

TITLE: SALLYPORT GLOBAL HOLDINGS CODE OF BUSINESS CONDUCT AND ETHICS	POLICY NUMBER: SGH-ECO-000
SOP Owner: Corporate Ethics and Compliance Officer (ECO)	Revision Number: 003
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Approved by: Victor Esposito, President and CEO 	

I. INTRODUCTION

As a provider of private security and risk management solutions, life support and logistics, and operation and maintenance services worldwide, Sallyport Global Holdings (“Sallyport” or the “Company”) operates under many layers of legal, regulatory, and humanitarian obligations. Sallyport conducts its business operations ethically, responsibly, and in compliance with all obligations imposed on the corporation and its employees. Sallyport also has special responsibilities as a U.S. Government contractor, many of which diverge from and are more restrictive than accepted commercial practices.

This **Sallyport Code of Business Conduct and Ethics** (the “Code”) contains company policies supporting the legal and ethical standards under which Sallyport and its employees are required to abide. The Company also issues written policies and procedures and conducts employee training to further define expectations. Together, the Code, policies, procedures, and training, form the foundation of Sallyport’s Corporate Ethics and Compliance Program. Other key elements of the Program are described below. Sallyport leadership has designed the program to provide employees with a safe, reliable, and certain path for “doing the right thing – every time.”

Our Values

Sallyport's success is driven by a proven set of core values:

- **SELFLESS SERVICE** - Sallyport's spirit is that of service. Our employees are oriented primarily around the attitudes and aspirations required to provide the highest quality service to customers and their mission.
- **CONFIDENCE AND COURAGE** - Our confidence and courage is shown through our strength, consistency, and willingness to tackle any challenge anywhere in the world.

- **ETHICS AND INTEGRITY** - Sallyport is dedicated to an unwavering adherence and commitment to ethical business practices and behaviors which demonstrate the highest levels of integrity.
- **DIFFERENTIATION** - We aggressively pursue innovative, creative solutions that meet the needs of every customer, partner, and employee.
- **COMPLIANCE** – We insist that every employee, every operation, and every process be aligned and in compliance with accepted international standards for law, human rights, and ethical value systems.

II. SALLYPORT'S CORPORATE ETHICS AND COMPLIANCE PROGRAM

Sallyport's Corporate Ethics and Compliance Program is comprised of several key elements:

- Reporting to Sallyport's Chief Executive Officer, Sallyport's **Corporate Ethics and Compliance Officer** is responsible for the day to day operation of the Ethics and Compliance Program. The Ethics and Compliance Officer is responsible for: maintaining the program to ensure its effectiveness; responding to employee concerns and questions of an ethics or compliance nature; managing internal reviews into possible wrongdoing; and recommending changes, enhancements, and corrective action to strengthen the program's effectiveness.
- Sallyport also has a **Corporate Ethics and Compliance Committee** comprised of senior company leaders. The Committee is charged with overseeing the program by setting and reviewing program goals, standards, trends, and metrics bearing on the effectiveness of the program.
- **Culture.** To be successful, an ethics and compliance program requires a workplace environment that fosters an ethical, responsible, and compliant corporate culture where "doing the right thing" and respect for the rights and dignity of others are understood and expected at all levels of the organization. All Sallyport employees – wherever located, from new to seasoned employees -- are expected to commit to and support Sallyport's core values.

- **Ethics and Compliance Training.** Employee training on compliance obligations is key to our success. New employee, specialized, and periodic ethics and compliance refresher training are vital to meeting our responsibilities. Everyone assigned to receive training is expected to attend.
- **Policies and Procedures.** Our *Code*, together with our written policies and procedures, prescribe expected practices and identify prohibited activities.
- **Employee Reporting Mechanisms – Anonymity and Confidentiality.** Our success depends upon fixing small problems before they become large issues. Sallyport encourages – indeed, requires – all employees to raise ethics and compliance questions, issues, and concerns. Supervisors, managers, Human Resources, and the Corporate Ethics and Compliance Officer are available to receive and resolve such matters. Sallyport also has anonymous and confidential reporting tools to allow employees to make inquiries and reports concerning possible ethics or compliance violations when employees are not comfortable raising issues through the usual chain of command. We have selected EthicsPoint, an independent third party vendor, to receive inquiries and reports anonymously, 24/7, using toll free/collect telephone lines and web-based tools. Contact information is as follows:

Toll free/collect:

- United States: 844/240-0621
- Afghanistan: 971/371-7845
- Iraq: 971/371-7846

Web Intake Site: www.sallyportglobal.ethicspoint.com.

The following Government reporting mechanisms are also available for reporting purposes:

Department of Defense: Call 1-800-424-9098 (Toll-Free) or on-line at <http://www.dodig.mil/hotline/>

Department of State: Call 1-800-409-9926 (Toll-Free) or on-line at <https://oig.state.gov/hotline>

- **Corrective Action.** Sallyport will take appropriate corrective action when problems or shortcomings in practices are identified, including: enhanced training programs, policies, and procedures to ensure compliant practices; internal and external audits; employee discipline, up to and including termination; referral of matters to appropriate legal authorities; and refunds to customers representing overpayments or overcharges.
- ***Sallyport policy is to encourage employee calls and inquires -- early identification of problems is key to timely resolution and corrective action. It is against Sallyport policies and values to retaliate against anyone who makes a good faith report.***
- ***Sallyport is committed to meeting its reporting obligations to customers, including the Mandatory Disclosure requirements imposed on U.S. Government contractors. Contractors that fail to report misconduct involving federal contracts face serious sanctions, including exclusion from receiving future contracts, monetary fines, and administrative penalties. Sallyport relies on every employee to assist the Company in meeting this important obligation***

III. ANTI-CORRUPTION

Sallyport is committed to winning and awarding business on the basis of superior performance, timely deliveries, cost-effective solutions, and other legitimate business factors. We will not take any action to obtain or confer an improper competitive advantage. Sallyport and its employees are subject to many U.S. and other country laws and regulations prohibiting bribery and other similar corrupt practices. It is Company policy to comply with both the letter and spirit of all such requirements.

BUSINESS RELATIONSHIPS WITH THIRD PARTIES

U.S. Government Employees and Customers. There are strict laws and regulations that govern the giving of gifts, gratuities, entertainment, and anything else of value to an employee of the U.S. Government. Examples include cash, gifts, meals, refreshments, transportation, and tickets to sporting or cultural events. Neither Sallyport nor any employee will give or offer anything of value to a U.S. Government employee except as permitted by law and company policy. The following two exceptions are permitted in government regulations and company policy:

- Sallyport may offer coffee, other nonalcoholic beverages, donuts and similar food items to U.S. Government personnel as part of a business meeting, when not offered as part of a meal.
- Items with a value of up to \$20 per person, per occasion are permitted, so long as the total value of such items per calendar year offered to a single U.S. government employee by Sallyport does not exceed \$50. Examples include an infrequent business lunch, or an advertising item with a Sallyport logo, such as a cap, coffee cup, or pen.

Non-U.S. Government Customer and Business Partner Employees: Sallyport has business relationships with U.S. Government prime contractors, subcontractors, and commercial customers. Anti-bribery and anti-kickback laws prohibit Sallyport from offering or giving anything of value to improperly obtain or reward favorable treatment for the Company. It is Sallyport policy to offer only business courtesies to non-U.S. Government employees only in circumstances that comply with both U.S. and host country law, and, further, that are reasonable in value, infrequently offered, and customary in a business setting. Sallyport employees should never offer or accept anything to or from a non-U.S. Government customer or business partner employee in circumstances where an improper purpose is evident or can be inferred, or where the business courtesy is prohibited by law, regulation, or policy.

Foreign Governments and Employees of Foreign Governments: The Foreign Corrupt Practices Act (“FCPA”) prohibits directly or indirectly giving anything of value to a foreign government official, political candidate, political party, or employee of a Government-owned business to obtain or retain business or favorable treatment. Improper purpose can be inferred from the circumstances, including the value, timing, and frequency of the payments or business courtesies. In certain circumstances, so-called “facilitating payments” – small payments to foreign government officials for routine governmental actions – are permissible under the FCPA. The purpose of facilitation payments is limited to payments to expedite the performance of a duty that the foreign government official is otherwise required to perform, and is distinguishable from a bribe, which is a payment given to persuade an official to provide favorable treatment.

BUSINESS RELATIONSHIPS WITH VENDORS AND SUPPLIERS

Sallyport is committed to ensuring that all of its transactions and business dealings are conducted in compliance with the U.S. Anti-Kickback Act and other anti-corruption requirements. The Act prohibits government contractors and their employees from soliciting or accepting anything of value from a downstream subcontractor, vendor, or supplier for the purpose of obtaining or rewarding favorable treatment. A “kickback”

includes: any money, fee, commission, credit, gift, gratuity, or compensation of any kind. Improper purpose can be inferred, for example, when a Sallyport employee is offered or accepts something of value from a company desiring to sell its products or services to the Company, or who has requested that Sallyport waive contract specifications or delivery dates. It is Sallyport policy that its employees accept only business courtesies in circumstances that comply with both U.S. and host country law, and, further, that are reasonable in value, infrequently offered, and customary in a business setting.

FAIR COMPETITION

Sallyport supports the principle that business should be won on the merits of the Company's superior performance, efficiency, expertise, and cost-effective solutions. The federal Procurement Integrity Act ("PIA") and trade secrets laws impose strict requirements on access to and use of protected, non-public information. Similar state and international laws govern fair competition. Laws prohibit the unauthorized disclosure and receipt of various types of "protected" or "off limits" information, including competitor bid and proposal information and U.S. Government source selection information. To ensure that procurements are free from favoritism or unauthorized competitive advantage, certain information may not be released to, requested or obtained by, contractors such as Sallyport, unless the information is released to all competitors or available publicly. Protected, or other non-public, information that is "off limits" includes:

- Proposed costs or prices submitted by a competitor in response to a customer solicitation
- Customer source selection or technical evaluation plans
- Customer technical or cost/price evaluations of proposals
- Competitor cost or pricing data, indirect costs, and direct labor rates
- Competitor proprietary information about manufacturing processes, operations, technical solutions, or techniques

It is imperative that Company personnel remain alert when offered information that is marked in any of the following ways:

- Government Source Selection or Procurement Integrity Sensitive
- Contractor/Competitor Bid or Proposal Information
- Competitor Proprietary or Trade Secrets
- For Official Use Only (FOUO)
- Not Releasable Under the Freedom of Information Act
- Draft — Not For Release Outside of the Government.

Company personnel cannot assume that Sallyport is permitted to receive and use all information it is offered – we must exercise due diligence in all cases to ensure that the Company is authorized to receive and use information provided by third parties, including current and former Government and competitor employees, and consultants. Employees who receive information that is or may be “off limits” should immediately stop reviewing the information, NOT share the information with any other employees or third parties, and contact Sallyport’s Corporate Ethics and Compliance Officer.

INDEPENDENT PRICING

Our proposal pricing must be arrived at independently without consultation, communication, or agreement with any other offeror or competitor. It is never appropriate for the Company to enter into agreements with our competitors to set prices; allocate customers, suppliers or territories; or in any other way restrict competition in the market for our products and services. Such agreements “in restraint of trade” are against the law and Company policy. While all communications with competitors are not prohibited, exchanging certain types of business information can create the appearance of illegal or unethical conduct.

HIRING GOVERNMENT AND COMPETITOR PERSONNEL – AVOIDING CONFLICTS OF INTEREST

Laws and regulations restrict the timing of employment discussions between the private sector and U.S. Government personnel. Government employees generally cannot hold employment discussions with a company over whom the Government employee has oversight or other Government responsibility. Federal laws and regulations broadly define employment discussions to include activities as limited as exchanging a resume, or a hallway “chat” to discuss open positions at the company. Employment discussions can be deemed to occur even though salary and start date have not been discussed.

There also are post-employment or “revolving door” restrictions on the types of activities that former Government personnel can perform in the private sector. The laws and regulations vary, some imposing one-year, two-year, or life-long bans prohibiting former Government employees from performing certain activities for a contractor. The restrictions may bar an individual from working for some companies for one year, from working on certain contracts, and from representing certain companies to the Government with respect to particular matters.

Many individuals in the private sector agree as a condition of employment to “non-compete” and other restrictions on working for competitors. It is the policy of Sallyport to respect the legal and

contractual post-employment obligations of all employees it hires.

IV. RESPECT FOR HUMAN RIGHTS AND EQUAL OPPORTUNITY

Dignity and Fair Treatment: Sallyport is committed to the principles of equality of opportunity, respect, dignity, and fair treatment in employment and human relationships. Each employee of the Company is expected to treat fellow employees and business associates with respect and dignity. We must take steps to identify and prohibit any company activities that might improperly interfere with an individual's rights to respect; privacy; liberty; safety; and freedom of movement, religion, and expression.

Trafficking in Persons: Because Sallyport operates globally, where social mores and values may differ from our own, employees must be scrupulous in abiding by the Company's policies and principles, as well as the laws and other obligations imposed on the Company, regarding treatment of individuals and respect for human rights. Sallyport is a signatory to the *International Code of Conduct for Private Security Providers* and has been certified under international standards for Private Security Company Operations. Sallyport does not condone any form of human trafficking, sexual exploitation or abuse, child labor, forced labor, or slavery in any of its business operations, or those of its partners. We will notify appropriate government officials when we suspect human trafficking.

Use of Force and Management of Firearms: Sallyport operates in high-risk environments in circumstances where its personnel are authorized to carry firearms for personal and third party protection. Firearms, ammunition, and explosives must be controlled, accounted for, and used only in strict accordance with all laws, licensing requirements, and regulations imposed on Sallyport. All reasonable steps must be taken to avoid the unnecessary use of force, and if force is required under the circumstances, that it be proportionate to the threat, appropriate to the situation, and limited to what is necessary to protect human life or serious injury. Sallyport employees are prohibited from possessing, using, selling, or providing to others any privately owned, non-Company, firearms, ammunition, or explosives in the theatre of operations. Only employees who have passed an appropriate background check, including whether the individual is suitable to carry firearms, will be granted Company authorization to manage, possess, or use firearms, ammunition, and explosives.

Equal Opportunity: The Company offers employment, training, compensation, and advancement on the basis of qualification, merit, and business needs, regardless of race, color, religion, gender, age, sexual orientation, national origin or ancestry, disability, medical condition, marital status, veteran status, or any status protected by law. Fulfillment of our commitment to

equal employment opportunity requires a commitment by all employees.

Our values dictate that we provide a work environment that is culturally sensitive, professional, safe, and free from intimidation, hostility, or other offenses that might interfere with work performance or human dignity and rights. The Company does not tolerate any form of harassment – verbal, physical, or visual – by other employees, customers, vendors, agents, or third parties. Harassment is personally offensive, lowers morale, and interferes with the ability to work cooperatively.

Drug-Free Workplace: Sallyport is committed to protecting the safety, health, and well-being of all employees and other individuals in our workplace. We recognize that alcohol abuse and illegal drug use pose a significant threat to our goals. Our drug-free workplace policies are intended to apply whenever anyone is representing or conducting business on behalf of Sallyport. Prescription and over-the-counter medications are not prohibited when taken in standard dosage or according to a healthcare provider’s prescription – use of illegal drugs, abuse of alcohol, and impairment due to alcohol or drugs are strictly prohibited. Any employee taking prescribed or over-the-counter medications is responsible for ascertaining side effects that could interfere with safe job performance.

V. TRADE SANCTIONS AND EXPORT RESTRICTIONS

U.S. trade restrictions are designed to protect U.S. national security and to implement U.S. foreign policy. These restrictions apply to all U.S. persons – including U.S. citizens and permanent residents – regardless of where they are located and regardless of the program or transaction being supported. This is a particularly complex area of the law, requiring close coordination between Sallyport’s Operations, Purchasing/Contracts, Legal, and Compliance personnel. Decisions on exports or imports cannot be made by individual Sallyport employees – the Company’s approval protocols must be adhered to, with Sallyport’s Empowered Official or designee responsible for final approval.

Note: U.S. laws and regulations broadly define “export” to include discussions or communications regarding controlled articles, technology, or technical data with foreign persons. This can include meetings, emails, and other written or oral communications where foreign persons are present.

International Traffic in Arms Regulations (“ITAR”): The Department of State administers the ITAR by controlling exports and imports of defense articles and services. Covered defense articles and services are listed on the U.S. Munitions List. Department of State approval is required prior

to engaging in an export or import of a listed article or service. Sallyport's approval protocols and applicable laws must be adhered to in exporting or importing listed defense articles or services.

Federal Firearms Regulations: Import of arms, munitions, and other covered military items are administered by the Bureau of Alcohol, Tobacco, Firearms, and Explosives, which is part of the Department of Justice. All movements, transfers, purchases, imports, or exports of covered items must be approved in accordance with governing law and Sallyport approval protocols.

Export Administration Regulation ("EAR"). The Department of Commerce administers the export of commercial and "dual-use" articles and technical data, *e.g.*, dual-use items include articles, technical data, or software that, while developed for commercial use, also have a military application. The Department of Commerce maintains a list of items and data requiring an export license.

Foreign Asset Controls. The United States, through the Department of Treasury Office of Foreign Asset Controls, imposes economic sanctions and embargoes on certain countries, individuals, and entities. U.S. trade sanctions prohibit U.S. persons from engaging in virtually all types of transactions -- including the provision of goods or services to or from -- a listed country, or the export or re-export to or from a listed country of goods or services (currently, Iran, Syria, Sudan, North Korea, Cuba, and the Crimea Region of Ukraine).

Importantly, U.S. law prohibits even the facilitation of transactions that would be prohibited if performed directly by a U.S. person – in other words, U.S. persons cannot do indirectly, through others, that which they cannot do directly, such as through an agent or subcontractor. "Facilitation" is broadly defined under U.S. law to include providing guidance or direction to a third party on how to conduct a transaction that would be prohibited if conducted by a U.S. person. To ensure compliance with all applicable trade sanctions laws and regulations, Sallyport's subcontractors and agents shall not transship items through listed countries subject to U.S. trade sanctions.

VI. COMPANY AND CUSTOMER ASSETS

Employees of Sallyport shall respect and use Company assets and customer assets – including staff, facilities, equipment, computers, intellectual property, and technology assets – in accordance with established Company policies and customer requirements. Theft, carelessness, misuse, and waste of Company or third party assets are prohibited. Company and third party assets and resources should never be used for personal gain or any non-business purpose. Employees are

reminded that Sallyport retains the right to access, review, monitor, and disclose any information transmitted, received, or stored using the Company's electronic equipment.

VII. ACCURATE BOOKS, RECORDS, AND STATEMENTS

The integrity of our business records depends on the validity, accuracy, and completeness of the information supporting the entries in our books and business records. All business records must be completed accurately and honestly. The making of false or misleading entries, whether they relate to customer invoices or claims, financial results, direct or indirect costs incurred or cost allocations, or employee time and travel expense claims and charges, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees, and others with whom we do business. Sallyport requires that:

- no entry be made in our books and records that intentionally hides or disguises or obscures the true nature of any transaction, or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the books" record or fund.

In the ordinary course of business, Sallyport provides third party customers and regulators with many types of written and oral submissions, certifications, and representations. Examples include proposal information, pricing data and estimates, account reconciliations, tax and license information, and health and safety data. To avoid allegations of false statements or false claims, employees should always tell the truth in company communications, representations, and submissions. If there is any doubt about the accuracy of a statement, do not make the statement or represent it to be accurate until you have assurance of its accuracy. Employees who prepare or submit Company information to third parties are required to exercise due diligence to ascertain that the information is accurate and complete, and not misleading or erroneous.

VIII. CONTRACT PERFORMANCE OBLIGATIONS AND QUALITY

Sallyport has an obligation to strictly comply with all terms and conditions contained in all contracts and agreements to which it is a party. This includes specifications, statements of work,

manning levels, property records, employee qualification requirements, and delivery obligations. Company employees must be diligent and exercise care to identify and comply with all Sallyport contractual obligations before the Company submits a claim or payment request to a customer. Sallyport also is committed to continuous improvement in the areas of operational excellence, quality, safety, and business processes and procedures.

IX. RESPECT FOR OUR COMMUNITIES

It is Sallyport policy to protect the environment, and the health and safety of employees and the community members, in which it operates. Daily decisions and actions of the Company are guided by the following environmental principles:

- Comply with applicable environmental laws and regulations
- Make operations safe for employees, customers, and the environment
- Minimize waste, prevent pollution, and incorporate recycling in all practices and operations
- Employ sound environmental practices to address environmentally impacted property
- Encourage open and candid communication with employees, customers, and the public regarding the Company's environmental program and any hazard that may arise from its operations
- Train employees to be aware of and responsive to environmental responsibilities, and strive to continually improve environmental performance

SALLYPORT GLOBAL HOLDINGS EMPLOYEE ACKNOWLEDGEMENT

I hereby acknowledge that:

- I have received a copy of the Sallyport Global Holdings *Code of Business Conduct and Ethics* (the "*Code*");
- I have read, understood, and agree to adhere to the *Code*;
- I agree to report any activity or issue that appears inconsistent with the *Code*, or any company policy, procedure, law, regulation, contract provision, or other authority, to my supervisor or manager, Human Resources, the Corporate Ethics and Compliance Officer, or to the Sallyport Ethics and Compliance Hotline.
- I acknowledge that this *Code* is not intended to alter the employment-at-will relationship between me and Sallyport in any way. Moreover, the *Code* neither creates an employment contract nor limits the reasons or procedures for termination or modification of the employment relationship. I acknowledge that Sallyport reserves the right to alter, modify, amend, or terminate any of its policies and benefits, including those set forth in the *Code*.

Signature: _____

Name (Printed or Typed): _____

Position or Title: _____

Program and Location: _____

Date: _____