee time in connection with an election for public office.

There are additional federal and state laws that govern the activities of Government lobbyists. All such activities on behalf of the Company must be coordinated with the General Counsel.

Q: With respect to public officials, what lobbying efforts are appropriate, and are gifts and gratuities allowed?

A: Any lobbying efforts that involve the use of Company resources or that are on behalf of the Company must be coordinated through the Chief Marketing Officer. In many countries, including the U.S., gifts and gratuities to Government officials to include elected officials are restricted, and in some cases prohibited, by law. If in doubt, contact the CCO and see the Code's section on Gratuities, Bribes, and Kickbacks.

Sexual Harassment and Other Unlawful Harassment (See Policy No. HR 102)

The Company is committed to providing equal opportunity in employment to all employees and applicants for employment. No person shall be discriminated against because of race, religion, color, sex, sexual orientation, age, national origin, disability, or military status.

The Company promotes a productive work environment and will not tolerate inappropriate behavior to include verbal or physical conduct that creates an intimidating, offensive, or hostile environment. No form of harassment will be tolerated including harassment for race, national origin, religion, disability, pregnancy, age, military status, sex, or sexual orientation.

Employees who engage in acts that constitute discrimination and/or harassment will be disciplined in a manner appropriate to the offense up to and including termination.

Managers have a responsibility to keep the workplace free of any form of discrimination and/or harassment, including sexual harassment. No supervisor or manager may threaten or insinuate, either explicitly or implicitly, that an employee's refusal or willingness to submit to sexual advances will affect the employee's terms or conditions of employment.

All acts of discrimination and/or harassment must be reported to a supervisor or manager, senior management, or any member of Human Resources.

Q: A co-worker is initiating unwelcomed advances. I'm uncomfortable confronting this person. Whom should I talk to?

A: You can discuss this situation with your supervisor, utilize a reporting mechanism referenced in this Code, or contact the Human Resources Department or the CCO.

Q: I suspect that a fellow employee is occasionally coming to work intoxicated and may even be drinking on the job. I'm concerned for this co-worker's health and safety. What can I do?

A: Consult with your supervisor who will take appropriate steps to address the situation. If you're not comfortable discussing the matter with your supervisor, you can also report this concern to anyone on the Ethics Contact List.

Information Systems (See Policy Nos. IS301-1002 Acceptable Use of Iron Bow Resources and [EC 1.17](#))

The Company limits the use of office automation and information equipment as described in the IS301-1002 Acceptable Use of Iron Bow Resources policy. Office automation and information equipment includes computer hardware and software, telephones, photocopiers, facsimile equipment, internet access, access to a wide variety of information media including social media sites such as but not limited to Facebook and X. All information stored or transmitted with the use of office automation and information equipment including both computer-based and voice-based information systems owned or otherwise used by the Company shall remain the sole property of the Company. The Company reserves the right to access and audit all such information systems at any time. Employees must never use office automation and information systems to display, store, or transmit any information that others may construe as discrimination and/or harassment on the basis of race, national origin, sex, sexual orientation, age, disability, or religious, or political beliefs.

Information Systems

(See Policy Nos. IS301-1002 Acceptable Use of Iron Bow Resources and [EC 1.17](#)) (cont.)

The purpose of this Firewall Policy EC 1.17 is to establish clear guidelines and procedures for identifying, implementing, and managing ethical firewalls to prevent actual or perceived conflicts of interest, protect the integrity of procurement processes, and maintain compliance with applicable Federal, State, Local, and commercial contracting regulations. By restricting access and involvement where employees possess insider knowledge, unequal access to information, prior government service obligations, or other conflict risks, Iron Bow Holdings, Inc. (“Iron Bow” or the “Company”) ensures fair competition, upholds its ethical responsibilities, and protects both its clients and its reputation within the Government Contracting industry. This policy applies to all employees, contractors, and business units of Iron Bow.

Q: Can I use a Company computer at lunch time to access my bank account?

A: Yes, if the access is only occasional and does not take excessive time away from your work; however, please be aware that the Company can monitor any activity or transaction undertaken on any of its computers.

Q: I am staying in a hotel as part of a business trip and have decided to access the Company network remotely using approved secure access methods. I click on a website that recommends downloading some additional software. Is this acceptable?

A: No. Never download software to a Company computer or while connected to the Company network. Only authorized Company IT staff may do so.

Antitrust and Dealing with Competitors (See Policy No. [EC 1.16](#))

Antitrust and fair competition laws protect free and fair competition and prohibit business practices that may unlawfully restrict trade or create business monopolies. The Company prohibits unfair methods of competition and unfair or deceptive acts or practices in the conduct of its business affairs. In situations where the Company is considering the possibility of teaming with a company or organization to respond to a particular opportunity, the company or organization will, in most cases, not be considered a competitor with respect to that particular opportunity for purposes of this section. However, the same company or organization with which the Company is teaming on a specific opportunity may be competing against the Company on other opportunities. In those situations, that company would be considered a competitor to which the requirements of this section apply. Since teaming arrangements with competitors may raise antitrust issues, care must be taken to avoid such issues prior to entering into a teaming arrangement with any of the Company's competitors. In addition, employees are prohibited by law and Company policy from entering into any agreement or understanding with a competitor regarding prices. This includes any agreement or understanding that affects prices or any other conditions of sale.

Q: A customer has asked for a specific delivery schedule that the Company cannot meet. Can I agree to the schedule and, to stay competitive, simply price in the damages that the Company will pay for late delivery?

A: No. You should propose an alternative schedule that the Company can reasonably meet. There may be other benefits we can offer to offset this disadvantage, but honesty is required.

Q: Another company has asked to discuss what contract terms and pricing we have negotiated with a supplier, as they would like the same kind of deal that we have. Is this ok?

A: No. We have an ethical and contractual obligation to respect the confidentiality of the supplier's pricing. Also, such actions might be construed as an attempt to fix prices in the supply market.

Doing Business Overseas (See [Policy Nos. EC 1.13](#) and [EC 1.14](#))

The Company's international scope is expanding and employees must be mindful of both the U.S. laws and the laws and customs of the host country in which the Company has business activities. Although a survey of host country laws is beyond the scope of this Code, the following U.S. laws applicable to business activities overseas are noted:

- Foreign Corrupt Practices Act (FCPA)
- Anti-boycott Laws
- Embargo Regulations
- Export/Import Laws and Regulations

Foreign Corrupt Practices Act (FCPA): The FCPA has two principal components that:

- Prohibit the making of bribes, kickbacks, or other forms of corrupt, illegal, or improper payments to Government officials for the purpose of obtaining or retaining business.
- Require that the financial books, records, and accounts of the Company are accurate, current, and complete in all respects, and that the Company has a system of internal accounting controls to ensure accurate books, records, and accounts.

Anti-boycott Laws: The Anti-boycott Law prohibits U.S. persons and companies from taking actions or entering into agreements that further economic boycotts or restrictive trade practices not supported by the U.S. This primarily involves prohibiting actions that have the effect of furthering the Arab Boycott of Israel.

Embargo Regulations: The Office of Foreign Assets Control (OFAC), through the Foreign Assets Control Regulations, prohibits exports to certain countries, individuals, or entities that are the object of sanctions by the U.S. These regulations apply to all technologies and all transactions, not just exports. Something as simple as electronic mail exchanges or sending marketing materials to certain countries can violate the OFAC regulations. All transactions conducted by the Company and its employees must be carefully analysed to ensure that an embargoed country, or a national from an embargoed country, is not involved.

Export/Import Laws and Regulations (See [Policy No. EC 1.14](#))

Federal Export/Import Laws and Regulations were enacted to:

- Encourage and allow international commerce, while maintaining the well-being and national security interests of the U.S. The Export Administration Regulations and the International Traffic in Arms Regulations establish licensing, recordkeeping, screening, and reporting frameworks designed to ensure that these Regulations are properly implemented and enforced.
- Prohibit the export and re-export of certain U.S. origin products, services, and technologies and control the export and re-export of certain products, services, or technologies.
- Require the use of an export license, license exception, or license exemption to export, controlled products, services, or technology specifically identified by the U.S. Government.
- Violations of these laws and regulations can result in severe fines to the Company and its employees, and can result in imprisonment.

Export/Import Laws and Regulations (See [Policy No. EC 1.14](#)) (cont.)

Q: The Company is considering pursuing a business opportunity outside the U.S. I have been told that in some countries it is necessary to pay an official for the purpose of obtaining business. Is this permitted, especially since I understand the country in which we will make the sale has no laws precluding such activity?

A: No. Company policy and the U.S. Foreign Corrupt Practices Act prohibit the giving of money or anything of value to a foreign official for the purpose of influencing a foreign official, even though local practice or custom permits it. Limited payments, sometimes called “facilitating payments,” may be made to expedite or secure performance of routine Government action, but the rules are complicated. Check with the CCO before making a questionable payment.

Q: In order to expedite the delivery of products to a non-U.S. customer, I propose to hand-carry or have other employees traveling to our customer’s overseas facility hand-carry these products and drawings in luggage or briefcases. Would this be a problem?

A: Yes. This could violate U.S. export laws and Company policy, and could cause delays, seizure of the products and drawings, fines, and loss of export privileges. Contact the CCO before hand-carrying Company products or technical data abroad.

Summary

The success of the Company’s Ethics Compliance Program depends on the support and cooperation of all employees. If you have questions related to the conduct or laws summarized in this Code, contact your supervisor or manager, or anyone else on the Ethics Contact List. By keeping these broad lines of communication open and by conducting ourselves responsibly and ethically, we will ensure the continuance of our reputation as a preeminent supplier of technology solutions to both the Government and industry.

This Code may be changed at any time with or without notice. Adherence to this Code and the Program constitutes a term of employment, but the Code or any implementing policy and procedure shall not otherwise alter the employment relationship of any employee or limit the right of either the Company or any employee to terminate that employment relationship with or without notice and with or without cause.

Ethics Compliance Contact Information

Website:

<https://ironbowgovcloud.sharepoint.com/sites/ethics>

Alert Website: <https://www.ironbowethics.alertline.com>

Email:

Ethics@ironbow.com

Phone:

1-855-280-8473

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Code of Ethics, Conduct, and Responsibility Acknowledgement and Certification Form

I acknowledge that I have received and carefully read the Company's Code of Ethics, Conduct, and Responsibility. I understand that this Code, along with the policies and procedures implementing the Code, outline the Company Ethics Compliance Program and the requirement to conduct business honestly, ethically, and in accordance with the Company's policies and all applicable laws.

I understand the importance of my obligation to always conduct my business affairs in a legal and ethical manner in accordance with the Company's policies, and (where applicable as a supervisor) to be available to my staff to provide them guidance on proper business conduct. I will promptly report any possible violation of the Code in accordance with such policies.

I understand that compliance with the Code is a mandatory condition of employment with the Company, and that my employment with the Company is at-will and may be terminated by me or the Company at any time. The Code and the Company's implementing policies and procedures may be amended or revoked, or new policies may be established unilaterally and at the Company's sole discretion.

Check one of the following categories:

New Employee

Annual Acknowledgement and Certification

Signed:

Printed Name:

Date: