

MISSIONESSENTIAL®

Statement of Mission Essential's Anti-Corruption Position

Introduction

Mission Essential has a zero tolerance stance towards corruption in all its forms. This is woven into our policies, procedures, and culture, and applies to all employees, Board members, and representatives of the company. To underscore the importance of this issue and to consolidate our position, we have brought together some of the key points here in one location.

“Mission Essential’s standard of conduct [...] is of the highest level of ethical behavior. In addition, it is in complete compliance with all applicable laws and regulations.”

Employee Handbook, 2014

Section 1

Foreign Corrupt Practices Act (FCPA)

Code of Business Ethics and Conduct, section 1.5 Foreign Corrupt Practices Act

Upholding the reputation of Mission Essential for the ethical conduct of business is important both within the United States and internationally. The Foreign Corrupt Practices Act (FCPA) and other U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining, or directing of business. You are expected to be knowledgeable of, and strictly abide by, these laws. For more information, see Mission Essential's Foreign Corrupt Practices Act Compliance policy.

FCPA Compliance Policy

Mission Essential shall comply with, and conduct business in a manner that is consistent with the provisions of the FCPA. Mission Essential shall not directly or indirectly offer to, promise to, or make a corrupt payment to a foreign official for the purpose of obtaining or retaining business.

It is unlawful – and a violation of Mission Essential policy – to make a payment to a third party, including a business partner, knowing that any portion of the payment will go directly or indirectly to a foreign official for a corrupt purpose.

All Employees will participate in annual FCPA training.

Section 2

Foreign Anti-Corruption Laws

FCPA Compliance Policy

All Employees and Representatives shall comply with the applicable anti-corruption laws and regulations of the foreign countries in which they do business.

Business Ethics and Conduct Policy

Mission Essential complies with the laws and regulations of the United States and the host nations in which we operate.

Mission Essential competes fairly and complies with all international trade regulations and import/export laws and regulations.

Section 3

Bribery

It is Mission Essential policy that the giving and/or receiving of bribes by employees, Board Members, and any other representatives of the company is strictly prohibited.

Code of Business Ethics and Conduct, section 5.5 Avoiding Bribery and Improper Payments

To promote good government and the fair and impartial administration of laws, we must not promise or give anything of value to a government official or political party with the intent to obtain or maintain business, or to improperly affect government decisions. This prohibition also applies to third parties, agents, or any other entity acting on behalf of Mission Essential.

Code of Business Ethics and Conduct, 5.4.2 Payments In Foreign Countries Or To Foreign Officials

Payments we make in the course of doing business internationally must reflect the value of the services actually provided, be directed to proper business purposes, made to legitimate business-service providers, and meet the requirements of the laws of the U.S. and of other countries where we do business.

It is a violation of the FCPA to make payments or related offers, or to provide any other benefit, to or for the benefit of a foreign official. Regardless of the particular customs of a foreign country, you must follow company standards, local laws, and U.S. laws regarding business with non-U.S. officials or their family members.

You must never make payments to a third party that you suspect may be passed to officials outside the U.S. or others to improperly secure, retain, or direct business for Mission Essential. You must not use an agent to make any payment that Mission Essential itself cannot make. Whenever you retain any agent in connection with foreign business, you must make sure that you can properly trace any funds provided to the agent to ensure that they are not used to make improper payments to government officials or their representatives.

Business Ethics and Conduct Policy

Mission Essential does not make any improper payment, to include bribes, gratuities, or other facilitating contributions, to any person or entity.

Bribery & Illegal Gratuities training module, 2014

Bribery requires that there be a clear “quid pro quo,” or “this for that” agreement.

The Bribe does not actually have to be paid. It only needs to be offered or promised.

No Bribing!

Section 4

Facilitating Payments

FCPA Compliance Policy

Under very limited circumstances, the FCPA permits facilitating payments, which are payments to foreign officials in order to expedite or secure the performance of a “routine governmental action” wholly unconnected to the award of new business or the continuation of prior business. No facilitating payments shall be made without prior specific written approval from the Legal Department. All facilitating payments must be accurately recorded and accounted for in Mission Essential's books and records.

Code of Business Ethics and Conduct, section 5.4.3 Facilitating Payments

In business transactions and operations in foreign countries, companies are sometimes called upon to make payments to expedite or “facilitate” routine government actions (for example, obtaining utility services or visas, clearing customs). In some cases, these payments may be appropriate; in others, they may violate local law or the FCPA. **Do not make any new or unusual payment without specific approval from the Legal Department.**

Section 5

Gifts

Code of Business Ethics and Conduct, sections 1.6 Providing Gifts and Entertainment

1.6 Providing Gifts and Entertainment

Our business transactions must always be free from even a perception that favorable treatment was sought, received, or offered by gifts, favors, hospitality, entertainment, or similar gratuities. We are expected to follow a course of action that complies with the following guidelines. If you ever have any questions concerning gifts or entertainment, please consult your Manager or the Legal Department.

1.6.1 Gifts and Entertainment With U.S. Government Representatives

Except as otherwise permitted by law or regulation, no one may offer or provide any business courtesy, including meals, entertainment, travel or lodging expenses to any U.S. Government employee or representative. Modest refreshments – such as soft drinks, tea, coffee, and fruit offered on an occasional basis in conjunction with business activities – are acceptable. If you deal with representatives of a particular federal agency, you are responsible for complying with that agency's standards of conduct. Where there is a question as to a particular agency's requirements under its standards of conduct, you must contact the Ethics Officer in advance for guidance.

1.6.2 Gifts and Entertainment With Non-Government Persons

Mission Essential may provide meals, refreshments, or entertainment of reasonable value to non-government persons in support of business activities, provided the business courtesy is not offered for something in return, and it does not violate any law, regulation, or the standards of conduct of the recipient's organization. It is our responsibility to inquire about prohibitions or limitations of the recipient's organization before offering any business courtesy, which must be consistent with marketplace practices, infrequent, and modest. It cannot cause embarrassment or reflect negatively on our reputation if it were to become known.

Section 5

Gifts *continued*

1.6.3 Gifts and Entertainment With Foreign Government Employees and Officials

Employees of national and local governments are subject to a wide variety of different laws and regulations. We must consult our location's policies, applicable laws, and regulations prior to offering anything to such employees. If you have questions, consult your supervisor, the Ethics Officer, or the Legal Department. In instances where customs in certain countries require the exchange of gifts, the Company will, to the extent permitted, provide the gift. Any gifts, other than those of nominal value, received from representatives of these countries will become Company property.

Whether you are a Mission Essential employee based in the United States or abroad, you must understand and abide by the FCPA, which prohibits giving anything of value to a foreign official for the purpose of improperly influencing an official decision. It also prohibits unlawful political contributions to obtain or retain business overseas. The FCPA prohibits the use of false records or accounts in the conduct of foreign business. Before offering anything of value to foreign public officials, including payments to facilitate routine government action, get advance approval from the Legal Department. You must also be careful when considering retaining agents to represent our interests outside the United States. Mission Essential has strict approval requirements for such consultants.

FCPA Compliance Policy

Gifts, meals, entertainment, and travel should only be provided to a foreign official if the expense is modest and connected to a legitimate business interest. It shall not be provided for the purpose of influencing a foreign official's actions. Any requests by foreign officials for gifts or meals/entertainment/travel that are not reasonable or modest should be reported to the Legal Department.

All costs for gifts, meals, entertainment, and travel shall be made directly to the service provider. Mission Essential shall not pay cash per diems or reimbursements to foreign officials. Legal Department approval is required before offering any gifts, meals, entertainment, or travel to a foreign official. All expenses must be properly recorded and accounted for in Mission Essential's books and records.

Bribery & Illegal Gratuities training module, 2014

Generally, Mission Essential employees are prohibited from giving, or offering gifts to, or accepting gifts from Government officials, prohibited sources or anyone because of their official position.

When in doubt: do not give, offer, or accept gifts!

Section 6

Kickbacks

Code of Business Ethics and Conduct, section 1.7 Avoiding Kickbacks

We believe in safeguarding the integrity of the procurement process for all of our customers. Therefore, nothing of value is to be given or accepted as a basis for awarding or obtaining contracts or subcontracts or for favorable treatment under contracts or subcontracts. A kickback or bribe is any:

- Money, fee, or commission;
- Credit;
- Gift or gratuity;
- Thing of value;
- Or compensation of any kind;

that is provided, directly or indirectly, and that has, as one of its purposes, the improper obtaining or rewarding of favorable treatment in a business transaction.

As even the appearance of a kickback can be damaging, do not offer or accept anything of value during the procurement process. If you have reason to believe that a bribe or kickback has been given or accepted, you must immediately report this to our Legal Department or the Ethics Officer.

Section 7

Conflicts of Interest

Code of Business Ethics and Conduct, section 3.1 Avoiding Conflicts of Interest

We have a responsibility to the Company, our reputation, and ourselves to act in the best interests of Mission Essential. Each of us is required to disclose any actual or potential conflict of interest that may arise. While we cannot list every possible conflict of interest, the following are common examples:

- **Financial Interests in Other Businesses.** Each employee must immediately disclose any direct financial interest in any current or potential supplier, customer, or competitor.
- **Certain Relationships.** If family members or others with whom you have a close relationship work for a supplier, customer, or competitor, you must immediately disclose that situation.
- **Corporate Opportunities.** No employee may take personal advantage of business opportunities that are discovered through company property, information, or position.
- **Outside Employment with a Supplier or Customer.** No employee may be employed by or serve as a director of a supplier or customer.
- **Outside Employment with a Competitor.** No employee may compete with Mission Essential or consult with or be employed in any capacity by a competitor.

Any perceived conflict of interest must be acknowledged by an employee or candidate for employment so that it may be submitted to the Legal Department for review and analysis. The Legal Department will determine what steps should be taken to mitigate any risk the perceived conflict could involve for the Company, or whether the perceived conflict presents a risk to the Company that cannot be mitigated.

Employee Handbook, 2014

Mission Essential employees are expected to conduct business at the highest standards of ethical conduct. This will be accomplished in accordance with the policies contained in the Ethics Guidebook.

Employees are expected to devote their best efforts to the interests of Mission Essential. Business dealings that appear to create a conflict of interest between the organization and an employee are unacceptable.

Conflicts of Interest training module, 2014

Avoid any situation that might raise suspicion. Remember The Conflict of Interest laws do not only regulate actual conflicts of interest, but the appearance of conflicts, as well.

The most important word to remember when it comes to Conflicts of Interest issues is disclosure. If you are ever in a situation that you think might be a conflict of interest or you have questions, contact your manager and our legal department immediately.

Section 8

Offset Contracts

Mission Essential does not participate in offset contracts due to the inherent risk of corruption.

Section 9

Political Contributions

Code of Business Ethics and Conduct, section 5.7 Political Contributions and Activities

We believe in the importance of personal participation in the political process and encourage all of our employees to support the political parties, causes, and candidates of their choice. Our involvement and participation in the political process must be on an individual basis, on our own time, and at our own expense. Many countries prohibit corporations from donating corporate funds, goods, or services (including employees' work time), directly or indirectly, to political candidates. Any questions should be directed to the Legal Department.

Section 10

Charitable Donations

Mission Essential supports giving back to the communities where we operate and serve, both at home and abroad. Due care must be taken when making a contribution to ensure that there is no corrupt intent, either real or perceived. Before a contribution is made due diligence shall be performed and appropriate approvals given. All questions about charitable donations should be directed to the Legal Department.

Lobbying

Code of Business Ethics and Conduct, section 1.8.8 Byrd Amendment

This law prohibits the use of appropriated funds to pay any person for influencing or attempting to influence officials of the Executive or Legislative branches (including members of Congress and their staffs) of the U.S. Government in connection with the award or modification of U.S. Government contracts. Direct any questions to the Legal Department.

False Statements & Claims, Lobbying Restrictions, Theft of Government Property training, 2014

The Byrd Amendment –

1. Prohibits an awardee of a federal contract, grant, loan, or cooperative agreement from using appropriated funds to attempt to influence any Government official in connection with a contract award or modification. Appropriated funds are funds derived from Government contracts other than profits.
2. Offerors in procurements of \$100,000 or more are required to file a disclosure and certification that:
 - a. Identifies any registrant under the Lobbying Disclosure Act who the offeror has paid from its own funds to make lobbying contacts on behalf of the offeror with respect to a procurement; and
 - b. Certifies that the offeror has not used and will not use appropriated funds to influence a Government official in connection with a Government procurement contract.

Lobbying Disclosure Act –

Requires individuals spending at least 20% of their time lobbying and organizations that employ at least one lobbyist to register with the Clerk of the House and the Secretary of the Senate within 45 days after making a lobbying contact or being employed to begin a lobbying contact with a government official.

Each of these registrants must file semiannual reports with the House Clerk and Senate Secretary disclosing the issues being lobbied, their clients, estimates of lobbying income and expenses, and interests of foreign entities.

- An organization might not actually have a “lobbyist,” –
- might have an employee or employees that spend 20% or more of their time involved in lobbying activities; and
 - if your organization spends more than \$24,500 on lobbying activities every six months you will most likely have to register.

Additional Resources

Hiring of Former Government Employees and Independent Contractors Policy

Hiring of Former Government Employees SOP

Section 12

International Trade Regulations

Code of Business Ethics and Conduct, section 5.4 International Trade Regulations

We must abide by the laws, rules, and regulations of countries where we do business. We must follow both U.S. laws pertaining to foreign business transactions (such as the Foreign Corrupt Practices Act and the International Traffic & Arms Regulation (ITAR)), and also the laws of host countries where we operate. Because cultural differences and local customs or laws may raise issues, discuss these issues with your supervisor and the Legal Department prior to engaging in any international business.”

Code of Business Ethics and Conduct, section 5.4.1 Import/Export Compliance

Mission Essential complies with all domestic and foreign import and export laws and regulations (notably ITAR). Because specific authorizations or licensing may be required, contact the Legal Department before:

- Exporting any product, service, or technical information from the US or moving it between or among countries. Technical information can consist of manufacturing processes, product use, commercial and technical expertise, data, or software.
- Providing service or technical information to parties that previously have been denied an export license.
- Discussing with or displaying to foreign nationals (including Mission Essential employees or contractors) any Mission Essential technical data, equipment or non-public information.

Mission Essential’s policies describe the steps necessary for you to comply with U.S. Government export control requirements. Failure to comply may result in the loss of export privileges, civil penalties, and/or criminal charges against Mission Essential and/or you. If you have any questions about import/export compliance, contact Mission Essential’s Legal Department.

Section 13

Human Trafficking

Human Trafficking Policy

Human trafficking is a violation of human rights, the law, the Federal Acquisition Regulation (FAR), applicable federal agency supplements and Mission Essential’s core values. Mission Essential has a zero tolerance policy for human trafficking; employees are strictly forbidden from participating in or having any form of involvement in human trafficking.

The Human Resources (HR) department shall ensure all employees are trained annually to recognize and report human trafficking. Employees shall be able to identify the signs that a person may be a victim of trafficking, as well as understand the procedures for reporting an instance of real or suspected trafficking.

Code of Business Ethics and Conduct, section 2.7 Human Trafficking

Mission Essential prides itself on its ability to operate efficiently in some of the most challenging environments in the world. We work to ensure that our employees who work in foreign lands are safe from the dangers posed by human trafficking. Employees who obtain any information relating to possible human trafficking should immediately contact their manager and report the matter to the Ethics Officer.

Due Diligence with Business Partners

FCPA Compliance Policy

Due Diligence with Business Partners

Mission Essential is committed to taking reasonable precautions to ensure that it forms business relationships with reputable and qualified business partners. In evaluating potential business partners and conducting business overseas, Employees and Representatives should be aware of circumstances that may signal greater risk of corrupt conduct by a business partner. For example:

- Family or business ties between the business partner and a government official;
- Recommendation or reference from a government official;
- Insistence on nondisclosure of business relationships;
- Excessive, irregular or cash payments;
- Unusually high commissions;
- Charitable contributions tied to agents;
- Poor or missing documentation;
- Offshore accounts;
- Requests for payment to third parties or in cash;
- Lack of accounting transparency;
- Apparent lack of qualifications or resources to perform the services offered;
- Resistance to certifying compliance with FCPA;
- Objection to FCPA-related contract terms.

Prior to contracting with any foreign business partner, the Contracts & Procurement Department will obtain a completed FCPA questionnaire from the foreign business partner, along with all requested supporting documentation. All contracts with foreign business partners must include FCPA compliance language.

Certifications and representations by business partners are refreshed on an annual basis.

Excerpts of Contract Language with Respect to Countering Corruption

Code of Business Ethics and Conduct

The Subcontractor shall maintain a Code of Business Ethics and Conduct in compliance with FAR 52.203-13. If the Subcontractor has reason to believe that any of its employees or anyone affiliated with the Subcontractor has violated its Code of Business Ethics and Conduct, the Subcontractor shall follow its internal procedures and also report such violation to the Buyer by notifying the Buyer's Subcontract Representative and by calling the Buyer's Ethics Hotline. Failure to abide by reasonable standards of conduct, business, ethics and professionalism are grounds for immediate termination at the sole discretion of Buyer.

Compliance with Laws US/International

Subcontractor, at its sole expense, shall comply with all applicable Federal, State and local laws, executive orders, rules and regulations which may be applicable to the Services and Subcontractor's performance under this Subcontract.

If Subcontractor is located outside the United States or any Services ordered hereunder will be produced or performed outside the United States, Subcontractor also, at its sole expense, shall comply with all applicable foreign laws, regulations, and rules or agreements governing or applicable to Subcontractor's Work under this Subcontract.

Due Diligence with Business Partners *continued*

Foreign Corrupt Practices Acts

Pursuant to the principles of the United States Foreign Corrupt Practices Act ("FCPA"), the OECD Convention on Combating Bribery of Foreign Officials in International Business Transactions, and all related and implementing legislation that may be applicable to this Agreement, the Subcontractor certifies, warrants and represents that:

The Subcontractor representative, employees, agents, or other similar parties retained directly or indirectly in connection with this Agreement (individually or collectively, "Representative"), acting in any capacity, have not made, authorized or offered (and will not make, authorize or offer) any payment, or given, authorized, or offered (and will not give, authorize the giving of, or offer) anything of value, directly or indirectly, with respect hereto or otherwise;

- a. to any official or employee of any government, state-owned enterprise or international organization;
- b. to any person acting in an official capacity for or on behalf of any government, state-owned enterprise or international organization; or
- c. to any political party or to any person known to be a candidate for any office in any government; in order to (a) influence any act or decision in any such person's official capacity, (b) induce any such person to violate his lawful duty, or (c) induce any such person to use his influence with any government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, for the purpose of obtaining or retaining business or directing business to any person, or to secure any improper advantage.

For purposes of verifying compliance with this Section, an authorized U.S. Government representative may conduct audits of Subcontractor's or Subcontractor's Representative's relevant books and records, at Subcontractor's regular place of business during regular working hours. The Subcontractor agrees to flow down this audit provision to any Representative it retains in any capacity in connection with this Subcontract.

Notwithstanding any other provision in this Agreement, Buyer considers non-compliance with the Provision to be a material breach of this Agreement and reserves the right to immediately seek appropriate interim relief or to terminate this Agreement for default, upon written notice, if it determines in its sole discretion that the Subcontractor is in breach of this Provision.

Section 15

Anti-Retaliation

It is Mission Essential policy that employees are in no way deterred from whistleblowing, and that retaliation in any form against employees who report a concern is strictly prohibited.

Business Ethics and Conduct Policy

- d. No adverse action, retaliation, or retribution of any kind will be taken against Mission Essential personnel for reporting a suspected violation of this policy or the Code. Such reports shall be treated confidentially to the maximum extent consistent with fair and rigorous enforcement of this policy and the Code. The Ethics Officer shall ensure all issues are addressed to the fullest extent and corrective measures, if warranted, are initiated to prevent or eliminate future recurrence.
- e. Mission Essential personnel who take adverse action or retaliate against other Mission Essential personnel who have made a good faith report of a violation of this policy or the Code will be subjected to disciplinary action, up to and including termination.

Section 16

Training

Business Ethics and Conduct Policy

- c. The HR department shall certify and store all ethics-related training documentation. Required annual training for all employees includes, but is not limited to, the following topics:
 - Code of Business Ethics and Conduct Review
 - Bribery and Illegal Gratuities
 - Collusive Bidding
 - Export Controls
 - Truth in Negotiations Act (TINA)
 - False Statements and Claims, Lobbying Restrictions, Theft of Property
 - Foreign Corrupt Practices Act (FCPA)
 - Introduction to Government Contracts
 - Kickbacks
 - Harassment
 - Mission Essential Property
 - Procurement Integrity Act
 - Conflicts of Interest
 - Economic Espionage Act
- d. It is Mission Essential's intent to ensure ethics awareness is continually addressed and integrated into day-to-day business, whenever the opportunity arises.
- e. Formal ethics training shall be provided to all employees on an annual basis, at a minimum.