



Day & Zimmermann

We do what we say.®



Code of ETHICS and
STANDARDS of BUSINESS CONDUCT

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HAROLD L. YOH, III
CHAIRMAN AND CEO

MESSAGE to EMPLOYEES

Our Company's reputation is one of its most valuable assets, and preserving it helps us attract and retain excellent employees and loyal customers. We've worked hard over many years to build our reputation as a values-based Company, where we put our values — safety, integrity, diversity and success — above profits and we keep our promises. We know that we have earned this distinction through the actions of our employees.

I am confident that you know the difference between right and wrong. I also know that you will face situations in your work where the proper course of action is not always clear.

— *Continued*

MESSAGE to EMPLOYEES — *Continued*

Our *Code of Ethics and Standards of Business Conduct* offers guidelines to help you make ethical decisions when faced with these dilemmas.

Our reputation is on the line every day. One questionable act by one employee can damage the Company's stature overnight. As a Company employee, you are responsible for making honorable choices and decisions that preserve and enhance the Company's reputation. When you do what is right, even when it is difficult or unpopular, you have my support and my appreciation.

Hal Yoh
Chairman and CEO
Day & Zimmermann



FOUNDATION
of **OUR CODE**
of **ETHICS:**
VALUES *and*
VISION

What makes us tick? In a word — values. **SAFETY, DIVERSITY, INTEGRITY** and **SUCCESS**. They guide our relationships with customers and employees. They unify us. They are the foundation of our decisions and the characteristics of our culture.

Our values power our vision of the future — To be the most admired company in the markets we serve, because our people deliver on our promises, every time — and they reflect our legacy. They define who we are and how we behave.

SAFETY is embedded in our culture. Our people do not, and will not, compromise safety under any circumstance, because they know that the safety of all of our stakeholders — our customers, our employees, our partners and our public — is more important to us than profit. For us safety is a passion rather than a business priority. It is rooted in human value rather than business value — and our people know that. In many of our businesses we perform hazardous work daily — and yet we do it safely, in large part because of our deep team commitment to working safely.

FOUNDATION OF OUR CODE OF ETHICS: VALUES AND VISION

INTEGRITY is *part of our identity*. It is about honoring our promise: *We do what we say.*® It requires that we conduct our business with absolute honesty and truthfulness. It means we are each accountable for our decisions, actions and commitments. It creates trust among our employees and customers. *We do what we say.*® is the soul of our Company and a commitment to our customers and to one another.

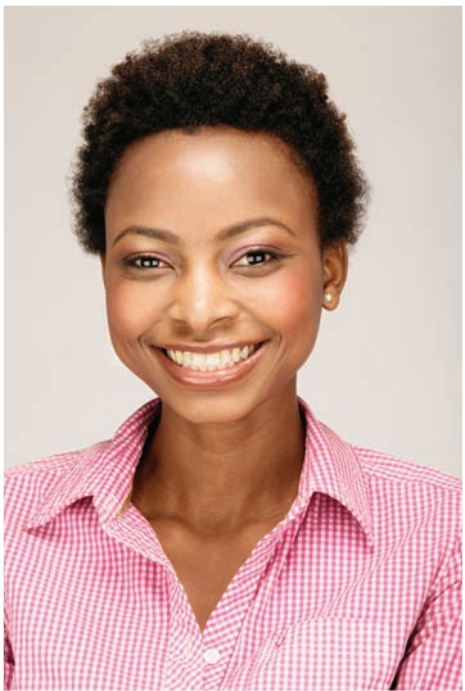
DIVERSITY is *a part of our heritage*. It means we respect the richness and value created by the differences among our employees, our customers and our businesses. It requires that we act in an inclusive manner so that all employees are able to contribute their utmost to the success of our customers, and ultimately to the success of the Company. It means we must treat others equitably, resisting the urge to treat everyone exactly the same, and instead focus on treating people in a way that is appropriate to the situation and their culture or heritage. It means we rely on standards of performance and behavior, which leads to mutual respect.

SUCCESS means different things to different people, but we define it in three ways:

First, it means we deliver services that help customers to succeed, based on how they define success. All customers have their own unique goals and challenges. Success is providing services that help customers achieve their goals and accelerate their success.

Second, it means we perform as a world-class team, and that we reap the rewards of that performance through fulfilling careers that give us opportunities to grow and be fairly compensated. It means we only win as individuals when the team succeeds.

Third, it means we help make our communities successful. Whether it is our families, friends, neighborhoods or cities, success means we are involved with and give back to others in meaningful ways. Success is not about short-term gain, but long-term viability for the team, for our customers and for our communities.



STANDARDS *of* BUSINESS CONDUCT

The Company's Code of Ethics expresses vision and values. These Standards outline your responsibilities when faced with common ethical issues. They cannot cover every ethical problem you might face, but they offer principles that should help you make good decisions.

The Standards of Business Conduct are grouped into five categories:

- Workplace Environment
- Information Recording & Reporting
- Protecting Resources
- Conflicts of Interest
- Community Relations

Become familiar with them and remember the basic principle: If you know or think an action is unethical, don't do it. If you are not sure, seek guidance from your supervisor or Ethics Officer.

WORKPLACE ENVIRONMENT



Your behavior helps the Company create a safe, productive and congenial workplace.

STANDARD: The Company is committed to providing a safe, environmentally-sound workplace in which employees are encouraged to excel. You are responsible for delivering your best work, and for following procedures that foster workplace safety, mutual respect, and congeniality.

GUIDELINE—SAFETY: Workplace safety starts with you. Learn the safety risks and hazards involved in the performance of your job and minimize those risks. Learn, understand and follow sound safety practices. Wear necessary protective gear. Part of our commitment to safety is that we are all in this together and we help one another to be safe on the job, as well as off the job.

GUIDELINE—QUALITY: Do your best work and help the Company establish and achieve high performance standards. Correct or report defects and errors that you discover in your work, and follow (don't bypass) applicable procedures, quality checks and specifications.



GUIDELINE—DRUG-FREE WORKPLACE/WORKFORCE: The Company prohibits the unlawful use, sale, attempted sale, conveyance, distribution, manufacture, purchase, attempted purchase, possession, cultivation, and/or transfer of drugs, or inhalants, regardless of whether the individual is working or on Company or customer premises. “Illegal drugs” means all drugs for which the use or possession is regulated or prohibited by federal, state, or local law, and includes “medical marijuana,” and prescription medication for which the individual does not have a valid prescription, or which is used in a manner inconsistent with the prescription.

The Company also strictly prohibits the use of alcohol while on the job, while on Company property, while operating a Company-provided vehicle and while representing the Company in any way. As an employee, you are prohibited from working or coming onto Company premises (including vehicles) with any amount of alcohol in your system.

You must also abide by customer and/or location-specific guidelines, which may include:

- A requirement that you permit an inspection of your vehicle and personal effects when entering onto Company or customer property;
- A prohibition on possessing alcohol or illegal drugs on customer property.

WORKPLACE ENVIRONMENT

GUIDELINE—EMPLOYMENT PRACTICES: The Company is committed to the principle of equal employment opportunity for all. It is our policy to ensure that all employees and applicants for employment are treated without regard to their race, creed, color, religion, citizenship, national origin, age, marital status, disability status, gender, sexual orientation, military service, or other characteristic protected by law. All decisions regarding employment and all other personnel actions are made or administered in accordance with these principles. The policy of the Company is consistent with the requirements of, and objectives set forth in, the various statutes, regulations, and executive orders relating to equal employment opportunity.

GUIDELINE—WORK ENVIRONMENT: The Company is committed to a work environment that respects the dignity and worth of each individual. Inappropriate workplace behavior and harassment create conditions that are wholly inconsistent with this commitment. The Company's goal is to foster a work environment that is free from all forms of harassment, whether that harassment is because of race, gender, religion, or other characteristics.

GUIDELINE—ENVIRONMENTAL PROTECTION: The Company seeks to minimize any adverse impact on the environment from its operations. Avoid environmental contamination as you perform your job. Conserve natural resources. Follow the laws, regulations and industry standards that protect the environment.



The Company's records must be reliable, so make sure the information you collect, record, report, or approve is up to date and accurate.

STANDARD: All Company records, reports, pricing data, invoices, and other business documents must be prepared accurately and honestly. The False Claims Act exacts significant damages for claims made directly or indirectly to the U.S. government where data we know (or should know) to be inaccurate is used to obtain the contract or support the claim. False claims may also constitute criminal fraud. Be sure that any document you prepare is correct. Do not impede or mislead any auditor who is checking our records and do not make false statements to other government officials or investigators.

GUIDELINE—TIME AND ATTENDANCE REPORTS: Accurately report the time you spend at work, on vacation, on holiday, or on other paid leave. Supervisors are responsible to ensure that time charges are assigned to the correct project or overhead account without regard for the remaining available budget. The Company's integrity is more important than financial gain.

INFORMATION RECORDING & REPORTING

GUIDELINE—TEST/TRAINING RECORDS: If you are responsible for conducting tests and recording results, record accurately the actual results of the test. Both the Company and its customers must be able to rely on the truthfulness and accuracy of test results and any follow-up corrective action. Rejecting a lot is better than risking someone's safety. Repeating a course is better than being unprepared to do the job.

GUIDELINE—COST OR PRICING DATA: When preparing bids or proposals that require a Cost & Pricing Certificate under the Truth in Negotiations Act, we must ensure that the certified data is current, accurate and complete. Any information that would affect the price negotiations must be revealed at the time we reach agreement on price. It is better to work all weekend to refigure a bid based on updated information than to be debarred from government contracts.

GUIDELINE—ACCOUNTS RECEIVABLE AND PAYABLE; GOVERNMENT OVERPAYMENTS: If you are responsible for preparing invoices or for providing information to people who do, be sure that the invoice correctly reflects the product or service sold and the terms of the sale. If you are responsible for making payments to consultants, subcontractors or suppliers, make certain that the product/service received is exactly what the purchase agreement says it is. This scrutiny helps uncover kickbacks, bribes and other improper payments or



receipts. Special attention is needed in this area when dealing with international agreements. If you become aware of overpayments by our U.S. government customer, promptly report them to your Business Unit Controller so that the amounts overpaid can be returned with an accurate explanation. It is better to take the time to check information than to cause a scandal.

GUIDELINE—BUSINESS ACCOUNTING: If you prepare or approve Company financial data, either actual or forecasted, be sure that it is as accurate as you can make it. The Company relies on such data. The Company's banks extend credit based on bank covenants that depend upon the accuracy of this information. It is better to get help early for

a business operation in financial trouble than to ignore the problem, causing the Company to have to pay a much higher rate of interest, limiting growth opportunities for you and your co-workers.

GUIDELINE—CONTRACT COSTS: The Company must assign costs to certain projects and overhead accounts in accordance with a government-approved Disclosure Statement. If you record costs for government contracts, your work must be timely, accurate and complete. It is better to assign costs to the right account in the first place, than to reimburse a customer following an audit for charges the customer should not have been asked to pay.

PROTECTING RESOURCES



As an employee, you are responsible for preserving and protecting the property, money and information of the Company and its customers.

STANDARD: Property, money and information that belong to the Company or its customers must be preserved, protected and accounted for. As an employee, you should perform your work efficiently, avoiding unnecessary expense, to preserve the Company's reputation and help it win more work.

GUIDELINE—PHYSICAL PROPERTY: You are personally responsible for customer-furnished property used in your work. You must make sure that it is used properly, by authorized personnel, and only for the purpose intended. Company property may not be used for personal benefit, or sold, loaned, given away or otherwise disposed of without proper authorization. Keep track of your tools: they can be expensive to replace.

GUIDELINE—MONEY: Be frugal when spending Company or customer funds. Find the best value for the price. Find economical airfare and hotel accommodations. Smart spending can help avoid budget overruns.

GUIDELINE—SENSITIVE INFORMATION: If you have access to technical, financial, commercial, or personal information that is sensitive, you are responsible for safeguarding it. In most circumstances, you should not share sensitive information with anyone outside of the Company and may share it with those inside the Company only if they are authorized and have a legitimate need to know. Likewise, you should request and accept sensitive information from others only if you are authorized and have a legitimate need to know. Sensitive information may concern the Company, its employees, customers, business partners, and suppliers. Examples include employment records, internal investigations, legal matters, salary information, trade secrets, financial data, cost and pricing data, potential business relationships and transactions, and strategic plans. Please talk with your supervisor if you have any questions in this area.

GUIDELINE—INTELLECTUAL PROPERTY: You must not infringe on the patents, trademarks and copyrights of others. You should not use another company's trademark without that company's permission. You should not copy or redistribute copyrighted materials without the permission of the copyright owner. Please contact the Law Department if you have any questions in this area.



GUIDELINE—CLASSIFIED INFORMATION; ITAR TECHNICAL

DATA: As an employee, you are required to safeguard U.S. government classified information and sensitive unclassified information in accordance with Company-issued directives and government rules, such as the National Industrial Security Program Operating Manual. Technical data controlled by the International Traffic in Arms Regulation (ITAR) must be handled in accordance with that regulation and Company policies. The responsibility to protect classified information and ITAR Technical data will continue after you leave the Company. You must return documents or electronic files containing such information/data to the Company before you leave.



Conflicts of interest arise when, as a result of financial interests or gifts or the prospect of other gains or favors (outside those conferred by legitimate contract performance), obligations of loyalty, fairness, impartiality or objectivity appear to have been undermined or divided. You should use common sense to identify and avoid apparent conflicts of interest.

STANDARD: When you are seeking or performing work for the Company, you may not seek personal financial gain for your relatives or yourself outside Company-provided compensation. You must not corrupt a customer, vendor or supplier (or any of their employees or relatives) by offering improper rewards or kickbacks for favoring our Company. Avoid actions or relationships that create the appearance of a conflict of interest, even if there is no actual conflict.

GUIDELINE—OFFERING BRIBES, KICKBACKS OR FAVORS/GRATUITIES: Do not offer a customer, vendor or supplier a bribe, kickback or personal favor in order to win work or favorable treatment for the Company. Reasonable meals and entertainment, and small, inexpensive gifts may be exchanged with commercial business contacts, but you must make sure that the exchange is not given to secure improper favors for the Company. Government employees tend to be under tighter restrictions. When “it might look bad” to offer a gift or favor, don’t do it.

CONFLICTS OF INTEREST

GUIDELINE—PERSONAL GAIN: You may not receive personal gain, beyond your employee compensation, from situations or knowledge that result from your employment with the Company either directly or indirectly through family or friends. For instance, you may not accept gifts, meals, transportation, entertainment or other benefits from a vendor to the Company that might suggest that the vendor is seeking favorable treatment. Do not buy or sell any securities based on non-public information that came to you through your job. Do not accept loans or loan guarantees from suppliers, customers or competitors. It is better to pass up short-term personal gain than to risk a scandal imperiling your reputation and the Company's.

GUIDELINE—LOYALTIES TO A CUSTOMER, SUPPLIER OR A COMPETITOR: You must report to your supervisor any relationship with an outside entity that is a customer, supplier or a competitor of the Company. Your supervisor shall discuss that relationship with the Law Department to determine if that relationship creates a conflict of interest for you and advise you accordingly. The types of relationships that you are required to disclose include, but are not limited to, relationship as an owner, part owner, employee, consultant, as well as family and close personal relationships with customers, suppliers, competitors and those who own and manage them.

GUIDELINE—THE SECOND JOB: Report any non-Company employment to your supervisor. The Company must be confident you will be on the job when needed, and will not be too tired to concentrate.

GUIDELINE—ORGANIZATIONAL CONFLICTS OF INTEREST: Where the Company pursues new business with the government, and has an unfair competitive advantage because of one of the following scenarios, the Company may be subject to an Organizational Conflict of Interest (OCI) that will either disqualify it from the new work or that will need to be disclosed to the government and mitigated in an acceptable manner.

- 1) Impaired Objectivity — The Company has a financial interest that could be affected by its performance of the new work (e.g., the new work would evaluate the performance of a Company affiliate and thus the impartiality of that advice could be called into question).
- 2) Unequal Access to Information — As a result of work for the government on unrelated contracts, the Company has access to procurement-sensitive data furnished by the government or others that would not be available to other bidders for the new work.
- 3) Biased Ground Rules — The Company was involved in writing a specification that favors its own products.

Potential OCIs should be immediately brought to the attention of your supervisor and the Law Department. It is better that the Company disclose an apparent OCI and become disqualified from a procurement, than to inaccurately certify that no OCI exists, and later be exposed to potential civil and criminal liabilities.

CONFLICTS OF INTEREST



GUIDELINE—PROCUREMENT INTEGRITY: Both commercial and government procurements must rely on fair and equal competition. If you are involved in proposals, bids preparation or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. If you are involved in U.S. government procurement, the provisions of the Procurement Integrity Act apply and you must not ask for or accept any unauthorized contractor bid or proposal information or source selection information that is not available to all competitors. It is important to avoid even the appearance of unfair advantage. It is better to pass up an opportunity to bid, than risk being debarred from doing business with the U.S. government.

GUIDELINE—FORMER GOVERNMENT EMPLOYEES: Procurement officials and certain other U.S. government officers and employees are subject to restrictions on who they may work for and what they may do in the private sector for a period of time after they leave government employment. Some government employees must disclose to their government supervisors any employment discussions with private employers and recuse themselves from participation in procurements involving such employers. Before you discuss potential employment, or a consulting or representational relationship with a present or former government employee (or with members of their immediate families), seek guidance from Human Resources and the Law Department.

GUIDELINE—POLITICAL ACTIVITY: Political and civic activities are a personal choice. If you speak out on public issues, do not state or imply that you are speaking for the Company. You may support DAYPAC, a Company-sponsored Political Action Committee that supports business-friendly candidates. The Company may solicit for contributions to DAYPAC. Such contributions are voluntary, and the Company will never favor or disfavor an employee for contributing or declining to contribute to DAYPAC.



Many countries, including the United States, prohibit the Company from donating corporate funds, goods, or services, to political candidates directly, and restrict or regulate indirect political contributions, including the work time of Company employees. You must consult the Law Department or the Company's Vice President of Government Affairs before using any Company funds, assets or facilities for the benefit of political parties or candidates, and before contacting U.S. Congressional and Executive Branch employees and staff on behalf of the Company.

COMMUNITY RELATIONS



Relations with customers, competitors, suppliers, agents and other business associates are to be conducted in a manner that is above reproach.

STANDARD: The Company operates within larger social, economic and political communities. Company employees and representatives are encouraged to contribute and required to abide by the laws of those communities. Please keep in mind that to those communities, you *are* the Company.

GUIDELINE—COMPLIANCE WITH LAWS AND REGULATIONS: You are expected to perform all of your duties on behalf of the Company in compliance with applicable laws, regulations and Company policies. If you perform work internationally you will be subject to the laws and regulations of the countries in which we do business, with which you may not be familiar. Before accepting an international assignment or new international work, review Company policies on International Sales and Services and consult the Law Department and/or the Company's Empowered Officials if you have questions or concerns about applicable legal or regulatory requirements.



GUIDELINE—CUSTOMER, SUBCONTRACTOR, SUPPLIER, AND AGENT RELATIONS: In all of your business dealings with customers, subcontractors, suppliers and agents, learn and honor established norms of business ethics. When you are unsure whether a proposed action is ethically right or wrong, raise the issue, and seek guidance.

GUIDELINE—COMPETITOR RELATIONS: The Company honors laws that protect and foster fair and open competition, such as anti-trust and unfair competition laws.

While general guidance on antitrust principles is provided below, please contact the Law Department with specific questions. It is always an anti-trust violation to collude with a competitor explicitly or tacitly to:

- Agree on prices
- Agree to insist upon other terms of sale
- Allocate or divide up customers or markets
- Agree on production limits
- Agree on or rig competing bids

COMMUNITY RELATIONS

Requirements contracts, customer or supplier boycotts, exclusive deal arrangements, and tying or bundling for sale different products and services may, depending upon the circumstances, violate anti-trust laws. These require prior review by the Law Department.

Avoid discussing competition-sensitive issues with a competitor. When discussing lawful joint ventures and teaming arrangements with competitors, limit discussions to permissible subjects. When attending trade association events and other meetings where competitors will be present, do not let conversations stray into dangerous paths.

Also, avoid unfair competitive practices, such as:

- 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 Company 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
- Bribing a customer's agents and employees



GUIDELINE—EXPORTS, IMPORT AND INTERNATIONAL TRADE:

The U.S. government and many foreign countries have laws that govern the export and import of certain products and services, as well as any associated technical data. You are required to strictly comply with all export and import laws that govern the transfer of products, services and technical data between countries. Exporting and importing such items without proper approvals may have severe business consequences.

In addition, the U.S. government imposes trade restrictions that prohibit the Company from engaging in certain business activities in specific countries and with specific individuals and entities. You may not obligate the Company to engage in any business activities contrary to these restrictions.

COMMUNITY RELATIONS

The U.S. government also has laws that prohibit the Company from participating in or supporting restrictive international trade practices or boycotts that are not sanctioned by the U.S. government. Any request to engage in such restrictive practices should be reported to the Law Department.

There are also some U.S. laws that govern our operations in foreign countries. One such law is the Foreign Corrupt Practices Act, which prohibits corruptly offering anything of value to a foreign official to obtain or maintain business, and requires U.S. companies to have strict internal accounting controls to prevent the concealment of bribery.

These laws are complex and require specialized expertise. Before you undertake any transaction to perform work in a foreign country or offer to sell the Company's products or services to a foreign national or U.S. citizen representing a foreign entity, you must first:

- Consult the person responsible for regulatory compliance in your business unit or the Law Department; and
- Receive training on the Foreign Corrupt Practices Act, export and import control regulations and other legal requirements, such as anti-boycott laws.

GUIDELINE—MARKETING AND OTHER PUBLIC COMMUNICATIONS: If you advertise, market or sell the Company’s services or products, do so honestly. Do not belittle a competitor or make unfounded claims about the Company’s experience or products. If someone asks about the Company or its business, answer accurately, or refer the person to someone who can.

GUIDELINE—RESPONDING TO INVESTIGATIONS AND LEGAL ACTION: The Company’s response to government audits and investigations, and to lawsuits and other legal proceedings, must be carefully reviewed and approved by the Law Department. When an investigation or legal proceeding that involves the Company is under way, you may receive notice from the Law Department that records related to it are to be preserved. You must not destroy or alter any documents or electronic records related to such investigations or proceedings, and you may not lie to or mislead or seek to obstruct the work of any government or Company investigator or auditor.

If you are asked for information about the Company or a co-worker by a government auditor or investigator, you should immediately contact your supervisor and the Law Department.



REPORTING ETHICAL VIOLATIONS

You should be alert for situations that might reflect poorly on your personal reputation for integrity or on the reputation of your co-workers, the Company or its customers. You must report to your supervisor, your Ethics Officer or the appropriate department head any evidence of fraud, conflict of interest, bribery, gratuity violations, false claims made to, or significant overpayments made by a government customer. You also have the option to report your concerns to:

- The Company's Law Department, Human Resources Department, Business Unit Controllership, or Internal Audit Department
- Employee Help Line at 1-877-319-0270
- Ethics website at <https://dayzim.alertline.com>

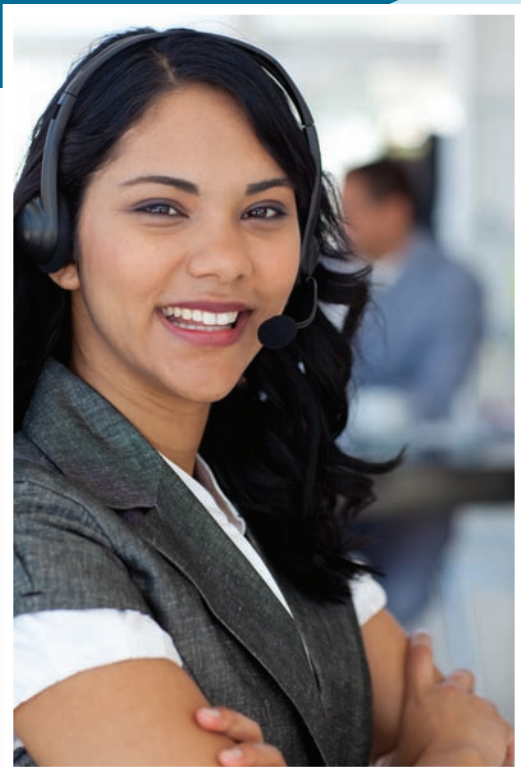
In some cases, talking to your supervisor may resolve your concern. If you are uncomfortable taking this step, choose one of the alternatives above.

REPORTING ETHICAL VIOLATIONS

RIGHTS: Your report will be handled in a confidential manner, consistent with any legal requirements and the need to investigate, report and correct misconduct. Anonymous reports are accepted, but the investigation may be more effective if you identify yourself and discuss your observations with the Company's investigator. You will be informed of the results whether you report anonymously or identify yourself. *There will be no retribution or reprisals* for good faith reports, even if unfounded.

RESULTS: If an ethical violation is substantiated, the Company will take appropriate disciplinary action, ranging from verbal reprimand to termination and civil or criminal prosecution. Employees who encourage others to commit ethical violations, or deliberately withhold information about violations, will also be disciplined, as will supervisors who neglect or tolerate violations by those who report to them, or who retaliate against employees who report such violations.

You are encouraged to report violations even if you are involved in the misconduct. Your voluntary report will be considered in your favor when determining appropriate discipline.



CONTACTS

HELP LINE / ETHICS OFFICERS

When you call the *Company Ethics Help Line* you will speak to a trained communications specialist who will document your concerns or questions and get them to the Company representative whose job it is to help. The 800 number is toll free and has TTY capability for the hearing-impaired and translation services if you need them. Outside of the United States, this number is accessible from anywhere in the world by calling the ATT operator in the country in question.

THE HELP LINE NUMBER IS: **1-877-319-0270**

MY ETHICS OFFICER IS: _____

YOU ALSO HAVE THE OPTION OF REPORTING A SUSPECTED VIOLATION ONLINE AT:

<https://dayzim.alertline.com>



Day & Zimmermann

We do what we say.®

CORPORATE HEADQUARTERS:

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