



Code of Ethics and Business Conduct



A MESSAGE FROM THE INTERIM CEO

Siemens Government Technologies (SGT) is committed to conducting our operations with the highest standards of business conduct and ethics. We hold a position of trust with our customers including the U.S. Federal Government and as such, we have an obligation to take responsibility for our own conduct. We all have a shared responsibility to maintain the highest standards of integrity within our organization.

Setting the standard, our Code of Ethics & Business Conduct provides guidance on expectations for all employees, consultants, and others who represent the Company. These guidelines spell out the values we live by and standards we set. In those situations where the courses of action are not obvious or where you observe misconduct, please contact your manager, the SGT Chief Compliance Officer, the SGT EthicsPoint site (www.siemensgovt.ethicspoint.com), or the Hotline at 1-844-408-0217.

As we focus on providing products, services and solutions to meet our customers' challenges every day, we must remember to conduct ourselves in a way that ensures employee safety, increases customer satisfaction, provides value to shareholders and accomplishes our goals with the highest levels of honesty and integrity.

John Ustica
Interim Chief Executive Officer
Siemens Government Technologies, Inc

Introduction

The SGT Code of Ethics & Business Conduct identifies the values and principles that guide our business relationships. We are committed to the principles of honesty, integrity and fairness in everything we do; and these guidelines apply to all officers, employees and representatives of Siemens Government Technologies. Ethical decision making requires an understanding of - and commitment to - our values and principles, combined with good personal judgment. We expect you to represent the Company by committing to its values by conducting yourself in a manner that is both professional and ethical in every action and decision made.

Every employee is expected to be familiar with and comport their behavior with the SGT Code of Ethics & Business Conduct. "Integrity" is more than a concept – it is the fundamental basis for our behavior and attitude. It means that we must all use common sense and good judgment. It also means that our focus should not only be on compliance with the strict letter of the law but also on being ethical. If an SGT employee is not sure what the right thing to do is in a specific case, there are many sources of information and resources available to help, including the employee's supervisor, the SGT Chief Compliance Officer, and the ethics@siemensgovt.com email address. Moreover, if an employee has discovered a case of actual possible misconduct, various options are available to report it. These include an employee's supervisor, the SGT Legal Department, the SGT Chief Compliance Officer, the SGT EthicsPoint site (www.siemensgovt.ethicspoint.com), or the Hotline at 1-844-408-0217.



Workplace Safety, Security, & Environmental Concern

We must comply with all applicable environmental laws and must conduct our business in an environmentally responsible manner that minimizes any environmental impact. All employees must take appropriate actions in using, generating, handling and disposing of hazardous materials, and report all concerns to their manager or other appropriate authority. Additionally, all employees must advise when health, safety or security issues arise. Be vigilant and attentive to hazard prevention and report accidents and injuries promptly to your manager. We are committed to maintaining a drug-free work environment.

In addition, protecting the health and safety of employees in the workplace is of the highest priority for SGT. It is the responsibility of everyone to foster SGT's efforts to conduct its operations in a safe manner.

Our responsibility towards employees requires the best possible accident-prevention measures, and these apply to:

- The technical planning of workplaces, equipment and processes
- Safety management, and personal behavior in the everyday workplace.
- The work environment must conform to the requirements of health-oriented design and awareness.

Respect for People & Nondiscrimination

We respect the personal dignity and personal rights of every individual. We work together with individuals of various ethnic backgrounds, cultures, religions, ages, disabilities, races, sexual identity, world view and gender. We are committed to providing a work environment that is free from discrimination or harassment of any type. We will not tolerate the use of discriminatory slurs, unwelcome, unsolicited sexual advances or harassment, and any other remarks, jokes or conduct that create or foster an offensive or hostile work environment. Employees at all levels of the organization must act with respect and civility toward coworkers, customers and others.

We do not tolerate discrimination based on race, religion, gender, age, marital status, national origin, sexual orientation, citizenship status or disability. We prohibit discrimination in decisions concerning recruitment, hiring, compensation, benefits, training, termination, promotions or any other condition of employment or career development.

These principles apply to both internal cooperation and conduct towards external partners. We make decisions about those we work with – including suppliers, customers and business partners – based only on appropriate considerations, not on the basis of inappropriate considerations such as discrimination or coercion.

Legal Compliance

Observing the law and rules and regulations that govern our business is a fundamental principle for SGT.

As a company and as individual employees, we are committed to obeying the laws and regulations applicable to our business. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as our Company, to civil and/or criminal penalties. In addition, employees found guilty of such violations will be subject to disciplinary action.

You should be aware also that conduct and records, including emails, are subject to internal and external audits, in addition to review by third parties in the event of a government investigation or litigation. It is in everyone's best interest to know and comply with our legal and ethical obligations.

If you have questions regarding the interpretation or applicability of laws, rules or regulations, contact the SGT Legal Department.





Financial Records

Each of us must be accurate and complete when making or reporting financial entries or transactions. We must disclose problems and discrepancies promptly and never falsify financial records. None of us should sign documents if we do not have proper authority. We should never make or approve payments on behalf of the Company if they will be used, or might be used, for something other than the stated approved business purpose. We must all be responsible for ensuring that travel, material and other expenses are recorded truthfully and correctly.

SGT is required to maintain sound processes and controls so that transactions are executed according to management's authorization. We must also prevent and detect unauthorized use of SGT assets. All SGT employees are required to make sure that the SGT books and records they create, or are otherwise responsible for, are:

- Complete
- Accurate
- Honestly reflect each transaction or expenditure, and are timely and in accordance with applicable accounting rules and standards

Such books and records include all data, certifications and other written materials provided for financial reporting and disclosure purposes as well as materials collected for other purposes. These also include internal expense records (such as expense account reports).

Commitment to Quality

SGT provides product and service excellence by understanding and meeting customer and stakeholder needs through a commitment to continual improvement of our quality management system, all while maintaining the highest standards of ethics and compliance.

We strive to do the job right, on time, and always according to the contractual requirements of our customer. We must also report any discrepancy, deviation, mistake or failure related to our products or services. We must never falsify documents or conceal operational or component problems. Each of us should always seek and receive proper approvals before deviating from any requirement, never improperly substitute materials, never utilize lower quality or unapproved materials, and always conduct all tests and inspections as required.



Responsibility for the Reputation of Siemens Government Technologies

To a substantial degree, the reputation of SGT is determined by our actions and the way each and every one of us presents and conducts himself/herself. Illegal or inappropriate behavior or actions on the part of even a single employee can cause the Company considerable damage. Each of us has a responsibility to recognize our impact on the Company's reputation and to behave in a manner that appropriately demonstrates the Company's commitment to our Code of Ethics and Business Conduct, as well as the fundamental principles and values when representing the Company.

International Laws & Trade Controls

We must comply with the applicable laws in all countries in which we travel, operate and otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, all SGT employees must comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the United States.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include the Foreign Corrupt Practices Act (FCPA) the International Traffic in Arms Regulations (ITAR) and other export control laws. Attention to potential violations related to technical data resident on computers and laptops or in presentations and technical support documentation is vital. If you have a question as to whether an activity is restricted or prohibited, seek assistance from your manager, the Legal Department, the Industrial Security Department or contact the Compliance Hotline before taking any action.

Conflicts of Interest

A conflict of interest occurs when an individual's personal interest may interfere in any way with the performance of his or her duties or the best interests of the Company. Employees must be free from influences that conflict with the best interests of the Company or might deprive the Company of their undivided loyalty in business dealings. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided.

Conflicts of interest may include, but are not limited to, situations where employees:

- Are employed by (including consulting for) a competitor, customer or supplier;
- Own directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with SGT or another part of Siemens;
- Solicit or accept gifts, favors or preferential treatment from suppliers, competitors or customers;
- Work in any capacity at another company without permission; or
- Exercise supervisory authority over a co-worker who is also a family member.

If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, you should discuss the matter with the SGT Legal Department.



Timekeeping

Each of us must accurately and honestly record time spent each day on each job on which we work. In addition to recording your attendance and hours worked for computing your pay, time records are the basis for billing our customers. Falsifying time records is fraud and may be a criminal offense. You are responsible for the accuracy of your individual time records and by signing your timesheet; you are certifying that it is true and accurate.

Employees should note that several times per year you may be requested to submit your timesheet early. These occasions are associated with Federal holidays or specific financial events. These occasions are approved and reviewed by the Defense Contract Audit Agency (DCAA). If you have questions about this process, consult your manager.



Competitive Sensitive Data

No SGT employee, consultant or representative may solicit, obtain or utilize source selection information relating to government procurements. In addition to materials so marked by the Government, source selection information includes bid prices submitted in response to a solicitation, source selection plans, technical evaluation plans, technical evaluation of competing proposals, cost or price evaluations of competing proposals, competitive range determinations, ranking of competitors and reports and evaluations of source selection boards. Similarly, no SGT employee, consultant or representative may solicit, receive, or utilize any other company's proprietary material other than as authorized by that company with SGT.



Fair Competition & Antitrust Laws

Fair competition, as described by U.S. and foreign anti-trust laws, allows markets to develop freely – with attendant social and financial benefits for all citizens. Accordingly, all SGT employees are required to abide by laws governing fair competition.

In order to avoid types of behavior that can lead to a violation of antitrust laws, SGT employees may not:

- Talk to competitors about prices, output, capacities, sales, bids, profits, profit margins, costs, methods of distribution or any other parameter that determines or influences the Company's competitive behavior with the aim to solicit parallel behavior from the competitor,
- Enter into an agreement with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up customers, markets, territories or production programs, or
- Have any influence on the resale prices charged by our purchasers, or attempt to make them restrict the export or import of goods supplied by Siemens.

Moreover, employees may not obtain competitive intelligence by using industrial espionage, bribery, theft or electronic eavesdropping or communicate knowingly false information about a competitor or its products or services.

Gifts, Entertainment & Hospitality

Business entertainment, gifts, and hospitality, where appropriate, are meant to create brand recognition, goodwill, and establish or maintain sound working relationships. They shall not be offered or received to gain improper advantage with customers or suppliers, to facilitate approval from Government officials, or where otherwise illegal or where they might result in an actual or potential appearance of impropriety. As a result, no employee may directly or indirectly offer, promise, grant, or authorize (directly or indirectly) the giving of money or anything else of value to a government official to influence official action or obtain an improper advantage. The same applies to a private commercial counterparty in a business transaction in consideration for an improper advantage. Any offer, promise, grant or gift must comply with applicable laws and SGT policies, and must not raise an appearance of bad faith or unsuitableness. This means that no such offer, promise, grant or gift may be made if it could reasonably be understood as an effort to improperly influence a government official or as a bribe to a commercial counterparty to grant SGT a business advantage.

Employees must understand that the term "government official" is defined broadly to include officials or employees of any government or other public body, agency, or legal entity, at any level, including officers or employees of state- owned or county-owned enterprises, municipalities, and public international organizations. It also includes candidates for political office, political party officials and employees, as well as political parties.

In addition, employees may not give money or anything of value indirectly (for example, to a consultant, agent, intermediary, business partner or other third party) if the circumstances indicate that all or part of may be directly or indirectly passed on to a government official to influence official action or obtain an improper advantage or to a private commercial counterparty in consideration for an unfair advantage in a business transaction. For that reason, employees responsible for hiring consultants, agents, partners in joint ventures or other business partners must take action as appropriate to:

- Ensure that those third parties understand and will abide by SGT's anti-corruption policies;
- Evaluate the qualifications and reputation of such third parties; and
- Include appropriate provisions in agreements and contracts designed to protect SGT.

Entertainment and gifts cannot be accepted by any employee unless of nominal or token value or express written permission is received by their manager and the SGT Chief Compliance Officer.



Anti-Corruption: Demanding & Accepting Advantages

Employees are not permitted to use their jobs to solicit, demand, accept, obtain, or be promised advantages. This does not apply to the acceptance of occasional gifts of purely symbolic value or meals or entertainment reasonable in value that are consistent with local customs and practices and SGT policies. Any other gifts, meals or entertainment must be refused.

Political Contributions, Charitable Donations & Sponsoring

SGT does not make political contributions (donations to politicians, political parties or political organizations). However, as a responsible member of society, SGT makes occasional monetary or product donations for education and science, and social and humanitarian projects. Some types of donations are always prohibited, however, including but not limited to donations: (1) to individuals; (2) to for-profit organizations; (3) paid to private accounts; (4) to organizations with goals incompatible with SGT's corporate principles; or (5) that would or might damage SGT's reputation.

All donations, contributions, and sponsorships must be transparent. This means, among other things, that the recipient's identity and planned use of the donation must be clear, and the reason and purpose for the donation must be justifiable, documented, and approved in writing by both appropriate management and the SGT Chief Compliance Officer.

Quasi-donations, meaning donations which appear to be compensation for a service but are substantially larger than the value of the service, are prohibited.

Sponsoring means any contribution in money or in-kind by SGT towards an event organized by a third party in return for the opportunity to advertise the Siemens brands by, for example, displaying the Siemens logo, being mentioned in opening or closing addresses, or the participation of a speaker on a discussion panel, as well as tickets to an event. All sponsoring contributions must be transparent, made pursuant to written agreement, be for legitimate business purposes, and be commensurate with the consideration offered by the event host.

Donations, contributions, and sponsorships may not be promised, offered or made to secure unjustified competitive advantages for SGT or for other improper purposes, and they may not be made toward events organized by individuals or organizations that have goals incompatible with SGT's corporate principles or that would damage the company's reputation.

Protection & Proper Use of Company Assets

Effective use of Company resources is critical to our bottom line and these resources should be used principally for business purposes that advance SGT's company objectives. Occasionally, however, limited personal use is permitted when it does not compromise SGT interests or Company resources. Each of us should use these resources wisely, demonstrate efficiency and guard against waste. We must limit time spent on personal affairs to a reasonable duration and frequency – always incidental to your workday and never charged to the Company or customer. Personal use must not interfere with or adversely affect your job performance or that of any other person or organizational requirements. You may never use Company assets in an illegal, disruptive or offensive manner to others (e.g., involving racist or sexually explicit materials or materials that are discriminatory, hateful or threatening).

Employees should be mindful of the fact that SGT retains and exercises the right to access, review, monitor and disclose any information transmitted, received or stored using Company electronic equipment and information systems, with or without an employee's or third party's knowledge, consent or approval and in accordance with applicable law, at all times. Employees and third parties should have no expectation of privacy in connection with Company equipment or systems.

Proprietary Data & Confidentiality

One of SGT's most important assets is its information. Each employee who has received or has access to proprietary information should take great care to keep this information Company private. In addition, because we interact with other companies and organizations, we may be aware or being given custody of proprietary or competition-sensitive data from customers before that information has been made available to the public. You must treat this information in the same manner as you are required to treat SGT proprietary information. There may even be times when you must treat as private the fact that we have an interest in, or are involved with, another company. In all cases, we cannot accept, use, or disclose competitive or proprietary data unless properly authorized.

Confidential or proprietary information may include, but is not limited to:

- Details concerning a company's organization and equipment, prices, sales, profits, markets, customers and other matters of business;
- Information on manufacturing or research and development; and internal reporting figures.

The obligation to maintain confidentiality may extend beyond the termination of the relevant relationship since the disclosure of confidential information could cause harm to SGT's business, clients or customers no matter when it is disclosed. Materials that contain proprietary information, such as memos, notebooks, computer disks and laptop computers, must be stored securely at all times.

Data Protection & Data Security

Access to the Intranet and Internet and other electronic business dealings are all crucial to the effectiveness of each and every one of us and for the success of the business as a whole. However, the advantages of electronic communication are tied to risks in terms of personal privacy protection and data security. Effective foresight with regard to these risks is an important component of data governance, information technology management, the leadership function, and also the behavior of each individual.

Personal data may only be collected, processed or used insofar as it is necessary for predetermined, clear and legitimate purposes. In addition, personal data must be maintained in a secure manner and appropriate precautions should be taken when transmitting it. High standards must be ensured with regard to data quality and technical protection against unauthorized access. The use of this data must be transparent for those concerned and the rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking, and deletion of information.

In all cases, employees must be aware of – and abide by - applicable laws and obligations to protect the privacy of others.



Government Procurement

In all of SGT's dealings and interactions with the Federal Government, we act in a manner that is transparent, honest and accurate. We comply with all applicable laws and regulations related to government procurements including, but not limited to, laws prohibiting efforts to improperly influence government officials. SGT employees must strictly adhere to the Company's several specific policies and procedures regarding government procurement, public contract performance, and other interactions with government officials and representatives.

Anti-Money Laundering

It is SGT's objective to conduct business with reputable consultants and business partners who are involved in lawful business activities and whose funds are derived from legitimate sources. We do not facilitate money laundering which is the process of disguising the nature and source of money connected with criminal activity. All employees must abide by applicable anti-money laundering laws and SGT's Policies and Procedures designed to detect and deter suspicious forms of payment or customers or other transactions that could involve money laundering. To avoid problems in this area, employees must be attentive to and report suspicious behavior by customers, consultants and business partners. Employees must also follow all accounting, record-keeping and financial reporting requirements applicable to cash and payments in connection with other transactions and contracts.



Working with Suppliers

SGT wants its suppliers to comply with all applicable laws. Further, we expect our suppliers to act in accordance with the following principles, similarly adopted by SGT, concerning responsibilities toward stakeholders and the environment:

- Comply with all applicable laws
- Prohibit corruption
- Respect the rights of employees
- Take responsibility for the health and safety of their employees
- Act in accordance with applicable statutory and international standards regarding environmental protection, and promote compliance among their suppliers

Insider Trading Rules

People who have inside information with regard to SGT, another part of Siemens or another company, such as a customer, supplier or joint venture partner whose securities are traded on a stock are not allowed to trade in these companies securities (shares of stock). Inside information is any specific information which is not public relating to Siemens or such other issuer of securities, which, if it became publicly known, would likely have a significant effect on the price of the security. Such a situation exists if a reasonable investor would view the information as likely to have an impact on the price of the security. It would also exist if a reasonable investor would take the information into account in making an investment decision. Inside information may be acquired as a result of an employee's position and responsibilities or inadvertently and includes non-public information about such things as:

- Financial results
- Financial plans or budgets
- Dividend changes
- Significant mergers or acquisitions
- Divestitures
- Particularly important contract awards or strategic plans
- Major developments in litigation
- Technical or product developments
- Major management changes, joint ventures and major business agreements
- Business relationships

Inside information must not be disclosed or made available to a third party without authority to do so. The disclosure of inside information is unauthorized whenever it is made outside the normal scope of an insider's work functions or professional duties, or in fulfilling other duties on behalf of the issuer. This applies both to information disclosed within Siemens and to information disclosed outside Siemens, including to journalists, financial analysts, customers, consultants, family members or friends. Furthermore, employees must always make sure that insider-relevant information is secured so that unauthorized persons cannot gain access to it.

In addition, persons who have inside information are not allowed to recommend that a third party acquire or dispose securities for which that information is relevant, or to otherwise induce a third party to do so. Managers can be held personally liable for damages in some cases if an employee violates insider trading rules and proper supervision could have prevented the violation.



Management, Responsibility & Supervision

The culture of integrity and compliance in an organization starts at the top and is a key part of SGT management's duties of motivation and supervision. Managers bear responsibility for all employees whose leadership is entrusted to them and must earn their team's respect through exemplary personal behavior, performance, openness and social competence. This means, among other things, that each manager must emphasize the importance of ethical conduct and compliance, make them regular topics of everyday business and promote them through personal leadership and training.

SGT managers shall also be accessible in case employees wish to raise compliance concerns, ask questions or discuss a professional problem. It is the responsibility of all managers to see to it that there are no violations of laws and other regulations within their area of responsibility that their supervision could have prevented. Leaders are responsible even if they delegate certain tasks and should:

- Carefully select employees based on their personal and professional qualifications and suitability.
- The duty of due care increases with the significance of the task the employee must perform (duty of selection).
- Give precise, complete and binding instructions to employees, especially with regard to compliance with the policies, procedures, and government laws and regulations (duty to give instructions).
- Ensure that compliance with the law is continuously monitored (duty of monitoring).
- Clearly communicate to employees the importance of integrity and compliance in everyday business. Managers must also communicate that violations of the law are unacceptable and will have negative employment consequences (duty of communication).



Our Shared Commitment

If you are aware of a suspected or actual violation of the Code of Ethics and Business Conduct, or any law or regulation, by others, you have a responsibility to report it. Whether you choose to speak with your manager, the SGT Chief Compliance Officer, or SGT Legal, you can do so without fear of any form of retaliation. We will take prompt disciplinary action against any employee who retaliates against you, up to and including termination of employment.

Resources

All employees are encouraged to seek guidance or information from their manager, SGT Human Resources, the SGT Chief Compliance Officer, SGT Legal, or the Compliance Hotline whenever they have a question or concern.

Compliance Hotline: 1-844-408-0217

The SGT EthicsPoint site (www.siemensgovt.ethicspoint.com)

All reports can be submitted both confidentially and anonymously, and all complaints will be investigated. Appropriate and effective corrective measures will be implemented if and as necessary. All documentation and information will be kept confidential to the extent permitted by law and in accordance with SGT Policies and Procedures. No reprisal of any kind against complainants will be tolerated.

Code of Ethics and Business Conduct Implementation, Compliance & Monitoring

SGT management shall actively foster the widespread distribution of the SGT Code of Ethics and Business Conduct and see to it that they are implemented.

Compliance with observance of the law and the SGT Code of Ethics and Business Conduct in all SGT business activities shall be and is monitored on an ongoing and regular basis in accordance with applicable law and SGT Policies and Procedures.

