

### 1. Leadership Oversight of Ethics and Organizational Culture

Vectrus is committed to combating bribery and corruption throughout the company and in the places and cultures in which it does business. Vectrus has taken strong stances on these issues through its [Corporate Code of Conduct](#) and [Supplier Code of Conduct](#). These policies and ethical commitments apply to all our employees, including all program staff, the leadership and staff of our subsidiaries and other controlled entities, and members of our board of directors, including non-executive directors.

The Vectrus commitment to Ethics is further demonstrated through its direct oversight by the Board of Directors. The Vectrus Board, through its audit committee, oversees the Vectrus anti-bribery, anticorruption, and ethics programs. For more information on the Vectrus Audit Committee's work in this area, please see the [Vectrus Anti-Corruption Policy](#), the [Vectrus Audit Committee Charter](#), and the [Vectrus Corporate Governance Principles](#).

### 2. Continuous Oversight and Improvement through Internal Controls

Vectrus is committed to combating bribery and corruption risks through continuously monitoring risk factors within its business. As part of this commitment, Vectrus completes a formal bribery and corruption risk assessment annually. Each program and major corporate functional area are assessed separately. High-level findings of this risk assessment and high-level findings from the Anti-Corruption program are reported regularly to the Board of Directors. These briefings happen at least yearly.

The annual risk assessment reviews areas of risk associated with using subcontractors, the size and geographic location of the effort, potential combating trafficking in persons (CTIP) concerns, interactions with various levels of government, Foreign Corrupt Practices Act (FCPA) red flags, and financial data, among other sources. Vectrus evaluates data from the risk assessment yearly and uses it to determine what, if any, changes need to be made to company policies, corporate resources, and the risk assessment itself. For more information on Vectrus Anti-Corruption efforts, please see the [Vectrus Anti-Corruption Policy](#).

The Vectrus Anti-Corruption program is monitored continuously and subject to regular internal and external audits. The last external audit of the program, including FCPA risks, was completed by Vectrus' external auditor in 2018.

Vectrus provides avenues for whistleblowing and reporting concerns, including corruption. Any individual may report concerns through the Vectrus Complaint Resolution Process in the [Corporate Code of Conduct](#). Reporting avenues include anonymous web and phone-based options through the EthicsPoint system. For more information, or to raise a concern, visit the [Vectrus EthicsPoint website](#).

Investigators with training and backgrounds in human resources, government compliance, anti-corruption/anti-bribery, law, and law enforcement examine all complaints to Vectrus submitted to headquarters (HQ) through the complaint-resolution process. The Vectrus Ethics and Compliance Review Board (ECRB), comprising senior management, the Director of Ethics and Trade Compliance, and legal counsel, oversee any complaints about the handling of investigations. Per the [Vectrus Anti-Corruption Policy](#), the entire program, including the investigations procedure, is subject to review at least annually by the Audit Committee of the Board of Directors.

If an issue requires disclosure under the Federal Acquisition Regulation (FAR), Securities and Exchange Commission (SEC) Rules, or any other legal or contractual requirement, the ECRB and the Director of Ethics and Trade Compliance makes all such disclosures.

### **3. Support to Employees through Training and Avenues to Raise Concerns**

Vectrus provides training, both standalone and embedded in other courses, that outlines its stance on antibribery and corruption and the whistleblowing options available to employees. Employees across all divisions and geographies, and in all appropriate languages, receive this training. Vectrus evaluates and modifies its training yearly.

Beyond the ethics training given to employees, individuals in higher-risk positions, such as employees dealing regularly with Host Nation (HN) governments and senior leaders, to include members of the Board of Directors, receive tailored training. Vectrus also provides several training programs for senior and middle management.

All Vectrus supervisors must participate in Supervisor Enrichment & Excellence Development (SEED) training, which addresses anti-bribery and corruption compliance, ethics, and the proper handling of issues within the supervisor's area of responsibility. Senior leaders participate in the Vectrus Business Acumen course, addressing these issues at a higher level of responsibility along with setting a proper tone at the top. Vectrus evaluates program effectiveness annually through a regularly conducted anonymous employee survey and uses the results to update training topics and improve future employee communications.

Vectrus further supports employees by requiring they raise concerns and report unethical behavior. Vectrus does not tolerate or reward improper or illegal behavior. For more-detailed information on Vectrus' commitments in this area, please see the [Corporate Code of Conduct](#).

### **4. The Vectrus Commitment to Combating Conflicts of Interest**

Vectrus is committed to battling conflicts of interest. The Vectrus policy on [Conflicts of Interest](#) requires the reporting of all conflicts of interest. Other documents containing Vectrus' commitment to addressing conflicts of interest are the [Corporate Code of Conduct](#) and the [Supplier Code of Conduct](#). The procedures for reviewing and addressing ethical issues appear within the [Vectrus Audit Committee Charter](#), and the [Vectrus Corporate Governance Principles](#).

### 5. Supplier and Customer Engagement

**Political Contributions:** Vectrus does not make political contributions and prohibits its employees, agents, or any other entity from making political contributions on its behalf. For more information on this commitment, please see page 21 of the [Corporate Code of Conduct](#) and section 9 of the [Business Courtesies, Donations, Entertainment, Gifts, and Sponsorships Policy](#).

**Charitable Donations:** Vectrus encourages charitable donations on the part of its employees. Vectrus' involvement with charitable donations is strictly controlled to prevent misuse and to protect the Vectrus brand. All corporate charitable donations must be approved in writing in accordance with the [Business Courtesies, Donations, Entertainment, Gifts, and Sponsorships Policy](#).

**Lobbying:** Vectrus has an internal lobbying policy defining lobbying and setting out the values and behaviors that constitute responsible lobbying. Vectrus follows all U.S. and foreign laws associated with lobbying. Vectrus policy requires all lobbyists working on Vectrus' behalf to follow its [Anti-Corruption Policy](#), [Business Courtesies, Donations, Entertainment, Gifts, and Sponsorships Policy](#), [Conflicts of Interest Policy](#), [Acceptance of Gifts, and Gratuities, and Accommodations by Vectrus Employees Policy](#).

Vectrus is further committed to filing all required lobbying disclosures and does so in accordance with the Honest Leadership and Open Government Act of 2007 and the Lobbying Disclosure Act of 1995. Vectrus and its lobbyists keep detailed records of all lobbying activities, to include names, dates, venue, attendees, and topics discussed, and makes appropriate disclosures when required. Copies of all the Vectrus lobbying disclosures filed in conjunction with lobbying activities are at [disclosure.house.gov](http://disclosure.house.gov).

**Gifts and Business Courtesies:** Vectrus ensures that gifts, business courtesies, and hospitality are not a source of corruption and bribery. All such expenses must be bona fide and not used for bribery. For more information on the financial limits imposed by Vectrus Policy and approval procedures for various expenses, gifts, business courtesies, and hospitalities that employees may encounter, please see the [Business Courtesies, Donations, Entertainment, Gifts, and Sponsorships Policy](#), the [Conflicts of Interest Policy](#), and the [Acceptance of Gifts, and Gratuities, and Accommodations by Vectrus Employees Policy](#).

### 6. Supply Chain Management

Vectrus requires the involvement of its corporate procurement functions in supplier relationships. These departments establish all new supplier relationships and provide oversight of the company's supplier base. Vectrus requires continual screening of its suppliers and annual recertification of its suppliers. For more information on Vectrus' policy for using third parties and business partners, please see Section 6 of the Vectrus [Anti-Corruption Policy](#).

Vectrus also ensures its suppliers and business partners comply with appropriate policies that prohibit foreign and domestic bribery and prohibit facilitation payments, as well as policies and procedures to address conflicts of interest, gifts and hospitality, and

whistleblowing. The company accomplishes this by requiring suppliers and business partners comply with the [Vectrus Supplier Code of Conduct](#) and the Vectrus policy on [Conflicts of Interest](#). Also included is the additional requirement to flow down Vectrus requirements to subsequent subcontracting levels.

Vectrus performs vendor screening and due diligence continually to ensure vendors and business partners remain in good standing. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus [Anti-Corruption Policy](#).

### **7. Agents, Intermediaries, and Joint Ventures**

Vectrus addresses bribery and corruption risks created by its suppliers and business partners. As stated previously, Vectrus' screening of vendors and due diligence occurs continually to ensure vendors and business partners remain in good standing. This includes joint venture members. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus [Anti-Corruption Policy](#).

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### **8. Offset Contracting**

Vectrus does not engage in offset contracting and understands the inherent bribery and corruption risks in engaging in such business practices. Vectrus has adopted the DII Model Supplier Code of Conduct, which addresses corruption risks in Offset Contracting and requires our suppliers to exert due diligence to prevent and detect corruption in all business arrangements, including partnerships, joint ventures, offset agreements, and the hiring of consultants. For more information on this policy, please see our [Supplier Code of Conduct](#).

### **9. High Risk Matters**

Vectrus is committed to combating bribery and corruption risks through continuously monitoring risk factors within its business. As part of this commitment, Vectrus compiles a formal bribery and corruption risk assessment annually, assessing each program and major corporate functional area separately. High-level findings of this risk assessment and high-level findings from the Anti-Corruption program are reported regularly to the Board of Directors. These briefings happen at least yearly.

The annual risk assessment reviews areas of risk associated with use of subcontractors, the size and geographic location of the effort, potential CTIP concerns, interactions with various levels of government, FCPA red flags, and financial data, among other sources. Vectrus evaluates the data from the risk assessment yearly and uses the data to determine what, if any changes need to be made to its policies, corporate resources, and the risk assessment itself. For more information on Vectrus Anti-Corruption efforts, please see the [Vectrus Anti-Corruption Policy](#).

## **Vectrus Ethical Commitments**

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The Vectrus Anti-Corruption program is monitored continuously and subject to regular internal and external audits. The last external audit of the program, including FCPA risks, was completed by Vectrus' external auditor in 2018.

In compliance with U.S. laws, Vectrus discloses its significant holdings, ventures, and contracts. These disclosures include a breakdown of its defense sales by customer in the form of the value of total sales to each customer per financial year. Further, because all Vectrus' contracts are with the U.S. federal Government, they are publicly available and disclosed by the U.S. federal Government. All defense-related contract awards may be found at <https://dod.defense.gov/News/Contracts/>. Vectrus discloses its ownership and financial holdings through its annual report and SEC filings. To access these filings, please see our investor page at <http://investors.vectrus.com/>.