

AMERESCO, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for directors, officers and employees of Ameresco, Inc. (the “Company”). This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. Except as otherwise required by applicable law, this Code applies to the Company and all of its subsidiaries and other business entities controlled by it worldwide.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor or the Company’s General Counsel.

A. Compliance with Laws, Rules and Regulations

The Company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its officers, employees, directors, or any third-party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor or to the Company’s General Counsel. While it is the Company’s desire to address matters internally, no provisions of this Code or of any other agreement or Company policy prohibits or restricts you from engaging in a Permitted Activity (as defined in the bold language in Section D) without prior notice or reporting to the Company. Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because they report any violation of this Code, law rule or regulation unless it is determined that the report was made with knowledge that it was false.

B. Conflicts of Interest

Employees, officers and directors must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest” and should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interest interferes with the business interests of the Company. A conflict of interest can arise whenever you, as an officer, director or employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

For example:

- No employee, officer or director shall perform services as a consultant, employee, officer, director, advisor or in any other capacity for a competitor of the Company, other than services performed at the request of the Company;
- No employee, officer or director shall have a financial interest in a competitor of the Company other than a financial interest representing less than one percent (1%) of the

outstanding shares of a publicly-held company; and

- No employee, officer or director shall use their position with the Company to influence a transaction with a supplier or customer in which such person has any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Company's General Counsel or, if you are an executive officer or director, to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

C. Insider Trading

Employees, officers and directors who have material non-public information about the Company or other companies, including the Company's suppliers, customers, partners and collaborators (collectively, "Third Parties") as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such Third Parties, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is available in the Human Resources – Policies & Procedures section of the Company's Intranet.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any Third Party that you are familiar with by virtue of your relationship with the Company, you should consult with the Company's General Counsel before making any such purchase or sale.

D. Confidentiality

All information and know-how, whether or not in writing, of a private, secret or confidential nature concerning the Company's business or financial affairs (collectively, "Proprietary Information") is and shall be the exclusive property of the Company. By way of illustration, but not limitation, Proprietary Information may include discoveries, inventions, products, product improvements, product enhancements, processes, methods, techniques, algorithms, formulas, compositions, negotiation strategies and positions, projects, developments, plans (including business and marketing plans), research data, engineering data, financial data (including sales costs, profits and pricing methods), intellectual property (including patents, copyrights, trademarks and trade secrets), computer programs (including software used pursuant to a license agreement), customer, prospect and supplier lists, and contacts at or knowledge of customers or prospective customers of the Company.

Employees, officers and directors must maintain the confidentiality of Proprietary Information entrusted to them by the Company and the confidentiality of the information entrusted to them by Third Parties and must not disclose any such information, except when disclosure is made following authorization by a supervisor, is otherwise permitted by the Company's policies, or is made in connection with a Permitted Activity (as defined in the bold language below). Any other disclosure of Proprietary Information or confidential information of Third Parties is prohibited.

Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or a Third Party, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the disclosure exceptions noted in the preceding and subsequent paragraph (including the exception regarding disclosures in connection with a Permitted Activity (as defined in the bold language below), employees, officers and directors (other than the Company's authorized spokespersons) must not discuss Proprietary Information with, or disseminate c Proprietary Information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Disclosure Policy, which is available in the Human Resources – Policies & Procedures section of the Company's Intranet.

You also must abide by any lawful obligations that you have to any former employer. These obligations may include restrictions on the use and disclosure of a former employer's confidential or proprietary information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

Notwithstanding the provisions above, nothing in this Code or any other agreement or Company policy prohibits or restricts you from (i) communicating with government agencies without notice to or approval from the Company, including but not limited to the Securities and Exchange Commission, the Equal Employment Opportunity Commission, or similar state or local agencies or to any legislative body or self-regulatory organization (each, a "Government Entity") about possible or actual violations of the law, or otherwise providing information to a Government Entity, filing a charge or complaint with a Government Entity, or participating, testifying, or otherwise assisting in Government Entity investigations or proceedings without notice to or approval from the Company, or (ii) making disclosures or communications to engage in protected, concerted activity or otherwise exercising rights under Section 7 of the National Labor Relations Act (each, a "Permitted Activity"). Additionally, nothing in this Code or any other agreement or Company policy limits an employee's, officer's, or director's right to receive an award from any Government Entity for or in connection with information provided to the Government Entity.

E. Discrimination, Harassment and Retaliation

The diversity of the Company's workforce is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination, harassment, or retaliation of any kind. All employees, officers, and directors must follow all applicable local, state, and federal anti-discrimination and anti-harassment laws. The Company's policies with respect to discrimination and harassment are described more fully in the Company's Policies Against Discrimination, Harassment, and Retaliation document, which is

available in the Human Resources – Policies & Procedures section of the Company’s Intranet.

F. Honest and Ethical Conduct and Fair Dealing

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with the Company’s suppliers, customers, competitors and employees. Statements regarding the Company’s products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

G. Protection and Proper Use of Corporate Assets

Subject to the disclosure exceptions noted in the section titled “Confidentiality” (including the exception regarding disclosures in connection with a Permitted Activity (as defined in the bold language in Section D)), employees, officers and directors should seek to protect the Company’s assets, including Proprietary Information. Theft, carelessness and waste have a direct impact on the Company’s financial performance. Employees, officers and directors must use the Company’s assets, property, information, facilities and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and directors must advance the Company’s legitimate interests when the opportunity to do so arises. You must not take for yourself (or for the benefit of anyone other than the Company) personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

H. Gifts and Gratuities

The use of Company funds or assets for gifts, gratuities or other favors to government officials is prohibited, except to the extent such gifts, gratuities or other favors are in compliance with applicable law (and any applicable policy of the Company), insignificant in amount and not given in consideration or expectation of any action by the recipient. The use of Company funds or assets for gifts to any customer, supplier, or other person doing or seeking to do business with the Company is prohibited, except to the extent such gifts are in compliance with the policies of both the Company and the recipient and are in compliance with applicable law.

Employees, officers and directors must not accept, or permit any member of their immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable law .

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world. The Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign

governments or foreign political candidates in order to obtain or retain business.

I. Accuracy of Books and Records and Public Reports

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission (the "SEC") and in other public communications.

J. Concerns Regarding Accounting or Auditing Matters

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Company's Chief Financial Officer or General Counsel or may use the toll-free telephone number (877) 309-9395 or submit on-line at www.ethicspoint.com. While it is the Company's desire to address such matters internally, no provision of this Code or of any other agreement or Company policy prohibits or restricts you from engaging in a Permitted Activity (as defined in the bold language in Section D), without prior notice or reporting to the Company. See "Reporting and Compliance Procedures." All accounting or auditing matters or complaints or concerns reported using this internal process will be forwarded to the Chairman of the Audit Committee of the Board of Directors, unless they are determined to be without merit by the Company's General Counsel and Chief Financial Officer of the Company. In any event, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly to the Chairman of the Audit Committee of the Board of Directors.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

The Company will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern, unless it is determined that the report was made with knowledge that it was false.

K. Dealings with Independent Auditors

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or

cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

L. Waivers of this Code of Business Conduct and Ethics

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee or officer who believes that a waiver of any of these policies is appropriate should first contact their immediate supervisor. If the supervisor agrees that a waiver is appropriate, the approval of the Company's General Counsel must be obtained. The Company's General Counsel shall be responsible for maintaining a record of all requests by employees or officers for waivers of any of these policies and the disposition of such requests.

Any executive officer or director who seeks a waiver of any of these policies should contact the Company's General Counsel. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of the Company or a Committee of the Board of Directors and will be disclosed as required by law or stock exchange regulation.

M. Reporting and Compliance Procedures

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations of law or this Code and express concerns regarding compliance with law or this Code. While it is the Company's desire to address matters internally, no provision of this Code or of any other agreement or Company policy prohibits or restricts you from engaging in a Permitted Activity (as defined in the bold language in Section D), without prior notice or reporting to the Company.

Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code is encouraged to report such information to their supervisor or to the Company's General Counsel, as described below. Any supervisor who receives a report of a suspected violation must immediately inform the Company's General Counsel.

You may report violations of this Code, on a confidential or anonymous basis, by contacting the Company's General Counsel by fax, mail or e-mail at: Ameresco, Inc., 111 Speen Street, Suite 410, Framingham, MA 01701, telephone (508) 661-2219, fax (508) 598-3219, or dcorrsin@ameresco.com. In addition, the Company has established a toll-free telephone number (877) 309-9395 where you can leave a recorded message about any violation or suspected violation of this Code. You also may report any violation or suspected violation of this Code on-line at www.ethicspoint.com. It is the Company's preference that you identify yourself when reporting a suspected violation so that we may follow up with you, as necessary, for additional information, but there is no requirement that you do so and you may elect to leave messages anonymously if you wish.

The Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because such employee reported a possible or actual violation of law or this Code internally or engaged in a Permitted Activity (as defined in the bold language in Section D). However, if a report is made with knowledge that it was false, the Company may take appropriate disciplinary action against the employee, up to and including termination.

If the Company's General Counsel receives information regarding an alleged violation of law and/or this Code, they shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether a violation has occurred and, if so, shall determine the disciplinary measures to be taken against any employee involved with such violation. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. The Company may refer any apparent violation of law to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of law or this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

N. Dissemination and Amendment

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of their employment or other relationship with the Company and shall also be distributed annually to each employee, officer and director of the Company, and each employee, officer and director shall certify that they have received, read and understood the Code and has complied with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found in the Human Resources – Policies & Procedures section of the Company's Intranet.

This document is not an employment contract between the Company and any of its employees, officers or directors.

O. Related Policies

This Code should be read in conjunction with the Company's other related policy documents, including those mentioned herein and those available in the Human Resources – Policies & Procedures section of the Company's Intranet. This Code is not intended to create any contract (express or implied) with any employee, officer, or director, or to constitute any promise that an employee, officer, or director will not be terminated except for cause.

ADDENDUM:

U.S. GOVERNMENT CONTRACTING CONSIDERATIONS

This Addendum specifies policies relating to U.S. Federal Government contracts and subcontracts. Business involving non-federal or non-U.S. government business may implicate additional ethical, policy and legal considerations that must be addressed in advance with the Company's General Counsel.

Representations and Certifications

Bidders and offerors seeking U.S. Federal Government contracts ("Offerors") must maintain updated representations and certifications in the System for Award Management ("SAM") at <http://www.sam.gov>.

By submitting an offer containing the representations and certifications in FAR 52.212-3, Offeror Representations and Certifications—Commercial Items, or paragraph (d) of FAR 52.204-8, Annual Representations and Certifications, the Company is certifying that the SAM representations and certifications have been entered or updated electronically in SAM within the last 12 months, are current, accurate, complete, and applicable to the specific solicitation as of the time the offer is submitted.

Incomplete or inaccurate representations and certifications may make the Company ineligible for award and could subject the Company and Company personnel to liability. Company personnel are prohibited from misrepresenting any matter in any representation or certification, or from making or approving any false statement to any governmental body or official, or from misrepresenting the small business size or socioeconomic status of the Company, any affiliate, or any third party that is an actual or prospective subcontractor, supplier, service provider, vendor, or teaming partner.

Procurement-Related Information

The Procurement Integrity Act prohibits improper exchanges of source selection information and contractor bid or proposal information to protect the legitimacy of Government contract competition procedures. No person on behalf of the Company may solicit, receive, offer or disclose source selection information or contractor bid or proposal information relating to any other offeror or prospective offeror.

Conflicts of Interest

Organizational Conflict of Interest

Organizational conflicts of interest ("OCIs") may occur when the Company or a person affiliated with the Company has competing roles or responsibilities that can distort the fairness of procurement-related decisions. OCI's can arise from a loss of objectivity or impartiality, or from unequal access to information that may lead to an unfair competitive advantage. OCI most

often arise when a contractor provides systems engineering and technical assistance (“SETA”) services or other consulting services to a Government customer and subsequently seeks to participate in a procurement related to that work. OCIs may be managed through disclosure and mitigation measures, but if left unaddressed can lead to lost business opportunities and rescinded contract awards. Any Company employee who suspects that the Company may have an OCI or may be disadvantaged by another entity’s OCI should report the situation immediately to the Company’s General Counsel.

Personal Conflict of Interest

Personal conflicts of interest (“PCIs”) may also affect the basic fairness of the procurement system. Personal conflicts of interest may arise when an employee has a financial interest, personal activity, or relationship that could impair the employee’s ability to act impartially and in the best interest of the Company or its Government customer. Among the sources of personal conflicts of interest are (i) personal, household or family financial interests; (ii) employment and compensation relationship; and (iii) receipt or anticipated receipt of persons gifts, entertainment, or travel. Company personnel may be asked to periodically disclose any known sources of PCI that may be relevant to the Company’s business. Whether or not a PCI is disclosed, all Company personnel are required to inform the Company’s General Counsel of any known or suspected PCI that may reasonably impact the Company’s business.

Recruiting and Hiring Former Government Officials

Employees should be mindful that Government employees seeking or negotiating for employment with the Company should not be involved in any particular matter affecting the financial interests of the Company. No offer of employment may be extended to any current Government employee before obtaining prior authorization from the Company’s General Counsel.

After leaving Government employment, former Government employees may be subject to restrictions on their new employment activities. These restrictions particularly apply to activities that involve appearing before or communicating with federal agencies or courts after the former federal employee has left the Government. The post-Government employment statute, 18 U.S.C. § 207, does not prohibit former federal employees from working for any particular employer (although other authorities may limit permissible compensation), but it does restrict what former federal employees can do for their new employers. Accordingly, no person on behalf of the Company may recruit or hire any former federal official except under guidance from the Company’s General Counsel. The following are the principal restrictions on former federal officials:

Lifetime Ban - A former federal employee is prohibited from representing anyone else before the Government on a particular matter involving specific parties in which the employee participated personally and substantially during Government service.

Two-Year Ban – A former federal employee is prohibited for two years from representing another person before the Government on a particular matter involving specific parties that was pending under that employee’s official responsibility during their last year of Government service. “Official responsibility” means the direct administrative or operating authority, whether intermediate or final, and either exercisable alone or with others, and either personally or through

subordinates, to approve, disapprove, or otherwise direct Government actions.

One-Year Ban – A former senior federal employee is prohibited from communicating to, or appearing before, the agency in which the former senior employee served during the last year of Government service. Whether a former employee is a “senior employee” depends on their rate of basic pay during their last year of service.

Compensation by contractors to former U.S. Public Officials

As a Government contractor, the Company is prohibited from compensating a former federal employee for one year after the former Government official served in certain procurement-related or supervisory roles relating to procurements of more than \$10 million in which the Company was involved as a bidder or offeror. Accordingly, no person on behalf of the Company may recruit, hire or compensate any former Government official who had any procurement-related supervisory or operational responsibilities, except with approval from the Company’s General Counsel.

Subcontractor Antikickback

The Anti-Kickback Act of 1986, 41 U.S.C. §§ 8701 *et seq.*, prohibits offering, giving, soliciting or accepting anything of value to improperly obtain or reward favorable treatment in connection with a prime contract or a subcontract or to include the cost of such a kickback in the price of the contract or subcontract. The contracting officer must deduct the amount of any kickback from contract payments. Violators are subject to civil penalties, double the amount of the kickbacks, and criminal penalties including fines and up to ten years’ imprisonment.

Accordingly, Company personnel are prohibited from providing or attempting to provide or offering to provide any kickback; soliciting, accepting, or attempting to accept any kickback; or including, directly or indirectly, the amount of any kickback in the contract price charged by the Company to the Government or to any higher-tier contractor. Importantly, offering or soliciting a kickback is a violation even if no actual payment ever occurs.

All payments between the Company and any subcontractors or higher-tier contractors shall be handled via electronic fund transfer and immediately recorded in the Company’s general ledger.

The Company is required to promptly report in writing any reasonable grounds to believe that a violation of the subcontractor kickback prohibition may have occurred. To facilitate this reporting, any Company employee having a basis for suspecting a kickback must report it to the Company’s General Counsel or the Company’s whistleblower hotline. The Company will fully cooperate with any investigation of such a matter.

Prohibition on Certain Contingent Fee Arrangements

The Company is prohibited from employing or retaining, on a commission or other

contingent fee basis, any person or agency to solicit or obtain a Government contract, except for Company employees or established commercial or selling agencies that do not exert or propose to exert improper influence to solicit or obtain Government contracts, or hold themselves out as being able to obtain any Government contract(s) through improper influence. For purposes of this provision, “improper influence” means any influence that induces or tends to induce a Government employee or officer to give consideration or to act regarding a Government contract on any basis other than the merits of the matter.

Bribery

Company personnel are strictly prohibited from giving or offering to give money or anything of value to a Government official to influence any governmental action or decision. Under 18 U.S.C. § 201(b), it is a crime to bribe a federal public official with an intent to influence the official to perform an official act or to refrain from performing an official act. The term “public official” is interpreted broadly to include Members of Congress, officers, employees, jurors, or other persons acting for or on behalf of the United States, or any department, agency or branch thereof. The law prohibits offering or giving “anything of value” to a public official to influence an official act, and violation is punishable by a fine in an amount treble the value of the payment or gift and up to fifteen years’ imprisonment.

Gratuities

Company personnel are strictly prohibited from giving or offering to give money or anything of value to a Government official as a reward or indication of gratitude for any governmental action or decision. Under 18 U.S.C. § 201(c), it is a crime to give anything of value to a federal public official “for or because of” an official act. Unlike the bribery statute, which requires proof of an intent to influence an act, a gratuity may be given after an act has been performed and without any intent to influence such act. The gratuities statute applies if a gift or payment was made *because of* an official act even if it was not made *to influence* the act. Violation are punishable by a fine and up to two years’ imprisonment.

Gifts

Even without any such intent to influence or reward official conduct, any gifts to Government officials can be improper. Questions frequently arise with regard to business practices such as meals, beverages, entertainment, travel to industry events, promotional items given away at trade fairs or conventions, and honoraria for speeches. In these circumstances, it is important to realize that Government officials are subject to strict rules regarding what gifts they may accept from anyone, but especially from a contractor that receives Government-funded business.

Ethical guidelines for federal Government officials involved in procurements or contracts appear at FAR Subpart 3.1. FAR 3.104(b)(2) notes that the acceptance of gifts is prohibited “under certain circumstances.” The acceptance by Government officials from an entity “doing business with” or “regulated by” the Government is prohibited unless it complies with guidelines established by the ethics office of an agency. Some federal agencies prohibit their employees from accepting any gifts while others allow employees to accept modest business lunches or snacks offered at a meeting or conference. Applicable laws and regulations

for state and local governments likewise vary by jurisdiction.

Since this is an area in which even well-intended courtesies could be problematic, Company personnel are prohibited from providing any gifts, regardless of value, to any Government official, unless the planned gift is approved by both the Government employee who will receive it and by the Company's General Counsel.

Fraud and False Claims

The Company values its principles of honest dealing with all parties, including all Government customers and higher-tier contractors and subcontractors who may support Government customers. Company personnel are strictly prohibited from pursuing or facilitating any invoice or other claim for payment with Government funds unless the payment is fully justified according to the terms of a binding, written contract. Excess, improper, or inadequately justified billings or inaccurate or unsubstantiated certifications can lead to substantial corporate and individual liability under fraud laws, including the False Claims Act and several related laws.

Civil False Claims Act

The False Claims Act, 31 U.S.C. §§ 3729-33, provides for civil damages and penalties for companies or persons that present false or fraudulent claims for payment involving Government funds. A violation requires knowledge of the false or fraudulent nature of the claim, but knowledge includes deliberate indifference or reckless disregard as to the false or fraudulent nature of the claim.

False claims do not necessarily have to be inflated invoices or invoices for work not performed. Knowingly submitting invoices for goods that do not meet technical specifications or failed to pass required testing has been found to be a false claim. Other examples of false claims include defective cost or pricing data, or falsifying specifications, country of origin, labor category mapping, and employee time tracking.

The Government is entitled to receive treble damages in most cases, but this can be reduced to double damages if the company cooperates by furnishing information to the Government within 30 days of learning about the false claim. Civil penalties can also be assessed in the amount of \$13,946 to \$27,984 per violation (as of 2024); in some cases, this penalty has been applied to every submitted invoice and can often exceed the amount of damages the Government incurs.

The False Claims Act contains a "*qui tam*" provision under which private parties can bring a lawsuit on behalf of the Government to recover damages for false claims. The Government may intervene in such a suit or choose not to intervene. If it intervenes, the Department of Justice takes over the litigation. If the Government chooses not to intervene, the person bringing the action, the "relator," may continue to prosecute the lawsuit. The relator shares in any damages received by the Government if the allegations had not already been publicly disclosed through the news media or other sources. Most False Claims Act lawsuits are brought by *qui tam* relators.

The False Claims Act also contains strong provisions protecting whistle-blowers, including *qui tam* relators who are company employees or consultants, from retaliation.

Criminal False Claims Act

There is also a criminal false claims act, 18 U.S.C. § 287, which applies to persons or companies that knowingly present false, fictitious or fraudulent claims. The standard of knowledge is higher than for a civil false claim, since it does not explicitly include reckless disregard or deliberate indifference, but “willful blindness” is a well-established equivalent of actual knowledge in criminal law. The penalties for violation of this criminal statute can include a fine of up to \$250,000 for individuals or \$500,000 for organizations and imprisonment for up to five years. For false claims submitted to the Department of Defense, the fine may be up to \$1 million per violation.

Overpayments

Knowing retention of a Government overpayment may be a false claim. The regulations relating to suspension and debarment also implicitly create a duty to disclose overpayments, since knowing failure to disclose a significant overpayment is listed as a cause for debarment. FAR 9.406- 2(b)(1)(vi).

Mandatory Disclosure

Federal contractors and subcontractors are required to disclose certain matters relating to government contracts. All Company personnel must support this obligation by reporting information about potential violations that might be subject to mandatory disclosure. Mandatory disclosure is implicated when, in connection with a federal government contractor subcontract, the Company has credible evidence of a violation of federal criminal law involving fraud, conflict of interest, bribery or gratuity violations, or a violation of the civil False Claims Act, or a significant overpayment made by the government. Such disclosures must be made promptly, so rapid communication with the Company is critical to ensure the Company’s compliance. Company personnel with information about any matter that might trigger a mandatory disclosure should report the issue to the Company’s General Counsel or through the Company’s whistleblower hotline.

Suspension and Debarment

Suspension and debarment are administrative exclusion procedures that can be used to protect the U.S. Government from contractors and subcontractors whose business ethics and operational controls are so poor that they are not “presently responsible” enough to be trusted to handle Government obligations and Government funds. Under FAR Subpart 9.4, contractors can be suspended or debarred from receiving federal contracts if they are indicted or convicted of fraud or other criminal offenses. They may also be debarred or suspended for serious violations of contract terms, including willful failure to perform in accordance with contract terms or a history of failure to perform contracts in a satisfactory manner. They can also be debarred for failing to submit a timely mandatory disclosure when required.

The Company is proud of its record of being a responsible steward of government funds. All Company personnel should report to the General Counsel or through the Company's whistleblower hotline any matter that calls into question the Company's responsibility as a trusted government contractor or subcontractor, or that indicates a lack of business integrity or business honesty.

Whistleblowing and Employees' Right to Report

The Company operates a whistleblower hotline that can be reached by toll-free telephone number (877) 309-9395 or on-line at www.ethicspoint.com for Company personnel to report anonymously improper or unlawful activities, without any fear of retribution or retaliation. All whistleblower reports are appreciated and carefully investigated.

Examples of possible wrongdoing include: mismanagement of a Federal contract or grant; waste of Federal funds; abuse of authority relating to a Federal contract or grant; substantial and specific danger to public health or safety, or violation of law, rule, or regulation related to a Federal contract (including the competition for or negotiation of a contract).

Notwithstanding confidentiality or nondisclosure agreement applicable to Company personnel (other than confidentiality agreements arising out of civil litigation or confidentiality agreements that contractor employees or subcontractors sign at the behest of a Federal agency), Company personnel and subcontractors are not prohibited from lawfully reporting waste, fraud, or abuse related to the performance of a Government contract to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information (e.g., agency Office of the Inspector General). To the extent that any provision of a confidentiality or nondisclosure agreement prohibits or appears to prohibit such lawful reporting, that provision is no longer in effect.

Human Trafficking

All Company personnel and subcontractors are advised of the policy of the United States Government prohibiting trafficking in persons, under which contractors, contractor employees, and their agents shall not—

- (1) Engage in severe forms of trafficking in persons during the period of performance of any contract;
- (2) Procure commercial sex acts during the period of performance of any contract;
- (3) Use forced labor in the performance of any contract;
- (4) Destroy, conceal, confiscate, or otherwise deny access by an employee to the employee's identity or immigration documents, such as passports or drivers' licenses, regardless of issuing authority;
- (5) (i) Use misleading or fraudulent practices during the recruitment of employees or offering of employment, such as failing to disclose, in a format and language understood by the employee or potential employee, basic information or making material misrepresentations during the recruitment of employees regarding the key terms and conditions of employment, including wages and fringe benefits, the location of work, the living conditions, housing and associated costs (if employer or

agent provided or arranged), any significant costs to be charged to the employee or potential employee, and, if applicable, the hazardous nature of the work;

(ii) Use recruiters that do not comply with local labor laws of the country in which the recruiting takes place;

(6) Charge employees or potential employees recruitment fees;

(7) (i) Fail to provide return transportation or pay for the cost of return transportation upon the end of employment—

(A) For an employee who is not a national of the country in which the work is taking place and who was brought into that country for the purpose of working on a U.S. Government contract or subcontract (for portions of contracts performed outside the United States); or

(B) For an employee who is not a United States national and who was brought into the United States for the purpose of working on a U.S. Government contract or subcontract, if the payment of such costs is required under existing temporary worker programs or pursuant to a written agreement with the employee (for portions of contracts performed inside the United States); except that—

(ii) The requirements of paragraph (7)(i) of this clause shall not apply to an employee who is—

(A) Legally permitted to remain in the country of employment and who chooses to do so; or

(B) Exempted by an authorized official of the contracting agency from the requirement to provide return transportation or pay for the cost of return transportation;

(iii) The requirements of paragraph (7)(i) of this clause are modified for a victim of trafficking in persons who is seeking victim services or legal redress in the country of employment, or for a witness in an enforcement action related to trafficking in persons. The contractor shall provide the return transportation or pay the cost of return transportation in a way that does not obstruct the victim services, legal redress, or witness activity. For example, the contractor shall not only offer return transportation to a witness at a time when the witness is still needed to testify. This paragraph does not apply when the exemptions at paragraph (b)(7)(ii) of this clause apply.

(8) Provide or arrange housing that fails to meet the host country housing and safety standards; or

(9) If required by law or contract, fail to provide an employment contract, recruitment agreement, or other required work document in writing. Such written work document shall be in a language the employee understands. If the employee must relocate to perform the work, the work document shall be provided to the employee

at least five days prior to the employee relocating. The employee's work document shall include, but is not limited to, details about work description, wages, prohibition on charging recruitment fees, work location(s), living accommodations and associated costs, time off, roundtrip transportation arrangements, grievance process, and the content of applicable laws and regulations that prohibit trafficking in persons.

All Company personnel are further advised that violations of this policy may be subject to disciplinary actions including, but not limited to, removal from a Government contract or subcontract, reduction in benefits, termination of employment, and referral to appropriate law enforcement authorities.

The Company will, as required by contract or regulation, inform the appropriate Government officials of any credible information it receives from any source (including host country law enforcement) that alleges a Company employee, subcontractor, subcontractor employee, or their agent has engaged in conduct that violates this human trafficking policy and any actions taken against a Company employee, subcontractor, subcontractor employee, or their agent pursuant to this human trafficking policy.

ADDENDUM:

INTERNATIONAL TRANSACTIONS

Export Control and Sanctions Laws

Employees, officers, and directors must observe all laws and regulations of the United States and other countries in which the Company does business with respect to the export and re-export of goods, software, technologies, and services and transactions involving countries, organizations and individuals that are subject to trade embargoes or other economic sanctions. Subject to only narrow exceptions, exports and re-exports to and non-export transactions with Cuba, Iran, North Korea, Sudan, and Syria are generally prohibited or subject to stringent case-by-case licensing requirements. Licensing requirements depend in part upon the regulatory classifications for the relevant items. U.S. regulations permit self-classification, except for certain encryption items that must be submitted for pre-export classification review by U.S. Government regulatory authorities. Non-U.S. counterparties, including foreign customers and foreign-national employees who do not have permanent residency status, must be screened against restricted party lists before exporting or re-exporting any items or disclosing technology or software for which licensing may be required.

Exports of commodities, software and technology may be subject to restrictions based on technical characteristics or capabilities, the country of destination, the parties to a transaction, the expected end use of the exported items, or a combination of these factors.

It is presumed that no commodities, software, technology, services may be provided to, and no financial transactions conducted with, any party that is located in, organized under the laws of, controlled by, or a national of Cuba, Iran, North Korea, Syria, or the Crimea region of Ukraine. In addition, exports of commodities, software and technology to Sudan are presumptively prohibited.

Company personnel must ascertain all applicable export control and sanctions restrictions prior to initiating any sales activity or engaging any employee, contractor or consultant for which prior Government licensing might be required. Company product sale, distribution, reseller, consulting, and other contracts should include assurances that Company goods, software, technologies and services will be handled in accordance with all applicable export, re-export and sanctions laws and regulations.

The Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (FCPA) prohibits giving anything of value to a foreign official, which includes party officials and representatives of international organizations, for the purpose of obtaining, retaining or directing business to any person or company or of obtaining an improper business advantage. Facilitation of payments is also prohibited. These are small payments, usually made in cash, that are typically provided to a Government official to speed up or guarantee a routine action that the official is already obligated to perform. Examples of these might be payments made in order to expedite work permits, visas, licenses, utility services or to obtain police protection. While commonplace in certain parts of the world, such payments are illegal in many countries and prohibited by company policy. Participating in bribery subjects employees and the Company to potential civil and criminal penalties, disgorgement of profits, as well as potential

termination of employment.

The FCPA applies to any organization or person operating under U.S. jurisdiction, including companies listed on any U.S. stock exchange (even foreign issuers), companies incorporated or based in the U.S., the officers, employees, and agents of such companies, U.S. nationals and residents.