



Caliburn International Code of Business Conduct and Ethics

Committed to promoting integrity, honesty, and professionalism and to maintaining the highest standards of ethical conduct in all of the Company's activities.



Dear Caliburn colleagues,

Inherent in the name Caliburn are the ideals of fortitude, respect, knowledge, unwavering ethics, and dedication to doing right. The name itself establishes what we expect of ourselves. And when we contemplate conducting business with integrity, we add to this the centuries-old concept of service and duty called “*magis*”: Latin for “the more.” *Magis* is a call to excellence. We at Caliburn International are indeed called to excellence.

This Code of Business Conduct and Ethics sets forth the basic principles for complying with the laws, regulations, and policies which govern running our business. It will guide you through many commonly encountered circumstances, and it encourages each of us to take individual responsibility for the ethical management of our business affairs. The Code also describes actions you should take in the event you encounter a situation where we may have fallen short of our obligations. You can be assured that you can take those actions confidently and without fear of retaliation.

The Code, of course, cannot contemplate every situation you may encounter. Further, it is not enough for us simply to comply with the law. Ours is not a culture of mere compliance. You must, always, use sound ethical judgment and strive for the highest standards of integrity in every action you undertake for Caliburn.

In keeping with the principle of *magis*, we will continually strive for “the more,” a company culture of true integrity, dedicating ourselves to excellence in our business conduct.

Best regards,

James D. Van Dusen
Chief Executive Officer

CALIBURN INTERNATIONAL
CODE OF BUSINESS CONDUCT AND ETHICS

I. INTRODUCTION

Caliburn International and its subsidiaries (“Caliburn” or the “Company”) are committed to promoting integrity, honesty, and professionalism and to maintaining the highest standards of ethical conduct in all of the Company’s activities. The Company’s success depends on its reputation for integrity and fairness. Therefore, it is essential that the highest standards of conduct and professional integrity be observed in all contacts made by the Company’s directors, officers, and employees with customers, stockholders, suppliers, government officials, fellow employees and members of the general public. No piece of business is as important as our reputation for honesty and integrity. We have a zero-tolerance policy for bribery, corruption, discrimination, or other misconduct. In this regard, the Company has established this written set of rules and policies of business conduct and ethics to be used in conducting the business affairs of the Company (this “Code”).

The Company has also adopted policies that are more detailed than this Code in a variety of areas and that directors, officers and employees are also required to follow. The following policies are contained in separate documents:

- Fair Disclosure Policy
- Securities Trading Policy
- Document Retention Policy

No code or policy can anticipate every situation that the Company’s directors, officers, and employees may encounter. Accordingly, this Code highlights areas of ethical risk, provides guidance in recognizing and dealing with ethical issues, and establishes mechanisms to report unethical conduct. If you have any questions about any of these requirements, or any doubts or concerns about a given situation, you should seek guidance from the Legal Department or other Compliance personnel.

All directors, officers, and employees (“we”) are responsible for adhering to the standards in this Code. Any reference to “we” or “employees” in this policy also includes consultants and contractors who devote all or substantially all of their time to the Company.

II. PURPOSE OF THIS CODE

The board of directors (the “Board”) has adopted this Code to, among other things:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- promote compliance with all applicable governmental laws, rules, and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;

- promote fair dealing practices;
- promote the proper treatment of our employees in a workplace free from discrimination; and
- deter wrongdoing.

Prompt internal reporting of violations of this Code is required. You should report any concern that the Company or any director, officer, or employee may have engaged in unlawful conduct or other violation of this Code or Company policy to management, Human Resources, the Legal Department, Compliance, or by use of a Company reporting hotline. You may report concerns openly, confidentially, or anonymously, without fear of retaliation. Hotline access information is noted at Section VII of this Code.

III. INTERPRETATION AND APPLICATION OF THE CODE

The Company's Legal Department is responsible for the interpretation and application of this Code. When in doubt, all directors, officers, and employees are encouraged to seek guidance and express any concerns they may have regarding this Code. Questions regarding these rules and policies should be directed, and concerns or possible violations should be promptly reported, to the Company's Legal Department.

The Company's Legal Department informs the Audit Committee, at least annually and whenever it deems necessary or is requested to do so, of the measures adopted to promote awareness of and to ensure compliance with this Code. Furthermore, the Legal Department shall inform the Audit Committee of any issue it finds to be of sufficient importance. The Legal Department shall also periodically inform the Audit Committee of the main conclusions and opinions that it issues in the performance of its duties.

All Directors, officers, and employees will be asked to sign an acknowledgement when joining the Company and thereafter as reasonably determined by the Company, based on the adoption of a significant amendment to the Code.

IV. CORE COMPANY RULES AND PRINCIPLES

Compliance with Applicable Governmental Laws, Rules, and Regulations

We shall comply with all laws, rules, and regulations applicable in any jurisdiction where the Company conducts business. Individuals who have questions about whether particular circumstances may involve illegal conduct, or about specific laws that may apply to their activities, should consult their immediate supervisor or the Legal Department.

Fair Dealing

We should endeavor to deal fairly with customers, creditors, stockholders, suppliers, competitors, teaming partners, government officials, and employees of the Company. We should not take unfair advantage of anyone through manipulation; concealment; abuse of privileged, confidential, or sensitive information; misrepresentation of material facts; or any other unfair dealing practice.

In conducting business with government agencies, we are required to abide by certain special contract and procurement regulations and rules designed to protect the public interest and integrity of the government procurement processes. Employees must not submit or concur in the submission of a proposal, price quotation, claim or other document that is knowingly false, incomplete, or misleading, as doing so can result in civil or criminal liability for both Caliburn and individual employees involved in the submission. The Company is obligated to and must disclose, when required to do so, current, accurate and complete cost and pricing data. Generally, cost and pricing data includes historical price and cost information plus information related to supplier quotations, cost trends, management decisions, or other factors that may potentially affect costs.

Conflicts of Interest

A personal conflict of interest occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the Company. Generally, a conflict situation can arise when an employee, officer, or director takes actions or has interests that may make it difficult to perform his or her duties and responsibilities objectively and effectively. Conflicts of interest also arise when we, or a member of our family, receive improper personal benefits as a result of our position with the Company.

Personal and/or Financial Conflicts of Interest

The following situations have a great potential for conflicts of interest and must be reported as appropriate to senior management, Human Resources, Contracts, Procurement, or the Legal Department:

- Being employed (including family members) by, or acting as a consultant to, a competitor or potential competitor, supplier, or contractor, regardless of the nature of the employment;
- Hiring or supervising family members or closely related persons;
- Owning or having a substantial interest in a competitor, supplier, or contractor;
- Having a personal interest, financial interest, or potential gain in any Caliburn transaction;
- Placing company business with a firm owned or controlled by a Caliburn employee or his or her family;
- Accepting gifts, discounts, favors, or services from a customer/potential customer, competitor, or supplier, unless equally available to all Caliburn employees in similar positions.

We should not have any undisclosed, unapproved financial, business or other relationships with suppliers, customers, competitors, or the Company that might impair the independence of any judgment we need to make on behalf of the Company. We must disclose real or apparent conflicts of interest in advance as indicated above.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

Organizational Conflicts of Interest

We should always be aware of situations which may present an actual or potential Organizational Conflict of Interest (OCI), as defined in Federal Acquisition Regulation (FAR) Subpart 9.5, so that Caliburn can take the appropriate steps to avoid or reduce the risk.

An OCI may arise when the work the Company performs on one contract creates an unfair advantage in competing for another contract, or when certain work or special access to a government program may impair or bias the contractor's ability to be objective and not conflicted in performing other work sought. OCIs fall generally into three categories:

- **Unequal Access to Information.** This usually arises when during contract performance, the contractor has access (not to include ordinary insight gained from incumbency) to nonpublic, proprietary, or source selection information not available to others and which provides an unfair competitive advantage.
- **Impaired Objectivity.** This usually arises when the contractor under the scope of one contract is required to evaluate work it, its affiliate, or its competitor performed on another contract.
- **Ability to Set Biased Ground Rules.** This usually arises when a contractor has the ability to set the ground rules (i.e., the specifications, scope of work, or requirements) for a solicitation that they, or their affiliate, can then pursue.

Where an actual or potential OCI may occur by entering into a contractual agreement or by accepting a task under an awarded contract, such contractual instruments may be entered into only after the following conditions have been satisfied:

- Full and complete disclosure of the actual or potential OCI has been made to the appropriate governmental official(s) with a proposed means of avoiding, mitigating or neutralizing all perceived conflict(s), and
- Consent to the execution of the contractual arrangement has been obtained from the appropriate governmental official(s), along with any necessary government approvals of an appropriate OCI avoidance and mitigation plan where required.

Employees must be aware of OCI certification clauses in government contracts and in all solicitations for which a bid is prepared. If you suspect that a situation may present an OCI risk, you must immediately report it to senior management, Contracts, Procurement, or the Legal Department. OCI matters can be legally complex so you should always seek knowledgeable advice if you have any doubt.

Corporate Opportunities

We are prohibited from taking (or directing to a third party) a business opportunity that we discover through the use of Company property or information or that is presented to us in our capacity as a director, officer, or employee. In addition, we are not allowed to use corporate property, information, or our position for personal gain, or to compete with Caliburn. Directors, officers, and employees owe a duty to Caliburn to advance Caliburn's legitimate interests when the opportunity arises. Any employee must fully disclose such opportunity in writing to the Legal Department, which will determine whether the opportunity should be presented to senior management or the Board. Any director must disclose such opportunity to the Chairman of the Board (or, in the case of the Chairman, to the Chairman of the Audit Committee) who will determine whether the opportunity should be presented to the Board. This is subject in all cases to the provisions of the Certificate of Incorporation.

Political Activities

We are free to engage in personal volunteer political activity and contribute personal resources to candidates and parties in any manner consistent with applicable laws. We must be careful not to create the impression that we are speaking or acting for, or on behalf of, the Company. We may not use Company resources or coercive solicitations to further our own personal political activities or contributions. Company resources include money, use of the Company's facilities, information technology, supplies, letterhead, corporate names, logos, or working time.

Inside Information

We may not purchase or otherwise trade in securities of the Company or any other corporation, directly or indirectly, while in possession of "material nonpublic information" about the Company or such other corporation. As further defined in the Company's Securities Trading Policy, "material nonpublic information" is any nonpublic information for which there is a substantial likelihood that a reasonable investor would consider the information important in making a decision to buy, hold, or sell a security. If a director, officer, or employee is considering buying or selling shares based on material nonpublic information he or she possesses through his or her work at the Company, he or she should assume that such information is material.

If family or friends of a director, officer, or employee ask for advice about buying or selling the Company's shares, such director, officer, or employee should not provide any such advice. U.S. federal law and Company policy prohibits any director, officer or employee from "tipping" others (e.g., family or friends) regarding material nonpublic information that such director, officer, or employee learns about the Company or other publicly traded company in the course of employment or engagement.

Beyond disciplinary action, a violation of this policy may lead to civil and criminal penalties against the director, officer, or employee. The same penalties may apply to “tipping,” regardless of whether the director, officer, or employee derives any benefit from the trade.

For additional information, directors, officers, and employees should refer to the Company’s Securities Trading Policy. Directors, officers, and employees who have any questions about specific securities transactions should obtain additional guidance in advance of the transaction from the Company’s General Counsel.

Antitrust Matters

Antitrust laws are intended to protect and promote free and fair competition. U.S. antitrust laws may apply to the Company, as well as similar laws in any other jurisdiction in which the Company does business. We should not exchange information with competitors regarding prices or market share and should refrain from exchanging other information that could be seen as a violation of antitrust laws.

The following agreements and arrangements are among those that may constitute violations of applicable laws and must not be engaged in under any circumstances:

- agreements with competitors to fix prices or any other terms and conditions of sale;
- agreements with competitors to boycott specified suppliers or customers;
- agreements with competitors to allocate products, territories, or markets, or to limit the production or sale of products or product lines;
- agreements with competitors to refrain from bidding or any other form of influencing a bid illegally (bid-rigging);
- agreements with resellers to fix their resale prices; and
- any behavior that can be construed as an attempt to monopolize.

Failure to comply with antitrust or competition laws could result in heavy fines for the Company. It is not uncommon for individuals to be criminally prosecuted under antitrust or competition laws. Directors, officers, and employees should report to the Company’s General Counsel any instance of anti-competitive behavior.

Business Courtesies, Gifts, and Gratuities

A business courtesy is a gift (anything of value) provided to a business counterparty, to include among other things meals, refreshments, entertainment, and admission to sporting events. In certain situations, the exchange of limited, non-cash business courtesies may be appropriate. The Company does not seek to improperly influence the decisions of its business counterparties or government officials by offering business courtesies, and the Company requires that the decisions of directors, officers, and employees at the Company not be affected by having received a business courtesy. The Gifts, Travel, and Entertainment section of this Code addresses the Company’s policy on business courtesies, gifts, and gratuities with U.S. Government representatives.

Calburn prohibits the solicitation, directly or indirectly, for its benefit or for the benefit of another person, of any gift, favor, or other gratuity or thing of value from a person or organization with which Calburn does business or that seeks to do business with Calburn. Soliciting a gift, favor, or other gratuity or thing of value is strictly prohibited regardless of the nature or value of the item or service.

The Company and its employees may not accept business courtesies that constitute, or could be reasonably perceived as constituting, unfair business inducements or that could violate law, regulation, or policies of Calburn or its customers or could reflect negatively on the Company’s reputation.

Directors, officers, and employees who have any questions about specific business courtesies, gifts or gratuities should obtain additional guidance in advance of the transaction from the Company's Legal Department.

Confidential Information

Every director, officer, and employee of the Company is obligated to protect the Company's confidential information.

Confidential Information consists of proprietary information and information that is not generally available to the public and may give one who uses it an advantage over competition. Confidential Information may include, for example, methods, products (actual or planned), trade secrets, formulae, resources, databases, internal office structure, personnel, financial data, price lists, pricing methods, trading conditions, technical data and information, marketing, marketing research and practices, business plans, prospects, client/customer lists, and personal or financial information. Confidential information can be in any form. Proprietary information can be information that an employee, officer, or director, acting alone or together with any other persons, may discover, create, develop, or improve while employed or engaged by the Company.

Similarly, employees must protect the confidential and proprietary information of Caliburn's clients, customers (Government or commercial), teaming or other partners, and suppliers with at least the same degree of care as they would the Company's own confidential or proprietary information. Caliburn also expects employees not to seek out or accept confidential or proprietary information from any competitor or customer unless Caliburn is contractually entitled to receive it.

Upon termination of our employment or engagement, we must return to the Company all confidential or proprietary information in its possession or control.

National Security

As a contractor with the Department of Defense, Caliburn has a special obligation to comply with those government laws that protect our nation's security and safeguard our nation's secrets. The unauthorized possession of classified documents or classified information in any form or the failure to properly safeguard such information can endanger the security of our country and may be criminally or civilly punishable under espionage laws, among other applicable law.

Employees possessing a valid security clearance and requiring access to specific classified information must ensure they handle such information strictly in accordance with the procedures and guidelines set forth by the applicable department or agency for safeguarding classified information.

Contract Compliance

Employees must do everything practical to ensure compliance with Caliburn's contracts.

Caliburn complies with all of the terms of our contracts. We deliver the goods and services as promised. We never substitute material, change testing, or alter quality-control requirements except in accordance with applicable government and contractual procedures. In order to ensure Caliburn's compliance with the terms of our contracts, Caliburn employees must always perform in accordance with the terms of the contract and document how Caliburn has met its contract obligations. Caliburn will never make substitutions, including those affecting personnel, without following the specific procedures in the affected contract.

Government Contracts

There is a certain group of laws and regulations associated with working as a U.S. Government contractor for which Caliburn also requires compliance by its employees, officers, and directors. Some of

these laws and regulations are referenced or discussed in greater detail later in this section, but there are too many to list in this Code.

The majority of government contracts are governed by their own system of rules, including the Federal Acquisition Regulation (FAR) and various agency-specific FAR supplements. These and other regulations and reporting requirements applicable internationally require government contractors such as Caliburn to disclose certain suspected violations of U.S. criminal law, the civil False Claims Act and significant overpayments involving the award, performance, or closeout of a U.S. government contract or subcontract. Violations that fall within the FAR mandatory disclosure rule requirements will be reviewed and a disposition provided in accordance with this Code. Therefore, it is important for employees, officers, and directors to promptly report suspected violations of this Code, law, or regulation to Contracts or the Legal Department.

Submissions of Claims

The rules for doing business with the U.S. Government are complex and stricter than doing business with commercial customers. Caliburn complies with all the laws, regulations and rules that apply to activities related to contracting with the U.S. Government. We must be truthful and forthcoming in all of our dealings with the federal government, verbally and in writing. Any and all written submissions to the government must be truthful, accurate, and complete.

Both Caliburn and individual employees can be found civilly and/or criminally liable for making false statements and/or claims to the government under either the False Claims Act or False Statements statute.

False Statements Statute

The False Statements statute criminalizes the knowing and willful making of a false statement concerning a matter within the jurisdiction of any department or agency of the United States. This law also criminalizes the falsifying or concealment of material fact that the contractor has a duty to disclose. A criminal violation occurs when a person (including a contractor employee) willfully makes to the U.S. Government a false, fictitious, or fraudulent statement or uses a document knowing that it contains any false, fictitious, or fraudulent statement or entry concerning a contract.

Many of the records the Company keeps and which employees may be called upon to develop form the basis for our representations, invoices and other statements to the U.S. Government. These records include but are not limited to time cards, quality control documents, and inspection documents. Just as any direct statement to the Government must be truthful, complete, and accurate, so must any of the documents we give the government. It is essential that we use great care in preparing all Caliburn records, including any submissions to the Government, to ensure that they are truthful, complete, and accurate.

False Claims Act

The False Claims Act is violated whenever one of the following happens:

- A person knowingly presents, or causes to be presented, to a United States Government official, a false or fraudulent claim for payment or approval;
- A person knowingly makes, uses, or causes to be made or used, a false record or statement to get a false or fraudulent claim paid or approved;
- A person conspires to defraud the United States Government by getting a false or fraudulent claim allowed or paid; or
- A person knowingly makes, uses, or causes to be made or used, a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to the United States government.

Contact the Legal Department with any questions or concerns regarding these important rules.

Byrd Amendment

The Byrd Amendment prohibits the use of contract payments to pay any person for influencing, or attempting to influence, officials of the executive or legislative branches of the U.S. Government (including members of Congress and their staffs) in connection with the award or modification of U.S. Government contracts. Any questions about the propriety of payments should be raised with the Legal Department.

Procurement Integrity

In conducting business with government agencies, Caliburn is required to abide by certain special contract and procurement regulations and rules designed to protect the public interest the integrity of the government procurement processes. The Procurement Integrity Act provides a series of prohibitions designed to safeguard the integrity of the procurement process by ensuring that competitors for government contracts compete on a level playing field. Employees must not submit or concur in the submission of a proposal, price quotation, claim, or other document that is knowingly false, incomplete, or misleading. Caliburn is obligated to and must disclose, when required to do so, current, accurate, and complete cost and pricing data.

Government Proprietary and Source Selection Information

We must not obtain, or seek to obtain, directly or indirectly, from any government employee or other third parties, any information believed to contain proprietary or source selection information, except where permitted by law or express agreement. Examples include: information contained in a competitor's bid or proposal, cost or pricing data, or other information submitted to the U.S. Government or contemplated for submission to the U.S. Government and designated as proprietary in accordance with the law or regulation.

Suspended and Debarred Contractors

Contractors that have committed certain specified offenses that indicate a lack of business integrity or responsibility may be suspended or debarred from doing business with the U.S. Government and many state and local governments. The names of the contractors suspended or debarred from federal government contracting appear on the List of Parties Excluded from Federal Procurement and Non-procurement Programs ("excluded parties list"), which is available online at <http://www.sam.gov>.

Caliburn's requirement is to refrain from doing business with any contractor or subcontractor that has been suspended or debarred by federal, state, or local governments. It is good practice to routinely monitor the pending suspended and debarred lists posted by the US government to anticipate potential future contracting or other relationship conflicts. Any employee who has reason to believe that a contractor with whom Caliburn intends to contract is suspended or debarred must immediately notify his or her supervisor, Contracts, Procurement, or the Legal Department.

Recruiting and Hiring Certain Current and Former Government Employees

We may not engage in the recruitment or hiring of certain government employees with post-employment "revolving door" restrictions without the approval of Human Resources and the Legal Department.

A number of complex laws govern the recruiting and hiring of current and former U.S. Government employees. The term "government employee" includes both civilians employed by the U.S. Government as well as officers on active duty with the U.S. military. The applicable laws cover not only those currently employed/on active duty but also certain people for certain periods of time after the person has left government service. Generally, there are restrictions that apply to a group of government employees. Such individuals are banned from later representing Caliburn's interests with respect to the Caliburn contracts in which they were involved as government officials.

Based upon the former government employee's level of involvement with that matter or contract, such employee may be restricted from participation in the private sector for one year, two years, or for life. The Procurement Integrity Act also imposes additional restrictions on discussing employment opportunities with government employees.

Because of the potential complexity of the law in this area, Caliburn's approach is as follows:

No Caliburn employee should recruit, or advocate the hiring of, a current or former government employee, including military personnel, without fully disclosing the particulars of the situation to senior management and Human Resources.

Employees should report immediately to Human Resources or the Legal Department any attempt by a current or former government employee, including military personnel, to initiate such discussions.

Employees may not engage in any discussion with a current or former government employee, including any military personnel, on the subject of possible employment or a consulting arrangement with the Company without the approval of Human Resources, who will follow policy developed under the advice of the Caliburn General Counsel.

Contingent Fees

We may not arrange for the payment of contingent fees for success in securing a government contract or subcontract without the prior approval of the General Counsel. A "contingent fee" is any commission, percentage, brokerage, or other fee payable contingent on the success that Caliburn has in securing a contract. In the realm of U.S. Government contracts, contingent fees may be prohibited. Because the law pertaining to contingent fees is complex, Caliburn does not permit its employees to arrange for any contingent payments to any consultant or other outside party without the approval of the Caliburn General Counsel.

Anti-Human Trafficking

Caliburn complies with the relevant U. S. and international humanitarian laws with respect to human rights, illegal activity commonly referred to "trafficking in persons" or "human trafficking," as well as applicable customary laws and agreements. The U. S. Government and the FAR detail a zero-tolerance policy regarding trafficking in persons to include: procuring sex acts; forced labor; and other actions which meet the definition of human trafficking. Specific examples of human trafficking may include: withholding employee passports; employment contracts and agreements not being written in the employee or subcontractor's native language; failure to provide a copy of the contract; failure to ensure that no employee pays a recruiting fee to work; failure to provide adequate living conditions and failure to comply with the originating host country's transit, entry, and exit procedures.

Anti-Corruption Compliance

Caliburn complies with all anti-bribery and anti-corruption laws around the world. We are all prohibited from offering, giving, soliciting, or accepting any bribe or kickback, whether dealing with government officials, political parties, or representatives of commercial organizations. Bribes include: gifts, entertainment, travel, or other benefits of any kind. A kickback is providing or receiving something of value either to obtain or reward favorable treatment on a government contract or subcontract. There are serious consequences associated with failure to disclose a potential bribe or kickback.

The Company expects the same compliance from all third parties, agents, and anyone else who works on the Company's behalf.

Caliburn is committed to ensuring that all of its transactions and business dealings are conducted in compliance with the U.S. Anti-Kickback Act and other anti-corruption requirements. The Act prohibits government contractors and their employees from soliciting or accepting anything of value from a downstream subcontractor, vendor, or supplier for the purpose of obtaining or rewarding favorable treatment.

A “kickback” as defined by the Act may include any money, fee, commission, credit, gift, gratuity, or compensation of any kind. Improper purpose can be inferred, for example, when a Company employee is offered or accepts something of value from another party desiring to sell its products or services to the Company, or who has requested that we waive contract specifications or delivery dates. It is our policy that employees accept only business courtesies in circumstances that comply with both U.S. and host country law, and, further, that are reasonable in value, infrequently offered, and customary in a business setting.

Gifts, Travel, and Entertainment

Gifts and Entertainment with U.S. Government Representatives

There are strict laws and regulations that govern the giving of gifts, gratuities, entertainment, and anything else of value to an employee of the U.S. Government. Examples include: cash, gifts, meals, refreshments, transportation, and tickets to sporting or cultural events. It includes services as well as gifts of training, transportation, local travel, lodging, and meals, whether provided in-kind, by purchase of a ticket, payment in advance or reimbursement after the expense has been incurred. Neither the Company nor any employee will give or offer anything of value to a U.S. Government employee except as permitted by law and company policy. Exceptions to the general prohibition against government employees accepting anything of value from contractors are complex. If you seek to convey something of value to a government employee in keeping with such an exception, you must first confer with the Legal Department.

Gifts and Entertainment with Employees and Officials of Non-U.S. Governments

Under the Foreign Corrupt Practices Act (“FCPA”), the making of bribes, kickbacks, or other forms of corrupt, illegal, or improper payments to foreign government officials for the purpose of obtaining or retaining business is strictly prohibited. Foreign government officials include those employed by government agencies and bodies, as well as employees and officers of state-owned entities, such as hospitals, energy firms, and telecommunications providers. If you have questions, consult the Legal Department.

Gifts and Entertainment with Non-Government Persons

Caliburn may provide meals, refreshments, or entertainment of reasonable value to non-government persons in support of business activities, provided:

- The business courtesy is not offered for favorable treatment;
- the courtesy does not violate any law, regulation, or standards of conduct of the recipient’s organization. (It is your responsibility to inquire about any prohibitions or limitations applicable to the recipient’s organization before offering any business courtesy.);
- The courtesy is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.

Export, Customs, and Trade Controls

It is the Company’s policy to fully comply with all applicable export, customs, and trade control laws and regulations, licensing requirements, relevant countries’ and international laws and applicable export and trade sanctions. You should consult with the Legal Department to answer any questions regarding customers, export licensing, and trade controls. Any investigation or inquiry by a governmental organization regarding alleged trade control violations or irregularities should be immediately reported to the Legal Department prior to taking any action.

U.S. trade restrictions apply to all U.S. persons – including U.S. citizens and permanent residents – regardless of where they are located and regardless of the program or transaction being supported. This is a particularly complex area of the law, requiring close coordination between line-business, Procurement, Contracts, Legal, and Compliance personnel. Decisions on exports or imports cannot be made by individual

employees – the Company’s approval protocols must be adhered to, with the Company’s Empowered Official or designee responsible for final approval.

Note: U.S. laws and regulations broadly define “export” to include discussions or communications regarding controlled articles, technology, or technical data with foreign persons. This can include meetings, emails, and other written or oral communications where foreign persons are present.

International Traffic in Arms Regulations (“ITAR”): The Department of State administers the ITAR by controlling exports and imports of defense articles and services. Covered defense articles and services are listed on the U.S. Munitions List. Department of State approval is required prior to engaging in an export or import of a listed article or service. The Company’s approval protocols and applicable laws must be adhered to in exporting or importing listed defense articles or services.

Federal Firearms Regulations: Import of arms, munitions, and other covered military items are administered by the Bureau of Alcohol, Tobacco, Firearms, and Explosives, which is part of the Department of Justice. All movements, transfers, purchases, imports, or exports of covered items must be approved in accordance with governing law and Company protocols.

Export Administration Regulation (“EAR”): The Department of Commerce administers the export of commercial and “dual-use” articles and technical data, e.g., dual-use items include articles, technical data, or software that, while developed for commercial use, also have a military application. The Department of Commerce maintains a list of items and data requiring an export license.

Foreign Asset Controls: The United States, through the Department of Treasury Office of Foreign Asset Controls, imposes economic sanctions and embargoes on certain countries, individuals, and entities. U.S. trade sanctions prohibit U.S. persons from engaging in virtually all types of transactions -- including the provision of goods or services to or from – a listed country, or the export or re-export to or from a listed country of goods or services (currently, Iran, Syria, Sudan, North Korea, Cuba, and the Crimea Region of Ukraine).

Importantly, U.S. law prohibits even the facilitation of transactions that would be prohibited if performed directly by a U.S. person – in other words, U.S. persons cannot do indirectly, through others, that which they cannot do directly, such as through an agent or subcontractor. “Facilitation” is broadly defined under U.S. law to include providing guidance or direction to a third party on how to conduct a transaction that would be prohibited if conducted by a U.S. person. To ensure compliance with all applicable trade sanctions laws and regulations, the Company’s subcontractors and agents shall not transship items through listed countries subject to U.S. trade sanctions.

Use and Protection of Company Assets

Use of Company Assets

Company assets may not be used for personal gain or for any business purposes other than the Company’s business. This includes equipment such as computers, supplies, vehicles, telephones, copy machines and furniture, intellectual property such as know-how, pending patent information, trade secrets or other confidential or proprietary information (whether in printed or electronic form).

The Company’s name and any name, trademark, service mark, logo or trade name associated with it or any of its products are valuable assets of the Company and may not be used by employees for personal gain or for any business purposes other than the Company’s business.

We are responsible for ensuring that appropriate measures are taken to assure that Company assets are properly protected and used efficiently.

Unless otherwise provided in an employment agreement and other agreement, we will use the Company’s equipment for the purpose of our employment or engagement only. Therefore, the use of computers or laptops, and any Company email account, shall be subject to scrutiny by the Company or on

its behalf (for more information see the provision below dealing with Computer Software, Email and Internet).

Removal of Equipment from Company Premises

To protect the Company's physical assets, management approval is required for the removal of any equipment from the Company premises that is not designated as portable and for the employee's use.

Upon termination of employment tenure, or at any time upon request of the Company, we will return to the Company all equipment and/or other property of the Company, including computers, documents, magnetic media, and all other materials belonging to the Company and/or related to our activities.

Government Investigations

It is Company policy to fully cooperate with any appropriate government investigation. If we learn about a possible government investigation or inquiry, we will inform the Company's Legal Department immediately.

The Company prohibits any director, officer, or employee from altering, destroying, mutilating or concealing a record, document, or other object, or attempting to do so, with the intent to impair the object's integrity or availability for use in an official proceeding. Furthermore, the Company prohibits any director, officer or employee from otherwise obstructing, influencing or impeding any official proceeding or any attempts to do so.

Public Company Reporting and Other Public Communications

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. *See* section on Recording Transactions and Internal Controls.

We may be called upon to provide necessary information to assure that the Company's public reports and documents filed with the SEC and in other public communications by the Company are full, fair, accurate, timely, and understandable. Each director, officer, and employee who is involved in the Company's disclosure process must:

- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

Additionally, we are expected to provide prompt, accurate answers to inquiries related to the Company's public disclosure requirements. For additional information, directors, officers and employees should refer to the Company's Fair Disclosure Policy.

Record Management

Corporate integrity is at the foundation of this Code. We are expected to record and report information accurately and honestly, whether that information is submitted to the Company or to organizations or individuals outside the Company.

We must ensure that business records are available to meet the business needs of the Company, including the legal, tax, and other regulatory requirements wherever the Company conducts its business. In addition, it is unlawful to destroy, alter, conceal, or falsify any Calburn business or other record, document, or object for the purpose of obstructing or influencing any lawsuit or other legal, regulatory, or government proceeding or investigation. Failure to comply with the requirement to preserve documents and other

information as required by laws and regulations can result in serious adverse consequences to the Company and its employees.

In connection with these policies, please consult the Company's Legal Department in the event of litigation or any investigation or proceeding.

Recording Transactions and Internal Controls

The Company seeks to maintain a high standard of accuracy and completeness in its financial records. These records serve as the basis for managing the Company's business, for measuring and fulfilling its obligations to employees, customers, suppliers and others, and for compliance with tax and financial reporting requirements. These records may be made available upon reasonable prior request for inspection by management, directors and auditors.

In the preparation and maintenance of records and to ensure the effectiveness of the Company's internal controls over financial reporting, all directors, officers and employees must, to the extent applicable to their function, make and keep books, invoices, records, and accounts that accurately and fairly reflect the financial transactions of the Company and maintain accurate records of transactions, time reports, expense accounts, and other financial records. This obligation includes timely and accurate labor claiming against proper timesheet charge codes.

If a director, officer or employee discovers significant deficiencies or material weaknesses in the Company's internal controls over financial reporting or any fraud involving management or other employees, he or she must report such information to the Company's Audit Committee, which, pursuant to its charter, is responsible for establishing procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. We have selected independent third-party vendors, to receive inquires and reports anonymously, 24/7, using toll free/collect telephone lines and web-based tools as further discussed in Section VII of this Code. Directors, officers and employees of the Company may not intentionally distort or disguise the true nature of any transaction in recording and documenting accounting entries, knowingly make a representation, either in a document or in oral communication, that is not fully accurate, or establish any undisclosed or unrecorded funds or assets for any purpose. Each director, officer and employee of the Company must act in good faith, responsibly, with due care, without misrepresenting material facts, allowing his or her independent judgment to be subordinated or seeking to fraudulently influence, or mislead the Company's independent accountant in a manner that could result in materially misleading financial statements.

Competitive Information

Collecting information on competitors from legitimate sources to evaluate the relative merits of their products, services, and marketing methods is proper and often necessary. However, the ways information should be acquired are limited. Directors, officers and employees are prohibited from using improper means in the gathering of competitive information. Directors, officers, and employees are also prohibited from seeking confidential information from a new employee who recently worked for a competitor or misrepresenting one's identity in the hopes of obtaining confidential information from a competitor. Any form of questionable intelligence gathering is strictly against Company policy. Employees and directors should refrain from conversing with employees of any Company competitor about competitive information.

The federal Procurement Integrity Act ("PIA") and trade secrets laws impose strict requirements on access to and use of protected, non-public information. Similar state and international laws govern fair competition. These laws prohibit the unauthorized disclosure and receipt of various types of "protected" or "off limits" information, including competitor bid and proposal information and U.S. Government source selection information. To ensure that procurements are free from favoritism or unlawful competitive

advantage, certain information may not be released to, requested, or obtained, unless the information is released to all competitors or is made available publicly. Protected, or other non-public, information that is “off limits” includes:

- Competitor cost or pricing data, indirect costs, and direct labor rates;
- Customer source selection or technical evaluation plans;
- Customer technical or cost/price evaluations of proposals;
- Contractor bid and proposal information; and
- Competitor proprietary information about operations, technical solutions, or techniques.

We cannot assume that we are permitted to receive and use all information offered; we must exercise due caution in all cases to ensure that the Company is authorized to receive and use information provided by third parties, including current and former Government and competitor employees and consultants. Employees who receive information that is or may be “off limits” should immediately stop reviewing the information, NOT share the information with any other employees or third parties and contact the Legal Department.

Computer Software, Email and Internet

Computer Software

The Company’s policy is to respect the copyrights that protect computer software and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, the unauthorized duplication of software, whether or not owned by the Company, is prohibited, even if such duplication is for business purposes, is of limited duration or is otherwise accepted local practice.

Email and Internet

All electronic media and communication systems, including the Company’s electronic mail (email) system, intranet, Internet access and voicemail are Company assets and are to be used for appropriate purposes only. We should not abuse access to the Internet for personal purposes.

Caliburn will not tolerate discriminatory, offensive, defamatory, pornographic and other illegal or inappropriate messages or materials sent by email or accessed through the Internet.

The Company reserves the right, for legitimate business-related reasons, to retrieve and inspect personal information and property placed by the Company’s directors, officers, or employees on the Company’s technology systems, electronic mail systems, office systems or workspaces (all findings of any such inspection shall be the Company’s sole property). Given privacy concerns surrounding personal and medical information, only authorized personnel of the Company may access such information.

Caliburn has the right to conduct inspections on any and all of the Company’s computers, including email, internet usage. If the Company asks for our passwords to its resources, we must provide them.

Employee Relations and Non-Discrimination

Caliburn is committed to the principles of equality of opportunity, respect, dignity, and fair treatment in employment and human relationships. Each employee of the Company is expected to treat fellow employees and business associates with respect and dignity. We must take steps to identify and prohibit any company activities that might improperly interfere with an individual’s rights to respect; privacy; liberty; safety; and freedom of movement, religion, and expression.

Caliburn offers employment, training, compensation, and advancement on the basis of qualification, merit, and business needs, regardless of race, color, religion, gender, age, sexual orientation, national origin or ancestry, disability, medical condition, marital status, veteran status, or any status

protected by law. Fulfillment of our commitment to equal employment opportunity requires a commitment by all employees.

Our values dictate that we provide a work environment that is culturally sensitive, professional, safe, and free from intimidation, hostility, or other offenses that might interfere with work performance or human dignity and rights. The Company does not tolerate any form of harassment – verbal, physical, or visual – by other employees, customers, vendors, agents, or third parties. Harassment is personally offensive, lowers morale, and interferes with the ability to work cooperatively.

If we who have any questions about specific instances of harassment or want to report harassment, we should contact our immediate supervisor or the Human Resources Department.

For additional information, refer to the Employee Handbook.

Environment, Safety and Health

Caliburn is committed to conducting its business in compliance with all applicable environmental and workplace laws, regulations and permits in a manner that has the highest regard for the safety and well-being of its employees, customers and the general public. We should strictly follow the letter and the spirit of all applicable laws and regulations relating to workplace health and safety.

Employees and officers with questions regarding the requirements that apply to their work area should contact the Human Resources Department.

All employees, officers and directors must immediately report any potential or suspected threat to human health to the Human Resources Department. Such reports must be made as soon as possible. Applicable laws and regulations regarding reporting requirements are expected to be complied with within the mandated time frames.

The use, possession, sale, purchase, distribution, manufacture or transfer of alcohol, illegal drugs, or unauthorized drugs is prohibited on Company premises or work sites. An employee, officer, or director must not report to work or perform any job duties while under the influence of or impaired by alcohol or drugs.

Public Statements

It is the Company's policy to provide accurate and consistent communication with the public. To maintain the consistency and accuracy of the information, only specifically designated corporate spokespersons are authorized to respond to inquiries. We are not allowed to make public statements on behalf of the Company.

For additional information, directors, officers and employees should refer to the Company's Disclosure Policy.

Litigation and Claims

The Company, like all other businesses, is from time to time involved in disputes that may result in claims or litigation. If we ever receive a legal document related to the Company, such as a summons, complaint, subpoena, or discovery request, whether from a governmental agency, customer, supplier, or otherwise, we must immediately contact the Legal Department to ensure an appropriate and timely response. We should not respond to any request, answer any questions, or produce any documents, or attempt to list legal matters or pending litigation, without first discussing with the Legal Department. Under no circumstance should an employee, officer, or director threaten or initiate legal action on behalf of the Company without appropriate authorizations.

V. **CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS**

This section applies specifically to our Chief Executive Officer and all senior financial officers, including the Chief Financial Officer and persons performing similar functions (the “Senior Financial Officers” and together with the Chief Executive Officer, the “Named Officers”). This Code of Ethics has been adopted to comply with Section 406 of the Sarbanes-Oxley Act of 2002. While this Code of Ethics is specifically addressed to the Named Officers, it sets forth broad principles that run throughout the Code and that we expect all of our executive officers, financial employees and all of our directors and other employees to follow. The signing of a certificate of compliance pertaining to the Code shall be understood to include compliance with this Code of Ethics.

Named Officers shall:

1. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
2. Avoid conflicts of interest and disclose to the General Counsel (or, in his or her absence, the Chairperson of the Audit Committee) any material transaction or relationship that reasonably could be expected to give rise to such a conflict.
3. Take all reasonable measures to protect the confidentiality of non-public information about the Company and its customers obtained or created in connection with their activities and prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.
4. Take all reasonable measures to achieve responsible use of and control over the Company’s assets and resources.
5. Comply, and make reasonable efforts to cause the Company to comply, with the system of disclosure controls and procedures devised, implemented and maintained by the Company to provide reasonable assurances that information required to be disclosed by the Company in the reports and documents that it files or submits to the SEC and in other public communications made by the Company is properly authorized, executed, recorded, processed, summarized and reported. In particular:
 - all accounting records, and the reports produced from such records, must be in accordance with all applicable laws;
 - all accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
 - all accounting records must fairly and accurately reflect in reasonable detail in accordance with generally accepted accounting principles the Company’s assets, liabilities, revenues and expenses;
 - all accounting records must not contain any materially false or intentionally misleading entries;
 - no transactions should be intentionally misclassified as to accounts, departments or accounting periods;
 - all transactions must be supported by accurate documentation in reasonable detail and in all material respects to be recorded in the proper account and in the proper accounting period;
 - no information should be concealed from the Company’s internal auditors, which may include other personnel or service providers responsible for the internal audit function (once an internal audit function is established pursuant the applicable transition period under the NYSE rules), or from the Company’s independent registered public accounting firm; and

- compliance with the Company’s system of internal controls is required.
6. Comply with all governmental laws, rules and regulations applicable to the Company’s business, including taking necessary steps to avoid and, where possible, prevent any violations of the securities laws.
 7. Promptly report to the Chairperson of the Company’s Audit Committee (or if the Chairperson is unavailable, to all other members of the Audit Committee) any fraud, whether or not material, involving management or other employees of the Company who have a significant role in the Company’s disclosures or internal controls over financial reporting.
 8. Promptly report any possible violation of this Code of Ethics to the General Counsel or, in his or her absence, the Chairperson of the Audit Committee.

VI. STATUS, MODIFICATION AND WAIVER OF THE CODE

An agreement to follow this Code does not replace any employment contract, and does not constitute a contract of employment, or guarantee of continued employment, or alter the at-will status of employees of the Company, to the extent applicable. In the event of explicit inconsistency between the Code and the individual employment agreements, such individual agreements prevail. The provisions of the Code are intended to promote positive conduct and in no way does the Code derogate from the provisions contained in the individual agreements or from any applicable law. The provisions of the Code are in addition to any applicable law and subject to any such law. Directors, officers and employees are encouraged to approach the Company’s Legal Department with any questions they may have regarding the respective applications of the Code and the applicable laws, rules and regulations.

The Company reserves the right to amend, modify or waive any or all of the provisions of the Code at any time for any reason. The Company will report any changes to this Code to the extent required by the rules of the SEC and the New York Stock Exchange (the “NYSE”).

Any waiver of any provision of this Code granted to any director or officer of the Company must be approved by the Company’s Board or the Audit Committee. Any waiver of any provision of this Code granted to anyone other than a director or an officer of the Company must be approved by the General Counsel. The Audit Committee will monitor compliance with this Code for all directors and executive officers with respect to all matters and for all employees with respect to financial reporting, accounting, internal accounting controls and auditing matters. The Ethics and Corporate Responsibility Committee will otherwise oversee monitor compliance with this Code with respect matters other than financial reporting, accounting, internal accounting controls and auditing matters, for anyone other than directors and officers. The Company will publicly disclose any waivers of this Code made to any officer or director of the Company (including a Named Officer as defined below), and will publicly disclose any amendments to this Code, as required by the applicable law, and any applicable rules of the NYSE.

VII. REPORTING AND DISCIPLINE

Reporting Violations of Company Policies and Illegal or Unethical Behavior

Caliburn’s success depends upon fixing small problems before they become large issues. Caliburn encourages – indeed, requires – all employees to raise ethics and compliance questions, issues, and concerns. Supervisors, managers, Human Resources, and the Legal Department are available to receive and resolve such matters. Caliburn also has anonymous and confidential reporting tools to allow employees to make inquiries and reports concerning possible ethics or compliance violations when employees are not comfortable raising issues through the usual chain of command. We have selected independent third-party vendors, to receive inquiries and reports anonymously, 24/7, using toll free/collect telephone lines and web-based tools. Contact information is as follows:

- Janus employees: 1-888-469-1554 (US), 1-503-748-0557 (international collect), www.ethicspoint.com
- PT&C employees: 1-855-640-5900, www.lighthouse-services.com/ptcinc
- Sallyport employees: 1-844-240-0621 (US), 1-971-371-7845 (Afghanistan), 1-971-371-7846 (Iraq), www.sallyportglobal.ethicspoint.com
- CHS employees: 1-844-665-2945 (US), 704-526-1182 (Iraq), www.chsmedical.ethicspoint.com

All directors, officers and employees are expected to cooperate in any internal investigation of misconduct. Furthermore, failure to report known wrongdoing may result in disciplinary action against those who fail to report.

In no event will any action be taken against the employee, officer or director for making a complaint about or reporting, in good faith, known or suspected violations of Company policy. Such employee, officer or director will not lose his or her job or position for refusing an order he or she reasonably believes would violate the provisions of this Code, and any retaliation against such employee, officer or director is prohibited.

Any report by a director, officer or employee will be kept confidential to the extent permitted by law and regulation and the Company's ability to address such concerns. In certain instances, the identity of the reporting director, officer or employee may be provided to those persons involved in the investigation.

U.S. law also provides our employees with certain rights and protections against retaliation for disclosures to certain governmental officials of information reasonably believed to be evidence of gross waste, mismanagement, abuse of authority, or violations of law in connection with U.S. government contracts, grants, or funds; or a substantial and specific danger to public health and safety.

Additional guidance is available from the Company's General Counsel (or, if relating to certain behavior by the General Counsel, to the Chief Financial Officer).

Enforcement and Disciplinary Measures

The Board and the Chief Executive Officer shall designate the appropriate person or persons to determine, suitable actions to be taken in the event of violations of this Code. The initial designee will be the General Counsel and Chief Administrative Officer of the Company, and, in the case of violations by directors or executive officers, the Audit Committee. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code. In determining what action is appropriate in a particular case, the Board, the Chief Executive Officer or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was intentional or inadvertent, the extent of the likely damage to the Company and its stockholders resulting from the violation and whether the individual has committed previous violations of this Code or other Company policy concerning ethical behavior. The Board, the Chief Executive Officer or such designee shall provide a written notice to the individual involved in the violation stating that the Board, the Chief Executive Officer or such designee has determined that there has been a violation and indicating the action to be taken by the Company against the individual.

The Company must ensure prompt and consistent action in response to violations of this Code. If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board.

If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor determines that a violation of this Code has occurred, the supervisor will report such determination to the General Counsel and Chief Administrative Officer. Upon receipt of a determination

that there has been a violation of this Code, the Board or the General Counsel and Chief Administrative Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal, and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Violations of the rules and policies of conduct set forth in this Code may result in one or more of the following disciplinary actions, if and as permitted under applicable law:

- a verbal or written warning;
- a reprimand (noted in the employee's or officer's personnel record);
- probation;
- demotion;
- temporary suspension, with or without pay;
- required reimbursement of losses or damages;
- termination of employment; and/or
- referral for criminal prosecution or civil action.

Disciplinary measures may apply to any supervisor who directs or approves such violations or has knowledge of them and does not promptly correct them.

Reporting of violations of this Code made in good faith will not result in retaliation against such person for making the report.

Further, conduct that violates this Code may also violate United States federal or state laws or laws outside the United States. Such violations may subject the director, officer, or employee to prosecution, imprisonment, and fines. The Company may also be subject to prosecution and fines for the conduct of employees, officers, or directors.

If you need further information or have any questions on Caliburn's Code of Conduct and Ethics, please send an email to: ethics@caliburnintl.com