



*Code of* **ETHICS** *and* **STANDARDS**  
*of* **BUSINESS CONDUCT**



**Day&Zimmermann**

*We do what we say.®*



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**HAL YOH**  
*CHAIRMAN & CEO*  
*DAY & ZIMMERMANN*

## MESSAGE **to** EMPLOYEES

**Our Company's reputation is one of its most valuable assets**, and preserving it helps us attract and retain excellent employees and loyal customers. We've worked hard over many years building our reputation and instilling our values — safety, integrity, diversity and success — above profits. We relentlessly keep our promises, and we know that we have earned this distinction through the actions of our employees.

I am confident that you know the difference between right and wrong. I also know that you will face situations in your work where the proper course of action is not always clear.

— *Continued*

## MESSAGE to EMPLOYEES — *Continued*

Our *Code of Ethics and Standards of Business Conduct* offers guidelines to help you make ethical decisions when faced with these dilemmas. In addition, our Ethics and Compliance Training Program, our Employee Help Line and our many Ethics Officers are there to help you identify and react appropriately to any ethical dilemma you may encounter in your job.

Our reputation is on the line every day. One questionable act by one employee can damage the Company's stature overnight. As an employee, you are responsible for making honorable choices and decisions that preserve and enhance the company's reputation. When you do what is right, even when it is difficult or unpopular, you have my support and my appreciation.

Hal Yoh  
Chairman & CEO  
Day & Zimmermann



**FOUNDATION *of* OUR  
CODE *of* ETHICS:**

**VALUES *and* VISION**

Day & Zimmermann has always been rooted in our four foundational values: *SAFETY*, *INTEGRITY*, *DIVERSITY*, and *SUCCESS*. These four values are our corporate DNA. They serve as a steady guide for the company as we continually take on new challenges, new responsibilities and new roles. They guide our relationships with customers and employees. They unify us. They are the foundation of our decisions and the characteristics of our culture.

*SAFETY* is embedded in our culture. Our people do not, and will not, compromise safety under any circumstance, because they know the safety of all of our stakeholders — our customers, our employees, our partners and our public — is more important to us than profit.

For us, safety is a passion rather than a business requirement. It is rooted in human value rather than business value — and our people know that. In many of our businesses we perform hazardous work daily — and yet we do it safely, in large part because of our deep team commitment to promoting a safe and healthy work environment.

## FOUNDATION OF OUR CODE OF ETHICS: VALUES AND VISION

*INTEGRITY* is key to our identity. It is about honoring our promise: *We Do What We Say.®* It requires that we conduct our business with honesty and truthfulness. It means we are each accountable for our decisions, actions and commitments. Integrity creates trust among our employees and customers.

*We Do What We Say.®* is the soul of our Company and a commitment to our customers and to one another. To us, integrity is doing the right thing in everything we do. It has always been about the importance of keeping promises – with no excuses and no compromises.

*DIVERSITY* is a part of our heritage. To be a company that embraces diversity, we are by definition inclusive, and thrive on learning so that our employees feel respected and invited to contribute to the success of our Company, clients, suppliers and communities.

At Day & Zimmermann, we value diversity because diverse businesses, talent, opportunities and solutions are key to achieving success.

**SUCCESS** means different things to different people, but we define it in three ways:

- First, it means we deliver services that help customers succeed, based on how they define success. All customers have their own unique goals and challenges. Success is providing services that help customers achieve *their* goals and accelerate *their* success.
- Second, it means we perform as a world-class team, and that we reap the rewards of that performance through fulfilling careers that give us opportunities to grow and be fairly compensated. It means we only win as individuals when the team succeeds.
- Third, it means we help make our communities successful.





# STANDARDS *of* BUSINESS CONDUCT

The Company's Code of Ethics outlines your responsibilities when faced with common ethical issues. These Standards cannot cover every ethical problem you might face, but they offer principles that should help you make good decisions.

The Standards of Business Conduct are grouped into five categories:

- Workplace Environment
- Information Recording and Reporting
- Protecting Resources
- Conflicts of Interest
- Community Relations

Our Code of Ethics applies to all employees of Day & Zimmermann and its subsidiaries, including the Company's CEO and other senior executives, as well as the Company's directors, consultants, contract laborers and other agents when they act on behalf of the Company.

## STANDARDS OF BUSINESS CONDUCT

These Standards provide a high level view of the expectations for all employees and our business partners and consultants. Our Company has also adopted policies and procedures that provide more detail and guidance for employees. Our Business Units may also have specific policies and procedures to address specific issues that apply to their operations. Company and Business Unit policies and other guidance are available on the Company's internal website, [mydayzim.com](http://mydayzim.com). You are required to perform your responsibilities in compliance with this Code, Company policies and procedures, as well as applicable laws and regulations.



**OUR COMMITMENT:** We are committed to maintaining a safe, healthy, productive and collegial workplace.

**REASON BEHIND IT:** We need to provide a safe, environmentally healthy and sound workplace in which employees are encouraged to excel. You are responsible for delivering your best work, and for following procedures that foster workplace safety, mutual respect and collegiality. *We do what we say.®*

### OUR STANDARDS:

**SAFETY:** Workplace safety starts with you. Learn the safety risks and hazards involved in the performance of your job and minimize those risks. Learn, understand and follow sound safety practices. Wear necessary protective gear. Part of our commitment to safety is that we are all in this together and we help one another to be safe on the job, as well as off the job.

**QUALITY:** Do your best work and help the Company establish and achieve high performance standards. Correct or report defects and errors that you discover in your work, and follow applicable procedures, quality checks and specifications.

## WORKPLACE ENVIRONMENT

### **DRUG-FREE WORKPLACE/WORKFORCE:**

#### *General Prohibition on Use in the Workplace*

The Company prohibits the unlawful distribution, presence, or use of illegal drugs, as well as the use of alcohol, on its property or worksites.

#### *Use of Marijuana*

Because marijuana use can result in impaired behavior or impaired physical condition, its use, presence or distribution in the workplace is prohibited.

#### *Use of Prescription Drugs, Including Prescription for Medical Marijuana*

Employees should report to HR when they are taking prescription medication that can affect their ability to perform their job safely or that can affect their ability to perform their essential job functions.

**WORKPLACE VIOLENCE:** The Company does not tolerate violence at any workplace, committed by or against our employees. Making threatening remarks, causing physical harm to someone else, intentionally damaging someone else's property, or acting aggressively or abusively in a way that causes someone else to fear injury constitutes violence. Please promptly inform your supervisor, Human Resources or Ethics Officer, or call the Help Line if you observe behavior that could be dangerous or violent.

**EMPLOYMENT PRACTICES:** It is our policy to ensure that all employees and applicants for employment are treated without regard to their race, creed, color, religion, citizenship, national origin, age, marital status, disability status, gender, gender identity, sexual orientation, military service or other characteristic protected by law.

Our policies regarding employment and all other personnel actions are consistent with the requirements of, and objectives set forth in, the various statutes, regulations and executive orders relating to equal employment opportunity.

**WORK ENVIRONMENT:** The Company's goal is to foster a work environment that is free from all forms of harassment, whether that harassment is because of race, gender, religion or other characteristics.

**ENVIRONMENTAL PROTECTION:** The Company seeks to minimize any adverse impact on the environment from its operations. Avoid environmental contamination as you perform your job. Conserve natural resources. Follow the laws, regulations and industry standards that protect the environment.

**SOCIAL MEDIA AND NETWORKING SITES:** Social media sites allow the Company to share knowledge and ideas, interact with and show value to customers, recruit and retain top talent and be innovative and competitive in the marketplace. While these sites create opportunities for communication, they also create responsibilities for Company employees. Social media usage is subject to all the Company policies and this Code.

## WORKPLACE ENVIRONMENT

**RESPONSIBILITIES OF MANAGERS AND SUPERVISORS:** Managers/Supervisors are tasked with explaining the requirements of the Code to the employees they manage and supervise. Managers/Supervisors need to affirm the need to comply with the laws, regulations and policies that govern our business.

Managers/Supervisors should also aim to be role models and set the standard for ethical behavior. It is very important for them to create an environment where employees can speak up without fear of retaliation. Managers/Supervisors should also consult with their business unit's Ethics Officer when needed and take swift action when responding to questions or correcting problems.

**RESPONSIBILITIES OF EMPLOYEES:** Employees are expected to read, understand and use the Code of Ethics and Standards of Business Conduct, learn the details of the Company or business unit policies that apply to them and educate themselves on the laws, rules and regulations that impact their work assignments.

Employees must complete the required training, seek guidance from their supervisors, Human Resources, the Ethics Office or the Law Department when needed and hold themselves and co-workers accountable to our ethical work standards.

### **OUR POLICIES ADDRESSING WORKPLACE ENVIRONMENT INCLUDE:**

- 1101-01 Safety General
- 1101-02 Safety in the Workplace
- 1101-03 Work Product Safety and Environmental Protection
- 1101-04 Safety in Business Travel
- 1101-05 Safety Acquisition, and Possession of Lethal Weapons
- 1101-06 Distracted Driving
- 1401-01 Equal Employment Opportunity
- 1401-02 Non-Discrimination and Anti-Harassment
- 1409 Accommodations to Religious Practices
- 1413 Whistleblower
- 1416 Statement on Affirmative Action
- 1417 Genetic Information Non-Discrimination
- 1419 Reasonable Accommodation Process
- 1420 Use of Alcohol and Drugs in the Workplace
- 1612 Social Media





**OUR COMMITMENT:** We are committed to creating and maintaining accurate records, keeping them up-to-date and reporting them accurately.

**REASON BEHIND IT:** We need to ensure that all Company records, reports, pricing data, invoices and other business documents are prepared and reported accurately. *We do what we say.®*

### OUR STANDARDS:

**TIME AND ATTENDANCE REPORTS:** You are responsible for accurately reporting the time you spend at work, on vacation, on holiday or on other paid leave. Supervisors are responsible for ensuring that time charges are assigned to the correct project or overhead account without regard for the remaining available budget. The Company's integrity is more important than financial gain.

**TEST/TRAINING RECORDS:** If you are responsible for conducting tests and recording results, record accurately the actual results of the test. Both the Company and its customers must be able to rely on the truthfulness and accuracy of test results and any follow-up corrective action. Rejecting a lot is better than risking someone's safety. Repeating a course is better than being unprepared to do the job.

**COST OR PRICING DATA:** When preparing bids or proposals that require a Cost & Pricing Certificate under the Truth in Negotiations Act, we must ensure that the certified data is current, accurate and complete.

**ACCOUNTS RECEIVABLE AND PAYABLE; GOVERNMENT OVERPAYMENTS:** If you are responsible for preparing invoices or for providing information to people who do, be sure that the invoice correctly reflects the product or service sold and the terms of the sale. If you are responsible for making payments to consultants, subcontractors or suppliers, make certain that the product/service received is exactly what the purchase agreement says it is.

If you become aware of overpayments by our U.S. government customer, promptly report them to your Business Unit Controller so that the issue can be reviewed and any amounts overpaid can be returned with an accurate explanation.

**BUSINESS ACCOUNTING:** If you prepare or approve Company financial data, either actual or forecasted, be sure that it is accurate. The Company and third parties rely on such data.

**CONTRACT COSTS:** The Company must assign costs to certain projects and overhead accounts in accordance with a government-approved Disclosure Statement. If you record costs for government contracts, your assignment of costs for the work must be timely, accurate and complete.

**RECORDS RETENTION:** Employees must comply with the Company's records retention policy. It is unethical and/or unlawful to destroy, conceal, alter or falsify the Company's records, documents or objects for the purpose of obstructing or influencing any lawsuit or other legal, regulatory or governmental proceeding or investigation.

### **OUR POLICIES ADDRESSING INFORMATION REPORTING AND RECORDING INCLUDE:**

- 1303 Preparation of Company Financial Records and Reports Using GAAP
- 1304-01 Chart of Accounts – Preparation and Distribution
- 1305 Accounting Period and Year
- 1307 Control and Reporting of Accrued and Incurred Costs
- 1106 Records Retention and Disposal
- 1312 Government Contract Reporting
- 1312-01 CASB Disclosure Statement Preparation and Dissemination
- 1323-03 Project Reviews
- 1324 Accounting Procedure and Internal Audit
- 1326-01 Time Management
- 1326-02 Timesheets
- 1204 Media Relations and Information Management
- 1606 Information System Protection
- 1607 Classification, Marking and Distribution
- 1608 Information System Controls
- 1609 Information Control Requirements



**OUR COMMITMENT:** We are committed to preserving and protecting the property, money and information of the Company and its customers.

**REASON BEHIND IT:** Property, money and information that belong to the Company or its customers must be preserved, protected and accounted for. As an employee, you should perform your work efficiently, avoiding unnecessary expense, to preserve the Company's reputation and help it win more work. ***We do what we say.®***

### OUR STANDARDS:

**PHYSICAL PROPERTY:** You are personally responsible for customer-furnished property used in your work. You must make sure that it is used properly, by authorized personnel, and only for the purpose intended. Company property may not be used for personal benefit, or sold, loaned, given away or otherwise disposed of without proper authorization.

**MONEY:** Be frugal when spending Company or customer funds. Find the best value for the price. Find economical airfare and hotel accommodations.

## PROTECTING RESOURCES

**SENSITIVE COMPANY INFORMATION:** If you have access to technical, financial, commercial or personal information that is sensitive, you are responsible for safeguarding it. You may not share sensitive information with anyone, inside the Company or out, unless an individual is authorized to receive it and has a legitimate need to know. Likewise, you should request and accept sensitive information from others only if you are authorized and have a legitimate need to know.

Sensitive information may concern the Company, its employees, customers, business partners and suppliers. Examples include employment records, internal investigations, legal matters, salary information, trade secrets, financial data, cost and pricing data, potential business relationships and transactions and strategic plans.

**INTELLECTUAL PROPERTY:** You must not infringe on the patents, trademarks and copyrights of others. You should not use another company's trademark without that company's permission. You should not copy or redistribute copyrighted materials without the permission of the copyright owner. Please contact the Law Department if you have any questions in this area.

**CLASSIFIED OR SENSITIVE BUT UNCLASSIFIED INFORMATION:** As an employee, you are required to safeguard U.S. government classified information and sensitive but unclassified information in accordance with Company-issued directives and government rules, such as the National Industrial Security Program Operating Manual and the U.S. export control laws.

Technical data controlled by the International Traffic in Arms Regulation (ITAR) must be handled in accordance with that regulation and Company policies. The responsibility to protect classified information and ITAR Technical data will continue after you leave the Company. You must return documents or electronic files containing such information/data to the Company before you leave.

**USE OF COMPANY INFORMATION TECHNOLOGY RESOURCES:** Information technology resources such as email are to be used primarily for business operations. Limited personal use is permitted in accordance with Company policy and providing it does not conflict or interfere with normal business activities. The Company may monitor the use of its information technology and electronic communications to ensure compliance with Company policies.

Be aware that the Company will have a record of any activity or transaction conducted while using a Company information technology resource. The employees must use information technology resources in a responsible manner and must seek authorization for any action that is outside of their primary responsibility.

**INFORMATION SECURITY:** Inappropriate use of information technology resources can affect the security of those resources and as a result every Company employee has a direct impact on the overall health and security of the Company's information technology resources.

## PROTECTING RESOURCES

Installing unauthorized software, responding to requests by unknown or unauthorized people via email or even speaking about Company business on social media can have far-reaching effects. An employee must not knowingly engage in any act that may impact the security of our information technology resources and must report any such or suspected action to the proper Company personnel.

### **OUR POLICIES ADDRESSING PROTECTING RESOURCES INCLUDE:**

- 1105-03 Principal Corporate Facilities
- 1105-04 Office Furniture and Equipment
- 1105-05 Purchase/Lease of Real Estate for Manufacturing /Distribution
- 1306 Business Travel
- 1322 Expenditure Approvals
- 1327 Procurement Card
- 1328 Company Vehicles
- 1415 Personal Information Security
- 1601 Use of Information and Systems
- 1611 Storage and Removal of Marked Electronic Information
- 1610 Password Controls
- 1613 Mobile Devices
- 1614 Clean Screen and Clean Desk
- 1615 Exceptions Management Policy



**OUR COMMITMENT:** We are committed to avoiding conflicts of interest in the performance of our responsibilities. Conflicts of interest arise when, as a result of financial interests or gifts or the prospect of other gains or favors, obligations of loyalty, fairness, impartiality or objectivity appear to be undermined or divided.

**REASON BEHIND IT:** To ensure that while seeking or performing work for the Company, you are not seeking financial gain for your relatives or yourself beyond your employee compensation. You must not influence a customer, vendor or supplier (or any of their employees or relatives) by offering improper rewards or kickbacks for favoring our Company. Avoid actions or relationships that create the appearance of a conflict of interest, even if there is no actual conflict. ***We do what we say.®***

### OUR STANDARDS:

**OFFERING BRIBES, KICKBACKS OR FAVORS/GRATUITIES:** Do not offer a customer, vendor or supplier a bribe, kickback or favor/gratuity. Reasonable meals and entertainment, and small, inexpensive gifts may be exchanged with commercial business contacts, but you must make sure that the exchange is not given to secure any favorable treatment for the Company.

Government employees tend to be under tighter restrictions. Employees must seek guidance on these issues especially when dealing with federal contracts or international business. When “it might look bad” to offer a gift or favor, don’t do it.



## CONFLICTS OF INTEREST



**PERSONAL GAIN:** You may not receive personal gain beyond your employee compensation from situations or knowledge that result from your employment with the Company either directly or indirectly through family or friends. For instance, you may not accept gifts, meals, transportation, entertainment or other benefits from a vendor to the Company that might suggest that the vendor is seeking favorable treatment. The Company's guidelines regarding giving and receiving gifts, meals and entertainment are described in the Policy listed.

Do not buy or sell any securities based on non-public information that came to you through your job. Do not accept loans or loan guarantees from suppliers, customers or competitors.

**LOYALTIES TO A CUSTOMER, SUPPLIER OR A COMPETITOR:** You must report to your supervisor any relationship with an outside entity that is a customer, supplier or a competitor of the Company. Your supervisor shall discuss that relationship with your Ethics Officer to determine if that creates a conflict of interest for you and advise you accordingly.

The types of relationships that you are required to disclose include, but are not limited to, relationship as an owner, part owner, employee or consultant, as well as family and close personal relationships with customers, suppliers, competitors and those who own and manage them.

**THE SECOND JOB:** Report any non-Company employment to your supervisor. The Company must be confident you will be on the job when needed and that there are no conflicts posed by your second job.

All employees must complete the Conflict of Interest form annually to document their second job or conflict of interest status. Employees must update their Ethics Officers immediately of any change in their situations noted in this form.

**ORGANIZATIONAL CONFLICTS OF INTEREST:** Where the Company pursues new business with the government, and has an unfair competitive advantage because of one of the scenarios listed below, the Company may be subject to an Organizational Conflict of Interest (OCI) that will either disqualify it from the new work or that will need to be disclosed to the government and mitigated in an acceptable manner.

1. Impaired Objectivity – The Company has a financial interest that could be affected by its performance of the new work (e.g. the new work would be to evaluate the performance of a Company affiliate and thus the impartiality of that advice could be called into question).
2. Unequal Access to Information – As a result of work for the government on other contracts, the Company has access to procurement-sensitive data furnished by the government or others that would not be available to other bidders for the new work.
3. Biased Ground Rules – The Company was involved in writing a specification that favors its own products or services.

## CONFLICTS OF INTEREST

Potential OCIs should be immediately brought to the attention of your supervisor and the Law Department. It is better that the Company disclose an actual or potential OCI, than to inaccurately state that no OCI exists, which could subject the Company to loss of work and potential civil and criminal liabilities.

**PROCUREMENT INTEGRITY:** Both commercial and government procurements must rely on fair and equal competition. If you are involved in proposals, bid preparations or contract negotiations, you must be certain that all statements, communications and representations to prospective customers and suppliers are accurate and truthful.

If you are involved in U.S. government contracting, the provisions of the Procurement Integrity Act apply and you must not ask for or accept any unauthorized contractor bid or proposal information or source selection information that is not available to all competitors. It is important to avoid even the appearance of unfair advantage.

**CURRENT AND FORMER GOVERNMENT EMPLOYEES:** Procurement officials and certain other U.S. government officers and employees are subject to restrictions on who they may work for and what they may do in the private sector for a period of time after they leave government employment. Some government employees must disclose to their government supervisors any employment discussions with private employers and recuse themselves from participation in decisions involving such potential employers.

Before you discuss potential employment – or a consulting or representational relationship – with a current or former government employee (or with members of their immediate families), you must seek guidance from Human Resources and/or the Law Department.

**OUR POLICIES ADDRESSING CONFLICTS OF INTEREST INCLUDE:**

- 1306-04 Giving and Receiving Gifts, Meals and Entertainment



**OUR COMMITMENT:** We are committed to conducting our relations with customers, competitors, suppliers, agents, business associates, and governments in a manner that is above reproach.

**REASON BEHIND IT:** The Company operates within larger social, economic and political communities. Company employees and representatives are encouraged to contribute and required to abide by the laws of those communities. In those communities, you represent the Company. *We do what we say.®*

### OUR STANDARDS:

**COMPLIANCE WITH LAWS AND REGULATIONS:** You are expected to perform all of your duties on behalf of the Company in accordance with Company policies and in compliance with applicable laws and regulations including laws and regulations of other countries where we do business. If you perform work internationally you may be subject to the laws and regulations of the countries in which we do business, with which you may not be familiar.

Before accepting an international assignment or new international work, review Company policies, including those on International Sales and Services, and consult the Law Department and/or the Company's Empowered Officials if you have questions or concerns about applicable legal or regulatory requirements.

**CUSTOMER, SUBCONTRACTOR, SUPPLIER AND AGENT RELATIONS:** In all of your business dealings with customers, subcontractors, suppliers and agents, learn and honor established norms of business ethics. When you are unsure whether a proposed action is right or wrong, raise the issue, and seek guidance.

**COMPETITOR RELATIONS:** The Company honors laws that protect and foster fair and open competition, such as anti-trust and unfair competition laws. While general guidance on anti-trust principles is provided below, please contact the Law Department with specific questions. It is always an anti-trust violation to collude with a competitor explicitly or tacitly to:

- Agree on prices
- Agree to insist upon other terms of sale
- Allocate or divide up customers or markets
- Agree on production limits
- Agree on or rig competing bids

Requirements contracts, customer or supplier boycotts, exclusive deal arrangements and tying or bundling for sale different products and services may, depending upon the circumstances, violate anti-trust laws. These require prior review by the Law Department.

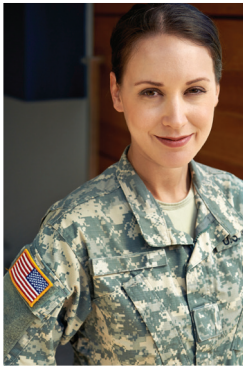
## COMMUNITY RELATIONS

Avoid discussing competition-sensitive issues with a competitor. When discussing lawful joint ventures and teaming arrangements with competitors, limit discussions to permissible subjects. When attending trade association events and other meetings where competitors will be present, do not let conversations stray into dangerous paths.

Also, avoid unfair competitive practices, such as:

- Attempting to control or monopolize markets
- Defaming or lying about a competitor's business, products or services
- Inducing a customer to fail to honor a contract with a competitor
- Intentionally misrepresenting or concealing information about Company products and services, or making deceptive, misleading or false statements or claims about them that have no factual basis
- Industrial spying, or improperly accepting or using a competitor's trade secrets
- Bribing a customer's agents and employees

**EXPORTS, IMPORT AND INTERNATIONAL TRADE:** The U.S. government and many foreign countries have laws that govern the export and import of certain products and services, as well as any associated technical data. You are required to strictly comply with all export and import laws that govern the transfer of products, services and technical data between countries. Exporting and importing such items without proper approvals may have severe business consequences.



In addition, the U.S. government imposes trade restrictions that prohibit the Company from engaging in certain business activities in specific countries and with specific individuals and entities. You will not obligate the Company to engage in any business activities contrary to these restrictions.

The U.S. government also has laws that prohibit the Company from participating in or supporting restrictive international trade practices or boycotts that are not sanctioned by the U.S. government. Any request to engage in such restrictive practices should be reported to the Law Department.

**ANTI-CORRUPTION:** The Company will comply fully with the Foreign Corrupt Practices Act (FCPA). This limits what may be given to or what may be done for foreign officials, both directly and indirectly. We are also committed to complying with United Kingdom Bribery Act and other anti-corruption laws and regulations of the countries where we conduct our business.

The Company does not provide or offer to provide anything of value, including cash, to a foreign Government official, foreign political candidate or foreign political party, in order to obtain or retain business. It is also against Company policy to make facilitation or “grease” payments in order to expedite or secure routine governmental functions, including, but not limited to, the issuance or processing of permits, licenses, registrations, visas, other official documents or approvals, scheduling appointments, clearing goods through customs or obtaining municipal services.



## COMMUNITY RELATIONS

Lower-tier subcontractors, employees, agents and other third parties working under or for the Company are also prohibited from making any facilitation payments on the Company's behalf or that would benefit the Company. Facilitation payments must be authorized by the Law Department in certain circumstances such as safety and protection of life.

Anti-corruption laws are complex and require specialized expertise. Before undertaking any transaction to perform work in a foreign country or offer to sell the Company's products or services to a foreign national or U.S. citizen representing a foreign entity, you must first consult with the Law Department.

We have zero tolerance for corruption. Any violation of this policy by an employee or agent of the Company may lead to disciplinary action, including termination of employment or contract.

**HUMAN RIGHTS:** Our Company is committed to the principles of protecting and advancing human rights in all of our operations. We promote respect for human rights through our own actions and by abiding by the fundamental principles of human rights, such as those set forth in the United Nations Universal Declaration of Human Rights, the Voluntary Principles on Security and Human Rights and the United Nations Guiding Principles on Business and Human Rights. We have ZERO tolerance for human trafficking, including the use of forced labor and child labor.

We respect the customs, labor practices and laws of the countries in which we operate. At the same time, we are mindful that our example can elevate the principles of others in the markets where we do business and can promote the protection of human rights through our actions and commitment to our principles. We carefully evaluate each country and community in which we operate in order to protect our employees and other stakeholders, to avoid or mitigate any adverse impact on human rights relating to our operations and to ensure we can do business while maintaining our own standards.

**MARKETING AND OTHER PUBLIC COMMUNICATIONS:** The Company will advertise, market or sell its services or products honestly. We will not belittle a competitor or make unfounded claims about the Company's experience or products. If someone asks about the Company or its business, answer accurately, or refer the person to someone who can.

**RESPONDING TO INVESTIGATIONS AND LEGAL ACTION:** The Company's response to government audits and investigations, and to lawsuits and other legal proceedings, must be carefully reviewed and approved by the Law Department. When an investigation or legal proceeding that involves the Company is under way, you may receive notice from the Law Department that records related to it are to be preserved.

## COMMUNITY RELATIONS



You must not destroy or alter any documents or electronic records related to such investigations or proceedings, and you must not lie to, mislead or seek to obstruct the work of any government or Company investigator or auditor. If you are asked for information about the Company or a co-worker by a government auditor or investigator, you should immediately contact your supervisor and the Law Department.

**POLITICAL ACTIVITY:** Political and civic activities are a personal choice. If you speak out on public issues, do not state or imply that you are speaking for the Company. You may support DAYPAC, a Company-sponsored Political Action Committee that supports business-friendly candidates. The Company may solicit for contributions to DAYPAC. Such contributions are voluntary, and the Company will never favor or disfavor an employee for contributing or declining to contribute to DAYPAC.

Many countries, including the United States, prohibit the Company from donating corporate funds, goods or services to political candidates directly, and restrict or regulate indirect political contributions, including the work time of Company employees.

You must consult the Law Department or the Company's Vice President of Government Affairs before using any Company funds, assets or facilities for the benefit of political parties or candidates, and before contacting U.S. Congressional and Executive Branch employees and staff on behalf of the Company. Contacts or political contributions to foreign governments, officials or candidates must be coordinated with the Law Department to ensure compliance with applicable laws and regulations.

### **OUR POLICIES ADDRESSING COMMUNITY RELATIONS INCLUDE:**

- 1102-20 Supplier Anti-Corruption
- 1205 Participation in Political Causes
- 1207 Government Relations
- 1501 International Sales and Services
- 1502 International Business Representatives
- 1503 International Travel
- 1504 Foreign Corrupt Practices Act Compliance
- 1505 Compliance with Laws and Regulations Governing Imports/Exports
- 1506 Anti-Boycott Laws



## **REPORTING ETHICAL VIOLATIONS**

## REPORTING ETHICAL VIOLATIONS

You should be alert for situations that might reflect poorly on your personal reputation for integrity or on the reputation of your co-workers, the Company or its customers. You should report promptly any violations or suspected violations of this Code of Conduct or applicable laws or regulations to your supervisor or your Ethics Officer.

You also have the option to report your concerns to:

- The Company's Law Department, Human Resources Department, or Business Unit Controllershship
- Internal Audit Department
- Employee Help Line at 1-877-319-0270
- Ethics website at <https://dayzim.ipm.starcompliance.com>

In some cases, talking to your supervisor may resolve your concern. If you are uncomfortable taking this step, choose one of the alternatives mentioned above.

Managers and executives who are aware of any evidence of fraud, conflict of interest, bribery and gratuity must promptly report such evidence to the Law Department for investigation. Inaccurate invoices to and/or overpayments from Government customers must also be reported promptly to the Law Department for investigation.

While the company encourages employees to report their concerns through our Ethics Program, we do not restrict employees from lawfully reporting fraud, waste or abuse to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information.

**YOUR RIGHTS:** You have the right and an obligation to report violations of this Code of Conduct or violations of laws or regulations. Your report will be handled in a confidential manner, consistent with any legal requirements and the need to investigate, report and correct misconduct. Anonymous reports are accepted, but the investigation may be more effective if you identify yourself and discuss your observations with the Company's investigator.

**NO RETALIATION:** There will be no retribution or reprisals for good faith reports, even if unfounded. We have zero tolerance for retaliation by anyone in the Company. A report is made in good faith as long as you believe the information you report is truthful, even if it is later determined that an ethical violation has not occurred. Employees who encourage others to commit ethical violations, or deliberately withhold information about violations, will also be disciplined, as will supervisors who neglect or tolerate violations by those who report to them, or who retaliate against employees who report such violations.

## REPORTING ETHICAL VIOLATIONS

In addition, the Company will not retaliate against any employee who discloses to governmental officials, Inspector Generals, Members of Congress, the Law Department or Ethics Officer information that the employee reasonably believes is evidence of waste, mismanagement, abuse of authority or violations of law related to U.S. government contracts, grants or funds; or evidence of a substantial and specific danger to public health and safety.

**RESULTS:** If it is determined that an ethical violation has occurred, the Company will take appropriate action which could include Company disclosures to our customers or law enforcement officials or disciplinary action against individuals, ranging from verbal reprimand to termination and civil or criminal prosecution.

You are encouraged to report violations even if you are involved in the misconduct. Your voluntary report will be considered in your favor when determining appropriate discipline.

### **OUR POLICIES ADDRESSING REPORTING ETHICAL VIOLATIONS INCLUDE:**

- 1401 EEO, Non-Discrimination and Anti-Harassment
- 1413 Whistleblower
- 1103-08 Compliance with FAR Disclosure Requirement





## CONTACTS

## ACKNOWLEDGEMENT & CERTIFICATION

*Please remove at perforation and return this portion.*

All employees are required to certify that they have read, understand and will comply with this Code of Conduct.

I certify the following:

- I have read Day & Zimmermann's Code of Conduct, and agree to comply with it and the Company policies.
- I understand and agree that if I violate this Code of Conduct and the Company policies, I may be subject to disciplinary action up to and including termination.
- I agree to report, to one of the Company's specified options, actual and/or suspected violations of this Code of Conduct, Company policies and applicable laws and regulations.

NAME \_\_\_\_\_

BUSINESS/ STAFF UNIT/ SSO \_\_\_\_\_

LOCATION \_\_\_\_\_

EMPLOYEE OR BADGE NO. \_\_\_\_\_

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

*You must complete this card and return it following your Code of Ethics orientation. Your Ethics Officer will maintain this card as a record of your acknowledgement.*



When you call the **Company Ethics Help Line** you will speak to a trained communications specialist who will document your concerns or questions and get them to the Company representative whose job it is to help. The 800 number is toll free and has TTY capability for the hearing-impaired and translation services if you need them. Outside of the United States, this number is accessible from anywhere in the world by calling the ATT operator in the country in question. The calls are handled by an external vendor and they reduce the verbal complaint into a written report and send it to the Company's Chief Ethics Officer.

THE HELP LINE NUMBER IS: **1-877-319-0270**

MY ETHICS OFFICER IS: \_\_\_\_\_

YOU ALSO HAVE THE OPTION OF REPORTING A SUSPECTED VIOLATION ONLINE AT:

**<https://dayzim.ethix360.com>**



**Day & Zimmermann**

*We do what we say.®*

CORPORATE HEADQUARTERS:

Day & Zimmermann, 1500 Spring Garden Street, Philadelphia, PA 19130 | [www.dayzim.com](http://www.dayzim.com) | January 2016