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# Index Systems, Inc.

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## CODE OF BUSINESS ETHICS AND CONDUCT

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Index Systems' greatest strength resides in the ability, energy, expertise, and integrity of its employees. The success of the Company depends on all Index Systems employees conducting the Company's business in the most ethical manner possible and in a manner that complies fully with all laws, including the special ethics laws that are unique to interacting with and doing business with the U.S. Government. Index Systems has developed this Code both to educate all employees on key ethics laws applicable to our conduct as a contractor to the government and to express corporate policies designed to further the ethical conduct of Company business generally. The law and ethics are intertwined.

Applicable law includes not just federal ethics rules, but other federal laws and the laws of states and localities in which we do business. The legal and practical consequences of legal noncompliance for Index Systems, and for individuals responsible for the noncompliance, can be significant. An important basic step, therefore, is for each of us to have an appreciation for the prevailing federal ethics rules and corporate ethics policy and act in a manner consistent with these rules and policy. We are asking each of you to do your part, beginning with carefully reading and following this Code.

Be advised that statutes and regulations change. Index Systems will try to keep employees abreast of pertinent changes in ethics law, but employees always will be individually responsible for acting in a lawful manner whenever representing Index Systems. This document also does not create a contract between you and Index Systems. Index Systems reserves the right to change the Code or to waive any policies set forth herein. One policy that Index Systems will not change, however, is our commitment to you that you will not be subject to any sort of retaliatory treatment by Index Systems on the basis of your reporting a possible violation of the Code. The Company needs to know when inappropriate behavior occurs.

Immediately following is a section, "Our Core Values," which sets forth the major ethical principles which guide the Company's actions. Next is a section, "Ethics Rules," which discusses the substance of the main ethics rules to which Index Systems subscribes and any special Company policy for implementation of each rule. After this discussion is a section, "General Procedures," which discusses Index Systems' policies on obtaining clarification of the Code, the need to report possible violations, Index Systems' commitment to investigating reports of possible violations, the range of disciplinary action that could be appropriate in the event of a violation, and the employee certification of compliance.

Because of Index Systems' commitment to ethical and lawful business conduct, each employee is required to certify that he or she has read and will comply with the Code. The certification is found at the end of this Code. To ensure that all employees remain familiar with the Code over the course of their employment, Index Systems expects it will also ask employees to review this Code on an annual basis and certify that they have done so. We are instituting this requirement because it is essential to our mutual success that Index Systems have a high degree of confidence that every employee understands and is committed to the ethical and lawful operation of our business.

As discussed in the last section of the Code, if you have any questions about the Code, the best person to address them to is Index Systems' Compliance Officer, who, if you so request, will keep your discussion confidential to the maximum extent practicable.

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### INDEX SYSTEMS INC

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## OUR CORE VALUES

Index Systems has a higher duty of ethical conduct than many companies because of the critical nature of its products and, because when it is performing work for the Department of Defense, Index Systems' work ultimately is taxpayer funded. In light of the serious and important nature of its work, Index Systems is committed to live up to the highest standards of ethical business conduct. This requires all of us working together to create a culture of honesty, responsibility, and accountability. Each of us at the end of our working day should feel proud of what we have accomplished and the manner in which we accomplished it. Index Systems will be a world-class leader in every aspect of our business.

We are committed to continuous improvement, personal development and upholding our core values. Our core values are identified below:

**INTEGRITY.** Be honest, forthright and trustworthy. Use straight talk; no hidden agendas. Respect and know the laws and regulations governing our company. Always reflect the highest level of ethical conduct.

**COMMITMENT.** Honor commitments to customers, shareholders, suppliers, the community, and each other. Accept personal responsibility to meet commitments; be accountable.

**EXCELLENCE.** Our company insists on excellence in everything we do. Maintaining this level of excellence depends on individual commitment from each of us to act with integrity, accountability and respect.

**RESPECT.** Our company strives to create an environment of mutual trust and mutual respect. We take a team approach to everything we do and treat every individual with dignity and respect.

You are expected to embrace these values and allow them to guide each and every decision you make on behalf of the Company. We are confident that our trust in you is well placed. Index Systems also will do everything in its power to live by these standards. Index Systems' policy is that its employees be honest and act with integrity in all their business interactions, both with fellow Index Systems employees and outside parties. It is both illegal and unethical to knowingly make any false statements to outside parties, particularly to government officials. Employees should never misrepresent any Index Systems product or service or the product or service of a competitor.

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## ETHICS RULES

### Honesty and Integrity

Index Systems' policy is that its employees be honest and act with integrity in all their business interactions, both with fellow Index Systems employees and outside parties. It is both illegal and unethical to knowingly make any false statements to outside parties, particularly to government officials. Employees should never misrepresent any Index Systems product or service or the product or service of a competitor.

As a government contractor, Index Systems' compliance with contract terms and conditions also is critical to the success of our business. Index Systems depends on its employees to comply fully with both applicable law and the Company's contract requirements.

### Gifts to Customers (including Gratuities and Bribery)

Gifts are a normal part of commerce, but all employees must be very careful in complying with applicable law and Index Systems policy in this area. A "gift," for purposes of this Code, is defined broadly as anything of value exchanged without payment of fair compensation for the item or service. Many gifts to potential and current customers are perfectly legal. Others, depending on the circumstances, can constitute illegal gratuities or bribery. The following two subsections contain slightly different rules for gifts made to, respectively, government and commercial customers.

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### **Gifts to U.S. Government Officials**

Under applicable law, any gift offered or given to an employee of the U.S. Government, where no consideration of equal or greater value is received, may be an improper gift, an illegal gratuity, or a bribe. The items or services involved can take almost any form, including meals, tickets or invitations to performances, golf outings, discounts, loans, forbearances, lodging, transportation, honoraria, or any other thing of value.

Federal criminal law prohibits the offering, promising, or giving of anything of value to a government employee for (or because of) an official act performed or to be performed by the public official (i.e., a “gratuity”) or with an intent to influence such individual in the performance of an official act (i.e., a “bribe”). Even a seemingly innocent gift to a government official might be improper under the federal gift rules. What is and is not permitted is not always intuitive.

To steer clear of possible violations, Index Systems expects its employees not to offer or give anything of value to any government official or to do anything that may have even an appearance of improperly influencing a government official. Employees may, however, offer government officials:

- Modest refreshments (such as coffee, soft drinks, and snacks); and
- Advertising or promotional items, e.g., paperweight, key chain, tote bag, coffee mug, with a clear market value of \$20 or less per occasion, not to exceed \$50 per calendar year. Meals valued at \$20 or less also are not illegal, but employees should exercise sound judgment in determining whether such gifts are appropriate and be sensitive to the possible appearance of impropriety.

### **Gifts to Foreign Public Officials**

The Foreign Corrupt Practices Act (“FCPA”) prohibits giving anything of value to a foreign official for the purpose of improperly influencing an official decision. It also prohibits unlawful political contributions to obtain or retain business overseas. FCPA additionally prohibits the use of false records or accounts in the conduct of foreign business. It is also essential that Index Systems does not allow or condone international consultants to take any actions prohibited by the FCPA, as their actions could be attributed to Index Systems. Employees must receive advance approval from Index Systems’ President before offering or giving any items to foreign public officials, or authorizing any other individual to do so.

### **Gifts to Commercial Customers**

The strict \$20/\$50 limits applicable to gifts to U.S. Government officials are not applicable to commercial customers. However, Index Systems always seeks to win business on the basis of quality, price, excellent service, and fair contract terms and conditions. Index Systems expects all employees to exercise moderation and prudent judgment in offering gifts to customers. In this regard, employees must abide by the following policies:

- The gift may not be in the form of cash, stocks, or bonds. No employee may ever offer cash under any circumstance.
- The gift should not be lavish and should not pose a potential embarrassment to Index Systems.
- The gift must be in accordance with normally accepted business practices (e.g., business lunches, holiday gifts, promotional items), and to the best of our knowledge comply with the customer’s corporate policy.



- The gift must be legal and consistent with any generally accepted ethical practices in the governing jurisdiction.
- Employees wishing to make a gift in excess of \$20 should coordinate those actions with their supervisor or the Compliance Officer before doing so.

By these rules, the Company does not intend to eliminate normal business entertainment. However, the cost and nature of the entertainment should be planned and carried out in a way that appropriately and reasonably furthers the conduct of the business of Index Systems.

These rules also do not mean that customers may not, at Index Systems' expense, be transported to and shown Company facilities as part of a normal sales effort.

#### Kickbacks and Other Gifts Between Companies

It is also normal for companies to make gifts to other companies apart from the ultimate customer, such as business meals and promotional items. Again, many such gifts are perfectly legal and appropriate. Others, depending on the circumstances, can constitute an illegal kickback or otherwise interfere with sound business judgment in the best interest of the Company.

In dealing with higher-tiered contractors and subcontractors, including vendors/suppliers, in the context of a government contract, Index Systems must comply with the Anti-Kickback Act of 1986. This law, among other things, prohibits government subcontractors and prime contractors from providing or receiving anything of value (the "kickback") for the purpose of obtaining or rewarding favorable treatment, including influencing a procurement action. Federal law also requires the Company to report any possible kickback activity. Therefore, in this area of the law in particular, the Company depends on its employees to report to supervisors, the President, or the Compliance Officer any activity of which an employee becomes aware that appears to be a kickback, in order to help keep Index Systems in compliance with the law.

Because so much of Index Systems' business is with government customers, the Anti-Kickback Act of 1986 controls much of our collective conduct. Even purchases made to support operations generally (e.g., overhead and general and administrative) largely affect our government contracts, albeit indirectly. Kickbacks can also be illegal even outside the government contract context. Company policy forbids kickbacks in any business context.

For employees who place orders or have influence over decisions regarding orders with subcontractors/vendors/suppliers, Index Systems requires these employees to base all prices, terms, conditions, and agreements on sound business judgment. These employees must show no favoritism or preference to anyone at the expense of the Company.

Index Systems expects all employees to exercise moderation and prudent judgment in offering and receiving gifts to/from other companies. In addition to the prohibition against kickbacks, employees must abide by the following policies:

- The gift may not be in the form of cash, stocks, or bonds. No employee may ever offer or receive cash under any circumstance.
- The gift should not be lavish and should not pose a potential embarrassment to Index Systems.
- The gift must be in accordance with normally accepted business practices (e.g., business lunches, holiday gifts, promotional items), and to the best of our knowledge comply with the recipient's corporate policy.
- The gift must be legal and consistent with any generally accepted ethical practices in the governing jurisdiction.

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- Employees must report gifts received of a value greater than \$20 to their supervisor or the Compliance Officer.
- Employees wishing to make a gift in excess of \$20 should coordinate those actions with their supervisor or the Compliance Officer.

To help ensure the Company does business fairly and impartially, Index Systems depends on the good judgment of its employees to be sensitive to the provision of meals and other gifts to ensure that they do not constitute kickbacks or otherwise interfere with sound business judgment. Index Systems expects its employees to anticipate situations that might arise, and to discuss any issues with supervisors or the Compliance Officer.

By these rules, the Company does not intend to eliminate normal business entertainment. However, the cost and nature of the entertainment should be planned and carried out in a way that appropriately and reasonably furthers the business of Index Systems.

#### Contingent Fees

A “contingent fee” is any commission, percentage, brokerage, or other fee payable contingent on the success that Index Systems has in securing a contract. In the realm of government contracts, contingent fees can be illegal in some circumstances. Even outside the context of government contracts, Index Systems must exercise a high level of due diligence in its transactions with agents to ensure that the agent is a reputable individual who does not resort to improper means to influence a customer's source selection decision. Because the law pertaining to contingent fees is complex, Index Systems does not permit its employees to arrange for any contingent payments to any consultant or other outside party without the written approval of the President.

#### Hiring Government Employees

A number of complex laws govern the hiring of U.S. Government employees. Generally, there are restrictions that apply to a group of government officials – primarily those who were “personally and substantially” involved in one or more of Index Systems’ contracts or who, through the chain of command, were in some sense responsible for one or more of Index Systems’ contracts. Such individuals are banned from later representing Index Systems’ interests with respect to the Index Systems contracts in which they were involved as government officials.

One provision of the Procurement Integrity Act prohibits a former government official from accepting any compensation from a contractor as an employee, officer, director, or consultant of the contractor within one year after such former official took certain actions or served in certain roles with regard to a procurement in which that contractor was selected for award of certain contracts. This one-year ban on accepting compensation relates to a former: procuring contracting officer; source selection authority; member of a source selection evaluation board; chief of a financial or technical evaluation team in the procurement; program manager or deputy program manager; administrative contracting officer; or other government official who made any of various significant decisions with respect to the contract. This prohibition applies to hiring the former government official to work for Index Systems in any capacity.

There are fairly detailed regulations describing exactly what sort of activity is and is not permitted of former government officials, and, as with any other aspect of the Code, the unique circumstances you face should be discussed with your supervisor or the Compliance Officer, to determine how the law applies in your particular situation. Because of the potential complexity of the law in this area, Index Systems’ policy is as follows: no Index Systems employee should advocate the hiring of a former government official without fully disclosing the particulars of the situation to, at a minimum, his or her supervisor; employees should report immediately to a supervisor or the Compliance Officer any attempt by a government official to initiate such discussions; and employees may not engage in any discussion with a current government official on the subject of possible employment with the Company without the approval of the President.

#### Conflicts of Interest

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Employees must comply with Index Systems' Conflict of Interest Policy. In summary, Index Systems policy and the terms of certain contracts prohibit Index Systems employees from having a conflict of interest between their personal interests and responsibilities as Index Systems employees. A conflict of interest can arise, for example, where an employee:

- Has a personal financial interest in, for example, an Index Systems supplier, customer, or competitor that could affect the employee's objectivity or judgment in carrying out his or her job responsibilities;
- Gains personal enrichment through access to confidential information obtained on the job; or
- Misuses his or her position at Index Systems in a way that results in personal gain.

It is sometimes difficult for an employee to be certain whether a possible conflict of interest is prohibited by this Code. Therefore, each employee who has any doubts about his or her compliance in this regard is strongly encouraged to bring the pertinent facts to the attention of the Compliance Officer. The Compliance Officer and the employee involved will discuss the matter and the Compliance Officer will offer his or her opinion of the situation, including, if necessary, any steps that might be taken to eliminate or mitigate the effects of the conflict.

#### Company Resources and Property

Employees may use Company resources only for proper Index Systems business purposes. Employees entrusted with government-furnished equipment must use those resources only to serve legitimate government purposes, pursuant to the terms of the government contract under which the equipment is provided. For example, employees must take care not to misuse computer equipment. In addition to other restrictions that may be imposed by a particular contract, it is illegal to download or transmit unauthorized, copyrighted materials, and strictly against Index Systems policy to download or transmit abusive, profane, or offensive materials. The Employee Handbook discusses this prohibition in further detail.

The Employee Handbook also provides information on the permissible use of the Internet, the Intranet, E-mail, and software. Index Systems furnishes all these resources to you for your use, and all remain the resources of the Company, including messages composed, sent, or received by you, whether business or personal in nature. Be aware that, as with any company, Index Systems could be faced with situations where it would have to disclose your emails to law enforcement or third parties.

Company property may be sold, loaned, given away, or disposed of only after proper authorization from the President.

#### Intellectual Property

The information, ideas, and inventions conceived, created, developed, or put into practice as a result of the expenditure of Company resources belong to Index Systems. This includes the information, ideas, and inventions conceived, created, developed, or put into practice while performing work for the Company, on Company time, or by using property belonging to Index Systems, regardless of whether the ultimate source of the funds was the U.S. Government. Employees are not permitted to use or commercialize such information, ideas, and inventions for non-Index Systems purposes without Index Systems' written consent.

Employees also must take care not to violate copyright, trademark, or patent protection laws. Employees are not permitted to improperly infringe copyright, trademarks, or inventions, including, for example, articles, software, or the logo of a supplier. The Index Systems Employee Handbook contains further guidance on the proper use of computer downloads and transmissions.

#### Proprietary and Source Selection Information

Seeking to obtain, obtaining, or accepting the proprietary information of a competitor or source selection information during the course of a federal procurement can constitute a violation of the Procurement Integrity Act. "Source selection information" includes proposed prices, source selection and technical evaluation

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plans, evaluations of proposals, competitive range determinations, rankings of proposals, source selection reports, or other information explicitly labeled as source selection information. Index Systems' policy is to avoid even the appearance of impropriety during the course of a procurement. Therefore, employees should be very sensitive to situations whereby they may be afforded access to the proprietary information of competitors or any sort of source selection information.

#### National Security

As a contractor with the Department of Defense, Department of Homeland Security, and other federal agencies, Index Systems 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 punishable under the espionage laws.

Employees possessing sensitive but unclassified information or 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 such information.

#### Information Protection

In addition to our legal duty to safeguard classified material, Index Systems employees must safeguard the Company's sensitive business information. As a general matter, this information belongs to the corporation as a whole, not to any particular employee. Each employee receives the Company's sensitive business information in confidence. No employee is authorized to use the information for his or her own personal use or gain, without express authorization to do so. The Employee Handbook sets forth detailed handling instructions for Index Systems' sensitive business information. As a general matter, however, employees should disclose this information internally only on a need-to-know basis and should not disclose this information to outside parties except in furtherance of Index Systems' legitimate business interests and, then, typically should do so only pursuant to a written nondisclosure agreement with the recipient organization. Employees must take care to avoid inadvertent disclosure of such information.

Similarly, employees must protect the confidential and proprietary information of Index Systems' teaming partners, suppliers, customers (both government and commercial), and joint venture partners with at least the same degree of care as they would the Company's sensitive business information. Index Systems also expects employees not to seek out or accept proprietary information from any competitor or customer unless the Company is contractually entitled to receive it.

#### **Doing Business Only With Responsible Individuals and Companies**

Index Systems is committed to maintaining an ethical work environment and, toward that end, Index Systems only desires to transact business with individuals and companies that also are committed to this principle. If Index Systems does business with another company that is found to have engaged in inappropriate conduct, Index Systems' reputation could suffer. Therefore, business integrity and responsibility are key requirements for the selection and retention of those who represent Index Systems.

Subcontractors, vendors, agents, representatives, partners, or consultants must comply with Index Systems' Code. Each of us are responsible for ensuring that these individuals and entities have the highest integrity and ethical standards. In addition, procurement personnel shall ensure that contracts with such individuals and entities reflect the requirements of applicable laws, regulations, government contract requirements, and Index Systems' Code.

Before entering into any business relationship, Index Systems, at a minimum, intends to screen the prospect using the government's database known as the System for Award Management ("SAM"), which identifies all parties that are ineligible for government contracts and subcontracts and non-procurement transactions, such as grants and cooperative agreements. SAM is available at: [www.sam.gov](http://www.sam.gov). Where a prospective individual or entity appears on the excluded list, Index Systems will not do business with the party. Additionally, Index Systems expects all employees to report any concerns they have pertaining to a prospective or existing business partner.

#### Antitrust Laws

Antitrust laws are designed to protect free economic competition. For most employees, compliance with antitrust laws is met by simply adhering to the fundamental principle that, in all competitions, Index Systems independently determines the pricing, delivery dates, fees, and other contractual terms offered to customers. To help employees unfamiliar with antitrust laws recognize anti-competitive conduct, the following is an illustrative list of illegal activities:

- Bid Rigging: Any agreement to refrain from bidding, to bid at a certain price, or to submit a bid that is obviously less favorable than a competitor's bid.
- Price Fixing: Any agreement, even oral agreements or implicit understandings, to adhere to certain prices. Almost any communication among competitors relating in any way to current or future prices or other terms and conditions of sale or purchase is problematic.
- Reciprocity: A practice of purchasing from a vendor because it agrees to make purchases from the Company.
- Refusal to Deal: Any agreement among competitors to refuse to sell to or purchase from any person.
- Territorial or Customer Allocation: Any agreement among competitors that contemplates or results in a division or allocation of geographic regions or customers to be served.

Index Systems' policy is to make sales and purchases on the basis of the excellence of our products and services, fair pricing, and honest salesmanship. Index Systems employees may not seek, obtain, or retain business by engaging in any illegal anti-competitive conduct.

Note that there is nothing improper in selling Index Systems services to companies that happen to be Company suppliers, or in buying from suppliers who happen to use Index Systems services, provided this does not result from the practice of reciprocity.

#### Trade Associations

Index Systems encourages participation in trade associations, but participants should be sensitive to certain ethical issues that could arise in that context. Trade associations, by their nature, involve meetings and discussions with competitors, and employees must take care to avoid antitrust problems, as well as the disclosure of the Company's sensitive business information.

Employees should be aware that joint action that is illegal under the antitrust laws is not made legal because it occurs as an outgrowth of trade association participation. Employees should not answer trade association questionnaires asking for information relating to prices or other terms and conditions of sale or purchase. Employees should forward all such questionnaires to their supervisor or the Compliance Officer.

Employees certainly may attend trade association meetings. However, if the subject of bidding, pricing, illegal reciprocity, refusal to deal, or territorial or customer allocation is mentioned in any form or manner, any employee in attendance must leave the meeting immediately without comment. The employee must then report the circumstances in accordance with the procedures set forth in this Code so that proper action may be taken. All employees attending conferences, trade conventions, or any other meeting where competitors are present must adhere to Index Systems guidelines regarding trade associations.

#### Books, Records, and Accounts

Index Systems has a critical responsibility to accurately, fairly, and in reasonable detail reflect transactions and dispositions of assets in its books, records, and accounts. Index Systems may not make, for any reason, any false or misleading entries in its books and records (including tax returns). Index Systems may not establish or maintain any unrecorded fund or asset of the Company for any reason.

Index Systems depends on its employees involved in maintaining Index Systems' books, records, and accounts to help it meet this critical responsibility. Employees may not effect any transaction and no payment



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may be made on behalf of the Company with the intention or understanding that the transaction or payment is other than as described in the documentation evidencing the transaction supporting the payment.

#### Timekeeping

All employees are expected to help in the crucial task of maintaining the integrity, effectiveness, and accuracy of our timekeeping system. To ensure that costs are allocated and charged in accordance with government regulations, each employee is responsible for recording his or her time accurately and on a daily basis. The Employee Handbook contains details on electronic timekeeping.

#### International Transactions

Doing business internationally raises several additional legal compliance obligations for Index Systems. The primary U.S. laws of concern are export controls and the Foreign Corrupt Practices Act. Index Systems also must comply with applicable foreign laws, which could include requirements for local content or the use of local labor, professional registrations, foreign security clearances, and visa and work permits. Employees involved in international business opportunities must familiarize themselves with the special laws that apply to the particular matter at hand. The Compliance Officer is the initial source of such information.

#### **Political Contributions**

Contractors such as Index Systems are prohibited from making political contributions to the campaigns of candidates for federal and [insert applicable state law policy] state office.

- Index Systems cannot make political contributions: Under federal law, Index Systems cannot contribute corporate funds, goods, or services (i.e., employee' work time), directly or indirectly, to any national political party, committee, or candidate for federal office. The prohibition does not apply, however, to personal contributions by employees, partners, shareholders or officers of Index Systems; nor does it apply to separate segregated funds (i.e., Political Action Committees ("PACs") established by Index Systems.
- Many state law prohibits state contractors and principals from making political contributions: Under the laws of certain states, Index Systems is prohibited from making political contributions to the campaigns of candidates for state offices. In many states, state contractors are prohibited from making contributions to candidates for statewide office, state legislative offices, and also political party committees.

The laws in this area are complex. While there are differences between federal and state law and exceptions to federal law that allow corporations to establish and administer segregated funds, Index Systems will not make any contributions, directly or indirectly, to candidates for federal, state, or local offices or to PACs. These restrictions pertain solely to the company and, in certain instances, principals of the company, and do not restrict your decision as a non-principal employee to personally participate in civil affairs and the political process and to support the political parties and candidates of your choice. Your involvement and participation in the political process must be entirely separate and independent from your work for the company and be on your own time, using your own personal resources, and at your own expense. Do not reference or associate Index Systems with any political contributions you make.

#### Government Investigations of Business Activities

Many of Index Systems' business activities are in areas that, from time to time, may be the focus of written or oral inquiries or investigations by government agencies. In each instance, a the President will coordinate the response to such inquiries or investigations, including any government requests to interview Company employees.

Index Systems' policy is to respond promptly and truthfully to, and cooperate fully with, all government investigations. Employees must preserve all documents, data, and other materials related to any matter subject to investigation, audit, or review. Employees must refer all written inquiries or requests for documents to the President for response. If a government official makes what appears to be an investigational inquiry by telephone or in a visit or a meeting, Index Systems expects you to respond cordially that you will contact him or her after consulting with the appropriate Index Systems personnel. Investigations of this kind are very serious, and the government may consider any response from an employee to be the official position of the Company. As soon as possible after the contact, the employee should notify a supervisor or the President of the government's request.

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Note that requests from government or contractor personnel performing U.S. Government security clearance background investigations do not constitute government investigations into business activities for the purposes of this section.

#### Equal Employment Opportunity

Index Systems is fully committed to a policy of equal opportunity and treatment for all employees and prospective employees. Index Systems expects its employees to treat their colleagues, subordinates, customers, and suppliers with respect and dignity, and in a professional manner so as not to offend or create a hostile environment for others. The Employee Handbook contains the full text of Index Systems' policies on equal employment opportunity and harassment.

#### Environmental Health and Safety

As a good corporate citizen, Index Systems strives to comply with all applicable environmental health and safety laws and regulations. Where and when required, Index Systems will issue administrative and operational standards applicable to environmental health and safety laws and regulations. Index Systems expects its employees to fully comply with these standards.

#### Substance Abuse

The Company will not tolerate the use of illegal drugs or the excessive use of alcohol. The use of controlled substances is inconsistent with the behavior Index Systems expects of its employees, subjects all employees and visitors to our facilities to unacceptable safety risks, and undermines the Company's ability to operate effectively and efficiently. The Index Systems Employee Handbook contains the details of the Company's policy on substance abuse.

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### **KEY PROCEDURES**

This important section of the Code discusses Index Systems policies on seeking clarifications of the Code, the need to report possible violations, Index Systems' commitment to investigating reports of possible violations, the range of disciplinary action that could be appropriate in the event of a violation, and employee certifications.

#### Seeking Clarification

Employees are strongly encouraged to seek clarification of this Code whenever the employee has a doubt or an uncertainty on its meaning or application. Ethics rules can be complex and this Code cannot expressly address all situations that may arise. You are free to discuss the Code with your supervisor or the President, but the ultimate source of interpretation at Index Systems is the Compliance Officer. The Compliance Officer also is the individual to address if you feel as though this Code conflicts in some way with any other professional code of ethics to which you subscribe. One of the key functions of the Compliance Officer is to answer questions about the Code and you are encouraged to use this corporate resource.

#### Reporting Possible Violations

Index Systems' policy concerning reporting and investigating possible violations of the Code is as follows. The Company depends on you to be alert and sensitive to situations that could involve suspected violations of this Code. Prompt reporting of suspected violations is ultimately in the best interest of both the Company and the employee making the report. Any Index Systems employee who becomes aware of a possible violation of the Code, including any illegal practice, must report the suspect activities. The sooner the report is made the better. A report may be made to a supervisor, to the President, directly to the Compliance Officer, or anonymously by using the Company's Ethics Hotline. Your cooperation is vital to the success of our ethics program.

Because Index Systems employees desire to assume the best of their colleagues, because an employee rarely has all the facts, and because ethics rules can be complex, often an employee will not know whether particular behavior is reportable. In those situations, employees are encouraged to raise the matter with a supervisor, the

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President, or the Compliance Officer, in order to ensure that you discharge your obligation to report potential ethical violations.

All supervisors and the President will abide by an open door policy regarding the reporting of any possible violation of the Code. It is the responsibility of every supervisor and the President who receives a report of a possible violation to report that matter to the Compliance Officer.

To the greatest extent possible, all Index Systems supervisors and the President will protect the confidentiality of employees who report violations of this Code. Additionally, reports made on the Company's Ethics Hotline may be made anonymously. The Ethics Hotline phone number is (571) 500-2019. An important Index Systems policy is that any employee who reports actions under the Code will be free from retaliation by the Company for having made the report.

#### Response to Reports

The Compliance Officer is responsible for the review, investigation, and response to all reported possible Code violations. The Compliance Officer will keep the President apprised of all reports of a suspected violation, and may consult with one or more the President in the course of reviewing, investigating, and responding to such reports. The response to a report of a suspected unethical or illegal practice will consist, in every instance, of a review and/or investigation of the report. The scope and nature of the review or investigation and report will depend on the nature of the possible violation and other facts relevant to the matter at hand. The Compliance Officer then will report his or her findings, conclusions, and recommendations to the President, and the President will decide what actions to take. The actions will include any steps necessary to correct or prevent any actions judged to be illegal, unethical, or otherwise unwarranted.

#### Disciplinary Action

Employees should recognize that it is in our collective interest that Index Systems treat any violation of the Code of Ethics and Business Conduct with the utmost seriousness. The Company will take disciplinary action against any individual who participates in, authorizes, condones, or conceals actions that violate these standards.

The Company will also take disciplinary action against any supervisor or the President who:

- Fails to notify the Compliance Officer of a report of a violation; or
- Retaliates against an employee who reports a violation of these standards.

Violations of this Code may result in one or more of the following actions:

- Verbal Warning or Written Reprimand
- Probation
- Demotion
- Reduction in Pay
- Suspension or Termination
- Damage or Loss Reimbursement
- Referral for Civil Action or Criminal Prosecution

#### Certification

Because of the importance of ethical and lawful business conduct at Index Systems, each employee initially is required to sign the attached certification in the block "Initial Compliance Certification," which states that he

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### INDEX SYSTEMS INC

13503 Copper Bed Rd, Herndon, VA 20171

Phone: 571 420 4600 Fax: 703 793 0342 [Contact@indexsystemsinc.com](mailto:Contact@indexsystemsinc.com)

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or she has read and will comply with the Code. To ensure that all employees remain familiar with the Code over the course of their employment with Index Systems, all employees will also be expected periodically to review this Code and sign the attached certification in the block “Annual Compliance Certification,” annually or at such times as may be designated by Index Systems. These certifications are important in ensuring that we have the confidence that each of our colleagues understands and is fully committed to Index Systems’ ethical and lawful operation.

Employees should deliver each signed certification to their immediate supervisor. Employees should keep copies of their signed certification for their own records. The Compliance Officer will review all certifications and will keep all of them on file in a secure location.

Thank you for your support and commitment to the success of Index Systems’ ethics compliance program.

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**CODE OF ETHICS AND BUSINESS CONDUCT  
COMPLIANCE CERTIFICATIONS**

Please Print or Type Clearly		
NAME (Last, First, MI)	Employee Number	Office Location
		Herndon, VA

INITIAL COMPLIANCE CERTIFICATION <i>(to be signed initially by all Index Systems employees and by all new Index Systems employees)</i>	
<p>I have received and carefully read Index Systems' Code of Ethics and Business Conduct. I understand the purpose and the content of this document and acknowledge that it sets forth the ethical guidelines Index Systems requires me to follow in conducting Company business. I acknowledge my responsibility to comply with this document in conducting Index Systems' business. I confirm that to the best of my ability I will uphold and apply these guidelines in all respects. If I am ever in doubt regarding the obligations placed on me by the Code, I will seek advice and guidance as provided in the Code before proceeding to act. I understand that failure to comply with these guidelines will subject me to disciplinary action. I understand that each Index Systems employee or representative is responsible for knowing and adhering to this Code of Ethics and Business Conduct.</p>	
<b>Employee Signature</b>	<b>Date</b>

ANNUAL COMPLIANCE CERTIFICATION <i>(to be signed by all Index Systems employees on a date designated by Index Systems)</i>	
<p>I have received and, within the preceding 30 days, have reviewed Index Systems' Code of Ethics and Business Conduct. I understand the purpose and the content of this document and acknowledge that it sets forth the ethical guidelines Index Systems requires me to continue following in conducting Company business. I acknowledge my responsibility to comply with this document in conducting Index Systems' business. I confirm that to the best of my ability I have upheld and will continue to uphold and apply these guidelines in all respects. If I am ever in doubt regarding the obligations placed on me by the Code, I will seek advice and guidance as provided in the Code before proceeding to act. I understand that failure to comply with these guidelines will subject me to disciplinary action. I understand that I have been and continue to be responsible for knowing and adhering to this Code of Ethics and Business Conduct.</p> <p>Since the date of my previous review of this Code, through and including the date of my signature below, I remained in full compliance with the ethical guidelines set forth in the Code, including the duty to report any suspected violations.</p>	
<b>Employee Signature</b>	<b>Date</b>