



SOARTECH

[www.soartech.com](http://www.soartech.com)

# SoarTechnology

Code of Business Conduct and Ethics





**Our Mission:** We develop human-centered artificial intelligence solutions for the military's toughest problems.

## CORE VALUES



**INNOVATIVE**

we are



**HONEST**

we are



**CUSTOMER-FOCUSED**

we are



**RESPECTFUL**

we are



**INTEGRITY**

we have



**PEOPLE**

we value

CEO Message  
Code of Business Conduct and Ethics

Dear Employees,

At Soar Technology, Inc., we are dedicated to providing a professional, safe, and respectful place for all employees. This conduct code documents our commitment to the highest standards of integrity and business ethics. As employees at SoarTech, each of us share the benefits and responsibilities of integrating and maintaining this commitment each day.

The code will help you recognize and properly respond to situations that may arise in the performance of your job. It is important that you read this code for future reference.

Please review this code carefully and use it to guide your judgements and decision throughout your work here at SoarTech.

Sincerely,

A handwritten signature in black ink, appearing to read "Mike van Lent". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Mike van Lent  
Chief Executive Officer

# Table of Contents

<b>Responsibilities.....</b>	<b>6</b>
EMPLOYEE RESPONSIBILITIES.....	6
DIRECTOR, MANAGER, AND SUPERVISOR RESPONSIBILITIES .....	6
RESPONSIBILITIES OF AGENTS, CONSULTANTS, SUBCONTRACTORS AND SUPPLIERS .....	6
<b>Violations and Reporting Misconduct .....</b>	<b>7</b>
SPEAKING UP .....	7
COMMITMENT TO ZERO RETALIATION .....	7
INVESTIGATIONS.....	7
DISCIPLINE.....	7
CONFIDENTIALITY.....	7
RESOURCES FOR GETTING HELP OR RAISING A CONCERN.....	7
<b>Working With Each Other.....</b>	<b>8</b>
DISCRIMINATION AND HARASSMENT, INCLUDING SEXUAL HARASSMENT.....	8
PROMOTING A SAFE AND HEALTHY WORKPLACE .....	8
<b>Prohibiting Human Trafficking .....</b>	<b>9</b>
<b>Technology in the Workplace and Cybersecurity .....</b>	<b>10</b>
CYBERSECURITY.....	10
<b>Protecting Our Company.....</b>	<b>11</b>
PERSONAL CONFLICTS OF INTEREST .....	11
ORGANIZATIONAL CONFLICT OF INTEREST .....	11
FALSE CLAIMS.....	12
INTERNATIONAL TRADE CONTROL AND FOREIGN TRAVEL.....	12
ANTI-CORRUPTION.....	12
ANTI-BOYCOTT.....	12
EXPORT/IMPORT AND OTHER TRADE RESTRICTIONS.....	12
LABOR CHARGING .....	13
GOVERNMENT AND COMPANY INVESTIGATIONS.....	13

**Protect Shareholder Value ..... 14**

- PROPER ACCOUNTING ..... 14
- RECORDING AND REPORTING INFORMATION ..... 14
- DISCUSSING COMPANY AFFAIRS..... 14
- INSIDER TRADING ..... 14

**Protect Confidential & Proprietary Information  
and Intellectual Property ..... 15**

- SECURITY OF U.S. GOVERNMENT CLASSIFIED AND OTHER SENSITIVE INFORMATION ..... 15
- RECORDS RETENTION AND DESTRUCTION ..... 15
- POLITICAL ACTIVITIES ..... 15

**Respecting Our Customers and Business Partners ..... 16**

- MARKETING AND PROCUREMENT INTEGRITY ..... 16
- ANTITRUST..... 16
- UNAUTHORIZED THIRD PARTY PROPRIETARY  
AND THIRD PARTY SOURCE SELECTION INFORMATION..... 17

**Employment Restrictions ..... 18**

- GRATUITIES, BRIBES AND KICKBACKS ..... 18
- U.S. GOVERNMENT CUSTOMERS, EMPLOYEES, AND OFFICIALS..... 19
- FOREIGN CUSTOMERS..... 19
- DOMESTIC NON-GOVERNMENT CUSTOMERS ..... 20
- BUSINESS COURTESIES TO SOARTECH EMPLOYEES - MEALS, REFRESHMENTS  
AND ENTERTAINMENT ..... 20
- GIFTS TO SOARTECH EMPLOYEES..... 20
- BE MINDFUL OF APPEARANCES ..... 20

**Conclusion..... 20**

# Responsibilities

General responsibilities for all associated with Soar Technology, Inc. (SoarTech):

***SoarTech directors, employees, agents, consultants, subcontractors and suppliers are expected to:***

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

## EMPLOYEE RESPONSIBILITIES

***Employees must be fair, honest, and comply with the law in all business relationships. Employees must:***

- Follow SoarTech's core values;
- Follow the law and SoarTech policies and procedures;
- Use common sense and good judgment;
- Seek guidance when unsure;
- Speak up when a problem arises.

## DIRECTOR, MANAGER, AND SUPERVISOR RESPONSIBILITIES

***Each director, manager, and supervisor must lead by example:***

- Foster an environment that emphasizes and rewards ethical behavior;
- Promote a culture where people are comfortable asking questions and raising concerns;
- Ensure that colleagues are aware of and comply with the Code, relevant SoarTech policies and legal requirements.

## RESPONSIBILITIES OF AGENTS, CONSULTANTS, SUBCONTRACTORS AND SUPPLIERS

SoarTech agents, consultants, subcontractors, and suppliers are each expected to comply with this Code or their own Code if it imposes similar standards of ethics and integrity.

# Violations and Reporting Misconduct

## SPEAKING UP

Speak up and seek help when you are aware of or suspect an actual or potential ethical lapse or violation of SoarTech's Code or policies. Inappropriate actions, or actions that may be perceived as such, can have a damaging effect on all of us and on SoarTech's reputation. The consequences of misbehavior can often be avoided if someone speaks up promptly.

## COMMITMENT TO ZERO RETALIATION

SoarTech does not tolerate retaliation against anyone who in good faith raises a concern, reports a violation, or participates in an investigation. Regardless of your position within SoarTech, if you see or are aware of retaliation, however subtle, report it immediately.

## INVESTIGATIONS

SoarTech reviews, investigates, and responds to all reports of ethical concerns and potential violations. Investigations are impartial, objective, thorough, and timely. Reference our Workplace Conduct Investigation policy for more information. SoarTech expects employees to cooperate with any investigation, and trusts that those participating in an investigation will maintain appropriate confidentiality.

## DISCIPLINE

SoarTech responds promptly to reports of ethical concerns or conduct that may violate the law, SoarTech's Code or Policies in accordance with SoarTech's Disciplinary Policy. SoarTech may determine that remedial or disciplinary action is necessary. Disciplinary action, up to and including termination, is reviewed by the HR Department and in conjunction with the participating parties. SoarTech periodically reviews its policies and procedures, and implements improvements and other corrective actions to prevent problems from recurring in the future.

## CONFIDENTIALITY

SoarTech treats all reports of ethical concerns or potential violations in a confidential manner. While identifying yourself when reporting concerns will help in investigating an incident or situation, you have the option of making an anonymous report.

## RESOURCES FOR GETTING HELP OR RAISING A CONCERN

- Contracts Department/Ethics Officer: [Christian.Thomas@SoarTech.com](mailto:Christian.Thomas@SoarTech.com)
- Human Resource Department: [Kiera.Fegan@SoarTech.com](mailto:Kiera.Fegan@SoarTech.com)
- Facility Security Officer
- Your Supervisor or Manager

# Working With Each Other

## DISCRIMINATION AND HARASSMENT, INCLUDING SEXUAL HARASSMENT

SoarTech is committed to providing equal opportunity in employment to all employees and applicants for employment. SoarTech does not tolerate any form of discrimination or harassment based on a person's race, religion, color, sex, sexual orientation, age, national origin, medical/physical status or disability, or military status.

SoarTech does not tolerate inappropriate behavior, including verbal or physical conduct that creates an intimidating, offensive, or hostile environment. Employees who engage in discrimination or harassment will be disciplined in a manner appropriate to the offense, up to and including termination. Managers have a responsibility to keep the workplace free of any form of discrimination and harassment, including sexual harassment. No supervisor or manager may threaten or insinuate, either explicitly or implicitly, that an employee's refusal or willingness to submit to sexual advances will affect the employee's terms or conditions of employment. All acts of discrimination and/or harassment must be reported through the Resources on Page 7.

## PROMOTING A SAFE AND HEALTHY WORKPLACE

SoarTech cares about the health and safety of its employees, consultants, visitors and other companies' employees working with/at SoarTech. SoarTech will comply with all applicable health and safety policies and procedures at SoarTech and non-SoarTech facilities, including relevant standards, instructions and processes. A drug- and alcohol-free workplace supports employee health and safety goals and is vital to our integrity, reputation and business performance. While conducting SoarTech business or while on SoarTech or SoarTech Customer premises, no one may be under the influence of intoxicants or any controlled substance that has not been prescribed by a licensed physician.

### *Support a safe and healthy work environment by:*

- Knowing what to do in an emergency and cooperating during the practice of emergency drills
- Maintaining a drug- and alcohol-free workplace
- Not saying or doing anything that could create fear or threaten the safety or security of others
- Not bringing firearms or other weapons onto SoarTech or non-SoarTech facilities or while traveling on SoarTech business (except to the extent required under a specific contract and/or applicable law).
- Reporting any accident, injury, illness, or unsafe/violent behavior or unsafe/unhealthy working conditions through the Resources on page 7.
- Not retaliating against anyone who reports unsafe/violent behavior or unsafe/unhealthy working conditions or participates in an investigation of these reports.



# Prohibiting Human Trafficking

The U.S. Government maintains, and SoarTech has adopted, a zero-tolerance policy that prohibits trafficking in persons and trafficking-related activities. Employees, and the employees of subcontractors performing work for SoarTech, must not:

- Engage in severe forms of trafficking in persons;
- Procure commercial sex acts;
- Use forced labor;
- Destroy, conceal, confiscate, or otherwise deny access by an employee to the employee's identity or immigration documents, such as a passport or driver's licenses, regardless of issuing authority
- Use misleading or fraudulent practices during the recruitment of employees or offering of employment, such as failing to disclose, in a format and language accessible to the worker, basic information or making material misrepresentations during the recruitment;
- Use recruiters who don't comply with local labor laws of the country in which they recruit;
- Charge employees' recruitment fees;
- Fail to provide return transportation or pay for the cost of return transportation upon the end of employment;
- Provide or arrange housing that fails to meet the host country housing and safety standards; or
- If required by law or contract, fail to provide an employment contract, recruitment agreement, or other required work document in writing. Such written work document shall be in a language the employee understands. If the employee must relocate to perform the work, the work document shall be provided to the employee at least five days prior to the employee relocating. The employee's work document shall include, but is not limited to, details about work description, wages, prohibition on charging recruitment fees, work location(s), living accommodations and associated costs, time off, roundtrip transportation arrangements, grievance process, and the content of applicable laws and regulations that prohibit trafficking in persons.

# Technology in the Workplace and Cybersecurity

SoarTech technology, systems and accounts (including social media and online communications) are provided for the purpose of conducting SoarTech business. Occasional and incidental use for personal matters may be permitted. SoarTech reserves the right to access and audit all such technology, and users should have no expectation of privacy in this regard. SoarTech retains (a) ownership in all SoarTech information wherever situated, and (b) an unlimited license to use all files or documents created, transmitted, or received on SoarTech -owned or operated technology, systems, and accounts. No SoarTech information should be retained on personal technology, and personal accounts should not be used for SoarTech business.

## ***Do not:***

- Open suspicious e-mails, links or attachments or otherwise engage in any action that could damage or compromise SoarTech's networks;
- Post comments regarding SoarTech's financial, contractual, or legal matters on electronic bulletin boards, list-servers or similar public forums on the Internet;
- Send or post messages that might harm SoarTech's reputation or the reputation of others; or
- View, possess or share pornography of any kind in the workplace, at work-related activities, or on technology used for SoarTech business.

## ***Prohibited activities when using Company e-mail include, but are not limited to, sending or arranging to receive the following:***

- Information that violates state or federal laws, or SoarTech policies;
- Unsolicited commercial announcements or advertising material, unless approved by senior company management in advance;
- Any material that may defame, libel, abuse, embarrass, tarnish, present a bad image of, or portray in false light, the Company, the recipient, the sender, or any other person; or
- Pornographic, racist or offensive material, chain letters, unauthorized mass mailings, or malicious code.

## CYBERSECURITY

### ***Be aware of cybersecurity and take preventative measures to protect critical business data and minimize risks arising from data loss.***

- Keep a clean machine: Never install unauthorized software, applications, hardware or storage devices on Company-issued computers or phones; do not access the SoarTech network through unauthorized applications or devices;
- Follow good password practices: Use separate passwords for work and personal accounts and make sure that critical accounts have the strongest passwords;
- When in doubt, throw it out: Do not open suspicious links in emails, tweets, posts, online ads, messages or attachments – even if the source is known;
- Back up work: Check with the SoarTech IT department to ensure that work is backed up according to Company policy. Cloud backup services (i.e., Dropbox) are prohibited; and
- Stay watchful and speak up: Keep an eye out and say something if you notice strange happenings on your computer.

See the IT Acceptable Use Policy for more information.

# Protecting Our Company

## PERSONAL CONFLICTS OF INTEREST

Avoid any situation that may create or appear to create a conflict between personal interests and the interests of SoarTech. Employees and their immediate families must not engage in any outside interest, activity, or investment which, in the opinion of SoarTech, may reflect against SoarTech or conflict with its best interests. All employees owe a duty to SoarTech to advance its interests when the opportunity arises. Employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through use of SoarTech assets, property, information or position. Employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no employee may compete with SoarTech.

### *Examples of personal conflicts of interest:*

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

If an actual or apparent conflict of interest develops, report the matter to HR.

It is important to remember that even if a conflict exists, it will not necessarily result in corrective action. Conflicts can arise innocently, and most are investigated to the extent necessary to determine that SoarTech's interests are being best served. Each conflict must be reported so that an independent determination can be made of the situation.

## ORGANIZATIONAL CONFLICT OF INTEREST

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

### *Examples of potential OCIs include:*

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

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

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

## FALSE CLAIMS

Do not submit or assist in submitting any claims, bids, proposals, or any other documents of any kind that are false, fictitious, or fraudulent. With regard to government contracts, such acts are criminal violations which could result in prosecution of both SoarTech and the employee. Ensure that all costs are accurately recorded and charged to the proper account and proper contract. The mischarging of labor costs, the improper allocation or transfer of costs, or the falsification of other cost records is not tolerated.

Be aware of certification clauses, including OCI clauses, in government contracts and solicitations for which SoarTech prepares a bid. Be mindful that reckless disregard for the truth or accuracy of information that SoarTech presents to the government may trigger liability under the False Claims Act.

## INTERNATIONAL TRADE CONTROL AND FOREIGN TRAVEL

Understand and comply with all U.S. laws and regulations as well as the local laws and regulations of the countries in which SoarTech conducts business (to the extent they do not conflict with U.S. laws and regulations).

*In particular, pay special attention to the following laws:*

## ANTI-CORRUPTION

Comply with the anti-corruption laws that govern SoarTech's operations in the countries in which it does business. Such laws include the U.S. Foreign Corrupt Practices Act ("FCPA") and similar laws enacted by other countries. The FCPA primarily:

- Prohibits bribes, kickbacks, or other forms of corrupt, illegal, or improper payments to government officials for the purpose of obtaining or retaining business; and
- Requires that SoarTech's financial books, records, and accounts are accurate, current, and complete in all respects, and that SoarTech has a system of internal accounting controls to ensure accurate books, records, and accounts.

## ANTI-BOYCOTT

Do not enter into an agreement, provide any information, or take any action that would cause SoarTech to refuse to deal with potential or actual customers, suppliers, or others in support of an illegal boycott, or otherwise engage in or support restrictive international trade practices or boycotts not sanctioned by the U.S. Government.

## EXPORT/IMPORT AND OTHER TRADE RESTRICTIONS

Comply with all export and import laws and regulations that govern the transfer between countries of certain technical data, equipment, and technology. The export licensing and controls that govern such transfers, as well as the rules pertaining to the import of goods and services, are complex. Employees must be careful to avoid even inadvertent violations.

Do not obligate SoarTech to engage in trade in any country subject to trade restrictions imposed by the U.S. Government. Such restrictions can include sanctions or embargoes that prohibit SoarTech from engaging in certain business activities in specified countries, and with specified individuals and entities. For example, U.S. law prohibits interaction with identified terrorist states and organizations.

SoarTech is required to document all exports of any SoarTech-owned or Government furnished equipment.

When traveling outside the U.S., whether for SoarTech business or personal reasons, export control regulations govern what you may take with you (or "export") and, for some destinations, prohibit travel entirely. Violations of these laws and regulations can result in the revocation of SoarTech's export privileges, and may trigger civil and/or criminal fines and penalties, including imprisonment.

When dealing with international business practices, customers and suppliers contact the Director of Contracts to ensure compliance with foreign laws and U.S. legal requirements.

## LABOR CHARGING

Timely and accurate completion of timesheets is essential. SoarTech must ensure that it charges its customers only those costs that are specifically allowable under the law, regulation, or the contract. Timesheets must report the number of hours worked and the proper distribution of the time against appropriate cost objectives represented by project and overhead ventures. Each employee must complete an original timesheet on a daily basis.

**Record all hours worked, including mandatory SoarTech training (even if done after regular work hours), on a daily basis or by 10AM the next business day.**

Reporting hours not worked, but for which pay is received (e.g., leave, excused absences), must be true and accurate. Shifting of costs to a contract other than the contract worked on is strictly prohibited. It is essential that employees properly document and allocate any cost charged to a customer. These costs might include, but are not limited to, travel expenses, purchases, and use of equipment charges. Improper charging or allocation of time or any other cost may constitute a violation of civil or criminal statutes and regulations.

Direct-charge employees must keep time and labor-charging reports current and must properly report all time spent on each project/assignment. Assignments shall not be initiated until all proper documentation, including a charge number, has been issued and communicated to the employee.

## GOVERNMENT AND COMPANY INVESTIGATIONS

As a U.S. Government contractor, SoarTech is subject to an array of laws and regulations governing its business activities. In some circumstances, a government agency may initiate an investigation or review of an employee's or SoarTech's activities. During such investigations, SoarTech will comply with all applicable laws, regulations and contractual requirements, and will cooperate fully with appropriate investigating agency officials.

Contact the Director of Contracts immediately if a government official requests information from an employee or SoarTech, and/or seeks to interview any employee in connection with an investigation that may involve possible violations of law.

SoarTech will often conduct its own internal investigation. Cooperation with all SoarTech internal investigations is expected. SoarTech must also disclose to appropriate government agencies any suspected violations of law, fraud, and/or contract overpayments involving SoarTech or any of its employees.

# Protect Shareholder Value

## PROPER ACCOUNTING

SoarTech is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that SoarTech is required to file. The books of account, financial statements, and records of SoarTech are intended to reflect accurately and fairly, in reasonable detail, SoarTech's operations and financial position and the underlying transactions and any disposition of assets. The books, statements, and records must be maintained in accordance with established financial and accounting policies issued by SoarTech and with generally accepted accounting principles, and regulations for accounting and financial reporting. All invoices submitted to the government for payment must be reviewed carefully for accuracy. If there is doubt as to whether a particular cost is allowable, it should not appear on the invoice. An employee's approval of an invoice means that the employee has certified that the amounts claimed are proper. Submission of inflated claims could lead to liability for SoarTech and the employee who approves the claim.

## RECORDING AND REPORTING INFORMATION

Information that is the basis for recording transactions or measuring SoarTech's performance must be recorded and reported accurately and honestly. Dishonest reporting, either inside or outside SoarTech, is strictly prohibited. This includes misreporting information or organizing it in a way that is intended to mislead or to misinform those who receive it.

## DISCUSSING COMPANY AFFAIRS

Maintain the confidentiality of information entrusted to you by SoarTech or by its customers, suppliers or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all non-public information (regardless of its source) that might be of use to SoarTech's competitors or harmful to SoarTech or its customers, suppliers or partners if disclosed. Employees must not disclose to persons outside SoarTech any SoarTech-internal information until formally disclosed by SoarTech to the public in accordance with applicable securities laws and regulations. Confidential SoarTech business must not be discussed in public places or in places where visitors are likely to be present, such as lobbies, elevators, and cafeterias.

## INSIDER TRADING

Do not use non-public information for private gain, or disclose non-public information to persons other than SoarTech employees or others with a legitimate business need for the information. Trading in securities of a publicly-traded company based on material, non-public information of that company is unethical and illegal. Liability can also extend to any employee who discloses material, non-public information to another person who uses that information in a securities transaction. Even accidental disclosure of inside information to another party can be a serious breach of corporate confidentiality and can also result in insider trading. For this reason, every employee must avoid discussing sensitive information in any place where it may be overheard by others. All incidents of disclosure of inside information must be promptly reported to HR. Information is considered material if it would be considered important by investors making decisions on whether to purchase, sell, or hold the securities of the company in question.

# Protect Confidential & Proprietary Information and Intellectual Property

Protect and efficiently use SoarTech's assets, including its Confidential and Proprietary Information (CPI), intellectual property (IP), and trade secrets. In accordance with SoarTech's Employee IP, Confidential Information, and Non-Competition Agreement, SoarTech retains all rights, title, and interest to all inventions, software, and other intellectual property that result from or are suggested by work performed by employees for SoarTech or use of SoarTech resources. Take all responsible steps to comply with all applicable procedures established by SoarTech to protect CPI from unauthorized or inadvertent disclosure and to use SoarTech CPI only as necessary and proper in the performance of your duties as an employee of SoarTech. Do not (directly or indirectly), without the written consent of SoarTech, use, reproduce, copy, disseminate, publish, disclose, provide or otherwise make available to any person, firm, corporation, agency or other entity, any SoarTech CPI.

## SECURITY OF U.S. GOVERNMENT CLASSIFIED AND OTHER SENSITIVE INFORMATION

Comply with U.S. Government regulations and laws that protect our nation's defense secrets and to prevent any unauthorized access to or dissemination of sensitive information.

Employees who have a valid security clearance and require access to specific classified information must handle such information, in whatever form it exists, strictly in accordance with the procedures set forth by the appropriate governmental agency for safeguarding classified information. Such procedures normally encompass activities such as storage, U.S. Government reproduction, review, shipping, and destruction of classified information. Do not seek access to, accept, or retain any classified materials for which you do not have a need to know, or which you are not otherwise entitled to possess. Contact the local Facility Security Officer or SoarTech's Corporate Security Officer with any questions relative to the security of U.S. Government classified information.

In addition, Controlled Unclassified Information ("CUI") refers to unclassified information that is to be protected from public disclosure. The CUI designation replaces "sensitive but unclassified" and other similar control markings. Take appropriate steps to protect such information from unauthorized disclosure consistent with regulations and policies under which such document is issued.

## RECORDS RETENTION AND DESTRUCTION

Ensure that business records are available to meet the business needs of SoarTech, including legal, tax, and other regulatory requirements wherever SoarTech conducts its business. Failure to preserve documents and other information as required by the Records Retention policies and any distributed Hold Notice can result in serious adverse consequences to SoarTech and its employees. It is unlawful to destroy, conceal, alter, or falsify any SoarTech business or other record, document, or object for the purpose of obstructing or influencing any lawsuit or other legal, regulatory, or government proceeding or investigation. Doing so may subject SoarTech and any offending persons to severe civil and criminal penalties including substantial damage awards, fines, and imprisonment.

## POLITICAL ACTIVITIES

Federal, state and local laws govern contributions made to political candidates. No political contributions may be made by an employee on behalf of SoarTech. For purposes of this section, the term "contributions" includes the use of SoarTech facilities and employee time in connection with an election for public office. In addition, there are additional federal, state and local laws that govern the activities of government lobbyists. All such activities on behalf of SoarTech must be coordinated with HR.

# Respecting Our Customers and Business Partners

## MARKETING AND PROCUREMENT INTEGRITY

Deal honestly and fairly with all customers, competitors, teaming partners, subcontractors, suppliers, and consultants. When preparing proposals and negotiating contracts, always be accurate, current, and complete in all representations on behalf of SoarTech. In conducting business with government agencies, SoarTech must abide by certain special contract and procurement regulations and rules to protect the public interest and integrity of the government procurement processes.

Submitting to a government customer a proposal, price quotation, claim, or other information that is knowingly false, incomplete, or misleading can result in civil or criminal penalties for both SoarTech and each employee involved in the submission. Penalties include suspension of a contract, debarment, imprisonment, and fines. SoarTech is obligated to and must disclose, when required to do so, current, accurate, and complete cost and pricing data. Generally, cost and pricing data includes historical price and cost information plus information related to supplier quotations, cost trends, management decisions, or other factors that may potentially affect costs.

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

## ANTITRUST

SoarTech will not knowingly enter into business arrangements that eliminate or discourage competition or that provide an improper competitive advantage. If an employee is involved in any dealings with SoarTech's competitors, antitrust laws may apply to the activities.

***Consult with the Contracts Department before negotiating with or entering into any arrangement with a competitor. In addition, be aware that any of the following activities may violate antitrust (and other) laws:***

- Price fixing;
- Boycotting suppliers or customers;
- Pricing intended to run a competitor out of business;
- Disparaging, misrepresenting or harassing a competitor;
- Bribery, kickbacks, or stealing trade secrets;
- Entering into agreements or understandings with competitors to divide the market by allocating territories or markets, and/or limiting the production or sale of products or product lines;
- Conditioning the sale of one product/service on the sale of another unwanted product/service; or
- Conditioning the sale or purchase of products/services on the requirement that the seller or purchaser not do business with competitors.

Avoid engaging in or discussing any of the above activities with competitors, suppliers, or customers, and must report any instances in which such activities are proposed or discussed to the Director of Contracts.



## UNAUTHORIZED THIRD PARTY PROPRIETARY AND THIRD PARTY SOURCE SELECTION INFORMATION

Do not use a competitor's proprietary or source selection information, regardless of how it was obtained, except where permitted by law or express agreement. Examples include information contained in a competitor's bid or proposal, cost or pricing data, or other information submitted to the government or contemplated for submission to the government and designated as "proprietary" or "source selection" in accordance with the law or regulation.

Refuse any offers to provide SoarTech with any unauthorized contractor bid and proposal information or source selection information and immediately report the offer to the Contracts Department. Do not use, obtain, accept or receive any information to which SoarTech is not clearly and legitimately entitled.

Should you inadvertently, accidentally or otherwise receive unauthorized third party proprietary or source selection information, you must secure and contain the information to prevent further distribution and to ensure that no one else learns its contents. There are no exceptions to this rule. In addition, you must immediately contact the Contracts Department at [Contractsandlegalops@soartech.com](mailto:Contractsandlegalops@soartech.com).

# Employment Restrictions

## RECRUITING AND EMPLOYING CURRENT AND FORMER U.S. GOVERNMENT EMPLOYEES

Federal laws and regulations govern the employment of current or former U.S. Government employees (military or civilian), either directly or as consultants (known as the “Revolving Door”). In addition, the Revolving Door issue is a compliance requirement for SoarTech’s contractual representations and certifications. All prospective employees and consultants who are current or former U.S. Government officers or employees must complete the SoarTech Employment Questionnaire and Certification Form. This Form is designed to assist SoarTech in determining which restrictions, if any, apply to the prospective employee/consultant.

Revolving Door restrictions also exist for employees of federal contractors going into or back to government service, called the “Reverse Revolving Door”. Any federal government employee who, within the last year, served as an officer, director, trustee, general partner, agent, attorney, consultant, contractor, or employee of a federal contractor, may not participate in matters affecting that contractor.

Some commercial and government contracts and subcontracts also restrict solicitation of employees and proselytization activities, which collectively prevent a company from hiring, or soliciting for hire, employees of another company with which it has a contractual relationship. The primary purpose of these clauses is to protect a company’s confidential information, intellectual property, and substantial investment in training. Violations of non-solicitation clauses can lead to monetary damages and breach of contract.

Consult with HR and the Contracts Department before initiating any action to discuss the employment of current or former U.S. Government employees. In the event that a former U.S. Government employee becomes a consultant or employee of SoarTech, SoarTech will observe all applicable post-employment requirements.

## GRATUITIES, BRIBES AND KICKBACKS

Except as provided below, do not offer or give any gift, gratuity, bribe or kickback to any SoarTech customer, supplier or government employee or official that would violate law, regulation, or the policies of SoarTech or the recipient’s company/government agency, or cause embarrassment to or negatively reflect on SoarTech’s reputation.

This restriction applies to both SoarTech employees and any household or immediate family member.

## U.S. GOVERNMENT CUSTOMERS, EMPLOYEES, AND OFFICIALS

Do not offer or promise to offer (directly or indirectly) anything of value (including gifts, entertainment, loans, travel, favors, hospitality, lodging, discounts and meals) to any former, actual or potential U.S. Government customers, employees and officials or their families. A few exceptions exist, which allow, in certain cases, contractor employees to provide:

- Modest items of food and refreshments such as soft drinks, coffee and donuts on an occasional basis in connection with necessary and legitimate business activities.
- Unsolicited gifts (including meals, transportation, lodging, or entertainment) having an aggregate value of \$20 or less per government employee, per occasion, provided such items do not in aggregate exceed \$50 per person in a calendar year. This is commonly referred to as the “20/50 Rule.”

Marketing or promotional items such as a coffee mug, pen, or T-shirt, intended solely for the purpose of presentation and displaying the company logo, so long as the item conforms to the 20/50 Rule.

**NOTE:** Running afoul of the ban on gifts and gratuities is easy, so you must remain wary. The U.S. Government applies the ban at the employer level (i.e., the entity actually seeking to do business with the government, also called the “Prohibited Source”). As SoarTech is the Prohibited Source, the government combines the value of all gifts given by all SoarTech employees to a government employee. Thus, a SoarTech employee might believe that one \$20 gift to a government employee complies with the 20/50 Rule. But, if that government employee accepts three or more \$20 gifts from any SoarTech employee within the same year, then the government employee has just violated the “50” portion of the 20/50 Rule.

*There are a few additional exceptions to the general prohibition against gifts. However, no expenditure for such gifts is reimbursable to the employee AND the employee MUST contact the Contracts Department prior to procuring or providing any such gifts. Such items may include:*

- Awards and honorary degrees
- Gifts based on outside business or employment relationships (e.g. flowers for illness or death)
- Social invitations from persons other than prohibited sources
- Gifts authorized by supplemental agency regulations
- Gifts accepted under specific statutory authority
- Gifts motivated by longstanding personal or family (non-business) relationships
- Discounts and similar benefits

## FOREIGN CUSTOMERS

Meals, entertainment and reasonable gifts may generally be provided to foreign customers who are NOT foreign officials or officials of state-owned companies, provided they are permissible under local law and in accordance with the above 20/50 Rule.

Any and all requests for payment or provision of business courtesies (meals, gifts, lodging, transportation, etc.) to any foreign official (including officials of state-owned companies), foreign political party or party official, or candidate for foreign political office must be approved in advance to the Contracts Department.

## DOMESTIC NON-GOVERNMENT CUSTOMERS

SoarTech does not prevent employees from socially entertaining domestic non-U.S. Government business acquaintances. Meals, refreshments, entertainment and reasonable gifts (having a market value of \$100 or less) may generally be provided to such customers, provided they are in support of business activities and permissible under the rules of the recipient's company policy and approved in advance by the Contracts Department.

## BUSINESS COURTESIES TO SOARTECH EMPLOYEES - MEALS, REFRESHMENTS AND ENTERTAINMENT

Although an employee may not use his or her position at SoarTech to solicit a personal benefit of any kind or amount, it is permissible to accept unsolicited meals, refreshments, entertainment, and other business courtesies such as local transportation, on an occasional basis, provided all of the conditions within this policy are met.

## GIFTS TO SOARTECH EMPLOYEES

Do not accept compensation, honoraria, funds in any form or amount, or any other form of gift or gratuity from any entity, representatives of any entity, or any person that does or seeks to do business with SoarTech, unless approved in advance by the Contracts Department. Gifts from U.S. Government customers, suppliers or vendors must not be accepted, except for advertising, promotional or other items of nominal value (generally \$25 or less). Reasonable gifts (having a market value of \$100 or less) from domestic non-U.S. Government customers, suppliers or vendors may be accepted provided they are in support of business activities and permissible under the rules of the donor's company policy and approved by the Contracts Department.

## BE MINDFUL OF APPEARANCES

Avoid any situation (such as offering or accepting meals, gifts, gratuities, or entertainment) that may create or appear to create a conflict between the employee's personal interests and the interests of SoarTech.

## Conclusion

SoarTech's continued success depends upon the support and cooperation of all employees. Any questions or concerns regarding conduct or the laws summarized in this Code should go through HR and the Contracts Department.

This Code may be changed at any time with or without notice. Adherence to this Code constitutes a term of employment, but the Code shall not otherwise alter the at-will nature of any person's employment or limit the right of either SoarTech or any employee to terminate that employment relationship with or without notice and with or without cause.