



## CODE OF **BUSINESS ETHICS & CONDUCT**

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## **A LETTER FROM THE CHIEF EXECUTIVE OFFICER**

To Constellis Personnel and Partners Worldwide:

I am honored to work for a company that, at its core, focuses on making the world a little bit safer. Constellis combines a diverse set of companies that provide risk assessment, missions support, training and security solutions worldwide. Our people help shape security conditions in some of the world's most dangerous places, and contribute to the training of first responders and security personnel across the globe. Continued growth and success cannot happen unless the highest standards of integrity remain central to our company. A solid commitment to compliance and ethical behavior is the foundation of our company. Our shared commitment to ethical behavior is a fundamental element of the value we bring to our customers, partners, contractors, suppliers, and each other.

A culture of integrity requires establishing relationships based on trust with our clients, suppliers, communities, and personnel; compliance with laws and regulations; and personal commitment and responsibility to maintain the highest ethical standards of business conduct. Our Code of Business Ethics and Conduct is designed to assist us along that path. The Code communicates our context and intent and reiterates our expectations for all personnel, contractors, agents, consultants, members of the Board of Directors, and anyone else representing or acting on behalf of Constellis.

Because ethical conduct is critical to our company's success, each of you should keep this Code in a convenient place for easy reference. I invite all of you to read it and, while doing so, to reflect on your role in helping the Company uphold the highest standards of ethics and integrity.

Our mission requires a risk-informed and learning organization, and our goal is for the Code to meet the challenges of our dynamic environment. Please communicate your comments, and any recommended improvements and enhancements to the Code to the Legal Department. If you have questions, please discuss with your manager, a member of the Legal Department, or any member of the leadership team. If you know of something that conflicts with a stated principle in this Code, you are obligated to report it. We commit to you that Constellis will honor the courage of those who identify existing or potential issues, and we will not tolerate retaliation against personnel who raise legitimate ethical concerns.

Everybody I know wants to be part of a team bigger than themselves – you are on that team. Protecting and helping people as they try to shape and save lives in difficult environments gives each of us a sense of purpose. Thank you for always striving for excellence; doing what is legally, morally, and ethically sound; and treating people with dignity and respect.

Sincerely,

Timothy J. Reardon  
Chief Executive Officer



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## **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”).

Legal and ethical business practices form the core of the Company’s values and mission. Our goal is to be the market leader in all of our service offerings, while never compromising our commitment to our core values and our reputation. A substantial portion of the Company’s business is with the United States government via its affiliated companies. This Code addresses Company policy relating to such government business, as well as to our commercial business. This Code of Business Ethics and Conduct applies to all affiliates, as well as officers, employees, and members of the Board of Directors, and also “third parties,” which include independent contractors, subcontractors, agents, consultants; and anyone representing or acting on behalf of the Company (collectively, “personnel”).

All Constellis and affiliated company personnel or third parties acting on behalf of Constellis who receive this Code are obligated to follow its provisions. If there are any questions, personnel and third-party service providers should seek assistance or clarification in order to avoid unethical or illegal business conduct.

Company managers and supervisors are responsible for ensuring that this Code is understood and followed by their subordinates. 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 Constellis and its personnel and third parties operate. It is also not intended to account for all situations that an employee might face. It is the duty of each employee to seek out answers within the Company to any questions that they might have regarding ethical responsibilities.

### **1.1     Our Mission**

Constellis delivers advisory, security, training, mission support and technology solutions to its clients enabling them to succeed in challenging environments around the world. Our elite training and security solutions are primarily focused on counterterrorism, force protection, law enforcement, and security operations. We provide training at our world-class facilities and through mobile training teams around the world. Constellis is committed to supplying its services to the highest standards in line with our legal, regulatory and voluntary commitments as well as its own high standards and our client’s requirements.



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## 1.2 Our Vision

Guided by integrity and a commitment to excellence and professionalism, we provide our domestic and global clients the most trusted source of advisory support, training, logistics, technology and security services.

## 1.3 Our Guiding Principles

- **Integrity:** We demonstrate integrity in every aspect of what we do. We are committed to instilling professional and ethical behavior in all our personnel, teammates, and associates.
- **Governance:** We take responsibility for our performance legally and ethically. We have a diverse Board of Directors that provides oversight and guidance to best serve our customers.
- **Excellence:** We set the bar for the best-in-class operational excellence. We empower our people to deliver customer-focused solutions with the highest levels of professionalism and commitment to excellence.
- **Dignity:** We honor the rights and beliefs of our fellow associates, our customers, our personnel, and the communities in which we operate. We treat others with dignity and respect.
- **Teamwork:** We promote and support a diverse, yet unified, team. While respecting the individuality of our people, we work together as a team to meet our customers' goals. We deploy willingly worldwide to the most remote and dangerous regions, leveraging our unique skill set in support of our customers' missions.

## 1.4 Ethical Decision Making

Although Constellis believes that our 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. As personnel and representatives of Constellis, we must always consider how our 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.

When faced with an ethical dilemma, there are four basic questions that you should ask to assist in determining the correct course of action:



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**1. Define the problem:**

What feels wrong about this situation, behavior, or action? What is the issue about which you are unsure?

**2. Solution development:**

What are the solutions and resources available to solve the problem? Who should be involved in addressing the situation?

**3. Solution selection:**

What are the potential consequences? Which solution has the maximum benefit to all parties involved and causes the least harm? Does the solution comply with all applicable laws and Company policies?

**4. Implementation:**

How do I put the solution into action? Who should be consulted and informed of the solution?

Some other basic questions to ask yourself when making ethical decisions include the following:

- Is this situation/course of action against the law or Company policies?
- How will our customers, fellow personnel, or community be affected?
- Am I being honest and impartial?
- Would I be comfortable describing my decision to my colleagues, Company management, and my family?
- How would it look if it made headlines?

**1.5 Accountability for Upholding the Code**

All Company personnel as well as anyone doing business on behalf of the Company are responsible for adherence to the standards of conduct set forth in this Code and for raising questions or concerns that these standards 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. If someone approaches you with a question or concern relating to the Code, listen carefully and ask for clarification and additional information to ensure that you fully understand the question or concern. Answer any question that you can, but do not feel that you must provide an immediate response. Seek help if necessary before responding.





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## 1.6 Duty to Report Suspected Violations of the Code

If you have good reason to believe or suspect that any provision of the Code set forth below, or the laws and regulations governing our business has occurred, or if you are asked to violate the Code or an applicable law or regulation, do not remain silent. Suspected violations of the Code, 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 of the PSC.1 Standard; and
- Fraud against clients, vendors, or personnel of the Company.

Personnel and third parties 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, 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 that they benefited the Company or were directed by a higher authority in the organization.

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

Personnel and third parties should report any violations or suspected violations of this Code, or the laws and regulations governing our business, to their manager, the Human Resources Department, the Chief Legal Officer or his or her designee. Personnel and third parties can also make a report to the Company in confidence, as described below, through its Ethics Hotline, 24 hours per day, seven days per week.

The Ethics Hotline is hosted by a third-party provider so personnel or third parties can make reports to the Company on a totally confidential and anonymous basis if so desired. Ethics Hotline reports can be made via the web at [constellis.ethicspoint.com](https://constellis.ethicspoint.com) or through the following telephone numbers:

- Personnel or third parties based in the **United States**: dial **1-844-637-6751**.
- Personnel or third parties based in **Afghanistan or Iraq**: use an outside line to contact your local operator and request a reverse charge or collect call to be placed to the United States using the following numbers: **Afghanistan (5033526170)** or **Iraq (5033526174)**. All reverse charge or collect calls will be accepted by the contact center using an automated English message.



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- For personnel or third parties in the **United Arab Emirates**, use an outside line and dial the direct access number as provided below for your location and then at the English prompt dial **844-637-6751**:
  - **UAE—8000-021**
  - **UAE (du)—8000-555-66**
  - **UAE (Military-USO and cellular)—8000-061**

### **1.8     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 or the Chief Legal Officer or his or her designee. Retaliation by any employee against another individual who reports a violation of law or Company Policy is strictly prohibited. No hardship, loss of benefit, or penalty—which may include downgrading an employee’s performance rating, limiting an employee’s opportunities for assignments or advancement, excluding an employee from corporate or departmental functions, or general mistreatment—may be imposed on an employee as punishment for filing or responding to a good faith complaint or cooperating in an investigation.

It is contrary to Company Policy for any person to request, pressure, or direct a Constellis employee to act in violation of law, regulation, contract requirement, this Code, Company policy, or any other obligation. Any such request or direction should be brought to the immediate attention of management or the Chief Legal Officer or his or her designee.

### **1.9     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 protects the safety, security, human rights, and fundamental freedoms of all internal and external stakeholders, including Constellis personnel, its clients, third parties that act on behalf of Constellis, suppliers, 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 to 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 and others working on our behalf that act on behalf of the Company 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.

Constellis requires and expects that all personnel, subcontractors, and anyone else acting on its behalf comply with all relevant and applicable laws and voluntary commitments to which it adheres as regards respect for human rights.

## **2.0 Creating a Safe and Secure Workplace for Constellis Personnel**

Constellis is committed to providing a safe and respectful work environment free from threats, violence, harassment, and discrimination. 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. All employees have a role to play in making the work environment respectful, inclusive and free from discrimination, harassment and retaliation. A Speak-Up Culture exists when personnel feel comfortable speaking freely and consulting with co-workers about dilemmas they face in their day to day work. The Constellis culture ensures that the Company's values are followed and that good decisions are made when carrying out job duties.

### **2.1 Respect**

The Company is committed to the principle that all individuals should be treated with dignity and respect. Each employee of Constellis is expected to treat his or her fellow colleagues, independent contractors, consultants, suppliers, and customers with dignity and respect at all times by refraining from abusive, hostile, or otherwise disrespectful behavior. It is important for every employee to be aware of local customs and behaviors when operating in an unfamiliar locale. Remember, what may be acceptable behavior in one location may be offensive, or even illegal, in another.



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## 2.2 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. 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.

## 2.3 Anti-Harassment

Consistent with our Policy of equal employment opportunity, Constellis strives to create and maintain a work environment in which people are treated with dignity, decency, and respect. The Company's work environment should be characterized by mutual trust and the absence of intimidation, oppression, and exploitation.

We will not tolerate unlawful Harassment of any kind, including conduct perpetrated through the use of Company equipment, including computers, fax machines, e-mail, and telephones. This prohibition applies to all personnel, regardless of their position, and are expected to comply with it and take appropriate measures to ensure that prohibited conduct does not occur.

Constellis prohibits Harassment of any kind, including sexual harassment, and the Company will swiftly investigate and take appropriate action to address any prohibited conduct.

Examples of Harassment might include the following:

- **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, and/or negative stereotyping are all examples of verbal harassment.
- **Non-Verbal:** Distribution, display, or discussion 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.

For further information about this topic, contact your manager, the Human Resources Department, or the Chief Legal Officer.

## 2.4 Workplace Violence

Constellis strives to create and maintain a work environment in which people feel secure. Any employee who commits or threatens to commit a violent act—such as fighting in the



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workplace or striking another employee—or attempts to bring an unauthorized firearm or weapon to work 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 disciplinary action if the violence or threat of violence is determined to be workplace-related.

## **2.5 Favoritism**

All hiring, evaluation, promotion, and other business decisions made by Constellis management and personnel, or management and personnel of its affiliates, 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.

## **2.6 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.

## **2.7 Alcohol and Controlled Substances**

Constellis is committed to providing a work environment free from illegal drugs and the influence of alcohol. Personnel and other applicable third parties are prohibited from using illegal drugs or inhalants. 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; (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.

Additionally, personnel and applicable third parties may not be under the influence of legal drugs or inhalants prescribed by a physician if such use adversely affects the employee’s safety or the safety of others. Personnel on deployment or who work on customer property are subject to additional guidelines and restrictions regarding alcohol and controlled substances. Please consult the applicable project policy or guidelines for further project guidance. For further



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information about this topic, consult your company's or work location's relevant policies and procedures or applicable contractual or program requirements.

## **2.8 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 abuse of the environment. The Company consistently reviews its practices and has established programs for waste disposal, recycling and, considerate procurement and reduction in energy consumption. The Company similarly aims to reduce impact on the environment to the way in which it relates to its clients and to the services it provides them. The Company will address allegations of environmental abuse. The Company reviews its performance in pursuit of this policy through annual reporting on environmental, social and governance.

## **3.0 Integrity in the Workplace**

### **3.1 Political Contributions and Activities**

Company funds and resources may not be used to contribute to or otherwise used to support any political campaign, political party, political candidate, or any of their affiliated organizations. In addition, corporate political contributions in certain jurisdictions and countries are illegal or subject to monetary limitations and regulatory notification requirements.

Personnel may voluntarily participate in the political process, but such activities must take place on the employee's own time and at the employee's own expense. Each employee is responsible for complying fully with all laws and regulations, including state and local laws, relating to political contributions and interactions with government officials. Personnel may not engage in political activities that potentially conflict with their work duties and responsibilities to the Company, including by acting as an advisor to or spokesperson for candidates for public office. Personnel shall not apply any pressure, direct or indirect, to other personnel that infringes on an individual's right to decide whether, to whom, and in what amount a personal political contribution is to be made.

### **3.2 Lobbying**

Constellis personnel will not engage in lobbying activities or hire lobbyists on behalf of the Company without written approval by the Chief Executive Officer. Lobbying activity is highly regulated. Lobbying includes attempts to influence a federal or foreign governmental body, such as the United States' Congress, congressional staff, and certain officers and personnel of the a government regarding legislation, rules, regulations, programs, policies, and other similar actions. Lobbying activity can include phone calls, e-mails, letters, and in-person meetings. Constellis personnel must comply with all applicable statutory and regulatory requirements, including state and local requirements (or rules of a foreign government), governing such activities, including registration, reporting, and disclosure requirements.



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### **3.3     Solicitation**

In the interest of maintaining a proper business environment and to prevent any interference with Constellis' efforts to meet our customers' demands and expectations, the Company has specific limitation on certain non-employee and employee solicitations and distributions on Company property and during working time. In an effort to ensure a productive and harmonious work environment, third-parties, vendor, suppliers or other persons not employed by the Company may not solicit or distribute literature on Company property.

The Company respects the right of its personnel to express and share their beliefs, ideas and opinions among each other. Such communications, however, should never interfere with personnel' work or interfere with our ability to meet our customers' expectations. Therefore, solicitation by personnel on Company property is prohibited when the person soliciting or the person being solicited is on working time. Working time is the time personnel are expected to be performing their job duties; it does not include break periods, lunch periods or time before and after work. Distribution of literature by personnel on Company property in work areas is prohibited at all times. Personnel may distribute material only in non-work areas and only during their non-work time.

### **3.4     Theft**

Misappropriation, larceny, embezzlement, mischarging of time, and other forms of theft are strictly prohibited and are a violation of law. Any theft, regardless of relative value or damage to the Company, supplier, or customer, will result in severe consequences for the employee who engages in such behavior.

### **3.5     Unprofessional Behavior**

Company 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.

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

Damage to the Company's reputation may result when the Company is involved in an investigation or litigation. 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 an employee's ability to communicate with any government agency or otherwise participate in any investigation or proceeding that may be conducted by any government agency.





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#### **4.0 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.

##### **4.1 Property**

Company-owned equipment, including telephones, fax machines, 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 communication channels or access the internet at work to post, store, transmit, download, or distribute any threatening materials or to knowingly, recklessly, or maliciously transmit false materials, obscene materials, or anything constituting or encouraging the violation of any laws. The unauthorized removal or misuse of Company property may be considered theft.

##### **4.2 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.

##### **4.3 Company Books, Records, and Reports**

All Company books and records must be maintained in accordance with generally accepted accounting practices and applicable laws and regulations. No false, misleading, inaccurate, or artificial entries may be made in the books and records of the Company. The Company maintains an effective internal control system to provide reasonable assurance that transactions are executed in accordance with proper management authorization and are properly reflected within the Company's financial records in accordance with U.S. and local statutory accounting principles.





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#### **4.4 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. For further information about this topic, consult your company's or work location's relevant timekeeping policies and procedures.

#### **4.5 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 take proper steps to ensure that the receiving party will protect Constellis proprietary information.

The Company's intellectual property, including data and information 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.

#### **4.6 External Public Communications**

To better serve our customers, and to protect the safety of our personnel and operations, Constellis requires that all Company personnel refrain from making public statements about the Company or its operations, such as to the media or via blogs or social networking sites. In addition, certain customers specifically prohibit such communications under their agreements with the Company, and the Company includes restrictions on public disclosure in its agreements with personnel. Therefore, personnel should refer any media inquiries or other similar requests for information about the Company or its operations to the Company's media relations contact, and should not disclose such information via any other means (a blog, social networking site, published book or article, etc.).

None of these requirements are intended to restrict or interfere with any employee's rights afforded to them under applicable law, including labor law rights and all rights to engage in protected concerted activity or any whistleblower protections.



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#### **4.7 Protect Personal Information**

The Company is the custodian of personal data belonging to personnel and others with whom we conduct business. To continue building and sustaining a culture of trust, we must protect personal data and use it only for authorized purposes. Personal data may only be collected if there is a specified, legitimate business purpose, and such data shall not be used in ways that are incompatible with the stated purpose. Data gathered must be relevant and not excessive in light of the purposes for which it is collected and used.

Personnel who are granted access to Company-controlled personal data for legitimate business purposes must safeguard such data. Personnel may not disclose such information without proper authorization and must never use personal information for any purpose for which it was not intended, including for personal gain.

Misuse of personal data could result in significant financial or social harm, including the following:

- Discrimination based on age, race, color, religion, national origin, gender, sexual orientation, physical or mental disability, veteran status, or other protected classes;
- Identify theft; and/or
- Access to money, goods, services, or any other thing of value.

Violation of the laws and regulations governing data privacy can result in fines and penalties to the Company and/or criminal prosecution of the individual who compromises the information.

#### **4.8 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 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.

For further information about this topic, consult your company's or work location's specific security policies and procedures.



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## **5.0 Ethical Business Practices**

### **5.1 Commitment to Quality**

It is the policy of Constellis to provide the highest caliber of services and products to all customers, while remaining committed to respecting human rights and ethical and proper treatment of all personnel and all individuals affected by its operations. Our commitment to quality is demonstrated by the fact that several of our operating entities have been certified as being compliant with international quality management standards.

Consistent with our commitment, company services must be provided in a manner that meets or exceeds requirements for 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. Supervisors should provide opportunities for personnel to receive training in quality assurance procedures and quality control measures. 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. Report any concerns regarding the quality of our services to your manager or the Corporate Quality, Certifications and Safety Department.

### **5.2 Fair Competition for Business Opportunities**

The Company's long-term success depends on upholding the integrity of the procurement process in bidding, negotiating, and performing contracts for local, state, national, and international customers. The Company competes fairly and ethically for all business opportunities. Personnel involved in proposals, bid preparations, and contract negotiations must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. Once awarded, all contracts must be performed in a manner that meets or exceeds specifications, requirements, and clauses. Personnel must refuse any offers to provide Constellis with any unauthorized contractor bid and proposal information or source selection information and immediately report any such offer to the Chief Legal Officer or his or her designee.

### **5.3 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 Company in agreements, and authorizing expenditures. Constellis has provided specific guidance, via an Authority Matrix, on the authority levels of Constellis management. This guidance must be followed to ensure appropriate review and approval of business transactions.



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#### **5.4 Conflicts of Interest**

Constellis recognizes an employee's 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.

A conflict of interest may exist when an employee or a member of his or her family is involved in an activity or has a personal interest that could affect the employee's objectivity in making a business decision. Outside activities that are illegal, interfere with an employee's Company duties, or involve the misuse of the Company's name, image, assets or resources are also considered conflicts of interest and are explicitly prohibited.

An actual conflict of interest does not need to exist to be a violation of this policy. Any activity that gives the appearance of a conflict of interest must also be avoided. Any outside activities that may give the appearance of a conflict of interest must be reported, and approval must be obtained before the employee or member of his/her family engages in the activity. Personnel should contact the Chief Legal Officer or his or her designee for guidance.

The following list provides examples of activities that may create a conflict of interest, although it is not inclusive of all activities that may be a violation of this standard:

- Working or consulting for a competitor, supplier, or customer of the Company;
- Working for any business that affects your ability to satisfactorily perform your job duties for Constellis;
- Having a financial interest (either by you or an immediate family member) in a Company competitor, supplier, or customer;
- Participating in business opportunities between the Company and family members;
- Using confidential Company information, such as knowledge of pending contracts, acquisitions, divestitures, or supplier relations, for personal gain or for the gain of another; or
- Receiving discounts or other benefits from suppliers or customers that are not available to all personnel.

Each Constellis employee is required to report potential conflicts of interest or other ethically questionable behavior to the Chief Legal Officer or his or her designee. Failure to report conflicts of interest or ethically questionable behavior may result in Constellis taking disciplinary action up to and including termination of employment.



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## **5.5     Marketing and Advertising Materials**

In preparing and using Constellis marketing and advertising materials, we must ensure that (1) no false or misleading statements are used; (2) all Company proprietary data are properly marked with the appropriate legends; (3) information or photos that identify clients or programs are used correctly and with the express permission of the client or program manager; and (4) trademarks of another company are used correctly and with appropriate authorization, and their owners are given proper attribution. All disclosures made in materials released to the public must be current, accurate, complete, and timely.

## **5.6     Suppliers and Contractors**

Constellis shall engage in business with suppliers that have exhibited high standards of ethics and business integrity and have demonstrated compliance with all applicable laws and regulations. The manner in which Constellis selects suppliers requires the utmost care and due diligence. The character of the suppliers that we select is highly reflective of the way that we conduct business. As such, all suppliers or contractors that do business with or on behalf of the Company must undergo a thorough review before any business is undertaken.

Additionally, U.S. federal law requires that certain government acquisition rules related to ethics and business conduct are passed down to subcontractors performing work for or pursuant to a U.S. government contract. These regulations include the prohibition of discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity or national origin. Moreover, these regulations require certain suppliers and contractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, protected veteran status or disability.

The Company must exercise continuous and diligent oversight of the operations and practices of the suppliers and subcontractors that we select. Suppliers and subcontractors shall make representations that they will abide by and be held responsible for delivering quality services and materials, meeting contractual requirements, operating with ethical business principles, and complying with applicable laws and regulations.

## **5.7     Retention of Consultants**

Constellis only works with those consultants, business representatives, and other third parties who share a commitment to upholding the highest standards of ethics and business integrity. The actions of consultants, business representatives, and other third parties reflect on and impact the reputation of Constellis. Business integrity and commitment to compliance with applicable laws and regulations are key considerations in the selection and retention of those who represent Constellis. Personnel should be mindful to inform any consultants of all applicable laws and regulations to which their conduct should adhere. The Company can be held accountable for



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the acts of its agents and, therefore, has exposure to penalties and sanctions for illegal acts of consultants, business representatives, and other third parties providing services to, and acting on behalf of, the Company. Personnel must not retain consultants, business representatives, or other third parties for the purpose of paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of a third party without authority, or improperly gaining information or influence.

#### **5.8 Offering Business Courtesies**

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 in favor of Constellis. For further information about this topic, consult the Constellis Anti-Corruption Policy.

If there are any doubts regarding the propriety of a gift, personnel must obtain advice from the Chief Legal Officer or his or her designee regarding the appropriateness of the gift prior to giving it.

#### **5.9 Receipt of Business Gifts**

Constellis personnel must report all business gifts, other than promotional items of nominal value (less than \$20), such as coffee mugs, calendars, and pens, to the Chief Legal Officer or his or her designee for disposition. The Chief Legal Officer or his or her designee will determine the proper gift disposition based on the business relationship the Constellis employee has with the source of the gift and the gift’s dollar value. This requirement also applies to immediate family members of an employee if a gift is received at home.

Attendance at business dinners and other widely attended events where business courtesies are extended that exceed the \$20.00 nominal value are an exception to the rule on reporting business gifts at Constellis. If you have questions concerning meals and entertainment, contact the Chief Legal Officer or his designee, as in some circumstances such entertainment may create the appearance of or an actual conflict of interest. Additional guidance on gifts and the related problem of kickbacks is provided at paragraphs 5.10 – 5.12 below.

#### **5.10 Acceptance of Gifts by Constellis Personnel Who Procure Goods or Services**

Personnel who purchase goods or services for Constellis or are involved in the procurement process must treat all suppliers uniformly and fairly. In deciding among competing suppliers, personnel must objectively and impartially weigh all facts and avoid even the appearance of favoritism.



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#### **5.11 Acceptance of Gifts by Constellis Personnel in Non-Procurement Functions**

Although personnel may not use their position at Constellis to obtain business courtesies, personnel not involved in purchasing of goods and services may accept appropriate meals, hospitality, and entertainment, provided that 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.

If there are any questions about the propriety of accepting a business courtesy, contact your supervisor or the Chief Legal Officer or his or her designee for guidance. An employee should never accept a gift of greater than nominal value if it could appear that his or her judgment might not be objective as a result of that gift. It is your personal responsibility to ensure that your acceptance of a business courtesy does not create the perception that favors were granted to secure favorable treatment.

#### **5.12 Kickbacks**

Solicitation of business courtesies is always prohibited. Constellis personnel shall not seek or accept any payment, gift, or other thing of value from current or potential subcontractors, suppliers, customers, or business partners for the purpose of obtaining or acknowledging favorable treatment under a contract or subcontract of any kind. To do so constitutes a “kickback” and is a crime. Personnel who have knowledge or information regarding potential kickback violations must report them immediately to the Chief Legal Officer or his or her designee or through the Ethics Hotline.

#### **5.13 Antitrust and Competition**

It is the Company’s intention and good business to obey the antitrust and competition laws of every country in which the Company does business. The following conduct could violate antitrust laws and is highly problematic:

- Fixing prices, agreeing with a competitor on prices, or setting prices in concert with a competitor;
- Bid rigging or agreeing with a competitor to set the terms or direct the outcome of a bidding process;





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- Boycotting suppliers or customers to coerce the suppliers or customers to stop dealing with a competitor;
- Pricing intended to drive competitors out of business;
- Disparaging, misrepresenting, or harassing a competitor;
- Engaging in bribery, accepting kickbacks, or stealing trade secrets;
- Entering into agreements or understandings with competitors to divide the market in which they compete by allocating territories or markets and/or limiting the production or sale of products or product lines;
- Conditioning the sale of one product/service on the sale of another unwanted product/service; or
- Conditioning the sale or purchase of products/services on the requirement that the seller or purchaser not do business with competitors of the Company.

Personnel will avoid engaging in or discussing any of the above activities with competitors, suppliers, or customers and must report any instance in which such activities are proposed or discussed to the Chief Legal Officer or his or her designee.

Unfair methods of competition are also prohibited, including engaging in industrial espionage, inducing a competitor's customer to breach a contract, paying bribes, making false or disparaging comments regarding a competitor's product, and making misleading advertising claims. Proposed contracts or other restrictive agreements with suppliers and customers that may be perceived to involve exclusive dealing must receive the approval of the Chief Legal Officer or his or her designee prior to engagement.

#### **5.14 Money Laundering**

Constellis does not condone, facilitate, or support money laundering, and the Company is committed to complying with money laundering laws worldwide. All personnel should be alert for any unusual financial transactions that may indicate money laundering, such as irregularities in the way payments are made, payments made by third parties for the benefit of another party, and payments from offshore banking locations. Any suspicious financial activities or transactions should be reported to the Chief Legal Officer or his or her designee.

#### **5.15 Insider Trading**

During the course of their employment at Constellis, personnel and other applicable third parties may become aware of "material insider information," which is material information that is not publicly available and could lead a reasonable person to buy, sell, or otherwise trade in stocks or securities. Examples of material insider information include contract awards, contract cancellations, acquisitions or divestitures of corporate affiliates, and the hiring or termination of key personnel.

Company personnel and applicable third parties are prohibited from trading stock of any company— such as a customer, supplier, competitor, potential acquisition target, teaming





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partner, or alliance— while in possession of material insider information about that company. Insider trading is illegal and consequences of insider trading can be severe, including loss of employment, substantial fines, and imprisonment.

## **6.0 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.

### **6.1 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 because the U.S. government ultimately pays for the Company's services. 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.

### **6.2 Procurement Integrity**

During a U.S. government competitive procurement process, certain types of information may not be requested or obtained by the Company from anyone unless the information is obtained through public resources that are available to everyone. In addition, requesting or obtaining certain other information about the Company's competitors is prohibited. Prohibited materials includes (1) the Government's source selection plans, (2) technical, cost or price evaluations of proposals, (3) competitive range determinations, (4) rankings of bids, proposals or competitors, (5) source selection reports or evaluation, (6) cost or pricing data, (7) indirect costs and labor rates, (8) proprietary information about a competitor's manufacturing processes, operations or techniques, or trade secrets, (9) information marked by an offeror or contractor as "contractor bid or proposal information," or (10) any other information marked as "Source Selection Information" in accordance with FAR 3.104

If you receive information that you are not sure that Constellis should have pertaining to a federal agency procurement or to a competitor, you should immediately contact the Chief Legal Officer or his or her designee before reviewing or sharing the information with anyone inside or outside the Company.



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### **6.3 Truth in Negotiations and Proposals**

When conducting business with the U.S. government, the Company is obligated to comply with the Truth in Negotiations Act (“TINA”). When TINA is applicable, personnel and applicable third parties are expected to ensure that the Company provides accurate, complete, and current cost or pricing data to the government or a prime contractor when the Company is a subcontractor to that prime government contractor.

### **6.4 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.

For further information about this topic, consult your company’s or work location’s specific property management policies and procedures.

### **6.5 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 such as Constellis 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 Chief Legal Officer or his or her designee when preparing representations or certifications to ensure completeness and accuracy.

### **6.6 Purchasing and Subcontracting**

Because the value of subcontracts and purchase orders awarded by a U.S. government contractor can be substantial, the U.S. government has a strong interest in, and exercises great control over, a contractor’s subcontracting process. Among other things, U.S. government requirements can affect the types of subcontracts used, the amount and type of competition used, and the terms and conditions that are required to be included in vendor agreements and subcontracts. It is Company policy to comply with all such restrictions and to conform to the guidelines and requirements of its purchasing system procedures.



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## **6.7     Contract Costs**

Only costs properly chargeable to a contract may be billed to or reimbursed by the U.S. government. Intentionally overbilling 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.

## **6.8     Performance Obligations**

During the course of contract performance, government contractors must meet numerous obligations unique to U.S. government contracting, including strict compliance with the terms of the contract, as well as strict adherence to specifications, delivery schedules, milestones, and other performance commitments. Indeed, when the Company submits an invoice for payment or signs a certification of conformance, it is certifying that it has met all contract obligations, no matter how seemingly insignificant. Therefore, personnel should consult with Contracts and/or management to ensure that all contractual obligations have been met prior to seeking payment from a customer. Program management must ensure that all deviations from the letter of the contract are approved by the Government Contracting Officer in writing.

## **6.9     False Claims and False Statements**

The submission of false claims and the making of false statements to the government is strictly prohibited by the Company as well as U.S. law and subjects the originator to criminal and civil sanctions.

## **6.10    Reporting Obligations**

The Company has 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 Chief Legal Officer.



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#### **6.11 Government Audits**

Constellis personnel and applicable third parties shall cooperate with designated officials of the U.S. government and other countries' governments to facilitate timely and efficient performance of audits and examinations required under a contract. All records and data must be internally approved prior to release.

#### **6.12 Offering Gifts and Gratuities**

There are constraints on the Company's ability to offer or accept business courtesies in connection with potential U.S. government customers. No employee or applicable third party may offer or pay anything of value to any official or employee of any U.S. government agency, political party, or candidate for public office in an attempt to improperly influence any act or decision of such official, employee, or candidate for the purpose of promoting the business interests of Constellis. Gifts of nominal value may be given, so long as they are consistent with 5 U.S.C. § 7353: Gifts to Federal Personnel. For further information about this topic, please contact the Legal Department.

#### **6.13 Hiring Former and Current Government Personnel**

Numerous laws restrict the timing of employment discussions between U.S. government personnel and contractors. There also are post-employment "revolving door" restrictions that limit the types of activities that certain former government personnel can perform in the private sector. In absolutely no case should the promise of employment be made to a government employee in order to gain a competitive advantage or obtain something of value from the government. Never hold employment discussions with government personnel who are responsible for approving the Company's work or invoices for payment. Holding employment discussions with government personnel must be pre-approved by the Chief Legal Officer.

#### **6.14 Penalties and Sanctions**

The U.S. government has a long list of legal sanctions and penalties available for violations of the requirements imposed by law, regulation, and contract. The consequences of running afoul of the government contracting rules range from criminal fines and imprisonment to civil fines, exclusion from the procurement process, contract cancellation or termination, and suspension or debarment of Constellis from receiving future contracts awarded by the U.S. government. These penalties and sanctions apply with equal force to Constellis as an entity and to those personnel, affiliates, and third parties involved in the improper activity.



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## **6.15 Communication with Government Agencies**

As part of the Company's reporting obligations 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 be from the Company, or it may be 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 or to guess or assume facts that are beyond the employee's knowledge, because these can lead to miscommunications or misstatements that can complicate the Company's effort to cooperate. 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.

## **6.16 Record Retention**

Certain documents and other records pertaining to our business must be maintained for specific periods of time for possible review by regulatory authorities. When a Government prime contract or subcontract is involved, records generally must be retained for three years after final payment. In addition, there may be other retention requirements imposed by contract or by law. The Company has a Document Retention Policy that specifies the retention practices for Company records and documents. The Company will comply fully with all record retention requirements imposed by the Government.

## **7.0 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. Compliance with applicable laws reflects the Company's commitment to conduct business with the highest level of integrity and is critical to building and maintaining its reputation for excellence.

### **7.1 Use of Force**

At times, the use of force by protective or security personnel, may become necessary. Use of force is permitted under specific circumstances, such as in self-defense or in defense of another individual or group. 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, when implementing any use of force, Constellis personnel must comply with all applicable laws, regulations and directives governing their specific program. Personnel may only use the amount of force necessary to mitigate an incident, make an arrest, if permitted under his or her program, and/or protect themselves or others from harm. The levels, or continuum, of force personnel can use are limited to, basic verbal and physical restraint, less-lethal force, and lethal force. The level of force personnel may use is dictated by: (i) the scope of authority permitted under the program they are working, and (2) the specific situation requiring the use of force.



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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 any personnel is temporary and pending the handover of such apprehended persons to the competent authority at the earliest opportunity. Any use of force or apprehension shall be consistent with applicable national or international law and shall be reported to management and the client without delay.

All apprehended persons shall be treated humanely, consistent with their status and protections under applicable human rights law and international humanitarian law. 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 policies when using any level of force.

## **7.2     Management of Firearms**

When a contract requires Constellis personnel to carry firearms, the Company will acquire and maintain authorizations required by applicable law for the possession and use of any firearms and ammunition. Constellis personnel are prohibited from purchasing, possessing, using, or selling privately owned firearms, ammunition, or explosives in the area of operation. No firearms, munitions, or military equipment obtained or acquired by any means other than official issue by Constellis or the U.S. government may be retained for personal use or shipped out of the area of operation for personal retention or control.

Constellis personnel shall not possess nor use firearms or ammunition that are illegal under any applicable law.

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. Firearms and ammunition may not be altered in any way that contravenes applicable national or international law.

The Company will exercise due diligence to determine the suitability of applicants and personnel to carry firearms as part of their duties. At a minimum, this will include checks that applicants or personnel have not:

- been convicted of a crime that would indicate that the individual lacks the character and fitness to perform security services;
- been dishonorably discharged from the Armed Forces;
- had other employment or engagement contracts terminated for documented violations of ethical conduct or applicable laws and regulations; or



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- had a history of other conduct that, according to an objectively reasonable standard, brings into question their fitness to carry a firearm.

Personnel who are to carry firearms will be granted authorization to do so on completion or verification of appropriate training with regard to the type and model of firearm to be carried.

Personnel will not carry a firearm until they have successfully completed firearm-specific training. Personnel carrying firearms must receive regular, verifiable, and recurrent training specific to the firearms that they carry and Rules for Use of Force (RUF) 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 contained in the 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.

### **7.3 Export and Import Compliance**

The United States, the United Kingdom, and many other countries have export/import control laws governing strategically necessary technologies and products. Violations of these laws can harm U.S. national security and undermine foreign policy. Penalties for violations for both Constellis and the individuals involved are severe and can include monetary penalties, imprisonment, and suspension of export/import and government contracting privileges. All Constellis personnel must abide by all applicable U.S. export, import, and re-export laws and regulations. Any required authorizations must be obtained prior to exporting, importing, or re-exporting controlled goods, technology, or services.

Personnel should be aware that information contained on their Company computers as well as information that may be saved or accessed via their smartphones can be sensitive information controlled by export control laws. Whenever personnel are travelling to a foreign country, they must seek approval to take their Company laptop or other device in advance of travel. When seeking an import or export authorization, early coordination with the relevant Empowered Official and the Chief Legal Officer or his or her designee is critical. The applicable regulatory regime depends on the type of goods, technology, or services being exported or imported and the intended destination.

Constellis personnel shall not make export, import, and re-export decisions on their own. All such decisions shall be made by the relevant Empowered Official and/or the Chief Legal Officer or his or her designee dedicated to the review of applicable laws and regulations and determination of appropriate U.S. government authorizations.

It is the responsibility of Constellis personnel to report suspected non-compliance or suspicions of unauthorized exports, imports, or re-exports. If any Constellis employee knows or reasonably suspects that unauthorized transfers of technical data, training, or defense services





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are being conducted, it is his or her responsibility to notify his or her program management, the Chief Legal Officer or his or her designee, or the Ethics Hotline.

#### **7.4 Anti-Corruption Policy**

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. 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") (both of which apply extra territorially) or any 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 the value that we offer.

#### **7.5 Anti-Bribery**

Many countries, including the United States and the United Kingdom, have passed legislation criminalizing bribery of foreign government officials. A bribe or kick-back is giving or offering to give anything of value, such as a "facilitation payment," to a foreign 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 secure an improper business advantage. Both FCPA and the Bribery Act cover activities outside the U.S. and U.K., and the Bribery Act also creates a new form of corporate liability for failing to prevent bribery on behalf of a commercial operation.

Similarly, various other countries in which Constellis does business have laws that make it illegal to bribe anyone regardless of their status as a public or a private individual and also make it an offense to receive or solicit, as well as to give, a bribe. The term "anything of value" includes monetary bribes as well as things of value, including but not limited to improper or lavish entertainment, invitations to sporting events, personal favors, loans, and offers of employment to the official or his or her family member.

Moreover, the Company and its personnel can be held liable for bribes or facilitation payments paid by a third-party or local agent or consultant in third countries acting on behalf of the company. A company or individual can also violate certain anti-corruption laws if improper payments are made by an agent or other third party if you have a "firm belief" that the payment will be passed on to the official, or you have "knowledge" of misconduct. Sticking one's head in the sand, or looking the other way will not protect the company or individuals from violating the law.

Each employee, officer, director, and any third party acting on the Company's behalf or on behalf of any of its affiliates must comply with all applicable anti-bribery statutes, include the FCPA and the Bribery Act, at all times and seek guidance or assistance if there is any doubt about





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whether a course of action might violate the FCPA or the Bribery Act. No employee or applicable third party may offer, promise, or give, directly or indirectly, money or any other thing of value to any foreign government official with the intent to cause that official to take favorable (or not to take unfavorable) action in order to obtain or retain business for the Company or for any other company or person or to obtain any other improper advantage. If you are uncertain regarding the acceptability of a business courtesy, consult with the Chief Legal Officer or his or her designee.

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.

#### **7.6 Anti-Boycott**

Constellis personnel may not enter into an agreement, provide any information, or take any action that would cause the Company to refuse to deal with potential or actual customers, suppliers, or others in support of an illegal boycott or to engage in or support restrictive international trade practices or boycotts not sanctioned by the U.S. Government, or where applicable U.K. law. All requests to engage in any such activity must be immediately reported to the Chief Legal Officer or his or her designee.

#### **7.7 Social Responsibilities**

Constellis operates internationally and is committed to the responsible provision of security services. The activities of the Company overseas affect our clients, local populations in the areas of operation, and the general security environment. Constellis is committed to complying with all applicable domestic and international laws and regulations and fulfilling humanitarian responsibilities towards all those affected by the Company's business activities. The Company respects the various cultures in all parts of the world in which it operates.

#### **7.8 Human Rights Awareness and Compliance**

Constellis respects the dignity of all human beings. When working within the United States or overseas, the Company requires compliance with all international and domestic laws

and other obligations regarding human rights. The laws and obligations respecting human rights include but are not limited to the following:

- Hague Convention IV (1907);
- United Nations Universal Declaration of Human Rights (1948);
- Geneva Conventions (1949);
- Convention Against Torture (1975);
- Protocols Additional to the Geneva Conventions (1977);
- U.S. Code Title 18, Part I, Chapter 113C Anti-Torture Statute (1994);
- Chemical Weapons Convention (1993);
- U.S. War Crimes Act of 1996;
- Military Extraterritorial Jurisdiction Act of 2000;
- Victims of Trafficking and Violence Protection Act of 2000;
- Voluntary Principles on Security and Human Rights (2000);
- Montreux Document on Private Military and Security Companies (2008);
- International Code of Conduct for Private Security Service Providers (2010);
- U.N. Guiding Principles on Business and Human Rights (2013);
- U.K. National Action Plan (2013);
- Uniform Code of Military Justice; and
- Host country and local laws.

Personnel and third parties 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 or third parties engage in unlawful activities. Failure to follow these laws and obligations can result in termination of employment, criminal prosecution, fines, and imprisonment.

In addition, as a private company employing private citizens to work in hostile areas that often have a large military presence, the Company and its personnel are considered Non-Combatants under the Law of War. Company personnel must never take actions that would result in their being considered Unlawful Combatants by virtue of direct participation in an armed conflict or armed hostilities. Such participation may result in an individual being charged with criminal acts or war crimes. All Constellis personnel and third parties 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.

## **7.9 Commitment to End Human Trafficking**

Human trafficking is slavery that forces individuals into labor or sexual servitude. Human trafficking is different than human smuggling and individuals do not need to be transported across borders to be trafficked. As an international company, Constellis is committed to the eradication of human trafficking. 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.



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The statute also permits federal prosecution where the victim's service was compelled by confiscation of documents, such as passports or birth certificates. Accordingly, similar to the U.S. Government, 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 appropriate authorities for prosecution. Constellis is obligated to notify the Government Contracting Officer of any violations and corrective actions taken. Human trafficking has a broad definition and the Company's commitment to eradicate it goes beyond extreme forms of trafficking. Any actions by subcontractors that appear to violate the Company's anti-trafficking provisions, including service compelled by the confiscation of travel or work documents, requests for payment of fees in exchange for employment, or improper recruitment tactics, should be immediately reported to program management or the Chief Legal Officer or his or her designee.

#### **7.10 Sexual Exploitation and Abuse or Gender-Based Violence**

Constellis will not tolerate sexual exploitation (including, for these purposes, prostitution), sexual abuse, or gender-based violence in any form. Company personnel shall not engage in or tolerate sexual exploitation (including, for these purposes, prostitution) 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.

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

Constellis distributes this Code to all of its personnel and personnel of its affiliates and applicable third parties. This distribution is supplemented with appropriate training on ethics and compliance. New personnel receive a copy of the Code and are required to familiarize themselves with it. Agents, representatives, and consultants working for, or on behalf of, Constellis are bound by 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 of Business Ethics and Conduct, a sample of which is attached here.

This Code is a statement of the Company's ongoing commitment to ethical behavior, and Constellis may make periodic changes to the Code, as requirements dictate in its sole discretion. Personnel will be responsible for complying with all such changes. Suggestions for improvement should be directed to the Chief Legal Officer or his or her designee.



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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, or 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**

Constellis expects all personnel to participate in regular ethics and compliance training. Personnel are required to complete ethics training annually and compliance training as assigned. Completion of annual ethics and compliance 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.

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## Code of Business Ethics and Conduct

### 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 and Company Name

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.



## Code of Business Ethics and Conduct

### 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.