

VARETIS, INC.

CODE OF BUSINESS ETHICS AND CONDUCT

September 2026 Edition

Message from Varetis' President & Chief Executive Officer

Team,

We have entered a new chapter in the history of our company.

As we move forward together, our commitment remains rooted in delivering exceptional outcomes for our customers through integrity, accountability, innovation, and disciplined execution. We support critical missions across healthcare and government, and our success depends on the trust placed in us by our customers, partners, and one another.

Our vision is to build a trusted, technology-enabled organization known for predictable results, operational excellence, and ethical leadership. We believe that great organizations are built not only through talented people, but through strong systems, sound decision-making, continuous improvement, and an unwavering commitment to doing the right thing.

Trust is the foundation of everything we do.

As a federal contractor and steward of sensitive information, we bear significant responsibilities to our customers, the government, our teammates, and the public. We must conduct ourselves honestly, ethically, and transparently in every interaction. Compliance with laws, regulations, contractual requirements, and company policies is not simply a requirement, it is an expectation that applies to all of us, including executive leadership.

This Code of Business Ethics and Conduct serves as a guide for how we make decisions, interact with others, and navigate difficult situations. It reflects the standards that define our culture and reinforces our shared responsibility to protect the reputation and integrity of our organization.

We each have a duty to speak up when something does not seem right. Questions, concerns, and good-faith reports are welcomed and encouraged. We are committed to maintaining an environment where employees can raise concerns without fear of retaliation and where ethical conduct is valued, reinforced, and supported.

As leaders and teammates, we are all accountable for fostering a culture based on respect, trust, professionalism, and continuous improvement. We will learn from experience, challenge ourselves to improve, and hold ourselves to the highest standards of integrity in everything we do.

I am grateful for the dedication, professionalism, and commitment you bring to our company each day. Together, we can build something exceptional, a company known not only for what it does, but for how it does it.

Thank you for your commitment to our values, our customers, and one another.

Todd w. Traver Digitally signed by Todd w. Traver
Date: 2026.09.11 10:03:14 -04'00'

Todd W. Traver
President & Chief Executive Officer

STATEMENT OF PURPOSE

The purpose of the Code of Business Ethics and Conduct (the "Code") of Varetis, Inc. ("Varetis," the "Company," or "we") is to define the principles of business ethics and conduct that Varetis requires *all* of its employees and contractors (for ease of reference, referred to collectively herein as "employees") to follow in dealings on behalf of Varetis with the government, the general public, customers, suppliers, competitors, and fellow employees. We expect all officers and executives throughout the organization to regularly promote this Code and the principles herein within their functional areas and to the employees they supervise.

WHERE TO GO FOR HELP?

We train each of our employees on the Code's principles as part of new-hire onboarding, and training materials remain accessible to employees through ADP and SharePoint. We expect all our employees to understand and abide by the principles set forth in the Code. You can *always* reach out to a manager, supervisor, or colleague if something is unclear to you!

We maintain reporting mechanisms through which employees and third parties can confidentially submit questions, complaints, concerns, or reports.

- Ethics Hotline: Our 24/7 Ethics Hotline number is (202) 863-9281 x707. All questions and incident reports are responded to promptly and confidentially.

- Ethics Contacts: Varetis maintains a Chief Compliance Officer responsible for overseeing and administering the Company's Ethics & Compliance Program. For more information on anything in this Code, employees may directly contact their manager, Human Resources (hr@Varetisinc.com), or Compliance (compliance@Varetisinc.com).

KEY DO'S AND DON'TS

Although every employee is required to read the Code in its entirety and certify their understanding and compliance, the following section briefly summarizes key themes of the Code. Throughout the Code, embedded Q&A text boxes aim to provide practical guidance on key points.

Do	Don't
Do contact your manager, Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline ((202) 863-9281 x707) if you ever have any questions about this Code or need guidance on how to navigate a situation you may face.	**Don't** offer, give, or receive anything of value under circumstances that are unlawful or that could be viewed as an attempt to improperly influence a recipient's decisions affecting the Company.
Do avoid any situation, activity, or investment that affects or appears to affect your ability to exercise impartial judgment on the job or that adversely affects the Company's interests, and disclose any actual, potential, or perceived conflict of interest.	**Don't** give or offer anything of value, directly or indirectly, to any foreign official or entity for the purpose of influencing any act or decision in their official capacity in order to help Varetis obtain or retain business or to direct business to any particular person or company or to secure any improper advantage.
Do comply fully with Varetis policies and all federal laws and regulations dealing with the recruitment and employment of current or former federal government employees and ensure that all recruitment and hiring practices comply with such laws and regulations.	**Don't** make false or misleading entries of any kind on Company records at any level.
Do ensure accuracy in all communications with federal, state, and local governments.	**Don't** destroy any information (whether hard copy or electronically stored) that you have been informed is subject to or protected by a document-hold notice.
Do comply fully with Varetis policies and all federal laws and regulations dealing with labor charging and ensure total time accounting to appropriate charge numbers.	**Don't** make or participate in any racist, sexist, or other types of discriminatory jokes or comments.
Do follow organizational conflict of interest ("OCI") compliance measures by understanding the OCI categories and rules.	**Don't** view, download, possess, copy, send, post, or access any illegal, sexually explicit, pornographic, or obscene material of any kind.
Do follow safeguarding measures to ensure proper protection of all Varetis Confidential and Proprietary Information as well as capital assets, including intellectual property such as trade secrets.	
Do report *immediately* any actual, apparent, or suspected violations of this Code, Varetis policies or procedures, or laws or regulations.	

COMPANY POLICIES, PROCEDURES, AND GUIDELINES

The Company maintains a series of policies, procedures, and guidelines that relate to the subject matter of this Code and to other important matters relating to the Company and its operations. Those policies, procedures, and guidelines can be found in the ADP portal and SharePoint site and should be read and followed—with this Code in mind—at all times.

We may encounter situations in which the policies or procedures of third parties, including our customers, vendors, or suppliers, conflict with our own. To the extent you encounter such a situation and are unsure of how to proceed, please contact Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline ((202) 863-9281 x707) for guidance.

EQUAL OPPORTUNITY AND DIVERSITY

Varetis is committed to fostering workplaces that are safe and professional and that promote teamwork, diversity, and trust. This includes the strongest commitment to providing equal employment opportunities for all persons.

Varetis recruits, hires, develops, promotes, disciplines, and provides conditions of employment without regard to a person's race, color, religion, creed, sex, age, national origin, covered veteran status, disability, marital status, sexual orientation, or any other legally protected status.

DISCRIMINATION AND HARASSMENT, INCLUDING SEXUAL HARASSMENT

Varetis promotes a productive work environment and does not tolerate inappropriate behavior that creates an intimidating, offensive, or hostile environment. We will not tolerate any form of harassment, including harassment for race, color, sex, national origin, ancestry, handicap, medical condition, marital status, disability, sexual orientation, age, religion, or any other legally protected status.

Employees who engage in acts that constitute discrimination and/or harassment will be disciplined in a manner appropriate to the offense, up to and including termination.

Managers have a responsibility to keep the workplace free of any form of discrimination and/or harassment, including sexual harassment. No manager may threaten or insinuate, either explicitly or implicitly, that an employee's refusal or willingness to submit to sexual advances will affect the employee's terms or conditions of employment.

Check Point – Q&A

Q: A co-worker is initiating unwelcomed advances. I'm uncomfortable confronting this person directly. To whom should I speak about this?

A: If comfortable, you can raise this situation directly with your direct manager, who will escalate the situation, as appropriate. If you prefer, you can also contact Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707. All reports will be handled promptly and confidentially, and good-faith reporters will be protected from retaliation.

HEALTH, SAFETY, AND SECURITY OF EMPLOYEES

Varetis is committed to providing our employees with a safe and secure work environment. Each work location has safety rules that must be followed. However, having safety rules is not enough. Our commitment to safety means each of us needs to be alert to safety risks as we go about our jobs. All our employees—and employees of other companies working on our premises—must understand and abide by the health and safety requirements associated with their jobs.

A safe and secure work environment also means a workplace free from violence. Threats (whether implicit or explicit), intimidation, and violence have no place at Varetis and will not be tolerated. Weapons are not allowed in the workplace without authorization.

EMPLOYEE CONFIDENTIALITY

Varetis believes in respecting the confidentiality of its employees' personal information. This means that access to personal records should be limited to company personnel who have appropriate authorization and a clear business need for that information. Employees who have access to personal information must treat it appropriately and confidentially.

DRUGS AND ALCOHOL IN THE WORKPLACE

Varetis seeks to maintain a drug-free workplace. Varetis will abide by all applicable laws and regulations relative to the possession or use of alcohol and drugs and any policies of our clients.

PROTECTING CONFIDENTIAL AND/OR PROPRIETARY INFORMATION AND INTELLECTUAL PROPERTY

Employees are responsible for ensuring the proper protection of Varetis' confidential and/or proprietary information and capital assets, including intellectual property. This responsibility also extends to all confidential and/or proprietary information and intellectual property produced by and/or communicated to employees (including third party IP) as a result of employment at Varetis. In accordance with Varetis' Proprietary Information and Invention Assignment Agreement and other employee agreements, Varetis retains all rights, title, and interest to all inventions, software, and other intellectual property that result from or are suggested by work performed by employees for Varetis or use of Varetis' resources.

In addition to the obligations with respect to Varetis' confidential and/or proprietary information, Varetis must protect and hold in confidence confidential and/or proprietary and business-sensitive information given to it by customers, partners, or individuals with whom it does business. Employees must take all necessary measures to protect such third-party information from unauthorized disclosure.

Check Point – Q&A

Q: We are in the middle of preparing a proposal for a large government procurement and an unknown sender just emailed me a copy of a competitor's proprietary information. What should I do?

A: Immediately contact your direct manager, who will escalate the situation, as appropriate. Do not copy the email or its contents, share it with others, or use it in any way. Proper intelligence-gathering is a legitimate marketing activity, but use of apparently proprietary information received from unknown sources is never an approved practice.

* * *

Q: What types of competitor information may Varetis employees legitimately receive and use?

A: Information that is available to the general public (e.g., published price lists, catalogs) or that is provided to Varetis by a representative of the competitor with authority and approval to release such information.

SECURITY OF U.S. GOVERNMENT CLASSIFIED AND OTHER SENSITIVE INFORMATION

Employees have an obligation to comply with government laws and regulations that protect our nation's defense secrets and to prevent any unauthorized access to or dissemination of sensitive information.

Employees who have valid security clearance and require access to specific classified information must handle such information, in whatever form it exists, strictly in accordance with the procedures set forth by the appropriate governmental agency for safeguarding classified information. Such procedures normally encompass activities such as storage, reproduction, review, shipping, and destruction of classified information.

In addition, information may be unclassified but sensitive in the form of documents labeled "For Official Use Only" or "For Internal Use Only" (or words to that effect) to identify information or material which, although unclassified, may not be appropriate for public release, or "NOFORN," meaning that the information is not to be conveyed in any manner to any foreign national except through a license or other valid approval from the appropriate U.S. Government agency or classifying authority. Employees must take appropriate steps to protect such information from unauthorized disclosure consistent with the agency rules and policies under which such document is issued. Again, you should always feel free to submit questions or concerns to your direct manager, Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707.

Check Point – Q&A

Q: I am meeting an engineer from another company for coffee. He is working on the same government project as I and we need to discuss the interface specification. The specification is classified, so I left it at the office. Is it ok to discuss the specification with him at the restaurant since we don't have the actual classified material with us?

A: No. It is never acceptable to discuss classified information in a public place. The security and confidentiality of the information could be compromised if someone overhears the conversation. Separately, the level of security clearance held by the other person must be verified to determine that person's clearance for discussing classified information.

INFORMATION SYSTEMS

Varetis limits the use by employees of all office automation and information systems, whether company-owned or customer-owned, to company business. In keeping with this limitation, all information stored or transmitted with the use of computer-based and voice-based information systems owned or otherwise used by Varetis shall remain the sole property of Varetis. Varetis reserves the right to access and audit all such information systems at any time.

Employees must never use office automation and information systems to display, store, or transmit any information that others may construe as discrimination and/or harassment on the basis of race, national origin, sex, sexual orientation, age, disability, or religious or political beliefs.

CONDUCTING BUSINESS

Varetis conducts its business activities in compliance with all applicable U.S. (federal, state, and local) laws, regulations, and judicial decrees, as well as those of other countries where Varetis conducts business. No employee may take any action on behalf of Varetis that the employee knows, or reasonably should know, would violate any law or regulation.

In addition to literal compliance with legal requirements, each employee must adhere to the overriding moral and ethical standards of fair dealing in the conduct of business. Varetis' interests are not served by unethical practices and activities—even in the absence of a technical violation of law. When no legal requirement applies directly to a questionable situation, employees must conduct Varetis business in a manner protective of Varetis' tradition of integrity and ethical conduct.

As stated elsewhere throughout this Code, employees should promptly submit any questions, complaints, concerns, or reports to either their manager, Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline ((202) 863-9281 x707).

CONFLICTS OF INTEREST

Employees and their immediate families must avoid any situation that may create or appear to create a conflict between personal interests and the interests of the Company. Employees and their immediate families must not engage in any outside interest, activity, or investment which, in the opinion of Varetis, may reflect against Varetis or conflict with its best interests.

The following are examples of conflicts of interest:

- Engaging in employment or any other activity that interferes with your ability to devote the required time and attention to your job responsibilities at Varetis.
- Holding a significant financial interest in a current or prospective customer, supplier, or competitor of Varetis, or serving as an employee, consultant, or director of that business.
- Supervising the job performance or compensation of a relative.
- Using confidential Company information or improperly using Company assets for personal benefit or the benefit of others.

If a conflict of interest—or the *appearance* of a conflict of interest develops—an employee must report and disclose the matter to Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our

24/7 Ethics Hotline at (202) 863-9281 x707.

It is important to remember that even if a conflict exists, the corrective action will depend on the individual circumstances. Conflicts can arise innocently, and most are investigated to the extent necessary to determine that the Company's interests (and the interests of our customers) are best served. To enable the Company to make an independent determination of each situation, employees must promptly report all potential conflicts.

Check Point – Q&A

Q: A Company consultant has offered to pay me to work for her on my own time. Is this against Company policy?

A: While not against Company policy, "moonlighting" for a consultant or supplier could lead to a conflict of interest. You must report the matter to Human Resources (hr@Varetisinc.com) or Compliance (compliance@Varetisinc.com), who will provide further guidance.

MARKETING AND PROCUREMENT INTEGRITY

Employees must always deal honestly and fairly with all government customers, as well as with other contractors, teaming partners, subcontractors, suppliers, and consultants supporting Varetis' government business. When preparing government quotes/proposals and negotiating contracts, employees must always be accurate, current, and complete in all of their representations on behalf of Varetis. In conducting business with government agencies, the Company is 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.

The submission to a government customer of a proposal, price quotation, claim, or other information that is knowingly false, incomplete, or misleading can result in civil or criminal liability for both the Company and individual employees involved in the submission. The penalties for such practices include suspension of a contract, debarment, imprisonment, and/or fines. The Company is obligated to and must disclose, when required to do so, current, accurate, and complete cost and pricing data.

Check Point – Q&A

Q: What does it mean that Varetis must disclose to the U.S. Government "current, accurate, and complete cost and pricing data" in connection with many of its contracts"?

A: The Truth in Negotiations law defines "cost and pricing data" as all the facts at the time of agreement on price that prudent buyers and sellers could reasonably expect to affect price negotiations. These include vendor quotes, nonrecurring costs, changes in production methods and estimates, and any other final management decisions that could have a significant bearing on cost or price. If you have any questions on this point, please discuss it with your direct manager.

* * *

Q: I am evaluating specification data and drawings on a supplier's new product that we are considering for one of our programs. The documentation has been labeled "Proprietary-For Evaluation Purposes Only." I want to find out if another supplier can develop a similar product more cheaply. Can I send the other supplier the drawings to see if they have a similar product or can develop one? After all, we're supposed to encourage competition between suppliers.

A: No. You cannot share the data with the other supplier. It was provided to us in confidence, and the purpose has been clearly indicated.

DEALINGS WITH SUPPLIERS OR CONTRACTORS

Employees may have dealings with suppliers and contractors. It is therefore important when continuing to work with a chosen supplier or contractor, or when negotiating competitive terms with a new supplier or contractor, that employees take account of the following:

- It is the Company's policy to award orders, contracts, and commitments to suppliers and contractors on the basis of merit (including cost efficiency), without favoritism. Where possible, terms of all orders, contracts, and commitments should be specified to all parties in writing.

- While bearing in mind the advantages to the Company of maintaining a relationship with a supplier, any arrangement that might, in the long term, prevent the effective operation of fair competition, should be avoided.

DEALING WITH COMPETITORS

The Company prohibits unfair methods of competition and unfair or deceptive acts or practices in the conduct of its business affairs. In situations where Varetis is considering the possibility of teaming with a company or organization to respond to a particular opportunity, the company or organization will, in most cases, not be considered a competitor with respect to that particular opportunity for purposes of this section.

However, the same company or organization with which Varetis is teaming on a specific opportunity may be competing against Varetis on other opportunities. In those situations, that company would be considered a competitor to which the requirements of this section apply. In addition, employees are prohibited by law from entering into any agreement or understanding with a competitor regarding prices. This includes any agreement or understanding that affects prices or any other conditions of sale.

Check Point – Q&A

Q: Another company asked me to share the contract terms and pricing that we recently negotiated with a supplier. Apparently, they're in talks with the same supplier and would like to replicate the deal we have. Am I allowed to share that information?

A: No. We have an ethical and contractual obligation to respect the confidentiality of the supplier's pricing. Also, such actions might be construed as an attempt to fix prices in the supply market.

ORGANIZATIONAL CONFLICTS OF INTEREST

Varetis policy prohibits any contract from being negotiated or executed if the interests of a particular customer are of such a nature as to compromise or threaten Varetis' ability to maintain unbiased objectivity in serving its other customers, resulting in a potential Organizational Conflict of Interest ("OCI").

Examples of potential OCIs include:

- Competing for a management/services contract that might require the contracting company to evaluate its own products for use by the government.
- Competing to supply products/services for which Varetis has designed the specifications.
- Accessing other companies' proprietary information in a manner that has not been authorized for use in landing/performing the contract; and
- Accessing other companies' proprietary information that has been obtained by leveraging the contract in question, might provide an unfair competitive advantage.

RECRUITMENT AND EMPLOYMENT OF CURRENT AND FORMER U.S. GOVERNMENT EMPLOYEES

Federal laws and regulations govern the employment of current or former U.S. Government employees (military or civilian), either directly or as consultants (known as the "Revolving Door"). These requirements also regulate the circumstances under which Varetis may engage in pre-employment discussions. If a current government employee seeks employment with Varetis, that employee must notify his or her manager immediately to initiate a review of the situation in accordance with federal procurement integrity laws and regulations. In addition, the Revolving Door issue is a compliance requirement for the Company's contractual representations and certifications.

All prospective employees and consultants who are current or former U.S. Government officers or employees must provide requested information to assist Varetis in determining which restrictions, if any, apply to the prospective employee/consultant and in assessing the impact upon employment discussions, hiring restrictions, and future work assignments at Varetis.

Before initiating any action to discuss the employment of current or former U.S. Government employees, Varetis employees must consult with Human Resources (hr@Varetisinc.com). In the event that a former U.S. Government employee becomes a consultant or employee of Varetis, Varetis will observe all applicable post-employment requirements.

Check Point – Q&A

Q: A friend of mine is retiring from the U.S. Government. May I inform them of possible employment opportunities within Varetis?

A: There are very restrictive rules regarding the employment of current or former U.S. Government employees. While you may mention in a very *general* manner that possible opportunities may exist, you should not get into any specifics regarding employment or current openings or requirements. You should avoid making any promises or offers regarding employment and you should not accept a resume. Instead, you may refer the individual to Human Resources (hr@Varetisinc.com). These same guidelines apply to consulting arrangements with former U.S. Government employees.

* * *

Q: I want to hire an individual for a managerial position. That person worked for the U.S. Government in a senior position but left that position three months ago. Does their past employment raise a potential issue for Varetis?

A: Yes. Federal laws and regulations restrict post-government employment activities of former government officers and employees. Although some restrictions apply only for a one- or two-year period after termination of government service, these regulations also impose lifetime restrictions related to certain activities that the former government employee may have participated in during government service. You should consult with Human Resources (hr@Varetisinc.com) for more information.

GRATUITIES, BRIBES, AND ILLEGAL PAYMENTS

The Anti-Kickback Act of 1986 prohibits government contractors and subcontractors from providing, attempting to provide, offering, soliciting, accepting, or attempting to accept any kickbacks. The Act stipulates criminal and civil penalties for both the company and the responsible employee for a violation of the law. The Foreign Corrupt Practices Act of 1977 makes it unlawful to promise, offer, or give anything of value to a foreign government official with the intent to secure an improper advantage to win new business or retain existing business. The FCPA also requires certain companies whose securities are listed in the United States to maintain accurate and complete financial records and internal-control systems that facilitate accurate reporting and reasonably control company resources. Our **Anti-Corruption Policy** defines both these laws and provides practical guidance on how to reduce our risk and comply with regulatory requirements.

Federal government departments and agencies are subject to procurement-integrity laws and other regulations concerning acceptance by their employees of entertainment, meals, gifts, or anything of value from firms and persons with whom the government departments and agencies do business, as defined below. Certain agencies also maintain agency-specific rules and policies for their employees that are more restrictive than the government-wide regulations governing acceptance of gratuities.

Employees shall not offer or give any gift, gratuity, bribe, or kickback to any Varetis customer, supplier, or government employee or official (whether domestic or foreign), nor shall employees accept or solicit any gift, gratuity, bribe, or kickback from any such person that would violate law, regulation, or the policies of the Company or the recipient's Company, or cause embarrassment to or negatively reflect on the Company's reputation. This applies to both Varetis employees and any member of an Varetis employee's household or immediate family (any relative of the employee or the employee's spouse).

Be Mindful of Appearances! As employees of Varetis, we must avoid any situation that could create or appear to create a conflict between the employee's personal interests and the interests of Varetis. That could

include, for example, offering or accepting meals, gifts, gratuities, or entertainment. Our **Anti-Corruption Policy** strictly prohibits employees from providing meals, gifts, entertainment, and other hospitality to any third party—regardless of whether or not they are a government employee—without written pre-approval from Compliance (compliance@Varetisinc.com).

Employees must not accept anything of value (including gifts, meals, entertainment, or hospitality) from any other person that could create an actual or perceived conflict of interest or otherwise interfere with any Company business, including active business pursuits such as bids, tenders, proposals, or contract-renewal negotiations.

Check Point – Q&A

Q: We are preparing a proposal to support a U.S. Government agency. After a meeting to discuss our proposal, the contracting officer suggests to me that a donation to his wife's charitable organization might help sway the contract in our favor. What should I do?

A: Do not engage in the discussion and immediately report the interaction to Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707.

* * *

Q: Can I buy a $20 lunch for a DoD representative? What about playing a round of golf together if we pay our own way?

A: No, our Anti-Corruption Policy strictly prohibits employees from providing any gifts, entertainment, or hospitality (including things like meals or drinks) to third parties without written pre-approval from Compliance.

With respect to the golf outing—first and foremost, we have a duty to avoid any situation in which our actions could create an actual or perceived conflict of interest. As a rule of thumb, if you have any doubts about whether something is appropriate, you should consult with your manager, Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707. In this case, given that the individual is a government employee, we should evaluate the specific details of the golf outing to assess whether the event could create a perceived conflict. You should contact Compliance (compliance@Varetisinc.com) to discuss. Among other things, we might consider the value of the round (even though you're not paying for their share), whether others will be participating, and our current business dealings with the representative's agency, including any open or active projects, bids, proposals, or negotiations.

FALSE CLAIMS

Employees must not submit or concur in the submission of any claims, bids, proposals, or any other documents of any kind that are false, fictitious, or fraudulent. With regard to government contracts, such acts are criminal violations that could result in prosecution of both the Company and the employee.

Employees charging costs to a contract must ensure that all costs are accurately recorded and charged to the proper account. We do not tolerate mischarging labor costs, improperly allocating or transferring costs, or falsifying other cost records.

Employees must be aware of OCI-certification clauses in government contracts and in all solicitations for which a bid is prepared. Employees must make the Company aware of any potential OCIs and be mindful that

reckless disregard for the truth or falsity of information presented to the government triggers the knowledge requirement for False Claims Act liability.

Check Point – Q&A

Q: I'm not sure whether I have a disclosable OCI; it seems minor but I'm not entirely sure. How should I proceed?

A: Being diligent about spotting and communicating *potential* OCIs is a critical first step. To help you further evaluate whether the potential OCI is disclosable, please contact your manager, Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707 for more guidance.

TIME REPORTING

Timely and accurate completion of timesheets is essential. Varetis must ensure that no cost is allocated to a customer contract, either directly or indirectly, where it would be unallowable, contrary to the contract or related regulations, or otherwise improper to do so. Time reports must include the number of hours worked and the proper allocation of the time worked.

On a daily basis, employees must record all hours worked in an original time report in either paper or electronic format. When recording hours are not worked but for which pay is received (e.g., leave, excused absences), employees must ensure details are true and accurate. Shifting costs to a contract other than the contract worked on is strictly prohibited.

Employees must properly document and allocate any cost charged to a customer. These costs might include, but are not limited to, travel expenses, purchases, and use-of-equipment charges. Improper charging or allocation of time or any other cost may constitute a violation of civil or criminal statutes and regulations.

Direct-charge employees must keep time- and labor-charging reports current and must properly report all time spent on each project/assignment.

Check Point – Q&A

Q: I'm working on a Varetis fixed-price government services contract. My manager informed me that we're charging too many hours to this contract and reducing the profit level that he promised to his boss. To help strengthen the profit margin on this contract, my manager told me to charge the remainder of my time to overhead or to another (preferably cost reimbursable) contract. Is this proper?

A: Absolutely not. We have a duty to invoice our work accurately—what your manager is suggesting would represent mischarging a government contract, which could lead to both civil and criminal penalties for the Company and for you personally. You should not follow the manager's instructions and should instead immediately report this behavior to Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707.

* * *

Q: My manager asked me to charge my time to an incorrect charge number. He said it was approved by the "powers that be." Should I do this?

A: No. First, you should ensure that your manager understands the projects on which you're working and that there is no misunderstanding about the work you are doing. If your manager continues to request that you do this, you should not follow their instructions and should immediately report this behavior to either Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707.

GOVERNMENT AND INTERNAL INVESTIGATIONS; MANDATORY DISCLOSURES TO GOVERNMENT AGENCIES

As a U.S. Government contractor, Varetis is subject to an array of laws and regulations governing its business activities. In some circumstances, a government agency may initiate an investigation or review of the Company's activities or the activities of an employee. During such investigations, the Company will comply with all applicable laws, regulations, and contractual requirements and will cooperate fully with appropriate investigating agency officials.

Check Point – Q&A

Q: I received a written request for information entitled "Civil Investigative Demand." I have the information they are requesting. Should I respond directly to provide them with this information?

A: No. Any government inquiry arising through a written subpoena or a written request for information must be provided to the Company's legal counsel before any action is taken or promised. Please notify your manager of the request so that they can assist you in escalating the request to the appropriate Company department.

POLITICAL ACTIVITIES

Varetis encourages all employees to be informed voters and to be engaged in the political process. Although Varetis employees are free to become engaged in responsible political action and community service, employees should exercise caution and avoid situations that could compromise Varetis, its clients, or its professional associations.

VIOLATIONS AND REPORTING MISCONDUCT

Violations of the Code; Company policies, procedures, and guidelines; or laws or regulations by *any* employee may result in disciplinary action up to and including termination. Varetis may apply such disciplinary measures to any employee who directs or approves of prohibited activities or who has knowledge of them and does not move promptly to correct or report them. Employees who fail to take reasonable steps to prevent or detect improper conduct are also subject to disciplinary action. **It is not acceptable to look the other way!** Additional criminal or civil penalties may apply for violations of laws or regulations (federal, state, and local) governing activities outlined in this Code.

We All Have a Duty to Speak Up! Our commitment to acting with honesty and integrity relies upon each of us, as individuals, to speak up when things don't feel right. In addition to understanding the legal, ethical, and compliance responsibilities that apply to your specific job, you should *always* speak up and seek help if:

- You are unsure of the proper course of action and need advice.

- You know or have reason to believe that you, an Varetis employee, or someone acting on behalf of Varetis has done, is actively doing, or is thinking about doing something that violates our Code; our policies, procedures, and guidelines; or laws or regulations.

Varetis fosters open and free communication within the Company to ensure that all reported violations are promptly investigated in accordance with applicable Varetis policies and procedures. Employees are not authorized to conduct their own investigations; instead, Varetis will confidentially investigate all incidents reported to us to the fullest extent necessary and possible and will take appropriate action to address the situation. Employees are expected to cooperate fully with such investigations and to provide all information that they possess regarding such violations. Failure to cooperate fully in a forthright manner with any such investigation is grounds for disciplinary action, up to and including termination.

In doing business with the U.S. Government, employees must also comply with the mandatory disclosure rule under the Federal Acquisition Regulations ("FAR"). Under the FAR, U.S. Government contractors and subcontractors are required to disclose to the federal government credible evidence of certain 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.

While it is impossible to list each and every possible violation of governing laws and regulations that Varetis expects its officers, managers, employees, and agents to disclose internally, we expect and require our employees to promptly report any concerns, complaints, or issues involving business standards, compliance, or ethics, including actual or potential violations of this Code; our policies, procedures, and guidelines; or laws and regulations. As reiterated elsewhere throughout this Code, you can always report these issues to your manager, Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707.

We Do Not Tolerate Retaliation! We do not discharge, demote, suspend, threaten, harass, retaliate, or otherwise discriminate against any person based upon the lawful action of any such employee with respect to good-faith reporting of any matter covered by the Code; Company policies, procedures, and guidelines; or applicable laws or regulations. We forbid any such retaliation or reprisal by an Varetis employee or agent and will investigate allegations of any such retaliation and take appropriate action.

CLOSING THOUGHTS

We have established and maintain this Code to ensure that each employee is familiar with the policies and procedures of Varetis toward business conduct and ethics. That said, we recognize that no written document can fully capture each and every situation that may require you to make an ethical decision. We encourage you to study the Check Point – Q&A questions embedded throughout this document and reach out for guidance if you are ever unsure of how to act.

The success of our Ethics & Compliance Program depends on the support and cooperation of each of our employees. We rely on each of you to review and embody the requirements set forth in this Code. If you have questions related to the conduct or laws summarized in this Code, please contact your manager, Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or our 24/7 Ethics Hotline at (202) 863-9281 x707. By keeping these broad lines of communication open and by conducting ourselves responsibly and ethically, we will ensure the continuance of our reputation as a trusted project-management company to both the government and commercial industry.

The Company will periodically review this Code and reserves the right to modify it from time to time, with or without notice. Adherence to this Code constitutes a term of employment, but the Code or any implementing policy, procedure and/or guideline shall not otherwise alter the employment relationship of any employee or limit the right of either Varetis or any employee to terminate that employment relationship with or without notice and with or without cause.

CODE OF BUSINESS ETHICS AND CONDUCT ACKNOWLEDGEMENT AND CERTIFICATION FORM

I acknowledge that I have received and carefully read Varetis Inc.'s *Code of Business Ethics and Conduct*. I understand that this Code, along with the Company's other related policies, procedures, and guidelines outline Varetis' Ethics & Compliance Program and the requirement that I conduct business honestly, ethically, and in accordance with the Company's policies and all applicable laws.

I understand the importance of my obligation to always conduct my business affairs in a legal and ethical manner in accordance with Varetis' policies, procedures, and guidelines. Where applicable, I agree to be available to my staff to provide them with guidance on proper business conduct. To the extent I learn of any possible violations of the Code—including through queries and consultations that I receive from anyone that I supervise—I will promptly escalate those to Human Resources (hr@Varetisinc.com), Compliance (compliance@Varetisinc.com), or to our 24/7 Ethics Hotline at (202) 863-9281 x707.

I understand that compliance with the Code is a mandatory condition of employment with Varetis, and that my employment with Varetis is at-will and may be terminated by me or Varetis at any time. I understand that the Code and Varetis' implementing policies, procedures, and guidelines may be amended or revoked or that new policies, procedures, or guidelines may be established unilaterally and at Varetis' sole discretion.

At the time of my signing, I am not aware of any former or ongoing violations or potential violations of the Code; Varetis' implementing policies, procedures, and guidelines; or of Varetis' Ethics & Compliance Program that I have not already previously reported to the Company.

_____

Signature