



A Service Disabled Veteran Owned Small Business (SDVOSB)

CODE OF ETHICS AND CONDUCT



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MARYVILLE, TENNESSEE**

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SECTION 1 – About the Standards

Responsibility/Accountability

These Standards of Ethics and Business Conduct (the “Standards”) apply to all officers, employees, and consultants of RELYANT Global, LLC (hereinafter “RELYANT”) and every business unit and to all business activities within RELYANT’S U.S. and International Operations.

We are all responsible for upholding our own reputation and that of RELYANT. You are responsible for ensuring that your own conduct and the conduct of those whom you observe (and, if you are a supervisor, the conduct of those who report to you) is honest and ethical at all times and complies not only with the law but also with our policies and these Standards. Because our reputation for high ethical standards and quality work is so important, violations of any of these Standards or RELYANT policies will be the basis for disciplinary action, including but not limited to termination.

Administration and Interpretation

RELYANT's Chief Executive Officer will administer these Standards.

Given the complexities of today's business environment, including government contracting and international business concerns, and the determination of RELYANT's Executive Officers to comply with both the letter and spirit of all relevant laws and regulations, it is recognized that questions of interpretation will arise.

All questions relating to the charging of material and labor and to the allowability and reasonableness of overhead expenses should be directed to RELYANT's Director of Finance and Administration.

All other questions relating to these Standards and RELYANT’s ethics and business practices in general should be directed to the Human Resources Department.

The Company’s Obligation to Report Violations under the Federal Acquisition Regulation’s Mandatory Disclosure Rules

Federal contracting requirements require, among other things, government contractors and subcontractors to monitor, identify, investigate and disclose, when detected, certain kinds of improper conduct relating to contract award, performance and closeout ("Mandatory Disclosure"). Specifically, the rules require RELYANT to provide written notice to the applicable agency's Inspector General with a copy to the relevant contracting officer if we have "credible evidence" of a violation of criminal laws relating to fraud, bribery, gratuities and conflicts of interest.

It is long-standing policy for all RELYANT employees to conduct business with honesty and integrity, in compliance with applicable federal, state, and local laws and regulations. You are required to embrace RELYANT's commitment to ethical business practices and fully support RELYANT's compliance program.

How to Report Violations

We are committed to maintaining a workplace in which we all feel valued and fairly treated, and where all actions are in accordance with law, RELYANT policies, and these Standards. We provide many avenues through which employees can make complaints and/or bring attention to problems in the workplace. It is the responsibility of any employee or consultant having knowledge of any activity that is or may be in violation of these Standards, any law, rule, or regulation applicable to RELYANT's business to promptly disclose such activity.

For this purpose, RELYANT has established the following potential contacts for reporting violations:

- **Immediate Manager**
- **Human Resources Department**
- **RELYANT Hotline 865-724-2855** - This hotline is intended for reports of any kind of inappropriate conduct.
- **RELYANT Accounting Hotline 865-724-2854** - This hotline is intended for reports of concerns associated with accounting policies and practices, internal controls, and auditing policies and practices.

Any complaint or report received will be taken seriously and handled as confidentially as possible consistent with investigating and resolving the matter. In conducting an investigation, RELYANT will make findings and take appropriate action to address any improper conduct. Please help us maintain a workplace we all can be proud of by reporting such incidents.

Non-Retaliation

RELYANT is committed to providing a workplace conducive to open discussion of its business practices. It is RELYANT's policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation in response to their lawfully reporting information alleging inappropriate conduct in the workplace.

However, employees who file reports or provide evidence which they know to be false will not be protected by the policy statement above and may be subject to disciplinary action, including termination.

Investigation of Misconduct

RELYANT may use any lawful method of investigation which it deems necessary to determine whether any person has engaged in conduct which in its view is inappropriate or interferes with or adversely affects its business. Every employee and consultant is expected to cooperate fully with any investigation of any violation of law, RELYANT's policies, or these Standards.

SECTION 2 – Legal Compliance

Workplace Environment

RELYANT is committed to identifying capable people to fill our workforce and providing them with opportunities to prosper without regard to their race, color, creed, religion, gender, age, national origin, citizenship status, sexual orientation, physical or mental disability, marital, or veteran status, or any other protected status.

Our policy is to provide a work environment free from all forms of discrimination and harassment, including sexual harassment. It is against RELYANT's policy for any employee or consultant, male or female, to sexually harass another employee by **(a)** making unwelcome sexual advances, requests for sexual favors, or engaging in other verbal or physical conduct of a sexual nature, or **(b)** making submission to or rejection of such conduct the basis for employment decisions, or **(c)** creating an intimidating, hostile, or offensive working environment by such conduct. It is also against RELYANT's policy to engage in behavior that constitutes harassment of any kind, whether such activity would be considered to be sexual harassment or otherwise.

RELYANT's complete Harassment Policy can be found in the Employee Handbook.

Our policy is also to provide RELYANT employees with a working environment free of the problems associated with the use and abuse of controlled substances or alcohol. The use of any controlled substance or is inconsistent with the behavior expected of our employees. Thus, RELYANT has implemented a "Drug-Free Workplace" policy which can be found in the Employee Handbook in the Work Place Safety section.

Timekeeping Policy

High ethical standards are demanded of every employee to ensure that RELYANT's timekeeping procedures are followed to the letter. You have a responsibility to accurately record your time on a daily basis, in accordance with RELYANT's official timekeeping policy and procedures. Upon being hired, you are trained on RELYANT's timekeeping policy and procedures which can be found in the Employee Handbook in the Paydays section. Any question or doubt should be discussed with your immediate manager, or RELYANT's Human Resources Department.

Any suspected violation should be reported to the Human Resources Department or by contacting the RELYANT hotline at 865-724-2855

Interference with an Audit

You and persons acting under your supervision must refrain from taking any action that misleads, impedes or otherwise disrupts the work of its independent outside auditors, including any action to fraudulently induce, coerce, manipulate, hinder, or mislead any auditor in any respect.

Reporting Material Developments and Complying with Internal Controls

It is your duty to fully, fairly, accurately, timely and understandably report financial and non-financial information and developments that could possibly have a material effect on the operations or financial condition of RELYANT through your chain of command and to the Company's Chief Financial Officer or the Director of Finance and Admin as soon as it is discovered. In addition, it is your obligation to comply with our internal control policies and procedures and our disclosure controls and procedures. You are expected to report any failure to comply with such controls and procedures as described above to the RELYANT Accounting Hotline at 865-724-2854, which has been established specifically for employees to report suspected violations of corporate accounting policies, practices, and controls, or auditing policies and practices.

False Information and Employment

Employees shall not intentionally provide false or misleading information, or intentionally omit pertinent information regarding essential background, employment history, educational credentials, or other qualifications for employment. For example, RELYANT considers degrees obtained from institutions that are not properly accredited to be fraudulent. The use of any such credential will expose the employee to discipline up to and including termination.

Fiduciary Duty of Employees

RELYANT's greatest assets are the knowledge, ingenuity, and productivity of its employees. We benefit most from such assets when employees perform their work with the highest degree of loyalty. In recognition of this fact, you have certain fiduciary responsibilities to the Company, including, for example, the duty to place the interest of RELYANT above your personal interest in any situation where they might conflict.

In light of the special trust and confidence that RELYANT places in its employees, these Standards require that you act with undivided loyalty to RELYANT and fairness in dealings with the Company, its employees, its suppliers, its business partners, and its existing and potential clients. The restrictions placed upon you are not intended to prevent you from competing lawfully and fairly with RELYANT following termination of employment (subject to the non-competition restrictions of the RELYANT Confidentiality, Non-Disclosure and Non-Competition Agreement), or from engaging in subsequent employment in any field of your choice. Instead, they are intended solely to proscribe certain acts (including those listed below by way of example) that would be inconsistent with your legal obligations arising out of your employment relationship with the Company, such as:

- Permitting the use of your name or resume by another entity in any bid, any response to a request for proposal, or any other similar application for a contract or task order that competes against the Company for new work; or is intended to replace, succeed, supersede, reduce, or diminish RELYANT's work under a contract or task order
- Taking kickbacks in exchange for entering into contracts
- Conducting or planning to begin a new, non-RELYANT enterprise while an employee of the Company and carrying out the enterprise or preparations for a new enterprise on Company time
- Working on behalf of another entity while a RELYANT employee
- Using trade secrets or confidential or proprietary information in an unauthorized manner
- Soliciting the Company's customers or employees
- Taking opportunities that are discovered through the use of corporate property, information, or position for your own personal gain

Conducting international Business

As RELYANT expands its international business, it is critical that RELYANT employees be mindful of complying with both U.S. laws and the foreign laws governing the places where RELYANT is conducting its international business activities, as well as import and export regulations relating to shipment of items and/or information. The broad principles expressed in these Standards apply to RELYANT's international business as well as domestic business that require performance abroad. In addition to other areas of potential concern, the following U.S. laws apply and must be strictly observed:

The Foreign Corrupt Practices Act (FCPA) prohibits directly, or through an agent or intermediary, giving, offering, or promising anything of value to foreign government officials to influence them to misuse their authority or exert an unfair business advantage. The FCPA also imposes civil liability on a company which does not keep accurate accounting records or knowingly fails to implement adequate accounting controls. Please contact your cognizant contract professional in RELYANT's Contracts Department if you have any questions regarding the payment to a foreign person or entity.

Numerous Export Control laws and regulations apply to the export of materials, equipment, weapons, technology, data, software, information, and services ("items") to foreign governments, businesses, and individuals. Export controls may also restrict the sale of items to U.S. companies abroad and foreign corporations in the U.S. A sampling of relevant laws includes: Foreign Asset Control legislation, the U.S. Department of Defense's International Traffic in Arms Regulations, and the U.S. Department of Commerce's Export Administration Regulations. Prior to the transfer of any item, outside of the United States or to a foreign company within the United States, consult your Compliance Department for a full review of the matter in accordance with applicable export laws and requirements.

The restrictions on exports can also apply to what is called a "deemed export." A deemed export occurs where export controlled data or items are disclosed to foreign national employees who may work for RELYANT, a RELYANT teammate or client. If you have foreign nationals working on your project or with your customer, please take care to ensure that they are not exposed to restricted data or items.

SECTION 3 – Company Information and Assets

Use and Protection of Company Assets

You are responsible for the protection and appropriate, efficient use of RELYANT and RELYANT client assets. RELYANT and RELYANT client assets include physical assets as well as intellectual property and confidential information. All RELYANT and RELYANT client assets are to be used for legitimate business purposes only in accordance with applicable policies and procedures. Theft; careless, inappropriate or negligent use; or loss of RELYANT 's and RELYANT client's physical assets, as well as unauthorized disclosure or transfer in the case of RELYANT's or a RELYANT client's intellectual property and confidential information, may subject you to disciplinary action up to and including termination. Where appropriate, RELYANT may refer information regarding any such action to law enforcement authorities.

Use of Software

Except for software supplied by a client, vendor or teaming partner pursuant to the terms of a contract, you shall use only Company-licensed software. You should never accept third-party software without a written license governing its use. You shall use all software only in accordance with the terms of RELYANT's license agreements or other contracts under which the software is supplied. RELYANT-licensed software may not be copied or provided to any third party unless authorized under RELYANT 's license agreement. Before taking any action to transfer RELYANT-licensed software, you should contact the Human Resources Department to determine whether your proposed action is permitted. Unauthorized use, copying, transfer or disclosure of software may subject the offender to disciplinary action as well as civil and criminal penalties under copyright laws.

Protection of Intellectual Property, Trade Secrets, Confidential Information

It is essential for you to safeguard RELYANT's trade secrets and confidential information and to refuse any improper access to trade secrets and confidential information of any other company or entity, including our competitors. RELYANT's proprietary information must not be discussed with others within RELYANT, except on a strict need-to-know basis. If there is a need to disclose RELYANT trade secrets or confidential information to any person outside RELYANT, it must be done only in conjunction with a disclosure agreement provided by the Contracts Department. Always be alert to avoid inadvertent disclosures which may arise in social conversations or in normal business relations, and do not receive any such information from other companies or people except pursuant to written agreement. Similarly, RELYANT's property rights in its technology and products must be protected by use of appropriate agreements whenever such technology and/or products

are used, transferred or disclosed. Contact the Contracts Department for an appropriate agreement.

Electronic Communications and Acceptable Use of Computer Resources

RELYANT policy regarding electronic communications and acceptable use of computer resources can be found in the Employee Handbook in the Computer Use section.

SECTION 4 – Conflicts of Interest

Personal Conflicts of Interest

A “conflict of interest” occurs when a person's private interest (financial gain, career development, familial interest, reputation advantage, etc.) interferes in any way - or even appears to interfere - with the legitimate business interests of RELYANT. It is not practical to attempt to list all possible kinds of conflicts. Nonetheless, employees should be very conscious of the potential for their own interests, or those of their immediate family, to be in conflict with RELYANT's interests, and should take care not to act in a way that prefers those personal interests over RELYANT's interests or our customer's interest when they do conflict.

In order to avoid potential conflicts of interest, you should avoid any activity outside your Company work that is reasonably likely to put you in a conflict situation. For example, it is important to avoid engaging in activities outside of your RELYANT employment for entities that provide products or services that may be competitive with the products or services provided by RELYANT.

If in doubt whether a situation or certain activity constitutes a conflict of interest, contact the Human Resources Department for guidance.

RELYANT's policies regarding Outside Employment and Employee Affiliations can be found in the Employee Handbook in the Business Ethics section.

Accepting Gifts, Gratuities, and Entertainment

Acceptance of gifts and gratuities from actual or would-be clients, suppliers, vendors, competitors or business partners can result in possible conflicts between your duty of loyalty to the Company and your personal interests. In order to ensure that such situations are considered thoughtfully, if you are offered a gift or gratuity with a value exceeding \$25, you must report such offer and seek approval to accept it through your chain of command.

In no event should you accept a gift where it would be prohibited by law or is known by you to be contrary to law or the corporate business practices of the company employing the person offering the gift.

RELYANT's policy regarding gifts can be found in the Employee Handbook in the Conflicts of Interest and Confidentiality section.

Providing Gifts, Gratuities, and Entertainment

Due to the nature of RELYANT's business, the giving of gifts, gratuities or entertainment (considered "Business Courtesies") requires the use of good business judgment by employees and careful monitoring by managers. For commercial, non-government clients, Business Courtesies, including meals, entertainment, gifts, promotional items, services, and favors, may be extended, provided they are reasonable, not extravagant in value or number, infrequent enough not to become expected, and not offered in exchange for favorable consideration or treatment. A business courtesy is simply that- a courtesy- and should not be given if doing so would create even the appearance of an impropriety on RELYANT's part.

RELYANT's policy regarding gifts can be found in the Handbook as noted above.

Dealings with Suppliers, Vendors, Business Partners, and Competitors

Integrity and fair dealing are core components of our business practices. All vendors, suppliers, other business partners, and competitors should be treated fairly and uniformly in accordance with RELYANT's established purchasing policies and procedures. You must not engage in any activity prohibited under anti-trust laws, including boycotting, price-fixing, refusal to deal, price discrimination, or disparate treatment of suppliers.

Paying bribes, accepting kickbacks, and obtaining and using third-party insider information in dealings with suppliers, vendors and business partners are completely inappropriate and will not be tolerated.

SECTION 5 – Interacting with the Government

Policies Relating to U.S. Government Contracting

As a government contractor, we have a special obligation to the U.S. Government, and to the general public, to ensure that we administer our contracts and deliver our products and services in a manner that fully satisfies both our legal obligations and our own high standards of integrity and quality.

Contracting with the U.S. Government imposes requirements not traditionally associated with purely commercial business transactions. We are committed to compliance with the letter and spirit of the laws and regulations governing U.S. Government contracting. Summarized below are a number of key requirements affecting U.S. Government contracts. Please contact your immediate manager or your Contracts professional with any questions or concerns you may have regarding the following U.S. Government contracting policies and procedures.

False Claims/False Statements

It is a felony to knowingly make a false claim or false statement to the government. Violations of these and other statutes can subject the Company to damaging publicity, expensive and time-consuming investigations and litigation, reduction of negotiated contract rates, and the revocation of contracts. Both RELYANT and individual employees may also be subject to civil and criminal sanctions including fines, debarment or suspension, and prison sentences. Such violations also can expose an employee to discipline up to and including termination of employment.

Although it is not possible to specify here all contract-related dealings with the Government that present the risk of false statements, false claims, or other violations, particular attention is called to the following:

- RELYANT is required to submit accounting and other records to the government as a basis for payment on existing contracts or as estimates on future work. All data must be accurate and all estimates must be made in good faith. It is our policy to charge all labor and material costs accurately, to the appropriate account, regardless of the status of the budget for that account. Improprieties, such as charging labor or material costs improperly or to the wrong t, charging direct contract effort to an overhead or indirect account, and falsification of time cards or other records, will be grounds for disciplinary action including termination.
- RELYANT is frequently required to submit cost or pricing data to the Government, and to certify that it is current, accurate, and complete. The definition of data that must be disclosed is very broad and includes facts as well as management decisions, estimates (based on verifiable data), and other information that a reasonable person would expect to affect the negotiations. Our policy is full disclosure of complete and accurate cost and pricing data that is current up to the date of agreement on price.
- RELYANT submits proposals for reimbursement of indirect costs to the Government. A company official may be required to certify his belief that the proposal does not contain expressly unallowable costs such as for advertising, donations, entertainment, fines and penalties, lobbying, defense of fraud proceedings, and goodwill. It is our policy to request reimbursement only for those indirect costs that are reasonable in amount and for which we have a good-faith belief that the costs are allowable.
- We are often required to certify compliance with quality control specifications and testing requirements for our products or services. Our policy is to deliver goods and services that meet

all contract requirements and give the customer the highest degree of confidence in our work. Improprieties, such as the failure to conduct required testing, or manipulation or falsification of test procedures or data, will not be tolerated.

Gifts and Gratuities to U.S. Government Officials

RELYANT employees must not offer, give, or promise to offer or give any money, gratuity or other thing of value to any government employee that such employee is prohibited from receiving by applicable law, including transportation, meals at business meetings, tickets to sporting or other events, or the like.

Even if applicable government regulations permit their acceptance, RELYANT employees must refrain from offering or giving or reimbursing expenses for any entertainment or offering any gratuity to any government employee who is personally and substantially involved in a procurement or administrative function relating to any contract for the direct or indirect purchase of products or services from the Company.

Federal government employees, as well as those of most state and local governments and many private companies, are subject to strict rules regarding the acceptance of gifts. RELYANT must respect these rules. In the government environment, the failure to do so may result in severe legal and financial consequences for both RELYANT and the offending employee. In addition, there are significant legal prohibitions associated with providing gratuities in the context of international activities. When in doubt regarding the appropriateness of a gift or extension of business courtesy, consult your immediate manager or your Contracts professional, and always err on the side of caution.

RELYANT's policy regarding gifts can be found in the Employee Handbook in the Business Ethics section.

Lobbying Activities

RELYANT is prohibited from using federal funds to pay persons such as lobbyists or consultants to influence or attempt to influence executive or legislative decision making in connection with the award of any contract. We are also required to furnish a certification that no federal funds have been paid or will be paid in violation of this prohibition. In addition, RELYANT is required to report to the government any payments to any lobbyist or consultant paid with non-federal funds for such purposes.

Classified Information

Government information that is national security classified, procurement sensitive, or proprietary shall not be solicited or accepted from (or provided to) any source, either directly or indirectly, in

circumstances where there is reason to believe that the release is not authorized. All classified information in RELYANT's possession shall be treated in strict compliance with U.S. Government mandated procedures for such classified information.

Prohibited Use of Source Selection Information/Competing Contractor Cost and Pricing Information

RELYANT must be particularly concerned with obtaining sensitive procurement information from federal government agencies. During the conduct of any procurement action, RELYANT will not solicit or accept from any officer or employee of the agency, or any other source, any proprietary or source selection information regarding that procurement. This prohibition begins with the development, preparation, and issuance of a solicitation and concludes with award of a contract, a contract modification or extension. As used herein, proprietary data includes information contained in a bid or proposal, cost or pricing data, and any information submitted to the Government by a contractor and properly designated as proprietary. Source selection information includes information designated as government sensitive, such as listings of offerors and prices, listings of bidders prior to bid opening, source selection plans, technical evaluations of proposals, competitive range determinations, rankings (except for sealed bidding), source selection board reports and evaluations, source selection advisory board recommendations, and other information determined by the head of the agency or contracting officer to be information which would jeopardize the integrity or successful completion of the procurement if disclosed.

Hiring of Government and Former Government Employees

Special concerns apply to hiring or retaining a government or former government employee as an employee or consultant of RELYANT. In addition, there are special constraints regarding any communication concerning possible employment of government employees who are designated as "procurement officials" during the conduct of any procurement action and otherwise. You shall not conduct any discussions regarding, or make any offer or promise of, future employment or business opportunity to any procurement official during the conduct of any procurement. In order to be sure that you do not run afoul of restrictions in this area, before discussing potential RELYANT employment with any government employee, contact a representative of the Human Resources Department for advice.

There are no exceptions to this policy. Authorization from the General Counsel must be obtained before even mentioning proposed employment to current government employees, and then only after they have publicly announced that they are leaving government service. In addition, any plans to employ retired military officers of general or flag rank, or civilian officials having the rank of Deputy Assistant Secretary or above, must be approved by the Chief Executive Officer of RELYANT Global, LLC prior to an offer of employment.

Prohibited Contractual Relationships

RELYANT shall not knowingly employ an individual nor contract with a company, by any means, if the individual or company is on the General Services Administration's (GSA) Consolidated List of Debarred, Suspended, and Ineligible Contractors, nor knowingly employ an individual who has been convicted of an offense related to government contracting. Nor will RELYANT knowingly contract with an individual or entity identified on the Office of Foreign Asset Control's (OFAC's) "Specifically Designated" list of nationals or persons who are subject to trade restrictions.

RELYANT employees will immediately sever all business connection with any former employee or consultant of RELYANT whose conduct violates applicable laws, regulations, or basic tenets of business integrity and honesty, and such other individuals specifically identified by the Company.

Avoidance of Restrictions on Trade

RELYANT will not enter into a subcontract or teaming agreement that unreasonably restricts sales by the other company directly to the U.S. Government of items made or supplied by the other company and will not otherwise act to restrict unreasonably the ability of any other company to sell directly to the U.S. Government. Conversely, RELYANT will not enter into agreements where, as a subcontractor or teaming partner, we are subject to any unreasonable restriction to sell our products or services directly to the U.S. Government.

Consultant Compliance with Standards

Consultants shall be required by contract to comply with all laws and regulations relating to U.S. government contracting. These Standards shall be incorporated in all consultant contracts, and each such contract shall expressly provide for termination in the event the consultant violates the laws or regulations relating to government contracting, RELYANT Policies, or these Standards.

Drug-Free Workplace Act Compliance

RELYANT fully complies with the Drug-Free Workplace Act of 1988, which was enacted with objectives of achieving a drug-free America and combating illegal drugs in the workplace. Among the Act's requirements is a provision that any contractor seeking a single federal government contract of \$25,000 or more will certify that the Company has a drug-free workplace policy, and, as a minimum, has instituted programs prescribed by law. In addition, DoD has a Drug-Free Work Force Regulation that specifies, along with other requirements, that all defense contractors institute and maintain certain programs to achieve a drug-free work force.

The policies and procedures adopted by RELYANT can be found in the Employee Handbook in the

Workplace Safety section.

Government Furnished Property

You are responsible for the appropriate use, maintenance, accounting for, and, when necessary, disposal of government property in compliance with government-mandated policies and procedures.

Code of Ethics and Conduct Receipt

I acknowledge that I have received, read, and understand the policies outlined in the RELYANT Code of Ethics and Conduct. I agree to conform to the rules and regulations of RELYANT as described in the Code of Ethics and Conduct. I understand that the Company has the right to change the Code of Ethics and Conduct without notice. It is understood that future changes in policies and procedures will supersede or eliminate those found in this Code of Ethics and Conduct and that employees will be notified of such changes through normal communication channels.

I also understand and agree that the information contained in these materials does not constitute an employment contract between RELYANT and me and that either I or RELYANT may terminate our employment relationship at any time, with or without cause or notice. I understand that no manager or representative of RELYANT, other than the Vice President or above of the company, has any authority to enter into any agreement for employment for any specified period of time or to make any agreement contrary to the foregoing.

This Code of Ethics and Conduct, issued in July 2017 supersedes and replaces all previous Code of Ethics and Conduct.

Employee Signature

Date

Employee Name (Please print)