

IAP CODE OF ETHICS AND BUSINESS CONDUCT



Ingenuity
and PurposeSM



IAP VALUES CHARTER

We will:

- Practice Intellectual Curiosity and Rigor
- Act with Integrity and Humility
- Provide Inspirational leadership and followership, enabled by empathy
- Act nicely, responsibly and swiftly
- Act with resolve, adapting to and embracing change
- Allow ourselves and others to be happy and successful
- Pursue growth and learning
- Partner with colleagues, customers and community for our mutual success

Positive thought, trust, teamwork and passion preserve a virtuous cycle of personal and professional growth.

It's up to us to bring these Values to life! Be an active participant.

IAP CODE OF ETHICS & BUSINESS CONDUCT

2018 Edition, Document No. 5-1.

IAP Worldwide Services, Inc. and its subsidiaries (also referred to as "IAP" or "the Company") are committed to upholding the standards of this Code of Ethics and Business Conduct Handbook (the "Handbook" or the "Ethics and Business Conduct Handbook"). The most recent version of this document, as well as IAP's company policies, are available on the IAP public website at www.iapws.com. Always check to ensure you are reviewing the most recent version of the Ethics and Business Conduct Handbook and IAP's policies and procedures.

The IAP Ethics and Business Conduct Handbook is a guide. All employees are responsible for reading and maintaining familiarity with IAP policies and procedures. This Handbook includes references to IAP policies, which are subject to change or elimination at the discretion of IAP. Any change or elimination of IAP policies or procedures will not change the Ethics and Business Conduct Handbook. The current version of all policies and procedures is available on the IAP employee portal.



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MESSAGE FROM CHIEF EXECUTIVE OFFICER

At IAP, our Code of Ethics & Business Conduct establishes the framework for our commitment to conducting business with integrity. I encourage you to become familiar with IAP’s Code of Ethics and Business Conduct Handbook and use it to guide your daily actions and business decisions.

Integrity, fairness, responsibility, respect, and simply doing the right thing, must be integrated in all that we do. Our company’s good reputation for conducting business with integrity has been a significant part of our ongoing success, and will continue to allow us to achieve sustainable performance.

Further guidance on the Code of Ethics and Business Conduct Handbook, or any ethical dilemma related to your employment, is always available from your supervisor, your Human Resources representative, the Ethics and Compliance Department or the Legal Department. Remember, IAP’s Ethics Hotline is always available toll-free at 1-877-296-8010 or you can visit www.iapws.ethicspoint.com to report a concern anywhere in the world. If in doubt, reach out! Ask before you act. If you see a violation of the Code of Ethics and Business Conduct, you are required to report it.

As CEO, I am fully committed to making sure our decisions and actions consistently demonstrate our commitment to conducting business with integrity and high ethical standards to all of our stakeholders. I expect that same commitment from each of you.

Terry DeRosa
Chief Executive Officer & Director
IAP Worldwide Services, Inc.

OVERVIEW



MISSION, VISION, FOCUS

At IAP, our mission is to solve challenging problems using proven technology, expertise, and ingenuity. When IAP partners with others, goals and objectives for success become our own, and we do not rest until we have delivered successful results. To achieve this, we rely on four competencies as the cornerstones of our approach:

Focus

Our customers' mission is our mission. We take personal ownership of each engagement, in support of the team and as part of the team. We are tireless in our efforts to exceed expectations and achieve our objectives. Our customers can rest assured, knowing that we never quit.

Agility

There's no such thing as a standard solution. With ingenuity and purpose, the IAP team provides critical problem solving. Urgent response is our forte, as is going above the call of duty to accomplish seemingly impossible feats. We do whatever needs to get done.

Capabilities

Other organizations may offer similar services, but none have our ability to conceive better, faster, more creative ways to tackle the task. Our expertise is unparalleled, and our dynamic, systems-based approach puts us ahead of the pack.

Commitment

Everyone at IAP is personally committed to our customers, our partners, and each other. We welcome creativity, prize integrity, and celebrate the contributions of each individual. IAP respects and values each person's unique experience — from the corporate administrator to the veteran employee in the field — and strongly encourages initiative. As a global company, IAP is dedicated to sustainable readiness at all levels.

OVERVIEW



IAP HONOR CODE

An employee will not lie, cheat, or steal, nor tolerate those who do. The IAP Honor Code ("Honor Code") establishes a baseline standard of conduct. Moreover, when the Honor Code is interpreted using the following three questions, it enables an individual to assess various situations and always do the right thing. Therefore, when presented with a situation in which you must make a decision involving ethical behavior, ask yourself the following three questions:

1. *Does this action gain or allow the gain of privilege or advantage to which I or someone else would not otherwise be entitled?*
2. *Would I be dissatisfied by the outcome if I were on the receiving end of this action?*
3. *Does this action attempt to deceive anyone or allow anyone to be deceived?*

OVERVIEW

IAP’S EXPECTATIONS OF YOU

All IAP employees, directors, officers and contractors are responsible for:

Ethical and Transparent Conduct

- Reading and understanding the IAP Honor Code
- Ethical, Transparent and Compliant Behavior consistent with the standards outlined in this Ethics and Business Conduct Handbook and IAP policies and procedures
- Complying fully with all applicable laws
 - » Maintaining the highest professional and ethical standards no matter where you work by performing your duties on behalf of IAP in compliance with all laws, rules, regulations, and Company policies
 - » Understanding that employees who work outside of the United States are also subject to laws, rules and regulations of other countries
- Raising concerns
 - » Raising questions if you have a concern that these standards are not being met
 - » Ensuring that no pressure is placed on subordinates that could cause them to perform in a way that is contrary to the ethical standards set forth in this Ethics and Business Conduct Handbook and the Company policies
 - » Listening carefully and asking for clarification if a concern is brought to your attention

Seek Guidance or Report Concerns about Compliance with the Code of Ethics and Business Conduct

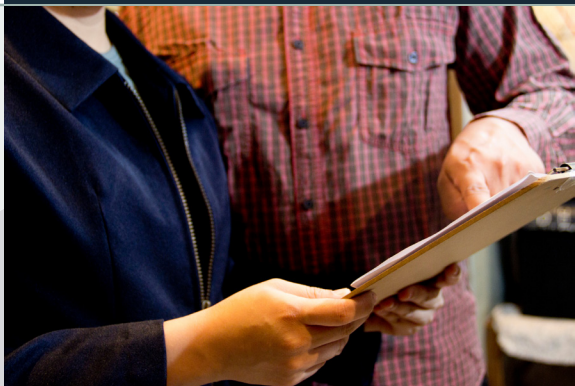
If you become aware of a violation of the Code of Ethics and Business Conduct outlined in this Handbook or any of IAP’s policies, you have multiple avenues of contact:

- Your supervisor or someone in your management chain
- The IAP Ethics Hotline:
 - » Call 1-877-296-8010 in the Continental U.S. and overseas
 - » www.iapws.ethicspoint.com
- Your local Human Resources representative or the Vice-President, Human Resources and Communications (703-253-2784)
- The Vice-President Ethics, Compliance & Training (321-784-7725) or Manager, Ethics and Compliance (321-784-7142)
- The General Counsel or any attorney in the Legal Department (321-784-7249)

Mail to:
Attn: Legal Department
7315 N. Atlantic Ave.
Cape Canaveral, FL 32920

IAP takes all claims seriously and will investigate all reports. Claims can be submitted anonymously. No one will suffer retaliation for raising a good faith complaint through any of the avenues discussed in this Ethics and Business Conduct Handbook.

OVERVIEW



IAP’S EXPECTATIONS OF YOU

Complete Mandatory Training

At the time of employment, all IAP employees are required to undergo compliance training, including mandatory ethics and compliance awareness training, within 30 days. Employees are required to watch for training announcements and to complete training in a timely manner. Completion of annual training is also a condition of continued employment with the Company. Employees who fail to complete assigned training in a timely manner shall be subject to disciplinary action, up to and including termination of employment.

Contacting the IAP Ethics Hotline

If you have a question or wish to report a possible Code of Ethics and Business Conduct or legal violation, contact the IAP Ethics Hotline at:

1-877-296-8010
Applies in the Continental U.S. and Overseas

or

<http://www.iapws.ethicspoint.com>

If you contact the Ethics Hotline, you can expect:

- To have your concern taken seriously
- To have your complaint kept confidential to the greatest extent possible, whether your report is anonymous or not
- To be informed of the outcome, even if your concern cannot be resolved at the time
- To remain anonymous if you choose

OVERVIEW

Q: I believe that a fellow employee's behavior violates the standards of our Code of Ethics and Business Conduct, but I'm not this person's supervisor. Should I just mind my own business and assume that this person's manager will take care of the problem?

A: No. We are all accountable for complying with the Code of Ethics and Business Conduct and ensuring our actions are in accordance with our values. This means you have a responsibility to raise your concern to your supervisor, a Human Resources representative or the IAP Ethics Hotline. In some situations, you could be subject to discipline if you are aware of a violation but fail to take appropriate action. Remember, you can contact the hotline anonymously.

Q: Can I raise an issue about someone in a position of authority? If I do, I am worried about what could happen to me.

A: IAP encourages all employees to ask questions about ethics or legal issues or suspected violations. Employees can ask their supervisor, the Vice-President Ethics, Compliance & Training, Manager, Ethics and Compliance, the Legal Department or contact the IAP Ethics Hotline. Reasonable steps will be taken to protect anonymity and confidentiality if requested by the employee. Abuse or retaliation for reporting a concern or violation in good faith is strictly prohibited.

DIVERSITY AND EQUAL EMPLOYMENT

Zero Tolerance for Discrimination and Harassment

As a global employer with a diverse workforce, IAP provides a safe and respectful workplace free from threats, harassment, violence or illegal discrimination. We value diversity and promote a well-qualified workforce without regard to race, ethnicity, religion, color, national origin, gender, sex, sexual orientation, gender identity, age, veteran status, marital status, ancestry, genetic information, disability or any status protected by federal, state, local or host country law.

IAP has no tolerance for any conduct or derogatory language that might create a hostile work environment, including harassment, threats, acts of violence, bullying, abusive or intimidating behavior and any similar conduct. Sexual harassment is not tolerated.

Apart from being unlawful, discrimination and harassment are extremely disruptive to our workplace and contradict our sense of mutual respect.

You Can Make a Difference

- Actively seek to create a workplace in which employees, suppliers, contractors and customers feel respected and valued
- Make all employment decisions on the basis of job qualifications, education, prior experience and merit
- Respect others to create an atmosphere that allows individuals to work effectively and thrive
- Take affirmative steps to create a positive, inclusive and diverse workplace; this is not just for supervisors and managers; it's everyone's responsibility
- Never retaliate against an employee raising a concern in good faith; harassment is never acceptable

Red Flags

- Unfair treatment of employees based on personal characteristics protected by law
- Use of words or gestures that have a derogatory, discriminatory or otherwise offensive meaning
- A non-diverse workforce where the pool of qualified workers is significantly more diverse
- Use of foul language, threats, bullying and other behavior found intimidating or threatening by others
- Tolerance by supervisors of offensive, inappropriate or derogatory remarks or behavior
- Use of or Display of pornography or other inappropriate imagery

WORK ENVIRONMENT

Q: What is sexual harassment?

A: Sexual harassment includes unwelcome sexual conduct, advances or proposition, verbal abuse of a sexual nature, graphic materials in the workplace, offensive emails and unnecessary touching.

Q: Does this Code of Ethics and Business Conduct apply in all countries where IAP employees work, even though some countries have different standards and cultures?

A: Yes. Each culture has unique strengths and perspectives, but our commitment to treating all employees, contractors, suppliers and the surrounding communities with respect is not limited by geographic location. Everyone is entitled to a workplace where their fellow employees treat them with dignity.

For further information, please refer to:

- IAP Policy 11-05.0 — Diversity & Equal Employment Opportunity
- Business Practice 11-09.0 — Time-Off with Pay
- Business Practice 11-09.2 — Leave of Absence

ENVIRONMENTAL SAFETY & HEALTH

Maintain a Safe and Healthy Workplace

Protecting the health and safety of our employees, surrounding communities and the environment is an uncompromising value at each of our locations worldwide. We are proactive in our safety management principles and continuously evaluate our practices to reduce workplace risks and prevent incidents and injuries.

Managers and supervisors are responsible for providing employees with the required personal protective equipment (PPE) and the training to properly utilize the PPE. Employees must use such PPE as appropriate and will be subject to disciplinary action, up to and including termination, for failing to use PPE correctly. All employees must also exercise due care when using, handling or storing hazardous materials and heavy equipment on the job. Firearms, explosives and other hazardous materials not authorized or related to job performance are strictly prohibited on Company property or on the person of an employee while conducting business on behalf of IAP. The use of alcohol on Company property is not allowed, except at approved work-related events, and then only in moderation.

IAP is a drug and alcohol-free workplace, and the use, sale, possession or purchase of any illegal substance or the abuse of prescription or over-the-counter medication is always prohibited. All employees are required to pass a drug screen before commencing work and may be subject to additional drug testing in appropriate circumstances during their employment.

Additionally, we are committed to promoting environmental stewardship around the world. All employees are expected to perform their jobs in an environmentally responsible way and to report any potential environmental hazards immediately to management.

You Can Make a Difference

- Take responsibility for the safety of your workspace and that of your fellow employees
- Evaluate all risks before starting a task and use the required PPE and proper tools for the task
- Use the Stop Work card if you see a safety or environmental violation
- Report all incidents, no matter how minor, to your supervisor or the safety office; this could help prevent a more serious incident
- Seek sustainable environmental solutions within the Company and the community as well as for our customers

Red Flags

- Failure to use PPE and follow environmental, safety and health guidelines
- Disabled or missing safety controls or guards on equipment or machinery
- Inadequate emergency systems, blocked emergency exits, non-working emergency alert devices, insufficient emergency instructions and training
- Failure to report accidents or injuries or failure of management to respond appropriately
- Environmental, health or safety complaints by employees, customers or regulators
- Wasting, destroying or polluting natural resources

WORK ENVIRONMENT

Q: I am planning to attend a work-related conference where an evening welcoming reception will be held. Can I drink alcoholic beverages at the reception?

A: Unless you are located in a part of the world in which IAP employees are prohibited from consuming or possessing alcohol at any time, you may have an alcoholic beverage at the reception. Remember you are representing IAP. You must act professionally and avoid intoxication. Never drink and drive.



For further information, please refer to:

- IAP Policy 01-02.1 — Environmental, Safety and Health
- IAP Policy 11-04.12 — Drug and Alcohol Free Workplace
- IAP Plan 31-03 – Safety and Health Plan
- IAP Plan 31-05 – Environmental Protection Plan
- IAP Business Practice 11-04.13 — Drug and Alcohol-Free Workplace

DATA PRIVACY

Protect Data Privacy

IAP is entrusted with personal information from employees, consultants, customers, business partners, suppliers and vendors. To ensure that our business and partnerships grow stronger, we must nurture that trust by treating the information appropriately and confidentially.

Access to this personal information is limited to personnel who have the appropriate authorization and a clear business need. These individuals are responsible for knowing and abiding by all laws that govern the activities associated with their jobs. Do not attempt to access the personal information unless you have a “need to know” such information for legitimate business purposes and have prior authorization. If you have access to personal information, including personnel or medical records, you may not disclose such information without proper authorization.

We never provide personal information to anyone outside of IAP without proper authorization from the Legal Department. Furthermore, we do not expect such data to be used for personal gain or any purpose other than for IAP business needs.

The prohibition against disclosing or using restricted information extends indefinitely beyond employment. An employee's agreement to protect the confidentiality of such information in perpetuity is considered an important condition of employment.

You Can Make a Difference

- Show respect for the people and organizations whose personal information you are handling by protecting it from unauthorized disclosure or inappropriate use
- Keep personal information protected and secure in accordance with Company policies, laws and applicable third-party agreements
- Safeguard personal information; never release it without authorization
- Retain personal records as required by various federal, state and local laws
- If you are unsure about whether certain information is confidential, presume that it is
- Immediately contact the Legal Department if you believe that personal information has been accessed by an unauthorized person, disclosed inappropriately or used for purposes other than IAP business

Red Flags

- ▶ Discussing personal information with non-IAP employees without authorization
- ▶ Failing to protect passwords or storing sensitive information on unsecured computers
- ▶ Removing personnel information from IAP premises without permission

BUSINESS CONDUCT

Q: I work in the Human Resources Department and received a call from a former boss who retired a number of years ago. She asked me to send her the addresses of some of her former associates who work at IAP so she can send holiday cards to them. What should I do?

A: IAP policy precludes providing such a list. As an alternative, you could offer to inform these employees that she is interested in exchanging holiday greetings and provide them with her contact information.



For further information, please refer to:

IAP Policy 01-03.0 — Information Technology

IAP Business Practice 11-04.3 — Employee Information

IAP Business Practice 11-03.20 — HIPAA Privacy

IAP Values Charter

ELECTRONIC COMMUNICATIONS

Maintain Proper Electronic and Telephonic Communications

IAP provides electronic and telephonic communications tools to its employees for the sole purpose of accomplishing Company business objectives. The IAP computer system may never be used for any purpose that is illegal, in violation of our policies and this Code of Ethics and Business Conduct or otherwise not in keeping with our core values.

Information transmitted, received or stored on or by IAP's electronic and telephonic communications systems is Company-owned property and is subject to Company review without notice. Employees do not have any right of privacy concerning any information that is sent, accessed, copied, deleted from, stored on, received by, or transmitted using Company hardware, software or network systems. This includes, but is not limited to, email, computer disks, voicemail and all other media. Additionally, IAP reserves the right to inspect, copy, access, intercept, remove, view, listen to, alter or disclose any information on its hardware, software or network systems. The issuance of passwords to email service is done as an internal security measure only and should not be construed as a waiver of IAP's right to access information through the systems.

Incidental use of communications equipment for personal use is permitted only if it is not improper, does not waste time or otherwise adversely affect productivity or the work environment, increase costs or harm IAP's reputation.

You Can Make a Difference

- Use IAP electronic and telephonic communications tools to accomplish Company business objectives
- Be aware that IAP may access, monitor and disclose the contents of electronic or telephonic communications and computer or email accounts without notice
- Know that internet connections can be traced to IAP when you send email, post to newsgroups, transfer files or visit external websites

Red Flags

- ▶ Conducting personal business, such as using Company resources to promote goods or services unrelated to IAP
- ▶ Creating a personal blog or website using IAP systems or referring to confidential or business-sensitive activities or business on any blog or website
- ▶ Downloading, installing or storing items such as games, pornography, personal software, copyrighted music or videos or unapproved software programs
- ▶ Misrepresenting, suppressing or replacing a user's identity on electronic systems
- ▶ Transmitting information about social, religious or political causes, or other non-work related activities that have not been approved by Company management

BUSINESS CONDUCT

Q: What kind of online activities does IAP consider to be prohibited while on the job?

A: When accessing the internet on the job, the following is not permitted:

- Any activity in violation of federal, state or local law
- Dissemination of printed copyright materials
- Sending, receiving, printing or disseminating proprietary data, trade secrets or confidential information, including instructions for compromising the Company's security
- Offensive or harassing statements, language or graphics, including disparagement of others based on race, national origin, gender, sexual orientation, age, disability, religious or political beliefs
- Sending or soliciting pornographic or sexually oriented messages or graphics
- Usurping business activities or sending malicious software
- Personal use, including operating a business, gambling, soliciting money for personal gain, searching for jobs outside of IAP, trading stocks, placing classified ads, posts to news groups and sending chain letters

For further information, please refer to:

IAP Policy 01-03.0 — Information Technology

IAP Policy 01-02.7 — Conflict of Interest

IAP Business Practice 01-02.5 — Information Technology Acceptable Use

IAP Business Practice 01-07.0 — Information Technology Email Usage

INTELLECTUAL PROPERTY AND PROPRIETARY INFORMATION

Protect IAP's Intellectual Property and Proprietary Information

Intellectual property is any information that is not public and is valuable to the Company. As such, it is among our most valuable and unique assets. It may be in electronic or print form or in the minds of IAP employees. Some forms of intellectual property (ideas, discoveries and inventions) are protected as patents or trade secrets, and other forms (financial, marketing and strategic information) are protected as proprietary information.

Protecting this sensitive information plays a vital role in our continued growth and ability to compete, and all proprietary information shall be maintained in strict confidence, except when disclosure is authorized by IAP or otherwise legally required.

Some examples of intellectual property and proprietary information that must be properly labeled and safeguarded include: information related to the Company's technical designs; trade-sensitive business information; financial data; cost or pricing data; employee records; personal or protected health information; compensation data; proposal information; business development and marketing information; or information obtained from a third party under an obligation of confidentiality.

At IAP, each of us is personally responsible for protecting sensitive information. Furthermore, we must protect the trade secrets and proprietary data of our competitors, teaming partners and Government customers.

You Can Make a Difference

- Identify intellectual property that is to be protected as either Company or third-party proprietary information and instruct employees on how to handle and safeguard its confidentiality
- Prevent intentional and/or inadvertent disclosure of proprietary or sensitive information to any unauthorized individual
- Take ownership of any information that you think is not marked correctly or may be released to someone not authorized to have it
- Protect confidential information even if your employment with IAP ends

Red Flags

- ▶ Discussing intellectual property and proprietary information with non-IAP employees without written authorization
- ▶ Failing to establish safeguards for new employees, to prevent them from disclosing or using intellectual property or proprietary information of a former employee or customer
- ▶ Failing to protect passwords or storing sensitive information on unsecured systems
- ▶ Copying Company-owned proprietary, trademarked or licensed software for personal use
- ▶ Accepting or using intellectual property from others without written agreement
- ▶ Removing proprietary information from IAP premises without permission

BUSINESS CONDUCT

Q: An employee of a subcontractor asked if I would provide him with a list of our current customers. May I do so?

A: Not before you ask and receive permission from the proper person at IAP. This information may well be proprietary and, if so, is extremely valuable to our Company. As a result, it may not be shared with others. Less obvious information – like internal phone lists and directories, wage and salary information and organizational charts – are also proprietary and shall not be distributed. Any inquiry seeking this type of information should be reported to the Vice-President, Ethics, Compliance & Training or the Legal Department.

Q: If I leave the Company's employment, can I take my files with me?

A: No. Any employee-generated Company information belongs to IAP. Employees leaving IAP must return all proprietary information in their possession. This obligation to protect IAP proprietary information continues even after we leave the Company.

For further information, please refer to:

- IAP Business Process 14-04.0 — Safeguarding Company Non-Public Information
- IAP Business Practice 11-03.20 — HIPAA Privacy
- IAP Business Practice 13-02.0 — Procurement Practice
- IAP Business Practice 16-05.0 — Records Retention
- IAP Business Practice 15-21.0 — Classified Material Handling

CLASSIFIED INFORMATION

Protect Customer and Classified Information

All IAP employees must safeguard customer information – including contract or procurement information – in strict accordance with applicable laws and regulations. Providing such information to any unauthorized person is prohibited without the consent of the owner of that information. Any release of such information shall be conducted in strict accordance with governing contract or legal documents and shall not occur without the approval of the Legal Department.

Classified information is information that must be protected because its unauthorized disclosure would cause a degree of damage to national security. It is never allowable to disclose this information to unauthorized personnel without explicit approval from the U.S. Government. We comply with our security agreement with the U.S. Government and with the National Industrial Security Program Operating Manual (NISPO) by strictly following all required procedures to protect classified and national security information. All employees are required to coordinate all activities related to this information with Security and Legal Department personnel who have appropriate clearances.

You Can Make a Difference

- Keep all sensitive information and documents protected and secure
- Take all steps necessary to protect classified information
- Coordinate all activities related to classified information with Security and Legal Department personnel who have appropriate clearances
- Never disclose classified information to another person without explicit approval from the U.S. Government
- Use classified information to do your job to fulfill our customers' missions, strictly in accordance with the documents governing such use, and only as authorized by that customer

Red Flags

- ▶ Disclosing customer or classified information without following established security measures
- ▶ Failing to follow procedures to protect classified information as provided in the NISPO
- ▶ Soliciting or receiving any sensitive proprietary internal Government information – including budgetary, pricing and program information – before it is available through normal processes

BUSINESS CONDUCT

Q: I take public transportation to and from work each day and often use this time to read briefings and catch up on email and phone calls. Could this jeopardize our customer's information?

A: It is your obligation to make sure that you do not review or discuss confidential business matters in a place or manner where customer information, which should be protected, can be seen or overheard.

Q: What are some of the rules for protecting classified information?

A: If you have been deemed as an employee who requires access to classified information to perform your job, you will have received a full briefing as well as annual refresher training by a Facility Security Officer (FSO) or the Security Department. Whether you have access to classified information or not, all employees should report to the FSO any knowledge of security violations or deviations from sound security practices.

For further information, please refer to:

- IAP Business Practice 13-02.0 — Procurement Practice
- IAP Business Practice 15-21.0 — Classified Material Handling



COMPANY/CUSTOMER PROPERTY

Protect Company and Customer Property

We have an absolute duty to protect and properly use Company and customer resources that are made available to us to perform our jobs. Use of Company or customer facilities, property or funds for other than Company business is strictly forbidden, unless permitted in published Company policies and procedures or cleared in advance in writing by a corporate officer. Failure to properly use, maintain, account for and dispose of customer-provided or Company-owned property may be considered theft.

Furthermore, property provided by a customer or a supplier must be used by employees only in accordance with and for the purpose set forth in the relevant contract. For instance, Company or Government-provided equipment – including technology, computers, software, telephones and email accounts – should only be used for authorized business purposes. You may occasionally use Company resources for personal use if the purpose is consistent with Company policy. You may not use Company resources to support a personal business, an illegal act or a purpose that would embarrass the Company. Abuse or unauthorized use of the internet is prohibited. See examples of inappropriate uses of the internet and email in the **Maintain Proper Electronic and Telephonic Communications** section on page 13.

You Can Make a Difference

- Properly use, maintain and safeguard Company resources or property furnished by a customer to accomplish the needs of the business
- Dispose of Company resources or property provided by a customer in compliance with Company procedures and supervisory instructions
- Take necessary steps to protect the security of Company and Government-provided equipment
- Keep access information and passwords confidential

Red Flags

- ▶ Borrowing, giving away, loaning, selling or otherwise disposing of Company property or property provided by a customer without specific authorization, regardless of condition
- ▶ Theft, damage or misuse of Company property or property provided by a customer
- ▶ Removing Company property from IAP or customer premises without proper authorization

BUSINESS CONDUCT

Q: May I borrow any Company-owned tools from time to time?

A: You must check with your supervisor before borrowing anything from work. It is possible those tools could be borrowed infrequently on a case-by-case basis. This is a privilege and not a right. Always remember that missing or damaged tools could hurt our ability to serve our customers. Our mission is to support them. When the equipment necessary for that support is not available, we may fail in that mission.



For further information, please refer to:

- IAP Policy 01-03.5 — Procurement
- IAP Policy 14-11.0 — Use of Company Funds

COMPANY COMMUNICATION STRATEGIES

Protect the Company’s Public Image

IAP employees must always act to protect the Company’s public image and reputation in relationships with customers, business partners, suppliers and fellow employees. This responsibility extends to the truthful disclosure of all public statements – including filings with U.S. Government agencies – in an accurate, complete, understandable and timely manner.

To ensure the accurate dissemination of information, all disclosures must be communicated only by authorized Company spokespersons. If you receive a request from the news media, you must immediately report it to the Communications and Public Relations Office.

Employees are not permitted to communicate with the media or any community relations group or publish articles or books relating to the work performed by IAP without the prior written approval of the Company. Similarly, employees may not suggest or state that they are speaking on behalf of IAP when presenting their personal views at community, professional or cultural functions or on the internet.

You Can Make a Difference

- Ensure accuracy, thoroughness and timeliness when researching, writing, reviewing, editing or certifying any public reports
- Obtain approval from the appropriate IAP official before making external communications regarding business plans, performance prospects, management changes, acquisitions or dispositions of assets or other material events
- Do not attempt to answer questions from someone outside of IAP unless you are authorized to do so. Refer all persons to the Communications and Public Relations Office

Red Flags

- ▶ Speaking to the public or making statements to the media – including newspapers, magazines, radio, TV, websites and chat rooms – on behalf of IAP without prior approval of an authorized Company official and the Communications and Public Relations Office
- ▶ Distributing advertisements, promotional material, publications, financial information or other statements without prior Company approval
- ▶ Altering or substituting logos or trademarks without prior approval of the Communications and Public Relations Office

BUSINESS CONDUCT

Q: During my personal time at home, I like to write about my life and work on various blogs and social media websites. Is that permitted?

A: It is essential that you consider how your behavior, both on and off-the-clock, reflects on our Company. Your personal actions and statements should be consistent with and reinforce a positive public image of IAP. This means that you should refrain from online activities that could hurt the Company’s reputation or good name – as well as those of our customers, competitors and fellow employees – even in your free time. Use good judgment in all of your personal and business dealings to help maintain a relationship of trust between you and the Company.

For further information, please refer to:

- IAP Business Practice 03-04.0 — Community Relations
- IAP Business Practice 01-04.0 — Corporate Identity and Brand Management
- IAP Business Practice 03-03.0 — Crisis Communications
- IAP Business Practice 03-02.0 — Internal Communications
- IAP Business Practice 03-01.0 — News Releases and Media Relations

BOOKS AND RECORDS

Prepare and Maintain Accurate Books and Records

The credibility and reputation of IAP greatly depend on the integrity and accuracy of our business records. Customers rely on the financial information we provide to make prudent business decisions. Accuracy builds trust, and the trust of our customers is an enormous benefit and competitive advantage.

The records, data and information owned, used and managed by the Company must be accurate, complete and reliable. Our financial statements must always be prepared in accordance with generally accepted accounting principles and must fairly present the financial condition of IAP. No records shall go unrecorded for any purpose. All business transactions shall be executed only by those authorized to do so, and records shall not be falsified in any manner. We will not make entries that intentionally hide or disguise the true nature of a transaction. We will comply with all applicable statutory and regulatory requirements. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees must also maintain, store and properly dispose of business records and statements according to our policies and business practices. Documents that may be relevant to pending, threatened or anticipated litigation, investigation or audit shall not be destroyed, altered or changed for any reason until expressly authorized by a representative of the Legal Department.

You Can Make a Difference

- Maintain and submit complete, accurate and timely records – including revenue, expenses, test results, safety reports, production data, purchase orders, receipts, invoices, budget proposals, economic evaluations, financial reports, travel and expense reports, time cards and other similar data
- Submit accurate documentation in connection with any contract or proposal
- Do not request, make or approve payments without supporting documentation or for any purpose other than that set forth in the supporting documentation
- Ensure all business expenses are documented accurately in the Company's records and in a timely manner. Charge all labor and material costs accurately to the appropriate account, regardless of the status of the budget for that account
- Conduct all required quality assurance procedures honestly. Be truthful when certifying compliance with any aspect of your work

Red Flags

- ▶ False entries, altered documents or documents signed by someone without proper authority
- ▶ Secret or unrecorded cash funds or other assets
- ▶ Reported results that do not conform to actual performance
- ▶ Overstated travel and expense reports
- ▶ Erroneous time sheets or invoices
- ▶ Failure to follow review or approval procedures or other applicable accounting or reporting controls or standards
- ▶ Refusing to provide supporting documentation for a business transaction or report
- ▶ Inadequate controls to preserve documents related to pending or reasonably foreseeable litigation, audits or investigations
- ▶ Destruction of documents without knowing what is being destroyed or whether the documents are subject to retention requirements

BUSINESS CONDUCT

Q: I've just discovered that a supplier overbilled the Company. The amount is small and it seems like a hassle to ask them to correct the problem. Can I just approve this one inaccurate invoice and talk with the supplier to make sure it doesn't happen again?

A: No. Regardless of the amount of the error, you must ensure that all invoices and other financial records are accurate. You may never submit a document that you know is inaccurate either internally or to a customer.



For further information, please refer to:

IAP Policy 01-03.5 – Procurement

IAP Policy 14-02.5 – Timekeeping

IAP Business Practice 16-05.0 – Records Retention

TIME-KEEPING AND CHARGING COSTS

Accurately Charge Labor and Other Costs

IAP employees are responsible for understanding and complying with the labor recording policies and procedures covering their contracts and programs. Specifically, employees must accurately complete daily time records. These records are legal documents, whether electronic or paper, that allow IAP to compensate its employees and bill its customers in a timely and accurate manner. Furthermore, employees must take all necessary steps to ensure that IAP's cost accounting records are accurate and complete, including properly accounting for labor, travel, material and other costs.

No employee shall knowingly charge an incorrect amount or falsify time records. Similarly, supervisors and timecard approvers must not knowingly approve such mischarging. These actions violate Company policy, and possibly the law, and shall result in disciplinary action, up to and including termination of employment.

Transactions between the Company and outside individuals and organizations, such as subcontractors and vendors, must be promptly and accurately entered in our accounting system. Under no circumstance should you misrepresent facts or falsify records.

You Can Make a Difference

- Charge your hours worked daily, accurately and completely in the provided timekeeping system.
- Report any instance where you believe wage and hour laws are not being followed.
- Raise any concerns to the IAP Ethics Hotline.

Red Flags

- ▶ Charging labor costs to incorrect accounts or contracts
- ▶ Not recording actual time spent on a project
- ▶ Requiring employees to sign timecards prior to the end of the work period, with time filled in by the supervisor

BUSINESS CONDUCT

Q: My supervisor is concerned about meeting our project's budgetary goals and keeping the customer happy. She asked me not to report all of my hours to the project and to apply them to an overhead account instead, even though all of my hours were really spent working on the project. Is this permitted?

A: No. Employees are prohibited from knowingly charging an inaccurate amount of time or from charging any time to an incorrect account or project. An employee who knowingly mischarges time will be subject to disciplinary action, up to and including termination of employment.

Q: Is it acceptable for my co-worker to complete my timecard for me since I'll be working off-site for the rest of the week?

A: No. It is the responsibility of each employee to report time worked – both productive and non-productive – accurately, completely and daily. IAP utilizes multiple tools to track time worked, including an electronic timekeeping system and manual timesheets. Use the method that allows you to properly track your own time, even when you're working away from the office.

For further information, please refer to:

IAP Policy 14-02.5 — Timekeeping

IAP Business Process 14-08.0 — Time Sheet Charging and Reporting

IAP Business Practice 14-13.1 — Travel and Business Expense Reimbursement

GIFTS AND BUSINESS COURTESIES

Proper Gifts, Entertainment and Business Courtesies

IAP competes solely on the merits of our services and the solutions we provide for our customers. We must never engage in any behavior that could result in even the appearance of impropriety or unfair advantage. It is IAP policy to comply with all statutory and regulatory requirements related to prohibitions against gifts, entertainment or business courtesies to U.S. or foreign Government personnel. Gifts can include anything of material value — including cash, merchandise and products, discounts, entertainment, tickets to events, meals, lodging and personal services.

Accepting Gifts

Do not accept gifts, entertainment or business courtesies from Government employees. Never solicit or accept gifts – on your own behalf or on the behalf of a family member – from a current or anticipated supplier, vendor, consultant, customer or competitor. We may accept unsolicited advertising and token gifts as long as they do not exceed \$20 in retail value at one time or \$50 in retail value in one calendar year. Any gift that exceeds such value may not be accepted and must be reported to your supervisor and the Legal Department.

Giving Gifts to U.S. Government Employees

Never give or offer any cash, gift, favor, entertainment, tickets to events, meals, loans, business courtesy or any item of value to a U.S. Government employee. This prohibition applies to all U.S. Government employees as well as employees of U.S. state and local Governments. Furthermore, it applies to any Government employee with whom the Company is currently working or seeking to obtain work.

When IAP conducts meetings with Government employees during which time meals are required, two options are available. First, a “fair share” box must be provided so that the recipient can pay the fair market value for the meal. Second, an IAP manager must confirm that it is permissible to charge the meals to a contract.

In extremely limited circumstances where U.S. Government regulations permit acceptance of a gift or benefit, IAP policy dictates that its employees or members of their immediate families may offer or give only items having a nominal value (not to exceed \$20 in retail value at one time or \$50 in retail value in one calendar year). Examples of items with nominal values include mugs, hats, pens, key chains or similar items displaying the IAP logo.

Giving Gifts to Employees of Commercial Enterprises

There may be occasions during the normal course of business when it is appropriate to give a gift at Company expense to commercial customers, vendors, suppliers or consultants as a business courtesy. These gifts must always be of nominal value and never given in an attempt to influence a business decision.

Accepting and Providing Meals in a Commercial Setting

Similar to gifts, meals may never be solicited on behalf of employees or members of their family or friends from any company that does business with, seeks to do business with or is a competitor of IAP. Accepting or providing a business meal in a commercial setting is permissible if the meal occurs rarely, arises in the regular course of business, is not lavish or extravagant, is of reasonable cost and takes place in a proper business setting. Do not claim or accept reimbursement for meals provided by others. Remember, we do not provide meals to U.S. Government employees.

BUSINESS CONDUCT



GIFTS AND BUSINESS COURTESIES

You Can Make a Difference

- Never solicit a gift and do not accept any gift, favor or entertainment that might influence a business decision or obligate you to take some action
- Do not offer a gift that could be construed as an attempt to influence a business decision
- Do not provide any gifts, meals, lodging, transportation or anything of value to a U.S. or foreign Government employee
- Avoid giving and receiving gifts altogether (except for inexpensive items such as mugs, hats, pens, key chains or similar items displaying the IAP logo) from commercial entities
- Inform the companies with which we do business of our gift standard and ask that they respect it



Red Flags

- ▶ Providing business courtesies that are intended to influence, or appear to influence, business decisions
- ▶ Accepting frequent meals or entertainment by those doing business or attempting to do business with IAP
- ▶ Offering or providing gifts, entertainment or business courtesies to U.S. Government personnel
- ▶ Accepting gifts or entertainment valued over the IAP gift policy limit
- ▶ Soliciting gifts, entertainment, favors of personal discounts on services

BUSINESS CONDUCT

Q: An IAP supplier offered me an all-expense paid seminar at a resort. Can I accept it?

A: Not without mindful parameters. You must first seek guidance from the Legal Department. If the seminar is for a legitimate business purpose, attendance may be allowed. However, certain conditions must be followed. The program must be clearly and predominantly business-related and must be reviewed and approved by your supervisor in advance. Additionally, you must pay for your own travel and accommodations to the event so you may be reimbursed in accordance with the IAP Travel Business Practice. Our Legal Department must be informed of the event in advance.

Q: What if I am offered a gift that is worth more than \$20, but the donor would be offended if I refused on the spot. How should I handle this?

A: Accept on behalf of IAP then consult with the Legal Department for disposition instructions. At an appropriate time, inform the donor of our standard.

For further information, please refer to:

- IAP Policy 01-02.4 – Ethics and Compliance Program
- IAP Business Process 01-05.0 – Ethics and Compliance Program
- IAP Business Practice 13-02.0 – Procurement Practice

CONFLICTS OF INTEREST

Avoid Conflicts of Interest or the Appearance of a Conflict

All IAP employees occupy positions of trust. We must be very sensitive to any circumstances, on-and off-the-job, that could damage that trust or cause others to question the good faith of our behavior. A conflict of interest, real or perceived, exists when you use your contacts or position in the Company to advance your personal interests and neglect IAP business interests or those of its customers.

Conflicts of interest must be avoided because, aside from causing legal concerns, they can provide an appearance that IAP operates business unfairly and fails to follow the highest standards of business ethics.

Personal Conflicts of Interest

IAP employees are required to act in a fair and objective manner in all business dealings, placing the interests of IAP over personal interests in matters relating to IAP business. This means you must avoid financial or business situations in which your personal interests might conflict with, or even appear to conflict with, the interests of IAP. Examples of how a personal conflict of interest could occur include: employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by IAP; acceptance of gifts, payment or services from those seeking to do business with IAP; securing business with a vendor firm owned or controlled by a fellow IAP employee or family member; ownership of, or substantial interest in, a company that is a customer, competitor or supplier; acting as an independent consultant to an IAP customer or supplier while employed by IAP; using Company assets for personal gain; employing or discussing employment with former Government employees or using them as independent consultants or subcontractors in violation of applicable laws and regulations; and having a close, personal relationship with a subordinate employee.

Organizational Conflicts of Interest

Government regulations restrict the ability of a firm to participate in a procurement effort if an organizational conflict of interest exists and cannot be effectively mitigated. An organizational conflict of interest may arise if: the Company and/or an employee participates in the development of a statement of work (SOW) for a procurement in which the Company intends to bid; a SOW requires the Company or its business partners to evaluate or assess work performed by the Company or its business partners for the Government; or the Company is provided with access to third-party proprietary information that may give the Company an unfair competitive advantage.

BUSINESS CONDUCT



CONFLICTS OF INTEREST

You Can Make a Difference

- Avoid or disclose any financial interests, employment and personal relationships that may conflict with your ability to act in the best interest of the Company.
- Avoid putting yourself in situations where you could be influenced to act out of personal gain or outside of the best interest of IAP.
- Be aware of prior activities and relationships – of IAP employees and consultants – that may prevent IAP from being awarded a contract with the Government.
- Know that an actual conflict of interest does not need to be present to constitute a violation of this Code of Ethics and Business Conduct.

BUSINESS CONDUCT

Q: My wife is a CPA and sees a job opening for an accountant at IAP. I work in the Quality Department. Is it a conflict of interest if I simply hand her resume to a Human Resources representative then impartially ask the representative to make the best hiring decision for the Company?

A: IAP employees are encouraged to refer qualified candidates for employment consideration. In the event an employee refers someone with whom they have a close family relationship, the consideration of their qualifications will be done without bias for or against them based on their relationship. Discuss this with your supervisor, the Vice President Ethics, Compliance & Training or the Vice President of Human Resources before you take any additional steps.

Red Flags

- ▶ Conducting employment, consulting or other business relationships with a competitor, customer or supplier to IAP
- ▶ Using Company assets, intellectual property or proprietary information for personal gain
- ▶ Owning a significant interest in or receiving payment or services from a business that is seeking to do business with IAP
- ▶ Awarding a business contract to a firm owned or managed by a family member or friend
- ▶ Any procurement activity in which IAP employees or its consultants have access to proprietary information which may give the Company an unfair advantage

For further information, please refer to:

- IAP Policy 11.06 — Anti-Nepotism
- IAP Policy 01-02.7 — Conflict of Interest
- IAP Business Process 01-05.2 — Conflict of Interest or Violation of Trust

ANTI-CORRUPTION POLICIES

Zero Tolerance for Bribery, Corruption and Trafficking in Persons

IAP has no tolerance for violations of any of the laws of the countries in which we work. Unless prohibited by U.S. law, all employees must comply with the national and local laws of our host countries. In the case of a conflict with U.S. law, you must obtain direction from the Legal Department.

Anti-Bribery

We shall abide by the anti-corruption laws that govern our operations in the countries in which we operate – including, but not limited to, the U.S. Foreign Corrupt Practices Act (FCPA), the Anti-Kickback Act and the United Kingdom Bribery Act (the “UKBA”). The FCPA prohibits bribery of government officials, political parties or candidates, whether directly or indirectly. Specifically, the FCPA prohibits you from giving, offering or promising anything of value to foreign officials, political parties or candidates for the purpose of influencing them to misuse their official capacity to obtain, retain or direct business. The Anti-Kickback Act criminalizes bribery in connection with U.S. Government Contracts. As the Company continues to do business in the U.K., the UKBA represents a complete reform of the U.K. law on bribery and goes significantly further than the provisions of the FCPA, in particular covering all bribery, whether or not it involves a public official. These laws are a central component to our ethics and compliance program. IAP maintains a zero tolerance policy against bribery, fraud or corruption in any form. To ensure our compliance, all agreements regarding work performed outside the U.S. must be reviewed by the Legal Department prior to their execution.

Trafficking in Persons is Illegal and Prohibited

IAP maintains a zero tolerance policy for any violation of trafficking in persons. All IAP employees, representatives and contractors are prohibited from engaging in or supporting the trafficking of persons, the use or procurement of commercial sexual acts and the use of forced labor. The Company is committed to full compliance with this policy and has adopted a zero tolerance approach. Employees must immediately report any actual or perceived violation of this policy to the Vice-President Ethics, Compliance & Training or the Legal Department. Any employee who violates this standard or fails to report violations of this standard shall be subject to disciplinary action, up to and including termination of employment.

BUSINESS CONDUCT

ANTI-CORRUPTION POLICIES

You Can Make a Difference

- Strictly follow IAP policies and processes regarding interaction with foreign government officials.
- Know that “anything of value” can include money, tangible items, lodging, transportation, meals or a job
- Do not give (nor allow our representatives or contractors to give) anything of value to any official or employee of a foreign government; in those rare instances where a gift or meal may be appropriate, first contact the Vice-President Ethics, Compliance & Training or the Legal Department to initiate the Company review and approval process
- Be sure all proposed foreign representative and consultant contracts are reviewed and approved by the Legal Department and in accordance with the due diligence business process
- Follow our Foreign Corrupt Practices Act Business Practice regarding other foreign contractors and subcontractors, teaming arrangements, joint ventures and any proposed contract with a foreign government official

BUSINESS CONDUCT

Q: I’ve been informed by one of my overseas subcontractors that they require IAP to pay certain fees to expedite the shipment of supplies through customs. How do I know if this fee violates the FCPA?

A: Although the FCPA includes limited exceptions for facilitating payments, IAP’s policy strictly prohibits facilitating payments. Seek additional counsel from the Legal Department.

Q: A political leader in a foreign country has suggested that he will help to get us work in his country if IAP makes a contribution to his party in an upcoming election. Is it acceptable to make the contribution?

A: No. It would violate the FCPA to make a payment to a government official, political party or political candidate of any country for the purpose of obtaining or retaining business. You and the Company could be subject to criminal and/or civil penalties by the U.S. Government. Always consult the Vice-President Ethics, Compliance & Training or the Legal Department before entering into any agreement regarding work performed outside the U.S.



For further information, please refer to:

- IAP Policy 01-01.0 — Combating Trafficking In Persons
- IAP Policy 01-21.0 – Compliance with the U.S. Foreign Corrupt Practices Act
- IAP Business Practice 01-21.1 – U.S. Foreign Corrupt Practices Act

Red Flags

- ▶ Using agents, representatives or other third parties to make or offer to make an improper or illegal payment
- ▶ Concern that all or part of a payment, cash or other consideration may be passed on to a foreign government official, political party, party official or candidate for public or political party office in violation of U.S. law
- ▶ Refusal of a third-party intermediary to complete due diligence requests or to certify compliance with the FCPA, sign a FCPA certification or comply with IAP’s Code of Ethics and Business Conduct requirements.

For further information, please refer to:

- IAP Business Process 01-02.8 – Anti-Kickback Act Monitoring and Compliance
- IAP Business Process 15.01.10 – Due Diligence – Third Party Relationships
- IAP Guideline 5-3 – Due Diligence of Third Party Risk Assessment Guidelines

GLOBAL TRADE COMPLIANCE

Avoid Improper Imports, Exports and Trade Restrictions

The U.S. Government imposes restrictions on the export of certain technical data, technology, software and services – particularly those related to U.S. national defense, security or intelligence – to foreign countries and to certain foreign persons, without first obtaining a license from a duly authorized U.S. Government agency. Employees who are considering working with foreign companies must obtain review and approval from the Legal Department before executing any agreements.

OFAC Compliance

The U.S. Department of the Treasury's Office of Foreign Asset Control (OFAC) prohibits any U.S. person, including employees of U.S. companies located outside the U.S., from transferring, paying, receiving or dealing in property belonging to or controlled by designated individuals or entities on "the OFAC list." Violations of these regulations can result in substantial fines and imprisonment. Work with the Legal Department to review the OFAC list and ensure compliance.

International Boycotts

IAP will not support or advance a boycott against a country friendly to the U.S. and/or a boycott not sanctioned by the U.S. Government. The Anti-Boycott regulations include several prohibitions, including: refusing to do business with boycotted countries or companies organized under the laws of boycotted countries; performing discriminatory actions or providing information concerning race, religion, gender, national origin or contributions to charitable organizations that support a boycotted country; furnishing information regarding any past, present or future business relationship with a boycotted country or its nationals or residents, even if the information is publicly available; and conducting business pursuant to a letter of credit that contains provisions related to a prohibited boycott.

BUSINESS CONDUCT

GLOBAL TRADE COMPLIANCE

You Can Make a Difference

- Obtain approval from our Sr. Director, Global Trade Compliance, and follow our internal processes and procedures for transferring controlled data, equipment and services outside the U.S.
- Obtain approval even when data transfers are made within the U.S.
- Ensure that no controlled products, services or technical data that come into IAP's possession are exported or re-exported unless IAP has obtained appropriate Government licensing authorization
- Regularly screen the entities with which we do business to ensure they are not on the OFAC list.
- Comply with Anti-Boycott regulations

BUSINESS CONDUCT

Q: We are submitting a proposal to work with a commercial company in Africa. One line in the contract states that we must abide by the laws of their host country. This seems like a simple agreement. However, we just discovered that the host nation mandates a boycott of Israeli goods and services. May IAP agree to this restriction, even though we will not procure any goods or services from an Israeli company?

A: No. In this case, the host country's local law requires a boycott not sanctioned by the U.S. You must contact the Sr. Director, Global Trade Compliance, or the Legal Department before entering into any agreement with this company.



Red Flags

- ▶ Failing to comply with export laws and regulations
- ▶ A party to your transaction is identified on a U.S. Government list as subject to sanctions
- ▶ Customer or purchaser is reluctant to provide information regarding the proposed end user or is evasive as to whether the purchased product, service or technology is for use domestically or abroad
- ▶ Delivery dates are vague or the shipping route or method is abnormal for the product and destination; an example of this is a delivery to a foreign trade zone or warehouse
- ▶ Participating in or cooperating with restrictive trade practices that are not sanctioned by U.S. law

For further information, please refer to:
IAP Policy 15-01.0 — Export & Import

U.S. GOVERNMENT CONTRACTING

Maintain Proper U.S. Government Contracting

Procurement integrity rules apply to all aspects of selling to the U.S. Government, including marketing, proposal development and contract performance. Never seek to obtain or use any non-public information to which IAP is not clearly and legitimately entitled. This includes U.S. Government source-selection information and rankings of competitive proposals as well as competition-sensitive information such as trade secrets and pricing data. If you are ever provided with this data, accidentally or purposefully, immediately contact the Legal Department.

IAP employees who work in proposals, bid preparations or negotiate contracts on behalf of the Company must comply with all Truth-in-Negotiations Act (TINA) requirements. In accordance with TINA, IAP employees must certify that all statements, communications and representations – such as cost or pricing data – are current, accurate and complete.

No Bribes or Kickbacks

IAP complies fully with the Anti-Kickback Act – a regulation which prohibits U.S. Government contractors and subcontractors from offering, soliciting, providing or receiving anything of value or compensation of any kind for the purpose of obtaining or rewarding favorable treatment. Favorable treatment may include obtaining: confidential information on competitors; unwarranted extensions, waivers of deadlines or price increases; and acceptance of substandard goods and services.

You Can Make a Difference

- Deal fairly with the Company's customers, suppliers, competitors and employees by ensuring that all statements, communications and representations are accurate and truthful
- Never solicit, accept or attempt to accept – directly or indirectly – a bribe, kickback or other payoff in connection with a transaction entered into by the Company
- Do not offer, pay, solicit or accept – directly or indirectly – any fee, commission, compensation, gift or gratuity to or from any U.S. Government agency, contractor or subcontractor

Red Flags

- ▶ Accepting oral or written extracts of information that appear to be U.S. Government source-selection or contractor bid or proposal information
- ▶ Changes to contract requirements made by U.S. Government officials other than the contracting officer
- ▶ Failure to perform all contractually-required testing and inspections, even those believed to be unnecessary or duplicative
- ▶ Making false, inaccurate or misleading representations or certifications
- ▶ Offering anything of value to a contractor or customer in order to obtain favorable treatment
- ▶ Receiving anything of value for the purpose of rewarding favorable treatment to a subcontractor
- ▶ Soliciting a kickback
- ▶ Including the amount of a kickback in the contract price charged to the customer
- ▶ Not including an anti-kickback clause in IAP subcontracts, as required

OPERATIONAL CONSIDERATIONS

Q: We have a new employee in our department who used to work for a competitor's company. Is it permissible to “pick her brain” about her knowledge of the industry and our competitor's pricing strategies?

A: No. You should not ask for any confidential or proprietary information about her former employer that you are clearly and legitimately not entitled to know. Furthermore, you should not allow her to volunteer to provide it. Seek additional counsel from the Vice-President Ethics, Compliance & Training or the Legal Department.

For further information, please refer to:

- IAP Policy 01-03.5 — Procurement
- IAP Policy 14-02.5 — Timekeeping
- IAP Policy 01-01.0 — Combating Trafficking in Persons
- IAP Policy 01-17.0 — Quality
- IAP Business Process 01-02.8 – Anti-Kickback Act Monitoring and Compliance

ANTITRUST AND UNFAIR COMPETITION

Fully Comply with Laws Governing Antitrust, Bid Rigging and Competition

Antitrust is a general term for laws that promote fair and open competition. These laws exist in the U.S. and other countries where IAP does business. They apply to cooperative business arrangements and practices – such as teaming agreements, joint ventures, mergers and acquisitions – that could create anti-competitive conditions.

IAP values open competition and will comply with all applicable antitrust laws. Furthermore, we strive to avoid even the appearance of any agreement or understanding that could violate antitrust laws. IAP does not knowingly enter into business arrangements that eliminates or discourages competition or that provide us with an improper competitive advantage. We recognize that any of the following could violate antitrust laws: price fixing or agreeing with a competitor to set prices; bid rigging or agreeing with a competitor to set the terms or direct the outcome of a bidding process; boycotting suppliers or customers to coerce them to stop dealing with a competitor; setting prices to deliberately drive competitors out of business; harassing or disparaging a competitor; bribery, kickbacks or stealing trade secrets; entering into agreements with competitors to divide the market by allocating territories; conditioning the sale of one product/service on the sale of another unwanted product/service; and conditioning the sale or purchase of products/ services on the requirement that the seller or purchaser not do business with competitors of the Company.

You Can Make a Difference

- Avoid conversations with team members of joint venture partners, suppliers, vendors or customers that could lead to improper business arrangements
- Terminate immediately and notify the Legal Department of any conversations with competitors or team members regarding pricing policies, bids, discounts, promotions, terms of sale, marketing policies or other pricing, bidding or sales information
- Never engage in price-fixing, bid rigging, market divisions, misrepresenting or harassing a competitor
- Comply with all U.S. antitrust laws, and recognize that these laws apply also to international activity that affects U.S. commerce
- Learn and comply with the laws and regulations of other countries where business is conducted or planned

Red Flags

- ▶ Discussing pricing strategy with competitors or agreeing with competitors to raise, lower, maintain, stabilize or otherwise fix prices or levels of output
- ▶ Agreeing with competitors to target certain customers, services, business development or market divisions
- ▶ Having improper discussions with teaming partners or competitors
- ▶ Agreeing with vendors or customers on the prices at which a product or service will be sold to a third party

OPERATIONAL CONSIDERATIONS

Q: Recently, I met an employee of a competitor's company. She seemed really knowledgeable about the industry and suggested that we should work together. When I asked her what she meant, she said we could provide each other with our company's pricing data and improve both of our abilities to obtain new contracts. Is it acceptable to share this information?

A: No. This person is suggesting that you engage in illegal anticompetitive behavior. You and IAP could face serious civil and criminal penalties. If you are ever asked to provide confidential information such as Company pricing data to a competitor, contact the Legal Department immediately.

For further information, please refer to:

- IAP Policy 01-11.0 – Antitrust Monitoring and Compliance
- IAP Business Practice 01-12.0 – Antitrust Monitoring and Compliance

THIRD PARTY ENGAGEMENT

Retain Consultants and Third Parties Properly

IAP only retains consultants and other third parties after fully satisfying all applicable Company policies and procedures. Additionally, consultants and other third parties must certify their willingness to comply with IAP's Code of Ethics and Business Conduct, policies and procedures as well as all applicable laws and regulations. This process ensures that we engage only those who meet our highest ethical standards and all applicable laws, including those laws in foreign countries where our consultants may operate.

You may not retain a consultant or other party to conduct business in a manner that is contrary to IAP's policies or procedures or our values of Respect, Responsibility and Integrity. You are prohibited, for example, to retain a consultant or other party to pay bribes or kickbacks, engage in industrial espionage, obtain proprietary data of third parties without authority or improperly gain inside information or influence.

To fully comply with all regulations and applicable laws, contact the Legal Department before engaging a domestic or international consultant.

You Can Make a Difference

- Research the reputation for integrity of any consultant or third party whom IAP wishes to retain
- Identify any former employment or contracts that may create a conflict of interest or the appearance of a conflict of interest before retaining a consultant
- Hold anyone representing IAP to the highest ethical standard consistent with the Code of Ethics and Business Conduct, including the protection of IAP or customer trade secrets or any proprietary or classified information

Red Flags

- Refusal of consultants, contractors or other parties to comply with applicable laws and regulations, the Code of Ethics and Business Conduct or applicable IAP policies and procedures
- Requests for unusual payment transactions
- Rumors of improper payments or other unethical practices by a consultant or other parties
- Incomplete or inaccurate information in required documentation or disclosures
- Requests of unusually large discounts, commissions, expenses or other payments that appear excessive in relation to the services rendered
- Using a consultant to engage in business practices that violate the IAP Code of Ethics and Business Conduct or applicable IAP policies and procedures

OPERATIONAL CONSIDERATIONS

Q: I have carefully screened and selected a marketing consultant to help us advance our business in a country where IAP currently does not have any contracts. Several people whom I respect in the industry have provided character and work references for this consultant. Have I satisfied the proper procedures to enter into contract with this consultant?

A: No. IAP has a formal and robust due diligence process. While your work to date is a first step, you have not fulfilled our Company's full requirements. Specifically, IAP policy requires that the potential consultant review and agree to comply with the provisions of this Code of Ethics and Business Conduct, relevant Company policies and specific contractual provisions. You must consult with the Legal Department to ensure that the retention of this agent will not harm IAP's reputation or business standing, violate the U.S. Foreign Corrupt Practices Act, or trigger the anti-bribery provisions of the country in which the consultant will operate.

For further information, please refer to:

- IAP Policy 01-20.0 — Foreign Representative Relationship
- IAP Policy 01-21.0 — Compliance with U.S. Foreign Corrupt Practices Act
- IAP Business Process 13-05.0 — Independent Consultants and Professional Services
- IAP Business Process 15.01.10 — Due Diligence – Third Party Relationships
- IAP Guideline 5-3 — Due Diligence of Third Party Risk Assessment Guidelines

FORMER GOVERNMENT EMPLOYEES

Proper Retention of Former Government Employees

Many complex restrictions apply to hiring former Government employees, covering conduct both pre- and post-employment. These restrictions are designed to avoid a conflict of interest and apply to the hiring of employees, consultants and independent contractors.

Certain Government personnel, especially those in a current or former procurement role, cannot hold employment discussions with IAP without prior written approval from their Designated Agency Ethics Officer (DAEO). IAP mandates that the following current or former Government candidates for hire obtain an ethics advisory opinion from the relevant Government agency's DAEO: those who are current or former procurement officials; those who currently or formerly have had personal and substantial involvement in any procurement program involving IAP; or those who currently or formerly have had any direct or indirect administrative operating responsibility for IAP programs or contracts. These DAEO determinations should clearly outline any prohibitions or restrictions associated with a candidate for hire. No employment discussions may be made to current or former Government employees in these categories, verbally or in writing, prior to receipt, review and clearance of the DAEO letter by the Vice-President Ethics, Compliance & Training.

To fully comply with all regulations and applicable laws, contact the Human Resources Department, the Vice-President Ethics, Compliance & Training or the Legal Department before starting any employment discussions or negotiations with a former or current Government employee.

You Can Make a Difference

- Be aware of any prior employment a job candidate may have had with the Government
- Avoid any conflict of interest in connection with employing or acquiring the services of current or former Government employees
- Obtain prior approval from the appropriate business area Human Resources representative before any direct or indirect communications or negotiations with any current or former Government personnel regarding possible employment with IAP
- Know that applicable laws and regulations restrict the roles and responsibilities that former Government employees may perform on IAP's behalf after joining the Company

Red Flags

- Direct or indirect discussion with a Government employee concerning possible IAP employment
- Certain current or former Government employees have not requested and received a Government agency DAEO ethics opinion to clarify any work restrictions
- During the restriction period, an IAP employee, who was a former Government employee, participates in a meeting with the same agency with which he was previously employed; similarly, the employee participates in negotiations related to a contract over which the IAP employee had authority while employed by the Government

OPERATIONAL CONSIDERATIONS

Q: A U.S. Navy officer retired from the Navy two months ago. Is it possible to hire this individual?

A: This is an area full of laws and regulations limiting IAP's ability to hire or even discuss employment with Government officials. Before you discuss any possible job offer with this person, contact the Human Resources Department, the Vice-President Ethics, Compliance & Training or the Legal Department. Remember, even if we are able to hire this individual, there may be restrictions on what the officer can do for us after being hired.



For further information, please refer to:

- IAP Policy 01-02.7 – Conflict of Interest
- IAP Business Process 01-05.2 – Conflict of Interest or Violation of Trust
- IAP Business Process 11-01.0 – Employment

GOVERNMENT INVESTIGATIONS

Properly Respond to Government Investigations

IAP will cooperate fully with all Government investigations, to include inquiries, audits and fact-finding missions. Due to the legal exposure and potential liability associated with the conduct of Government investigations, the Vice-President Ethics, Compliance & Training and the Legal Department will direct all efforts in response to Government investigations and requests for information.

Any employee who is contacted by a Government investigator – on the job or at home – or learns of an investigation relating to the Company, its employees, contracts or subcontracts must:

- Ask to see identification (such as a Government badge) and make note of the investigator’s name, agency and phone number
- Politely explain the Company’s policy that all IAP employees will cooperate, but that it will be necessary to consult with the Vice-President Ethics, Compliance & Training or the Legal Department before answering questions or providing any requested documents
- Provide the investigator with the Legal Department’s telephone number (321-784-7249)
- Immediately contact the Vice-President Ethics and Legal Department

In turn, the Vice-President Ethics, Compliance & Training and the Legal Department will coordinate all matters pertaining to the Government’s inquiry, including requests for interviews and documents. If the investigator serves you with a subpoena or other document requesting IAP documents, contact the Vice-President Ethics, Compliance & Training or the Legal Department immediately for advice while the investigator waits.

You Can Make a Difference

- Politely respond to all Government inquiries by asking for the investigator’s name and contact information, and notify the Vice-President Ethics, Compliance & Training or the Legal Department immediately
- Know that the following Government agencies may request information from you: Offices of Inspectors General; Special Inspector General for Afghanistan Reconstruction; Special Inspector General for Iraq Reconstruction; State Attorney Generals’ offices; Department of Justice; and the Department of Labor
- Do not provide any information or documentation to Government investigators without permission from the Vice-President Ethics, Compliance & Training or the Legal Department

Red Flags

- ▶ Providing information or documentation to a Government investigator, without first contacting the Vice-President Ethics, Compliance & Training or the Legal Department
- ▶ Impolite or rude responses to Government investigators
- ▶ Responding to inquiries on behalf of the Company without permission from the Vice-President Ethics, Compliance & Training or the Legal Department

OPERATIONAL CONSIDERATIONS

Q: I received a call at my office from a person identifying himself as a Government agent. He asked for personnel files for several of our key management staff. I want to be responsive to our Government customer. Should I provide the requested information?

A: No. Instead, you should ask for the person’s name and contact information and politely explain the Company’s policy to cooperate with Government investigations through our Legal Department. Provide the caller with the telephone number for the Vice-President Ethics, Compliance & Training (321-784-7725) and the Legal Department (321-784-7249), and notify the Vice-President Ethics, Compliance & Training or the Legal Department of the call.

For further information, please refer to:

- IAP Business Practice 11-04.3 — Employee Information
- IAP Business Process 01-05.0 — Ethics and Compliance Program
- IAP Business Process 16-16.0 — Required Legal Reports and Incident Reporting
- IAP Business Process 14-04.0 — Safeguarding Company Non-Public Information
- Business Process 01-06.1 — Legal Matter Management

POLITICAL PROCESS

Maintain Proper U.S. Political Contributions, Activities and Lobbying

IAP maintains full compliance with all laws limiting a company’s ability to participate in the political process. No IAP funds or services, whether directly or indirectly, shall be contributed to any U.S. political organization, Government official or candidate (federal, state or local) in violation of any law and without prior approval from the Legal Department. Due to very severe legal constraints, the Company will not make or authorize any sort of political donation of any kind to an official, candidate or political party outside the U.S. (see also **Anti-Corruption Policies** on page 24).

By avoiding improper political contributions, we prevent even the appearance that our Company has tried to win the favor of a particular politician. We want to deliver services that are marked by integrity and win business because of the merits of our services and reputation for honesty.

IAP does not prohibit employees from participating personally in the political process. However, employees must not engage in political activities that are potentially in conflict with their work duties and responsibilities to the Company. These individual activities must also take place on the employee’s own time and at the employee’s own expense.

You Can Make a Difference

- Never make any sort of contribution on behalf of IAP to a candidate, party or Government official without the prior review and approval of the Legal Department
- Do not use IAP funds, services, facilities, property or other resources for political purposes without prior written approval from the Legal Department
- Never offer, promise, authorize or make any payment of money or anything else of value to any domestic or foreign Government official or employee for the purpose of influencing any official act or decision of that person or a government or securing any improper advantage for IAP
- Engage personally in the political process as you wish, however, all activities must comply fully with all laws and regulations and be on the employee’s own time and at the individual’s own expense

Red Flags

- ▶ Using IAP’s name, facilities or personnel for political purposes (election or campaign related)
- ▶ Seeking or collecting political contributions on Company premises or using IAP resources
- ▶ Seeking reimbursement for political contributions or expenditures
- ▶ Bundling contributions of others by collecting and forwarding contribution checks to a campaign or providing envelopes or postage with which to send contributions

OPERATIONAL CONSIDERATIONS

Q: I’ve done my research and am really impressed with a candidate running for state office. I’d like to volunteer on her campaign. Is this permissible under Company policy?

A: Yes, as long as your personal political involvement is done exclusively on your own time, with your own resources and, if you choose to donate, with your own money. Furthermore, your campaign duties must not create a potential or actual conflict of interest with your work for IAP. You may not use your relationship to IAP in any way whatsoever in connection with the campaign and cannot use Company assets such as office supplies, computers, network access or telephones.



- For further information, please refer to:**
- IAP Policy 01-02.4 – Ethics and Compliance Program
 - IAP Policy 01-02.7 – Conflict of Interest
 - IAP Business Process 01-05.0 – Ethics and Compliance Program

TOGETHER WE EMBRACE THE HONOR CODE AND IAP VALUES

Doing the right thing at IAP means upholding the Honor Code, which is an extension of our Company Values. It forms the basis for our working relationships, workplace behavior and commitment to our customers, partners and fellow employees.

Because IAP is dedicated to maintaining the highest professional and ethical standards, compliance with the law is our minimum performance requirement. IAP standards are higher, and, at times, this Code of Ethics and Business Conduct establishes requirements that go beyond legal obligations.

The Vice-President Ethics, Compliance & Training and the Legal Department are always available to help you understand the laws, regulations and Company policies that apply to your job. All employees are urged to ask questions and raise issues when they occur. If you encounter a troubling situation, do not wait. Bad news never gets better with age.

- Supervisors are responsible for creating and maintaining an ethical culture and work environment that upholds the IAP Values and the principles of the IAP Honor Code.
- Promote an Open Door policy where any employee feels comfortable to ask questions or raise issues without fear of retribution.
- Non-supervisory employees have an important role, too. Understand and comply with this Ethics and Business Conduct Handbook and ensure your actions are in accordance with our values. Support your colleagues when they have questions or concerns. Act as a team to make sure questions or concerns get elevated and addressed.

Questions That Guide You

Below are some questions to ask yourself if you feel you are at an ethical crossroads. They should help guide you in making the right decision in any situation.

1. Does this action gain or allow the gain of privilege or advantage to which I or someone else would not otherwise be entitled?
2. Would I be dissatisfied by the outcome if I were on the receiving end of this action?
3. Does this action attempt to deceive anyone or allow anyone to be deceived?

If you cannot answer a resounding “no” to each question, take the necessary actions to abide by the standards of our Honor Code so that you can feel confident and embrace IAP’s business ethics and standards.

Always act with honesty, fairness, respect, responsibility and a commitment to IAP Values. If in doubt, reach out and ask the Compliance Team.

If you ever have a question or concern, contact the IAP Ethics Hotline: 1-877-296-8010 or www.iapws.ethicspoint.com

OPERATIONAL CONSIDERATIONS



NOTES

IAP Ethics Hotline: Call 1-877-296-8010 or visit www.iapws.ethicspoint.com