



# Vendor Code of Conduct



## INTRODUCTION

The Chenega Corporation (“Chenega”) is committed to upholding the highest standards in all its business dealings with the U.S. Government and all its customers, protecting taxpayer resources, and providing high-quality products and services. Complying with all laws and regulations and ensuring fair competition are fundamental to this commitment.

This Vendor Code of Conduct (Vendor Code) expresses the expectations Chenega holds for each Vendor and lower-tier vendors.

## GENERAL DISCLAIMER

This Vendor Code is in no way intended to conflict with or modify the terms and conditions of any existing contract (including purchase orders). In the event of a conflict, Vendor must first adhere to applicable laws and regulations, then the contract terms, followed by this Vendor Code.

## DEFINITION

“Vendor” is defined as any third party that directly or indirectly sells, or seeks to sell, any kind of goods and/or services to Chenega or on Chenega’s behalf, including Vendor’s suppliers, contractors, subcontractors, distributors, dealers, sales / marketing representatives, intermediaries, agents, partners, consultants, resellers, systems integrators, and similar entities.



## I. COMPLIANCE WITH LAWS

### Maintain Accurate Records

Vendor must create and maintain accurate records. Proper record maintenance includes not altering any record entry to conceal or misrepresent the underlying transaction represented by it. All records, regardless of format, made or received in furtherance of a business transaction, must fully and accurately represent the transaction or event being documented. When a record is no longer needed to conduct current business, records should be retained based on the applicable retention requirements. Vendor performing as U.S. Government contractors through Chenega must comply with the requirements in [FAR Subpart 4.7 Contractor Records Retention](#). Vendor performing as or fulfilling a U.S. Government role in work for Chenega must comply with the records requirements of the relevant agency and any National Archives and Records Administration (NARA) requirements that apply to that agency.

### Procurement Integrity

Both commercial and government procurements rely on fair and equal competition. When involved in proposals, bid preparation or contract negotiations, Vendor must ensure that all statements, communications and representations to prospective customers and lower tier vendors are accurate and truthful. Any discrepancies discovered must be reported in writing to Chenega.

For a Vendor participating in U.S. Government procurement, the provisions of the [Procurement Integrity Act](#) apply. Vendor must not request or accept bid, proposal information, or source selection information that is not available to all competitors.

## II. HUMAN RIGHTS

Vendor must treat people with respect and dignity, promote equal opportunity, and foster an ethical workplace.

### Child Labor

Vendor must ensure illegal child labor is not used in the performance of work. The term “child” refers to any person under the minimum legal age for employment where the work is performed.



## Human Trafficking

Vendor must combat human trafficking and comply with all applicable laws in the country or countries in which they operate. Where required under a specific U.S. Government Contract, Vendor employees must complete training on Human Trafficking to ensure compliance with related U.S. Government regulations. Human Trafficking violations and disciplinary actions taken against Vendor employees must be reported to Chenega.

## III. EMPLOYMENT PRACTICES

### Harassment

Vendor must ensure its employees are afforded an employment environment free from physical, psychological, and verbal harassment, and other abusive conduct.

### Non-discrimination

When not contrary to local laws or regulations, Vendor must provide equal employment opportunity to employees and applicants for employment, without regard to race, color, sex, religion, national origin, military veteran status age, genetic information, or mental or physical disability, so long as the essential functions of the job can be competently performed with or without reasonable accommodation.

### Substance Abuse

Vendor must maintain a workplace free from illegal use, possession, sale, or distribution of controlled substances.

Vendor must also abide by customer guidelines, including testing requirements, and location-specific regulations.

### Current and Former Government Employees

Vendor must comply with the applicable federal, state or local law regarding the recruitment and hiring of any current or former government official (U.S. or foreign). Many Government employees are subject to restrictions on who they may work for, when they may accept a private sector job, and what they may do in the private sector. Vendor must inform Chenega of any engagement of a current or foreign government official.

## IV. ANTI-CORRUPTION

Vendor must comply with the [U.S. Foreign Corrupt Practices Act](#) in addition to anti-corruption laws (e.g., the [UK Bribery Act](#)), directives and/or regulations that govern operations in the countries in which they do business. The higher of the applicable standards will apply, regardless of local customs.

Vendor must conduct appropriate due diligence and monitoring to prevent and detect corruption in all business arrangements, including teaming agreements.



### Improper Payments / Business Courtesies

Vendor must refrain from offering or making any payments of money or anything of value (including kickbacks, favors, gifts, gratuities, entertainment, travel, political contributions, charitable donations or other business courtesies) to customers, government officials, political parties, candidates for public office, charities, or other business-related parties that could be considered to improperly influence business decisions.

This includes a prohibition on facilitation payments intended to expedite or secure performance of a routine governmental action such as obtaining a visa or customs clearance. In situations where such a payment is made due to an imminent threat to personal health or safety, it must be reported to Chenega immediately in writing describing the surrounding circumstances.

### Due Diligence

Chenega policy prohibits Chenega employees from offering anything of value to Vendor, or accepting anything of value from Vendor, except for items of nominal value and occasional business meals of reasonable value. Vendor may raise questions and report concerns to the Ethics Helpline noted below.

### Anti-Trust

Vendor must comply with U.S. and other applicable anti competition and anti-trust laws to avoid restrictive trade and unfair competition. Vendor is prohibited from fixing prices; colluding or rigging bids with competitors; allocating customers or markets with competitors; or exchanging any pricing information with its competitors.

Vendor must avoid unfair competitive practices such as:

- Discussing competition-sensitive issues with a competitor.
- Attempting to control or monopolize markets.
- Defaming or lying about a competitor's business, products or services.
- Inducing a customer to fail to honor a contract with a competitor.





- Intentionally misrepresenting or concealing information about its products and services, or making deceptive, misleading or false statements or claims about them that have no factual basis;
- Industrial spying, or improperly accepting or using a competitor's trade secrets; and
- Directly or indirectly bribing a customer's agents, employees, or any party in an attempt to influence a decision.

## V. CONFLICT OF INTEREST

### Organizational Conflicts of Interest

Vendor and its employees must avoid and disclose to Chenega any conflicts of interest that may impact Chenega work for the US Government.

Those Conflicts of Interest could include, for example:

- **Impaired Objectivity** - Vendor has a financial interest that could be affected by its performance of the work (e.g., its role as Vendor would place it in the position of evaluating its own affiliate or competitor and therefore would impact its impartiality to Chenega and its customers).
- **Unequal Access to Information** – As a result of work for the U.S. Government on unrelated contracts, Vendor has access to procurement-sensitive data furnished by the U.S. Government or others that would not be available to other competitors.
- **Biased Ground Rules** – Vendor was involved in writing or contributing to a specification that favors its services or products.

## VI. INFORMATION PROTECTION

### Confidential/Proprietary Information

Vendor must comply with all applicable privacy/data protection and information security laws and regulations. Vendor must protect confidential (personal and proprietary) information. Vendor must adopt and maintain processes to provide reasonable protections for confidential information, including information they access, receive or process on behalf of Chenega. Confidential information must not be used for any purpose (e.g., advertisement, publicity) other than the business purpose for which it was provided, unless there is prior written authorization from the owner of the information.

Unauthorized use or disclosure of such information may have personal, legal, reputational and financial consequences for Chenega, Vendor, and individuals whose personal information may be implicated.

### Data Security and Confidentiality

Vendor must protect all sensitive, proprietary or otherwise protected information provided to them during their dealings with Chenega. Vendor must receive and retain all proprietary information of Chenega and its customers using reasonable and secure protections, appropriate to the information provided.

Vendor must immediately notify Chenega of any known or suspected data security breaches and will work with Chenega and, if applicable, law enforcement to contain the breach and determine a root cause.

### Intellectual Property

Vendor must comply with all the applicable laws governing intellectual property rights, including protection against disclosure, patents, copyrights, and trademarks.

**Access Control:** Vendor must implement strict access control measures to ensure only authorized personnel have access to sensitive information. These measures include multi-factor authentication and regular access reviews.

**Continuous Monitoring:** Vendor must have a continuous monitoring program in place to identify and address security vulnerabilities. This includes regular audits and assessments to ensure ongoing compliance.

**Documentation and Record Keeping:** Vendor must maintain accurate and up-to-date documentation of its cybersecurity practices and compliance efforts. This includes records of training, assessments, and incident reports.

**Cybersecurity:** Vendor must implement and maintain robust cybersecurity measures to protect sensitive information and systems. This includes regular security assessments, vulnerability scanning, and incident response plans in accordance with standards set forth in Cybersecurity Maturity Model Certification (CMMC).



## Insider Trading

Vendor must not use material, non-public information obtained during Chenega interactions as the basis for trading or for enabling others to trade in the securities of any company.

## VII. ENVIRONMENT, HEALTH, AND SAFETY

Vendor must comply with all applicable environmental, health and safety laws, regulations, and directives.

**Environmental, Social, and Governance:** Vendor should implement measures to achieve sustainable and climate-friendly actions. This includes reducing carbon footprints, managing waste responsibly, and using resources efficiently. Vendor should also engage in continuous improvement to enhance its sustainability performance.

## VIII. GLOBAL TRADE COMPLIANCE

### Security

Vendor are encouraged to implement applicable practices and procedures to ensure the security of their supply chains in accordance with the [Customs Trade Partnership Against Terrorism](#) initiative of the United States Department of Homeland Security.

### Import

Vendor must ensure its business practices are in accordance with all applicable laws, directives and regulations governing the import of parts, components, and technical data.

Vendor must provide timely and accurate information to Chenega to enable its compliance with applicable law, and as set forth in Vendor's agreement(s) with Chenega.

### Export

Vendor must conduct its business practices in accordance with all applicable laws, directives, and regulations governing the export from the U.S. of parts, components, and technical data; these include the [International Traffic in Arms Regulation \(ITAR\)](#) and the [Export Administration Regulation \(EAR\)](#). Vendor shall provide truthful and accurate information and obtain export licenses and/or consents where necessary

### Anti-Boycott

Vendor must not participate in, cooperate with, or further the cause of any unsanctioned foreign economic boycott, in accordance with the [50 USC Ch. 58 Export Control Reform](#) and the 1976 [Tax Reform Act \(PL No. 94-455\)](#). Vendor must

immediately report to Chenega any request made by a third party for Vendor's participation in any boycott activity, as defined within the cited regulations.

## IX. QUALITY

Vendor must have in place quality assurance processes to ensure the delivery of a product with quality that meets or exceeds the contract requirements, and to facilitate the identification of defects and implementation of corrective actions.

### Counterfeit Parts

Vendor must develop, implement, and maintain methods and processes appropriate to its products to minimize the risk of introducing counterfeit parts and materials into deliverable products. Effective processes should be in place to detect counterfeit parts and materials, provide notification to recipients of counterfeit product(s) when warranted, exclude them from the delivered product, and provide OEM-qualified replacement parts.

### Government Property

Vendor is directly responsible for Government-furnished property used in its performance. Property must be properly handled, only by previously authorized personnel, and only for the purpose intended. Government-furnished property may not be used for personal benefit, sold, loaned, given away, or otherwise disposed of without prior written authorization.

## X. ETHICS PROGRAM EXPECTATIONS

### Whistleblower Protection

Vendor must provide its employees with avenues for raising legal or ethical issues or concerns and to prevent, detect, and correct any retaliatory actions.

### Ethics and Compliance Policies

Vendor must have appropriate management systems in place to support compliance with laws, regulations, and the further ethics expectations expressed within this Vendor Code. This includes measures to address Vendor compliance within these standards and processes to undertake appropriate action to correct identified deficiencies. Chenega encourages Vendor to implement a written code of conduct and to flow down the requirement for implementation of code of conduct principles to its lower tier vendors.

## Contacts/Resources

Chenega's Chief Ethics and Compliance Officer, Peter Nosek, is available to answer your questions and address reports of concerns of improper conduct. His office can be reached at [peter.nosek@chenega.com](mailto:peter.nosek@chenega.com) and 907-677-4905. Vendor may also contact a confidential third party, [NAVEX](#), or at 1-866-297-0224.