

# DEFENCE COMPANIES INDEX (DCI) ON ANTI-CORRUPTION AND CORPORATE TRANSPARENCY 2020

## FINAL ASSESSMENT

### DYNCORP INTERNATIONAL

The following pages contain the detailed scoring for this company based on publicly available information.

The table below shows a summary of the company's scores per section:

Section	Number of Questions*	Score Based on Publicly Available Information
1. Leadership and Organisational Culture	4	7/8
2. Internal Controls	6	4/12
3. Support to Employees	7	4/14
4. Conflict of Interest	4	3/8
5. Customer Engagement	7	2/14
6. Supply Chain Management	5	2/10
7. Agents, Intermediaries and Joint Ventures	10	2/20
8. Offsets	4	0/8
9. High Risk Markets	4	4/8
10. State-Owned Enterprises	0	N/A
<b>TOTAL</b>		<b>28/102</b>
<b>BAND</b>		<b>E</b>

\*This column represents the number of questions on which the company was eligible to receive a score; i.e. where the company did not receive a score of N/A.

## 1. Leadership and Organisational Culture

Question
<b>1.1. Does the company have a publicly stated anti-bribery and corruption commitment, which is authorised by its leadership?</b>
Score
<b>2</b>
Comments
The company has a publicly stated anti-corruption commitment, which details the company's stance against any form of bribery or corruption within the organisation. It is clear that this commitment was authorised and endorsed by the company's leadership.
Evidence
<p><b>[3] Corporate Commitment to Ethics and Standards (website)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/corporate-commitment-to-ethics-and-standards/">https://www.dyn-intl.com/about-di/corporate-commitment-to-ethics-and-standards/</a></p> <p>DynCorp International and every one of our employees commit to complying with global compliance standards, ethics and business conduct through mandatory annual ethics, anti-corruption, international trade, and other training and testing for all employees.</p> <p>DI leadership, employees and directors commit to adhering to U.S laws, regulations and international standards. We invest in training, monitoring, and enforcement of compliance standards.</p> <p>To ensure we meet our commitment, we have established and use a company Ethics and Compliance Steering Committee that includes our Chief Executive Officer, Chief Financial Officer, Chief Administrative Officer/Legal Officer, and Senior Vice Presidents of Human Resources, Procurement and Supply Chain.</p> <p>We demonstrate our adherence to international standards through our Code of Ethics and Business Conduct, third-party certification to International Organization Standards, and training and employee commitment to compliance with the Foreign Corrupt Practices Act, International Trafficking in Arms Regulations and international standards on Human Rights and Human Trafficking. We reduce our risk through regular monitoring, internal audits and third-party certifications of our performance.</p> <p>CEO George Krivo</p> <p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.1] To: All DynCorp International Employees:</p> <p>It is my pleasure to provide you with DynCorp International's Code of Ethics and Business Conduct.</p> <p>OUR INTENTION</p> <p>As a service company, our people are our product – that's why we have built an intentional culture supported by shared values and a focus on developing thoughtful leaders. Through leaders who live and work by our values, we build employee loyalty and enhance productivity, ultimately resulting in satisfied personnel and customers.</p> <p>OUR CULTURE</p> <p>Our intentional culture takes root in our Social Contract, a commitment we have made to each other that sets expectations for how we behave and how we treat one another.</p>

Compliance with all applicable laws, regulations and best practices is essential. Our Company's reputation with the Government and with our stakeholders requires our professional excellence, solid judgment, and uncompromising integrity. Overall, businesses are becoming more and more challenging to manage. New laws, competition, budgetary constraints, technological innovations, business re-engineering, and the increasing globalization of business make our operations even more demanding than in the past.

These increased demands serve to highlight the importance of business ethics. Cutting corners to obtain or retain business is not our way. We don't take shortcuts, we conduct business properly. We are committed to this Code and have zero tolerance for any violation of its provisions. The Code is a tool to help you better understand the policies and principles that drive our business. It is your roadmap to help you make the right decisions and to protect and preserve our long- standing business successes.

I ask each of you to read this Code carefully, to affirm its principles, and to adhere to its requirements in all of your professional endeavors. If you have any questions, please contact your supervisor, your Human Resources representative, or the Legal Department.

Thank you for your service and commitment in sustaining a values-based culture where Doing the Right Thing is Always the Right Thing to Do.

George Krivo  
Chief Executive Officer

#### [p.17] ANTI-CORRUPTION

Employees must strictly comply with the anti-corruption laws that govern our operations in the countries in which we do business. Such laws include the U.S. Foreign Corrupt Practices Act ("FCPA") and similar laws enacted by other countries, such as the UK Bribery Act. Generally, these laws prohibit bribery, direct or indirect of foreign government officials, political parties, or candidates to obtain some improper business advantage. More specifically, they prohibit you, directly or indirectly, from giving, offering, or promising anything of value to foreign government officials including political parties, political candidates, Stateowned or controlled entities, or public international organizations, for the purpose of influencing them to misuse their official capacity to obtain, keep, or direct business or to gain any improper advantage. In addition, to prevent concealment of bribery, the FCPA prohibits knowingly falsifying a company's books and records or knowingly circumventing or failing to implement adequate internal accounting controls.

Violations of the FCPA may subject you and/or DI to criminal and/or civil sanctions, and you may be fined and imprisoned.

[...]

#### Prohibition of Private Sector Corruption

A number of U.S. state and federal laws also prohibit corruption in commercial transactions between private parties. Other countries have similar laws. Although the laws of different jurisdictions are not all alike and provide for various penalties, they all are intended to prevent anyone from offering or giving a payment or undue advantage to employees and other people working for private sector entities in order to cause them to act, or refrain from acting, in breach of their duties.

[p.18] For further information, please refer to:

- DI Policy No. 5.2 – Foreign Corrupt Practices Act
- DI Policy No. 5.11 – UK Bribery Act

#### [p.27] NO KICKBACKS

Do not offer, pay, solicit, or accept, directly or indirectly, any fee, commission, compensation, gift, or gratuity to or from any U.S. government agency (federal,

state or local) prime contractor, or subcontractor.

[p.28] For further information, please refer to:

- DI Policy No. 5.7 – Business Courtesies

Question
<p><b>1.2. Does the company have a comprehensive anti-bribery and corruption policy that explicitly applies to both of the following categories:</b></p> <p>a) All employees, including staff and leadership of subsidiaries and other controlled entities;</p> <p>b) All board members, including non-executive directors.</p>
Score
1
Comments
<p>The company has an anti-corruption policy, which makes specific reference to the prohibition of bribery, payments to public officials and commercial bribery. The policy applies to all company employees and board members.</p> <p>However, the company's anti-corruption policy does not make reference to facilitation payments and it is not explicitly clear that the policy applies to non-executive directors as well as the staff and leadership of subsidiaries and other controlled entities within the policy.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.2] All DynCorp International LLC (also referred to as DI or "the Company") employees, directors, officers, contractors, and agents are responsible for:</p> <ul style="list-style-type: none"> <li>• Reading the Code of Ethics and Business Conduct – referred to as "the Code";</li> <li>• Understanding the requirements stated in the Code;</li> <li>• Utilizing available resources to resolve questions or issues of concern; and</li> <li>• Complying fully with the Code and with the Company's policies and procedures.</li> </ul> <p>[p.16] CONDUCT BUSINESS ETHICALLY OUTSIDE THE UNITED STATES</p> <p>We have no tolerance for violations of any of the laws of the countries in which we do business.</p> <p>DI operates around the world and our commitment to ethical conduct governs all</p> <p>[p.17] of our work locations. Unless prohibited by U.S. law, you are responsible for complying with the national and local laws of the countries in which we operate. In the case of a conflict with U.S. law, you must obtain direction from the Legal Department. Any questions regarding this zero tolerance policy should be directed to the Legal Department.</p> <p><b>ANTI-CORRUPTION</b></p> <p>Employees must strictly comply with the anti-corruption laws that govern our operations in the countries in which we do business. Such laws include the U.S. Foreign Corrupt Practices Act ("FCPA") and similar laws enacted by other countries, such as the UK Bribery Act. Generally, these laws prohibit bribery, direct or indirect of foreign government officials, political parties, or candidates to obtain some improper business advantage. More specifically, they prohibit you, directly or indirectly, from giving, offering, or promising anything of value to foreign government officials including political parties, political candidates, Stateowned or controlled entities, or public international organizations, for the purpose of influencing them to misuse their official capacity to obtain, keep, or direct business or to gain any improper advantage. In addition, to prevent concealment of bribery, the FCPA prohibits knowingly falsifying a company's books and records or knowingly circumventing or failing to implement adequate internal accounting controls.</p>

Violations of the FCPA may subject you and/or DI to criminal and/or civil sanctions, and you may be fined and imprisoned.

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#### Prohibition of Private Sector Corruption

A number of U.S. state and federal laws also prohibit corruption in commercial transactions between private parties. Other countries have similar laws. Although the laws of different jurisdictions are not all alike and provide for various penalties, they all are intended to prevent anyone from offering or giving a payment or undue advantage to employees and other people working for private sector entities in order to cause them to act, or refrain from acting, in breach of their duties.

[p.18] For further information, please refer to:

- DI Policy No. 5.2 – Foreign Corrupt Practices Act
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#### [p.27] NO KICKBACKS

Do not offer, pay, solicit, or accept, directly or indirectly, any fee, commission, compensation, gift, or gratuity to or from any U.S. government agency (federal, state or local) prime contractor, or subcontractor.

#### **[2] Anti-Corruption (webpage)**

Accessed 25/07/2019

<https://www.dyn-intl.com/about-di/anti-corruption/>

DynCorp operates in many countries where corruption is endemic and it is our policy to comply with the spirit as well as the letter of the law related to anti-corruption. DynCorp International and its directors, officers, and employees commit to conducting all of our operations in compliance with the provisions of the Foreign Corrupt Practices Act (FCPA) and the anti-bribery laws of those countries in which we work and with applicable international conventions.

#### **[4] Continuous Improvement (webpage)**

Accessed 25/07/2019

<https://www.dyn-intl.com/about-di/continuous-improvement/>

We maintain a Code of Ethics and Business Conduct that establishes rules of ethical conduct and compliance for the Company, its officers, directors, employees and contractors. The Code contains links to relevant policies and procedures, instructions on how to report violations and workplace scenarios to illustrate ethics questions.

#### **[8] Supplier Information**

Accessed 25/07/2019

<https://www.dyn-intl.com/about-di/supplier-information/>

At DynCorp International, also referenced as DI, every employee including members of the Board of Directors are required to read and acknowledge their concurrence with our Code of Ethics and Business Conduct on an annual basis.

#### **[12] Business Ethics and Compliance Committee Charter**

Accessed 25/07/2019

<http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb>

[p.2] g) Review compliance by the Board of the Company's Code of Ethics and Business Conduct which is applicable to members of the Board of Directors, when they are representing or acting for the Company and its subsidiaries.

Question
<b>1.3. Does the board or a dedicated board committee provide oversight of the company's anti-bribery and corruption programme?</b>
Score
<b>2</b>
Comments
<p>There is evidence that a designated board committee, the Business Ethics and Compliance Committee, is ultimately responsible for the oversight of the company's anti-bribery and corruption programme. This includes reviewing reports from management on the programme's performance and ensuring that required changes are made. The company's Audit Committee receives a quarterly briefing on internal and external audits of the company's ethics and compliance programme.</p>
Evidence
<p><b>[12] Business Ethics and Compliance Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb">http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb</a></p> <p>[p.1] The purpose of the Business Ethics and Compliance Committee ("Committee") of the Board of Directors ("Board") of DynCorp International Inc. ("Company") shall be to (i) oversee and monitor the Company's conformance with good business practices, public image and Government and industry standards and (ii) oversee the ethics and compliance program, including the compliance with the Company's Code of Ethics and Business Conduct. The Committee shall also discharge such other responsibilities relating to compliance oversight as the Board may, from time to time, assign to the Committee.</p> <p>1. Compliance Functions</p> <p>a) The Committee shall review and make recommendations to the Board addressing the Company's compliance practices generally, and specifically oversee and monitor the Company's conformance with good business practices, public image and Government and industry standards.</p> <p>[p.2] b) The Committee shall meet regularly with management of the Company to assess the Company's compliance policies and procedures. Without limiting the generality of the foregoing, the Committee shall confer regularly with the officer designated as the Company's General Counsel and Chief Compliance Officer regarding the Company's compliance policies and procedures, and any specific material compliance issues. It is the intention of the Board and the Committee that such consultations with the Company's General Counsel be deemed to constitute communications for the purpose of obtaining legal advice and are therefore privileged attorney-client communications.</p> <p>c) Periodically review the Company's ethics and compliance policies, procedures and programs as established and administered by the General Counsel and Chief Compliance Officer.</p> <p>d) Receive and review periodic reports from the General Counsel and Chief Compliance Officer summarizing the receipt, retention and treatment of complaints received by the Company on its "hotline" regarding any matter (other than accounting, internal accounting controls or auditing matters) or submission by the employees of concerns regarding questionable practices (other than any accounting or auditing matters). The Committee shall establish procedures for the referral to the Audit Committee of any complaint regarding accounting, internal accounting controls or auditing matters received by the Committee or submission by employees of concerns regarding questionable accounting, fraud or auditing matters to the Committee.</p> <p>e) Periodically review with the General Counsel the status of all pending litigation and open regulatory issues.</p> <p>f) No less than annually, the Committee shall review and approve the Code of Ethics and Business Conduct ("Code"), and shall oversee implementation by management of procedures intended to ensure compliance with such Code. The Committee shall ensure that such Code is publicly available and shall consider any requests for waivers benefiting Company officers from such Code. The Company shall make disclosure of such waivers as required by applicable law and listing rules. The Committee also shall review on an annual basis a report from</p>

management regarding any other waivers from the Company's Code of Conduct granted to the Company's other employees.

g) Review compliance by the Board of the Company's Code of Ethics and Business Conduct which is applicable to members of the Board of Directors, when they are representing or acting for the Company and its subsidiaries.

h) No less than annually, review the Company's Corporate Governance Guidelines and recommend revisions as necessary to ensure compliance with federal law and regulations.

[p.3] i) Review and recommend to the Board, as appropriate, action with respect to transactions with the Company and a Related Person, as defined in applicable regulations of Related Party Transactions.

[...]

The Committee may initiate such compliance investigations as it deems appropriate, but it is not the Committee's responsibility to conduct compliance audits in the ordinary course of the Company's business.

#### IV. MEETINGS

The Committee will meet as often as necessary to carry out its responsibilities, but shall meet at least three times a year.

[...]

Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.

#### **[4] Continuous Improvement (webpage)**

Accessed 25/07/2019

<https://www.dyn-intl.com/about-di/continuous-improvement/>

We maintain a continuous improvement program for ethics, business conduct and standards through regular monitoring and evaluation of our performance by internal audits and external third-party audits. Robust internal audits and assessment of controls couples finance, legal, internal audit and other functions for cross-functional awareness and monitoring. A quarterly briefing is provided to the Audit Committee of the Board of Directors on compliance matters.

We obtain annual ISO recertification through policy, headquarters and field audits by third-party certification bodies. Those audits review DI's quality and management systems and our compliance with DI policies, laws and regulations, risks from corruption and human trafficking, and potential violations by our suppliers and sub-contractors.

#### **[13] Audit Committee Charter**

Accessed 25/07/2019

<http://ir.dyn-intl.com/static-files/fa873e96-0796-46f1-979e-165441b5619c>

[p.2] The Committee is authorized to:

[...]

Approve or disapprove audit and non-audit services proposed to be performed for the Company by the independent auditor, review the scope of audit plans, and take appropriate action in response to reports filed by the independent auditor;

[p.3] c) Review the Company's policies and practices with respect to assessing the Company's financial, operational, compliance and fraud risks, and the steps that have been taken to monitor and control such exposures;

#### **[14] Corporate Governance Guidelines**

Accessed 25/07/2019

<http://ir.dyn-intl.com/static-files/9fcc3057-07d2-4b75-a92e-13d1ffe88638>



[p.4] The Audit Committee is responsible for monitoring and overseeing (i) the integrity of the financial statements, (ii) compliance with financial, legal

[p.5] and regulatory requirements, (iii) qualifications and independence of the Company's internal and independent auditors, (iv) performance of the internal audit function and the independent auditors, (v) ethics program with respect to financial integrity and fraud,

[...]

The Business Ethics and Compliance Committee is responsible for (i) overseeing and monitoring the Company's conformance with good business practices, public image and Government and industry standards and (ii) oversee the ethics and compliance program, including the compliance with the Company's Code of Ethics and Business Conduct.

Question
<b>1.4. Is responsibility for implementing and managing the company's anti-bribery and corruption programme ultimately assigned to a senior executive, and does he or she have a direct reporting line to the board or board committee providing oversight of the company's programme?</b>
Score
<b>2</b>
Comments
There is evidence that a designated senior executive has ultimate responsibility for implementing and managing the company's anti-bribery and corruption programme. It is clear that this person has a direct reporting line to the designated board committee that provides oversight of the anti-bribery and corruption programme. There is evidence of reporting and feedback activities between this person and the board as part of the company's reporting structure.
Evidence
<p><b>[12] Business Ethics and Compliance Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb">http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb</a></p> <p>[p.2] b) The Committee shall meet regularly with management of the Company to assess the Company's compliance policies and procedures. Without limiting the generality of the foregoing, the Committee shall confer regularly with the officer designated as the Company's General Counsel and Chief Compliance Officer regarding the Company's compliance policies and procedures, and any specific material compliance issues.</p> <p>[...]</p> <p>d) Receive and review periodic reports from the General Counsel and Chief Compliance Officer summarizing the receipt, retention and treatment of complaints received by the Company on its "hotline" regarding any matter (other than accounting, internal accounting controls or auditing matters) or submission by the employees of concerns regarding questionable practices (other than any accounting or auditing matters).</p> <p>[p.3] IV. MEETINGS</p> <p>The Committee will meet as often as necessary to carry out its responsibilities, but shall meet at least three times a year.</p> <p><b>[2] Anti-Corruption (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/anti-corruption/">https://www.dyn-intl.com/about-di/anti-corruption/</a></p> <p>Under the direction of the Chief Administrative Officer and Chief Legal Officer, DI has designated empowered senior officers to ensure that the company complies with all international trade and anticorruption compliance laws and regulations.</p>

## 2. Internal Controls

Question
<b>2.1. Is the design and implementation of the anti-bribery and corruption programme tailored to the company based on an assessment of the corruption and bribery risks it faces?</b>
Score
<b>0</b>
Comments
There is no evidence that the company has a formal risk assessment procedure which is used to inform the company's anti-bribery and corruption programme. While the company refers to internal processes for the evaluation of risk and a risk management process, it does not make any mention of bribery and corruption risk.
Evidence
<p><b>[4] Continuous Improvement (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/continuous-improvement/">https://www.dyn-intl.com/about-di/continuous-improvement/</a></p> <p>We evaluate our risk through a robust insider threat program.</p> <p><b>[13] Audit Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/fa873e96-0796-46f1-979e-165441b5619c">http://ir.dyn-intl.com/static-files/fa873e96-0796-46f1-979e-165441b5619c</a></p> <p>[p.2] The committee is authorized to:</p> <p>[p.3] d) Provide oversight for the Company's Enterprise Risk Management process, and discuss with management key financial, operational and compliance risk exposures and the steps management has taken to monitor and mitigate such exposures;</p>

Question
<b>2.2. Is the company's anti-bribery and corruption programme subject to regular internal or external audit, and are policies and procedures updated according to audit recommendations?</b>
Score
<b>2</b>
Comments
<p>There is evidence that the company's anti-corruption programme is subject to regular review and audit to ensure the entire programme is consistent with best practice and the business risks facing the company. The company explicitly refers to provisions for continuous improvement through regular monitoring by its internal audit department and external audits. In addition, the company undergoes an external audit on an annual basis. A quarterly briefing on this work is provided to the Audit Committee and there is evidence that high-level audit findings are presented to the board, with clear ownership assigned to units for planned updates and improvements to the anti-bribery and corruption programme.</p>
Evidence
<p><b>[3] Corporate Commitment to Ethics and Standards (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/corporate-commitment-to-ethics-and-standards/">https://www.dyn-intl.com/about-di/corporate-commitment-to-ethics-and-standards/</a></p> <p>We reduce our risk through regular monitoring, internal audits and third-party certifications of our performance.</p> <p><b>[4] Continuous Improvement (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/continuous-improvement/">https://www.dyn-intl.com/about-di/continuous-improvement/</a></p> <p>We maintain a continuous improvement program for ethics, business conduct and standards through regular monitoring and evaluation of our performance by internal audits and external third-party audits. Robust internal audits and assessment of controls couples finance, legal, internal audit and other functions for cross-functional awareness and monitoring. A quarterly briefing is provided to the Audit Committee of the Board of Directors on compliance matters.</p> <p>We obtain annual ISO recertification through policy, headquarters and field audits by third-party certification bodies. Those audits review DI's quality and management systems and our compliance with DI policies, laws and regulations, risks from corruption and human trafficking, and potential violations by our suppliers and sub-contractors.</p> <p><b>[12] Business Ethics and Compliance Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb">http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb</a></p> <p>[p.1] The purpose of the Business Ethics and Compliance Committee ("Committee") of the Board of Directors ("Board") of DynCorp International Inc. ("Company") shall be to (i) oversee and monitor the Company's conformance with good business practices, public image and Government and industry standards and (ii) oversee the ethics and compliance program, including the compliance with the Company's Code of Ethics and Business Conduct. The Committee shall also discharge such other responsibilities relating to compliance oversight as the Board may, from time to time, assign to the Committee.</p> <p>1. Compliance Functions</p> <p>a) The Committee shall review and make recommendations to the Board addressing the Company's compliance practices generally, and specifically oversee and monitor the Company's conformance with good business practices, public image and Government and industry standards.</p> <p><b>[14] Corporate Governance Guidelines</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/9fcc3057-07d2-4b75-a92e-13d1ffe88638">http://ir.dyn-intl.com/static-files/9fcc3057-07d2-4b75-a92e-13d1ffe88638</a></p>

[p.4] The Audit Committee is responsible for monitoring and overseeing (i) the integrity of the financial statements, (ii) compliance with financial, legal

[p.5] and regulatory requirements, (iii) qualifications and independence of the Company's internal and independent auditors, (iv) performance of the internal audit function and the independent auditors, (v) ethics program with respect to financial integrity and fraud,

[...]

The Business Ethics and Compliance Committee is responsible for (i) overseeing and monitoring the Company's conformance with good business practices, public image and Government and industry standards and (ii) oversee the ethics and compliance program, including the compliance with the Company's Code of Ethics and Business Conduct.

Question
<b>2.3. Does the company have a system for tracking, investigating and responding to bribery and corruption allegations or incidents, including those reported through whistleblowing channels?</b>
Score
<b>1</b>
Comments
<p>There is evidence that the company commits to investigating incidents, and there is a specific procedure in place to deal with whistleblowing cases, which stipulates documentation and actions to be taken. There is evidence that the Business Ethics and Compliance Committee receives summary information on the status of investigations.</p> <p>However, this does not cover the whole investigation process from receipt to final outcome, and it is unclear whether information on each investigation is documented. There is no evidence that investigations are handled by an independent team and/or report to an independent board member. The company also does not publicly commit to providing whistleblowers with updates on the outcome of investigations. Finally, it is unclear how frequently the Business Ethics and Compliance Committee receives and reviews information on the investigations.</p>
Evidence
<p><b>[10] DI Hotline (webpage)</b>  Accessed 25/07/2019  <a href="https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html">https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html</a></p> <p>To help us comply with these principles, we have selected EthicsPoint to provide a confidential method to hear your suggestions and concerns. The Senior Leadership Team and the Company's Directors value and encourage your input. Moreover, if you are aware of a violation of the Code of Ethics and Business Conduct or of any of DI's policies, you must report your concerns.</p> <p>EthicsPoint will report all information it receives to the Company on a confidential basis. You can submit claims anonymously if you wish. We will review every submission received, investigate all complaints, and, where appropriate, implement corrective action. You have our guarantee that your comments will be heard and addressed.</p> <p><b>[11] EthicsPoint FAQ</b>  Accessed 25/07/2019  <a href="https://secure.ethicspoint.com/domain/media/en/gui/27481/faq.pdf">https://secure.ethicspoint.com/domain/media/en/gui/27481/faq.pdf</a></p> <p>[p.2] Where do these reports go? Who can access them? Reports are entered directly on the EthicsPoint secure server to prevent any possible breach in security. EthicsPoint makes these reports available only to specific individuals within the company who are charged with evaluating the report, based on the type of violation and location of the incident. Each of these report recipients has had training in keeping these reports in the utmost confidence.</p> <p><b>[12] Business Ethics and Compliance Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb">http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb</a></p> <p>[p.2] d) Receive and review periodic reports from the General Counsel and Chief Compliance Officer summarizing the receipt, retention and treatment of complaints received by the Company on its "hotline" regarding any matter (other than accounting, internal accounting controls or auditing matters) or submission by the employees of concerns regarding questionable practices (other than any accounting or auditing matters).</p> <p>[p.3] The Committee may initiate such compliance investigations as it deems appropriate, but it is not the Committee's responsibility to conduct compliance audits in the ordinary course of the Company's business.</p>

Question
<b>2.4. Does the company have appropriate arrangements in place to ensure the quality of investigations?</b>
Score
<b>0</b>
Comments
<p>There is no evidence that the company assures itself of the quality of its internal investigations. While government investigations require the involvement of the legal department, it is not clear whether a specific function or appropriately senior individual is responsible for conducting all incident investigations and managing all whistleblowing cases. There is no mention of how complaints about the investigation process are handled. Also there is no evidence that the company reviews its investigations procedure at least every three years or in response to any changes in the regulatory environment.</p>
Evidence
<p><b>[10] DI Hotline (webpage)</b>  Accessed 25/07/2019  <a href="https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html">https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html</a></p> <p>To help us comply with these principles, we have selected EthicsPoint to provide a confidential method to hear your suggestions and concerns. The Senior Leadership Team and the Company's Directors value and encourage your input. Moreover, if you are aware of a violation of the Code of Ethics and Business Conduct or of any of DI's policies, you must report your concerns.</p> <p>EthicsPoint will report all information it receives to the Company on a confidential basis. You can submit claims anonymously if you wish. We will review every submission received, investigate all complaints, and, where appropriate, implement corrective action. You have our guarantee that your comments will be heard and addressed.</p> <p><b>[11] EthicsPoint FAQ</b>  Accessed 25/07/2019  <a href="https://secure.ethicspoint.com/domain/media/en/gui/27481/faq.pdf">https://secure.ethicspoint.com/domain/media/en/gui/27481/faq.pdf</a></p> <p>[p.2] Where do these reports go? Who can access them? Reports are entered directly on the EthicsPointsecure server to prevent any possible breach in security. EthicsPoint makes these reports available only to specific individuals within the company who are charged with evaluating the report, based on the type of violation and location of the incident. Each of these report recipients has had training in keeping these reports in the utmost confidence.</p> <p><b>[12] Business Ethics and Compliance Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb">http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb</a></p> <p>[p.2] d) Receive and review periodic reports from the General Counsel and Chief Compliance Officer summarizing the receipt, retention and treatment of complaints received by the Company on its "hotline" regarding any matter (other than accounting, internal accounting controls or auditing matters) or submission by the employees of concerns regarding questionable practices (other than any accounting or auditing matters).</p> <p>[p.3] The Committee may initiate such compliance investigations as it deems appropriate, but it is not the Committee's responsibility to conduct compliance audits in the ordinary course of the Company's business.</p> <p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.12] RESPOND PROPERLY TO GOVERNMENT INVESTIGATIONS  Government investigations must be handled properly and with great care.</p> <p>The Company's policy is to cooperate fully with all government investigations. Such investigations may be initiated by a number of agencies but not limited to, Offices</p>

of Inspectors General (“OIG”), the Special Inspector General for Afghanistan Reconstruction (“SIGAR”), the Special Inspector General for Iraq Reconstruction (“SIGIR”), state Attorney Generals’ offices, the Department of State, the Department of Justice, and the Department of Labor. The legal exposure and potential liability associated with the conduct of government investigations is significant and requires the immediate involvement of the Legal Department. Any employee who becomes aware of an investigation relating to the Company, its employees, contracts, subcontracts or who is contacted by any government investigator must immediately contact the Legal Department. The Legal Department will coordinate with the government investigator on all matters pertaining to the government’s inquiry, including requests for interviews and documents.



Question
<b>2.5. Does the company's investigative procedure include a commitment to report material findings of bribery and corruption to the board and any criminal conduct to the relevant authorities?</b>
Score
<b>1</b>
Comments
<p>There is evidence that material findings of bribery and corruption are reported to a designated board committee, the Business Ethics and Compliance Committee.</p> <p>However, although the company commits to cooperating with government investigations, there is no evidence that it commits to reporting material findings of bribery and corruption to relevant authorities.</p>
Evidence
<p><b>[12] Business Ethics and Compliance Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb">http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb</a></p> <p>[p.2] d) Receive and review periodic reports from the General Counsel and Chief Compliance Officer summarizing the receipt, retention and treatment of complaints received by the Company on its "hotline" regarding any matter (other than accounting, internal accounting controls or auditing matters) or submission by the employees of concerns regarding questionable practices (other than any accounting or auditing matters). The Committee shall establish procedures for the referral to the Audit Committee of any complaint regarding accounting, internal accounting controls or auditing matters received by the Committee or submission by employees of concerns regarding questionable accounting, fraud or auditing matters to the Committee.</p> <p>e) Periodically review with the General Counsel the status of all pending litigation and open regulatory issues.</p> <p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.12] RESPOND PROPERLY TO GOVERNMENT INVESTIGATIONS  Government investigations must be handled properly and with great care.</p> <p>The Company's policy is to cooperate fully with all government investigations. Such investigations may be initiated by a number of agencies but not limited to, Offices of Inspectors General ("OIG"), the Special Inspector General for Afghanistan Reconstruction ("SIGAR"), the Special Inspector General for Iraq Reconstruction ("SIGIR"), state Attorney Generals' offices, the Department of State, the Department of Justice, and the Department of Labor. The legal exposure and potential liability associated with the conduct of government investigations is significant and requires the immediate involvement of the Legal Department. Any employee who becomes aware of an investigation relating to the Company, its employees, contracts, subcontracts or who is contacted by any government investigator must immediately contact the Legal Department. The Legal Department will coordinate with the government investigator on all matters pertaining to the government's inquiry, including requests for interviews and documents.</p>

Question
<b>2.6. Does the company publish high-level results from incident investigations and disciplinary actions against its employees?</b>
Score
<b>0</b>
Comments
There is no evidence that the company publishes any data on ethical or bribery and corruption investigations or disciplinary actions involving its employees.
Evidence
No evidence found.

### 3. Support to Employees

Question
<b>3.1. Does the company provide training on its anti-bribery and corruption programme to all employees across all divisions and geographies, and in all appropriate languages?</b>
Score
<b>1</b>
Comments
<p>There is evidence that the company provides a training module that outlines the basic principles of the anti-bribery and corruption policy, including the whistleblowing options available to employees, which is refreshed on an annual basis.</p> <p>However, the company receives a score of '1' because it is not clear whether this training is provided in all the company's countries of operation and in all appropriate languages.</p>
Evidence
<p><b>[4] Continuous Improvement (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/continuous-improvement/">https://www.dyn-intl.com/about-di/continuous-improvement/</a></p> <p>We invest in training, monitoring, and enforcement of compliance standards and all employees receive Mandatory Code of Conduct awareness training at time of hire and on an annual basis. All persons covered by the Code are required to review its provisions and confirm that they will comply with its requirements.</p> <p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.17] For certain employees, FCPA training is mandatory. If you are required to take the training, you will be notified via DI Learn.</p> <p><b>[2] Anti-Corruption (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/anti-corruption/">https://www.dyn-intl.com/about-di/anti-corruption/</a></p> <p>To ensure that employees who may be exposed to corrupt activities are aware of the risks of corruption and understand their company and legal obligations, potentially exposed employees are required to complete FCPA training courses at the time of hire and at least once a year thereafter. In that training, employees will learn their responsibility for understanding the FCPA and host country anti-bribery laws, for complying with these laws, and for reporting immediately any suspicion of violations. Employees learn that there is strict prohibition/controls on the use of any foreign agents without Legal Department review and written approval. Following training, every employee will certify that they have been instructed in, understand and will comply with anti-corruption policy, laws and regulations. Managers are responsible for assuring such courses are completed and the HR Department maintains records of course completion.</p>

Question
<b>3.2. Does the company provide tailored training on its anti-bribery and corruption programme for at least the following categories of employees:</b> a) Employees in high risk positions, b) Middle management, c) Board members.
Score
1
Comments
<p>There is some evidence that the company provides tailored anti-bribery and corruption training to employees in different roles. For instance, the company states that employees that are more exposed to corruption risk receive additional training on anti-corruption legislation, which is refreshed annually.</p> <p>However, the company receives a score of '1' because there is no evidence that it conducts tailored training for middle management and board members.</p>
Evidence
<p><b>[4] Continuous Improvement (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/continuous-improvement/">https://www.dyn-intl.com/about-di/continuous-improvement/</a></p> <p>We invest in training, monitoring, and enforcement of compliance standards and all employees receive Mandatory Code of Conduct awareness training at time of hire and on an annual basis. All persons covered by the Code are required to review its provisions and confirm that they will comply with its requirements.</p> <p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.17] For certain employees, FCPA training is mandatory. If you are required to take the training, you will be notified via DI Learn.</p> <p><b>[2] Anti-Corruption (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/anti-corruption/">https://www.dyn-intl.com/about-di/anti-corruption/</a></p> <p>To ensure that employees who may be exposed to corrupt activities are aware of the risks of corruption and understand their company and legal obligations, potentially exposed employees are required to complete FCPA training courses at the time of hire and at least once a year thereafter. In that training, employees will learn their responsibility for understanding the FCPA and host country anti-bribery laws, for complying with these laws, and for reporting immediately any suspicion of violations. Employees learn that there is strict prohibition/controls on the use of any foreign agents without Legal Department review and written approval. Following training, every employee will certify that they have been instructed in, understand and will comply with anti-corruption policy, laws and regulations. Managers are responsible for assuring such courses are completed and the HR Department maintains records of course completion.</p>

Question
<b>3.3. Does the company measure and review the effectiveness of its anti-bribery and corruption communications and training programme?</b>
Score
<b>0</b>
Comments
<p>There is some evidence that the company reviews its anti-bribery and corruption communications and personnel training programme. However, these measures appear to be too simplistic to receive a score of '1' and are limited to maintaining records of completion. There is also no evidence that the company assures itself of this on at least an annual basis nor that the results are used to update specific parts of the company's anti-bribery and corruption communications training programme.</p>
Evidence
<p><b>[2] Anti-Corruption (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/anti-corruption/">https://www.dyn-intl.com/about-di/anti-corruption/</a></p> <p>Following training, every employee will certify that they have been instructed in, understand and will comply with anti-corruption policy, laws and regulations. Managers are responsible for assuring such courses are completed and the HR Department maintains records of course completion.</p>

Question
<b>3.4. Does the company ensure that its employee incentive schemes are designed in such a way that they promote ethical behaviour and discourage corrupt practices?</b>
Score
<b>0</b>
Comments
There is no evidence that the company's incentive schemes incorporate ethical or anti-bribery and corruption principles.
Evidence
<p><b>[15] Compensation Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/a41c5a45-ceae-415d-82c1-816f8f09d018">http://ir.dyn-intl.com/static-files/a41c5a45-ceae-415d-82c1-816f8f09d018</a></p> <p>[p.2] 1. Performance and Compensation of Chief Executive Officer Review and approve the Company's goals and objectives relevant to the performance of the CEO. No less than annually, appraise the performance of the CEO in light of these goals and objectives and set the compensation level of the Chief Executive Officer, based on this evaluation. In setting the level of the CEO's compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and other factors deemed appropriate by the Committee.</p> <p>2. Compensation of Executive Officers No less than annually, appraise the performance of the Executive Officers of the Company and its subsidiaries and set the compensation levels of the Executive Officers of the Company based on this evaluation. In setting the level of the compensation of the Executive Officers, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to Executive Officers at comparable companies, and other factors deemed appropriate by the Committee.</p> <p>3. Compensation of Directors No less than annually, set the compensation levels of the non-employee Directors of the Company. In setting the level of the non-employee Director's compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to non-employee Directors at comparable companies, and other factors deemed appropriate by the Committee.</p>

Question
<b>3.5. Does the company commit to and assure itself that it will support and protect employees who refuse to act unethically, even when it might result in a loss of business?</b>
Score
<b>0</b>
Comments
There is no evidence that the company commits to support or protect employees who refuse to act unethically.
Evidence
No evidence found

Question
<b>3.6. Does the company have a clear policy of non-retaliation against whistleblowers and employees who report bribery and corruption incidents?</b>
Score
<b>1</b>
Comments
<p>The company promotes a clear policy of non-retaliation against both whistleblowers and employees who report bribery and corruption incidents. This applies to all employees across the organisation.</p> <p>However, the company does not explicitly refer to employees employed by the group as third parties, suppliers and joint venture partners. There is also no evidence that the company assures itself of its employees' confidence in this commitment through surveys, usage data, or other clearly stated means.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.2] All DynCorp International LLC (also referred to as DI or "the Company") employees, directors, officers, contractors, and agents are responsible for:</p> <ul style="list-style-type: none"> <li>• Reading the Code of Ethics and Business Conduct – referred to as "the Code";</li> <li>• Understanding the requirements stated in the Code;</li> <li>• Utilizing available resources to resolve questions or issues of concern; and</li> <li>• Complying fully with the Code and with the Company's policies and procedures.</li> </ul> <p>[...]</p> <p>The Company prohibits retaliation against employees who raise a good faith question or concern through any of the channels discussed in this Code.</p> <p>[p.17] You should raise any questions concerning compliance with the FCPA and other anticorruption laws to the Legal Department. The Company does not tolerate retaliation against employees who raise a good faith question or concern.</p> <p><b>[5] Core Values (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/dyncorp-core-values/">https://www.dyn-intl.com/about-di/dyncorp-core-values/</a></p> <p>Our Business Ethics &amp; Compliance Program is designed to foster a free and open atmosphere that allows and encourages employees to make inquiries, raise questions, express work-related concerns or report business ethics violations or violations of law, regulations, policies or procedures, without fear of retaliation.</p> <p><b>[10] DI Hotline (webpage)</b>  Accessed 25/07/2019  <a href="https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html">https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html</a></p> <p>DynCorp International Employees are expected to raise questions and make reports about conduct which we believe in good faith to be unethical or a violation of law. You also are protected from retaliation for reports made in good faith under the Code of Ethics and Business Conduct.</p>



Question
<b>3.7. Does the company provide multiple whistleblowing and advice channels for use by all (e.g. employees and external parties), and do they allow for confidential and, wherever possible, anonymous reporting?</b>
Score
<b>1</b>
Comments
<p>The company has multiple whistleblowing and advice channels which allow for anonymous and confidential reporting. These channels are sufficiently varied to allow the employee to raise concerns across the management chain and to relevant external bodies. They are available and accessible to all employees in all jurisdictions where the company operates, and in all relevant languages.</p> <p>However, the company receives a score of '1' because it is not explicitly stated that the whistleblowing and advice channels are also available to those employed by the group as third parties and joint venture partners.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.2] All DynCorp International LLC (also referred to as DI or "the Company") employees, directors, officers, contractors, and agents are responsible for:</p> <ul style="list-style-type: none"> <li>• Reading the Code of Ethics and Business Conduct – referred to as "the Code";</li> <li>• Understanding the requirements stated in the Code;</li> <li>• Utilizing available resources to resolve questions or issues of concern; and</li> <li>• Complying fully with the Code and with the Company's policies and procedures.</li> </ul> <p><b>REPORTING VIOLATIONS OF THIS CODE</b></p> <p>The following channels are available to all who become aware of a violation of this Code, have a question or concern, or are seeking advice about the Code's requirements:</p> <ul style="list-style-type: none"> <li>• Your manager, supervisor or someone in your management chain</li> <li>• Your Group, Business Area Team (BAT) or Center of Excellence (COE) or Department lead, or your Human Resources Business Partner</li> <li>• The Senior Vice President of Human Resources (817-224-1636)</li> <li>• The General Counsel or any attorney in the Legal Department (703-462-7144)</li> <li>• The DI Hotline: 877-396-4685 (toll free) or 703-560-1203</li> <li>• The EthicsPoint website: <a href="http://dyncorpinternational.ethicspoint.com">http://dyncorpinternational.ethicspoint.com</a></li> </ul> <p>Allegations can be submitted anonymously.</p> <p><b>[4] Continuous Improvement (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/continuous-improvement/">https://www.dyn-intl.com/about-di/continuous-improvement/</a></p> <p>We make available to all employees and subcontractors numerous reporting opportunities for ethics and conduct issues including a Hotline that can be used anonymously.</p> <p><b>[10] DI Hotline (webpage)</b>  Accessed 25/07/2019  <a href="https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html">https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html</a></p>

We have selected EthicsPoint to provide a confidential method to hear your suggestions and concerns. The Senior Leadership Team and the Company's Directors value and encourage your input. Moreover, if you are aware of a violation of the Code of Ethics and Business Conduct or of any of DI's policies, you must report your concerns.

EthicsPoint will report all information it receives to the Company on a confidential basis. You can submit claims anonymously if you wish. We will review every submission received, investigate all complaints, and, where appropriate, implement corrective action. You have our guarantee that your comments will be heard and addressed.

#### Making Reports by Phone

To access the hotline by phone, from within the US, Canada, Puerto Rico, & Guam: 877-396-4685

Calling internationally. Please select the country you are calling from:

[47 countries listed in drop-down menu; sample below].

##### Making Reports by Phone

To access the hotline by phone, from within the US, Canada, Puerto Rico, & Guam: 877-396-4685

Calling internationally. Please select the country you are calling from:

Bahrain ▼

##### AT&T Direct Dial Access®

1. From an outside line dial the AT&T Direct Dial Access® for your location:  
**Bahrain (U.S. Military Bases)**.....800-000-00  
**Bahrain**.....800-00-001  
**Bahrain (Cellular)**.....800-000-05
2. At the prompt dial **877-396-4685**.
3. The call will be answered in English. To continue your call in another language:
  1. Please state your language to request an interpreter.
  2. It may take 1-3 minutes to arrange for an interpreter.
  3. During this time please do not hang up.

#### [12] Business Ethics and Compliance Committee Charter

Accessed 25/07/2019

<http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb>

[p.2] d) Receive and review periodic reports from the General Counsel and Chief Compliance Officer summarizing the receipt, retention and treatment of complaints received by the Company on its "hotline" regarding any matter (other than accounting, internal accounting controls or auditing matters) or submission by the employees of concerns regarding questionable practices (other than any accounting or auditing matters). The Committee shall establish procedures for the referral to the Audit Committee of any complaint regarding accounting, internal accounting controls or auditing matters received by the Committee or submission by employees of concerns regarding questionable accounting, fraud or auditing matters to the Committee.

#### [11] EthicsPoint FAQ

Accessed 25/07/2019

<https://secure.ethicspoint.com/domain/media/en/gui/27481/faq.pdf>

[p.2] When you observe some behavior that you believe violates our code of conduct, we expect you to report it. Ideally, you should bring any concerns forward to your direct manager, or other member of our management team. We recognize, however, that there may be circumstances when you are not comfortable reporting the issue in this manner. It is for such circumstances that we have partnered with EthicsPoint. We would rather you report anonymously than keep the information to yourself.

[...]

Where do these reports go? Who can access them? Reports are entered directly on the EthicsPointsecure server to prevent any possible breach in security. EthicsPoint makes these reports available only to specific individuals within the company who are charged with evaluating the report, based on the type of violation and location of the incident. Each of these report recipients has had training in keeping these reports in the utmost confidence.

[p.4] A report from home, a neighbor's computer, or any Internet portal will remain secure and anonymous. An Internet portal never identifies a visitor by screen name and the EthicsPoint system strips away Internet addresses so that anonymity is totally maintained. Plus, EthicsPoint is contractually committed not to pursue a reporter's identity.

## 4. Conflict of Interest

Question
<b>4.1. Does the company have a policy defining conflicts of interest – actual, potential and perceived – that applies to all employees and board members?</b>
Score
<b>2</b>
Comments
There is evidence that the company has a conflict of interest policy which explicitly applies to all employees and board members. This covers actual, potential and perceived conflicts. It refers to all of the categories of conflicts listed in the question, namely employee and government relationships, financial interests and other employment.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.2] All DynCorp International LLC (also referred to as DI or “the Company”) employees, directors, officers, contractors, and agents are responsible for:</p> <ul style="list-style-type: none"> <li>• Reading the Code of Ethics and Business Conduct – referred to as “the Code”;</li> <li>• Understanding the requirements stated in the Code;</li> <li>• Utilizing available resources to resolve questions or issues of concern; and</li> <li>• Complying fully with the Code and with the Company’s policies and procedures.</li> </ul> <p>[...]</p> <p>Violations of this Code can result in disciplinary action up to and including termination of employment.</p> <p>[p.29] Avoid conflicts of interest – personal, business, and organizational.</p> <p>Special restrictions apply regarding former government employees and consultants.</p> <p><b>AVOID CONFLICTS OF INTEREST</b></p> <p>All DI employees occupy positions of trust. We must be very sensitive to any circumstance, on or off the job that could damage that trust or cause others to question the good faith of our behavior.</p> <p>A conflict of interest exists when you have divided loyalties – when you have a direct or indirect personal interest in a transaction or matter such that it might reasonably appear to affect the judgment that you exercise on behalf of DI, influence your actions, or lead you to neglect DI business interests.</p> <p><b>PERSONAL CONFLICT OF INTEREST GUIDELINES</b></p> <p>You are responsible as a DI employee to act in a fair and impartial manner in all business dealings, and to place the interests of DI over personal interests in matters relating to DI business.</p> <p>You must avoid financial, business, or other transactions or situations in which your personal interests might conflict with, or appear to conflict with, the interests of DI. Such situations may arise from relationships with customers, competitors, and suppliers, present or prospective employees, or from the acquisition or use of Company assets for personal gain. An actual conflict of interest does not need to be present to constitute a violation of this Code; you</p>

must also avoid activities that create the appearance of a conflict of interest.

A conflict of interest exists when you use your contacts or position in the Company to advance interests other than the Company's, such as your own private business or financial affairs, or those of a friend or relative (whether or not at the expense of the Company). You should never use Company property or information for personal gain, or take for yourself personally any opportunity that is discovered through your position at DI.

#### EXAMPLES OF HOW A PERSONAL CONFLICT OF INTEREST COULD OCCUR:

- Employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by DI.
- Acceptance of gifts, payment or services from those seeking to do business with DI.
- Placement of business with a firm owned or controlled by a DI employee or his/her family.
- Ownership of, or substantial interest in, a company that is a customer, competitor or supplier.
- Acting independently as a consultant to a DI customer or supplier, while employed by DI.
- Having a personal interest or potential for gain in any Company transaction.
- Using Company assets, intellectual property or proprietary information for personal gain.
- Employing or discussing employment with former government employees, or using them as consultants or subcontractors in violation of applicable laws or regulations.
- Having a close personal relationship with a fellow employee or subordinate, someone who does business with DI or someone who works for a competitor.

#### [p.31] HIRE OR RETAIN FORMER GOVERNMENT EMPLOYEES PROPERLY

DI competes fairly for business opportunities. As a result, we do not work with former government employees in any capacity that could violate their duty to their former agencies or create a conflict of interest.

You are responsible for ensuring that DI avoids conflicts of interest in connection with employing or acquiring the services of current or former government employees. Employees must comply fully with all laws and regulations pertaining to employing or acquiring the services of government employees. These rules apply to contact or negotiations with current or former government employees to discuss their potential employment by the Company or their use as consultants or subcontractors. For this reason, all employees must consult with the Corporate Human Resources COE or the Legal Department before starting discussions with current or former government employees or military personnel regarding service with DI as an employee or consultant. Applicable laws and regulations also restrict the roles and responsibilities that former government employees may perform on our behalf after joining the Company.

The laws and regulations governing the hiring and employment of former government employees are complex and the penalties for violations can include civil and criminal sanctions. The restrictions are particularly significant for current and former government "procurement officials." As a result, personnel hiring on behalf of DI must require the following current or former government candidates for hire to obtain an ethics advisory opinion from the relevant government agency's Designated Agency Ethics Official ("DAEO"): (1) those who are or have been procurement officials; (2) those who have had or currently have personal and substantial involvement in any procurement or program involving DI; or (3) those

who have had or currently have any direct or indirect administrative operating responsibility for DI programs or contracts. These DAEO determinations are made routinely and should clearly outline any prohibitions or restrictions associated with a candidate for hire. No employment discussions or offer of employment may be made to former or current government employees in these categories, verbally or in writing, prior to receipt, review, and clearance of the DAEO letter by the Legal Department.

[p.31] For further information, please refer to:

- DI Policy No. 5.4 – Post Government Employment

**[14] Corporate governance guidelines**

Accessed 25/07/2019

<http://ir.dyn-intl.com/static-files/9fcc3057-07d2-4b75-a92e-13d1ffe88638>

[p.3] The Company expects its directors to acknowledge their adherence to the Company's Code of Ethics and Business Conduct. If an actual or potential conflict of interest develops because of significant dealings or competition between the Company and a business or matter with which the director is affiliated, whether by employment, directorship, consultant relations or otherwise, the director should report the matter immediately to the Chairman of the Board. A significant conflict must be addressed to the satisfaction of the Board or the director should resign. If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board and excuse himself or herself from participation in the discussion and shall not vote on the matter.

Question
<b>4.2. Are there procedures in place to identify, declare and manage conflicts of interest, which are overseen by a body or individual ultimately accountable for the appropriate management and handling of conflict of interest cases?</b>
Score
<b>0</b>
Comments
There is no evidence that the company has procedures in place to manage conflicts of interest or their oversight.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.2] All DynCorp International LLC (also referred to as DI or “the Company”) employees, directors, officers, contractors, and agents are responsible for:</p> <ul style="list-style-type: none"> <li>• Reading the Code of Ethics and Business Conduct – referred to as “the Code”;</li> <li>• Understanding the requirements stated in the Code;</li> <li>• Utilizing available resources to resolve questions or issues of concern; and</li> <li>• Complying fully with the Code and with the Company’s policies and procedures.</li> </ul> <p>[...]</p> <p>Violations of this Code can result in disciplinary action up to and including termination of employment.</p> <p>[p.29] Avoid conflicts of interest – personal, business, and organizational.</p> <p>Special restrictions apply regarding former government employees and consultants.</p> <p><b>AVOID CONFLICTS OF INTEREST</b></p> <p>All DI employees occupy positions of trust. We must be very sensitive to any circumstance, on or off the job that could damage that trust or cause others to question the good faith of our behavior.</p> <p>A conflict of interest exists when you have divided loyalties – when you have a direct or indirect personal interest in a transaction or matter such that it might reasonably appear to affect the judgment that you exercise on behalf of DI, influence your actions, or lead you to neglect DI business interests.</p> <p><b>PERSONAL CONFLICT OF INTEREST GUIDELINES</b></p> <p>You are responsible as a DI employee to act in a fair and impartial manner in all business dealings, and to place the interests of DI over personal interests in matters relating to DI business.</p> <p>You must avoid financial, business, or other transactions or situations in which your personal interests might conflict with, or appear to conflict with, the interests of DI. Such situations may arise from relationships with customers, competitors, and suppliers, present or prospective employees, or from the acquisition or use of Company assets for personal gain. An actual conflict of interest does not need to be present to constitute a violation of this Code; you must also avoid activities that create the appearance of a conflict of interest.</p> <p>A conflict of interest exists when you use your contacts or position in the Company to advance interests other than the Company’s, such as your own private business or financial affairs, or those of a friend or relative (whether or not at the expense</p>

of the Company). You should never use Company property or information for personal gain, or take for yourself personally any opportunity that is discovered through your position at DI.

**[14] Corporate governance guidelines**

Accessed 25/07/2019

<http://ir.dyn-intl.com/static-files/9fcc3057-07d2-4b75-a92e-13d1ffe88638>

[p.3] The Company expects its directors to acknowledge their adherence to the Company's Code of Ethics and Business Conduct. If an actual or potential conflict of interest develops because of significant dealings or competition between the Company and a business or matter with which the director is affiliated, whether by employment, directorship, consultant relations or otherwise, the director should report the matter immediately to the Chairman of the Board. A significant conflict must be addressed to the satisfaction of the Board or the director should resign. If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board and excuse himself or herself from participation in the discussion and shall not vote on the matter.



Question
<b>4.3. Does the company have a policy and procedure regulating the appointment of directors, employees or consultants from the public sector?</b>
Score
<b>1</b>
Comments
<p>There is evidence that the company has a policy that addresses the risks associated with the employment of public officials. The company requires employees to consult the legal or human resources departments before starting discussions about the potential employment of current or former public officials.</p> <p>However, there is limited information on the specific controls in place to assess and regulate the employment of current or former public officials. It is not explicitly stated that sign-off is required from the company's General Counsel. Additionally, although the company states that the activities of the official may be restricted after joining the company, it does not refer to a specific cooling-off period.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.31] HIRE OR RETAIN FORMER GOVERNMENT EMPLOYEES PROPERLY  DI competes fairly for business opportunities. As a result, we do not work with former government employees in any capacity that could violate their duty to their former agencies or create a conflict of interest.</p> <p>You are responsible for ensuring that DI avoids conflicts of interest in connection with employing or acquiring the services of current or former government employees. Employees must comply fully with all laws and regulations pertaining to employing or acquiring the services of government employees. These rules apply to contact or negotiations with current or former government employees to discuss their potential employment by the Company or their use as consultants or subcontractors. For this reason, all employees must consult with the Corporate Human Resources COE or the Legal Department before starting discussions with current or former government employees or military personnel regarding service with DI as an employee or consultant. Applicable laws and regulations also restrict the roles and responsibilities that former government employees may perform on our behalf after joining the Company.</p> <p>The laws and regulations governing the hiring and employment of former government employees are complex and the penalties for violations can include civil and criminal sanctions. The restrictions are particularly significant for current and former government "procurement officials." As a result, personnel hiring on behalf of DI must require the following current or former government candidates for hire to obtain an ethics advisory opinion from the relevant government agency's Designated Agency Ethics Official ("DAEO"): (1) those who are or have been procurement officials; (2) those who have had or currently have personal and substantial involvement in any procurement or program involving DI; or (3) those who have had or currently have any direct or indirect administrative operating responsibility for DI programs or contracts. These DAEO determinations are made routinely and should clearly outline any prohibitions or restrictions associated with a candidate for hire. No employment discussions or offer of employment may be made to former or current government employees in these categories, verbally or in writing, prior to receipt, review, and clearance of the DAEO letter by the Legal Department.</p> <p>[...]</p>

For further information, please refer to:

- DI Policy No. 5.4 – Post Government Employment

Question
4.4. Does the company report details of the contracted services of serving politicians to the company?
Score
0
Comments
There is no evidence that the company reports details of the contracted services of serving politicians.
Evidence
No evidence found.

## 5. Customer Engagement

### 5.1 Contributions, Donations and Sponsorships

Question
5.1.1. Does the company have a clearly defined policy and/or procedure covering political contributions?
Score
0
Comments
The company operates a political action committee and therefore receives a score of '0'.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.2] All DynCorp International LLC (also referred to as DI or "the Company") employees, directors, officers, contractors, and agents are responsible for:</p> <ul style="list-style-type: none"> <li>• Reading the Code of Ethics and Business Conduct – referred to as "the Code";</li> <li>• Understanding the requirements stated in the Code;</li> <li>• Utilizing available resources to resolve questions or issues of concern; and</li> <li>• Complying fully with the Code and with the Company's policies and procedures.</li> </ul> <p>[p.23] POLITICAL ACTIVITY INCLUDING LOBBYING</p> <p>DI respects the political process, including the limits imposed on corporate involvement in lobbying and contributions. We are committed to full compliance with all laws controlling our ability to participate in this arena.</p> <p>DI will not make contributions, directly or indirectly, to any candidate or party or to any organization that might use the contributions for a political candidate or party. This prohibition includes employee work time.</p> <p>DI does not prohibit employees from participating individually in the political process. Such activities must take place on the employee's own time and at the employee's own expense. Each employee is responsible for complying fully with all laws and regulations relating to political contributions and interactions with government officials. Employees may not engage in political activities that are potentially in conflict with their work duties and responsibilities to the Company, including but not limited to, acting as an advisor to or spokesperson for candidates for public office. No manager, supervisor, employee, agent, or third person who represents the Company in political or governmental matters shall apply any pressure, direct or indirect, to any employee in a way that infringes on an employee's right to decide whether, to whom, and in what amount a personal political contribution is to be made.</p> <p>DI sponsors a Political Action Committee (PAC) titled DIPAC (DynCorp International Political Action Committee). DIPAC is a separate legal entity from DI and treated as a "separate, segregated fund" under the Federal Election Campaign Act. No DI corporate funds may be contributed to or commingled with DIPAC funds. All contributions made to DIPAC shall be voluntary, will be used for political purposes and are not tax deductible. The maximum amount an eligible employee can contribute to DIPAC is \$5,000 per year. DI will not favor or disadvantage anyone by reason of the amount contributed or the decision</p>

not to contribute. Contributions from foreign nationals are prohibited. Company sponsorship of the DIPAC is not intended to influence any employee's decision to make political contributions or to engage in political activity. No employee will suffer consequences, positive or negative, as a result of his or her decision to participate or not to participate in the DIPAC.

[p.24] DI Procedure No. 2.4.4 – Political Activity Procedure

Question
<b>5.1.2. Does the company publish details of all political contributions made by the company and its subsidiaries, or a statement that it has made no such contribution?</b>
Score
<b>0</b>
Comments
There is no evidence that the company discloses details of its political contributions on its website.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.23] POLITICAL ACTIVITY INCLUDING LOBBYING</p> <p>DI respects the political process, including the limits imposed on corporate involvement in lobbying and contributions. We are committed to full compliance with all laws controlling our ability to participate in this arena.</p> <p>DI will not make contributions, directly or indirectly, to any candidate or party or to any organization that might use the contributions for a political candidate or party. This prohibition includes employee work time.</p> <p>DI does not prohibit employees from participating individually in the political process. Such activities must take place on the employee's own time and at the employee's own expense. Each employee is responsible for complying fully with all laws and regulations relating to political contributions and interactions with government officials. Employees may not engage in political activities that are potentially in conflict with their work duties and responsibilities to the Company, including but not limited to, acting as an advisor to or spokesperson for candidates for public office. No manager, supervisor, employee, agent, or third person who represents the Company in political or governmental matters shall apply any pressure, direct or indirect, to any employee in a way that infringes on an employee's right to decide whether, to whom, and in what amount a personal political contribution is to be made.</p> <p>DI sponsors a Political Action Committee (PAC) titled DIPAC (DynCorp International Political Action Committee). DIPAC is a separate legal entity from DI and treated as a "separate, segregated fund" under the Federal Election Campaign Act. No DI corporate funds may be contributed to or commingled with DIPAC funds. All contributions made to DIPAC shall be voluntary, will be used for political purposes and are not tax deductible. The maximum amount an eligible employee can contribute to DIPAC is \$5,000 per year. DI will not favor or disadvantage anyone by reason of the amount contributed or the decision not to contribute. Contributions from foreign nationals are prohibited. Company sponsorship of the DIPAC is not intended to influence any employee's decision to make political contributions or to engage in political activity. No employee will suffer consequences, positive or negative, as a result of his or her decision to participate or not to participate in the DIPAC.</p> <p>[p.24] DI Procedure No. 2.4.4 – Political Activity Procedure</p>

Question
<b>5.1.3. Does the company have a clearly defined policy and/or procedure covering charitable donations and sponsorships, whether made directly or indirectly, and does it publish details of all such donations made by the company and its subsidiaries?</b>
Score
<b>0</b>
Comments
There is no evidence that the company has a policy and/or procedure covering both charitable donations and sponsorships. The company provides some details regarding the charities it supports but it does not publish full details of all charitable contributions made.
Evidence
<p><b>[7] Corporate Responsibility</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/corporate-responsibility/">https://www.dyn-intl.com/about-di/corporate-responsibility/</a></p> <p>We Serve, We Care, We Empower, We Perform, We Do the Right Thing.</p> <p>These are the values DynCorp International carries into the communities where we live and work. Our tens of thousands of employees from around the world provide us with unique opportunities to give back through philanthropic donations, local training programs and hands-on volunteer work.</p> <p>Our goals are to support programs and efforts that benefit:</p> <ul style="list-style-type: none"> <li>• Veterans of the U.S. Military</li> <li>• Law Enforcement Veterans</li> <li>• Global Education</li> <li>• Global Community Development</li> </ul> <p>Learn more about how DynCorp International's Corporate Initiatives and Employee Initiatives are truly helping make a difference in our world.</p> <p><b>[17] Corporate Initiatives</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/corporate-responsibility/corporate-initiatives/">https://www.dyn-intl.com/about-di/corporate-responsibility/corporate-initiatives/</a></p> <p>DynCorp International Supports the USO  DynCorp International Supports the USO of Metropolitan Washington Turkey's for Troops Program</p> <p>DynCorp International is a sponsor of the 2012 USO of Metropolitan Washington (USO-Metro) Turkey's for Troops holiday program. The Turkey's for Troops program provides junior-enlisted service members and their families living in the Washington-Baltimore region with food baskets</p> <p>DynCorp International Supports Military Children with USO Project Elf</p> <p>DynCorp International has once again pledged to support the USO of Metropolitan-Washington (USO-Metro) through the 2013 Project USO Elf program. This signature holiday program will serve more than 1,200 local military children this year, providing junior-enlisted military personnel's families</p>

## 5.2 Lobbying

Question
<b>5.2.1 Does the company have a policy and/or procedure covering responsible lobbying?</b>
Score
<b>1</b>
Comments
<p>There is evidence that the company has a policy on lobbying in its Code of Ethics and Business Conduct, which applies to all employees, board members, agents and contractors. The policy outlines some requirements for employees conducting lobbying activities on the company's behalf.</p> <p>However, it is not explicitly stated that this includes all third parties engaged in lobbying activities on the company's behalf. Additionally, the company does not provide information on what it considers to constitute responsible lobbying nor does it publish clear guidelines on what behaviours are acceptable, or acknowledge the corruption risks associated with lobbying. While the company refers to a lobbying procedure, this is not publicly accessible.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.2] All DynCorp International LLC (also referred to as DI or "the Company") employees, directors, officers, contractors, and agents are responsible for:</p> <ul style="list-style-type: none"> <li>• Reading the Code of Ethics and Business Conduct – referred to as "the Code";</li> <li>• Understanding the requirements stated in the Code;</li> <li>• Utilizing available resources to resolve questions or issues of concern; and</li> <li>• Complying fully with the Code and with the Company's policies and procedures.</li> </ul> <p>[p.23] Lobbying activity is a highly regulated activity in the U.S. under federal, state and local laws. Lobbying includes attempts to influence Members of Congress, congressional staff, and certain officers and employees of the Executive Branch with respect to legislation, rules, regulations, programs, policies, and other similar actions.</p> <p>Lobbying activity can include phone calls, emails, letters and in-person meetings. DI is required to register as federal lobbyists all employees who engage in certain levels of lobbying activities and must file quarterly reports related to their efforts. All employees must confer with both the Legal and Government Relations Departments prior to undertaking any effort to lobby the federal government, any of the States, the District of Columbia, any local jurisdiction, or a foreign country, either directly or through a hired third-party.</p> <p>[p.24] For further information, please refer to:</p> <ul style="list-style-type: none"> <li>• DI Procedure No. 2.4.3 – Lobbying Procedure</li> </ul>



Question
<b>5.2.2 Does the company publish details of the aims and topics of its public policy development and lobbying activities it carries out?</b>
Score
<b>0</b>
Comments
There is no evidence that the company publishes any information on its lobbying aims, topics or activities on its website.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.2] All DynCorp International LLC (also referred to as DI or “the Company”) employees, directors, officers, contractors, and agents are responsible for:</p> <ul style="list-style-type: none"> <li>• Reading the Code of Ethics and Business Conduct – referred to as “the Code”;</li> <li>• Understanding the requirements stated in the Code;</li> <li>• Utilizing available resources to resolve questions or issues of concern; and</li> <li>• Complying fully with the Code and with the Company’s policies and procedures.</li> </ul> <p>[p.23] Lobbying activity is a highly regulated activity in the U.S. under federal, state and local laws. Lobbying includes attempts to influence Members of Congress, congressional staff, and certain officers and employees of the Executive Branch with respect to legislation, rules, regulations, programs, policies, and other similar actions.</p> <p>Lobbying activity can include phone calls, emails, letters and in-person meetings. DI is required to register as federal lobbyists all employees who engage in certain levels of lobbying activities and must file quarterly reports related to their efforts. All employees must confer with both the Legal and Government Relations Departments prior to undertaking any effort to lobby the federal government, any of the States, the District of Columbia, any local jurisdiction, or a foreign country, either directly or through a hired third-party.</p> <p>[p.24] For further information, please refer to:</p> <ul style="list-style-type: none"> <li>• DI Procedure No. 2.4.3 – Lobbying Procedure</li> </ul>

Question
5.2.3 Does the company publish full details of its global lobbying expenditure?
Score
0
Comments
There is no evidence that the company provides any details about its global lobbying expenditure on its website.
Evidence
No evidence found.

### 5.3 Gifts and Hospitality

Question
<b>5.3.1 Does the company have a policy and/or procedure on gifts and hospitality to ensure they are bona fide to prevent undue influence or other corruption?</b>
Score
<b>1</b>
Comments
<p>There is evidence that the company has a policy on the giving and receipt of gifts and hospitality. The policy addresses the risks associated with gifts and hospitality given to/received from public officials, and refers to proportional limits for different types of promotional expenses.</p> <p>However, the company receives a score of '1' because it does not specify certain financial thresholds in the policy. There is also no evidence that all gifts and hospitality above a certain threshold are recorded in a dedicated register or central depository that is accessible to those responsible for oversight of the process.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.27] Never offer, give or accept anything of value (gifts, meals, entertainment, etc.) to or from government employees.</p> <p>Refuse any offer to provide DI with any unauthorized contractor bid and proposal information.</p> <p><b>AVOID IMPROPER GIFTS AND GRATUITIES</b></p> <p>DI avoids the appearance of impropriety that may arise when improper gifts change hands. We compete and succeed on the merits of the services we provide.</p> <p><b>GIFTS, ENTERTAINMENT AND GRATUITIES FOR U.S. GOVERNMENT EMPLOYEES</b></p> <p>Never give or offer any money, gift, gratuity, favor, entertainment, loan or any other item of value to a U.S. government employee. This prohibition applies to all U.S. government employees, as well as to employees of U.S. state and local governments. Pay particular attention to this prohibition when dealing with any government employee with whom the Company is seeking to obtain, or is actively doing business. In addition, do not accept gifts or gratuities from government employees.</p> <p>U.S. government regulations generally prohibit U.S. government employees from receiving gifts and benefits, including entertainment, transportation, meals and tickets to sporting or other events. When meals are available at a meeting with government employees, either a "fair share" box must be made available or the responsible manager must confirm that it is appropriate to charge the meal to a contract. Even in those limited circumstances in which U.S. government regulations permit acceptance of such gifts and benefits, DI's policy is that neither its employees nor members of their immediate families may offer or give anything of value to U.S. government employees.</p> <p><b>GIFTS, ENTERTAINMENT, GRATUITIES AND DISCOUNTS FROM NON-GOVERNMENT/BUSINESS CONTACTS</b></p> <p>Never accept gifts from anyone with a company that does or might do business with DI. Employees may accept advertising gifts, token gifts of appreciation or</p>

meals and tickets from non-U.S. government business contacts, if they are of reasonable value and if declining to accept them would embarrass the offering party. Accept business meals only if they are of reasonable cost. Do not claim or accept reimbursement for meals provided by others. On accepting a gift, an employee should immediately discuss the matter with his/her supervisor to avoid any impropriety or appearance of impropriety.

## 6. Supply Chain Management

Question
6.1. Does the company require the involvement of its procurement department in the establishment of new supplier relationships and in the oversight of its supplier base?
Score
0
Comments
There is no evidence that the company requires the involvement of its procurement department in the establishment and/or oversight of its supplier base.
Evidence
No evidence found.

Question
<b>6.2 Does the company conduct risk-based anti-bribery and corruption due diligence when engaging or re-engaging with its suppliers?</b>
Score
<b>0</b>
Comments
The company simply states that it conducts due diligence on its suppliers before entering into agreements and potentially throughout the business relationship. However, it does not provide any further details on its due diligence procedures so receives a score of '0'.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.17] In accordance with applicable Company policy and procedures, FCPA due diligence by the Supply Chain COE, the Contracts and Legal Departments is required for all agreements concerning work performed outside of the United States prior to execution. Any person who violates this standard or fails to report violations of this standard shall be subject to disciplinary action, up to and including termination of employment.</p> <p><b>[2] Anti-Corruption (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/anti-corruption/">https://www.dyn-intl.com/about-di/anti-corruption/</a></p> <p>In compliance with our policy as well as U.S. and international law and regulations, we commit to performing due diligence investigations to confirm that parties with whom we do business are legitimate and trustworthy enterprises that will comply with the FCPA and anti-corruption policies, laws and regulations. Further, all suppliers that DI engages internationally are required to certify that they comply with the FCPA and are required to re-certify annually. Due diligence investigations are conducted before entering into any agreement and at later stages if red flags are raised.</p>

Question
<b>6.3 Does the company require all of its suppliers to have adequate standards of anti-bribery and corruption policies and procedures in place?</b>
Score
<b>1</b>
Comments
<p>There is some evidence that the company ensures that its suppliers have adequate anti-bribery and corruption policies and procedures in place. The company requires its suppliers to comply with the Supplier Code of Ethics and Business Conduct, which prohibits bribery, facilitation payments and covers conflicts of interest, gifts and hospitality, and whistleblowing.</p> <p>However, the company receives a score of '1' because it is unclear how the company assures itself that suppliers have such policies in place, such as by conducting assessments of supplier policies during the onboarding process and when there is a significant change in the business relationship.</p>
Evidence
<p><b>[8] Supplier Information</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/supplier-information/">https://www.dyn-intl.com/about-di/supplier-information/</a></p> <p>Our employees are required to adhere to the highest standards of honesty, integrity, and fairness and we expect the same from all of our Suppliers.</p> <p>[...]</p> <p>Similarly, we also require all Suppliers (Contractors, Sub-Contractors, Vendors, Consultants, Agents, Intermediaries and other Business Affiliates) to comply with all applicable laws and to this DI Supplier Code of Ethics and Business Conduct.</p> <p><b>[9] Supplier Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="http://www.dyn-intl.com/media/Supplier-Code-of-Conduct-2017.pdf">http://www.dyn-intl.com/media/Supplier-Code-of-Conduct-2017.pdf</a></p> <p>[p.2] Anti-Corruption Laws Our suppliers must comply with the anticorruption 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.</p> <p>We require our 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.</p> <p>We expect 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.</p> <p><b>Illegal Payments</b></p> <p>Our suppliers must not offer any illegal payments to, or receive any illegal payments from, any customer, supplier, their agents, 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.</p> <p>[p.3] Gifts/Business Courtesies We expect our suppliers to compete on the merits of their products and services. The exchange of business courtesies may not be used to gain an unfair competitive advantage. In any business relationship, our suppliers must ensure that the offering or receipt of any gift or business courtesy is permitted by law and regulation, and that these exchanges do not violate the rules and standards of the recipient's organization, and are consistent with reasonable marketplace customs and practices.</p>

[...]

We expect our suppliers to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest in their dealings with our company. We expect our suppliers to provide notification to all affected parties in the event that an actual or potential conflict of interest arises. This includes a conflict between the interests of our company and personal interests or those of close relatives, friends or associates.

#### [p.5] Ethics Program Expectations

##### Whistleblower Protection

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

##### 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 supplier under the terms of the existing procurement and/or purchasing contract.

##### Ethics Policies

Commensurate with the size and nature of their business, we expect our suppliers to have management systems in place to support compliance with laws, regulations, and the expectations related to or addressed expressly within this Supplier Code of Conduct.



Question
<b>6.4 Does the company ensure that its suppliers require all their sub-contractors to have anti-corruption programmes in place that at a minimum adhere to the standards established by the main contractor?</b>
Score
<b>1</b>
Comments
<p>There is some evidence that the company takes steps to ensure that the substance of its anti-bribery and corruption programme and standards are required of sub-contractors throughout the supply chain.</p> <p>However, this evidence is in the form of a simple statement and it is unclear how the company does this in practice.</p>
Evidence
<p><b>[4] Continuous Improvement (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/continuous-improvement/">https://www.dyn-intl.com/about-di/continuous-improvement/</a></p> <p>We perform supply chain and subcontractor screening and monitoring and flow down our ethics and conduct requirements to subcontractors and suppliers and continuously monitor and review their performance.</p> <p><b>[9] Supplier Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="http://www.dyn-intl.com/media/Supplier-Code-of-Conduct-2017.pdf">http://www.dyn-intl.com/media/Supplier-Code-of-Conduct-2017.pdf</a></p> <p>[p.5] We encourage our suppliers to implement their own written code of conduct and to flow down the principles of a code of conduct to the entities that furnish them with goods and services.</p>

Question
<b>6.5 Does the company publish high-level results from ethical incident investigations and disciplinary actions against suppliers?</b>
Score
<b>0</b>
Comments
There is no evidence that the company publishes any data on ethical or anti-bribery and corruption investigations relating to its suppliers, or the associated disciplinary actions.
Evidence
No evidence found.

## 7. Agents, Intermediaries and Joint Ventures

### 7.1 Agents and Intermediaries

Question
<b>7.1.1 Does the company have a clear policy on the use of agents?</b>
Score
<b>1</b>
Comments
<p>There is some evidence that the company has specific procedures in place to control the use of agents. The company requires the approval of the legal department prior to engagement and will only work with agents who operate to its standards.</p> <p>However, the company receives a score of '1' because it does not explicitly address the corruption risks associated with the use of agents. It also does not commit to establishing and verifying that the use of agents is, in each case, necessary to perform a legitimate business function.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.32] RETAIN CONSULTANTS AND OTHER PARTIES PROPERLY</p> <p>DI has established specific procedures to ensure that we engage only those consultants and other third parties who meet our high ethical standards. These procedures affirm that the engagement complies with all governing laws. We only engage consultants and other third parties after fully satisfying all applicable Company policies and procedures.</p> <p>You may not retain a consultant, representative, or other third-party to conduct business in a manner that is contrary to DI's policies or procedures, or anyone that would circumvent our values and principles. For example, you must not retain consultants, representatives, or other third parties for the purpose of paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of third parties without authority, or improperly gaining inside information or influence.</p> <p>Employees are responsible for seeking advice from the Legal Department prior to engaging an international or domestic consultant. Consultants and representatives must certify their willingness to comply with this Code, DI's policies and procedures, and all applicable laws and regulations.</p> <p>How Would You Respond?</p> <p>QUESTION: You plan to enter into a contract to retain an agent to act for DI in a country in which we plan to pursue several new contracts. We are not currently operating in the country. You have carefully screened candidates and selected a potential agent based on strong recommendations you received from several trusted people operating in the country. Is your due diligence complete?</p> <p>ANSWER: No. There is a formal and robust due diligence process that must be followed. In addition, Company policy requires that the potential agent review and agree to comply with the provisions of this Code, the relevant</p>

Company policies, and specific contractual provisions. You must follow the Contracts Department's due diligence process and the Legal Department's Foreign Corrupt Practices Act ("FCPA") due diligence process to ensure that the retention of this agent will not harm DI's reputation or business standing, violate the FCPA, or trigger the anti-bribery provisions of the country in which the agent will operate. You must consult DI Policy No. 5.2 for the steps necessary to initiate the appropriate due diligence with the Legal Department under the FCPA. Please raise any questions regarding this policy or any other steps necessary to retain a foreign agent with the Legal Department prior to engaging any agent.

Question
<b>7.1.2 Does the company conduct risk-based anti-bribery and corruption due diligence when engaging or re-engaging its agents and intermediaries?</b>
Score
<b>1</b>
Comments
<p>The company states has formal procedures to conduct anti-bribery and corruption due diligence prior to engaging third parties and agents.</p> <p>However, the company receives a score of '1' because it is not clear that agents and highest risk intermediaries are subject to enhanced due diligence. The company says that due diligence is conducted prior to entering into agreements and at later stages if red flags are identified, but it is unclear whether due diligence is repeated at least every two years or when there is a significant change in the business relationship.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.32] RETAIN CONSULTANTS AND OTHER PARTIES PROPERLY</p> <p>DI has established specific procedures to ensure that we engage only those consultants and other third parties who meet our high ethical standards. These procedures affirm that the engagement complies with all governing laws. We only engage consultants and other third parties after fully satisfying all applicable Company policies and procedures.</p> <p>You may not retain a consultant, representative, or other third-party to conduct business in a manner that is contrary to DI's policies or procedures, or anyone that would circumvent our values and principles. For example, you must not retain consultants, representatives, or other third parties for the purpose of paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of third parties without authority, or improperly gaining inside information or influence.</p> <p>Employees are responsible for seeking advice from the Legal Department prior to engaging an international or domestic consultant. Consultants and representatives must certify their willingness to comply with this Code, DI's policies and procedures, and all applicable laws and regulations.</p> <p>How Would You Respond?</p> <p>QUESTION: You plan to enter into a contract to retain an agent to act for DI in a country in which we plan to pursue several new contracts. We are not currently operating in the country. You have carefully screened candidates and selected a potential agent based on strong recommendations you received from several trusted people operating in the country. Is your due diligence complete?</p> <p>ANSWER: No. There is a formal and robust due diligence process that must be followed. In addition, Company policy requires that the potential agent review and agree to comply with the provisions of this Code, the relevant Company policies, and specific contractual provisions. You must follow the Contracts Department's due diligence process and the Legal Department's Foreign Corrupt Practices Act ("FCPA") due diligence process to ensure that the retention of this agent will not harm DI's reputation or business standing, violate the FCPA, or trigger the anti-bribery provisions of the country in which the agent will operate. You must consult DI Policy No. 5.2</p>

for the steps necessary to initiate the appropriate due diligence with the Legal Department under the FCPA. Please raise any questions regarding this policy or any other steps necessary to retain a foreign agent with the Legal Department prior to engaging any agent.

**[2] Anti-Corruption (webpage)**

Accessed 25/07/2019

<https://www.dyn-intl.com/about-di/anti-corruption/>

In compliance with our policy as well as U.S. and international law and regulations, we commit to performing due diligence investigations to confirm that parties with whom we do business are legitimate and trustworthy enterprises that will comply with the FCPA and anti-corruption policies, laws and regulations. Further, all suppliers that DI engages internationally are required to certify that they comply with the FCPA and are required to re-certify annually. Due diligence investigations are conducted before entering into any agreement and at later stages if red flags are raised.

Question
<b>7.1.3 Does the company aim to establish the ultimate beneficial ownership of its agents and intermediaries?</b>
Score
<b>0</b>
Comments
Based on publicly available information, there is no evidence that the company aims to establish the beneficial ownership of its agents.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.32] RETAIN CONSULTANTS AND OTHER PARTIES PROPERLY</p> <p>DI has established specific procedures to ensure that we engage only those consultants and other third parties who meet our high ethical standards. These procedures affirm that the engagement complies with all governing laws. We only engage consultants and other third parties after fully satisfying all applicable Company policies and procedures.</p> <p>You may not retain a consultant, representative, or other third-party to conduct business in a manner that is contrary to DI's policies or procedures, or anyone that would circumvent our values and principles. For example, you must not retain consultants, representatives, or other third parties for the purpose of paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of third parties without authority, or improperly gaining inside information or influence.</p> <p>Employees are responsible for seeking advice from the Legal Department prior to engaging an international or domestic consultant. Consultants and representatives must certify their willingness to comply with this Code, DI's policies and procedures, and all applicable laws and regulations.</p> <p>How Would You Respond?</p> <p>QUESTION: You plan to enter into a contract to retain an agent to act for DI in a country in which we plan to pursue several new contracts. We are not currently operating in the country. You have carefully screened candidates and selected a potential agent based on strong recommendations you received from several trusted people operating in the country. Is your due diligence complete?</p> <p>ANSWER: No. There is a formal and robust due diligence process that must be followed. In addition, Company policy requires that the potential agent review and agree to comply with the provisions of this Code, the relevant Company policies, and specific contractual provisions. You must follow the Contracts Department's due diligence process and the Legal Department's Foreign Corrupt Practices Act ("FCPA") due diligence process to ensure that the retention of this agent will not harm DI's reputation or business standing, violate the FCPA, or trigger the anti-bribery provisions of the country in which the agent will operate. You must consult DI Policy No. 5.2 for the steps necessary to initiate the appropriate due diligence with the Legal Department under the FCPA. Please raise any questions regarding this policy or any other steps necessary to retain a foreign agent with the Legal Department prior to engaging any agent.</p>

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Question
<b>7.1.4 Does the company's anti-bribery and corruption policy apply to all agents and intermediaries acting for or on behalf of the company, and does it require anti-bribery and corruption clauses in its contracts with these entities?</b>
Score
<b>0</b>
Comments
<p>There is evidence that the company's anti-bribery and corruption policy applies to agents and intermediaries. Agents must certify that they will comply with the company's Code of Ethics and Business Conduct, and there is evidence that the Supplier Code of Ethics and Business Conduct also applies to agents and intermediaries. However, although the company states that it includes termination rights in its contracts with agents and intermediaries, there is no evidence that it also includes audit rights.</p>
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.32] RETAIN CONSULTANTS AND OTHER PARTIES PROPERLY</p> <p>DI has established specific procedures to ensure that we engage only those consultants and other third parties who meet our high ethical standards. These procedures affirm that the engagement complies with all governing laws. We only engage consultants and other third parties after fully satisfying all applicable Company policies and procedures.</p> <p>You may not retain a consultant, representative, or other third-party to conduct business in a manner that is contrary to DI's policies or procedures, or anyone that would circumvent our values and principles. For example, you must not retain consultants, representatives, or other third parties for the purpose of paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of third parties without authority, or improperly gaining inside information or influence.</p> <p>Employees are responsible for seeking advice from the Legal Department prior to engaging an international or domestic consultant. Consultants and representatives must certify their willingness to comply with this Code, DI's policies and procedures, and all applicable laws and regulations.</p> <p>How Would You Respond?</p> <p>QUESTION: You plan to enter into a contract to retain an agent to act for DI in a country in which we plan to pursue several new contracts. We are not currently operating in the country. You have carefully screened candidates and selected a potential agent based on strong recommendations you received from several trusted people operating in the country. Is your due diligence complete?</p> <p>ANSWER: No. There is a formal and robust due diligence process that must be followed. In addition, Company policy requires that the potential agent review and agree to comply with the provisions of this Code, the relevant Company policies, and specific contractual provisions. You must follow the Contracts Department's due diligence process and the Legal Department's Foreign Corrupt Practices Act ("FCPA") due diligence process to ensure that the retention of this agent will not harm DI's reputation or business standing, violate the FCPA, or trigger the anti-bribery provisions of the country in which the agent will operate. You must consult DI Policy No. 5.2 for the steps necessary to initiate the appropriate due diligence with the</p>

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**[2] Anti-Corruption (webpage)**

Accessed 25/07/2019

<https://www.dyn-intl.com/about-di/anti-corruption/>

In compliance with our policy as well as U.S. and international law and regulations, we commit to performing due diligence investigations to confirm that parties with whom we do business are legitimate and trustworthy enterprises that will comply with the FCPA and anti-corruption policies, laws and regulations. Further, all suppliers that DI engages internationally are required to certify that they comply with the FCPA and are required to re-certify annually. Due diligence investigations are conducted before entering into any agreement and at later stages if red flags are raised.

**[8] Supplier Information**

Accessed 25/07/2019

<https://www.dyn-intl.com/about-di/supplier-information/>

Our employees are required to adhere to the highest standards of honesty, integrity, and fairness and we expect the same from all of our Suppliers.

[...]

Similarly, we also require all Suppliers (Contractors, Sub-Contractors, Vendors, Consultants, Agents, Intermediaries and other Business Affiliates) to comply with all applicable laws and to this DI Supplier Code of Ethics and Business Conduct.

**[9] Supplier Code of Ethics and Business Conduct**

Accessed 25/07/2019

<http://www.dyn-intl.com/media/Supplier-Code-of-Conduct-2017.pdf>

[p.2] Anti-Corruption Laws Our suppliers must comply with the anticorruption 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 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 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.

**Illegal Payments**

Our suppliers must not offer any illegal payments to, or receive any illegal payments from, any customer, supplier, their agents, 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.

[p.3] Gifts/Business Courtesies We expect our suppliers to compete on the merits of their products and services. The exchange of business courtesies may not be used to gain an unfair competitive advantage. In any business relationship, our suppliers must ensure that the offering or receipt of any gift or business courtesy is permitted by law and regulation, and that these exchanges do not violate the rules and standards of the recipient's organization, and are consistent with reasonable marketplace customs and practices.

[...]

We expect our suppliers to avoid all conflicts of interest or situations giving the appearance of a potential conflict of interest in their dealings with our company. We expect our suppliers to provide notification to all affected parties in the event that an actual or potential conflict of interest arises. This includes a conflict between the interests of our company and personal interests or those of close relatives, friends or associates.

[p.5] Ethics Program Expectations

Whistleblower Protection

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

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 supplier under the terms of the existing procurement and/or purchasing contract.

Ethics Policies

Commensurate with the size and nature of their business, we expect our suppliers to have management systems in place to support compliance with laws, regulations, and the expectations related to or addressed expressly within this Supplier Code of Conduct.

Question
<b>7.1.5 Does the company ensure that its incentive schemes for agents are designed in such a way that they promote ethical behaviour and discourage corrupt practices?</b>
Score
<b>0</b>
Comments
There is no evidence that the company's incentive structures for agents are designed to minimise risks of bribery and corruption or that incentive structures are recognised as a risk factor in agent behaviour.
Evidence
No evidence found.

Question
7.1.6 Does the company publish details of all agents currently contracted to act with and on behalf of the company?
Score
0
Comments
The company does not publish any details of the agents currently contracted to act for and/or on behalf of the company.
Evidence
No evidence found.

Question
<b>7.1.7 Does the company publish high-level results from incident investigations and sanctions applied against agents?</b>
Score
<b>0</b>
Comments
There is no evidence that the company publishes any data on ethical or bribery and corruption related investigations, incidents or the associated disciplinary actions involving agents.
Evidence
No evidence found.

## 7.2 Joint Ventures

Question
<b>7.2.1 Does the company conduct risk-based anti-bribery and corruption due diligence when entering into and operating as part of joint ventures?</b>
Score
<b>0</b>
Comments
The company states that it conducts due diligence on all parties with whom it does business. However, it does not explicitly refer to joint ventures nor is there evidence that its due diligence process is based on an assessment of risk.
Evidence
<p><b>[2] Anti-Corruption (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/anti-corruption/">https://www.dyn-intl.com/about-di/anti-corruption/</a></p> <p>In compliance with our policy as well as U.S. and international law and regulations, we commit to performing due diligence investigations to confirm that parties with whom we do business are legitimate and trustworthy enterprises that will comply with the FCPA and anti-corruption policies, laws and regulations. Further, all suppliers that DI engages internationally are required to certify that they comply with the FCPA and are required to re-certify annually. Due diligence investigations are conducted before entering into any agreement and at later stages if red flags are raised.</p>

Question
<b>7.2.2 Does the company commit to incorporating anti-bribery and corruption policies and procedures in all of its joint venture partnerships, and does it require anti-bribery and corruption clauses in its contracts with joint venture partners?</b>
Score
<b>0</b>
Comments
There is no evidence that the company commits to establishing or implementing anti-bribery and corruption policies or procedures in its joint ventures.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.17] The Global Anti-Corruption Laws also prohibit corrupt payments to anyone while “knowing” that all or part of the payment will be passed on to an official. This means DynCorp International may be held responsible for actions by any party acting on behalf of DynCorp International, such as a marketing representative, agents, consultant or joint venture partner.</p>



Question
<b>7.2.3 Does the company commit to take an active role in preventing bribery and corruption in all of its joint ventures?</b>
Score
<b>0</b>
Comments
There is no evidence that the company commits to take an active role in preventing bribery and corruption in its joint ventures.
Evidence
No evidence found.

## 8. Offsets

Question
<b>8.1 Does the company explicitly address the corruption risks associated with offset contracting, and is a dedicated body, department or team responsible for oversight of the company's offset activities?</b>
Score
<b>0</b>
Comments
There is no evidence that the company addresses the corruption risks associated with offset contracting.
Evidence
No evidence found.

Question
<b>8.2 Does the company conduct risk-based anti-bribery and corruption due diligence on all aspects of its offset obligations, which includes an assessment of the legitimate business rationale for the investment?</b>
Score
<b>0</b>
Comments
There is no evidence that the company has such a procedure.
Evidence
No evidence found.

Question
<b>8.3 Does the company publish details of all offset agents and brokers currently contracted to act with and/or on behalf of the company?</b>
Score
<b>0</b>
Comments
The company does not publish any details of the offset agents, brokers or consultancy firms currently contracted to act with and on behalf of the company's offset programme.
Evidence
No evidence found.

Question
<b>8.4 Does the company publish details about the beneficiaries of its indirect offset projects?</b>
Score
<b>0</b>
Comments
The company does not publish any details of its offset obligations and/or contracts.
Evidence
No evidence found.

## 9. High Risk Markets

Question
<b>9.1 Does the company have enhanced risk management procedures in place for the supply of goods or services to markets or customers in countries identified as at a high risk of corruption?</b>
Score
<b>0</b>
Comments
There is no evidence that the company acknowledges the corruption risks of operating in different markets, or that risk assessment procedures are used to inform the company's operations in high risk markets.
Evidence
<p><b>[1] Code of Ethics and Business Conduct</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a></p> <p>[p.3] If you work internationally, you are also subject to the laws and regulations of the countries in which we do business. Any questions related to your conduct or the requirements of international laws must be referred to the Legal Department. You may also find that, at times, there is a conflict between the laws of the countries in which we operate and the laws of the United States or Company policy. In those situations, you must also consult with the Legal Department to receive direction on how to resolve the conflict.</p> <p><b>[4] Continuous Improvement (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/continuous-improvement/">https://www.dyn-intl.com/about-di/continuous-improvement/</a></p> <p>We evaluate our risk through a robust insider threat program.</p> <p><b>[13] Audit Committee Charter</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/fa873e96-0796-46f1-979e-165441b5619c">http://ir.dyn-intl.com/static-files/fa873e96-0796-46f1-979e-165441b5619c</a></p> <p>[p.2] The committee is authorized to:</p> <p>[p.3] d) Provide oversight for the Company's Enterprise Risk Management process, and discuss with management key financial, operational and compliance risk exposures and the steps management has taken to monitor and mitigate such exposures;</p>

Question																																																	
<b>9.2 Does the company disclose details of all of its fully consolidated subsidiaries and non-fully consolidated holdings (associates, joint ventures and other related entities)?</b>																																																	
Score																																																	
1																																																	
Comments																																																	
<p>The company provides a list of its subsidiaries. This list includes the subsidiaries' countries of incorporation.</p> <p>However, the company does not include the percentages of ownership of the subsidiary, nor is the list accompanied by a statement that it is complete at the time of publication to the best of the company's knowledge. It is consequently not clear whether the list includes all of the company's holdings. Additionally, the company does not provide information on the subsidiaries' countries of operation.</p>																																																	
Evidence																																																	
<p><b>[16] Form 10K 2019</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/0586a58b-3c51-4f7f-9076-5024cf15231c">http://ir.dyn-intl.com/static-files/0586a58b-3c51-4f7f-9076-5024cf15231c</a></p> <p>[p.146]</p> <table> <tr> <th><u>Subsidiary Name</u></th><th><u>State of Incorporation or Organization</u></th></tr> <tr><td>Casals &amp; Associates, Inc.</td><td>Virginia</td></tr> <tr><td>DIV Capital Corporation</td><td>Delaware</td></tr> <tr><td>DTS Aviation Services LLC</td><td>Nevada</td></tr> <tr><td>DynCorp International LLC</td><td>Delaware</td></tr> <tr><td>Dyn Marine Services of Virginia LLC</td><td>Virginia</td></tr> <tr><td>DynCorp Aerospace Operations LLC</td><td>Delaware</td></tr> <tr><td>DynCorp International Services LLC</td><td>Virginia</td></tr> <tr><td>Phoenix Consulting Group, LLC</td><td>Alabama</td></tr> <tr><td>Services International LLC</td><td>Delaware</td></tr> <tr><td>Worldwide Management and Consulting Services LLC</td><td>Delaware</td></tr> <tr><td>Worldwide Recruiting and Staffing Services LLC</td><td>Delaware</td></tr> <tr><td>DynCorp International Inc.</td><td>Delaware</td></tr> <tr><td>Heliworks LLC</td><td>Florida</td></tr> <tr><td>Global Logistics Support Services LLC</td><td>Delaware</td></tr> <tr><td>DynCorp International (UK) Ltd.</td><td>United Kingdom</td></tr> <tr><td>DynCorp (Aust.) Pty. Limited</td><td>Australia</td></tr> <tr><td>DynCorp Aerospace Operations (U.K.) Ltd.</td><td>United Kingdom</td></tr> <tr><td>DynCorp International Services GmbH</td><td>Germany</td></tr> <tr><td>DI Aerospace Integrated Solutions Ltda</td><td>Columbia</td></tr> <tr><td>AVICOM do Brasil Manutencao de Aeronaves Ltda</td><td>Brazil</td></tr> <tr><td>Airport &amp; MRO Facilities Nigeria Limited</td><td>Nigeria</td></tr> <tr><td>Culpeper National Security Solutions LLC</td><td>Delaware</td></tr> <tr><td>Highground Global, Inc.</td><td>Delaware</td></tr> </table>		<u>Subsidiary Name</u>	<u>State of Incorporation or Organization</u>	Casals & Associates, Inc.	Virginia	DIV Capital Corporation	Delaware	DTS Aviation Services LLC	Nevada	DynCorp International LLC	Delaware	Dyn Marine Services of Virginia LLC	Virginia	DynCorp Aerospace Operations LLC	Delaware	DynCorp International Services LLC	Virginia	Phoenix Consulting Group, LLC	Alabama	Services International LLC	Delaware	Worldwide Management and Consulting Services LLC	Delaware	Worldwide Recruiting and Staffing Services LLC	Delaware	DynCorp International Inc.	Delaware	Heliworks LLC	Florida	Global Logistics Support Services LLC	Delaware	DynCorp International (UK) Ltd.	United Kingdom	DynCorp (Aust.) Pty. Limited	Australia	DynCorp Aerospace Operations (U.K.) Ltd.	United Kingdom	DynCorp International Services GmbH	Germany	DI Aerospace Integrated Solutions Ltda	Columbia	AVICOM do Brasil Manutencao de Aeronaves Ltda	Brazil	Airport & MRO Facilities Nigeria Limited	Nigeria	Culpeper National Security Solutions LLC	Delaware	Highground Global, Inc.	Delaware
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DynCorp International Services GmbH	Germany																																																
DI Aerospace Integrated Solutions Ltda	Columbia																																																
AVICOM do Brasil Manutencao de Aeronaves Ltda	Brazil																																																
Airport & MRO Facilities Nigeria Limited	Nigeria																																																
Culpeper National Security Solutions LLC	Delaware																																																
Highground Global, Inc.	Delaware																																																

Question
<b>9.3 Does the company disclose its beneficial ownership and control structure?</b>
Score
<b>1</b>
Comments
<p>The company discloses information on its controlling shareholder on its website.</p> <p>However, it does not disclose full details regarding beneficial owners of the company and the information is not disclosed in an open data format or in a freely accessible public register.</p>
Evidence
<p><b>[16] Form 10K 2019</b>  Accessed 25/07/2019  <a href="http://ir.dyn-intl.com/static-files/0586a58b-3c51-4f7f-9076-5024cf15231c">http://ir.dyn-intl.com/static-files/0586a58b-3c51-4f7f-9076-5024cf15231c</a></p> <p>[p.5] Unless the context otherwise indicates, references herein to "we," "our," "us," or "the Company" refer to Delta Tucker Holdings, Inc. and its consolidated subsidiaries. The Company was incorporated in the state of Delaware on April 1, 2010. On July 7, 2010, DynCorp International Inc. ("DynCorp International") completed a merger with Delta Tucker Sub, Inc., a wholly owned subsidiary of the Company. Pursuant to the Agreement and Plan of Merger dated as of April 11, 2010, Delta Tucker Sub, Inc. merged with and into DynCorp International, with DynCorp International becoming the surviving corporation and a wholly-owned subsidiary of the Company (the "Merger"). DynCorp International wholly owns DynCorp International LLC, which functions as the operating company.</p> <p>[p.23] We are controlled by Cerberus Capital Management, L.P. and affiliates ("Cerberus"), who will be able to make important decisions affecting our business. All of our common stock is indirectly owned by funds and/or managed accounts that are affiliates of Cerberus. As a result, Cerberus is entitled to elect all of our directors, to appoint new management and to approve actions requiring the approval of the holders of our capital stock, including adopting amendments to our certificate of incorporation and approving mergers or sales of substantially all of our assets.</p> <p>[p.120] Even though our stock is not publicly traded as of the Merger, in accordance with our Corporate Governance Guidelines, members of the Audit Committee who are determined by the Board to be independent, if any, within the meaning of our Corporate Governance Guidelines must satisfy the requirements of the New York Stock Exchange ("NYSE").</p> <p><b>[6] History (webpage)</b>  Accessed 25/07/2019  <a href="https://www.dyn-intl.com/about-di/history/">https://www.dyn-intl.com/about-di/history/</a></p> <p>2010: DynCorp International and private investment firm Cerberus Capital Management, L.P. announced a proposed merger, which was completed on July 7, 2010. As a result of the merger, DynCorp International became a private, wholly-owned subsidiary of entities created by affiliates of Cerberus.</p>



Question																																																																		
9.4 Does the company publish a percentage breakdown of its defence sales by customer?																																																																		
Score																																																																		
2																																																																		
Comments																																																																		
The company discloses that the United States government accounted for 96% of its revenue for the year ended 31 December 2018. There is evidence that this information is published on an annual basis.																																																																		
Evidence																																																																		
<p><b>[16] Form 10K 2019</b> Accessed 25/07/2019 <a href="http://ir.dyn-intl.com/static-files/0586a58b-3c51-4f7f-9076-5024cf15231c">http://ir.dyn-intl.com/static-files/0586a58b-3c51-4f7f-9076-5024cf15231c</a></p> <p>[p.5] Our customers include the U.S. DoD, the U.S. Department of State ("DoS"), the U.S. Agency for International Development ("USAID"), foreign governments, commercial customers and certain other U.S. federal, state and local government departments and agencies. Revenue from the U.S. government accounted for approximately 96%, 96% and 95% of total revenue for the years ended December 31, 2018, December 31, 2017 and December 31, 2016, respectively.</p> <p>[p.9]</p> <p><b>Key Contracts</b></p> <p>The following table sets forth certain information for our principal contracts, including the initial start and end dates and the principal customer for each contract as of December 31, 2018:</p> <table><tr><th>Contract</th><th>Segment</th><th>Principal Customer</th><th>Initial/Current Contract Start Date</th><th>Contract End Date</th><th>Estimated Total Contract Value <sup>(1)</sup></th></tr><tr><td>LOGCAP IV <sup>(2)</sup></td><td>DynLogistics</td><td>U.S. Army</td><td>Apr-2008</td><td>Apr-2019 <sup>(3)</sup></td><td>\$7.63 billion</td></tr><tr><td>TASM-O</td><td>DynAviation</td><td>U.S. Army</td><td>Sep-2013</td><td>June-2019 <sup>(4)</sup></td><td>\$837 million</td></tr><tr><td>CLS Transport</td><td>DynAviation</td><td>U.S. Navy</td><td>Jun-2017</td><td>May-2023</td><td>\$782 million</td></tr><tr><td>CLS T34/44/6</td><td>DynAviation</td><td>U.S. Navy</td><td>Nov-2014</td><td>Sep-2019</td><td>\$743 million</td></tr><tr><td>ALISS</td><td>DynLogistics</td><td>DoS</td><td>Jan-2015</td><td>Aug-2023 <sup>(6)</sup></td><td>\$609 million</td></tr><tr><td>Naval Test Wing Atlantic</td><td>DynAviation</td><td>U.S. Navy</td><td>Apr-2017</td><td>Mar-2022</td><td>\$553 million</td></tr><tr><td>WRM III</td><td>DynLogistics</td><td>U.S. Air Force</td><td>May-2000 / Jun-2008 / Feb-2017</td><td>Sep-2024</td><td>\$504 million</td></tr><tr><td>Andrews AFB</td><td>DynAviation</td><td>U.S. Air Force</td><td>Sep-2011</td><td>Apr-2019 <sup>(5)</sup></td><td>\$467 million</td></tr><tr><td>ANP</td><td>DynLogistics</td><td>U.S. Army</td><td>Dec-2014</td><td>March-2019</td><td>\$285 million</td></tr><tr><td>Naval Test Wing Pacific</td><td>DynAviation</td><td>U.S. Navy</td><td>Nov-2017</td><td>Oct-2022</td><td>\$278 million</td></tr></table>	Contract	Segment	Principal Customer	Initial/Current Contract Start Date	Contract End Date	Estimated Total Contract Value <sup>(1)</sup>	LOGCAP IV <sup>(2)</sup>	DynLogistics	U.S. Army	Apr-2008	Apr-2019 <sup>(3)</sup>	\$7.63 billion	TASM-O	DynAviation	U.S. Army	Sep-2013	June-2019 <sup>(4)</sup>	\$837 million	CLS Transport	DynAviation	U.S. Navy	Jun-2017	May-2023	\$782 million	CLS T34/44/6	DynAviation	U.S. Navy	Nov-2014	Sep-2019	\$743 million	ALISS	DynLogistics	DoS	Jan-2015	Aug-2023 <sup>(6)</sup>	\$609 million	Naval Test Wing Atlantic	DynAviation	U.S. Navy	Apr-2017	Mar-2022	\$553 million	WRM III	DynLogistics	U.S. Air Force	May-2000 / Jun-2008 / Feb-2017	Sep-2024	\$504 million	Andrews AFB	DynAviation	U.S. Air Force	Sep-2011	Apr-2019 <sup>(5)</sup>	\$467 million	ANP	DynLogistics	U.S. Army	Dec-2014	March-2019	\$285 million	Naval Test Wing Pacific	DynAviation	U.S. Navy	Nov-2017	Oct-2022	\$278 million
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## 10. State-Owned Enterprises (SOEs)

Question
10.1 Does the SOE publish a breakdown of its shareholder voting rights?
Score
N/A
Comments
Evidence

Question
10.2 Are the SOE's commercial and public policy objectives publicly available?
Score
N/A
Comments
Evidence

Question
10.3 Is the SOE open and transparent about the composition of its board and its nomination and appointment process?
Score
N/A
Comments
Evidence

Question
10.4 Is the SOE's audit committee composed of a majority of independent directors?
Score
N/A
Comments
Evidence

Question
10.5 Does the SOE have a system in place to assure itself that asset transactions follow a transparent process to ensure they accord to market value?
Score
N/A
Comments
Evidence

## List of Evidence &amp; Sources

No	Type (Webpage or Document)	Name	Download Date	Link
01	Document	Code of Ethics and Business Conduct	25/07/2019	<a href="https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf">https://www.dyn-intl.com/media/Code-of-Ethics_Interactive-8-3-17.pdf</a>
02	Webpage	Anti-Corruption	25/07/2019	<a href="https://www.dyn-intl.com/about-di/anti-corruption/">https://www.dyn-intl.com/about-di/anti-corruption/</a>
03	Webpage	Corporate Commitment to Ethics and Standards	25/07/2019	<a href="https://www.dyn-intl.com/about-di/corporate-commitment-to-ethics-and-standards/">https://www.dyn-intl.com/about-di/corporate-commitment-to-ethics-and-standards/</a>
04	Webpage	Continuous Improvement	25/07/2019	<a href="https://www.dyn-intl.com/about-di/continuous-improvement/">https://www.dyn-intl.com/about-di/continuous-improvement/</a>
05	Webpage	Core Values	25/07/2019	<a href="https://www.dyn-intl.com/about-di/dyncorp-core-values/">https://www.dyn-intl.com/about-di/dyncorp-core-values/</a>
06	Webpage	History	25/07/2019	<a href="https://www.dyn-intl.com/about-di/history/">https://www.dyn-intl.com/about-di/history/</a>
07	Webpage	Corporate Responsibility	25/07/2019	<a href="https://www.dyn-intl.com/about-di/corporate-responsibility/">https://www.dyn-intl.com/about-di/corporate-responsibility/</a>
08	Webpage	Supplier Information	25/07/2019	<a href="https://www.dyn-intl.com/about-di/supplier-information/">https://www.dyn-intl.com/about-di/supplier-information/</a>
09	Document	Supplier Code of Ethics and Business Conduct	25/07/2019	<a href="http://www.dyn-intl.com/media/Supplier-Code-of-Conduct-2017.pdf">http://www.dyn-intl.com/media/Supplier-Code-of-Conduct-2017.pdf</a>
10	Webpage	DI Hotline	25/07/2019	<a href="https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html">https://secure.ethicspoint.com/domain/media/en/gui/27481/index.html</a>
11	Document	EthicsPoint FAQ	25/07/2019	<a href="https://secure.ethicspoint.com/domain/media/en/gui/27481/faq.pdf">https://secure.ethicspoint.com/domain/media/en/gui/27481/faq.pdf</a>
12	Document	Business Ethics and Compliance Committee Charter	25/07/2019	<a href="http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb">http://ir.dyn-intl.com/static-files/507b4edb-9df9-484e-ba71-fb85c65e2aeb</a>
13	Document	Audit Committee Charter	25/07/2019	<a href="http://ir.dyn-intl.com/static-files/fa873e96-0796-46f1-979e-165441b5619c">http://ir.dyn-intl.com/static-files/fa873e96-0796-46f1-979e-165441b5619c</a>
14	Document	Corporate Governance Guidelines	25/07/2019	<a href="http://ir.dyn-intl.com/static-files/9fcc3057-07d2-4b75-a92e-13d1ffe88638">http://ir.dyn-intl.com/static-files/9fcc3057-07d2-4b75-a92e-13d1ffe88638</a>
15	Document	Compensation Committee Charter	25/07/2019	<a href="http://ir.dyn-intl.com/static-files/a41c5a45-ceae-415d-82c1-816f8f09d018">http://ir.dyn-intl.com/static-files/a41c5a45-ceae-415d-82c1-816f8f09d018</a>
16	Document	Form 10K 2019	25/07/2019	<a href="http://ir.dyn-intl.com/static-files/0586a58b-3c51-4f7f-9076-5024cf15231c">http://ir.dyn-intl.com/static-files/0586a58b-3c51-4f7f-9076-5024cf15231c</a>
17	Webpage	Corporate Initiatives	25/07/2019	<a href="https://www.dyn-intl.com/about-di/corporate-responsibility/corporate-initiatives/">https://www.dyn-intl.com/about-di/corporate-responsibility/corporate-initiatives/</a>
18	Webpage	Open Ownership	25/07/2019	<a href="https://register.openownership.org/search?utf8=%E2%9C%93&amp;q=dynCorp">https://register.openownership.org/search?utf8=%E2%9C%93&amp;q=dynCorp</a>