



# CODE OF ETHICS AND BUSINESS CONDUCT

(Version 2.3, Effective May 2018)

## The QED Group, LLC

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*Disclaimer: This is a controlled document. The master document is posted on the Company Intranet. Representatives may print off this document for training and reference purposes but are responsible for regularly checking the Company Intranet for the current version. This Code may be updated from time to time and Representatives are required to review the revisions and abide by the Policy.*

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## FOREWORD

The QED Group, LLC (hereinafter “QED”), has adopted this policy as QED’s *Code of Ethics and Business Conduct* (“Code”). The values and principles set forth in this Code provide guidance to enable QED to achieve its mission and carry out its corporate goals on a daily basis.

In carrying out the Company’s activities, QED incorporates and expects the highest standards of ethical business conduct. This standard is implemented through the joint efforts of every QED employee working together to adhere to a corporate culture of honesty, integrity, responsibility, accountability and respect both within the Company’s internal activities and outside of the Company in carrying out QED’s programs and activities.

QED conducts its business in accordance with all applicable laws and regulations, including those specifically relating to government procurement, financial and cost accounting standards, fair and equal treatment of others, research and development, and other federal mandatory disclosures. QED mandates that all of its staff, as well as all subcontractors, consultants, and vendors consistently observe the highest standards of ethics and integrity.



Neelima Grover  
Founder and Chief Executive Officer (CEO)

## INTRODUCTION

### 1. Purpose

This Code describes the Company's approach to conducting business in a proper manner around the world. The Company is committed to operating in ways that are consistent with the highest standards of conduct. This includes serving as a positive role model within our industry and the business community and exhibiting best practices with regards to trust, integrity, compliance, safety and wellness, anticorruption, anti-fraud/waste abuse, anti-trafficking, child protection, anti-harassment, and a commitment to quality in our work and living our values.

### 2. Applicability

This Code and the Company's policy on conduct and ethics are applicable globally to all Company operations and all Representatives of the Company. It also applies to joint ventures, subsidiaries, or other affiliated entities where the Company has a controlling interest and to any project where the Company has responsibility for the functions of the Responsible Official. Any deviation from this Code or policy requires advanced approval of the Responsible Official.

Throughout this Code, the reader will see references to rules and norms respecting QED's "employees" or "staff." Take note that all references to "employee," "employees," or "staff" also extend to include consultants, subcontractors, vendors, and all others acting on the Company's behalf, to the maximum extent allowed by law. Even when QED may not have the authority to directly apply these rules to others with which we work, QED has the expectation that all of its business partners will abide by these same rules and standards. In this connection, note the definition of "Representative" below.

### 3. Definitions

For definitions of key terms used in this Code, see "Glossary" at the end of the document.

## GENERAL ETHICS & COMPLIANCE STANDARDS

QED's compliance standards encompass many areas including the workplace, relationships with other organizations and subcontractors, and federal contracts and other contracting mechanisms. Because it is impossible for this Code to address every potential issue, it focuses on specific topics thought to be most relevant to QED's operations. However, all employees are expected to comply with all rules and regulations affecting their positions, regardless of whether they are specifically discussed in this Code.

### ETHICS CHECKLIST

To help you make the right decision when faced with a difficult situation, some questions you should ask yourself include:

- ✓ IS MY INTENDED ACTION IMPROPER OR DOES IT HAVE THE APPEARANCE OF AN INAPPROPRIATE ACT?
- ✓ AM I BEING FAIR AND HONEST?
- ✓ ARE MY ACTIONS ILLEGAL OR UNETHICAL?
- ✓ DO MY ACTIONS COMPLY WITH QED POLICIES AND PROCEDURES?
- ✓ DO I FEEL UNEASY WITH MY INTENDED COURSE OF ACTION?
- ✓ WILL MY ACTIONS STAND THE TEST OF TIME?
- ✓ HOW WOULD I FEEL IF MY FAMILY, FRIENDS, COLLEAGUES, AND NEIGHBORS KNEW WHAT I WAS DOING?

If in doubt with respect to questions of general ethics, compliance or conflicts of interest, the guiding principle for all Representatives is that there are only two acceptable courses of action: either ask someone with the knowledge and authority to give a definitive answer (e.g. a Manager or a QED Ethics and Compliance Representative) or, alternatively, just don't do it. The goal is to be certain you are doing the right thing.

The guidelines discussed in this Code are intended to be just that – general principles and policy. Depending on the specific nature of work, there may be any number of rules, regulations, and policies with which the Representative must also comply. Again, all employees are expected to understand and comply with all standards affecting their jobs. Overriding principles that should govern each employee can be summarized as follows:

### OVERRIDING ETHICS PRINCIPLES

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>• KNOW AND FOLLOW THE LAW AND REGULATIONS</li> <li>• STRICTLY ADHERE TO ALL QED POLICIES, GUIDELINES, STANDARD OPERATING PROCEDURES, AND BUSINESS PROCESSES</li> <li>• TREAT EVERYONE FAIRLY AND WITH RESPECT</li> <li>• USE CLIENT AND QED ASSETS WISELY</li> <li>• AVOID ACTUAL, POTENTIAL, OR PERCEIVED CONFLICTS OF INTEREST</li> <li>• KNOW THE RULES ABOUT EMPLOYING FORMER GOVERNMENT OFFICIALS AND ALWAYS SEEK PROPER INPUT FROM LEADERSHIP, HR, OR OTHER COMPLIANCE REPRESENTATIVE WHEN DOING SO</li> <li>• KEEP ACCURATE AND COMPLETE RECORDS</li> <li>• CONDUCT BUSINESS TRUTHFULLY, HONESTLY, DILIGENTLY, TRANSPARENTLY, AND ETHICALLY</li> </ul> | <ul style="list-style-type: none"> <li>• MAKE ACCURATE PUBLIC DISCLOSURES</li> <li>• BID, NEGOTIATE, AND PERFORM GOVERNMENT CONTRACTS AND PROCUREMENTS WITH THE UTMOST CARE AND INTEGRITY</li> <li>• PROTECT PROPRIETARY AND CONFIDENTIAL INFORMATION</li> <li>• REPORT QUESTIONABLE CONDUCT AS PROVIDED FOR IN THIS CODE</li> <li>• AVOID ILLEGAL AND QUESTIONABLE GIFTS AND BUSINESS COURTESIES AND ALWAYS SEEK INPUT FROM HR WHEN PLANNING TO BESTOW ANYTHING MORE THAN DE MINIMIS COURTESIES</li> <li>• ALWAYS USE COMMON SENSE</li> <li>• HONOR COMMITMENTS AND KEEP CONFIDENCES AND PRIVACY, WHERE APPROPRIATE</li> <li>• BE ACCOUNTABLE FOR YOUR ACTIONS AND BEHAVIORS</li> <li>• RESPECT AND HONOR CULTURAL DIFFERENCES</li> </ul> |
|--|--|

## QED POLICY, BACKGROUND, AND OVERSIGHT

### I. QED POLICY

QED has adopted this *Code of Ethics and Business Conduct* to summarize and provide guidance with respect to our legal and ethical obligations in the conduct of our domestic and international business. The ethics principles and conduct guidelines discussed in this *Code* apply to all QED employees, its Board of Advisors, and its agents and representatives who are acting on QED's behalf or in connection with QED. In addition to being required to review this *Code* upon joining (or upon receipt of this *Code* for existing employees), all employees are required to participate in annual training with respect to the items that appear in the document and are required to be knowledgeable about the *Code* in conjunction with such training.

If an employee has any questions about the *Code*, he or she should speak with his or her Manager or a QED Ethics and Compliance Representative.

This *Code*, and to the maximum extent practicable, QED's compliance trainings, will be shared with QED's consultants, subcontractors, and other business partners to ensure compliance.

Conduct by employees and representatives must be consistent with the Company's values.

All staff are therefore required to:

- Observe and abide by all applicable laws, regulations, ordinances, policies, and treaties in locations where we operate and conduct business
- Read, understand, and comply with QED policies and procedures
- Treat other employees, clients, stakeholders, beneficiaries, and all others with utmost respect, dignity, fairness, honesty, and transparency
- Conduct business with all partners, clients, stakeholders, beneficiaries, and all others with utmost respect, dignity, fairness, honesty, transparency, and a spirit of good faith
- Be accountable for his or her own actions and behaviors

#### A. Non-Retaliation Policy

To preserve the integrity of the *Code* and to permit everyone we work with to meet his or her obligations under the *Code*, it is imperative that all staff have the opportunity to raise concerns or to report issues and misconduct without fear of retribution or retaliation. QED encourages the good faith reporting of suspected, planned, or actual violations of any provision of the *Code of Ethics and Business Conduct* or any applicable law, rule, or regulation. The self-reporting of non-compliance or personal questions of compliance is encouraged. Therefore, acts of retaliation or retribution against anyone who does so will not be tolerated. Any QED employee who intentionally and maliciously provides misleading or false information regarding violations of the *Code* or against an employee will be subject to disciplinary action, up to and including termination of employment. It is the Company's commitment to establish an environment in which reports are encouraged, expected, and accepted and employees are free to voice a concern or report a violation without fear of intimidation or retaliation.



## B. Investigation

QED will investigate any report of a violation of this *Code* or any unethical or unlawful conduct. In matters involving investigations of violations and discipline, principles of fairness and integrity will be applied. Those conducting investigations must maintain that those accused of anything are first considered innocent and should be so treated. QED investigators will ensure that all investigations are conducted with as much confidentiality and anonymity as possible.

When appointing staff to investigate cases, QED will adhere to the following principles:

- QED will follow the principles of natural justice and procedural fairness
- Employees and managers or directors who potentially may be identified as responsible for violations will not be appointed
- Employees and managers or directors who may have a conflict of interest in the matter will not be appointed
- Those trained in investigation techniques or audit dealings will be permitted to represent QED in proceedings

In all cases, the appointment will be carefully considered to assure the highest degree of fairness, integrity, and independence. All appointed internal investigative staff will discharge tasks related to investigations as part of their normal job requirements.

The investigations will be thoroughly and consistently documented, including but not limited to explanation(s) of the nature and type of offense(s), actions taken and timeline of actions, documents gathered and interviews conducted, analysis of data/facts and determinations made. QED Ethics and Compliance Representatives will be responsible for documenting the investigation and its determination(s) and reporting the results to QED's Executive Management. In the event an investigation results in establishing "credible evidence" of a statutory or regulatory offense, then QED is to follow the procedures cited in Section III below.

## C. Accountability

Each Representative is held accountable for his or her own conduct including his or her actions, behaviors, and communication. Should an individual have any questions about what is expected of him or her or anything that is contained in this *Code*, he or she must contact a QED Ethics and Compliance Representative or speak with his or her Manager. Managers as well as Project Directors should familiarize themselves with this *Code* to be able to respond to staff queries and/or direct staff to a QED Ethics and Compliance Representative.

## II. COMMITMENT TO ETHICS AND COMPLIANCE

QED's single most important objective is ensuring that its officers, directors, employees, agents, and representatives follow the highest standards of integrity and honesty and reflect QED's values. QED is committed to ensuring that those who conduct Company business or otherwise represent QED meet the legal and ethical obligations discussed in this *Code*. Indeed, QED's reputation as a respected and successful consulting firm doing business with public and private sector

organizations worldwide depends on our mutual respect for the law and principles of ethical conduct.

As explained in this *Code*, all QED staff are obligated to conduct QED business in an ethical and legally compliant manner at all times. Employees are responsible not only for their own behavior but also for identifying and reporting issues of ethical concern that involve other staff. QED strictly enforces the policies and guidelines discussed in the *Code* and other QED directives that may be issued from time to time, and shall appropriately discipline those who deviate from these policies.

QED’s Executive Management is committed to ensuring that QED and its officers, directors, employees, agents, and representatives do not engage in any unethical or illegal conduct.

As part of its commitment, QED has established a policy not to hire as officer, director, partner, or a person having primary management, supervisory, or financial responsibilities individuals who have in the past engaged in conduct that conflicts with the *Code*. It is required that prior to hiring such persons, the QED Talent Acquisition and Human Resources teams will use all reasonable, lawful, and available resources to identify candidates who have not in the past been found to have conducted themselves in a manner that is inconsistent with this *Code*.

EMPLOYEE COMMITMENTS	QED COMMITMENTS
<p>ACT IN A RESPONSIBLE AND ETHICAL MANNER AT ALL TIMES</p> <p>IDENTIFY AND QUICKLY REPORT ALL ISSUES OF ETHICAL CONCERN</p> <p>FOLLOW GUIDELINES CONTAINES WITHIN THIS CODE</p> <p>PROVIDE TO QED A DUTY OF LOYALTY IN MITIGATING UNECESSARY RISKS AND OPERATING CONSISTENTLY WITH QED’S BUSINESS INTERESTS</p>	<p>ENSURE THAT EMPLOYEES ARE ACTING RESPONSIBLY &amp; ETHICALLY</p> <p>DEVELOP SYSTEMS FOR THE PROMPT RESOLUTION OF COMPLIANCE ISSUES</p> <p>RESPOND TO ALL ETHICAL CONCERNS IN AN APPROPRIATE MANNER</p> <p>PROVIDE EMPLOYEES WITH RESOURCES AND TRAINING ON COMPLIANCE ISSUES</p> <p>PROVIDE TO EMPLOYEES REASONABLE DUTY OF CARE IN CARRYING OUT DAILY TASKS</p>

**III. REPORTING IMPROPER CONDUCT**

Under the Federal Acquisition Regulation (FAR) and other regulatory requirements, all U.S. government contractors are required to timely disclose in writing to the agency’s Office of Inspector General (OIG), with notice to the applicable Contracting Officer (CO), whenever they have credible evidence that:

- a principal, employee, agent, or subcontractor has committed a federal criminal law violation in connection with the award or performance of the contract involving fraud, conflict of interest, bribery, or gratuities,
- a violation of the civil False Claims Act has occurred, or
- a significant overpayment on a contract has occurred.

All reports of suspected wrongdoing will be investigated to determine if there exists credible evidence of criminal or civil procurement code violations or significant contract overpayments. Cases in which credible evidence is determined to exist will be timely reported by QED to the OIG of the respective government agency or as otherwise required by the FAR, with a copy provided to the applicable CO.

#### A. Obligation to Report

To ensure the highest standards of business ethics are applied and to secure compliance with the FAR and other applicable regulations, it is mandated by this *Code* that all employees have the obligation to timely and properly report all suspected improper conduct using the procedures mandated by this *Code*.

Employees are encouraged to discuss any ethics-related questions or concerns with their Managers, HR, or leadership. If an employee is not comfortable doing so, they should contact a QED Ethics and Compliance Representative. This contact can be anonymous, confidential, or open, at the option of the employee. **See Subsection IV, below, for how to contact QED's Ethics and Compliance Representatives.**

QED's Ethics and Compliance Representatives have the overall responsibility to investigate and establish the existence of credible evidence and QED will allocate resources as needed to facilitate the execution of the duties of QED's Ethics and Compliance Representatives assigned by this *Code*. QED's Ethics and Compliance Representatives have the obligation to keep the management of QED apprised at all times of current investigations, results of completed investigations, cases in which it has been determined that credible evidence exists, and the actions taken in such cases. All cases will be reviewed by Executive Management and final determinations based on recommendations from a QED Ethics and Compliance Representative will be made in a timely manner as to whether "credible evidence" exists requiring reporting to the Government in accordance with the FAR.

While discharging the obligations according to the above paragraph, a QED Ethics and Compliance Representative and QED's Executive Management will ensure that managers, directors, and other staff that may be exposed by the investigation are precluded from obtaining knowledge about the course and results of the investigation or from otherwise influencing the outcome of the investigation. Finally, all deliberations undertaken regarding such investigations may include QED-dedicated or retained legal counsel, whenever possible.

While QED encouraged timely and complete reporting, any QED employee who intentionally and maliciously provides misleading or false information regarding violations of the *Code* or against an employee will be subject to disciplinary action, up to and including termination of employment.

To fulfill its responsibilities, QED must know about potentially problematic conduct.

**UNDER US FEDERAL RULES, ALL GOVERNMENT CONTRACTORS ARE REQUIRED TO SELF-DISCLOSE ANY PERCEIVED CRIMINAL CONDUCT BY THE ORGANIZATION. WITH REGARD TO THIS GOAL, QED HEREBY REEMPHASIZES THE FOLLOWING GUIDELINES:**

- EMPLOYEES MUST REPORT ANY INSTANCE OF IMPROPER CONDUCT OR SUSPECTED IMPROPER CONDUCT BY ANOTHER EMPLOYEE, CONSULTANT, SUBCONTRACTOR, VENDOR, OR ANYONE ACTING ON QED’S BEHALF
- REPORTS OF IMPROPER CONDUCT SHOULD BE SUBMITTED TO A QED ETHICS AND COMPLIANCE REPRESENTATIVE
- REPORTS OF IMPROPER CONDUCT CAN BE MADE ANONYMOUSLY AND WILL BE TREATED AS CONFIDENTIAL BY QED, TO THE MAXIMUM EXTENT POSSIBLE
- ANY EMPLOYEE REPORTING AN ACT OF IMPROPER CONDUCT OR SUSPECTED IMPROPER CONDUCT WILL BE PROTECTED FROM RETRIBUTION OR REPRISAL
- REPORTS WILL BE INVESTIGATED AS PROVIDED BY THIS CODE. ANONYMOUS REPORTS WILL BE CONSIDERED AND INVESTIGATED WITH THE SERIOUSNESS AND ATTENTION APPLIED TO NON-ANONYMOUS REPORTS.

**IV. QED ETHICS AND COMPLIANCE REPRESENTATIVES AND COMPLIANCE COMMITTEE**

Consistent with its objectives, QED Ethics and Compliance Representatives are responsible for ensuring compliance with and investigating any reports of violations of QED’s business ethics principles. QED has appointed its Senior Director of Human Capital Management and its Executive Vice President to act as its Ethics and Compliance Representatives, and members of the Contract Administration team and Legal Counsel may be included as necessary. QED Ethics and Compliance Representatives are responsible for encouraging a culture of compliance and for investigating any reports of violations or suspected violations of QED’s ethics and business conduct principles and will oversee Company-wide efforts to promote a positive, ethical work environment for all employees and to support business practices that engender confidence among those with whom we do business. As a general rule, questions or concerns of an ethical nature or that involve issues of statutory or regulatory compliance should be brought to the attention of a QED Ethics and Compliance Representative.

There are several ways to contact a QED Ethics and Compliance Representative:

<b>QED Ethics and Compliance Representative(s)</b>	E-mail	conduct@qedgroupllc.com
	Online	www.qedgroupllc.com/report
	Telephone	(703) 678-4777

Mail

The QED Group, LLC  
1820 N. Fort Myer Drive, Suite 700, Arlington, VA 22209

Prompt reporting of ethics and business conduct issues and concerns is essential. QED Ethics and Compliance Representatives must be made aware of matters of concern to address them.

When an employee reports a concern to a QED Ethics and Compliance Representative, the communication will be protected to the maximum extent practicable and the concern will be thoroughly addressed. The individual need not identify himself or herself – all reports, whether anonymous or not, will receive the same diligent attention.

#### **V. DISPLAY OF HOTLINE POSTERS**

QED Ethics and Compliance Representatives are responsible for sharing the QED Ethics Hotline posters to be posted in each QED office as well any required client fraud hotline posters in common areas accessible by all employees of the divisions performing work on covered federal contracts. These posters contain relevant contact information and encourage reporting on any issues or concerns.

#### **VI. COOPERATION WITH FEDERAL AUTHORITIES IN CASE OF INVESTIGATION**

It is QED's policy to ensure full cooperation is provided by all employees to federal authorities in investigating cases related to the Company. QED Ethics and Compliance Representatives ensure that the respective authorities receive access to employees and documentation within the scope of the investigation and without compromising the rights of individuals and QED.

#### **VII. CONSEQUENCES FOR VIOLATIONS OR FAILURE TO TAKE REASONABLE STEPS TO PREVENT/DETECT IMPROPER CONDUCT**

It is QED's policy to ensure that appropriate disciplinary actions are taken against all violators of this *Code*, including but not limited to dismissal of violators. Disciplinary actions will be determined in accordance with QED's Human Resource policies, employment terms and conditions, and applicable federal, state, and local regulations.

## BUSINESS ETHICS AND CONDUCT – THE WORKPLACE

### I. QUALITY IN OUR WORK

QED is committed to ensuring the highest degree of quality work on all of our projects. QED is driven by knowledge, excellence, and innovation, with QED values and global capabilities.

It is each employee's responsibility to provide quality service to our clients. It is also the responsibility of each employee to advise his or her Manager or a QED Ethics and Compliance Representative if any employee deviates from the Company's commitment to provide quality service. Further, QED is committed to the highest standards of professional and scientific integrity when performing scientific, research, or evaluation work. All work must be grounded in documented and accepted approaches, supported by evidence including validated data and information, and that results and work products are free from bias or miscalculation. Employees may not falsify, misrepresent, or fabricate any data or results, even if pressured by a client or internal staff to do so.

### II. TREATMENT OF OTHER EMPLOYEES

QED employees must treat their colleagues in a professional, courteous, and respectful manner. Discrimination on the basis of race, sex, national origin, sexual orientation, gender identity and expression, age, disability, pregnancy, religion, political or other opinion, birth, marital status, genetic information, or other feature protected by state or federal statute is strictly forbidden. Harassment of any form is unacceptable and will not be tolerated. Employees who engage in such conduct will be subject to immediate disciplinary action that may include termination from employment.

The Company values diversity in all aspects of our work and regularly joins together with individuals and organizations from across the globe that manifest a wide variety of differences, both culturally and in support of their particular interests. QED is committed to an open and discrimination-free environment for all staff and promotes equity and an inclusive community in which staff are free to express themselves openly and honestly.

Employees are prohibited from the following discriminatory behaviors:

- Refusing to hire on the basis of status
- Refusing to promote, train, or develop on the basis of status
- Separating an employee on the basis of status
- Refusing to assist and procure aids for those who request reasonable accommodations to overcome a disability
- Treating others in an unkind or unfair manner

### III. PRESERVING QED ASSETS

QED owns many diverse assets, including intellectual property, office supplies and equipment, educational resources, state-of-the-art technology, and other assets used to support its mission of

providing innovative technology-based products and services to foster business and international development.

The proper use and protection of QED assets is every employee's responsibility. All Company assets should be used with the utmost care and respect guarding against waste, abuse, loss, and theft. QED assets must be used for the benefit of QED. The use of such assets for individual profit or any unlawful, unauthorized, personal or unethical purpose is strictly prohibited.

All QED information technology (IT) systems, including email, networks, servers, intranet, and individual laptop or desktop computers, may only be used for business purposes. QED permits limited personal use of the IT systems as long as the use does not interfere with the employee's ability to perform regular work responsibilities, is within the standards of QED, does not compromise or damage QED, does not cause any additional expense, and does not conflict with any provision in this Code. This is a privilege, not an entitlement, and may be restricted or removed at any time should any violations occur.

#### IV. CONFLICTS OF INTEREST

All full-time employees of QED are expected to devote complete and full-time efforts to their duties at QED. Employees are expected to conduct their business, financial and personal affairs in a manner that does not create conflicts with the faithful performance of their responsibilities. Employees must disclose to HR or a QED Ethics and Compliance Representative prior to accepting any outside employment or other paid position from another Company, even if the other Company does not directly or indirectly compete with QED.

A conflict of interest occurs when the private, personal interests of a QED employee are at odds with, or come into conflict with, the official responsibilities of that QED employee.

Situations involving personal or financial interests of an employee, or of his or her partner, family, or friends, which conflict with the interests of QED, or even appear to, must be avoided. For example, if an employee or member of an employee's family has a substantial financial interest in any company which is proposing to subcontract or supply goods or services to QED, the employee must promptly inform management and disclose the interest in writing; normally, such employee would then be recused from any involvement, formal or informal, in the decision-making for that subcontract.

Employees may not hold financial interests in non-publicly owned competitors of QED or serve as Advisors or on the Board of Directors of such organizations. An employee may own securities of any publicly owned competitor if the holdings do not exceed one-tenth of one percent of the competitor's outstanding securities. For this Code, competitors, vendors and clients are classified as either "publicly owned" or "non-publicly owned." A publicly owned company has its securities listed for trading on a national securities exchange, such as the New York Stock Exchange, American Stock Exchange, or an over-the-counter market. All others are non-publicly owned. There is a corollary to this rule: an employee is also limited in such an investment to a maximum of ten percent of their own total assets since that could be a substantial investment in a large company. However, as a rule, QED discourages investments in companies in our industry



with which we have or may have business relationships in the future.

If an employee's position makes it possible to influence in any way QED's relationship with a non-publicly owned actual or potential vendor or client, that employee may not have any financial interest in that firm.

Employees may also not have any financial interest in any publicly owned actual or potential vendor or client if the business between QED and that firm is substantial, which means business that could dramatically affect the earnings of QED. However, an employee may have a financial interest if the business between QED and the other company is not substantial, subject to the one-tenth-of-one percent/ten percent rules defined above.

If an employee's duties are totally removed from possible influence upon negotiations or other business dealings between QED and other companies, that employee may hold a financial interest in a non-publicly owned vendor or client under one condition: the employee must disclose such holdings to a QED Ethics and Compliance Representative and Executive Management for confirmation that no conflict of interest exists.

This Code does not prohibit an employee from investing in QED's 401(k) Plan or in mutual funds, even though such programs may own securities of QED's competitors, vendors, or clients. Employees who believe they have been offered a kickback or gratuity or bribe in exchange for a QED subcontract or business opportunity must immediately refuse the offer and report the incident to a QED Ethics and Compliance Representative.

No QED employee, officer or agent shall participate in the selection, award or administration of a contract, subcontract or staff action if a real or apparent conflict of interest is involved. A conflict is likely to exist when such an employee, officer, agent (or any member of his or her family, partner or organization) participates in one of these processes while having a personal financial or other interest in the entity selected for the award.

QED shall adhere strictly in all its activities to the requirements applicable to organizational conflicts of interest (OCI) as provided for in FAR Part 9.5. It is the responsibility of QED's management to timely identify cases that may constitute OCI such as, but not limited to, providing systems engineering and technical direction, preparing specifications or work statements, providing evaluation services, and obtaining access to proprietary information. In all such cases, the Manager will seek the advice of a QED Ethics and Compliance Representative and act in accordance with the directions provided by a QED Ethics and Compliance Representative related to disclosing, mitigating or otherwise addressing the OCI case.

It is impossible to list every situation where a conflict may occur. Some areas, however, are more obvious than others – to avoid potential conflicts of interest employees are prohibited from engaging in the following activities:



**CONFLICTS OF INTEREST – EXAMPLES**

<b><i>“PARTICIPATING ACTS”</i></b>	<b><i>“ENABLING ACTS”</i></b>
<ul style="list-style-type: none"> <li>• OBTAINING OUTSIDE SIMULTANEOUS EMPLOYMENT WITH ONE OF OUR COMPETITORS, CLIENTS OR PARTNERS</li> <li>• OWNING OR HAVING AN INTEREST IN A BUSINESS THAT IS A COMPETITOR, VENDOR, CLIENT, PARTNER OR SUBCONTRACTOR</li> <li>• ENGAGING IN A ROMANTIC RELATIONSHIP WITH A DIRECT REPORT, DIRECT MANAGER, OR VENDOR</li> <li>• HIRING A FAMILY MEMBER TO WORK ON A DIRECT TEAM OR RELATED TEAM</li> <li>• UTILIZING CONFIDENTIAL INFORMATION LEARNED FROM A COMPETING ORGANIZATION TO ADVANCE QED BUSINESS INTERESTS</li> </ul>	<ul style="list-style-type: none"> <li>• PROVIDING BUSINESS TO AN INDIVIDUAL OR ENTITY OWNED OR CONTROLLED BY AN EMPLOYEE OR HIS OR HER FAMILY</li> <li>• PROVIDING INDIVIDUAL CONSULTING SERVICES TO A CLIENT OR SUBCONTRACTOR OF QED</li> </ul> <p><b><i>“PARTICIPATING &amp; ENABLING ACTS”</i></b></p> <ul style="list-style-type: none"> <li>• BIDDING OR PERFORMING ON CONTRACTS THAT MAY BE CONSTRUED AS CONFLICTS OF INTEREST AS DEFINED IN FAR PART 9.5—SUCH AS (BUT NOT LIMITED TO) PREPARING SPECIFICATIONS OR WORK STATEMENTS FOR AN UPCOMING CONTRACT THAT QED WISHES TO BID; PROVIDING EVALUATION SERVICES OF A COMPETITOR, ESPECIALLY IN ADVANCE OF QED COMPETING FOR AN UPCOMING CONTRACT; OBTAINING ACCESS TO PROPRIETARY INFORMATION OF ANY ACTIVE COMPETITOR</li> </ul>

Concerns about conflicts of interest are not unusual and it is often difficult to determine whether a situation is, in fact, a conflict of interest. Conflicts can arise innocently, but need to be investigated to the extent necessary to determine that QED’s interests are best served.

Employees who have questions about whether aspects of their own business, financial or personal relationships may be considered or potentially create real or perceived conflicts of interest should contact a QED Ethics and Compliance Representatives for further guidance.

**V. EMPLOYING PRESENT AND FORMER GOVERNMENT EMPLOYEES**

Applicants for employment at QED may from time to time include present and former government employees. There are strict limits under federal “revolving door” and conflict of interest rules relating to the hiring of such individuals from across the Government. Applicable rules extend to both pre-employment constraints on contacts with current government employees to discuss their potential employment by QED (or their use as consultants or subcontractors) as well as post-employment restrictions on former federal employees when dealing with their previous employing agencies. Before a present or former government employee may be employed at QED or contacted regarding possible employment opportunities, a QED Ethics and Compliance Representative must be consulted to ensure that no violations of law occur. Typically the

candidate will be asked to obtain an ethics determination letter from the relevant ethics official within their agency.

#### **VI. U.S. IMMIGRATION COMPLIANCE**

QED is committed to adhering to U.S. immigration rules and requirements. QED uses the U.S. Citizenship and Immigration Service's E-Verify system to electronically verify new employees' employment eligibility. Doing so entails entering the information contained on an employee's Form (I-9) into E-Verify's web interface. The program then runs the information through federal databases to confirm the employee's name, social security number, date of birth, and citizenship status. E-Verify also has a photo screening tool that matches a picture contained on passports, permanent resident cards, and employment authorization cards with official USCIS records. Only those authorized to work in the United States will be hired by QED to do so.

#### **VII. DUTY OF CARE**

QED assumes responsibility for the employee's safety and well-being while operating on Company business and through regular performance of work. The Company maintains adequate and appropriate insurance to protect the Company and its Representatives.

#### **VIII. MAINTAINING GOVERNMENT OR CLIENT PROPERTY**

Some contracts and projects may require QED to use equipment or property that belongs to the government or to the client. Government or client furnished equipment or property must be used only in the manner specifically provided for by the contract. Additionally, such equipment and property shall be cared for as required by the contract or, in the absence of any specific instructions, as though it were the property of QED. Destruction or theft of government property is punishable under federal law by imprisonment and large fines.

#### **IX. FINANCIAL REPORTING AND RECORDS**

QED employees must strictly comply with the many laws, rules, and regulations that govern the business operations of a corporation operating in the states and countries in which QED does business. Additionally, QED employees must comply with the laws, rules and regulations that apply specifically to government contractors doing business with federal and state governments, both in the United States and abroad.

It is the duty of each employee to maintain the accuracy and reliability of QED's business records. These records are crucial for compliance with regulatory, tax, and financial reporting requirements. All employees who enter information into business records, or regulatory or financial reports are responsible for doing so in a truthful, accurate, legible and timely manner. There are no exceptions to this rule.

If an employee believes his or her statements have been misunderstood, the employee is responsible for clarifying his or her representations. If information required to be provided by QED was inadvertently omitted, the information must be supplied promptly. If an employee is asked to enter information into business records that he or she does not believe to be accurate or reliable,

such employee should refuse to make the entry and should contact a QED Ethics and Compliance Representative.

The need to be truthful and accurate in our business relationships arises in many of the everyday activities of our employees. Several of these activities and QED's expectations are described below.

### **A. Bidding for and Negotiating Contracts and Awards**

Employees who prepare bids to a government agency or other client must be certain that there are no misrepresentations or intentional omissions in any of the information provided.

If you are involved in proposal or bid preparation, or contract negotiations, you must be certain that all statements, communications, and representations to prospective clients are accurate and truthful.

QED is committed to strict compliance with the Procurement Integrity Act, along with its implementing and related regulations. As such, employees must not request or receive source selection or proprietary information from either QED's clients or its competitors, or other sources, as well as take due care not to allow QED's restricted competitive information from being improperly shared both outside and inside the company. If any such release does occur, or if an employee receives information they believe may not be appropriate, they must immediately disclose any knowledge of the facts to a QED Ethics and Compliance Representative.

Once awarded, all contracts must be performed in strict compliance with the agreement terms, specifications, and requirements.

### **B. Labor and Materials Charging**

Employees must report all hours correctly and in a timely manner on Company-provided timesheets. While the details of record keeping may be complex, the principles to be followed are simple. Honesty and integrity should govern all actions.

- All labor and material costs must be charged accurately and labor charging should reflect the true nature of the work performed.
- Any employee found to have falsified time reports or other records will be subject to disciplinary action including immediate dismissal.

Occasionally, mistakes will occur when labor or materials are charged. Mistakes must be corrected, but changes to QED documents can only be made using proper methods and with a Manager's approval. Managers are responsible for assuring that the employees on their projects properly charge their time and materials and are further accountable for careful review and approval.

### **C. Certifications**

Some contracts and awards require QED to provide certifications or other representations that specific procedures have been performed, materials have been used, or required tests or

inspections have been performed. Employees who prepare certifications regarding a client's requirements or governmental regulations must ensure that all representations are truthful.

#### **D. Invoices, Claims and Other Requests for Payment**

Employees who submit invoices, claims and other requests for payment to government agencies and commercial partners must make certain that the invoices and claims and their supporting documentation reflect accurate and truthful information. As with other areas of employment, an employee's actions should be governed by principles of respect, honesty, and integrity.

As such, QED may not charge the government, or any other entity, for work not performed or a service not provided. Employees may not knowingly or in deliberate ignorance of the facts provide a false statement or false certification, written or oral, to the government or any other client. Reasonable steps should be taken to confirm the accuracy of information before any invoice or claim is submitted.

Failure to comply with this most fundamental obligation may result in criminal and civil liability for both QED and the employee(s) involved. It may also result in a breach of contract action against QED. Certainly, QED's reputation will be damaged and our ability to win new contracts and stay financially healthy will be adversely affected.

Because of the potentially severe consequences of making untruthful or inaccurate statements to our clients, QED will take certain, swift, and punitive disciplinary action against any employee who violates this rule.

#### **X. INTERNAL CONTROLS**

QED has established an internal control system with the purpose of maintaining the integrity and the efficiency of the processes related to mandatory disclosure/reporting requirements per FAR Part 3.10 and FAR 52.203-13.

The *Code* provides the basis for operations of the internal control system. The factors the internal control environment must consider are integrity, ethical values and competence of the employees and the degree to which they reflect the principles of the *Code*; QED's philosophy and operating style and how they reflect the values promoted in the *Code*; and the attention and direction provided in conducting the activities necessary to implement and carry on the policies and procedures in the *Code*.

QED's core internal controls discussed in this *Code* include:

- Maintaining the integrity and effectiveness of processes in the *Code*
- Maintaining an ongoing effective business ethics training program
- Assigning a sufficient and appropriate level of resources to ensure the effectiveness of the business ethics and compliance program
- Screening new hires so that individuals who have conducted themselves in a manner inconsistent with the *Code* are not hired
- Reporting of suspected violations by employees, without inhibition
- Ensuring no retribution against employees who report suspected violations

- Monitoring QED's reporting mechanism (i.e., OIG or internal hotline) to ensure follow-up is timely and that the system is working effectively
- Prompt investigations of reported violations, all of which are regarded as serious and material
- Examining the facts and circumstances around reported violations to determine if "credible evidence" or "significant overpayments" exist through QED's two step internal process – preliminary investigation and Executive Management determination. If credible evidence or significant overpayments exist, timely reporting to the appropriate OIG and CO or as otherwise required by the FAR is mandatory, as is full cooperation with any and all government investigations. For cases of credible evidence or significant overpayments, QED will define the necessary corrective actions and immediately implement these corrective actions
- Proceeding with disciplinary action for violations of the *Code's* requirements
- Periodic review and assessment of the *Code's* effectiveness and identification of ways to increase its effectiveness
- Flow-down, as required, of FAR and other required clauses to all covered subcontract awards
- Disclosure of subcontractor violations of which QED is aware

To ensure that QED is identifying any conduct that is in breach of the *Code*, QED self-monitors for compliance. Monitoring will be ongoing and is the obligation of all managers, directors and employees having supervisory authority. Any suspected violations of the *Code* will be reported as provided for in the *Code*.

Auditing of procedures provided for by the *Code* will also occur on a periodic and unannounced basis. The audits will be conducted by a QED Ethics and Compliance Representative and, when applicable, by Executive Management or their appointed representative(s). The periodic audits will test the internal controls as described in the *Code* and will test all risk areas identified. The audit scope can also cover targeted areas as determined by Executive Management. The audit findings will be reported to members of Executive Management who have responsibility for taking necessary corrective actions to resolve audit findings.

Periodic risk assessments will be conducted as provided for in the *Code* and with the goal of establishing the effectiveness of the policies and procedures in the *Code* in ensuring QED operates as required by US Criminal and Civil Codes, the FAR, and this *Code*, as well as to propose amendments, corrections and other actions as appropriate to improve the effectiveness of the *Code*. The proposed actions will be reviewed by Executive Management and approved or rejected. A record of the review will be kept by a QED Ethics and Compliance Representative and all approved changes will be timely incorporated in the *Code*. The review must be conducted and changes (if any) incorporated before the annual training of employees is conducted.

## **XI. PROPRIETARY, CONFIDENTIAL AND CLASSIFIED INFORMATION**

QED performs contracts and grants involving intellectual property, technology, and research and development programs. QED employees have regular access to proprietary and confidential information. Employees must be careful not to disclose proprietary or confidential business, as well

as technical information of QED or any other party to anyone outside of QED and its affiliates unless they have received proper authorization from QED and are convinced that in disclosing information per the authorization they are not in breach of any contractual and/or federal regulatory requirements. Proprietary and confidential information includes but is not limited to all financial data, trade secrets, patents, copyrights, market surveys, business and marketing plans, engineering designs, construction plans, other programmatic and developmental approaches, and related documentation. In some instances, the information will have been developed by QED and, on other occasions, the information will have been provided to QED from a client or business partner in connection with contract performance.

To avoid making an inadvertent disclosure of confidential information, employees should not discuss QED business in the presence of third parties or in public locations, such as restaurants, stores, or elevators. Additionally, employees should not take QED materials with them to their homes, restaurants, or other locations. Care must also be taken when speaking about business with family members or friends because even innocent conversations may lead to the public disclosure of proprietary or confidential information.

In the course of normal business activities, it is also possible that clients, competitors and others may divulge to QED information that is proprietary to their business. Those confidences must be respected. If a QED employee believes they have received confidential or procurement-related information from another entity, they must immediately disclose this to a QED Ethics and Compliance Representative.

QED employees working with classified information must understand and comply with the applicable rules and regulations, relevant contract provisions, and QED's security plan(s).

All intellectual property developed for Company business during the course of employment (whether as a contracted consultant or employee) or on behalf of a client is considered "work for hire" and belongs to either QED or the client, as specified by contractual documents. All staff are expected to comply with regulations and laws with regards to Intellectual Property.

## **XII. EXPORT CONTROL COMPLIANCE**

The laws and regulations which address exports are administered by the Treasury Department, State Department, Department of Commerce, and the United States Customs and Border Protection agencies. These laws address US national security and foreign policy and the protection of US economic interests. In summary, these policies require exports to certain foreign countries and foreign persons to be subject to review and/or application for an export license or other written approval.

Whenever an employee encounters or identifies an issue involving export control licensing, or the need for an export approval, s/he is required to address said issue with QED's Contracts department.

## **XIII. INVENTION REPORTING REQUIREMENTS**

Under the Bayh-Dole Act (37 CFR 401), grantees and awardees performing work under a Federal



government contract or grant for experimental, developmental, or research work (R&D) are required to report inventions to the government agency which funded the award or activity under which the invention was created. Subcontractors and subgrantees have the same reporting requirements as prime contractors. Accordingly, the Bayh-Dole Act enables organizations to retain title to materials and products they invent while working under a federally funded R&D program. In exchange for the awardee or grantee or subcontractor or subgrantee's benefit, the government is granted a "nonexclusive, nontransferable, irrevocable, paid-up license to practice or have practiced on behalf of the United States the subject invention throughout the world." (37 CFR 401(14)(6)(b)).

There may be other types of awards that require invention reporting in accordance with applicable Federal Acquisition Regulations (FAR) and agency supplements.

Any QED employee who creates an invention while performing job duties is required to report the invention to the QED Contracts Department as soon as practicable and not later than one month after the invention.

[NOTE: The need for employee training on this topic will be determined based on whether or not QED has been awarded any contracts subject to invention reporting.]

#### **XIV. POLITICAL ACTIVITY**

QED employees are precluded, during employee-compensated time, from lobbying, preparing political publications or materials, making partisan political speeches or engaging in related activities intended to influence legislation or to promote a political party or candidate.

#### **XV. FRAUD, WASTE, AND ABUSE**

QED considers acts of malfeasance, fraud, misrepresentation, or defalcation committed by its staff to be reprehensible and, in response, will take all disciplinary or other action that the Company deems appropriate. Malfeasance may include falsifying time sheets or documents, abuse of sick time, theft, etc. Defalcation includes the misuse or stealing of funds or other organization resources. Representatives are required to prevent, detect, and report any suspected fraud, waste, or abuse that they know or reasonably should know about. Any questions regarding Fraud should be directed to a QED Ethics and Compliance Representative.

## BUSINESS ETHICS AND CONDUCT – DEALING WITH OTHERS

QED employees must follow exemplary standards of conduct when dealing with the government, private entities, beneficiaries and other individuals. There are numerous statutory and regulatory provisions regarding the standards that are expected to be followed along with stringent penalties for noncompliance.

To ensure that there is no attempt to improperly influence the contractual decisions of others and to require honesty when interacting with others, the following standards of conduct must be followed at all times. In addition, any QED employee who becomes aware of a breach of these guidelines by another QED employee must promptly report such breach to his or her Manager or to a QED Ethics and Compliance Representative.

### I. BUSINESS CONTACTS WITH COMPETITORS

QED obtains much of its business by submitting bids or proposals to government agencies or other clients. We must be certain that in competitive business circumstances we do not violate any of the antitrust laws of the United States discussed below or those of other countries where we do business.

The antitrust laws prohibit any arrangement among competitors to restrict competition without providing any benefits to the public. Such arrangements include bid rigging, price-fixing and collusion in connection with the award of bids or proposals.

Employees of QED must not under any circumstances enter into discussions with employees of any competitors for the purpose of participating in the following restrictive practices:

RESTRICTIVE TRADE PRACTICES	
<ul style="list-style-type: none"> <li>• FIXING OR CONTROLLING PRICES</li> <li>• MISREPRESENTING OR HARASSING COMPETITORS</li> <li>• LIMITING OR RESTRICTING SERVICES OFFERED FOR ANTI-COMPETITIVE PURPOSES</li> </ul>	<ul style="list-style-type: none"> <li>• IMPLEMENTING DISCRIMINATORY PRICING</li> <li>• BOYCOTTING SPECIFIC SUPPLIERS, VENDORS, OR SUBCONTRACTORS</li> <li>• CONTROLLING PARTICULAR GEOGRAPHIC AREAS OR MARKETS</li> </ul>

Any employee who is approached to engage in such a prohibited practice or who participates in a meeting where such conversations take place should advise the individuals involved that he or she will not engage in such conversations and, if said conversation continues, the employee should either end the conversation or leave the meeting. Employees who experience such incidents or who learn of any such activities should advise a QED Ethics and Compliance Representative.

Domestic operations, as well as international operations, practices and transactions that directly or indirectly affect the commerce of the United States come within the purview of the U.S. antitrust laws. In addition, international operations, practices and transactions may be subject to foreign



antitrust laws, either of the country involved or of a multinational organization such as the European Economic Community.

QED Ethics and Compliance Representatives are responsible for assisting staff in complying with these laws. When staff have any questions about the laws themselves or their application, they must contact a QED Ethics and Compliance Representative for advice and assistance before taking any action that might violate these policies or the law.

Questions regarding this Antitrust section will usually be addressed by a QED Ethics and Compliance Representative. In all cases, staff must report suspected violations to a QED Ethics and Compliance Representative.

## **II. OBTAINING ACCESS TO CONFIDENTIAL OR SENSITIVE INFORMATION**

Employees of QED may not solicit or receive sensitive information about its competitors from sources that are not legitimate. Employees may not engage in industrial espionage, such as stealing information or improperly accessing competitor's databases. Additionally, QED may not retain consultants to obtain information using improper means.

Employees must be cautious about the methods they use to obtain information from government agencies. Federal law strictly regulates access by bidders or offerors, such as QED, to proprietary, confidential, and classified information. Employees must make certain that such information is obtained only from authorized sources. Equally, employees must refrain from either receiving or seeking QED competitors' proprietary information of any kind; if such information is provided to QED staff either advertently or inadvertently, they must immediately both destroy the data and report the incident to a QED Ethics and Compliance Representative. Such information can include material as seemingly innocuous as trip notes or industry analyses.

If an employee is unsure of the source of particular information or whether a source is authorized, the employee should contact a QED Ethics and Compliance Representative for guidance.

## **III. LOBBYING AND POLITICAL CONTRIBUTIONS**

QED employees may not contact members of Congress, their staff, or an Executive department employee to improperly influence the award of any Federal contract, grant, loan, or cooperative agreement, or the modification of any of these instruments.

Federal contractor entities are prohibited from making political contributions to any political party, committee, or candidate for public office. While QED encourages all employees to participate personally and actively in the political process, staff may not use QED assets – including employee work time, use of QED premises, or equipment – for any political candidate, party, or campaign without approval from a QED Ethics and Compliance Representative.

No employee will be favored or penalized due to making or not making a personal political contribution or for participating in any legal political activity in his or her own personal time.

QED may join membership organizations with the responsibility of lobbying for the International Development and Trade industry, but no individual may do so on QED's behalf.

#### IV. GIFTS, GRATUITIES, AND BUSINESS COURTESIES (BRIBERY)

All employees must ensure that any payments made by or on behalf of QED are made only for legitimate purposes. Staff should not give or offer anything of value, either directly or indirectly, that is beyond usual or customary practices or which violate the laws on giving gifts to United States or foreign government officials.

There are numerous statutes, rules and regulations that govern the giving and receiving of gifts, meals and entertainment. To avoid confusion and mistakes, QED has implemented the following general guidelines. However, because there are very complex rules and regulations in this area, staff should contact a QED Ethics and Compliance Representative if you have questions. If there is any doubt, either ask or don't do it.

##### A. Business Courtesies to Foreign Government Staff and Officials

Because QED may provide services outside of the United States, it is extremely important that all QED employees and representatives in any way involved with QED operations be familiar with the Foreign Corrupt Practices Act ("FCPA"). The FCPA is a United States law that prohibits corruptly giving, offering, or promising anything of value to foreign officials or foreign political parties, officials or candidates, to influence them to help QED (or any other entity or person) to obtain, keep, or direct business or to gain any improper business advantage. Further, the FCPA prohibits knowingly falsifying QED's books and records or knowingly circumventing or failing to implement accounting controls. Nothing less than strict compliance will suffice. Further, all transactions involving foreign officials must be approved by and coordinated with a QED Ethics and Compliance Representative.

##### B. Business Courtesies to Local, State, and Federal Government Employees

Employees are strictly forbidden from offering or providing anything of value, tangible or intangible, to government employees or members of their family. Items of value may include, but are not limited to, personal loans, holiday gifts, transportation, entertainment, meals, event tickets, etc. The only exceptions to this policy are:

- Promotional items of little intrinsic value (less than US\$20); and
- Refreshments like soft drinks, coffee or tea, and pastries served at business events, also valued at less than US\$20.

However, these exceptions do not apply when dealing with a government official acting on a procurement.

Any QED employee who becomes aware of any officer or employee of the government or a private commercial client soliciting any payment, gratuity, or favorable conduct, must immediately report the incident to their Manager or a QED Ethics and Compliance Representative.

Violation of the policy restricting gifts to government employees may result in serious criminal charges for bribery or illegal gratuities against QED and the employees involved. Severe disciplinary action will be taken.

This policy does not prohibit employees from socially entertaining any friends or family members who may be employees of a government agency. The entertainment may not, however, be connected in any way with the business of QED.

There are other narrow exceptions to the gift rules outlined above (e.g. government employees attending a so-called “widely attended gathering” hosted or sponsored by QED) and staff are to obtain guidance from a QED Ethics and Compliance Representative should they seek to utilize these additional—and oftentimes complex—exceptions.

### **C. Business Courtesies to Nongovernmental Employees**

QED strongly discourages giving gifts to any individual, including persons who work for its nongovernmental clients. However, employees may accept inexpensive gifts of an advertising and promotional nature, such as company logo mugs and t-shirts, provided they are given in the ordinary course of business, are of nominal value (US\$20 or less), and do not obligate the recipient or QED in any respect. Receipt by QED employees of giveaways at trade fairs which are available to all participants are generally acceptable. Gifts which do not fit this category must be returned. If the return of a gift is not practicable because of its nature, it may be given to a charitable institution and the giver informed of its disposition.

In the event a gift is proposed to be made by QED, approval must be secured in advance from both the QED manager of the operating division involved and a QED Ethics and Compliance Representative, and such gifts must (a) be offered and received in the context of the ordinary course of business, (b) have a value that is reasonable, and (c) shall be of a nature and value so as not to obligate the recipient in any respect. This includes any QED promotional items, regardless of value, that would be given to other than QED employees. Unless specifically allowed by the client contract for special purposes and approved by the client Contracting Officer, gifts of any kind will be treated as an unallowable cost item.

While employees may neither give nor receive any lavish or expensive entertainment, occasional normal and customary social business amenities, such as a corporate open house or holiday and milestone celebration events, are permitted. Unless specifically allowed by the client contract for special purposes and approved by the client Contracting Officer, social business amenities or events of any kind will be treated as an unallowable cost item.

### **V. ANTI-KICKBACK AND GRATUITY POLICY**

QED employees may not solicit or accept, or attempt to solicit or accept, anything of value, including money, fees, commissions, credit, gifts, or other compensation of any kind, from a supplier, vendor, or subcontractor to QED. This policy is necessary to ensure that employees are not influenced in an unethical or illegal manner throughout QED’s business relationships with others, including in the competition and award of contracts or subcontracts. This policy also applies to the family members of QED staff.

Gifts include discounts and personal services, as well as material items. Employees may accept discounts or promotional items from companies with which QED conducts business only to the extent that such benefits are offered to the public.

If a business partner or subcontractor sends an employee a gift or if a gift is delivered to an employee's home, the employee should inform her/his Manager. The Manager will decide for the gift to be returned and make certain that the sender is reminded of QED's policy. If an employee believes that a supplier, vendor or subcontractor seeks to provide a gift to obtain favorable treatment from QED, the employee should immediately report this conduct to a QED Ethics and Compliance Representative. If an employee believes an exception to this policy may be made due to personal or extenuating circumstances, the employee may seek approval from QED Executive Management.

This policy does not apply to gifts of a token or nominal value (less than US\$20). Also, employees may receive inexpensive items from a supplier, vendor or subcontractor, such as pens and pencils, calendars, or mementos, food or beverages on an infrequent basis.

## **VI. EQUAL OPPORTUNITY, DISCRIMINATION AND HARASSMENT POLICY**

QED is committed to the principles of equal opportunity and creating a working environment in which diversity is encouraged, welcomed, and valued. QED realizes that our success depends on the contributions of every employee and therefore, we will treat employees with fairness and respect. Moreover, QED will respect employee's and candidate's rights under all applicable laws that prohibit discrimination and harassment based on race, color, sex, national origin, sexual orientation, gender identity and expression, age, medical condition, physical or mental disability, family leave status, marital status, genetic information, or any other existential characteristic not impacting capability and merit. QED will consider individuals for employment opportunities based on merit as measured against objective, realistic, and transparent job requirements. In matters affecting promotion, training, hiring, compensation, separation, and all other employment actions, QED will ensure that all employees be afforded treatment that is lawful and consistent with our Human Resource policies and procedures. For more information about Equal Opportunity, please see the QED Employee Handbook.

QED embraces a "no tolerance" policy with respect to sexual misconduct and sexual harassment in all forms. The Company is committed to providing all staff an atmosphere conducive to the professional performance of his or her duties, without fear of harassment or predation, by whatever means or with whatever intended effect.

## **VII. ANTI-TRAFFICKING AND CHILD PROTECTION POLICY**

QED regards human trafficking as an abhorrent crime that is tantamount to modern-day slavery. While this issue may seem far removed, it is one of the largest illegal industries globally and many countries, including the U.S., have stringent laws regarding human trafficking and the protection of children, with severe penalties for offenders.

Specifically, the U.S. Government has a zero-tolerance policy regarding human trafficking in any form and, as a U.S. government contractor, QED is subject to that zero-tolerance policy. Any employee found to engage in any form of human trafficking will be immediately terminated. It is important to note that the U.S. and QED policy of zero tolerance applies not only when an employee is at work, but also after work hours. Furthermore, it is against QED policy to do business with any individual or entity that engages in any form of human trafficking. This includes consultants, subcontractors, suppliers, vendors, and clients. All such individuals and entities should be expressly made aware of QED's policy on human trafficking, and strictly abide by it.

Human trafficking includes commercial sex acts (either committed against children or adults), especially induced by force, fraud, coercion, financial gain, or other personal uses. But it also comprises procurement or exercise of forced labor; destruction, confiscation or denial of access by an employee to the employee's identity or immigration documents; use of misleading or fraudulent practices during recruitment or offering of employment; and even failing to provide for return transportation at the conclusion of employment.

QED upholds the UN Convention on the Rights of the Child requiring that children will be protected from performing any work likely to be dangerous, interfering with his or her education, are harmful to the child's mental, physical, spiritual, moral, or social wellbeing. Regardless of operating location, these tenets will be upheld. QED further prohibits all types of child abuse and expects that all Representatives comply accordingly. All children will be treated with respect, will have his or her selected adult in the company of the Representative working with the child, use all computers, cell phones, and cameras appropriately, refrain from any and all verbal or physical punishment or discipline, refrain from hiring children to perform any and all labor, and comply with all regulations.

When photographing a child for business purposes, employees will:

- Assess and comply with local traditions or restrictions for producing images
- Explain how the film or picture will be used
- Obtain consent from the child's legal guardian or parent
- Ensure that children are presented respectfully and not in a vulnerable manner
- Ensure that children are fully clothed and not in sexually suggestive positions
- Ensure that pictures represent the full context of the image
- Remove any personally identifying labels (i.e., name)

More generally, the aim of QED's child protection policy is to ensure children are safeguarded and their welfare is promoted when they are involved in, or connected to, any QED project or activity. QED is committed to compliance with host country and local child welfare and protection legislation or international standards, whichever gives greater protection, and with U.S. law where applicable.

## **VIII. DRUG-FREE WORKPLACE**

QED undertakes to maintain a safe and drug-free workplace. In striving to maintain a drug-free workplace and eliminate the presence and dangers of drugs, QED prohibits the unlawful

manufacture, distribution, dispensation, possession or use of illegal drugs on QED owned or controlled property.

QED may take, but is not limited to take, the following actions in the event any employee is found by the authorities to be manufacturing, distributing, dispensing, possessing, or using illegal drugs during his or her employment.

- If employment entails any performance related to a federal contract or assistance agreement, QED may contact the contracting officer or grants officer and will report the conduct according to the Defense Security Service and National Industrial Security Program reporting requirements.
- The manufacturing, distribution or dispensation of illegal drugs shall be grounds for immediate dismissal.
- The possession of illegal drugs will result in disciplinary actions and cooperation with law enforcement to address the possession and such other action as QED determines is reasonable given the circumstances and the type of substance determined to be in the employee's possession.
- If an employee is working with a program or activity which requires or warrants drug-testing, QED may conduct drug testing as required or warranted.

## **IX. PROCUREMENT**

The overall purpose of procurement regulations is to ensure that QED and/or the client obtains the highest quality of desired goods and services at the best price possible. Further, the regulations are aimed at streamlining the process of procurement while maintaining adequate controls. These procurement procedures apply to all staff involved in the procurement process and to all types of procurement. All procurement by QED and on our client's behalf must be honestly competed in accordance with QED and client regulations. Further information about QED's Procurement practices and policies can be found in the Procurement Manual.

## **X. TERRORISM AND SANCTIONS**

QED does not condone any activity that directly or indirectly contributes to or supports terrorism or terrorist activities, funding, recruitment, or other prohibited actions. All transactions must be in accordance to policy and procedures and will be vetted prior to payment or hiring with thorough due diligence.

Should sanctions be in place by Government or International authorities, QED will abide by the restrictions and avoid any business or payments, either directly or indirectly.

## OTHER ETHICAL AND LEGAL ISSUES

It is not possible for the *Code* to address every law, rule, regulation, or QED policy that may affect staff activities in the workplace. Nor is it possible for the *Code* to provide guidance on every potential concern an employee may have. Employees should bring new or unusual issues of concern to the attention of their Managers or a QED Ethics and Compliance Representative.

The legal and ethical obligations addressed in the *Code* provide clear direction to each employee for many of the common situations that occur in QED's business environment. QED is confident that with this *Code* as a base and regular education and discussion about the ethical concerns that may arise in the workplace, all staff will conduct themselves with the highest degree of integrity in all their business relationships.

### BUSINESS ETHICS & CONDUCT CHECKLIST – ALL EMPLOYEES MUST:

- ATTEND ANNUAL ETHICS TRAININGS
- OBTAIN ACTIONABLE KNOWLEDGE AND ANNUALLY REVIEW THIS CODE
- STRICTLY ADHERE TO ALL QED POLICIES
- REPORT ALL IMPROPER ACTIVITY
- AVOID CONFLICTS OF INTEREST
- KEEP ACCURATE AND COMPLETE RECORDS
- FOLLOW THE HIGHEST STANDARD OF CARE IN PERFORMING GOVERNMENT CONTRACT AND GRANT ACTIVITIES, TO INCLUDE ALL REPORTING REQUIREMENTS
- TREAT FELLOW EMPLOYEES IN A PROFESSIONAL MANNER

This *Code* will be periodically reviewed and updated as necessary. Reviews should be conducted and changes (if any) incorporated well prior to the conduct of any annual training of employees.



## GLOSSARY OF KEY TERMS USED IN THIS CODE

**“Abuse”** means to treat a person or persons with cruelty or violence, especially regularly or repeatedly.

**“Bribery” or “Bribe”** means to directly or indirectly offer, promise, or provide a financial or other advantage to another person or company to:

- Induce or encourage the other person or company to perform a function improperly
- Induce or encourage the other person or company to expedite the performance of a routine government action (also referred to as “Facilitation Payment”); or
- Reward the other person or company for the improper performance of a function

**“Child” or “Children”** means a person or persons below the majority age of 18, unless the laws of the representative country establish a legal majority age for adulthood that is older or younger.

**“Child Abuse”** means any form of physical, emotional or sexual mistreatment or lack of care of a minor that leads to injury or harm; the definition of a child includes every human being below the age of 18 years unless, under national law, majority is attained earlier as per the 1989 U.N Convention for the Right of the Child. Child Abuse is a failure of child protection.

**“Client”** means any individual or entity who engages with the Company to provide goods and/or services.

**“Commercial Sex Act”** means any sex act on account of which anything of value is given or received. This term is used synonymously with exploitation meaning the illegal use of human beings for prostitution or similar services.

**“Compliance”** means obeying and abiding by laws, codes, regulations, rules, policies, procedures, guidelines that detail proper conduct, management, and business transactions.

**“Conflict of Interest”** refers to a situation in which a Representative has a personal interest in an issue or outcome that is not consistent with or is in opposition to the interests of the Company, clients, or stakeholders.

**“Company”** refers to The QED Group, LLC; QED Holdings, LLC; QED Group (India), Private Limited and all affiliated entities, subsidiaries, joint ventures, or related companies.

**“Corruption”** means dishonest or fraudulent conduct, inducing wrong or improper conduct, as well as an abuse of power for personal or unlawful gain.

**“De Minimis”** means something so small, trivial, minor, or otherwise lacking significance. Generally, it would not be considered sanctionable by law.

**“Discrimination”** means the unlawful or prejudicial treatment of different categories of people or things, especially on the grounds of gender, race, nationality, age, and other legally protected classes.



**“Duty of Care (DOC)”** means the obligation of the Company to take reasonable care to prevent and mitigate foreseeable harm to any Representative (as well as to program beneficiaries) and to provide a safe work environment.

**“Employee”** means an individual who has a part-time, full-time, intermittent, fixed term, or continuous employment relationship with the Company.

**“Ethics”** means the discipline dealing with what is right and wrong and with moral duty and obligation.

**“Fraud”** means intentional perversion of truth to induce another to part with something of value or surrender a legal right; an act of deceiving or misrepresenting.

**“Human Trafficking”** means the many types of physical or psychological activities that compel or coerce a person’s labor, services, or commercial sex acts, whether taken advantage of as adults or as children. Human trafficking does not require smuggling or movement of the victim.

**“Intellectual Property”** means ideas, innovation, invention, processes, information, tools, systems, documents, software developed through the course of business with the Company.

**“Privacy”** means a secret or confidential matter or information not to be shared widely or only with a select group.

**“Prohibited Act”** means any action that is unlawful, against regulations, or does not comply with this Code.