

DYNACORP INTERNATIONAL



DynCorp
INTERNATIONAL

**CODE OF ETHICS
AND BUSINESS CONDUCT**



DYNCORP INTERNATIONAL (DI) CODE OF ETHICS AND BUSINESS CONDUCT

In addition to English, this Code is published in multiple languages.

The most recent version of this document is available online through the DynCorp International LLC intranet and on the World Wide Web at: <http://www.dyn-intl.com/about-di/values-code-of-conduct/>

The DI Policies and Procedures identified in this Code are included only as references for DynCorp International LLC employees and are subject to change or elimination at the discretion of DynCorp International LLC. Any change or elimination of DI Policies or Procedures will not change this Code. The current versions of all Policies and Procedures are available to employees on the DynCorp International intranet.

- WE SERVE willingly in all locations and conditions.
- WE CARE for the safety, security, development and well-being of our employees.
- WE EMPOWER our employees to succeed in a culture based on trust, respect, loyalty and commitment.
- WE PERFORM with relentless commitment to exceeding expectations.
- WE DO THE RIGHT THING always, for our customers, employees, and those we serve.

Dyn Corp International's Commitment and Values

It is our commitment to conduct business honestly, ethically, and in accordance with best practices and the applicable laws of the U.S. and other countries in which we operate. We are guided at all times by the highest standards of integrity, whether dealing with customers, co-workers, or others. By operating each day with this commitment in mind we can provide a solid return to our shareholders, develop meaningful work for our employees, and create something of value for our communities.

In order to keep this commitment, we must always be guided by our Values. Our Values are the foundation of our Company.

The following guidelines govern our daily workplace behavior:

- We adhere scrupulously to the highest standards of honesty, integrity, and fairness when engaged in any activity concerning DynCorp International and its relationships with customers, suppliers, and the general public.
- We comply with the spirit and letter of all applicable laws and regulations.
- We deliver the highest quality service to our customers.
- We compete vigorously in the marketplace and avoid business dealings that violate antitrust laws, conflict of interest principles or procurement integrity guidelines.
- We offer equal employment opportunities without discrimination, encourage workplace diversity and make employment decisions without regard to race, ethnicity, religion or religious creed, color, national origin, gender, sex, sexual orientation, gender identity or expression, age, military status or veteran status, marital status, ancestry, genetic information, disability, medical condition, familial responsibilities, or any status protected by federal, state, local or host country law. This applies to recruiting, hiring, promotions, transfers, terminations, compensation, administering benefits, training, disciplinary actions, performance assessments, and all other terms and conditions of employment.

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To: All DynCorp International Employees:

It is my pleasure to provide you with DynCorp International's Code of Ethics and Business Conduct.

OUR INTENTION

As a service company, our people are our product – that's why we have built an intentional culture supported by shared values and a focus on developing thoughtful leaders. Through leaders who live and work by our values, we build employee loyalty and enhance productivity, ultimately resulting in satisfied personnel and customers.

OUR CULTURE

Our intentional culture takes root in our Social Contract, a commitment we have made to each other that sets expectations for how we behave and how we treat one another.

Compliance with all applicable laws, regulations and best practices is essential. Our Company's reputation with the Government and with our stakeholders requires our professional excellence, solid judgment, and uncompromising integrity. Overall, businesses are becoming more and more challenging to manage. New laws, competition, budgetary constraints, technological innovations, business re-engineering, and the increasing globalization of business make our operations even more demanding than in the past.

These increased demands serve to highlight the importance of business ethics. Cutting corners to obtain or retain business is not our way. We don't take shortcuts, we conduct business properly. We are committed to this Code and have zero tolerance for any violation of its provisions. The Code is a tool to help you better understand the policies and principles that drive our business. It is your roadmap to help you make the right decisions and to protect and preserve our long-standing business successes.

I ask each of you to read this Code carefully, to affirm its principles, and to adhere to its requirements in all of your professional endeavors. If you have any questions, please contact your supervisor, your Human Resources representative, or the Legal Department.

Thank you for your service and commitment in sustaining a values-based culture where
Doing the Right Thing is Always the Right Thing to Do.

Lou Von Thær
Chief Executive Officer

YOUR RESPONSIBILITIES

All DynCorp International LLC (also referred to as DI or “the Company”) employees, directors, officers, contractors, and agents are responsible for:

- ▲ Reading the Code of Ethics and Business Conduct – referred to as “the Code”;
- ▲ Understanding the requirements stated in the Code;
- ▲ Utilizing available resources to resolve questions or issues of concern; and
- ▲ Complying fully with the Code and with the Company’s policies and procedures.

REPORTING VIOLATIONS OF THIS CODE

The following channels are available to all who become aware of a violation of this Code, have a question or concern, or are seeking advice about the Code’s requirements:

- ▲ Your manager, supervisor or someone in your management chain
- ▲ Your Group, Business Area Team (BAT) or Center of Excellence (COE) or Department lead, or your Human Resources Business Partner
- ▲ The Senior Vice President of Human Resources (817-224-1636)
- ▲ The General Counsel or any attorney in the Legal Department (703-462-7144)
- ▲ The DI Hotline: 877-396-4685 (toll free) or 703-560-1203
- ▲ The EthicsPoint website: <http://dyncorpinternational.ethicspoint.com>

Allegations can be submitted anonymously. The Company prohibits retaliation against employees who raise a good faith question or concern through any of the channels discussed in this Code.

BE ACCOUNTABLE FOR ENFORCING THE CODE

You are accountable for compliance with the provisions of this Code and are expected to raise questions if you are concerned that the standards of this Code are not being met. Violations of this Code can result in disciplinary action up to and including termination of employment.

Managers and supervisors must be particularly careful with their words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to perform in a way that is contrary to the ethical standards set forth in this Code and in Company policies. If someone approaches you with a question or concern related to the Code, listen carefully and ask for clarification and additional information to ensure that you fully understand the question or concern. If the concern raised requires that an investigation be conducted to determine compliance with the Code, refer it to one of the channels identified in the section entitled “Reporting Violations of this Code.”



- ▲ When performing your duties, comply with all Company policies.
- ▲ You are also subject to the laws of the country where you work.
- ▲ Consult DI's Legal Department on any legal questions.

FULLY COMPLY WITH ALL APPLICABLE LAWS

DI is committed to maintaining the highest professional and ethical standards. For this reason, compliance with the law is our minimum performance requirement. DI standards are higher and, at times, this Code establishes requirements that go beyond legal obligations.

You are expected to perform all of your duties on behalf of DI in compliance with all laws, regulations and Company policies – this is a minimum expectation. The Legal Department is always available to help you understand the laws and regulations that apply to your job and responsibilities. It should be understood however, that upholding our Values and this Code requires more than mere compliance with laws and regulations.

If you work internationally, you are also subject to the laws and regulations of the countries in which we do business. Any questions related to your conduct or the requirements of international laws must be referred to the Legal Department. You may also find that, at times, there is a conflict between the laws of the countries in which we operate and the laws of the United States or Company policy. In those situations, you must also consult with the Legal Department to receive direction on how to resolve the conflict.

How Would You Respond?

QUESTION: An employee witnesses that a colleague's behavior violates the Code of Ethics and Business Conduct. The employee does not supervise this colleague or have any management responsibilities. Is it okay to ignore the questionable behavior and not report it?

ANSWER: No. We are all accountable for ensuring full compliance with the Code. The employee should raise his/her concerns utilizing any of the channels mentioned in this Code and can do so anonymously. In all cases, the employee is expected to report his/her concerns. In some situations an employee may be subject to discipline if he/she is aware of a violation of the Code or Company policy, but fails to take appropriate action.

For further information, please refer to:

- [DI Policy No. 1.2 – Code of Ethics and Business Conduct](#)



- ▲ No discrimination.
- ▲ No harassment.
- ▲ No retaliation.

ZERO TOLERANCE FOR DISCRIMINATION, RETALIATION, AND HARASSMENT

DI provides a safe and respectful workplace without threats, harassment, violence or illegal discrimination. Respect is an integral part of everything we do.

We value diversity and promote an inclusive work environment. DI is committed to recruiting, developing, promoting, and retaining a well-qualified work force without regard to race, ethnicity, religion or religious creed, color, national origin, gender, sex, sexual orientation, gender identity or expression, age, military or veteran status, marital status, ancestry, genetic information, disability, medical condition, familial responsibilities, or any status protected by federal, state, local or host country law.

We do not tolerate unlawful discrimination. We actively seek to create a workplace in which employees, suppliers, contractors, and customers feel respected and valued. Our efforts to achieve diversity and equal employment opportunity are driven by more than compliance with the law; we firmly believe that an inclusive workplace will foster greater business success. Our supervisors and managers play a critical role in these efforts and we expect them to take affirmative steps to create a positive, inclusive and diverse workplace.

Similarly, we have no tolerance whatsoever for harassment based on race, ethnicity, religion or religious creed, color, national origin, gender, sex, sexual orientation, gender identity or expression, age, military or veteran status, marital status, ancestry, genetic information, disability, medical condition, familial responsibilities, or any status protected by federal, state, local or host country law. We treat all persons with dignity and respect. Furthermore, although we are a global employer with a diverse workforce subject to differing customs and legal standards, this policy applies to all employees throughout the world. Harassment includes, but is not limited to: racist, sexist, ethnic, or other inappropriate comments, jokes, gestures, or any action or statement that demeans individuals or creates an intimidating or offensive work environment.

The Company will not tolerate any form of retaliation against persons who raise good faith complaints about conduct they believe violates this standard.

All DI employees deserve a workplace that is free from violence or the threat of violence. We are entitled to be treated with respect. We will not tolerate threatening, demeaning, or abusive language or behavior.

DI complies fully with the Uniform Services Employment and Re-employment Rights Act ("USERRA"). In compliance with this law, DI protects the job rights of employees who leave their positions to perform military service or qualified service in the National Disaster Medical System. DI also prohibits unlawful discrimination against past and present members of the uniformed services and applicants to the uniformed services.

How Would You Respond?

QUESTION: An employee, a Navy Reservist, tells you they are being ordered to active duty and will soon be mobilized. They want to protect their employment with the Company. What should you tell them?

ANSWER: You should remind him/her that DI complies fully with the provisions of USERRA. Employees who leave employment to perform service in the military have the right to re-employment as long as (1) they provide the Company with advance notice of their service; (2) the duration of their military leave is five years or less; (3) they return to work or apply for re-employment in a timely manner after the conclusion of service; and (4) they were not separated from service with a disqualifying discharge or under other than honorable conditions. You should remind the employee to comply with these requirements to protect their employment. You should also notify the Human Resources representative responsible for USERRA compliance, so he/she can ensure that his/her rights to re-employment are protected.

QUESTION: I understand that sexual harassment is an issue in the United States and other countries, but what about countries with other standards or differing cultures. Do these provisions of the Code apply throughout the world?

ANSWER: Yes. All employees throughout the world are entitled to a workplace where their colleagues treat them with dignity. Contact your Human Resources representative if you have questions about whether certain conduct is consistent with this workplace responsibility.

For further information, please refer to:

- [DI Policy No. 4.2.23 – USERRA](#)
- [DI Policy No. 4.4 – Equal Employment Opportunity](#)
- [DI Policy No. 4.5 – Workplace Harassment](#)



- ▲ Comply with all health and safety regulations.
- ▲ DI is a drug-free workplace.
- ▲ No alcohol during business hours.
- ▲ Respect the environment.

MAINTAIN A SAFE WORK ENVIRONMENT

DI provides its employees with a safe, healthy workplace that is drug-free and smoke-free. We adopt environmentally sound practices in all our worksites worldwide.

ENVIRONMENTAL HEALTH & SAFETY (EHS)

DynCorp International strives for operational excellence in environmental, health and safety practices. Through an integrated culture of continuous improvement, leadership and communication, our EHS practices support our business strategies to:

- ▲ Care for the safety, security, development and wellbeing of our employees, and the prevention of injury and illness;
- ▲ Meet or exceed relevant legislation, regulation and other customer requirements;
- ▲ Prevent pollution through environmentally sound business practices throughout the world;
- ▲ Dedicate ourselves to incident free delivery of world-class customer service and products

DI is committed to this [EHS Policy](#) in order to provide a safe and healthy work environment. Employees, officers, directors, and consultants are responsible for complying with all health, safety and environmental laws and regulations and

participating in the management of EHS programs at DI. The Company will not tolerate retaliation against persons who raise concerns in good faith about violations of such laws and regulations. Managers and supervisors are responsible for providing employees with appropriate controls, procedures and equipment to safely perform work and minimize impact to the environment. Employees are expected to maintain controls, follow procedures and use required EHS equipment and will be subject to discipline, up to and including termination, for failing to do so. Employees are also expected to report immediately any work-related accident or injury to their management. Employees should direct their questions regarding workplace health, safety and environmental matters to their supervisors, EHS and/or their Human Resources representative.

We are committed to providing a safe and healthy work environment. Employees, officers, directors, and consultants are responsible for complying with all health and safety laws and regulations. Managers and supervisors are responsible for providing employees with the personal protective equipment ("PPE") necessary to perform their jobs safely and with training regarding the correct use of such PPE. Employees are expected to use such PPE as appropriate and will be subject to discipline, up to and including termination, for failing to use PPE correctly. Employees are also expected to report immediately any work-related accident or injury to their management. Employees should direct their questions regarding workplace health and safety matters to their supervisors, their Human Resources representative, or their Environmental Health & Safety POC.

For further information, please refer to:

- [DI Policy No. 4.7 – Environmental Health & Safety](#)

The Company is also committed to providing a drug-free and smoke-free work environment. As part of this commitment, all employees are required to pass a drug screen before commencing work and may be subject to additional drug testing in appropriate circumstances during their employment.

We will not tolerate the use, sale or purchase of illegal drugs or the abuse of prescription or over the counter medications, alcohol or other substances. Employees should notify their Human Resources representatives if they take any medication that may affect their ability to perform their jobs safely. You may not possess, serve, be under the influence of, or drink alcohol while on Company property or while conducting Company business. In addition, employees must conform to the laws and customs of the country in which they are located, unless the specific contract under which they are working requires a more restrictive policy, in which case the more restrictive policy is followed. The only exceptions to this rule which permit alcohol to be served at Company functions are: prior approval from the DI Chairman and CEO, CFO, or any of their respective designees, or at external events at which you are representing DI. Although alcohol may be served at such events, consumption is completely voluntary, should be in moderation, and never in a manner that would embarrass or harm the Company. In certain parts of the world, employees are wholly prohibited from possessing or drinking alcohol and no exceptions are allowed. Employees are expected to adhere to these requirements and to report any violations immediately to their Human Resources representative or the Legal Department.

DI is also committed to environmentally sound business practices throughout the world. All employees are expected to perform their jobs in an environmentally responsible way and to report any potential environmental hazards immediately to management.



How Would You Respond?

QUESTION: I supervise an employee who behaves erratically and in a manner that leads me to believe he may have a substance abuse problem. What should I do?

ANSWER: You should document the behaviors and immediately discuss your concerns with your Human Resources Representative and the Legal. If the behaviors you have identified satisfy the reasonable suspicion standard, the employee will be tested. If the drug screen produces a positive result, the employee will be disciplined, up to and including termination of employment.

QUESTION: I overheard a co-worker threaten another employee who was afraid to report the situation. What should I do?

ANSWER: You should tell your supervisor or Human Resources representative about the incident immediately. DI will not tolerate acts or threats of violence and will investigate all reports. You have a responsibility to act when you know of an impropriety, threat or risk to any of our people.

QUESTION: While at a restaurant for lunch, you are offered an alcoholic beverage. Can you drink during the business day?

ANSWER: No. Company policy prohibits employees from "being under the influence" of alcohol while conducting Company business. Even one drink could affect your judgment and workplace behavior. For this reason, you may not have an alcoholic beverage during the working day.

For further information, please refer to:

- [DI Policy No. 4.4 – Equal Employment Opportunity](#)
- [DI Procedure 4.1.2 – Smoke Free Workplace Procedure](#)
- [DI Procedure No. 4.1.12 – Drug and Alcohol Testing Procedure](#)

▲ Complete timesheets on time and accurately.

ACCURATELY CHARGE LABOR AND OTHER COSTS

Employees must understand and abide by the Company's [Time Charging policy](#) and the applicable procedures. Employees must take all steps necessary to ensure that DI's time charging and cost accounting records are accurate and complete.

Employees and their supervisors are responsible for understanding and complying with the labor recording policies and procedures covering their contracts and programs. Employees must accurately complete daily time records. Employees are also responsible for properly accounting for labor, travel, material and other costs, and for ensuring that these costs are accurately recorded and charged to the Company's records.

Knowingly mischarging the time that you work or falsifying your time records violates Company policy and possibly the law, and will result in disciplinary action up to and including termination. No employee may knowingly charge an incorrect amount or knowingly approve such mischarging. Shifting costs to an improper account is also prohibited. Employees should contact the Legal Department or the Company Hotline with any time charging concerns or on any occasion when they have a question regarding the time charging instructions provided by a supervisor. Questions can be raised anonymously if you prefer. Retaliation is prohibited against persons who raise such concerns/questions in good faith.

How Would You Respond?

QUESTION: You are asked to work an hour of overtime due to a mission essential task. Your Supervisor tells you not to log that hour of overtime due to the program being over budget. She asks that you just come in an hour later the next day. Is it okay to not mark that hour?

ANSWER: No, you must charge your time accurately. Charging time inaccurately is absolutely prohibited. Employees who mischarge their time, even if they are acting in compliance with a supervisor's instructions, will be subject to discipline up to and including termination. A supervisor who instructs employees to charge their time inaccurately will also be subject to discipline up to and including termination. An employee receiving such instruction must report the supervisor to the Legal Department or the [DI Hotline](#). Such concerns can be raised anonymously if you wish.

QUESTION: You are working on a new program that is transitioning from one task order to another. You are provided a temporary charge code only to be used on these efforts. However, due to the volume of work, you have run out of the budgeted amount. Is it okay to use another task order's charge code to complete the work?

ANSWER: No. Employees are prohibited from knowingly charging an inaccurate amount of time or from charging time to an incorrect account or project. An employee who knowingly mischarges time will be subject to discipline, up to and including termination of employment.

For further information, please refer to:

- [DI Policy No. 5.9 – Time Charging](#)
- [DI Procedure No. 5.9.1 – Timekeeping Procedure](#)

▲ **Prompt and accurate recordings of transactions.**

ACCURATE BUSINESS RECORDS ARE ESSENTIAL.

DI must ensure that its books and records accurately reflect all transactions and fully satisfy applicable legal requirements, including the Sarbanes-Oxley Act of 2002 and the Foreign Corrupt Practices Act (FCPA). Employees must therefore observe the following standards with respect to record keeping and communications:

- ▲ Record all disbursements, receipt of funds and other financial records accurately and promptly.
- ▲ Accurately maintain time reports in accordance with the Company's time reporting policies and procedures.
- ▲ Accurately record entries in the Company's books and records and in any internal or external correspondence or communication of any type.
- ▲ Submit accurate documentation in connection with any contract or proposal.
- ▲ Charge all labor and material costs accurately to the appropriate account, regardless of the status of the budget for that account.
- ▲ Conduct all required quality assurance procedures honestly. Be truthful when certifying compliance with any aspect of your work.

Because it is a crime to knowingly make false statements or false claims to the U.S. government, employees who violate these standards could subject the Company and themselves to liability, damaging publicity, expensive and time-consuming audits and investigations, reduction in contract prices, and loss of government contracts. Moreover, the Company and the individual employees may be subject to criminal or civil penalties (e.g., imprisonment, fines, and/or suspension or debarment from government contracting). Employees will also be subject to disciplinary action, up to and including termination.

For further information, please refer to:

- [DI Policy No. No. 3.7.a – Business Travel Sub-Policy](#)



How Would You Respond?

QUESTION: While working on a project that is just barely within schedule, you realize that equipment provided by your supplier does not meet contractual standards. You believe that you can make the equipment work, and wishing to avoid further delay, you install it. The contract requires you to certify to government officials that all equipment meets the standards called for in the contract. Do you certify?

ANSWER: No. What is being suggested is unethical, unacceptable, and in direct violation of DI's Code of Ethics and Business Conduct. Employees should never purposely submit a document they know to be false either internally or to a customer or outside vendor.

QUESTION: You and your colleagues have been tasked with conducting an annual inventory of the warehouse. You have been told that the accuracy of the inventory is exceptionally important because the inventory numbers will be used to bill the government. You have participated in several of the previous quarterly inventories and the results have always reflected 100% accuracy with the inventory log sheet. You are more than halfway finished and your colleague suggests, "since we've just recently conducted an inventory, can't we just copy the numbers from the previous inventory?" What should you do?

ANSWER: This is unacceptable. You must make certain that the inventory and all invoices and other financial records are accurate. You may never submit a document you know is inaccurate either internally or to a customer or outside vendor.

For further information, please refer to:

- [DI Policy No. 5.1 – Records Retention Policy](#)
- [DI Procedure No. 5.1.1 – Records Retention Procedure](#)
- [DI Procedure No. 5.1.3 – Mandatory Disclosure Procedure](#)
- [DI Policy No. 5.2 – Foreign Corrupt Practices Act](#)



- ▲ Ensure accurate, full and timely responses to investigators by notifying the Legal COE of inquiries.

RESPOND PROPERLY TO GOVERNMENT INVESTIGATIONS

Government investigations must be handled properly and with great care.

The Company's policy is to cooperate fully with all government investigations. Such investigations may be initiated by a number of agencies but not limited to, Offices of Inspectors General ("[OIG](#)"), the Special Inspector General for Afghanistan Reconstruction ("[SIGAR](#)"), the Special Inspector General for Iraq Reconstruction ("[SIGIR](#)"), [state Attorney Generals' offices](#), the [Departure of State](#), the [Department of Justice](#), and the [Department of Labor](#). The legal exposure and potential liability associated with the conduct of government investigations is significant and requires the immediate involvement of the Legal Department. Any employee who becomes aware of an investigation relating to the Company, its employees, contracts, subcontracts or who is contacted by any government investigator must immediately contact the Legal Department. The Legal Department will coordinate with the government investigator on all matters pertaining to the government's inquiry, including requests for interviews and documents.

Notwithstanding the above, no employee or subcontractor is prohibited or restricted in any way from lawfully reporting waste, fraud, or abuse to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information.

An employee approached either at home or on the job by a government investigator regarding matters that involve work for the Company should follow these guidelines:

- ▲ Ask to see identification (e.g., a badge), and make a note of the individual investigator's name, agency and phone number.
- ▲ Politely explain the Company's policy – i.e., it is Company policy to cooperate, but that it will be necessary to consult with the Legal Department before answering questions or turning over any requested documents. Provide the investigator with the name and telephone number of the Legal Department (703-462-7144).
- ▲ Immediately contact the Legal Department for guidance.
- ▲ If the investigator serves a subpoena or other notice requesting documents, immediately call the Legal Department for advice while the investigator waits.

How Would You Respond?

QUESTION: You receive a telephone call. The caller identifies herself as a government agent and asks for files regarding several DI employees. You have access to the relevant files. Should you immediately provide the information requested?

ANSWER: No. You should request the investigator's name and contact information and politely explain the Company's policy to cooperate with government investigations through our Legal Department. You should provide the agent with the telephone number for the Legal Department (703-462-7144). You should then contact the Legal Department directly and await further instructions.

▲ **Do not discuss business proprietary information with competitors.**

FULLY COMPLY WITH LAWS GOVERNING ANTITRUST, BID RIGGING AND COMPETITION

We value open competition

If you are involved in any dealings with competitors, you are expected to know that antitrust laws may apply to your activities and to consult with the Legal Department before negotiating with or entering into any arrangements with potential competitors. In addition, you should know that any of the following conduct is highly problematic and could violate antitrust laws:

- ▲ Fixing prices or agreeing with a competitor on prices or setting prices in concert with a competitor;
- ▲ Bid rigging or agreeing with a competitor to set the terms or direct the outcome of a bidding process;
- ▲ Boycotting suppliers or customers to coerce the suppliers or customers to stop dealing with a competitor;
- ▲ Pricing intended to drive competitors out of business;
- ▲ Disparaging, misrepresenting or harassing a competitor;
- ▲ Entering into agreements or understandings with competitors to divide the market in which they compete by allocating territories or markets, and/or limiting the production or sale of products or product lines;
- ▲ Conditioning the sale of one product/service on the sale of another unwanted product/service; and/or
- ▲ Conditioning the sale or purchase of products/services on the requirement that the seller or purchaser not do business with competitors of the Company.
- ▲ No discussion of pricing or terms of DI bids with a competitor.
- ▲ No agreeing with competitors to target certain customers, products, services or geographic territories.
- ▲ No agreeing to boycott a customer, supplier, licensor or licensee.
- ▲ No agreeing with a vendor or a customer on the prices at which a product will be sold to a third party.

Employees must avoid engaging in or discussing any of the above activities with competitors, suppliers or customers, and must report any instance in which such activities are proposed or discussed to the Legal Department.



How Would You Respond?

QUESTION: You have the opportunity to view financial, pricing, and proprietary data of a company that is wholly owned by the same group of investors that owns DI. This information would be useful in preparing separate proposals for new work that each company plans to pursue independently. Is there a problem with viewing this information?

ANSWER: Yes. Even though the companies have the same owner, they are separate and independent competitors pursuing the same RFP as competitors. Federal rules against collusion, bid-rigging, and antitrust violations prohibit sharing this information and could subject you and/or DI to criminal and civil sanctions. You must consult with the Legal Department before engaging in any discussions with a competitor or potential competitor. You must also follow all applicable policies and procedures if planning a joint venture or any partnership with another company, even one with whom DI shares corporate owners.

For further information, please refer to:

- [DI Policy No. 5.5 – Antitrust, Bid Rigging & Competition](#)

QUESTION: A vendor that provides janitorial services has told you that he has an administrative assistant position open and your ex-wife, mother of your children, would be a great fit. He tells you that he can “nudge the boss” to get her hired if you just let him know which of his competitors have submitted bids for similar DI work. He is promising to always be the lowest bidder. The vendor instructs you to verbally provide your ex-wife with the information and she can pass it along to the boss during their interview meeting. Since you are not directly providing the information and you are only going to tell her verbally, is it okay to share with your ex-wife who the other competitors are?

ANSWER: Absolutely not. What the vendor is suggesting is illegal anticompetitive behavior. Both you and the Company could face serious civil and criminal penalties if you agree to his proposal. You should contact the Legal Department or submit an EthicsPoint Hotline report if you are asked to provide confidential information to a competitor, or if you have questions about antitrust rules.



- ▲ **Notify DI Communications of any media contact.**
- ▲ **Prevent insider trading violations. Information not publicly available about DI must be held in strictest confidence.**

COMPLY FULLY WITH SECURITIES LAWS AND PREVENT INSIDER TRADING

As a Company with debt and equity securities, we are required to pay careful attention and to comply fully with applicable securities laws and regulations. Our commitment to compliance with these requirements precludes any efforts to trade based on nonpublic information that we may obtain due to our role at DI.

We are required by the [Securities and Exchange Commission](#) to publicly disclose “material information” regarding the Company and its subsidiaries in a timely manner.

“Material information” is information that may affect investor decisions and the market price of Company securities. Additionally, at times, the Company will provide the investment community with accurate and timely information. Only the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer and Corporate Communications are permitted to speak to the investment community.

In the course of your employment at DI, you may become aware of “material insider information”, which is material information that is not publicly available and could lead a reasonable person to buy, sell, or otherwise trade DI securities. In such cases, you must hold the information in the strictest confidence. Examples of material information include contract awards, contract cancellations, acquisitions or divestitures of corporate subsidiaries, and changes in Senior Management.

How Would You Respond?

QUESTION: You attend a meeting in which you learn about a significant contract that senior officials believe will be awarded to DI within the next week or two. Can you advise your family to buy DI securities because of this contract award?

ANSWER: No. You have learned material inside information. It would be a criminal violation to trade securities based on such information. You cannot act on this information directly and you cannot advise others, including your family or friends, to take action based on this information. It is against the law to trade Company securities based on “material inside information” until such information is fully disclosed to the public. You must never use material inside information to advise or assist another person, including your family, in trading DI’s or any other company’s securities. Insider trading is a serious violation of the law and can result in significant civil or criminal penalties, including imprisonment.

For further information, please refer to:

- [DI Policy No. 5.8 – Insider Trading](#)
- [DI Procedure No. 5.1.3 – Mandatory Disclosure Procedure](#)

- ▲ **Human trafficking is a serious global crime.**
- ▲ **Human trafficking, procurement of commercial sex act and the use of forced labor are forbidden.**

HUMAN TRAFFICKING IS ILLEGAL AND PROHIBITED

Executive Order (EO)13627 and the revised FAR Clause 52.200-50 has strengthened the U.S. government's zero-tolerance policy regarding human trafficking and imposed significant standards on companies in the effort to eradicate human trafficking. It covers many types of unlawful trafficking activities, including: the recruitment, transportation, harboring, provision or obtaining of a person for labor through the use of force, fraud or coercion for the purpose of subjecting the person to involuntary servitude, debt bondage, peonage or slavery; and the procurement of a commercial sex act or sex induced by force, fraud or coercion, or in which the person induced to commit the sex act is under 18 years of age.

The EO and the FAR requires companies to comply with basic conduct mandates, including: prohibiting the use of fraudulent or misleading recruitment practices; charging recruitment fees from employees; and destroying, confiscating or otherwise denying access to employee identification documents.

All Company employees, contractors, consultants, and other agents and representatives are prohibited from engaging in or supporting any trafficking in persons, use or procurement of commercial sexual acts, or use of forced labor. TIP is the use of force, fraud, or coercion to compel a person to provide labor or services or commercial sex. TIP involves exploitation of all types. TIP can include elements of recruiting, harboring, transportation, providing or obtaining a person

for the purpose of exploitation. The two most common forms of trafficking are:

- ▲ **Labor Trafficking:** Labor trafficking has been found in domestic servitude situations, as well as sales crews, large farms, overseas contracts, subcontract labor, and more.
- ▲ **Sex Trafficking:** Sex trafficking commonly occurs in online escort services, residential brothels, brothels disguised as massage businesses or spas, and in street prostitution.

DI and its employees also must diligently report trafficking in persons activity of a subcontractor as soon as it becomes known and must immediately report any actual or perceived violations of this policy to the Legal Department. The Company will not tolerate retaliation against employees who make such reports in good faith. Any person who violates this standard or fails to report violations of this standard shall be subject to disciplinary action, up to and including termination of employment.

Any questions regarding this zero tolerance policy should be directed to the Legal Department.

For further information, please refer to:

- [DI Procedure No. 4.1.16 – Combating Human Trafficking Procedure](#)

CONDUCT BUSINESS ETHICALLY OUTSIDE THE UNITED STATES

We have no tolerance for violations of any of the laws of the countries in which we do business.

DI operates around the world and our commitment to ethical conduct governs all

of our work locations. Unless prohibited by U.S. law, you are responsible for complying with the national and local laws of the countries in which we operate. In the case of a conflict with U.S. law, you must obtain direction from the Legal Department. Any questions regarding this zero tolerance policy should be directed to the Legal Department.

ANTI-CORRUPTION

Employees must strictly comply with the anti-corruption laws that govern our operations in the countries in which we do business. Such laws include the U.S. Foreign Corrupt Practices Act ("[FCPA](#)") and similar laws enacted by other countries, such as the [UK Bribery Act](#). Generally, these laws prohibit bribery, direct or indirect of foreign government officials, political parties, or candidates to obtain some improper business advantage. More specifically, they prohibit you, directly or indirectly, from giving, offering, or promising anything of value to foreign government officials including political parties, political candidates, State-owned or controlled entities, or public international organizations, for the purpose of influencing them to misuse their official capacity to obtain, keep, or direct business or to gain any improper advantage. In addition, to prevent concealment of bribery, the FCPA prohibits knowingly falsifying a company's books and records or knowingly circumventing or failing to implement adequate internal accounting controls.

Violations of the FCPA may subject you and/or DI to criminal and/or civil sanctions, and you may be fined and imprisoned.

In accordance with applicable Company policy and procedures, FCPA due diligence by the Supply Chain COE, the Contracts and Legal Departments is required for all

agreements concerning work performed outside of the United States prior to execution. Any person who violates this standard or fails to report violations of this standard shall be subject to disciplinary action, up to and including termination of employment. For certain employees, FCPA training is mandatory. If you are required to take the training, you will be notified via DI Learn.

You should raise any questions concerning compliance with the FCPA and other anticorruption laws to the Legal Department. The Company does not tolerate retaliation against employees who raise a good faith question or concern.

The Global Anti-Corruption Laws also prohibit corrupt payments to anyone while "knowing" that all or part of the payment will be passed on to an official. This means DynCorp International may be held responsible for actions by any party acting on behalf of DynCorp International, such as a marketing representative, agents, consultant or joint venture partner.

PROHIBITION OF PRIVATE SECTOR CORRUPTION

A number of U.S. state and federal laws also prohibit corruption in commercial transactions between private parties. Other countries have similar laws. Although the laws of different jurisdictions are not all alike and provide for various penalties, they all are intended to prevent anyone from offering or giving a payment or undue advantage to employees and other people working for private sector entities in order to cause them to act, or refrain from acting, in breach of their duties.



How Would You Respond?

QUESTION: You are working on a proposal in a developing country. You are asked by local officials to contribute to a scholarship fund to enable promising local undergraduates to study abroad, and this would be viewed favorably by the Ministry. Would it be okay to make this contribution?

ANSWER: No. It would violate the FCPA to make an indirect payment to a government official of any country for the purpose of obtaining or retaining business. Political parties and candidates are expressly included in this prohibition. You and/or DI could be subjected to criminal and/or civil penalties by the U.S. government. You must contact the Legal Department before entering into any agreement regarding work performed outside the United States or making any payment that could possibly be covered by the FCPA.

QUESTION: You are responsible for overseeing the work of a freight forwarder subcontracted to DI in a foreign country. The freight forwarder informs you that certain shipments are delayed at a foreign border because a foreign official insists on certain fees being paid. Can the freight forwarder make these payments? After all, it's the freight forwarder making the payments—not DI—so won't DI be shielded from any potential FCPA violations?

ANSWER: No. DI is the party of interest in any shipment where DI is the shipper. Therefore, DI is responsible for any illegal/illicit payments made by subcontractors, with or without DI's knowledge. DI and possibly the employee responsible for oversight could face criminal and/or civil sanctions. You should always contact the Legal Department prior to making or authorizing any such payment.

For further information, please refer to:

- [DI Policy No. 5.2 – Foreign Corrupt Practices Act](#)
- [DI Policy No. 5.11 – UK Bribery Act](#)



▲ Contact the Legal Department Trade Compliance group before shipping materials internationally.

TRADE RESTRICTIONS

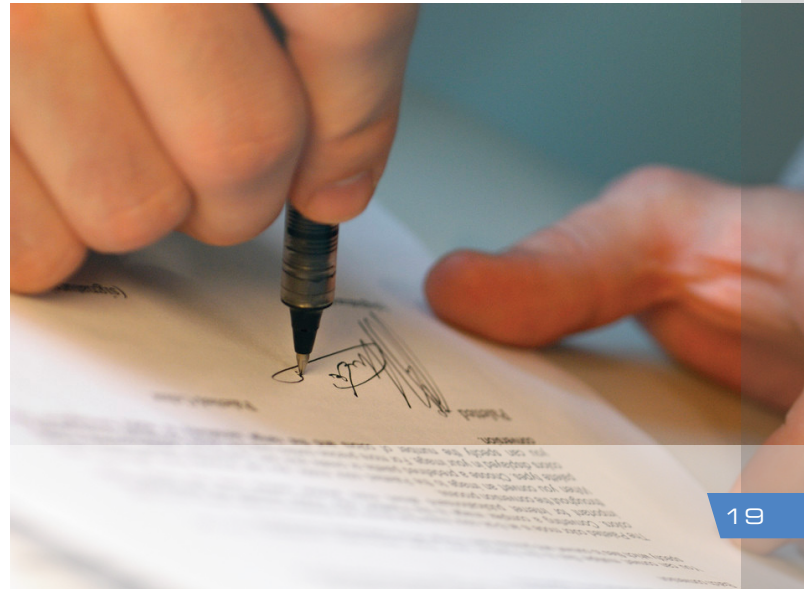
The United States government imposes restrictions on the import and export of certain equipment, parts and components as well as associated technical data, technology, software, and/or services (particularly those related to U.S. national defense, security, or intelligence) to foreign countries and to certain foreign persons, without first obtaining a license from a duly authorized U.S. government agency.

Employees contemplating transactions involving such material or information must contact the Legal Department Trade Compliance group (817-224-7494 or trade.compliance@dyn-intl.com) for guidance and information. Failure to comply fully with U.S. export laws and regulations could result in the loss or restriction of DI's export privileges, which, in turn, could damage or even destroy a significant portion of the Company's business. Violation of these laws may also result in fines and imprisonment for individual employees and their management chain. You are responsible for understanding how the export control laws apply to your job and for conforming to these laws.

How Would You Respond?

QUESTION: I understand that there are restrictions on the export of certain strategic goods and technical data unless an appropriate export license is obtained. Are there any such restrictions on disclosing technical information to foreign nationals visiting DI in the U.S.? After all, the information isn't really crossing any border.

ANSWER: Yes. Any oral or written disclosure of technical data to a foreign visitor must comply with the same export control restrictions that apply to the physical export of such data.



You may not ship software, documentation, source code, technical data, or technology without processing the order and shipment through the Legal Department Trade Compliance group.

Compliance with export control laws is essential to our continued ability to do business in the international marketplace. The United States and foreign governments maintain strict rules regarding the methodology for goods exchanged across their borders. Local export laws may also apply to shipments to or from the country in which you operate. False or misleading statements made on export documentation could jeopardize DI's global operations and lead to audits and fines, which would damage our ability to conduct business. All managers and employees must integrate export control procedures into their regular business processes for DI to have continued success in the international marketplace. Questions concerning export compliance matters or any violation of these laws or regulations should be directed to the Legal Department Trade Compliance group.

How Would You Respond?

QUESTION: Is it true that software must physically leave a country's border for an export to have taken place?

ANSWER: No. An export can take place at any location when technical data or software is made available to anyone who is a foreign national. You must obtain proper export authorization before sharing technical data or software in any manner with a foreign national.

For further information, please refer to:

- [DI Policy No. 5.3 – International Trade Compliance](#)



OFFICE OF FOREIGN ASSET CONTROL COMPLIANCE

The regulations promulgated by the Office of Foreign Asset Control ([“OFAC”](#)) of the U.S. Department of the Treasury prohibit any U.S. person, including employees of U.S. and subsidiary companies located outside the U.S., from transferring, paying, receiving, or otherwise dealing in property or an interest in property belonging to or controlled by designated individuals or entities (“the OFAC list”). Violations of these regulations can result in substantial fines and imprisonment.

To comply with the OFAC regulations, we must review the OFAC list and make certain that none of the entities with which we transact business are designated. You should contact the Legal Department Trade Compliance group (817-224-7494) for assistance in complying with OFAC screening requirements.

For further information, please refer to:

- [DI Policy No. 5.3 – International Trade Compliance](#)

INTERNATIONAL BOYCOTTS

DI and its employees are prohibited from taking any action to further or support a boycott against a country friendly to the United States and/or a boycott not sanctioned by the U.S. government. The [Anti-Boycott regulations](#) include prohibitions on:

- ▲ Refusing to do business with boycotted countries or companies organized under the laws of boycotted countries.
- ▲ Performing discriminatory actions or providing information concerning race, religion, gender, national origin, or contributions to charitable organizations that support a boycotted country.
- ▲ Furnishing information regarding any past, present, or future business relationship with a boycotted country or its nationals or residents or other boycotted persons, even if the information is publicly available.
- ▲ Conducting business pursuant to a letter of credit that contains provisions related to a prohibited boycott.



▲ Ask Before You Act!

Employees must immediately report any request to engage in an unlawful boycott to the Legal Department. Employees should also contact the Legal Department (817-224-7494) if they have any questions regarding international boycotts.

How Would You Respond?

QUESTION: You have an opportunity to enter into a contract with a private commercial company in the Middle East. One of the terms of the commercial contract directs that DI will adhere to and obey all laws of the commercial company's host nation. Host nation law mandates a boycott of Israeli goods and services. May DI agree to this restriction?

ANSWER: No. Even a deceptively simple agreement to obey all local law presents a problem when local law requires support of a boycott not sanctioned by the United States government. This is true even in a strictly commercial setting. You must contact the Legal Department before entering into such an agreement. Even if the offending language can be deleted or suitably modified, DI must report any request to engage in an unlawful boycott.

For further information, please refer to:

- [DI Policy No. 5.3 – International Trade Compliance](#)



▲ DI respects the political process

POLITICAL ACTIVITY INCLUDING LOBBYING

DI respects the political process, including the limits imposed on corporate involvement in lobbying and contributions. We are committed to full compliance with all laws controlling our ability to participate in this arena.

DI will not make contributions, directly or indirectly, to any candidate or party or to any organization that might use the contributions for a political candidate or party. This prohibition includes employee work time.

DI does not prohibit employees from participating individually in the political process. Such activities must take place on the employee's own time and at the employee's own expense. Each employee is responsible for complying fully with all laws and regulations relating to political contributions and interactions with government officials. Employees may not engage in political activities that are potentially in conflict with their work duties and responsibilities to the Company, including but not limited to, acting as an advisor to or spokesperson for candidates for public office. No manager, supervisor, employee, agent, or third person who represents the Company in political or governmental matters shall apply any pressure, direct or indirect, to any employee in a way that infringes on an employee's right to decide whether, to whom, and in what amount a personal political contribution is to be made.

DI sponsors a Political Action Committee ([PAC](#)) titled DIPAC (DynaCorp International Political Action Committee). DIPAC is a separate legal entity from DI and treated as a "separate, segregated fund" under the Federal Election Campaign Act. No DI corporate funds may be contributed to or commingled with DIPAC funds. All contributions made to DIPAC shall be voluntary, will be used for political purposes and are not tax deductible. The maximum amount an eligible employee can contribute to DIPAC is \$5,000 per year. DI will not favor or disadvantage anyone by reason of the amount contributed or the decision not to contribute. Contributions from foreign nationals are prohibited. Company sponsorship of the DIPAC is not intended to influence any employee's decision to make political contributions or to engage in political activity. No employee will suffer consequences, positive or negative, as a result of his or her decision to participate or not to participate in the DIPAC.

Lobbying activity is a highly regulated activity in the U.S. under federal, state and local laws. Lobbying includes attempts to influence Members of Congress, congressional staff, and certain officers and employees of the Executive Branch with respect to legislation, rules, regulations, programs, policies, and other similar actions.

Lobbying activity can include phone calls, emails, letters and in-person meetings. DI is required to register as federal lobbyists all employees who engage in certain levels of lobbying activities and must file quarterly reports related to their efforts. All employees must confer with both the Legal and Government Relations Departments prior to undertaking any effort to lobby the federal government, any of the States, the District of Columbia, any local jurisdiction, or a foreign country, either directly or through a hired third-party.

How Would You Respond?

QUESTION: A neighbor is running for city council. She asks for your help with her campaign. Can you volunteer?

ANSWER: Yes, as long as you do so exclusively on a personal basis, on your own time, and as long as the campaign work does not create a potential or actual conflict of interest with your work for DI. You cannot use your connection to DI in any way whatsoever in connection with the campaign and cannot use Company assets such as office supplies, computers, network access, or telephones.

For further information, please refer to:

- [DI Procedure No. 2.4.3 – Lobbying Procedure](#)
- [DI Procedure No. 2.4.4 – Political Activity Procedure](#)



▲ **You must refuse any offers to provide DI with any unauthorized contractor bid**

PROCUREMENT INTEGRITY AND ACCURACY

DI competes fairly for all business. We are committed to the integrity of the procurement process.

You are responsible for dealing fairly with the Company's customers, suppliers, competitors, and employees. If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. Once awarded, all contracts must be performed in compliance with specifications, requirements and clauses.

You must refuse any offers to provide DI with any unauthorized contractor bid and proposal information or source selection information and immediately report the offer to the Legal Department. You may not use, obtain, accept or receive any information to which DI is not clearly and legitimately entitled. If you ever have reason to believe that the release or receipt of any information is unauthorized, or you are uncertain as to DI's legal right to use the information, do not copy, distribute, or use it until you have obtained guidance from the Legal Department.

DI employees who participate in proposal or bid preparation or a negotiation process are also responsible for compliance with all Truth in Negotiations Act ("[TINA](#)") requirements. In accordance with TINA, DI employees must gather all

relevant cost or pricing data, certify that all cost or pricing data is current, accurate, and complete, and make proper disclosure of cost or pricing data to the customer.



How Would You Respond?

QUESTION: In the course of your work on a proposal, you receive an email from the contracting officer. When you open it, you realize the message was sent to you erroneously, and that the email appears to contain proprietary competitor information. What should you do?

ANSWER: From the moment you realize the email contains or may contain proprietary competitor information, you must immediately refrain from reading the message and its contents. Contact the Legal Department immediately before communicating with any other employee concerning the message. Close the message, do not send it to any other person, and do not print it without guidance from the Legal Department. Steps will be taken to immediately notify the government of the error, to eradicate the message completely, to comply with any procedures the government directs, and to disclose what information, if any, was learned from the message and by whom.

QUESTION: You have hired a new employee in your group. She previously worked for a competitor and has current information about both our industry and our competitors. Can you ask her about this competitive data?

ANSWER: No. You should not ask for any confidential or proprietary information about the employee's former employer. In addition, you should not allow the employee to volunteer such information. Contact the Legal Department for guidance.

For further information, please refer to:

- [DI Policy No. 5.6 – Procurement Integrity](#)
- [DI Policy No. 5.10 – Truth in Negotiations Act](#)



- ▲ **Never offer, give or accept anything of value (gifts, meals, entertainment, etc.) to or from government employees.**
- ▲ **Refuse any offer to provide DI with any unauthorized contractor bid and proposal information.**

AVOID IMPROPER GIFTS AND GRATUITIES

DI avoids the appearance of impropriety that may arise when improper gifts change hands. We compete and succeed on the merits of the services we provide.

GIFTS, ENTERTAINMENT AND GRATUITIES FOR U.S. GOVERNMENT EMPLOYEES

Never give or offer any money, gift, gratuity, favor, entertainment, loan or any other item of value to a U.S. government employee. This prohibition applies to all U.S. government employees, as well as to employees of U.S. state and local governments. Pay particular attention to this prohibition when dealing with any government employee with whom the Company is seeking to obtain, or is actively doing business. In addition, do not accept gifts or gratuities from government employees.

U.S. government regulations generally prohibit U.S. government employees from receiving gifts and benefits, including entertainment, transportation, meals and tickets to sporting or other events. When meals are available at a meeting with government employees, either a "fair share" box must be made available or the responsible manager must confirm that it is appropriate to charge the meal to a contract. Even in those limited circumstances in which U.S. government regulations permit acceptance of such gifts and benefits, DI's policy is that neither its employees nor members of their immediate families may offer or give anything of value to U.S. government employees.

GIFTS, ENTERTAINMENT, GRATUITIES AND DISCOUNTS FROM NON-GOVERNMENT/BUSINESS CONTACTS

Never accept gifts from anyone with a company that does or might do business with DI. Employees may accept advertising gifts, token gifts of appreciation or meals and tickets from non-U.S. government business contacts, if they are of reasonable value and if declining to accept them would embarrass the offering party. Accept business meals only if they are of reasonable cost. Do not claim or accept reimbursement for meals provided by others. On accepting a gift, an employee should immediately discuss the matter with his/her supervisor to avoid any impropriety or appearance of impropriety.

NO KICKBACKS

Do not offer, pay, solicit, or accept, directly or indirectly, any fee, commission, compensation, gift, or gratuity to or from any U.S. government agency (federal, state or local) prime contractor, or subcontractor.



How Would You Respond?

QUESTION: A government official and I will be traveling to the airport at the same time following a meeting. May I offer her a ride and save her a taxi ride?

ANSWER: No. Providing transportation to a U.S. government employee is generally prohibited unless the individual pays the market value of the transportation.

QUESTION: You receive tickets from a friend to a sporting event that the two of you have gone to for years. The friend, who owns a copying service company, has recently starting calling you and your supervisor about new business as you oversee that contract. What should you do?

ANSWER: This vendor is seeking to do business with DI. Due to the likelihood of a conflict of interest, you must decline this offer. You should also report the offer to your supervisor.

QUESTION: I am planning to attend a work-related conference. The sponsor of the conference has offered discounted lodging to employees of their key customers. DI is a key customer, can I attend?

ANSWER: Yes, if there is a valid business reason you can attend the conference. But it is not permissible to accept the discounted room rate as this presents a clear conflict of interest.

For further information, please refer to:

- [DI Policy No. 5.7 – Business Courtesies](#)



- ▲ **Avoid conflicts of interest – personal, business, and organizational.**
- ▲ **Special restrictions apply regarding former government employees and consultants.**

AVOID CONFLICTS OF INTEREST

All DI employees occupy positions of trust. We must be very sensitive to any circumstance, on or off the job that could damage that trust or cause others to question the good faith of our behavior.

A conflict of interest exists when you have divided loyalties – when you have a direct or indirect personal interest in a transaction or matter such that it might reasonably appear to affect the judgment that you exercise on behalf of DI, influence your actions, or lead you to neglect DI business interests.

PERSONAL CONFLICT OF INTEREST GUIDELINES

You are responsible as a DI employee to act in a fair and impartial manner in all business dealings, and to place the interests of DI over personal interests in matters relating to DI business.

You must avoid financial, business, or other transactions or situations in which your personal interests might conflict with, or appear to conflict with, the interests of DI. Such situations may arise from relationships with customers, competitors, and suppliers, present or prospective employees, or from the acquisition or use of Company assets for personal gain. An actual conflict of interest does not need to be present to constitute a violation of this Code; you must also avoid activities that create the appearance of a conflict of interest.

A conflict of interest exists when you use your contacts or position in the Company to advance interests other than the Company's, such as your own private business or financial affairs, or those of a friend or relative (whether or not at the expense of the Company). You should never use Company property or information for personal gain, or take for yourself personally any opportunity that is discovered through your position at DI.

EXAMPLES OF HOW A PERSONAL CONFLICT OF INTEREST COULD OCCUR:

- ▲ Employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by DI.
- ▲ Acceptance of gifts, payment or services from those seeking to do business with DI.
- ▲ Placement of business with a firm owned or controlled by a DI employee or his/her family.
- ▲ Ownership of, or substantial interest in, a company that is a customer, competitor or supplier.
- ▲ Acting independently as a consultant to a DI customer or supplier, while employed by DI.
- ▲ Having a personal interest or potential for gain in any Company transaction.
- ▲ Using Company assets, intellectual property or proprietary information for personal gain.
- ▲ Employing or discussing employment with former government employees, or using them as consultants or subcontractors in violation of applicable laws or regulations.
- ▲ Having a close personal relationship with a fellow employee or subordinate, someone who does business with DI or someone who works for a competitor.

▲ Protect DI, its Image and its Integrity

ORGANIZATIONAL CONFLICTS OF INTEREST

Generally, an organizational conflict of interest may arise if (1) the Company and/or an employee participate in the development of a statement of work for a procurement that the Company intends to pursue, (2) a statement of work requires the Company or its team partners to evaluate or assess work performed by the Company or its team partners for the government, or (3) the Company is provided access to third-party proprietary information that may give the Company an unfair competitive advantage in another procurement.

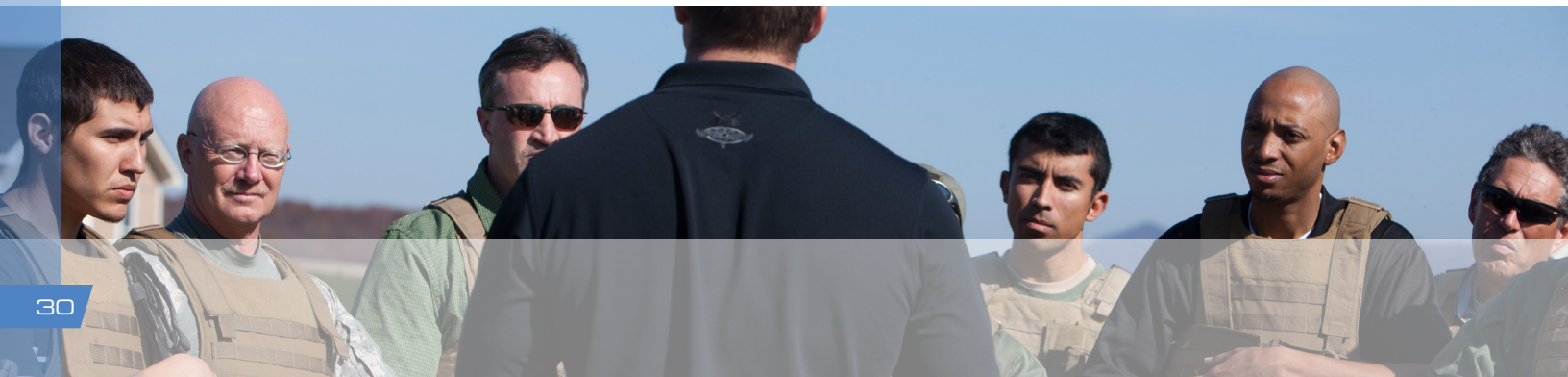
Government procurement regulations generally restrict the ability of a company to participate in a procurement if an organizational conflict of interest exists and cannot be effectively mitigated. Therefore to prevent a loss of business, it is important to comply strictly with the rules governing such conflicts.

The circumstances related to organizational conflicts of interest can be complicated and difficult to evaluate. If you have any questions or become aware of a situation that could create an organizational conflict of interest, consult the Legal Department immediately.

How Would You Respond?

QUESTION: Your brother owns a company that provides critical services that could support several of the Company's contracts. As the subcontract manager involved in the decision making process on these services, can you recommend your brother's company?

ANSWER: No. Your brother's company may be a viable source for these services, but you cannot be part of the process. An independent assessment and decision must be made.



▲ You are responsible for ensuring that DI avoids conflicts of interest.

HIRE OR RETAIN FORMER GOVERNMENT EMPLOYEES PROPERLY

DI competes fairly for business opportunities. As a result, we do not work with former government employees in any capacity that could violate their duty to their former agencies or create a conflict of interest.

You are responsible for ensuring that DI avoids conflicts of interest in connection with employing or acquiring the services of current or former government employees. Employees must comply fully with all laws and regulations pertaining to employing or acquiring the services of government employees. These rules apply to contact or negotiations with current or former government employees to discuss their potential employment by the Company or their use as consultants or subcontractors. For this reason, all employees must consult with the Corporate Human Resources COE or the Legal Department before starting discussions with current or former government employees or military personnel regarding service with DI as an employee or consultant. Applicable laws and regulations also restrict the roles and responsibilities that former government employees may perform on our behalf after joining the Company.

The laws and regulations governing the hiring and employment of former government employees are complex and the penalties for violations can include civil and criminal sanctions. The restrictions are particularly significant for current and former government "procurement officials." As a result, personnel hiring on

behalf of DI must require the following current or former government candidates for hire to obtain an ethics advisory opinion from the relevant government agency's Designated Agency Ethics Official ("DAEO"): (1) those who are or have been procurement officials; (2) those who have had or currently have personal and substantial involvement in any procurement or program involving DI; or (3) those who have had or currently have any direct or indirect administrative operating responsibility for DI programs or contracts. These DAEO determinations are made routinely and should clearly outline any prohibitions or restrictions associated with a candidate for hire. No employment discussions or offer of employment may be made to former or current government employees in these categories, verbally or in writing, prior to receipt, review, and clearance of the DAEO letter by the Legal Department.

How Would You Respond?

QUESTION: A contracting officer tells you at the end of a meeting that she is interested in a position in the private sector and asks if DI is hiring. What should you tell her?

ANSWER: You should tell her that you understand there are numerous federal laws limiting DI's ability to hire or even to discuss employment with government officials. You should refer her request to your senior Human Resources representative for discussion with the Legal Department. No discussions whatsoever regarding possible employment can take place until you receive clearance from the Legal Department.

For further information, please refer to:

- [DI Policy No. 5.4 – Post Government Employment](#)



RETAIN CONSULTANTS AND OTHER PARTIES PROPERLY

DI has established specific procedures to ensure that we engage only those consultants and other third parties who meet our high ethical standards. These procedures affirm that the engagement complies with all governing laws. We only engage consultants and other third parties after fully satisfying all applicable Company policies and procedures.

You may not retain a consultant, representative, or other third-party to conduct business in a manner that is contrary to DI's policies or procedures, or anyone that would circumvent our values and principles. For example, you must not retain consultants, representatives, or other third parties for the purpose of paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of third parties without authority, or improperly gaining inside information or influence.

Employees are responsible for seeking advice from the Legal Department prior to engaging an international or domestic consultant. Consultants and representatives must certify their willingness to comply with this Code, DI's policies and procedures, and all applicable laws and regulations.

How Would You Respond?

QUESTION: You plan to enter into a contract to retain an agent to act for DI in a country in which we plan to pursue several new contracts. We are not currently operating in the country. You have carefully screened candidates and selected a potential agent based on strong recommendations you received from several trusted people operating in the country. Is your due diligence complete?

ANSWER: No. There is a formal and robust due diligence process that must be followed. In addition, Company policy requires that the potential agent review and agree to comply with the provisions of this Code, the relevant Company policies, and specific contractual provisions. You must follow the Contracts Department's due diligence process and the Legal Department's Foreign Corrupt Practices Act ("[FCPA](#)") due diligence process to ensure that the retention of this agent will not harm DI's reputation or business standing, violate the FCPA, or trigger the anti-bribery provisions of the country in which the agent will operate. You must consult DI Policy No. 5.2 for the steps necessary to initiate the appropriate due diligence with the Legal Department under the FCPA. Please raise any questions regarding this policy or any other steps necessary to retain a foreign agent with the Legal Department prior to engaging any agent.

For further information, please refer to:

- [DI Policy No. 1.4 – Management Authority](#)
- [DI Policy No. 5.2 – Foreign Corrupt Practices Act](#)

- ▲ **Protect Company and customer information.**
- ▲ **Your obligation to comply with this Code and Company Policies and Procedures continues after your employment ends.**

PROTECT PROPRIETARY INFORMATION

DI employees are regularly entrusted with proprietary information and we must treat such information with the appropriate level of care. We do not disclose confidential or proprietary information belonging either to the Company or to others without appropriate authorization. Further, your obligation to protect confidential information survives the conclusion of your employment.

You may not disclose or receive sensitive information, including Company proprietary information, without proper authorization. You must keep sensitive information, including any proprietary documents, protected and secure. You may disclose sensitive information only if you have proper authorization to do so.



In the course of normal business activities, suppliers, customers and competitors may sometimes divulge to you information that is proprietary to their business. You may accept or use the proprietary information only if such use or acceptance complies with Company policy. If you receive proprietary information from a supplier, customer or competitor without proper authorization, such as a non-disclosure agreement, you must immediately bring this disclosure to the attention of the Legal Department.

All documents and records (including photographs) generated during and after employment with the Company shall be for the sole use of the Company and its customers. Furthermore, no article, book, pamphlet, e-mail, recording, broadcast speech, television appearance, film or photograph concerning any confidential Company or customer information shall be published or disseminated through any media without the prior written authorization of the Company.

If you have any questions regarding the procedures to safeguard information properly, please consult the Legal Department, and in the case of classified information, contact Corporate Security.

▲ **Confidential sensitive information includes proprietary, or trade secret information.**

SENSITIVE INFORMATION: CONFIDENTIALITY AND INTELLECTUAL PROPERTY

In the course of your employment, you may obtain equipment and information intended to help you perform your job. You cannot use that equipment or information after your employment is concluded. Moreover, your obligation to protect DI's proprietary information remains in effect. For these reasons, at the conclusion of your employment you must promptly return all Company provided tools, equipment, and data in your possession and continue to preserve the confidentiality of all Company proprietary information you learned during your employment.

Your obligations to comply with this Code and Company policies and procedures remains in effect even after your employment with DI ends. The following requirements apply to all current, departing, and former DI employees:

- ▲ When leaving or retiring, you must ensure that you return all Company property in your possession, including all records and equipment.
- ▲ You may not breach any employment condition or agreement you have entered with DI.
- ▲ You may not use or disclose DI non-public information in any subsequent employment.
- ▲ Current employees may not provide any DI non-public information to former employees unless authorized. If a former employee solicits non-public information from you, you must immediately notify Corporate Security or the Legal Department.

If you are concerned that a former DI employee is benefiting unfairly from information obtained while employed at DI or may be inappropriately receiving non-public information, you should immediately contact your supervisor, the Legal Department, or the Company Hotline.

How Would You Respond?

QUESTION: What are some examples of confidential and proprietary information?

ANSWER: Confidential and Proprietary Information could be any information about the Company.

- Financial data
- Marketing Plans
- Proposals
- Employees Information and Compensation data

For further information, please refer to:

- [DI Procedure No. 4.1-3 – Confidentiality and Intellectual Property Agreement](#)
- [DI Policy No. 5.2 – Foreign Corrupt Practices Act](#)

▲ Access to colleagues' personal information can only be used for legitimate business purposes.

PROTECT PERSONAL INFORMATION

As part of our jobs, we are often allowed access to colleagues' personal information. We understand that this information can be used only for legitimate business purposes. We will safeguard personal information and protect it from unauthorized disclosure or inappropriate use.

You must not access personal information unless you have a "need to know" such information for legitimate business purposes and have prior authorization.

If you have access to personal information (including personnel or medical records), you may not disclose such information without proper authorization. You must keep personal information protected and secure in accordance with Company policies, laws, and applicable third-party agreements. No employee may use personal information for any unauthorized purpose.

If you collect or access personal information on behalf of DI, you are responsible for knowing and complying with all applicable laws and policies that govern such activities.

If you believe that personal information has been accessed by an unauthorized person, disclosed inappropriately, used for purposes other than DI business, or gathered in violation of Company policy or the law, you must immediately bring the relevant facts to the attention of the Legal Department.

PROTECT CLASSIFIED AND NATIONAL SECURITY INFORMATION

In our jobs, we are often entrusted with classified and national security information. Such information must be protected and may never be disclosed to unauthorized personnel unless approved by the U.S. government.

You must take all steps necessary to protect classified and national security information and you must coordinate all activities related to this information with Security and Legal Department personnel who have appropriate clearances. It is never appropriate to disclose this information to another person without explicit approval from the U.S. government. If you are required to obtain and maintain any form of clearance, you are expected to be knowledgeable of all responsibilities and obligations related to that clearance. If you have any questions or concerns, please contact Corporate Security.

For further information, please refer to:

- [DI Procedure No. 4.1.10 – Employment Data Retention](#)
- [DI Procedure No. 4.1.15 – Protected Health and Personal Identifiable Information](#)
- [DI Policy No. 4.6 – Security](#)



- ▲ **DI computers are intended for business use.**
- ▲ **All information sent or received is considered Company property and is not private.**

PROTECT COMPANY AND CUSTOMER PROPERTY

Company and customer resources are made available to help employees perform their jobs. These resources can only be used for authorized business purposes. These resources belong to our shareholders and our customers and we have an absolute duty to protect these assets from damage or improper use.

Each of us owes a special duty to the Company and its customers to use Company property only for its intended purposes. Use of Company or customer facilities, property, or funds for other than Company business is strictly forbidden unless permitted in published Company policies and procedures or cleared in advance in writing by a corporate officer.

Employees are expected to use government provided and Company owned property properly. This responsibility requires all employees to use, maintain, account for, and dispose of such property in compliance with Company procedures and supervisory instructions. Failure to satisfy this responsibility may be considered theft.

Property provided by a customer or a supplier must be used by employees only in accordance with and for the purposes set forth in the relevant contract.

In all cases, Company or government provided equipment, including technology, computers, software, fax machines, telephones and email accounts, should only be used for authorized business purposes. You may occasionally use business resources for personal use if the purpose is consistent with Company policy. You may not use Company resources to support a personal business, an illegal act, or a purpose that would embarrass the Company under any circumstances. Abuse or unauthorized use of the internet is prohibited. In all cases, technology cannot be used for purposes that violate Company policy or procedure. Example of inappropriate uses of the Internet and email include:

- ▲ Pornographic, obscene, offensive, harassing or discriminatory content;
- ▲ Chain letters, pyramid schemes or unauthorized mass distributions;
- ▲ Communications on behalf of commercial ventures;
- ▲ Gambling, auction-related materials or games;
- ▲ Large personal files containing graphic or audio materials;
- ▲ Violations of others' intellectual property rights; and
- ▲ Malicious software or instructions for compromising the Company's security.

Employees must take necessary steps to protect the security of Company and/ or government provided technology. Employees must keep access information and passwords confidential. Similarly, employees should use only licensed and approved software on Company systems.

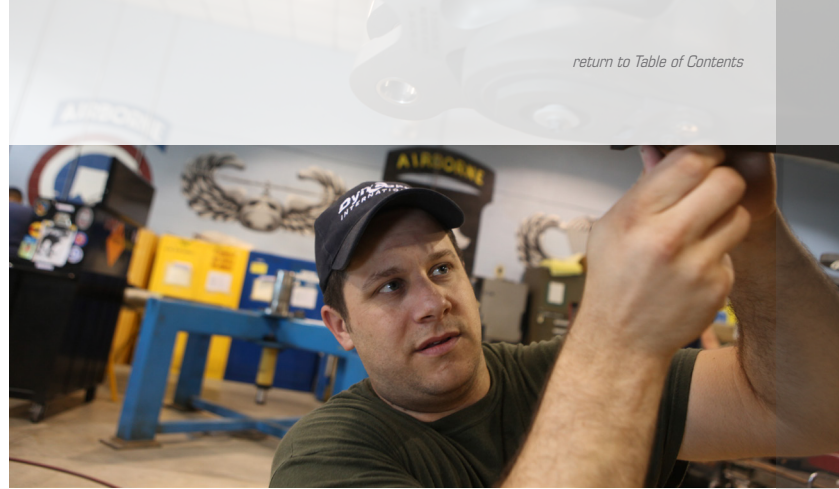
Employees do not have any right of privacy concerning any information that is sent, accessed, copied, deleted from, stored on, received by, or transmitted using Company hardware, software or network systems, including but not limited to:

email, computer disks, back-up drive, voicemail, and all other media. DI reserves the right to inspect, copy, access, intercept, remove, view, listen to, alter, or disclose at any time any information on its hardware, software, or network systems. Employees should understand that DI hardware, software and network systems are intended for business use. All information sent, accessed, copied, deleted from, stored on, received by, or transmitted using any Company equipment, software or systems is considered Company property and is not private. Employees have no expectation of privacy related to any information on their computers, including any message or data that has been “deleted”. Company credit cards and direct purchase (“DPC”) cards may only be used for approved business purposes. Employees who use these cards for personal use or unauthorized purchases will be subject to discipline, up to termination of employment.

How Would You Respond?

QUESTION: An employee in the work group you supervise complains that her co-worker is looking at inappropriate suggestive materials on his computer during working hours. She is able to see his monitor and finds the material offensive and inappropriate for the workplace. What can you do?

ANSWER: You should work with your Human Resources Representative and the Legal Department to investigate these claims. Employees have no right to privacy regarding their use of Company provided technology, including computers, the Company network, and company resources may not be used for viewing inappropriate materials. If the employee’s complaint is substantiated, the Company will impose appropriate discipline, up to and including termination of employment.



QUESTION: Can DI monitor my internet use and block certain sites?

ANSWER: Yes. DI monitors systems and users are expected to use good judgment and comply with DI Procedure No. 3.4.51. All use of DI information systems is subject to monitoring, recording and auditing by authorized personnel for security, operational, and/or compliance purposes at any time and without notice.

For further information, please refer to:

- [DI Policy No. 5.6 – Procurement Integrity](#)
- [DI Procedure No. 3.4.51 – Acceptable Use Procedure](#)

- ▲ Notify DI Communications of any media contact.
- ▲ DI's reputation is one of its most valuable assets.

PROTECT THE COMPANY'S PUBLIC IMAGE

As employees, we must safeguard DI's reputation and public image. We must ensure that all public statements, including filings with government agencies, are accurate, complete and clear, and communicated only by authorized Company spokespersons.

DI's reputation is one of its most valuable assets. Each of us represents the Company to the public. We must all take steps to protect the Company's public image.

All disclosures made in reports filed with any public agency must be current, accurate, complete, timely and readily understandable. This responsibility rests with all employees, officers, and directors who have responsibility for preparing, drafting, reviewing, editing, or certifying any public reports.

If you receive a request from the news media, you must immediately report this request to the Communications Department. Employees are not authorized to communicate with the media, any community relations group, or publish articles or books relating to the work performed by DI without the prior written approval of DI Corporate Communications. Unless you receive prior approval, you may never suggest that you are speaking on behalf of DI when presenting your personal views at community, professional or cultural functions or on the Internet. You may not use the Company brand, logo, or service mark without prior permission from the Legal Department.

For further information, please refer to:

- [DI Policy No. 2.4 – Communications Policy](#)



1. Do the Right Thing – Always.
2. Actively Listen and Communicate with Openness, Honesty, Respect and Clarity.
3. Collaborate with Each Other as Business Partners.
4. Treat One Another With Respect and Fairness.
5. Recognize Contributions of Others.
6. Value Diversity of Thought, Experiences and Opinions.
7. Foster an Environment of Inclusion, Trust and Empowerment.
8. Commit to the Success of Our Teams and Challenge Ourselves to the Highest Levels of Performance.
9. Address Conflict Thoughtfully and Constructively without Personal Attacks or Anger. If we fail, we agree to a “time out” and to ask for forgiveness prior to getting back on-point.
10. Hold Each Other Accountable for Living Our Values and Abiding by Our Social Contract.



Mandatory Certification

It is DI's objective to operate according to the highest standards of ethical behavior and professional integrity. By signing this form, I affirm my commitment to this objective. I acknowledge that I have read the DynCorp International Code of Ethics and Business Conduct (2017 Edition), understand it represents the Company's standards with which I am expected to comply, and completed annual ethics awareness training. I further understand and acknowledge that:

- I am responsible for complying with the Code of Ethics and Business Conduct and adhere to the highest moral and ethical standards for business and personal conduct;
- I am personally responsible and accountable for my actions and must avoid any activity or behavior that may conflict with my duties under DI's Code of Ethics and Business Conduct;
- I am required to report any violations or suspected violations of this Code or any Company policy to a manager, supervisor, or someone within my chain of command, my group, business unit, Center of Excellence (COE) or Department lead, the SVP of Human Resources or my HR Business Partner, the DI Hotline or EthicsPoint website, or the Legal Department, and can do so anonymously if I so choose;
- I should direct any questions concerning this Code to my supervisor, the Human Resources COE, or the Legal Department; and;
- Violations of this Code may result in disciplinary action, up to and including termination of employment.

Signature _____

Please Print Your Name _____

Date _____

Employee Number _____

Job Title or Classification _____

Location _____

This Certification must be completed and returned to your supervisor or human resources representative and will be retained by the Company with your personnel records only if you are unable to complete the training electronically. Failure to meet this annual requirement may result in disciplinary action, up to and including termination of employment.



Speak Up!

DYN CORP INTERNATIONAL
ETHICS CONNECTION



DynCorp
INTERNATIONAL

We Serve Today for a Better Tomorrow.™



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