

Code of Ethics & Business Conduct



**Look
Forward.**



To my fellow Vistant employees,

Supporting the United States Federal Government is a privilege, and it is a privilege that we take very seriously. Our long and successful history is as an organization dedicated to supporting global efforts to promote health and stability – in our words and in our deeds. Sometimes, we lose focus on that simple fact, so it is imperative we remind ourselves of those principles that guide our every action.



A code of ethics is NOT something that can be followed by MOST of our employees MOST of the time. These are the guiding principles that EVERY employee must follow ALL of the time.

We expect our employees to adhere to the highest ethical and professional standards when representing the organization and our clients, and when working with each other. This document clarifies those expectations.

For most of you, the code will reflect the actions and behaviors you have exhibited throughout your professional career and your tenure at Vistant.

As you read through this code, I challenge you to take the time to decide how you will live these principles each and every day you work here at Vistant. Think deeply about this. It is singularly the most crucial decision you will make in your career.

By abiding by these standards, you help ensure Vistant maintains an impeccable reputation as we continue to be recognized as a leading provider of support services for U.S. missions around the world. You enhance the impact of our on-the-ground expertise. And you pave the way for lasting solutions to the most difficult and important humanitarian and security challenges of our time.

Thank you for your ongoing commitment to set the standards by which we exist. Thank you for your dedication and support as we all collectively Look Forward to a brighter future.

Tom Ferrando
CEO





Company Vision

Our vision is to be a force for global stability, health, and prosperity by supporting U.S. missions around the world in an ethical manner with immediate, on-the-ground expertise and dynamic solutions to the most difficult and important humanitarian and security challenges of our time.



Values

Our values are built on ethics and our commitment to each other and a bigger purpose.

Integrity First

We act with integrity and in an ethical manner in all situations. If we are ever in doubt, we ask questions before we seek guidance.

Commitment to People

We are inspired by people and know without each other's success there is no success.

Commitment to Excellence

We work beyond ourselves and are never satisfied because we know how much is at stake.

Commitment to Outcomes & Perseverance

We see it through, no matter how difficult or how many setbacks, we refuse to be deterred.

Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for Vistant? Will it help create a working environment in which Vistant can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering "yes" to those questions and by working every day to build our trust and credibility.

Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. Vistant is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

Vistant is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to his or her manager or to the Human Capital Department.





All Vistant employees are also expected to support an inclusive workplace by adhering to the following conduct standards:

- Treat others with dignity and respect at all times.
- Address and report inappropriate behavior and comments that are discriminatory, harassing, abusive, offensive or unwelcome.
- Foster teamwork and employee participation, encouraging the representation of different employee perspectives.
- Seek out insights from employees with different experiences, perspectives and backgrounds.
- Avoid slang or idioms that might not translate across cultures.
- Support flexible work arrangements for co-workers with different needs, abilities and/or obligations.
- Confront the decisions or behaviors of others that are based on conscious or unconscious biases.
- Be open-minded and listen when given constructive feedback regarding others' perception of your conduct.

Vistant will not tolerate discrimination, harassment or any behavior or language that is abusive, offensive or unwelcome.

Create a Culture of Open and Honest Communication

At Vistant everyone should feel comfortable speaking their mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Vistant will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. Vistant will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

For your information, please see the excerpt from Vistant's Policy 102 regarding non-retaliation:

Vistant prohibits retaliation against any employee who, in good faith, reports discrimination, harassment, retaliation or any other violation of this policy, or who participates in an investigation or any proceedings related to such reports.

If an employee believes they or a co-worker has been (or are being) subjected to retaliation or witnesses such conduct, the employee should immediately report the conduct using the procedures outlined in this policy.

Vistant has established several avenues you can use to report anything of concern that occurs in the workplace or is otherwise related to Vistant. These avenues include going to your direct manager, another manager, Human Capital, the Ethics and Compliance Committee (integrityfirst@vistantco.com), the Chief Ethics and Compliance Officer, the CEO, the Board of Directors, or confidentially through our hotline. Reporting can happen in person, by email, or by phone. Managers who receive reports of harassment, discrimination or policy violations are required to escalate that report to Human Capital within 24 hours.

In addition, Vistant has partnered with **Red Flag Reporting** to provide you with the ability to report using a hotline that is accessible using any internet connection or phone. Reports can be submitted through Red Flag Reporting either anonymously or by identifying yourself.

Red Flag Reporting: US & International Employees: www.redflagreporting.com, select "file a report" and enter the code: Vistant 1-877-64-RedFlag (1-877-647-3335).



Set Tone at the Top

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters. Managers have a special role in our Ethics and Compliance program, as they are often the first points of contact when employees have a question or concern. As such, and to make our Code work, Vistant managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues and be prepared to escalate concerns when necessary. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Vistant, we want the ethics dialogue to become a natural part of daily work.

Uphold the Law

Vistant's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Vistant policy, we should seek the advice from the resource expert. We are responsible for preventing violations of the law and for speaking up if we see possible violations.

Note: Vistant is a Maryland Limited Liability Company.

Competition

We are dedicated to ethical, fair and vigorous competition. We will sell Vistant products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Vistant or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

Proprietary Information

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Selective Disclosure

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to Vistant, its securities, business operations, plans, financial condition, results of operations or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

Health and Safety

Vistant is dedicated to maintaining a healthy environment. Please see Policies 104 Alcohol and Drug Free Workplace, 701 Workplace Safety, 702 Workplace Environment and 703 Violence-Free Workplace for more information.





Avoid Conflicts of Interest

Vistant expects all employees to conduct themselves and Company business in a manner that reflects the highest standards of ethical conduct, and in accordance with all federal, state, and local laws and regulations. This includes avoiding real and potential conflicts of interest.

Exactly what constitutes a conflict of interest, or an unethical business practice is both a moral and a legal question. Vistant recognizes and respects the individual employee's right to engage in activities outside of employment which are private in nature and do not in any way conflict with or reflect poorly on the Company.

It is not possible to define all the circumstances and relationships that might create a conflict of interest. If a situation arises where there is a potential conflict of interest, the employee should discuss this with a manager for advice and guidance on how to proceed. The list below suggests some of the types of activities that indicate improper behavior, unacceptable personal integrity, or unacceptable ethics:

1. Simultaneous employment by another firm that is a competitor of or supplier to Vistant.
2. Hiring or supervising family members or closely related persons.
3. Carrying on Company business with a firm in which the employee, or a close relative of the employee, has a substantial ownership or interest.
4. Holding a substantial interest in, or participating in the management of, a firm to which the Company makes sales or from which it makes purchases.
5. Borrowing money from customers or firms, other than recognized loan institutions, from which our Company buys services, materials, equipment, or supplies.
6. Accepting substantial gifts or excessive entertainment from an outside organization or agency.
7. Speculating or dealing in materials, equipment, supplies, services, or property purchased by the Company.
8. Participating in civic or professional organization activities in a manner that divulges confidential Company information.
9. Misusing privileged information or revealing confidential data to outsiders.
10. Using one's position in the Company or knowledge of its affairs for personal gains.
11. Engaging in practices or procedures that violate antitrust laws, commercial bribery laws, copyright laws, discrimination laws, campaign contribution laws, or other laws regulating the conduct of Company business.





Set Metrics and Report Results Accurately

Accurate Public Disclosures

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform senior leadership and the Human Capital department if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

Corporate Recordkeeping

We create, retain, and dispose of our company records as part of our normal course of business in compliance with all Vistant policies and guidelines, as well as all regulatory and legal requirements. All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Vistant's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any authorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Vistant books, records, processes or internal controls.

Voluntary Self-Disclosure

Vistant as a company promptly reports any regulatory, statutory, or ethical violations it becomes aware of through voluntary self-disclosure to the appropriate authority. We are committed to transparency and to swiftly addressing and rectifying any non-compliance. All employees will be treated with fairness and respect, and any disclosures will be handled confidentially and without fear of retaliation. Together, we uphold our values and maintain the trust of our stakeholders.

What We Do is Right, Always

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away. Vistant has multiple methods for us to seek guidance in analyzing difficult ethical issues. They include your current manager, a member of the Human Capital team, our Chief People Officer, our Ethics and Compliance Committee, the Chief Ethics and Compliance Officer, and our employee hotline, Red Flag Reporting. Nobody at Vistant should feel like they must make a difficult ethical decision on their own. We promote a "speak up" culture.

At Vistant, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that Vistant is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we should do so.

Although Vistant's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the Human Capital department.

Vistant's disciplinary system is designed to provide clear guidelines on the consequences for violating the Code. We enforce disciplinary actions that are fair, consistent, and transparent, starting with warnings and progressing to more severe measures up to termination for repeated actions or more serious violations. Employee merit and incentive eligibility are paused when corrective action activities are ongoing. By integrating compliance into our compensation, incentives, and disciplinary system, Vistant reinforces the importance of ethical behavior.



Be Loyal

Confidential and Proprietary Information

Integral to Vistant's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

Use of Company Resources

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Vistant are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the Vistant network and our fellow employees, Vistant reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or Vistant's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager.

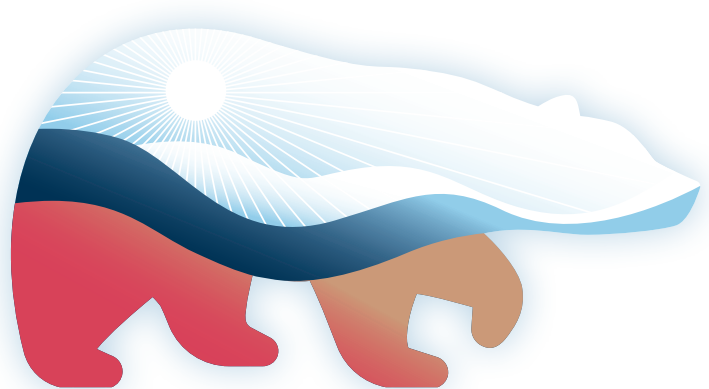
Media Inquiries

Vistant is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. To ensure that we speak with one voice and provide accurate information about the company, please refer to and follow Policy 405 External Relations and Communications.

Several key questions can help identify situations that may be unethical, inappropriate or illegal.

Ask yourself:

- ❓ Does what I am doing comply with the Vistant guiding principles, Code of Conduct and company policies?
- ❓ Have I been asked to misrepresent information or deviate from normal procedure?
- ❓ Would I feel comfortable describing my decision at a staff meeting?
- ❓ How would it look if it made the headlines?
- ❓ Am I being loyal to my family, my company and myself?
- ❓ What would I tell my child to do?
- ❓ Is this the right thing to do?





Scope of Code

This Government Contracts and Grants Addendum to the Code of Business Ethics and Conduct (“Code”) is applicable to all officers, employees, agents and contractors (collectively, “employees”) working for or on behalf of Vistant in association with performing contracts for and with government entities, including the United States Government. The ethical standards and guidelines that follow are modeled on United States Government requirements and ethical standards. Therefore, the guidance in this Code is generally applicable and should be followed in employee dealings with all governmental entities and, when working as a subcontractor or subrecipient, with all higher tier contractors or awardees on government projects.

This Code is intended to supplement the Company’s Code of Ethics and Business Conduct. Vistant complies with all applicable laws and regulations. All Vistant employees who serve government clients are responsible for understanding the legal responsibilities and restrictions that apply to their job requirements. All employees involved in the procurement, performance (including billing) and administration of proposals and contracts with governmental entities are covered by this Code (“Covered Employees”). Covered Employees will be required to:

- Acknowledge that they have received and reviewed the Code;
- Participate in and certify completion of training concerning the Code; and
- Comply with the terms of the Code.

Note: Employees who fail to complete the training and certify compliance with the Code may be subject to disciplinary action, up to and including termination.

Introduction

Government Contracting

Doing business as a government contractor is very different from doing business in the commercial marketplace. The laws related to contracting with the Government are far-reaching and complex, placing responsibilities on Vistant that are beyond those faced in the commercial sector.

Statutes and regulations define the way in which government contracts are formed, structured, awarded, performed, and completed. Contract terms and the manner in which contracts are awarded and administered are defined by these statutes and regulations. This means that many behaviors that are acceptable and expected in a commercial setting are forbidden in the government marketplace. Even the natural desire to “please the customer” can result in unexpected consequences with the government. For example, certain types of gifts, meals, and entertainment that might be considered a normal part of doing business with commercial customers are forbidden under government contract rules.

Once a government contract has been awarded, employees should take care to read the contract carefully to ensure Vistant has the necessary processes and controls in place to monitor that its performance is in compliance with all terms and conditions.

Standards

Obedying the law, both in letter and spirit, is the foundation of this Code. Our success depends upon each employee operating within legal guidelines. Additionally, personal integrity is the foundation of corporate integrity and responsibility. Vistant’s policy is to promote the highest standards of integrity by always conducting our affairs in an honest and ethical manner. The integrity and reputation of the company depends upon the honesty, fairness, and integrity of each person associated with Vistant. Each employee must apply common sense, and their highest ethical standards, in making business decisions where this Code and company policies do not contain specific guidelines.

Our role supporting federal agencies comes with special compliance and reporting responsibilities. We are committed to complying with applicable provisions in federal laws and regulations. If you become aware of or suspect a violation of the Federal Acquisition Regulation (FAR) and Code of Federal Regulations (CFR), the Foreign Corrupt Practices Act, the False Claims Act, the Major Fraud Act, Defense Federal Acquisition Regulation Supplement (DFARS), U.S. Privacy Act, Federal Trade Commission Act (FTC Act), Health Insurance Portability and Accountability Act (HIPAA), Fair Credit Reporting Act (FCRA), any applicable privacy law or regulation, or any other regulation, you must report it immediately.



Vistant is committed to the principle that there shall be no retaliation against any employee who makes a good faith report, or asks a good faith question, or raises a good faith issue with their superior, or otherwise reports to any channel identified in this Code, even if the good faith reporting is incorrect or the matter is appropriate.

Violations of This Code and Governmental Laws and Regulations

Violations of this Code will not be tolerated. Any employee who violates the standards in the Code or any applicable federal laws may be subject to disciplinary action which, depending upon the nature and severity of the violation, and the history of the employee, may range from a warning to termination of employee and, in appropriate cases, legal action or referral to authorities.

For violations of the standards set forth in this Code, the government can impose civil fines or penalties and in certain cases may prosecute. Improper conduct can also result in price reductions on Vistant's contracts, cancellations of contracts, and exclusion of the company from government contracting through suspension or debarment.

Employees should be aware that conduct and records, including e-mails, are subject to internal and external review, audits, and discovery by third parties in the event of a government investigation or civil litigation.

Additional Guidance and Training

Vistant holds periodic training sessions to ensure that employees understand the relevant laws and regulations associated with their employment. Employees should not hesitate to ask questions about whether conduct might violate this Code, or voice concerns, or ask for clarification. In this regard, later in this Code we detail the compliance resources available at Vistant. Any Vistant employee who becomes aware of any departure from this Code has a responsibility to report their knowledge promptly to their manager, any member of the Human Capital team, the Chief People Officer, the Chief Ethics and Compliance Officer, the Ethics and Compliance Committee (integrityfirst@vistantco.com), the Chief Executive Officer, or any member of the Board of Directors without fear of retaliation of any kind.

Government Contracts Compliance

Integrity of Vistant Books, Records, Documents, and Accounts

Vistant's books, records, and other documents serve as a basis for managing our business and are important in meeting our obligations. The integrity of Vistant's books, records, documents, and accounts (including submissions to the government) depends on the validity, accuracy and completeness of the underlying information, including cost entries, time reports, and other data. Therefore, all corporate and business records and time keeping and reported should be completed accurately and honestly. Making any false or misleading entries on any Vistant business record is strictly prohibited. In this regard:

- Transactions must be supported by appropriate documentation;
- No entry may be made in our books and records that intentionally hides or disguises the nature of any transaction or liability, or that misclassified any transaction as to accounts or accounting periods;
- The terms of sales and other transactions with the government must be reflected accurately in the documentation of those transactions, and all such documentation must be reflected accurately in our books and records;
- If required by a particular contract that is subject to cost reimbursement accounting requirements, costs must be properly allocated and charged to a government contract or project and only so charged or allocated if they have been incurred in the performance of, or are otherwise properly allocable to, that contract or project, time must be properly charged, and all indirect cost rates must comply with government accounting regulations.





Vistant relies upon its business records to produce reports for the government. Employees who collect, provide, or analyze such information for, or otherwise contribute in any way to, preparing or verifying business records and reports should strive to ensure that Vistant's communications are accurate and transparent and contain all appropriate information. To that end, Vistant's employees must:

- Not take or authorize any action that would intentionally cause company financial records or disclosures to fail to comply with generally accepted accounting principles, government cost accounting principles, or other applicable laws or regulations;
- Cooperate fully with compliance, legal, accounting and other similar functions, respond to their questions candidly, and provide complete and accurate information to help ensure that the company's books, records, and reports are accurate and complete; and
- Not knowingly make or cause or encourage any other person to make any false or misleading statement in any Vistant document or report to the government, or knowingly omit or cause or encourage any other person to omit any information necessary to make the disclosure in any of our documents or reports accurate in all material respects.
- Keep accurate records, conduct business fairly and honestly, and comply with all applicable laws and regulations. Moreover, Vistant holds its third-party business partners, suppliers, and vendors to the same standards of ethics and integrity.
- As an ethical company and government contractor, Vistant is committed to cooperating with any government agencies conducting investigations or audits.

Protection of Confidential Information and Public Disclosure of Governmental Relationships

For purposes of this Code, the definition of confidential information includes, but is not limited to, all non-public information of the government and the fact that Vistant has or is seeking a business relationship with a particular government agency or program. Confidential

information also includes all non-public information that might be of use to competitors, or harmful to the government, Vistant or third parties if disclosed. Every employee has a duty to keep confidential information confidential, and refrain from disclosing it.

Public disclosure of information concerning Vistant and its work with the government should be made only through specific limited channels to avoid inappropriate or inaccurate publicity.

Appearance of Impropriety

You should not engage in any conduct that creates the appearance of impropriety. Your conduct creates the appearance of impropriety whenever it would lead a reasonable observer to objectively conclude that you are acting in a manner that is dishonest, unethical, illegal or otherwise in violation of company policy. It is not possible to identify every instance that results in the appearance of impropriety, but the following guidelines are designed to prevent common instances in which it may occur.

Gratuities: Gifts and Entertainment Policy

Laws and regulations preclude government employees and their immediate families from accepting gifts, gratuities or things of value from contractors. Vistant's interaction with its government customers should be free from the perception that the company sought favorable treatment, received favorable treatment, or that the company received business in exchange for entertainment, gifts, or gratuities of any kind. Vistant personnel must not give anything of value (including, but not limited to, money, services, loans, discounts, travel, entertainment, a promise of future reward or compensation, or meals) to government employees or officials for any reason. This policy applies whether or not you use company or personal funds. Providing gifts of even nominal value to government employees or officials can create, at a minimum, an appearance of impropriety that Vistant must avoid.

Additionally, if you are an expense report approver, it is your responsibility to carefully review the expenses you approve. If you suspect a submitted or approved expense provided anything of value to a government employee, you must immediately notify Human Capital, the Chief People Officer, the Chief Ethics and Compliance Officer, and/or the Chief Executive Officer.



Prohibitions Against Kickbacks and Bribes

Vistant is committed to maintaining integrity in all of its business operations and requires strict compliance with anti-bribery and anti-corruption laws. Further, the company forbids any employee conduct that creates even the appearance of offering or accepting a kickback or bribe in connection with a government contract. A kickback or bribe resulting in the award of a contract, as well as the government giving any other form of favorable treatment to a contractor, such as unwarranted waivers of deadlines or accepting non-conforming services, is prohibited. You are not permitted to make or authorize any offer, payment, promise or gift that is intended or appears to influence any person or entity to award business opportunities to Vistant or make a business decision in Vistant's favor. Vistant has a zero-tolerance policy for violations of this policy. Any employee who violates this Code or any applicable laws will be subject to discipline up to and including termination of employment.

Hiring and Employment Discussions with Government Employees

In many instances it is improper to even communicate with a government employee and their immediate family regarding employment if Vistant is involved in a procurement process with that government entity. Additionally, former government employees typically are subject to "revolving door" rules that limit their efforts to influence government decision-making and are barred from appearing before a government agency on matters in which they personally participated or had a direct and substantial interest while employed by the government. There are also time restrictions on former government employees and their immediate families holding certain positions within Vistant, or representing Vistant in connection with certain matters or activities.

Due to these rules, Vistant employees should not contact a current or former government employee or their immediate family, regardless of seniority, about employment with Vistant of any type without the approval of the Chief Ethics and Compliance Officer, the Chief People Officer, and Chief Executive Officer. In addition, Vistant may require current or former government employees to seek advice from their agency before performing any assignment related to their former agency or any tasks they relate to matter that they know or should know were pending under their official responsibility during their government employment.

Nondisclosure of Procurement Sensitive Information

Various laws prohibit or limit the disclosure of "procurement sensitive information." Procurement sensitive information includes contractor bid or proposal information, or source selection information. Procurement sensitive information retains that designation no matter how the information is received by Vistant. Therefore, Vistant employees must take care to ensure that procurement sensitive information is neither solicited nor obtained. If you are aware that such information has been obtained, regardless of how Vistant came to possess that information (including by mistake), you must immediately stop reading the information, quarantine the information, do not share that information with anyone else, and notify Human Capital, the Chief People Officer, the Chief Ethics and Compliance Officer, and/or the Chief Executive Officer.

Organizational Conflicts of Interest

An organizational conflict of interest arises when factors create an actual or potential conflict of interest for Vistant on a contract, or when the nature of the work to be performed by Vistant on one contract creates an actual or potential conflict of interest on a future procurement. In deciding whether an improper conflict exists, consider whether:

- Conflicting roles for Vistant might bias our judgment in one of those roles; and
- There is an unfair competitive advantage, including situations where Vistant might obtain access to proprietary or competitively sensitive government information.

Merely serving as an incumbent contractor does not create an organizational conflict of interest.

Lobbying Restrictions

All lobbying activities and related expenditures must be conducted under the supervision and approval of the Chief Executive Officer. Vistant's government contracts typically contain a prohibition on the company using government funding to seek to influence certain federal transactions. As a result, it is important that the company be able to review and approve lobbying efforts and expenditures in advance.



Consultants, Agents, Contingent Fees

Honesty and integrity are key standards for the selection and retention of anyone who represents Vistant. Paying bribes or kickbacks, seeking or obtaining prohibited information about competitors, seeking or obtaining proprietary information of a third party without authorization, or gaining inside information or influence are just a few examples of what could give Vistant an unfair competitive advantage in a government procurement and could result in violations of law, regulations, or contract clauses.

All agents, representatives, or consultants must be willing to certify as to their compliance with Vistant policies and procedures and must never be retained to circumvent Vistant's ethical and business standards. In addition, the Sr. Director of Contracts must review and approve all consulting agreements related to government contracting for Vistant and pre-approve any effort to retain an employee or consultant to facilitate the award of government business. Similarly, if you are approached regarding entering into a contingent fee arrangement with a person or entity, you must contact the Sr. Director of Contracts.

Excluded Contractors

Contractors may be excluded from government contracting and subcontracting during the pendency of an investigation into, or after being found to have committed, certain specified offenses indicating a lack of business integrity. The names of individuals and contractors suspended or debarred from federal contracting appear in the System for Award Management at <https://www.sam.gov>.

Vistant refrains from doing business with any individual, contractor, or subcontractor that has been suspended or debarred by the government.

False Claims Act and False Statements Act

Knowingly submitting a false or fraudulent claim, or supporting a claim with a false statement, is prohibited under the civil False Claims Act. Additionally, making any materially false statement to the government under the False Statements Act is prohibited. Vistant employees shall submit only accurate and well-supported invoices and other claims for payment to the government and must promptly correct any inadvertent errors.

Record Retention and Audit Responsibility

The federal government generally requires contractors and subcontractors to maintain books and records pertaining to a government and contract for three years after final payment, although the retention period for other types of books and records may be longer. Accordingly, Vistant is required to keep for such retention periods all documents (regardless of media) related to any government contract or subcontract performed by the company in a secure and accessible location.

Compliance Program

Vistant's ethics and compliance program, including this Code, is implemented at all levels of our company and is overseen by the Chief Ethics and Compliance Officer, the Human Capital Department, and the Chief People Officer. Notifications of potential non-compliance should be reported to your manager (if appropriate), to the individuals identified above, the Ethics and Compliance Committee at integrityfirst@vistantco.com, or as needed through our external hotline provider Red Flag Reporting. These individuals are responsible for ensuring that appropriate policies and procedures exist to help employees comply with Vistant's expectations of ethical conduct. To facilitate compliance with this Code, Vistant has implemented a program of business ethics and conduct awareness, training and review. Additionally, Vistant conducts periodic evaluation of the effectiveness of our ethics and compliance programs, as well as periodic monitoring and auditing to detect improper conduct. All employees are expected to cooperate fully during any reviews and audits.

Clarifying Questions

If a Vistant employee encounters a situation or is considering a course of action and its appropriateness is unclear, the employee should discuss the matter promptly with any one of the following to include: their manager, a Human Capital Department team member, the Chief People Officer, the Chief Ethics and Compliance Officer, or the Ethics and Compliance Committee. The individuals identified above are also available to those who wish to ask questions about Vistant policies or seek guidance on specific situations. These communications shall be kept confidential to the extent reasonably possible within the objectives of this Code.



Reporting Possible Violations

One of the most important responsibilities that any Vistant employee has is the obligation to report possible violations of law or our Code. Vistant encourages employees to fulfill this responsibility and to seek advice when in doubt about the best course of action in a particular situation. If a Vistant employee is aware of a suspected or actual violation of the Code by others, they have a responsibility to report it. Each employee is therefore encouraged to report promptly good faith information in accordance with this Code. Information may be submitted confidentially via Red Flag Reporting.

Red Flag Reporting: US & International Employees: www.redflagreporting.com, select “file a report” and enter the code: Vistant 1-877-64-RedFlag (1-877-647-3335).

At Vistant, employees must remain alert to possible violations of the Code and report all such possible violations to their manager, the Human Capital Department, the Chief People Officer, the Chief Ethics and Compliance Officer, the Chief Executive Officer, Red Flag Reporting, or a member of the Board of Directors. Vistant offers employees several alternatives for obtaining compliance advice and reporting possible violations.

Vistant’s efforts to disclose possible legal violations and contract overpayments are not limited current and future violations. Vistant is committed to investigating

all possible violations, regardless of the date on which the possible violation occurred. In determining whether to report a possible violation or overpayment, individual employees should err on the side of making a report.

Confidentiality of the employee submitting information will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation. Cooperation in any investigation will be expected.

Vistant prohibits any employee from taking retaliatory action against anyone for making a good faith report of possible violations of the Code or assisting in an investigation of a possible violation. If you suspect that you have been retaliated against for reporting or assisting the investigation of a possible violation, you should contact your manager, the Human Capital Department or the Chief People Officer, the Chief Ethics and Compliance Officer, the Chief Financial Officer, the Chief Executive Officer, or a member of the Board of Directors immediately. Employees who come forward with concerns play an important role in maintaining our ethical workplace.

If any investigation indicates that a violation of the Code has probably occurred, Vistant will take action appropriate to the circumstances, including disciplining appropriate employees up to an including possible termination of employment and, where appropriate, referral to authorities. Appropriate action may also be taken to deter future violations of the Code.

Look Forward

We believe there is no direction but forward and have built our company to go further in service of the greatest missions of our day.

We hold ourselves to the highest standards and demand expert program management to ensure every detail, every dependency, and every action is orchestrated and aligned to achieve your highest purpose.

We are committed to persevering when the going gets tough and the challenges seem insurmountable because we know when we fully bring ourselves, anything is possible, and everything is achievable.



 **VISTANT**