



Salient Federal Solutions, Inc.
Code of Ethics and Business Conduct¹

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Salient Federal Solutions, Inc. **Code of Ethics and Business Conduct**

I. ADMINISTRATION AND ENFORCEMENT OF ETHICS AND CONDUCT STANDARDS

1. Applicability.

This Code of Ethics and Business Conduct (the “Code” or “Code of Ethics”) applies to all employees of Salient Federal Solutions, Inc. and its subsidiaries.

“*Salient*” or “*Salient Federal Solutions*” or “the Company” refers to *Salient Federal Solutions, Inc.* and its subsidiaries, individually or collectively, as the context requires. This Code of Ethics applies to Company Representatives and all business activities of *Salient*. The term “Company Representatives,” as used in this document, refers to members of the *Salient* Board of Directors, and all of the Company’s officers and employees.

In addition, the members of *Salient’s* Board of Directors are expected to act in accordance with their fiduciary duties under Delaware law; to promptly disclose all conflicts of interests to the fellow directors of *Salient* as required by Delaware law; to offer to recuse themselves from participation in any decision in which there is conflict between their personal interests and the interests of *Salient Federal Solutions*; and to refrain from taking advantage of corporate opportunities that come to their attention as a result of service as a *Salient* director absent approval of the Board of Directors.

The Code is a guide to ethics and conduct and to *Salient* corporate policies, procedures and other standards. Although the Code sets forth legal and ethical principles governing the way *Salient* does business, it is not the exclusive source of guidance and information on these matters. Always consult the company intranet for the current version of the Code and *Salient* policies, procedures and standards.

2. Administration and Interpretation.

The Code will be administered by *Salient’s* Vice President, Contracts and Procurement, who serves as the company’s Ethics Officer. Questions regarding interpretation of the Code may be posed to the Ethics Officer. As described or where otherwise required in the Code, certain persons at *Salient* must review and approve in writing, in advance, any circumstance requiring authorization or permission under the Code. Although questions or interpretation of the Code may arise, the Company does not contemplate that it will grant any waivers, except where authorization is otherwise permitted herein. Waivers of application of the Code for *Salient Federal Solutions* Board members or executive officers must be approved by the Board of Directors or its designated committee and be disclosed to the extent required by law or regulation.

3. Information Resources and Hotline.

There are numerous resources within *Salient Federal Solutions* available to answer questions or to provide guidance or assistance in responding to questions or ethical dilemmas. These include the *Salient* EthicsPoint Hotline, which is available to all Company Representatives for reporting behavior that may constitute a violation of this Code. Below are some of the other available resources.

Contracts Department – (800) 919-3031 or Contracts@SalientFed.com . Contracts managers within the Contracts Department are available to answer questions concerning allegations of fraud, waste or abuse or legal requirements pursuant to *Salient’s* contracts.



Accounting – (800) 919-3031 or Accounting@SalientFed.com . The Accounting Department is available to answer questions about our financial processes, proper process for accurate and complete reporting of time and costs, and other matters related to financial disclosure and reporting.

Human Resources – (800) 919-3031 or HR@SalientFed.com . The Human Resources team is available to answer questions regarding this Code, employment or workplace matters, or allegations of improper treatment of employees.

Security – (800) 919-3031 or Security@SalientFed.com . The Security Department is available to answer questions regarding export control requirements, including U.S. Department of State’s International Traffic in Arms Regulations (“ITAR”), and questions regarding the handling of classified or other sensitive Government information and data.

Information Technology (IT) – ServiceDesk@SalientFed.com . The IT Department can answer questions regarding proper usage of *Salient* IT systems, information, data, facilities, and other IT-related resources.

Salient EthicsPoint Hotline – (866) 885-6435 or <http://salientfed.ethicspoint.com> . Company Representatives may use the EthicsPoint Hotline or website to report violations of this Code or to seek guidance. Company Representatives may also report suspected violations or ask questions anonymously.

4. Responsibility and Accountability.

It is the personal responsibility of each Company Representative to read, understand and comply with the requirements of this Code of Ethics and to diligently comply with other *Salient* corporate policies, procedures and standards. *Salient* executives and managers are responsible for demonstrating leadership in ethical matters, and are accountable for setting the tone in their business units, groups, departments, or organizations. Managers are responsible for ensuring that employees in their departments understand and have the opportunity to discuss the application of the Code to specific business situations.

Each Company Representative must take seriously the responsibilities to stay knowledgeable about these standards and to attend training when offered. Company Representatives are expected to cooperate fully in investigations of any suspected violation, or in audits conducted by the company related to this Code or any of our policies, procedures, or other standards. Company Representatives must not take any action that misleads, impedes, or otherwise disrupts the work of the Company’s audit of any business practice or process, or any alleged violation.

5. Reporting and Investigation.

As part of the commitment to ethical and legal conduct, *Salient* expects Company Representatives to pose questions where necessary to obtain clarification on the requirements of these standards. Company Representatives must report to *Salient* information about suspected violations of the Code. Failure to report suspected or known wrongdoing may result in disciplinary action against those who fail to report.

Call: 866-885-6435 (EthicsPoint hotline)

Internet: <http://salientfed.ethicspoint.com>

Write: Ethics Officer
Salient Federal Solutions, Inc.
4000 Legato Rd, Suite 600
Fairfax, VA 22033

Company Representatives can also find more information about ethics and compliance programs, along with company policies, procedures, and other standards, by visiting the company’s intranet site. Questions and inquiries will be responded to in an appropriate manner. Investigations will be conducted with discretion, as appropriate under the circumstances. Those investigating do not act as personal representatives or lawyers for individuals. Parties to an investigation shall not discuss the matter with others. Complaints or reports will be seriously addressed and appropriate action will be taken. When submitting a complaint, Company Representatives are not required to



identify themselves. Although the Company believes that the ability to verify or obtain additional information from the person submitting a complaint or report may assist in gathering necessary information to complete an investigation, Company Representatives are permitted to submit an anonymous complaint or report.

6. Protection Against Retaliation.

Retaliation in any form against an individual who reports a violation in good faith, or assists in any investigation, even if the report is mistaken, is itself a serious violation of this Code and will not be tolerated. Acts of retaliation should be reported immediately and will be disciplined appropriately.

7. Enforcement.

A violation of the Code will likely result in disciplinary action, up to and including termination of employment if warranted. Violations of this Code are not the only basis for disciplinary action, as *Salient* has additional policies, procedures, and other company standards governing conduct, and certain civil and criminal laws and regulations may result in external sanctions. *Salient* further reserves the right to take disciplinary action on any matters pertaining to an individual's conduct, whether or not they are expressly discussed in this document.

8. Consultant Business Behavior.

Adherence to standards of appropriate ethical and business conduct is critical to the mission of *Salient* and its continued success. As such, *Salient* expects its consultants, subcontractors, and all parties it does business with to conduct their business in a legal and ethical manner.

II. BUSINESS ETHICS AND CONDUCT STANDARDS

1. Obey the Law.

Company Representatives must obey the laws of the jurisdictions in which *Salient* operates; provided, however, that Company Representatives may not obey foreign laws where they conflict with United States laws or regulations. There are many laws and regulations applicable to our business. For example, as a government contractor, *Salient Federal Solutions* is subject to a number of laws and regulations applicable to government contracting. Where necessary or where there are questions about the requirements applicable to *Salient's* business, seek guidance from a supervisor, a responsible ethics and compliance official, the Human Resources Department, or a member of senior management. No person has authority to violate any law or to direct others to violate any law on behalf of *Salient*. Also keep in mind that compliance with law is the beginning of compliance with legal and ethical requirements, not the end, and that adhering to the Code is also a requirement for Company Representatives.

2. Promote a Positive, Safe, and Healthy Work Environment.

Salient Federal Solutions is committed to fostering a professional atmosphere that promotes equal employment opportunities and prohibits unlawful discriminatory practices, including harassment. *Salient* expects that relationships among people in the workplace will likewise be professional and free of unlawful bias, prejudice and harassment. Company Representatives are expected to be conscientious, reliable, and honest; to perform assigned responsibilities and duties in accord with acceptable standards; to be courteous and cooperative with other Company Representatives and all parties the Company does business with; and to ensure the integrity and ethical standards of *Salient*. Company Representatives must not engage in activities that interfere with the performance of their duties, or with the operating procedures of *Salient* or those of our clients.

- a. ***Non-Discrimination/ Anti-Harassment.*** It is *Salient's* policy is to ensure equal employment opportunity without discrimination or harassment on the basis of age, color, disability, national origin, marital status, pregnancy, race, religion, sex, status as a disabled or Vietnam Era veteran, sexual orientation, or other status protected by applicable law. **See Policy: HR_206.**

- b. **Anti-Retaliation.** No Company Representative may interfere with or retaliate against another employee who in good faith invokes his or her legal rights or participates in an investigation, and any such retaliation will result in appropriate action, up to and including termination of employment.
- c. **Workplace Violence.** *Salient* will not tolerate violence in the workplace. Employees who commit or threaten to commit acts of violence at *Salient* facilities or while conducting *Salient* business are subject to disciplinary action, up to and including termination of employment. No employee, contractor, or guest, except law enforcement officials and *Salient* security personnel who have the appropriate permits, is allowed to carry a weapon, concealed or otherwise, into any *Salient* facility or onto our premises.
- d. **Workplace Relationships.** The employment of close relatives in the same area of an organization may cause serious conflicts and problems with favoritism and employee morale. In addition to claims of partiality in treatment at work, personal conflicts from outside the work environment can be carried into day-to-day working relationships. Close relatives may be considered for employment solely based on their qualifications. No business relationship will be allowed to exist, regardless of their positions, if it creates a disruption, violates confidentiality rules, is inconsistent with financial audit guidelines, or has a negative impact on the work and business at *Salient*.

The term “close relative” includes the following relationships: established by blood, marriage, or other legal action. Examples include: mother, father, husband, wife, son, daughter, sister, brother, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, stepparent, stepchild, aunt, uncle, nephew, niece, grandparent, grandparent-in-law, granddaughter, grandson, or cousin. Also includes: domestic partner (a person with whom the employee’s life is interdependent and with whom the employee shares a mutual residence), daughter, or son of the employee’s spouse or domestic partner, and any relative living in the household of the employee or domestic partner.

It is an employee’s responsibility to notify their Company Manager in writing if they are aware of any individual seeking employment at *Salient* who is a close relative or who has a personal or financial relationship with them. Employees, in general, and managers, in particular, are expected to bring situations involving themselves, which present a potential conflict, to the attention of their immediate Company Manager and the Senior Vice President of Human Resources for appropriate guidance and resolution. Depending upon the circumstances, this may involve, but is not limited to, the reassignment of one or both employees. If reassignment is not possible, termination of employment may be required.

- e. **Substance Abuse.** *Salient* is committed to maintaining a drug-free and safe workplace. Our Drug-Free Workplace Policy prohibits the unlawful manufacture, distribution, dispensing, possession, or use of alcohol, illegal drugs or other controlled substances, except for approved medical purposes. Except as outlined below, Company Representatives may not use, possess, manufacture, distribute, dispense, transport, offer, sell, trade, solicit, buy, or be under the influence of or be impaired by illegal drugs or alcohol while on Company premises or while conducting any business-related activity at a client site or any other place away from the Company’s premises. **See Policy: HR_214.**

Salient acknowledge and accepts that occasionally Company Representatives may consume alcohol in a social setting either on the Company’s premises, at an event sponsored by the Company, or with clients, potential clients, vendors or guests of Company away from the Company’s premises. The consumption of alcohol shall never be mandatory or a condition of an employee’s employment: it is always at the employee’s discretion. With respect to the consumption of alcohol on the Company’s premises, such consumption is not permissible during mandatory meetings. The consumption of alcohol on Company premises during Company events will not be considered a violation of this policy if (1) the employee consumes alcohol responsibly and in a moderate amount; (2) the employee’s consumption of alcohol does not impair the employee’s judgment or jeopardize the safety of the



employee or others; and (3) the employee's consumption of alcohol does not violate any laws concerning the consumption of alcohol or being under the influence of alcohol.

- f. ***Workplace Health and Safety.*** *Salient Federal Solutions* is committed to protecting the safety, health, and well-being of all individuals within our workplace in accordance with applicable laws and regulations. Therefore, Company Representatives are required to follow carefully all safety instructions and procedures that *Salient* implements. Promptly report accidents, injuries, or other health and safety concerns, and refer related questions, to a supervisor or the responsible facility and safety managers.
- g. ***Animals in the Workplace.*** Company Representatives may not bring pets or animals to a *Salient* workplace (except Service Dogs). This prohibition is needed to comply with restrictions established by facility landlords and local jurisdictions. Company Representatives with disabilities may bring their Service Dog to the workplace after providing prior written notice to Human Resources which includes a copy of a certification from Service Dogs America or similar certification service.

3. **Avoid Personal Conflicts of Interest.**

A conflict of interest may arise where an individual's loyalties are divided, or appear to be divided, between the individual's business interests and those of *Salient*. *Salient* expects that Company Representatives will not place themselves in a position that would have the appearance of being, or could be construed to be, in conflict with *Salient's* interests. Company Representatives may not provide or receive gifts when doing so would create the appearance of undue influence. In situations that may involve a conflict of interest, Company Representatives must excuse themselves from making any decisions about the matter and fully disclose the relevant facts and circumstances to their leader or the Ethics Officer. The following is not exhaustive, but identifies potential areas of conflicted interests:

- a. ***Accepting Gifts, Gratuities and Business Courtesies.*** Accepting any gift worth more than twenty (20) dollars or entertainment that is more than a routine social amenity can appear to be an attempt to gain favorable treatment from the recipient. The key is to keep an arm's length relationship, to avoid excessive or lavish gifts, and to ensure that the business courtesy is reasonable and appropriate under the circumstance. Gifts of any amount may never be solicited, and gifts of cash or securities may never be accepted. In the case of entertainment, it must be of a reasonable nature and in the course of a meeting or another occasion for the purpose of bona fide business discussions or to foster better business relations. In some international business transactions, it is customary and lawful for foreign business leaders in a host country to give gifts to *Salient* representatives. Employees must seek guidance from the Ethics Officer when faced with questions about whether to accept any such gifts.

Special consideration must be given by *Salient* personnel who are involved in the acquisition or other purchase of goods or services for *Salient* to ensure uniform and fair treatment for all suppliers. This requires that such individual objectively and impartially weigh appropriate facts and avoid the appearance of favoritism, and that establish procurement practices be followed. Therefore, those involved in such procurement or related actions must not accept gifts from suppliers or vendors, with the exception of advertising or promotional items of nominal value, such as pens, key chains, coffee mugs, or similar items displaying a company's logo.

When considering whether it is appropriate to accept a business courtesy, Company representatives should consider whether they would be comfortable discussing the matter with the individual's supervisor, or whether they would be comfortable if the acceptance of the courtesy was made known to the public. In cases where the gift is of more than nominal value or otherwise where there are questions, please consult their supervisor on proper handling of the situation. In no event should a Company Representative accept a gift where it would be prohibited by law or is known by the individual to be contrary to law or the corporate business practices of the company employing the person offering the gift.

- b. **Offering Gifts, Gratuities and Business Courtesies- Generally.** It is important that the marketing and sale of *Salient's* products and services be free from even the perception that favorable treatment was sought, received, or given in exchange for the offering of business courtesies. No business courtesies will be offered that would constitute, or could reasonably be determined to constitute, unfair business inducements, that are otherwise prohibited by law, regulation, or the policies of our customers or business partners, or that could otherwise negatively affect the reputation of *Salient Federal Solutions*.
- c. **Offering Gifts, Gratuities and Business Courtesies to Federal, State or Local Government Employees.** It is *Salient's* practice to comply strictly with laws governing the offering of gratuities and other items of value to federal, state and local government employees, and never to offer a gift or gratuity that is intended, or may be interpreted as being intended, to influence a Government official or other person who can exert influence over such decision making. The following is a guide:
- Federal Employees**
Company Representatives are prohibited from giving anything except as follows:
- *Salient Federal Solutions* advertising or promotional items of limited intrinsic value (generally \$10 or less). Examples include coffee mugs, calendars, and similar items displaying *Salient's* logo.
 - Modest refreshments, such as soft drinks, coffee, and donuts in connection with business.
 - Business-related meals and local transportation with an aggregate value of \$20 or less per occasion and not exceeding \$50, in the aggregate, in any calendar year.
 - Other exceptions are approved by the responsible ethics and compliance official.
- d. **Offering Gifts, Gratuities and Business Courtesies to Non-Government Employees.** Company representatives may be permitted to provide meals, refreshments, entertainment, and other business courtesies of reasonable value to non-government persons in support of *Salient* business activities, as long as this practice (i) does not violate any law or regulation, or the standards of the recipient's organization, and (ii) is consistent with industry practices, infrequent in nature, and not lavish or extravagant. While the latter is difficult to define with specificity, use common sense and good judgment. It is illegal for *Salient* or its representatives to pay to or receive anything of value from any labor organization.
- e. **Offering Courtesies to Foreign Government Personnel and Public Officials.** *Salient Federal Solutions* is restricted in its ability to offer meals, gifts, gratuities, entertainment, or other things of value to foreign government personnel or public officials by the Foreign Corrupt Practices Act, as outlined in this Code of Conduct, and by laws of other countries. Company Representatives must obtain prior guidance and approval for any such business courtesies. Please refer to section II, 9 for additional information concerning gifts to foreign government officials. Concerns associated with this area should be raised to the Ethics Officer.
- f. **Outside Employment/ Conflicting Outside Activities.** Unless approved in advance and in writing by their Company Manager and the Human Resources Department, employees are not to engage in outside work or conflicting outside activities that have, or could have an adverse effect on the employee's responsibilities, interests, duties, or loyalties for *Salient*; imply sponsorship or support by *Salient*; adversely affect the reputation of *Salient*, or otherwise compete with, or compromise the interests of, *Salient Federal Solutions*. This prohibition also extends to the use of any information, data, facilities, or equipment obtained or accessible as a result of employment for an individual's personal gain, or the gain of others. If employees wish to accept outside employment or engage in conflicting outside activity (or have any questions about whether an outside activity conflicts with the employee's employment with *Salient*), employees must submit a written request containing pertinent information about the outside employment or activity to the employee's supervisor and the Human Resources Department, and obtain their prior written approval.

- g. ***Interests in Other Businesses.*** Unless approved in advance by an employee's supervisor, the employee's next higher level manager, and the Human Resources Department, neither an employee nor his or her spouse or any other member of the employee's immediate family, may directly or indirectly have a significant financial interest in a competitor, or in a customer, consultant, subcontractor, supplier, or vendor, or other business partner if that employee or his or her subordinates deal directly or indirectly with such individual or entity in the course of his or her job with *Salient Federal Solutions*. A "significant financial interest" is defined as ownership of more than five percent (5%) of the outstanding capital stock of a public company or any ownership interest in a company that is not publicly traded, or five percent (5%) of the total assets or gross income of such employee. In addition, employees may not serve as an officer or Board member to any outside business unless the employee had first received the written permission of the employee's supervisor and next higher level manager; provided that employees may serve on charitable boards or business of an individual's family that have no relationship to, and are not in the same business as, the company.
- h. ***Other Conflicts of Interest.*** Some examples of other conflicts of interest include placement of business with an entity that is owned or controlled by the individual, or the individual's family; contracting, as a consultant or otherwise, with a customer or supplier of *Salient Federal Solutions*; and having a personal, financial interest in a particular company transaction.

4. Organizational Conflicts of Interest.

Salient adheres to the regulations associated with actual and potential organizational conflicts of interest specified in FAR Subpart 9.5. An organizational conflict of interest occurs when, because of activities or relationships with other persons, a person or organization is unable or potentially unable to act impartially and objectively, or receives an unfair competitive advantage. Company Representatives must follow the government's procedures for awarding federal contracts. Company Representatives must not ask government officials to disclose the proprietary information without proper authorization, nor may we ask for source selection information that is not available to all competitors. All Company Representatives must comply with *Salient's* Organizational Conflicts of Interest Policy, located on our Company intranet, and the requirements of FAR Subpart 9.5. **See Policy: CON_211.**

5. Prepare and Maintain Accurate and Complete Business Records.

Salient must maintain accurate and complete records. Transactions between the company and outside individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting principles (GAAP) and Cost Accounting Standards (CAS) in the United States.

- a. ***Accurately Record Time and Costs.*** Accurate entry of time is important and required to our business and to ensuring that our business records are accurate and complete. Employees are responsible for ensuring that their time records accurately reflect time worked and leave taken, and that such time is properly coded to projects for which the time was worked. In addition, employees are responsible for ensuring that all costs are recorded accurately, completely and promptly to the proper project or indirect account in accordance with company policy and procedures. **See Policy: HR_201.**
- b. ***Report Developments and Comply with Internal Controls.*** Employees have a duty to report information in a timely manner through the employee's operations and financial management chain of command in order to ensure the accurate and timely handling of material developments, business transactions, or events, including those that could have a significant or material effect on the operations and financial condition of the Company. Company Representatives are also responsible for complying with the company's internal controls over financial reporting, along with other policies, procedures and standards of the company, and for reporting any failure to comply with such controls.
- c. ***Ensuring Accurate and Complete Public Disclosure and Reporting.*** *Salient Federal Solutions'* internal accounting controls are intended to safeguard the assets of *Salient* and to ensure the accuracy of its financial records and reports, which form the basis for managing the business and fulfilling its obligations, whether to stockholders, employees, or regulatory authorities. These records, including

- financial records, must properly, accurately, and completely reflect all components of transactions in accordance with the law and be promptly entered on the books. No person may interfere with or seek improperly influence, directly or indirectly, the accuracy, completeness, or auditing of such records. All reports made to regulatory authorities must be full, fair, accurate, timely and understandable. This obligation applies to all Company Representatives, including all financial executives, with any responsibility for the preparation of such reports, including drafting, reviewing, and signing, or certifying the information in such reports. If a Company Representative becomes aware of any improper transaction or accounting practice, he or she should report the matter immediately to their supervisor, to the Controller or to the Ethics Officer. Company Representatives may also file a complaint (including an anonymous complaint) if they have information regarding questionable accounting or auditing matters in accordance with **Section I.5** of the Code and any other applicable reporting procedures.
- d. ***Properly Maintain Business Records.*** There are legal requirements that certain records be retained for specific periods of time. Before disposing of documents, Company Representatives should seek direction from their Company manager. Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all potentially relevant documents will be preserved, and ordinary destruction of documents pertaining to the subjects of the litigation or investigation will be immediately suspended. If an individual is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or government investigation, he or she needs to contact the responsible records official or the Ethics Officer.
- e. ***Do Not Make False Claims or Statements.*** *Salient* is routinely required to submit accounting and other records to the Government as a basis for payment on contracts or as estimates on future work. *Salient* is also required, on occasion and as part of our business, to submit cost or pricing data to the Government, and to certify that it is current, accurate and complete, in compliance with the Truth in Negotiations Act (TINA). It is *Salient's* policy to charge all labor and material costs accurately and to the appropriate account. Improprieties, such as charging labor or material costs improperly or to the wrong account, charging direct contract effort to an overhead or indirect account and falsification of time cards or other records will not be tolerated. *Salient's* policy is that disclosures of cost and pricing data represent complete, accurate, and current cost and pricing information; and that requests for reimbursement must be proper and reasonable in accordance with applicable requirements. All data and the information in these submissions must be accurate and all estimates must be made in good faith. There may be civil penalties and criminal sanctions for knowingly making a false claim or false statement to the U.S. Government. **See Policy: CON_204.**
- f. ***Bribery, Kickback and Fraud.*** No funds or assets shall be paid, loaned or otherwise given as bribes, kickbacks, or other payments designed to influence or compromise the conduct of the recipient; and no Company Representative of *Salient* shall accept any funds or other assets for assisting in obtaining business or for securing special concessions from *Salient*. Company Representatives should conduct *Salient* business in such a manner that its reputation and integrity will not be impugned if the details of their dealings should become a matter of public discussion. To illustrate the standard that *Salient* expects every Company representative to maintain, the following conduct is expressly prohibited:
- Payment or receipt of money, gifts, loans or other favors that may tend to influence business decisions or compromise independent judgment;
 - Payment or receipt of rebates or kickbacks for obtaining business for or from *Salient*;
 - Payment of bribes to government officials to obtain favorable rulings; and
 - Any other activity that would similarly degrade the reputation or integrity of *Salient*.

Company Representatives have a responsibility to report any actual or attempted bribery, kickback or fraud.



6. Bid, Negotiate and Perform Contracts Properly.

Salient Federal Solutions is dedicated to competing fairly and ethically for all business opportunities, in accordance with the requirements of the Procurement Integrity Act. Those involved in proposals, bid preparation or contract negotiations are responsible for ensuring that statements, certifications, and other representations to the prospective customer are accurate and truthful. When contracts are awarded to *Salient*, *Salient* is committed to performing in compliance with contract specifications and applicable terms and conditions.

- a. ***Adhere to Restrictions on Obtaining Source Selection Information.*** In order to ensure proper treatment of sensitive procurement information from federal government agencies, Company representatives will not solicit or accept from any employee of the agency, or any other source, any proprietary or source selection information regarding a pending procurement action, which encompasses the period that begins with the development and issuance of a request for proposal or other solicitation and ends upon the award of a contract for such procurement. Company representatives needing guidance or having questions regarding this area, including the types of information that constitute sensitive procurement information, should contact the Contracts Department.

7. Deal Fairly with Business Partners and Compete Appropriately with Competitors.

Dealing fairly with business partners is critical to conducting sound and successful business. *Salient* business partners are to be treated fairly, in accordance with established contracting and procurement procedures. Company Representatives must refrain from engaging in any activity prohibited under the antitrust laws. Additionally, Company Representatives may not obtain non-public information through illegal activities, such as through industrial espionage, or by asking a competitor's current or former employees or contractors, to provide confidential information or data. Similarly, Company Representatives may not use the confidential bid or marketing information of a competitor, unless an appropriate Non-Disclosure Agreement (NDA) is in place. **See Section II, 11. See also Policy: CON_202.**

8. Adhere to Antitrust Laws.

Company Representatives must not engage in any activity prohibited under anti-trust laws, including boycotting, price-fixing, refusal to deal, price discrimination, or disparate treatment of suppliers. Specifically, unless contained within a prime-subcontractor contract or teaming agreement properly authorized pursuant to Company policy, Company representatives are not permitted to make agreements with any competitors to set prices, limit output, divide territories, or allocate customers for competing products and services. Company Representatives may not discuss with, or obtain from, competitors any non-public or future price information, terms of sale, costs, margins, inventories, marketing plans, or similar confidential information. **See Policy CON_202.**

9. Adhere to Trade Compliance Requirements and Laws Applicable to International Activities.

Company Representatives must be sensitive to foreign legal requirements and United States laws that apply to business activities involving foreign nationals or otherwise to foreign operations. Where *Salient* conducts operations internationally, Company Representatives must comply with both U.S. laws and the laws of foreign jurisdictions to which our operations are subject. **See Section II, 1.** The standards set forth in this Code of Ethics apply to *Salient's* business, wherever it is conducted. There may be specific laws applicable to foreign operations for which you should consult with the Ethics Officer. In addition, Company Representatives are required to comply with the following U.S. laws:

- a. **The U.S. Foreign Corrupt Practices Act** ("FCPA") prohibits, directly or through an agent or intermediary, certain payments or gifts to foreign government officials, foreign political parties, party officials, or candidates for public office for the purpose of obtaining or retaining business. FCPA also



prohibits falsifying *Salient's* books and records or circumventing or failing to implement appropriate accounting controls. Company Representatives are expected to fully comply with the requirements of FCPA and seek guidance from the Ethics Officer with questions concerning a specific situation.

- b. The **U.S. Export Controls laws and regulations** govern transfers of equipment, software, services, or technology, either to a foreign country or to a foreign citizen. In certain cases, approvals, licensing and/or reporting requirements may apply. Export control requirements may also restrict the sale of items to U.S. companies abroad and foreign corporations in the U.S. Some of the relevant laws and regulations are:

- Office of Foreign Asset Control legislation enacting U.S. economic and trade sanctions
- U.S. Department of State's International Traffic in Arms Regulations (ITAR)
- U.S. Department of Commerce's Export Administration Regulations (EAR)

Since these requirements apply to disclosures to a foreign national, including foreign nationals employed by *Salient*, it is important that you get proper guidance on handling such items for your project or otherwise during your employment. If you have foreign nationals working on your project, please work with the *Salient* Contracts Department to ensure that you have appropriate processes established to comply with the export control requirements. Prior to the transfer of any item to a foreign national, to a foreign company or entity, or outside of the United States, consult *Salient's* Trade Compliance Manual and implanting procedures, and contact the *Salient* Contracts Department for proper handling.

- c. The **Anti-Boycott Act** prohibits companies from participating in non-U.S. boycotts of countries friendly to the U.S. The Act has particular application to dealing with Arab countries who may participate in a boycott of Israel.

10. Ensure Proper Involvement in Political Activities.

Company Representatives are advised that their participation in the political process, including any donations, must be for themselves individually, on their own time, and their own expense. Contributions to political action committees are purely voluntary, and will neither benefit nor disadvantage an employee's employment status. *Salient* will not reimburse any Company Representative for such contributions, and reimbursement should not be requested. Moreover, federal law in the United States prohibits corporations from contributing corporate funds, goods or services to candidates for federal offices, including the work time of Company Representatives.

11. Ensure Proper Use of *Salient Federal Solutions* and Third Party Information and Resources.

The information, data, facilities, systems, and other resources provided by *Salient* are to be used appropriately and in support of its business. *Salient* policies prohibit using these facilities, systems, or other resources to send, distribute, transmit, store, or receive illegal, sexually explicit, abusive, offensive, profane, defamatory or other inappropriate content. Company Representatives who access network resources must acknowledge a log-in banner stating: (1) Monitoring may be used to enforce authorized use policies, block unauthorized access, verify security controls, and maintain operational security; (2) Active attacks may be used by authorized personnel to test the security of this system; (3) All information may be examined, recorded, copied and used for authorized purposes; (4) All information entered in the system remains the property of *Salient* and you have no right of privacy; (5) Evidence of unauthorized use may be used for administrative, criminal or adverse action; and (6) Unauthorized use may subject you to criminal prosecution.

- a. ***Ensure Proper use of Salient Federal Solutions and Third Party Resources.*** Company Representatives must be responsible for ensuring the appropriate and proper use of all property, systems, and all other resources of or provided by *Salient*, or its customers or business partners. This includes both physical and electronic resources, and requires that these items are not borrowed or otherwise used for *Salient* business or removed from their location without management approval.



Actual or attempted theft or misuse of *Salient* resources, including documents, equipment, intellectual property, communication, information and other systems, other resources, personal property of others, cash or any other items of value, is subject to immediate termination and possible criminal proceedings against the perpetrator. Company Representatives have a responsibility to report any actual or attempted theft or misuse to *Salient's* management team.

- b. ***Protect Proprietary Information.*** Every Company Representative must safeguard and hold in strict confidence proprietary and/or trade secret information, including information of *Salient* or any of its business partners. Company Representatives shall exercise reasonable prudence and care in dealing with such information. Use of the information is strictly limited to work for *Salient* and the relevant project on which the information was disclosed to the individual. Any such information must be returned when requested or upon the termination of the individual. Refer questions to the Contracts Department or Human Resources Department.
- c. ***Protect Personal Information.*** Personal information about *Salient's* employees, their families and other individuals involving their health, compensation, religious and political beliefs, family relationships, background, financial matters, and contact information is personally sensitive and must not be shared or discussed with anyone except (a) by the individual whose information it is, or (b) in connection with the good faith performance of an employee's duties for *Salient*. Personal information about our customers' employees and their individual customers must also be treated as personally sensitive. Employees must also understand and comply with the sensitive information and privacy policies of the customers they support.
- d. ***Adhere to Requirements for Handling Classified and Other Government Sensitive Information.*** Many *Salient* employees have U.S. Government clearances and agency checks that permit them to receive and handle a variety of classified and other sensitive Government information and data. *Salient* understands the importance and trust placed in the company and its employees in handling such information. Company Representatives are personally required to ensure the proper handling and disclosure of data and other information provided to them in the course of their employment, including classified and other sensitive Government information. Company Representatives must contact a facility security officer first (Security@SalientFed.com), to ensure full compliance with requirements for handling this information. Cleared personnel are personally obligated to comply with the requirements applicable to the individual's clearance, including notifications to the security officer related to, among other things, international travel and changes in status, and for obtaining appropriate security training when offered.
- e. ***Respect Intellectual Property Rights.*** Unauthorized use of third party intellectual property, including copyrighted materials, trademarks, and patented items, by Company Representatives is strictly prohibited. Company Representatives should be aware that unauthorized use can result in both civil and criminal penalties and sanctions. Company Representatives are to comply with guidelines established by the Information Technology (IT) Department, to report violations to the Chief Information Officer, and to consult the IT Department for questions regarding appropriate usage and authorization.
- f. ***Protect Your Password.*** Company Representatives must not share their passwords with other Company Representatives or any other party to prevent unauthorized access to confidential information stored in electronic form.
- g. ***Protecting Access Credentials.*** Company Representatives must not share their UserID or Passwords with other Company Representatives or other parties to prevent unauthorized access to proprietary or sensitive information stored in electronic form. Company Representatives must adhere to requirements to use complex passwords that can be easily remembered and never post these passwords in any location that can be found by another individual.



- h. ***Compromising Security Controls.*** Company Representatives must never take any action that: 1) Introduces malicious programs into the network or Salient system resources (e.g., viruses, worms, Trojan horses, e-mail bombs, etc.); 2) Introduces network attacks such as ping floods, packet spoofing, denial of service, or forging routing information; 3) Disables or interferes with established information security controls or circumvents user authentication to any network, server, workstation or account; or 4) Performs unauthorized network monitoring, network sniffing, port scanning or security scanning.

12. Refrain from Speculative or Insider Trading and Tipping.

It is each Company Representative's obligation to safeguard *Salient Federal Solution's* non-public information and not to share this information with anyone except as required by work responsibilities for *Salient* and in accordance with appropriate directions. Non-public information is information that has not been disclosed or made available to the general public. Such information may include financial data, significant wins or losses, plans for acquisitions, material contracts, or the hiring, firing, or resignation of a member of the Board of Directors or an officer of *Salient*.

Company Representatives having questions about the sale or purchase of a security that might involve non-public information or securities laws should contact the Ethics Officer.

Just as *Salient* values and protects its own non-public information, we respect the non-public information of other companies. No Company representative may trade in the stocks or securities of other companies (including, but not limited to, suppliers, vendors, subcontractors, customers, prime contractors, etc.) based upon information received in the course of the individual's work for *Salient*.

13. Adhere to Restrictions on Offering Employment to or Hiring Government Employees.

There are extensive conflict of interest laws and regulations applicable to the employment or use of former Government personnel. These requirements extend to contact or negotiations with current Government employees. It is important that the Company strictly adhere to these requirements. Accordingly, all prospective employees must complete the Employment Questionnaire and Certification Form prior to receiving an offer of employment from *Salient*. Those wishing to discuss employment of current or former Government employees **must first** coordinate such activity through, and receive approval from, the Human Resources Department, **before** contacting the current or former Government employee. Where appropriate, additional guidance will be sought from outside legal counsel.



APPENDIX A

SALIENT FEDERAL SOLUTIONS CODE OF ETHICS AND BUSINESS CONDUCT ACKNOWLEDGEMENT STATEMENT

You may acknowledge the Code one of the following ways:

- 1) Electronic Acknowledgement – Press “Control” and click the hyperlink below:
[Code of Ethics and Business Conduct - Electronic Acknowledgement](#)
- 2) Paper Acknowledgement – Print, complete, and sign this page (“Appendix A”), then return it as noted below.

I hereby acknowledge that I have received a copy of SALIENT FEDERAL SOLUTIONS’ current Code of Ethics and Business Conduct and will be responsible for obtaining all future amendments and modifications thereto. I further acknowledge that I have read, understand, and agree to comply with the current Code of Ethics and Business Conduct and will read, understand, and comply with all future amendments and modifications to the Code of Ethics and Business Conduct.

I certify that this is a true and correct statement by my signature below:

Signature:

Printed Name:

Date:

Please return your signed Acknowledgement Statement to your Business Unit Administrator or directly to the Human Resources Department, HR@salientfed.com.