



**ACUITY**  
INTERNATIONAL

THE ACUITY COMMITMENT

# Code of Conduct



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## Our Commitment To Do The Right Thing

Acuity is committed to promoting integrity, honesty, and professionalism and to maintaining the highest standards of ethical conduct in all our activities. Our success depends on our reputation for integrity and fairness. Directors, officers, and employees must adhere to the highest standards of conduct and professional integrity in all contacts with customers, stockholders, suppliers, government officials, business partners, fellow employees, and members of the general public. No piece of business is as important as our reputation for honesty and integrity. This Code sets forth the rules and policies that we must all follow to achieve this standard.

No code or policy can anticipate every situation that we may encounter. Accordingly, this Code highlights areas of ethical risk, provides guidance in dealing with these issues, and identifies how to report unethical conduct. When a situation is not addressed by this Code, our obligation is to exercise good judgment in the decisions we make and the way we behave. If you have any questions about any of these requirements, or any doubts or concerns about a given situation, you should seek guidance from the Ethics and Compliance team or Legal Department.

### Purpose of This Code

The board of directors (the "Board") has adopted this Code to, among other things:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote compliance with all applicable governmental laws, rules, and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- promote the proper treatment of our employees in a workplace free from discrimination; and
- deter wrongdoing.

Prompt internal reporting of violations of this Code is required. You should report any concern that the Company or any director, officer, or employee may have engaged in unlawful conduct or other violation of this Code or Company policy to management, Human Resources, the Legal Department, Ethics and Compliance, or by use of the Acuity Ethics Hotline. You may report concerns openly, confidentially, or anonymously, without fear of retaliation. All Directors, officers, and employees will be asked to sign an acknowledgement when joining the Company and thereafter as reasonably determined by the Company, based on the adoption of a significant amendment to the Code.

### Compliance with Applicable Governmental Laws, Rules, and Regulations

We shall comply with all laws, rules, and regulations applicable in any jurisdiction where the Company conducts business. Individuals who have questions about whether particular circumstances may involve illegal conduct, or about specific laws that may apply to their activities, should consult their immediate supervisor or the Legal Department.

### Reporting

Acuity's success depends upon fixing small problems before they become large issues. Acuity's **SPEAK UP** campaign encourages – indeed, requires – all employees to raise ethics and compliance questions, issues, and concerns. Supervisors, managers, Human Resources, and the Office of Ethics and Compliance are available to receive and resolve such matters. Acuity 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 independent third-party vendors, to receive inquiries and reports anonymously, 24/7, using toll free/collect telephone lines and web- based tools. Contact information is as follows:

- U.S.A. – 1.844.665.2945
- Iraq – 1.704.526.1182
- Acuity web portal: <https://acuityinternational.ethicspoint.com>

All directors, officers and employees are expected to cooperate in any internal investigation of misconduct. Furthermore, failure to report known wrongdoing may result in disciplinary action against those who fail to report.

In no event will any action be taken against the employee, officer or director for making a complaint about or reporting, in good faith, known or suspected violations of Company policy. Such employee, officer or director will not lose his or her job or position for refusing an order he or she reasonably believes would violate the provisions of this Code and the Acuity Compliance Reporting and Non-Retaliation Policy, and any retaliation against such employee, officer or director is prohibited.

Any report by a director, officer or employee will be kept confidential to the extent permitted by law and regulation and the Company's ability to address such concerns. In certain instances, the identity of the reporting director, officer or employee may be provided to those persons involved in the investigation.

U.S. law also provides our employees with certain rights and protections against retaliation for disclosures to certain governmental officials of information reasonably believed to be evidence of gross waste, mismanagement, abuse of authority, or violations of law in connection with U.S. government contracts, grants, or funds; or a substantial and specific danger to public health and safety.

Additional guidance is available from the Company's General Counsel and/or Chief Compliance Officer (or, if relating to behavior by the General Counsel, from the Chief Financial Officer).

## Cooperation with Inquiries and Investigations

It is Company policy to fully cooperate with any appropriate government investigation. If we learn about a possible government investigation or inquiry, we will inform the Company's Legal Department immediately.

The Company prohibits any director, officer, or employee from altering, destroying, mutilating or concealing a record, document, or other object, or attempting to do so, with the intent to impair the object's integrity or availability for use in an official proceeding. Furthermore, the Company prohibits any director, officer or employee from otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so.

## Litigation and Claims

The Company, like all other businesses, is from time to time involved in disputes that may result in claims or litigation. If we ever receive a legal document related to the Company, such as a summons, complaint, subpoena, or discovery request, whether from a governmental agency, customer, supplier, or otherwise, we must immediately contact the Legal Department to ensure an appropriate and timely response. We should **not** respond to any request, answer any questions, or produce any documents, or attempt to list legal matters or pending litigation, without first discussing with the Legal Department. Under no circumstance should an employee, officer, or director threaten or initiate legal action on behalf of the Company without appropriate authorizations.

## Our Commitment To One Another

### Employee Relations and Non-Discrimination

Acuity 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.

Acuity 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 environment of the company should be characterized by mutual trust and the absence of intimidation, oppression and exploitation. Through enforcement of this policy and by education of employees, Acuity will seek to prevent, correct and discipline behavior that violates this policy. 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.

If we have any questions about specific instances of harassment or want to report harassment, we should contact our immediate supervisor or the Human Resources Department.

For additional information, refer to Acuity's Anti-harassment Policy.

## Safety and Healthy Workplace

Acuity is committed to conducting its business in compliance with all applicable environmental and workplace laws, regulations, and permits in a manner that has the highest regard for the safety and well-being of its employees, customers and the general public. We should strictly follow the letter and the spirit of all applicable laws and regulations relating to workplace health and safety.

Acuity believes that a safe and secure workplace and an environment free from intimidating, hostile, or offensive verbal or physical acts is fundamental to employee effectiveness. Acuity expects all employees to share in establishing such a workplace, which can result when all employees treat one another with respect and common courtesies.

To help promote a safe and secure workplace by mitigating the risk of harassment/abuse and violence, Acuity has implemented a no-tolerance policy with respect to verbal or physical harassment/abuse or acts of violence of employees. Employee harassment/abuse of fellow employees, contractors, customers, or the general public often foreshadows workplace violence and will not be tolerated by Acuity. Such harassment/abuse includes the verbal threats, taunts, and harassment that can precede a physical attack.

Employees and officers with questions regarding the requirements that apply to their work area should contact the Human Resources Department.

All employees, officers and directors must immediately report any potential or suspected threat to human health to the Human Resources Department. Such reports must be made as soon as possible. Applicable laws and regulations regarding reporting requirements are expected to be complied with within the mandated time frames.

The use, possession, sale, purchase, distribution, manufacture or transfer of illegal or unauthorized drugs is prohibited on Company premises or work sites. An employee, officer, or director must not report to work or perform any job duties while under the influence of or impaired by alcohol or drugs. We follow all contract and program restrictions and host country laws regarding the use of alcohol.

## Human Rights

Acuity complies with the relevant U. S. and international humanitarian laws with respect to human rights, illegal activity commonly referred to “trafficking in persons” or “human trafficking,” as well as applicable customary laws and agreements. The U. S. Government and the Federal Acquisition Regulation detail a zero-tolerance policy regarding trafficking in persons to include: procuring sex acts; forced labor; and other actions which meet the definition of human trafficking. Specific examples of human trafficking may include withholding employee passports; employment contracts and agreements not being written in the employee or subcontractor’s native language; failure to provide a copy of the contract; failure to ensure that no employee pays a recruiting fee to work; failure to provide adequate living conditions and failure to comply with the originating host country’s transit, entry, and exit procedures. Acuity’s commitment to human rights is further detailed in the **Acuity Statement of Commitment: Human Rights**.

## Confidentiality of Employee Information

The privacy of employee’s information is of paramount importance to Acuity. The company is committed to compliance with legal requirements that apply to the collection, use, disclosure, retention and processing of personal information. This requires all employees only collect, use, disclose, retain and process personal information that is necessary for legitimate business activities and functions in compliance with the appropriate country and/or state laws as applicable. Acuity has safeguards to help protect personal information against loss, destruction, unauthorized access, or the use, modification or disclosure of personal information.

### Employees are not permitted to:

- Access personal information unless you have appropriate authorization and a clear business need.
- Provide personal employee information to anyone inside or outside of Acuity without proper authorization.
- Conduct reference or security checks without proper authorization or the consent of the individual.

## Media

At Acuity, we understand that social media can be a fun and rewarding way to share your life and opinions with family, friends, and co-workers around the world. However, use of social media also presents certain risks and carries with it certain responsibilities. You must act responsibly so that your use of social media does not put your coworkers, our company’s reputation, or our customers at risk.

Social media includes all means of communicating or posting information or content of any sort on the Internet, including to your own or someone else’s web log or blog, journal or diary, personal web site, social networking or affinity web site (Facebook, Instagram, Twitter, WhatsApp, LinkedIn, etc.), web bulletin board, or a chat room, whether or not directly associated with Acuity and its affiliated companies, as well as any other form of electronic communication.

Employees shall not communicate to any person any non-public information known by reason of performance of services under a company contract, except as required by the contract. All documents and records (including photographs) generated during the performance of work under a contract shall be for the sole use of the company and its customer. Furthermore, no article, book, pamphlet, recording, broadcast, speech, presentations, television appearance, film, or photograph concerning any aspect of work performed under their contract shall be published or disseminated through any media without the prior written authorization of company leadership. Failure to adhere to this guidance may result in disciplinary action.

### Examples of sensitive items that should not be posted to social media include:

- Images of anything on a military base, including the flight line – without prior written approval from the appropriate authority;
- Program-related IT devices and systems;
- Military and other government equipment;
- Content of a sexual nature;
- Any content that could be construed as bullying;
- Your badge, either directly or in any photo.

Please contact your manager, your business unit Human Resources representative, or [humanresources@acuityinternational.com](mailto:humanresources@acuityinternational.com) if you have questions regarding this guidance.

If you receive an inquiry or request for an interview or information from an outside party, including the press, do not engage and do not provide any comments. Instead, inform your manager or contact [pressquestions@acuityinternational.com](mailto:pressquestions@acuityinternational.com) with the following information if available: reporter/media name; method of contact (e.g. email, phone call, other); topic of inquiry; and any specific questions posed.

## Our Commitment As Corporate Citizens

### Fair and Open Competition

Antitrust laws are intended to protect and promote free and fair competition. U.S. antitrust laws may apply to the Company, as well as similar laws in any other jurisdiction in which the Company does business. We should not exchange information with competitors regarding prices or market share and should refrain from exchanging other information that could be seen as a violation of antitrust laws.

The following agreements and arrangements are among those that may constitute violations of applicable laws and must not be engaged in under any circumstances:

- agreements with competitors to fix prices or any other terms and conditions of sale;
- agreements with competitors to boycott specified suppliers or customers;
- agreements with competitors to allocate products, territories, or markets, or to limit the production or sale of products or product lines;
- agreements with competitors to refrain from bidding or any other form of influencing a bid illegally (bid-rigging);
- agreements with resellers to fix their resale prices; and
- any behavior that can be construed as an attempt to monopolize.

Failure to comply with antitrust or competition laws could result in heavy fines for the Company. It is not uncommon for individuals to be criminally prosecuted under antitrust or competition laws.

Directors, officers, and employees should report to the Company's General Counsel any instance of anti-competitive behavior.

### Anti-Corruption & Bribery

Acuity complies with all anti-bribery and anti-corruption laws around the world. We are all prohibited from offering, giving, soliciting, or accepting any bribe or kickback, whether dealing with government officials, political parties, or representatives of commercial organizations. Bribes include gifts, entertainment, travel, or other benefits of any kind. A kickback is providing or receiving something of value either to obtain or reward favorable treatment on a government contract or subcontract. There are serious consequences associated with failure to disclose a potential bribe or kickback.

The Company expects the same compliance from all third parties, agents, and anyone else who works on the Company's behalf. Acuity is committed to ensuring that all of its transactions and business dealings are conducted in compliance with the U.S. anti-corruption requirements. The U.S. Foreign Corrupt Practices Act ("FCPA"), the United Kingdom Bribery Act and the Anti-Kickback Act of 1986 (41 U.S.C. 51-58) are among the most stringent anti-corruption laws in the world and cover Acuity's international activities in many cases. The regulations prohibit 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.

It is our policy that 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. **Acuity's Global Anti-Corruption Policy** further details Acuity's commitment to complying with the Anti-Kickback Act, Foreign Corrupt Practices Act, and the United Kingdom Bribery Act of 2010.

### Business Courtesies and Gratuities

A business courtesy is a gift (anything of value) provided to a business counterparty, to include among other things meals, refreshments, entertainment, and admission to sporting events. In certain situations, the exchange of limited, non-cash business courtesies may be appropriate. The Company does not seek to improperly influence the decisions of its business counterparties or government officials by offering business courtesies, and the Company requires that the decisions of directors, officers, and employees at the Company not be affected by having received a business courtesy.

The Gifts, Travel, and Entertainment section of this Code addresses the Company's policy on business courtesies, gifts, and gratuities with U.S. Government representatives.

Acuity prohibits the solicitation, directly or indirectly, for its benefit or for the benefit of another person, of any gift, favor, or other gratuity or thing of value from a person or organization with which Acuity does business or that seeks to do business with Acuity. Soliciting a gift, favor, or other gratuity or thing of value is strictly prohibited regardless of the nature or value of the item or service.

The Company and its employees may not accept business courtesies that constitute, or could be reasonably perceived as constituting, unfair business inducements or that could violate law, regulation, or policies of Acuity or its customers or could reflect negatively on the Company's reputation. Reference Acuity's Global Anti-corruption Policy for additional details.

Directors, officers, and employees who have any questions about specific business courtesies, gifts or gratuities should obtain additional guidance in advance of the transaction from the Company's Legal Department.

## Gifts, Travel, and Entertainment

### Gifts and Entertainment with U.S. Government Representatives

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. It includes services as well as gifts of training, transportation, local travel, lodging, and meals, whether provided in-kind, by purchase of a ticket, payment in advance or reimbursement after the expense has been incurred.

Neither the Company nor any employee will give or offer anything of value to a U.S. Government employee except as permitted by law and company policy. Exceptions to the general prohibition against government employees accepting anything of value from contractors are complex. If you seek to convey something of value to a government employee in keeping with such an exception, you must first confer with the Legal Department.

### Gifts and Entertainment with Employees and Officials of Non-U.S. Governments

Under the Foreign Corrupt Practices Act ("FCPA"), the making of bribes, kickbacks, or other forms of corrupt, illegal, or improper payments to foreign government officials for the purpose of obtaining or retaining business is strictly prohibited. Foreign government officials include those employed by government agencies and bodies, as well as employees and officers of state-owned entities, such as hospitals, energy firms, and telecommunications providers. If you have questions, consult the Legal Department.

### Gifts and Entertainment with Non-Government Persons

Acuity may provide meals, refreshments, or entertainment of reasonable value to non-government persons in support of business activities, provided:

- The business courtesy is not offered for favorable treatment;
- The courtesy does not violate any law, regulation, or standards of conduct of the recipient's organization. (It is your responsibility to inquire about any prohibitions
- or limitations applicable to the recipient's organization before offering any business courtesy.);
- The courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.

## Export, Customs, and Trade Controls

It is the Company's policy to fully comply with all applicable export, customs, and trade control laws and regulations, licensing requirements, relevant countries' and international laws and applicable export and trade sanctions. You should consult with the Export Control Compliance Officer of Legal Department to answer any questions regarding customers, export licensing, and trade controls. Any investigation or inquiry by a governmental organization regarding alleged trade control violations or irregularities should be immediately reported to the Legal Department prior to taking any action.

U.S. trade 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 line-business, Procurement, Contracts, Legal, and Compliance personnel. Decisions on exports or imports cannot be made by individual employees – the Company's approval protocols must be adhered to, with the Company'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.

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 be directed to Acuity's Export Control Officer.

## Political Activities

We are free to engage in personal volunteer political activity and contribute personal resources to candidates and parties in any manner consistent with applicable laws. We must be careful not to create the impression that we are speaking or acting for, or on behalf of, the Company. We may not use Company resources or coercive solicitations to further our own personal political activities or contributions. Company resources include money, use of the Company's facilities, information technology, supplies, letterhead, corporate names, logos, or working time.

## Records Management

Corporate integrity is at the foundation of this Code. We are expected to record and report information accurately and honestly, whether that information is submitted to the Company or to organizations or individuals outside the Company.

We must ensure that business records are available to meet the business needs of the Company, including the legal, tax, and other regulatory requirements wherever the Company conducts its business. In addition, it is unlawful to destroy, alter, conceal, or falsify any Acuity business or other record, document, or object for the purpose of obstructing or influencing any lawsuit or other legal, regulatory, or government proceeding or investigation. Failure to comply with the requirement to preserve documents and other information as required by laws and regulations can result in serious adverse consequences to the Company and its employees.

In connection with these policies, please consult the Company's Legal Department in the event of litigation or any investigation or proceeding.

## Recording Transactions and Internal Controls

The Company seeks to maintain a high standard of accuracy and completeness in its financial records. These records serve as the basis for managing the Company's business, for measuring and fulfilling its obligations to employees, customers, suppliers and others, and for compliance with tax and financial reporting requirements. These records may be made available upon reasonable prior request for inspection by management, directors and auditors.

In the preparation and maintenance of records and to ensure the effectiveness of the Company's internal controls over financial reporting, all directors, officers and employees must, to the extent applicable to their function, make and keep books, invoices, records, and accounts that accurately and fairly reflect the financial transactions of the Company and maintain accurate records of transactions, time reports, expense accounts, and other financial records.

This obligation includes timely and accurate labor claiming against proper timesheet charge codes.

If a director, officer or employee discovers significant deficiencies or material weaknesses in the Company's internal controls over financial reporting or any fraud involving management or other employees, he or she must report such information to the Company's Audit Committee, which, pursuant to its charter, is responsible for establishing procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. We have selected independent third-party vendors, to receive inquiries and reports anonymously, 24/7, using toll free/collect telephone lines and web-based tools as further discussed in Section VII of this Code. Directors, officers and employees of the Company may not intentionally distort or disguise the true nature of any transaction in recording and documenting accounting entries, knowingly make a representation, either in a document or in oral communication, that is not fully accurate, or establish any undisclosed or unrecorded funds or assets for any purpose. Each director, officer and employee of the Company must act in good faith, responsibly, with due care, without misrepresenting material facts, allowing his or her independent judgment to be subordinated or seeking to fraudulently influence, or mislead the Company's independent accountant in a manner that could result in materially misleading financial statements.

## Confidential Information

Every director, officer, and employee of the Company is obligated to protect the Company's confidential information.

Confidential information consists of proprietary information and information that is not generally available to the public and may give one who uses it an advantage over competition. Confidential Information may include, for example, methods, products (actual or planned), trade secrets, formulae, resources, databases, internal office structure, personnel, financial data, price lists, pricing methods, trading conditions, technical data and information, marketing, marketing research and practices, business plans, prospects, client/customer lists, and personal or financial information.

Confidential information can be in any form. Proprietary information can be information that an employee, officer, or director, acting alone or together with any other persons, may discover, create, develop, or improve while employed or engaged by the Company.

Similarly, employees must protect the confidential and proprietary information of Acuity's clients, customers (Government or commercial), teaming or other partners, and suppliers with at least the same degree of care as they would the Company's own confidential or proprietary information.

Acuity also expects employees not to seek out or accept confidential or proprietary information from any competitor or customer unless Acuity is contractually entitled to receive it.

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## Use and Protection of Company Assets

Company assets may not be used for personal gain or for any business purposes other than the Company's business. This includes equipment such as computers, supplies, vehicles, telephones, copy machines and furniture, intellectual property such as know-how, pending patent information, trade secrets or other confidential or proprietary information (whether in printed or electronic form).

The Company's name and any name, trademark, service mark, logo or trade name associated with it or any of its products are valuable assets of the Company and may not be used by employees for personal gain or for any business purposes other than the Company's business.

We are responsible for ensuring that appropriate measures are taken to assure that Company assets are properly protected and used efficiently.

Unless otherwise provided in an employment agreement and other agreement, we will use the Company's equipment for the purpose of our employment or engagement only. Therefore, the use of computers or laptops, and any Company email account, shall be subject to scrutiny by the Company or on its behalf (for more information see the provision below dealing with Computer Software, Email and Internet).

Reference **Acuity's Acceptable Use Policy, IT Policies and IT Security Policies** for details. Contact the Chief Information Security Officer for specific questions and guidance.



## Computer Software, Email and Internet

### Computer Software

The Company's policy is to respect the copyrights that protect computer software and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, the unauthorized duplication of software, whether or not owned by the Company, is prohibited, even if such duplication is for business purposes, is of limited duration or is otherwise accepted local practice.

### Email and Internet

All electronic media and communication systems, including the Company's electronic mail (email) system, intranet, Internet access and voicemail are Company assets and are to be used for appropriate purposes only. We should not abuse access to the Internet for personal purposes.

Acuity will not tolerate discriminatory, offensive, defamatory, pornographic and other illegal or inappropriate messages or materials sent by email or accessed through the Internet.

The Company reserves the right, for legitimate business-related reasons, to retrieve and inspect personal information and property placed by the Company's directors, officers, or employees on the Company's technology systems, electronic mail systems, office systems or workspaces (all findings of any such inspection shall be the Company's sole property). Given privacy concerns surrounding personal and medical information, only authorized personnel of the Company may access such information.

## Our Commitment To Our Business Partners

### Fair Dealing

We should endeavor to deal fairly with customers, creditors, stockholders, suppliers, competitors, teaming partners, government officials, and employees of the Company. We should not take unfair advantage of anyone through manipulation; concealment; abuse of privileged, confidential, or sensitive information; misrepresentation of material facts; or any other unfair dealing practice.

In conducting business with government agencies, we are required to abide by certain special contract and procurement regulations and rules designed to protect the public interest and integrity of the government procurement processes. Employees must not submit or concur in the submission of a proposal, price quotation, claim or other document that is knowingly false, incomplete, or misleading, as doing so can result in civil or criminal liability for both Acuity and individual employees involved in the submission. The Company is obligated to and must disclose, when required to do so, current, accurate and complete cost and pricing data. Generally, cost and pricing data includes historical price and cost information plus information related to supplier quotations, cost trends, management decisions, or other factors that may potentially affect costs.

### Conflicts of Interest

A personal conflict of interest occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the Company. Generally, a conflict situation can arise when an employee, officer, or director takes actions or has interests that may make it difficult to perform his or her duties and responsibilities objectively and effectively. Conflicts of interest also arise when we, or a member of our family, receive improper personal benefits as a result of our position with the Company. Reference **Acuity's Conflict of Interest Policy** for additional details.

### Personal and/or Financial Conflicts of Interest

The following situations have a great potential for conflicts of interest and must be reported as appropriate to senior management, Human Resources, Contracts, Procurement, or the Legal Department:

- Being employed (including family members) by, or acting as a consultant to, a competitor or potential competitor, supplier, or contractor, regardless of the nature of the employment;
- Hiring or supervising family members or closely related persons;
- Owning or having a substantial interest in a competitor, supplier, or contractor;
- Having a personal interest, financial interest, or potential gain in any Acuity transaction;
- Placing company business with a firm owned or controlled by an Acuity employee or his or her family;
- Accepting gifts, discounts, favors, or services from a customer/potential customer, competitor, or supplier, unless equally available to all Acuity employees in similar positions.

We should not have any undisclosed, unapproved financial, business or other relationships with suppliers, customers, competitors, or the Company that might impair the independence of any judgment we need to make on behalf of the Company. We must disclose real or apparent conflicts of interest in advance as indicated above.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

## Organizational Conflicts of Interest

We should always be aware of situations which may present an actual or potential Organizational Conflict of Interest (OCI), as defined in Federal Acquisition Regulation (FAR) Subpart 9.5, so that Acuity can take the appropriate steps to avoid or reduce the risk.

An OCI may arise when the work the Company performs on one contract creates an unfair advantage in competing for another contract, or when certain work or special access to a government program may impair or bias the contractor's ability to be objective and not conflicted in performing other work sought. OCIs fall generally into three categories:

- **Unequal Access to Information.** This usually arises when during contract performance, the contractor has access (not to include ordinary insight gained from incumbency) to nonpublic, proprietary, or source selection information not available to others and which provides an unfair competitive advantage.
- **Impaired Objectivity.** This usually arises when the contractor under the scope of one contract is required to evaluate work it, its affiliate, or its competitor performed on another contract.
- **Ability to Set Biased Ground Rules.** This usually arises when a contractor has the ability to set the ground rules (i.e., the specifications, scope of work, or requirements) for a solicitation that they, or their affiliate, can then pursue.

Where an actual or potential OCI may occur by entering into a contractual agreement or by accepting a task under an awarded contract, such contractual instruments may be entered into only after the following conditions have been satisfied:

- Full and complete disclosure of the actual or potential OCI has been made to the appropriate governmental official(s) with a proposed means of avoiding, mitigating or neutralizing all perceived conflict(s), and
- Consent to the execution of the contractual arrangement has been obtained from the appropriate governmental official(s), along with any necessary government approvals of an appropriate OCI avoidance and mitigation plan where required.

Employees must be aware of OCI certification clauses in government contracts and in all solicitations for which a bid is prepared. If you suspect that a situation may present an OCI risk, you must immediately report it to senior management, Contracts, Procurement, or the Legal Department. OCI matters can be legally complex so you should always seek knowledgeable advice if you have any doubt.

## Corporate Opportunities

We are prohibited from taking (or directing to a third party) a business opportunity that we discover through the use of Company property or information or that is presented to us in our capacity as a director, officer, or employee. In addition, we are not allowed to use corporate property, information, or our position for personal gain, or to compete with Acuity. Directors, officers, and employees owe a duty to Acuity to advance Acuity's legitimate interests when the opportunity arises. Any employee must fully disclose such opportunity in writing to the Legal Department, which will determine whether the opportunity should be presented to senior management or the Board. Any director must disclose such opportunity to the Chairman of the Board (or, in the case of the Chairman, to the Chairman of the Audit Committee) who will determine whether the opportunity should be presented to the Board. This is subject in all cases to the provisions of the Certificate of Incorporation.

## Procurement Integrity

In conducting business with government agencies, Acuity is required to abide by certain special contract and procurement regulations and rules designed to protect the public interest the integrity of the government procurement processes. The Procurement Integrity Act provides a series of prohibitions designed to safeguard the integrity of the procurement process by ensuring that competitors for government contracts compete on a level playing field. Employees must not submit or concur in the submission of a proposal, price quotation, claim, or other document that is knowingly false, incomplete, or misleading. Acuity is obligated to and must disclose, when required to do so, current, accurate, and complete cost and pricing data.

## National Security

As a contractor with the Department of Defense, Acuity has a special obligation to comply with those government laws that protect our nation's security and safeguard our nation's secrets. The unauthorized possession of classified documents or classified information in any form or the failure to properly safeguard such information can endanger the security of our country and may be criminally or civilly punishable under espionage laws, among other applicable law.

Employees possessing a valid security clearance and requiring access to specific classified information must ensure they handle such information strictly in accordance with the procedures and guidelines set forth by the applicable department or agency for safeguarding classified information.

## Contract Compliance

Employees must do everything practical to ensure compliance with Acuity's contracts.

Acuity complies with all the terms of our contracts. We deliver the goods and services as promised. We never substitute material, change testing, or alter quality-control requirements except in accordance with applicable government and contractual procedures. In order to ensure Acuity's compliance with the terms of our contracts, Acuity employees must always perform in accordance with the terms of the contract and document how Acuity has met its contract obligations. Acuity will never make substitutions, including those affecting personnel, without following the specific procedures in the affected contract.

## Contract Compliance

There is a certain group of laws and regulations associated with working as a U.S. Government contractor for which Acuity also requires compliance by its employees, officers, and directors. Some of these laws and regulations are referenced or discussed in greater detail later in this section, but there are too many to list in this Code.

The majority of government contracts are governed by their own system of rules, including the Federal Acquisition Regulation (FAR) and various agency-specific FAR supplements. These and other regulations and reporting requirements applicable internationally require government contractors such as Acuity to disclose certain suspected violations of U.S. criminal law, the civil False Claims Act and significant overpayments involving the award, performance, or closeout of a

U.S. government contract or subcontract. Violations that fall within the FAR mandatory disclosure rule requirements will be reviewed and a disposition provided in accordance with this Code. Therefore, it is important for employees, officers, and directors to promptly report suspected violations of this Code, law, or regulation to Contracts or the Legal Department.

## Submissions of Claims

The rules for doing business with the U.S. Government are complex and stricter than doing business with commercial customers. Acuity complies with all the laws, regulations and rules that apply to activities related to contracting with the U.S. Government. We must be truthful and forthcoming in all of our dealings with the federal government, verbally and in writing. Any and all written submissions to the government must be truthful, accurate, and complete.

Both Acuity and individual employees can be found civilly and/or criminally liable for making false statements and/or claims to the government under either the False Claims Act or False Statements statute.

Contact the Legal Department and/or Chief Compliance Officer with any questions or concerns regarding these important rules.

## Disclosure Statements

Acuity's Chief Compliance Officer, board, and senior management are committed to implementing an effective program to prevent and detect misconduct and upholding a corporate culture of ethics and social responsibility.

Acuity is committed to disclosure and transparency in accordance with FAR Clause 52.203-13 ("the rule"), 48 CFR §52.203-13 which requires Federal contractors to disclose in writing situations for which they have credible evidence of a potential violation of the civil False Claims Act or Federal criminal law involving fraud, conflict of interest, bribery, or gratuity.

In addition to the Federal Acquisition Regulation requirements, Acuity's accounting practices and procedures enforces its commitment to full disclosure and amendment statements in accordance with the Cost Accounting Standards (CAS), which is set by the Cost Accounting Standards Board (CASB).

## Government Proprietary and Source Selection Information

We must not obtain, or seek to obtain, directly or indirectly, from any government employee or other third parties, any information believed to contain proprietary or source selection information, except where permitted by law or express agreement. Examples include: information contained in a competitor's bid or proposal, cost or pricing data, or other information submitted to the U.S. Government or contemplated for submission to the U.S. Government and designated as proprietary in accordance with the law or regulation.

## Suspended and Debarred Contractors

Contractors that have committed certain specified offenses that indicate a lack of business integrity or responsibility may be suspended or debarred from doing business with the U.S. Government and many state and local governments. The names of the contractors suspended or debarred from federal government contracting appear on the List of Parties Excluded from Federal Procurement and Non-procurement Programs ("excluded parties list"), which is available online at <http://www.sam.gov>.

Acuity's requirement is to refrain from doing business with any contractor or subcontractor that has been suspended or debarred by federal, state, or local governments. It is good practice to routinely monitor the pending suspended and debarred lists posted by the US government to anticipate potential future contracting or other relationship conflicts. Any employee who has reason to believe that a contractor with whom Acuity intends to contract is suspended or debarred must immediately notify his or her supervisor, Contracts, Procurement, or the Legal Department.

## Recruiting and Hiring Certain Current and Former Government Employees

We may not engage in the recruitment or hiring of certain government employees with post-employment "revolving door" restrictions without the approval of Human Resources and the Legal Department.

A number of complex laws govern the recruiting and hiring of current and former U.S. Government employees. The term "government employee" includes both civilians employed by the U.S. Government as well as officers on active duty with the U.S. military. The applicable laws cover not only those currently employed/on active duty but also certain people for certain periods of time after the person has left government service. Generally, there are restrictions that apply to a group of government employees. Such individuals are banned from later representing Acuity's interests with respect to the Acuity contracts in which they were involved as government officials.

Based upon the former government employee's level of involvement with that matter or contract, such employee may be restricted from participation in the private sector for one year, two years, or for life. The Procurement Integrity Act also imposes additional restrictions on discussing employment opportunities with government employees.

Because of the potential complexity of the law in this area, Acuity's approach is as follows:

- No Acuity employee should recruit, or advocate the hiring of, a current or former government employee, including military personnel, without fully disclosing the particulars of the situation to senior management and Human Resources.
- Employees should report immediately to Human Resources or the Legal Department any attempt by a current or former government employee, including military personnel, to initiate such discussions.
- Employees may not engage in any discussion with a current or former government employee, including any military personnel, on the subject of possible employment or a consulting arrangement with the Company without the approval of Human Resources, who will follow policy developed under the advice of the Acuity General Counsel.

## Contingent Fees

We may not arrange for the payment of contingent fees for success in securing a government contract or subcontract without the prior approval of the General Counsel. A "contingent fee" is any commission, percentage, brokerage, or other fee payable contingent on the success that Acuity has in securing a contract. In the realm of U.S. Government contracts, contingent fees may be prohibited. Because the law pertaining to contingent fees is complex, Acuity does not permit its employees to arrange for any contingent payments to any consultant or other outside party without the approval of Acuity's General Counsel.

## Competitive Information

Collecting information on competitors from legitimate sources to evaluate the relative merits of their products, services, and marketing methods is proper and often necessary. However, the ways information should be acquired are limited. Directors, officers and employees are prohibited from using improper means in the gathering of competitive information. Directors, officers, and employees are also prohibited from seeking confidential information from a new employee who recently worked for a competitor or misrepresenting one's identity in the hopes of obtaining confidential information from a competitor. Any form of questionable intelligence gathering is strictly against Company policy. Employees and directors should refrain from conversing with employees of any Company competitor about competitive information.

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. These 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 unlawful competitive advantage, certain information may not be released to, requested, or obtained, unless the information is released to all competitors or is made available publicly. Protected, or other

- Competitor cost or pricing data, indirect costs, and direct labor rates;
- Customer source selection or technical evaluation plans;
- Customer technical or cost/price evaluations of proposals;
- Contractor bid and proposal information; and
- Competitor proprietary information about operations, technical solutions, or techniques.

We cannot assume that we are permitted to receive and use all information offered; we must exercise due caution 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 the Legal Department.

## Addressing Violations of This Code

The Company must ensure prompt and consistent action in response to violations of this Code. Investigations of alleged violations of the Code will be conducted in accordance with **Acuity's Investigations Policy**. If, after investigation, it is determined that a director or executive officer has violated this Code, the Ethics Committee of the Board will be notified.

If, after investigating a report of an alleged prohibited action by any other person, it is determined that a violation of this Code has occurred, appropriate preventative or disciplinary action will be taken, including, but not limited to, reassignment, demotion, dismissal, and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Violations of the rules and policies of conduct set forth in this Code may result in one or more of the following disciplinary actions, if and as permitted under applicable law:

- a verbal or written warning;
- a reprimand (noted in the employee's or officer's personnel record);
- probation;
- demotion;
- temporary suspension, with or without pay;
- required reimbursement of losses or damages;
- termination of employment; and/or
- referral for criminal prosecution or civil action.

Disciplinary measures may apply to any supervisor who directs or approves such violations or has knowledge of them and does not promptly correct them.

Reporting of violations of this Code made in good faith will not result in retaliation against such person for making the report.

## Conclusion

Each of us must exercise personal responsibility to act according to Acuity's values and this Code.

Supervisors and managers have even more responsibilities. They need to lead by example and create a workplace where everyone feels free to speak up and raise questions or express concerns without fear of retaliation.

We all need to complete all required ethics training in a timely manner and ask questions if we have them. If you need further information or have any questions about The Acuity Commitment, please send an email to: [ethics@acuityinternational.com](mailto:ethics@acuityinternational.com). Thank you for your commitment to an ethical culture.



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