



LEIDOS

Code of Conduct



Message from the Chief Executive Officer



A handwritten signature in black ink, appearing to read 'Roger Krone', written in a cursive style.

Roger Krone
Chief Executive Officer

To the Leidos Team,

Since its creation, our company has forged a culture known throughout the industry for maintaining the highest standards of integrity and ethical behavior. We have long prided ourselves on open and honest relationships among our employees and our customers. We will sustain these virtues as we continue to build trust and transparency into the operating style of Leidos.

Whether harnessing the power of nature to produce efficient energy, creating the means to share critical medical data instantly and globally, delivering the military capabilities that save lives every day in combat, or delivering any of the hundreds of national security, health, and engineering solutions that define our company, your work makes our planet, our nation, and each of us better. Doing meaningful work in an atmosphere of trust and transparency makes Leidos a great place to apply our talents.

All of us must do our part to build a culture of mutual trust and shared respect for the talents each of us contributes to the success of our company. The important work that we do requires the highest levels of integrity and ethical expectations – at all levels of our organization. By maintaining these high standards, we earn the respect of our colleagues, our customers, and our industry teammates.

An important part of maintaining our standards is for each employee to follow the Leidos Code of Conduct – this is essential for us to keep in mind as we interact with our customers and each other every day. Simply put, if employees don't follow the Code and behave in an ethical way, they don't belong at Leidos.

Our Code is a broad statement of principles intended to guide us toward doing the right thing. Please read it, and ask questions if you have them.

This is a company that has always mattered and makes a difference, and to continue that legacy, we have to continue building a strong and ethical culture. I see myself as the custodian of our vision, mission, and strategy, but we all are responsible for creating and carrying it out.

Thank you all for all you do to make Leidos the great company it is.

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Throughout this Code of Conduct, references are made to the corporate policies and standard operating procedures that cover specific topics of discussion. For example, a topic that has an “(LP-LG-1)” notification indicates that the topic is covered in Leidos LP-LG-1.

Vision and Mission

VISION

To be the global leader in the integration and application of information, technology, and systems to solve critical customer problems. We will deliver innovative solutions and services through the collaboration of our diverse and talented employees. We will empower our workforce, contribute to our communities, and operate sustainably.

MISSION

Through our culture of innovation and history of performance, we develop deep customer trust built on integrity and create enduring solutions that improve our world.



INTELLIGENCE & HOMELAND SECURITY /
ADVANCED SOLUTIONS / CIVIL / HEALTH /
DEFENSE

Values, Beliefs, and Expectations

The foundation of the Leidos culture is built on the values, beliefs, and expectations we use to select, recognize, and reward employees. They create the environment that drives us toward our mission.

INSPIRED to make a difference

We are committed to solving the world's toughest problems. We achieve this by connecting our employees' knowledge and our superior technologies across Leidos in pursuit of answers.

We know that by embracing the differences of all employees, we will unlock the creativity and innovation that makes a difference.

PASSIONATE about customer success

We are determined to understand and respond to our customers' needs as if they were our own. This, plus our dedication to delivering superior results, ensures that we will create solutions that can lead our markets.

UNITED as a team

We are bound together by our conviction that ethics and integrity are core to how we operate. We engage with others from a basis of trust, because we believe that everyone is doing his or her best and wants to do the right thing. Therefore, we collaborate and share to create value for our employees, our shareholders, and our communities.

INTEGRITY is the foundation for all that we do

At Leidos we have a steadfast commitment to integrity and ethical behavior in all that we do. This includes interactions with employees, customers and our communities.

Behave as if reputation is everything — because it is.



Our Code of Conduct

This code establishes the standards of business conduct that every employee, including officers, is expected to meet. Ethical business conduct and compliance is the responsibility of every employee. These standards, drawn from our corporate policies and standard operating procedures, describe our responsibility to:

- ▶ **Protect Leidos and customer assets**
- ▶ **Foster a safe and healthy work environment**
- ▶ **Deal fairly and honestly with customers, third parties, and public officials**
- ▶ **Conduct international business properly**
- ▶ **Report misconduct**
- ▶ **Protect employees from retaliation**



Additional compliance obligations that are job-specific are covered in supplemental policy statements and standard operating procedures. These expected behaviors provide the fundamental principles that define us to our suppliers, customers, and stakeholders.

The Leidos Code of Conduct (Code) establishes the common rules, practices, and responsibilities employees are expected to meet. In addition, there are standard operating procedures, functional directives, and guidance provided to define authorities, definitions, and steps to support rational decision-making and business conduct. This additional information is found at <https://prism.leidos.com/community/policy>.

With changing circumstances, the policies, operating procedures, practices, and benefits described in this code may change from time to time. Nothing in this document should be construed as a guarantee for certain treatment, privileges, working conditions, or continued employment.

Comply With Laws and Regulations

In addition to the standards set forth in this Code, there are many laws and regulations of which employees must be aware while conducting business. For example, there are laws specific to government contractors, public companies, registered lobbyists, and the health industry that regulate the operations of our company. We must comply with these laws in letter and spirit. We have an obligation to inform ourselves and seek guidance and clarification whenever needed. If you have any questions about the application or interpretation of any provision in this Code, or any law or regulation, contact the Ethics & Compliance Office for assistance.

Protect Leidos and Customer Assets

Use of Leidos and Customer Resources (LP-LG-1)

Employees may not use corporate property, software, equipment, or facilities, or upload/download software onto corporate equipment for non-company business. Employee computers, voicemail, and email messages must not contain offensive, disruptive, defamatory, or disparaging content.

Incidental and insignificant personal use of company resources is generally permitted with advance management approval.

Employees do not have a right of privacy regarding any information that is stored on or transmitted over any Leidos information system, including email, voicemail, or Internet. Leidos reserves the right to monitor, without notice or limitation, Leidos information systems and to disclose all content. Employees located at customer facilities must make sure they use equipment that has been furnished by the customer only to perform tasks for which the equipment was provided. Even incidental and insignificant use of such property, software, equipment, or facilities for noncontract business requires specific written consent of an authorized customer representative. While at customer facilities, employees must be aware of customer perception of their activities that could appear as not contract-related.

Record Retention (LP-LG-9)

Employees must comply with the requirements of the Leidos records retention policy related to the retention, safeguarding and disposition of records, including electronic records. Employees should review on a regular basis those records in their possession or control and delete or otherwise dispose of those records that are no longer required to be retained in keeping with LP-LG-9. It is unlawful to destroy, conceal, alter, or falsify any record, document, or object for the purpose of obstructing or influencing any lawsuit or other legal, regulatory, or governmental proceeding or investigation.

Privacy (LP-IT-1 & LP-LG-3)

Employees must comply with all privacy laws and regulations and privacy-related contractual requirements applicable to personally identifiable information and protected health information (PII/PHI) which they encounter at Leidos. Employees shall:

- ▶ **Comply with any promises made to individuals when collecting their PII/PHI**
- ▶ **Limit collection, use, access, transmission, and storage of PII/PHI to the minimum necessary to perform authorized business activities**

- ▶ **Provide administrative, physical, and electronic safeguards for any PII/PHI in their control**
- ▶ **Comply with all applicable Leidos Privacy Manual requirements, including complying with all applicable security and privacy plans for PII/PHI encountered at work**
- ▶ **Dispose of PII/PHI as soon as legally and contractually permitted**
- ▶ **Report immediately all actual or suspected data breaches or data loss to all of the following: immediate supervisor, Leidos ITS Service Desk, and your group information security point of contact (ISPOC)**
- ▶ **Bring any failures to comply with Leidos policies affecting PII/PHI to the attention of supervisors and work to become compliant, even if the failure is due to the actions of a Leidos customer, subcontractor, or vendor**
- ▶ **Direct questions about privacy to the Leidos Legal Department.**

Leidos and Customer Data – Information System Security (LP-IT-1)

Employees are required to comply with all **information system security policies** and directives when using any information system utilized for Leidos business. Leidos information systems are only authorized for unclassified use and official business use. Protection required data (e.g., PII/PHI, ITAR/export-controlled information, DoD Covered Defense Information, Controlled Unclassified Information) must be encrypted. ITAR/export controlled information can only be accessed by U.S. persons.



Employees must ensure that computers contain the latest operating system and application security patches and antivirus updates; ensure that computers, removable media, and email messages containing protection-required data are encrypted; verify unexpected emails before opening; never provide their username and password to anyone; practice safe Web surfing; not use an elevated privilege account

to read email or to Web surf; use only software applications and tools approved for use by Leidos; and dispose of all Leidos computer hardware and peripheral devices in accordance with the Leidos IT Asset Management (ITAM) Program. Employees are to immediately report policy violations, thefts, and actual, suspected, or potential data breaches to the ITS Service Desk, your ISPOC, and your supervisor.

Where can I find the Leidos Information Security Plan that details specific information system security policies for me to follow?

The [Leidos Information Security Plan](#) is located within the LP-IT-1 text as well as on Prism.

What is an ISPOC?

An ISPOC is an information security point of contact. The ISPOC is appointed in writing by Leidos group presidents. ISPOCs have the authority to act as a liaison for the chief information security officer for their respective lines of business to enforce compliance with Leidos Policy LP-IT-1 and assist group presidents and management in ensuring adequate information security controls are in place across their respective operations and divisions.

I don't feel comfortable discussing a cybersecurity violation with my supervisor. Whom should I contact?

If you don't feel comfortable approaching your supervisor, please contact the Ethics Hotline (855-7-LEIDOS (855-753-4367)).

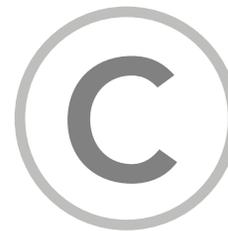
Where can I find more information about Leidos data encryption?

Please refer to the McAfee Drive Encryption and File and Removable Media Protection in the [Leidos Information Security Plan](#).

Intellectual Property (LP-LG-5)

Leidos does business honestly, fairly, and in accordance with the law. It is both illegal and unethical to engage in practices that intentionally violate the intellectual property (IP) rights of others. The willful infringement or misappropriation of these IP rights is strictly prohibited as established in Corporate Policy LP-LG-5.

All employees are required to refrain from using or distributing unauthorized copies of any copyrighted materials. No employee shall use or disclose any proprietary information of third parties or of the company, except in the course of his/her employment and always in strict accordance with the terms upon which the proprietary information was received, including the terms of any applicable nondisclosure or other agreements executed by the company. Any proprietary information embodied in writings, graphics, computer code, or any other form shall be safeguarded from disclosure to unauthorized persons and shall be removed from company premises only as needed for company business.



IP, including patents, copyrights, trademarks, and trade secrets, created by Leidos employees during the course of their employment at Leidos is the property of Leidos. Although employees may have personal or pre-existing IP created outside of their Leidos employment, no such outside or pre-existing IP may be brought into Leidos, disclosed to Leidos personnel or Leidos customers, or incorporated into a Leidos work

product without prior written approval of the Legal department. Employees who take such actions with their outside or pre-existing IP without prior written approval are deemed to have granted a broad license to Leidos and its customers in that IP.

For more specifics on your obligations under this section, see the [Proprietary Information, Inventions and Non-Solicitation Agreement](#).

I don't violate copyright. I only use items freely available on the Internet.

It is important to know that nearly everything on the Internet is protected by copyright and is NOT free to use (especially in a commercial setting, like Leidos) without written permission. If you want to learn more about copyright, some common myths, and how you can use copyright at work, please reference the [Copyright Handbook](#), made available by the Legal department (and available on Prism). Note, however, that we have a broad license from the Copyright Clearance Center that covers many copyright works for INTERNAL use only – but does not cover customers or vendors.

I have a pre-existing idea, process, software that I want to use within Leidos. I really think it would benefit our customer. How can I do that and not lose my rights in the item?

Leidos does, from time to time, enter into licenses with our employees to use their pre-existing intellectual property. Talk to your supervisor to see if s/he believes it is something that would benefit the business, then reach out the Legal department to learn more about this process.

Communications and Social Media (LP-CO-1)

Employees cannot represent Leidos in publicly disseminated communications, written or oral, that could harm the Leidos reputation or business or community relations or in a manner otherwise inconsistent with the standards of Leidos.



More specifically, employees of the company are not authorized to engage in forms of externally facing communications that identify Leidos, speak on behalf of, or communicate as an employee of Leidos without prior approval under the communications standard operating procedure process, nor are they authorized to publicize, make statements, give information related to Leidos or any of its activities, or comment on the plans and activities of Leidos customers to the news media without prior approval by Media Relations, the executive in charge of communications, or the chief executive officer.

Inquiries from any representative of the news media, under all circumstances, must be referred immediately without comment directly to Media Relations. Such a referral will ensure appropriate coordination and review by the company's executive officers of any public statements to the news media attributable to Leidos.

Confidentiality (LP-LG-5)

All employees are required to exercise reasonable care to protect Leidos proprietary information, trade secrets, and other IP from unauthorized disclosure to competitors, customers, third parties, or the public without first obtaining appropriate management approval. Employees must observe obligations of confidentiality and nondisclosure of proprietary and confidential information, IP, and trade secrets of Leidos and others, including customers, suppliers, and former employers. Proprietary information includes financial, personnel, technical, or business information owned or possessed by Leidos that has not been authorized for public release.

Employees must keep sensitive information, including any proprietary documents, protected and secure. If employees receive proprietary information belonging to a supplier, customer, or competitor without proper authorization, they must immediately bring it to the attention of their supervisor, the Legal department, or the Ethics & Compliance Office.

For more specifics on your obligations under this section, see the [Proprietary Information, Inventions and Non-Solicitation Agreement](#).

I thought it was a company policy to always have a non-disclosure agreement (NDA) in place before talking to any outside party about company business, but now I'm hearing otherwise. What's the rule?

Although it is important to put in place an NDA (or some other type of obligation of confidentiality) before disclosing any truly confidential information, an NDA is not necessary if two parties are having an initial meeting and the only type of information being exchanged is public, marketing information. While it is important to know when to have an NDA in place, it is also important to know when NOT to use an NDA. This agreement can be overused if not properly understood.

Insider Trading (LP-LG-2)

Employees and their families must not buy or sell Leidos stock if they know information about the company that has not been publicly disclosed (such as through a press release) and if an investor would consider that information to be important in deciding whether to buy or sell Leidos stock. This type of information is sometimes referred to as "inside information" or "material nonpublic information," and if you trade Leidos stock while you have this information, or if you tell others about it and they trade in Leidos stock, you could be liable for violating laws against insider trading. This prohibition also applies to material

nonpublic information about Leidos customers, vendors, suppliers, or other business partners. Violations of the insider trading laws could subject the company and individual employees to serious fines and penalties.

Inside Information (LP-LG-1)

Employees shall not engage in any private business or professional activity or enter into any financial transaction that involves the direct or indirect use of proprietary information that has been gained through their positions with the company to further private interests or for personal gain or to benefit another person or entity.

Financial Integrity

Accurate and Timely Reporting (LP-LG-1)

Leidos employees will assist in the production of full, fair, accurate, timely, and understandable financial information and disclosure in all reports and documents that Leidos files with or submits to the Securities and Exchange Commission (SEC), regulators, and/or provided through other public communications made by Leidos.



Employees will provide accurate, timely, and well-documented information to the finance and administrative functions; record time daily and accurately; use approved systems to record travel and other business expenses; adhere to all systems of internal controls; and support systems security policies and practices. Employees will adhere to all accounting principles and internal control standards established by the Financial Accounting Standards Board (FASB), Cost Accounting Standards Board (CASB), and other recognized regulatory bodies regarding the measurement, allowability, allocability and recording of cost and revenue and the assignment of cost and revenue within the correct accounting periods.

It is an employee's responsibility to inform the company if they have concerns pertaining to questionable accounting, financial reporting or auditing matters. Any such concerns should be communicated to the chief financial officer, corporate controller, or any of the various reporting channels indicated in the Report Misconduct section of this Code of Conduct.

Timecharging (LP-FN-1)

Employees are personally responsible for ensuring that their labor costs are properly recorded to the correct and authorized charge codes. This means maintaining an accurate and complete daily record of time spent by task and certifying a timesheet each week. Inaccuracies in such records could constitute a violation of law and subject the company and its employees to serious fines and penalties. Timesheet approvers have an obligation to review the timesheets for accuracy and to challenge questionable entries.

Expense Reimbursement (LP-FN-2)

Employees are responsible for ensuring their business-related expenses are properly recorded and allocated to the correct and authorized charge codes for reimbursement. This includes ensuring only valid and reasonable business-related expenses are recorded and expenses are appropriately classified as allowable or unallowable. An employee's signature on an expense report certifies that the information provided is complete and accurate and represents a valid business expense authorized by Leidos.

Foster a Safe and Healthy Work Environment

Drug-Free Workplace (LP-HR-6)

In furtherance of the Leidos commitment to maintaining a drug-free workplace, the following activities are prohibited:

- ▶ **The unlawful manufacture, distribution, dispensation, sale, transfer, possession, or exchange of illegal drugs**
- ▶ **The illegal use of drugs, including prescription drugs**
- ▶ **The presence of illegal drugs or their metabolites in any specimen from an employee or affiliated personnel screened under Leidos policies**
- ▶ **The abuse of alcohol in the workplace**

Are new candidates required to submit to drug screening?

Yes. Leidos employment offers are contingent upon the applicant's complying with Leidos drug screening requirements.

Harassment/Hostile-Free Work Environment (LP-HR-6)

Leidos is committed to fostering a safe and healthy work environment that is free from all forms of harassment, including, but not limited to, sexual harassment and unwelcome conduct that:

- ▶ **Is sufficiently severe or pervasive enough to interfere with an employee's work performance**
- ▶ **Creates an intimidating, hostile, or offensive work environment**
- ▶ **Is made as either an explicit or implicit condition of employment or is the basis of an employment decision**
- ▶ **Threatens the use of force against other Leidos employees, customers, or third parties.**

While working for Leidos, employees will not use, misuse, vandalize, or steal any property belonging to other Leidos employees, customers, or third parties. Harassment of any individual by managers, supervisors, co-workers, affiliated personnel, or nonemployees is unacceptable and will not be tolerated.

Prohibited and Restricted Items in the Workplace (LP-HR-6)

In order to promote a safe work environment and to reduce potential threats of injury, loss, or damage, Leidos strictly prohibits/restricts the following items in Leidos facilities/workplaces. Employees should contact the facility security officer or the senior business manager if prohibited or restricted items are observed.

Prohibited Items

Firearms, weapons, or other items that may be used to inflict bodily harm or to threaten or intimidate others; explosive or pyrotechnic devices; incendiary devices; controlled substances such as illegal drugs, unlawfully obtained or possessed prescription medication, and associated paraphernalia; and any item or substance that is prohibited by law.

Restricted Items

Cameras, radio transmitting devices, recording devices, or surveillance equipment. Cellular telephones or other electronic devices equipped with a camera or recording feature are permitted; however, use of the camera or recording features is prohibited without approval from the facility security officer or senior business manager.

Does Leidos prohibit the use of Google Glass?

No. However, like any other device capable of recording images or sound, Leidos restricts their use, and employees who wish to use Google Glass, or a similar technology, must comply with LP-HR-6 and obtain approval for their use from the facility security manager or senior business manager. Employees are reminded that any surreptitious recording of a conversation or another employee is strictly prohibited and could lead to disciplinary action up to and including termination.

Environmental, Health, and Safety (LP-LG-11)

A number of environmental, health and safety (EHS) laws and regulations apply to our business activities worldwide. We have a responsibility to understand and meet these requirements. All employees are responsible for performing their activities in accordance with established EHS requirements and training as identified in the [Corporate Environmental, Health, and Safety Program Manual](#); a comparable group or subsidiary program; or their respective location or contract- specific programs.

Workplace Diversity and Equal Employment Opportunity (LP-HR-6)

Our company is committed to providing an inclusive environment where employees with varied differences, viewpoints, and talents are sought and respected, creating an atmosphere in which our employees can thrive. Leidos values and respects a diverse employee population and is committed to equal employment opportunity. All employment practices must be based upon an individual's capabilities and qualifications without regard to race, gender, age, color, religion, national origin, sexual orientation, gender identity, disability, veteran or marital status, or any other protected characteristics as established by applicable law.



Nepotism (LP-HR-5)

Employees should be reviewed and their work performance evaluated based on their performance and merits, not on family or close personal relationships. To prevent potential conflicts of interest and allegations of favoritism or sexual harassment, an employee is not permitted to have a direct or indirect reporting relationship with a closely related individual.

Conduct Business Fairly And Honestly

Conflicts of Interest (LP-LG-1 & Procurement Policy and Standard Practices)

Employees must make impartial and fair business decisions in performing their duties, placing the needs of the company over their personal interests. A conflict of interest arises when an employee has divided loyalties – where the individual's personal interests interfere, or appear to interfere, with the interests of Leidos. Employees' business dealings with suppliers, customers, and other third parties must avoid even the appearance of a conflict of interest. Leidos employees must, therefore, refrain from any personal or business activity, and from having any direct or indirect financial interest that may conflict, or appear to conflict, with their responsibilities to the company.

Further, to ensure the integrity of our procurement process, if an employee involved in any aspect of the evaluation, selection or management of a supplier is a relative of or has a close personal relationship with, financial interest in or financial involvement with the supplier or the supplier's representative, the employee must recuse him/herself from the procurement activity.

For further guidance, employees should talk to their manager or the Ethics and Compliance Office.

One of our best engineers is leaving Leidos to start her own company, and we really need her expertise. Is there any reason we can't issue a subcontract to her or, at least, bring her on as a consultant?

Be careful here! Procurement policy 2.2.5 prohibits subcontracting to former employees or hiring former employees as consultants for a period of one year after their employment with Leidos has ended. You should definitely speak to both your manager and your procurement manager before taking action because any exemption to this policy requires a waiver from the Senior Vice President, Contracts, Procurement & Pricing.

My son works for one of the Company's suppliers and is working on a subcontract in a different business group. Do I need to disclose this situation to my manager and the Ethics and Compliance Office?

Yes. Employees must avoid situations where their private interests, including family relationships, may conflict or appear to conflict with the interests of Leidos. Disclosure is required to ensure that our ongoing relationship with this supplier is not improperly influenced in any way by your family relationship and your position at Leidos. However, if you have no involvement in procurement activities, there likely is not a conflict.

Outside Activities (LP-LG-1)

Employees who seek to participate in activities that involve outside organizations that are customers, competitors, or suppliers; to serve on federal advisory committees; or to engage in other activities that could create actual or potential conflicts of interest between their personal interests and the interests of Leidos, or other legal or business risks must obtain prior approval from their managers and the Ethics and Compliance Office.

Gifts and Gratuities (LP-LG-1)

Leidos business relationships must be free from even the perception that favorable treatment is being sought, received, or given as the result of a gift or gratuity. Leidos is subject to a range of laws that prohibit the offering and acceptance of gifts to government customers and suppliers. As such, an employee may not offer or give a gift or gratuity to any customer or accept or solicit a gift from any supplier, except as set forth in Corporate Policy LP-LG-1.

Organizational Conflict of Interest (LP-LG-10)

Leidos employees must comply with organizational conflict of interest (OCI) rules that prohibit them from serving in conflicting roles that might bias their judgment, create an unfair competitive advantage, or impair objectivity in their performance. Employees should be especially cautious of potential OCIs if a particular procurement opportunity will:

- ▶ Include work for which Leidos provided systems engineering and technical direction, prepared specifications or work statements, provided evaluation services, or obtained access to proprietary information
- ▶ Require setting or influencing the requirements or terms for a future opportunity in which Leidos might have an interest in bidding
- ▶ Result in Leidos evaluating or recommending its own products and services or those of its competitors
- ▶ Afford Leidos access to proprietary or other nonpublic information about its competitors

The Contracts department must review and approve all situations that could raise OCI concerns.

Kickbacks, Fraud, Bribes, and Corruption (LP-LG-1)

Leidos employees shall not provide any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind to any public official or third party to receive favorable treatment in connection with a prime contract or a subcontract relating to a prime contract with the U.S. government. This prohibition includes soliciting or accepting kickbacks from customers, vendors, or subcontractors doing business in any capacity with Leidos, and committing any acts of fraud or corruption in conducting any Leidos commercial or government business.

Recruiting and Hiring Government Personnel (LP-HR-5)

Employees may not engage in discussions with current federal government employees, including military personnel, about employment at Leidos unless that government employee either has disqualified himself or herself from any involvement in Leidos contracts or matters, or has received a waiver from his or her agency. This policy applies not only to formal discussions involving resumes, job duties and compensation, but also to informal discussions that take place in hallways, cafeterias, and conferences.



Nonsolicitation (Proprietary Information, Inventions and Non-Solicitation Agreement)

While employed by Leidos and for one year thereafter, Leidos employees shall not solicit or attempt to solicit any Leidos employee to leave his or her employment with Leidos.

Procurement Integrity (LP-LG-7)

Employees will comply with all aspects of the Procurement Integrity Act, which generally prohibits employees from the following:

- ▶ **Knowingly obtaining, other than as provided by law, bid, proposal, or source-selection information related to an ongoing federal procurement**
- ▶ **Disclosing bid, proposal, or source-selection information to which Leidos has received access in the course of providing support or advice to a federal agency**
- ▶ **Engaging in employment discussions with, employing, or providing compensation to certain current or former government procurement or contract officials**

Third-Party Confidential Information (LP-LG-1)

It is both illegal and unethical to engage in practices that intentionally violate the IP rights of others. Further, no employee shall use or disclose any confidential information of third parties except in the course of his or her employment and always in strict accordance with the terms upon which the confidential information was received.

Even if information is freely revealed by a third party, if an employee knows that the information is confidential and has been obtained wrongfully, such information must neither be used nor further disclosed, other than to the appropriate authorities.

My customer gave me some information and/or software of the prior contractor. Since my customer gave it to me, there should be no problem using these items for work on the contract, right?

It is important to know what is in your customer contract and ensure we actually do have the proper rights in place. Just like we wouldn't want a prior customer sharing OUR proprietary information without authorization, we need to be respectful of others. It's best to check with your Contracts point of contact to determine if there might be a problem.

Market Competition (LP-LG-1)

Leidos believes in fair and open competition and requires its employees to comply with all antitrust laws. Employees are prohibited from discussing with competitors or potential competitors:

- ▶ **Price fixing or coordinating of bids**
- ▶ **Division of customers, markets, or territories**
- ▶ **Limiting production or sale of products for anticompetitive purposes**
- ▶ **Boycotts of suppliers or customers**

Participation in the Political Process (LP-LG-1)

All political activities by or on behalf of Leidos must be conducted in accordance with applicable law and the Government Affairs Handbook. Under federal law, Leidos is prohibited from making direct political contributions in connection with federal elections. However, these restrictions do not affect employee participation in the Leidos Political Action Committee. Employees are prohibited from making political contributions where it might reasonably be inferred that corporate reimbursement of the funds would be involved. All political activity using corporate funds, including state and local political contributions, the use of Leidos facilities, or any fundraising activity, must be preapproved by the Government Affairs Committee. All contributions,

including personal contributions and contributions by certain family members, in jurisdictions with “pay-to-play” laws must be approved and disclosed in accordance with Leidos policy.

Prior to interacting with public officials, employees must familiarize themselves with applicable laws regarding gifts and lobbying, including procurement lobbying laws, and coordinate with the Government Affairs Office to ensure proper disclosure. Prior to seeking election to or accepting appointment to any federal, state, or local government office, an employee must obtain approval from the Government Affairs Committee.

Misconduct in Science (LP-LG-1)

Leidos employees shall conduct research with the highest standards of integrity and report any observed, suspected, or apparent misconduct in the performance of research. Misconduct means fabrication, falsification, plagiarism, or other practices that seriously deviate from those that are commonly accepted within the technical community for proposing, conducting, or reporting research. It does not include honest differences in interpretations or judgment of data. Employees shall report any allegations of “misconduct in science” to their manager, who shall report the matter to the Legal department.



Conduct International Business Properly

Foreign Corrupt Practices Act (LP-LG-6)

Employees are expected to conduct international business in accordance with the highest ethical standards and in compliance with the Foreign Corrupt Practices Act (FCPA), the UK Antibribery Act, and all other applicable U.S. and foreign laws and regulations. Employees are prohibited from offering or giving anything of value either to win government business overseas or to obtain an unfair business advantage. In addition, they are required to record all expenditures and transactions accurately and thoroughly.

Are so-called “grease” payments, otherwise known as facilitating payments, which are small amounts of money paid to foreign government officials for routine services, permitted under Leidos Policy LP-LG-6?

No. Grease or facilitation payments are prohibited under the U.K. Bribery Act.

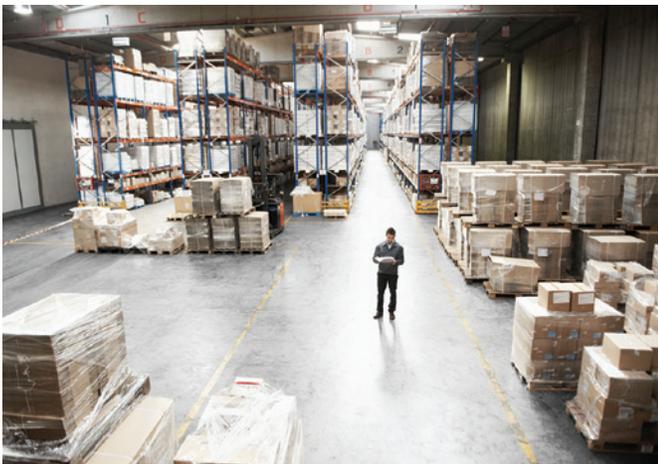
Compliance With U.S. International Trade and Sanctions Regulations (LP-LG-4)

All Leidos employees, subsidiaries, and entities are required to comply with U.S. laws and regulations governing the import, export, re-export, and transfer of hardware, technology, and information. Exports or transfers of hardware, software, or data to locations outside of the United States are subject to these regulations, even if shipped to U.S. government facilities. Moreover, disclosure or transfer of controlled information and services to foreign persons anywhere in the world requires authorization from the U.S. Department of State or Commerce. Violations can result in substantial civil and criminal penalties for both Leidos and individual employees, including debarment, fines, and imprisonment.

Leidos senior management is committed to compliance with U.S. trade and sanctions regulations and endorses our corporate-wide trade compliance program. This program establishes the key requirements to ensure compliance and includes the following:

- ▶ **Corporate International Trade Compliance (CITC) in the Office of the General Counsel is responsible for overseeing compliance throughout the company**
- ▶ **Group and sector trade managers are responsible for day-to-day compliance and assistance to their assigned line organizations**
- ▶ **Development and implementation of an International Trade Compliance Manual to provide specific compliance guidance and direction to Leidos employees**
- ▶ **General and specific export, import, and sanctions training for Leidos employees**
- ▶ **Routine and investigative audits to verify compliance with regulatory provisions**
- ▶ **Periodic assessments and revisions of existing compliance processes to address trade and sanction compliance risks**

Leidos international trade compliance guidance and requirements are contained in the Leidos Corporate Import/Export Compliance Manual. Contact information for Leidos international trade compliance officers and managers is located on the Points of Contact tab on your Prism employee profile.



Do I need a license or other authorization to ship military or intelligence equipment directly to a U.S. base or installation overseas?

Yes. Export control regulations apply even when shipping directly to the U.S. government overseas.

Is sending an email containing export-controlled information an export?

Yes, if the email is being sent to a recipient overseas or to a foreign person anywhere in the world. Disclosure of export-controlled information of any kind to a foreign person is an export, regardless of where the foreign person is located.

Respecting Human Rights and Combating Trafficking in Persons (LP-LG-1)

Our business is about people. We depend on the unique contributions of our employees working together to advance the security and well-being of the human community throughout the world. We recognize that our global operations take place amid a diversity of cultures, customs, races, religions, political institutions, and laws. Wherever we do business, we are committed to upholding the core values embodied in this code, which are influenced by, and reflect a respect for, human dignity and fundamental human rights.

Leidos has implemented policies and practices, from which the concepts in this Code are generally derived, that support our commitment to protect and advance human dignity and human rights in our business practices. These include policies designed to:

- ▶ **Support the health, wellness, and safety of our employees**

- ▶ Foster a work environment that is free from harassment and discrimination
- ▶ Combat human trafficking and use of forced labor
- ▶ Prevent the use in our products of “conflict minerals” that are supplied from sources that benefit armed groups in the Congo or adjoining countries
- ▶ Promote integrity and fairness in our relationships with employees, customers, and suppliers
- ▶ Protect the environment and support our communities
- ▶ Ensure compliance with all applicable laws

We condemn human rights abuses. Although governments have the primary duty to protect the rights and promote the welfare of their citizens, Leidos recognizes that we have a corporate responsibility to respect human rights in the operation of our business. We expect that our employees will always abide by both the letter and spirit of our Code of Conduct and other company policies and processes in all of their dealings. We expect everyone with whom we conduct business to observe similar standards respecting human rights.

Report Misconduct

Required Disclosures (LP-LG-1)

Leidos employees shall report any violations or suspected violations of this Code of Conduct, corporate policies, laws or regulations, or any ethics or conduct concerns. It is the responsibility of all employees, including those who work on classified programs, to comply with the Code of Conduct and report all ethics concerns. When in doubt about the best course of action, Leidos employees are encouraged to discuss such concerns with supervisors, managers, or other appropriate personnel. Concerns may be reported anonymously. Employees may report any violations or concerns to the following:

- ▶ Their supervisor or other individuals in their management chain;
- ▶ The local Workplace Relations Director, or Executive Vice President for Human Resources;
- ▶ The Leidos Hotline at 855-7-LEIDOS (855.753.4367), which connects you to an independent third-party provider, EthicsPoint, or by online submission of your concern at www.leidos.ethicspoint.com;
- ▶ The Employee Ethics Council
- ▶ The General Counsel; Senior Vice President, for Ethics & Compliance; or Chief Security Officer
- ▶ The CEO or Chairman of the Board
- ▶ The Chair of the Ethics and Corporate Responsibility Committee of the Board of Directors or the Chair of the Audit Committee of the Board of Directors
- ▶ The Board or Lead Director

Managers are required to ensure that any violation or suspected violation involving the Code of Conduct or Corporate Policy LP-LG-1, including fraud, of which they become aware, is reported to the appropriate Ethics representative as soon as possible. This is to ensure that such violations or issues have been handled properly and documented. Organization leaders (sector presidents, CFOs, group presidents, controllers, and certain functional area leads) must certify quarterly that they are not aware of any Leidos Code of Conduct violation or suspected violation involving the Code of Conduct or company policies that has not been reported to Ethics.

Mandatory Disclosures (LP-LG-1)

Leidos employees shall report to one of the disclosure channels listed above any information regarding potential violations of the Federal Acquisition Regulation (FAR); Defense Federal Acquisition Regulation (DFAR); or other government contracting regulations involving fraud, conflicts of interest, bribery or gratuities, civil false claims, or overpayments on government contracts. The company shall review and, if necessary, investigate all reported allegations and determine whether there is credible evidence that

a violation was committed. If credible evidence of a relevant violation exists, the company shall make a timely disclosure, in writing, to the appropriate government officials.

Violations of the Code (LP-LG-1)

Each Leidos employee must comply with the letter and spirit of the Code of Conduct and shall promptly communicate any suspected violations to any one of the eight reporting channels. Violation of any provision of the Code of Conduct may result in disciplinary action, up to and including termination of employment at Leidos. Disciplinary action may be taken against employees who authorized or participated in the violation and also against the following:

- ▶ **Anyone who deliberately failed to report a violation**
- ▶ **Anyone who deliberately withheld or misrepresented relevant materials or information concerning a violation**
- ▶ **The violator's supervisor or manager to the extent that he or she provided inadequate leadership, supervision, or diligence**
- ▶ **Anyone engaged in bribery or kickbacks**

Cooperation in Investigations (LP-LG-1)

Leidos employees shall cooperate fully with the company in responding to all audits, investigations, and corrective actions. In the case of government audits and investigations, Leidos will cooperate with authorized representatives of the government (e.g., investigators, agents, or attorneys) when such representatives request information or documents in the possession of the company to which the government has a legitimate right. All inquiries or requests that an employee receives from the government shall be coordinated with the Legal Department before any response is provided. All investigations are conducted confidentially.



Reports to the Audit Committee

Any complaints regarding questionable accounting and auditing matters may be made confidentially and anonymously. The Audit Committee is able to directly receive accounting, internal accounting controls, and audit matter complaints.

Ethics Case Fundamentals

- 1. Independent, objective investigations.** Every ethics case is investigated by an impartial investigator supported by subject matter experts (SMEs), as required, and independent of the organization.
- 2. Tiered review process.** Before a case can be closed, it undergoes a review by functional managers and an independent quality assurance team and, if valid, review and approval of recommended corrective and disciplinary actions by group presidents.
- 3. Follow-up actions in valid cases.** In cases found to be valid, appropriate corrective actions and disciplinary actions are taken.

Ethics and integrity have been at the forefront of Leidos culture since its parent company's founding in 1969.

Zero Tolerance for Retaliation

Leidos has zero tolerance for retaliation of any kind against individuals who, in good faith, raise questions, report concerns, or participate in investigations of an ethical nature. If an employee is concerned about retaliation or believes that he or she has been subject to retaliation for reporting a possible violation or for participating in an investigation, the employee should immediately contact the senior vice president, Ethics & Compliance; the general counsel; or the executive vice president, Human Resources, so that the concern can be addressed promptly. Retaliation against employees for good faith reporting of misconduct is considered a serious breach of the Leidos Code of Conduct and can result in disciplinary action.

Whistleblower Protection

The FAR and Department of Defense FAR Supplement (DFARS) contain whistleblower protections and remedies available to employees at FAR Subpart 3.9 and DFARS Subpart 203.9. The rules protect whistleblowers from reprisal for disclosing certain types of information, expand the entities to which employees may disclose the information, and revise the complaint and remedy process. Subject to certain exceptions (including the Intelligence Community), the new protections apply to all solicitations, contracts and subcontracts that exceed the “simplified acquisition threshold” (generally those over \$150,000), including contracts for the purchase of commercial items and commercial off-the-shelf items. Whistleblowers may file a complaint with the relevant Office of the Inspector General within three years of any alleged retaliation resulting from whistleblowing activity. For further information on this rule employees should contact the Corporate Ethics and Compliance Office.

Your Responsibilities

All employees are individually responsible for behaving ethically and upholding our standards of business conduct.

Action

Act ethically and in accordance with our core values and Code of Conduct, and demand that others do the same. If you observe possible misconduct, you have a responsibility to report it through one of the eight available reporting channels. Leidos has zero tolerance for retaliation of any kind against individuals who, in good faith, raise questions, report concerns, or participate in investigations involving ethical issues.

Accountability

Everyone is accountable for his or her actions. Those who do not act ethically and conduct themselves in accordance with our Code of Conduct may be subject to disciplinary action, up to and including termination.

Assistance

Questions of ethical behavior can be complex. When in doubt about your own course of action or that of others around you, seek assistance. Ask your manager, consult this Code, call the Hotline (855.753.4367), or contact your EEC representative (Prism keyword: Ethics).

Ethics and integrity ...

They're our job. | They're what we practice. | They're who we are.

Changes to or Waivers of the Code of Conduct

Any waiver of the Code of Conduct for executive officers may be made only by the board of directors or the Ethics and Corporate Responsibility Committee.

Acknowledgment and Certification

All employees are required to certify annually that they have read, understand, and will comply with this Code of Conduct.

My signature below certifies the following:

- ▶ I have read the Leidos Code of Conduct, understand that it represents company policy and our commitment to each other, and agree to comply with it.
- ▶ I have sought and received clarification from a responsible party (such as management, an EEC member, Human Resources, or the appropriate corporate policy owner) of any portion of the Code of Conduct that is unclear to me.
- ▶ I have reported and agree to report to one of the company's specified reporting channels all actual and potential violations of applicable law in accordance with the Code of Conduct and the policies and standards it represents.

Employee Signature

Printed Name

Employee Number

Date

You will be required to certify the Code of Conduct as part of the online Ethics Awareness training course. If you do not certify through online Ethics training, you may access the certification on the Ethics & Compliance website. If you do not have Skillport access, please email the signed certification form to Enterprise Shared Services (esslearningadministration@leidos.com) or fax it to 865-425-5272.