



## A LETTER FROM THE CHIEF EXECUTIVE OFFICER

To Constellis Personnel and Partners Worldwide:

As I approach my second anniversary with Constellis, I want to reiterate our Company's commitment to being an industry leader in compliance and ethical behavior.

The last several months have brought profound and lasting changes to the world on every front. In business, companies reassessed how to serve their customers and have transitioned to a virtual model where possible. Our managers have been asked to make many difficult decisions on a daily basis in circumstances that could not have been anticipated at the start of this year. From a societal standpoint, we are each being asked to drive change and contribute to society in a positive and constructive manner. On a personal front, we are each facing new experiences every day, and activities that we previously might have taken for granted are no longer easy or possible. In summary, we have been challenged like never before and, so far, we have risen to that challenge in large part as a result of our Company's commitment to doing what is right.

Given our heritage and the make-up of our workforce, this success is not surprising. Our component companies have a legacy of leading change in our industry. Our workforce is unlike any other I have been associated with and our training and operational performance is second to none. Our mission is unique, and the services we provide make the world a better and safer place for our customers and our communities.

I continue to view compliance as a significant differentiator for us. It provides a foundation that we can rely on in these times of transformation. Simply put, an ethical and compliant culture creates an environment of success for our Company – by encouraging individuals to speak up when they see issues as well as enabling our Company to benefit from the diverse viewpoints that all of us bring to the table.

Ethics and culture is something that we work on every day so I encourage all of you to read the Code regularly. If you have any recommended enhancements or improvements, please reach out to the Legal Department with your comments. As a reminder, you are required to report any violations of the Code knowing that we will not tolerate retaliation against personnel who raise ethical concerns in good faith.

We remain committed to our mission and towards achieving that mission in an ethical and compliant manner. Our communities, customers, partners, contractors, and suppliers expect nothing less from us.

Thank you for all you do,

A handwritten signature in blue ink, appearing to read "TJ Reardon".

Timothy J. Reardon  
Chief Executive Officer



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page i of ii
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

## Table of Contents

<b>1.0</b>	<b>A Culture of Integrity .....</b>	<b>1</b>
1.1	Ethical Decision Making .....	1
1.2	Accountability for Upholding the Code and Related Constellis Policies & Procedures .....	1
<b>2.0</b>	<b>Duty to Report Suspected Violations of the Code .....</b>	<b>2</b>
2.1	How to Report Suspected Violations and the Ethics Hotline.....	2
2.2	Non-Retaliation .....	2
2.3	Responding to Investigations or Legal Actions .....	3
<b>3.0</b>	<b>Ethical Business in the Global Market .....</b>	<b>3</b>
3.1	Use of Force .....	3
3.2	Personnel Screening, Training & Firearms Management .....	4
3.3	Anti-Corruption & Anti-Bribery.....	4
3.4	Human Rights Awareness and Compliance .....	5
3.5	Commitment to End Human Trafficking .....	5
3.6	Sexual Exploitation and Abuse and Gender-Based Violence .....	6
<b>4.0</b>	<b>Creating a Safe and Secure Workplace .....</b>	<b>6</b>
4.1	Equal Employment Opportunity and Anti-Discrimination .....	6
4.2	Anti-Harassment .....	6
4.3	Unprofessional Behavior.....	7
4.4	Bullying.....	7
4.5	Workplace Violence .....	7
4.6	Favoritism.....	8
4.7	Safety .....	8
4.8	Environment.....	8
4.9	Alcohol and Controlled Substances .....	8
<b>5.0</b>	<b>Ethical Business with the United States Government – Special Guidelines .....</b>	<b>9</b>
5.1	Recognizing When These Special Guidelines Apply.....	9
5.2	U.S. Government Property.....	9
5.3	Contract Certifications and Representations.....	9



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page ii of ii
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

5.4 Accurate Time-Keeping and Other Records..... 10

5.5 Contract Costs ..... 10

5.6 False Claims and False Statements ..... 10

5.7 Communication with Government Agencies ..... 10

**6.0 Commitment to Compliance & Quality ..... 11**

6.1 Statement of Conformance (Management System for Quality of Private Security Company Operations) ..... 11

6.2 Proper Exercise of Authority ..... 11

6.3 Conflicts of Interest ..... 12

6.4 Offering or Receiving Business Courtesies ..... 12

**7.0 Integrity in the Handling of Resources and Data ..... 13**

7.1 Property ..... 13

7.2 Accurate Records and Submissions ..... 13

7.3 Protect Company Proprietary Information ..... 13

7.4 Protect Classified and National Security Information ..... 14

**8.0 Dissemination, Review, and Waiver of the Code ..... 14**

**9.0 Ethics and Compliance Training & Awareness ..... 14**



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 1 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

## **1.0 A Culture of Integrity**

Constellis Holdings, LLC and its affiliates (herein, “Constellis” or the “Company”) are committed to conducting business honestly, ethically, and in accordance with applicable laws and regulations of the United States and other countries and jurisdictions in which we operate. We are also committed to the highest ethical standards, and all employees and applicable third parties are expected to adhere strictly to our Code of Business Ethics and Conduct (the “Code”). This Code applies to all affiliates, as well as officers, employees, and members of the Board of Directors, and also to “third parties,” which include independent contractors, subcontractors, agents, consultants, and anyone representing or acting on behalf of the Company (collectively, “Personnel”).

The responsibility of complying with this Code rests with all Personnel. If there are any questions, Personnel should seek assistance or clarification in order to avoid unethical or illegal business conduct. Compliance with all applicable laws, regulations, this Code, Company policies, and sound ethical practices will be taken into account when reviewing the performance of all Personnel. Failure to follow all laws, regulations, this Code, or applicable Company policies can subject an employee to discipline, up to and including termination of employment. Lastly, this Code is not intended to be a complete discussion of all laws and regulations under which Personnel operate. It is also not intended to account for all situations that Personnel might face. It is the duty of all Personnel to seek out answers to any questions they might have regarding ethical responsibilities.

### **1.1 Ethical Decision Making**

Although Constellis believes that Personnel will be guided to the right decisions by their own personal values, discretion, and good judgment, there are times when a situation may not be clear. It is not always easy to determine the ethical thing to do in a business situation. Personnel must always consider how his or her behavior and actions affect the integrity, credibility, and reputation of the Company as a whole. If you encounter a situation and are not sure of the appropriate course of action, you should always discuss the issue with your supervisor, consult the Chief Legal Officer or his or her designee, or contact the Ethics Hotline.

### **1.2 Accountability for Upholding the Code and Related Constellis Policies & Procedures**

All Company employees are responsible for adherence to the standards of conduct set forth in this Code as well as abiding by all Constellis Policies and Procedures that govern their employment. All Company employees are also responsible for raising questions or concerns that the standards set forth in this Code and other Company Policies and Procedures are not being met. Company supervisors and managers must be particularly careful with their words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to perform in a way that is contrary to the ethical standards set forth in this Code and Company Policies. All employees are held accountable to these standards and violations of this Code or Company Policy may lead to discipline, up to and including termination. All employees should familiarize themselves with all Company Policies not specifically referenced in this Code. All Company Policies are available on the Constellis Policy Portal.



Code of Business Ethics and Conduct	Document No. CH-001	Page Page 2 of 17
	Version No. 3.1	Effective Date 10/23/2020

## 2.0 Duty to Report Suspected Violations of the Code

If you have good reason to believe or suspect any provision of the Code or any law or regulation governing our business has been broken, or if you are asked to violate the Code or an applicable law or regulation, do not remain silent. Suspected violations of the Code include, for example, the following: questionable accounting or auditing matters; potentially illegal practices and/or dangerous situations; unethical acts and/or potential violations of the Code or other Company policies; violations of applicable laws or regulations; nonconformance to the PSC.1 Standard; and fraud against clients, vendors, Personnel, or the Company.

Personnel with knowledge of a violation or suspected violation of this Code or the laws and regulations governing our business are expected to promptly report such violations to their manager, the Human Resources Department, or the Chief Legal Officer, or his or her designee. Any supervisor or member of Company management who learns about a violation or a suspected violation of the Code or applicable law is required to promptly report the matter to higher management for prompt resolution. Depending on the circumstances, failure to promptly report may itself violate this Code. Remember that no unethical or illegal acts can be justified by saying they benefited the Company or were directed by a higher authority in the organization.

### 2.1 How to Report Suspected Violations and the Ethics Hotline

Personnel and third parties can report any suspected or known violations to their manager, the Human Resources Department, or the Chief Legal Officer or his or her designee. Personnel can also make a report to the Company through its Ethics Hotline, available 24 hours per day and seven days per week. The Ethics Hotline is hosted by a third-party provider so Personnel can make reports on a confidential and anonymous basis if desired. Ethics Hotline reports can be made via the web at [constellis.ethicspoint.com](http://constellis.ethicspoint.com) or via the following telephone numbers:

- In the United States & abroad: personnel and third parties can dial 1-844-637-6751.
- In Afghanistan or Iraq: personnel and third parties can make a reverse charge or collect call to the United States using the following numbers: **001-5033526170 in Afghanistan** or **001-5033526174 in Iraq**. All reverse charge or collect calls will be accepted by the contact center using an automated English message.

### 2.2 Non-Retaliation

Enforcing this Code is impossible without the participation and support of all Personnel at all levels. Constellis may not be aware of a serious breach of the Code or other policy or legal violations unless Personnel fulfill their duty to bring such matters to the attention of management. Retaliation by any employee against another individual who reports a violation of law or Company



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 3 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

policy is strictly prohibited. No hardship, loss of benefit, or penalty may be imposed on an employee as punishment for filing or responding to a good faith complaint or cooperating in an investigation. For additional information on the Company’s anti-retaliation mandate, please review the Anti-Retaliation and Whistleblower Policy.

### **2.3 Responding to Investigations or Legal Actions**

When the Company learns of possible violations or complaints under this Code or any Company policy, the Company will initiate a prompt investigation. Personnel are required to cooperate with internal investigations whether they are conducted by Company legal counsel or external counsel acting on behalf of the Company. Personnel must never alter any documents or electronic records, lie to or mislead an investigator, or obstruct the collection of information relating to an investigation or any legal action brought against or on behalf of the Company. Similarly, nothing in the Code limits any individual’s ability to communicate with any government agency or otherwise participate in any investigation or proceeding that may be conducted by any government agency.

### **3.0 Ethical Business in the Global Market**

It is imperative that Constellis Personnel understand and abide by the applicable laws of the countries in which we conduct business as well as any contract/project-specific directives or procedures that govern his or her work. Compliance with applicable laws and contractual requirements reflect the Company’s commitment to conduct business with the highest level of integrity and is critical to building and maintaining its reputation for excellence.

#### **3.1 Use of Force**

At times, the use of force by protective or security Personnel may become necessary in carrying out their duties on behalf of our customers and clients. The Company is committed to highest ethical standards, and all Personnel are required to adhere strictly to the Company’s Code of Business Ethics and Conduct and applicable laws, policies, and project requirements when using any level of force. To this end, the Company: (1) requires that all Personnel de-escalate situations, where possible, by engaging in actions reasonable under the specific circumstances, to include giving a verbal warning, maintaining distance and otherwise eliminating the need to use force; (2) requires force only be used when reasonably necessary and that any such use of force is proportionate to the threat; (3) precludes the use of all lateral vascular restraints, including choke holds; (4) requires Personnel to intervene and stop excessive force by peers in a manner that is safe and reasonable to do under the circumstances; (5) bans the shooting at moving vehicles except in exigent and articulable circumstances; (6) trains all Personnel on the different types of force available and permitted on a specific program and the circumstances when each should be deployed; and (7) collects information on all use of force incidents to ensure actions were in compliance with Company policy and procedure.

While no universal set of rules can encapsulate all circumstances when Personnel may be required to use force and the level of force that may be used, Personnel may only use the amount of force



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 4 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

reasonably necessary to mitigate an incident, make an arrest (if permitted under his or her program), and/or protect themselves or others from harm. The type of force Personnel can use ranges from verbal commands to lethal force and is dictated by: (1) the scope of authority permitted under the program they are working, and (2) the specific situation requiring the use of force.

Importantly, unless expressly granted the authority to arrest or otherwise apprehend or detain individuals by virtue of their work on a particular contract, Constellis Personnel shall not take, hold, detain, or apprehend any persons except as a necessary use of force to defend themselves or others against an imminent threat of violence or following an attack or crime committed by such persons against Company Personnel, clients, or property under the Company’s protection. Any power to apprehend granted to any Personnel must comply with all program and project requirements. All apprehended persons shall be treated humanely, consistent with their status and protections under applicable human rights law and international humanitarian law.

### **3.2 Personnel Screening, Training & Firearms Management**

The Company exercises due diligence to determine the suitability of applicants and Personnel to carry firearms as part of their duties. At a minimum, this will include complying with all personnel screening requirements dictated by contract and a background screening search. Personnel who are to carry firearms will be granted authorization to do so only on completion or verification of appropriate training on the type and model of firearm to be carried. The Company will ensure that all Personnel possess the required authorizations dictated by applicable law for the possession and use of any firearms and ammunition.

Personnel carrying firearms must receive regular, verifiable, and recurrent training specific to the firearms that they carry and the rules of force governing their work for the Company. This training may be based on a variety of relevant standards, but should be based, at a minimum, on the principles applicable to the operational environment, such as the National Consensus Policy on Use of Force (2017), International Code of Conduct for Private Security Service Providers (2010), the United Nations Basic Principles on the Use of Force and Firearms by Law Enforcement Officials (1990), and national laws or regulations in effect in the area where duties will be performed.

Constellis Personnel shall not engage in any illegal firearms transfers and will conduct any firearms transactions in accordance with applicable laws and United Nations Security Council requirements, including sanctions. No firearms, munitions, or military equipment may be retained for personal use or shipped out of the area of operation for personal retention or control. Firearms and ammunition may not be altered in any way that violates contractual requirements or contravenes applicable national or international law.

### **3.3 Anti-Corruption & Anti-Bribery**

Constellis is committed to conducting business ethically around the world. It is strictly against Company policy to engage in or tolerate bribery or any other form of corruption. A bribe or kick-back is giving or offering to give anything of value, such as a “facilitation payment,” to a foreign



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 5 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

government official (including but not limited to Personnel of government-owned or controlled businesses, Personnel of public international organizations such as the World Health Organization, and candidates for political office) in order to obtain or retain business or to secure an improper business advantage. Broadly speaking, the Company prohibits any payment or offer or promise of payment that would violate the U.S. Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act (“Bribery Act”), or any anti-bribery or corruption law of a country where the Company operates. Compliance with the FCPA and other anti-corruption laws is an important element in the Company’s mission to support U.S. national security and foreign policy interests. It is Company policy to compete on the merits of our performance, reputation, and value that we offer.

In furtherance of its compliance efforts, the Company has developed a rigorous due diligence process applicable to prospective third parties. In addition, appropriate anti-corruption compliance and/or certification provisions are included in the Company’s written agreements with third parties. Each employee has the responsibility to report violations, potential future violations, or suspected violations of the FCPA or other anti-corruption laws through their chain of command, to the Chief Legal Officer or his or her designee, or through the Ethics Hotline. As noted above, the Company has a “Zero Tolerance” policy for violations.

Refer to the Company’s Anti-Corruption & Bribery Policy for specific guidance about payments to government officials, exceptions to relevant anti-corruption laws, and engaging third parties.

### **3.4 Human Rights Awareness and Compliance**

Constellis respects the dignity of all human beings and requires compliance with all international and domestic laws and other obligations regarding human rights, Personnel that act on behalf of Constellis must follow and comply with applicable laws and Company policies, procedures, and controls at all times. The Company shall take firm and definitive action, as called for by existing protocols, laws, and regulations, if Personnel engage in unlawful activities. Failure to follow these laws and obligations can result in termination of employment, criminal prosecution, fines, and imprisonment. All Personnel who perform work on behalf of the Company are required to adhere to Constellis’ commitment to the protection of human rights, including the mandates contained in the Company’s Human Rights Policy.

### **3.5 Commitment to End Human Trafficking**

Constellis is committed to the eradication of human trafficking. Human trafficking has a broad definition but generally is slavery that forces individuals into labor or sexual servitude. Human trafficking is different from human smuggling: individuals do not need to be transported across borders to be trafficked. The Victims of Trafficking and Violence Protection Act of 2000 prohibits all human trafficking and provides for severe penalties, including fines and up to life imprisonment. The statute also permits federal prosecution where the victim’s service was compelled by confiscation of documents, such as passports or birth certificates. Accordingly, Constellis has adopted a “zero tolerance” policy for trafficking in humans and will not tolerate the practice in any form, as prohibited by U.S. federal and international laws and regulations. Any employee or third party acting on behalf of the Company who directly or indirectly engages in human trafficking will be immediately terminated, and their actions will be reported to the





<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 6 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

appropriate authorities for prosecution. Additionally, any employee who becomes aware of actions of other employees or subcontractors that appear to violate this policy must report that behavior immediately to program management, the Legal Department, or the Ethics Hotline. When related to a government contract, Constellis is obligated to notify the Government Contracting Officer of any violations and corrective actions taken.

### **3.6 Sexual Exploitation and Abuse and Gender-Based Violence**

Constellis will not tolerate sexual exploitation, sexual abuse, or gender-based violence in any form. Company Personnel shall not engage in or tolerate sexual exploitation and abuse or gender-based violence or crimes, including rape, sexual harassment, or any other form of sexual abuse or violence, either within the Company or externally. Company Personnel must remain vigilant against all instances of sexual or gender-based exploitation or violence and, where discovered, report such instances to the Company and the appropriate authorities.

## **4.0 Creating a Safe and Secure Workplace**

Constellis is committed to providing a safe, respectful, inclusive work environment free from discrimination, harassment, threats, and violence for colleagues, independent contractors, consultants, suppliers, and customers. Respecting others and performing with excellence create opportunities to achieve success in our workplace. Constellis fosters a Speak-Up Culture where all Personnel should feel free to discuss concerns and raise questions about the work they are performing without fear of reprisal. Constellis seeks to create an environment in which the Company’s values are followed and good decisions are made when carrying out job duties. In addition, it is important for every employee to be aware of local customs and behaviors when operating in an unfamiliar locale. Remember that what may be acceptable behavior in one location may be offensive, or even illegal, in another.

### **4.1 Equal Employment Opportunity and Anti-Discrimination**

Constellis is committed to providing equal employment opportunities to all applicants and Personnel in accordance with applicable laws and sound employee relations practices. Constellis’ Equal Employment Opportunity Policy details the Company’s commitment that each applicant and employee is considered on individual merit, without discrimination as to applicable protected categories, including race, gender, gender identity, age, national origin, religion, disability, sexual orientation, marital status, or veteran status.

### **4.2 Anti-Harassment**

Constellis strives to create and maintain a work environment in which people are treated with dignity, decency, and respect. Constellis prohibits harassment of any kind, and the Company will swiftly investigate and take appropriate action to address any prohibited conduct. We also will not tolerate harassment of any kind, including conduct perpetrated through the use of Company equipment, including networks, software, computers, e-mail, and telephones. This prohibition applies to all Personnel, regardless of their position; they are expected to comply with it and to take appropriate measures to ensure that prohibited conduct does not occur. Examples of harassment might include the following:



Code of Business Ethics and Conduct	Document No. CH-001	Page Page 7 of 17
	Version No. 3.1	Effective Date 10/23/2020

- **Verbal:** Comments regarding a person’s national origin, race, color, religion, age, gender, pregnancy, sexual orientation, disability, appearance, marital status or other protected status. Epithets, slurs, negative stereotyping, and charged language are all examples of verbal harassment.
- **Non-Verbal:** Distribution or display of any written or graphic material that ridicules, degrades, insults, belittles, or shows hostility or aversion toward an individual or group because of national origin, race, color, religion, age, gender, pregnancy, sexual orientation, disability, appearance, marital status, or other protected status.

#### 4.3 Unprofessional Behavior

Some of our Personnel interact with members of the public or private citizens. Since individuals in the communities we serve may come to us for assistance, it is imperative that we uphold the Constellis culture of respect and inclusion in all of these interactions. Moreover, each of us plays an important part to ensure the work environment is one of acceptance and inclusion, one where everyone is respected, and one that fosters productive interactions. Personnel are expected to conduct themselves professionally and in a manner consistent with our values at all times. Unprofessional behavior or conduct that negatively affects the Company’s business interests or reputation is prohibited. Unprofessional behavior may lead to disciplinary action, up to and including termination.

All interactions with coworkers, supervisors, subordinates, clients, vendors, other contractors, and members of the public fall under the overarching expectation of respect. These interactions include verbal, nonverbal, physical, written, graphic, and electronic media. Unacceptable behaviors include, but are not limited to, intimidation, demeaning comments, lewd jokes, pranks, and uninvited or unwelcome touching or intrusive proximity. Workplace conversations and topics of discussion should at all times stay professional; comments and words, even if not meant to be offensive, must always remain appropriate.

#### 4.4 Bullying

Bullying is a pattern of repeated behavior that a reasonable person would find hostile, offensive, and unrelated to the Company’s legitimate business interests. Bullying behavior may take many forms including physical, verbal, or written acts or behaviors. Workplace bullying often involves an abuse or misuse of power. All forms of workplace bullying are antithetical to Constellis’ culture and will not be tolerated.

#### 4.5 Workplace Violence

Personnel who commit or threaten to commit a violent act—such as fighting in the workplace or striking another employee—shall be subject to disciplinary action up to and including termination of employment. Violence or a threat of violence committed during non-work times or off Company premises will likewise be subject to discipline if the violence or threat of violence is determined to be workplace-related.



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 8 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

#### **4.6 Favoritism**

All hiring, evaluation, promotion, and other business decisions made by Constellis management and Personnel must be made solely based upon sound business considerations. Bias and favoritism—such as the influence of conflicting interests or other improper influences—are prohibited. Romantic or sexual relationships between staff members where one individual has influence or control over the other’s conditions of employment are prohibited. These relationships, even if consensual, may ultimately result in conflict or difficulties in the workplace. Favoritism is counterproductive to honesty and destroys trust.

#### **4.7 Safety**

Constellis is committed to supporting the safety, health, and well-being of our communities, our families, and our Personnel. Each of us is responsible for contributing to that goal. Every employee has a duty to comply with all health and safety rules and regulations to ensure the welfare of everyone at Constellis. Any violations of health and safety rules and regulations, as well as accidents and injuries, should be promptly reported to the responsible manager.

#### **4.8 Environment**

Constellis considers its responsibility to preserve the natural environment to be of utmost importance and is committed to strict compliance with all laws and regulations governing pollution and other environmental concerns. The Company consistently reviews its practices and has established programs for waste disposal, recycling, environmentally-considerate procurement, and reduction in energy consumption. The Company similarly aims to reduce its impact on the environment in how it relates and offers services to clients. The Company will thoroughly address allegations of environmental abuse. The Company reviews its performance in pursuit of this policy through annual reporting on environmental, social, and governance factors.

#### **4.9 Alcohol and Controlled Substances**

Constellis is committed to providing a work environment free from illegal drugs and the influence of alcohol. Personnel are prohibited from using alcohol, illegal drugs, inhalants, or other altering substances while performing duties on behalf of the Company. Unless specific program or contract restrictions are applicable, Constellis does not prohibit Personnel from the lawful possession of alcohol, subject to the following: (1) consumption of alcohol on Company premises or at Company sponsored-events must be approved by a member of the Executive Management Team; (2) Personnel are advised to exercise sound judgment and consume alcohol in moderation, and avoid operating a motor vehicle if such consumption impairs judgment or motor skills; and (3) Personnel are accountable for their behavior if consuming alcohol on Company premises, at Company-sponsored events, at business functions, or on business-related travel. Consumption of alcohol during non-working time must not negatively impact Personnel’s ability to perform their job.

Additionally, Personnel may not be under the influence of drugs prescribed by a physician if such use adversely affects their safety or the safety of others. Personnel on deployment or who work



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 9 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

on customer property may be subject to additional guidelines and restrictions regarding alcohol and controlled substances. Please consult the applicable project directives or guidelines for further project guidance.

## **5.0 Ethical Business with the United States Government – Special Guidelines**

Doing business with the U.S. government is both an honor and a privilege. Personnel should be aware that the U.S. government imposes significant rules and regulations on companies with which it does business and that these rules and regulations can differ substantially from those the Company operates under when it sells to a purely commercial customer or to foreign governments. It is the duty of Constellis Personnel to become knowledgeable about these special U.S. rules and regulations and to comply with them. Constellis has many Policies in place to complement the areas of responsibility and the expectations for all employees, specifically those related to doing business with the U.S. Government. Employees are expected to review and abide by all Company Policies located on the Constellis Policy Portal.

### **5.1 Recognizing When These Special Guidelines Apply**

Constellis may contract directly with the U.S. government or as a subcontractor to a prime contractor that is performing a contract for the U.S. government. As such, even if the Company does not hold a contract directly with the government, many of the special rules may nonetheless apply to Constellis. In addition, there are rules that apply to the Company’s relationships with third parties, such as teaming partners, vendors, and suppliers, that are working to meet the U.S. government’s needs and requirements.

### **5.2 U.S. Government Property**

The Company is required to establish and maintain a system in accordance with U.S. government requirements to control, protect, preserve, and maintain all U.S. government property that is under the Company’s control. Constellis Personnel must be able to identify such property and track it through the Company’s property records. Damage to or misappropriation of U.S. government property can result in breach of contract charges or even imposition of civil penalties and criminal charges. In the event that damage occurs to U.S. government property, it should be immediately documented and reported to management.

### **5.3 Contract Certifications and Representations**

The U.S. government requires contractors to make certain written representations and certifications in order to ensure that prospective contractors meet the qualifications of contract solicitations. During contract performance, there are a host of written attestations that a contractor is required to make, including conformance reports, time and material records, and other documents supporting our invoices for payment. It is imperative that all representations and certifications be complete and accurate. Personnel must consult with Contracts or the Legal Department when preparing representations or certifications to ensure completeness and accuracy.



Code of Business Ethics and Conduct	Document No. CH-001	Page Page 10 of 17
	Version No. 3.1	Effective Date 10/23/2020

#### **5.4 Accurate Time-Keeping and Other Records**

In reporting his or her time, each employee certifies how his or her time was spent on work-related activities. The accuracy of time records directly affects the accuracy of the data upon which the Company’s billing systems depend. Improperly shifting costs from one contract or project to another, improperly charging labor or materials, and falsifying time-keeping or other records are strictly prohibited.

#### **5.5 Contract Costs**

Only costs properly chargeable to a contract may be billed to or reimbursed by the U.S. government. Intentionally overbilling the U.S. government—or any of the Company’s customers—is strictly prohibited. Cost and pricing information must be current, accurate, and complete. Billing of charges must be accurate and strictly limited to allowable costs in accordance with the Federal Acquisition Regulation. Improper charging of costs may arise from various causes, including false or otherwise incorrect entries on time cards, subcontractor charges, classification of costs between direct and indirect categories, expense accounts, or charges of time or materials to a work order or other cost account.

#### **5.6 False Claims and False Statements**

The submission of false claims and the making of false statements to the government are strictly prohibited by the Company as well as by U.S. law, and subjects the originator to criminal and civil sanctions. The Company must make certain self-disclosure requirements to the U.S. Federal Government when there is credible evidence of a violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity, or a violation of the Civil False Claims Act in connection with Government contracts. These disclosure requirements for individual contracts continue until at least three years after final payment on the contract. Any employee with knowledge of any suspected or actual failure to meet this disclosure requirement must provide immediate notice to the Legal Department or notify the Company’s Ethics Hotline ([constellis.ethicspoint.com](http://constellis.ethicspoint.com)). For complete details, please review the Company’s Prevention of False Claims & False Statements Policy.

#### **5.7 Communication with Government Agencies**

As part of the Company’s reporting obligations to and cooperation with government agencies, various members of the Company may be asked to communicate directly with government officials conducting inquiries, audits, or investigations. This request may come from the Company or from the government agency itself. Any and all communications with government officials must be truthful and accurate. Care also must be taken not to speculate, guess, or assume facts that are beyond the employee’s knowledge, as these can lead to miscommunications or misstatements that can complicate the Company’s effort to cooperate with the inquiry. If an employee is not able to accurately provide information, the question should be directed to their supervisor or to Company management for response. Personnel also should inform their supervisor or Company management of discussions with government officials conducting such inquiries so that the Company is prepared to support and/or respond to such inquiries.



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 11 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

## **6.0 Commitment to Compliance & Quality**

Company services must be provided in a manner that meets or exceeds compliance requirements for integrity, safety, reliability, quality, and performance. To this end, all Constellis Personnel should be dedicated to performing their job functions at the highest level of quality and contract conformance. Furthermore, Constellis Personnel shall be responsible for ensuring that services and products supplied by consultants, subcontractors, suppliers, and other entities doing business with Constellis meet the Company’s high level of quality expectations. Compliance and quality is expected throughout the Company’s supply chain. Report concerns regarding any non-compliance to your manager or the Legal Department.

### **6.1 Statement of Conformance (Management System for Quality of Private Security Company Operations)**

As a leading provider of security services, Constellis is committed to providing high-quality services to its clients in a manner that complies with applicable national and international laws, and that protects the safety, security, human rights, and fundamental freedoms of all internal and external stakeholders, including Constellis Personnel, its clients, suppliers, third parties that act on behalf of Constellis, and the local populations in areas where Constellis operates. To that end, Constellis has developed and implemented a set of policies, procedures, and controls that incorporate and conform to the principles and values of applicable international humanitarian law, international human rights law, and customary international law, and that ensure the company conforms to standards included under the ANSI/ASIS PSC.1 Management System for Quality of Private Security Company Operations and the requirements of ISO 18788. This system supports the objectives of the *Montreux Document on Pertinent International Legal Obligations and Good Practices for States Related to Operations of Private Military and Security Companies During Armed Conflict* and also gives effect to principles set out in the International Code of Conduct for Private Security Service Providers (ICOC) as they apply to companies. In addition, the Constellis management system supports and conforms to the objectives contained in the United Nations Guiding Principles on Business and Human Rights and the Voluntary Principles on Security and Human Rights (2000).

With the full support of top management, Constellis has implemented policies, procedures, and controls that demonstrate and document its commitment to compliance with all laws and respect for human rights. These measures seek to identify the risks associated with Company operations, particularly in dangerous or unstable environments, and address them in an appropriate fashion. Constellis Personnel receive training on these measures, as necessary, and must follow and comply with them at all times. Further, Constellis strives to continually improve its policies, procedures, and controls. Accordingly, the Company periodically reviews its Quality Management System and makes adjustments to ensure that it is appropriately designed to identify and address the risks faced by Constellis and its stakeholders.

### **6.2 Proper Exercise of Authority**

Personnel must be aware of and operate in accordance with their authority limitations in authorizing and approving business transactions, such as purchasing materials, binding the



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 12 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

Company in agreements, and authorizing expenditures. The Constellis Delegation of Authority Policy outlines specific guidance, via an Authority Matrix, on the authority levels of Constellis management. This Policy and Authority Matrix must be followed to ensure appropriate review and approval of business transactions.

### **6.3 Conflicts of Interest**

Constellis recognize that Personnel have the right to engage in outside financial business opportunities; however, any employment outside of Constellis must be approved in advance by the Chief Legal Officer or his or her designee. In addition, any outside activities that result in a conflict of interest, diminished ability to perform Company duties, or the misuse of the Company’s name, image, assets, or resources are prohibited; an actual conflict of interest does not need to exist. Any activity by an employee or by a member of his or her family that even gives the appearance of a conflict of interest must be reported and approved before the employee or member of his or her family engages in the activity. Personnel should contact the Chief Legal Officer or his or her designee for guidance.

### **6.4 Offering or Receiving Business Courtesies**

Offering or receiving business courtesies, such as gifts, entertainment, services, or favors (collectively, a “gift”), offered to commercial, non-governmental customers, or other business associates should be infrequent and nominal, appropriate under the circumstances, legal, and offered in a way that does not create the appearance of impropriety. In determining whether a gift may be appropriate, remember that an employee should never give a gift for the purpose of persuading an individual to take action (or not take action) in favor of Constellis, nor should receive a gift in exchange for action or inaction.

Constellis Personnel must report all business gifts, other than promotional items of nominal value (items less than \$20, such as coffee mugs, calendars, and pens), to the Chief Legal Officer or his or her designee for disposition. Attendance at business dinners and other widely attended events where business courtesies are extended that exceed a \$20 nominal value are an exception to the rule on reporting business gifts at Constellis.

Personnel not involved in purchasing of goods and services may accept appropriate meals, hospitality, and entertainment, if these courtesies further legitimate Company business interests (such as relationship building with actual or potential business partners) and that:

- The acceptance will promote goodwill and successful business relations;
- The courtesies are not lavish or extravagant under the circumstances;
- The courtesies are not frequent and do not reflect a pattern or the appearance of a pattern of frequent acceptance of courtesies from the same entities or persons; and
- You would feel comfortable discussing the courtesies with your manager or a coworker, or having the courtesies disclosed to the public.



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 13 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

If there are any questions about the propriety of accepting a gift or other business courtesy, contact your supervisor or the Chief Legal Officer or his or her designee for guidance.

**7.0 Integrity in the Handling of Resources and Data**

The Company’s resources include time, material, facilities, equipment, information, and services. These resources should only be used for authorized business purposes, unless a specific exception has been approved by management. Under no circumstances should Company resources be used for any illicit or illegal purposes or for any purpose that runs contrary to any provision of this Code.

**7.1 Property**

Company-owned equipment, including telephones, printers, and computers, are to be used primarily for business purposes. Although limited personal use of the Company’s communications systems and equipment is permitted, users should not assume that any such communications are private. Personnel may not use the Company’s equipment, communication channels, or access the internet at work to knowingly, recklessly, or maliciously post, store, transmit, download, or distribute false, obscene, or threatening materials or anything constituting or encouraging the violation of any laws. The unauthorized removal or misuse of Company property may be considered theft.

**7.2 Accurate Records and Submissions**

Constellis has a strict policy of complying with all record retention requirements imposed by laws and regulations. Personnel must not improperly destroy, alter, make false entries on, or willfully fail to make correct entries on any Company documents or records. Company Personnel are also expected to ensure that any information provided internally or to outside parties is accurate and truthful. When Constellis is asked to provide information to a government or other regulatory authority, inaccuracies or falsehoods could result in severe legal and financial consequences for the Company; therefore, extra care must be given to any statements, certifications, representations, and submissions made to a government, regulatory authority, or an employee or representative of a government or regulatory authority.

**7.3 Protect Company Proprietary Information**

Information, knowledge, or know-how that gives a competitive advantage is considered intellectual property and is a valuable asset. The Company’s intellectual property must be used for authorized Company business purposes only. Personnel must protect the Company’s proprietary or private information, which may include, but is not limited to, technical designs or strategy, software, employee records, or information learned in a partnership or teaming arrangement. Personnel should be especially cautious when providing such information to an outside entity and should take proper steps to ensure the receiving party will protect Constellis proprietary information. The Company’s intellectual property, including data and information





Code of Business Ethics and Conduct	Document No. CH-001	Page Page 14 of 17
	Version No. 3.1	Effective Date 10/23/2020

systems, customer lists, and other trade secrets, must remain with the Company when an employee leaves the Company. Use of the Company's intellectual property by a former employee may be a violation of law.

#### 7.4 Protect Classified and National Security Information

Due to the nature of our business, Company Personnel are routinely trusted with classified and national security information. All Personnel who are granted access to classified and national security information must take all necessary measures to protect such information and to coordinate all activities related to this information with the Industrial Security Unit and Legal Personnel who possess the appropriate clearances. Unauthorized access, dissemination, acceptance, or handling of classified information is strictly prohibited. Classified and national security information may not be disclosed to another person without the express approval from the appropriate U.S. government agency. Failure to properly protect classified information could result in harm to national security, fines and penalties, and/or suspension or debarment of Constellis from receiving future contracts awarded by the U.S. government.

#### 8.0 Dissemination, Review, and Waiver of the Code

Each individual or entity receiving this Code is responsible for reading and understanding its contents; any questions or clarifications should be addressed to managers, supervisors, or the Chief Legal Officer or his or her designee. Each individual or entity is also responsible for affirming compliance with the Code by signing the Attestation or Certification of Compliance with the Code.

While the Code is meant to foster a fair and consistent administration and concern for all Personnel, it does not create an employment contract between any employee and Constellis. **Unless otherwise specified in a written agreement signed by the Chief Executive Officer, the Board of Directors, or their designee(s), or unless required under applicable law, all Personnel of Constellis, regardless of their classification or position, are employed on an "at-will" basis.** No officer, agent, representative, or employee of Constellis, except its Chief Executive Officer or the Board of Directors, has any authority to enter into any agreement for employment for any specific period of time or to make any agreement setting forth terms and conditions of employment.

No provision of the Code can be waived, including implicit waiver or pre-approval, unless reviewed and approved in writing by the Chief Legal Officer, the Chief Executive Officer, the Board of Directors, or a Board committee. This includes a conflict of interest or corporate opportunity, in any material respect, for the Chief Executive Officer or President, principal financial officer, principal accounting officer or controller, any other executive officer, or a member of the Board of Directors.

#### 9.0 Ethics and Compliance Training & Awareness

Constellis requires all Personnel to participate in and complete regular ethics and compliance training as assigned. Completion of this training is a condition of continued employment with Constellis. Personnel who fail to complete assigned training in a timely manner will be subject to discipline, up to and including termination of employment.



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 15 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

As discussed throughout this Code, Constellis has Policies and Procedures that govern employment and our business with all of our clients. While this Code provides an overarching doctrine by which all Constellis Personnel must abide, employees are responsible for abiding by requirements even if not specifically referenced in this Code. Through the Company’s various training and awareness programs, including regular electronic trainings, in-person trainings, newsletters, emails, the Constellis Policy Portal and the Compliance Corner SharePoint Page, all employees are expected to understand and abide by all the Company Policies and Procedures that govern their employment. These include but are not limited to Policies and Procedures that cover the following areas

- Anti-Corruption & Bribery
- Anti-Retaliation & Whistleblowing
- Anti-Trafficking in Persons
- Delegation of Authority
- Conflicts of Interest
- Data Protection
- Drug, Alcohol, & Substance Abuse
- Employee Discipline
- Export Controls
- Firearms
- Human Rights
- Incident Reporting
- Political Activities & Lobbying
- Prevention of False Claims
- Records Retention & Management
- Risk Management
- Safety
- Third Party Due Diligence
- Use of Force



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 16 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

**EMPLOYEE’S (AND PROSPECTIVE EMPLOYEE’S) ATTESTATION OF COMPLIANCE WITH THE CODE OF BUSINESS ETHICS AND CONDUCT**

As set forth in its Code of Business Ethics and Conduct, Constellis is committed to the highest standards of integrity, ethical behavior, and compliance with all applicable laws. As an employee (or prospective employee) of Constellis, I support these objectives and affirm the following:

I have read and understand the Code of Business Ethics and Conduct, including the Statement of Conformance to international standards, including but not limited to the PSC.1 Standard and ISO 18788. I understand that the Code sets forth the minimum standards of conduct with which I must comply.

I am personally responsible for complying with all sections of the Code of Business Ethics and Conduct and acting ethically and with integrity at all times.

I will be held accountable for my actions, and any violations of the Code of Business Ethics and Conduct may result in disciplinary action, up to and including termination.

It is my duty and responsibility to report any known or reasonably suspected violations of the Code of Business Ethics and Conduct or Constellis policies. I may report such violations to my manager, Human Resources, Security, the Chief Legal Officer or his or her designee, or the Ethics Hotline, and I may do so anonymously.

It is my responsibility to understand the Code of Business Ethics and Conduct, and I should direct any questions to my manager or the Chief Legal Officer or his or her designee.

I also attest that nothing in my past or present conduct contradicts the Code of Business Ethics and Conduct, Statement of Conformance, or adherence to the clauses of the PSC.1 Standard and all other standards and guidelines included in this Code.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

This attestation must be completed and returned to your manager, Human Resources, or the Chief Legal Officer or his or her designee for retention with your Personnel records. Failure to do so may result in disciplinary action, up to and including termination, or failure to receive an offer of employment.



<b>Code of Business Ethics and Conduct</b>	<b>Document No.</b> CH-001	<b>Page</b> Page 17 of 17
	<b>Version No.</b> 3.1	<b>Effective Date</b> 10/23/2020

**SUBCONTRACTOR’S CERTIFICATION OF COMPLIANCE WITH THE CODE OF BUSINESS ETHICS AND CONDUCT**

As set forth in its Code of Business Ethics and Conduct, Constellis is committed to the highest standards of integrity, ethical behavior, and compliance with all applicable laws. As a subcontractor of Constellis, my company/I support these objectives and affirm the following:

I have read and understand the Code of Business Ethics and Conduct, including the Statement of Conformance to international standards, including but not limited to the PSC.1 Standard and ISO 18788. My company/I understand that the Code sets forth the minimum standards of conduct with which my company/I must comply.

My company is/I am responsible for complying with all sections of the Code of Business Ethics and Conduct and acting ethically and with integrity at all times.

It is my company’s/my duty and responsibility to report any known or reasonably suspected violations of the Code of Business Ethics and Conduct or Constellis policies. My company/I may report such violations to its/my Constellis point of contact, the Chief Legal Officer, or the Ethics Hotline, and my company/I may do so anonymously.

It is my company’s/my responsibility to understand the Code of Business Ethics and Conduct, and my company/I should direct any questions to its/my Constellis point of contact or the Chief Legal Officer.

I also attest that nothing in my company’s/my past or present conduct contradicts the Code of Business Ethics and Conduct, Statement of Conformance, or adherence to the clauses of the PSC.1 Standard.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title and Company

This certification must be completed and returned to your Constellis point of contact.