

Noblis Supplier Code of Conduct



noblis[®]
For the best of reasons

Noblis Supplier Code of Conduct

Noblis, Inc. and its subsidiaries (hereinafter “Noblis” or “we”) are committed to upholding the highest standards in all our business dealings with the U.S. Government and our other clients, bringing the best of scientific thought, management, and engineering expertise in an environment of independence and objectivity. Complying with all laws and regulations and ensuring fair competition are fundamental to this commitment. We are committed to upholding the highest ethical standards in all our business dealings and we have the same expectations for our subcontractors and suppliers.

This Supplier Code of Conduct expresses the expectations we hold for subcontractors and suppliers doing business with Noblis.

General Disclaimer: This Supplier Code of Conduct is in no way intended to conflict with or modify the terms and conditions of any existing contract. In the event of a conflict, suppliers must first adhere to applicable laws and regulations, then the contract terms, followed by this Supplier Code of Conduct.

I. Compliance with Laws

We expect our subcontractors and suppliers to maintain full compliance with all laws and regulations applicable to their business and, where applicable, any of the Federal Acquisition Regulation, Defense Federal Acquisition Regulation Supplement, and Sarbanes Oxley controls. When conducting international business, or if their primary place of business is outside the United States, subcontractors and suppliers must comply with all applicable local laws and regulations.

A. Maintain Accurate Records

We expect subcontractors and suppliers to create accurate records, and not alter any record entry to conceal or misrepresent the underlying transaction the record represents. All records, regardless of format, made or received as evidence of a business transaction must fully and accurately represent the transaction or event being documented. When a record is no longer needed to conduct current business, we expect suppliers to retain that record based on the applicable retention requirements. Subcontractors performing as US Government contractors must comply with the requirements in FAR 4.703. Subcontractors involved with documents and materials created in the course of business conducted by the U.S. Government must comply with the records requirements of the affected agency and any relevant National Archives and Records Administration (NARA) requirements that apply to that agency.

B. Time Reporting

Our subcontractors and suppliers must have adequate systems in place that allow for the timely and accurate reporting of labor hours as required by their subcontract or purchase order. Each subcontractor and supplier employee is required to accurately and honestly report all hours worked after the work has been performed or at the end of the work day, whichever comes later. Improper time charging may result in contract termination.

C. Mandatory Disclosure

Subcontractors supporting U.S. Government contracts agree to timely disclose, in writing, to Noblis, whenever, in connection with the award, performance, or closeout of a Government contract or subcontract, the subcontractor has credible evidence that a principal, employee, agent, or subcontractor has committed any of the following:

- A violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code; or
- A violation of the civil False Claims Act; or
- Collected a Significant Overpayment on a contract (other than overpayments resulting from contract financing payments, as defined in FAR Part 32 e.g. advance payments; performance- based payments; commercial advance and interim payments; progress payments based upon costs; progress payments based upon percentage/stage completion; and interim payments under a cost reimbursement contract except when the contract is for services and Alt 1 of FAR clause 52.232-25, title "Prompt Payment" is used).

II. Human Rights

We expect our subcontractors and suppliers to treat people with respect and dignity, encourage diversity, remain receptive to diverse opinions, promote equal opportunity for all, and foster an inclusive and ethical culture.

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A. Child Labor

We expect our subcontractors and suppliers to ensure that illegal child labor is not used in the performance of work. The term "child" refers to any person under the minimum legal age for employment where the work is performed.

B. Human Trafficking

Subcontractors and suppliers must adhere to regulations prohibiting human trafficking and comply with all applicable local laws in the country or countries in which they operate. Subcontractors and suppliers must refrain from violating the rights of others and address any adverse human rights impacts of their operations. Subcontractors and suppliers must educate employees on prohibited trafficking activities, discipline employees found to have violated the law or rules and notify Noblis or the appropriate contracting officer of violations and action taken against such employees. Specifically, subcontractors and suppliers are prohibited from engaging in any of the following activities:

- Destroying, concealing, or confiscating identity or immigration documents;
- Using misleading or fraudulent tactics in recruiting;
- Charging employee recruitment fees or providing inadequate housing based on local standards, laws and directives;
- Failing to provide employment contracts and other documentation in the employee's native language;
- Failing to provide return transportation upon the end of employment for employees brought to the country for the purpose of working on a U.S. government contract or subcontract; and
- Failing to interview and protect employees suspected of being trafficking victims.

Noblis subcontractors and suppliers and their employees have a duty to report human trafficking violations using any appropriate disclosure channel. Subcontractors and suppliers working overseas shall become aware of and comply with that host nation's laws on this subject.

III. Employment Practices

A. Harassment

We expect our subcontractors and suppliers to provide their employees with an employment environment that is free from physical, psychological, and verbal harassment, or other abusive conduct.

B. Non-discrimination

We expect our subcontractors and suppliers to provide equal employment opportunity to employees and applicants for employment, without regard to race, ethnicity, religion, color, sex, national origin, age, military veteran status, ancestry, sexual orientation, gender identity or expression, marital status, family structure, genetic information, or mental or physical disability, so long as the essential functions of the job can be competently performed with or without reasonable accommodation.

C. Drug-Free Workplace

We expect our subcontractors and suppliers to maintain a workplace free from illegal use, possession, sale, or distribution of controlled substances.

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D. Working Time/Freedom of Association

We expect our subcontractors and suppliers to comply fully with the applicable national rules, regulations, or statutes concerning working time including overtime and minimum wage legislation. To the full extent of applicable laws and standards, subcontractors and suppliers should respect the freedom of association, collective bargaining, and the right of employees to form a working council.

IV. Anti-Corruption

A. Anti-Corruption Laws

Our subcontractors and suppliers must comply with the anti-corruption laws, directives and/or regulations that govern operations in the countries in which they do business, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.

We require our subcontractors and suppliers to refrain from offering or making any improper payments of money or anything of value to government officials, political parties, candidates for public office, or other persons. This includes a prohibition on facilitating payments intended to expedite or secure performance of a routine governmental action like obtaining a visa or customs clearance, even in locations where such activity may not violate local law. Personal safety payments are permitted where there is an imminent threat to health or safety.

We expect our subcontractors and suppliers to exert due diligence to prevent and detect corruption in all business arrangements, including partnerships, subcontracts, joint ventures, offset agreements, and the hiring of consultants.

B. Illegal Payments

Our subcontractors and suppliers must not offer any illegal payments to, or receive any illegal payments from, any customer or supplier or their agents and representatives, or others. The receipt, payment, and/or promise of monies or anything of value, directly or indirectly, intended to exert undue influence or improper advantage is prohibited. This prohibition applies even in locations where such activity may not violate local law.

C. Anti-Trust

We expect our subcontractors and suppliers to conduct business in accordance with all applicable anti-trust or anti-competition laws and regulations. This includes avoiding business practices such as entry into arrangements that unlawfully restrain competition; improper exchange of competitive information; price fixing, bid rigging, or improper market allocation.

D. Gifts/Business Courtesies

We expect our subcontractors and suppliers to compete on the merits of their products and services. The exchange of business courtesies (e.g. gifts, loans, services, meals, entertainment, unusual hospitality or other things of value) may not be used to gain an unfair competitive advantage. In any business relationship, our subcontractors and suppliers must ensure that the offering or receipt of any gift or business courtesy is permitted by law and regulation, that these exchanges do not violate the rules and standards of the recipient's organization, that they are consistent with reasonable marketplace customs and practices, and that they will not adversely impact the reputation of Noblis or our clients. Noblis and its subcontractors and suppliers are subject to a range of laws that prohibit the offering and acceptance of gifts to Government customers and suppliers.

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E. Insider Trading

Our subcontractors and suppliers and their personnel must not use material, non-publicly disclosed information obtained in the course of their business relationship with us as the basis for trading or for enabling others to trade in the securities of any company.

V. Conflict of Interest

We expect our subcontractors and suppliers and their employees to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest in their dealings with Noblis and our government customers. Subcontractors and suppliers must educate their employees on the importance of avoiding conflicts of interest situations and must notify all affected parties in the event that an actual or potential conflict of interest arises. This includes a conflict between the interests of Noblis and personal interests or those of close relatives, friends or associates and organizational conflicts of interest (OCI) and personal conflicts of interest (PCI) that may arise in the performance of a contract supporting the Government .

VI. Information Protection

A. Confidential/Proprietary Information

We expect our subcontractors and suppliers to properly handle sensitive information, including confidential, proprietary, and personal information. The rules and regulations that govern how we handle this information, its acquisition, use, storage, distribution and ultimate disposition are strict. We expect our subcontractors and suppliers to know and follow government handling requirements including the NISPOM. Information may not be used for any purpose other than the business purpose for which it was provided unless there is prior authorization from the owner of the information.

B. Intellectual Property

We expect our subcontractors and suppliers to respect and comply with all the laws governing intellectual property rights assertions, including protection against disclosure, patents, copyrights, and trademarks.

C. Information Security

Subcontractors and suppliers must protect the confidential and proprietary information of others, including personal information, Controlled Unclassified Information (CUI), and Controlled Defense Information (CDI), from unauthorized access, destruction, use, modification and disclosure, through appropriate physical and electronic security procedures. Subcontractors and suppliers must comply with all applicable data privacy laws and all applicable rules and regulations regarding safeguarding subcontractor and supplier information systems.

D. Procurement Integrity

Subcontractors will comply with all aspects of the Procurement Integrity Act, which generally prohibits:

- Knowingly obtaining bid, proposal, or source-selection information related to a current or future federal procurement and
- Disclosing bid, proposal, or source- selection information to which the supplier has received access in the course of providing support or advice to a federal agency, or engaging in employment discussions with, employing, or providing compensation to certain former government procurement or contract officials.

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E. Social Media

We expect our subcontractors and suppliers to conduct themselves in a manner that reflects positively on Noblis and its clients. Our subcontractors and suppliers and their employees should not publicly disparage or misrepresent Noblis' or our clients' images or brands in a way that is damaging to our or our clients' reputations, or use Noblis' name, influence, funds, or other assets in their outside business activities.

VII. Environment, Health, and Safety

We expect our subcontractors and suppliers to operate in a manner that actively manages risk, conserves natural resources, and protects the environment. We expect our subcontractors and suppliers to comply with all applicable environmental, health, and safety laws, regulations, and directives. Suppliers should protect the health, safety, and welfare of their people, visitors, and others who may be affected by their activities.

For routine business operations, we encourage suppliers to improve resource efficiency, including reduction of energy, water, and fuel use. We expect our suppliers to follow waste mitigation plans, such as decreasing landfilled waste by supporting recycling and reuse programs. To increase operational efficiency and sustainability, we expect our suppliers to develop products or supply services that reduce harmful environmental impacts and consider circular economy principles. We encourage our suppliers to track their greenhouse gas emissions and set science-based emission reduction goals that align with the Paris Agreement.

VIII. Global Trade Compliance

Noblis complies with all U.S. and foreign laws and regulations governing international trade and requires our subcontractors and suppliers to do the same.

A. Security

When applicable, subcontractors and suppliers are encouraged to implement practices and procedures to ensure the security of their supply chains in accordance with the Customs-Trade Partnership Against Terrorism initiative of the United States Department of Homeland Security.

B. Import

We expect our subcontractors and suppliers to ensure that their business practices are in accordance with all applicable laws, directives and regulations governing the import of parts, components, and technical data.

C. Export

We expect our subcontractors and suppliers to ensure that their business practices are in accordance with all applicable laws, directives and regulations governing the export of parts, components, and technical data.

D. Anti-Boycott

Our subcontractors and suppliers must not participate in, cooperate with, or further the cause of any unsanctioned foreign economic boycott, in accordance with the 1977 Export Administration Act and the 1976 Tax Reform Act.

E. Conflict Minerals

Subcontractors and suppliers must adhere to federal laws and regulations requiring reporting companies to make specialized disclosure and conduct due diligence concerning their use of conflict minerals that may have originated in the Democratic Republic of the Congo (DRC) or an adjoining country. Conflict minerals include cassiterite,

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columbite-tantalite, gold and wolframite, or their derivatives (tantalum, tin, and tungsten). Suppliers must comply with their obligations under the Securities Exchange Act of 1934. We expect our suppliers to develop due diligence processes, including reasonably country of origin inquiry processes, to allow us to submit accurate conflict mineral reports to the Government and other entities and to meet our obligations to ensure that all products are responsibly manufactured.

IX. Quality

Subcontractors and suppliers must take due care to ensure their work product meets our company's quality standards. We expect our subcontractors and suppliers to have in place quality assurance processes to identify defects and implement corrective actions, and to facilitate the delivery of a product whose quality meets or exceeds the contract requirements.

A. Counterfeit Parts

We expect our subcontractors and suppliers to develop, implement, and maintain methods and processes appropriate to their products to minimize the risk of introducing counterfeit parts and materials into deliverable products. Effective processes should be in place to detect counterfeit parts and materials, provide notification to recipients of counterfeit product(s) when warranted, and exclude them from the delivered product.

B. Supply Chain Transparency and Traceability

We expect our subcontractors and suppliers to develop, implement, and maintain processes to increase transparency and traceability throughout the supply chain. Suppliers should be expected and prepared to respond to requests designed to meet this objective.

X. Timely Payment

We expect our subcontractors and suppliers to pay their subcontractors and suppliers on time in accordance with agreed contractual payment terms.

XI. Ethics Program Expectations

A. Whistleblower Protection

We expect our subcontractors and suppliers to provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation. We expect our subcontractors and suppliers to take action to prevent, detect, and correct any retaliatory actions.

B. Consequences for Violating Code

In the event of a violation of any of the above expectations, we may pursue corrective action to remedy the situation. In the case of a violation of law or regulation, we may be required to report those violations to proper authorities. We reserve the right to terminate our relationship with any subcontractor or supplier under the terms of the existing contract.

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C. Ethics Policies

Commensurate with the size and nature of their business, we expect our subcontractors and suppliers to have management and business systems in place to support compliance with the letter, spirit, and intent of applicable laws, regulations, and the expectations related to or addressed expressly within this Supplier Code of Conduct. We encourage our subcontractors and suppliers to implement their own written codes of conduct and to flow down the principles of a code of conduct to the entities that furnish them with goods and services.

D. Reporting

Subcontractors and suppliers should promptly report violations of this code through the proper channels, including but not limited to Noblis' Compliance Helpline Reporting System at: 888.297.4192 or on-line at www.ethicspoint.com. You may report a suspected violation anonymously.

E. Sub-Tier Suppliers

Subcontractors and suppliers shall extend the requirements and objectives of this Supplier Code of Conduct to all sub-tier sources they utilize in performance of work supporting Noblis and our clients.

About Noblis

We exist to enrich lives and make our nation safer with our shared passion for excellence and innovation.

For more than 25 years, Noblis has been an innovator within the federal government, committed to solving the challenges of today and investing in the mission of tomorrow. As a nonprofit, Noblis works for the public good, bringing together the best possible capabilities, including science and technology expertise and solutions, in an environment of independence and objectivity to deliver enduring impact on federal missions.

Working with Us

Government agencies can access Noblis through a variety of contracting mechanisms. We have several contracts in place and available to Government agencies. We are also a GSA Schedule holder.

For a full list of vehicles, visit noblis.org/contracting or call us at 703.610.2000. Email us at answers@noblis.org.