

The image shows three women in traditional, ornate clothing, likely from a cultural or ethnic group. They are wearing dark, long-sleeved dresses with intricate floral embroidery on the sleeves and bodice. They also wear elaborate headpieces with floral arrangements and long, flowing ribbons that trail behind them. The women are smiling and appear to be in a joyful, dancing or celebratory mood. The entire image is overlaid with a blue color filter.

dexis

Code of Business Ethics and Conduct

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This **Code of Business Ethics and Conduct** (hereinafter the “Code”) applies to Dexis Consulting Group (hereinafter “Dexis” or “Company”) and its employees, including all Company subsidiaries, officers, managers, and employees deployed throughout the Company’s client facilities world-wide.

In addition to Company employees, the Code applies to Dexis’ independent contractors engaged on active project pursuits or contracts to the extent of the Company’s interaction with such independent contractors.



1.0 Introduction

1.1 Brief Overview

Dexis employees are expected to understand and comply with this Code. Accordingly, Company employees should read this Code, be sure to understand its expectations and defined requirements, to ask questions as necessary, and to report any concerns that they may have about violations or potential violations of the Code.

All reports will be taken seriously and investigated in accordance with the provisions of this Code. As stated within the anti-retaliation provisions of the Code, employees who report a Code-related concern in good faith are protected, in accordance with applicable laws, from any form of retaliation.

If you are not sure whether a given matter conflicts with the Code, consider the following questions:

- Does the activity comply with the law, Dexis Code, and/or Dexis' policies and practices?
- How would Dexis' clients, law enforcement, and/or diverse representatives of the general public view the activity?
- How would a diverse set of family or community members respond to knowing about the activity?

1.2 Reporting a Concern

Ultimately, Dexis' ability to enforce the Code is based on the willingness of the Company's employees to follow the Code's requirements and on the willingness of the Company's employees to report violations of the Code. Reporting Code violations is a duty, and a failure to make a report can lead to disciplinary action.

The Code provides guidance as to how to go about reporting a violation. For deliberate reasons, the Code provides employees with multiple options for reporting a violation including your immediate supervisor, Human Resources, and/or members of the Senior Management Team.

For those situations where the reporting individual wishes to remain anonymous, employees may contact the Syntrio Lighthouse Hotline at 800- 603-2869 or www.lighthouse-services.com/dexisonline. Employees outside the U.S. can submit anonymous claims via the website or by accessing the detailed international call instructions found on the Company's intranet.

All reports will be handled with seriousness and with discretion. Regardless of how an employee reports a concern, the Company will respond to each situation quickly and completely.

1.3 Compliance with the Code

Dexis is committed to maintaining the highest level of business ethics, and therefore, this Code establishes standards of conduct which, in some instances, go beyond the strict requirements of applicable laws and regulations.

Employees who violate the Code or Company policies will be subject to discipline up to and including termination. Additionally, and as the Company's Senior Management Team and Vice President of People and Culture deem appropriate, Code violations will be reported to appropriate law enforcement and/or regulatory officials to the extent such Code violations involve actual or potential criminal activity.

This Code is not an employment contract and all Company employees are employed "at will," which means that either the Company or its employees can terminate the employment relationship at any time, with or without cause, and with or without notice, in accordance with applicable law.

The Company's Senior Management Team and VP of People and Culture have the right to amend, modify, or revise this Code at any time with or without notice to Company employees or the Company's independent contractors.

2.0 Conflicts of Interest

Dexis strives to encourage and promote objectivity in business decision-making. Avoiding conflicts of interest is critical to maintaining integrity and honesty in the way the Company conducts its business.

The Company employees have a duty of loyalty to Dexis and also must avoid any situation that may involve a conflict or the appearance of a conflict between their personal interests and the interests of the Company. In dealings with current or potential business partners including clients, customers, suppliers, independent contractors, or competitors, as well as with co-workers, employees must act in the best interests of Dexis to the exclusion of personal advantage.

To this end, Company employees are expected to make business decisions with Dexis' best interests in mind and to exercise business judgment independent of external influences such as personal financial interests, external business relationships, outside employment, and familial relationships.

Employees must promptly disclose to their supervisor and/or the Contacts referenced in this Code any situation which may involve a conflict of interest, including the types of conflicts more fully described below.

2.1 Financial Interest in a Business Partner

A conflict may arise when an employee, or a family member, owns a financial interest in any outside enterprise that does business with or seeks to do business with the Company. For purposes of this paragraph, "financial interest" is an ownership interest of greater than 1% in the entity at issue.

2.2 Outside Directorship or Key Roles

A conflict may arise by serving as a director, officer, partner, consultant, employee or in any other key role in any outside enterprise which does business with or seeks to do business with Dexis.

Outside employment with organizations that have no business dealings with the Company is generally not deemed a conflict of interest, nor is serving on boards of nonprofit organizations and related community organizations, so long as the time commitment of such service does not interfere with the employee's work duties.

2.3 Corporate Opportunities

Acting as a broker, finder, or other intermediary for the benefit of a third party in transactions involving the Company or its interests is a conflict. Dexis prohibits employees from using Company property, information, or resources for personal gain, for the benefit of a third-party, or to compete against any business dealings of the Company or any of its associated business entities.

2.4 Association with a Competitor

A conflict may arise by having any connection with or acting in any capacity similar to those capacities described above for any business or other entity that would be considered a “competitor” of the Company.

2.5 Non-Fraternization, Nepotism and Family Members

A conflict may arise by other arrangement or circumstances, including family or other personal relationships, which might dissuade the employee from acting in the best interest of Dexis.

Although the Company permits the employment of relatives, the relationship must be disclosed to Human Resources at the time of hire and such family members cannot be supervised or managed by another family member. It is expressly prohibited for a supervisor to initiate or engage in any kind of close personal relationship beyond normal workplace relations with a subordinate.

2.6 Organizational Conflict of Interest

In addition, on some projects/contracts, Dexis will be required to abide by an Organizational Conflict of Interest Mitigation Plan (“OCI Plan”). If applicable employees must adhere to those requirements, a copy of the OCI Mitigation Plan and training will be available.

2.7 Pre-existing Activities

Employees working on a long-term project must disclose pre-existing active work activities or passive investments that are in effect when offered long-term project employment.

If a potential or real conflict is discovered, Dexis will inform its client. The employees will be asked to mitigate the conflict by removing or recusing themselves from the situation causing conflict. Employees violating those provisions will be instructed to stop work immediately and document how the conflict was neutralized for the project files to create a definitive record. Dexis will also inform the client of any corrective actions.

2.8 Proprietary Information

During the course of employment, employees may be provided with and will generate correspondence, memoranda, literature, reports, summaries, manuals, proposals, contracts, customer lists, prospect lists, and other documents and data concerning the business of the Company.

Any and all such records and data, whether maintained in hard copy or on a computer or other medium, is the property of Dexis, regardless of whether it is or contains Confidential Information.

Upon termination of employment, employees are required to return all such records to Dexis and may not retain any copy of such material or make any notes regarding these materials.



3.0 Integrity in the Marketplace

Dexis strives to conduct business with clients and competitors with complete honesty and integrity. The Company expects employees to properly service clients and contend with competitors in a professional and ethical manner.

3.1 Relations with Suppliers/Business Partners

Employees who make purchasing decisions or enter into contractual relationships on behalf of Dexis with business partners must perform these duties in a manner that is in the best interests of the Company. Buying decisions should be based on competitive negotiations, quality, value, delivery, and any contractual or legal requirements that may apply.

3.2 Contracting and Bidding

Employees must comply with all federal, state, and local laws regarding bidding for and entering into contracts. There are three fundamental principles that always apply when dealing with contracts;

- Employees must not knowingly make or cause to be made any false or fraudulent statement or false claim for payment, whether orally or in writing. This includes bids, proposals, requests for payment, or any other documents of any kind that contain false, fictitious, or fraudulent information.
- Employees must not offer, give, solicit, or receive any form of a bribe, rebate, gratuity, or kickback in connection with a contract.
- Employees must not seek or knowingly receive information that the Company is not authorized to possess in bidding, including, but not limited to confidential or proprietary data or pricing information of other competitors bidding for contracts or non-public documents relating to development to the scope of work or request for proposals, bidding, or source selection. Employees who become aware of such information must immediately report the information to the VP of People and Culture.

Additionally, employees must immediately report any known or suspected violations of these principles to the VP of People and Culture.

3.3 Gifts and Entertainment

Dexis prohibits employees from gaining or attempting to gain any advantage through the improper use of business courtesies or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effects on the reputation of the Company or its employees. Offering, giving, soliciting, or receiving any form of bribe, kickback, or under-the-table payment is prohibited.

With the exception of common retail store gift cards of nominal amounts, it is never acceptable to accept a gift in cash or cash equivalent. Employees can accept occasional unsolicited courtesy gifts or favors (such as business lunches, tickets to sporting events or cultural events, holiday baskets, flowers, etc.) so long as the gifts or favors have a market value under \$100, are customary in the industry, are primarily of an advertising or promotional nature, and do not influence or appear to influence the judgment or conduct of the employee. Please discuss any exceptions to this amount with your supervisor, business unit leader, and/or Human Resources. Management should not accept gifts from those under their supervision of more than “limited” value.

Employees should disclose and report to their immediate supervisor all business courtesies or inducements received or given, no matter how small. On rare occasions when refusal of a gift not meeting the guidelines above is not possible, the employee who receives the gift must immediately deliver it to their supervisor for further action and must report the matter to the VP of People and Culture.

Dexis employees will not provide unsolicited gifts to U.S. Government or host government personnel who are in a position to help Dexis obtain or retain business or who otherwise exercise any discretionary service for the company.

Per federal regulations, a U.S. Government employee may accept unsolicited gifts, such as a business meal, having an aggregate market value of \$20 or less per source per occasion, provided that the aggregate market value of individual gifts received from any one person does not exceed \$50 in a calendar year. Dexis employees will not exchange gifts or meals that obligate or appear to obligate the Company or the recipient.

Waivers May Be Permitted: **Employees should not hesitate to seek guidance from their management if they have any questions about these requirements.** As necessary and appropriate, the VP of People and Culture

will consider waivers to the limits discussed above in situations where such waivers are deemed in the best interests of Dexis and are properly approved by the Company's Senior Management Team and are lawful.

To be considered for such waivers, employees should first discuss the gift or entertainment matter with their supervisor. If the supervisor supports the need for the waiver, the manager must then notify the VP of People and Culture of the request for a waiver. Only the VP of People and Culture may issue a waiver with regard to the expense limits noted above.

Please Note: Certain functions and employee levels within Dexis may be subject to additional guidelines due to the specific duties of their role. Such functions and employee levels will receive additional information about applicable expense levels and approval processes.

Only those employees who receive such information are subject to these additional rules. All other Company employees are subject to the rules stated above.

3.4 Truth of Statements in External Communications and Company Promotion

All business communication will be factual, in good taste, and free from false claims or statements. This includes business correspondence, business proposals, promotional materials, newsletters and news releases, and any other communication prepared for internal or external use.

3.5 Employee Political Involvement

Employees are encouraged to be involved in the political process as private individuals and they are free to express their political views and to support candidates of their choice. Employees are prohibited, however, from communicating on political matters on Dexis' behalf without the express consent of the CEO.

3.6 Political Contributions

Employees may not make political contributions or gifts of any kind to any candidate or Government official on behalf of Dexis, unless otherwise authorized by the CEO. Employees, however, are free to make individual contributions to political candidates in accordance with any and all applicable laws.



4.0 Workplace Environment

Dexis strives to build and maintain a safe environment where we celebrate diverse backgrounds, treat everyone with respect, and value the unique lived experiences each person brings based on their race, ethnicity, sexual orientation, gender identity, religion, disability, veteran status, national origin, age, and geography.

We believe that such an environment brings out the full potential in each of us which, in turn, contributes directly to our business success.

4.1 Equal Employment Opportunity

Except where required or permitted by law, employment practices shall not be influenced or affected by virtue of an applicant's or employee's race, color, sex, national origin, religion, pregnancy, disability, age, genetic information, military service, veteran status, ethnicity, citizenship, sexual orientation, gender identity, marital status, childbirth and related medical conditions, including lactation, or any other protected class under applicable law.

Employees who believe they are the victim of discrimination in the workplace should report their concern to their manager or to Human Resources.

For further information, please see the Company's Equal Employment Opportunity Policy included in the Employee Handbook.

4.2 Harassment-Free Workplace

Dexis has zero tolerance for conduct that constitutes unlawful harassment in the workplace. The Company prohibits any member of management and any employee from making unwelcome and/or unsolicited sexual advances.

This includes verbal or physical conduct of a sexual nature. This also includes situations where an individual's submission to verbal or physical conduct is made explicitly or implicitly a term or condition of that individual's employment.

Dexis also prohibits any conduct that creates an intimidating, hostile, or offensive working environment that unreasonably interferes with the individual's work performance.

If you believe you are being harassed or have seen harassment, you are encouraged to promptly notify Human Resources. For further information, please see the Company's Anti-Harassment Policy included in the Employee Handbook.

4.3 Violence-Free Workplace

Dexis strives to maintain a safe work environment that is free from violence. Dexis has zero tolerance for violent acts or threats of violence and expects all employees to conduct themselves in a non-threatening, non-abusive manner at all times.

No direct, conditional, or veiled threat of harm to any employee or company property will be considered acceptable behavior. Acts of violence or intimidation of others will not be tolerated.

Employees are encouraged to report any violent workplace behavior whether directed against them or others, to Human Resources or a member of the Company's Senior Management Team.

For further information, please see the Company's Zero-Tolerance Workplace Violence Policy included in the Employee Handbook.

4.4 Alcohol and Drug-Free Workplace

Dexis is committed to maintaining a safe and productive working environment. The use or abuse of alcoholic beverages, controlled substances, inhalants, prescription drugs and over-the-counter medications, and the illegal use of drugs can impair performance, jeopardize safety, and expose the Company to the risk of injury, property loss, and damage.

Company employees are prohibited from reporting for work or working while impaired by controlled substances, drugs, or inhalants, or while under the influence of alcohol.

For more information, please see the Company's Drug-Free Workplace Policy included in the Employee Handbook.

4.5 Anti-Trafficking and Exploitation

Dexis is committed to a work environment that is free from human trafficking which includes forced labor and unlawful child labor.

Dexis will not tolerate or condone human trafficking in connection with any of its global operations. This applies to anyone employed or providing services to Dexis including but not limited to employees, vendors and independent contractors and others. Our policy prohibits:

- Use of forced labor for any reason;
- Procuring commercial sex acts;
- Destroying, concealing, confiscating, or otherwise denying access by an employee to the employee's identity or immigration documents, such as passports or drivers' licenses, regardless of issuing authority;
- Use of misleading or fraudulent recruiting practices;
- Offering of employment and/or disclosure of key employment terms and conditions in a format and language that is inaccessible to the employee;
- Charging candidates recruitment fees for employment;
- Failing to provide return transportation or failing to pay for cost of return transportation upon the end of employment if required by the contract;
- Failing to provide or arrange housing that meets host country housing and safety standards;
- Failing to provide an employment contract, recruitment agreement, or other required work document in writing.

For more information, please see the Company's Anti-Trafficking Compliance Plan at www.dexisonline.com.

4.6 Safeguarding Children

All Dexis employees, contractors, subcontractors, and vendors are required to comply with the Child Safeguarding Policy and the procedures below when working on projects, programs, or assignments that may put them in direct or indirect contact with children. This includes occasions where Dexis employees may be helping our clients to design, evaluate, or implement projects or programs that are likely to include or involve children.

Dexis personnel must abide by the following child safeguarding core principles whenever they encounter a child or children as part of their Dexis-related work:

1. Ensure they are complying with all applicable host country and local child welfare and protection laws, or international child welfare and protection standards if those give greater protection to children, as well as with any applicable U.S. child protection or reporting laws.
2. Consider child safeguarding in project planning and implementation to determine potential risks to children that are associated with the project's activities and operations.
3. Apply measures to reduce the risk of child abuse, exploitation, or neglect. This may include, but is not limited to:
 - Limiting any unsupervised interactions with children;
 - Requiring at least one other adult be in the same room as Dexis personnel and a child or children;
 - Prohibiting children from being exposed to pornography of any kind;
 - Complying with all applicable host country, local, U.S. or international laws, regulations, or customs regarding the photographing, filming, or other image-generating activities of children.
4. All Dexis personnel are strictly prohibited from engaging in any form of child abuse, exploitation, or neglect. As a reminder, Dexis personnel are already prohibited under our Anti-Trafficking Policy from engaging in any sexual activity with any person under the age of 18, regardless of local age of consent or majority laws.
5. Promote child-safe screening procedures for personnel, particularly personnel whose work for Dexis brings them in direct contact with children;
6. Comply with Dexis' (and/or its client's) procedures for recognizing child abuse, exploitation, or neglect;
7. Report any allegations or concerns of child abuse, exploitation, or neglect that you are aware of in accordance with Dexis' reporting procedures.

If an employee has reason to suspect, are aware of, or receive an allegation of child abuse, exploitation, or neglect in violation of the Policy or any applicable international, U.S., host country, and/or local child welfare and protection laws or standards, s/he must report such conduct or allegation immediately to their supervisor, the VP of People and Culture, or via www.lighthouse-services.com/dexisonline or from within the U.S. by phone at 800-603-2869.

S/he may also contact the USAID Office of the Inspector General, Office of Investigations (OIG/I) directly via phone at 1-800-230-6539 or 202-712-1023, email at ig.hotline@usaid.gov, or by completing an online form at oig.usaid.gov/complainant-select.

Dexis will investigate all reports of suspected child abuse, exploitation, or neglect that it receives and take any remedial action it deems appropriate, including, but not limited to, disciplinary action (including and up to termination), notifying law enforcement, governmental investigatory agencies, and/or child protection authorities.

Dexis personnel also may be subject to possible criminal charges or other legal action depending on the nature of the violation and applicable laws. Dexis strictly forbids any personnel from retaliating against any person who raises or reports any child safeguarding concerns or allegations.



5.0 Maintaining Accurate and Complete Records

Dexis is fully committed to maintaining accurate business records and to protecting Company funds and assets. The Company maintains a system of internal controls that ensures compliance with applicable laws and regulations, and that promotes the full, accurate, and timely disclosure of information in the Company's reporting to internal management, external auditors, and external parties including regulatory and governmental authorities.

All Company financial reports, accounting records, commercial reports, risk reports, timekeeping, expense accounts, and other documents must accurately and clearly represent the relevant facts or the true nature of the transaction. Improper or fraudulent time reporting, accounting, documentation, or financial reporting are contrary to Company policy and may also be in violation of applicable laws.

5.1 Company Records

In the normal course of performing their jobs, employees frequently receive, create, and transact with Company records. Company business records must always be accurate and reliable and reflect the financial transactions of the Company to properly manage our business and report the financial results of Company operations. No entry will be made on Company books and records which intentionally hides, or disguises, the true nature of any transaction.

There is no excuse for a deliberately false or misleading report or record. Employees are required to properly maintain any and all records, to ensure that they are properly filed, labeled and secured, and that access is appropriately limited to those with a business need to access the records.

It is the responsibility of all Dexis employees to ensure that Dexis' records including documents, electronic information, voicemails, and any other form of media are properly managed, handled, stored, and only destroyed in accordance with the Company's Records Control Policy and applicable management directives.

Employees are not to share company confidential or proprietary information with third parties unless authorized for business purposes.

5.2 Financial Records and Reporting

Dexis must maintain accurate financial records of its business transactions and must ensure proper reporting to auditors of its financial results. Financial records could include Company- wide financial records, specific business unit transactions, as well as individual time reporting and travel and expense reimbursement invoices. These and many other forms of financial information must be managed properly and must be appropriately presented when requested.

To the extent that employees create, handle, or are otherwise involved in the handling of financial records, they must ensure that the records are accurate, properly maintained, and appropriately represented in internal and/or external financial disclosures.

Employees are forbidden to use, authorize, or condone the use of “off-the-books” bookkeeping, secret accounts, un-recordable bank accounts, “slush” funds, falsified books, or any other devices that could be utilized to distort records or reports of the Company’s true operating results and financial condition.

5.3 Business Travel and Expenses Reimbursement

Dexis’ policy is to reimburse staff members for reasonable and necessary expenses incurred in connection with approved travel on behalf of the Company. In connection with reimbursement for business travel and expenses, Company staff should not incur financial losses or gains.

Employees are expected to spend the Company’s money as carefully as they would their own. Travel and related expenses should be consistent with the Company’s needs.

Travel and expense reimbursement requests that are inaccurate, inflated, or based on fictitious expenses will be considered fraudulent. Dexis has zero tolerance for employees that submit inappropriate or fraudulent reimbursement requests, and such conduct will be the basis for discipline up to and including termination.

Employees who approve travel and related expenses are responsible for the propriety and reasonableness of expenditures, for ensuring that expenses are submitted promptly, and that receipts and explanations properly support reported expenses.

If an employee witnesses another employee submitting falsified reimbursements, or hears of such an occurrence, they have a duty to disclose such to Dexis. The fact that other employees are violating Dexis' policy does not excuse subsequent violations.



5.4 Document Retention & Litigation Hold Procedures

Document management is critically important to Dexis' business operations. All business records including documents, instant messages, emails, voicemails, and any other form of media should be maintained as required by your management and in accordance with any applicable retention guidelines.

In addition, from time to time, similar to many companies, the Company may be involved in a lawsuit. In the event of litigation, Dexis may need to issue a litigation hold notice advising certain individuals of the Company's need to retain, for legal purposes, specific types of records including documents, instant messages, email, voicemails, and other forms of Company information.

If you receive a litigation hold notice memorandum from Company management, you are required to immediately follow the requirements of the notice. Litigation hold notices supersede any other retention guidelines that would otherwise apply to the records at issue. It is important that records subject to a litigation hold notice not be destroyed or in any way altered. Company employees must follow the litigation hold notice guidelines.

5.5 Employee Records

Dexis' business operations, including its Human Resources and Accounting functions, require an effective system for keeping records on job applicants, current employees, and former employees. The Company respects the privacy rights of its employees and will therefore properly maintain such information in accordance with applicable federal and state laws.

Employee data should be shared or distributed only to those with a clear business need. Employee data should not be placed on unauthorized storage devices including laptops, thumb- drives, or other media that may be easily lost or stolen. All employee records must be kept secure and confidential at all times.

6.0 Compliance with Laws

Dexis is committed to complying with all applicable federal, state, and local laws. The Company's commitment to integrity begins with complying with laws, rules, and regulations where we do business.

Every employee must, to the extent practicable, have an understanding and working familiarity of the policies, laws, rules, and regulations that apply to their specific roles. Any employee who is unsure of whether a contemplated action is permitted by law or company policy should seek the advice of their business unit leader or of the VP of People and Culture.

It is the responsibility of every employee to prevent violations of law and to speak up if he/she sees possible violations. Some of the laws that are more pertinent to Dexis are discussed below.

6.1 Competitive Intelligence

Dexis requires all employees to comply with all applicable laws in acquiring competitive intelligence and gathering information about competitors' operations should be limited to public sources. Dexis prohibits acquiring competitive intelligence by means of theft, blackmail, wiretapping, electronic eavesdropping, bribery, improper inducement, receiving stolen property, threats, or other improper methods.

Employees must respect the confidentiality of competitors' information and must not misrepresent who they are or for whom they work in obtaining such information.

Employees should immediately notify their manager whenever the employee believes they have received information that may be confidential or proprietary to another organization. Management personnel receiving such reports are hereby directed to immediately report the matter to Dexis.

6.2 Antitrust

Dexis strives to conduct business with clients and competitors with complete honesty and integrity. The Company is committed to upholding federal and state antitrust laws which exist to promote vigorous competition and open markets.

Dexis prohibits employees from making false statements about competitors or their products or services and prohibits employees from illegally obtaining the competitor's confidential information.

Further, no employee shall discuss or agree with any competitor on prices, terms or conditions of sale, territories, customers, or any other subject of a competitive nature. With the limited exception of teaming arrangements in which the Company is working with competitors on joint projects, no employee should ever exchange prices or any competitive information with a competitor. Prior to any such communication occurring, it must be reported to the VP of People and Culture for review and monitoring.

6.3 False Claims Act

The federal False Claims Act is a federal law that prohibits any person or organization from knowingly presenting false claims for payment to an agency of the U.S. Government. "Knowingly" includes having actual knowledge that a claim is false or acting with "reckless disregard or deliberate ignorance" as to whether a claim is false.

For the most part, a "claim" is considered an invoice presented to the client for services the Company provided. Examples of potential false claims include knowingly billing for services that were not provided, submitting inaccurate or misleading claims for actual services provided, or making false statements to obtain payment for services. The presentation of false claims to the U.S. Government can lead to civil and/or criminal penalties.

Dexis makes every effort to comply with the federal False Claims Act by having compliance protocols that include systems to ensure the integrity and quality oversight of its billing to the U.S. Government.

Accordingly, Dexis requires all employees to adhere to the requirements of the False Claims Act by ensuring that that all time sheets and similar records used for preparing invoices and all invoices are accurate, complete and reflect actual work performed. This means that the services provided comply with contract requirements, hours billed reflect actual hours worked, all employees are properly trained and qualified, all qualifications are current, and records demonstrating employee qualifications are complete and up to date.

6.4 Foreign Corrupt Practices Act (FCPA)

Dexis has a well-established reputation for running its business in an ethical manner. It is important for us to continue to maintain this record of integrity and the company's reputation both in the U.S. and abroad.

Like any U.S. company that does business overseas, Dexis, its employees, subsidiaries, affiliates, customers, contractors, vendors, and suppliers may be subject to the U.S. Foreign Corrupt Practices Act ("FCPA"). The FCPA generally prohibits payments by companies and their representatives to foreign government and quasi-government officials to secure business.

Violations of the FCPA can result in severe penalties to Dexis as well as to individuals involved in the violation. FCPA violations can also damage the company's reputation and ability to conduct business.

FCPA strictly prohibits the use of bribes or illegal payments to any non-U.S. official, political party or political candidate to obtain or retain business or other improper advantage.

Actions generally prohibited under the FCPA include the following:

1. illegal or questionable customer rebates;
2. commercial bribes and kickbacks;
3. financial transactions that involve manipulation of sales, earnings, or other financial data;
4. use of interstate commerce to pay or facilitate payment to any non-U.S. government official, political party or political candidate; and

5. keeping inaccurate books and records that attempt to disguise or conceal illegal payments. In addition, the use of any third-party agents or intermediaries to facilitate any of the illegal payments or actions described above is strictly prohibited.

Dexis encourages employees to raise questions and to report any concerns they may have about transactions abroad that appear to violate its FCPA policy to HR or a member of the Senior Management Team.

7.0 Communications with External Entities

All outside inquiries about Dexis or any of its related business entities must be referred to the proper internal resources to ensure accuracy.

Employees who are contacted by attorneys, government agents, investigators, or other third parties concerning potential or actual litigation or investigations, whether the litigation or investigation involves the company, must immediately notify HR and/or the Senior Management Team. Employees also must promptly refer to the HR Department any verbal or written requests from any of the above individuals or entities for information, documents, or testimony.

If you are contacted by a government investigator, you are not obligated to speak to the investigator, nor does company policy prohibit you from speaking to the investigator. Employees are requested to report contacts with investigators to an appropriate company official before speaking to the investigator. Please get the investigator's contact information.

In addition, only authorized officials of the Company are permitted to respond to inquiries for company information from the media, the financial community, investors, and others.

Without attempting to respond, employees are to refer all such inquiries promptly to the Chief Operating Officer.



8.0 Reporting Violations of the Code

Dexis seeks to foster a workplace that is conducive to open communication regarding the company's business practices and ethical standards. In connection with those efforts, the Company is committed to protecting its employees from unlawful retaliation for properly disclosing or reporting conduct that they perceive to be illegal, unethical, or of an otherwise questionable nature.

If you have reasonable grounds to believe that an ethics violation has occurred, or will occur, then report the matter to the VP of People and Culture. Dexis will investigate all allegations of suspected ethics violations.

8.1 Anonymous Reporting

Employees who wish to report a Code concern may report anonymously online via the anonymous Syntrio Lighthouse Hotline at www.lighthouse-services.com/dexisonline or from within the U.S. by phone at 800-603-2869.

Employees outside the U.S. can submit anonymous claims via the website or by accessing the detailed international call instructions found on the Company's intranet.

8.2 Prohibition Against Retaliation

Dexis takes ethics seriously and will not condone retaliation against an employee who makes a good faith report of a suspected violation of ethics. Retaliation makes a potentially bad situation worse.

In accordance with applicable law, Dexis prohibits retaliation against any individual for:

1. reporting a matter internally or externally that the employee, in good faith, believes to be a violation of this Code or any law, rule, or regulation;
2. cooperating with an internal investigation; or

3. cooperating with an external or government-led investigation.

Retaliation itself is considered by the Company to be a violation of this Code.

If any individual believes they are subject to retaliation for having made a report to the Company management or protection line, they should report the matter immediately to HR.

9.0 Waivers

If an employee believes a waiver of this Code is necessary or appropriate, a written explanation must be provided to the VP of People and Culture in advance of any action that otherwise is a breach of this Code. No waiver shall be deemed to have been granted unless the waiver is in writing and approved by the VP of People and Culture.

10.0 Annual and New Hire Certification Requirements

All Dexis employees must certify at the point of hire and annually thereafter that they understand their responsibilities under the Code.

All employees will receive a copy of the Code and will be required to sign a certification upon hire. This certification will be renewed on an annual basis and must be signed by each employee.

dexis

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