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JJWWS

CODE OF BUSINESS ETHICS & CONDUCT

WE SERVE HEROES



▶ **J&J Worldwide Services**

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Austin, TX 78725

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Opening Remarks From the President/CEO

To all representatives of J&J Worldwide Services:

J&J Worldwide Services (“J&J” or the “Company”) conducts all operations with honesty, integrity and within the spirit and letter of all laws, regulations and contractual terms affecting our business, employees, subcontractors, business partners and customers. Employees and representatives must exercise the highest level of integrity, ethics and objectivity in their actions and relationships that may affect the Company. Employees and representatives must not misuse their authority or the influence of their positions in these relationships. Moreover, every employee and representative has the duty to always act in the best interest of the Company.

This Code of Business Ethics & Conduct and the Company’s related policies and procedures represent our beliefs, standards, and expectations regarding ethical

conduct throughout our business operations. This topic is of paramount importance to our Company because the Company’s reputation has been earned by the hard, honest work of many thousands of employees since the Company’s founding in 1970. However, the Company’s reputation is on the line every working day. Even one unethical act by an employee or other representative, or an action that has the appearance of impropriety, can hurt the good name of the Company overnight — maybe permanently.

The ethical standards of behavior expected from those representing our Company are very high. They apply to every representative doing business on the Company’s behalf and include, but are not limited to — employees, agents, consultants, executive leadership, and others who represent or act for the Company, including subcontractors, vendors, suppliers, and other third parties (“Company Personnel”). The maintenance of these standards is the responsibility of each individual and is reliant upon their commitment to continuing the Company’s legacy and culture of the highest standards of ethical business practices. The Company expects that Company Personnel will make the right choices every working day based on the principles, standards and procedures contained in this guide and our various other policies and procedures.

The Code of Business Ethics & Conduct is neither exclusive nor complete and does not address every scenario that you may encounter while representing the Company. If you are unsure about a business matter that may have ethical implications, please seek guidance from your supervisor, manager, director, corporate officer or the Chief Ethics and Compliance Officer (“Compliance Officer”). If you would like to report an ethics violation, please direct reports to your supervisor, the Compliance Officer, or one of our anonymous reporting avenues. A full list of resources can be found on our corporate web portal and with the Company managers and Human Resources representatives.

We ask that you read this Code with care and fully understand your responsibilities for doing the right thing under all circumstances in the conduct of the Company business operations. If you find any of the content unclear or have any questions or doubts about any of the content please contact your supervisor, manager, director, corporate officer, or the Compliance Officer for guidance.

Steve Kelley
President/CEO

Ethical Values

J&J Worldwide Services is committed to upholding the highest ethical standards and expects all Company Personnel to act in an ethical manner at all times. Company Personnel are required to report all ethics violations through one of our reporting avenues including anonymously reporting over our telephone reporting hotline or our reporting webpage. We realize that making ethical decisions can feel difficult at times, but we expect you to make ethical decisions regardless of the difficulty. Violations of the J&J Code of Business Ethics & Conduct (the “Code”), Company policies and Company procedures are considered serious offenses due to the potentially significant consequences for the Company and our customers. We will consider all levels of disciplinary action for violations including termination of employment.

As a result, this Code provides you guidance on the Company’s commitment to ethical conduct and to understanding Company policies.

When you encounter a situation like the situations reviewed in this Code, ask yourself the following questions:

- Do I understand what I am expected to do in this situation?
- Will I be following all applicable laws?
- Will I be following corporate guidelines and policies?
- Will I be following all U.S. and Foreign Government or other applicable regulations?
- Will I be following the contract requirements and provisions?
- Will there be any negative consequences associated with my actions or potential actions and will those consequences impact other employees, our customers, or our Company?
- Are the actions I plan to take consistent with the requirements of this Code of Business Ethics & Conduct and other Company policies or procedures?
- If you owned J&J Worldwide Services, what would you do or what would you expect your employees to do in the same situation?

Our Code of Business Ethics & Conduct encourages ethical conduct in not only everything that we do, but in everything we write or say. Our Code of Business Ethics & Conduct is based on several foundational principles: Honesty, Integrity, Trust, Respect, Corporate Relations, Conflicts of Interest, Quality, Fairness, Responsibility, and Accountability. Each of these principles is discussed on the following pages.

Honesty

To always be straightforward and honest in our dealings with our customers, co-workers, supervisors, suppliers, business partners, and communities

Integrity

To operate with the highest standards of integrity. To admit error and make corrections where appropriate. To perform our contractual duties in accordance with the contract documents, all local, state, and federal codes, laws, and regulations. To accurately charge labor and other costs, avoid improper cost allocation, and ensure that all business transactions are properly and accurately recorded in our books and records. To inform management if customer or vendor practices are not in alignment with our ethics policies.

Trust

To recognize our position as stewards of our customers and appreciate the fact that trust is earned and must be maintained. To use the best of our skills, knowledge, and abilities in supporting our customers while adhering to applicable laws, regulations, and contractual requirements.

Respect

To value the differences as well as similarities in all of our customers, co-workers, supervisors, stakeholders, suppliers, and communities.

Corporate Relations

To understand that our actions will reflect the values that can be expected of the Company. We are committed to obeying all applicable laws and regulations in the countries where we do business and ensuring that the Company maintains a safe workplace for employees and customers. Protect human health, prevent pollution, and safeguard the natural environment (air, water, land) by meeting or exceeding all applicable environmental, health and safety requirements. We are also committed to complete and accurate communications with our customers, to ensure that we are able to provide the highest quality service.

Conflicts of Interest

To recognize that conflicts of interest can occur anytime during the course of a business relationship. Company Personnel must always be cautious and aware of personal and organizational relationships that give rise to an actual or the appearance of a conflict of interest that may harm our business or customers. We are committed to maintaining impartiality and fairness in our business dealings.

Quality

J&J Worldwide Services has built its reputation on quality. Quality means more than just doing excellent work, it means doing everything to the best of your ability, and always striving to exceed the expectations of the customer. You must always try to correct or report a defect or error in your work and always follow procedures, quality checks and contractual requirements.

Responsibility

To speak out without fear of reprisal when calling attention to any workplace violation of law, safety and/ or health standards, ethical codes, any fraud, waste or abuse, and any form of harassment. Suspected violations should be reported to your supervisor, the Chief Ethics and Compliance Officer (“Compliance Officer”), through our ethics reporting helpline, or to one of our anonymous reporting avenues. All reports will be handled in strict confidence. Adherence to this code is mandatory for all Company Personnel.

Accountability

To be willing to accept the results of any decisions you make or actions you take in the course of your representation of the Company. Company Personnel are accountable for completing all required training sessions, and for being familiar with our Company policies and procedures, including those outlined herein.

Reporting Violations

Everyone at the Company who comes forward with concerns plays an important role in maintaining a healthy, respectful, and productive workplace and protects our customers, colleagues, suppliers, and the community at large. Raising concerns helps us address problems early — before potentially more serious consequences develop. All Company Personnel are responsible for reporting a violation or suspected violation of the Code of Business Ethics & Conduct. Failure to report a violation may itself violate the Code of Business Ethics & Conduct. The Company provides multiple avenues for reporting violations in order to encourage and facilitate these reports.

Reports may be directed to your supervisor, manager, director, corporate officer, the Compliance Officer, or through our ethics helpline reporting avenues. The helpline avenues include both a toll-free telephone hotline and an internet reporting center. The telephone hotline number is (866) Let-Know or (866) 538-5669 (from outside the United States use the appropriate International Access Code before dialing) and the internet reporting center can be found at <https://www.jjwws.com/letusknow.aspx#/Corporate/home>. Reports, which can be made anonymously, will be investigated by the Compliance Officer, or designated representatives, in the manner most appropriate and in accordance with J&J policies and procedures.

The Company takes all reported concerns seriously. We will investigate all matters reported. At your request, we will make every effort to keep your identity confidential while conducting a thorough and fair review. To assist in maintaining confidentiality, you should refrain from discussing the matter with Company Personnel or anyone else. If you have raised a concern with your supervisor, manager, or another resource, you can expect that they will follow up with you within a reasonable time. While they may not be able to disclose specific details, they will likely be able to provide a high-level summary. The Company may disclose investigation findings to the Government and in some cases, may be required to do so, by law.

The Company is primarily engaged in performing services contracts for the Federal Government. We are required by the Federal Acquisition Regulation (FAR) to disclose credible evidence of criminal law or civil law violations involving fraud, conflicts of interest, bribery, gratuities, or other violations of federal laws and regulations when working on Government contracts. To comply with these obligations, all Company Personnel must immediately report any issues that could potentially constitute a violation of criminal or civil law, or a significant overpayment on a Government contract or subcontract, including any potentially improper conduct by contractors, subcontractors or agents engaged by the Company to your supervisor, manager, director, corporate officer, the Compliance Officer, or through our ethics helpline reporting avenues. You may also report such matters through our ethics helplines or the Company corporate internet reporting center if you prefer to remain anonymous. Reporting these issues is mandatory.

If you ever have questions about the J&J Code of Business Ethics & Conduct or concerns of a possible violation, it is very important that you raise them with your supervisor or the Compliance Officer. You should never feel uncomfortable coming forward with business conduct concerns, and the sooner you raise your concerns, the sooner the Company can resolve them.

Retaliation in any form against an individual who in good faith reports a violation of our Code of Business Ethics & Conduct or of the law, even if the report is mistaken, or assists in the investigation of a reported violation, is a serious violation of this Code of Business Ethics & Conduct and of law. Company Personnel have an obligation to create an environment free from retaliation. The Company does not tolerate retaliation and recognizes rights and protections afforded to Company Personnel who report actual or suspected misconduct. It is, therefore, the Company's policy to strictly prohibit any form of retaliation against anyone who raises ethical concerns or reports a potential violation of law. Any person who attempts to stop Company Personnel or a subcontractor from reporting an issue can be subject to disciplinary action or termination.

Employment Practices

Equal Opportunity

The Company's goal is to provide a workplace where every employee will have an equal opportunity to work, advance and contribute to our success. The Company prohibits discrimination and harassment of any type and provides equal employment opportunities to all employees and applicants for employment without regard to race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state, or local laws. Furthermore, it is Company policy that Affirmative Action be a basic principle of all employment practices including, but without limitation to, compensation, benefits, transfers, training, and all other Company-offered programs.

It has been and will continue to be the policy of the Company to be an Equal Opportunity Employer. To ensure full implementation of this policy, the Company shall act affirmatively to assure that it will:

- Recruit, hire and promote for all job classifications without regard to race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state, or local laws;
- Base hiring decisions solely upon an individual applicant's qualifications for the position and interest in the position being filled;
- Make promotion, demotion and transfer decisions solely on the individual employee's qualifications as they relate to the requirements of the position for which the employee is being considered, without regard to race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state or local laws; and
- Ensure that all other personnel actions, including, but without limitation to: compensation, benefits, layoff, return from layoff and leaves of absence, will be administered without regard to race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state or local laws.

The President of the Company is responsible for the implementation of the equal opportunity policy. The Chief Human Resources Officer is responsible for the day-to-day activities associated with Equal Employment Opportunity and Affirmative Action.

Sexual Harassment

The Company is committed to providing Company Personnel with a work environment free of discrimination, harassment, or intimidation. Company Personnel and other individuals working at the Company's worksites, such as vendors, staff, and subcontractors, are prohibited from engaging in unwelcome sexual advances, requests for sexual favors or other verbal, visual or physical conduct that is based upon race, color, religion, sex, national origin, age, veteran status, disability, sexual orientation, gender identity or expression, or other categories protected under state laws or local ordinances, which could create a hostile, intimidating, or offensive work environment. Harassment of Company Personnel is intolerable and unlawful and will result in appropriate disciplinary action, up to and including termination.

Unwelcome sexual advances, requests for sexual favors and other verbal, visual or physical conduct of a sexual nature violate this policy when:

- Submission to such conduct is made, either explicitly or implicitly, a term or condition of employment;
- Submission to or rejection of such conduct is used as the basis for an employment decision; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance

or creating an intimidating, hostile or offensive work environment.

Examples of conduct which may constitute sexual harassment include, but are not limited to:

- Verbal or visual harassment or abuse (degrading sexual comments, unwelcome propositions, sexually offensive jokes, and materials);
- Unwelcome requests for sexual favors or activity;
- Inappropriate touching or physical actions of a sexual or abusive nature (pinching, hugging, patting or repeated brushing against another individual's body); or
- A suggestion, threat or action that subjects the affected individual's employment, opportunities, or benefits to the submission of sexual demands, harassment, or sexually offensive conduct

Other Forms of Harassment

Verbal, visual or physical conduct also violates this policy when it denigrates, threatens, shows hostility or has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment toward an individual or group because of a protected characteristic such as national origin, race, color, religion, age, sex, genetic information, veteran status, disability, sexual orientation, gender identity or expression, or other categories protected under federal and state laws or local ordinances.

Examples of conduct which may constitute harassment on account of national origin, race, color, religion, age, sex, genetic information, disability or veteran status or other categories protected under federal and state laws or local ordinances and the local laws of countries where we operate include, but are not limited to:

- slurs or epithets
- negative stereotyping
- threats, intimidation, or hostile acts
- written or graphic materials that belittle or show hostility toward an individual or group

Company Personnel who in good faith believe they have been harassed should immediately report the alleged incident to their direct supervisor, Chief Human Resources Officer, or the Compliance Officer. If the incident involves their supervisor, a complaint may be made to the Chief Human Resources Officer or the Compliance Officer. If Company Personnel do not wish to discuss an incident with their supervisor, it should be reported immediately to the Chief Human Resources Officer or the Compliance Officer. Company Personnel are encouraged to report incidents of harassment within 72 hours so that a prompt investigation can be undertaken by the Company.

The Company will investigate all claims of harassment in a confidential, objective, and thorough manner. If the Company determines that a violation has occurred, it will take appropriate corrective action to terminate the harassment and prevent its reoccurrence as well as administer appropriate disciplinary measures consistent with Company policy and applicable laws.

Company Personnel who have observed incidents of harassment against others should report such conduct to their supervisor, manager, director, corporate officer, the Compliance Officer, or through our ethics helpline reporting avenues. The Company prohibits retaliation, harassment, or intimidation against Company Personnel reporting harassment.

While the Company urges individuals to report alleged harassment, false allegations can irreparably harm an employee's reputation and limit his or her ability to fulfill job responsibilities. Employees who bring knowingly false allegations of harassment will be subject to disciplinary action under the Company's policies.

Workplace Violence

As part of our commitment to safety and security of our workforce and customers, our workplace must be free from physical violence. Workplace violence takes many forms, such as:

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

The Company prohibits weapons in the workplace. The Company takes threats very seriously. If you witness or become aware of any possible violent threats, contact your supervisor, manager, director, corporate officer, the Compliance Officer, or make a report through our ethics helpline reporting avenues. In the case of imminent threat, contact local law enforcement immediately.

Prohibited Substance Abuse

The Company is committed to a safe and healthy workplace for everyone. Use of illegal drugs or alcohol abuse can create serious safety risks. The possession, sale, or use of illegal drugs, or being under the influence of such drugs, on company time, property, or at company-sponsored events is prohibited. We also prohibit the consumption of alcohol on company property or on company time, in connection with company business, or in a manner that would influence the performance of tasks and responsibilities. However, in some instances, employees may consume alcoholic beverages at company-sponsored events when authorized by management and when appropriate monitoring is in place. If employees consume alcoholic beverages at such approved events, overconsumption of alcohol and inebriation are prohibited.

Use of Company Assets, Fraud, and Theft

Company Personnel should attempt to advance the business interests of the Company when the opportunity arises. Company Personnel are prohibited from using the assets of the Company, its information, including proprietary information, or their position to obtain personal gain or to compete with the Company. Additionally, employees are prohibited from taking a business opportunity for themselves or others that is in competition with the Company, unless, after full and fair disclosure, the opportunity has been offered to and rejected by the Company, in writing.

We must ensure that our assets and the assets of our customers are protected against theft, loss and/or abuse. Company Personnel must do their part to protect those assets. All Company owned property and equipment will remain secured at the job site at all times. Taking property or equipment off a job site is strictly prohibited unless authorized by the Project Manager or the corporate office. You should report suspicious activity to your supervisor, manager, director, corporate officer, the Compliance Officer, or through our ethics helpline reporting avenues. The Company will investigate and prosecute incidents regarding fraud and/or theft.

Health and Safety

The Company is committed to providing a healthy and safe working environment for all of its Company Personnel. We will strictly adhere to all applicable laws and regulations relating to environmental protection and workplace health and safety.

If you witness or have knowledge of any work-related fatality, injury requiring hospitalization, hazardous or environmental contamination or a potential health or safety issue that would subject J&J Worldwide Services or any of its Company Personnel to possible serious harm or adverse public attention, you must contact your supervisor immediately. The Corporate Quality, Environmental, Health and Safety (QEHS) Director will follow the applicable Company reporting procedures required to comply with local laws and regulations. If no action or if inappropriate action is taken by your supervisor, you must contact the QEHS Director, the Compliance Officer or utilize one of our various anonymous reporting avenues.

Due to the complex nature of most environmental, safety and health laws and regulations, if your work includes any of the QEHS responsibilities, you must be familiar with the requirements of the various laws and regulations. This includes record keeping. If you have any questions, please contact your supervisor, the QEHS Director or the Compliance Officer.

Texting While Driving

Company employees understand the risks associated with the distraction of reading or sending text messages while behind the wheel of a motor vehicle. Employees shall not read or send text messages while operating any Company vehicle or while driving on Company business.

Employee, Client, and Company Information

Privacy and Confidentiality

The Company strives to maintain relationships with our employees based on trust and respect. In order to maintain the relationship that we have with our employees and continue to earn their loyalty, it is imperative that we keep their personal information, in the form of employment and medical records, confidential.

Employment records are not to be released to any Company Personnel unless that employee has a legitimate business need to know the information or requires it for legal action. Those Company Personnel who have been designated as Human Resource Representatives and who have access to employee files, must take reasonable steps to keep them confidential.

Company Personnel medical records are also to be maintained as “confidential and private.” An employee’s medical records are to be kept separate from all other Company Personnel records and will not be released to any person unless required by law, required for a worker’s compensation claim, or based upon a written release from the Company Personnel concerned.

Confidential Information

Company information and/or trade secrets are very important assets. If you have access to technical, financial, or commercial information that is sensitive or belongs to the Company, its customers, or suppliers, you are responsible for safeguarding it. You must make sure that only those people with a legitimate need to know have access to it. This information includes trade secrets, cost data, marketing plans, computer programs, new development projects and other business matters or customer information that is covered by customer contract provisions or by applicable laws or regulations.

All Company Personnel are tasked with the responsibility of safeguarding all confidential information from unauthorized persons, both within and outside the organization. Specifically, Company Personnel:

- Must not discuss the Company’s confidential information where unauthorized personnel could hear it.
- Must consult with the Compliance Officer or senior management prior to releasing confidential information to a third party without an appropriate agreement, such as a Non-Disclosure Agreement, which safeguards that information.

Some Company Personnel are required to complete Non-Disclosure Agreements. Such personnel may not use non-public information for personal gain or disclose non-public information learned in the course of performance of their duties.

Maintenance of Records

Company management expects that all reports and/ or documentation prepared by Company Personnel accurately reflect the information being reported and that employee-created records are complete and not false or misleading. If you are unsure as to how to present information on any subject, contact your supervisor or the Compliance Officer for guidance.

The reporting of financial information requires particular attention. The Company requires that its financial transactions be not only lawful but also are authorized. The Company and customer funds and/or assets are to be used for lawful and proper purposes at all times. No employee is authorized to use Company or customer funds and/or assets for purposes that have not been approved by the Company or are required by customer contracts, by law or by regulation. If you have any questions regarding the Company’s financial accounting methods, please contact your supervisor or the Corporate Finance/ Accounting department.

Management and employees have an important role in the accounting process by providing pertinent information which will assist the accounting function in forming the basis of recognition and measurement in the Company’s financial books and records. Such information could be, but is not limited to, advice and opinions on such items as asset and business valuations, reserve estimates and settlement of accounts

receivable, as well as other matters impacting financial results requiring business and/or industry knowledge and judgment. As such, all Company Personnel are required to provide accounting employees with realistic and objective assessments.

All Company Personnel are responsible for ensuring that Company and customer records are safeguarded and retained in compliance with current corporate directives and policies regarding document retention. In addition, when litigation or a government investigation is pending or imminent, relevant records must be preserved until the matter is closed.

Competitor Relations

We believe in free market competition and support laws that protect competition. Anti-trust laws – federal, state and those of foreign Governments – are designed to keep markets open to competition. Violations of these laws can lead to severe consequences – enormous corporate and individual fines and individual prison sentences, as well as triple damage liability. You must always obey these laws and avoid even the appearance of improper activity.

This section is intended as an overview. You should contact the Compliance Officer if you have any questions in this area. Certain types of conduct between competitors are always illegal. You must never, directly, or indirectly, with a competitor:

- Agree on prices.
- Agree on any other term of sale.
- Agree on production limits; or,
- Agree on, or rig, competing bids.

Types of conduct that may be illegal include requirements contracts, customer or supplier boycotts, exclusive deal arrangements, and tying together or bundling different products and services. These always require prior review by the Compliance Officer.

Avoid contact with competitors that involves discussion of competitive matters. In circumstances where contact is appropriate, such as approved joint ventures, limit discussion to permissible subjects. Before you attend any meeting where competitors will be present, such as trade group meetings, be sure to know the antitrust dos and don'ts. You must also avoid unfair practices, such as:

- Attempting to control or monopolize markets.
- Defaming or lying about a competitor's business, products, or services.
- Inducing breach of contract or causing a customer to break a contract with a competitor.
- Intentionally misrepresenting or concealing information about Company products and services, or making deceptive, misleading, or false statements, or claims that are not backed up with factual support; and,
- Bribing customer's agents and employees.

Financial Information

If you are responsible for preparing Company information, either actual or anticipated, on a project, group of projects or for your activity as a whole, be sure that what you provide represents a complete and accurate picture. The Company and its customers must be able to rely on your information to report its current conditions and to plan for its future needs. Arrangements with financial institutions are founded on the accuracy of this information. It is better to get help for an activity that is experiencing difficulties than to hope it will fix itself and let it get out of hand.

If you are responsible for preparing invoices or for providing information to people who do, you must be sure that the invoice correctly reflects the product and/or services sold and the terms of the sale. If you are responsible for making payments to consultants, subcontractors, or suppliers, you must make certain that the product or service received is exactly what the purchase agreement says it is. These transactions must be handled so that there is no opportunity to hide kickbacks, bribes or other improper payments or receipts.

Pay special attention to this area when dealing with international agreements. It is better to take the time to check information than to find yourself in the headlines in a scandal.

The Company has systems for assigning costs to appropriate project and overhead accounts. If you work in this area and are dealing with certain types of U.S. Government contracts, for example, there is the additional requirement to separate costs that are “allowed” from those that are “unallowed.” It is easier to assign costs to the right account in the first place, than to reimburse a customer following an audit for charges for which they should not have been billed. Failure to properly allocate costs can also expose the Company and its personnel to investigations and potentially to fines or penalties.

All of our customers are entitled to accurate, complete, and current information (including cost or pricing information in some cases). Accuracy and completeness in U.S. Government bids or proposals, or negotiating resulting contracts, is a requirement and the law under the Truth in Negotiations Act, when applicable. In some cases, we may have an obligation to share with the customer any information that would affect the price negotiations as soon as it is known. Company Personnel should treat accuracy, currency (timeliness), and completeness as the highest priorities.

You are responsible for the sensible use of available funds, whether the customer’s or the Company’s. You should try to find the best value for the price. If you travel on business, you should always try to find the most economical airfare and hotel accommodations that are appropriate. If you are buying goods or services for the Company, you should try to get the best value at a reasonable price.

Intellectual Property

The Company seeks to avoid infringing on patents, trademarks and/or copyrights owned by others. Company Personnel should take all possible steps to avoid the use of material/technology which have been patented by others, without first obtaining permission to use them. If you are uncertain as to whether or not you have permission to utilize such material/technology, contact your supervisor or the Compliance Officer.

International Business

The Company has operations in locations which are outside the borders of the United States. Therefore, we must comply not only with the laws of the country where we do business, but we have to be sensitive to the cultures and customs of those locations.

Most Governments have laws and regulations that are designed to regulate trade and business transactions. Business transactions outside the United States that deal with trade in goods and services must be compliant with the applicable Foreign Government regulations and laws. Any questions regarding these transactions should be directed to the Compliance Officer before action is taken.

Classified Information

Company Personnel with security clearances are required to safeguard U.S. Government classified information in accordance with both Company-issued directive, the National Industrial Security Program Operating Manual, and any related customer-specific requirements. Law, regulation and/or Company procedure applies to certain categories of unclassified information as well. The responsibility to protect such information can continue even if you leave the Company, and you must return any such documents to the Company before you go.

Public Information and Communications

Access to Information

As a representative of the Company, you may have access to confidential information which belongs to the Company or other entities such as the U.S. Government. Information belonging to the Company or any other organization, other than the U.S. Government, is not to be distributed to any individual or another company without the written consent of the owner of the information. Control of any United States Government confidential information must be in accordance with the provisions of federal law and applicable regulations, or specific Government contract requirements.

Advertising and Marketing

All Company advertising and marketing programs MUST be approved by the Director of Marketing prior to their implementation.

Public Statements

It is important that we are accurate and consistent when providing information regarding our operations. It is imperative that Company Personnel not make any public statements regarding issues that involve the Company unless they have been designated as an authorized spokesperson for that issue. If you are contacted by the media regarding some Company issue, you should refer them to the Director of Marketing.

Political Activity

The Company is committed to maintaining a position of neutrality when dealing with political processes. The Company encourages its Company Personnel to participate in the political process in ways that reflect their individual beliefs. We ask that such political activity take place on your own time unless you are participating in a Company-sponsored activity involving issues which are important to the Company. The Company recognizes state laws for paid or unpaid time off to employees to vote in elections. No Company assets are to be used in the performance of political activities, unless authorized by the President and memorialized in writing.

Some specific guidelines include:

- Do not allow the fact that you are a representative of the Company to be used in support of a political issue of any type at any time.
- Do not pressure any other Company Personnel to participate in the support of a political issue.
- Do not use corporate funds or assets to support any type of political issue; and,
- Do not suggest the U.S. Government endorses the Company or its services.

Family Members

We generally do not prohibit the hiring of relatives. We will accept and consider applications for employment from relatives (parents, grandparents, children, step- children, spouses, brothers, and sisters, or other in-laws such as aunts and/or uncles); however, we have established guidelines that are designed to help prevent problems of safety, security, supervision, and morale:

- Relatives will not be hired or transferred into positions where they directly or indirectly supervise or are supervised by another close family member.
- Relatives will not be placed in positions where they work with or have access to sensitive information regarding a close family member; and,
- Relatives will not be placed in positions where there is an actual or apparent conflict of interest.

Changes to the above restrictions will require the advance written consent of the Chief Human Resources Officer or the President of the Company. Additional restrictions may be applicable to the Company's hiring practices outside the United States due to local laws, regulations, or other considerations.

E-Mail and Internet

No e-mail system is entirely secure. Do not write anything in an e-mail that you do not want to be documented as permanent record. Exercise the same care, caution, and etiquette in sending an e-mail as you would in written business communications. Do not write abusive, obscene, offensive, or profane e-mail messages. Do not download any data that is unprofessional, inflammatory, or inappropriate for business.

Conflicts of Interest

Conflicts of interest normally occur when an individual's personal interests interfere with his or her ability to make decisions for the Company. The Company both understands and respects the rights of Company Personnel to have outside interests. However, these interests should not divide one's responsibility to the Company nor affect one's ability to make sound business decisions. By avoiding any conflicts of interest, the Company will create a higher level of trust with our customers, our employees, our suppliers, and the public. If you are considering any activity, including but not limited to: (a) contracting with a supplier who is a close friend or a family member, (b) working as a consultant to a supplier, (c) having a business on your own time that competes with activities that are associated with J&J Worldwide Services, or (d) making investments that might create an apparent conflict of interest, please consult the Compliance Officer.

All Company Personnel are prohibited from using Company property, information, or their position for personal gain. This includes accepting business opportunities for themselves that were found by or through the use of Company resources, information, or other employees.

Gifts & Gratuities

The Company does not tolerate attempts by Company Personnel to improperly influence the decision of our customers or suppliers through the giving of gifts. Company Personnel generally are not permitted to give or receive gifts, gratuities, or anything of value in connection with Company business activities. Exceptions must be specifically approved by the Compliance Officer and memorialized in writing.

This prohibition applies to all dealings of Company Personnel with suppliers, subcontractors and third-party contractors. The Company considers any business (domestic or foreign) that furnishes – or could furnish – services, supplies, materials, or equipment of any kind to the Company, a supplier (which also may be referred to as a subcontractor or third-party contractor). Services, in this context, could be auditing services, banking services, insurance, advertising, lodging, vehicle rentals, construction, consulting, etc.

In general, the Company does not allow its Company Personnel to offer anything of value to any person or entity. However, Marketing personnel or Senior Management may provide *de minimis* business courtesies to non-Governmental customers or suppliers for the purpose of promoting "good will" as allowed by law. These types of business courtesies, when given to promote business, should include the Company name, logo, or other identifiable device. (The rules regarding gifts to Governmental customers are covered in the next section.)

Company Personnel are allowed to accept gifts which are reasonable and do not improperly influence the decision-making of the employee. Acceptable gifts include, but are not limited to:

- Refreshments (such as coffee, tea, etc.) and meals, when provided during a business meeting.
- Reasonable and infrequent meals and/or entertainment when offered by a customer, supplier, or business associate for a legitimate business reason; and,
- Promotional business items (such as caps, key chains, etc.).

If you, as an employee or other member of Company Personnel, are offered or receive a gift of any sort that seems to be inconsistent with the Company's business practices, you should refuse that gift and report the issue to your supervisor, manager, director, corporate officer, the Compliance Officer, or through our ethics helpline reporting avenues. Offers of cash, fees, kickbacks, or anything of value must be immediately reported to the Compliance Officer.

Outside Employment

In most circumstances, the Company does not prohibit Company Personnel from working "second jobs," unless such job creates the appearance of "bias" of some sort or has an effect on the performance of the Company Personnel's duties at the Company. Some examples of prohibited "second jobs" would be if the

employee in his Company position would deal directly with someone in the “second job”, if the position would give the appearance of favoritism, if the position would have an impact on supply decisions, if the work performed by the position is in direct competition with the Company, or if it is capable of providing special channels of communication.

Disclosure of Financial Interests

All Company Personnel must conduct their personal and professional affairs in a way that avoids both real and apparent conflicts of interest between their financial interests and those interests of the Company. Any financial transactions with competitors, suppliers, customers, or other entities or individuals doing business with the Company which may be considered a conflict of interest must be reported to and approved by the Compliance Officer.

Consultants

All consultant agreements must be approved by the Compliance Officer in order to protect our confidential information and to ensure compliance with other Company policies and procedures. A formal written agreement must be in place prior to any work being performed. The agreement must contain a detailed statement of work, a description of all amounts to be paid, and specific instructions covering conflicts of interest, standards of conduct, business ethics, confidentiality, and other special activities. All consultants must be given a copy of the Vendor Code of Conduct and requested to follow its contents.

Doing Business with the Federal Government

The Company is a contractor to the United States Federal Government and its various entities and representatives, both as a prime and subcontractor. Doing business with the U.S. Federal Government imposes upon the Company various restrictions and obligations that, in some instances, reach beyond typical commercial practices. The Company is committed to conducting business with the Federal Government ethically and in accordance with the regulatory and compliance obligations imposed on the Company.

Contract Compliance

The Company and its employees are committed to complying with all terms, conditions, and regulations applicable to Federal Government contracts and subcontracts. Contract violations can result in damages being assessed against the Company, termination of a contract, suspension or debarment, or other penalties. Employees are responsible for understanding the Company's contractual obligations, applicable procurement, accounting, and billing practices, and any relevant statutes and regulations. Any questions about the Company's, or an individual employee's obligations should be directed to the Compliance Officer.

Gifts & Gratuities

In accordance with this Code, Company employees are prohibited from offering, giving, or making available, directly or indirectly, anything of value to U.S. Federal Government officials or employees, or any member of their immediate family, whether or not anything is expected in return. This includes gifts of money, meals, tickets, entertainment, travel, employment or consulting opportunities, merchandise, or anything else of value. Gifts, gratuities, favors, entertainment, or other things of value offered to or solicited from members of the immediate families of Government employees also are strictly prohibited. Modest refreshments such as soft drinks, coffee, and donuts at hosted meetings, on an occasional basis and in connection with legitimate business activity, are allowed. However, if lunch or other meals are served, Government employees are expected to pay the fair value of their meals.

In the event this policy conflicts with any other Company policies, this policy shall control as relates to the U.S. Federal Government procurement related activities.

Bribery & Kickbacks

Maintaining appropriate and ethical Government relations is extremely important to the success of our Company. Employees who are tasked with contract negotiations must strictly adhere to all of the laws, U.S. and foreign, and regulations regarding Governmental contracting. The Company complies with the U.S. Foreign Corrupt Practices Act, The Anti- Kickback Act of 1986, and similar laws of other countries, such as the U.K. Bribery Act, which prohibit the payment of money or anything of value to any person who is a Government official, member of a political party, or candidate for political office, solely for the purpose of obtaining, retaining, or directing business, or receiving any other favorable treatment under a contract or subcontract. Company employees are prohibited from offering or providing a bribe, gratuity, or kickback to an employee of the U.S. Federal Government, or another country, or to an employee of another Federal Government contractor, for any reason. Items of value include money, gifts, favors, in-kind use of Company resources, entertainment, and other items or services of value.

The Company strictly prohibits Company Personnel from accepting gifts that are designed to influence a Company decision, from giving gifts intended to influence another party's business decision, or from making a payment of any kind intended to obtain an unfair business advantage in selling our products and services to the United States Federal Government or to a United States Federal Government prime contractor.

Known or suspected violations of this policy should be reported immediately to the Compliance Officer, or through the Company's various reporting helplines.

Truthful & Accurate Communications with the Federal Government

All information provided to the U.S. Federal Government, including representations, certifications, warranties, invoices, requests for payment, statements of compliance with specifications, and other statements of fact, must be honest and accurate. All communications and information provided to the U.S. Federal Government, whether written, oral, or electronic, must be factually accurate. It may be a civil or criminal offense, as well as a violation of this Code, to make a communication to the U.S. Federal Government with knowledge that the communication is false or inaccurate or made with a reckless disregard for accuracy.

Non-Disclosure of Procurement Information (Procurement Integrity Act)

The regulations governing U.S. Federal Government procurement and relations with Government officials and employees are complex and strictly enforced. Prohibited conduct under the Procurement Integrity Act includes soliciting, obtaining, or otherwise disclosing Government source selection information, or a competing contractor's proprietary bid or proposal information.

Company Personnel shall not seek to obtain or disclose bid or proposal information or source selection information from any source that has not otherwise been released to the public. "Bid or proposal information" includes cost or pricing information, cost build-up information and information marked as "bid or proposal information" in accordance with applicable regulations. "Source selection information" includes competitors' proposed cost or prices, source selection and technical evaluation plans, Government evaluations of proposals, rankings of bids or proposals, reports and evaluations of source selection panels, boards or advisory councils, and any other information marked as "source selection information" in accordance with applicable regulations.

If you are involved in U.S. Government procurement, the provisions of the Procurement Integrity Act apply, and you must not ask for any information that is not available to all competitors. Company personnel shall refrain from seeking, obtaining, accepting, or keeping, any other sensitive, proprietary, or otherwise improper information regarding a competitor of the Company, or regarding a U.S. Federal Government procurement. Further, Company Personnel shall comply strictly with the terms of any non-Disclosure or other agreement pursuant to which the Company receives any confidential or proprietary information from the Government or any third parties.

Any Company Personnel who believe they have received "bid or proposal information," "source selection information," or other improper confidential or proprietary information shall: (1) refrain from using or disclosing the information in any manner for any purpose, including to anyone else within the Company; and (2) contact the Compliance Officer immediately.

Fair Competition

The Company is committed to fair competition, including adherence to all applicable antitrust and procurement integrity laws. Practices that unfairly eliminate competition or improperly restrain trade may lead to excessive prices and may warrant civil, criminal, or administrative actions under United States antitrust laws. The Company expects its employees to conduct business in a manner that complies with all applicable antitrust laws. Practices that might violate antitrust laws include:

- Pricing agreements among competitors, including coordinating pricing, follow-the-leader pricing, or an agreement to rotate bids or proposals (such that each competitor takes a turn in sequence as the lowest bidder).
- Competitors agreeing to divide the market, such that certain competitors bid low only for contracts released by a certain subset of agencies, or in general geographical areas, or on certain products/services, and bid high on all the rest;
- Competitors establishing a collusive price estimating system;
- Competitors sharing pricing information by and among competitors during a live competition; and
- Monopolizing, or attempting to monopolize, through unfair conduct, such as predatory pricing (i.e., pricing below cost with the intent to cause a competitor's market exit).

Both commercial and Government procurements must rely on fair and equal competition. It is important to avoid even the appearance of unfair advantage. It is better to pass up an opportunity to bid, than risk being debarred from doing business with the Government.

Organizational Conflicts of Interest

An Organizational Conflict of Interest (“OCI”) is a situation where either: (1) the Company receives an unfair competitive advantage on one contract through work it has done for the Government, either formally on another contract or informally; or (2) the Company’s objectivity in working for or otherwise advising the Government is impaired. In every Government contract, the Company is making an explicit or implicit certification that it does not have an OCI on that contract. The following is a non-exhaustive list of examples:

- An OCI may arise where a contractor bids on a contract for which it has prepared the specifications or statement of work, is required to evaluate its own products or services, or obtains access to competitively useful non-public information that would provide it with an unfair competitive advantage in future procurements.
- An OCI may arise if the Company receives a contract to draft specifications or evaluation factors, or to do similar work, or perform similar services without a formal contract, and those specifications or evaluation factors may become part of a future Government contract solicitation.
- An OCI may arise if the Company informally provides technical information to a government employee involved in drafting a future solicitation.
- An OCI may prohibit the Company from competing to supply products or services under one contract when it was involved in requirements definition or other “top level” program roles in previous contracts.
- An OCI may involve work that impairs the Company’s objectivity in supporting the Government, such as providing test or evaluation services that later evaluate the Company product.

When doing business with the Government, whether directly or indirectly, Company personnel shall comply strictly with all applicable prohibitions and other requirements relating to OCIs. Company personnel shall not complete any representation or certification relating to OCIs, or submit any OCI mitigation plan, without first consulting with the Compliance Officer.

Hiring & Utilization of Government Personnel

Company personnel shall comply strictly with all rules governing the recruitment, hiring, and utilization of current and former Government employees. Discussing future employment with or making an offer or promise of future employment to, a government procurement official, or hiring a former Government procurement official, is prohibited except as authorized below.

Government agencies have different policies regarding the hiring of former Government personnel. Many regulations also are impacted by job titles and responsibilities, contract values, and other factors. In some instances, there may be a lifetime prohibition against certain former Government personnel working for contractors on particular programs. In other cases, the prohibition may be for a set length of time.

All employment, agency, or consulting arrangements with any individual that has left the Government service within the last five (5) years shall be reviewed in advance by the Compliance Officer to ensure that the Company complies with federal post-employment restriction laws. All new Company hires who may be involved in Government procurement must indicate, prior to being hired, whether they ever worked for the Government. If a new hire responds in the affirmative, the individual must provide details, including particular agencies, involvement in Government procurement, and any post-employment restriction of which they are aware.

Lobbying Activities

Federal law generally prohibits Government contractors from using “appropriated funds,” including the proceeds of any Government contract, to pay any person for influencing an officer or employee thereof, a member of Congress, or an employee of a member of Congress in connection with certain official actions, including the award or modification of a government contract. Further, the Company may be required to

report certain communications intended to influence the Government, and Company personnel may be required to register with the Government as “lobbyists,” if they engage in such activities. Therefore, prior to engaging in potentially covered communications with Government officials, Company personnel who are unfamiliar with these requirements shall contact the Compliance Officer for further direction.

Combating Trafficking in Persons

The U.S. Government has adopted a zero-tolerance policy regarding trafficking in persons. The Company, its employees, subcontractors, vendors, and/or suppliers, may not engage in trafficking in persons, procure commercial sex acts (defined as any sex act for which anything of value is given to or received by any person), or use forced labor. This policy applies both to actions performed while on a job, as well as to after-hours activities.

Violations of this policy will result in action against the employee that may include termination of employment and reporting of suspected violations to the proper law enforcement authority. Questions, concerns, or knowledge of any violations of this policy should be reported to the Compliance Officer.

Government Investigations

The Company’s policy is to cooperate with any appropriate Government investigation, and, in some cases, the Company may be required to self-report suspected misconduct. If you or someone that you supervise learns of a possible Government investigation or inquiry, or that a third party is conducting an investigation or asking for information pertaining to a suspected violation of law you are required, if permitted, immediately to inform the Compliance Officer.

Company Personnel must follow the guidelines listed below regarding “investigations or inquiries”:

- Never destroy any Company or Government document in anticipation of a request to provide those documents to any Company Personnel performing an investigation, or the anticipation of a request, by any Government agency or court. Documents include electronic media such as disks, computer-stored information, e-mail transmissions and text messages;
- Never alter any historical Company document or record;
- Never intentionally make any untrue or misleading statement to anyone performing an official investigation;
- Never try to influence any other individual to provide incomplete, false, or misleading information to any Company or Governmental inspector;
- If any Government inquiry arises through a written subpoena or written request for information relating to the Company or your work at the Company, you are required, if permitted, to forward that request to the Compliance Officer and the Corporate Human Resources Department immediately and receive approval before any action is taken or promised on the request; and
- If you are approached outside the workplace by a government inspector, you have the right to consult with the Company’s legal counsel or your own private legal counsel before speaking with the investigator.

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J&J WORLDWIDE SERVICES