



Vigor Code of Conduct

503-247-1777
www.vigor.net

5555 N. Channel Ave
Portland, OR 97217



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OUR VALUES & CODE GUIDE OUR WAY

Our Values & Code

Our values and code help guide our way and provide the foundation for our commitment to the highest level of ethical conduct, a commitment we take seriously.



Our Code of Conduct describes our commitment to these values and are our guide to ethical decision making. Making ethical decisions is essential for how we work with our customers and other business partners and most importantly, how we work within Vigor and with each other.



MESSAGE FROM THE PRESIDENT & CEO

Dear Vigor Family:

Our Code of Conduct is part of who we are and represents the values we stand for. Doing the right thing, speaking the truth and always behaving in an ethical manner are conditions of existence for the Vigor Family.

Our business priorities remain the same:

- Safety - first and always
- Compliance - with laws, company policies and customer requirements
- Quality - in all we do
- Customer - to always be treated with respect
- Competitive - a relentless winning spirit

While safety is always the number 1 priority, compliance comes next. We expect every team member to remain vigilant and steadfast in adherence to our policies, procedures, laws, regulations and customer obligations. Compliance is an indispensable component of who we are: without compliance we do not show care for others, and cannot evolve.

The Code of Conduct outlines our obligations and responsibilities as Vigor team members. Everyone is expected to always act in an ethical manner and strive to avoid the appearance of inappropriate or unethical behavior. We have an obligation to each other to uphold the integrity of our company and its hard-earned reputation. It starts with everyday front-of-mind awareness and applies to all our interactions. Our Vigor Playbook points to certain attributes and personal qualities like trustworthy and ethical that serve to reinforce how we expect each other to behave and act. We have a duty to make Vigor an honest, safe and respectful workplace. We also have an obligation to actively monitor and report wrongdoing.

This Code of Conduct applies to everyone at Vigor, at every position and every level of responsibility, as well as to those with whom we contract and partner. You are requested to read this document carefully and ask questions in any area that is unclear.

In upholding the Code of Conduct, we demonstrate a unified team that takes our company values to heart.

Respectfully,



Francesco G. Valente



President & CEO

Introduction to Our Code

The employees of Vigor and its subsidiaries deliver superior performance through our commitment to ethical business conduct, which ultimately is the foundation for our success. Our *Code of Conduct* was established to help guide our way to this success and applies to everyone who does business on behalf of Vigor, including employees, officers, members of the Board of Directors and all third parties with whom we contract, including customers, suppliers, contractors, their employees and agents.

Everyone who works for, or on behalf of, Vigor is expected to:

- Comply with the Code of Conduct
- Make ethical decisions
- Demonstrate our Values and Code at all times

Although the Code of Conduct is designed to guide us, it cannot address every issue that we might face. When we are confronted with a dilemma or decision and are not sure how to act, we should ask ourselves the following questions:

- Is it ethical & legal?
- Does it reflect our core Values and follow the Vigor Code?
- Would we be proud of the decision or action?
- Could it compromise Vigor's reputation or our own?

If the answers to these questions cannot be made in a positive manner, then we should consult with our supervisor or the other Vigor resources identified in this document for further assistance.

Seeking Advice & Raising Concerns

If we ever have questions about the Code of Conduct or concerns of a possible violation, it is imperative that we raise them. We should never feel uncomfortable coming forward with business conduct concerns, and the sooner we raise our concerns, the sooner we can work together to resolve them. Depending on the nature of the concern, it might be appropriate to start by discussing the issue with the person involved. If that would not be productive, we should contact Vigor resources with whom we feel the most comfortable.

Reporting & Retaliation

Any employee, customer or supplier who believes anyone associated with Vigor has engaged in conduct that may be prohibited by this Code of Conduct is strongly encouraged to report immediately the facts forming the basis of that belief or knowledge to his or her supervisor, next in line Manager, Human Resource professional, Executive Vice President of Human Resources, Vigor Legal Department, Chief Financial Officer and/or Chief Executive Officer.

Parties may also report this information to the organization via our Ethics Hotline as follows:

- Web reporting at: Vigorindustrial.ethicspoint.com
- Toll free phone number reporting: 1-855-729-4276

Reports via the web or toll free hotline can be made either by individuals who wish to identify themselves or on an anonymous basis.

Vigor prohibits retaliation against any employee who provides information or otherwise assists in an investigation or proceeding regarding any conduct which he or she reasonably believes to be a violation of federal or state laws. These include but are not limited to laws that prohibit discrimination, ensure the health and safety of employees, vendors and visitors, provide consumer protection, those which set forth the terms and conditions or privileges of employment and/or federal laws regarding fraud. Vigor will not discharge, demote, suspend, threaten, harass or otherwise discriminate or retaliate against anyone for raising or reporting a concern to Vigor regarding violations of this Code of Conduct.

If you have questions regarding whether a certain activity is prohibited by this policy, please contact the Human Resources Department. None of the policies in this document are intended to conflict with any employee's rights under state and federal law.

Specific Requirements on Government Contracts

When working on government contracts or subcontracts, we are required by the Federal Acquisition Regulation (FAR) to disclose credible evidence of certain violations of law involving fraud, conflicts of interest, bribery, or gratuities, in addition to other issues. To comply with these obligations, we must immediately report any issues that could potentially constitute a violation of criminal or civil law, or a significant overpayment on a government contract or subcontract. We may also report these matters through Vigor's ethics hotline or through one of the ethics helplines maintained by our customers, if we prefer to remain anonymous.

Respecting Our Code of Conduct, Policies & the Law

This Code of Conduct summarizes some of our most important policies and procedures. More detailed guidance on these topics can be found in our Corporate Policies, which are available on VigorNet or by contacting your manager.

We must understand that the Code of Conduct does not address all of the laws and regulations that may apply in all of Vigor's business operation. It is, therefore, important to seek guidance from our Legal Department whenever you are uncertain of how local laws may affect our work.

Guiding the Way

Employees may also contact the Chair of the Vigor Audit Committee, particularly regarding concerns about violations of our standards in the areas of accounting, internal controls or auditing:

Vigor Corporate Headquarters
Attn: Board of Directors - Audit Committee Chair
5555 N Channel Ave
Portland, OR 97217

Our Way within Vigor & with Each Other

We care about the people we work with. Together, we combine our talent, ideas, experience and diverse background to deliver the best solutions to our customers.

We know that treating everyone we encounter with **Respect** and **Dignity**, as well as acting with **Love** in all that we do is fundamental in our collective success as an organization.

Promoting Diversity, Inclusion & Respect in the Workplace

We appreciate that every individual at Vigor brings a unique background and perspective, as well as a unique set of abilities. Leveraging our diversity creates innovative solutions and enhances our delivery of world class customer service.

We expect everyone to treat people with dignity and respect. We are truthful and considerate. We create an inclusive environment that is focused on a common purpose, where diversity in people and perspectives is valued. We cooperate across organizational boundaries, focusing on adding value and earning the trust of our teammates. We achieve success through collaborative efforts and a commitment to achieving common, defined objectives. We seek to provide a work environment where everyone can evolve and achieve their full potential.

We care about the people we work with. We are all responsible for creating a climate of dignity & respect, and for promoting a productive workplace environment.

Off Duty Conduct

Generally, we regard off-duty activities of employees to be their own personal matters. However, certain types of off-duty activities concern us because of the potential negative impact on Vigor's reputation within the communities we serve or your ability to perform your job duties. Therefore, employees who engage in or are associated with illegal or otherwise harmful conduct that adversely affects job performance, the performance of fellow employees or otherwise adversely affects customers, suppliers, people who work on behalf of the organization or the organization's legitimate business interests are subject to disciplinary action, up to and including termination.

Examples of conduct prohibited by this rule include:

- Disparaging comments about coworkers
- Conduct that is vulgar, obscene, threatening, intimidating, harassing, or a violation of Vigor's workplace policies against discrimination, harassment, or hostility on account of age, race, religion, gender, sexual orientation, ethnicity, nationality, disability, or other protected class, status, or characteristic.
- Disclosing trade secrets
- Defaming any individual Vigor employee by making maliciously untrue statements or disparaging Vigor's products, services, vendors, suppliers, or clients for the sole purpose of damaging the reputation or business relationships.
- Engaging in illegal activity that affects job performance or Vigor's reputation
- Failing to maintain necessary licenses or certifications

This Off-Duty Conduct policy does not prohibit communication about the terms and conditions of employment. However, employees may not speak on Vigor's behalf without authorization, and should take reasonable steps to prevent giving the impression that personal statements are made with Vigor's approval or on Vigor's behalf.

Avoiding Harassment & Discrimination

Vigor will not tolerate harassment of any type, including verbal, physical, emotional, and visual or sexual harassment. This prohibition extends beyond co-workers and includes suppliers, customers, and anyone else who does business with Vigor. Harassment can diminish the dignity of a person, create an offensive or otherwise hostile work environment, and interfere with work performance.

Some examples of harassment include, but are not limited to:

Bullying

Sexual remarks, threats, gestures, or requests for sexual favors

Questions or conversation about sexual activities

Unwelcome or inappropriate touching including patting, grabbing, brushing up against

Displaying sexually suggestive pictures or objects including posters, drawings, displaying such content on a computer

Verbal or physical threats of any type

Offensive behaviors such as making ethnic jokes, religious slurs, using offensive slang or derogatory terms regarding race, mimicking speech or accent or acting out perceived disabilities

We act on what we know is right. If you experience or witness any type of harassment, report it immediately.

As an equal opportunity employer, Vigor is committed to giving all qualified individuals an equal opportunity in employment at Vigor. Our policy is to administer all personnel actions without regard to:

- Race/Ethnicity
- Color
- Religion
- National Origin
- Sex
- Sexual Orientation
- Gender Identity
- Age
- Genetics
- Disability
- Protected Veteran Status
- Marital Status
- Or any other status protected by law

This policy applies to recruiting, hiring, training and promoting in all job titles, as well as to decisions on compensation, benefits, transfers, layoffs, return from layoff, Vigor-sponsored training, education, tuition assistance, or social and recreation programs. Our policy is to ensure that we base all employment decisions, including promotions, on valid job requirements.

Maintaining a Safe & Healthy Workplace

We are committed to conducting operations and activities in a manner that provides and maintains safe and healthful working conditions, protects the environment and conserves natural resources. In meeting this commitment, it is Vigor's policy that no one shall engage in any conduct that violates any environmental, health, or safety laws, or is otherwise inconsistent with the highest levels of corporate responsibility to the health and safety needs of our employees and the environmental needs of our communities.

Pay close attention to safety risks and:

1. Never block fire exits, fire extinguishers, or electrical panels with furniture or equipment
2. Never disregard safety or environmental rules established in procedures or training
3. Always wear personal protective equipment
4. Promptly report all workplace related injuries, regulatory violations, or unsafe conditions

Caring about the people we work with means if any unsafe conditions are noticed, they should be reported to a manager immediately.

A Workplace Free From Violence

As part of our commitment to safety, our workplace must be free from physical violence.

Workplace violence takes many forms, such as:

- Threats of toward any person or Vigor facility
- Stalking
- Suicide threats
- Domestic violence affecting the workplace
- Sabotage of property
- Any behavior that raises concerns about violence or risk to others

Weapons are prohibited in the workplace and Vigor takes threats very seriously. If you witness or become aware of any possible violent threats, contact your local Security Officer immediately.

A Workplace Free From Substance Abuse

The use of prohibited drugs, unauthorized prescription drugs or alcohol abuse can create serious safety risks. The possession, sale, or use of prohibited drugs and/or unauthorized prescription drugs, or being under the influence of such drugs, on Vigor time, property, or at Vigor-sponsored events is prohibited.

We also prohibit the consumption of alcohol on Vigor property or on company time, in connection with Vigor business, or in a manner that would influence the performance of tasks and responsibilities. However, in some instances, employees may consume alcoholic beverages at Vigor-sponsored events when authorized by management and when appropriate monitoring is in place. All employees are held accountable for ensuring that their performance and judgment are unimpaired by alcohol during working hours and that they do not drive while intoxicated.

Protecting Employee Information & Privacy

Vigor is committed to protecting the privacy of the data placed in our trust. Only employees who are authorized and who have a work-related reason may access personal information such as Vigor personnel and medical records. Personnel and medical records should contain only employment-related information.

Safeguarding Confidential Information

At Vigor, we own, create, or have access to a significant amount of “sensitive information” (e.g., Confidential or Proprietary information) in the course of conducting our business. We must protect the confidentiality of all sensitive information whether obtained from or relating to Vigor and/or suppliers, customers, or other third parties. We should not disclose (even to family) or use any sensitive information for any purpose other than on a “need-to-know” basis within Vigor for legitimate business purposes. This obligation lasts during our entire employment and at all times thereafter.

Because of the extremely sensitive nature of our business, if information must be disclosed outside of Vigor (for business or legal reasons), please contact our Legal Department in advance of the disclosure. Vigor Legal will assist in discussing and implementing proper protective measures before disclosure or use of the information. If we are ever uncertain or unsure about what information is sensitive, we should contact our Legal Department.

When Vigor executes confidentiality agreements with a third party regarding sensitive information to be received by Vigor, we must all honor the terms of such an agreement. Remember: “sensitive information” is nonpublic information about Vigor, its suppliers, customers and third parties and cannot be disclosed, other than on a need-to-know basis within Vigor and can be used only for the purpose for which it was provided.

Protecting Vigor Assets & Property

We must protect all assets of Vigor at all times. Vigor assets can include:

- Physical Assets (e.g., phones, computers, equipment, and facilities)
- Financial Assets (e.g., funds)
- Information Assets (e.g., product designs, technical data, computer software, and proprietary information)

When working with the Vigor’s data, designs, or proprietary information, we must be sure not to make any accidental or unauthorized disclosure of this information. This means adhering to any nondisclosure agreements, paying attention and preserving Vigor’s proprietary markings, ensuring that all technical data and software submitted to the government are marked with the correct “limited” and “restricted” rights legends, and not transmitting information by email unless the email is appropriately encrypted or otherwise protected.

When using a corporate asset, we should always consider whether our actions are in the best interest of Vigor. As a general rule, corporate assets should be used for business purposes only. There might be situations where occasional personal use of corporate assets is appropriate, such as to make a call to order lunch or to use the internet to review a train schedule. This type of use is appropriate as long as it is neither excessive nor disruptive to the workplace.

Protecting Intellectual Property

As with our responsibilities for protecting the physical and financial assets of Vigor, it is equally important to protect Vigor's intellectual property. Intellectual property includes confidential information and trade secrets as well as copyrights, patents and patentable inventions, and trademarks. This includes placing the proper markings on our government contract and subcontract proposals, as well as marking any data or software with the correct "data rights" legend specified in our contracts.

Each of us is responsible to protect Vigor's intellectual property in accordance with intellectual property laws and regulations. Additionally, we may not misuse anyone else's intellectual property. The laws and regulations in this arena are complicated; accordingly, you should contact the Legal Department whenever questions arise.

Using Vigor Information Systems

Our information systems are critical to our day-to-day business activities and we must use them responsibly. This means always putting Vigor's interests first to ensure that these systems operate as they should. In order to protect Vigor's information systems, we must:

- Always use strong passwords, user ID's and building-access keycards to prevent security breaches
- Never leave mobile phones or laptops unattended or in non-secure locations
- Always secure computers and workstations
- Protect information used to access Vigor information systems, including user IDs, passwords, and building-access key cards
- Protect the confidentiality and security of our information systems
- Protect information systems from damage, including physical damage and virus-caused damage

There are certain activities that can threaten the integrity of Vigor's information systems and are never acceptable during working hours or on personal time. These include:

- Engaging in improper communications over Vigor's information systems
- Visiting inappropriate Internet sites from Vigor's information systems
- Distributing confidential information from Vigor's information systems without authorization
- Installing unapproved hardware or software onto Vigor's information systems
- Conducting outside business not related to Vigor work over Vigor's information systems

We should be mindful that communications that take place over Vigor's information systems are not necessarily private and Vigor cannot guarantee confidentiality. Vigor reserves the right (where legal to do so) to monitor and to make records of all such communications to verify compliance with policies and for other legitimate business reasons.

Consistent with our Responsibility Value, when working at a Government facility or when having authorized access to a Government information system, we must understand and strictly follow all procedures and requirements for using the Government's system.

Business & Financial Records

Ensuring accurate and complete business and financial records is everyone's responsibility, not just a role for the accounting and finance personnel. Accurate recordkeeping and reporting reflects on Vigor's reputation and credibility and ensures that Vigor meets its legal and regulatory obligations. All employees are expected to help ensure that transactions are recorded and classified in the proper accounting period and in the appropriate account and department.

- Delaying or accelerating the recording of revenue or expenses to meet budgetary goals is prohibited
- Estimates, accruals and expenses must be supported by appropriate documentation
- Financial reports to outside parties should be complete, fair, accurate and timely
- Falsification of financial records is grounds for termination

- Employees are prohibited from seeking to evade or knowingly allowing others to evade taxes or subvert currency laws, engage in price-fixing schemes, or to misdirect funds in the form of kick-backs, bribes or similar misappropriation to any party including customers, suppliers and/or government officials. This includes making payments only to the person or firm that actually provided the goods or services.

It is critical to our reputation that our financial data and business records are current, accurate and complete.

Communicating Honestly & Carefully

Communications & Marketing Activities

We believe that customer relationships are built on integrity and trust. We must never seek to win business through improper or questionable business practices.

Truthful and accurate communication about products and services is essential to meeting our responsibilities to our customers. We must be honest in marketing, in preparing bids and proposals based on current, accurate, and complete cost and pricing data, and in negotiating contracts.

Communications with the Media

Vigor has appointed designated individuals in Public Affairs/Government Relations/Corporate Marketing to respond to all media inquiries. Unless you have been designated as a Vigor spokesperson, you may not respond to media inquiries. If you are contacted by the media, contact Public Affairs/Government Affairs immediately.

Social Media

“Social Media” is loosely defined as any media publicizing, selecting, or exchanging user-generated content to the public. This includes social networking sites, blogs, multimedia sites, and other information sharing vehicles. Responsible use of social media is essential to safeguarding Vigor’s confidential information.

Although the use of social media may be authorized in some instances, using social media responsibly means adhering to the following principles:

- Never represent yourself as speaking on behalf of Vigor, unless authorized to do so
- Never disclose Vigor Confidential or Proprietary information
- Never disclose customers' or suppliers' Confidential or Proprietary information
- Never post pictures of or information regarding secure projects or projects for which no pictures can be taken

If you have any questions about the appropriate use of social media, consult Corporate Marketing or Public Affairs/Government Relations.

Solicitation & Bulletin Boards

To make sure employees aren't disturbed or interrupted while on work duty, we have established the following no-solicitation policy:

- Individuals who are not Vigor employees may not distribute literature on Vigor's property or solicit Vigor employees at any time.
- If a Vigor employee wishes to solicit or distribute literature to other employees by or on behalf of any individual, organization, club, or society, you may do so only during times when you are on a rest or lunch break or before or after your shift. You may solicit or distribute literature only to those employees who are also on a rest or lunch break or before or after their shift. The distribution of literature in work areas is prohibited at all times, but you may place it in established break areas or lunchrooms.
- Items, solicitations, and advertisement with obscene, profane, harassing, discriminatory, or inflammatory content are strictly prohibited. Political items and solicitations are also prohibited unless they relate to issues affecting terms and conditions of employment, including union membership. Nothing in this policy is meant to interfere with your right to engage in activities protected by federal labor law.
- You may not sell merchandise or collect funds of any kind during work time without prior approval from the Human Resources Department or Chief Operating Officer.
- We use our organization bulletin boards to keep you up-to-date and to post notices and information required by law. We also use them to announce activities and other items of interest to employees. We ask that you check the bulletin board regularly to obtain information that may be important to you. Bulletin boards are to be used only for posting or distributing notices or announcements of a business nature that apply

equally and are of interest to all employees, or are directly concerned with Vigor business.

Our Values Guide Our Way in the Communities in Which We Operate

We know that the work we do has an impact on the communities where we live and work. We strive to conduct our business in a way that protects our communities for future generations. Similarly, we strive to demonstrate **Excellence** in corporate stewardship and responsibility.

Being Good Corporate Citizens

Vigor takes its commitment to good corporate citizenship seriously. This is manifested by the Company's positive and constructive involvement in charitable organizations and community activities. We comply with all applicable laws and regulations, respect human rights, provide fair working conditions, and prohibit the use of any forced, compulsory, or child labor.

Participating in Political Activities & Lobbying

Vigor supports individual personal participation in the political process and encourages all employees to be aware of issues and candidates and to exercise your right to vote. We must understand, however, that our involvement and participation in the political process must be on an individual basis, on our own time, and at our own expense. Federal law prohibits corporations from donating corporate funds, goods, or services (including employees' work time), directly or indirectly, to candidates for federal office. State law varies in the states in which we operate.

Lobbying Activities Are Regulated

Lobbying activities are subject to specific rules that cover a wide range of activities.

"Lobbying" involves communications with legislators, regulators, or their staff in an effort to influence legislative or certain other administrative actions. For this reason, it is important that all contacts with officials regarding public policy are coordinated through the Government Affairs/Public Affairs Office, as all lobbying activities are regulated at the local, state and federal levels and are subject to disclosure.

Respecting Our Environment & Conducting Sustainable Business Practices

Vigor is committed to conducting operations and activities in a manner that protects the environment and conserves natural resources. Vigor's policy is that no employee shall engage in conduct that violates environmental laws or regulations. We are also committed to the continual improvement of our environmental management systems as well as the prevention of pollution.

More information on Vigor's *Environment, Health and Safety Policy* can be found on VigorNet.

OUR CUSTOMERS & OTHER BUSINESS PARTNERS

As a trusted partner with our customers, we are all committed to *Excellence* and working with all third parties with whom we contract, including suppliers, contractors and agents. We all hold ourselves *Accountable* for being aware of and following the rules that apply to the work we do. In all of our business dealings, we conduct ourselves in an honest and ethical manner and expect the same of everyone we work with.

Producing Quality Products

Delivering quality products and services that meet our customers' requirements is critical. We are a recognized leader in our industry for innovation, quality, responsiveness and value.

To ensure we meet our quality commitments, we:

- Make personal goals to achieve high quality and excellence as established by each customer
- Strive to do each job right the first time and minimize rework
- Prepare all required reports accurately and completely
- Comply with our contracts
- Meet requirements, including using only conforming materials and processes
- Do not knowingly misrepresent the condition or status of services or products offered for inspection, testing or delivery

Vigor's Evolution Value says "we seek mastery" - we strictly adhere to a set of quality standards & always strive to exceed our customers' expectations.

Supporting the U.S. Government

The U.S. Government is one of Vigor's most important customers. The Government requires that its suppliers abide by specific laws and regulations ensuring ethical business conduct. These requirements apply whether we are acting as a prime contractor or subcontractor. We must always act with integrity in our dealings with the Government and comply with all applicable requirements.

If we were to breach our duties to the Government, we would jeopardize one of our most important business relationships. Bad actors in the Government supply chain are subject to substantial penalties and may even be excluded from future public procurements. Therefore, the health of our business depends on keeping our commitments to the Government.

Truthful Claims & Statements

The law prohibits a contractor from knowingly submitting false claims, such as inaccurate invoices, to the Government. The term "knowing" includes conduct that is reckless, such as submitting a claim without first verifying whether the underlying information was accurate. A contractor can even be liable if it submits a false claim to a private party, such as a prime contractor, knowing that the party will pass the cost on to the Government.

The law also prohibits knowingly making false statements to the Government. Such statements may be oral or written and may take the form of items such as certifications, invoices, time cards, receipts, or price quotes. As with making a false claim, a false statement need not be made directly to the Government for liability to result. Therefore, our statements to prime contractors must also be truthful.

All Vigor personnel must be truthful in all their dealings with the Government and prime contractors. We must be diligent in ensuring that the claims and statements we make are accurate and correct.

Accurate Time Charging

As a government contractor, we must accurately record and charge the costs we incur in performing our government contracts. Often, our right to payment depends on our ability to charge costs to the proper account. Additionally, because labor is often the biggest category

of cost, the Government has prioritized investigations of labor mischarging. All Vigor employees must accurately charge their time to the contracts on which they are working.

If you are unsure whether time is being properly charged to a Government contract, you must obtain clarification from your supervisor or Vigor's Finance Department.

Truthful Cost or Pricing Data

A law called the Truth in Negotiations Act (TINA) mandates that cost or pricing data submitted to the Government or a prime contractor in support of a bid must be current, accurate, and complete. Such data must include all facts that prudent buyers and sellers would reasonably expect to significantly affect price negotiations. Because the consequences for submitting defective cost or pricing data can be severe, we must always ensure that the data we submit meets the applicable regulatory requirements.

If you need information about the requirements that apply to the submission of cost or pricing data in connection with a Government contract, seek advice from Vigor's Legal Department.

Competing Fairly

The law seeks to promote free and open competition in Government contracting. It is illegal for companies bidding on Government contracts to engage in anticompetitive conduct such as bid-rigging, price-fixing, or collusive bidding. Unless Vigor has entered into a valid teaming agreement, Vigor employees must not discuss prices, allocate markets, boycott customers or suppliers, or limit production for anticompetitive purposes.

For more information on fair competition and avoiding illegal restraints on trade, contact Vigor's Legal Department.

Improper Access to Government Information

The law seeks to ensure a level playing field in Government procurements by safeguarding access to competitive information. During a competition, Government officials may not make unauthorized disclosures to Vigor of other contractors' bid or proposal information or the Government's internal source selection information. In turn, Vigor may not improperly obtain government information that is not available to our competitors.

If you have questions about the receipt of competition-sensitive information from the Government, contact Vigor's Legal Department.

Avoiding Organizational Conflicts of Interest

Under certain circumstances, a contractor's relationship with the Government creates a conflict of interest that will disqualify the contractor from performing other related work for the Government. Conflicts are most likely to occur in contracts involving: (i) management support or professional services; (ii) contractor assistance in technical evaluations; or (iii) systems engineering work in which the contractor does not have overall responsibility for production. Vigor must mitigate such conflicts of interest if Vigor is to avoid being precluded from a procurement.

If you have information regarding a potential conflict of interest, raise your concerns with Vigor's Legal Department.

Funding of Lobbying & Government Contracts

Federal law seeks to combat improper influence by lobbyists in connection with Government contracts. To accomplish this, federally appropriated funds may not be used to influence or attempt to influence any officials of the executive or legislative branches of the U.S. Government (including members of Congress and their staffs) in connection with a Government contract award or modification. The term "appropriated funds" means Government contract-derived funds other than profit. To be clear, Vigor does fund lobbying activities in the normal course of business, but does not use federally appropriated funds to influence contract award or modification.

If you have questions about the propriety of funding lobbying activities, contact Vigor's Legal Department.

Discussing Hiring Current U.S. Government Employees

Individuals who are current employees of the U.S. Government are restricted from discussing potential employment opportunities with Vigor. In general, the law seeks to preclude any Government contractor from gaining an unfair competitive advantage by engaging such individuals in employment discussions. The rules surrounding such employment discussions are complex.

If you wish to hire an individual who is currently a Government employee, you must obtain prior clearance to do so from Vigor's Legal Department. If a current Government employee approaches you about working for Vigor, you must immediately STOP the conversation and seek guidance from Vigor's Legal Department.

Hiring Former U.S. Government Employees

Individuals who have left their Government jobs and are seeking private-sector employment are subject to "revolving door" restrictions that may limit the types of activities that such individuals can undertake on behalf of their new employer. Generally, the restrictions impose a "cooling off" period during which the former Government employee is prohibited from representing his new private employer in connection with matters that were previously under his/her responsibility when he/she worked for the Government.

If you wish to hire an individual who has recently left Government employment, you must obtain prior clearance to do so from Vigor's Legal Department.

Preventing Bribery & Illegal Gratuities

It is illegal to give any "thing of value" to a U.S. Government employee for corrupt purposes, such as obtaining favorable treatment in connection with a public procurement. Vigor strictly complies with all applicable anticorruption laws and unequivocally forbids its employees from offering, soliciting, or accepting any bribe, illegal gratuity, or kickback. This prohibition applies not just to exchanges of money, but also to any gift, entertainment, or other favor, irrespective of dollar value.

If you become aware of any scheme involving bribery, kickbacks, or illegal gratuities, you must immediately report it, preferably using one or more of the mechanisms described in this Code of Conduct.

Avoiding Kickbacks

The Anti-Kickback Act establishes penalties for giving or receiving kickbacks. A kickback is generally defined as providing something of value to reward or obtain favorable treatment in connection with a Government contract or subcontract. Vigor employees must not solicit or accept anything of value to influence the award of, or work under, a Government contract.

If you believe that a kickback may have been exchanged, you must immediately report it, preferably using one or more of the mechanism described in this Code of Conduct.

Business Courtesies & Hospitality - Government Customers

As a rule, U.S. Government employees are generally prohibited from accepting business courtesies and hospitality, such as meals, entertainment, travel, or lodging expenses. It follows that, except as otherwise permitted by law, we are prohibited from offering or providing business courtesies to U.S. Government employees. The U.S. Office of Government Ethics (OGE) has established guidelines regarding hospitality a Government employee can accept without violating the prohibition against such favors. Modest refreshments, such as soft drinks, tea, coffee, and fruit offered on an occasional basis, in conjunction with business activities, are typically acceptable. Nonetheless, certain Government agencies have adopted stricter standards. In such cases, we are responsible for complying with that agency's standards of conduct.

If you need additional guidance regarding a particular agency's stance on accepting business courtesies or hospitality, you should contact Vigor's Legal Department.

Supporting State & Local Government Customers

Vigor has significant dealings with numerous state and local governments that are subject to restrictions and standards of conduct that are similar to those outlined above. If you are involved in a public procurement, at the state or local level, it is your responsibility to be aware of the rules of conduct that apply.

If you have questions regarding the rules of conduct applicable to a state or local procurement, contact Vigor's Legal Department.

Supporting Vigor Business Outside of U.S.

The FCPA prohibits corruptly paying or offering to pay anything of value to a foreign official for the purpose of obtaining or keeping business, whether that business is with the government or a private firm. "Things of value" are not limited to tangible items of economic value and may include gifts, entertainment, internships, professional training, education, meals, and travel assistance. Vigor may be held liable for a corrupt payment to a foreign official

authorized by employees or agents operating entirely outside the United States. Therefore, in conducting international business, Vigor employees should watch for red flags and take steps to address them if they arise.

If you encounter any of the following red flags, report them to Vigor's Legal Department:

- Unusual payment patterns or financial arrangements;
- Unusually high commissions;
- A potential business partner's lack of qualifications or resources to perform the services required; or
- Pressure from a foreign government customer to pursue business through a particular partner.

We act on what we know is right. We must avoid even the appearance of improper conduct. If you have questions, reach out to your manager or the Legal Department.

Gifts & Entertainment with Non-Government Persons

We may provide meals, refreshments, or entertainment of reasonable value to non-government persons in support of business activities, provided:

- The business courtesy is not offered as a “quid pro quo,” (offered for something in return for the courtesy)
- The courtesy does not violate any law, regulation, or the standards of conduct of the recipient’s organization. It is our responsibility to inquire about any prohibitions or limitations applicable to the recipient’s organization before offering any business courtesy; and
- The courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant. It cannot cause embarrassment or reflect negatively on our reputation.

Soliciting & Receiving Gifts and Entertainment

Our business transactions should be free from even a perception that favorable treatment was sought, received or offered through gifts, favors, hospitality, entertainment, or similar gratuities. While there are certain circumstances under which it is permissible to accept such items, Vigor employees must not solicit gifts or gratuities for their personal benefit from third parties. Vigor employees may give or accept gifts of nominal value in support of business activities only if they are consistent with the standards and practices at Vigor and in the relevant industry. Should you have questions about the receipt of a gift, please consult with your supervisor or the Legal Department.

Employee Conflicts of Interest

The Code of Conduct also apply to employees’ immediate family members. For example, employees and their immediate family members may not solicit, obtain, accept, or retain any personal benefit from any supplier, vendor, customer/client, or any individual or organization doing or seeking business with Vigor. This means you and/or your immediate family members may not maintain an outside business or financial interest or engage in any outside business or financial activity that conflicts with the interests of the organization or interferes with your ability to fully perform job responsibilities.

For example, if job responsibilities include purchasing, or being in a position to influence purchasing, the individual responsible must have no proprietary or financial interest in any business that furnishes products, materials, or services to the organization or in any related transaction. Nor may he/she benefit directly or indirectly from a third party who furnishes products, materials, or services to the organization. All Conflicts of Interest existing at the time of this policy change, or arising in the future should be immediately disclosed to the Vigor Legal Department when you acknowledge this policy, at each annual re-certification, and at any other time during your employment.

Outside Employment

While employed at Vigor, you may not engage in outside employment that competes or otherwise conflicts with Vigor's business that conducts business with Vigor or that otherwise interferes with your ability to perform according to established standards of performance and work rules. You also may not conduct business connected to outside employment during hours you are scheduled to work or use any Vigor property for any outside employment.

Misrepresentation

As an employee, you should consider how you represent Vigor in your transactions and interactions. You should be careful not to misrepresent Vigor's policies, practices, procedures, or prices, or misrepresent your status and authority to enter into agreements. You should not use Vigor's name, likeness, facilities, assets, resources, or the authority of your position with the organization for personal gain. You should not use the name, logo, or property of Vigor's customers for personal gain.

This rule is intended to prohibit unethical conduct that would damage Vigor's reputation for integrity or create a conflict of interest for you. Examples of conduct prohibited by the policy include promising or implying that Vigor will do business with a supplier, vendor, or client in exchange for something of value to you personally, using Vigor or a customer's equipment or materials to complete personal projects, and claiming that the Company endorses any product, organization, or service without authorization.

This policy does not prevent you from expressing your own personal opinions or discussing the conditions of your employment, including discussions with your co-workers during non-work time. If you identify yourself as an employee of Vigor while expressing your own personal opinion, you should make it clear you are not speaking on behalf of Vigor or acting

under the authority of Vigor. Only individuals with express authorization are permitted to make statements on behalf of Vigor. Do not misrepresent your authority to speak on behalf of Vigor and do not make statements on behalf of Vigor unless you have been given express authorization to do so.

Even if we believe we are acting properly, the relationship may be perceived by others as improperly influencing our judgement. This can damage our reputation, morale and disrupt workplace productivity.

If you believe that you may have a potential conflict of interest, you must disclose it. Once disclosed, Vigor's Legal Office can help navigate any potential issues.

Building Relationships with Suppliers

We achieve success through collaborative efforts with those with whom we contract, including agents, suppliers and contractors, and we expect they will reflect those standards when conducting business on our behalf.

Treating Suppliers Fairly

We treat our agents, suppliers, contractors and others with whom we contract with fairness, courtesy, and respect. We comply with the terms and conditions of our agreements and we honor our commitments. We are careful to protect the confidential and proprietary information entrusted to us by others.

Vigor's Truth Value says "we actively seek the truth; we actively speak the truth" -We should not take unfair advantage of anyone through manipulation, concealment, abuses of privileged information, misrepresentation of material facts, or any other unfair practice.

Selecting Suppliers

We promote competitive procurement to the maximum extent practicable. Whenever procuring materials, supplies, equipment, consulting, and other services, it is our goal to solicit a sufficient number of responsible and qualified subcontractors to obtain competitive prices and value. Our selection of subcontractors, suppliers, and vendors will be made on the basis of objective criteria such as, but not limited to, quality, technical excellence, price, delivery and adherence to schedules, service, and the existence of an ethical standard of behavior.

Complying with Global Trade Laws for Overseas Customers

Because we conduct business overseas, we are subject to international trade laws. We are committed to following such applicable laws, including those related to topics below.

Exports & Imports

Products, services, or technologies that are sent outside the United States or that are disclosed to foreign nationals are considered to have been exported. Exports include more than just the transfer of a physical item from one place to another; exports can also include the transfer of information via email or a face-to-face conversation. Export laws and regulations often restrict our sale of technical data, hardware, and/or services.

There are serious penalties for violation of these laws, including the loss of export privileges as well as civil and criminal penalties.

If you have any questions about export or import compliance, contact the Vigor Legal Department for further information.

Customers & Suppliers

Vigor values its partnerships with customers and suppliers. We should treat these partners in the same manner, applying the Vigor Values and Code, as we expect to be treated as an employee at Vigor. Customers and Suppliers should not be subjected to unfair, deceptive or misleading information or treatment - Vigor's products and services should be presented in an

honest and forthright manner. Vigor employees are prohibited from promising or providing anything to a customer or supplier in exchange for any inappropriate advantage for the employee or Vigor.

Anti-Boycott Compliance

Congress has passed laws prohibiting companies from participating in foreign boycotts that the U.S. does not sanction because they run counter to U.S. policy. It is illegal for Vigor to comply with, further, or support, any boycott not sanctioned by the Government. If Vigor receives requests to comply with an illegal boycott, we must report it to the Government.

If you become aware of a request to participate in or support a foreign boycott, report it immediately to Vigor's Legal Department.

Conclusion to Our Code of Conduct

Our Responsibilities

We all have a responsibility to let Vigor's Values guide our way and to remember as employees, we:

- Seek guidance from our managers and any other appropriate Vigor resources whenever we have questions about this Code of Conduct, Vigor's policies or any of the laws and regulations which apply to our responsibilities.
- Discuss any concerns we might have about possible violations of the Code of Conduct, Vigor's policies or any other laws and regulations with our managers or another Vigor resource listed under "Raising Concerns."
- Understand the standards that apply to our jobs and take responsibility jointly with our managers to identify training needs.
- Take responsibility for our own conduct. No one has the authority to make anyone violate our Code of Conduct. Any attempt to direct or otherwise influence any employee to commit a violation is itself a violation of our Code of Conduct.

Manager Responsibilities

Vigor Managers, Supervisors and Leaders have additional responsibilities to:

- Emphasize the importance of the Code of Conduct to all employees and consistently encourage open communication.

- Play a proactive role in training employees on the Code of Conduct and related topics, specifically by encouraging employee participation in training initiatives and identifying potential training opportunities.
- Understand when to escalate business concerns and when to seek support from additional resources.
- Communicate Vigor's commitment to conducting business ethically and in compliance with all laws and regulations to all third parties whom we oversee and review and confirm that their actions and behaviors are consistent with our values and with this Code of Conduct.

Waivers

In certain rare situations, Vigor may waive the application of this Code of Conduct. Such waivers require the prior approval of Vigor's Legal Department. Waivers involving executive officers or Board members require the express approval of the Board (or any committee of the Board comprised solely of independent directors).