



Conducting Business Responsibly

Our Code of Business
Ethics & Conduct

A Message from our CEO

Dear Colleagues:

This message is to all of our Employees, Contractors, Subcontractors, Vendors, Partners, and Affiliates. As UNICOM Government has grown and evolved to be the leading Information Technology Aggregator to our Government customers, one thing has not changed: The high standards we place on corporate ethics, procurement integrity, and business accountability. We are committed to serving our stakeholders by conducting business responsibly.

We have built strong working relationships with employees, our customers, vendors, and the community at large in a spirit built on integrity and trust. Integrity and trust are core UNICOM Government values that each and every one of us is responsible for maintaining.

We have worked hard at the highest levels to create a culture of high ethical standards, showing commitment to compliance, maintaining a work environment that encourages employees to raise issues, and promptly addressing employee compliance concerns. In short, we conduct our business in a manner that is beyond reproach – we take pride in being fair and honest in everything we do.

The federal government has made it clear that government contractors such as UNICOM Government must exercise diligence in preventing wrongful conduct and promoting an organizational culture that encourages ethical conduct and compliance with the law. As such, business organizations such as ours must actively promote ethics and compliance as part of our on-going business operations. This requires a serious commitment by all our employees.

This Code sets forth fundamental principles governing ethical conduct and addresses specific compliance issues. It is the duty of every one of us to understand, communicate, and uphold this Code, and to commit to uphold the highest ethical standards in all our business dealings with our customers, including the U.S. Government.

If you have reasonable grounds to believe that an ethics violation has occurred, or will occur, then report the matter to your supervisor (or report anonymously to our Ethics Helpline). The company will

investigate all allegations of suspected ethics violations. The company will not condone or tolerate retaliation against an employee who makes a good faith report of a suspected violation of ethics.

This is the best way we know to continue growing our business, expanding opportunities to our employees, and offering to our customers the broad range of IT solutions to help meet their needs.

Your participation in our ethics and compliance program is essential and required. I look forward to your involvement in shaping our program and in making our ethics and compliance program work for all of us.

Thank you for your support and commitment.

Corry Hong

Founder, CEO and President,
UNICOM Global



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Fundamental Principles—Our Basic Beliefs

Do the right thing.

Doing the right thing is not limited to doing what is strictly permitted by the law. "Ethics is knowing the difference between what you have a right to do, and what is the right thing to do." (Potter Stewart) At UNICOM Government, we believe in honesty, integrity, and fairness in how we treat one another, our partners, our customers, and the public. This Code describes how we strive as a company to uphold the highest ethical standards. In support of our customers, including the U.S. Government and Armed Forces, we act honestly in all business dealings and provide high-quality products and services.

Turn square corners.

"Individuals must turn square corners when they deal with the government." (Oliver Wendell Holmes, Jr.) That is good advice for all business dealings, but especially for government contracting. Do not cut corners. It will get you into trouble.

Ethics is part of our company's operations.

For this company, ethics is not a once-a-year event. It is not checking a box every 12 months on a questionnaire. It is an on-going, integral part of the company's operations. Without ethics, we are not a complete company. We expect that all members of our team will be honest in all actions and statements, whether written or verbal. We will act with integrity and fairness and conduct ourselves ethically at all times. We nurture our ethical culture through communications, training and other means.

Avoid the appearance of impropriety.

An act may be technically legal, but it may nevertheless create the appearance of impropriety for our company. Think about appearances. Remember, although a course of conduct may be unfair

or inequitable, the appearance of impropriety can damage reputation almost as much as an overtly illegal act.

Judge yourself the same way that you judge others.

We have a tendency to judge others by their actions, but to judge ourselves by our intentions. Good intentions rarely justify legal and ethical violations. Judge yourself by your actions, not by your intentions. If the conduct is illegal, then don't do it, notwithstanding your supposedly good intention to advance a worthwhile goal.

Promote a culture of ethics.

All employees shall exercise due diligence to prevent wrongdoing and to promote an organizational culture that encourages ethical conduct and compliance with the law.

Lead by example.

Managers and supervisors at all levels must act ethically and set a good example for their subordinates.

Managers and supervisors at all levels shall be knowledgeable about the content and operation of the company's compliance and ethics program and shall exercise reasonable oversight with respect to the implementation and effectiveness of the program.

Managers and supervisors at all levels shall take reasonable steps to periodically communicate in a practical manner the company's standards and procedures, and other aspects of the compliance and ethics program to their subordinates.

Managers and supervisors at all levels, starting at the top with the Chief Executive Officer, are responsible for personally ensuring the ethics training of their subordinates.

Do not go along with ethics violations.

The late Congressman Sam Rayburn had a favorite saying: "To get along, you gotta go along." That is dangerous advice for contractors doing business with the federal government. Do not go along with

ethics violations. Report them to higher management. Sam Rayburn had another and better saying: “Never wrestle with a hog, because he likes it, but you only get dirty.” If you go along with an ethics violation, the people instigating the violation will like it just fine, but you will get dirty. It is imperative that ethics violations get timely reported, in order to protect our organization and its employees from incurring disciplinary sanctions from the government, including debarment.

Watch out for the warning signs.

We all know the warning signs, but they are worth repeating. When you think or hear the following, you know that you are heading for trouble:

“No one will ever find out.”

“We can cover it up.”

“We’ll do it just this one time.”

“Everyone does it.”

“It doesn’t really hurt anyone.”

“This is nothing; the government wastes so much money, anyway.”

“We must win this contract at all cost.”

“We never had this discussion.”

“Destroy the document.”

Think before you act.

Always ask the following questions:

Is it legal?

Is it fair and honest?

Is it worth being sued over?

Will it stand up over time?

How will it look to other people, especially to people on the other side of the deal?

Would I want to tell my spouse and children?

Would I want to see it in the news media?

Do not push the envelope.

Laws and regulations often have ambiguities and gray areas. Do not push the envelope by using overly creative interpretations of laws and

regulations. In short, do not skate too close to the edge. Too often people find the edge by going over it. Never test the limit of a law or regulation without first getting ethics, compliance, legal and/or accounting advice.

Get advice.

If you have any doubt about the legality of a course of action, then get legal and accounting advice. Laws and regulations governing the conduct of business, especially contracting with the government, can be complicated. Your initial reaction that a course of action is legal may be wrong. Play it safe. Ask the advice of a lawyer and/or an accountant.

Report suspected ethics violations.

If you have reasonable grounds to believe that an ethics violation has occurred, or will occur, then report the matter to your supervisor (or report them anonymously to our Ethics Helpline). Supervisors at all levels should report suspected ethics violations up the chain of command. The company will investigate all allegations of suspected ethics violations. As noted above, this is a requirement that can now lead to serious consequences if not followed.

You should act if any of the following are true:

- you are unsure of the proper conduct in a situation;
- you are concerned about a course of conduct;
- you believe that an employee (at any level) may have violated law, regulations, or company policy;
- you are aware of questionable auditing or accounting activity.

Never retaliate against anyone for raising an ethics issue.

The company takes ethics seriously and will not condone or tolerate retaliation against an employee who makes a good faith report of a suspected violation of ethics. Retaliation makes a potentially bad situation worse. Employees will not be retaliated against for good faith reporting of such issues. UNICOM Government will not permit

any action to be taken against you, or permit you to be threatened, for reporting legitimate concerns under this policy.

If you have knowingly reported false information, however, the company may take disciplinary action and under certain circumstances may have to report your actions to the proper authorities. For more information, see the Anti-Retaliation Policy.

Evaluate employees' adherence to ethical conduct.

Compliance with the company's Code of Business Ethics and Conduct is an important factor in personnel decisions. When making personnel decisions such as promotions, bonuses, or termination, all supervisors should evaluate their subordinates' compliance with the Code of Business Ethics and Conduct. To the extent possible, Human Resources should investigate an applicant's prior record for ethical conduct.

Keep accurate time and expense records.

Always keep accurate and current records of time spent working on contracts and projects. Never inflate time entries. Always allocate time to the correct project or contract on which the work was done. Never shift time worked on a given project or contract to another project or contract.

Do not provide false information.

Effective sales, marketing, and other activities require the presentation of our people, solutions, and services in the best possible light. However, we should never cross the line and make false claims or provide false information to vendors, customers, or other parties to secure business or other advantages. Doing so places the company at risk and is a violation of our Code.

Act with financial integrity.

We accurately and honestly record and report the company's financial information. We comply with all statutory and regulatory requirements regarding record reporting. We require that all financial transactions are properly executed in accordance with appropriate

management authorization, and are recorded to reflect accurately our financial status.

Comply with laws and regulations.

We comply with and honor all governing laws and regulations when conducting company business. We obey the laws and regulations that govern our business. We know we are responsible for understanding these laws and regulations as they apply to our jobs and for taking reasonable and appropriate action in preventing, detecting, and reporting violations. When we do not fully understand a particular law or regulation, we seek the expertise and guidance of others within the organization that do. Because we operate in a highly regulated area, we take special care to respond in a timely manner to any regulatory inquiry. In every case, we are honest and truthful in our statements to government representatives. We work closely with the Ethics Office and Legal Department in responding to any regulatory inquiry and providing the appropriate response to any government request for information.

Enforce our Code of Ethics fairly and consistently.

We believe that violations of the Code of Business Ethics and Conduct, and related policies, are unacceptable, as is knowingly failing to report a violation. The consequences for such violations include disciplinary action up to and including termination of employment. Our culture of compliance must be consistently upheld.



Resources

For issues regarding accounting practices, we can contact:

SVP & CFO
financecompliance@unicomgov.com
703.502.2954

VP, Finance & Controller (UNICOM Logistics)

j.thompson@insysco.com
540.785.9600 x164

For issues regarding employee relations or discrimination, we can contact:

Human Resources
hrcompliance@unicomgov.com
703.502.2464

Human Resources Manager (UNICOM Logistics)

j.lombardo@insysco.com
540.785.9600 x112

For issues related to specific contracts or contract-related requests, we can contact:

Sr. Director, Contracts
contractrequests@unicomgov.com
703.502.2042

VP, Business Operations (UNICOM Logistics)

contracts@insysco.com
540.785.9600 x168

For issues relating to government contracting, corporate governance, or record retention, we can contact:

Sr. Corporate Counsel
legal@unicomgov.com
703.502.2429

For all issues, we can contact:

Ethics Officer
compliance@unicomgov.com
703.502.2841

Ethics Helpline

In the event that we do not feel comfortable discussing a matter with one of the contacts, we can submit reports anonymously to the Ethics Helpline at 866.841.9077 or www.unicomhelpline.ethicspoint.com.

Ethics Officer

The Board of Directors is responsible for the establishment and ongoing execution of the ethics program and the Code of Ethics and Business Conduct. To support the program, the Board of Directors has established an executive position designated as Ethics Officer. The Ethics Officer is an independent executive reporting to the Chairman of the Board of Directors. The Ethics Officer has been assigned day-to-day responsibility to establish and sustain an effective ethics and compliance program, reflecting our commitment to self-governance, and to assist in ensuring that we regularly give our executive team information on the implementation and effectiveness of our compliance and ethics program.

Employees and the public may contact the Ethics Officer regarding any ethics or compliance inquiry or concern. If we need further guidance with this Code of Business Ethics and Conduct, we are encouraged to contact the Ethics Officer.

Sources of Additional Information

Additional information about this Code, our policies, and related topics is available on our corporate Intranet. All of our detailed company policies are applicable to this Code of Business Ethics and Conduct, and we are expected to comply with these as well. We can refer to these Policies on the Corporate Intranet for more information.

For additional guidance regarding a business practice or compliance issue, we can talk to our immediate supervisor, manager, another

member of management, our Human Resources team, the Ethics Officer, or someone in the Legal Department.

We can also look at the following sites on our corporate intranet:

[Corporate Policies Page](#)

[Compliance Page](#)

[Contracts Page](#)

[Legal Department Page](#)

[Employee Self-Service \(ESS\)](#)

Reporting unlawful or unethical activity

We take our responsibility to comply with the law seriously, and encourage our employees to report any suspected compliance violations. We do not retaliate against any employee, partner, vendor, or subcontractor for good faith reporting of such issues. We have established several different methods for employees, partners and the public to report compliance issues.

We can contact the Ethics Helpline at 866.841.9077 or www.unicomhelpline.ethicspoint.com. We can call the Ethics Office at 703.502.2841. The Ethics Helpline is available 24 hours a day, 7 days a week, 365 days a year. We can call the Ethics Helpline anonymously.

We can send an email to the Ethics Officer at compliance@unicomgov.com. The Ethics Officer will read these emails and respond.

We can send a letter identifying the potential non-compliance to the Ethics Officer at UNICOM Government, 2553 Dulles View Drive, Suite 100, Herndon, VA 20171, or send a fax to 703.222.5271. We can submit such letters and faxes to the Ethics Officer anonymously.

If you have a concern regarding a questionable accounting or auditing matter and wish to submit the concern confidentially or anonymously

to the Board, you may do so by using any of the methods indicated above and note that you wish the matter to be sent to the Board.

When we receive a report of a non-compliance situation, the following information is very important to our follow-up efforts:

Who—Who was involved? Who else witnessed the activity?

What—What exactly was witnessed? What details can be provided?

When—When did this activity take place?

Where—Where did this activity take place?

How—How can we contact you, the reporting party? (optional).

We handle all inquiries discreetly and make every effort to maintain, within the limits allowed by the law, the confidentiality of anyone requesting guidance or reporting questionable behavior or a possible violation. We do not tolerate any retribution against any employee who, in good faith, reports a potential non-compliance. However, we also do not tolerate an employee submitting a non-compliance report that the employee knows to be false for the purpose of harming another party.

To the extent that a suspected non-compliance involves a matter of national security significance or security infractions concerning covered contracts, programs, or projects, the Department of Defense maintains a hotline that may be used by government employees or contracting personnel.

Defense Hotline

The Pentagon, Washington, DC 20301-1900

800.424.9098

703.693.5080

Alternatively, we can report the information to the company's Security Clearance Office. The Facilities Security Officer will follow established procedures for communicating the information to higher authorities.

Who do I talk to if I have a concern?

If you feel comfortable doing so, you should first discuss the matter with your manager or department head. He/she may be able to offer you valuable insight and resolve the issue promptly.

You may contact Ethics, Finance, Human Resources and/or the Legal Department directly. You might do this if you do not feel comfortable speaking to your manager or department head, or if you have done so and you believe the situation has not been resolved.

You may phone the Ethics Officer at (703) 502-2841 and leave a voicemail or email the Ethics Officer at compliance@unicomgov.com. The Ethics Officer receives these messages.

You may contact the anonymous helpline.

If you are aware of questionable auditing or accounting activity, you can call the Ethics Office at (703) 502-2841 and leave a message; or you can send an email to the Ethics Officer at compliance@unicomgov.com. If you wish, you can ask the Ethics Officer to relay your message to the Board of Directors.

For Managers: How to handle an Ethics Complaint

1. Prevent unethical behavior. Ensure your employees are trained periodically.
2. Demonstrate and reinforce ethical behavior every day.
3. Don't tolerate unethical behavior. If you see it, stop it immediately, otherwise it may grow.
4. If someone approaches you, listen, preferably behind closed doors. Never postpone an ethics discussion.
5. Try to capture who did what, where, when, who witnessed the action, and why the employee is concerned.
6. Respond quickly. If you are uncertain, contact the Ethics Officer. Write down what you find and how you reacted.

7. Update the person who reported the issue to let them know their issue was heard and addressed.



Business Ethics



Confidential and proprietary information

We commit to protect the company's confidential and proprietary non-public information and use it only as necessary to conduct company business. We also strive to protect the confidential nature of our partners' non-public information. We will not use this information for our personal advantage or for non-business use, and will maintain this confidentiality even after UNICOM Government no longer employs us.

What is confidential information? Confidential information is essentially any information about the company that other people or organizations could find useful in competing with, transacting better business terms in dealings with, or compromising our standing. We may also have confidential information about a partner that the partner has disclosed to us. Confidential information can take many forms, including: information about specific sale or bid opportunities that the company is pursuing, including proposed product, pricing, and margin; parts, inventory, or price lists, pricing policies, and vendor prices; margin information; sales information, plans, strategies; customer names, purchasing histories, and other information relating to customers; marketing techniques, materials,

plans, and strategies; company financial information; and any and all employee information protected by the Freedom of Information and Privacy Acts and other laws.

How should we handle confidential information?

1. Protect it. We don't leave confidential information lying around on our desk, or leave copies of it behind after a meeting. We don't throw out confidential information without thoroughly tearing it up or shredding it first (or if the confidential information is in electronic form, by deleting it). Document shredders are located in various places throughout our facilities.
2. On paper, we mark confidential information as "Company Confidential" in a large, clear format on each page. If we notice that confidential information has not been appropriately marked as such, we let the person responsible know about the oversight.
3. We limit the distribution of confidential information to only those people who have a need to know because of their official duties. Our status as an employee does not entitle us to access all confidential company information – only that which is relevant to our individual responsibilities.
4. We only share confidential information with non-employees as provided by an existing non-disclosure agreement (NDA) AND when a current and real need to know exists. We can send a request for an NDA to contractrequests@unicomgov.com, or consult Contracts for further guidance.
5. We avoid downloading, copying, and/or transferring information from electronic systems except as absolutely necessary for business purposes. When we have legitimate business purposes to extract data from our information systems, remember that the information is confidential. We must not disclose it to another employee unless he/she has a legitimate business need to know. We must not disclose any of the information in those systems to any partner or customer except as provided by a confidentiality and non-disclosure agreement, and when a legitimate need to know exists.

Do we need to get vendor partners to sign an NDA? Yes. We must obtain the vendor's signature on an NDA before we can share any confidential business information with employees of that vendor. Before disclosing anything to the vendor, check with Contracts (contractrequests@unicomgov.com) to verify that a non-disclosure agreement is already in place, or put a new NDA in place.

What if we have confidential information about our customers or vendor partners? We must protect that information as well. We disclose it to other employees only when they have a need to know in connection with their official duties, consistent with the terms of any confidentiality and non-disclosure agreement in place with the customer or vendor in question. We never share such information with non-employees without specific authorization.

Just as we recognize the importance of protecting our confidential information, we also recognize that misusing the confidential information of our competitors is unethical. While we believe that collecting publicly available information on our competitors is good business, we want to gather that information only in an ethical and professional manner. We do not solicit non-public information on our competitors, nor do we utilize confidential information we received by mistake. In the event that we find ourselves accidentally in possession of such information, we should contact the Ethics Officer immediately.

Intellectual property

We comply with the laws and regulations that govern the rights to and protection of our own and others' copyrights, trademarks, patents, trade secrets, and other forms of intellectual property. We can access background information on this topic on the Legal Department Intranet page.

Use of information technology

We provide certain information technology and access to this information technology for the use of our team for legitimate business-related purposes. We must use good judgment, common

sense, and ethical, lawful, and professional behavior while using company-provided information technology and its contents.

Procurement integrity

We appreciate that our government customers are charged with a public trust: to give all bidders an equal chance at winning federal business by awarding to the vendor offering the best value in meeting the government's needs. We recognize that the government's ethical standards of conduct differentiate it from the commercial marketplace, and we are committed to doing our part to uphold the public trust. To us, the phrase "procurement integrity" boils down to common sense rules of fair play in contracting. As an ethical standard of conduct, procurement integrity applies equally to us as contractors and to our customers as federal employees, and governs many of the ways in which we interact with our government customers.

Acquiring proposal and source selection information

It is illegal and unethical for us to acquire a competitor's nonpublic bid and proposal information or the government's source selection information, prior to the award of a contract. Obtaining such information may also constitute other crimes, such as theft of government property, theft of trade secrets, or computer crime. In those situations where we have employees who are embedded in government offices, there is a greater risk that we might come into contact with bid and proposal and source selection information. We should always exercise increased caution in hiring a competitor's former employee or a former government employee, as this creates an enhanced risk that such information will be illegally used in the procurement process. We should refrain from the unauthorized acquisition and use of such information, and should be vigilant to prevent violations.

Cost and pricing data

The government often requires us to support our price proposals with cost and pricing data, such as vendor quotations, data relevant to

estimates and projections, etc. The Federal Acquisition Regulations define cost or pricing data as all facts that prudent buyers or sellers would expect to significantly affect price negotiations. Per the FAR, we are required to explain the judgmental factors that we use to make estimates and projections, and are required to disclose the nature and amount of contingencies included in our proposed prices.

If cost or pricing data is not current, accurate and complete at the time of submission to the government, then it is defective, and we are potentially liable for damages in accordance with the defective data's impact on price. If we knowingly provide defective cost or pricing data, then we violate the False Claims Act and are subject to treble damages and penalties. Thus, it is essential that we are careful, forthright and accurate in compiling and submitting cost and pricing data.

Hiring government employees and military personnel

We adhere to all Federal Statutes concerning the employment, or discussion of possible employment, of active or retired government or military personnel.

The "revolving door" policy is designed to ensure procurement integrity by preventing former government employees or military personnel who have "inside knowledge" from using their knowledge to influence the government to purchase goods or services from private sector employers (as employees, consultants, or contractors). The policy also places restrictions on employment discussions with current Government employees.

When analyzing a candidate under this policy, we should always compare the individual's previous duties with the roles and responsibilities of the anticipated job description. We need to carefully consider employment of any persons who would fill the same or a similar role for the company that they maintained while working for the federal government or military, including any work for the specific government agency where they were active. Working with our Human Resources Department, our supervisors and managers must ensure that hiring decisions and duty assignments

involving former Government employees do not conflict with these revolving door policies.

It is also important that we be aware of the restrictions on employment discussions imposed on former government employees before contacting them to discuss employment opportunities. Our Human Resources Department is familiar with processes and procedures to ensure that we comply with applicable laws and regulations, so we should always consult them early.

Employees who are former government employees, including employees of contractors who are under direct UNICOM Government supervision, have a personal obligation to stay informed of Federal laws and regulations that affect their duties and employment relationships. Former Government employees should direct questions about their status to their former agency's ethics official. We should always contact the Human Resources Department before initiating employment discussions, or when in doubt about duty assignments.

Giving Gifts and Invitations

Federal and state procurement regulations set forth standards relating to the exchange of gifts between contractors and government employees. It is unethical for us to offer a gift or cash to a government employee or official in order to gain their business or influence their decision on a business matter. This rule applies even if we do not seek reimbursement from UNICOM Government for the cost of the gift. At the same time, government employees are forbidden from soliciting gifts from, or accepting gifts offered by, prohibited sources. "Prohibited sources" refers to any person or company that seeks official action by the government employee's agency, does business with the employee's agency, or conducts activities regulated by the employee's agency. In short, UNICOM Government and its employees are a prohibited source.

It is never acceptable for us, as UNICOM Government employees, to offer cash to an employee of a government agency. A gift is defined as any item, gratuity, favor, discount, entertainment, hospitality, loan, forbearance, or service having monetary value. Some examples of

gifts include: meals, reimbursement of travel/transportation expenses, tickets to social/sporting events, and greens fees and related entertainment costs. Of course, there are exceptions to every rule. The following are not classified as gifts for this purpose: non-alcoholic refreshments served at a business meeting or sponsored event, items with little intrinsic value, such as greeting cards, plaques, certificates, and trophies, prizes won in contests open to the general public, anything for which the federal employee pays market value (retail or face value), and widely attended gatherings, as defined in applicable rules and regulations.

As a general rule, items having a fair market value of \$20 or less (e.g., promotional materials such as mugs, pens, key chains and the like), may fall under the exception. The value of gifts of this type may not exceed \$20 on one occasion, and may not total more than \$50 from one source (all officers and employees of the company are considered the same source) per calendar year. It is also not permissible for multiple sources to split the cost of an item, if the aggregate value of the item exceeds these limits.

Furthermore, we will not accept gifts or other favors from our government customers without first obtaining the prior approval of the Ethics Officer.

We are trusted to use our best judgment in determining the appropriateness of gifts. We must review our detailed policies on this subject and refer any specific questions about gift giving or acceptance to the Ethics Officer.

Accepting Gifts and Invitations

It is our duty to ensure that our vendors adhere to the highest standards of ethical behavior and regulatory compliance, and in the best interest of our company. Our vendors should always provide high quality services and products while maintaining cost effectiveness. We do not engage in any unethical or illegal conduct with our vendors, such as soliciting or accepting kickbacks or gratuities in return for business. We do not accept personal gifts or incentives from vendors or partners to obtain or retain our business, only promotional items of minor value (typically \$50 or less, to the

extent allowed by law) or unsolicited meals or refreshments on an infrequent basis (provided they are intended to foster goodwill and successful business relation and are not extravagant), unless permitted by the Ethics Officer. We will politely decline to accept or will return any vendor-provided item that creates, or could create, a conflict of interest (or even the appearance of a conflict). We do not participate in vendor sales promotions, contests, or other incentive programs, unless expressly authorized by the Ethics Officer.

Expense reporting

When incurring expenses in the course of our duties, we are expected to act responsibly and in the best interests of the company. We must use good business judgment to ensure that the company receives good value for every expenditure. We must comply at all times with the provisions of our expense reporting policies, located on the Finance Department Intranet site.

We never seek reimbursement of expenses that are not incurred in, and related to, our duties as employees. This means that we do not submit expense reports seeking reimbursement for personal spending. Our expense reports must be completed accurately and in a timely manner, showing the true purpose and correct amount of each expense item and, if applicable, the persons in attendance.

Our supervisors are responsible for reviewing all expense reports submitted by a subordinate, and verifying that such reports and the required receipts comply with our guidelines. Our supervisors must be diligent in ensuring that their subordinates have not submitted expense reports seeking reimbursement for gifts to government officials.

We do not approve expense reports with the understanding that the funds will be, or have been, used for a purpose other than what is described in the report. Our supervisors should not engage in practices intended to circumvent management authorization process, such as requesting a subordinate to incur and submit expenses for the supervisor so that the supervisor can approve the report.

We take these responsibilities seriously, and our management may conduct audits of expense reports, request additional information in connection with those reports, or reject submitted expenses. If we become aware of a violation of this policy, we have an ethical obligation to report it to our management.

Overpayments

Situations may arise where we receive payments from our government customers that are in excess of what we are owed for the equipment or services provided to the customer. These situations generally arise as the result of an error. When we determine that a payment received from our customer constitutes an overpayment, we have a legal and ethical duty to report that overpayment to a senior member of the Finance Department. We never fail to report an overpayment based on the fact that the government customer owes the company payments on another account.

Kickbacks

We must always act ethically in dealing with our vendors and subcontractors. Failing to do so can have serious legal ramifications for both the company and the employee. Among other things, the law prohibits subcontractors from offering UNICOM Government employees anything of value to obtain a subcontract or favorable treatment under a government subcontract. The law prohibits all of us from soliciting, accepting, or attempting to accept a kickback. A “kickback” refers to anything of value (including money, fees, commissions, credits, gifts, gratuities, or compensation of any kind) that is provided directly or indirectly for the purpose of improperly obtaining or rewarding favorable treatment.

We never ask for or accept anything of value in exchange for favorable treatment on a business matter, either for ourselves or for the company. If we know of or suspect any violations of this law, we must report them at once.

Personal conflicts of interest

Conflicts of interest can arise when we personally invest money in third parties such as a customer, supplier, partner or competitor, or where we engage in outside employment or serve on the board of another company or organization. If the investment or relationship is substantial enough that it could affect our judgment in matters concerning the third-party, then we should not make the investment or enter into the relationship. When in doubt, we ask the Legal Department or seek outside legal advice.

We represent UNICOM Government's interests in our business dealings. We avoid doing anything that might cause a customer or partner representative to put his or her personal interests ahead of those of the organization for whom they work. We follow this Code of Business Ethics and Conduct and our other Company policies, and we do not provide money, loans, gifts, or other favors that might appear to influence the business decisions or compromise the judgment of another party. We do not place ourselves in a conflict of interest with UNICOM government. We do not use our position at the company to aid any business in which we or a member of our family has a material financial interest. We do not receive any gifts or payments in return for doing business with someone. We do not compete with UNICOM Government or usurp its business opportunities.

If a team member, either directly or through a member of his or her immediate family, has a material financial interest in a party to a transaction with UNICOM Government, we require it to be disclosed to the Legal Department, for the team member's protection and for that of the company. When we are uncertain whether a financial interest is material or when we have any questions about what is permitted, we consult with the Legal Department.

Organizational conflicts of interest

Organizational conflict of interest means that, because of other activities or relationships with other parties, we are unable or potentially unable to render impartial assistance or advice to the government, or our objectivity in performing subcontract work is or

might be otherwise impaired, or we have an unfair competitive advantage. Conflicts of interest can arise in various circumstances. Where we have employees embedded within a government agency, we can be especially vulnerable to conflicts of interest. Where we assist the government in preparing requests for proposals or advise the government on evaluating offers, there is an enhanced risk of conflicts of interest. As UNICOM Government employees, we might find ourselves involved in an organizational conflict arising from any of the following: we have access to non-public information as part of performing a government contract, and that information might give us an unfair competitive advantage in a later competition for a government contract; in performing a contract, we have set the ground rules for another contract by writing the statement of work or other specifications; or, our work under one contract could entail evaluating ourselves by assessing our own performance on another contract or by evaluating our own proposal.

We should be vigilant in avoiding these situations, and promptly address them where they arise. Where we suspect that a conflict might arise, we should consult the Legal Department as soon as possible.

Unfair Selling Practices

The antitrust laws of the United States and other countries prohibit agreements or actions that might eliminate or discourage competition, bring about a monopoly, abuse a dominant market position, artificially maintain prices or otherwise illegally hamper or distort commerce. As such, we do not engage in any business activity, such as price fixing or bid rigging, that violates antitrust laws that apply to our business. We do not enter into understandings, agreements, plans or schemes with any competitor in regard to prices, terms or conditions of sale or service, distribution, territories, or customers.

Export matters and international business

The company occasionally operates in different countries throughout the world. When these situations arise, we must be vigilant in complying with the anti-corruption laws of the countries in which we do business, including the United States Foreign Corrupt Practices

Act. We must not make any direct or indirect payments, or promises of payments, to foreign government officials for the purpose of inducing the individual to misuse his/her position to obtain or retain business.

As a United States company, we must comply with the export administration and international economic sanctions laws of the United States. We must ensure that the company conducts its business and exports its services, products, and technology in compliance with applicable laws, without exception. Where conflicts arise, we always give precedence to the laws of the United States over the laws of other countries. For instance, we do not participate in international boycotts that are not sanctioned by the U.S. government or applicable laws. The requirements of these laws are complex and sometimes difficult to understand. We should address any questions concerning the requirements of this policy, or the applicable laws, to the Legal Department.

Dual employment

A conflict of interest could occur if our responsibilities and obligations to UNICOM Government are the same as our responsibilities and obligations to another employer. This is most likely to occur if we work with an organization related to the same industry and market. Before taking a job with an outside organization, or when beginning work at UNICOM Government while maintaining a second job, we need to consider whether there is a possible conflict of interest or whether our work performance is likely to be negatively impacted. We should always err on the side of caution, and consult with our manager to determine whether a potential conflict of interest exists. It is much better to identify the possibility up front than to risk it creating problems down the road. There is a presumed conflict of interest when we work with any party that does business with us or competes against us in the market.

Time and labor reporting

As an employer and a government contractor, we are subject to numerous laws and regulations that govern the way we conduct business. The laws that regulate our wages and hours as employees

are designed to ensure we are paid, as specified, within these regulations.

Aside from our own compensation, our time and labor hour records are the basis on which we bill our customers for our services. As such, it is each of our responsibility to report our time worked, meal periods, and leaves honestly, accurately, and completely for each pay period, and our supervisors are responsible for verifying time reports submitted by their reports.

Record retention

By law, we are required to retain specific types of business records for various periods of time as part of our day to day business, or in connection with regulatory activities, government investigations, and court proceedings. In performing our work, we need to take responsibility for ensuring that all business records are maintained by the company for the statutory minimums required by law. Detailed retention requirements for specific types of documents are set forth in a Record Retention Policy, which can be found on our Intranet.

An equally important aspect of retention of records is the timely destruction of obsolete records. Destroying records that are no longer required to be retained, or possess any value to the company, conserves resources and allows for more efficient searches of archives. By appropriately disposing of obsolete records in accordance with established timelines, we can increase efficiency and reduce risk to the company.

From time to time, however, the Legal Department may institute a company-wide “Freeze” on document disposal. When we are faced with a government request for information or pending litigation, the destruction of relevant documents can become a criminal act. Company-wide email alerts will be sent, should the need arise, to make us aware of such a situation. We must comply with a “Freeze” order without exception.

Cooperation with investigations

There may be instances where we are asked to provide information as part of an investigation involving some aspect of our work. Such investigations could result from a request for information by an external party, such as a contract audit by a customer, or result from an internal determination that a matter requires investigation. UNICOM Government investigates a variety of matters from time to time, not due to any personal vendetta, but to protect the integrity of the company, its employees, and its customers.

It is our duty as employees to disclose information we have about the subject matter under investigation. By assisting with the investigation, we are doing the right thing, for the right reasons. In the event that we directly are contacted by an external party to provide information as part of an investigation, we should always consult with our department head, or the Legal Department, prior to responding to such a request.

We should keep in mind that the Legal Department represents UNICOM Government and will always act in the best interest of the company. We should also remember that their primary duty is to report violations, where appropriate, and comply with the law.

Mandatory and Voluntary Disclosures

We recognize the importance of applicable mandatory and voluntary disclosure requirements and programs, and establish and maintain our own process for evaluating and making disclosures when appropriate.

Equal employment opportunity

We welcome a diverse work environment by supporting the cultural and ethnic diversity of our team. As described in our Equal Opportunity Employment policy, we are committed to providing equal employment opportunity to all qualified employees and applicants, and actively engage in an Affirmative Action Plan designed to produce equality in the workplace for all people. We are dedicated to the principle of equal employment without regard to an applicant’s or employee’s race, color, and religious creed, sex

(including pregnancy), age, marital status, sexual orientation, national origin, or any other classification protected by applicable discrimination laws. Furthermore, we do not discriminate against any applicant or fellow employee on the basis of a disability or status as a disabled veteran or veteran of the Vietnam era. We support this policy in all employment decisions including but not limited to recruiting, hiring, transfer, promotion, upgrading, training, compensation, termination, layoff, recall (returns from layoff,) company-sponsored training, education, tuition assistance, social and recreational programs, and employee benefits in compliance with government regulations and as a matter of company preference.

Flow down to vendors and subcontractors

We expect and require all of our vendors to comply with our Code of Conduct, and acknowledge their commitment to strive to meet the same high standards we have set for ourselves as a company. To promote vision for compliance, we ask our vendors to pledge to us that they are equally committed to conducting themselves at all times with integrity and in full compliance with the laws, regulations, and policies applicable to them. Who we choose to do business with speaks as much to our compliance efforts as how we conduct ourselves as a company.

Political activities

We encourage our employees to be informed participants in civic activities on their own time, outside of the office, but will not pay or reimburse employees for time or expenses devoted to such activities. We are aware that federal and state laws restrict the use of corporate resources in elections, and seek to inform our employees about these restrictions. As a result, we do not give company funds to political campaigns, nor do we authorize the use of company resources (including facilities, equipment, and materials) to support any political activities. We can be politically active, but must do so as individuals, on our own time, outside of the office.

Political activities by a corporation are highly regulated. We comply with campaign finance laws and regulations and prohibit improper political activities by company employees, and others acting on the

company's behalf, on and off company property. We do not apply pressure on other employees that infringes on their right to decide whether, to whom, and in what amount a personal political contribution is to be made. We do not use the company's facilities, telephones, computers, faxes, or copy machines for political campaigning, fund raising, or partisan political purposes. We always comply with these restrictions even when we are outside the United States.

As employees, we are responsible for understanding and complying with this requirement, and ensuring that our direct reports do the same. We should direct any applicable questions to the Legal Department.

We do not use federally appropriated funds for lobbying in connection with our efforts, or those of our suppliers, to secure federal contracts.

Small Business

From time to time, we engage with Small Business (SB) concerns, when they are primes under government contracts, or as our subcontractors. We are committed to the highest standards in dealing with these concerns, and to compliance with all applicable small business laws and regulations and our SB subcontracting program.

Key Contacts

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Contracting
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Legal and Regulatory Affairs
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Ethics Program & Helpline
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703.502.2841

Ethics Helpline

In the event that we do not feel comfortable discussing a matter with one of the contacts, we can submit reports anonymously to the Ethics Helpline at 866.841.9077 or www.unicomhelpline.ethicspoint.com.

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At UNICOM Government we have One Mission. Yours.

UNICOM Government is the first information technology solutions provider offering a total Technology Lifecycle Management (TLM) approach to technology-based infrastructure solutions delivered through industry-leading professional and financial services. TLM allows government agencies to implement solutions of national significance faster and more cost-effectively and to more easily manage technology from acquisition to refresh to disposal. UNICOM Government brings world-renowned partners together with its staff of engineers and certified professionals to tailor and implement repeatable infrastructure solutions – from simple to complex – to meet current and future requirements. UNICOM Government is headquartered in Northern Virginia, outside of Washington, D.C.

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