



Code of Business Ethics and Conduct

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Message from the Chairman & CEO

When ITC was founded in 2012, I had a clear purpose in mind: to help our customers achieve that which, without us, would be impossible. My goal was to gather the best-of-the-best in the industry and apply our combined years of knowledge and expertise to create the best service in the market. After consecutive years of growth since its founding, it is safe to say that we are achieving what we set out to do. However, if we want to maintain this growth, we must double down on our commitment to our principles and continue pushing forward.

If you have a concern, please raise it. We want to foster a culture of individual initiative and mutual support. There needs to be an open and constructive dialogue between management, employees and independent contractors. This *Code of Business Ethics and Conduct* exists to clarify your ethical responsibilities and help make sure you understand the procedures essential to what we do here at ITC.

This *Code of Business Ethics and Conduct* articulates many of the laws and policies that impact your work. We expect you to read and understand these materials and ask questions if something is unclear. We need you to be an active supporter of our business mission and a committed steward of our culture, and to lead by example with respect to ethical behavior.

Remember, *you* are ITC. Your conduct is not only a reflection of yourself, but of your peers and of ITC as a whole.

Michael Cast



Chairman & CEO

ITC Quality Policy

The ultimate responsibility of all our employees and independent contractors is to provide the highest quality products and services to our customers. To ensure that this goal is met, ITC has developed and implemented a Quality Management System (QMS). The foundation of our QMS is the following statement of our Quality Policy:

“As a world-class systems integrator, ITC Defense is committed to providing continuous improvement, cutting-edge innovation and quality solutions to our customers and partners with the highest rating for employee and customer satisfaction. This mission is achieved through our company-wide focus on satisfying all applicable customer, company, and legal requirements and our commitment to continuously improve our quality management system.”

As an ITC employee or independent contractor, we must demonstrate leadership and commitment with respect to customer focus by:

- Ensuring that all applicable requirements are understood and consistently met
- Addressing risks and opportunities that can affect products, services and enhancement of customer satisfaction
- Providing continuous improvement and solutions for a satisfied customer

To that end, it is important to understand how your role in the company influences and affects the customer satisfaction process.



Our Core Values

At ITC we take great pride in our core values— our reputation depends on them— therefore we place them at the forefront of all we do. These values are deeply ingrained into the very fabric of our culture and organization and serve as a guide for our actions and relationships.

Perspective

What you see depends not only on what you look at, but also where you look from. As a world-wide solutions provider, ITC understands the “global accent”. We respect all cultures, beliefs and backgrounds and see the value these different perspectives can bring to the table when creating a solution.

Commitment

ITC is committed not only to the success of our customers and our industry partners, but to the health and wellness of our families, communities and the environment. We understand that economic strength helps to develop communities and create strong families, which are the foundation for our personal commitment and values. At ITC, commitment is an act, not a word.

Collaboration

Everyone you will ever meet knows something you do not; therefore, ITC employees are open to the ideas and recommendations of all team members. We encourage our experts to continually seek peers who challenge and inspire them to think bigger and better. As a team we will develop much stronger solutions than individuals working alone. Collaboration divides the task and multiplies the success.

Results

At ITC we understand you cannot build a reputation on what you are going to do. Therefore, we focus on actions that produce results for our customers. We take achievements a step higher by showing the value and impact our solutions bring to our customers. Success is a result, not a goal.

Innovation

We believe that innovation starts with having an open and curious mind and then requires bravery to embrace the change and challenges that come with abandoning the status quo. We understand that we cannot solve problems by using the same kind of thinking we used when we created them.

Continuous Improvement

As an ISO 9001:2015 certified company, we believe that things can always be better so we constantly strive to push ourselves out of our comfort zone. We encourage employees to make mistakes, then learn from them. We strive to create an environment where employees feel they have room to grow and explore in their professional development and career, knowing that ITC has their back.

Passion

Passion is the most important value at ITC. Nothing great in the world has ever been accomplished without passion. We know our employees have a passion for what they do, and it shows to our customers. Passion is why we are all here and at ITC we recognize and celebrate that every day.

ITC Ethics Policy

Policy

Our company is in a position of trust with respect to many domestic and international organizations and agencies and all company personnel and independent contractors have an ethical responsibility to these clients and colleagues.

The purpose of this policy is to educate all employees and independent contractors on the company-wide expectations and federal regulations regarding the principles which govern ITC's ethical business dealings. This policy complies with the U.S. Foreign Corrupt Practices Act, and other applicable anti-corruption laws, regulations and prohibitions against corruption (the "Anti-Corruption Laws").

While this policy endeavors to comprehensively address any challenges that may arise, there may be situations where the application of a rule or how you should proceed may be unclear. In any such situation, employees and independent consultants must seek appropriate guidance from management before taking action. Most importantly, act with uncompromising integrity at all times.

Auditing and Monitoring

The current version of ITC's *Employee Handbook* is the comprehensive policy guide for all employee operations. The *Employee Handbook* and *Code of Business Ethics and Conduct* outline our core values as well as the expectation and framework for ethical and compliant behavior by those who work for ITC or on behalf of the company. ITC is committed to fostering dialogue between management and employees regarding business ethics through multiple channels. Supervisors are expected to maintain an environment that promotes open communication.

The *Code of Business Ethics and Conduct* directs employees and independent contractors of the company to act in accordance with laws, other contracting requirements, company policies and ethics. ITC's ethics compliance program includes ongoing efforts to assess, evaluate, monitor, and audit compliance with company policies and procedures. These auditing and monitoring activities are continuous with programmatic review conducted at least annually, and results are reported to local management and government contracting representatives in a timely manner as required.

Education and Training

A critical component for the success of ITC's ethics compliance program is the continual training and education of its employees on the application of individual obligations under applicable legal requirements and company policies. ITC requires all personnel and independent contractors to review expected ethical business practices annually and provides targeted training in key risk areas to those employees or independent contractors whose job functions are affected by such risk areas. In addition, integrity and ethical behavior are evaluated in employee annual performance reviews and independent contractor annual performance assessments.

Personnel Responsibilities

This *Code of Business Ethics and Conduct* describes the standards we live by at ITC, and every employee and independent contractor is expected to fully comply. Throughout this booklet, the word “Personnel” is used to describe both employees of ITC as well as independent contractors working for ITC. Personnel are responsible for their conduct and must act in accordance with these standards every day.

All employees and independent contractors are expected to understand the laws and policies which apply to their work and are encouraged to speak with their ITC manager or ITC program point of contact regarding the application of a specific law or policy.

Violations of any law or policy may be grounds for disciplinary action up to, and including, termination of employment or contract.

Professionalism

ITC personnel are expected to conduct themselves with honesty, courtesy, and respect in all interactions with colleagues, supervisors, subordinates, customers, subcontractors, and members of the public. Professional conduct reflects directly on ITC's reputation and its ability to perform successfully as a government contractor, and personnel should be mindful that their behavior - whether at ITC facilities, government sites, customer meetings, industry events, or in written and electronic communications - represents the company at all times.

Personnel must treat others with dignity and respect, and must not engage in conduct that is abusive, discriminatory, harassing, or intimidating toward coworkers, subordinates, government personnel, subcontractors, or any other individual encountered in the course of business. This includes conduct in person, over email or messaging platforms, on video calls, and in any other professional setting. Disagreements, including disagreements over technical, contractual, or business matters, should be handled through respectful, constructive dialogue and escalated through appropriate channels rather than through personal attacks, public criticism of colleagues, or unprofessional conduct.

Personnel are expected to be reliable and accountable in the performance of their duties, including meeting commitments, communicating proactively when delays or problems arise, and taking ownership of mistakes rather than concealing them or assigning blame. Personnel should exercise sound judgment in their communications and conduct, recognizing that emails, chat messages, and other written communications may be reviewed by supervisors, customers, or in the course of an audit or investigation, and should be drafted with the same care and professionalism expected of any formal business communication.

When representing ITC in the presence of government customers, teaming partners, or the public, personnel must conduct themselves in a manner that reflects positively on the company and avoids even the appearance of impropriety, favoritism, or unprofessional conduct. This includes appropriate attire, punctuality, and decorum appropriate to the setting, as well as refraining from conduct that could embarrass ITC or call into question its integrity or the integrity of its personnel.

Personnel who witness or experience unprofessional conduct, harassment, or a hostile work environment should report the matter to their supervisor, Human Resources, or ITC management without fear of retaliation. ITC is committed to promptly and fairly addressing any such reports.

Performance Expectations

Establishing and maintaining proper interface and dialogue with the customer is imperative. Personnel must be accessible, accountable, productive, and part of the customer's team but not act as a government official. Personnel must continually identify areas of growth and technical differentiators. While our customers' expectations are high, requirements and demands must be met at all times.

Under no circumstances can internal ITC matters and/or confidential business information be shared with the customer. When receiving instructions or feedback, within the scope and authority of a contract, the customer's decision is final, and ITC personnel must adhere to the customer's requirements. We must strive for the customer's success by providing continuous improvement, a trusting and integrated environment, competence and reliability, expert solutions and services in a professional manner.

Personnel must never get involved in a customer's disputes, be perceived as a government entity, use a customer's name without permission, speak negatively about a teammate to the customer, or provide personal services. Performance issues (actual and perceived), negative performance assessments, inappropriate communication with a customer, or actions previously stated may result in disciplinary action up to, and including, termination of employment or contract.

Reporting Concerns

The timely and appropriate identification and resolution of legal or ethical questions that could affect ITC is essential to maintaining the company's reputation and fulfilling its legal responsibilities. Therefore, ITC personnel and independent contractors are expected to immediately report any suspected instances of improper conduct, violations of law or policy, or other irregularities to ITC management or Human Resources at humanresources@itcdefense.com. Personnel may also choose to report the issue directly or anonymously to the Department of Defense (DoD) by calling the Hotline at (800) 424-9098 or visiting www.dodig.mil/Hotline/.

ITC managers must promptly report to ITC executive management or the DoD Hotline possible violations of the legal and ethical standards discussed in this *Code of Business Ethics and Conduct*, or any other unlawful or unethical conduct (including a failure to comply with the terms of a federal contract), of which they become aware, or that are brought to their attention by an employee or independent contractor of ITC.

All reported concerns will be reviewed by ITC management to determine whether an investigation is appropriate. This process is designed to identify whether a violation of law or policy has occurred and to determine what (if any) responsive action should be taken.

Disciplinary Action

ITC has established a graduated scale of administrative disciplinary actions up to and including dismissal from employment or contract. As a general rule, a supervisor may recommend an appropriate action; however, senior management will make the final determination of the disciplinary action to be administered.

Where appropriate and as circumstances may dictate, supervisors will follow a process of progressive personnel discipline:

Verbal Counseling- A “verbal” counseling is a communication to an employee or independent contractor that his/her conduct is unacceptable, and that repeated or continued failure to conform conduct or performance to ITC’s standards will result in more severe disciplinary action.

Written Counseling- A “written counseling” describes the unacceptable conduct or performance of the employee or independent contractor and specifies needed changes or improvements. A copy of the written counseling generally will be retained in the personnel file.

Suspension- Suspension of the employee’s employment or independent contractor’s contract may, at the sole discretion of ITC management, be used prior to termination. The length of the suspension will vary based upon such factors as the severity of the offense, performance and previous disciplinary record. An employee or independent contractor may be suspended for repeated instances of minor misconduct, failure to conform his/her conduct or performance to the standards of his/her position, or for a single serious offense. A record of the suspension generally will be retained in the personnel file.

Termination- If any employee or independent contractor fails to conform his/her conduct or performance to the standards required by ITC, then ITC may, in its sole discretion, terminate the employee’s employment or independent contractor’s contract.

Mandatory Disclosure

As a government contractor, we must disclose in a timely manner to the appropriate government official(s) credible evidence of certain violations of federal criminal law including fraud, conflict of interest, bribery, and gratuities found in Title 18 of the United States Code; violations of the civil False Claims Act; and significant overpayments on government contracts. In order for ITC to comply with these obligations, it is critical that personnel promptly report any concerns regarding such matters to ITC management, Human Resources, or the DoD Hotline. Managers must promptly report possible violations of these standards raised by their employees or independent contractors to ITC senior management or the DoD Hotline.

Retaliation Will Not Be Tolerated

To ensure that this policy is given full effect, ITC managers are expected to foster an environment in which all personnel feel free to express concerns and raise issues without fear of retaliation. ITC will not tolerate retaliation for the good faith reporting of a concern regarding any suspected instances of improper conduct, violation of law, regulation, or policy, or for participating in an investigation. Any information about or complaint of retaliatory behavior must be promptly reported to Human Resources, ITC executive management or the DoD Hotline.

In addition to these ITC policies, federal law provides specific protections for employees of government contractors who raise legal or ethical concerns. Specifically, an employee of a contractor, subcontractor or personal services contractor may not be discharged, demoted, or otherwise discriminated against as a reprisal for disclosing information that the employee reasonably believes is evidence of:

- Gross mismanagement of a federal contract;
- A gross waste of federal funds;
- An abuse of authority relating to a federal contract;
- A substantial and specific danger to public health or safety; or

- A violation of law, rule, or regulation related to a federal contract (including the competition for or negotiation of a contract).

This protection applies to disclosures made to:

- A Member of Congress or a representative of a committee of Congress;
- An Inspector General;
- The Government Accountability Office;
- A federal employee responsible for contract oversight or management at the relevant agency;
- An authorized official of the Department of Justice or other law enforcement agency;
- A court or grand jury; or
- A management official or other employee of the contractor or subcontractor who has the responsibility to investigate, discover, or address misconduct.

An ITC employee who believes that he or she has been subjected to a reprisal prohibited by federal law may submit a complaint to the Inspector General of the executive agency involved. Unless the complaint is frivolous, fails to allege a violation, or has previously been addressed, the Inspector General will investigate the complaint and submit a report of the findings of the investigation to the person, the contractor concerned, and the head of the agency. If the agency head determines that there has been an improper reprisal, then the agency head will direct appropriate relief to the complaining employee. If the agency head denies relief, the employee may bring a legal action seeking damages and other available relief against the contractor.

Laws and Policies

Equal Employment Opportunity

ITC provides employment and opportunities for advancement, compensation, training, and growth according to individual merit, without regard to race, color, religion, sex, gender, gender identity or expression, sexual orientation, national origin, ancestry, citizenship status, pregnancy, childbirth, genetics, disability, age, protected veteran status, marital status, registered domestic partner or civil union status, or medical condition. We comply with all U.S. Government immigration laws and regulations, including those relating to work visas and hiring foreign persons.

Harassment

ITC is committed to providing a work environment that is free of harassment of any kind. Harassment of any type, including sexual harassment and harassment based on race, color, religion, gender, national origin, age, disability, sexual orientation, genetic information, pregnancy, or veteran status is strictly prohibited by ITC. Harassment can be defined as unwelcome verbal or physical behavior directed towards someone that makes the working environment abusive, hostile, or uncomfortable for the victim. Employees at every level of the organization, including temporary employees and volunteers, must always conduct themselves in a business-like and professional manner and must not engage in any form of discrimination, workplace harassment, or sexual harassment.

ITC has a zero-tolerance policy of any form of offensive behavior, offensive comments/remarks, inappropriate physical contact or touching, invading personal space, putting an employee in an uncomfortable situation, disrespecting bodily autonomy, threats, humiliation, intimidation, interference with workspace and performance, or any other form of harassment. All personnel have an affirmative duty to maintain a work environment that is safe and free of harassment to ensure that all personnel and colleagues are treated with respect and dignity. Employees who have witnessed harassment or have encountered harassment firsthand by another employee and/or supervisor should immediately tell the harasser to stop and report the incident to ITC Human Resources.

Any violation of this policy may result in disciplinary action, up to and including termination of employment. ITC follows a graduated discipline policy and will apply that process to determine the appropriate corrective measures based on the nature and severity of the violation. For additional information, please refer to the *ITC Employee Handbook*.

Human Trafficking

ITC has a zero-tolerance policy regarding trafficking in persons which is stated in the *ITC Combating Human Trafficking Policy and Compliance Plan*. ITC opposes any form of prostitution and related activities because these activities are inherently harmful, dehumanizing, and contribute to human trafficking. No employee nor any ITC agent, consultant, independent contractor, subcontractor, vendor, or supplier shall be involved in the following activities: trafficking in persons, soliciting or obtaining prostitution or any commercial sex act, or using debt bondage, slave, forced, or child labor. Employees and independent contractors must report possible

violations of this policy by any employee or any agent, consultant, independent contractor, subcontractor, vendor, or supplier to ITC management, the Department of Homeland Security's National Human Trafficking Resource Center Hotline (1-888-373-7888), or to DHS at www.ice.gov/tips/. Reports can also be submitted to the Global Human Trafficking Hotline at 1-844-888-FREE or help@befree.org.

Safe Workplace

All employees and independent contractors are responsible for working safely, protecting the safety and health of others, promptly reporting at-risk behaviors or conditions, and stopping work when observing imminent danger. Personnel are expected to notify ITC management of any issues or concerns regarding health, safety practices, and environmental issues.

Managers are responsible for providing an environment where work can be performed safely and where environmental, safety, and health concerns can be readily brought forward without fear of retaliation.

ITC does not tolerate any type of workplace violence. Workplace violence includes all actions or threats, by employees or non-employees, which are violent in nature. Personnel should try to protect one another from the dangers of any illegal activity in or near the workplace by immediately reporting any suspicious activity to ITC management.

Drug-Free Workplace

ITC maintains a workplace free of drug or other substance abuse. Personnel are prohibited from illegally manufacturing, distributing, dispensing, possessing, using, or being under the influence of a controlled substance, prescription drugs, or alcohol while on ITC's premises or conducting ITC business. Drug abuse damages both the user and those around them and represents a liability to our company and a danger to our employees, customers, and partners. Consequences for substance abuse in the workplace or while conducting ITC business include suspension, termination, and potentially criminal fines and charges. ITC is committed to fully cooperating with government authorities on such issues, including compliance with applicable regulations, contract requirements, and the requirements to notify the government of drug-related violations by an employee or independent contractor. Personnel who are interested in drug counseling or rehabilitation resources are encouraged to visit the National Institute on Drug Abuse website at www.drugabuse.gov.

Cyber Security

The protection of ITC's information systems, networks, and the data entrusted to us by our customers is a shared responsibility of every employee and independent contractor. Personnel must comply with ITC's Acceptable Use Policy at all times when using ITC computing and network resources, and must report any suspected cybersecurity incident, phishing attempt, lost or stolen device, or unauthorized access to information systems immediately to ITC management, regardless of how minor the incident may appear.

Personnel must never send ITC or customer documents, data, or communications to personal email addresses, personal cloud storage accounts, or other non-ITC-approved systems, even for convenience or to work outside of normal business hours. Doing so creates risk of unauthorized

disclosure, loss of data control, and potential violations of contractual, export control, or data protection obligations, and may itself constitute a reportable security incident.

ITC and customer computer assets, including laptops, mobile devices, network accounts, and software licenses, are provided solely for the performance of official business and must not be used for personal activities, personal business ventures, or any purpose unrelated to an individual's duties at ITC. Personnel should have no expectation of privacy in their use of ITC or customer systems, which may be monitored, audited, or reviewed consistent with ITC's Acceptable Use Policy and applicable law.

Personnel handling Controlled Unclassified Information (CUI), export-controlled technical data, or other sensitive customer information must additionally comply with any contract-specific cybersecurity requirements (e.g., NIST SP 800-171, DFARS 252.204-7012, or applicable FedRAMP/ATO requirements) and must never store or process such information on personal devices or unapproved systems.

Time Recording

A significant cost to ITC's clients is the direct labor of our employees and independent contractors. This highlights the importance of timely and accurate recording of time worked by each employee or independent contractor. ITC uses PROCAS Time & Expense for electronic timekeeping. Knowingly mischarging the time that you work or falsifying your time keeping violates ITC policy and the law. No personnel shall knowingly charge an incorrect account or cost objective or knowingly approve such mischarging.

Shifting costs to improper accounts is also prohibited. In submitting your timecard, you are certifying that your time is being charged in accordance with the *ITC Timesheet Policy and Procedure*. Managers are responsible for reviewing and approving the time charges made by employees and independent contractors. Careless or improper timesheet preparation may be cause for disciplinary or legal action. If an error is found on a submitted timesheet, it can be "retrieved" by an administrator. The reason for disapproval will be communicated to the employee or independent contractor. He/she can then resubmit the timesheet for approval.

Daily completion of timesheets is required except when on travel, leave, or other exceptional circumstances. Timesheets are required to be filled out within 12 hours of the work performed, charged by project code and labor category. Entries on the timesheet must reflect time worked, rather than on budgets or any other factors. All hours must be documented, paid or unpaid.. If an entry must be changed for any reason after it is recorded, the reason for the change must be documented. No facsimile or duplicate time records are permitted to be used by any personnel. Employees and independent contractors are personally responsible for their own timekeeping. Except in unusual circumstances, and if permitted by ITC timekeeping procedures, no one may fill out another individual's timesheet.

Questions regarding time recording procedures or the proper account or cost objective for a specific activity should be discussed with your manager. Please see the *ITC Timesheet Policy and Procedures* for further details.

Travel and Other Expenses/Costs

Personnel must properly document and charge applicable expenses, purchases, facilities charges,

and equipment usage rates to the correct account or cost objective for which they were incurred. ITC only reimburses authorized, reasonable, approved, and actual expenses incurred while conducting business on behalf of ITC. Employees and independent contractors are responsible for ensuring that travel, hotel, meals, business development, and other business expenses are consistent with ITC policies on reimbursement and have been pre-approved by the customer or ITC management.

Requests for reimbursement must be submitted promptly through PROCAS with full supporting documentation in the form of a completed expense report, required receipts, and appropriate approvals. False, inflated, or transferred costs (such as charges for alcohol reported as food charges or fake AI-generated receipts) submitted for reimbursement are in violation of ITC policy.

For further information, please see the *ITC Travel and Business Expense Policy*. Questions regarding the appropriateness of a business expense should be directed to ITC management.

Delegations of Authority

Only personnel with written delegations of signature authority may make commitments or sign documents which bind ITC. Employees without such authority must be careful not to give the impression to third parties that they have such authority by making oral or written commitments or signing documents which bind ITC or affect ITC's legal rights.

Memoranda of Understanding, Non-Disclosure Agreements, Teaming Agreements, Letters of Intent, Purchase Orders, Subcontracts, and any other documents that purport to memorialize the terms of any business arrangement are examples of documents that could bind ITC. Any such document, or any communication that could be construed as committing ITC to specific terms, must be reviewed and executed only by personnel with the appropriate delegated signature authority. Employees who are approached to sign such documents, or who receive drafts of them from external parties, should route them to ITC Contracts (contracts@itcdefense.com) for review before any response is provided, regardless of how routine or preliminary the document may appear.

Personal Conflict of Interest

All employees agreed in their employment agreements to serve ITC faithfully and to the best of their ability. To accomplish this goal, employees must be free of any influence, interest, or relationship that actually or potentially conflicts with the best interests of ITC or its customers, could cause embarrassment or public criticism of ITC, or could interfere with an employee's ability to perform his or her job duties. Employees must always consider the following principles:

- Employees may not have a compensated or uncompensated employment or professional relationship in another organization or business, including a sole proprietorship, without prior written approval of ITC.
- Employees must not render services or work for any entity that renders services that are the same as or compete with any services offered by ITC.
- Employees may not be a principal or significant investor, directly or indirectly, in an organization that either contracts with or competes against ITC, its affiliates, or any ITC customer.
- If employees are involved in any business negotiations, contracting, purchasing, or other

role where they could influence any ITC business transaction, employees may not have a relationship with or an interest in any other party or parties to the transaction.

- Employees may not use ITC property, their position, or other resources for personal gain or to compete with ITC.

In addition to these general principles, employees and independent contractors are required to comply with specific rules regarding personal conflicts of interest (PCI) in connection with ITC's work for the government. In accordance with these rules, ITC must perform the following actions:

- Obtain and maintain PCI disclosure statements from employees and independent contractors with any PCIs, including those of close family members or other members of the person's household, such as financial interests, prospective employment opportunities, or business opportunities and gifts, including travel;
- Require employees and independent contractors to update PCI disclosure statements when circumstances change;
- Obtain signed non-disclosure agreements prohibiting disclosure of information derived from government contract performance; and
- Block assignments of employees and independent contractors to tasks when the parties cannot mitigate relevant PCIs.

Personal conflicts of interest can be subtle, and the requirements can vary depending upon the organization or entity. Questions regarding personal conflicts of interest should be directed to ITC management.

Organizational Conflicts of Interest

Organizational Conflicts of Interest (OCI) requirements in U.S. Government contracting opportunities must be examined thoroughly before investing in proposal efforts because these limitations may preclude ITC, its affiliates, and its subsidiaries, from undertaking future activities. Some contracts may require individual employees or independent contractors to disclose conflicts such as family relationships or financial interests, which may conflict with their ability to provide impartial services.

Two primary principles underlie the concept of OCI: (1) preventing the existence of conflicting roles that might bias a contractor's judgment, and (2) preventing unfair competitive advantage. Federal Acquisition Regulation (FAR) Section 9.5 contemplates three situations in which conflicts may arise:

- A "bias" situation where a contractor has the opportunity to draft specifications or a statement of work for a later procurement, thus creating the possibility that it could skew the competition in its own favor.
- An "impaired objectivity" situation where a contractor has some relationship or interest, such as a share of the proceeds on the sale of a product or an equity or ownership interest, or where the contractor may be called upon to review its own work or the work of a closely related entity.
- An "unequal access to information" situation where the contractor may gain a competitive edge because of its access to information that is not available to other competitors.

To quickly identify possible OCIs and protect ITC, scope statements are required to be submitted

for all proposed projects and other third-party transactions. These scope statements must be both precise and informative in order for ITC management to identify possible conflicts and clear them as soon as possible prior to any commitment being made or legal obligation created on behalf of ITC.

Commitments that would place limitations on future contracting or contain exclusive scopes, non-competition clauses, or impose other restrictions on ITC's future business activities must be avoided whenever possible. Acceptance of these types of restrictive commitments requires concurrence from ITC management.

Hiring of Federal Employees

Any discussion or contact with current or former U.S. Government employees for the purpose of exploring potential employment or consulting opportunities are subject to federal conflict of interest laws and regulations. Similarly, if hired or retained, these individuals may be prohibited from certain tasks and duties that relate to their prior responsibilities while employed by the U.S. Government. To ensure compliance with these laws and regulations, ITC's Chief Operating Officer must be consulted prior to such discussions or contact with a current or former U.S. Government employee. Therefore, it is not permissible to discuss with current or former U.S. Government employees actual or potential employment or consulting opportunities with ITC without prior written approval.

Stewardship of Property

ITC has made a sizable investment in its property, equipment, and facilities which are dedicated to, and must be used for conducting business on behalf of ITC or ITC's clients.

Additionally, ITC has valuable property of its customers in our care, custody, and control. Use of ITC or client resources may be accessed and/or monitored by or at the direction of ITC management at any time. Personnel should not have an expectation of privacy when using any such resources. Personnel are expected to use such property with proper care for authorized purposes only.

Personal use of ITC property, equipment, facilities, and resources is not permitted. Customer-owned property shall be used only in furtherance of the customer's project and never be used for personal purposes or for the benefit of other clients.

Additional special rules apply to the use of government property. Government property includes both properties provided to ITC by the government and property that ITC has purchased under certain types of agreements with the government. There are specific regulations and mandatory procedures pertaining to acquisition, possession, use, transfer, and disposal of government property. Generally, government property must be properly identified, tracked, and/or monitored by ITC, segregated from other property, and specifically accounted for by ITC. Government property or material acquired for one project cannot be used for any other purpose without prior government authorization.

Questions regarding any special or agency specific property rules should be directed to the Program Manager or ITC management.

Proprietary Information

Personnel must take the appropriate steps to protect ITC's confidential or sensitive information. These steps include, but are not limited to, marking documents with appropriate protective markings. Employees and independent contractors are expected to use appropriate restrictive legends in proposals and other communications to third parties containing ITC proprietary information and the distribution should be limited to those with a need to know.

If personnel have access to information about ITC employees or Personally Identifiable Information (PII) of other individuals, this information shall be protected in accordance with ITC and federal policy. Employees and independent contractors must return records upon their termination or retirement and are prohibited from retaining or using any ITC proprietary information for any reason unless specifically authorized by ITC to do so.

Personnel are prohibited from improperly soliciting, obtaining, using, or disseminating third party proprietary information, or condoning such actions. Personnel may not use consultants, subcontractors, or others to improperly access confidential or privileged third party information. Third party information may be used only within the terms of our contractual commitments (including nondisclosure or confidentiality agreements), applicable laws and regulations, and ethical business practices. Confidential disclosure agreements must be utilized to define ITC and third-party rights and obligations when the parties contemplate an authorized exchange of proprietary information or third-party information.

In the event that employees or independent contractors have knowledge of third-party proprietary information as a result of prior employment experiences, personnel shall ensure that the third-party proprietary information is not brought into ITC or used by ITC without the third party's prior authorization. Personnel are cautioned that proprietary information obtained from third parties may not be marked consistently with ITC's system for marking proprietary information. Personnel should consider the perspective of the owner of the information. Questions regarding the status of third-party information should be directed to ITC management.

Non-Disclosure and Proprietary Information Agreements

In the event an employee is asked to enter into a Non-Disclosure Agreement (NDA) or Proprietary Information Agreement (PIA) related to the proprietary information of a customer, teaming partner, or third party, the employee shall not sign or otherwise commit to the agreement without first requesting assistance from their cognizant ITC Program Manager and the Contracts and Subcontracts department. NDAs and PIAs are legally binding instruments that can create obligations for both the employee and the company, and must be reviewed for scope, duration, permitted disclosures, and consistency with ITC's existing contractual commitments before execution. Employees who receive an NDA request — whether through a customer meeting, teaming discussion, or any other business interaction — should forward the document to their ITC Program Manager immediately and refrain from providing any proprietary information to the requesting party until the NDA or PIA has been properly reviewed, negotiated if necessary, and executed through the appropriate ITC channels.

Signing an NDA on behalf of ITC without prior authorization is a violation of company policy and may expose both the employee and the company to significant legal and contractual liability. Employees who execute an NDA without following the required review and approval process may

be subject to disciplinary action, up to and including termination of employment, and may be held personally liable for any damages incurred by the company or its customers as a result of the unauthorized agreement.

Rights to Intellectual Property

Employees must respect all intellectual property (IP) laws and the IP rights of others. ITC requires compliance with the conditions of any license agreement entered into by ITC. With respect to copyrighted software, only authorized and properly licensed copies of software shall be installed on any ITC or client-owned computer in ITC's possession or control.

The results of employees' intellectual and creative efforts are the property of ITC or, as defined by contract, its customers or other third parties with whom ITC does business. Employees assigned these rights to ITC in their employment agreements. Employees are responsible for identifying and reporting to ITC management any potentially patentable inventions that are conceived of or first reduced to practice during their ITC employment. Detailed information concerning IP policy can be found in the *ITC Employment Agreement*.

Lobbying

Lobbying activity covers a broad range of formal and informal contacts and communications with members of the legislative and executive branches of government at the federal, state, and local level. Lobbying involves any attempt to influence the introduction, enactment, or modification of federal, state, or local legislation, or any attempt to improperly influence either directly or indirectly, an employee or official of the executive branch of the federal, state, or local government to give consideration to or act regarding a regulatory or contractual matter.

Lobbying activities must be charged to specific unallowable accounts. Only personnel specifically authorized by ITC may engage in lobbying activity on ITC's behalf. Such activity must be coordinated with ITC management and fully comply with the various federal and state laws that govern such activities.

Additionally, ITC is subject to restrictions on lobbying activities relating to federal procurements under a statute known as the Byrd Amendment. This law prohibits ITC and its subcontractors at all tiers from charging the government for the costs of influencing or attempting to influence any federal agency or the Congress in connection with contract, grant, or cooperative agreement actions. Most routine marketing interactions with federal agencies by ITC personnel will fall into the types of activities that are exempt from the Byrd reporting requirements.

When it is not related to a specific solicitation, it is permissible to have discussions regarding the qualities, characteristics, and capabilities of ITC's products or services, or the terms and conditions of sale, and technical discussions and other activities regarding the application or adaptation of ITC's products or services. If conducted prior to a formal solicitation, it is acceptable to provide unsolicited information necessary for an agency to make an informed decision about the initiation of a contract action and to have technical discussions regarding the preparation of an unsolicited proposal prior to submission.

Once a solicitation has been issued and is active, all communications with the procuring government activity regarding that solicitation must be conducted solely through the Contracting Officer or the point of contact expressly identified in the solicitation documents. Personnel are

prohibited from initiating or engaging in conversations, meetings, correspondence, or any other communications — whether formal or informal — with government personnel, program officials, or evaluators regarding the solicitation, ITC's proposal, competitors, pricing, or source selection matters outside of this designated channel. This restriction applies regardless of pre-existing business or personal relationships with government personnel and remains in effect until contract award or the solicitation is otherwise closed out. Any inadvertent contact by government personnel outside the designated channel, or any solicitation of nonpublic procurement information, must be reported immediately to ITC's President and must not be acted upon or responded to substantively. This policy is intended to ensure compliance with the Procurement Integrity Act (41 U.S.C. §§ 2101–2107) and applicable FAR provisions governing competition integrity and fair treatment of all offerors.

Questions about lobbying activity or the Byrd Amendment should be directed to ITC management.

Political Activity

With respect to political activity, ITC resources may not be used to support any political candidate's campaign for election to any federal, state, local, or foreign public office. No ITC funds can be used to make contributions to any candidate for public office, nor may ITC reimburse any employees for their personal campaign contributions. Personnel are prohibited from implying, or permitting others to imply, ITC's endorsement, support, or opposition to any candidate and/or using or permitting others to use any ITC resources with respect to any political activities.

Partisan comments may not be made in any ITC publication, at any official ITC function, or at any general gathering of employees. This applies regardless of the political party, candidate, or cause involved, and regardless of whether the personnel member's views represent a majority or minority position among colleagues — the standard is uniform and viewpoint-neutral.

Personal political expression on social media, in personal email signatures, or in other public-facing communications must not identify ITC or use ITC's name, logo, or affiliation in a manner that could suggest institutional endorsement of a candidate, party, or political position. Personnel who identify their employer on personal social media accounts should include a disclaimer that views expressed are their own and not those of ITC when discussing political topics.

Given ITC's role as a government contractor serving agencies across changes in administration and Congressional leadership, personnel must maintain strict political neutrality in all interactions with government customers, regardless of personal views on current officeholders, policies, or political developments. Expressing partisan opinions to government personnel or allowing political commentary to influence the performance of contract duties, is prohibited and may create the appearance of impropriety or bias in the performance of a government contract.

While employees and independent contractors are encouraged to personally participate in the political process as a matter of good citizenship, they must do so on their own time and expense without the use of any ITC resources. Personnel should also be mindful that political discussions in the workplace, even outside of official ITC functions, can affect team cohesion and professional working relationships; personnel are expected to exercise good judgment and maintain a respectful, professional environment for colleagues who may hold differing views.

Bribes, Kickbacks, Gifts, and Gratuities

Bribery is a crime and is defined as the offering, giving, receiving, or soliciting of any item of value to influence the actions of an official or other person in discharging his or her public or legal duty. A kickback is an improper or illegal payment or “cut” of a transaction made to a person in a position of trust to obtain or maintain a contract or transaction. Offering, giving, soliciting, or accepting a bribe or kickback is strictly prohibited under all circumstances. Personnel may never solicit any gift or gratuity (i.e., anything of value) from a person or organization in any way related to ITC and their employment.

Personnel may accept unsolicited gifts under \$25.00 (twenty-five) dollars in value and ordinary business entertainment from those with whom ITC does business. However, personnel may not accept any gift or gratuity if it is of such value, or occurs with such frequency, that a reasonable person would interpret the acceptance to place personnel in a position of present or future obligation to the donor, or the acceptance gives the appearance that an employee or independent contractor’s relationship with the donor is improper.

Personnel should exercise care in paying for meals or entertainment when transacting business with our commercial clients so as to avoid even the appearance of impropriety.

Generally, personnel should limit these expenditures to normal business courtesies. When entertaining commercial clients, the entertainment must never be excessive or extravagant and only reasonable expenses consistent with ITC policy will be reimbursed by ITC.

Federal Executive Branch employees (including the military) are prohibited from seeking or accepting gifts from “prohibited sources” like ITC and our employees and independent contractors. A “gift” is broadly defined to include any gratuity, favor, discount, entertainment, hospitality, loan, forbearance or other item having monetary value.

The following items are excluded entirely from the definition of a gift and are permissible: (a) modest items of food and refreshment (not meals) such as soft drinks, coffee and donuts; (b) items with little intrinsic value, such as greeting cards, plaques, certificates and trophies, which are intended solely for presentation purposes; and (c) anything for which the government employee pays full market value.

Unless the gift falls within one of these exclusions, the total value of gifts given on a single occasion cannot exceed \$20 and the total value of gifts given to the same government employee in a calendar year cannot exceed \$50. Meals or anything else that costs more than \$20, are improper gifts.

If a gift is over \$20, the government employee must pay the entire amount. ITC does not reimburse improper gifts. If the gift is over the \$20 limit for federal employees, the entire amount is improper and will not be reimbursed by ITC. Further, ITC must report violations of federal gratuity law to the cognizant Agency Inspector General and Contracting Office.

By Executive Order, every appointed official in the Executive Branch is barred from accepting a gift of any kind “from lobbyists or lobbying organizations.” These rules essentially prohibit all gifts, with some specific and complex exceptions. Personnel are not to provide any gift, including meals or entertainment, to these recipients without prior legal review to determine the legality of the proposed gift.

Questions regarding the appropriateness of any gifts or gratuities should be directed to ITC management.

Foreign Corrupt Practices Act & Anti-Corruption Laws

The Foreign Corrupt Practices Act (FCPA) makes it illegal for ITC, directly or through others (such as foreign representatives, consultants, or business partners), to give or offer any payment, gift, bribe, or anything else of value to a foreign official's political party or candidate for the purpose of influencing an official act, or a failure to act, or inducing the foreign official or party to use influence to affect the decision of a foreign government or agency. The prohibition also applies to officials and employees of foreign state-owned businesses. Bribes or gratuity payments are common in some countries. Employees or independent contractors engaging in international business must exercise caution to avoid corrupt practices that might result in personal, as well as corporate, liability. Even an extremely small payment or gift to a foreign official can result in a violation of the FCPA. Violation of the FCPA could lead to severe monetary penalties and even imprisonment.

Do not promise, offer, or make any payments in money, products, or services to any foreign official, either directly or indirectly, in exchange for or to induce favorable business treatment or to affect any government decision. In some foreign countries, the law may permit minor payments to clerical personnel to expedite performance of their duties. Such minor payments may be made only with the express approval of the ITC management, must never exceed \$50 per payment and must never be made to gain or retain business. ITC is committed to compliance with the FCPA. Any officer, director, employee, consultant, agent, or affiliated person who is aware of an actual or potential FCPA violation must report the violation to their ITC supervisor and ITC's Chief Operating Officer immediately. Failure of any employee to comply with this policy may result in disciplinary action, up to and including termination of employment.

Other countries have laws similar to the FCPA and some are even more stringent. Bribery or other improper payments are strictly prohibited under all circumstances. Under no circumstances may personnel enter into representation agreements with any foreign business or foreign national without first contacting ITC management. Appropriate due diligence must be performed on any potential foreign representatives or business partners.

For further information, please see *ITC Export Control Training*. Questions regarding the FCPA and other similar laws should be directed to ITC management.

Securities Regulations

ITC does not participate in any activities for customers or other third parties that involve raising capital, attracting investors, or offering or selling securities of any kind. Contacts on behalf of ITC to the investment community (i.e., investment bankers, commercial bankers, venture capitalists, potential third-party investors, financial advisors, valuation firms, or other financial organizations) must be coordinated through ITC management.

As ITC participates in more strategic and collaborative relationships with our commercial clients, it is imperative that personnel recognize any exposures to insider trading. Insider trading involves using inside information to conduct stock transactions. "Inside information" is information not available to the public that could affect either the market value of a stock or a reasonable investor's

decision to buy, sell, or hold a stock. Examples include plans to enter a new line of business, a proposed merger or acquisition, the introduction of a new product, the award of a significant contract, or the loss of an important customer.

Personnel with inside information pertaining to a company whose stock is publicly traded must not use that information for their own gain and cannot disclose the information to others who might use it for their gain. Insider trading or disclosure of inside information violates ITC policy and any person who trades in or recommends to others the stock of a publicly held company while in possession of inside information violates the insider trading rules of the federal securities laws and could be subject to civil and criminal sanctions.

Antitrust

Personnel are responsible for ensuring that ITC business is conducted in compliance with state and federal antitrust laws, as well as the antitrust laws of any applicable foreign jurisdiction. Generally, antitrust laws prohibit joint action, by means of conspiracies, agreements, and other understandings between two or more competitors regarding prices, customers, territories, and other policies or conduct that unreasonably restrain competition. Personnel must not engage in any discussions, exchanges of information, or make any agreements that are anticompetitive in nature.

Antitrust issues may arise in competitive government procurements in certain circumstances. The potential for an antitrust violation may be present if one or a combination of the companies participating in an exclusive teaming arrangement is the sole provider of a product or service that is essential for contract performance thereby potentially eliminating effective competition. The “Certificate of Independent Price Determination” clause in fixed priced government contracts requires that the person responsible for the prices being bid or proposed certify that ITC has prepared its price independently and not in collusion with other competitors. A false certificate could give rise not only to antitrust liability, but also liability for making a false statement to the government. The “Restrictions on Subcontractor Sales to the Government” clause prohibits a prime contractor from entering into an agreement with a subcontractor that unreasonably restricts direct sales by the subcontractor to the government.

Questions regarding possible antitrust situations should be directed to ITC management.

Accurate Cost and Pricing Data

Employees and independent contractors involved in preparing proposals for U.S. Government procurement must ensure that the cost and pricing data submitted to the U.S. Government is current, accurate, and complete. Subject to limited exceptions, the Truthful Cost or Pricing Data statute (formerly the Truth in Negotiations Act or “TINA”) requires the submission of certified cost and pricing data for any negotiated contract or subcontract, including any changes, that exceeds a certain threshold. Failure to submit current, accurate, and complete cost and pricing data could have serious consequences for ITC and the employee involved.

Questions regarding the application of Truthful Cost or Pricing Data should be directed to ITC management.

Procurement Integrity

ITC's success depends on our upholding the integrity of the procurement process in bidding, negotiating, and performing contracts for our government customers. If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. Once awarded, all contracts must be performed in compliance with specifications, requirements, and contract terms and conditions.

ITC is expressly prohibited from knowingly obtaining any "contractor bid or proposal information" or "source selection information" regarding an ongoing procurement.

Likewise, government personnel with access to such information cannot knowingly disclose any contractor bid or proposal information or source selection information to any person other than those authorized to receive such information.

"Contractor bid or proposal information" is nonpublic information, in any form, which is submitted to the government in a proposal, including specifically cost or pricing data, indirect costs and direct labor rates, proprietary information regarding processes, techniques, and any other information marked with a restrictive legend. "Source selection information" is information, in any form, which was not previously available to the public and was prepared or developed for use by the government for the purpose of evaluating a bid or proposal to enter into a procurement contract.

ITC personnel must refuse any offers to provide ITC with any unauthorized contractor bid and proposal information or source selection information and immediately report the offer to ITC management. You may not use, obtain, accept, or receive any information to which ITC is not clearly and legitimately entitled. If you ever have reason to believe that the release or receipt of any information is unauthorized, or you are uncertain as to ITC's legal right to use the information, do not copy, distribute, or use it until you have obtained guidance from ITC management.

ITC personnel must also comply with the laws and regulations pertaining to employing or acquiring the services of government employees. These rules apply to contact or negotiations with current government employees to discuss their potential employment by the company or their use as consultants or subcontractors.

These rules may also restrict the roles and responsibilities that former government employees may perform on our behalf after joining the company. The laws and regulations governing the hiring and employment of former government employees can be difficult to follow. When in doubt, you should consult ITC policies and procedures and seek the advice of ITC management.

Inherently Governmental Functions

Functions that federal law and policy require to be performed by government personnel, not contractor employees, are known as "inherently governmental functions." ITC personnel shall not perform any inherently governmental functions as defined by FAR Subpart 7.5. If you feel an assigned task falls into any of the categories below, please reach out to ITC management or your site supervisor for clarification and potential reassignment.

FAR Subpart 7.5 contains the following list of examples of functions considered to be inherently governmental functions or which shall be treated as such. This list is not all inclusive:

1. The command of military forces, especially the leadership of military personnel who are members of the combat, combat support, or combat service support role.
2. The conduct of foreign relations and the determination of foreign policy.
3. The determination of agency policy, such as determining the content and application of regulations, among other things.
4. The determination of federal program priorities for budget requests.
5. The direction and control of federal employees.
6. The direction and control of intelligence and counter-intelligence operations.
7. The selection or non-selection of individuals for federal Government employment, including the interviewing of individuals for employment.
8. The approval of position descriptions and performance standards for federal employees.
9. The determination of what Government property is to be disposed of and on what terms (although an agency may give contractors authority to dispose of property at prices within specified ranges and subject to other reasonable conditions deemed appropriate by the agency).
10. In federal procurement activities with respect to prime contracts-
 - a. Determining what supplies or services are to be acquired by the Government (although an agency may give contractors authority to acquire supplies at prices within specified ranges and subject to other reasonable conditions deemed appropriate by the agency);
 - b. Participating as a voting member on any source selection boards;
 - c. Approving any contractual documents, to include documents defining requirements, incentive plans, and evaluation criteria;
 - d. Awarding contracts;
 - e. Administering contracts (including ordering changes in contract performance or contract quantities, taking action based on evaluations of contractor performance, and accepting or rejecting contractor products or services);
 - f. Terminating contracts;
 - g. Determining whether contract costs are reasonable, allocable, and allowable; and
 - h. Participating as a voting member on performance evaluation boards.
11. The conduct of administrative hearings to determine the eligibility of any person for a security clearance or involving actions that affect matters of personal reputation or eligibility to participate in Government programs.
12. The approval of federal licensing actions and inspections.
13. The determination of budget policy, guidance, and strategy.
14. The drafting of Congressional testimony, responses to Congressional correspondence, or agency responses to audit reports from the Inspector General, the Government Accountability Office, or other federal audit entity.

The following is a list of examples of functions generally not considered to be inherently governmental functions. However, certain services and actions that are not considered to be inherently governmental functions may approach being in that category because of the nature of the function, the manner in which the contractor performs the contract, or the manner in which the Government administers contractor performance. This list is not all inclusive:

1. Services that involve or relate to budget preparation, including workload modeling, fact finding, efficiency studies, and should-cost analyses, etc.
2. Services that involve or relate to reorganization and planning activities.

3. Services that involve or relate to analyses, feasibility studies, and strategy options to be used by agency personnel in developing policy.
4. Services that involve or relate to the development of regulations.
5. Services that involve or relate to the evaluation of another contractor's performance.
6. Services in support of acquisition planning.
7. Contractors providing assistance in contract management (such as where the contractor might influence official evaluations of other contractors).
8. Contractors providing technical evaluation of contract proposals.
9. Contractors providing assistance in the development of statements of work.
10. Contractors providing support in preparing responses to Freedom of Information Act requests.
11. Contractors working in any situation that permits or might permit them to gain access to confidential business information and/or any other sensitive information (other than situations covered by the National Industrial Security Program described in 4.402(b)).
12. Contractors providing information regarding agency policies or regulations, such as attending conferences on behalf of an agency, conducting community relations campaigns, or conducting agency training courses.
13. Contractors participating in any situation where it might be assumed that they are agency employees or representatives.
14. Contractors participating as technical advisors to a source selection board or participating as voting or nonvoting members of a source evaluation board.
15. Contractors serving as arbitrators or providing alternative methods of dispute resolution.
16. Contractors constructing buildings or structures intended to be secure from electronic eavesdropping or other penetration by foreign governments.
17. Contractors providing inspection services.

Records Management

ITC's customers and regulatory authorities require that our records be maintained and retained in accordance with applicable laws and regulations. Personnel are responsible for creating accurate, complete, and reliable records, and maintaining any business records in their care, to include filing in the appropriate document repositories.

The *ITC Record Control Plan* defines how long to retain particular records. Personnel shall not remove, destroy, mutilate, damage, or dispose of, in whole or in part, any ITC records. Questions regarding records management should be directed to ITC management.

Use and Protection of Personally Identifiable Information

Personally Identifiable Information (PII) is information that can be used to distinguish or trace an individual's identity, either alone or when combined with other information that is linked or linkable to a specific individual. PII includes, but is not limited to: name, Social Security number, birth date, government ID numbers, home and cellular telephone numbers, emergency contact information, biometrics, security clearance, military records, and financial, educational, legal, and medical information. Any personnel who have access to or are involved in the development or operation of a system of records containing PII as well as employees or independent contractors who create, process, maintain, handle, or dispose of PII are required by federal regulation to

complete initial and annual privacy training. If you are such an employee or independent contractor and you have not completed privacy training, notify your manager or Human Resources immediately so that training can be arranged.

Only authorized systems of records may be used to create, process, maintain, or dispose of PII. PII is to be accessed and used only for official ITC business. Personnel who have not completed privacy training are not permitted to access PII or the systems of records on which PII resides. Personnel with knowledge or suspicion of a potential or actual breach of PII shall notify ITC management immediately.

Violations of this policy actually or potentially resulting in a breach of PII can have wide ranging consequences for the violator(s) as well as for the company including reprimand, suspension, termination, loss of contract and ability to work on future contracts, civil penalties, criminal fines, and criminal charges.

Planning, Programming, Budgeting, and Execution (PPBE) Information

The Department of Defense allocates U.S. Government resources to accomplish the nation's strategic military goals through the Planning, Programming, Budgeting, and Execution (PPBE) process. Documents containing PPBE information include, but are not limited to: Strategic Planning Guidance, Fiscal Guidance, Program Objective Memoranda, Joint Programming Guidance, Program Change Proposals, Program Decision Memoranda, Future Years Defense Program documentation, Reports generated by the Comptroller Information System, Budget Change Proposals, Contract Award Reports, DD Forms 1414 and 1416, and Financial Control Board documentation.

Personnel must obtain permission from the Program Manager, Deputy Program Manager and/or the Government prior to processing, maintaining, or transporting PPBE information. PPBE information must only be used for official business, and such use must remain within the scope of the Contract's Statement of Work or Performance Work Statement. Personnel must take proper measures to prevent the disclosure of PPBE information to unauthorized parties. If an unauthorized party solicits PPBE information, it is the employee's responsibility to refuse the request and notify the Program Manager immediately. Further regulations may apply when working with certain Government agencies. Unauthorized use or disclosure of PPBE information may provide other companies with an unfair advantage in future competitions and may also jeopardize national security interests.

Government Classified Information

ITC is required to establish and maintain policies and procedures to protect all classified information received from its government clients. Pursuant to this requirement, employees and cleared independent contractors must remember these key points:

- Access to classified information is to be allowed only to authorized persons who have been cleared for the level of information, such as Confidential, Secret, or Top Secret for the Department of Defense. Classified information should be released only to authorized individuals on a "need to know" basis.
- Review of classified information must take place only in secured areas and the government must specifically authorize removal of classified information from the

- facility.
- Cleared personnel must properly handle classified information, including its storage, shipping, reproduction, and destruction in accordance with applicable government rules and ITC security policies.

Employees and cleared independent contractors authorized to have access to classified information are required to be familiar with the applicable security restrictions under government regulations and the relevant contract. Please contact ITC's Facility Security Officer (FSO) at security@itcdefense.com for any questions related to the proper use and handling of classified information.

Export Laws and Regulations

Employees and independent contractors may need a license to export certain kinds of goods outside the U.S. An export license may also be required to transmit technology ("technical data") or provide services to a Foreign Person even when the disclosure or service occurs within the United States, or when the Foreign Person is an ITC employee acting within the scope of their employment. All exports of technical data, goods, materials, or services by ITC must be made in compliance with applicable export laws and regulations.

Exports are generally subject to either the International Trafficking in Arms Regulation (ITAR), which governs military items, or the Export Administration Regulation (EAR), which governs commercial or dual-use technologies. Nuclear materials and technology are subject to Department of Energy and/or Nuclear Regulatory Commission regulations.

Exports can occur through conversations, presentations, training, consulting services, visual disclosures, or any other manner of communication regardless of where it occurs. As a result, personnel must be vigilant and strictly comply with ITC's foreign visitor practices when dealing with Foreign Persons. Among other things, employees and independent contractors should consult with a manager prior to allowing any Foreign Person to access an ITC facility or network that would allow the Foreign Person to visually inspect items that may be subject to export controls.

The need for an export license can sometimes be avoided by careful planning and limiting disclosures to "public domain" information. Seek advice from ITC management before making any determination to send technical data to any Foreign Person.

All ITC employees as well as independent contractors that communicate with foreign nationals are required to take annual Export Control training. Questions regarding export laws and regulations should be directed to ITC management.

Boycotts

It is illegal for U.S. persons to cooperate with the Arab boycott of Israel, or any other unsanctioned international boycott. In particular, without prior written approval from the U.S. Government one may not:

- Refuse to do business or request another to refuse to do business with a boycotted country or any blacklisted company;
- Refuse to employ or otherwise discriminate against any U.S. person or corporation on the basis of race, religion, sex, or national origin;

- Furnish information about the race, religion, sex, or national origin of any U.S. person;
- Furnish information about past, present, or proposed business relationships with a boycotted country or its nationals or corporations, or any blacklisted persons; or
- Furnish information concerning association with charitable or fraternal organizations.

Requests for such actions may be written or oral and often are included in the terms of a bid qualification, purchase order, letter of credit, or shipping instructions. Occasionally, they are found in long-term purchase/sale contracts or in questionnaires. Do not provide any response to a document or other inquiry containing boycott-related requests. All boycott-related requests must be reported to ITC management for appropriate disclosure to the U.S. Government.

Excluded Parties

In certain circumstances, it is illegal for U.S. businesses and citizens to conduct business with specific individuals and entities. The U.S. Office of Foreign Assets Control (OFAC) maintains lists of embargoed countries and specific individuals and entities with which U.S. companies and citizens are forbidden to conduct business. Similarly, the U.S. Commerce Department and U.S. State Department maintain lists of individuals and entities that may not participate in regulated transactions. Under no circumstances may any employee or independent contractor deal with any party appearing on any of the lists discussed above unless the U.S. Government provides prior written approval. Personnel are responsible for submitting the names of potential new business associates and entities to be checked against these lists prior to proceeding with any aspect of a contemplated transaction.

U.S. Customs and U.S. Immigration Regulations

These regulations govern the movement of commodities and people across the U.S. borders. Information required under these regulations allows the agencies to properly assess duties, collect accurate statistics, determine whether goods are subject to quotas, restraints, embargoes, or other restrictions, and take enforcement actions by deterring, interdicting, and investigating threats arising from movement of commodities and people across borders.

Personnel involved in the import or export of commodities, equipment, or technical data, or in arranging travel or work authorization for foreign national personnel, must ensure that all customs declarations, import/export documentation, and immigration filings are complete, accurate, and truthful. Personnel must never undervalue, misclassify, or misrepresent the nature, origin, value, or destination of goods on any customs entry, shipping document, or export declaration, nor knowingly submit false statements in connection with any visa, work authorization, or immigration filing. Personnel who become aware of a customs or immigration violation, or who are uncertain whether a proposed shipment, hand-carry, or personnel movement requires prior authorization, must notify ITC management before proceeding. Violations of U.S. customs or immigration law can result in civil penalties, criminal liability for both individuals and ITC, and suspension or debarment from government contracting, and are taken with the same seriousness as violations of export control laws described elsewhere in this policy.

Media & Press Engagement

ITC Defense Corp. employees are prohibited from engaging with members of the media, press, or

any external communications outlet on behalf of the company without prior written authorization from ITC's Chief Operating Officer or President. This includes responding to interview requests, providing statements, sharing company information, or commenting on ITC's contracts, customers, personnel, or business activities in any public or semi-public forum, including social media. Any inquiry received from a journalist, reporter, blogger, or media representative — regardless of how informal or routine it may appear — must be promptly forwarded to ITC senior management without response. Unauthorized communications with the press, even when well-intentioned, can create legal, contractual, and reputational risks for the company and its government customers. Employees who are unsure whether a communication constitutes a media inquiry should err on the side of caution and route it to senior management before responding.

Acknowledgement Page

I, _____, certify that I have read and understand the *ITC Code of Business Ethics and Conduct* and agree to abide by all provisions contained therein. I understand that violations of the policy, rules, and laws stated in the *ITC Code of Business Ethics and Conduct* may result in disciplinary action including, but not limited to, termination.

Signature

Date