

## **Trowbridge Code of Ethics and Business Conduct**

Trowbridge & Trowbridge, LLC (“Trowbridge”) is committed to the highest standards of ethics, integrity and compliance with applicable laws in all aspects of conducting its business. The purpose of Trowbridge’s Code of Ethics and Business Conduct (the Code) is to establish and affirm the basic principles and guidelines for operations.

Trowbridge complies with all applicable laws. Compliance with public law is vital to Trowbridge’s continuation of current, and award of new, Federal contracts. The Company’s commitment to integrity goes far beyond observing the law, even when there is no law, rule, regulation or contractual provision covering a given situation, Trowbridge expects employees to use common sense and sound judgment and conduct themselves in an ethical manner.

It is expected that:

- Each employee receives a copy of the Code as part of new employee onboarding. As a condition of employment, each new employee shall be required to acknowledge having received, read and understood the Code.
- Annually, each employee recertifies understanding and compliance with the Code, and understands that violations of the Code will result in appropriate corrective action up to, and including, termination of employment.
- Annually, each employee completes Trowbridge Code of Ethics and Business Conduct Training and Sexual Harassment Avoidance Awareness Training.
- Employees shall refer to the Employee Handbook, accessible on the intranet, for additional guidance on subjects related to, but not included in the Trowbridge Code of Ethics and Business Conduct.

### **Responsibilities**

Trowbridge is committed to:

- ensuring awareness, compliance and training in connection with its Code of Ethics and Business Conduct;
- providing a confidential and anonymous (if so desired) method for employees to seek advice or to report concerns regarding Company ethics or business conduct;
- advising employees on questions related to business conduct;
- ensuring that investigations of questionable behavior are conducted;
- providing a safe environment to raise concerns without fear or retaliation or retribution
- providing timely and complete responses to Government auditors’ and investigators’ requests for documents and access to employees

Trowbridge management is responsible for monitoring and enforcing standards of ethics and business conduct throughout the Company.

Each employee is responsible for reporting potential or actual violations of the Company’s Code to his/her manager or another member of management. If desired, employees may contact the Trowbridge Code of Conduct and Business Ethics hotline at 1-844-540-5953 or by e-mail at [trowbridge.ethicspoint.com](mailto:trowbridge.ethicspoint.com). At the employee’s discretion, this report may be made anonymously. If you choose to report anonymously you will not be provided with direct follow-up or closure information. Trowbridge management will advise Human Resources leadership, and outside counsel, if appropriate, of matters that constitute a potential or actual violation of the Code, whether or not believed to be intentional.

If an employee believes that the circumstances of a potential or actual Code violation cannot be reported internally to a Company official and the matter involves a contract with a Federal Government Agency, the employee should contact the particular Federal agency’s ethics hotline. Each Trowbridge site will post contact information for the government agencies relevant to its Federal contracts.

## **Standards of Conduct**

### **Conflict of Interest**

A conflict of interest arises when an employee's private interest (financial gain, career development, family, etc.) or an obligation to any person could affect or impair the independence of the employee's judgment in fulfilling his or her responsibilities to Trowbridge. Trowbridge employees are expected to refrain from any activity or investment that 1) constitutes a conflict of interest; 2) appears to conflict with the interests of the Company or of any of its customers; or

3) that could give an appearance that the employee's judgment, loyalty or objectivity in the conduct of Company business might be adversely affected. Employees are to seek guidance through their manager, Human Resources or a Senior Executive to verify if a situation constitutes a conflict of interest. All employees are required to avoid and promptly disclose all actual and potential conflicts of interest.

No employee may, directly or indirectly, borrow from, lend to, invest in, or engage in any financial transaction that may result in a conflict of interest with a potential customer, vendor, supplier, or concern doing business with the Company.

Employees are prohibited by Federal law from purchasing or selling securities on the basis of "material inside information," and from communicating or relating such inside information to others for that purpose.

This document is not intended to supersede or replace the agreements signed by employees at their time of hire. Employees are bound by the terms and conditions of these agreements.

Former Military/Government personnel are subject to Federal conflict of interest laws and the rules and regulations of Government agencies. It is important that potential conflict-of-interest situations be reviewed and resolved prior to any discussions with government personnel regarding employment.

### **Payments or Gifts**

Trowbridge deals with its suppliers and customers fairly and impartially. The Company will not pursue or seek to retain business if any unethical or illegal activity is necessary to obtain or retain the business. The acceptance of gifts, entertainment, favors, personal discounts and similar gratuities might influence or raise doubts as to the impartiality of the recipient, damage the reputation of the Company for fair dealing, and violate Federal statutes where government contracts are involved. Misunderstandings usually can be avoided by business conduct that makes clear the Company and its representatives transact business on an ethical basis and will not seek or grant special consideration.

Employees should not give or accept any gift if, under the circumstances, the offering or acceptance of such a gift might appear to be improper or unethical.

Logo or other promotional items of nominal value (\$15 or less), that are widely distributed, may be accepted from a supplier or business associate, but gifts of larger value must be reported to the employee's manager and returned, unless otherwise approved by Trowbridge management.

All gifts to federal government personnel are prohibited if offered as inducements, rewards or in return for favorable treatment. Each agency of the Federal government has regulations that establish limits for agency personnel with regard to accepting entertainment, gifts, gratuities, payments or other business courtesies that may be acceptable in the commercial sector. Similarly, it is generally inappropriate for a government employee to provide a gift or entertainment to a Trowbridge employee. There are specific exceptions to these rules and will ensure that all Trowbridge employees are briefed on, and adhere to, the restrictions that apply to the agency(ies) with which they have contracts.

Effective July 1, 2019

Trowbridge & Trowbridge at its option, may change, delete, suspend or discontinue parts or the policy in its entirety, at any time without prior notice. In the event of a policy change, employees will be notified. Any such action shall apply to existing as well as to future employees.

Federal law and the Company's Code prohibit kickbacks under which money or anything of value (e.g., gifts, meals, entertainment, political contributions, offers of employment or other benefits) is directly or indirectly provided or offered to or solicited by employees of a contractor or subcontractor for the purpose of improperly obtaining or rewarding favorable treatment.

### **Procurement Integrity**

The Federal Procurement Integrity Act prevents contractors from gaining an unfair competitive advantage by obtaining the bid or proposal information of a competitor before a contract is awarded by the Government. The Act prohibits employees from engaging in unethical behavior relative to proprietary or source selection information. Unless required in the performance of the job and specifically covered by a non-disclosure agreement, employees must not solicit, obtain or receive procurement sensitive information from any agency employee. Additionally, Trowbridge employees will not discuss employment or other business opportunities with a procurement official. Employees will not offer anything of value to Government employees who participate in the procurement process.

### **Overpayments**

If an employee becomes aware that the Government, a subcontractor, or any other customer has overpaid on a contract financing or invoice payment, the employee must immediately notify a member of Trowbridge management or contract administration. Following a thorough investigation and review, if an overpayment is found, the overpayment must be remitted to the customer as quickly as possible. A contractor may be suspended and/or debarred for failing to timely disclose credible evidence of a significant overpayment. Failure to notify the Government of a known overpayment could also be deemed a false claim subjecting the Company and employee to civil and criminal penalties.

### **Truth in Negotiations**

Trowbridge frequently require disclosure of current, accurate and complete cost and pricing data that may affect the price of a contract or subcontract. Where applicable, employees involved in the negotiation of contracts or other business transactions related to Government procurements must ensure and certify that all cost and pricing statements, communication and representations of fact from the Company and its subcontractors are accurate, complete and current. A submission that contains false, inaccurate or incomplete cost or pricing information may subject the Company and the offending employee to civil or criminal penalties.

### **Mandatory Disclosure of Ethical Violations and False Claims**

As a Government contractor, Trowbridge and its employees are obligated to timely and affirmatively disclose to the Government credible violations of certain federal laws involving fraud, conflicts of interest, bribery, kickbacks, improper gratuities, and violations of the Civil False Claims Act (false statements or requests for payment or mischarges to the Government, defective pricing, bid-rigging, quality deficiencies, failure to adequately test, or other false reporting or recordkeeping) with respect to each of the Company's Government contracts. This affirmative disclosure obligation continues for three years after the Company receives final payment on a contract. The Code requires all employees to report immediately to the Company any suspected violations of the Code or other unlawful or unethical conduct in the manner described below.

Employees are required to cooperate fully with any investigation regarding suspected violations of this nature. A knowing failure to report such violations is a violation of Trowbridge's Code, federal law and the Civil False Claims Act and may subject the Company and the offending employee to disciplinary action, as well as civil and criminal penalties.

Effective July 1, 2019

Trowbridge & Trowbridge at its option, may change, delete, suspend or discontinue parts or the policy in its entirety, at any time without prior notice. In the event of a policy change, employees will be notified. Any such action shall apply to existing as well as to future employees.

## **Time Reporting**

Each employee is responsible for accurately recording his or her time daily, within policy guidelines. Time spent on a given task will be charged only to that task. Similarly, all time spent on a specific task must be charged to that task and not, under any circumstances, to another task. Employees must retain a copy of the work authorization, statement of work, or other tasking document at their workstations or places of employment. Time records must be available for review by both the government and Company auditors. Each employee is expected to read, fully understand and precisely follow the Company's Time Reporting Procedures. Inaccuracies in time charging records could be deemed a false claim and a violation of federal law subjecting the Company and its employees to civil and criminal penalties. Any questions concerning time reporting should be discussed with the employee's manager. Any employee who knowingly misreports time or fails to comply with Trowbridge's time reporting policy will be subject to disciplinary action, up to and including termination of employment.

## **Cost Reporting**

It is Trowbridge policy to record accurately all contract-related costs in accordance with generally accepted accounting principles and, when applicable, U.S. Government regulations. The shifting of charges or costs to inappropriate contracts or accounts is prohibited by Company policy and punishable by Federal law. Each employee has the responsibility for ensuring that no charge is made to a contract that is incorrect, unallowable, or otherwise improper.

## **Antitrust**

Agreements with competitors regarding pricing, terms, or conditions of sale, or the allocation of products, business markets, customers, or territories that would reduce competition without providing beneficial effects are prohibited. It is against Trowbridge policy to communicate, directly or indirectly, with any competitor regarding its present or contemplated business actions, including any pricing, terms, production volume, marketing policies or conditions of sale.

## **Company Records and Communications**

All Company records must be accurate, complete and timely prepared and must be maintained consistent with Company policy or any special requirements under applicable Government contracts. The Company has an obligation to prevent the destruction of business records related to an investigation, claim or lawsuit. It is the Company's policy to fully cooperate with government investigations and to properly respond to legal requirements related to the production or retention of business records.

All statements, representations, and certifications made on behalf of the Company, whether written or oral, shall be accurate, truthful, and timely. Under no circumstances may an employee make a false or misleading statement, representation, or certification. If after making any communication, correspondence, or record the employee discovers that he or she has made a mistake, the employee must then take all steps as may be reasonably necessary to correct such mistake. Any employee who knowingly makes a false or misleading statement, representation or other communication will be subject to disciplinary action as well as potential civil and criminal penalties.

## **Flow Down of Required Clauses to Subcontractors**

Trowbridge will flow down all required Federal Acquisition Regulation contract clauses to its subcontractors (supplier, distributor, vendor or firm that Trowbridge does business with) including but not limited to FAR 52.203-13 and FAR 52.203-14.

## **Reporting of Suspected Code Violations**

Effective July 1, 2019

Trowbridge & Trowbridge at its option, may change, delete, suspend or discontinue parts or the policy in its entirety, at any time without prior notice. In the event of a policy change, employees will be notified. Any such action shall apply to existing as well as to future employees.

Employees must promptly report any known or suspected violation of this Code and all other unlawful or unethical conduct to their manager, another member of Trowbridge management. To report a Code violation or concern you may contact the Ethics hotline number, 1-844-540-5953, or make a report via the [Ethics site](#). Anonymous reporting is available, if desired. This information is also available on the [Trowbridge website](#) and the [Employee Portal](#).

Employees may also call the appropriate Government agency hotline; the contact information for which is posted in Company worksites. The Company will treat reports of violations as confidential to the extent possible. Under no circumstances will any employee who makes a report be subject to any acts of retribution or retaliation or disciplinary action. Additionally, all employees must fully cooperate in any investigation of a suspected violation of this Code. Any employee who fails to report known or suspected violations of this Code or other unlawful or unethical behavior may be subject to appropriate disciplinary action.

### **Compliance**

It is the duty of each employee to act in accordance with the Trowbridge Code and report to his or her manager, or another member of senior leadership, any and all questionable activities. The Company will endeavor to keep confidential the identities of employees who submit such reports.

Under no circumstances will any employee be subject to any disciplinary or retaliatory action for filing a report of a violation or potential violation of the Code.

Filing intentionally false, inaccurate or malicious reports of ethical violations will not be tolerated, and anyone filing such reports will be subject to appropriate disciplinary action. Additionally, employees who willfully violate the Code of Ethics and Business Conduct or fail to take reasonable steps to prevent or detect improper conduct are subject to appropriate disciplinary action.

Effective July 1, 2019

Trowbridge & Trowbridge at its option, may change, delete, suspend or discontinue parts or the policy in its entirety, at any time without prior notice. In the event of a policy change, employees will be notified. Any such action shall apply to existing as well as to future employees.