

# **VOLT INFORMATION SCIENCES, INC. AND SUBSIDIARIES**

## **CODE OF CONDUCT**

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### **A Message from our CEO**

Guided by our Volt Values, Volt Information Sciences, Inc. is committed to:

- Leading with **Integrity**
- Being **Customer-Centric**, both with internal and external customers
- Taking **Ownership** for all we do
- **Innovation** through fresh, creative thinking
- Fostering a spirit of **Empowerment**, by taking initiative and giving our best effort
- Taking an active role in our future by serving as **Change Agents**, supporting our colleagues through change
- Demonstrating the power of **Teamwork** by working collaboratively to achieve common goals and celebrating the diversity of ideas and our successes.

I am proud of our image and I am confident that we will continue to maintain our high standards in all that we do. To that end, this Code of Business Conduct and Ethics (“Code of Conduct” or “Code”) has been adopted by Volt and provides information about the ethical standards and legal responsibilities that Volt expects all employees to follow, and provides basic guidelines for conducting business on behalf of Volt.

In meeting the challenges and demands of our business, we will be judged by our customers, colleagues and shareholders, not only by what we do, but how we do it. Each of us is responsible for our own actions with respect to proper business conduct and ethical behavior. **Violation of any of the standards contained in our Code can result in disciplinary action by Volt, including termination of employment, as well as possible civil liability and criminal prosecution in the case of illegal acts.**

The standards in our Code of Conduct are designed to deter wrongdoing and illegal conduct and to support honest and ethical conduct. However, the Code cannot address every situation. All employees are encouraged to seek input and advice from any of the Legal Department contacts listed in the Resources-at-a-Glance section of our Code.

Further, any employee who observes or becomes aware of unethical or unlawful activity by another employee, is required to report such activity immediately to Volt’s Legal Department, Human Resources Department or Internal Audit Department. Volt prohibits actual or threatened retaliation, harassment or discrimination due to good faith reports of misconduct.

I ask each person in the Volt community to make a personal commitment to follow our Code of Business Conduct and Ethics. All Volt employees must comply not only with the letter of this Code, but also its spirit. By working together, we will maintain Volt’s reputation for integrity and our success as a corporation.

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## How We Do Business

### Acting with Integrity

As employees and representatives of Volt, we share a common responsibility to protect Volt's reputation for integrity.

We must always demonstrate our commitment to the highest standards of ethics and professional behavior in our dealings with our clients, business colleagues, shareholders, communities and each other. We can do this by:

- Knowing, understanding and acting in accordance with the values and principles expressed in our Code and applying them to everything we do and everywhere we operate.
- Conducting business in a way that is transparent, prudent and dependable.
- Taking responsibility and holding each other accountable. We have a shared responsibility not only to act ethically as individuals, but to expect the same of our colleagues.
- Raising concerns and asking questions.

We each have an obligation to immediately report unacceptable conduct. If you believe that your own or another employee's behavior contravenes the values and principles of conduct outlined in our Code, or our supporting policies, or if you have a genuine concern that something is not right, it is vital that you raise the matter immediately, to any of the Legal Department contacts listed in our Code.

### Our Company, Our Code

Our Code is based on Volt's core values and principles and is an important resource to help you make the right decisions.

Our Code has been adopted by the Board of Directors of Volt Information Sciences, Inc. ("Volt") and applies to every director, officer, and employee, of Volt and its affiliates around the world.

Therefore, all Volt employees, and directors and officers, are required to read and comply with our Code. In addition, other persons performing services for Volt may be subject to our Code by contract or other agreement if so advised. Our Code is available at [www.volt.com](http://www.volt.com).

Our Code is not a contract of employment and it does not convey any specific employment rights or guarantee employment for any specific time. Certain obligations that arise during your employment with Volt continue after your employment with Volt ends. To the extent permitted by local law, such obligations that extend beyond your period of employment with Volt include your responsibility to return all Volt assets in your possession, to maintain the confidentiality of personal, proprietary or confidential information about Volt or its clients, shareholders, vendors, suppliers, business partners or former colleagues, and to cooperate with any appropriately authorized internal or external investigations or litigation.

To the extent that exemptions are available from Volt policies, these are detailed in the specific policy, together with the exemption process. For other provisions, waivers may be granted only by the Senior Vice President, General Counsel, and Corporate Secretary.

### **Our Leaders' Responsibilities**

Our managers have a responsibility to lead by example. Managers must be positive role models to inspire others to follow our Code and to set a “tone of integrity.”

Managers should openly discuss the requirements of our Code with their team members to make sure they understand and follow the standards set forth in our Code and related policies. Managers should also frequently reinforce to their team members the importance of ethics and compliance. Managers must strive to create a positive work environment in which team members feel comfortable raising concerns, especially about potential legal or ethical issues. Managers further have a duty to make sure team members know about the resources available to them for seeking advice or reporting a concern.

When evaluating a manager's job performance, Volt considers his or her conduct in relation to our values, the law, our Code and our policies. Managers must be alert to situations or actions that may violate the letter or spirit of our Code, policies or procedures.

Where such situations arise or are suspected, managers have a duty to make sure that the issue is properly resolved or promptly escalated to the appropriate person or function. Managers who know or should know about misconduct and fail to promptly escalate the situation to the appropriate contacts may be subject to disciplinary action.

Managers must never engage in or tolerate retaliatory acts made against anyone working on Volt's behalf, and are expected to clearly communicate to their teams Volt's prohibition of workplace retaliation.

What should you do if you suspect—but are not sure—that someone has violated our Code?

Share your concerns with any of the Legal Department contacts listed in our Code. Even if you're not sure that misconduct has occurred, speaking up is always the right thing to do and, in fact, our Code requires it. A violation left unreported can harm our reputation and put co-workers, customers and Volt at risk.

## **Raising Ethical Issues**

### **What We Report**

#### *Ethical Decision-Making*

We rely on you to practice sound decision-making and to take actions that will preserve Volt's culture of integrity.

You are responsible for understanding and following our Code and all the laws, regulations, and Volt policies and procedures that apply to your role and duties at Volt. This means that you are also responsible for seeking advice when needed. If you have questions or concerns about how our Code or Volt's policies apply to you or others, you should discuss them with any of the Legal Department contacts listed in our Code.

If there appears to be a conflict between our Code and local laws, or if you have questions regarding the interpretation of applicable laws, you should contact any of the Legal Department contacts listed in our Code. As a general matter, when there is a difference between Volt policies that apply to you, or between the laws of the jurisdictions in which you conduct business, the more restrictive requirement will prevail. Further, our Code provides an overview of Volt's key policies. Your particular business and legal entity may also have its own policies and procedures which you must follow.

Abiding by the standards outlined in our Code and Volt's related policies is a condition of continued employment with Volt. Failure to observe the policies set forth in our Code, Volt's policies and/or the policies and procedures applicable to your business and legal entity may result in disciplinary action, up to and including immediate termination of employment or other relationship with Volt.

Furthermore, you may be held personally responsible for any improper or illegal acts you commit during your relationship with Volt. You can also be held responsible for the action (or inaction) of others if you knew, or should have known, about their misconduct.

#### *Escalation of Business Concerns*

It is critical to Volt's reputation that we exercise appropriate judgment and common sense in every action we take, and that we consider all aspects of the potential impact of transactions, activities or other practices in which we engage.

Doing the right thing is at the core of Volt's identity and reputation. We are all responsible for raising concerns about actual or potential business, reputational and systemic risk issues to Volt.

#### *Criminal Wrongdoing or Fraud*

Fraud can occur in any department, in many different ways, and does not always involve the loss of goods or money.

You are the key to stopping fraud at Volt. You must immediately report any suspected or attempted fraud, unexplained disappearance of funds, property or securities, or other suspected criminal activity.

You may report by calling the Toll Free Corporate Governance Hotline at 833-976-2072 or online at [www.whistleblowerservices.com/voltwb](http://www.whistleblowerservices.com/voltwb).

What does it mean to make a report “in good faith”? It means that you have provided all of the information you have and you believe it to be true. Volt doesn’t tolerate acts of retaliation against anyone who makes a good faith report.

## **How We Report**

### *Responsibility to Raise Ethical Issues*

Adherence to the highest ethical standards is a critical element of your responsibilities and each of us has a responsibility to follow the letter and spirit of our Code.

If you have reason to believe that any Volt employee, or anyone working on our Company’s behalf, may have engaged in misconduct, you have a duty to your colleagues and to Volt to promptly report your concerns. Early identification and resolution of these issues is critical to maintaining Volt’s strong relationships with its clients, business colleagues, employees and stakeholders.

Our Code provides an overview of standards of behavior applicable to all employees and those acting on Volt’s behalf, as well as key policies of which you need to be aware. However, our Code cannot anticipate every issue you may encounter. Situations in the workplace may arise in which the proper course of action may not be clear or in which you feel uncomfortable. If you encounter a situation that does not feel quite right, you should stop and reflect. If something seems unethical or improper to you, it may very well be. Before taking action, ask yourself:

- Does something feel wrong about this situation?
- Would my action be consistent with our Code, applicable policies, procedures and laws?
- How might my decision impact others?
- Would my action or failure to act result in even the appearance of impropriety?
- What might be the consequences of my action or inaction?

When faced with questions beyond those addressed in our Code, you are expected to follow both the spirit and letter of our Code and Volt policies that govern the issue. If you have any questions regarding the best course of action in a particular situation, or if you reasonably suspect or become aware of a possible violation of a law, regulation, Volt policy or ethical standard, you have an obligation to promptly contact any of the Legal Department contacts in our Code.

At Volt, we believe acting ethically is not only the right thing to do, but also the right way to do business and to best serve our clients, business colleagues, shareholders and communities. Therefore, violations of our Code and/or law, regulation, Volt policy or procedure may result in disciplinary action up to and including termination of employment. Misconduct that will result in discipline includes:

- Violating or asking others to violate our Code;
- Failing to raise a known or suspected violation of our Code;
- Willfully or purposefully ignoring our Code;
- Retaliating against another employee for raising a concern in good faith or participating in an investigation; and
- Failing to demonstrate leadership and diligence to maintain compliance with our Code.

#### *Contacting the Volt Ethics Office*

If you are uncomfortable about raising your concerns with any of the Legal Department contacts in our Code, you may report by calling the Toll Free Corporate Governance Hotline at 833-976-2072 or online at [www.whistleblowerservices.com/voltwb](http://www.whistleblowerservices.com/voltwb).

The Toll Free Corporate Governance Hotline is hosted by an independent private organization not affiliated with Volt. It is available at all times, providing a confidential way for employees to report matters.

We believe it is essential that you feel secure when raising a concern and we encourage you to communicate your concerns openly. All contacts and investigations are treated as confidentially as possible, consistent with the need to investigate and address the matter, and subject to applicable laws and regulations.

Complaints may be made anonymously to the extent permitted by applicable laws and regulations. However, please be advised that if you do choose to remain anonymous, we may be unable to obtain the additional information needed to investigate or address your concern.

### **After the Report**

#### *Prohibition of Workplace Retaliation*

Though it may seem easier to keep silent when faced with potential misconduct, illegal or unethical behavior, doing the right thing means raising any concern or question about your conduct or that of others. If something feels unethical or improper to you, it may very well be and you must escalate. Volt relies on you to uphold the values and standards set forth in our Code and Volt policies and to protect Volt's reputation for integrity through open communication. If you have any questions about the best course of action in a situation, or if



you suspect or become aware of a possible violation of law, regulation, Volt policy or ethical standard, you must raise it promptly.

As part of any investigation, we respect the rights that are afforded under applicable laws and regulations to all parties related to the matter. Volt prohibits any form of retaliatory action against anyone for raising concerns or questions in good faith regarding ethics, or who reports suspected violations of applicable laws, regulations, or policies, or who participates in a subsequent investigation of such concerns.

Retaliation is a serious issue and includes any adverse action taken because an employee has engaged in such activity.

Managers are held accountable for the behavior of other managers and employees under their supervision. Employees who engage in retaliation against a colleague are subject to disciplinary action, up to and including termination of employment or other relationship with Volt.

#### *Cooperating with Authorized Investigations*

You are required to cooperate fully with any appropriately authorized internal or external investigation, including but not limited to those involving ethical issues or complaints of discrimination or harassment. You should never withhold, tamper with or fail to communicate relevant information in connection with an appropriately authorized investigation.

In addition, you are expected to maintain and safeguard the confidentiality of an investigation to the extent possible, except as otherwise provided below or by applicable law. Making false statements to or otherwise misleading internal or external auditors, investigators, legal counsel, Volt representatives, regulators, or other governmental entities may be grounds for immediate termination of employment or other relationship with Volt and may also be a criminal act that can result in severe penalties.

Nothing contained in our Code, or any other Volt agreement or policy, is intended to prohibit or restrict you from disclosing confidential information to any government, regulatory or self-regulatory agency. You do not need the prior authorization of Volt to make any such disclosures, and you are not required to notify Volt that you have made any such disclosures. As explained in the Prohibition of Workplace Retaliation section, Volt prohibits retaliatory actions against anyone for raising concerns in good faith.

## **Our Company**

### **A Respectful Workplace**

Volt is committed to providing equal employment opportunities to applicants and employees. It is the responsibility of every Volt employee to read and become familiar with Volt's Equal Employment Opportunity policy and to abide by it.

#### *Discrimination and Harassment*

Volt is committed to a workplace free from unlawful discrimination, harassment and retaliation based on any category protected by federal, state or local law. It is the responsibility of every

Volt employee to read and become familiar with Volt's policies regarding harassment, discrimination and retaliation.

### *Privacy for Volt's Workforce*

Volt seeks to protect the personal and confidential information it collects, uses and maintains about its workers, including, but not limited to, medical information, government-related information (such as national or government identification and tax data) and background check information.

You must comply with all Volt policies and procedures relating to security and privacy of personal and confidential information, including using or sharing information only for the purpose for which it was collected, and only with authorized persons.

Workforce policies and procedures for privacy and security cover Volt employees as well as other individuals whose information is provided to Volt within the context of the working relationship.

We may process information about our workforce globally, including in locations other than the workplace. In doing this, we follow applicable law in connection with collecting, sending, storing and using such information.

## **A Safe Workplace**

### *Safety in the Workplace*

The safety and security of our workplace is a primary concern of Volt.

Each of us must comply with the requirements of any applicable health and safety policies. Threats or acts of violence, whether committed by or against managers, co-workers, clients, vendors or visitors in the workplace will not be tolerated and should be reported immediately. Any employee who threatens or perpetrates a violent act will be subject to disciplinary action up to and including termination of employment, civil litigation, and/or criminal prosecution. Employees who have concerns about threats or acts of violence in the workplace may contact the Toll Free Corporate Governance Hotline in the United States at 833-976-2072 or online at [www.whistleblowerservices.com/voltwb](http://www.whistleblowerservices.com/voltwb).

We comply with local and international laws, and internal guidelines have been developed to help maintain secure and healthy conditions in the workplace. Questions about these laws and guidelines should be directed to any of the Legal Department contacts in our Code.

### *Drug-Free Workplace*

Volt is concerned about the adverse effects of alcohol and drug abuse on the well-being of its employees. It's Volt's policy to maintain a work environment that fosters the health and safety of its employees and protects the integrity of its business practices. It is your responsibility to become familiar with Volt's policies regarding the use of drugs and/or alcohol and to abide by them.

## **Protecting Volt Assets**

### *Protecting Assets of Volt and Others*

You are responsible for safeguarding the tangible and intangible assets of Volt and our clients, suppliers and distributors that are under your control.

Volt, client, supplier, distributor and other third-party assets may be used only for approved purposes and in accordance with applicable licenses, terms and conditions. Assets include cash, securities, physical property, services, business plans, client and employee information, supplier information, distributor information, intellectual property (computer programs, models and other items) and all other personal, proprietary and confidential information.

### *Communications, Equipment, Systems and Services*

Volt's equipment, systems and services, including but not limited to computers (including laptops), telephones (including voicemail), PDAs, facsimile (fax services), mail room service, intranet and Internet access, e-mail, SMS (text) messaging, instant messaging and other electronic communication tools, devices, data links and data services for on-site, mobile or remote use are provided for business purposes and to enable you to perform tasks related to your job. Permitted usage of Volt's equipment, systems and services is detailed in the Electronic Communications Policy which is available at the Volt Policy Directory.

### *Safeguarding Personal, Proprietary and Confidential Information*

While working for Volt and after you cease your employment or association with Volt, you have an obligation to safeguard personal, proprietary, and confidential information that you obtain or create in connection with your activities for Volt, regardless of its form. Nothing contained in our Code, or any other Volt agreement or policy, is intended to prohibit or restrict you from disclosing confidential information to any government, regulatory or self-regulatory agency. You do not need the prior authorization of Volt to make any such disclosures, and you are not required to notify Volt that you have made any such disclosures.

You may not bring to Volt proprietary or confidential information of any former employer, or use such information to aid the business of Volt, without the prior consent of your former employer and unless permitted by applicable law or regulation.

You should take steps to ensure that business-related documents are handled, transmitted, stored, and disposed of in a manner designed to prevent unauthorized disclosure. Proprietary or confidential information should never be discussed in public places, and care should be exercised when using mobile phones or other communication devices. The obligation to safeguard Volt proprietary and confidential information extends to all situations in which you may use such information, including when you are away from work or working remotely.

In addition, once your employment or association with Volt ends, you must return all means of access to Volt information and return copies of such information to Volt. You must also return all Volt property, including but not limited to all ID cards, keys, credit cards, laptops, badges, cellular phones, and any other means of accessing such information.

Further, you may not print, download or forward such information to your home computer, your personal e-mail address, or to any third-party service provider or server or other non-Volt website, or engage in any other unauthorized use, misappropriation, or disclosure of such information, including in anticipation of your resignation or termination of employment.

You are also responsible for ensuring that you are in compliance with all Volt policies and procedures relating to the safeguarding of personal, proprietary and confidential information, including but not limited to all confidentiality policies, non-disclosure agreements the Volt Information Security Standards, and the Volt Records Retention and Destruction Policy, as well as those of Volt's clients.

## **Maintaining Financial Integrity**

### *Information and Records Creation and Management*

You are responsible for the integrity of data and information relevant to your role, including reports and documents under your control. Records must be maintained in sufficient detail as to accurately reflect all Volt transactions, and to the extent applicable must follow appropriate accounting standards and comply with internal financial controls.

Records must be identified, classified, retained and disposed of in accordance with the Volt Record Retention and Destruction Policy.

You must observe professional standards and use common sense regarding content and language when creating business records and other documents including e-mail, SMS messages and instant messaging that may be viewed, used or retained by Volt or a third party, as discussed in the Electronic Communications Policy. You should keep in mind that, at a future date, Volt or a third party may rely on or interpret the document solely on its literal content, without the benefit of other recollections or context. You are prohibited from destroying or altering any records that are potentially relevant to a violation of law, legal claim or any litigation, or to any pending, threatened or foreseeable internal or external investigation or audit, or government investigation or proceeding, or that you have been directed by the Legal Department to retain.

Permitted usage of Volt's communications equipment is detailed in the Electronic Communications Policy.

## **Speaking on Behalf of Volt**

### *Media Interaction and Public Appearances*

If a representative from the media contacts you for a statement on behalf of Volt, you must refer them to the Senior Vice President, General Counsel and Corporate Secretary.

Only individuals specifically designated by the Senior Vice President, General Counsel and Corporate Secretary may provide official comments to the media, either on or off the record, or materials for publication. This includes all interaction with the media, however formal or informal, and irrespective of the subject matter.

Employees may not consent to or engage in any public relations activity on behalf of Volt with clients, suppliers, distributors or others without prior approval from the Senior Vice President, General Counsel and Corporate Secretary.

### *Use of Volt Name, Facilities or Relationships*

You must not use Volt's name, logo, trademarks or facilities for commercial purposes unrelated to your job, including outside work (including on letterhead or websites).

Use of Volt's name, facilities or relationships for charitable or pro bono purposes can be made only with prior approval from the President of your business unit and only after any other necessary notification and approvals are provided as required by any other applicable Volt policy.

### **Conflicts of Interest**

We must put Volt's long-term interests ahead of short-term gains and provide superior results for our stakeholders.

We, as Volt employees or representatives of Volt, are expected to act in accordance with the highest standards of personal and professional integrity and to comply with all applicable laws, regulations and Volt policies and procedures. We must never compromise that integrity, either for personal benefit or for Volt's purported benefit.

Our reputation for excellence is a key competitive advantage and we must never do anything to put that reputation at risk. You must be sensitive to any activities, interests or relationships that might interfere with, or even appear to interfere with, your ability to act in the best interests of Volt and our clients. The sections below describe some of the areas in which real or perceived conflicts of interest may arise. Because it is impossible to describe every potential conflict, Volt necessarily relies on you to exercise sound judgment, to seek advice when appropriate, to disclose activities as required by policy and to adhere to the highest ethical standards. Various businesses and legal entities have specific policies regarding potential conflicts of interest. Moreover, additional rules are applicable to certain directors and senior executives. You are responsible for knowing and complying with the relevant policies applicable to you. If you have questions please consult any of the Legal Department contacts in our Code.

### *Accepting Gifts and Entertainment*

In general, you may not accept gifts or the conveyance of anything of value (including entertainment) from current or prospective Volt clients, suppliers or distributors. You may never accept a gift under circumstances in which it could even appear to others that your business judgment may be compromised.

Similarly, you may not accept or allow a close family member to accept gifts, services, loans or preferential treatment from anyone—clients, suppliers, distributors or others—in exchange for past, current or future business with Volt.

Cash gifts or their equivalent (e.g., gift cards or vouchers) may not be accepted under any circumstances. Noncash gifts may be accepted when permitted under applicable law if they are

(1) nominal in value (i.e., less than or equal to USD \$50 per provider per calendar year) and (2) appropriate, customary, and reasonable gifts based on family or personal relationships, and clearly not meant to influence Volt business. Business related gifts in excess of USD \$50, if received must be disclosed in writing to Legal Counsel within 10 days of receipt. Legal Counsel reserves the sole right to determine if the gift should be returned to the donor.

Similarly, invitations to appropriate, customary, and reasonable meals and entertainment such as an occasional business meal or sporting event, may be accepted when permitted under applicable law such as the Foreign Corrupt Practices Act and the U.K. Bribery Act. While there is no “bright line” rule as to what will constitute reasonable meals and entertainment, the following guidelines should be considered:

- The level of entertainment should be in accordance with generally accepted business standards.
- The providers must be present at an entertainment event or meal.
- The entertainment or meal is provided openly and transparently, and only to reflect esteem or gratitude.
- The entertainment or meal is of value that could not reasonably be seen as improperly influencing business behavior.

Generally, the larger or more extravagant the gift, the entertainment, or the meal, the more likely it is to be viewed as given with an improper purpose.

Questions regarding the reasonableness of gifts, entertainment or meals should be discussed with Legal Counsel.

Suppliers, distributors or clients occasionally sponsor events where raffles or prizes are awarded to attendees. The criteria for selecting winners and the value of these prizes can vary greatly, and could raise the appearance of impropriety.

In certain situations, it may be appropriate to accept a gift and place it on display at Volt, or donate the item to a charity in the name of Volt or make a donation in cash in an amount equal to the gift’s “fair-market value.” Such gifts must be disclosed and reported to Legal Counsel within 10 days of receipt.

Employees are not permitted to accept any gifts, services, benefits, or hospitality, from any person or entity, relating to a Government Contract.

### **What should you do if you are offered a gift that you know is inappropriate?**

Politely refuse it and explain that Volt policy prohibits you from accepting it. If you receive a gift without an opportunity to refuse it, consult Legal Counsel for guidance.

Volt’s customers may have procedures which may be more restrictive and/or require additional reports or approvals. You are responsible for complying with such other customer procedures that are applicable to you.

### *Giving Gifts and Providing Entertainment*

In certain circumstances, the giving of gifts and entertainment (e.g., meals, entertainment, transportation, lodging or other things of value) may be seen by others as a conflict of interest or, in extreme cases, bribery.

Where a Government Contract is involved, the rules are stricter. You may not give, solicit, or accept gifts, services, benefits, or hospitality of any kind from a person or entity in connection with a Government Contract. For more information about Government Contracts, see our Code's discussion of Government Contracts below.

### *Conflicts of Interest with Clients, Customers and Counterparties*

Volt values its relationships with clients, customers and counterparties and is committed to maintaining the highest standards of personal and professional integrity. You must be aware of whether your actions on behalf of Volt would create a potential conflict of interest with a client, customer or counterparty.

In certain instances, it may be unlawful for you to engage in any transaction, class of transactions or activity that would involve or result in Volt's interests being materially adverse to the other party unless appropriate measures are taken, including the use of disclosures or information barriers.

### *Corporate Opportunities*

While you are employed by Volt, you owe a duty to Volt to advance its legitimate interests when the opportunity to do so arises.

You may not take for yourself a potential corporate opportunity that is discovered in the course of your Volt employment or representation or through the use of corporate property, information or position. While you are employed by Volt, and in some circumstances after your employment with Volt ends, you may also not compete against Volt.

### *Related Party Business Dealings*

You must notify your manager of any business relationship or proposed business transaction Volt may have with any company in which you or a related party has a direct or indirect interest or from which you or a related party may derive a benefit, or where a related party is employed, if such a relationship or transaction might give rise to the appearance of a conflict of interest (for example, if you or a family member owns or controls property of significant value that Volt is either purchasing or leasing).

This requirement generally does not apply if the interest exists solely as a result of your ownership of less than 2% or One Million dollars (\$1,000,000) of the outstanding publicly traded equity securities of such company.

### **Anti-Bribery and Corruption**

Virtually all countries prohibit bribery of public officials.

All Volt businesses are subject to the antibribery laws of the countries in which they operate as well as to the United States Foreign Corrupt Practices Act (“FCPA”). The FCPA has extraterritorial effect beyond the United States and prohibits the bribery of foreign (non-U.S.) officials. The U.K. Bribery Act also has extraterritorial effect beyond the United Kingdom and forbids the bribery of anyone.

It is every Volt employee’s responsibility to read, become familiar with and abide by Volt’s Foreign Corrupt Practices Act (“FCPA”), available at [www.volt.com](http://www.volt.com).

## **Fair and Free Markets**

Volt’s goal is transparency, candor and honesty in all its dealings, including those with any U.S. or non-U.S. federal, state or local governmental body, any self-regulatory organization of which Volt or any of its affiliates is a member, and the public.

### *Antitrust and Fair Competition*

In many countries, Volt is subject to complex laws designed to preserve competition among enterprises and to protect consumers from unfair business arrangements and practices. You are expected to be aware of and comply with these laws at all times. Situations that create the potential for unlawful anti-competitive conduct should be avoided. These include, for example:

- Proposals from competitors to share price or other competitive marketing information or to allocate markets or clients;
- Attempts by clients or potential clients to preclude Volt from doing business with, or contracting with, another client; and
- Discussions at industry trade association meetings on competitively sensitive topics, such as prices, pricing policies, costs and marketing strategies.

If a competitor or a client tries to discuss subjects with you that raise concerns about anti-competitive conduct, you should refuse to do so and ask the person to stop immediately. If necessary, you should leave or otherwise terminate the conversation. You should also promptly report the matter to any of the Legal Department contacts listed in our Code.

### **During a conference, one of your competitors asks if she can talk with you about discounting a popular service—what should you do?**

Make it clear that you object to such a discussion. Excuse yourself from the conversation immediately and report the incident to any of the Legal Department contacts listed in our Code. You should avoid all discussions that relate to pricing or price-related issues.

## **Export Controls**

Export control laws govern the shipment of certain commodities and technical information from one country to another. Export control laws also govern the disclosure of technical information to any non-United States individual, whether the disclosure is made inside or outside of the United States. Export laws control the distribution of hardware, software and technical



information, no matter how shipped, personally carried, or transmitted. Export control regulations are complex and an employee involved in any export transaction should consult with any of the Legal Department contacts listed in our Code.

Employees should also be aware that there are additional rules for staffing. If a foreign national is allowed access to controlled technology, it is deemed to be an export of that technology to the foreign national's country of origin. Therefore, when filling an order for contingent personnel, if a customer notified Volt, or Volt otherwise becomes aware, that the position could result in access to information/technology that is subject to the United States Export Control Laws, Volt is required to staff the assignment with an individual that meets certain legal requirements. All Volt employees involved in placing temporary personnel in export-controlled positions must comply with Volt's export control policies and procedures.

Employees also have an obligation to be alert to situations wherein inaccurate information may have been furnished to Volt involving the ultimate destination or use of goods. If an employee has any doubts regarding the accuracy of information about the ultimate destination of anything Volt exports, the employee should raise the matter to any of the Legal Department contacts listed in our Code.

### **Insider Trading**

Volt policy and the laws of many countries prohibit trading in the stock of any company while in possession of material, nonpublic information regarding the company. "Material, nonpublic information" is also known as "inside information." It is also illegal to "tip" or pass on inside information to any other person who misuses such information by trading in securities or passing such information on further, even if you do not receive any monetary benefit from the tippee.

It is every Volt employee's responsibility to read, become familiar with and abide by Volt's Insider Trading Policy available at [www.volt.com](http://www.volt.com).

### **Government Contracts**

Volt occasionally provides services as a sub-contractor to other entities performing under a contract awarded by a state or federal governmental agency. Additionally, Volt sometimes provides services directly to a state or federal governmental agency. Volt's services are generally offered to governmental agencies and/or prime contractors under standard commercial terms. Additional performance obligations required by the Federal Acquisition Regulations (FAR), or similar state or local procurement regulations, may apply to Government Contracts.

Employees providing services under Government Contract(s) must become familiar and comply with any FAR-related or similar governmental requirements applicable to Volt's services. Any Employee who, has credible evidence that another employee has committed a violation of federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations, regarding a Government Contract (Title 18 of the U.S. Code) or a violation of the False Claims Act (31 U.S.C. 3729-3733), must report the potential violation to any of the Legal Department contacts listed in our Code.

### *Fair Treatment*

Volt is committed to dealing fairly with its clients, suppliers, distributors, competitors, and employees.

No person acting on behalf of Volt may take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or other unfair dealings or practices.

In addition, Volt complies with the laws and regulations that specifically prohibit discrimination against prospective or actual clients based on race, sex, religion, or other non-risk factors.

Volt sets high standards of performance for itself and the products and services we offer.

### **Supplier Relationships**

**To make the best use of Volt’s assets, Volt purchases all goods and services on the basis of price, quality, availability, terms and service.**

Volt works to create mutually beneficial supplier relationships that contribute to shareholder value by delivering cost competitive, superior products and services in a manner consistent with Volt’s values. All businesses must comply with the Volt Procurement Policy, and use suppliers who meet Volt’s qualification criteria. If a business or region has a need for a product or service, it should engage the Office of Corporate Procurement to agree on the appropriate supplier selection strategy. The resulting contract for the provision of goods and/or services must be approved by the Office of Corporate Procurement, the Corporate Contracts Department, and Supplier Management, and be authorized according to applicable Accounting Authority and Approval policies. When Volt deals with other Volt businesses or clients, such transactions must have arm’s-length market terms and be consistent with applicable law. You should not engage a supplier to deliver goods and/or services without obtaining proper approvals from the Office of Corporate Procurement. Volt sets high standards of performance for itself and the products and services we offer. We expect the same from our suppliers. Suppliers are expected to adhere to all applicable laws, our Code and Volt policies, as set forth in our written agreements with each supplier. Suppliers are required to comply with all applicable laws and regulations, and are encouraged to communicate and adhere to any ethical, social, and environmental guidelines set forth in the written agreements with the supplier. Suppliers are expected to keep any relationship with Volt confidential unless disclosure has been approved and authorized by Volt.

If you are responsible for a supplier or client relationship, you must never lead a supplier or client to believe that they can inappropriately influence any procurement decisions at Volt. In connection with offering or pitching business to a supplier or client, you may not offer any “quid pro quo” or suggest that any business or service may be withdrawn or awarded in return for other business. Real or perceived conflicts of interest in the procurement process should be avoided in the first instance, and where unavoidable or inadvertent, promptly disclosed.

Information pertaining to Volt’s procurement of goods and services is subject to Volt policies and procedures regarding proprietary and confidential information. It can be shared internally only with others who have been designated by authorized personnel, and should not be

communicated outside Volt except as authorized. Any communication of information regarding suppliers must comply with local governmental rules and regulations.

For more information, see the Volt Procurement Policy and Volt Contract Policy.

## **Conclusion**

We at Volt aspire to the highest standards of ethical and professional conduct—working to earn and maintain our customers’ trust, day in and day out.

Through our decisions and actions, we demonstrate our commitment to our Code and to delivering value to our customers, our shareholders, our communities, and each other. Our Code highlights the key policies you need to follow. As a member of the Volt global community, you are responsible for putting our Code into practice.

In addition to our Code, you can obtain additional information from the individual policies that are available at [www.volt.com](http://www.volt.com), the Volt Policy Directory, or by contacting any of the Legal Department contacts.

**Resources-at-a-Glance***Useful Addresses and Telephone Numbers*

Senior Vice President, General Counsel &  
Corporate Secretary  
2401 N. Glassell Street  
Orange, CA 92865  
Nancy Avedissian  
(714) 921-8800

Vice President and Deputy General Counsel  
2401 N. Glassell Street  
Orange, CA 92865  
Alexandra Bodnar  
(714) 921-8800

**Anonymous hotlines are available 24 hours a day, seven days a week.**

Toll Free Corporate Governance Hotline  
833-976-2072 or [www.whistleblowerservices.com/voltwb](http://www.whistleblowerservices.com/voltwb).