



CODE OF BUSINESS ETHICS AND CONDUCT

(REV. JAN. 2019)

Table of Contents

	Page
1 CORE OBJECTIVES.....	1
2 ACROMIL'S ETHICS PROGRAM.....	1
2.1 OUR CORE VALUES.....	1
2.2 ROLE OF THE ETHICS OFFICER (“ECO”).....	2
2.3 ETHICS HELPLINE POLICIES AND PROCEDURES.....	2
2.4 HOW TO CONTACT THE ETHICS HELPLINE.....	3
2.5 ETHICS, BUSINESS INTEGRITY & ETHICAL DILEMMAS.....	3
2.6 REPORTING OBLIGATIONS.....	4
2.7 NON-RETALIATION POLICY.....	4
2.8 COMPLIANCE WITH GOVERNMENT CONTRACTING LAWS.....	5
2.9 COMPLIANCE WITH OUR GOVERNMENT CONTRACTS AND SUBCONTRACTS.....	5
2.10 ACCURATE REPRESENTATIONS & CERTIFICATIONS.....	6
2.11 COMPLETE AND ACCURATE RECORDS.....	6
2.12 TIME RECORDING & COST CHARGING.....	7
2.12.1 EMPLOYEE RESPONSIBILITIES.....	7
2.12.2 SUPERVISOR RESPONSIBILITIES.....	7
2.13 BILLING & INVOICING.....	7
2.14 AVOIDING CONFLICTS OF INTEREST OR EVEN THE APPEARANCE OF A CONFLICT.....	8
2.15 GIFT POLICY - GIVING OR ACCEPTING ITEMS OF VALUE.....	8
2.15.1 GIFTS TO U.S. GOVERNMENT OFFICIALS.....	9
2.15.2 GIFTS TO COMMERCIAL PARTIES.....	10
2.16 BRIBERY & ILLEGAL GRATUITIES.....	10
2.17 KICKBACKS.....	10
2.18 COOPERATION WITH INTERNAL INVESTIGATIONS AND GOVERNMENT INVESTIGATIONS.....	11
2.19 MANDATORY DISCLOSURES TO THE GOVERNMENT.....	11
3 VIOLATIONS OF THE CODE OF CONDUCT.....	11

1 CORE OBJECTIVES

This Code of Business Ethics and Conduct (“Code”) sets forth the requirements and expectations for conducting the business of Acromil, LLC (“Acromil” or the “Company”) consistent with applicable laws, regulations, and the highest standards of business ethics. The Code is designed to fulfill Acromil’s responsibilities to comply fully with the both the spirit and letter of Federal Acquisition Regulation (“FAR”) 52.203-13 Contractor Code of Business Ethics and Conduct.

The Code applies to anyone acting on behalf of Acromil that has signed the below acknowledgement, including, but not limited to, its officers, employees, agents, and subcontractors, and representatives of the Company (hereinafter referred to as the “individual” or “employee”). Every individual must strictly comply with all applicable federal, state, local, and foreign laws and regulations and with this Code. Acromil is committed to more than just adherence to laws and regulations. In each of our actions, we strive for the highest level of integrity and ethics in our dealings with each other, our customers, the public, and the government agencies we serve.

This Code sets forth Acromil’s ethics policy generally, and Acromil has supplemented this Code with detailed and specific compliance policies, including a Government Contracting Compliance Policy, an Anti-Kickback Act Policy, and an Investigations Policy. These policies build upon those set forth in Acromil’s Employee Handbook and do not replace the Handbook. Each of Acromil’s policies should be read to supplement and expand upon the Code and the Employee Handbook.

While this Code attempts to address the more common issues you are most likely to encounter, it is intended to be general in scope and is not an exhaustive list of ethics and compliance issues you may encounter. It is not possible for this Code to address every potential issue you may face. Additionally, while this Code summarizes some laws and regulations governing Acromil’s business, these summaries are designed solely to sensitize you to potential issues you may encounter but are not meant to be a substitute for reviewing and analyzing the applicable regulations and laws when issues emerge. Similarly, the laws and regulations in this area periodically change and, thus, consultation with the source of the legal principle summarized herein is critical when issues emerge. For more detailed guidance on the laws and regulations governing Acromil’s government contracting business, consult Acromil’s Government Contracting Compliance Policy.

Acromil expects that in the event you have any questions, you feel uncomfortable about a situation, or have any doubts about whether an act is consistent with Acromil’s ethical standards, you will raise and/or report the issue to the Company. Many resources are available to you to raise questions or report concerns, including your supervisor, the Ethics and Compliance Officer (“ECO”), Deputy ECO, and the President. You also may choose to report concerns anonymously using the Company’s Ethics Helpline.

2 ACROMIL’S ETHICS PROGRAM

2.1 OUR CORE VALUES

For over five decades, Acromil has been engaged primarily as a manufacturer of complex machined parts and sub-assemblies for the aerospace industry. The United States Government is the ultimate consumer of some of Acromil’s products.

In our workspace, competitive challenges place pressure on us all. This pressure to succeed can never be an excuse for making decisions that would compromise our Values or Code. Our teaming partners and customers expect and deserve nothing less than the highest level of ethical business practices from every employee at Acromil. We take pride in our ability to accomplish greatness without compromising our values.

You are expected to embrace the following Core Values (the “Values”) and allow them to guide each and every decision you make on behalf of the Company. We are confident that our trust in you is well placed. Acromil also will do everything in its power to live by these standards.

- **Do the Right Thing** – We are committed to the highest standards of ethical conduct and integrity in everything we do. We train our people to be knowledgeable of applicable laws and regulations, contract requirements, and company policies and procedures, and provide a means to ask questions when in doubt. We believe that honesty and integrity foster trust, which is the cornerstone of our business. We do not lie, cheat or steal, nor do we tolerate those who do. We are honest and transparent in all that we do. As a company and as individuals, we take personal responsibility for our actions. We strive to be good citizens by doing the right thing at all times, even when no one is looking.
- **Treat Everyone with Respect** – We value a culture of openness and inclusion where everyone is treated with respect. We do not tolerate any act of discrimination or intolerance of any kind. We believe in charity, including: kindness, caring, good will, tolerance, compassion, mercy, and adherence to the Golden Rule (treat others as you would want to be treated). We appreciate our diversity and believe that respect for our colleagues, customers, partners, and all those with whom we interact, is an essential element of our culture. Our success depends on the ethics, talent, skills and expertise of our employees combined with achieving Total Customer Satisfaction.
- **Perform with Excellence** – We support our people to be the best and to perform with excellence. We clearly communicate goals, objectives and expectations and hold ourselves accountable for results as individuals and teams. Our goal of performing with excellence not only applies to individual performance, but also to helping others perform with excellence. We seek out best in class individuals and we train, support and nurture our people to achieve their highest potential.

2.2 ROLE OF THE ETHICS AND COMPLIANCE OFFICER (“ECO”)

To ensure that employees have a “go-to” person for any and all ethics and compliance-related questions or concerns, the Company has appointed an ECO to serve as the principal point of contact for questions concerning the Ethics and Compliance Program.

The ECO reports directly to the President, and leads the daily operations of the Company’s Ethics and Compliance Program. The ECO ensures that all employees understand the Company’s expectations regarding ethics and compliance, receive adequate training to enable them to adhere to such expectations, and can effectively and safely raise concerns without fear of retaliation or other negative consequences. The roles and responsibilities of the ECO are set forth in Acromil’s ECO Charter.

- Acromil’s ECO is **Mr. Marty Bell** who can be reached at: (714) 318-8850 or martybell@ymail.com. The Deputy ECO is Mr. Jon Konheim who can be reached at (626) 363-1910 or jkonheim@acromil.com.

2.3 ETHICS HELPLINE POLICIES AND PROCEDURES

While we hope that you always feel comfortable raising concerns or questions directly with your supervisor, the ECO, the Deputy ECO or the President, Acromil has provided you with a mechanism to report concerns anonymously. Acromil retained an independent third party, Lighthouse Services, Inc. (“Lighthouse”), to operate a confidential Ethics Helpline on behalf of the Company. Lighthouse administers the ethics helplines of many employers and is a company that is entirely separate and independent from Acromil.

When you contact the Ethics Helpline:

- You will be treated with dignity and respect.
- Your concerns will be addressed and you will be afforded the opportunity to monitor the outcome of your report.
- Calls to the Ethics Helpline may be made anonymously. If you remain anonymous when you make the report, your identity will not be available to Lighthouse or the Company. If you disclose your name but request that it be maintained in confidence, your confidentiality will be maintained to the greatest extent possible unless disclosure is required by law.
- You are not at risk of retaliation for using the Ethics Helpline. People in a position of authority are subject to disciplinary action up to and including termination of employment if they try to coerce you or prevent you from using the Ethics Helpline or retaliate against you.

2.4 HOW TO CONTACT THE ETHICS HELPLINE

To use the Ethics Helpline, you have several options, including:

- Telephone at **(844) 420-0044** (English), **(800) 216-1288** (Spanish), and **(844) 301-0005 (then press 08)** (Vietnamese)
- Website at www.lighthouse-services.com/Acromil;
- E-mail at reports@lighthouse-services.com (must include Company name with your report); or
- Fax at **(215) 689-3885** (must include reference to “Acromil” with report).

Posters displaying this helpline information are also displayed in the Company’s facility.

After a report is made, the Company will receive a copy, which will enable it to investigate the matter and, where appropriate, to take corrective action to mitigate against reoccurrence. In certain instances, Acromil also may have an obligation to disclose the matter to the government as discussed herein.

2.5 ETHICS, BUSINESS INTEGRITY & ETHICAL DILEMMAS

What does it mean to be ethical and to act with business integrity?

- Merriam-Webster’s dictionary defines “ethics” as “rules of behavior based on ideas about what is morally good and bad.”
- “Integrity” is defined as “strict adherence to a moral code, reflected in transparent honesty and complete harmony in what one thinks, says, and does.”
- “Ethical” is often associated with “***doing what’s right even when no one is looking.***”

At some point in your career, you may face an ethical challenge or dilemma at work. This may be a situation where the right course of action is not entirely clear or a situation where you are being asked to do something that makes you feel uncomfortable, even if you cannot articulate the reason you are concerned. There is no instruction manual for handling these situations, but there are some questions that you should ask before you act:

- **Am I the right person to make this decision or take this action?** Each day, you have the ability to take actions potentially affecting all Acromil's employees and their families. Your choices have consequences. Before making a decision or taking action, you must ensure that you are indeed the right person to do so.
- **Are there any rules governing this decision?** Especially in a highly regulated industry such as government contracting, rules can be complex. Make sure that you understand the rules or inquire with the people who do before deciding how to act. You are not expected to know all of the answers—you are only expected to raise a question when something does not seem right.
- **Am I acting honestly, transparently, and with business integrity?** Even if the action you intend to take does not violate any laws, regulations, or contract requirements, are you acting honestly, transparently and with business integrity?
- **Is my decision consistent with Acromil's Core Values?** Use Acromil's Core Values to guide your decision-making. If a potential solution is in conflict with our Core Values, you have your answer.
- **Even though I might mean well, how would this look to someone who doesn't know me, to my children, parents, or in the newspaper** (i.e., are there any appearance issues associated with your decision)? Often, the wrong thing is done for the right reasons. Regardless of the pressures that you are facing, a bad decision cannot be undone. Take the time to examine the situation objectively; if you cannot, contact one of our resources who can help you do so.
- **Am I afraid of contacting someone about my concerns?** When ethical issues arise, especially those involving the conduct of others, reaching out can be difficult. You might wonder what would happen if you were wrong or how your choice might affect the other person involved. Think about how you would feel if you ultimately learn that your concerns were justified and you did nothing.

Acromil supports you. Many resources are available to you to help you reach a decision that you can live with and take pride in. Remember that we encourage you to ask questions and raise concerns, and our non-retaliation policy protects you when you do so.

2.6 REPORTING OBLIGATIONS

As an employee of the Company, you are obligated to bring any issue concerning a suspected violation of the Code, law, or regulations to the immediate attention of the Company, either through your, manager, supervisor, ECO, the Deputy ECO, the President, or the Ethics Helpline.

Acromil will consider it a breach of this Code if an individual knows or suspects of a violation and does not report it. Any supervisor who receives such a report shall immediately notify the ECO or the Deputy ECO (see Section 2.2, above). All reports are treated confidentially to the maximum extent allowed by law and regulation and to the extent consistent with the enforcement of the Code. When Acromil investigates such reports, every employee has an obligation to cooperate with the investigation consistent with each employee's rights under the law.

2.7 NON-RETALIATION POLICY

Acromil will not retaliate against an employee who reports known or suspected violations of the law, regulation, or this Code. In fact, Acromil prohibits retaliation against an employee who reports known or suspected violations. Additionally, no adverse action of any kind will be taken against an employee for making a report where the report is done in good faith. Our commitment to non-retaliation assures you

that in posing any question, raising any concern, reporting suspected misconduct, or cooperating in any investigation, you will not suffer any negative consequences for doing so. Anyone who violates this non-retaliation policy is subject to discipline, up to and including termination of employment.

However, in raising any question or reporting any concern, or cooperating with any investigation, you must act in good faith. This does not mean that you need to be right, nor does it mean that your question or concern must have substantial facts to support it. It only means that you are prohibited from intentionally submitting inaccurate, misleading, or false information. Making an intentionally inaccurate, misleading, or false report is subject to disciplinary consequences, up to and including termination of employment.

In addition, the Company complies with all statutory and regulatory requirements related to reporting concerns about a government contract, including in certain instances reporting such information to the government.

2.8 COMPLIANCE WITH GOVERNMENT CONTRACTING LAWS

Our work for the United States government, including our contracts and subcontracts, impose unique requirements of which we must be aware and to which we must adhere. The Company provides periodic training to ensure you are sensitized to the most common issues you may encounter. You have a responsibility to comply with all applicable laws, regulations, and contract requirements. Accordingly, it is your responsibility to be familiar with the laws and regulations applicable to your job responsibilities, as well as applicable contract clauses that are incorporated into our contracts and subcontracts by reference, and to seek guidance and instruction whenever questions arise. Acromil maintains a comprehensive Government Contracting Compliance Policy addressing such compliance risks.

2.9 COMPLIANCE WITH OUR GOVERNMENT CONTRACTS AND SUBCONTRACTS

It is Acromil's policy to adhere strictly to the requirements of our contracts. Acromil is committed to delivering quality products and services that meet all contractual obligations and quality standards. To achieve this objective, it is mandatory that employees understand the requirements of the contracts on which they are working. Supervisors must ensure that their subordinates understand the requirements and are complying fully. Such contract requirements include, but are not limited to, technical requirements, testing and inspection requirements, including first article testing requirements, adherence to delivery schedules, contract quality standards, packaging requirements, and billing requirements, among any other applicable requirements.

We value our relationships with our customers and believe adherence to the following principles will ensure our customer relationships remain strong for years to come:

- When we enter into a contract, we do so fully intending to comply with each and every term;
- We do not enter into contracts that contain ambiguous terms or requirements, terms we do not understand, or terms we cannot fulfill;
- Where the contract is ambiguous on a particular requirement, and we identify this ambiguity post-award, we will notify the customer in writing promptly, propose a solution, and seek input from the customer. We will ensure that any resolution is memorialized clearly and unmistakably;
- We will maintain open lines of communication with our customers and keep them apprised of developments in writing where appropriate;

- In the event unexpected delays are encountered, we will notify our customer promptly in writing and work diligently to minimize, if not eliminate, the impact of the delay; and
- Where we are asked to do something outside the terms of the contract, we will insist on a formal contract modification from a Government Contracting Officer, or our customer's procurement agent, as appropriate. It is critical to maintain a written agreement that mirrors the parties' agreement.

When we follow these principles, we can be confident that our customers will continue to use us in the future. Each and every contract we receive is another opportunity to further develop and strengthen an existing relationship.

Compliance with contract terms and conditions is particularly important when dealing with the U.S. government or state and local governments. The knowing nondisclosure of a material deviation from the requirements of a government contract, including product or testing substitution, may be considered criminal fraud. Substitution includes such activities as delivering materials that have not been tested as required. Intentional substitution of products required under a government contract, or the intentional failure to provide the required quality control, may constitute a false statement or false claim against the government. Accordingly, no substitution of materials or products, or change in testing requirements or quality controls specified in a government contract, may be made without written approval of an authorized government representative, or the customer's procurement agent.

2.10 ACCURATE REPRESENTATIONS & CERTIFICATIONS

All individuals acting on behalf of Acromil are required to make accurate representations and certifications on its behalf, including in oral and written communications. This requirement extends to both affirmative representations and certifications as well as to implicit representations and certifications. Every time an employee stamps, initials, or signs a document, he or she is approving of the representations contained within the document and independently representing that the statements are accurate. It is a breach of this Code to make any misrepresentations or false statements to any customer, subcontractor, individual or entity you encounter in your dealings on behalf of Acromil. Furthermore, such misrepresentation or false statement may constitute a serious violation of federal law if the ultimate customer is the U.S. Government, and may trigger mandatory reporting obligations to the U.S. Government, exposing the Company and perhaps the individual employee, to contractual, civil, criminal, and administrative liability, including suspension and debarment.

2.11 COMPLETE AND ACCURATE RECORDS

All of Acromil's records must be complete, accurate, and reliable in all material respects. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited. All business and financial transactions must be executed in accordance with applicable law and Company policies and procedures. No one should even consider misrepresenting facts or falsifying records of any type or even attempt to rationalize doing so. Such actions are illegal, will not be tolerated, and will result in disciplinary action up to and including termination of employment. You are responsible for understanding and complying with our record keeping policy.

All records must be stored in a safe and secure location for the period of time required by law or Company policy, whichever is longer. Historical records that are no longer needed will be disposed of securely and in accordance with applicable document retention schedules or legal statutes.

Certain laws and regulations govern the proper retention of many categories of records and documents that are commonly maintained by companies. Any record, in paper or electronic format, relevant to a threatened, anticipated, or actual internal or external inquiry, investigation, matter, or lawsuit may not be discarded, concealed, falsified, altered, or otherwise made unavailable, once an employee has become aware of the existence of such threatened, anticipated, or actual internal or external inquiry, investigation,

matter, or lawsuit. When in doubt regarding retention of any record, an employee must not discard or alter the record in question and shall seek guidance.

2.12 TIME RECORDING & COST CHARGING

The integrity of the Acromil's timekeeping system is essential to the success of the Company. Timely and accurate clocking in and out on work orders/travelers for direct costs is an essential component of every employee's job with Acromil.

Every employee must record their time accurately, completely, and in a timely manner. Time mischarging, even if unintentional and inadvertent, is serious and could expose the individual and Company to contractual, civil, criminal, and administrative liability, including suspension and debarment. Over-reporting, under-reporting, or misstating time or other entries on a report may result in mischarging labor costs to clients.

Any allocation of costs to a government contract or subcontract contrary to the contract provisions or related laws and regulations is improper. Such improper allocation includes, but is not limited to, charging unallowable costs, the improper execution of employee time cards, charging time to one contract when it should be charged to another contract(s), charging unsupported overhead costs, incorrectly or inaccurately classifying costs, shifting costs between contracts, or inaccurately representing costs on payment vouchers or progress billing invoices. It is critical that each and every statement and amount contained on a Company invoice be 100 percent accurate.

2.12.1 EMPLOYEE RESPONSIBILITIES

It is imperative that you understand how to account for and charge your time. If you are ever unclear in any way on how to account for and charge your time, seek guidance from your supervisor before charging any time. Do not make any assumptions and do not charge any time until you obtain such clarification and fully understand what is expected of you. If you suspect time mischarging by a fellow employee, you are obligated to report such suspicions using one or more of the available reporting channels (see Section 2.6, Reporting Obligations). Employees must ensure that costs are recorded to the proper direct (contract) or indirect activity in accordance with contract terms or regulation. Refer to the Acromil Employee Handbook for additional details on proper timekeeping procedures.

2.12.2 SUPERVISOR & MANAGER RESPONSIBILITIES

Every supervisor and manager must ensure that his/her subordinates understand how to account for and charge their time. While employees are familiar with how to account for and charge their time under Acromil's standard fixed-price work, it is important that supervisors and managers periodically remind them and reinforce Acromil's policy. Before the commencement of performance of any non-fixed priced contract (a cost-type contract, time-and-materials contract, etc.), supervisors are required to ensure each member of his/her team understands how to account for and charge their specific time under the contract. It is the supervisor's responsibility to oversee each team member's time charging for the period and exercise appropriate diligence and scrutiny in reviewing time entries. If there are ever any questions or concerns regarding an employee's recorded time entry regardless of the amount of time involved, the supervisor must notify the accounting department immediately. The supervisor or manager must review the time clocked in on jobs and any labor adjustments thereto for accuracy and completeness. All instances of mischarging should be reported to the ECO and Deputy ECO, as well as appropriate supervisory employees.

2.13 BILLING & INVOICING

Prior to issuing an invoice to a customer, including a government customer or a prime contractor under a government contract, it is imperative that the responsible employees review and evaluate each entry on the invoice to ensure the billing is wholly consistent and compliant with the Company's contractual, legal,

and regulatory obligations under the contract. The customer should never have to guess as to what supplies are included in a particular entry. Such transparent and explicit billing ensures that our customers are fully aware of the work underlying the invoice and, in the highly unusual instance that a mistake is made, such a practice affords the customer the opportunity to raise questions or concerns in a timely fashion before the mistake has reoccurred multiple times.

2.14 AVOIDING CONFLICTS OF INTEREST OR EVEN THE APPEARANCE OF A CONFLICT

Conflicts of interest - in practice or in appearance - runs counter to the fair treatment to which we are all entitled. A personal conflict of interest occurs whenever the private interests or relationships of an individual interfere or appear to interfere with Acromil's interests. Avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job.

Although it is virtually impossible to list every circumstance that may create the appearance of a conflict of interest, here are some other ways a conflict could arise:

- Employment/consultancy with a competitor, supplier or customer while employed by your company;
- Acceptance of gifts, payment, or services from suppliers seeking to do business with your company;
- Placement of business with a firm owned or controlled by your family;
- Ownership of, or substantial interest in, a company that is a competitor, customer, or a supplier;

Apparent conflicts of interest can arise easily. If you feel that you may have a conflict situation, actual or potential, you shall report all pertinent details to the ECO or Deputy ECO.

Government business shall be conducted in a manner above reproach and, except as authorized by statute or regulation, with complete impartiality and with preferential treatment for none. Transactions relating to the expenditure of public funds require the highest degree of public trust and an impeccable standard of conduct.

The general rule is to strictly avoid any conflict of interest or even the appearance of a conflict of interest in Government-contractor relationships. While many Federal laws and regulations place restrictions on the actions of Government personnel, their official conduct must, in addition, be such that they would have no reluctance to make a full public disclosure of their actions.

Reference: FAR 3.101-1.

2.15 GIFT POLICY - GIVING OR ACCEPTING ITEMS OF VALUE

A "gift," for purposes of this Code, is defined broadly as **anything of value** exchanged without payment of fair compensation for the item or service. While sometimes gifts are okay to give or receive, depending upon the value of the gift and the parties involved, other times, the gift may constitute improper gifts, illegal gratuities or bribery. Below is an overview of these issues.

It is improper to give, solicit, or receive any item of value from customers, vendors, subcontractors, or competitors or to any public official **to receive favorable treatment** in connection with a prime contract or subcontract relating to a prime contract with the U.S. Government.

Additionally, accepting or giving any item of value, **even if not done to receive favorable treatment**, may be a violation of law and/or raise **appearances of impropriety** and questions as to Acromil's business ethics. It is imperative that all employees guard against creating even an appearance of impropriety.

Because of the sensitivities associated with gifts, the Company has devised the following policies depending upon the parties involved.

2.15.1 GIFTS TO U.S. GOVERNMENT OFFICIALS

Federal criminal and regulatory laws prohibit entertaining, and the offer, promise or gift of anything of value to an employee, agent, or official of the federal government **with an intent to influence** such individual in the performance of an official act, or for (or because of) an official act performed or to be performed by the public official. Acromil's policy is that nothing shall be done that may give even an appearance of improperly influencing a government official.

Under applicable law, any item of value offered or given to an employee of the U.S. Government, where no consideration of equal or greater value is received, may be an improper gift, an illegal gratuity, or a bribe. The items or services involved can take almost any form.

Federal officials are governed by certain gift rules, which generally prohibit them from accepting gifts. Federal government employees are permitted to accept certain unsolicited items such as:

- Gifts with a **market value of \$20 or less per occasion**, aggregating **no more than \$50 in a calendar year** from any single source;
- Inconsequential items of a nominal value if offered infrequently (i.e., coffee, cookies, chips, pastries, soda, juice, etc.);
- Publicly-available discounts and commercial loans; and
- Free attendance at certain widely-attended gatherings, such as conferences and receptions, when the cost of attendance is borne by the sponsor of the event.

While government officials are permitted to accept gifts of \$20 or less per occasion, which could include meals, engaging in the practice of providing gifts risks creating the appearance of impropriety in the contractor-government relationship. To avoid creating even the appearance of impropriety, unless approved of in writing by the President and the ECO or Deputy ECO, Acromil employees are prohibited from offering or giving **anything of value to any government official except for:**

- Modest refreshments when the official is visiting Acromil's offices and the official would not be able to purchase refreshments otherwise. Modest refreshments are limited to coffee, soft drinks, and light snacks (i.e., a piece of fruit, cookie, donut); and
- Advertising or promotional items bearing Acromil's name (e.g., a paperweight, key chain, tote bag, coffee mug, with a clear market value of \$20 or less per occasion, not to exceed \$50 per calendar year).

Accordingly, if your interaction with a government employee may include something more than modest refreshments, be sure to make it clear at the outset that you expect the government employee to pay his or her own way.

References: FAR 3.101-2; 5 C.F.R. Part 2635. Each executive branch agency also maintains supplemental gift rules.

2.15.2 GIFTS TO COMMERCIAL PARTIES

The strict gift rules pertaining to U.S. Government officials are not applicable to commercial customers, but Acromil always seeks to win business on the basis of quality, price, excellent service, and fair contract terms and conditions. Acromil expects all employees to exercise moderation and prudent judgment in offering and accepting gifts from commercial customers and commercial suppliers. Acromil's policy as it relates to giving gifts to and accepting gifts from commercial customers is that the total value of the gift must not exceed \$100.00 per person, per annum, unless approved in advance, in writing, by the President.

2.16 BRIBERY & ILLEGAL GRATUITIES

It is improper to give or accept bribes and illegal gratuities.

Bribery refers to a situation where an individual or company corruptly gives or offers anything of value to a public official with the specific intent to influence an official act or induce the public official to commit some fraud or violate an official duty. In the bribery context, the gift is viewed as a "quid pro quo" for the official action taken by the government official.

In the illegal gratuities context, the government need not prove corrupt intent or that a "quid pro quo" existed; just that there is an offer or acceptance of anything of value "for or because of an official act." As a practical matter, the illegal gratuities statute prohibits all gifts to public officials made as a reward for an act that they would perform anyway. Oftentimes even permissible gifts create the appearance of an illegal gratuity. Acromil prohibits all employees from providing gifts to government officials.

References: FAR 52.203-3 Gratuities; FAR Subpart 3.2.

2.17 KICKBACKS

Acromil is committed to ensuring that all transactions and business dealings with its prime contractors, subcontractors, and suppliers are conducted in compliance with the provisions of the Anti-Kickback Act. The Anti-Kickback Act prohibits prime contractors and subcontractors from offering, soliciting, providing, or accepting **anything of value** for the purpose of obtaining or rewarding favorable treatment in connection with the award of government prime contracts and subcontracts.

A "kickback" includes anything of value, including: any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided, directly or indirectly, to any prime contractor, prime contractor employee, subcontractor, or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a government prime contract or subcontract.

Acromil deals fairly and honestly with its suppliers and its prime contractor customers. This means that our relationships are based on price, quality, service, and reputation, among other factors. Employees dealing with suppliers shall carefully guard their objectivity. Specifically, no employee shall accept or solicit any personal benefit from a supplier or potential supplier. Similarly, no employee shall offer or provide any personal benefit to a prime contractor customer.

It is Acromil's policy that:

- Employees must never pay, offer, or give a kickback in an effort to receive a contract or subcontract;
- Employees must never solicit or receive a kickback from any party seeking a contract;
- Employees must never include, directly or indirectly, the amount of any kickback: (i) in the contract price charged by Acromil's subcontractor to Acromil; or (ii) in the contract price

charged by Acromil to the government or to a prime contractor, or to any higher-tier contractor with whom we work; and/or

- Any employee, who offers, provides, solicits, accepts or discusses offering or accepting a “kickback” will face prompt disciplinary action, up to and including termination.

Should you suspect that a kickback or attempted kickback has occurred, you must report it immediately to the Company President, the ECO and the Deputy ECO so that the matter can be promptly investigated, and mandatory reporting obligations, if any, fully considered.

References: Acromil's Anti-Kickback Act Policy; FAR 3.502-2; FAR 52.203-7 (Anti-Kickback Procedures).

2.18 COOPERATION WITH INTERNAL INVESTIGATIONS AND GOVERNMENT INVESTIGATIONS

Acromil employees must be truthful and honest and cooperate with internal investigations and government investigations into the Company's business. Employees must preserve all documents, data, and other materials related to any matter subject to investigation, audit, or review. It is Acromil's policy to cooperate with any reasonable and lawful request by federal, state, and municipal government investigators seeking information concerning Acromil's operations for law enforcement purposes. At the same time, Acromil and its employees are entitled to the safeguards provided by law, including the representation of counsel. Therefore, if you are contacted by any authority, notify the ECO, the Deputy ECO and the President immediately. Acromil has developed an Investigations Policy to govern its investigations.

2.19 MANDATORY DISCLOSURES TO THE GOVERNMENT

FAR 52.203-13 Contractor Code of Business Ethics and Conduct: The Company, through its counsel, will make timely disclosures, in writing, to the appropriate government officials, including where applicable to the appropriate Office of Inspector General and/or Contracting Officer(s), and/or relevant Suspension and Debarment Officials, whenever, in connection with the award, performance, or closeout of any government contract or subcontract performed by the Company, the Company has “credible evidence” that a principal, employee, agent, or subcontractor of the Company has committed a violation of federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 U.S.C. or a violation of the civil False Claims Act (31 U.S.C. §§ 3729-3733). The Company similarly will disclose to the agency Contracting Officer credible evidence of a “significant overpayment.”

3 VIOLATIONS OF THE CODE OF CONDUCT

An employee who violates any part of this Code, governing laws, or governing regulations may be subject to disciplinary action in the form of oral reprimand, written reprimand, suspension, and/or termination. The previous list is not all-inclusive, as the nature and seriousness of the violation may warrant other disciplinary action. Acromil reserves the right to take whatever disciplinary action it deems appropriate. Additionally, violations of this Code, governing laws or regulations may require disclosure to the government, which may also take action including, but not limited to, criminal, civil, or administrative action, including suspension or debarment from government contracting.

EMPLOYEE ACKNOWLEDGMENT & ANNUAL CERTIFICATION

The purpose of the Code is to ensure employees are aware of the general legal and ethical principles governing Acromil's business and, where a potential issue arises or where they have concerns, to report such matters to the appropriate Acromil personnel. Acromil asks that all employees sign the below acknowledgement indicating that they have received and read the Code, generally understand the principles and concepts discussed in the Code, and agree to comply with the Code as a condition of employment. Employees are required to periodically review the Code, at least once annually, and to acknowledge and re-certify, annually, their commitment to comply. Records of employee acknowledgments will be maintained by Acromil's ECO or Deputy ECO, or their designee.

Signature

Employee's Name (Please Print)

Date

My Internal Contacts for Raising Questions and/or Reporting Concerns:

My Supervisor is:

The ECO is:

The Deputy ECO is:

The President is:

I can find information on using the Ethics Helpline on page _____ of the Code.