



## METIS CODE OF BUSINESS ETHICS AND CONDUCT

### OVERVIEW

At Metis, we hold ourselves, our employees, and other members of Team Metis to the highest standards of ethical conduct. Put simply, we cannot accomplish our mission and continue to support our nation's most critical priorities without an ethical culture exhibited at all times by all of our personnel—from the newest Metis employee to the CEO and everyone in between. This guide is intended to serve as an overview of what we expect from you, and what you should expect from us, in maintaining that ethical culture, as well as steps you can take if you become aware of actions that may violate those standards.

### ADMINISTRATION

Metis's General Counsel, Adam Cook, serves as the Company's Chief Ethics Officer and is responsible for maintaining the company's overall ethics program, investigating potential ethics violations, and recommending appropriate actions to Metis leadership. Metis's Human Resources Director, Nicole Peace, serves as the Deputy Ethics Officer and will play a significant role in ethics issues involving Metis personnel.

### WHO TO TALK TO ABOUT ETHICS

Metis personnel have several avenues available to them if they would like to ask a question, seek guidance on an ethics issue, or report a possible ethics violation.

#### *Your Supervisor*

For many issues, you may feel most comfortable asking a question or reporting a problem to your Metis supervisor or program manager. Metis supervisors and managers are given additional training on ethics issues and are in regular contact with the subject matter experts at Metis Headquarters. If necessary, they can raise your issue or question to the right person at Metis for appropriate investigation or action.

#### *Human Resources*

If your question or issue deals with workplace concerns such as discrimination, harassment, safety, mistreatment, or other unprofessional behaviors, you may contact Human Resources to discuss your issues at any time.

#### *Metis's Ethics Officer*

If you would like to report a possible ethics violation or ask a question about an ethics issue like gift giving and acceptance, favoritism, conflicts of interest, or procurement integrity, you can contact the Metis ethics officer at 571-867-1499 or via e-mail at [ethics@metisolutions.com](mailto:ethics@metisolutions.com). Although any ethics complaint may lead to an investigation, the Metis ethics officer will keep the identity of the individual who raised the issue confidential to the maximum extent possible.

### *Metis Ethics Hotline*

You may also raise ethics issues through the Metis ethics hotline at 833-480-0010 (English) | 800-216-1288 (Spanish) | 800-603-2869 (International), online at [www.lighthouse-services.com/metisolutions](http://www.lighthouse-services.com/metisolutions), via e-mail at [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) or via fax at (215) 689-3885 (make sure to note Metis's name in your report if you use the email or fax method). The Metis ethics hotline is administered by Lighthouse Services, a 3<sup>rd</sup> party vendor. As such, your call will be answered or your report reviewed by a Lighthouse Services employee and communications made through the ethics hotline may be made anonymously. The hotline representative will work with you to gather whatever information you're willing and able to provide and will then pass that information along to the Metis Ethics Officer for investigation and any appropriate actions. You may also contact the Hotline after an initial communication in order to add additional information or seek a status on a previous issue.

### **PROTECTIONS**

For our ethics program to be effective, all Metis personnel must feel confident that they can report suspected violations of Metis's ethics policy without fear of reprisal. To that end, it is Metis's policy that the identity of any individual who makes a good faith report of a suspected ethics violation will be kept confidential to the maximum extent possible, and such individuals will be protected from any adverse employment action based in whole or in part on the act of reporting the suspected violation. So long as your report is made in good faith, you will not suffer any adverse actions based on your notifying us of the suspected violation, even if our investigation does not ultimately find any wrongdoing. If you feel you have suffered any adverse action as a result of making a good faith report of a violation of Metis's ethics policy, you should report the adverse treatment to company leadership utilizing any of the channels listed above.

### **ENFORCEMENT**

Depending on the severity of the violation and all surrounding facts and circumstances, violations of Metis's ethics policy could result in disciplinary action up to and including termination of employment. Violations of law or government regulations may also be reported to the cognizant authority.

### **CONSULTANT AND SUBCONTRACTOR COMPLIANCE**

Metis expects all parties doing business under the Metis umbrella, including independent consultants and subcontractors, to conduct themselves in an ethical manner and comply with this code.

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Since no guide can cover every possible situation or ethical dilemma Metis personnel may face, personnel are expected at all times to exercise good judgment, refrain from any acts that are illegal or may embarrass themselves or the company, and seek guidance if they are unsure of the proper course of conduct in any given situation. The below principles are intended to provide guidance on Metis standards concerning common issues that personnel may face in the course of their employment or other relationship with the company.

## **Procurement Integrity**

As a federal government contractor, Metis is obligated to follow all United States laws and regulations relating to the federal procurement process, including the Federal Acquisition Regulations (FAR) and Defense Federal Acquisition Regulations Supplement (DFARS), as well as applicable regulations of the Small Business Administration (SBA) and other federal agencies. No Metis personnel are authorized to violate any applicable federal law or regulation, or to direct any other individuals to violate such laws or regulations on behalf of Metis or Metis personnel. All Metis personnel involved in the submission process are charged with ensuring that all statements made in any proposals, invoices, or other certifications submitted to the government are truthful and accurate. Metis personnel should not obtain, review, or consider proprietary, non-public information from our competitors or potential competitors, non-public source selection material, or other confidential, non-public information in the bid process. Metis personnel should never offer anything of value to any government official during the bidding process with the intent to influence any official decision in Metis's favor. The requirements of truthfulness, transparency, and ethical conduct continue following the award of any contract to Metis or its teammates.

## **Conflicts of Interest**

Real or apparent conflicts of interest may arise whenever an individual has interests outside of Metis that may conflict with the interests of Metis. Such conflicts could be based on outside business interests, investments, or family or close personal relationships with government officials or employees of Metis competitors. We expect that Metis personnel will not put themselves in a position where their motives or loyalty, or the motivations or loyalty of others, may be questioned. Any possible conflicts of interest should be disclosed through your chain of command or to the Metis Ethics officer. In the vast majority of cases, potential conflicts of interest can be resolved with minimal impact on the individual's employment status or responsibilities with Metis. As with many issues, potential conflicts of interest are best addressed as early as possible in the process and preferably before any actual conflict arises.

## **Confidential Information**

As a Metis employee or contractor, you may be provided access to confidential information. Whether that information belongs to one of our government clients, an actual or potential teammate, other Metis employees and contractors, or Metis itself, you are required to exercise the utmost care to prevent the improper release of the confidential information. This includes following any rules imposed by our clients to prevent release of classified, For Official Use Only, Personally Identifiable Information (PII), or other protected information, and complying with the terms of any non-disclosure agreements (NDAs) signed by you or Metis on your behalf. As a general rule, sensitive or confidential information, regardless of its source, should be shared only with other Metis employees who require access to the information in the course of their duties, and should never be shared with anyone outside of Metis without written approval from Metis leadership—which should be obtained through your chain of command.

## **Outside Employment/Activities**

Unless approved in writing and in advance, Metis personnel are not to engage in outside work that may present a conflict of interest, compromise their ability to perform their duties with Metis, or reflect adversely on the company. Examples of outside employment or activities that would violate Metis policy, unless approved in writing in advance, are: any outside employment or activities that require you to work

or take any actions during your normal duty hours with Metis; any employment or paid activity with any competitor, or potential competitor, of Metis; and any employment or activities that involve violating federal, state or local laws or applicable regulations.

### **Nepotism**

There is nothing inherently wrong with multiple family members working for Metis at the same time. In fact, we hope that Metis is the kind of place you would want your family members to work. Nepotism issues and the perception of favorable treatment do arise, however, where one family member exercises supervisory responsibilities over another family member or is in a position to influence their pay, responsibilities, or employment status. The same concerns can arise with dating or romantic relationships, or even close personal friendships. If you are aware of any such issues, you should bring them to the attention of your chain of command or the Metis Ethics officer. As with conflicts of interest, in the vast majority of cases nepotism issues can be resolved with little or no adverse impact on any of the individuals involved.

### **Hiring of Current or Former Government Employees**

Many government employees, especially those who have served as high-level officials or worked in the procurement field, have restrictions on their post-government employment activities. As such, any prospective hires who have (1) served as government employees within the past 12 months, or (2) who have served at any time as warranted contracting officers, contracting officer representatives, or members of the Senior Executive Service (SES) or General or Flag officers, require an ethics review by the Metis Ethics Officer prior to any offer of employment.

### **Gifts**

Metis personnel may never offer or accept a gift or thing of value in exchange for favorable action by Metis, any government agency, or any potential partner or competitor of Metis. Additionally, Metis personnel should never offer any gift or thing of value to any government employee which would, if accepted, violate the Joint Ethics Regulation or other applicable ethics rules. Finally, Metis personnel should not offer or accept any gift which would create the appearance of favoritism or undue influence. The rules concerning offering and acceptance of gifts can be complicated and, as such, Metis personnel are advised to consult with the Metis Ethics Officer before offering gifts to, or accepting gifts from, government employees (including military personnel) or employees of Metis competitors or partners.

### **Political Activity**

All Metis personnel are encouraged to vote and are free, in their individual capacities, to participate in the political process by expressing their views; contributing their own money to candidates, parties, and other political organizations; attending political events; and volunteering their time to campaigns (provided such activities do not interfere with their duties for Metis). Metis personnel may not, however, make any statements or engage in any actions that implicate Metis in any partisan political activities without written authorization from the Metis CEO or President through the Company's Ethics Officer. Unacceptable activities include donating money to political candidates or causes on behalf of or in the name of the company; stating or implying that Metis supports or opposes any candidate, political party, or political cause; citing the employee's affiliation with Metis in the course of expressing political views;

using the Metis e-mail system to send group messages on political topics; and soliciting political donations or other support while on duty with Metis, in a Metis facility or using Metis equipment (including e-mail).

Additionally, Metis employees assigned to a federal government worksite should generally comply with the requirements of the Hatch Act while at work in the government facility. Employees should not, for example, display or distribute partisan materials, advocate for or against political parties or candidates, or send political e-mails or social media posts while at a government facility or using federal government e-mail, computers, or other IT systems. More information on the Hatch Act can be found at <https://osc.gov/Resources/HA%20Pamphlet%20Sept%202014.pdf>.

### **Foreign Corrupt Practices Act (FCPA)**

As an extension of Metis’s policy on the offering and acceptance of gifts, Metis personnel are required at all times to comply with the Foreign Corrupt Practices Act which bans the offering or acceptance of any gift or thing of value to or by any foreign official with the intent to influence an official act. To ensure compliance with the FCPA, Metis employees are required to obtain approval from the Metis Ethics Officer before offering any gift or thing of value to any official of a foreign government.

### **Workplace Conduct**

Metis expects all personnel to act in a professional manner at all times while on duty for Metis or representing Metis before third parties. Metis does not tolerate bullying or demeaning behaviors by Metis personnel toward other Metis employees, client employees, or other individuals in the employee’s workplace at any time. The prohibition on bullying and demeaning behavior extends to e-mail, telephone, online chat services, and social media activity directed toward Metis employees or others in the workplace. While Metis personnel, particularly those in a supervisory capacity, may occasionally have to correct or discipline Metis employees for inappropriate behaviors or performance issues, such correction or discipline should be conducted professionally and, whenever possible, in private.

#### *Sexual Harassment*

Metis has a zero tolerance policy towards workplace sexual harassment. Examples of sexual harassment may include the offer of favorable employment treatment in exchange for sexual favors (or the threat of unfavorable treatment if such advances are rejected); repeated or unwanted romantic or sexual advances; inappropriate sexual comments in the workplace; unwanted or inappropriate touching; and displays of offensive material in the workplace. Any instances of sexual harassment should be reported using any of the methods covered in the beginning of this guide.

#### *Discrimination*

Metis does not discriminate on the basis of race, color, religion, national origin, gender, sexual orientation, disability, marital status, veteran status, or any other category protected by law—nor do we tolerate such discrimination by Metis personnel. This policy extends to all employees and applicants for employment and covers consideration of hiring, compensation, promotions, transfers, training opportunities, and all other employment-related issues.

#### *Substance Abuse*

Metis personnel are expected to be free from the effects of alcohol, drugs and other intoxicating substances at all times during duty hours. Additionally, personnel in certain sensitive positions within government agencies are prohibited from using illegal drugs and may be subject to drug testing on either a random basis or where a reasonable suspicion of drug abuse exists. If you or another Metis employee has an issue with addiction or substance abuse, you may contact Human Resources for assistance locating counseling or treatment resources that may be available to you at low or no cost under Metis's various benefits plans.

### **CONCLUSION**

We at Metis are proud of our hard-earned reputation among our customers, employees, and partners as a company that does the right things for the right reasons. To maintain that reputation, however, we need your help. By using good judgment, following the policies in this guide, asking questions when faced with a situation you're not sure how to handle, and addressing or reporting conduct that falls short of Metis standards, you can ensure the success of Metis's ethics program and help Metis remain the kind of company we can all be proud to work for.