



CODE OF BUSINESS CONDUCT

November 30, 2015



MESSAGE FROM THE CEO

Team,

On November 30, 2015, the North American Public Sector business of Computer Sciences Corporation spun off from CSC and combined its operations with SRA International, Inc., to form CSRA Inc. Our merger presents a unique opportunity to establish our corporate identity as we blaze a new trail combining the best elements of both companies. This Code of Business Conduct, our “Code,” expresses our enduring values, which includes elements from both companies, and shapes a culture that will distinguish us in the marketplace and govern our interactions with each other, our customers, and our community.

Our values establish and reflect our deep commitment to our employees and investors, our intense focus on our customers’ critical missions, and our commitment to comply with the law and operate with the highest ethical standards. The values and expectations contained in our Code both encapsulate “the right thing to do” and also create real value for our customers. Our daily actions in conformance with the Code will create a culture that will allow us to attract and retain the best employees who know they will be valued and appropriately recognized for their efforts. We will cultivate an environment where employees speak up, raise ideas, questions, and concerns without fear of retaliation, and where failure to adhere to our high standards will not be tolerated. Adherence to our Code allows us to build customer confidence by helping to avoid, prevent, and detect fraud, waste, and abuse of public funds.

In order to uphold our commitment to the Code and demonstrate the highest ethical standards, you, as an employee, manager, officer, or director of CSRA must:

- Know, embrace and follow our Code, all CSRA policies and applicable law;
- Use common sense, think before you act, and ask questions when you are unsure of the proper legal or ethical action;
- Remain watchful and alert, and report any conduct that does not adhere to our Code;
- Fully cooperate with internal investigations;
- Refrain from any retaliation against those who bring forward concerns or cooperate in internal investigations; and,
- Promptly complete compliance training to supplement your education and awareness.

If you become aware of circumstances or conduct that do not comport with the standards set forth in our Code, whether on the part of someone else or your own, come forward as quickly as possible. Failing to do so leads to increased risk exposure to CSRA’s reputation, business dealings, and employee morale. Our Code and policies prohibit any form of retaliation for making good faith reports of suspected misconduct or cooperating in internal investigations.

Thank you for your commitment to our mission and our values and for embodying the spirit of the Code. Together, we will put people first and continue to perform on behalf of our customers in the context of an ethical culture rooted in our core values.

A handwritten signature in blue ink that reads "Lawrence B. Prior". The signature is written in a cursive, flowing style with a long, sweeping underline that extends to the right.

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1.0 Our Mission and Values

CSRA’s mission is to develop exceptional, next-generation IT solutions and professional services for our government customers to enable the safety, security, health, and well-being of our nation.

Our CLEAR values are framed to achieve this vital mission.

<p>CLEAR Values</p> <p>Each of us is expected to use the values to guide our everyday business decisions and actions. These values remind us that an ethical, honest, inclusive and transparent workplace is critical to our long-term success and that, for this reason, our commitment to these values—by the entire CSRA community—must never be taken for granted.</p> <p>Customer Focused</p> <p>We at CSRA act as a team, sharing a deep commitment that helps us to make a difference in how our government customers serve our country and citizens.</p> <p>Leadership</p> <p>We lead from the front, displaying our integrity and using facts to support our straight talk. We act ethically, at all times, guided by our shared commitment to integrity and with the courage to act on our convictions.</p> <p>Excellence</p> <p>We expect excellence in people and in program execution, empowering our teams to deliver on our promises, to our customers and to our shareholders, in a shared spirit of collaboration and innovation.</p> <p>Aspiration</p> <p>We serve as leaders, innovators, and creators, aspiring to achieve great things for our customers and to push the boundaries of technology by delivering cutting-edge solutions and services.</p> <p>Results</p> <p>Together, we achieve success for our customers and deliver results for our shareholders.</p>
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2.0 Purpose of the Code and Our Commitment to Ethical Behavior

CSRA’s Code of Business Conduct reminds us of our corporate values and the standards by which we conduct our operations and business affairs. The Code sets expectations and provides direction on our obligations; however, it is not intended to address every possible scenario. The Code provides some examples of situations that may occur in our work environment and identifies resources to consult for help when confronted by ethical dilemmas. Detailed guidance on topics covered in the Code can be found in specific corporate policies, procedures and other guidance documents, each of which carry the same weight and significance as the Code. The Code applies to all employees, managers, officers and directors of CSRA and its direct and indirect subsidiaries and affiliates.



We are all expected to be knowledgeable about applicable law and corporate policy, lead by example and be accountable for our actions. When we see something that gives us pause, we are committed to ask questions before acting and encourage others to do the same. Any questions about the Code, CSRA’s values, compliance with CSRA policies or procedures, or related questions may be directed to CSRA’s Ethics and Compliance Office (ECO) in the first instance.

3.0 We Care about People First

We recognize that our employees make our company thrive. We promote and continually reinforce a work environment where each employee feels valued and respected.

3.1 Equal Treatment, Non-discrimination, Non-harassment, and Workplace Safety

We recruit and hire the best— people of all ages, races, ethnicities, economic situations, religious and cultural backgrounds, veteran status, abilities, genders, sexual orientations, and gender identities become valued employees of CSRA. We hire knowledgeable and experienced people who possess a strong work ethic and the highest personal integrity. We treat all employees with dignity and respect regardless of their position, and do not tolerate discrimination or harassment of any kind. We expect employees to behave in a friendly, courteous and professional manner, and to never commit or threaten violence against others in the workplace.

3.2 We Value Straight Talk

We emphasize teamwork and collaboration to achieve our customer missions and corporate goals. We value straight talk – management and executives maintain an “Open Door” policy and we expect them to foster an environment where employees feel comfortable offering constructive criticism, asking questions, or expressing concerns. We expect that employees will ask clarifying questions in case of doubt or concern about the right course of action. Supervisors and employees at all levels should have frank and open discussions and respect dissenting opinions.

4.0 We Comply with Applicable Laws

As a responsible government contractor and a publicly traded company, CSRA (and each CSRA employee) complies at all times with applicable federal, state, local, and foreign laws of the jurisdictions in which CSRA conducts business including, but not limited to, the Procurement Integrity Act, Truthful Cost and Pricing Data, Anti-Kickback Act of 1986, Foreign Corrupt Practices Act, and Sarbanes-Oxley Act.

4.1 We Obtain Proper Authorization in the Jurisdictions in Which We Work

Prior to commencing performance, we obtain and maintain all necessary business licenses, permits, certifications, and accreditations required to perform our contracts, and require our subcontractors and suppliers to do the same

4.2 We Observe Applicable Labor and Human Rights Laws

We observe requirements that we:

- Verify the employment eligibility of candidates for hire;
- Hire only individuals who are authorized to work in the United States in compliance with the Immigration Reform and Control Act of 1986, the Patriot Act, and regulations thereunder;
- Comply with federal and state rules regulating the employment of minors; and
- Respect human rights and do not engage in or allow anywhere within our supply chain any forms of human trafficking, forced labor or indentured servitude.

4.3 We Satisfy Labor Category Requirements

We only place or source individuals on government contracts who meet all experience, education, certification, clearance, suitability, and other applicable contract qualifications.

5.0 We Demonstrate Corporate Citizenship At All Times

In addition to expectations typical of a publicly-traded company, we live by our corporate values. As corporate citizens, each employee observes CSRA's system of internal controls and procedures, limits personal use of corporate resources, maintains complete and accurate financial records, and refrains from illegal insider trading and money laundering activities.

5.1 Observing Financial, Audit and Other Internal Controls

We have implemented a system of internal controls to enable accurate financial accounting and the prevention, avoidance, and detection of fraud, waste, and abuse. We expect all employees to strictly follow all internal processes – they are there for a reason. For example, employees must complete their timecards and expense reports timely and accurately, satisfy all assigned training, promptly provide required employee certifications, and avoid theft, misuse, or abuse of company funds.

5.2 Appropriate Use of CSRA and Government-Furnished Assets

CSRA and, as appropriate, our government customers provide equipment and resources, such as desktop or laptop computers, mobile devices, phones, fax and copy machines, network and internet

connectivity, email, and office supplies for the purpose of accomplishing CSRA and government business only. CSRA employees may use CSRA (but not government) equipment and resources for minimal personal use that does not detract from the normal operation of business, create a conflict of interest, or cause the company to incur additional cost. Government-issued equipment and resources shall only be used to perform work on the contracts for which they were provided to us. Theft, misuse, misappropriation or waste of CSRA or Government assets is not tolerated.

5.3 We Maintain Complete and Accurate Financial Records

We have important responsibilities with respect to our investors and are subject to the rules promulgated by the U.S. Securities and Exchange Commission (SEC). Our CEO, CFO, and other senior financial representatives have an obligation to ensure material information regarding CSRA's financial condition and performance is timely, thoroughly, and accurately reported. CSRA's financial books, records, cost accounts, and financial statements must properly document all assets and liabilities, accurately reflect all transactions, and be maintained in accordance with company policy and applicable laws. No false entries may be made on the books and records of the company or its subsidiaries and undisclosed or unrecorded funds or assets will not be established. All company books and records must be maintained in accordance with generally accepted accounting principles. The company maintains an effective internal control system to provide reasonable assurances that transactions receive proper management authorization and are properly recorded in the company's financial records.

Our executive personnel rely on each of us to help them fulfill their obligations – we must each maintain accurate records, follow our internal financial and auditing controls, and report any questions or concerns with respect to our financial reporting, internal controls, auditing practices, or any other potential misconduct.

5.4 We Report Time and Expenses Completely and Accurately

Employee time and expense reports constitute vital financial records that provide key data that affect our invoicing to our customers, our financial projections, our assessments of project success, our allocations of labor resources, and our pricing on future bids. Each of us must timely and accurately complete our time and expense reports and we must never misrepresent or inflate the time or cost incurred on a project, task, or contract line item.

5.5 Insider Trading Restrictions

CSRA directors, officers, and employees must not buy or sell securities of CSRA or any other public company while in possession of material, non-public information. They must also not engage in "tipping" sharing CSRA's or another public company's material, non-public information with other employees, friends, relatives, or anyone else. Information is non-public if it has not been released to the general public. Information is material if it would influence a reasonable investor's decision to buy or sell securities. Material information may include, but is not limited to:

- Key business data;
- Merger, acquisition, or divestiture discussions;
- Award or cancellation of a major contract;
- Changes in key management; and
- Forecasts of unanticipated financial results.

5.6 Prohibitions Against Money Laundering

Money laundering is the process by which the monetary proceeds of criminal conduct are disguised by making those proceeds appear to have been derived from a legitimate source. CSRA does not support or condone money laundering and complies with money laundering laws worldwide. Employees must be alert for any unusual financial transactions that may indicate money laundering, such as irregularities in the way payments are made, third party payments for the benefit of another party, or payments from offshore bank accounts.

6.0 We Conduct All Business Transactions Fairly and at Arms' Length:

We are committed to transacting with our customers, subcontractors, suppliers and consultants in full compliance with the law. We do not participate in any unfair dealing or practice or seek or exploit any unfair competitive advantage. We only make promises on which we can deliver; we stand by the promises we make.

6.1 Offering, Providing and Receiving Gifts, Hospitality or Entertainment

We comply with all applicable laws which govern on the offering, providing, and receiving of gifts, hospitality, or entertainment, including the Antikickback Act of 1986. We never promise, provide, or accept anything of value in exchange for furnishing or receiving goods and services. "Anything of value" includes money, gift cards, or "Business Courtesies" such as meals, entertainment, training or other services (including personal services or services clearly beyond those required under a customer contract), transportation, and lodging. None of us should ever use our standing as a CSRA employee to request money, loans, gifts, or hospitality or suggest that the provision of such items will influence our business decisions. Employees who perform procurement or financial functions for CSRA, as well as those of us who are in a position, or can be perceived to be in a position, to evaluate or recommend the procurement or continued use of goods or services, must be especially sensitive to the perceptions of accepting anything from someone who does or seeks to do business with us.

Employees must NEVER offer or provide to any employee of the government, at any level, gifts or Business Courtesies that are not explicitly permitted by CSRA policy and government regulations. Employees should always err on the side of caution and contact the ECO before offering or providing any Business Courtesies aside from those situations explicitly permitted by applicable Company policies.

6.2 “Revolving-Door” Restrictions for Government Officials

We must be especially mindful before engaging for potential employment or a consulting relationship current or former government officials. While we deeply value the important public service these persons have provided, there are several applicable rules which can limit our ability to engage them. We must not engage in any employment discussions with current government officials involved in any procurement decisions that may affect us or who are in a role to, in any way, impact or benefit CSRA. Certain current and former government officials are also subject to post-employment restrictions. Hiring or contracting with certain of these officials should also be weighed against organizational conflict of interest considerations and the limitations the rules place on what they can do with respect to representing CSRA before the government. It is important that we work with appropriate resources in Human Resources, Legal, or ECO prior to engaging or working with these individuals.

6.3 Authorized Engagement in Political Process and Political Contributions

Voluntary involvement by employees in the political process is encouraged, but participation must be conducted on the employee’s own time without the use of company facilities or assets.

From time to time, CSRA, through authorized employees and outside lobbyists or trade associations, may engage in the legislative process to voice our position on matters affecting our business. Contributions and expenditures made by CSRA must be in full compliance with relevant laws and regulations. CSRA maintains a Political Action Committee (PAC) by which the company supports candidates for public office whose positions align with our business interests. Eligible employees and directors are permitted, but not required, to contribute, subject to applicable limits, to the PAC.

6.4 We Maintain Procurement Integrity:

Our employees must not seek, use or disclose for their own or CSRA’s benefit, any competitor proprietary information or nonpublic information belonging to the government. Such information includes, among other things:

- Competitor pricing information, labor rates, fringe, wrap rates, or indirect costs;
- Competitor technical and past performance information;
- Information from competitors marked as “Proprietary” or “Confidential;” and
- Government information marked or identified as Source Selection Information.

Subject to any applicable security classification or privacy rules, we may exchange Information with competitors as necessary to jointly pursue business opportunities under signed Non-Disclosure Agreements, but must use such information strictly for the purposes expressed therein.

6.5 We Observe Anti-Trust Rules and Avoid Anti-Competitive Behavior

We deal with prospective teammates and business partners on an opportunity-by-opportunity basis. We never enter into formal or informal agreements or otherwise cooperate with competitors to forego or divide up certain opportunities, fix terms or prices, or participate in other efforts that could even appear to be collusive or anti-competitive in nature.

7.0 We Avoid Conflicts of Interest to the Greatest Extent Possible:

We each have a duty to advance the business interests of CSRA at every opportunity. A conflict of interest is any situation where an individual's private interest interferes, or can be perceived to interfere, with the interests of CSRA. We are committed to avoiding situations that may divide our loyalty or impair our ability to act in the best interests of CSRA or our customers. These situations include business and financial interests as well as personal relationships which raise, or could appear to raise, an actual or potential conflict of interest. It is not only the interests of employees, but also those of their close relatives, that may give rise to a conflict of interest. We have a duty to promptly notify the company of new or changed circumstances that may give rise to a conflict of interest.

7.1 Self-Dealing is Prohibited

We must not, for our own personal benefit or that of any third party, take opportunities that are discovered through the performance of CSRA duties or through the use of CSRA resources or information. We may not use our position with the company or CSRA resources or information for personal gain or to compete with CSRA.

7.2 Outside Employment and Business Ownership

We must not engage in outside employment, whether paid or unpaid, directly or indirectly with any customer or prospective customer (including any federal or state or local agency), or with any subcontractor or supplier. We may not own, control or provide services to any business which competes with CSRA (aside from securities ownership of less than 5% in a publicly traded company as part of a diversified portfolio). We must obtain permission prior to seeking outside employment, including business ownership or participation on any outside Board of Directors, which may conflict with our duties or CSRA's business.

7.3 Transactions with Related Parties; Nepotism

We must not recommend or place business with a party that we or a close family member own or control. We do not share management reporting lines with, or make employment or disciplinary decisions affecting, a relative or others with whom we have a close personal or romantic relationship.

8.0 We Protect Company Proprietary Information and Information Protected By Law

We are committed to protecting information which provides us a competitive advantage. We also adhere to all restrictions on use, disclosure and publication of classified or sensitive information of the government, as well as those applicable to personal privacy data. Finally, we take appropriate steps to secure our networks to ensure information and cyber security.

8.1 Protecting CSRA Proprietary Information

Information, technology, data, knowledge, and work product provided by or developed for the benefit of CSRA provides us with a competitive advantage and is a valuable asset that must be used for authorized Company business purposes only. Employees must protect CSRA's proprietary information from unnecessary or unauthorized use disclosure or misappropriation. Employees must be especially cautious when providing such information to an outside entity. CSRA's proprietary information shall be returned to the company when an employee leaves the company. Proprietary Information can include, but is not limited to:

- Bid and proposal information;
- Non-public financial information;
- Strategic plans;
- Proprietary products; and
- Details of our computer systems.

Employees must be aware of relevant policies and requirements for communicating company information to others authorized to receive such information. In some cases, making company information public requires prior review and approval by Corporate Communications or the Office of the General Counsel. Employees must exercise care and good judgement when using social media and expressing opinions about the company when connecting with others.

8.2 We Retain Records In Accordance with Applicable Schedules and Preservation Orders

Virtually everything we create in the course of our CSRA duties including, without limitation, written work product, internal or external reports, emails, financial records, and invoices, constitutes a business record. Business records must be retained in accordance with, and in the period specified in, the appropriate CSRA records retention schedule. Records subject to a litigation hold or preservation order (Legal Hold) must be preserved as directed by the Office of the General Counsel regardless of whether they are otherwise due to be destroyed under the applicable retention schedule. We will preserve all such records and halt any destruction thereof, in the event we receive direct or indirect notice of a Legal Hold.

8.3 Protecting Government Classified or Sensitive Material

Due to the nature of our business, CSRA's customers may entrust our employees holding appropriate security clearances with classified, controlled unclassified, or other sensitive national security information. Employees must strictly observe all rules and regulations regarding the disclosure of such information outside of the company or to unauthorized individuals. Unauthorized access, dissemination, acceptance, or handing of classified or protected information is strictly prohibited, and could not only result in harm to our national security, but also fines and penalties, and/or suspension or debarment from receiving future contracts awarded by the U.S. government.

8.4 Protecting Privacy Data

The company is the custodian of personal data belonging to employees, customers, and other business partners. We are committed to protecting personal data and only using it for authorized purposes. Personal data may only be collected if there is a specified, legitimate business purpose for such collection and in compliance with applicable laws and regulations. Those entrusted with access to company-controlled personal data must safeguard the data and not disclose the information without proper authorization. Employees shall comply with any applicable laws, such as the Health Insurance Portability and Accountability Act of 1996 (HIPAA), which govern the storage, protection, and transfer of certain categories of personal or private data.

8.5 Cyber Security

At CSRA, we have a strong commitment to information security and the prevention of cyber-attacks. This commitment is vitally important to sustaining compliance and competitiveness and protecting our reputation in the marketplace. We are personally responsible for knowing and complying with CSRA information security policies and practices and those of our customers that apply to us. We are careful not to share our credentials with anyone who is unauthorized to access our network and IT assets.

9.0 We Comply With Export Controls and Anti-Boycott Rules

CSRA is committed to uphold all trade laws, particularly U.S. export laws and regulations, including the International Traffic in Arms Regulations (ITAR) and the Export Administration Regulations (EAR), that require U.S. Government approvals for transfers of certain technical data, equipment, or technology to non-US persons. We abide by the terms and conditions of all of our export licenses and exemptions. Applicable laws and license terms regarding both the export and import of goods and services can be complex and consultation with company experts is necessary to understand r compliance requirements and avoid even inadvertent violations. Please remember that the transfer of export controlled technical data that requires an authorization to non-US Persons, even if such persons are also CSRA employees, is prohibited without proper authorization under the U.S. export regulations.

Any request to refuse to deal with potential or actual customers or suppliers, or otherwise participate in a foreign economic boycott, must be reported to the Office of the General Counsel and no action may be taken on such request except as directed by company legal counsel in possession of all relevant information.

10.0 We Cooperate With Inquiries from Governmental Authorities

Each employee is expected to reasonably cooperate with government audits and investigations. Certain information lawfully requested, such as agreements or communications with business partners under non-disclosure agreements, as well as CSRA records that are or may be subject to attorney-client or attorney work-product privilege, may be excepted from disclosure or subject to certain notification or consent requirements prior to disclosure. Whenever any of us receives formal or informal notice of an audit, investigation, or other review of CSRA business by any government agency, or any request for documents in connection with any such review, we are required to notify the Office of the General Counsel immediately for further instruction.

11.0 Corporate Sustainability and Environmental Responsibility

We have responsibilities to the communities where we operate and are committed to following all environmental rules, regulations, and laws that govern our operations. We are accountable for our actions and we take all reasonable measures to ensure that we have minimal impact on the environment.

12.0 We Require Adherence to the Same Standards By Our Business Partners

We expect that, in their dealings with CSRA, our business partners both large and small will perform to the same expectations we demand of ourselves. CSRA contracts with highly ethical companies and does not perform work with individuals or entities that are denied, suspended, or subject to similar prohibitions on working directly or indirectly with our government customers. Employees are expected to confirm proper diligence has been performed on prospective business partners and consult with company experts if they have any doubts about the ability to do business in certain countries or with certain parties.

13.0 We Face Real Consequences If We Fail to Comply:

Failure to obey applicable laws and regulations can carry significant consequences for the company and its personnel. Complying with the Code and applicable law is not only the right thing to do, our continued financial success and industry reputation depend upon it. Violations can expose employees

to serious civil and criminal penalties, such as fines and imprisonment. Additionally, violation of law or regulation may subject the company to considerable financial or reputational damage, such as:

- Fines and Penalties (including disgorgement of profits);
- Delayed or cancelled contracts;
- Loss of trust of our customers, business partners, fellow employees, and candidates for employment;
- Termination for Default (which may be required to be reported on subsequent proposal submissions for a considerable period of time); and
- Suspension and Debarment (i.e. ineligibility to receive or perform government contracts).

Because we are strongly committed to observing our values and complying with the law, violations of law, regulation, this Code, or other CSRA policies will be met with appropriate employee discipline, up to and including termination of employment.

14.0 We All Have a Duty to Uphold the Code

Our success depends on each employee's compliance with the Code, applicable laws, and corporate policy. Employees are expected to be alert at all times, report suspected behavior that is not in compliance with our standards, and cooperate in internal investigations.

14.1 Reporting Violations of the Code

As employees, we take seriously our values and commitment to the Code, as well as our obligation to report known or suspected violations of the Code or other potential misconduct. If you become aware of a violation of this Code, have a question or concern, or are seeking advice about the Code's requirements, the following channels are available:

- Your Manager, skip-level manager, or any other individual in your management chain;
- The Chief Executive Officer or any other officer of the corporation;
- The Chief Ethics & Compliance Officer or any other member of the Ethics & Compliance Office;
- Any member of the Human Resources department;
- The General Counsel or any other member of Legal;
- Internal Audit or Corporate Security;
- ethics@CSRA.com; and
- The Openline, CSRA's always available, confidential, toll free and web-enabled advice and reporting channel (allegations of misconduct can be submitted anonymously through the OpenLine).

14.2 Cooperating with Internal Investigations; Non-Retaliation

Employees shall cooperate with internal investigations, which may be conducted by Legal, ECO, Human Resources, or an external law firm or representative of CSRA. CSRA does not tolerate retaliation in any

form - employees are protected against any adverse action taken or threatened against them on the basis of reporting a concern in good faith or cooperating in an internal investigation. The company takes all reports, questions and concerns seriously and is committed to conducting an appropriate internal investigation in each case.

15.0 Special Considerations for CSRA's CEO and Financial Officers

The CEO and our senior financial officers have a special and unique responsibility with regard to CSRA's financial statements, disclosures, conflicts of interest, compliance with applicable governmental laws, rules, and regulations, prompt internal reporting of violations of the Code, and accountability for adherence to the Code. More specifically, the CEO and our senior financial officers—including the CFO and our Controller—must:

- Take all the steps reasonably necessary to promote full, fair, accurate, timely, and understandable disclosure in all public regulatory filings;
- Never overlook any known or suspected misconduct or dishonest or illegal act of any management or other employee who has a significant role in CSRA's financial reporting, disclosure, or internal control functions;
- Disclose promptly any actual or apparent conflict of interest between their personal and professional relationships;
- Ensure CSRA's books and records are maintained in accordance with, and report any known material violation of, the securities or other laws, rules, or regulations applicable to CSRA; and
- Ensure there are adequate procedures—including for anonymous reporting—for employees to raise questions or to report suspected accounting, internal control, or audit violations, or any other issue or violation that should be reported to the U.S. Securities and Exchange Commission.

16.0 Waiver of the Code

Any waiver of the Code for executive officers or directors of CSRA may only be made by CSRA's Board of Directors or designated Board Committee.