

Code of Conduct & Ethics



Message from the CEO

Compliance Culture

The intent of this Code of Conduct & Ethics ("Code") is to establish policy and procedures relative to business ethics, integrity, and honesty for Securitas Critical Infrastructure Services, Inc. and its subsidiaries and affiliates, including but not limited to Paragon Systems, Inc. (collectively referred to as "the Company"). It is the responsibility of each employee of the Company to uphold the standards of this Code, and the responsibility of all managers to ensure that all employees understand and adhere to this Code.

Ethical performance is an expectation of all Company stakeholders; the success of the Company as an enterprise depends upon the honesty and integrity of its employees. Compliance with ethical business standards is part of the Company's competitive advantage in the marketplace, and operating with integrity assures Company customers that they can trust the protection of their assets and businesses to the Company. Without integrity, the Company's internal business processes and governmental compliance would fail.

Ethical Decision Making

While this Code cannot cover every possible scenario, employees are expected to exercise good judgment at all times. Employees shall consider whether the decisions they make reflect company values and are in accordance with the principles set forth in this Code.

Expectations Under Our Code

Compliance with this policy is mandatory. Failure to follow this policy exposes the Company, and possibly its employees, to legal sanctions and damages, and could damage the reputation of the Company and its employees. It is the policy of the Company that its business will be conducted according to the standards set forth in this Code. This Code represents a minimum standard and is to be adhered to in the Company's operations, even if it stipulates a higher standard than local law or regulation.

Any questions regarding this Code shall be directed to the Company Ethics Officer, General Counsel, Corporate Vice President of Human Resources, Vice President of Government Compliance, and/or management as appropriate. Questions and concerns may also be submitted through the Company's Hotline.

We Act With Personal Integrity



The Company is committed to detecting and preventing criminal and/or unethical conduct within the Company, furthering our continuing effort to assure compliance with all applicable laws and promoting and maintaining our reputation of integrity and honesty.

We ask all employees to be vigilant in supporting this goal by promptly reporting any offenses to a manager, a local human resources representative, the Company Hotline, employee relations, General Counsel, Corporate Vice President of Human Resources, or the Vice President of Government Compliance. Questions regarding the legality of any transaction or conduct should be directed to the Company's legal department.



PERSONAL CONFLICTS OF INTEREST

Company employees are expected to refrain from any private business or professional activity, or from having any direct or indirect financial interest, which would place them in a position where there is a conflict between their private interests and their legal, fiduciary, or contractual responsibilities to the Company. In their dealings with others which could directly or indirectly affect the corporation, all employees are expected to act in the best interest of the corporation and not for their own private advantage. They must not engage in any private or professional activity or enter into any financial transaction which involves the direct or indirect use of inside information (information that has not become public information), gained through their position with the corporation to further a private interest or for private gain for themselves or another person or entity. They must not use their position in the corporation in any way to improperly induce or coerce any person or entity to provide any financial benefit to themselves or another person or entity.

Each employee shall make a prompt and full disclosure in writing to the Company's Vice President of Human Resources, General Counsel, VP Government Compliance, or the Company's Ethics Officer of any situation that may involve a conflict of interest. These include but are not limited to:

- Ownership by an employee or a family member of a significant financial interest in any outside enterprise that does or seeks to do business with, or is a competitor of, the Company;
- Serving as a director, officer, partner, or consultant or in any other key role in any outside enterprise that does or seeks to do business with, or is a competitor of, the Company;
- Acting as a broker, finder, or other intermediary for the benefit of a third party in transactions involving the Company or its interests; or
- Any other arrangement or circumstance, including family or other personal relationships, that might dissuade the employee from acting in the best interests of the Company.

Employees may not hold positions as directors, officers, employees, partners, or other positions (including consulting) in any business or professional enterprise that may potentially conflict with the performance of their duties as officers or employees of the corporation or involve obligations that may interfere with the interests of the corporation unless specifically approved by the President In consultation with Legal.





RELATIONSHIPS WITH GOVERNMENT EMPLOYEES

Acceptable practices in the commercial business environment, such as providing education, transportation, meals, entertainment, or other things of value, may be unacceptable and violate certain federal, state, local, or foreign laws and regulations when dealing with government employees or those who act on the government's behalf. Therefore, employees must be aware of and adhere to the relevant laws and regulations governing relations between government employees and clients and suppliers in every country where they conduct business. Employees must not give money or a gift to an official or an employee of a governmental entity if doing so could be reasonably construed as having any connection with the Company's business relationship. Employees should contact the Company Ethics Officer for guidance if necessary.





POLITICAL PARTICIPATION

The Company encourages its employees and officers to participate in the political process, and nothing contained herein shall be deemed to prohibit any officer or employee from engaging in political activities in an individual capacity on his own time at his own expense or from making political contributions or expenditures of his personal funds or resources. However, no expenses incurred, or contributions made for political purposes, will be reimbursed by the Company.

The Company will not make direct or indirect contributions to any political party or candidate for political office or regarding any ballot measure, whether in the United States or any other country, without the express authorization of the Board of Directors. Such authorizations shall be recorded in minutes of the Board of Directors.

In addition, in supporting the political process, the Company shall not:

- Influence or attempt to influence public officials by offering gifts, gratuities or other promises, rewards, or benefit;
- Offer or accept a bribe in connection with an election;
- Make a campaign contribution or expenditure in the name of the Company or on its behalf;
- Reimburse anyone who makes a contribution to a political party, candidate, campaign, or cause; or
- Submit false, incomplete, or misleading information to government agencies that oversee and enforce campaign finance laws.

PAY TO PLAY RULES



The U.S. federal government and U.S. state governments have varying “pay-to-play” rules (i.e., laws that regulate or restrict campaign contributions by contractors). These laws generally do one or more of the following:

- Require companies and certain personnel to disclose campaign contributions;
- Prohibit companies and certain personnel from making campaign contributions; or
- Disqualify the Company from being a state contractor if campaign contributions are made.

It is recommended that employees consult with the Company Ethics Officer before making any political contributions, should they have any doubts about possible legal complications involving potential campaign contributions.

LOBBYING

“Lobbying” is any effort to influence the legislative, regulatory, or other administrative process of a government entity, and includes efforts to make contacts with government officials or employees in order to obtain contracts and other business engagements with such entity. To ensure compliance with these laws, Company personnel may not engage in any of these lobbying activities, as described above, or retain any other person or entity to do so on behalf of the Company without prior approval from the Company’s Ethics Officer.



UNPROFESSIONAL BEHAVIOR

The Company is committed to providing a professional and productive work environment based on a culture and atmosphere of mutual respect, free from unlawful discrimination and harassment.

The Company does not tolerate unwelcome verbal or physical conduct, advances of a sexual nature, or any harassment based on gender (including gender identity/expression), sex, sexual orientation, pregnancy, childbirth or related medical conditions, race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, genetic information, citizenship status, marital status, military or veteran status, age, or other protected characteristic. Any individual who commits such a violation may be subject to disciplinary action up to and including possible termination of employment.

All harassing, discriminatory, or offensive conduct in the workplace is prohibited, whether committed by a Company employee, member of the public, client employee, or agent. Examples of prohibited conduct include, but are not limited to:

- Unwanted physical contact or conduct, sexual flirtations, touching, kissing, brushing up against someone's person, advances, propositions, or assault;
- Verbal harassment of any unwelcomed nature based on any protected characteristic, lewd comments, sexual jokes, or offensive/suggestive references (sexual or otherwise);
- Demeaning, insulting, intimidating, or sexually suggestive comments, objects, messages, pictures, or photographs;
- Inappropriate comments about an individual's personal appearance;
- Creating or forwarding demeaning, insulting, intimidating, or sexually suggestive written, recorded, or electronically transmitted messages, including screensavers, texts, emails, websites, blogs, etc.; or
- Inappropriate remarks about co-workers on social network sites, such as Facebook or other similar types of social media.

If an employee believes any company employees, or non-employees, actions or words constitute unwelcome harassment of any kind, that employee has a responsibility to report the situation to a human resources representative, immediate supervisor, branch management, or the Company Hotline as soon as possible.

The Company prohibits retaliation against any employee for making a complaint of discrimination, harassment, or retaliation in good faith. Any employee who believes that he or she has been subject to discrimination, harassment, or retaliation should promptly report the situation to a human resources representative, their supervisor, local management, or the Company Hotline.

Employees may also report complaints of discrimination, harassment, or retaliation to the Equal Employment Opportunity Commission (www.eeoc.gov) or state fair employment agency (e.g., the California Department of Fair Employment and Housing, www.dfeh.ca.gov.)

The Company will undertake a fair, complete, and timely investigation by qualified and impartial personnel. The investigation will be documented and tracked to ensure reasonable progress and timely closure and will be kept confidential to the extent reasonably possible, consistent with the need to conduct an adequate investigation and in accordance with applicable law. If misconduct is found, corrective and remedial action, up to and including termination of employment, will be taken.

Each supervisor or manager shall keep the workplace free of harassment. No supervisor or manager may threaten or insinuate that refusal or willingness to submit to sexual or other unwelcomed advances will affect an employee's employment. Supervisors are required to follow the chain of command and immediately forward reports of harassment to human resources or company branch management.

Bullying, as with other forms of harassment, shall not be tolerated. Bullying is repeated hostile behavior towards another employee, and may be verbal, physical, or written. Bullying in the workplace often involves an abuse of power.





FRATERNIZATION & FAVORITISM

Employees' relatives will not be eligible for employment with the Company where supervision, safety, security, morale, or other potential conflicts of interest may exist. Relatives include, but may not be limited to, an employee's spouse/domestic partner, parent, child, sibling, aunt, uncle, in-law, foster parents, step relationship, cohabiting employees, dating couples, fiancés, or life partners.

Romantic or sexual relationships that create an actual, perceived, or potential conflict of interest, potential charges of sexual harassment, discord, or distractions that interfere with workplace productivity are prohibited.

Repeated inappropriate behavior, either direct or indirect, verbal, physical, or otherwise, conducted by one or more persons against another or others in the workplace and/or in the course of employment constitutes bullying. Bullying can also be excluding or disregarding an employee, either socially or physically, in work-related activities. Bullying of any kind will not be tolerated in any Company workplace.

USE OF RESOURCES

In the course of business, Company employees are entrusted with many company assets, from weapons to software. Company property, resources, and information systems must be protected and kept secure at all times from unauthorized use, damage, disclosure, diversion, or removal, whether through accident, improper act, or breach of trust. All equipment and/or tools required to perform job duties will be provided by the Company and/or the client site where the employee is assigned. Company employees shall use these assets only for work-related activities, as detailed in other policies and employee handbooks. Employees are required to follow site-specific or company provided rules and procedures for storage and use of such equipment.





HEALTH & SAFETY

The Company is committed to creating and maintaining a safe and healthy work environment. Each employee should become familiar with all safety regulations and report any unsafe or unhealthy situations. It is important that employees recognize and follow all safety-related policies and procedures set forth by the company or cited in client Post Orders. Health and safety concerns may be reported to the Director of Safety, or to the Hotline.

WORKPLACE VIOLENCE

As part of the goal of maintaining a safe work environment, the Company has a zero-tolerance policy regarding violence in the workplace. Acts or threats of violence, including intimidation, harassment, and/or coercion, can and probably will result in immediate employment termination. The prohibition against threats and acts of violence applies to all persons involved in company operations, including, but not limited to, Company personnel, contract workers, temporary employees, and anyone else on company or client property.

Examples of workplace violence may include:

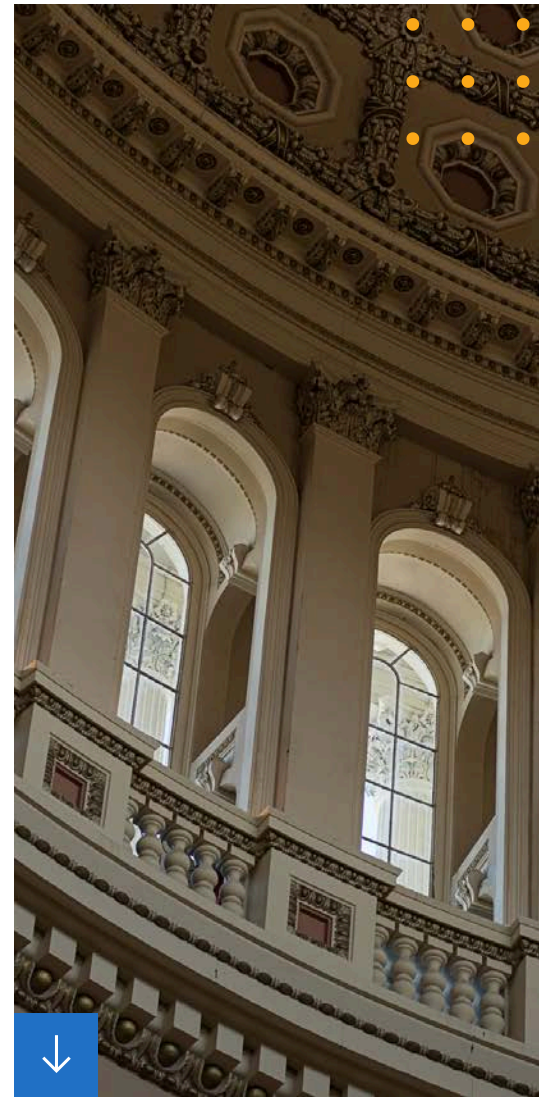
- Threats or aggressive behavior, including the use of threatening gestures or glances;
- The intentional destruction or threat of destruction of property;
- Harassing or threatening social media posts, phone calls or notes;
- Surveillance not required by job responsibilities;
- Stalking (physically or electronically); or
- Bullying.



ALCOHOL & SUBSTANCE USE

The Company is committed to providing a drug-free workplace and expects all employees to refrain from any alcohol and/or drug abuse that may affect their work. The Company is firmly committed to assuring the health, safety, and wellbeing of its employees, clients, and the public. The Company has established a strong commitment to maintain a drug and alcohol-free work force. Our goal is to ensure that all employees are able at all times to safely and efficiently perform their duties.

The illegal manufacture, distribution, possession, use, or being under the influence of narcotics, drugs, or alcohol is strictly prohibited at any time while on duty, on company and/or client premises, or in company or client vehicles. Any illegal substances found in the workplace will be confiscated and turned over to the appropriate law enforcement agency immediately. Violation of this policy will result in immediate disciplinary action, up to and including termination of employment.

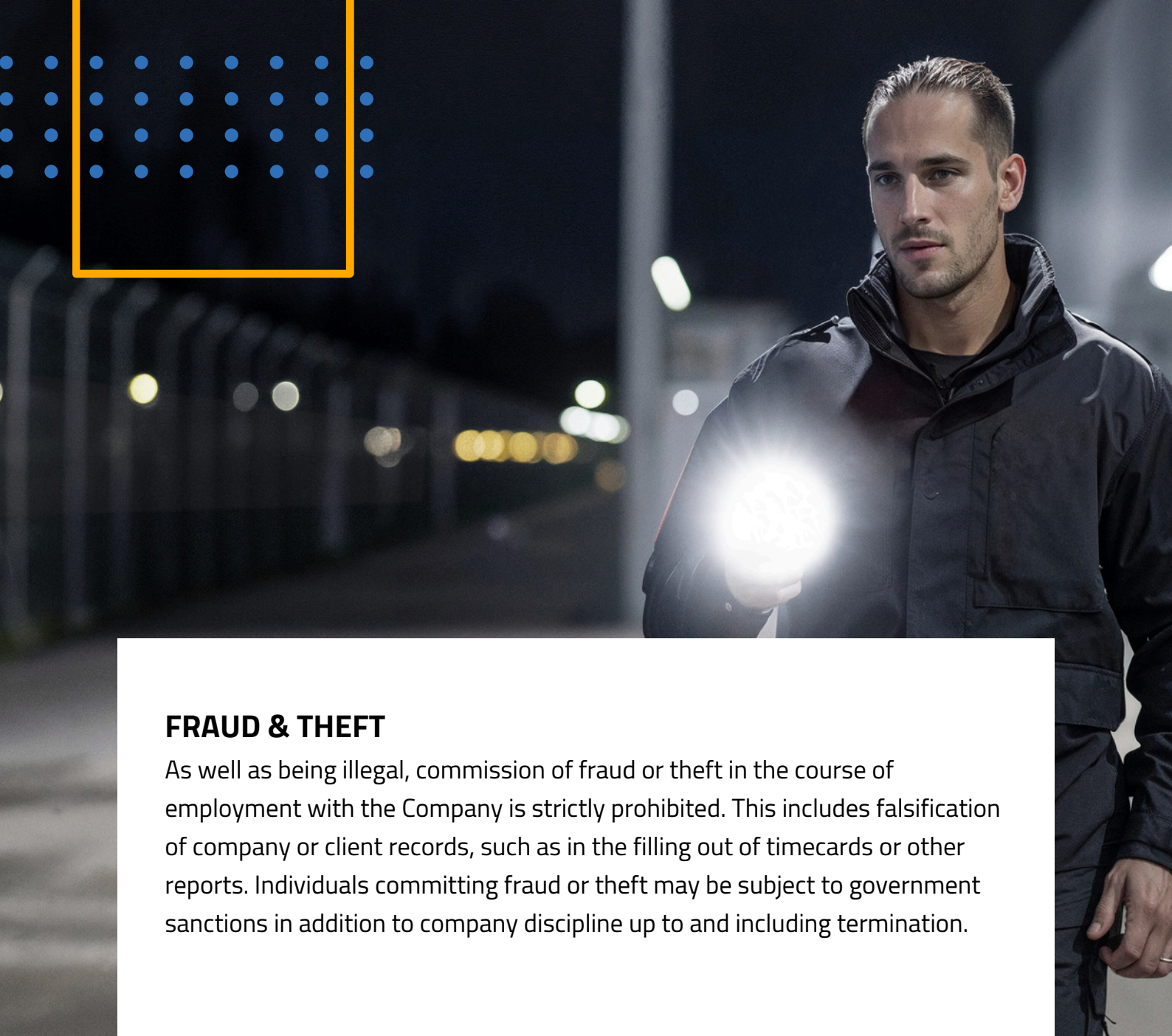


WEAPONS

Employees shall not possess firearms, special security devices, or weapons at work unless specifically authorized, licensed (if required), and required by contract. This includes carrying a personal weapon or prohibited special security device on post, on client property, or in a personal vehicle parked at a job site or on company property (unless expressly permitted by applicable law).

Examples of prohibited special security devices include, but are not limited to: handguns, tasers, lasers, knives, batons, brass knuckles, explosives, bullets, gun powder, tear gas, and billy clubs.

Additionally, employees are not authorized to carry pepper spray, mace or handcuffs on duty unless specifically authorized and required by contract. If an employee suspects that another employee is in possession of a prohibited special security device on the job, he or she must immediately contact a supervisor, company management or the Hotline.



FRAUD & THEFT

As well as being illegal, commission of fraud or theft in the course of employment with the Company is strictly prohibited. This includes falsification of company or client records, such as in the filling out of timecards or other reports. Individuals committing fraud or theft may be subject to government sanctions in addition to company discipline up to and including termination.

INSIDER TRADING

The Company abides by all applicable insider trading laws and regulations and does not use or disclose insider information inappropriately in connection with stock trading. Employees and business partners must not use any non-public information about the Company or any other company to influence their, or any third party's, decision to trade in securities.



We Conduct Business with Integrity



The Company insists on honesty, integrity, and fairness and is strongly committed to upholding and promoting the highest ethical standards in all aspects of our business.

Company employees may be privy to sensitive and confidential information about their fellow employees, clients, or the Company as a whole. The Company respects the individual's right to privacy and is committed to handling personal data responsibly and in compliance with applicable privacy and data protection laws. Unauthorized disclosure of such information is strictly prohibited and may violate applicable laws.



PROTECTION OF COMPANY INFORMATION

Because of the nature of our business, the Company may possess sensitive and confidential information about our clients, their customers, and the company itself. All employees have a duty to protect against the disclosure of such information unless disclosure is authorized by management and within the law.

All employees and business partners are expected to exercise particular care to prevent any unauthorized use or disclosure of Company confidential or proprietary information. Non-public information belonging to our customers or business partners to whom we gain access through our business must also be protected, in accordance with all legal and contractual requirements.

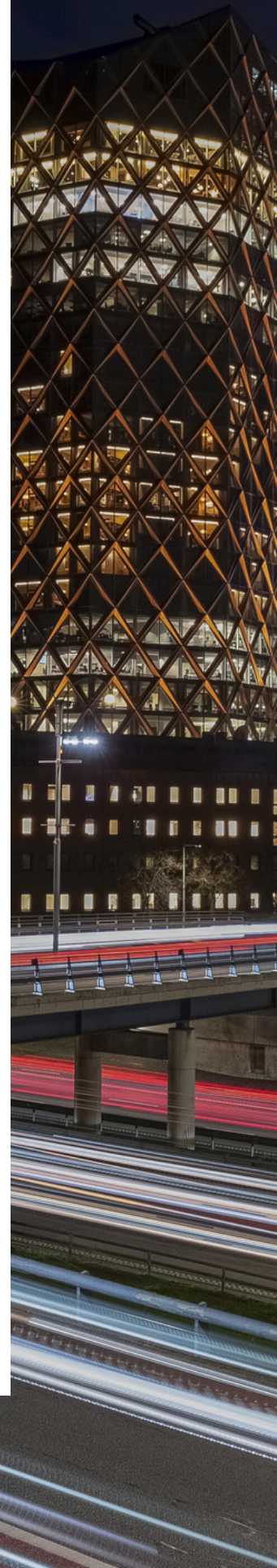
With respect to our clients, who entrust us with confidential information, the Company is committed to safeguarding all such information, including all information obtained in the course of our ongoing relationships with our clients and their customers.

The Company's and the client's trade secrets, proprietary information and other internal information represent valuable assets. Confidential information is any and all information disclosed to or known due to employment with the Company that is generally not known to individuals outside the company about its business. A trade secret is treated as property, usually in the form of information, knowledge or "know-how." Protection of this information is important and must always occur in a secured fashion.

An employee's obligations with respect to the proprietary information of the Company and the client are as follows, to the full extent consistent with applicable law:

1. This information may not be disclosed to people outside of the Company and the client;
2. This information is not to be used for one's own benefit or for the benefit of people other than the Company and the client; and
3. This information may only be disclosed to other Company and client employees on a "need-to-know" basis.

Should an employee have a need to disclose Company proprietary information outside the company, it shall be disclosed only under a non-disclosure agreement, with the authorization of the Legal Department, and marked accordingly.





ORGANIZATIONAL CONFLICTS OF INTEREST

An organizational conflict of interest exists when a contractor's ability to provide impartial advice to the government is impaired by other business interests of the organization, or when the contractor has obtained an unfair competitive advantage as a result of prior contracting activities with other private or governmental entities. In short, organizational conflicts of interest can occur in any of the following three ways:

1. Biased Ground Rules – Where the Company has written the requirements for a contract on which it wishes to bid;
2. Impaired Objectivity - Where the Company is in a position to evaluate on behalf of the government its own performance on this or another contract; or
3. Unequal Access to Information – Where the Company has access to information not available to other bidders and does not know that information merely due to being the incumbent on the new contract opportunity.

While none of these situations should happen in the Company's normal course of business, should an employee believe that one of these has occurred or may occur, that employee shall immediately notify the company General Counsel. Employees shall not proceed with a bid or a contract where an unmitigated organizational conflict of interest exists.



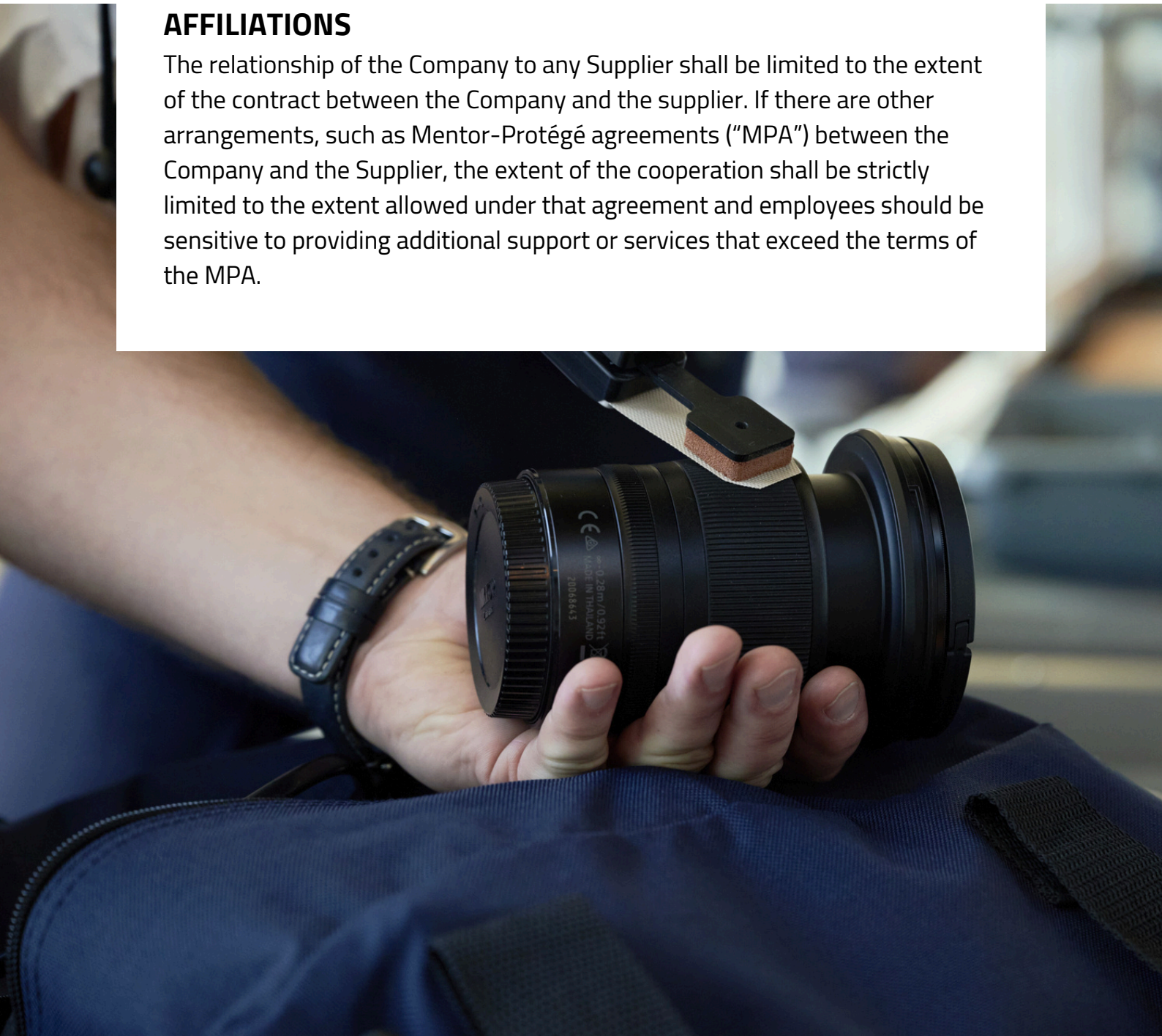


SUPPLIERS & BUSINESS PARTNERS

The Company shall only do business with respectable business partners involved in lawful business activities and whose funds are derived from legitimate sources. Employees seeking to do business with new partners shall follow established processes for engaging and contracting with outside entities.

AFFILIATIONS

The relationship of the Company to any Supplier shall be limited to the extent of the contract between the Company and the supplier. If there are other arrangements, such as Mentor-Protégé agreements (“MPA”) between the Company and the Supplier, the extent of the cooperation shall be strictly limited to the extent allowed under that agreement and employees should be sensitive to providing additional support or services that exceed the terms of the MPA.



BRIBES, GIFTS, & ENTERTAINMENT

Gifts offered by employees of different companies vary widely. They can range from widely distributed advertising novelties of nominal value (which an employee may give or accept), to bribes (which an employee unquestionably may not give or accept). Gifts include not only material goods, but also services, promotional premiums and discounts. The following are the Company's general guidelines on giving and receiving gifts and business amenities.

Under these guidelines, senior management may also approve giving or receiving higher value gifts and business amenities provided the gifts and business amenities are not prohibited by law or known client business practice.



RECEIVING GIFTS

Neither an employee nor any member of their family may solicit or accept from a supplier or client money or a gift that could influence or could reasonably give the appearance of influencing the Company's business relationship with that supplier or client. However, unless the Company has specified to the contrary, they may accept promotional premiums and discounts offered by transportation companies, hotels, auto rental agencies, and restaurants if they are based upon membership in rewards programs for individuals and are offered to travelers generally.

Furthermore, employees may accept a gift of nominal value, such as an advertising novelty, when it is customarily offered to others having a similar relationship with the client or supplier. If employees have any doubt about a particular situation, they should consult their manager. If they are offered a gift which has more than nominal value or which is not customarily offered to others, or money, or if either arrives at their home or office, inform management immediately. Appropriate arrangements will be made to return or dispose of what has been received, and the supplier or client will be reminded of the Company's gift policy.



GIVING GIFTS

Employees may not give money or any gift to an executive, official, or employee of any supplier, client, or any other organization if doing so would influence or could reasonably give the appearance of influencing the organization's relationship with the Company. Employees may, however, provide a gift of nominal value, such as a Company advertising novelty, if it is not prohibited by law or the client's known business practices.



BUSINESS AMENITIES

With management approval, employees may give or accept customary business amenities, such as meals and entertainment, provided the expenses involved are a reasonable level and not prohibited by law or known client business practice. Suppliers frequently find it appropriate to provide education and executive briefings for their clients. A Company employee may provide or accept some services in connection with this type of activity, such as transportation, food, and lodging, with management approval.

REFERRAL FEES

The Company does not offer, solicit, or receive bribes, facilitation payments, or other illegal payments to obtain or retain business.

When authorized by the Company, employees may refer clients to third party vendors such as Company authorized remarketers, Company authorized assistants, third party software organizations, or financial institutions. However, Company employees may not accept any fee, commission, or other compensation for this activity from anyone except the Company.

EQUAL OPPORTUNITY HIRING

The Company is an equal employment opportunity employer. We recruit, hire, train, and promote persons in all job titles without regard to race/ethnicity, color, national origin, ancestry, sex/gender, gender identity/ expression, sexual orientation, marital/parental status, pregnancy/childbirth or related conditions, religion, creed, citizenship status, age, disability, genetic information, veteran status or any other status protected by local, state or federal law. Personnel actions such as hiring, compensation, benefits, Company-sponsored training, education, transfer, discipline, demotion, assignment, termination, layoff, and social and recreational programs will be administered without regard to protected group status.

The Company has an Affirmative Action Program in place that sets forth the specific affirmative action and equal employment opportunity responsibilities of managers, supervisors, and all Company employees.

Employees may obtain a copy of the Affirmative Action Program by contacting the branch office or a Human Resources representative.

All employees are required to follow the Company's equal employment opportunity and affirmative action objectives stated above and report any incident that may be a violation of this policy.

In addition, certain legal or ethical restrictions may exist with respect to the hiring by the Company of current or former employees of the government or their family members. Employees should consult with Company Management and the Company's Ethics Officer before any attempt, even preliminary discussion, is made to hire any such person.

All employment decisions are to be made solely on the basis of a person's ability, experience, behavior, work performance and demonstrated potential in relation to the needs of the job.



ANTI-TRUST/UNFAIR COMPETITION LAW

The Company strives to offer the best possible services targeted to our customers' specific needs and expects to be selected as a service provider on the basis of merit in a free and fair competitive environment. It is the Company's policy to sell its services by virtue of providing superior value to its customers.

It is unlawful in the United States and elsewhere to collaborate with competitors or their representatives for the purpose of establishing or maintaining prices at a particular level.

It is also unethical and unlawful to collaborate with competitors, clients, or their representatives to restrain competition in any form or fashion. Collusion, expressed or implied, is unacceptable and inconsistent with the Company's corporate values.

Company employees shall not discuss client service rates with competitors at any time. Employees shall never reveal information that might affect client service rates to any individual outside the Company's employ. Within the Company, such information shall be limited to those with a "need to know."

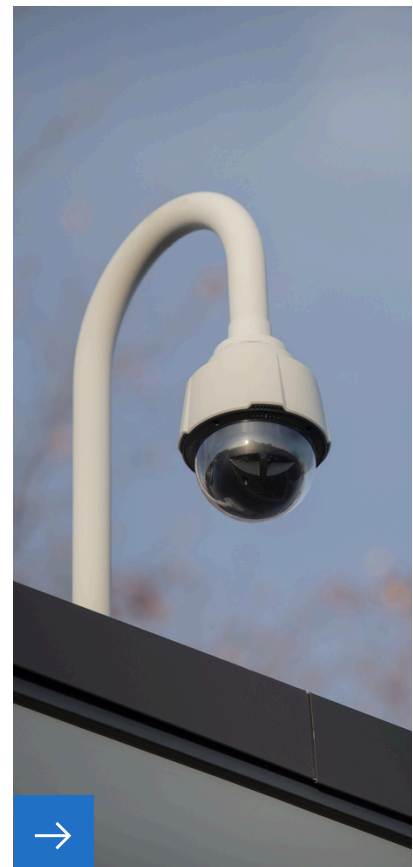
COPYRIGHT LAWS & INTELLECTUAL PROPERTY

Company employees are subject to and shall follow copyright, trademark, service mark, patent, and trade secret laws of the United States and any other jurisdictions where they may do business. This includes copyrighted material, in whatever form, including: written information, film, software, or any other copyrighted information.

Employees shall also safeguard the copyrights, trademarks, service marks, patents, and trade secrets of clients.

SALES, MARKETING, & ADVERTISING STANDARDS

Company promotional materials must be truthful. A monetary advantage gained through misrepresentation or exaggeration can jeopardize the Company's future success. This applies equally to our discussions with others.





PRESS & SOCIAL MEDIA POLICY

The Company respects the individual's right to free speech and freedom to express one's opinion. However, only employees expressly designated to do so are authorized to make public statements on behalf of the Company. Unless specially designated, employees are not authorized to issue any statement on behalf of the company, written or oral, to any news media representative or grant any public interview pertaining to the company's operations or financial matters.

If an employee is personally contacted by a representative of the media during the course of employment with the Company for an interview or comment regarding a policy or event, refer the representative to the senior executive or program/district manager at the location. The manager or executive shall, in turn, refer the individual to the Marketing & Communications Department for an accurate and appropriate response to the inquiry.

Employees and business partners who engage in social media or any other media related activities are encouraged to behave in ways that are consistent with the Company's values and policies.

EXERCISE OF AUTHORITY

Company employees shall not sign contracts or documents or take other actions where authority could be implied to be outside of what is allowed under Company policies on delegation of authority. Employees shall abide by all internal controls.



We Comply with Government Rules & Regulations



All employees and business partners are expected to comply with the laws and regulations of the countries, states, and localities in which the Company operates.

FALSE CLAIMS ACT

The False Claims Act prohibits the knowing submission of false or fraudulent claims to the federal government to obtain payment from the federal government or to decrease an obligation owed by the federal government (e.g. intentionally misrepresenting hours worked on a timesheet). The False Claims Act also prohibits knowingly making false statements to the federal government to obtain payment of a false or fraudulent claim by the federal government or to decrease an obligation owed to the federal government.

A person knowingly submits a false claim when they have actual knowledge that the claim is false, act in deliberate ignorance of the claim's truth or falsity, or otherwise act with reckless disregard with respect to the veracity of the claim. Thus, individuals can knowingly submit false claims even if they do not specifically intend to commit fraud, as the law infers an intent to commit fraud if the submitter is deliberately ignorant of the facts or does not apply due diligence expected of a reasonable person as to the accuracy of the facts of the claim.

As a result, all Company employees must ensure that all statements made to government officials are accurate and to the best of the employee's knowledge. Company employees must be aware that many states and other localities have implemented similar regulations.



FOREIGN CORRUPT PRACTICES ACT

The Foreign Corrupt Practices Act (FCPA), a U.S. law, makes it a crime to pay money or to give anything of value to a foreign official, a foreign political party, a candidate for a foreign political office, or any person when it is known that all or a portion of such money or gift will be offered or given to a foreign official, political party, or candidate, for purposes of influencing such individuals in order for the Company to obtain or retain any business, or direct any business to another person. Any such payments of money or gifts to a foreign official, political party, or candidate must have prior review by the Company's Ethics Officer, even if such payment is common in that country. Foreign officials, under the FCPA, can include executives and employees of government-owned corporations, universities, and other entities. Always ascertain the government ownership/involvement of any transaction. In countries where local customs call for giving gifts to clients or others on special occasions, they may, with prior approval from management and the Company's Ethics Officer, present gifts that are lawful, appropriate, and of nominal value, provided the action cannot be seen as seeking special favor.



US ANTI-KICKBACK ACT

The U.S. Anti-Kickback Act prohibits the payment of gratuities to an employee of a prime contractor or higher-tier subcontractor of the U.S. Government for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or a subcontract relating to a prime contract. To ensure compliance with this law, it is the Company's policy to prohibit the offering of such gratuities, except for logo or promotional items having an aggregate value of no more than \$25 per person per year.

In the event that it is impractical to obtain advance approval of the receipt of a gratuity based on severe time constraints or if an employee receives a gratuity that is contrary to this policy from a source other than a vendor (e.g., a dignitary from another country) or under circumstances where the return or charitable disposition may be interpreted as an insult based on local custom, the gratuity may be accepted, provided, however, that the receipt of such gratuity must be disclosed, as soon as practicable, to the Company's Ethics Officer and the recipient must comply with any instructions for disposition of the gratuity given to the recipient by the Company's Ethics Officer.





ACCOUNTING RECORDS & CONTROLS

Certain legal requirements in effect within the United States require that the Company maintain accurate records and accounts that fairly reflect the Company's transactions. The Company is required to maintain a system of internal accounting controls to ensure:

- Transactions are executed and access to Company assets is permitted only in accordance with the appropriate management authorization, consistent with policy; and
- Company transactions are recorded to maintain accountability for its assets and financial statements are prepared in accordance with generally accepted accounting principles.

Company employees must fulfill their responsibilities to ensure that the Company's records and accounts are accurate and that they are supported by the appropriate documents.

All vouchers, bills, invoices, and other business records must be prepared with care and complete candor. Invoices submitted for payment must accurately reflect the true prices of products sold or services rendered, as well as the terms of sale.

Payments due must be made to the Company's customers, representatives, consultants, and suppliers in accordance with contract stipulations unless otherwise approved by a Company manager. Practices and procedures that might facilitate wrongdoing, bribery, and kickbacks, as well as any illegal or improper payments or receipts, are strictly forbidden and must be reported upon discovery.

False or misleading documents, accounting entries, bank accounts, funds, or other assets that are not properly recorded in the Company's books will not be permitted.

No payment shall be made with the intent or understanding that such payment, or any part thereof, is to be used for purposes other than those described in the documents supporting the payment.

The Company requires that if employees are in a position which requires the use of Company funds or if they incur personal expenses that are reimbursed by the Company, good judgment will be exercised on the Company's behalf. Employees shall spend Company monies for business purposes and never for personal benefit. Expenses must always be driven by business necessity and be consistent with Company policy.





REASONABLE ESTIMATES

Those individuals who supply estimates to government procurement personnel, taxing authorities, audit agencies, customers, and suppliers must have a reasonable basis for such estimates. For the purposes of this policy, “reasonable” means based upon known facts in instances where facts exist or, in the absence of facts, upon the estimator’s plausible and honest judgment.

CONTRACT CHARGES

Only costs properly chargeable to a contract may be billed to or reimbursed by the U.S. Government. Improper charging of costs may arise from various causes, including false or otherwise incorrect entries on timecards; false or otherwise incorrect subcontractor charges; false or otherwise incorrect classifications of costs as between direct and indirect categories; submission of false or otherwise incorrect expense accounts; or false or otherwise incorrect charges of time or materials to a work order or other cost account.

The Company shall not knowingly claim reimbursement from the government for any unallowable costs or expenses. No employee shall submit or knowingly concur in the submission of false claims, bids, proposals, or documents (see section 6.1 above). Employees shall properly record all time, costs, and contract charges to appropriate accounts. Supervisory personnel shall ensure that all time charges of employees under their supervision are recorded promptly and accurately.





COST & PRICING SUBMISSIONS

In addition to the general requirement that data submissions to the United States Government are not to be intentionally false or misleading, there are specific requirements relating to the submission, retention, and disclosure of cost or pricing data in support of contract proposals and negotiations. All employees who are involved, directly or indirectly, in supporting a proposal must take adequate precautions to ensure that cost or pricing data are current, accurate and complete, properly disclosed and documented, and retained in appropriate files.

Intentional deviation from applicable specification requirements, including product or service substitution, can have consequences as serious as submission of false cost data.

Such improper substitution includes such activities as the delivery of services – except as authorized by duly authorized individuals through waivers, deviations or other contractually permitted procedures – that are not the same as called for by a specification, even though generally it may be thought that the substituted product or service is equal to or better than the one called for by the specification. No deviation is permissible without the required authorization.





PROCUREMENT INTEGRITY

To safeguard the integrity of the government procurement process, all employees, consultants, agents, and representatives must respect the confidentiality of proprietary and competition-sensitive information, whether prepared by the Company, consultants, agents, representatives, other companies, or the U.S. Government.

Employees, consultants, agents, and representatives should not seek to obtain, solicit, or accept classified, confidential, proprietary, or competition-sensitive information prepared by or for the government or another company or concerning a procurement or the procurement process in a manner not permitted by law or regulation or the authorized government procurement process. Information subject to this provision includes, without limitation, trade secrets and other proprietary technical data, information concerning a competitor's costs, prices or proposals, procurement plans, and technical or price evaluations concerning a particular procurement prepared by or for the procuring agency. Potential violations of this section should be reported to the Office of the General Counsel immediately so that prompt and appropriate action may be taken under applicable government regulations.



GOVERNMENT CONTRACTING INTEGRITY

Many of our customers are government agencies as well as public and international authorities and agencies. The Company is strongly committed to abiding by all applicable laws and regulations including certain special requirements associated with government contracts and transactions.

From time to time, the Company contracts with government entities or is a subcontractor to a prime contractor that contracts with a government entity. While integrity is the foundation for all dealings with clients, special rules apply when a government is a client. Violations can result in criminal and civil penalties as well as exclusions from bidding on future government contracts.

Those involved in bidding on or providing services under a government contract need to know these rules:

- Never seek or accept confidential bid information or government sensitive information related to a competitor;
- Never give or authorize the giving of any cash payment from Company funds to any government officials;
- Never give or authorize the giving of payments in goods to any government officials;
- Never offer or provide gifts, gratuities or entertainment to any government official without prior written approval by the Company's Ethics Officer;
- Know and follow anti-kickback rules, including restrictions on gifts by those seeking business from the government and from government contractors, including suppliers in the supply chain to such contract;
- Conform strictly to the contract's terms and conditions;
- Billings must always be accurate, complete, and in full compliance with all rules and regulations;
- Labor hours and other costs, especially when performed under cost reimbursable, time and materials, and labor-cost type contracts must always be accurate, complete, and in full compliance with all rules and regulations;
- Be truthful, accurate, and complete in all invoices, representations and certifications; and
- Know the government client's specific rules and regulations



EMPLOYMENT OF FORMER GOVERNMENT OFFICIALS

Employees shall not initiate any discussions about employment with any current or former government employee or agency with which the employee or the Company has had a business relationship without first contacting the Company's Ethics Officer.



GOVERNMENT SECURITY INFORMATION

The Company is committed to safeguarding the security of government classified information to which it has access. The Company maintains policies and procedures to safeguard classified information in the possession of the Company and ensures that all employees comply with applicable law, the Proxy Agreement, the International Traffic in Arms Regulation (ITAR), the Export Administration Regulation (EAR), and the National Industrial Security Program Operating Manual (NISPOM).

The facilities in which we operate have established security procedures with which the Company shall also comply.

It is important that all employees deal with U.S. government classified and proprietary material in the proper manner, both as a matter of national security and to assure compliance with applicable laws, regulations, and U.S. government contractual requirements. Unauthorized access, dissemination, acceptance, or handling of that material is prohibited and may constitute a violation of law.



BUSINESS AMENITIES

The Company is subject to many internal and external audits and reviews. Employees shall cooperate with all audits and reviews and provide true and correct information in response to such inquiries.





MANDATORY DISCLOSURE

The Federal Acquisition Regulation (FAR) mandates that the Company timely disclose, in writing, to the agency Office of the Inspector General (OIG), with a copy to the Contracting Officer, whenever, in connection with the award, performance, or closeout of a Government contract or any subcontract thereunder, the Company has credible evidence that a principal, employee, agent, or subcontractor of the Company has committed either:

- A violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code; or
- A violation of the civil False Claims Act.

If the violation relates to an order against a Government-wide acquisition contract, a multi-agency contract, a multiple award schedule contract such as the Federal Supply Schedule, or any other procurement instrument intended for use by multiple agencies, the Company must notify the OIG of the ordering agency, and the Inspector General of the agency responsible for the basic contract.

The Company may be suspended and/or debarred for a knowing failure by a principal to timely disclose to the Government, in connection with the award, performance, or closeout of a Government contract performed by the Company or a subcontract award thereunder, credible evidence of a violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in title 18 of the United States Code or a violation of the civil False Claims Act. The Company may also be suspended and/or debarred for a knowing failure by a principal to timely disclose to the Contracting Officer credible evidence of a significant overpayment, other than overpayments resulting from contract financing payments as defined in FAR 32.001.

If there are any questions relating to these requirements, seek the guidance of the Company's Ethics Officer. If an employee believes one of the various offenses detailed in this subsection have occurred, this Code of Conduct requires the employee to report the matter to the Company's Ethics Officer and cooperate with any subsequent action taken. Failure to report such a matter to the Company's Ethics Officer, or to cooperate in any subsequent action taken, may result in immediate termination of employment.

We Report Lapses in Ethics of Integrity



It is crucial that the company be made aware of lapses in ethics or integrity so they can be corrected and problems avoided. Therefore, our employees have a responsibility to report such shortcomings.

The Company has a zero-tolerance policy for violations of the policies in this Code of Conduct and any known violations of federal or state law or regulation or special requirements of a government contract. The Company requires all employees to be diligent in accomplishing our goal to prevent and detect criminal and/or unethical conduct and promptly report all such offenses to the Hotline, an immediate supervisor or the Company's Ethics Officer at ethics@scisusa.com.

If asked to deviate from this policy, whether by a supervisor, another Company employee, or a client, all Company employees have a right and responsibility to clarify any ethical questions that may arise. This includes addressing the matter with the appropriate level of supervision until a resolution is obtained and understood by all involved.

The Company's Ethics Officer will report any attempts to deviate from this policy immediately to the Company's CEO, General Counsel, and Vice President of Government Compliance.

DISCIPLINARY ACTION

If this policy is violated, discipline will be imposed pursuant to Company policy.

Failure to report known unethical conduct is grounds for disciplinary action as well, which may include termination.

NON-RETALIATION

Employees are encouraged to report all questionable issues without fear of retaliation and with the knowledge that all calls or web reports can be submitted anonymously. It is against Company policy for supervisors and upper-level management to retaliate against employees for reporting potentially unethical behavior. Employees should contact the Company's Ethics Officer or use the Hotline to report any such retaliation.

COMPANY HOTLINE

All employees have access to the Company Hotline, a confidential reporting system. The Company Hotline is a way to advise the Company in a simple and confidential manner of any situation that may adversely impact the Company, its clients or its employees.

The following are examples of situations that should prompt a timely report to the Company Hotline:

- Use of drugs or alcohol on the job;
- Any form of harassment, discrimination, retaliation or threats of violence;
- Insider threat situations;
- Violation of safety or security policies;
- Violation of any Company policy, practice or procedure;
- Theft or fraud;
- Misappropriation of Company or client property/funds;
- Ethical violations;
- Wage and hour violations;
- Workers' Compensation fraud;
- Benefit concerns or pay issues; or
- Violations of federal law or procurement regulations.

Anyone may contact a Company Hotline Communications Specialist by dialing 1-800-574-8637 or go on-line to www.SCIShotline.com or www.paragonhotline.com to confidentially file a report, seven days per week, 24 hours a day. All calls and web reports will be promptly assigned to the designated company contact for an investigation and response.



No policy can possibly anticipate every circumstance. The purpose of this Code of Conduct is to set forth the Company's expectations and to build a culture of compliance, integrity, ethical practices, and fair dealing. If questions arise that are not covered by this Code, employees should ask the Company Ethics Officer and/or the Legal Department for guidance.



**Safeguarding American Assets
at Home, Abroad, & BEYOND**