



## **Alacrity Solutions Group Code of Conduct**

This Code of Business Conduct and Ethics applies to all Alacrity Solutions Group ("Company/" or "Alacrity Solutions") officers and employees, as well as to officers and employees of each subsidiary of Alacrity Solutions. Such officers and employees are referred to herein collectively as the "covered parties."

The Company is proud of the values with which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions. To this end, this Code of Business Conduct and Ethics serves to (1) emphasize the company's commitment to ethics and compliance with the law; (2) set forth basic standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help prevent and detect wrongdoing.

Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Code of Business Conduct and Ethics serves only as a broad guide. Confronted with ethically ambiguous situations, the covered parties should remember the company's commitment to the highest ethical standards and seek advice from supervisors, managers, or other appropriate personnel to ensure that all actions they take on behalf of the company honor this commitment.

### **I. Ethical Standards**

#### **1. Conflicts of Interest**

A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict can arise when a covered party takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest may also arise when a covered party, or members of his or her family, receives improper personal benefits as a result of his or her position at the company. Loans to, or guarantees of obligations of, covered parties and their family members may create conflicts of interest. It is almost always a conflict of interest for a covered party to work simultaneously for a competitor, customer, or supplier.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the chief financial officer or general counsel of the company. Any covered party who becomes aware of a conflict or potential conflict should bring it to the attention of supervisor, manager or other appropriate personnel or consult the procedures described in Section II of this code.

#### **2. Corporate Opportunities**

Covered parties are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information, or position without the prior written



consent of the CEO of the Company. No covered party may use corporate property, information or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Covered parties owe a duty to the company to advance its legitimate interests whenever possible.

### 3. Fair Dealing

Covered parties shall always behave honestly and ethically and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by ethically treating competitors, suppliers, customers, and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No covered party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by a covered party or any family member of a covered party unless it (1) is consistent with customary business practices, (2) is not excessive in value, (3) cannot be construed as a bribe or payoff and (4) does not violate any laws or regulations. The offer or acceptance of cash gifts by any covered party is prohibited. Covered parties should discuss with their supervisors, managers, or other appropriate personnel any gifts or proposed gifts which they think may be inappropriate.

### 4. Confidentiality

Covered parties must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate legal officer of the company or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the company. It also includes employee and customer lists, email addresses and any other material that would be of a confidential and valuable nature to the Company. The obligation to preserve confidential information continues even after employment ends.

### 5. Protection and Proper Use of Company Assets

All covered parties should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The company's equipment should not be used for non-company business, though incidental personal



use is permitted. The obligation of covered parties to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties.

#### 6. Compliance with Laws, Rules, and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which the company's ethical standards are built. In conducting the business of the Company, the covered parties shall comply with applicable governmental laws, rules, and regulations at all levels of government in the jurisdictions in which the company does business. Although not all covered parties are expected to know the details of these laws, it is important to know enough about the applicable local, state, and national laws to determine when to seek advice from supervisors, managers or other appropriate personnel.

#### 7. Significant Accounting Deficiencies

The chief executive officer and each financial officer shall promptly bring to the attention of the audit committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's financial reporting, disclosures or internal control over financial reporting.

#### 8. Gifts

Advance approval from management is required before an employee may accept or solicit a gift of any kind from a customer, supplier or vendor representative. In no event shall gifts of cash or financial instruments of any kind be accepted. Questions regarding the receipt of gifts, goods or services should be directed to your supervisor.

Employees are not permitted to offer or give gifts to customers or suppliers, except for certain promotional items or "premiums" such as t-shirts, coffee mugs, pens, and key chains imprinted with Company logos or sales information.

Employees are responsible for compliance with all provisions of the Code of Conduct of any Alacrity customer, including but not limited to any restrictions on gifting in such Code.



## II. Violations of Ethical Standards

### 1. Reporting Known or Suspected Violations

The Company's employees shall promptly report any known or suspected violations of this code to the CEO, COO, CFO or General Counsel. All covered parties should talk to supervisors, managers, or other appropriate personnel about known or suspected illegal or unethical behavior. These covered parties may also report questionable behavior in the same manner as they may report complaints regarding accounting, internal accounting controls or auditing matters by emailing or calling the Hotline.

NAVEX Global, a third-party organization which maintains our anonymous portal reporting and hotline 24/7. The web portal address is **alacritysolutions.ethicspoint.com** and can also be found on our webpage at **www.alacritvsolutions.com** under Workforce Resources. The phone number for the hotline is **844-989-1484**. No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the company's management will strictly enforce this prohibition.

### 2. Accountability for Violations

If the company's audit committee or its designee determines that this code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending covered party may be disciplined for non-compliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure by the audit committee, demotion or re-assignment of the individual involved and suspension with or without pay or benefits. Violations of this code may also constitute violations of law and may result in criminal penalties a civil liability for the offending covered party and the company. All covered parties are expected to cooperate in internal investigations of misconduct.

## III. Compliance Procedures

We must all work together to ensure prompt and consistent action against violations of this code. In some situations, however, it is difficult to know if a violation has occurred. Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense. If something seems unethical or improper, it probably is.

- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and he or she will appreciate being consulted as part of the decision-making process.
- Seek help from company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it locally with your human resources manager.
- You may report ethical violations in confidence without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the maximum extent consistent with the company's legal obligations. The company in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.
- Ask first act later. If you are unsure of what to do in any situation, seek guidance before you act.

#### **IV. Financial Crimes**

Alacrity Solutions Group, LLC, ("Alacrity") is committed to the highest standards in the prevention of Money Laundering (AML), Bribery and Corruption (ABAC), Counter Terrorism Financing (CTF), Fraud and other punishable criminal acts. We will adhere to all laws and regulations applicable to our business activities and expect our customers to have the same standards.

##### **1. Anti-Money Laundering (AML)/Counter Terrorist Financing (CTF)**

To facilitate compliance with anti-money laundering laws, Alacrity has developed an anti-money laundering program, consisting of policies, procedures, internal controls and systems. The Policy also makes clear Alacrity's commitment to cooperate with governmental and law enforcement authorities in connection with transactions involving Alacrity.

Alacrity's AML and CTF policy is designed to ensure that all Alacrity employees are well informed with respect to their customers and the nature of the transactions entered into. The objectives of the Policy are to:

- Comply with Anti-Money Laundering (AML) and Anti-Terrorist Financing (ATF) laws and regulations;
- Recognize, investigate and report suspicious activity; and

- Protect the reputation and integrity of Alacrity and its customers.

This detailed AML/CTF compliance program is risk-based and includes, but is not limited to:

- AML policies and procedures to ensure compliance with AML laws and regulations;
- The identification of potential AML risks impacting Alacrity Solutions Group LLC;
- Screening of customers against relevant financial sanctions lists;
- Internal procedures for identifying and reporting suspicious activities, including procedures for onward transmission of suspicious activities to the appropriate government or law enforcement entity.
- The provision of advice and management reports to senior management regarding regulations and compliance with these regulations;
- Regular staff training and awareness, including training of senior management;
- The promotion of effective compliance and the assurance of oversight and follow-up actions in the event of non-compliance;
- The appointment of designated compliance personnel responsible for coordinating day-to-day compliance;
- The retention of relevant records and compliance with data protection laws and requirements.

## 2. Anti-Bribery and Anti-Corruption (ABAC)

Alacrity recognizes that it could potentially be vulnerable to the risk of bribery and corruption. Consequently, Alacrity Solutions Group LLC adopted a zero-tolerance approach to bribery and/or any form of corruption. All Alacrity employees and third parties that act on behalf of Alacrity are strictly prohibited from having any involvement in acts of bribery and corruption.

The conduct of Alacrity staff and others directly involved in delivering Alacrity business services (including retained consultants acting on our behalf) form an essential part of these governance arrangements and ethical standards. Alacrity's ABAC program involves:

- Staff training
- Compliance monitoring



- Special requirements for dealings with public officials
- Regulations for gifts, entertainments, donations and business courtesies
- Dealing with conflicts of interest

### 3. Fraud Prevention

Alacrity has implemented an Anti-Fraud Program which requires all staff at all times to act honestly and with integrity. To further our goals, Alacrity has:

- Developed and maintains a Fraud Risk Assessment;
- Developed an Anti-Fraud Policy and Fraud Response Plan;
- Developed an anti-fraud culture;
- Allocated responsibilities for the overall management of fraud risk;
- Established well-publicized avenues for staff to report any suspicions of fraud; and has
- Established a suite of controls designed to mitigate the risk of fraud.

## V. **Anti-Child Labor and Human Trafficking**

Alacrity Solutions is committed to a work environment that is free from human trafficking and slavery, which for purposes of this policy includes forced labor and unlawful child labor. Alacrity Solutions will not tolerate or condone human trafficking or slavery in any part of our organization.

Alacrity Solutions employees, subsidiaries, contractors, subcontractors, vendors, suppliers, partners, and others whom Alacrity Solutions conducts business must avoid complicity in any practice that constitutes trafficking in persons or slavery.