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REVISION HISTORY		
Revision #	Publish Date	Summary of Changes
00 (Initial)	27 Sep 2014	SPL Doc # Policy CM 1.3: Rebranded as Vectrus Rev 00. See audit trail for older records
01	21 Nov 2014	SPL Doc # Policy CM 1.3: See Audit Trail
02	29 Nov 2022	VExM Doc # 6.2.2: Updated to reflect current process, changes minimal

PROCESS STAKEHOLDER(S)		
BA or Functional Dept Name: Title of Process Stakeholder <i>EXAMPLE: HR: Director of Recruiting OR Facilities: Warehouse Manager</i>		
Ethics and/or Legal	Employees	Managers/Supervisors

1.0 PURPOSE

The purpose of this document is to Integrity, respect, and responsibility are the foundation of Vectrus's business conduct. In line with these values, corruption is never permitted. All Vectrus officers, members of the Board of Directors, employees, and partners are expected to adhere to all applicable anti-corruption laws and regulations, which include the U.S. *FOREIGN CORRUPT PRACTICES ACT (FCPA)*, UK Bribery Act, and similar laws in the countries where Vectrus operates.

Specifically, officers, members of the Board of Directors, employees, and partners must not:

- Directly or indirectly offer, authorize, promise, or give bribes, kickbacks, payoffs or other payments to any U.S. or non-U.S. government officials to influence their judgment or ensure a particular outcome or action.
- Directly or indirectly offer, authorize, promise, or give bribes, kickbacks, payoffs, or other payments to commercial (non-government) customers in order to obtain or retain business or an advantage in the conduct of business; and
- Directly or indirectly request, agree to receive, or accept kickbacks, payoffs, or other personal payments in connection with Vectrus business.


This is a zero-tolerance directive, even if such payments are customary under local practices or even if local laws allow such practices, employees and partners must also avoid any actions that may create even the appearance of improper influence. At times, observance of this policy may put Vectrus in a noncompetitive business position. However, strict compliance with this policy and the Vectrus Code of Conduct is more important than any potential lost business. Any exceptions (see Section 6.4) to this policy must be in writing and approved by the Vectrus Legal Department.

2.0 APPLICABILITY

This document is applicable to all officers, members of the Board of Directors, and employees of Vectrus and all programs/projects, subsidiaries, and affiliated operations, worldwide. By written agreement, this policy also applies to any domestic or international representative, distributor, reseller, consultant, broker, agent or any other person or firm, of any nationality, who is conducting business for or on behalf of Vectrus or its subsidiaries.


- With respect to any entities that Vectrus owns or controls, Vectrus will ensure such entities have the same or similar anti-corruption policy. For entities where Vectrus holds a non-controlling ownership interest, Vectrus will use best efforts to ensure that such entities have the same or similar anti-corruption policy.

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3.0 ROLES & RESPONSIBILITIES

- **Corporate Ethics Department:**
 - Overseeing the overall Anti-Corruption Program.
 - Conducting periodic Anti-Corruption annual risk assessments.
 - Conducting investigations of potential violations of Anti-Corruption laws, regulations, and policies on behalf of the Ethics and Compliance Review Board (ECRB); and
 - Monitoring implementation of and compliance with this policy.
- **Department Vice Presidents:**
 - Acquainting themselves with the legal standards and restrictions applicable to their assigned duties including, where applicable, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, the standards of the employee’s country of origin and the standards of the country where work is performed, and to conduct business in concert with those standards.
 - Establishing and maintaining Anti-Corruption policies, procedures, and conducting assessments in their areas of responsibility.
 - Conducting functional technical training of employees in their areas of responsibility; and
 - Confirming that contractual and financial/accounting records, gifts and entertainment registers, and appropriate controls align to these policy requirements.
- **Legal Department:**
 - Maintaining detailed records of Third-Party bribe requests or Third-Party facilitation payments, or situations otherwise indicating that a bribe or facilitation payment should be paid.
 - Reporting substantiated anti-corruption allegations to the appropriate U.S. Government authorities (OIG, SEC, etc.)
 - Providing guidance to employees, Third Parties and to management on the interpretation of this policy when necessary.
 - Approving, in writing, any exceptions to this policy; and
 - Monitoring implementation of and compliance with this policy.
- **SVPs, Programs, Department VPs, and Program Managers: Responsible for full implementation of this directive and:**
 - Incorporating this policy into local policies and procedures.
 - Fostering an open environment for employees to discuss possible violations of this policy.
 - Confirming that contractual and financial/accounting records, gifts and entertainment registers, and appropriate controls align to policy requirements.
 - Informing employees about the requirements set out in this policy and insuring selected higher risk employees complete regular anti-corruption training.
 - Taking reasonable steps to ensure that business relations and other third parties understand that the Company expects them to act with the same level of honesty and integrity in any activity engaged in for or on behalf of the Company.
 - Tracking compliance with this policy and applicable laws and regulations; and
 - Taking appropriate action when policy breaches are identified IAW Vectrus, 4.7.29 Incident Reporting and Investigation Program.
- **Vectrus CEO and President:** Responsible for assigning responsibility at all levels and insuring adequate resources and authority of the Anti-Corruption Program.
- **Vectrus Employees:**
 - Complying with all elements of this directive.
 - Conducting company business legally and ethically.
 - Having a good understanding of how the rules relate to their functions and/or responsibilities);

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- Seeking guidance from management, Ethics and Compliance and/or the Legal Department; and
- Reporting any violation or potential violation of any element of this policy.

4.0 REFERENCE DOCUMENT(S)


- *1.4.3 POLITICAL NONPARTISANSHIP OF VECTRUS SYSTEMS CORPORATION*
- *1.4.4 VECTRUS PHILANTHROPY AND SPONSORSHIPS*
- *4.4.4 TRAVEL/REIMBURSABLE BUSINESS EXPENSES*
- *4.7.29 INCIDENT REPORTING AND INVESTIGATION PROGRAM*
- *5.1.21 UNALLOWABLE COSTS*
- *5.4.2 CORPORATE PURCHASING MANUAL*
- *5.4.2-2 TERMS AND CONDITIONS - FIXED PRICE, NON-COMMERCIAL*
- *5.4.3-1 ANNUAL SUPPLIER CERTIFICATION*
- *6.1.1 CODE OF CONDUCT*
- *6.2.1 COMPLAINT RESOLUTION*
- *6.2.2 ANTI-CORRUPTION*
- *6.2.3. BUSINESS COURTESIES, DONATIONS, ENTERTAINMENT, AND GIFTS*
- *FEDERAL ACQUISITION REGULATION (FAR)*
- *FOREIGN CORRUPT PRACTICES ACT (FCPA)*
- *UK BRIBERY ACT*

5.0 DEFINITIONS

- **Agents:** Includes persons contracted to perform services for Vectrus such as technical representatives, technical experts, distributors, intermediaries, dealers, individual sponsors, consultants, teaming partners, and individual outside counsel.
- **Anything of Value:** Anything the recipient would find interesting or useful and is not limited to tangible items or economic value. Includes, but is not limited to:
 - Gifts, including cash and cash equivalents (such as gift certificates, gift cards, vouchers, or loans);
 - Entertainment, meals and travel.
 - In-kind goods or services.
 - Use of vehicles or accommodations.
 - Valuable favors, such as educational or employment opportunities for friends and relatives.
 - Business, employment, or investment opportunities.
 - Training.
 - Personal discounts or credits.
 - Assistance to or support of family members and other benefits such as those listed above.
 - Payment of medical expenses; and
 - Political contributions and Charitable contributions.
- **Bribe/Bribery:** Directly or indirectly paying, promising, giving, offering, or authorizing to give anything of value to anyone for the purpose of influencing that person to misuse his or her position. The thing of value can be of any kind (e.g., gift, travel, entertainment, payment) and is not subject to any minimum amount or threshold of value. In addition, it is not necessary that the corrupt act succeed or that the person to whom the payment, offer, or promise is made accepts or receives the bribe.
- **Bribery of Government Officials:** Directly or indirectly (through an agent, any type of Third Party, relative or other person) offer, authorize, promise, or give bribes, kickbacks, payoffs, or other payments or transfers of anything of value to any U.S. or foreign (non-U.S.) government officials for the purpose of obtaining or retaining business or securing any improper advantage.

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- **Business Relations:** Includes subcontractors, vendors, suppliers, teaming partners, labor brokers, freight forwarders, joint venture partners, and prime contractors when Vectrus is the subcontractor. Any individual or group with whom Vectrus seeks to do business or who seeks to do business with Vectrus is considered a business relation. Other subsets of business relations include commercial relations, public officials, and government-owned instrumentalities.
- **Commercial Bribery:** Directly or indirectly offer, authorize, promise, or give bribes, kickbacks, payoffs, or other payments or transfers of anything of value to commercial (non-government) customers for the purpose of obtaining or retaining business or securing any improper advantage; or
- **Commercial Customer:** includes any individual or entity that is not wholly or partially owned by the government.
- **Due Diligence:** A risk-based assessment of a third party to identify, mitigate, or resolve any information concerning the legal, ethical, reputational, financial, or other compliance risks that the third party may pose to Vectrus before entering into a business relationship with the third party. Anti-corruption due diligence will be conducted in accordance with corporate policies, procedures, and guidance.
- **Non-U.S. Government Official includes:**
 - Non-U.S. government officials in municipal, provincial, central, federal, or any other level of government.
 - Officer or employee of a foreign (non-U.S.) government or any department, agency, ministry, or instrumentality thereof (includes executive, legislative, judicial, and regulatory agencies/departments);
 - Person acting in an official capacity on behalf of a foreign (non-U.S.) government or any department, agency, ministry, or instrumentality thereof.
 - State-owned Enterprise (in whole/part);
 - Officer or employee of a public international organization such as the United Nations or the World Bank.
 - Member of a royal family.
 - Non-U.S. political party, member, or official thereof.
 - Candidate for foreign (non-U.S.) political office.
 - Elected officials of foreign (non-U.S.) countries, civil servants, and military personnel, and
 - Children, spouses, or other close relatives of non-U.S. Officials.
- **Routine Governmental Action:** A “routine governmental action” is one that is ordinarily and commonly performed by a non-U.S. Official where Vectrus is as a legal matter entitled to the action in question; and the non-U.S. Official has no discretion as to whether to perform the action in question. The term includes:
 - Obtaining permits, licenses or other official documents to qualify a person to do business in a foreign (non-U.S.) country.
 - Expediting lawful customs clearances.
 - Obtaining the issuance of entry, work, or exit visas.
 - Providing police protection, mail pick-up and delivery; or scheduling inspections associated with contract performance or inspections related to the transit of goods across country; and
 - Providing telephone service, power and water supply, unloading cargo and protecting perishables products and commodities from deterioration.
- **State-owned Enterprise:** Officer or employee of a company or business owned or controlled in whole or in part by a foreign (non-U.S.) government.

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- **Taking Bribes and Kickbacks:** Directly or indirectly request, agree to receive, or accept kickbacks, payoffs or other payments or transfers of anything of value in connection with the business.
- **Third Party:** Includes any agent, representative, distributor, intermediary, dealer, consultant, teaming partner, individual outside counsel/law firm, educational institution, technical representative/expert, financial/tax advisor, sponsor, subcontractor, supplier, vendor, labor broker, freight forwarder, joint venture or any other type of Third Party retained by Vectrus who interacts with non-U.S. government officials and/or non-U.S. commercial customers.
- **U.S. Government Officials** includes any person working for a local, municipal, state, or federal government agency, entity, or body (including executive, legislative, judicial, and regulatory agencies/bodies) in the United States.

6.0 PROCEDURE

- 6.1** At Vectrus, corruption is never permitted, regardless of whether you are dealing with a government or commercial customer or employee. We compete on the merits and not through bribes, kickbacks, or other improper payments of any kind.
- All Vectrus employees, agents, representatives, consultants and any Third Party must follow national legal and ethical standards including all applicable anti-corruption laws and regulations in every country in which we do business, including the U.S. *FOREIGN CORRUPT PRACTICES ACT (FCPA)*, the UK Bribery Act and similar anti-corruption laws worldwide.
 - Companies and individuals dealing with Vectrus must be engaged in providing legitimate business services in the countries in which they operate. This includes the owners of the companies (or others with a financial interest), their employees, and agents or representatives.
 - The United States *FOREIGN CORRUPT PRACTICES ACT (FCPA)* prohibits a company's employees, as well as its Third Parties, from offering or providing money or anything of value to officials or employees of foreign governments, including persons who work at state owned or controlled enterprises if offered or given in order to obtain an improper business advantage.
 - The UK Bribery Act prohibits a company's employees as well as its third parties from bribery of Foreign Officials, Commercial Bribery, and failing to prevent bribery.
 - Vectrus employees and its agents, business relations, and representatives are prohibited from offering or giving anything of value to, or for the benefit of, any U.S. Government Official, non-U.S. Official or Commercial Customer for the purpose of obtaining or retaining business, to secure any improper advantage, or to request, accept or agree to receive bribes, kickbacks or other improper payments.
 - This means we may not be involved in
 - (1) Bribery of Government Officials,
 - (2) Commercial Bribery, and
 - (3) Taking Bribes and Kickbacks. See Definitions above.

6.2 USE OF THIRD PARTIES AND BUSINESS RELATIONS

- 6.2.1** The Company must be careful to avoid situations involving Third Parties that may lead to a violation of the law. It is entirely unacceptable for a Third Party to provide or offer to provide any payment or anything of value to anyone on behalf of the Company in attempts to acquire or preserve business or obtain an improper advantage. Therefore, prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who acts on behalf of the Company, the Company will perform proper and

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appropriate due diligence and obtain from the Third-Party certain assurances of compliance.

6.2.2 No contract may be entered into with any Third Party who may deal with a Government Official, or on their behalf, unless there has been a reasonable due diligence review of the Third Party so that the Company can be assured that the Third Party is not likely to engage in corrupt activities and records are maintained of the results of the due diligence.

6.2.3 Contracts with Third Parties, Consultants, Technical Representatives, and International Marketing Representatives who may deal with a Government Official must:

- Include a representation by the Third Party that it will comply with the FCPA, *UK BRIBERY ACT* and local anti-corruption provisions of the appropriate legal jurisdiction (Form *5.4.3-1 ANNUAL SUPPLIER CERTIFICATION*).
- Include anti-corruption provisions as contained in Form *5.4.2-2 TERMS AND CONDITIONS - FIXED PRICE, NON-COMMERCIAL*.
- Include a clause that the subcontractor shall not assign or subcontract work under the contract without the prior written approval of Vectrus.
- Subcontractors shall disclose to Vectrus any subsequent relationship between the subcontractor and a Government Official.
- Subcontractors shall provide annual certifications of compliance with applicable anti-corruption laws (Form *5.4.3-1 ANNUAL SUPPLIER CERTIFICATION*).
- Vectrus may withhold payments under a contract, or terminate an agreement, if it believes, in good faith, that the agent or distributor has violated international anti-corruption laws.

6.3 DUE DILIGENCE REQUIREMENTS

6.3.1 The actions of third-party business relations can be considered actions of Vectrus and therefore third-party actions can legally implicate Vectrus and affect our reputation. Therefore, Vectrus will conduct due diligence on Third Parties. The minimum level of due diligence required will be based upon risk categorization of the Third Party. The *5.4.3-1 ANNUAL SUPPLIER CERTIFICATION* form will be used to determine the risk level for Third Parties. Due diligence requirements based upon the risk determination are listed below.

6.3.2 Due diligence for Minimal Risk Third Parties: If there is absolutely no interaction with non-U.S. government officials or non-U.S. commercial customers in the performance of work for Vectrus and contract performance occurs completely in the U.S. then, there is minimal risk. Additional due diligence is not required.


6.3.3 Due diligence for Low Risk Third Parties consists of:

- The assigned World Compliance user at the local contracts department conducting World Compliance screening of the company name.
- Third Party completion of the annual Anti-Corruption compliance certification contained in Form-*5.4.3-1 ANNUAL SUPPLIER CERTIFICATION*.

6.3.4 Due diligence for Medium Risk Third Parties consists of:

- Third Party completion of the annual Anti-Corruption compliance certification contained in Form *5.4.3-1 ANNUAL SUPPLIER CERTIFICATION*
- Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification
- The assigned Vectrus HQ Contracts Department World Compliance administrator conducting a more thorough World Compliance screening of the company and subsidiary names, names of directors, officers, owners, and principals based upon the information contained in the Anti-Corruption Addendum


6.3.5 Due diligence for High Risk Third Parties consists of:

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- Use of the Third Party must be approved by the Vectrus Chief Legal/Legal Department
- Due Diligence investigation conducted by an outside due diligence provider
- Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification
- Third Party completion of the annual Anti-Corruption compliance certification contained in Form *5.4.3-1 ANNUAL SUPPLIER CERTIFICATION*

6.4 FACILITATING PAYMENTS

- Facilitating payments are sometimes known as “grease payments” or “Baksheesh.” These are small sums of money or gifts that are given to low level non-U.S. Officials to facilitate or hasten the performance of a routine governmental action. Vectrus prohibits facilitating payments, with only rare exceptions granted by the Vectrus Legal Department or in situations where the individual’s health or safety is being imminently threatened. Although U.S. law permits such payments under very limited circumstances, many countries’ laws, including the UK Bribery Act, consider facilitating payments to be illegal, prohibited bribes. The *UK BRIBERY ACT* prohibits all individuals and entities with a connection to the United Kingdom from making facilitating payments.
- Vectrus employees and third parties acting on behalf of Vectrus are prohibited from making facilitating payments to any government personnel in any country. Although U.S. law allows facilitating payments to be made to non-U.S. Officials (as defined above) under certain, narrow circumstances, many other countries consider facilitating payments to be illegal, prohibited bribes. The *UK BRIBERY ACT* prohibits all individuals and entities with a connection to the United Kingdom from making facilitating payments. The *UK BRIBERY ACT* applies to all Vectrus employees due to Vectrus having offices in the UK. There are two exceptions to this general prohibition:
- In rare circumstances, the Legal Department may grant an exception to this policy, but the employee or Third Party must obtain advance written permission from the Legal Department after communicating all of the pertinent facts and circumstances.
- The individual’s health or safety is being imminently threatened, there is no practical opportunity to secure advance authorization from the Legal Department in the circumstances, and the payment is thereafter reported accurately to the Legal Department as soon as practicable.
- Required Approvals for Exceptions to this directive. Any facilitating payment requested under the exceptions must be pre-approved by the Legal Department. The request shall be submitted in writing to the Vectrus Chief Legal Officer and Chief Financial Officer and shall provide in reasonable detail:
 - The name and title of the non-U.S. Official(s)
 - The names and titles of the Vectrus employees submitting the request to provide the facilitating payment
 - The value of the facilitating payment both in U.S. dollars and local currency
 - A detailed description of the routine governmental action sought to be expedited or secured by the facilitating payment
 - The Legal Department shall determine whether the requested payment is permissible and in accordance with the FCPA, other relevant anti-corruption laws, and the local law of the country in which the non-U.S. Official is located.
 - All such payments are deemed unallowable for the purposes of billing the government.

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- Emergency Situations: If a facilitating payment is necessary to avoid imminent bodily injury or other personal danger for any Vectrus employee, as soon as the conditions giving rise to the emergency have passed, the approval procedures outlined above should be followed.
- Reporting Requirements: Reporting of facilitating payments must be made in accordance with Vectrus financial policies. Such payments are to be reported for reimbursement through an employee expense voucher with the written authorization and other associated documentation attached. These payments are charged to administrative and general expense.

6.5 DONATIONS, CONTRIBUTIONS, and SPONSORSHIPS

- Charitable Donations, Contributions, and Sponsorships: Charitable contributions or donations and sponsorships shall be made in accordance with Vectrus *6.2.3 BUSINESS COURTESIES, DONATIONS, ENTERTAINMENT, AND GIFTS* and Vectrus Contributions and Memberships processes.
- Political Contributions: Vectrus shall not be involved in the political affairs of any foreign country, and no company funds or assets shall be used for any partisan political purposes.

6.6 USE OF VECTRUS FUNDS/ASSETS AND MAINTENANCE OF A SYSTEM OF INTERNAL CONTROLS

- All Vectrus employees must promptly and accurately account for all expenditures made to, for the benefit of, or on behalf of a non-U.S. Official in the Vectrus books and records. Approved expenditures must be made and recorded based on adequate supporting documentation, for the purpose described by the documents supporting the payment, and in accordance with appropriate Vectrus accounting procedures. For further information on the approval and reporting requirements for these expenditures, consult corporate financial policies.
- Unless otherwise approved in writing by the Vectrus Legal Department, all payments for products or services must be paid:
 - In the name of the third-party named as a party in the signed agreement.
 - In the location where products or services were performed, unless an out-of-country payment is approved in advance by the Vectrus Assistant Controller after appropriate diligence and legal review.
 - In local currency. No cash payments may be made without the prior approval of the Vectrus Assistant Controller; and
 - By bank check or wire transfer.
- SVP Programs, Program Managers, and Department VPS are responsible for having in place appropriate controls for corporate funds and assets. Vectrus funds and assets shall only be used for lawful and proper purposes. No Vectrus fund or asset shall be used unless the stated purpose is the actual purpose of the expenditure and unless the use is authorized in writing if authorization is required. Vectrus will not have any undisclosed or unrecorded fund or asset. No false entries shall be made in any records
- Program VPs, Program Managers, and Department VPs/Directors shall maintain an adequate system of internal controls which provides reasonable assurance that: assets are safeguarded; transactions are executed in accordance with management's authorization and properly recorded; financial records are accurate; and violations are detected and corrected.

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6.7 REPORTING ALLEGATIONS OF CORRUPTION AND RELATED CONDUCT

All information or allegations of commercial or government bribery, kickbacks, and related improper conduct shall be promptly reported to the Legal Department and Ethics and Compliance IAW Vectrus *4.7.29 INCIDENT REPORTING AND INVESTIGATION PROGRAM*. Vectrus prohibits retaliation for good faith reports of suspected misconduct.

6.8 ANTI-CORRUPTION SHAREPOINT SITE AND CODE OF CONDUCT

Additional guidance and information on commercial and government corruption and related improper conduct, and the Vectrus *6.2.2 ANTI-CORRUPTION* Program and processes are contained on the Vectrus Corporate Ethics SharePoint Site and in the *6.1.1 CODE OF CONDUCT*.

6.9 ASSISTANCE

If confronted with a situation in which a person covered by this policy has any doubt or uncertainty about the legality of a payment or expenditure, he or she should contact a member of the Legal Department for advice before proceeding. If a payment is determined to be legal and the payment is made, it must be recorded properly. No Vectrus director, officer, or employee is ever permitted to try to disguise any payment made as being made for something other than for its actual purpose. A penalty for attempting to disguise a payment can far exceed the penalty, if any, associated with making the payment itself. Any questions regarding this policy can be raised with the Ethics or Legal Department.

6.10 TRAINING

Training is the foundation of any successful Anti-Corruption Program. All Vectrus employees will receive annual training on the Vectrus *6.1.1 CODE OF CONDUCT*. Employees who are involved in or supervise employees involved in business development, finance, purchasing, procurement and government contracts, compliance, and any others who have or may have contact with foreign (non-U.S.) officials must participate in anti-corruption training on an annual basis.

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