

<b>Vectrus</b>		<b>Policy</b>	
Subject:  <b>BUSINESS COURTESIES, DONATIONS, ENTERTAINMENT, GIFTS, AND SPONSORSHIPS</b>	Policy No.: <b>CM 1.4</b>	Page: 1	
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Approved By:  //S// Paul Meredith Director, Ethics & Trade Compliance	Approved By:  //S// Michele Tyler SVP/General Counsel		

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## 1. POLICY STATEMENT.

Exchanging reasonable and limited business courtesies with customers is considered a legitimate business practice worldwide. While we must never offer such courtesies to improperly obtain or retain business, we may offer them to develop good will with our customers and to promote our Company's goods and services. In addition, Vectrus is committed to meeting our social responsibilities and to investing in the communities with whom we interact. This commitment is reflected in our charitable donations and sponsorship programs. It is important that our efforts in this regard are transparent, proportionate, reasonable, and are not made as an inducement for the purpose of obtaining any improper advantage. All employees and partners are expected to adhere to all applicable anti-corruption laws and regulations, which include the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and similar laws in the countries where we operate.

Certain expenses including but not limited to gifts, business entertainment, payment of travel expenses, lodging, and meals ("business courtesies"), donations, or sponsorships may be considered bribes, as may any other thing of value, if offered or given in order to obtain an improper business advantage. Business courtesies, gifts, and entertainment must be approved and recorded IAW the guidelines in this policy. All donations and contributions must be screened, reviewed and approved by VP Communications.

These mandates are true under all circumstances, even if making such payments is customary under local practices. Employees and partners must also avoid any actions that may create even the appearance of improperly influencing a government official or commercial customer. Any exceptions to this policy must be in writing and approved by the Vectrus Chief legal Officer.

## 2. APPLIES TO.

This policy is applicable to all members of the Board of Directors, employees, agents, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations worldwide.

## 3. DEFINITIONS.

**a. Agents** include persons contracted to perform services for Vectrus such as technical representatives, technical experts, distributors, intermediaries, dealers, consultants, individual sponsors, teaming partners, and individual outside counsel.

**b. Business Partners** include subcontractors, vendors, suppliers, teaming partners, labor brokers, freight forwarders, joint venture partners, and prime contractors when we are the subcontractor.

**c. Commercial Customer** includes any individual or entity that is not wholly or partially owned by the government.

**d. Third Party includes any:** agent, representative, distributor, intermediary, dealer, consultant, teaming partner, individual outside counsel, technical representative or expert, financial or tax advisor, sponsor, subcontractor, supplier, vendor, labor broker, freight

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forwarder, joint venture or any other type of Third Party retained by Vectrus who interacts with non-U.S. government officials and/or non-U.S. commercial customers.

**e. U.S. Government Officials** includes any person working for a local, municipal, state, or federal government agency, entity, or body (including executive, legislative, judicial, and regulatory agencies/bodies) in the United States.

**f. Non-U.S. Government Official** includes:

- Non-U.S. government official (includes municipal, provincial, central, federal, or any other level of government),
- Officer or employee of a foreign (non-U.S.) government or any department, agency, ministry, or instrumentality thereof (includes executive, legislative, judicial, and regulatory agencies/departments),
- Person acting in an official capacity on behalf of a foreign (non-U.S.) government or any department, agency, ministry, or instrumentality thereof,
- Officer or employee of a company or business owned or controlled in whole or in part by a foreign (non-U.S.) government (“state owned enterprise”),
- Officer or employee of a public international organization such as the United Nations or the World Bank,
- Member of a royal family,
- Non-U.S. political party, member, or official thereof,
- Candidate for foreign (non-U.S.) political office,
- Elected officials of foreign (non-U.S.) countries, civil servants and military personnel, and
- Children, spouses, or other close relatives of non-U.S. Officials.

**g. Anything of Value** includes cash and cash equivalents to include anything the recipient would find interesting or useful and is not limited to tangible items or economic value. It includes, but is not limited to:

- Cash,
- Cash equivalents (such as gift certificates, gift cards, vouchers, or loans),
- Gifts,
- Entertainment, meals and travel,
- In-kind goods or services,
- Use of vehicles or accommodations,
- Valuable favors, such as educational or employment opportunities for friends and relatives,
- Business, employment or investment opportunities,
- Training,
- Personal discounts or credits,
- Assistance to or support of family members and other benefits such as those listed above,
- Payment of medical expenses,
- Political contributions, and
- Charitable contributions.

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**h. Business Courtesies** include gifts, business entertainment, payment of travel expenses, lodging, meals, or of anything of value.

**i. Hospitality** includes snacks, breakfast, lunch, or dinner

**j. Gifts** may range from substantial to nominal in value, for example, laptops, holidays (vacations), dinners and Vectrus logo items such as pens, calendars, and coffee mugs.

**k. Nominal or *de minimis*** gifts are small or token in nature and provided in accordance with local law and customs.

**l. Charitable Donations or Contributions** are voluntary payments in the form of money, services, or goods which are made for charitable purposes to a charity recognized by a government.

**m. Sponsorship** means supporting people, organizations or events through money, goods or services with a purpose of promoting Vectrus marketing and communications objectives. An objective of sponsorship is to raise awareness about one's own company, particularly in the media.

#### **4. ROLES AND RESPONSIBILITIES.**

**a. Vectrus CEO and President, Vice Presidents, Program Managers, and Department Managers.** Management is responsible for the full implementation of this policy and in particular for:

(1) Incorporating this policy in local policies and procedures;

(2) Insuring business courtesies, donations, entertainment, gifts, and sponsorships are entered into the BCRS system if required.

(3) Confirming that contractual and financial accounting records, gifts and entertainment registers, and appropriate controls align to these policy requirements. Specifically, insuring that business courtesies, charitable donations, entertainment, gifts, and sponsorships are entered into the appropriate general ledger code and supporting documentation is maintained.

(4) Informing employees about the requirements set out in this policy and insuring higher risk employees understand this policy; and

(5) Fostering an open environment for employees to discuss possible violations of this policy;

(6) Taking appropriate action when breaches of this policy are identified.

**b. The Finance Department** is responsible for:

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(1) Insuring and confirming that reimbursement policies and procedures for business courtesies, entertainment, gifts, donations, and sponsorships require BCRS approval prior to payment.

(2) Insuring and confirming that general ledger codes for charitable donations, business courtesies, entertainment, gifts, and sponsorships are available and utilized.

(3) Insuring and confirming that expenses for charitable donations, business courtesies, entertainment, gifts, and sponsorships are accurately recorded with supporting documentation.

(4) Insuring that appropriate financial, accounting, and auditing controls align to FCPA, UK Bribery Act and policy requirements.

(5) Conducting functional technical training of employees in their area of responsibility.

(6) Auditing records for charitable donations, business courtesies, entertainment, gifts, and sponsorships.

**c. The Legal Department** is responsible for:

(1) Providing guidance to employees, Third Parties and to management on the interpretation of this policy when necessary.

(2) Reviewing and approving or denying requests entered into the BCRS system per guidance in this policy.

(3) Approving, in writing, any exceptions to this policy; and

(4) Monitoring implementation of and compliance with this policy.

**d. Ethics and Compliance** is responsible for:

(1) Overseeing the overall business courtesies, entertainment, and gifts process.

(2) Administering the BCRS system.

(3) Screening potential recipients of donations and sponsorships based upon input from VP Communications,

(3) Conducting periodic training on this policy.

(4) Monitoring implementation of and compliance with this policy.

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**e. The Communications Department** is responsible for:

- (1) Overseeing the overall charitable donations and sponsorship process.
- (2) Reviewing, approving, or denying requests for charitable donations and sponsorships that are entered into the BCRS system.
- (3) Providing a report on charitable donations and sponsorship to the BOD every 6 months.

**f. Employees** are responsible for:

- (1) Conducting company business legally and ethically.
- (2) Complying with all elements of this policy.
- (3) Having a good understanding of how the rules relate to their functions and / or responsibilities.
- (4) Seeking guidance from their management, Ethics and Compliance or the Legal Department when in doubt.
- (5) Reporting any (appearance of) violation of any element of this policy.

**5. BUSINESS COURTESY REQUEST SYSTEM (BCRS).**

All business courtesies, donations, and sponsorships meeting the criteria in the chart below must be recorded in the Business Courtesy Request System (BCRS) located on the employee intranet site and includes a chart summarizing approval guidelines.

**6. BUSINESS COURTESIES, ENTERTAINMENT, AND GIFTS.**

**a. General:**

- (1) Recipients should not be given the impression that they are under an obligation to confer any business advantage or that the recipient's independence will be affected by acceptance of business courtesies, entertainment, or gifts.
- (2) Employees should avoid providing multiple meals or entertainment or the same government official, commercial business partner, or commercial customer. Although it may be reasonable to provide a few modest meals to an individual or group of officials' incidental to business discussions, providing one official or several officials with frequent meals or entertainment can be a warning sign of improper activity.
- (3) Employees should avoid giving multiple gifts to the same government official, commercial business partner or commercial customer over the course of a year. If

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multiple gifts are given to the same individual over the course of a year, the cumulative value of all the gifts should not exceed \$100 USD.

(4) Employees may only provide and accept business courtesies that are justified by the business relationships.

- (5) Employees may not offer or accept a business courtesy if it:
- Violates any law, regulation or policy applicable to the giver or recipient
  - May be considered a bribe, payoff or kickback
  - Violates customary business practices
  - Gives the appearance of impropriety or could give rise to a conflict of interest

**b. Non-U.S. Government Officials.** With limited exceptions, all gifts, entertainment, meals, and travel for any non-U.S. Government Official, their spouse, or their family members must be pre-approved by the Legal Department by entering it into the BCRS system. Nominal or *de minimis* gifts (those that are small or token in nature and in accordance with local law and customs) and reasonable, non-lavish hospitality may be provided.

**c. U.S. Government Officials.** The U.S. government has strict laws and rules prohibiting its employees or elected representatives from accepting business courtesies. Where permitted under applicable statutes and regulations or congressional ethics rules, reasonable *de minimis* hospitality, including but not limited to coffee and pastries at business meetings, may be extended to U.S. Government Officials without prior approval. For requests that exceed *de minimis* hospitality, the request must be entered into BCRS to obtain written approval from the Legal Department.

**d. Commercial (Non-Government) Business Partner, Subcontractor, Vendor, Supplier, or Customer.** The UK Bribery Act makes no distinction between bribery of Government Officials and bribery of commercial entities. It also creates a new offence for companies who fail to prevent persons associated with them from committing bribery on their behalf. It is a defense for companies to show that they have adequate procedures in place to stop corruption from happening. These procedures must address the giving of gifts to government and commercial customers. With limited exceptions, business courtesy requests for commercial business partners and customers require entering the request into BCRS to obtain approval by the Legal Department.

**e. Receipt of Business Courtesies.** Vectrus employees and their family members are generally not permitted to accept any business courtesy gift or other benefit of any type (this includes meals, entertainment and tickets) regardless of value that is offered in connection with Vectrus business. There are only three exceptions to this general prohibition. Employees may accept:

(1) Limited refreshments and meals, such as coffee, pastries and a working meal, when these items are provided during a business meeting.

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(2) Reasonable and infrequent meals and entertainment (but not travel or overnight lodging) when offered by a Vectrus customer or business associate (but not a supplier or prospective supplier) for a legitimate business reason and when local custom or practice would make it inappropriate to decline the offer.

(3) Promotional business items with only token value, although it is our policy to discourage receipt of gifts of even token value.

(4) Employees may never accept cash or cash equivalents, such as gift cards, of any value.

(5) Employees may never accept business courtesies of any kind from a business partner with whom they are involved in contract solicitation or negotiations.

(6) Vectrus employees that receive gifts and hospitality above a nominal value or offers of travel and entertainment must refuse the offer and report it to their manager or supervisor. Any exceptions to these guidelines must be specifically approved in writing by the Legal Department.

(7) Vectrus POLICY CM 1.6, ACCEPTANCE OF GIFTS, GRATUITIES, AND ACCOMMODATIONS BY VECTRUS EMPLOYEES governs receipt of business courtesies.

**f. Expense Reimbursement.** For information on reimbursement of business courtesy expenses, consult Vectrus finance policies.

## 7. CHARITABLE DONATIONS or CONTRIBUTIONS.

### a. General:

(1) All charitable donations or contributions shall be entered into BCRS and approved by the Vectrus Chief Legal Officer or VP Communications.

(2) Charitable donations or contributions will not place or appear to place existing customers, potential customers, suppliers or government officials under any obligations.

(3) All potential recipients of charitable donations will be screened through World Compliance by Ethics and Compliance prior to making the donation.

(4) All charitable contributions and donations must be accurately recorded and processed through normal payables processes. Monetary donations will be transferred to a valid bank account. They will not be paid to third-party fundraisers or directly to individuals.

- (5) Charitable donations or contributions will be reviewed to insure that:
- The request for donation or support is not related to a pending business decision i.e., the payee has an impending decisions to make that may directly affect Vectrus;



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- The charity is a legitimate charity, is registered and is recognized by a government as an official charity;
- The charity is not led by a government official or relative;
- The request did not come from a government official;
- Any government official or party official will not personally benefit from the payment, even if such personal benefit is not monetary;
- The specific purpose of the payment, the circumstances of its request and payment, the benefits of the payment and the details of any special treatment provided by virtue of the payment are identified;
- The payment to the charity is made public and disclosed on the company's website or on another public space.

(6) In some cases, the Vectrus Legal Department may make the donation contingent upon a requirement that the recipient provide audited financial statements and sign a written agreement restricting the use of funds.

**b. Charitable Contributions or Donations to Non-U.S. Entities.**

(1) Charitable contributions or donations to organizations outside of the United States (foreign entities) cannot be made by or on behalf of Vectrus for the personal, financial, or political benefit of a non-U.S. Government Official or family, a foreign (non-U.S.) political party, or any candidate for a foreign political office.

(2) Charitable contributions by or on behalf of Vectrus to non-U.S. entities must be reviewed and approved in advance of payment by the Legal Department.

(3) Due diligence will be conducted to confirm that none of the recipient's officers are affiliated with the non U.S. Government and that the payment is consistent with the company's internal guidelines on charitable giving.

(4) At times, the recipient may be required to certify that they will comply with the FCPA, UK Bribery Act, and local laws.

**c. Charitable Contributions or Donations to U.S. Entities.**

(1) Charitable contributions or donations to organizations within the United States shall be approved by the Communications Department.

**8. SPONSORSHIP.**

Companies are often requested to sponsor events, groups, teams and other people in their community.

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- a. All sponsorships shall be entered into BCRS and approved or denied by the Communications Department.
- b. Sponsorship contributions will be reviewed to insure that: insure that:
  - The request for support is not related to a pending business decision i.e., the payee has an impending decisions to make that may directly affect Vectrus;
  - The sponsorship is for a legitimate organization and for legitimate marketing purposes;
  - The organization being sponsored is not led by a government official or relative;
  - The request for sponsorship did not come from a government official;
  - Any government official or party official will not personally benefit from the payment, even if such personal benefit is not monetary;
  - The specific purpose of the sponsorship, the circumstances of its request and payment, the benefits of the payment and the details of any special treatment provided by virtue of the payment are identified;
  - The payment is made public and disclosed on the company’s website or on another public space.
  - What the company receives as a result of the sponsorship payment in the form of branding, advertising, access, etc.

## 9. POLITICAL CONTRIBUTIONS.

Vectrus shall not be involved in the political affairs of any foreign country, and no company funds or assets shall be used for any partisan political purposes. Further guidance on the Vectrus Political Contributions policy can be found in the “Political Involvement” section of the Vectrus Code of Conduct.

## 10. TRAINING.

This policy is reviewed annually by the Board of Directors. All executives will complete training on the business courtesies, donations, entertainment, gifts, and sponsorships requirements on a recurring basis. The training will be provided through the Ethics & Compliance Department. Training will also be provided to other employees who are determined to be in positions that are

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likely to deal with business courtesies, donations, entertainment, gifts, and sponsorships issues while working for Vectrus.

#### **11. ASSISTANCE.**

If confronted with a situation in which a person covered by this policy has any doubt or uncertainty about the legality of a payment or expenditure, he or she should contact a member of the Legal Department for advice before proceeding. If a payment is determined to be legal and the payment is made, it must be recorded properly. No Company director, officer, or employee is ever permitted to try to disguise any payment made as being made for something other than for its actual purpose. A penalty for attempting to disguise a payment can far exceed the penalty, if any, associated with making the payment itself. Any questions regarding this policy can be raised with the Ethics and Compliance Manager or with the Legal Department.

—End of Policy—