TRANSPARENCY INTERNATIONAL
Defence & Security

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

FINAL ASSESSMENT

VECTRUS INC.

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	8/8
2. Internal Controls	6	9/12
3. Support to Employees	7	10/14
4. Conflict of Interest	4	5/8
5. Customer Engagement	6	6/12
6. Supply Chain Management	5	6/10
7. Agents, Intermediaries and Joint Ventures	3	2/6
8. Offsets	0	N/A
9. High Risk Markets	4	5/8
10. State-Owned Enterprises	0	N/A
TOTAL		**51/78**
BAND		**C**

*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
1.1. Does the company have a publicly stated anti-bribery and corruption commitment, which is authorised by its leadership?
Score
2
Comments
There is evidence that the company has a publicly stated commitment to high ethical standards and integrity as part of its Code of Conduct, which details the company's stance against any form of bribery or corruption. This commitment, and the Code of Conduct itself, is clearly authorised and endorsed by the company's President and Chief Executive Officer.
Evidence
[3] Code of Conduct (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.3] Welcome to Vectrus. I am proud to present you with this updated Code of Conduct. As we strive to be our customers' first choice of service provider, we must always act in a manner that models the highest ethical standards and behaviors. Our customers expect this and we should expect nothing less from ourselves. This Code of Conduct is the framework around which we provide exceptional service in all of our work locations. I expect each Vectrus employee to be familiar with, and abide by, this Code. It is grounded in our core values of Integrity, Respect, and Responsibility, and sets the company's standards of ethical business conduct. By conducting our business in line with these core values, employees, subcontractors, customers, suppliers, and all parties with whom we interact will experience our commitment to ethical conduct. I am counting on each of you to lead by example. Let this Code guide your decision-making and your interactions with the people around you. Charles L. Prow President and Chief Executive Officer [p.6] Our values of Integrity, Respect, and Responsibility are the foundation for the way we do business, and our success depends upon our unwavering commitment to conducting business ethically and in compliance with all applicable laws and regulations. As part of this commitment, we are all expected to comply with the words and spirit of this Code of Conduct ("Code"). [p.14] Our Standard: Vectrus has zero tolerance for acts of bribery and corruption. Do not offer or provide bribes to influence action or accept kickbacks in connection with company business. Vectrus is committed to conducting business ethically, with integrity, and in compliance with applicable laws and regulations prohibiting bribery, kickbacks, and other forms of corruption in our operations worldwide. Because of the complexity of anti-corruption and bribery laws, it is important that employees are aware of company policies and ask questions if they have any doubts about the proper course of action. Bribery and kickbacks are never permitted at Vectrus, regardless of whether we are dealing with a government or commercial customer. [p.15] Make sure you: • Never directly or indirectly offer, provide, or authorize money or any item of value to improperly obtain or retain business or to improperly influence a governmental action. [p.16] • Never make payments that are intended to improperly influence a government official.

• Never directly or indirectly request, agree to receive, or accept kickbacks, payoffs, or other personal payments in connection with company business.
• Notify the Legal Department of third parties or agents who are thought to be valuable primarily for their personal ties rather than for the services they are to perform or who request compensation out of proportion to their services.

[14] Supplier Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Supplier%20Code%20of%20Conduct%2005-2016%20Rev%2007.pdf
[p.2] CEO Message

VECTRUS TEAMMATES:

Vectrus is a values-based organization.

We expect employees to act with the highest standards of ethical and professional decorum and behavior—at all times. This behavior is well documented in the Vectrus Code of Conduct, and it applies equally to the conduct we expect from our suppliers. Our customers trust Vectrus to uphold the highest standards of procurement integrity and to provide industry leading service.

We believe that by upholding high standards of operational excellence and value-based performance, we will fulfill our long-term vision to be, The customer's first choice and most trusted partner. To that end, Vectrus also upholds high standards for our suppliers. Vectrus is a member of the Defense Industry Initiative (DII) on Business Ethics and Conduct. DII exists to promote the highest standards of ethical conduct in the defense industry.

We fully support those efforts and as such, we have fully adopted the provisions contained in the DII Model Supplier Code of Conduct for all of our suppliers. DII encourages businesses to use the code to promote consistency between providers. It is included next, and we are pleased to provide it for your use.

This code of conduct is our guide for success. We count on you—the supplier—to lead by example, and in a manner consistent with this code and our core values of Integrity, Respect and Responsibility. Sincerely,

[p.6] IV. ANTI-CORRUPTION

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

[p.7] 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.

B. 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.

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.1] 1. Leadership Oversite of Ethics and Organizational Culture

Vectrus is committed to combating bribery and corruption throughout the company and in the places and cultures in which it does business.

[2] Ethics and Compliance (Webpage)

Accessed 07/04/2020
https://www.vectrus.com/who-we-are/ethics-and-compliance
At Vectrus, our ethical culture serves as the foundation for providing long term value to our stakeholders. Our fundamental goals are to promote an ethical culture, deter inappropriate conduct, and detect potential compliance issues.

Leading the Way

Our values are the glue that holds us together even when everything around us is changing. They are our guiding principles (the givens) that we rely upon to help us accomplish our mission. During our transition into an independent corporation, our employees were polled and asked what was the most important company value. They selected integrity. Based on that input, we made integrity our top value.

INTEGRITY:
- We hold ourselves to the highest standard of ethical conduct
- We communicate with honesty and courage
- We are consistent in what we say and do

RESPECT:
- We treat others fairly and courteously
- We value different ideas, opinions, and experiences
- We demonstrate compassion and humility by understanding the challenges of our constituents

RESPONSIBILITY:
- We demonstrate a positive spirit and perseverance to overcome adversity
- We promote a safe and secure workplace while ensuring quality in all we do
- We embrace our role as a global citizen by caring for our community and the environment

Code of Conduct
Our Code of Conduct sets the ethical and performance standards that we live by every day. It is grounded in our values of Integrity, Respect, and Responsibility.

Question
1.2. Does the company have a comprehensive anti-bribery and corruption policy that explicitly applies to both of the following categories: **a) All employees, including staff and leadership of subsidiaries and other controlled entities;** **b) All board members, including non-executive directors.**
Score
2
Comments
There is evidence that the company publishes a clear anti-bribery and corruption policy and Code of Conduct, both of which specifically prohibit bribery, payments to public officials, commercial bribery, and facilitation payments. The company's policies clearly apply to all employees and board members as described in (a) and (b) in the question.
Evidence

[10] Anti-Corruption Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
[p.2] 1. POLICY STATEMENT.

The Vectrus values of integrity, respect, and responsibility, are the foundation for the way Vectrus conducts business. In line with the vision and values, corruption is never permitted.

Vectrus has a zero tolerance policy for corruption and bribery and all employees and partners are expected to adhere to all applicable anti-corruption laws and regulations, which include the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and similar laws in the countries where we operate. Specifically, employees and partners must not:

a. Directly or indirectly offer, authorize, promise or give bribes, kickbacks, payoffs or other payments to any U.S. or non-U.S. government officials to influence their judgment or ensure a particular outcome or action;
b. Directly or indirectly offer, authorize, promise or give bribes, kickbacks, payoffs, or other payments to commercial (non-government) customers in order to obtain or retain business; or an advantage in the conduct of business; and
c. Directly or indirectly request, agree to receive, or accept kickbacks, payoffs, or other personal payments in connection with Vectrus business.

These mandates are true under all circumstances, even if making such payments is customary under local practices. Employees and partners must also avoid any actions that may create even the appearance of improperly influencing a government official or commercial customer.

Any exceptions to this policy must be in writing and approved by the Vectrus Chief Legal Officer.

2. APPLIES TO.
This policy is applicable to members of the Vectrus Board of Directors, all employees, vendors, subcontractors, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations, worldwide.

3. DEFINITIONS.

a. Agents include persons contracted to perform services for Vectrus such as technical representatives, technical experts, distributors, intermediaries, dealers, individual sponsors, consultants, teaming partners, and individual outside counsel.
b. Business Partners include subcontractors, vendors, suppliers, teaming partners, labor brokers, freight forwarders, joint venture partners, and prime contractors when we are the subcontractor.
c. Commercial Customer includes any individual or entity that is not wholly or partially owned by the government.
d. Third Party includes any agent, representative, distributor, intermediary, dealer, consultant, teaming partner, individual outside counsel, technical representative/expert, financial/tax advisor, sponsor, subcontractor, supplier, vendor, labor broker, freight forwarder, …

[p.3]

d. … joint venture or any other type of Third Party retained by Vectrus who interacts with non-U.S. government officials and/or non-U.S. commercial customers.
e. U.S. Government Officials includes any person working for a local, municipal, state, or federal government agency, entity, or body (including executive, legislative, judicial, and regulatory agencies/bodies) in the United States.
f. Non-U.S. Government Official includes:
   - Non-U.S. government official (includes municipal, provincial, central, federal, or any other level of government),
   - Officer or employee of a foreign (non-U.S.) government or any department, agency, ministry, or instrumentality thereof (includes executive, legislative, judicial, and regulatory agencies/departments),
   - Person acting in an official capacity on behalf of a foreign (non-U.S.) government or any department, agency, ministry, or instrumentality thereof,
   - Officer or employee of a company or business owned or controlled in whole or in part by a foreign (non-U.S.) government ("state owned enterprise"),
   - Officer or employee of a public international organization such as the United Nations or the World Bank,
   - Member of a royal family,
   - Non-U.S. political party, member, or official thereof,
   - Candidate for foreign (non-U.S.) political office,
   - Elected officials of foreign (non-U.S.) countries, civil servants and military personnel, and
   - Children, spouses, or other close relatives of non-U.S. Officials.
g. Anything of Value includes cash and cash equivalents to include anything the recipient would find interesting or useful and is not limited to tangible items or economic value. Includes, but is not limited to:
   - Cash,
   - Cash equivalents (such as gift certificates, gift cards, vouchers, or loans),
   - Gifts,
   - Entertainment, meals and travel,
   - In-kind goods or services,
   - Use of vehicles or accommodations,
   - Valuable favors, such as educational or employment opportunities for friends and relatives,
   - Business, employment or investment opportunities,
   - Training,
   - Personal discounts or credits,
   - Assistance to or support of family members and other benefits such as those listed above,
   - Payment of medical expenses,
   - Political contributions, and
   - Charitable contributions.

[p.4]

h. Routine Governmental Action. A "routine governmental action" is one that is ordinarily and commonly performed by a non-U.S. Official where Vectrus is as a legal matter entitled to the action in question; and the non-U.S. Official has no discretion as to whether or not to perform the action in question. The term includes:
   - Obtaining permits, licenses or other official documents to qualify a person to do business in a foreign (non-U.S.) country;
   - Expediting lawful customs clearances;
   - Obtaining the issuance of entry, work, or exit visas;
   - Providing police protection, mail pick-up and delivery; or scheduling inspections associated with contract performance or inspections related to the transit of goods across country; and
   - Providing telephone service, power and water supply, unloading cargo and protecting perishables products and commodities from deterioration.

[…]

[p.6] 5. POLICY.
At Vectrus, corruption and bribery are never permitted, regardless of whether you are dealing with a government or commercial customer or employee. We compete on the merits and not through bribes, kickbacks, improper payments or other undue influence of any kind. All Vectrus employees, agents, representatives, consultants and any other type of Third Party must follow national legal and ethical standards including all applicable anti-corruption

laws and regulations in every country in which we do business, including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and similar anti-corruption laws worldwide.

Companies and individuals dealing with Vectrus must be engaged in providing legitimate business services in the countries in which they operate. This includes the owners of the companies (or others with a financial interest), their employees, and agents or representatives. The United States Foreign Corrupt Practices Act prohibits a company's employees, as well as its Third Parties, from offering or providing money or anything of value to officials or employees of foreign governments, including persons who work at state owned or controlled enterprises if offered or given in order to obtain an improper business advantage. The UK Bribery Act prohibits a company's employees as well as its third-parties from bribery of Foreign Officials, Commercial Bribery, and failing to prevent bribery.

Vectrus employees and its agents, business partners, and representatives are prohibited from offering or giving anything of value to, or for the benefit of, any U.S. Government Official, non-U.S. …

[p.7] … Official or Commercial Customer for the purpose of obtaining or retaining business, to secure any improper advantage, or to request, accept or agree to receive bribes, kickbacks or other improper payments. This means we may not be involved in:

a. Bribery of Government Officials – directly or indirectly (through an agent, any type of Third Party, relative or other person) offer, authorize, promise, or give bribes, kickbacks, payoffs, or other payments or transfers of anything of value to any U.S. or foreign (non-U.S.) government officials for the purpose of obtaining or retaining business or securing any improper advantage;
b. Commercial Bribery – directly or indirectly offer, authorize, promise, or give bribes, kickbacks, payoffs, or other payments or transfers of anything of value to commercial (non-government) customers for the purpose of obtaining or retaining business or securing any improper advantage; or
c. Taking Bribes and Kickbacks – directly or indirectly request, agree to receive, or accept kickbacks, payoffs or other payments or transfers of anything of value in connection with business.

[p.9] 8. FACILITATING PAYMENTS.

Facilitating payments are sometimes known as “grease payments” or “Baksheesh.” These are small sums of money or gifts that are given to low level non-U.S. Officials to facilitate or hasten the performance of a routine governmental action. Vectrus prohibits facilitating payments, with only rare exceptions such as in situations where the individual’s health or safety is being imminently threatened. Although U.S. Foreign Corrupt Practices Act (“FCPA”) permits such payments under very limited circumstances, many countries’ laws, including the UK Bribery Act, consider facilitating payments to be illegal, prohibited bribes. The UK Bribery Act prohibits all individuals and entities with a connection to the United Kingdom from making facilitating payments.

Accordingly, Vectrus employees and third-parties acting on behalf of Vectrus are prohibited from making facilitating payments to any government personnel in any country.

There are two exceptions to this general prohibition:

- In rare circumstances, the Legal Department may grant an exception to this policy, but the employee or Third Party must obtain advance written permission from the Legal Department after communicating all of the pertinent facts and circumstances;
- The individual’s health or safety is being imminently threatened, there is no practical opportunity to secure advance authorization from the Legal Department in the circumstances, and the payment is thereafter reported accurately to the Legal Department as soon as practicable.

a. Required Approvals for Exceptions to the Policy. Any facilitating payment requested under the exceptions must be pre-approved by the Legal Department. The request shall be submitted in writing to the Vectrus Chief Legal Officer and Chief Financial Officer and shall provide in reasonable detail:

(1) The name and title of the non-U.S. Official(s)
(2) The names and titles of the Vectrus employees submitting the request to provide the facilitating payment
(3) The value of the facilitating payment both in U.S. dollars and local currency
(4) A detailed description of the routine governmental action sought to be expedited or secured by the facilitating payment

(5) The Legal Department shall determine whether the requested payment is permissible and in accordance with the FCPA, other relevant anti-corruption laws, and the local law of the country in which the non-U.S. Official is located.

[p.10] (6) All such payments are deemed unallowable for the purposes of billing the government.

b. Limited Exception for Emergency Situations. In the event that a facilitating payment is necessary to avoid imminent bodily injury or other personal danger for any Vectrus employee, as soon as the conditions giving rise to the emergency situation have passed, the approval procedures outlined above should be followed.

c. Reporting Requirements. Reporting of facilitating payments must be made in accordance with Vectrus financial policies. Such payments are to be reported for reimbursement through an employee expense voucher with the written authorization and other associated documentation attached. These payments are charged to administrative and general expense.

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.6] Our values of Integrity, Respect, and Responsibility are the foundation for the way we do business, and our success depends upon our unwavering commitment to conducting business ethically and in compliance with all applicable laws and regulations. As part of this commitment, we are all expected to comply with the words and spirit of this Code of Conduct ("Code").

SCOPE AND APPLICATION OF THIS CODE

This Code, and the standards of business conduct and ethics incorporated in the Code, apply to all employees, officers, and directors of Vectrus. Certain business partners and third parties, such as suppliers, agents, representatives, contractors, subcontractors, and consultants, serve as an extension of Vectrus and, as such, are expected to conduct themselves according to our values and standard of ethics when working on behalf of Vectrus. Any waivers to this code may be granted only by the Board of Directors and will be publicly disclosed as required by law or regulation.

EMPLOYEE RESPONSIBILITIES

Each of us must take personal responsibility for acting according to our company values and this Code, even when this means making difficult choices. We must be committed to living our values and using our Code as a guide for interactions with our stakeholders, including fellow employees, customers, business partners, shareholders, suppliers, third parties, government agencies, and communities. Accordingly, we have the responsibility to:

• Live our company values and abide by the Code, company policies, and the laws and regulations that pertain to an individual's particular job responsibilities.
• Report concerns about possible violations of the Code, company policy, or laws and regulations.

[p.8] COMPLIANCE WITH POLICIES, LAWS, AND REGULATIONS

As a Vectrus employee, you are expected to know and understand the laws, regulations, and company policies that apply to your duties. Regardless of your nationality or country location, you are responsible for complying with all relevant laws and regulations that apply to your work. You must be vigilant in compliance and alert to changes in the law or new requirements that may affect your responsibilities. Working globally can raise additional ethics and compliance issues because local business and cultural practices may vary.

While we respect the norms of our customers and colleagues throughout the world, we must comply with applicable laws and regulations. If you have questions, or if a conflict appears to exist between requirements, stop what you are doing and seek guidance from your supervisor or others listed in this Code.

[p.19] ZERO TOLERANCE FOR CORRUPTION AND BRIBERY

Our Standard: Vectrus has zero tolerance for acts of bribery and corruption. Do not offer or provide bribes to influence action or accept kickbacks in connection with company business.

A BRIBE

is the payment of anything of value, such as cash, gifts, services, contributions, internships, or vacations made for the purpose of improperly obtaining or retaining business.

A KICKBACK
is the return of a sum already paid or due to be paid, as a part of a legal contract, as a reward for making or fostering business arrangements.

Vectrus is committed to conducting business ethically, with integrity, and in compliance with applicable laws and regulations prohibiting bribery, kickbacks, and other forms of corruption in our operations worldwide. Because of the complexity of anti-corruption and bribery laws, it is important that employees are aware of company policies and ask questions if they have any doubts about the proper course of action. Bribery and kickbacks are never permitted at Vectrus, regardless of whether we are dealing with a government or commercial customer. The U.S. Foreign Corrupt Practices Act (FCPA), the United Kingdom Bribery Act, and the laws of most countries in which we operate all …

[p.20] … prohibit bribing government officials. For purposes of these laws, the term “government official” is defined broadly and includes civil servants, officials of state-owned or controlled commercial enterprises, representatives of public international organizations, office seekers, political parties, family members, and political party officials.

Many countries also have laws that prohibit bribes paid to private individuals. It is especially important that employees carefully monitor third parties acting on the company’s behalf. We must always be sure to perform due diligence and know our business partners and all those through whom we conduct our business. Our third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate and complete books and records.

FACILITATION OR EXPEDITING PAYMENTS
Sometimes known as “grease payments,” facilitation or expediting payments are modest amounts of money paid as an unofficial fee to lowlevel government employees to expedite or initiate the performance of routine and expected government services to which Vectrus is entitled.

Facilitation payments are not allowed by company policy and are a violation of some international norms and national laws, such as the U.K. Bribery Act. You must obtain approval from the Legal Department before making a facilitating payment no matter how small the amount. If you are solicited for a facilitation or expediting payment, contact the Legal Department immediately. A facilitating payment can be made if an individual’s health or safety is being imminently threatened and there is no practical opportunity to secure advance authorization from the Legal Department. The payment must be reported to the Legal Department as soon as possible.

Examples of facilitating payments are offering small fees to low-level foreign government officials to expedite processing of a permit, license, or other official document, processing visas or work orders, or providing phone, water, and power service.

Make sure you:

• Never directly or indirectly offer, provide, or authorize money or any item of value to improperly obtain or retain business or to improperly influence a governmental action.

[p.21] • Never make payments that are intended to improperly influence a government official.

• Never directly or indirectly request, agree to receive, or accept kickbacks, payoffs, or other personal payments in connection with company business.

• Notify the Legal Department of third parties or agents who are thought to be valuable primarily for their personal ties rather than for the services they are to perform or who request compensation out of proportion to their services.

[p.28] HONEST AND ETHICAL DEALINGS

Our Standard: Maintain a culture of integrity by being honest and ethical in business relationships.

We treat all of our business relationships fairly: the government, our non-government customers, business partners, third parties, suppliers, and contractors. We work to understand and meet their needs, while always remaining true to our own ethical standards. We tell the truth about our services and capabilities, and we do not make promises we

know we cannot keep. In short, we treat our business partners as we would like to be treated. We expect our customers, business partners, and stakeholders to act in a manner that is consistent with our ethical standards, and we must bring suspected unethical or illegal activity on their part to the immediate attention of the Vectrus Legal Department.

Make sure you:
• Talk to your supervisor if you have concerns about any error, omission, undue delay, or defect in quality or customer service.
• Report pressure from colleagues or managers to cut corners on quality or delivery standards.
• Never follow a customer's or third party's request to do something that you regard as unethical or unlawful.
• Respond promptly to customer and business partner requests and questions.
• Promise what you can deliver and deliver on what you promise.

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.1] 1. Leadership Oversite of Ethics and Organizational Culture

Vectrus is committed to combating bribery and corruption throughout the company and in the places and cultures in which it does business. Vectrus has taken strong stances on these issues through its Corporate Code of Conduct and Supplier Code of Conduct.

These policies and ethical commitments apply to all our employees, including all program staff, the leadership and staff of our subsidiaries and other controlled entities, and members of our board of directors, including non-executive directors.

[6] Anti-Corruption Efforts and Policies (Webpage)
Accessed 06/09/2019
https://vectrus.com/anti-corruption-efforts-and-policies
The Vectrus values of integrity, respect and responsibility are the foundation for the way Vectrus conducts business. In line with the vision and values, corruption is never permitted and all employees and partners are expected to adhere to all applicable anti-corruption laws and regulations, which include the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and similar laws in the countries where we operate. Specifically, employees and partners must not:

Directly or indirectly offer, authorize, promise or give bribes, kickbacks, payoffs, or other payments to any U.S. or non-U.S. government officials to influence their judgement or ensure a particular outcome or action
Directly or indirectly offer, authorize, promise or give bribes, kickbacks, payoffs or other payments to commercial (non-government) customers in order to obtain or retain business; or an advantage in the conduct of business
Directly or indirectly request, agree to receive or accept kickbacks, payoffs or other personal payments in connection with Vectrus business

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

This policy is applicable to all employees, vendors, subcontractors, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations worldwide.

For more information, please read:

Anti-Corruption Policy
Business Courtesies, Donations, Entertainment, Gifts, and Sponsorships Policy
Conflicts of Interest Policy
Acceptance of Gifts, Gratuities, and Accommodation by Vectrus Employees Policy
The Legal Standard
The United Stated Foreign Corrupt Practices Act prohibits a company's employees, as well as its Third Parties, from offering or providing money or anything of value to officials or employees of foreign governments, including persons who work at state owned or controlled enterprises if offered or given in order to obtain an improper

business advantage. The UK Bribery Act prohibits a company's employees as well as its third parties from bribery of Foreign Officials, Commercial Bribery, and failing to prevent bribery.

[2] Ethics and Compliance (Webpage)
Accessed 07/04/2020
https://www.vectrus.com/who-we-are/ethics-and-compliance
Anti-Corruption Efforts and Policies

Vectrus is committed to conducting its business in accordance with the laws of the countries in which it operates, its Code of Conduct, and all applicable anti-corruption laws and regulations. The Vectrus Anti-Corruption Program ensures Vectrus, its business partners, and employees conduct business operations consistent with the U.S. Foreign Corrupt Practices Act (FCPA), U.K. Bribery Act (UKBA), and the national anti-corruption laws of the countries in which Vectrus operates. Vectrus also has a company Anti-Corruption Policy which applies to all employees, vendors, subcontractors, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations worldwide. Additional information on Anti-Corruption can be found on our Anti-Corruption Efforts and Policies.

[5] Corporate Governance Principles (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Corporate%20Governance%20Principles.pdf
[p.5] 4. Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with state and other applicable laws and regulations. In performing their duties, the primary responsibility of the Directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

[…]

3. Loyalty and Ethics In their roles as Directors, all Directors owe a duty of loyalty to the

[p.6] Company. The Company has adopted a Code of Conduct (the "Code"), which includes a compliance program, with associated policies, to enforce the Code, and Directors are expected to adhere to the Code and policies of the compliance program, including, but not limited to, the Company's Anti-Corruption Policy, Business Courtesies, Donations, Entertainment, Gifts, and Sponsorships Policy, Conflicts of Interest Policy and Human Rights and Combatting Trafficking in Persons Policy.

Question
1.3. Does the board or a dedicated board committee provide oversight of the company's anti-bribery and corruption programme?
Score
2
Comments
There is evidence that a designated board committee – the Audit Committee – is ultimately responsible for oversight of the company's anti-bribery and corruption programme. There is evidence indicating that this includes reviewing reports from management on the programme's performance along with the results of audits, and there is evidence that it has the authority to require that any necessary changes to the programme are made.
Evidence

[17] Proxy Statement 2020 (Document)
Accessed 07/04/2020
http://investors.vectrus.com/Cache/IRCache/cea7e394-9ad4-9784-b0c8-75c4b7303e8d.PDF?O=PDF&T=&Y=&D=&FID=cea7e394-9ad4-9784-b0c8-75c4b7303e8d&iid=4649403
[p.26] BOARD AND COMMITTEE ROLES IN RISK OVERSIGHT

The Board of Directors has primary responsibility for overall risk oversight, including the Company's risk profile and management controls. The Audit Committee of the Board monitors the Company's operational and regulatory risk management and risk assessment program, including risk mitigation processes.

[…]

The Audit Committee also oversees the Company's compliance program, including its Code of Conduct and Ethics and Compliance program.

[…]

[p.32] AUDIT COMMITTEE RESPONSIBILITIES:

[…]

[p.33] Oversee the Company's compliance program, including its Code of Conduct and ethics and compliance program.

[4] Audit Committee Charter (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Audit%20Committee%20Charter_0.pdf
[p.1] 1. Purpose

a. The Board of Directors (the "Board of Directors" or "Board") of Vectrus, Inc. (the "Company") and the Audit Committee represent the Company's shareholders. The primary purpose of the Audit Committee is to assist the Board of Directors in fulfilling its responsibility to oversee management's conduct of the Company's financial reporting process.

The Audit Committee shall:

i. Provide assistance to the Board of Directors of the Company with respect to its oversight of:
1. The quality and integrity of the Company's financial statements;
2. The Company's compliance with legal and regulatory requirements;

[…]

[p.2] 3. Responsibilities of the Audit Committee and Management

a. General guidelines and areas of responsibility of the Audit Committee are listed below. However, circumstances may require a flexible approach, and the Audit Committee has full authority to diverge from the guidelines below under appropriate circumstances. The Audit Committee shall:

[p.4] xxi. Update the Board on a regular basis with respect to matters coming to its attention which may have a significant impact on the financial condition or affairs of the Company, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors and performance of the internal audit function.

[p.5] b. Oversee the Company's compliance program, including its Code of Conduct and ethics and compliance program, with respect to legal and regulatory requirements and review the Company's policies and procedures for monitoring compliance. Review with the Company's general counsel or head of ethics and compliance

- the Company's Code of Conduct and ethics and compliance policies for applicability and relevance and to ensure the Company's compliance with applicable laws and regulations and
- any proposed waivers of the Code of Conduct for directors and officers, in each case, on a periodic basis, but no less frequently than once a year on a comprehensive basis.

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.1] 1. Leadership Oversite of Ethics and Organizational Culture
Vectrus is committed to combating bribery and corruption throughout the company and in the places and cultures in which it does business. Vectrus has taken strong stances on these issues through its Corporate Code of Conduct and Supplier Code of Conduct.

These policies and ethical commitments apply to all our employees, including all program staff, the leadership and staff of our subsidiaries and other controlled entities, and members of our board of directors, including non-executive directors.

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

[p.1] 2. Continuous Oversite and Improvement through Internal Controls

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

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

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

[10] Anti-Corruption Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
[p.4] 4. ROLES AND RESPONSIBILITIES.

a. Vectrus Board of Directors through the Audit Committee. The Vectrus Board of Directors through its Audit Committee will:

(1) Oversee the Company's compliance program, including its Code of Conduct and ethics and compliance program, with respect to legal and regulatory requirements and review the Company's policies and procedures for monitoring compliance, as needed.

(2) Review with the Company's general counsel or head of ethics and compliance (i) the Company's Code of Conduct and ethics and compliance policies for applicability and relevance and to ensure the Company's compliance with applicable laws and regulations and (ii) any proposed waivers of the Code of Conduct for directors and officers, in each case, on a periodic basis, but no less frequently than once a year on a comprehensive basis

[2] Ethics and Compliance (Webpage)
Accessed 07/04/2020
https://www.vectrus.com/who-we-are/ethics-and-compliance
Ethics and Compliance Governance

Vectrus is a company that is committed to ensuring it has an effective Ethics and Compliance Program. The company's Ethics and Compliance structure and Ethics and Compliance Review Board (ECRB) are made up of cross-functional senior management that help ensure strong oversight and leadership to help ensure that Vectrus operates with the highest ethical business standards. For more information about our Corporate Governance as it applies to Ethics and Compliance, please see the Audit Committee Charter and the Corporate Governance Principles.

Question
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?
Score
2
Comments
There is evidence that that a designated senior executive – the General Counsel – has ultimate responsibility for the company's anti-corruption programme. There is evidence that the General Counsel has a direct reporting line to the Audit Committee, which provides oversight of the anti-bribery and corruption programme. There is evidence of reporting and feedback activities between this person and the Audit Committee as part of the company's reporting structure.
Evidence
[20] SVP and General Counsel Biography (Webpage) Accessed 09/09/2019 https://vectrus.com/kevin-t-boyle Kevin T. Boyle Senior Vice President, Chief Legal Officer and General Counsel Kevin Boyle serves as senior vice president, chief legal officer and general counsel for Vectrus. He is responsible for all legal matters as well as the trade compliance, security, facilities, ethics and compliance, and environmental, safety and health functions for the company. **[4] Audit Committee Charter (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Audit%20Committee%20Charter_0.pdf [p.3] The Audit Committee shall: […] b. Oversee the Company's compliance program, including its Code of Conduct and ethics and compliance program, with respect to legal and regulatory requirements and review the Company's policies and procedures for monitoring compliance. Review with the Company's general counsel or head of ethics and compliance: • the Company's Code of Conduct and ethics and compliance policies for applicability and relevance and to ensure the Company's compliance with applicable laws and regulations and • any proposed waivers of the Code of Conduct for directors and officers, in each case, on a periodic basis, but no less frequently than once a year on a comprehensive basis. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.4] 4. ROLES AND RESPONSIBILITIES. a. Vectrus Board of Directors through the Audit Committee. The Vectrus Board of Directors through its Audit Committee will: (1) Oversee the Company's compliance program, including its Code of Conduct and ethics and compliance program, with respect to legal and regulatory requirements and review the Company's policies and procedures for monitoring compliance, as needed. (2) Review with the Company's general counsel or head of ethics and compliance (i) the Company's Code of Conduct and ethics and compliance policies for applicability and relevance and to ensure the Company's compliance with applicable laws and regulations and (ii) any proposed waivers of the Code of Conduct for directors and officers, in each case, on a periodic basis, but no less frequently than once a year on a comprehensive basis b. Vectrus CEO and President. The Vectrus CEO and President is responsible for assigning responsibility at all levels and insuring adequate resources and authority of the AntiCorruption Program.

2. Internal Controls

Question
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?
Score
2
Comments
There is evidence that the company has a formal bribery and corruption risk assessment procedure in place that informs the design of its anti-bribery and corruption programme. The results of risk assessments are reviewed by the board on at least an annual basis. There is evidence that the results of such reviews are used to develop tailored mitigation plans and to update specific parts of the company's anti-bribery and corruption programme.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.1] 2. Continuous Oversite and Improvement through Internal Controls Vectrus is committed to combating bribery and corruption risks through continuously monitoring risk factors within its business. As part of this commitment, Vectrus completes a formal bribery and corruption risk assessment annually. Each program and major corporate functional area are assessed separately. High-level findings of this risk assessment and high-level findings from the Anti-Corruption program are reported regularly to the Board of Directors. These briefings happen at least yearly. The annual risk assessment reviews areas of risk associated with using subcontractors, the size and geographic location of the effort, potential combating trafficking in persons (CTIP) concerns, interactions with various levels of government, Foreign Corrupt Practices Act (FCPA) red flags, and financial data, among other sources. Vectrus evaluates data from the risk assessment yearly and uses it to determine what, if any, changes need to be made to company policies, corporate resources, and the risk assessment itself. For more information on Vectrus Anti-Corruption efforts, please see the Vectrus Anti-Corruption Policy. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.5] f. Ethics and Compliance is responsible for: [p.6] (1) Overseeing the overall Anti-Corruption Program; (2) Briefing the Vectrus CEO and President on a quarterly basis on the status of the Anti-Corruption Program; (3) Conducting periodic Anti-Corruption annual risk assessments;

Question
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?
Score
2
Comments
There is evidence that the company's entire anti-bribery and corruption programme is subject to a regular audit process on at least an annual basis to ensure the programme is consistent with best practice and the business risks facing the company. This process includes provisions for continuous improvement, supplemented by internal and external audits. There is also evidence that audit findings are presented to the Audit Committee, and that the General Counsel or head of ethics and compliance is responsible for implementing any changes as a result of these findings, alongside the Legal Department.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.1] The Vectrus Anti-Corruption program is monitored continuously and subject to regular internal and external audits. The last external audit of the program, including FCPA risks, was completed by Vectrus' external auditor in 2018. [p.2] Investigators with training and backgrounds in human resources, government compliance, anti-corruption/anti-bribery, law, and law enforcement examine all complaints to Vectrus submitted to headquarters (HQ) through the complaint-resolution process. The Vectrus Ethics and Compliance Review Board (ECRB), comprising senior management, the Director of Ethics and Trade Compliance, and legal counsel, oversee any complaints about the handling of investigations. Per the Vectrus Anti-Corruption Policy, the entire program, including the investigations procedure, is subject to review at least annually by the Audit Committee of the Board of Directors. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.4] 4. ROLES AND RESPONSIBILITIES. a. Vectrus Board of Directors through the Audit Committee. The Vectrus Board of Directors through its Audit Committee will: (1) Oversee the Company's compliance program, including its Code of Conduct and ethics and compliance program, with respect to legal and regulatory requirements and review the Company's policies and procedures for monitoring compliance, as needed. (2) Review with the Company's general counsel or head of ethics and compliance (i) the Company's Code of Conduct and ethics and compliance policies for applicability and relevance and to ensure the Company's compliance with applicable laws and regulations and (ii) any proposed waivers of the Code of Conduct for directors and officers, in each case, on a periodic basis, but no less frequently than once a year on a comprehensive basis b. Vectrus CEO and President. The Vectrus CEO and President is responsible for assigning responsibility at all levels and insuring adequate resources and authority of the AntiCorruption Program. [p.5] e. The Legal Department is responsible for: […] (5) Monitoring implementation of and compliance with this policy. f. Ethics and Compliance is responsible for: [p.6] (5) Monitoring implementation of and compliance with this policy.

Question
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?
Score
1
Comments
There is evidence that the company publicly 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 at each step. The company provides whistleblowers with updates on the outcome of the investigation if they so wish, and there is evidence that whistleblowing reports are handled by an independent team. There is evidence to indicate that the Ethics and Compliance Review Board reviews summary information and oversees all investigations. The company receives a score of '1' because in publicly available evidence the company does not provide full details on the investigation process from receipt to final outcome. There is also no publicly available evidence that the company Ethics and Compliance Review Board meets regularly or at least on an annual basis.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.1] Vectrus provides avenues for whistleblowing and reporting concerns, including corruption. Any individual may report concerns through the Vectrus Complaint Resolution Process in the Corporate Code of Conduct. Reporting avenues include anonymous web and phone-based options through the EthicsPoint system. For more information, or to raise a concern, visit the Vectrus EthicsPoint website. [p.2] Investigators with training and backgrounds in human resources, government compliance, anti-corruption/anti-bribery, law, and law enforcement examine all complaints to Vectrus submitted to headquarters (HQ) through the complaint-resolution process. The Vectrus Ethics and Compliance Review Board (ECRB), comprising senior management, the Director of Ethics and Trade Compliance, and legal counsel, oversee any complaints about the handling of investigations. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.5] f. Ethics and Compliance is responsible for: […] [p.6] (4) Conducting investigations of potential violations of Anti-Corruption laws, regulations, and policies on behalf of the Ethics and Compliance Review Board. **[9] Reporting Concerns FAQs (Document)** Accessed 06/09/2019 https://secure.ethicspoint.com/domain/media/en/gui/40228/faq.pdf [p.1] Question 2: If my report is substantiated, will those involved be disciplined? Answer: Although due to confidentiality reasons you won't be informed of any disciplinary actions taken against others, many substantiated cases result in some form of discipline. Regardless of position or grade level, there are real consequences for wrongdoing. Question 3: Will I hear about the progress or outcome of my claim? Answer: Vectrus cannot discuss case specifics or disclose disciplinary action with anyone other than the employees involved. However, if you make a report to the EthicsPoint helpline – even anonymously – you will be provided a unique report key which will allow you to anonymously obtain updates or provide additional information that may be necessary for a thorough investigation into your concern. Question: Is the helpline really anonymous or can the company trace my call?

Answer: The purpose for using a 3rd party vendor, EthicsPoint, is to ensure that employees and stakeholders have access to a truly anonymous mechanism for reporting concerns. EthicsPoint does not capture identifiable information (i.e. does not use caller ID, does not record calls, and does not track network addresses). The primary interest is in resolving potential issues, not with trying to determine who might have reported it.

[…]

Question: If I call the helpline, will my claim be ignored?
Answer: Under Vectrus policy, it is required that all claims are formally reviewed to determine an appropriate course of action. Not all claims require an investigation, but Vectrus addresses all reports.

Question: Is it right to raise concerns about co-workers?
Answer: Although it takes courage to raise concerns about possible misconduct, speaking up is always the right thing to do. Remember, people involved in possible misconduct are harming themselves, their colleagues and the company.

Question: If I raise a concern, will my manager or co-workers find out?
Answer: Whether your claim is anonymous or not, Vectrus will make every reasonable effort to keep your identity confidential in a manner consistent with a thorough investigation and meeting any legal requirements.

[p.2] Question: If the wrongdoing doesn't affect me, should I get involved?
Answer: Get involved. Looking the other way does not benefit anyone. In the Code of Conduct training, you acknowledged your commitment to act responsibly by reporting action that appears inconsistent with the Code. Asking questions and raising concerns protects you and the company.

For more information about the process of how Vectrus resolves reports, reference the newly updated policy CM 1.1 Complaint Resolution Process.

[8] Complaint Resolution Process (Document)
Accessed 06/09/2019
https://secure.ethicspoint.com/domain/media/en/gui/40228/complaint.pdf
[p.1] COMPLAINT RESOLUTION PROCESS

The recommended sequence of steps for resolving employee issues is shown on the right. This chain of command approach will greatly improve the response time to address your concerns. If you do not feel comfortable with a particular step, skip to the next step.

step 1 Contact Your Supervisor or Supervisor's Boss
step 2 Contact Your Local HR, Site, Country, or Program Manager
step 3 Contact Vectrus Ombudsperson* systems.ombudsperson@vectrus.com 800.521.3894 or 719.591.3539
step 4 Contact EthicsPoint Website www.vectrus.ethicspoint.com 866.294.8691 or 503.748.0662 Collect Calls Accepted *Your complaint can remain anonymous through use of this step.

[19] All Employee Resources (Webpage)
Accessed 09/09/2019
https://vectrus.com/all-employee-resources
Other Resources
- Complaint Resolution Process

Question
2.4. Does the company have appropriate arrangements in place to ensure the quality of investigations?
Score
2
Comments
There is evidence that the company assures itself of the quality of its internal and whistleblowing investigations and that staff conducting investigations are properly training and qualified. There is evidence that the Ethics and Compliance Review Board (ECRB) receives and handles any complaints about the investigative process. The company indicates that it reviews its investigations procedure on at least an annual basis.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.1] Vectrus provides avenues for whistleblowing and reporting concerns, including corruption. Any individual may report concerns through the Vectrus Complaint Resolution Process in the Corporate Code of Conduct. Reporting avenues include anonymous web and phone-based options through the EthicsPoint system. For more information, or to raise a concern, visit the Vectrus EthicsPoint website. [p.2] Investigators with training and backgrounds in human resources, government compliance, anti-corruption/anti-bribery, law, and law enforcement examine all complaints to Vectrus submitted to headquarters (HQ) through the complaint-resolution process. The Vectrus Ethics and Compliance Review Board (ECRB), comprising senior management, the Director of Ethics and Trade Compliance, and legal counsel, oversee any complaints about the handling of investigations. Per the Vectrus Anti-Corruption Policy, the entire program, including the investigations procedure, is subject to review at least annually by the Audit Committee of the Board of Directors. **[9] Reporting Concerns FAQs (Document)** Accessed 06/09/2019 https://secure.ethicspoint.com/domain/media/en/gui/40228/faq.pdf [p.2] Question: Will my concern be seen by the right people? Answer: All allegations are first reviewed by either the Division or Headquarter Ethics & Compliance Review Board (ECRB) which are staffed by senior leaders. When necessary, the ECRB works with subject matter experts in HR, Audit, Legal or Security to conduct a proper and thorough investigation.

Question
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?
Score
2
Comments
There is evidence the company commits to report material findings of bribery and corruption from investigations to the Ethics and Compliance Review Board. This body includes the company's General Counsel who has a direct reporting line to the board-level Audit Committee. The company states that the Legal Department holds responsibility for disclosing material findings of corruption to the relevant authorities.
Evidence

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.1] Vectrus provides avenues for whistleblowing and reporting concerns, including corruption. Any individual may report concerns through the Vectrus Complaint Resolution Process in the Corporate Code of Conduct. Reporting avenues include anonymous web and phone-based options through the EthicsPoint system. For more information, or to raise a concern, visit the Vectrus EthicsPoint website.

[p.2] Investigators with training and backgrounds in human resources, government compliance, anti-corruption/anti-bribery, law, and law enforcement examine all complaints to Vectrus submitted to headquarters (HQ) through the complaint-resolution process. The Vectrus Ethics and Compliance Review Board (ECRB), comprising senior management, the Director of Ethics and Trade Compliance, and legal counsel, oversee any complaints about the handling of investigations.

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

[10] Anti-Corruption Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
[p.5] e. The Legal Department is responsible for:

(1) Ensuring records are kept of circumstances where a Third Party has requested a bribe or facilitation payment or otherwise indicated that a bribe or facilitation payment should be paid;
(2) Reporting substantiated anti-corruption allegations to the appropriate U.S. Government authorities (OIG, SEC, etc.);

[p.11] COOPERATING WITH INQUIRIES AND INVESTIGATIONS

Our Standard: Cooperate with all internal and external inquiries and investigations. You are expected to cooperate fully with internal and external audits, investigations, and inquiries that are conducted by the company.

In addition, withholding information or knowingly giving false or misleading information is a serious violation of our duties as employees.

[p.12] In the course of business, you may receive inquiries or requests for information from government officials. Although we are expected to cooperate fully, if you learn of a potential government investigation or inquiry, immediately notify your supervisor and the Legal Department, if possible, prior to taking or promising any action.

With respect to all audits, investigations, and inquiries, you must NOT:
• Destroy, alter, or conceal any document in anticipation of or in response to a request for these documents.
• Provide or attempt to influence others to provide incomplete, false, or misleading statements to a company or government investigator.
• Conduct an investigation yourself; appropriate resources will be assigned to conduct the investigation.

[10] Anti-Corruption Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
[p.4] 4. ROLES AND RESPONSIBILITIES.

a. Vectrus Board of Directors through the Audit Committee. The Vectrus Board of Directors through its Audit Committee will:

(1) Oversee the Company's compliance program, including its Code of Conduct and ethics and compliance program, with respect to legal and regulatory requirements and review the Company's policies and procedures for monitoring compliance, as needed.
(2) Review with the Company's general counsel or head of ethics and compliance (i) the Company's Code of Conduct and ethics and compliance policies for applicability and relevance and to ensure the Company's compliance with applicable laws and regulations and (ii) any proposed waivers of the Code of Conduct for directors and officers, in each case, on a periodic basis, but no less frequently than once a year on a comprehensive basis

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.7] VIOLATIONS OF EMPLOYEE RESPONSIBILITIES
Violations of the Code, company policies, or laws and regulations will not be tolerated and may result in disciplinary action up to and including termination, legal proceedings and penalties including, in some circumstances, civil or criminal prosecution for both the individual involved and Vectrus.

[14] Supplier Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Supplier%20Code%20of%20Conduct%2005-2016%20Rev%2007.pdf
[p.10] B. Consequences for Violating Code
In the event of a violation of any of the above expectations, we may pursue corrective action to remedy the situation. In the case of a violation of law or

[p.11] 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/purchasing contract.

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

3. Support to Employees

Question
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?
Score
2
Comments
There is evidence that the company provides training for employees that outlines the principles of its anti-bribery and corruption policy, including the whistleblowing options available. There is evidence the company provides this training to all employees annually, across all divisions and countries of operation, and in all appropriate languages.
Evidence
[6] Anti-Corruption Efforts and Policies (Webpage) Accessed 06/09/2019 https://vectrus.com/anti-corruption-efforts-and-policies Anti-Corruption Training & Vectrus University It is important that employees understand their responsibilities regarding anti-corruption. Therefore, vectrus has developed a training program that covers company policies and procedures, instruction on applicable laws, practical advice to address real-life scenarios, and case studies. The training is designed to ensure that employees understand their responsibilities and include courses on: Anti-Corruption Training Courses Anti-Bribery: Working Responsibly with Third Parties Course Anti-Bribery: Questionable Conduct **[1] Ethical Commitments (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.2] 3. Support to Employees through Training and Avenues to Raise Concerns Vectrus provides training, both standalone and embedded in other courses, that outlines its stance on antibribery and corruption and the whistleblowing options available to employees. Employees across all divisions and geographies, and in all appropriate languages, receive this training. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.11] 11. TRAINING. Training is the foundation of any successful Anti-Corruption Program. All Vectrus employees regardless of location will receive annual training on the Vectrus Code of Conduct that includes a section of training on anti-corruption. Vectrus Corporate Board members and employees who are involved in or supervise employees involved in business development, finance, purchasing, procurement and government contracts, compliance, and any others who have or may have contact with foreign (non-U.S.) officials must participate in anti-corruption training tailored to their duties on an annual basis. **[3] Code of Conduct (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.6] EMPLOYEE RESPONSIBILITIES Each of us must take personal responsibility for acting according to our company values and this Code, even when this means making difficult choices. We must be committed to living our values and using our Code as a guide for

interactions with our stakeholders, including fellow employees, customers, business partners, shareholders, suppliers, third parties, government agencies, and communities.

Accordingly, we have the responsibility to:

[…]

• Complete all required employee training in a timely manner and keep up to date on current standards and expectations.

[p.7] SUPERVISOR AND MANAGER RESPONSIBILITIES

Leaders, supervisors, and managers have the following additional responsibilities:

• Lead by example and model the highest standards of ethical business conduct and our company values.
• Take the time to ensure your employees know how to use the Code and how to seek additional help.
• Help create a work environment that focuses on building relationships, recognizes effort, and values mutual respect and open communication.
• Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others.
• Create an environment where everyone feels comfortable asking questions and reporting known or potential violations of the Code, policies, or the law.

[p.8] • Hold employees accountable for completing all training requirements.

Question
3.2. Does the company provide tailored training on its anti-bribery and corruption programme for at least the following categories of employees: **a) Employees in high risk positions,** **b) Middle management,** **c) Board members.**
Score
2
Comments
There is evidence that the company provides tailored anti-bribery and corruption training based on the different levels of risk facing employees in different roles. The company states that it provides dedicated training to board members, employees in high-risk roles and middle management. There is evidence that employees in these categories must refresh their training on at least an annual basis.
Evidence
[12] Gifts Charity Sponsorships Policy (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.4%2025%20May%202016_0.pdf [p.10] 10. TRAINING. This policy is reviewed annually by the Board of Directors. All executives will complete training on the business courtesies, donations, entertainment, gifts, and sponsorships requirements on a recurring basis. The training will be provided through the Ethics & Compliance Department. Training will also be provided to other employees who are determined to be in positions that are [p.11] likely to deal with business courtesies, donations, entertainment, gifts, and sponsorships issues while working for Vectrus. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.4] c. SVP, Programs, Department VPs, and Program Managers. Management is responsible for the full implementation of this Policy and in particular for: (1) Incorporating this policy in local policies and procedures; (2) Fostering an open environment for employees to discuss possible violations of this policy; (3) Confirming that contractual and financial / accounting records, gifts and entertainment registers, and appropriate controls align to these policy requirements; (4) Informing employees about the requirements set out in this policy and insuring selected higher risk employees complete periodic training on anti-corruption; [p.11] 11. TRAINING. Training is the foundation of any successful Anti-Corruption Program. All Vectrus employees regardless of location will receive annual training on the Vectrus Code of Conduct that includes a section of training on anti-corruption. Vectrus Corporate Board members and employees who are involved in or supervise employees involved in business development, finance, purchasing, procurement and government contracts, compliance, and any others who have or may have contact with foreign (non-U.S.) officials must participate in anti-corruption training tailored to their duties on an annual basis. **[1] Ethical Commitments (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.2] 3. Support to Employees through Training and Avenues to Raise Concerns

Vectrus provides training, both standalone and embedded in other courses, that outlines its stance on antibribery and corruption and the whistleblowing options available to employees. Employees across all divisions and geographies, and in all appropriate languages, receive this training. Vectrus evaluates and modifies its training yearly. Beyond the ethics training given to employees, individuals in higher-risk positions, such as employees dealing regularly with Host Nation (HN) governments and senior leaders, to include members of the Board of Directors, receive tailored training.

Vectrus also provides several training programs for senior and middle management. All Vectrus supervisors must participate in Supervisor Enrichment & Excellence Development (SEED) training, which addresses anti-bribery and corruption compliance, ethics, and the proper handling of issues within the supervisor's area of responsibility. Senior leaders participate in the Vectrus Business Acumen course, addressing these issues at a higher level of responsibility along with setting a proper tone at the top.

Question
3.3. Does the company measure and review the effectiveness of its anti-bribery and corruption communications and training programme?
Score
2
Comments
There is evidence that the company measures and reviews the effectiveness of its anti-corruption training programme on an annual basis. The company indicates that it does this through anonymous employee surveys, the results of which are used to update specific elements of the training programme.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.2] 3. Support to Employees through Training and Avenues to Raise Concerns […] Vectrus evaluates program effectiveness annually through a regularly conducted anonymous employee survey and uses the results to update training topics and improve future employee communications.

Question
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?
Score
0
Comments
There is no evidence that the company's incentive or reward schemes for employees incorporate ethical or anti-bribery and corruption principles.
Evidence
No evidence found.

Question
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?
Score
1
Comments
Based on publicly available information, there is some evidence that the company commits to support and protect employees who refuse to act unethically. The company indicates that it supports its employees to make ethical decisions and maintain honesty and integrity in all business dealings, even when pressured by internal or external third parties to act unethically. However, the company receives a score of '1' because there is no clear evidence that it assures itself of its employees' confidence in this commitment through anonymised surveys or other clearly stated means.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.2] Vectrus further supports employees by requiring they raise concerns and report unethical behavior **[2] Ethics and Compliance (Webpage)** Accessed 07/04/2020 https://www.vectrus.com/who-we-are/ethics-and-compliance At Vectrus, our ethical culture serves as the foundation for providing long term value to our stakeholders. Our fundamental goals are to promote an ethical culture, deter inappropriate conduct, and detect potential compliance issues. Leading the way Our values are the glue that holds us together even when everything around us is changing. They are our guiding principles (the givens) that we rely upon to help us accomplish our mission. During our transition into an independent corporation, our employees were polled and asked what was the most important company value. They selected integrity. Based on that input, we made integrity our top value. […] Every employee is responsible for behaving ethically and our Code of Conduct requires that our employees and business partners exemplify our company values of Integrity, Respect, and Responsibility. […] We believe that by empowering our employees, clients, suppliers, subcontractors, and other third party business partners to ask questions and raise concerns about potential ethical or legal violations, provides Vectrus the opportunity to properly address issues. **[3] Code of Conduct (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.6] Our values of Integrity, Respect, and Responsibility are the foundation for the way we do business, and our success depends upon our unwavering commitment to conducting business ethically and in compliance with all applicable laws and regulations [p.7] SUPERVISOR AND MANAGER RESPONSIBILITIES Leaders, supervisors, and managers have the following additional responsibilities: • Lead by example and model the highest standards of ethical business conduct and our company values. • Take the time to ensure your employees know how to use the Code and how to seek additional help. • Help create a work environment that focuses on building relationships, recognizes effort, and values mutual respect and open communication. • Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others.

• Create an environment where everyone feels comfortable asking questions and reporting known or potential violations of the Code, policies, or the law.
[…]
• Never ask or pressure anyone to do something that you would be prohibited from doing yourself.

[p.8] MAKING ETHICAL DECISIONS

We all take pride in our work and in the choices we make on behalf of Vectrus. These choices may be more difficult to make when we encounter ethical challenges.

When faced with a difficult ethical decision, ask yourself the following questions to determine whether the action you are considering is appropriate:
Am I adhering to the letter and spirit of our company's policies and to all applicable laws and regulations?
Is my action consistent with company values and the principles set forth in our Code?
Would I be acting in the best interests of Vectrus, my coworkers, and our customers?
What would my family, friends, or neighbors think of my action?
Would I want my action reported on the front page of a newspaper or on the Internet?
If you are unsure as to what action is appropriate, seek guidance by speaking with your supervisor or with any of the other resources listed in this Code.

[p.19] Vectrus has zero tolerance for acts of bribery and corruption. Do not offer or provide bribes to influence action or accept kickbacks in connection with company business.

Vectrus is committed to conducting business ethically, with integrity, and in compliance with applicable laws and regulations prohibiting bribery, kickbacks, and other forms of corruption in our operations worldwide.

[p.28] HONEST AND ETHICAL DEALINGS
Our Standard: Maintain a culture of integrity by being honest and ethical in business relationships.

We treat all of our business relationships fairly: the government, our non-government customers, business partners, third parties, suppliers, and contractors. We work to understand and meet their needs, while always remaining true to our own ethical standards. We tell the truth about our services and capabilities, and we do not make promises we know we cannot keep. In short, we treat our business partners as we would like to be treated.

We expect our customers, business partners, and stakeholders to act in a manner that is consistent with our ethical standards, and we must bring suspected unethical or illegal activity on their part to the immediate attention of the Vectrus Legal Department.

Make sure you:
Talk to your supervisor if you have concerns about any error, omission, undue delay, or defect in quality or customer service.
Report pressure from colleagues or managers to cut corners on quality or delivery standards.
Never follow a customer's or third party's request to do something that you regard as unethical or unlawful.

Question
3.6. Does the company have a clear policy of non-retaliation against whistleblowers and employees who report bribery and corruption incidents?
Score
1
Comments
There is evidence that the company promotes a policy of non-retaliation against both whistleblowers and employees who report bribery and corruption incidents, as outlined in the company's Code of Conduct. There is evidence the Code of Conduct applies to business partners of the company, including suppliers and joint venture partners. However, the company receives a score of '1' because there is no clear publicly available evidence that it commits to assure itself of its employees' confidence in this commitment through surveys or other clearly stated means. This could include monitoring the usage statistics of whistleblowing channels across different parts of the organisation or conducting independent anonymised employee surveys.
Evidence
[3] Code of Conduct (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.6] SCOPE AND APPLICATION OF THIS CODE This Code, and the standards of business conduct and ethics incorporated in the Code, apply to all employees, officers, and directors of Vectrus. Certain business partners and third parties, such as suppliers, agents, representatives, contractors, subcontractors, and consultants, serve as an extension of Vectrus and, as such, are expected to conduct themselves according to our values and standard of ethics when working on behalf of Vectrus. [p.7] SUPERVISOR AND MANAGER RESPONSIBILITIES Leaders, supervisors, and managers have the following additional responsibilities: • Lead by example and model the highest standards of ethical business conduct and our company values. • Take the time to ensure your employees know how to use the Code and how to seek additional help. • Help create a work environment that focuses on building relationships, recognizes effort, and values mutual respect and open communication. • Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others. • Create an environment where everyone feels comfortable asking questions and reporting known or potential violations of the Code, policies, or the law. • Strictly avoid acts of retaliation or behavior that may be perceived by others as retaliation against those who report concerns [p.11] ZERO TOLERANCE OF RETALIATION Our Standard: There is zero tolerance of retaliation for those employees who, in good faith, report possible ethics or compliance violations. You can report suspected ethics violations in confidence and without fear of retaliation. Vectrus will not tolerate any retaliation against an employee who, in good faith, asks questions; reports possible violations of the Code, policy, or law; or participates in an investigation. Reporting "in good faith" means making a genuine attempt to provide honest, complete, and accurate information, even if it later proves to be unsubstantiated or mistaken. Retaliation is a violation of our Code, and knowledge or suspicion of retaliation should be reported immediately. Vectrus is prohibited by law from discharging, demoting, or otherwise discriminating against employees as a reprisal (collectively referred to as retaliation) for their disclosing of information, either to internal management or to various government agency officials, involving potential evidence of substantial fraud, waste, mismanagement, abuse of authority, threats to homeland security, specific danger to public health or safety, or violation of law related to the performance of U.S. Government contracts.

Any Vectrus employee who believes that he/she has been retaliated against for making a disclosure is encouraged to report the matter to any Human Resource or Legal representative, compliance professional, Ombudsperson, ECRB member, or EthicsPoint Helpline. You may also file a complaint with the DOD IG or the IG of the applicable governmental agency.

[p.41] Vectrus is committed to enforcing the protections of whistleblowers mandated under the Defend Trade Secrets Act. More information on the Vectrus Defend Trade Secrets Act policy may be found on the Vectrus intranet, by contacting an Ombudsperson, and at https://vectrus.com/dtsa-whistleblower-protections.

[9] Reporting Concerns FAQs (Document)
Accessed 06/09/2019
https://secure.ethicspoint.com/domain/media/en/gui/40228/faq.pdf
[p.1] Top 10 Frequently Asked Questions about Reporting Ethical Concerns

Question 1: Will I face retaliation for reporting a concern to an Ombudsperson or EthicsPoint helpline?

Answer: Vectrus has a zero tolerance policy for retaliation. In fact, retaliation is a violation of our Code of Conduct and could result in disciplinary action, including termination. If you feel you've been mistreated because you raised a concern, please report it so it can be properly investigated and addressed.

[14] Supplier Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Supplier%20Code%20of%20Conduct%2005-2016%20Rev%2007.pdf
[p.10] X. ETHICS PROGRAM EXPECTATIONS

A. 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.

Question

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?

Score

2

Comments

There is evidence that the company provides multiple channels for its employees report instances of suspected corrupt activity and seek advice on the company's anti-bribery and corruption programme. There is evidence that the company's channels are sufficiently varied to allow the employee to raise concerns across the management chain and to an external helpline operated by an independent third party. These channels allow for confidential and, wherever possible, anonymous reporting.

In addition, the company indicates that its channels are available and accessible to all employees in all jurisdictions where the company operates, including those employed by the group as third parties, suppliers and joint venture partners. The company publishes copies of its Code of Conduct in various languages and there is evidence indicating that reports to its external helpline can be made in multiple languages.

Evidence

[7] Hotline (Webpage)
Accessed 06/09/2019
https://secure.ethicspoint.com/domain/media/en/gui/40228/index.html
ATTENTION!

This website is hosted by third party service provider, EthicsPoint, to allow anonymity.
Reports submitted via EthicsPoint will be kept with the highest degree of confidentiality that is legally practical.

EthicsPoint is a comprehensive and confidential reporting tool to assist management and employees to work together to address fraud, abuse, and other misconduct in the workplace, all while cultivating a positive work environment We believe that our employees are our most important asset. By creating open channels of communication, we can promote a positive work environment and maximize productivity. We all have the right to work in a positive environment and with that right comes the responsibility of acting in an ethical manner and letting the appropriate people know if someone is not acting appropriately. By working together, we can maintain a healthy and productive environment.

Our company is committed to conducting business ethically and compliantly when dealing with any Vectrus stakeholders including employees, customers, shareholders, suppliers, vendors, partners, sales agents, contractors, and government agencies. This commitment is embodied in the Code of Conduct which is attached above.

There are a number of ways you can request assistance or raise concerns, including contacting:

- Supervisor or manager
- Human Resources or Legal Departments
- Any compliance representative in the areas of Ethics & Compliance, Internal Audit/Finance, ESH, Security, or Trade
- Any Ethics & Compliance Review Board (ECRB) member

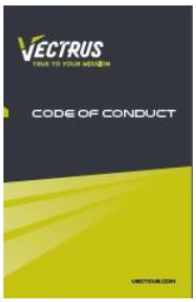
- Any Ombudsperson

Or if you prefer, you can utilize this EthicsPoint helpline which is available 24 hours a day, seven days a week, online or by telephone.

Regardless of how you prefer to report suspected misconduct or a potential compliance violation, Vectrus strongly encourages you to report the issue to someone in order to appropriately address the issue.

Reports submitted via EthicsPoint will be kept with the highest degree of confidentiality that is legally practical.

[26] Code of Conduct Introduction
Accessed 24/01/2020
https://vectrus.com/code-conduct
The Code, and the standards of business conduct and ethics incorporated in the Code, applies to all employees, officers, and directors of Vectrus. Certain business partners and third parties, such as suppliers, agents, representatives, contractors, subcontractors, and consultants, serve as an extension of Vectrus, and as such, are expected to conduct themselves according to our values and standard of ethics when working on behalf of Vectrus.



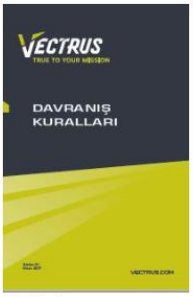
English

German

Malayalam

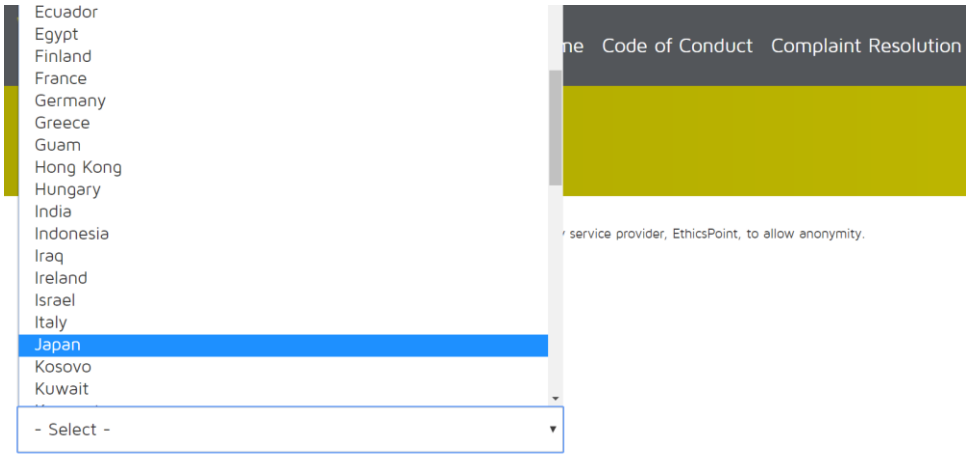
Danish

Spanish



Turkish

[21] Hotline – Make an Online Report (Webpage)
Accessed 10/09/2019
https://secure.ethicspoint.com/domain/media/en/gui/40228/report.html



[2] Ethics and Compliance (Webpage)
Accessed 07/04/2020
https://www.vectrus.com/who-we-are/ethics-and-compliance
For questions or comments about the Vectrus application of the DII Model Supplier Code of Conduct to our suppliers, please contact us.

Reporting Concerns

We believe that by empowering our employees, clients, suppliers, subcontractors, and other third party business partners to ask questions and raise concerns about potential ethical or legal violations, provides Vectrus the opportunity to properly address issues. The reporting process is flexible allowing for multiple ways to raise concerns including our EthicsPoint website at: www.vectrus.ethicspoint.com. For more information about how to report a concern, please visit our Reporting Concerns page. For more information concerning the Defend Trade Secrets Whistleblower Protections, please visit the DTSA Whistleblower Protections page.

[8] Complaint Resolution Process (Document)
Accessed 06/09/2019
https://secure.ethicspoint.com/domain/media/en/gui/40228/complaint.pdf
[p.1] COMPLAINT RESOLUTION PROCESS

The recommended sequence of steps for resolving employee issues is shown on the right. This chain of command approach will greatly improve the response time to address your concerns. If you do not feel comfortable with a particular step, skip to the next step.

step 1 Contact Your Supervisor or Supervisor's Boss
step 2 Contact Your Local HR, Site, Country, or Program Manager
step 3 Contact Vectrus Ombudsperson* systems.ombudsperson@vectrus.com 800.521.3894 or 719.591.3539
step 4 Contact EthicsPoint Website www.vectrus.ethicspoint.com 866.294.8691 or 503.748.0662 Collect Calls Accepted *Your complaint can remain anonymous through use of this step.

[15] Reporting Concerns (Webpage)
Accessed 06/09/2019
https://vectrus.com/reporting-concerns
At times, you may need to seek advice or raise concerns about a potential ethical or legal violation. Doing so provides Vectrus the opportunity to properly address the issue. The reporting process is flexible, allowing you to raise concerns in several ways.

Anonymous Reporting of Concerns

EthicsPoint is a third party vendor that provides an additional avenue for reporting of potential violations of law, regulation or company policy. In most cases, you should first contact your supervisor to raise your concerns.

However, if you are uncomfortable talking to your supervisor, contact Human Resources, an Ombudsperson, Legal, a compliance representative, or a member of the Ethics and Compliance Review Board (ECRB). You also have the option to report concerns using the EthicsPoint Helpline telephone or through the EthicsPoint website. Contact EthicsPoint website: www.vectrus.ethicspoint.com or call 866.295.8691 or 503.748.0662. Collect calls are accepted.

Department of Defense Hotline
In addition, employees may use the Department of Defense Inspector General (DOD IG) Hotline to report issues related to fraud, waste, abuse, mismanagement, Trafficking in Persons programs and personnel under the purview of the U.S. Department of Defense.

[9] Reporting Concerns FAQs (Document)
Accessed 06/09/2019
https://secure.ethicspoint.com/domain/media/en/gui/40228/faq.pdf
[p.1] Question: What if I am unsure about what to do?

[p.2] Answer: The Code of Conduct is an ideal tool for general guidance. But if you need to discuss an issue with someone, start with your supervisor. If that isn't an option, contact any of the following resources for further assistance:

- Human Resources
- Legal
- Compliance representative in the areas of Ethics & Compliance
- Internal Audit/Finance
- Environmental, Health & Safety
- Security
- Trade
- Ombudsperson or ECRB member

[10] Anti-Corruption Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
[p.4] c. SVP, Programs, Department VPs, and Program Managers. Management is responsible for the full implementation of this Policy and in particular for:

(1) Incorporating this policy in local policies and procedures;
(2) Fostering an open environment for employees to discuss possible violations of this policy;

[p.10] 13. REPORTING ALLEGATIONS OF CORRUPTION AND RELATED CONDUCT.

All information or allegations of commercial or government bribery, kickbacks, and related improper conduct shall be promptly reported to the Legal Department and Ethics and Compliance.

14. ANTI-CORRUPTION SHAREPOINT SITE AND CODE OF CONDUCT.

Additional guidance, information, and resources on commercial and government corruption and related improper conduct, and the Vectrus Anti-Corruption Program and processes are contained on the Vectrus Ethics & Compliance SharePoint Site and in the Code of Conduct.

15. ASSISTANCE.

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

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.9] ASKING QUESTIONS AND RAISING CONCERNS

Our Standard: If you observe or suspect any illegal or unethical behavior, you are expected to raise the issue to your management or to one of the other resources listed below. In most cases, you should first contact your supervisor to raise your concerns. However, if you are uncomfortable talking to your supervisor, contact Human Resources, an Ombudsperson, Legal, a compliance representative, or a member of the Ethics and Compliance Review Board (ECRB). You also have the option to report concerns using the EthicsPoint Helpline by telephone or through the Internet.

EthicsPoint Helpline and Complaint Resolution Process
The recommended sequence of steps for resolving employee issues is shown below. This chain of command approach will greatly improve the response time to address your concerns. If you do not feel comfortable with a particular step, skip to the next step.

STEP 1 Contact Your Supervisor or Supervisor's Boss
STEP 2 Contact Your Local HR, Site, Country, or Program Manager
STEP 3 Contact Vectrus Ombudsperson* systems.ombudsperson@vectrus.com 800.521.3894 or 719.591.3539

STEP 4 Contact EthicsPoint Website* www.vectrus.ethicspoint.com 866.294.8691 or 503.748.0662 Collect Calls Accepted.

*Your complaint can remain anonymous through use of this step.

Any employee who has a concern or complaint regarding accounting, internal accounting controls, or auditing matters may also report the matter to the Vectrus Head of Internal Audit or the Vectrus

[p.10] Audit Committee on a confidential or anonymous basis by mail c/o the Vectrus Corporate Secretary, 655 Space Center Drive, Colorado Springs, CO 80915.

Vectrus is committed to enforcing the protections of whistleblowers mandated under the Defend Trade Secrets Act. More information on the Vectrus Defend Trade Secrets Act policy may be found on the Vectrus intranet, by contacting an Ombudsperson, and at https://vectrus.com/dtsa-whistleblower-protections. In addition, employees may use the Department of Defense Inspector General (DOD IG) Hotline at www.dodig.mil/hotline/hotlinecomplaint.html to report issues related to fraud, waste, abuse, and mismanagement for programs and personnel under the purview of the U.S. Department of Defense.

EXPECTATIONS WHEN USING COMPLAINT RESOLUTION RESOURCES

Our Standard: The EthicsPoint Helpline and website are always available, and all reports of violations will be investigated thoroughly and confidentially. The EthicsPoint Helpline is available 24 hours a day, seven days a week. This independent third-party provider facilitates the documentation of your concerns and forwards them to the appropriate compliance contact within Vectrus to address.

When making a report, you are encouraged to identify yourself. Doing so facilitates communication and helps Vectrus resolve the situation. However, in the U.S. and elsewhere as allowed by local law, you may make a report anonymously. If you choose to report anonymously, it is important that you check back with EthicsPoint Helpline, as we may have posted additional questions to help us with our investigation, or we may have provided feedback to you on your concern. All communications are facilitated by the third-party provider.

Access to reported issues is restricted, secure, and confidential in a manner consistent with conducting a thorough investigation and meeting any legal requirements. All issues are investigated thoroughly, and, if appropriate, corrective actions are implemented.

[p.41] CONTACTS

If you have questions or concerns and would like to speak with someone for advice on ethics or compliance matters, contact your local or Corporate Human Resources Department, Legal Department, or Ethics and Compliance Department.

If you prefer to speak with someone outside of your business area, you may contact our third-party helpline provider, EthicsPoint, or the Vectrus Ombudsperson, who is a Vectrus headquarters employee, at systems.ombudsperson@vectrus.com, 800.521.3894 or 719.591.3539. EthicsPoint Helpline Phone: 866.294.8691 or 503.748.0662 Collect calls are accepted.

Web: www.vectrus.ethicspoint.com Any employee who has a concern or complaint regarding accounting, internal accounting controls, or auditing matters may also report the matter to the Vectrus Head of Internal Audit or the Vectrus Audit Committee on a confidential or anonymous basis by mail c/o the Vectrus Corporate Secretary, 655 Space Center Drive, Colorado Springs, CO 80915.

Vectrus is committed to enforcing the protections of whistleblowers mandated under the Defend Trade Secrets Act. More information on the Vectrus Defend Trade Secrets Act policy may be found on the Vectrus intranet, by contacting an Ombudsperson, and at https://vectrus.com/dtsa-whistleblower-protections. In addition, employees may use the Department of Defense Inspector General (DOD IG) Hotline at www.dodig.mil/hotline/hotlinecomplaint.html to report issues related to fraud, waste, abuse, and mismanagement for programs and personnel under the purview of the U.S. Department of Defense.

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf

[p.1] Vectrus provides avenues for whistleblowing and reporting concerns, including corruption.

Any individual may report concerns through the Vectrus Complaint Resolution Process in the Corporate Code of Conduct. Reporting avenues include anonymous web and phone-based options through the EthicsPoint system. For more information, or to raise a concern, visit the Vectrus EthicsPoint website.

[12] Gifts Charity Sponsorships Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.4%2025%20May%202016_0.pdf
[p.11] 11. ASSISTANCE.

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

4. Conflict of Interest

Question
4.1. Does the company have a policy defining conflicts of interest – actual, potential and perceived – that applies to all employees and board members?
Score
2
Comments
There is evidence the company addresses conflicts of interest as a corruption risk, and has a policy and procedure that define conflicts of interest, including actual, potential and perceived conflicts. The company's policy clearly covers possible conflicts arising from concerning employee relationships, government relationships, financial interests and outside employment. There is evidence that this policy applies to all employees and board members, including those of subsidiaries and other controlled entities.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.2] 4. The Vectrus Commitment to Combating Conflicts of Interest Vectrus is committed to battling conflicts of interest. The Vectrus policy on Conflicts of Interest requires the reporting of all conflicts of interest. Other documents containing Vectrus' commitment to addressing conflicts of interest are the Corporate Code of Conduct and the Supplier Code of Conduct. The procedures for reviewing and addressing ethical issues appear within the Vectrus Audit Committee Charter, and the Vectrus Corporate Governance Principles. **[11] Conflict of Interest Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.5%2025%20May%202016_1.pdf [p.2] 1. POLICY STATEMENT. A conflict of interest occurs when personal or organizational interests interfere with, or appear to interfere with, an officer's or employee's ability to make objective judgments in the best interests of Vectrus. It is Corporate policy that no officer or employee shall engage in or maintain any business relationship or practice which may inhibit or prejudice the use of sound ethical business judgment in the performance of assigned responsibilities, adversely affect the best interests of Vectrus, conflict with the individual's duties, or in any way compromise his or her loyalty to Vectrus. Avoiding actual or apparent conflicts of interest creates and sustains the trust of our customers, employees, business partners and the public. Employees will promptly notify the SVP/Chief Human Resources Officer or the Legal Department in writing if an actual or potential conflict of interest arises. 2. APPLIES TO. This Policy is applicable to members of the Vectrus Board of Directors, all employees of Vectrus and all programs/projects and affiliated operations, worldwide. It is intended to operate in conjunction with the Vectrus Code of Conduct and other corporate policies. 3. DEFINITIONS. a. Personal Conflict of Interest (PCI) occurs when personal interests influence or appear to influence an employee's ability to make objective, ethical judgments in the best interest of Vectrus. b. Organizational Conflict of Interest (OCI) may arise where, because of other activities, a person is unable or potentially unable to render impartial assistance or advice to the government, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage. The term "person" includes organizations. IAW the FAR, contracting officials are required to avoid, neutralize or mitigate potential significant conflicts of interest so as to prevent an unfair competitive advantage or the existence of conflicting roles that might impair a contractor's objectivity. There are three main categories of OCI: unequal access, biased ground rules, and impaired objectivity.

• Unequal access arises when a contractor has access to information not available to other contractors such as a government cost estimate.
• Biased ground rules occurs when a contractor may be involved in writing a Statement of Work (SOW) or technical direction efforts and then later seeks to submit a proposal to fulfill that requirement.
• Impaired objectivity occur when a support contractor performs duties that involve assessing or evaluating itself or a partner company.

c. Business Associate is any organization or individual that conducts or seeks to conduct business transactions with Vectrus, to include customers, prime contractors, subcontractors, suppliers, vendors, agents, consultants, joint venture members, teaming agreement members, governmental agencies, schools and universities, and non-profit organizations. It also includes competitor companies and their employees.

[p.3] d. Immediate Family includes an employee's
• parents, step father/mother, father/mother-in-law
• grandparents, grandfather/grandmother in-law
• siblings, half-brothers/sisters, step brothers/sisters, and brothers/sisters in law
• spouse or domestic partner
• children, including adopted children, step children, sons/daughters in-law, grandchildren
• aunts, uncles, nieces, nephews, first cousins

e. Gift is any gratuity, favor, or business courtesy, including but not limited to merchandise; services; travel accommodations; cash or gift certificates; entertainment; meals (with the exception of on-site, working meals of token value at Vectrus or business partner facilities); special consideration; and anything of value.

f. Token Value is an insignificant value of $25.00 or less.

g. Substantial Financial Interest means any holdings, including but not limited to investments (shareholding or otherwise), partnership, ownership, or interest, greater than $10,000 or 1%, (whichever is greater) at current market value, in a publicly or privately held company.

[…]

Standards of Ethical Business Practices: No employee may abuse a corporate position for personal advantage or engage in any activities or maintain any ties which …

[p.4] … constitute a conflict of interest. Although the following list is not intended to be all encompassing, the following activities are prohibited.

(1) No employee may be employed by (full or part-time), work as a consultant or independent contractor for, or be affiliated with a competitor, customer or business associate of Vectrus without the prior written approval of the Vectrus SVP/Chief Human Resources Officer.
(2) No employee may hold a financial interest, directly or through an immediate family member, in a privately-owned enterprise with which Vectrus transacts any business without the prior written approval of the Vectrus SVP/Chief Human Resources Officer.
(3) No employee may use Vectrus facilities, property, or working time for the purpose of promoting personal business or financial interests or those of third parties without the prior written approval of the Vectrus Legal Department.
(4) Without the prior written approval of the Vectrus Legal Department, no employee may pursue or take advantage of, or inform or direct a third party to take advantage of, an opportunity, including an opportunity relating to securities of Vectrus or other companies, that the employee learns about in connection with his or her employment with Vectrus, or through the use of company confidential information.

c. Acceptance of Gifts: Employees or their immediate family members may not accept remuneration, gifts, or benefits of more than token value from business associates in connection with Vectrus company business. Gifts of token value such as company branded pens, mugs, and other similar items may be accepted. Acceptance of cash or cash equivalents, such as gift cards, of any amount, even if of token value, is strictly prohibited.

1.4 BUSINESS COURTESIES, DONATIONS, ENTERTAINMENT, GIFTS, AND SPONSORSHIPS

contains guidelines on providing gifts or business courtesies to government officials and commercial customers. Employees working in Contracts may have additional restrictions on accepting gifts.

d. Personal Relationships: Although not all personal relationships give rise to a personal conflict of interest, employees are expected to recognize and avoid situations where personal relationships with other Vectrus employees or business associates appear to influence an employee's judgment. This is especially true where the personal relationship involves immediate family members or romantic partners who have influence over one another through the chain of command, in purchasing or contracting decisions, in customer bidding or proposal related efforts, or in recruiting or hiring decisions.

e. Financial Interests: Employees and their immediate family members may not have a substantial financial interest in any enterprise if a significant part of the enterprise consists of acting as a supplier, customer, or competitor of Vectrus, or if the employee deals either directly or indirectly on behalf of Vectrus with such an enterprise, regardless of whether or not the volume of business is substantial.

[p.5] f. Affiliation or Employment: An employee of Vectrus may not become affiliated or employed by a business associate of Vectrus as a full or part-time employee, consultant, officer, director, board member, or in any other capacity unless approved in writing by the Vectrus SVP/Chief Human Resources Officer prior to such employment. Although Vectrus recognizes the right of employees to seek an elected government office, employees are required to disclose such efforts in order to avoid any potential conflicts of interest.

g. Facilities, Property, and Assets: Employees may not use facilities, company time, or assets belonging to Vectrus in pursuit of non-Vectrus business activities unless prior written approval is obtained from the Vectrus Legal Department.

h. Proprietary & Confidential Information: Employees may not take advantage of, disclose or use any proprietary or confidential information gained in the course of their employment with Vectrus for personal gain or for purposes of buying, selling or trading in any security, including the securities of Vectrus. Employees may not disclose any proprietary or confidential information gained in the course of their employment with Vectrus to an unauthorized person or business associate. Employees who were employed by a business associate, particularly a competitor, customer, or governmental agency, and by virtue of that employment have knowledge of proprietary or confidential information, may not disclose that information in connection with their activities on behalf of Vectrus without the approval of their former employer.

i. Questions: If an employee is uncertain as to the meaning or scope of any portion of this policy or its application to a specific situation, the employee should seek the advice of the Vectrus Legal Department.

5. RESPONSIBILITIES.

a. Employees: (1) All employees have the responsibility to recognize and avoid engaging in any activities or relationships that would influence or appear to influence their ability to fulfill their duties to Vectrus, make objective, ethical business decisions on behalf of Vectrus, or in any way compromise their loyalty to Vectrus. Employees must not use their position for personal profit or other personal advantage and should avoid any activity that is contrary to the best interests of Vectrus.

[p.8] CONFLICTS OF INTEREST– FREQUENTLY ASKED QUESTIONS (FAQ)

The following scenarios are provided to assist employees in recognizing situations which may give rise to personal conflicts of interest.

[…]

PERSONAL RELATIONSHIPS

Q: I am involved in a romantic relationship with a subordinate. Does this need to be disclosed?
A: YES. Any relationship involving a romantic partner within the chain of command requires disclosure. Managers and directors involved in a romantic relationship with another employee not in their chain of command are also required to disclose to avoid perceptions of undue influence.

Q: My cousin works for a supervisor in the department that I manage. Do I need to disclose this?

A: YES. Your cousin is considered an “immediate family member” as that term is defined in this personal conflicts of interest policy paragraph 3d. and you must disclose the personal relationship.

Q: My wife works for a supplier who is bidding on a contract that I am working on. Do I need to disclose?
A: YES. Management should be notified immediately for guidance on how to proceed. Although the supplier may not be disqualified because of the family connection, Vectrus would want to ensure that the evaluation process is not improperly influenced as a result of the relationship.

[p.9] Q: I am on a selection committee looking at 3 potential suppliers, and a good friend of mine works for one of the potential suppliers. Do I need to disclose?
A: MAYBE. If your friend is a primary contact or agent for the supplier, is involved in the proposal effort, or is a senior executive of the supplier, then notification would be required because as a member of the selection committee, employees must ensure that business decisions are not improperly influenced as a result of existing relationships.

FINANCIAL INTERESTS

Q: I own stock in a competitor of Vectrus. Do I need to disclose?
A: MAYBE.

If your ownership interest constitutes a “substantial financial interest” as defined in paragraph 3g of this personal conflict of interest policy, then you are required to disclose your ownership interest.

AFFILIATION OR EMPLOYMENT

Q: I have a second job in addition to my Vectrus job. Do I need to disclose?
A: MAYBE.

If the second job is with a Business Associate, such as a competing company, supplier, or vendor to Vectrus, then disclosure would be required. However if the second job is with an unrelated company and doesn’t interfere with the performance of your duties for Vectrus, this would not need to be disclosed.

Q: My neighbor wants me to see if there is a job opening for his daughter and whether I can “pull any strings” to get her hired. How should I proceed?
A: You may advise your neighbor that she can use your name as a reference in her application and contact you for general information about the company, if she so desires. You may also respond to internal questions from Vectrus about her suitability for employment, provided you make it clear to the interviewer that she is your neighbor’s daughter. Beyond that, you should ensure that you do not have any influence on the hiring decision. Under no circumstances should you provide to your neighbor or his daughter information about the company or the position(s) for which she is applying that is not available to other applicants.

Q: I work in the Finance Department and I would like to apply for the position of treasurer of the parents’ committee at my daughter’s school. Do I need to disclose?
A: NO, provided that the position does not interfere with your role and duties in the Vectrus Finance Department.

FACILITIES, PROPERTY, & ASSETS

Q: I am a software engineer for Vectrus and I have a small, side-business, run from home, installing and servicing tailored software solutions for personal computers. Do I need to disclose this?
A: MAYBE. Even if this activity does not directly conflict with your duties for Vectrus, it could present the appearance of a conflict of interest to others who are aware of your side business. More importantly, an actual conflict of interest would exist if you were to utilize Vectrus resources, such as computers, internet, phone, proprietary data, and your time during Vectrus work hours, for non-Vectrus business. Therefore, before engaging in this activity you are required to disclose to avoid the appearance of a conflict of interest.

[p.10] PROPRIETARY & CONFIDENTIAL INFORMATION

Q: I am a new hire from a competitor and have knowledge of the competitor’s products that I would like to share with Vectrus. Is this acceptable?
A: NO. Competitor proprietary or confidential information may not be disclosed.

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.6] SCOPE AND APPLICATION OF THIS CODE

This Code, and the standards of business conduct and ethics incorporated in the Code, apply to all employees, officers, and directors of Vectrus. Certain business partners and third parties, such as suppliers, agents, representatives, contractors, subcontractors, and consultants, serve as an extension of Vectrus and, as such, are expected to conduct themselves according to our values and standard of ethics when working on behalf of Vectrus.

[p.29] ORGANIZATIONAL CONFLICTS OF INTEREST (OCI)

Our Standard: Disclose any potential organizational conflicts of interest. We are required to recognize and avoid organizational conflicts of interest in connection with direct or indirect contracts with the U.S. Government.

An OCI may arise where activities of the company, our employees, partners, or competitors could impair the ability of another to render impartial services to a direct or indirect contract with the government. This could also give an unfair advantage in competing for a contract because of access to information obtained as a result of other contractual relationships with the government.

[p.31] CONFLICTS OF INTEREST

Our Standard: Disclose and seek guidance on any issues that may conflict with your responsibilities with the company.

A conflict of interest occurs whenever you have competing interests that may interfere with your ability to make an objective decision in the best interest of Vectrus. Each of us is expected to adhere to the Vectrus Conflicts of Interest Policy, use good judgment, and avoid situations that can lead to even the appearance of a conflict of interest, as it could undermine the trust that our customers, business partners, fellow employees, and the public place in us. Below are some areas in which potential conflicts of interest may arise:

Personal Relationships
Personal relationships with employees or business partners, such as family members, friendships, and romantic partners, who have influence over one another through the chain of command, in purchasing or contracting decisions, in bidding or proposal-related efforts, or in recruiting or hiring decisions.

Financial Dealings and Investments
Situations where you or a family member has a significant financial ownership interest in a privately or publicly owned enterprise with which Vectrus competes or does business.

Outside Employment
Since outside employment may appear to bias our decisions against the best interest of Vectrus, we may not be employed by, work as a consultant for, or be affiliated with a Vectrus competitor, customer, or supplier. You should always discuss any outside work situations with your supervisor prior to undertaking them.

Question
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?
Score
2
Comments
There is evidence the company has procedures to identify, declare and manage conflicts of interest, including those actual, potential and perceived. There is evidence that employee and board member declarations of actual and potential conflicts of interest are recorded in a central depository that is accessible to those responsible for oversight of the process. In addition, the company states that potential or actual conflict of interest declarations are reviewed and overseen by the Chief Human Resources Officer and the Chief Legal Officer, and there is evidence that they are accountable for the implementation of the policy and handling of individual cases. The company also provides examples of criteria for recusals and there is evidence that disciplinary measures apply to employees who violate the policy.
Evidence
[11] Conflict of Interest Policy (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.5%2025%20May%202016_1.pdf [p.3] 4. GENERAL. a. Reporting: (1) An employee is required to make prompt and full disclosure to Vectrus in writing when the employee believes at any time he or she may be engaged in a possible conflict of interest or when he or she is aware of the existence of any family or personal relationships with other people or businesses where such relationships may influence the employee's judgment in performing duties for Vectrus. (2) The employee will promptly notify SVP/Chief Human Resources Officer for Personal Conflicts of Interest or the Legal Department for Organizational Conflicts of Interest by using the form at enclosure 1. SVP/Chief Human Resources Officer or the Legal Department will advise the employee in writing of the appropriate course of action. The disclosure and remediation details shall be documented in the employee's HR file. (3) Any employee of Vectrus who is offered remuneration, gifts, or any benefit of significant value, or whose immediate family is offered the same, by any outside business or person under circumstances where it might appear that the purpose of the offer is to influence the employee's judgment in performing duties for Vectrus shall immediately report such offers to his or her chain of command, who will report the information to the Legal Department. [p.5] 5. RESPONSIBILITIES. a. Employees: (1) All employees have the responsibility to recognize and avoid engaging in any activities or relationships that would influence or appear to influence their ability to fulfill their duties to Vectrus, make objective, ethical business decisions on behalf of Vectrus, or in any way compromise their loyalty to Vectrus. Employees must not use their position for personal profit or other personal advantage and should avoid any activity that is contrary to the best interests of Vectrus. (2) Any employee who believes that he or she may be engaged in a possible conflict of interest will promptly notify SVP/Chief Human Resources Officer for Personal Conflicts of Interest or the Legal Department for Organizational Conflicts of Interest by using the form at enclosure 1. b. SVP/Chief Human Resources Officer Vectrus: (1) Will ensure HR reviews and identifies mitigation measures for potential Personal Conflicts of Interest (PCI).

[p.6] (2) Will maintain conflict of interest (PCI and OCI) disclosure and remediation details in the employee's HR file.

c. SVP/Chief Legal Officer: Will insure the Legal Department reviews and resolves potential Organizational Conflicts of Interest (OCI).

6. VIOLATIONS.

a. Any employee failing to notify management of a potential personal conflict of interest shall be subject to disciplinary action up to and including termination.

b. Any supervisor or manager who does not remove or address a raised personal conflict of interest issue is subject to disciplinary action up to and including termination.

[p.7] Notice of Potential Conflict of Interest

Vectrus has been informed that _____ ("Employee") may have a potential conflict of interest with _____ (the "Vendor"), a company that that is currently doing business with Vectrus. This potential conflict of interest arises from the fact that the Employee:
_____
_____

Vectrus POLICY CM 1.5 – CONFLICTS OF INTEREST, governs how Vectrus and the Employee shall address this potential conflict of interest. This notice supplements the existing Vectrus policy.

The Employee, therefore, should review the policy in addition to this notice. To the extent this notice conflicts with the Vectrus policy, the policy shall control. This notice is intended to document that the potential conflict of interest has been reported to Vectrus and to remind the Employee that (s)he should refrain from any activities that would create an appearance of impropriety, self-dealing, or bias. This includes, but is not limited to:

- Determining specifications, work statements, quality criteria, terms or conditions, etc. for Vectrus that will be used with the Vendor.
- Evaluating a Vendor's technical proposal or otherwise participating in any source
- selection process involving the Vendor.
- Reviewing any Vendor offer or proposal to determine if the offered price/cost is fair and
- reasonable.
- Determining whether Vectrus will accept or reject the goods or services provided by
- Vendor.
- Preparing any performance evaluations of the Vendor.
- Assessing whether to terminate any contractual agreements with Vendor.

The foregoing is not intended to be an exhaustive list of activities that the Employee should refrain from engaging in. To the extent the Employee has any questions as to whether or not an activity is precluded by the potential conflict of interest, the Employee should consult with his/her supervisor or the Legal Department.

Issued _____:

Acknowledged _____:

[p.8] CONFLICTS OF INTEREST– FREQUENTLY ASKED QUESTIONS (FAQ)

The following scenarios are provided to assist employees in recognizing situations which may give rise to personal conflicts of interest.

[…]

PERSONAL RELATIONSHIPS

Q: I am involved in a romantic relationship with a subordinate. Does this need to be disclosed?

A: YES. Any relationship involving a romantic partner within the chain of command requires disclosure. Managers and directors involved in a romantic relationship with another employee not in their chain of command are also required to disclose to avoid perceptions of undue influence.

Q: My cousin works for a supervisor in the department that I manage. Do I need to disclose this?
A: YES. Your cousin is considered an "immediate family member" as that term is defined in this personal conflicts of interest policy paragraph 3d. and you must disclose the personal relationship.

Q: My wife works for a supplier who is bidding on a contract that I am working on. Do I need to disclose?
A: YES. Management should be notified immediately for guidance on how to proceed. Although the supplier may not be disqualified because of the family connection, Vectrus would want to ensure that the evaluation process is not improperly influenced as a result of the relationship.

[p.9] Q: I am on a selection committee looking at 3 potential suppliers, and a good friend of mine works for one of the potential suppliers. Do I need to disclose?
A: MAYBE. If your friend is a primary contact or agent for the supplier, is involved in the proposal effort, or is a senior executive of the supplier, then notification would be required because as a member of the selection committee, employees must ensure that business decisions are not improperly influenced as a result of existing relationships.

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.31] CONFLICTS OF INTEREST

Our Standard: Disclose and seek guidance on any issues that may conflict with your responsibilities with the company.

[…]

Make sure you:
• Always make business decisions in the best interest of Vectrus.
• Seek guidance to avoid potential conflicts of interest.
• Disclose potential conflicts immediately by notifying your supervisor or Human Resources in writing.
• Notify your supervisor of any outside employment.

[5] Corporate Governance Principles (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Corporate%20Governance%20Principles.pdf
[p.4] Directors are expected to be sensitive to any change in affiliations, and advise the Corporate Secretary in advance of any potentially relevant affiliation or as soon thereafter as reasonably possible. The Corporate Secretary shall evaluate any affiliation or proposed affiliation and advise the Chair of the Nominating and Governance

[p.5] Committee, and any other Director, as necessary, with respect to conflicts, potential conflicts or other concerns. The Chairman of the Nominating and Governance Committee shall keep the Chairman of the Board apprised, as appropriate.

Question
4.3. Does the company have a policy and procedure regulating the appointment of directors, employees or consultants from the public sector?
Score
1
Comments
There is evidence the company has a policy which includes controls to assess and regulate employment and offers of employment or consultancy engagement to current and recently departed public officials. According to the policy, employment discussions with current and former state officials require approval from the company's human resources and legal departments. There is also evidence the company assesses potential conflicts of interest around appointments of current or former public officials. However, the company receives a score of '1' because there is no clear publicly available evidence that the company may proactively require a cooling-off period of at least 12 months before public officials are permitted to have any form of contact or relationship with their former organisation on the company's behalf.
Evidence
[3] Code of Conduct (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.29] Hiring Former Government or Military Personnel The U.S. Government and other countries have laws and special restrictions that apply to the recruitment and hiring of current and former government employees and military personnel as employees, consultants, or representatives. Restrictions include limitations on the type and timing of employment-related discussions that government employees may have with Vectrus. We must ensure that such employment discussions are approved in advance by company Human Resources and Legal Departments. **[3] Code of Conduct (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.29] ORGANIZATIONAL CONFLICTS OF INTEREST (OCI) Our Standard: Disclose any potential organizational conflicts of interest. We are required to recognize and avoid organizational conflicts of interest in connection with direct or indirect contracts with the U.S. Government. An OCI may arise where activities of the company, our employees, partners, or competitors could impair the ability of another to render impartial services to a direct or indirect contract with the government. This could also give an unfair advantage in competing for a contract because of access to information obtained as a result of other contractual relationships with the government.

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 publishes details of the contracted services of serving politicians on its website.
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
2
Comments
The company publishes a clear statement that it does not make corporate political contributions. The company prohibits any donations to political parties, candidates or for other political purposes, and indicates that this policy applies to all employees, agents or third parties acting on its behalf. There is also evidence that the company has a policy to adhere to all relevant laws governing the operation of Political Action Committees (PAC) in the United States; however there is no readily available evidence in the public domain to indicate that the company is associated with a PAC or that it has been associated with a PAC in the most recently reported financial year.
Evidence
[3] Code of Conduct (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.26] POLITICAL INVOLVEMENT Our Standard: Do not support political parties on the company's behalf or engage in prohibited lobbying activities. We believe that our employees benefit from being active in the community through good citizenship. We recognize that our employees have a right to voluntarily participate in the political process, including volunteering in campaigns and making individual political contributions. Vectrus also has a clear and separate responsibility to obey all applicable laws and regulations with … [p.27] … regard to operation of a corporate Political Action Committee and employing registered lobbyists for company business. These separate individual and company activities need not be in conflict provided that employees exercising their rights do so only in their own name and on their own time. Never use the company name, funds, assets, services, or facilities to support any political candidate or party or to engage in any lobbying activity unless specifically permitted by law and authorized in advance by the Communications and Legal Departments. Make sure you: • Consult with our Communications and Legal Department professionals BEFORE interacting with government officials in a manner that might be interpreted as a lobbying activity. • Ensure that your personal political views and activities are not viewed as those of the company. • Do not use the company's name, resources, or facilities to support your personal political activities. • Never apply direct or indirect pressure on another employee, customer, or business partner to contribute to, support, or oppose any political candidate or party. • Avoid the appearance that you are making political or charitable contributions in order to gain favor on behalf of Vectrus. • Notify management prior to accepting or campaigning for political office. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.10] 10. POLITICAL CONTRIBUTIONS.

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

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
5. Supplier and Customer Engagement Political Contributions:

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

[12] Gifts Charity Sponsorships Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.4%2025%20May%202016_0.pdf
[p.10] 9. POLITICAL CONTRIBUTIONS.

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

Question
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?
Score
N/A
Comments
The company states that it does not make political contributions and therefore it is exempt from scoring on this question.
Evidence
No evidence found.

Question
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?
Score
1
Comments
There is evidence that the company has a policy on both charitable donations and sponsorships. The company's policy specifies measures to ensure that such expenses are not used as vehicles for bribery and corruption, including criteria for donations, procedures for senior sign-off and due diligence requirements on recipients. In addition, the company indicates that it did not make any donations over $10,000 during 2019. However, the company receives a score of '1' because there is no publicly available evidence that it publishes full details of all charitable donations made in the most recently reported financial year, such as details of the recipient, amount, country of recipient and which corporate entity made the payment.
Evidence
[28] Proxy Statement 2020 (Document) Accessed 07/04/2020 http://investors.vectrus.com/file/Index?KeyFile=392865659&Output=3&OSID=9 [p.25] The Board also considered that there were no contributions to any non-profit organization, charity or private foundation over $10,000 requiring approval under the Company's Charitable Contribution Conflict of Interest Policy for Directors, Director Nominees and Senior Management. (See "Charitable Contribution Conflict of Interest Policy.") [p.30] CHARITABLE CONTRIBUTION CONFLICT OF INTEREST POLICY The Company and the Board adopted a Charitable Contribution Conflict of Interest Policy for Directors, Director Nominees and Senior Management. The policy requires approval by the Nominating and Governance Committee for donations by the Company to any nonprofit organization, charity or private foundation in an amount or having a value over $10,000 if any Director, Director nominee or any of their immediate family members is associated with such entity. In addition, such approval is required in the case of a donation over that limit to such an entity by a Director, Director nominee or member of senior management where another Director or member of senior management is associated with the entity. During 2019, there were no donations that required approval under this policy **[12] Gifts Charity Sponsorships Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.4%2025%20May%202016_0.pdf [p.2] All donations and contributions must be screened, reviewed and approved by VP Communications. These mandates are true under all circumstances, even if making such payments is customary under local practices. Employees and partners must also avoid any actions that may create even the appearance of improperly influencing a government official or commercial customer. Any exceptions to this policy must be in writing and approved by the Vectrus Chief legal Officer. 2. APPLIES TO. This policy is applicable to all members of the Board of Directors, employees, agents, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations worldwide. [p.8] 7. CHARITABLE DONATIONS or CONTRIBUTIONS. a. General: (1) All charitable donations or contributions shall be entered into BCRS and approved by the Vectrus Chief Legal Officer or VP Communications.

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

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

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

(5) Charitable donations or contributions will be reviewed to insure that:

• The request for donation or support is not related to a pending business decision i.e., the payee has an impending decisions to make that may directly affect Vectrus;

[p.9] • The charity is a legitimate charity, is registered and is recognized by a government as an official charity;
• The charity is not led by a government official or relative;
• The request did not come from a government official;
• Any government official or party official will not personally benefit from the payment, even if such personal benefit is not monetary;
• The specific purpose of the payment, the circumstances of its request and payment, the benefits of the payment and the details of any special treatment provided by virtue of the payment are identified;
• The payment to the charity is made public and disclosed on the company's website or on another public space.

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

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

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

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

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

(4) At times, the recipient may be required to certify that they will comply with the FCPA, UK Bribery Act, and local laws. c. Charitable Contributions or Donations to U.S. Entities.

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

8. SPONSORSHIP.

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

[p.10] a. All sponsorships shall be entered into BCRS and approved or denied by the Communications Department.
b. Sponsorship contributions will be reviewed to insure that: insure that:

• The request for support is not related to a pending business decision i.e., the payee has an impending decisions to make that may directly affect Vectrus;
• The sponsorship is for a legitimate organization and for legitimate marketing purposes;
• The organization being sponsored is not led by a government official or relative;
• The request for sponsorship did not come from a government official;
• Any government official or party official will not personally benefit from the payment, even if such personal benefit is not monetary;

- The specific purpose of the sponsorship, the circumstances of its request and payment, the benefits of the payment and the details of any special treatment provided by virtue of the payment are identified;
- The payment is made public and disclosed on the company's website or on another public space.
- What the company receives as a result of the sponsorship payment in the form of branding, advertising, access, etc.

[p.11] 11. ASSISTANCE.

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

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.3] Charitable Donations:

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

5.2 Lobbying

Question
5.2.1 Does the company have a policy and/or procedure covering responsible lobbying?
Score
1
Comments
There is evidence that the company has a policy and procedures to regulate its lobbying activities. The company also refers to standards of conduct that apply to lobbyists working on its behalf. However, the company receives a score of '1' because there is no clear evidence that the company's policies on lobbying apply company-wide to all employees, board members and third parties engaged in lobbying activities on the company's behalf. There is no publicly available evidence concerning specific controls or guidelines for lobbying behaviour; the company states that it has an internal lobbying policy, which outlines the values and behaviours that constitute responsible lobbying, but this does not appear to be publicly available.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.3] Lobbying: Vectrus has an internal lobbying policy defining lobbying and setting out the values and behaviours that constitute responsible lobbying. Vectrus follows all U.S. and foreign laws associated with lobbying. Vectrus policy requires all lobbyists working on Vectrus' behalf to follow its Anti-Corruption Policy, Business Courtesies, Donations, Entertainment, Gifts, and Sponsorships Policy, Conflicts of Interest Policy Acceptance of Gifts, and Gratuities, and Accommodations by Vectrus Employees Policy. Vectrus is further committed to filing all required lobbying disclosures and does so in accordance with the Honest Leadership and Open Government Act of 2007 and the Lobbying Disclosure Act of 1995. Vectrus and its lobbyists keep detailed records of all lobbying activities, to include names, dates, venue, attendees, and topics discussed, and makes appropriate disclosures when required. Copies of all the Vectrus lobbying disclosures filed in conjunction with lobbying activities are at disclosure.house.gov. **[3] Code of Conduct (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.26] POLITICAL INVOLVEMENT Our Standard: Do not support political parties on the company's behalf or engage in prohibited lobbying activities. We believe that our employees benefit from being active in the community through good citizenship. We recognize that our employees have a right to voluntarily participate in the political process, including volunteering in campaigns and making individual political contributions. Vectrus also has a clear and separate responsibility to obey all applicable laws and regulations with [p.27] regard to operation of a corporate Political Action Committee and employing registered lobbyists for company business. These separate individual and company activities need not be in conflict provided that employees exercising their rights do so only in their own name and on their own time. Never use the company name, funds, assets, services, or facilities to support any political candidate or party or to engage in any lobbying activity unless specifically permitted by law and authorized in advance by the Communications and Legal Departments. Make sure you: • Consult with our Communications and Legal Department professionals BEFORE interacting with government officials in a manner that might be interpreted as a lobbying activity.

Question

5.2.2 Does the company publish details of the aims and topics of its public policy development and lobbying activities it carries out?

Score

0

Comments

There is no evidence that the company publishes any information on its lobbying aims, topics or activities on its website. The company states that its federal lobbying disclosures are available on the United States House of Representatives website and provides a direct link; however disclosures from the company itself, which include all of its lobbying activities, could not be identified through a public search.

Evidence

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.3] Vectrus is further committed to filing all required lobbying disclosures and does so in accordance with the Honest Leadership and Open Government Act of 2007 and the Lobbying Disclosure Act of 1995. Vectrus and its lobbyists keep detailed records of all lobbying activities, to include names, dates, venue, attendees, and topics discussed, and makes appropriate disclosures when required. Copies of all the Vectrus lobbying disclosures filed in conjunction with lobbying activities are at disclosure.house.gov.

[30] United States Lobbying Disclosures – Search "Vectrus"
Accessed 21/12/2020
https://disclosurespreview.house.gov/?index=%22lobbying-disclosures%22&size=10&matches=[{%22query%22:%22vectrus%22,%22fields%22:[%22client.name%22]}]&filters={%22reportYear%22:[%222019%22]}&sort=[{%22_score%22:true},{%22field%22:%22registrant.name%22,%22order%22:%22asc%22}

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LOBBYING DISCLOSURES

1-7 of 7 results for Client Name: vectrus

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HOUSE IDENTIFICATION NUMBER	SENATE ID	REGISTRANT NAME	CLIENT NAME	LOBBYISTS	REPORT TYPE	FILING YEAR	FILE
313210134	8511-1005154	CAVAROCCHI RUSCIO DENNIS ASSOCIATES, L.L.C.	Vectrus	Jaquet, Brent	1st Quarter Termination Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	1st Quarter Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	2nd Quarter Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	4th Quarter Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	4th Quarter Amendment Report	2019	View Report
313210134	8511-1005154	CAVAROCCHI RUSCIO DENNIS ASSOCIATES, L.L.C.	Vectrus	Jaquet, Brent Van Deu +	1st Quarter Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	3rd Quarter Report	2019	View Report

[Above search completed for "Vectrus" under "Client Name"]

[Above search completed for “Vectrus” under “Registrant Name”]

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 publishes information on its global lobbying expenditure on its website. The company states that its federal lobbying disclosures are available on the United States House of Representatives website and provides a direct link; however disclosures from the company itself, which include all of its lobbying activities, could not be identified through a public search.

Evidence

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.3] Vectrus is further committed to filing all required lobbying disclosures and does so in accordance with the Honest Leadership and Open Government Act of 2007 and the Lobbying Disclosure Act of 1995. Vectrus and its lobbyists keep detailed records of all lobbying activities, to include names, dates, venue, attendees, and topics discussed, and makes appropriate disclosures when required. Copies of all the Vectrus lobbying disclosures filed in conjunction with lobbying activities are at disclosure.house.gov.

[30] United States Lobbying Disclosures – Search "Vectrus"
Accessed 21/12/2020
https://disclosurespreview.house.gov/?index=%22lobbying-disclosures%22&size=10&matches=[{%22query%22:%22vectrus%22,%22fields%22:[%22client.name%22]}]&filters={%22reportYear%22:[%222019%22]}&sort=[{%22_score%22:true},{%22field%22:%22registrant.name%22,%22order%22:%22asc%22}

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HOUSE IDENTIFICATION NUMBER	SENATE ID	REGISTRANT NAME	CLIENT NAME	LOBBYISTS	REPORT TYPE	FILING YEAR	FILE
313210134	8511-1005154	CAVAROCCHI RUSCIO DENNIS ASSOCIATES, L.L.C.	Vectrus	Jaquet, Brent	1st Quarter Termination Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	1st Quarter Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	2nd Quarter Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	4th Quarter Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	4th Quarter Amendment Report	2019	View Report
313210134	8511-1005154	CAVAROCCHI RUSCIO DENNIS ASSOCIATES, L.L.C.	Vectrus	Jaquet, Brent Van Deu +	1st Quarter Report	2019	View Report
439180010	401104734-101	THE VOGEL GROUP	Vectrus	Johnson, Brian +	3rd Quarter Report	2019	View Report

[Above search completed for "Vectrus" under "Client Name"]

[Above search completed for “Vectrus” under “Registrant Name”]

5.3 Gifts and Hospitality

Question
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?
Score
2
Comments
There is evidence that the company has a policy on the giving and receipt of gifts and hospitality, with procedures designed to ensure that such promotional expenses are bona fide and not used for bribery. This policy establishes financial limits, along with a specific approval procedure, for the different types of promotional expense. The company's policy also clearly addresses the risks associated with gifts and hospitality given to and/or received from domestic and foreign public officials, and provides different financial thresholds for gifts given and received from such parties. In addition, there is evidence that all gift and hospitality disclosures are required to be logged in a register accessible to those responsible for oversight of the process.
Evidence
[12] Gifts Charity Sponsorships Policy (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.4%2025%20May%202016_0.pdf [p.2] 1. POLICY STATEMENT. Exchanging reasonable and limited business courtesies with customers is considered a legitimate business practice worldwide. While we must never offer such courtesies to improperly obtain or retain business, we may offer them to develop good will with our customers and to promote our Company's goods and services. In addition, Vectrus is committed to meeting our social responsibilities and to investing in the communities with whom we interact. This commitment is reflected in our charitable donations and sponsorship programs. It is important that our efforts in this regard are transparent, proportionate, reasonable, and are not made as an inducement for the purpose of obtaining any improper advantage. All employees and partners are expected to adhere to all applicable anti-corruption laws and regulations, which include the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and similar laws in the countries where we operate. Certain expenses including but not limited to gifts, business entertainment, payment of travel expenses, lodging, and meals ("business courtesies"), donations, or sponsorships may be considered bribes, as may any other thing of value, if offered or given in order to obtain an improper business advantage. Business courtesies, gifts, and entertainment must be approved and recorded IAW the guidelines in this policy. All donations and contributions must be screened, reviewed and approved by VP Communications. These mandates are true under all circumstances, even if making such payments is customary under local practices. Employees and partners must also avoid any actions that may create even the appearance of improperly influencing a government official or commercial customer. Any exceptions to this policy must be in writing and approved by the Vectrus Chief legal Officer. 2. APPLIES TO. This policy is applicable to all members of the Board of Directors, employees, agents, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations worldwide. [p.4] 4. ROLES AND RESPONSIBILITIES. a. Vectrus CEO and President, Vice Presidents, Program Managers, and Department Managers. Management is responsible for the full implementation of this policy and in particular for: (1) Incorporating this policy in local policies and procedures;

(2) Insuring business courtesies, donations, entertainment, gifts, and sponsorships are entered into the BCRS system if required.
(3) Confirming that contractual and financial accounting records, gifts and entertainment registers, and appropriate controls align to these policy requirements. Specifically, insuring that business courtesies, charitable donations, entertainment, gifts, and sponsorships are entered into the appropriate general ledger code and supporting documentation is maintained.
(4) Informing employees about the requirements set out in this policy and insuring higher risk employees understand this policy; and
(5) Fostering an open environment for employees to discuss possible violations of this policy; (6) Taking appropriate action when breaches of this policy are identified.

b. The Finance Department is responsible for:

[p.5] (1) Insuring and confirming that reimbursement policies and procedures for business courtesies, entertainment, gifts, donations, and sponsorships require BCRS approval prior to payment.
(2) Insuring and confirming that general ledger codes for charitable donations, business courtesies, entertainment, gifts, and sponsorships are available and utilized.
(3) Insuring and confirming that expenses for charitable donations, business courtesies, entertainment, gifts, and sponsorships are accurately recorded with supporting documentation.
(4) Insuring that appropriate financial, accounting, and auditing controls align to FCPA, UK Bribery Act and policy requirements.
(5) Conducting functional technical training of employees in their area of responsibility.
(6) Auditing records for charitable donations, business courtesies, entertainment, gifts, and sponsorships.

c. The Legal Department is responsible for:

(1) Providing guidance to employees, Third Parties and to management on the interpretation of this policy when necessary.
(2) Reviewing and approving or denying requests entered into the BCRS system per guidance in this policy.
(3) Approving, in writing, any exceptions to this policy; and
(4) Monitoring implementation of and compliance with this policy.

d. Ethics and Compliance is responsible for:
(1) Overseeing the overall business courtesies, entertainment, and gifts process.
(2) Administering the BCRS system.
(3) Screening potential recipients of donations and sponsorships based upon input from VP Communications,
(3) Conducting periodic training on this policy.
(4) Monitoring implementation of and compliance with this policy.

[p.6] e. The Communications Department is responsible for:
(1) Overseeing the overall charitable donations and sponsorship process.
(2) Reviewing, approving, or denying requests for charitable donations and sponsorships that are entered into the BCRS system.
(3) Providing a report on charitable donations and sponsorship to the BOD every 6 months.

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

5. BUSINESS COURTESY REQUEST SYSTEM (BCRS).

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

6. BUSINESS COURTESIES, ENTERTAINMENT, AND GIFTS.

a. General:

(1) Recipients should not be given the impression that they are under an obligation to confer any business advantage or that the recipient's independence will be affected by acceptance of business courtesies, entertainment, or gifts.

(2) Employees should avoid providing multiple meals or entertainment or the same government official, commercial business partner, or commercial customer. Although it may be reasonable to provide a few modest meals to an individual or group of officials' incidental to business discussions, providing one official or several officials with frequent meals or entertainment can be a warning sign of improper activity.

(3) Employees should avoid giving multiple gifts to the same government official, commercial business partner or commercial customer over the course of a year. If

[p.7] multiple gifts are given to the same individual over the course of a year, the cumulative value of all the gifts should not exceed $100 USD.
(4) Employees may only provide and accept business courtesies that are justified by the business relationships.
(5) Employees may not offer or accept a business courtesy if it:

- Violates any law, regulation or policy applicable to the giver or recipient
- May be considered a bribe, payoff or kickback
- Violates customary business practices
- Gives the appearance of impropriety or could give rise to a conflict of interest

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

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

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

e. Receipt of Business Courtesies.

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

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

[p.8] (2) Reasonable and infrequent meals and entertainment (but not travel or overnight lodging) when offered by a Vectrus customer or business associate (but not a supplier or prospective supplier) for a legitimate business reason and when local custom or practice would make it inappropriate to decline the offer.

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

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

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

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

[p.11] 11. ASSISTANCE.

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

[13] Accepting Gifts Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.6%2025%20May%202016.pdf
[p.2] ACCEPTANCE OF GIFTS, GRATUITIES, AND ACCOMMODATIONS BY VECTRUS EMPLOYEES

POLICY/PRACTICE STATEMENT.

Employees of Vectrus may not offer or accept a business courtesy if it violates any law, regulation or policy applicable to the giver or recipient; may be considered a bribe, payoff or kickback; violates customary business practices; or gives the appearance of impropriety or could give rise to a conflict of interest. No employee or member of the employee's immediate family shall receive or accept any gifts, other accommodations, or anything of value from anyone with whom the employee does business on behalf of the Corporation, which might place either the employee or the Corporation in a difficult, prejudicial, or embarrassing position or interfere in any way with the impartial discharge of assigned duties by the employee. This policy establishes the principles of conduct for Vectrus employees in order to foster fair, open competition, ensure that business relationships between Vectrus and its employees, business partners, suppliers and customers function in an atmosphere of objectivity, avoid the appearance of, or actual conflict of interest, and to avoid the appearance of favoritism.

2. APPLIES TO.
This Policy is applicable to members of the Vectrus Board of Directors and all employees of Vectrus and all programs/projects and affiliated operations, worldwide.

3. DEFINITIONS.

a. Immediate Family includes an employee's
- Parents, step father/mother, father/mother-in-law
- Grandparents, grandfather/grandmother in-law
- Siblings, half-brothers/sisters, step brothers/sisters, and brothers/sisters inlaw
- Spouse or domestic partner
- Children, including adopted children, step children, sons/daughters in-law, grandchildren
- Aunts, uncles, nieces, nephews, first cousins

b. Business Associate is any organization or individual that conducts or seeks to conduct business transactions with Vectrus, to include customers, prime contractors, subcontractors, suppliers, vendors, agents, consultants, joint venture members, teaming agreement members, governmental agencies, schools and universities, and non-profit organizations. It also includes competitor companies and their employees.

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

d. Gift is any gratuity, favor, or business courtesy, including but not limited to merchandise; services; travel accommodations; cash or gift certificates; entertainment; meals (with the exception of on-site, working meals of token value at Vectrus or business partner facilities); special consideration; and anything of value. Cards, thank you notes, certificates, or other written forms of thanks and recognition are not considered gifts.

[p.3] e. Anything of Value includes cash and cash equivalents to include anything the recipient would find interesting or useful and is not limited to tangible items or economic value.
It includes, but is not limited to:

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

f. Token Value is a value of $25.00 or less for Vectrus employees. For government employees token value is considered $10.00 or less.

4. GENERAL.

a. During the course of business many personal relationships develop between Vectrus personnel and outside suppliers, customers, or agents and other parties with whom Vectrus does business. In time this may lead to the expression of friendship in the form of gifts or accommodations which, under normal circumstances and viewed solely in the light of a personal friendship, may be perfectly proper. In the operation of a complex business such as ours, however, the business relationship cannot be separated from the personal relationship.

b. It is of the utmost importance that the integrity of the business relationship not be subject to question. It follows that the business relationship can be questioned if gifts are made, received, or exchanged by parties to this relationship, regardless of the degree of personal friendship.

c. The receipt and giving of what might otherwise be considered as perfectly proper and innocent gifts, even when extended on a personal friendship basis could lead to perceptions of favoritism, bribery, or conflict of interest. This could prove to be embarrassing to the parties concerned and to Vectrus. Particular attention should be paid to the use of other property, facilities or transport which is not related to the normal business activity. The use of these may create or lead to a situation or problem that this policy intends to avoid.

d. In general, an employee may not give (or contribute toward) a gift for the employee's official supervisor and above. An employee may not ask another employee for a contribution toward a gift for the employee's own official supervisor or for the other employee's official supervisor. The exception is that an employee may solicit or contribute – on a strictly voluntary basis – nominal amounts for a group gift to an official supervisor for infrequently

[p.4] occurring events of personal significance, such as marriage, illness, or the birth or adoption of a child (as distinguished from a birthday or annual holiday); or occasions that terminate the subordinate-official supervisor relationship, such as retirement, resignation, or transfer.

e. These rules do not prohibit an employee from giving a gift to another employee, or accepting a gift from another employee, as long as a personal friendship justifies the gift.

5. REPORTING AND DISPOSAL OF GIFTS.

a. Vectrus employees and their family members are generally not permitted to accept any business courtesy gift or other benefit of any type (this includes meals, travel, entertainment and tickets) regardless of value that is offered in connection with Vectrus business.

b. There are only three exceptions to this general prohibition. Employees may accept:

(1) Limited refreshments and meals, such as coffee, pastries and a working meal, when these items are provided during a business meeting.
(2) Reasonable and infrequent meals and entertainment (but not travel or overnight lodging) when offered by a Vectrus customer or business associate (but not a supplier or prospective supplier) for a legitimate business reason and when local custom or practice would make it inappropriate to decline the offer.
(3) Promotional, business items (with logos) with only token value. c. Other exceptions must be specifically approved in writing on a case-by-case basis by the Vectrus Chief Legal Officer.

d. Employees may not defeat the intent of this Code by using their own personal funds to pay for any gift, meal, entertainment or other benefit under circumstances where it would be a violation if Vectrus were to make the same payment.

e. Any employee of Vectrus who is offered remuneration, gifts, or any benefit of more than token value, or whose immediate family is offered the same, by any outside business or person under circumstances where it might appear that the purpose of the offer is to influence the employee's judgment in performing duties for Vectrus shall immediately report such offers to his/her immediate supervisor, who will report the facts to the Vectrus Legal Department.

f. If a prohibited gift is received by an employee, it should be returned through the corporation's mailing or shipping facilities, with a polite cover letter from the employee's Department Manager explaining corporate policy (see Exhibit A, Form Letter). This practice of returning such gifts also applies to those delivered to the employee's home or directed to a member of the employee's immediate family.

[p.5] g. When a gift of a perishable nature is received by an employee, making its return impractical:

(1) Plants or flowers will be displayed in the lobby, or at another central location where all employees may enjoy their presence.

(2) Gifts of food belong to the entire staff even if addressed to a single employee. Under no circumstances may an employee take a food gift home. Food gifts must be shared with and distributed to the office, with appropriate email notice, during work hours, in central, worksite locations.

[p.6] Exhibit A Form Letter for Returning Gifts

Date
Mr. John Doe
ABC Company
000 XYZ Street City,
State, Zip Code

Dear Sir:
As members of Vectrus, we appreciate the recognition our assigned responsibilities have been given, both inside and outside our company. This reputation of being fair and impartial may be severely damaged by an innocent gift. Innocent as these gifts appear to the donor, any gift may embarrass the recipient and ultimately the donor, as well. In order to protect your company's reputation as one which gives Vectrus maximum value, as well as being one which is considerate of our reputations, it is the policy of Vectrus to return all gifts of any kind, regardless of value, to the donor.
In accordance with this policy, we are returning the gift to you. We need your help in observing this policy and eliminating possible problems.
The remedy is clear.
Please do not send gifts of any kind to Vectrus employees.
Sincerely,
Signature
Title

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf

[p.20] Make sure you:
• Never directly or indirectly offer, provide, or authorize money or any item of value to improperly obtain or retain business or to improperly influence a governmental action.

[p.21] • Never make payments that are intended to improperly influence a government official.
• Never directly or indirectly request, agree to receive, or accept kickbacks, payoffs, or other personal payments in connection with company business.
• Notify the Legal Department of third parties or agents who are thought to be valuable primarily for their personal ties rather than for the services they are to perform or who request compensation out of proportion to their services.

[p.22] BUSINESS COURTESIES

Our Standard: Do not accept or provide business courtesies if the intent is to improperly influence a business decision.

A BUSINESS COURTESY
is any item of value provided to or received from a third party for the purpose of initiating or furthering a business relationship. Business courtesies include such things as cash, entertainment, meals, gifts, social events, sporting events, travel, lodging, favors, gratuities, discounts, and services.

Conducting business with integrity means never seeking to improperly influence business decisions. For this reason, it is important for each of us to exercise common sense and good judgment when giving or receiving business courtesies. Before giving or receiving a business courtesy you must review the Vectrus policy on business courtesies and use the Business Courtesy Request System as required by policy.

In general, we may not offer or accept a business courtesy if it:
• Violates any law, regulation, or policy applicable to the giver or recipient.
• May be considered a bribe, payoff, or kickback.
• Violates customary business practices.
• Gives the appearance of impropriety or could give rise to a conflict of interest. We must always avoid situations where business courtesies could harm the reputation of our company or those of us involved.

Please note that we may never attempt to circumvent these rules by using our personal funds or by engaging an agent or representative to pay for any business courtesy that we cannot pay ourselves. The rules outlined in this section also govern the actions of our family members and close friends, as well as those of Vectrus' agents and representatives.

If you have concerns related to business courtesies, contact the Legal Department.

Government Officials

U.S. Government Officials
The U.S. Government has strict laws and rules prohibiting its employees or elected representatives from accepting business courtesies.

[p.23] With the exception of common hospitality and promotional items of nominal intrinsic value, we may not offer or give a business courtesy to a government official without the prior written approval of the Legal Department. Non-U.S. Government Officials Most countries prohibit their official employees from accepting business courtesies. With limited exceptions, business courtesies extended to any government officials require prior written approval from the Legal Department.

Make sure you:
• Coordinate with the Legal Department for review and approval prior to providing any business courtesy to any government official no matter the country they represent.
• Are aware of the perceptions that can be drawn from the provision of business courtesies to government employees.
• Exercise caution when dealing with business partners, which could appear to be privately owned but are actually considered government entities.

Commercial Third Parties

Exchanging business courtesies with our commercial third parties must be reasonable, infrequent, for a legitimate business reason, and consistent with normal industry practice and local laws.

Providing or offering business courtesies to commercial third parties that exceed nominal value may require written Legal Department approval. Before giving or receiving a business courtesy from a commercial third party you must review the Vectrus policy on business courtesies and use the Business Courtesy Request System as required by the policy. Exceptions include coffee, soft drinks, light snacks, an inexpensive business-related meal incident to a site visit, recognition awards for program or service achievements, or promotional items.

Make sure you:
• Seek guidance and approval if you are unsure as to whether the business courtesy is appropriate.
• Only provide and accept business courtesies that are justified by the business relationships. Keep in mind that exchanging business courtesies that foster goodwill in business relationships …

[p.24] … is generally acceptable, but you should never provide or accept business courtesies that obligate or appear to obligate the recipient.
• Do not offer or accept lavish, extravagant, or unreasonable business courtesies.
• Do not offer travel and lodging without advance approval from your Legal Department.
• Understand and comply with both Vectrus and third-party policies before offering or providing business courtesies.
• Raise a concern whenever you suspect that a colleague, third party, or other agent of the company may be engaged in an attempt to improperly influence a decision of a customer.

Specifically regarding the acceptance of business courtesies:
• Do not request or solicit personal gifts, favors, entertainment, services, or any other type of business courtesy.
• Never accept cash or cash equivalents, such as gift cards, of any value.
• Never accept business courtesies of any kind from a business partner with whom you are involved in contract solicitation or negotiations.
• Refuse business courtesies that seem inconsistent with our business practices and report it to your supervisor.
• Seek advance written approval for any exceptions.

[11] Conflict of Interest Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.5%2025%20May%202016_1.pdf
[p.3] (3) Any employee of Vectrus who is offered remuneration, gifts, or any benefit of significant value, or whose immediate family is offered the same, by any outside business or person under circumstances where it might appear that the purpose of the offer is to influence the employee's judgment in performing duties for Vectrus shall immediately report such offers to his or her chain of command, who will report the information to the Legal Department.

[p.4] c. Acceptance of Gifts:
Employees or their immediate family members may not accept remuneration, gifts, or benefits of more than token value from business associates in connection with Vectrus company business. Gifts of token value such as company branded pens, mugs, and other similar items may be accepted. Acceptance of cash or cash equivalents, such as gift cards, of any amount, even if of token value, is strictly prohibited. Vectrus, POLICY CM 1.4 BUSINESS COURTESIES, DONATIONS, ENTERTAINMENT, GIFTS, AND SPONSORSHIPS contains guidelines on providing gifts or business courtesies to government officials and commercial customers. Employees working in Contracts may have additional restrictions on accepting gifts.

[p.8] CONFLICTS OF INTEREST– FREQUENTLY ASKED QUESTIONS (FAQ)

The following scenarios are provided to assist employees in recognizing situations which may give rise to personal conflicts of interest.

ACCEPTANCE OF GIFTS

Q: An existing (or potential) supplier provided me with a $10 gift card to a local restaurant. Can I keep it?
A: NO. Cash and cash equivalents, including gift cards, are strictly forbidden in any amount.

Q: An existing (or potential) supplier/subcontractor wants to provide me with sporting event tickets or pay for a round of golf, can I accept the offer?
A: NO. Sporting event tickets and golf are generally valued at more than nominal value.

Q: An existing supplier has invited me to lunch to discuss ongoing business. Can I accept his/her offer to pay for lunch? A: NO. You can attend but should pay for your own lunch. You may accept reasonable and infrequent meals and entertainment (but not travel or overnight lodging) when offered by a Vectrus customer or business associate (but not a supplier or prospective supplier) for a legitimate business reason and when local custom or practice would make it inappropriate to decline the offer.

[10] Anti-Corruption Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
[p.4] c. SVP, Programs, Department VPs, and Program Managers. Management is responsible for the full implementation of this Policy and in particular for:

(1) Incorporating this policy in local policies and procedures;
(2) Fostering an open environment for employees to discuss possible violations of this policy;
(3) Confirming that contractual and financial / accounting records, gifts and entertainment registers, and appropriate controls align to these policy requirements;

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
1
Comments
There is evidence that the company requires the involvement of its procurement department in the establishment of new suppliers and that this department is responsible for providing oversight of its supplier base. However, there is no clear publicly available evidence that the company assures itself of the procurement department's proper involvement in the procurement process through clearly stated means, such as an audit of its internal systems, at least every three years.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.3] 6. Supply Chain Management Vectrus requires the involvement of its corporate procurement functions in supplier relationships. These departments establish all new supplier relationships and provide oversight of the company's supplier base. Vectrus requires continual screening of its suppliers and annual recertification of its suppliers. For more information on Vectrus' policy for using third parties and business partners, please see Section 6 of the Vectrus Anti-Corruption Policy.

Question
6.2 Does the company conduct risk-based anti-bribery and corruption due diligence when engaging or re-engaging with its suppliers?
Score
1
Comments
There is evidence that the company has formal procedures in place to conduct risk-based due diligence when engaging and re-engaging with any suppliers. There is evidence that the highest risk suppliers are subject to enhanced due diligence and that all suppliers are screened on an annual basis. However, the company receives a score of '1' because there is no clear evidence that the due diligence process includes establishing the beneficial ownership of all suppliers. In addition, the company states in its Code of Conduct that it reserves the right to terminate third party contracts but makes no clear statement that it would do so in circumstances when a red flag highlighted in due diligence cannot be mitigated.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.3] 6. Supply Chain Management Vectrus requires the involvement of its corporate procurement functions in supplier relationships. These departments establish all new supplier relationships and provide oversight of the company's supplier base. Vectrus requires continual screening of its suppliers and annual recertification of its suppliers. [p.4] Vectrus performs vendor screening and due diligence continually to ensure vendors and business partners remain in good standing. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. **[14] Supplier Code of Conduct (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Supplier%20Code%20of%20Conduct%2005-2016%20Rev%2007.pdf [p.10] X. ETHICS PROGRAM EXPECTATIONS As with the Vectrus Corporate Code of Conduct, the DII Model Supplier Code of Conduct, adopted by Vectrus in its entirety, demands the highest level of ethical and professional conduct from supplier organizations. […] B. Consequences for Violating Code In the event of a violation of any of the above expectations, we may pursue corrective action to remedy the situation. In the case of a violation of law or … [p.11] ... 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/purchasing contract. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.7] 6. USE OF THIRD-PARTIES AND BUSINESS PARTNERS. Improper payments made on behalf of Vectrus by third-parties such as agents, consultants, intermediaries, distributors, and joint venture, consortium, teaming and other project partners are strictly prohibited. No one shall ever be used as an instrument to make improper payments in connection with Vectrus business. Vectrus cannot do indirectly what it is prohibited from doing directly.

Appropriate due diligence must be performed by Vectrus before engaging any Third Party, including enhanced due diligence for Third Parties who will have contact with foreign (non-U.S.) government customers and other government employees and officials on behalf of Vectrus.

a. The Company must be careful to avoid situations involving Third Parties that may lead to a violation of the law. It is entirely unacceptable for a Third Party to provide or offer to provide any payment or anything of value to anyone on behalf of the Company in attempts to acquire or preserve business or obtain an improper advantage. Therefore, prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who acts on behalf of the Company, the Company will perform proper and appropriate due diligence and obtain from the Third Party certain assurances of compliance.

[p.8] 7. DUE DILIGENCE REQUIREMENTS.

The actions of third party business partners can be considered actions of Vectrus and therefore their actions can implicate us legally and affect our reputation. Therefore, Vectrus will conduct due diligence on Third Parties.

The minimum level of due diligence required will be based upon risk categorization of the third party using Vectrus' internal risk assessment systems. Enhanced due diligence screening as defined below is required for any third party rated as low, medium, or high risk determined by the Vectrus' Third Party Anti-Corruption Risk Determination.

a. Due diligence for Low Risk Third Parties consists of:

• Designated employees conduct screening of the party using a commercial third party due diligence and risk management screening provider. Third Party completion of the annual Anti-Corruption compliance certification.

b. Due diligence for Medium Risk Third Parties consists of:

• Third Party completion of the annual Anti-Corruption compliance certification.
• Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
• The assigned Vectrus HQ Contracts Department personnel conducting a more thorough commercial third party due diligence and risk management screening provider screening of the company and subsidiary names, names of directors, officers, owners, and principals based upon the information contained in the Anti-Corruption Addendum.

c. Due diligence for High Risk Third Parties consists of:

• Due Diligence investigation conducted by an enhanced outside due diligence provider.
• Use of the Third Party must be approved by the Vectrus Chief Legal Officer after receipt of report from enhanced due diligence provider.
• Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
• Third Party completion of the annual Anti-Corruption compliance certification.

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.11] We reserve the right to terminate our relationship with any supplier under the terms of the existing procurement/purchasing contract.

[p.20] It is especially important that employees carefully monitor third parties acting on the company's behalf. We must always be sure to perform due diligence and know our business partners and all those through whom we conduct our business. Our third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate and complete books and records.

Question
6.3 Does the company require all of its suppliers to have adequate standards of anti-bribery and corruption policies and procedures in place?
Score
2
Comments
There is evidence that the company requires suppliers to have adequate anti-bribery and corruption policies and procedures in place. The company clearly states that all suppliers must have policies that prohibit foreign and domestic bribery and facilitation payments, as well as policies and procedures to address conflicts of interest, gifts and hospitality, and whistleblowing. The company takes active steps to ensure this by requiring that all suppliers follow its Supplier Code of Conduct. There is evidence that the company screens suppliers annually to ensure compliance with these policies.
Evidence
[3] Code of Conduct (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.30] BUSINESS PARTNER RELATIONS Our Standard: Business partner relationships must be based on mutual trust and a commitment to act with integrity. We deal fairly with our suppliers, consultants, and other third parties, and we expect them to act with integrity. We expect business partners to follow terms and the spirit of our Supplier Code of Conduct, as well as any applicable contractual provisions, when working in connection with Vectrus. **[14] Supplier Code of Conduct (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Supplier%20Code%20of%20Conduct%2005-2016%20Rev%2007.pdf [p.2] VECTRUS TEAMMATES: Vectrus is a values-based organization. We expect employees to act with the highest standards of ethical and professional decorum and behavior—at all times. This behavior is well documented in the Vectrus Code of Conduct, and it applies equally to the conduct we expect from our suppliers. Our customers trust Vectrus to uphold the highest standards of procurement integrity and to provide industry leading service. We believe that by upholding high standards of operational excellence and value-based performance, we will fulfill our long-term vision to be, The customer's first choice and most trusted partner. To that end, Vectrus also upholds high standards for our suppliers. Vectrus is a member of the Defense Industry Initiative (DII) on Business Ethics and Conduct. DII exists to promote the highest standards of ethical conduct in the defense industry. We fully support those efforts and as such, we have fully adopted the provisions contained in the DII Model Supplier Code of Conduct for all of our suppliers. DII encourages businesses to use the code to promote consistency between providers. It is included next, and we are pleased to provide it for your use. This code of conduct is our guide for success. We count on you—the supplier—to lead by example, and in a manner consistent with this code and our core values of Integrity, Respect and Responsibility. Sincerely, Kenneth W. Hunzeker CEO and President [p.4] Vectrus is a member of the Defense Industry Initiative (DII) on Business Ethics and Conduct and has fully adopted the tenets ascribed in the following DII Model Supplier Code of Conduct for all Vectrus suppliers. "The members of the DII on Business Ethics and Conduct are committed to upholding the highest standards in all our business dealings with the U.S. Government, protecting taxpayer resources, and providing high-quality products and services for the men and women of the U.S. Armed Forces and their allies. Complying with all laws and regulations and ensuring fair competition are fundamental to this commitment. This Supplier Code of Conduct expresses the expectations we hold for suppliers throughout the aerospace and defense industry."

DII MODEL SUPPLIER CODE OF CONDUCT

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

I. COMPLIANCE WITH LAWS

We expect our suppliers to maintain full compliance with all laws and regulations applicable to their business. When conducting international business, or if their primary place of business is outside the U.S., suppliers must comply with local laws and regulations.

[p.6] IV. ANTI-CORRUPTION

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

[p.7] 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.

B. 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.

[…]

D. Gifts and 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.8] V. CONFLICT OF INTEREST

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.10] X. ETHICS PROGRAM EXPECTATIONS

As with the Vectrus Corporate Code of Conduct, the DII Model Supplier Code of Conduct, adopted by Vectrus in its entirety, demands the highest level of ethical and professional conduct from supplier organizations.

A. 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.

B. Consequences for Violating Code

In the event of a violation of any of the above expectations, we may pursue corrective action to remedy the situation. In the case of a violation of law or

[p.11] 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/purchasing contract.

C. 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.

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.

[2] Ethics and Compliance (Webpage)
Accessed 07/04/2020
https://www.vectrus.com/who-we-are/ethics-and-compliance
Supplier Code of Conduct

The Vectrus Supplier Code of Conduct is referenced in our Annual Supplier Certification Form and is provided during purchase requests to new vendors and annually thereafter. Our Supplier Code of Conduct lays out the expectations we have for our suppliers and business partners and demonstrates that we expect the same high standards of conduct from our suppliers and business partners as we do our employees, officers and directors.

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.3] 6. Supply Chain Management

Vectrus requires the involvement of its corporate procurement functions in supplier relationships. These departments establish all new supplier relationships and provide oversight of the company's supplier base. Vectrus requires continual screening of its suppliers and annual recertification of its suppliers.

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

[p.4] whistleblowing. The company accomplishes this by requiring suppliers and business partners comply with the Vectrus Supplier Code of Conduct and the Vectrus policy on Conflicts of Interest. Also included is the additional requirement to flow down Vectrus requirements to subsequent subcontracting levels. Vectrus performs vendor screening and due diligence continually to ensure vendors and business partners remain in good standing. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy.

[p.4] Vectrus performs vendor screening and due diligence continually to ensure vendors and business partners remain in good standing. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy.

[10] Anti-Corruption Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
[p.4] c. SVP, Programs, Department VPs, and Program Managers. Management is responsible for the full implementation of this Policy and in particular for:

[p.5] (5) Taking reasonable steps to ensure that business partners and other third parties understand that the Company expects them to act with the same level of honesty and integrity in any activity engaged in for or on behalf of the Company;

[…]

e. The Legal Department is responsible for:

[…]

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

[p.6] Our values of Integrity, Respect, and Responsibility are the foundation for the way we do business, and our success depends upon our unwavering commitment to conducting business ethically and in compliance with all applicable laws and regulations. As part of this commitment, we are all expected to comply with the words and spirit of this Code of Conduct ("Code").

SCOPE AND APPLICATION OF THIS CODE

This Code, and the standards of business conduct and ethics incorporated in the Code, apply to all employees, officers, and directors of Vectrus. Certain business partners and third parties, such as suppliers, agents, representatives, contractors, subcontractors, and consultants, serve as an extension of Vectrus and, as such, are expected to conduct themselves according to our values and standard of ethics when working on behalf of Vectrus. Any waivers to this code may be granted only by the Board of Directors and will be publicly disclosed as required by law or regulation.

[p.19] ZERO TOLERANCE FOR CORRUPTION AND BRIBERY

Our Standard: Vectrus has zero tolerance for acts of bribery and corruption. Do not offer or provide bribes to influence action or accept kickbacks in connection with company business.

A BRIBE
is the payment of anything of value, such as cash, gifts, services, contributions, internships, or vacations made for the purpose of improperly obtaining or retaining business.

A KICKBACK
is the return of a sum already paid or due to be paid, as a part of a legal contract, as a reward for making or fostering business arrangements.

Vectrus is committed to conducting business ethically, with integrity, and in compliance with applicable laws and regulations prohibiting bribery, kickbacks, and other forms of corruption in our operations worldwide. Because of the complexity of anti-corruption and bribery laws, it is important that employees are aware of company policies and ask questions if they have any doubts about the proper course of action. Bribery and kickbacks are never permitted at Vectrus, regardless of whether we are dealing with a government or commercial customer.

The U.S. Foreign Corrupt Practices Act (FCPA), the United Kingdom Bribery Act, and the laws of most countries in which we operate all …

[p.20] … prohibit bribing government officials.

For purposes of these laws, the term "government official" is defined broadly and includes civil servants, officials of state-owned or controlled commercial enterprises, representatives of public international organizations, office seekers, political parties, family members, and political party officials. Many countries also have laws that prohibit bribes paid to private individuals. It is especially important that employees carefully monitor third parties acting on the company's behalf.

FACILITATION OR EXPEDITING PAYMENTS

Sometimes known as "grease payments," facilitation or expediting payments are modest amounts of money paid as an unofficial fee to low-level government employees to expedite or initiate the performance of routine and expected government services to which Vectrus is entitled.

We must always be sure to perform due diligence and know our business partners and all those through whom we conduct our business. Our third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate and complete books and records. Facilitation payments are not allowed by company policy and are a violation of some international norms and national laws, such as the U.K. Bribery Act.

You must obtain approval from the Legal Department before making a facilitating payment no matter how small the amount. If you are solicited for a facilitation or expediting payment, contact the Legal Department immediately. A facilitating payment can be made if an individual's health or safety is being imminently threatened and there is no practical opportunity to secure advance authorization from the Legal Department. The payment must be reported to the Legal Department as soon as possible. Examples of facilitating payments are offering small fees to low-level foreign government officials to expedite processing of a permit, license, or other official document, processing visas or work orders, or providing phone, water, and power service.

Make sure you:
• Never directly or indirectly offer, provide, or authorize money or any item of value to improperly obtain or retain business or to improperly influence a governmental action.
• Never make payments that are intended to improperly influence a government official.
• Never directly or indirectly request, agree to receive, or accept kickbacks, payoffs, or other personal payments in connection with company business.
• Notify the Legal Department of third parties or agents who are thought to be valuable primarily for their personal ties rather than for the services they are to perform or who request compensation out of proportion to their services.

[p.30] BUSINESS PARTNER RELATIONS

Our Standard: Business partner relationships must be based on mutual trust and a commitment to act with integrity.

We deal fairly with our suppliers, consultants, and other third parties, and we expect them to act with integrity. We expect business partners to follow terms and the spirit of our Supplier Code of Conduct, as well as any applicable contractual provisions, when working in connection with Vectrus.

Question
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?
Score
2
Comments
There is 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. This evidence is in the form of contractual commitments for all sub-contractors to maintain a code of conduct and ethics and compliance programme. It is noted that this contractual commitment relates to contracts with the United States government, the company's primary customer. There is evidence the company also commits to flowing down the principles of its Supplier Code of Conduct.
Evidence
[3] Code of Conduct (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.30] Subcontractor Code of Ethics Provisions For U.S. Government contracts above a specific value, the law requires that we will ensure applicable subcontracts include the provision to have and maintain a code of conduct and an ethics and compliance program that includes training, an internal reporting mechanism, and discipline for code violations. **[14] Supplier Code of Conduct (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Supplier%20Code%20of%20Conduct%2005-2016%20Rev%2007.pdf [p.11] C. 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. 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. **[1] Ethical Commitments (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.3] Vectrus also ensures its suppliers and business partners comply with appropriate policies that prohibit foreign and domestic bribery and prohibit facilitation payments, as well as policies and procedures to address conflicts of interest, gifts and hospitality, and [p.4] whistleblowing. The company accomplishes this by requiring suppliers and business partners comply with the Vectrus Supplier Code of Conduct and the Vectrus policy on Conflicts of Interest. Also included is the additional requirement to flow down Vectrus requirements to subsequent subcontracting levels.

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

7. Agents, Intermediaries and Joint Ventures

7.1 Agents and Intermediaries

Question
7.1.1 Does the company have a clear policy on the use of agents?
Score
N/A
Comments
The company publishes a statement to indicate that it only has contracts with the United States government and as such there is evidence to indicate that it cannot engage or employ agents or intermediaries as brokers in the conduct of business. The company is therefore exempt from scoring on this question.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.4] 7. Agents, Intermediaries, and Joint Ventures Vectrus addresses bribery and corruption risks created by its suppliers and business partners. As stated previously, Vectrus' screening of vendors and due diligence occurs continually to ensure vendors and business partners remain in good standing. This includes joint venture members. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. Vectrus' continual screening of vendors and due diligence ensures that vendors and business partners remain in good standing. [p.5] In compliance with U.S. laws, Vectrus discloses its significant holdings, ventures, and contracts. These disclosures include a breakdown of its defense sales by customer in the form of the value of total sales to each customer per financial year. Further, because all Vectrus' contracts are with the U.S. federal Government, they are publicly available and disclosed by the U.S. federal Government. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.7] 6. USE OF THIRD-PARTIES AND BUSINESS PARTNERS. Improper payments made on behalf of Vectrus by third-parties such as agents, consultants, intermediaries, distributors, and joint venture, consortium, teaming and other project partners are strictly prohibited. No one shall ever be used as an instrument to make improper payments in connection with Vectrus business. Vectrus cannot do indirectly what it is prohibited from doing directly.

Question
7.1.2 Does the company conduct risk-based anti-bribery and corruption due diligence when engaging or re-engaging its agents and intermediaries?
Score
N/A
Comments
The company publishes a statement to indicate that it only has contracts with the United States government and as such there is evidence to indicate that it cannot engage or employ agents or intermediaries as brokers in the conduct of business. The company is therefore exempt from scoring on this question.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.4] 7. Agents, Intermediaries, and Joint Ventures Vectrus addresses bribery and corruption risks created by its suppliers and business partners. As stated previously, Vectrus' screening of vendors and due diligence occurs continually to ensure vendors and business partners remain in good standing. This includes joint venture members. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. Vectrus' continual screening of vendors and due diligence ensures that vendors and business partners remain in good standing. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. [p.5] In compliance with U.S. laws, Vectrus discloses its significant holdings, ventures, and contracts. These disclosures include a breakdown of its defense sales by customer in the form of the value of total sales to each customer per financial year. Further, because all Vectrus' contracts are with the U.S. federal Government, they are publicly available and disclosed by the U.S. federal Government. **[3] Code of Conduct (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf [p.20] It is especially important that employees carefully monitor third parties acting on the company's behalf. We must always be sure to perform due diligence and know our business partners and all those through whom we conduct our business. Our third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate and complete books and records. [p.30] Due Diligence Appropriate due diligence must be performed by Vectrus before engaging any third-party that will be marketing or distributing Vectrus products and services outside the U.S., including enhanced due diligence for third parties that will have contact with U.S. and non-U.S. government customers and other government employees and officials on behalf of Vectrus. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.7] 6. USE OF THIRD-PARTIES AND BUSINESS PARTNERS. Improper payments made on behalf of Vectrus by third-parties such as agents, consultants, intermediaries, distributors, and joint venture, consortium, teaming and other project partners are strictly prohibited. No one shall ever be used as an instrument to make improper payments in connection with Vectrus business. Vectrus cannot do indirectly what it is prohibited from doing directly. Appropriate due diligence must be performed by Vectrus before engaging any Third Party, including enhanced due diligence for Third Parties who will have contact with foreign (non-U.S.) government customers and other government employees and officials on behalf of Vectrus.

a. The Company must be careful to avoid situations involving Third Parties that may lead to a violation of the law. It is entirely unacceptable for a Third Party to provide or offer to provide any payment or anything of value to anyone on behalf of the Company in attempts to acquire or preserve business or obtain an improper advantage. Therefore, prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who acts on behalf of the Company, the Company will perform proper and appropriate due diligence and obtain from the Third Party certain assurances of compliance.

[p.8] 7. DUE DILIGENCE REQUIREMENTS.

The actions of third party business partners can be considered actions of Vectrus and therefore their actions can implicate U.S. legally and affect our reputation. Therefore, Vectrus will conduct due diligence on Third Parties.

The minimum level of due diligence required will be based upon risk categorization of the third party using Vectrus' internal risk assessment systems. Enhanced due diligence screening as defined below is required for any third party rated as low, medium, or high risk determined by the Vectrus' Third Party Anti-Corruption Risk Determination.

a. Due diligence for Low Risk Third Parties consists of:

• Designated employees conduct screening of the party using a commercial third party due diligence and risk management screening provider. Third Party completion of the annual Anti-Corruption compliance certification.

b. Due diligence for Medium Risk Third Parties consists of:

• Third Party completion of the annual Anti-Corruption compliance certification.
• Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
• The assigned Vectrus HQ Contracts Department personnel conducting a more thorough commercial third party due diligence and risk management screening provider screening of the company and subsidiary names, names of directors, officers, owners, and principals based upon the information contained in the Anti-Corruption Addendum.

c. Due diligence for High Risk Third Parties consists of:

• Due Diligence investigation conducted by an enhanced outside due diligence provider.
• Use of the Third Party must be approved by the Vectrus Chief Legal Officer after receipt of report from enhanced due diligence provider.
• Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
• Third Party completion of the annual Anti-Corruption compliance certification.

Question
7.1.3 Does the company aim to establish the ultimate beneficial ownership of its agents and intermediaries?
Score
N/A
Comments
The company publishes a statement to indicate that it only has contracts with the United States government and as such there is evidence to indicate that it cannot engage or employ agents or intermediaries as brokers in the conduct of business. The company is therefore exempt from scoring on this question.
Evidence

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.4] 7. Agents, Intermediaries, and Joint Ventures
Vectrus addresses bribery and corruption risks created by its suppliers and business partners. As stated previously, Vectrus' screening of vendors and due diligence occurs continually to ensure vendors and business partners remain in good standing. This includes joint venture members. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. Vectrus' continual screening of vendors and due diligence ensures that vendors and business partners remain in good standing.

For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy.

[p.5] In compliance with U.S. laws, Vectrus discloses its significant holdings, ventures, and contracts. These disclosures include a breakdown of its defense sales by customer in the form of the value of total sales to each customer per financial year. Further, because all Vectrus' contracts are with the U.S. federal Government, they are publicly available and disclosed by the U.S. federal Government.

[10] Anti-Corruption Policy (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
[p.7] 6. USE OF THIRD-PARTIES AND BUSINESS PARTNERS.

Improper payments made on behalf of Vectrus by third-parties such as agents, consultants, intermediaries, distributors, and joint venture, consortium, teaming and other project partners are strictly prohibited. No one shall ever be used as an instrument to make improper payments in connection with Vectrus business. Vectrus cannot do indirectly what it is prohibited from doing directly.

Appropriate due diligence must be performed by Vectrus before engaging any Third Party, including enhanced due diligence for Third Parties who will have contact with foreign (non-U.S.) government customers and other government employees and officials on behalf of Vectrus.

a. The Company must be careful to avoid situations involving Third Parties that may lead to a violation of the law. It is entirely unacceptable for a Third Party to provide or offer to provide any payment or anything of value to anyone on behalf of the Company in attempts to acquire or preserve business or obtain an improper advantage. Therefore, prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who acts on behalf of the Company, the Company will perform proper and appropriate due diligence and obtain from the Third Party certain assurances of compliance.

[p.8] 7. DUE DILIGENCE REQUIREMENTS.

The actions of third party business partners can be considered actions of Vectrus and therefore their actions can implicate U.S. legally and affect our reputation. Therefore, Vectrus will conduct due diligence on Third Parties.

The minimum level of due diligence required will be based upon risk categorization of the third party using Vectrus' internal risk assessment systems. Enhanced due diligence screening as defined below is required for any third party rated as low, medium, or high risk determined by the Vectrus' Third Party Anti-Corruption Risk Determination.

a. Due diligence for Low Risk Third Parties consists of:

• Designated employees conduct screening of the party using a commercial third party due diligence and risk management screening provider. Third Party completion of the annual Anti-Corruption compliance certification.

b. Due diligence for Medium Risk Third Parties consists of:

• Third Party completion of the annual Anti-Corruption compliance certification.
• Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
• The assigned Vectrus HQ Contracts Department personnel conducting a more thorough commercial third party due diligence and risk management screening provider screening of the company and subsidiary names, names of directors, officers, owners, and principals based upon the information contained in the Anti-Corruption Addendum.

c. Due diligence for High Risk Third Parties consists of:

• Due Diligence investigation conducted by an enhanced outside due diligence provider.
• Use of the Third Party must be approved by the Vectrus Chief Legal Officer after receipt of report from enhanced due diligence provider.
• Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
• Third Party completion of the annual Anti-Corruption compliance certification.

Question
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?
Score
N/A
Comments
The company publishes a statement to indicate that it only has contracts with the United States government and as such there is evidence to indicate that it cannot engage or employ agents or intermediaries as brokers in the conduct of business. The company is therefore exempt from scoring on this question.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.4] 7. Agents, Intermediaries, and Joint Ventures Vectrus addresses bribery and corruption risks created by its suppliers and business partners. As stated previously, Vectrus' screening of vendors and due diligence occurs continually to ensure vendors and business partners remain in good standing. This includes joint venture members. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. Vectrus' continual screening of vendors and due diligence ensures that vendors and business partners remain in good standing. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. [p.5] In compliance with U.S. laws, Vectrus discloses its significant holdings, ventures, and contracts. These disclosures include a breakdown of its defense sales by customer in the form of the value of total sales to each customer per financial year. Further, because all Vectrus' contracts are with the U.S. federal Government, they are publicly available and disclosed by the U.S. federal Government. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.2] Vectrus has a zero tolerance policy for corruption and bribery and all employees and partners are expected to adhere to all applicable anti-corruption laws and regulations, which include the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and similar laws in the countries where we operate. Specifically, employees and partners must not: a. Directly or indirectly offer, authorize, promise or give bribes, kickbacks, payoffs or other payments to any U.S. or non-U.S. government officials to influence their judgment or ensure a particular outcome or action; b. Directly or indirectly offer, authorize, promise or give bribes, kickbacks, payoffs, or other payments to commercial (non-government) customers in order to obtain or retain business; or an advantage in the conduct of business; and c. Directly or indirectly request, agree to receive, or accept kickbacks, payoffs, or other personal payments in connection with Vectrus business. These mandates are true under all circumstances, even if making such payments is customary under local practices. Employees and partners must also avoid any actions that may create even the appearance of improperly influencing a government official or commercial customer. Any exceptions to this policy must be in writing and approved by the Vectrus Chief Legal Officer. 2. APPLIES TO. This policy is applicable to members of the Vectrus Board of Directors, all employees, vendors, subcontractors, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations, worldwide. [p.7] 6. USE OF THIRD-PARTIES AND BUSINESS PARTNERS.

Improper payments made on behalf of Vectrus by third-parties such as agents, consultants, intermediaries, distributors, and joint venture, consortium, teaming and other project partners are strictly prohibited. No one shall ever be used as an instrument to make improper payments in connection with Vectrus business. Vectrus cannot do indirectly what it is prohibited from doing directly.

Appropriate due diligence must be performed by Vectrus before engaging any Third Party, including enhanced due diligence for Third Parties who will have contact with foreign (non-U.S.) government customers and other government employees and officials on behalf of Vectrus.

a. The Company must be careful to avoid situations involving Third Parties that may lead to a violation of the law. It is entirely unacceptable for a Third Party to provide or offer to provide any payment or anything of value to anyone on behalf of the Company in attempts to acquire or preserve business or obtain an improper advantage. Therefore, prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who acts on behalf of the Company, the Company will perform proper and appropriate due diligence and obtain from the Third Party certain assurances of compliance.

b. No contract may be entered into with any Third Party who may deal with a Government Official, or on their behalf, unless there has been a reasonable due diligence review of the Third Party so that the Company can be assured that the Third Party is not likely to engage in corrupt activities and records are maintained of the results of the due diligence

c. Contracts with Third Parties, Consultants, Technical Representatives, and International Marketing Representatives who may deal with a Government Official must:

(1) Include a representation by the Third Party that it will comply with the FCPA, UK Bribery Act and local anti-corruption provisions of the appropriate legal jurisdiction.

[p.8] (2) Include anti-corruption provisions.

(3) The subcontractor shall not assign or subcontract work under the contract without the prior written approval of Vectrus.

(4) The subcontractor shall disclose to Vectrus any subsequent relationship between the subcontractor and a Government Official.

(5) The subcontractor shall provide annual certifications of compliance with applicable anti-corruption laws.

(6) Vectrus may withhold payments under the contract, or terminate the agreement, if it believes, in good faith, that the agent or distributor has violated international anti-corruption laws.

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.6] SCOPE AND APPLICATION OF THIS CODE

This Code, and the standards of business conduct and ethics incorporated in the Code, apply to all employees, officers, and directors of Vectrus. Certain business partners and third parties, such as suppliers, agents, representatives, contractors, subcontractors, and consultants, serve as an extension of Vectrus and, as such, are expected to conduct themselves according to our values and standard of ethics when working on behalf of Vectrus.

[p.7] VIOLATIONS OF EMPLOYEE RESPONSIBILITIES

Violations of the Code, company policies, or laws and regulations will not be tolerated and may result in disciplinary action up to and including termination, legal proceedings and penalties including, in some circumstances, civil or criminal prosecution for both the individual involved and Vectrus.

[p.20] Our third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate and complete books and records.

[p.30] BUSINESS PARTNER RELATIONS

Our Standard: Business partner relationships must be based on mutual trust and a commitment to act with integrity. We deal fairly with our suppliers, consultants, and other third parties, and we expect them to act with integrity. We expect business partners to follow terms and the spirit of our Supplier Code of Conduct, as well as any applicable contractual provisions, when working in connection with Vectrus.

Question
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?
Score
N/A
Comments
The company publishes a statement to indicate that it only has contracts with the United States government and as such there is evidence to indicate that it cannot engage or employ agents or intermediaries as brokers in the conduct of business. The company is therefore exempt from scoring on this question.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.4] 7. Agents, Intermediaries, and Joint Ventures Vectrus addresses bribery and corruption risks created by its suppliers and business partners. As stated previously, Vectrus' screening of vendors and due diligence occurs continually to ensure vendors and business partners remain in good standing. This includes joint venture members. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. Vectrus' continual screening of vendors and due diligence ensures that vendors and business partners remain in good standing. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. [p.5] In compliance with U.S. laws, Vectrus discloses its significant holdings, ventures, and contracts. These disclosures include a breakdown of its defense sales by customer in the form of the value of total sales to each customer per financial year. Further, because all Vectrus' contracts are with the U.S. federal Government, they are publicly available and disclosed by the U.S. federal Government. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.7] c. Contracts with Third Parties, Consultants, Technical Representatives, and International Marketing Representatives who may deal with a Government Official must: [p.8] […] (6) Vectrus may withhold payments under the contract, or terminate the agreement, if it believes, in good faith, that the agent or distributor has violated international anti-corruption laws.

Question
7.1.6 Does the company publish details of all agents currently contracted to act with and on behalf of the company?
Score
N/A
Comments
The company publishes a statement to indicate that it only has contracts with the United States government and as such there is evidence to indicate that it does cannot or employ agents or intermediaries as brokers in the conduct of business. The company is therefore exempt from scoring on this question.
Evidence
No evidence found.

Question
7.1.7 Does the company publish high-level results from incident investigations and sanctions applied against agents?
Score
N/A
Comments
The company publishes a statement to indicate that it only has contracts with the United States government and as such there is evidence to indicate that it cannot engage or employ agents or intermediaries as brokers in the conduct of business. The company is therefore exempt from scoring on this question.
Evidence
No evidence found.

7.2 Joint Ventures

Question
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?
Score
1
Comments
There is evidence that the company has formal procedures in place to conduct risk-based anti-bribery and corruption due diligence on all of its joint venture partnerships. The company indicates that it conducts such checks prior to entering into the business relationship and on a continuing basis throughout the relationship. However, there is no clear evidence that the company's due diligence process includes establishing the ultimate beneficial ownership of the partner entity, nor that it conducts enhanced due diligence on joint ventures operating in high risk countries or with high risk partners.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.4] 7. Agents, Intermediaries, and Joint Ventures Vectrus addresses bribery and corruption risks created by its suppliers and business partners. As stated previously, Vectrus' screening of vendors and due diligence occurs continually to ensure vendors and business partners remain in good standing. This includes joint venture members. For more information regarding the conduct of Vectrus' risk-based due diligence, please see section 7 of the Vectrus Anti-Corruption Policy. **[10] Anti-Corruption Policy (Document)** Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.2] 2. APPLIES TO. This policy is applicable to members of the Vectrus Board of Directors, all employees, vendors, subcontractors, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations, worldwide. 3. DEFINITIONS. a. Agents include persons contracted to perform services for Vectrus such as technical representatives, technical experts, distributors, intermediaries, dealers, individual sponsors, consultants, teaming partners, and individual outside counsel. b. Business Partners include subcontractors, vendors, suppliers, teaming partners, labor brokers, freight forwarders, joint venture partners, and prime contractors when we are the subcontractor. […] d. Third Party includes any agent, representative, distributor, intermediary, dealer, consultant, teaming partner, individual outside counsel, technical representative/expert, financial/tax advisor, sponsor, subcontractor, supplier, vendor, labor broker, freight forwarder, [p.3] joint venture or any other type of Third Party retained by Vectrus who interacts with non-U.S. government officials and/or non-U.S. commercial customers. [p.7] 6. USE OF THIRD-PARTIES AND BUSINESS PARTNERS. Improper payments made on behalf of Vectrus by third-parties such as agents, consultants, intermediaries, distributors, and joint venture, consortium, teaming and other project partners are strictly prohibited. No one shall ever be used as an instrument to make improper payments in connection with Vectrus business. Vectrus cannot do indirectly what it is prohibited from doing directly. Appropriate due diligence must be performed by Vectrus before

engaging any Third Party, including enhanced due diligence for Third Parties who will have contact with foreign (non-U.S.) government customers and other government employees and officials on behalf of Vectrus.

a. The Company must be careful to avoid situations involving Third Parties that may lead to a violation of the law. It is entirely unacceptable for a Third Party to provide or offer to provide any payment or anything of value to anyone on behalf of the Company in attempts to acquire or preserve business or obtain an improper advantage. Therefore, prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who acts on behalf of the Company, the Company will perform proper and appropriate due diligence and obtain from the Third Party certain assurances of compliance.

[p.8] 7. DUE DILIGENCE REQUIREMENTS.

The actions of third party business partners can be considered actions of Vectrus and therefore their actions can implicate U.S. legally and affect our reputation. Therefore, Vectrus will conduct due diligence on Third Parties.

The minimum level of due diligence required will be based upon risk categorization of the third party using Vectrus' internal risk assessment systems. Enhanced due diligence screening as defined below is required for any third party rated as low, medium, or high risk determined by the Vectrus' Third Party Anti-Corruption Risk Determination.

a. Due diligence for Low Risk Third Parties consists of:

• Designated employees conduct screening of the party using a commercial third party due diligence and risk management screening provider. Third Party completion of the annual Anti-Corruption compliance certification.

b. Due diligence for Medium Risk Third Parties consists of:

• Third Party completion of the annual Anti-Corruption compliance certification.
• Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
• The assigned Vectrus HQ Contracts Department personnel conducting a more thorough commercial third party due diligence and risk management screening provider screening of the company and subsidiary names, names of directors, officers, owners, and principals based upon the information contained in the Anti-Corruption Addendum.

c. Due diligence for High Risk Third Parties consists of:

• Due Diligence investigation conducted by an enhanced outside due diligence provider.
• Use of the Third Party must be approved by the Vectrus Chief Legal Officer after receipt of report from enhanced due diligence provider.
• Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
• Third Party completion of the annual Anti-Corruption compliance certification.

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.20] It is especially important that employees carefully monitor third parties acting on the company's behalf. We must always be sure to perform due diligence and know our business partners and all those through whom we conduct our business. Our third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate and complete books and records.

Question
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?
Score
1
Comments
There is evidence that the company commits to establishing and implementing anti-bribery and corruption policies and procedures in its joint ventures. The company requires joint venture partners to adhere to its anti-corruption policies. There is also evidence that the company includes anti-corruption clauses and termination rights in contracts with all third parties, including joint venture partners. The company receives a score of '1' because there is no clear evidence that the company includes audit rights in its contracts with joint venture partners.
Evidence
[10] Anti-Corruption Policy (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.2] 2. APPLIES TO. This policy is applicable to members of the Vectrus Board of Directors, all employees, vendors, subcontractors, and business partners of Vectrus and all Vectrus programs, projects and affiliated operations, worldwide. 3. DEFINITIONS. a. Agents include persons contracted to perform services for Vectrus such as technical representatives, technical experts, distributors, intermediaries, dealers, individual sponsors, consultants, teaming partners, and individual outside counsel. b. Business Partners include subcontractors, vendors, suppliers, teaming partners, labor brokers, freight forwarders, joint venture partners, and prime contractors when we are the subcontractor. […] d. Third Party includes any agent, representative, distributor, intermediary, dealer, consultant, teaming partner, individual outside counsel, technical representative/expert, financial/tax advisor, sponsor, subcontractor, supplier, vendor, labor broker, freight forwarder, … [p.3] … joint venture or any other type of Third Party retained by Vectrus who interacts with non-U.S. government officials and/or non-U.S. commercial customers. [p.7] c. Contracts with Third Parties, Consultants, Technical Representatives, and International Marketing Representatives who may deal with a Government Official must: (1) Include a representation by the Third Party that it will comply with the FCPA, UK Bribery Act and local anti-corruption provisions of the appropriate legal jurisdiction. [p.8] (2) Include anti-corruption provisions. (3) The subcontractor shall not assign or subcontract work under the contract without the prior written approval of Vectrus. (4) The subcontractor shall disclose to Vectrus any subsequent relationship between the subcontractor and a Government Official. (5) The subcontractor shall provide annual certifications of compliance with applicable anti-corruption laws.

(6) Vectrus may withhold payments under the contract, or terminate the agreement, if it believes, in good faith, that the agent or distributor has violated international anti-corruption laws.

[3] Code of Conduct (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
[p.6] SCOPE AND APPLICATION OF THIS CODE

This Code, and the standards of business conduct and ethics incorporated in the Code, apply to all employees, officers, and directors of Vectrus. Certain business partners and third parties, such as suppliers, agents, representatives, contractors, subcontractors, and consultants, serve as an extension of Vectrus and, as such, are expected to conduct themselves according to our values and standard of ethics when working on behalf of Vectrus. Any waivers to this code may be granted only by the Board of Directors and will be publicly disclosed as required by law or regulation.

Question
7.2.3 Does the company commit to take an active role in preventing bribery and corruption in all of its joint ventures?
Score
1
Comments
There is some evidence that the company makes an explicit commitment to take an active role in preventing bribery and corruption in all of its joint ventures. The company states that its managers are responsible for communicating to all business partners and third parties the expectation that they adhere to high standards of integrity and ethics. However, the company receives a score of '1' because it does not provide further publicly available information on the steps that it takes to ensure this in practice.
Evidence
[10] Anti-Corruption Policy (Document) **Accessed 06/09/2019** https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf [p.4] c. SVP, Programs, Department VPs, and Program Managers. Management is responsible for the full implementation of this Policy and in particular for: (1) Incorporating this policy in local policies and procedures; [p.5] (5) Taking reasonable steps to ensure that business partners and other third parties understand that the Company expects them to act with the same level of honesty and integrity in any activity engaged in for or on behalf of the Company;

8. Offsets

Question
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?
Score
N/A
Comments
The company publishes a clear statement that it does not engage in offset contracting and is therefore exempt from scoring on this question.
Evidence
[1] Ethical Commitments (Document) **Accessed 06/09/2019** https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.4] 8. Offset Contracting Vectrus does not engage in offset contracting and understands the inherent bribery and corruption risks in engaging in such business practices. Vectrus has adopted the DII Model Supplier Code of Conduct, which addresses corruption risks in Offset Contracting and requires our suppliers to exert due diligence to prevent and detect corruption in all business arrangements, including partnerships, joint ventures, offset agreements, and the hiring of consultants. For more information on this policy, please see our Supplier Code of Conduct.

Question
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?
Score
N/A
Comments
The company publishes a clear statement that it does not engage in offset contracting and is therefore exempt from scoring on this question.
Evidence

Question
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?
Score
N/A
Comments
The company publishes a clear statement that it does not engage in offset contracting and is therefore exempt from scoring on this question.
Evidence

Question
8.4 Does the company publish details about the beneficiaries of its indirect offset projects?
Score
N/A
Comments
The company publishes a clear statement that it does not engage in offset contracting and is therefore exempt from scoring on this question.
Evidence

9. High Risk Markets

Question
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?
Score
1
Comments
There is some evidence that the company's acknowledges the possible corruption risks of operating in different markets, and there is evidence that its risk assessment process includes considerations of geographic location and interactions with various government officials. However, there is no clear publicly available evidence that the results of risk assessments have a direct impact on business decisions in certain locations or inform the development and implementation of additional controls to mitigate such risks.
Evidence
[1] Ethical Commitments (Document) Accessed 06/09/2019 https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf [p.4] 9. High Risk Matters Vectrus is committed to combating bribery and corruption risks through continuously monitoring risk factors within its business. As part of this commitment, Vectrus completes a formal bribery and corruption risk assessment annually. Each program and major corporate functional area are assessed separately. High-level findings of this risk assessment and high-level findings from the Anti-Corruption program are reported regularly to the Board of Directors. These briefings happen at least yearly. The annual risk assessment reviews areas of risk associated with using subcontractors, the size and geographic location of the effort, potential combating trafficking in persons (CTIP) concerns, interactions with various levels of government, Foreign Corrupt Practices Act (FCPA) red flags, and financial data, among other sources. Vectrus evaluates data from the risk assessment yearly and uses it to determine what, if any, changes need to be made to company policies, corporate resources, and the risk assessment itself. For more information on Vectrus Anti-Corruption efforts, please see the Vectrus Anti-Corruption Policy.

Question
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)?
Score
1
Comments

The company publishes a list of the holdings in its corporate group, alongside information on the jurisdictions in which they are registered. The company updates this information on an annual basis.

However, the company receives a score of '1' because there is no evidence that it publishes its percentage ownership for each entity, nor does it publish the country or countries of operation for each entity. As there is no information on the percentage ownership, it is not clear whether the companies listed are major subsidiaries, affiliates or joint ventures and therefore it is not clear that the list published represents all of the company's holdings.

Evidence

[29] Form 10-K 2019
Accessed 07/04/2020
http://investors.vectrus.com/Cache/IRCache/7c41afe6-ae97-282d-9da6-89ee1986727c.pdf
[pp.98 - 99]

Section 3: EX-21 (EXHIBIT 21)

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT AND RELATED COMPANIES

Set forth below are the names of subsidiaries and related organizations of Vectrus, the respective jurisdiction in which each was organized (in the case of subsidiaries) and the name under which each does business (if other than the names of the entity itself).

NAME	JURISDICTION IN WHICH ORGANIZED UNDER WHICH DOING BUSINESS
Advantor Systems Corporation	Florida
Advantor Systems, LLC	Delaware
Al-Shabaka for Protection Products Marketing and General Support Services LLC	Luxembourg
High Desert Support Services, LLC	Delaware
ITT Federal Services Arabia, Ltd.	Saudi Arabia
Vectrus Facility Services GmbH	Germany
Vectrus Federal Services GmbH	Germany
Vectrus Federal Services International, Ltd.	Cayman Islands
Vectrus Global Support Services LLP	India
Vectrus Maintenance Services L.L.C.	Qatar
Vectrus Mission Solutions Corporation (f/k/a SENTEL Corporation)	Virginia
Vectrus Mission Systems Ltd.	United Kingdom
Vectrus Overseas Ventures LLC	Virginia
Vectrus Saudi Arabia for Commercial Services	Saudi Arabia
Vectrus Services A/S	Denmark
Vectrus Systems Corporation	Delaware
Vectrus Systems Corporation (Jordan)	Jordan
Vectrus International LLC	Colorado
Vectrus Services Kuwait General Trading Company W.L.L.	Kuwait
Vectrus Services Muscat LLC	Oman
Vectrus Services Niger S.A.R.L.U.	Niger
Vectrus-J&J Facilities Support, LLC	Delaware
VMSC Afghanistan LLC	Delaware

[18] Form 10-K 2018 (Document)
Accessed 07/04/2020
http://investors.vectrus.com/Cache/IRCache/b79e9076-cf52-44d6-5cab-e494eb5dc3e5.pdf
[p.91] EXHIBIT 21 SUBSIDIARIES OF THE REGISTRANT AND RELATED COMPANIES

Set forth below are the names of subsidiaries and related organizations of Vectrus, the respective jurisdiction in which each was organized (in the case of subsidiaries) and the name under which each does business (if other than the names of the entity itself).

[p.92]

NAME	JURISDICTION IN WHICH ORGANIZED	NAME UNDER WHICH DOING BUSINESS
Al-Shabaka for Protection Products Marketing and General Support Services LLC	Luxembourg	
High Desert Support Services, LLC	Delaware	
ITT Federal Services Arabia, Ltd.	Saudi Arabia	
Vectrus Facility Services GmbH	Germany	
Vectrus Federal Services GmbH	Germany	
Vectrus Federal Services International, Ltd.	Cayman Islands	
Vectrus Maintenance Services L.L.C.	Qatar	
Vectrus Mission Solutions Corporation (f/k/a SENTEL Corporation)	Virginia	
Vectrus Mission Systems Ltd.	United Kingdom	
Vectrus Services A/S	Denmark	
Vectrus Systems Corporation	Delaware	
Vectrus Systems Corporation (Jordan)	Jordan	
Vectrus International LLC	Colorado	
Vectrus Services Muscat LLC	Oman	
Vectrus-J&J Facilities Support, LLC	Delaware	
VMSC Afghanistan LLC	Delaware	

[p.93] I, Charles L. Prow, certify that:

1. I have reviewed this annual report on Form 10-K of Vectrus, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Question
9.3 Does the company disclose its beneficial ownership and control structure?
Score
2
Comments
There is evidence that the company is publicly listed on the New York Stock Exchange (NYSE) and therefore it is not required to disclose further information on its beneficial ownership to receive a score of '2'. The company also publishes information on its major institutional shareholders on its website.
Evidence

[25] Financial Times Markets Data (Webpage)
Accessed 23/09/2019
https://markets.ft.com/data/equities/tearsheet/summary?s=VEC:NYQ

Vectrus Inc
VEC:NYQ
Technology › Software & Computer Services

PRICE (USD)	TODAY'S CHANGE	SHARES TRADED	1 YEAR CHANGE	BETA
40.95	0.87 / 2.17%	55.68k	33.08%	1.8138

Data delayed at least 15 minutes, as of Sep 25 2019 23:30 BST.

[23] Institutional Ownership (Webpage)
Accessed 08/04/2020
http://investors.vectrus.com/InstitutionalOwnership

Ownership > 100%

Ownership Information	
Shares Outstanding	11,586,964
Short Interest Shares	172,357
Float (%)	96.83
Institutional Ownership (%)	89.35
Mutual Fund Ownership (%)	45.41
Insider Ownership (%)	3.17
Top 10 Instn Holders (%)	48.56

Ownership Activity - Total Positions

Total Positions
HOLDERS 231
SHARES 10,356,423

New Positions
HOLDERS 30
SHARES 165,501

Increased Positions
HOLDERS 46
SHARES 942,172

Institutional Ownership

Company	Shares	% Out	Value ($)
+ BlackRock Inc.	877,427	7.57	32,271,765
+ Dimensional Fund Advisors LP	810,162	6.99	29,797,758
+ Russell Investment Management LLC	685,962	5.92	25,229,682
+ FMR LLC	633,939	5.47	23,316,276
+ LSV Asset Management	585,368	5.05	21,529,835

Question

9.4 Does the company publish a percentage breakdown of its defence sales by customer?

Score

2

Comments

There is evidence that the company publishes information on its defence sales by customer, to indicate that all of its contracts are with different branches of the United States government. The company indicates that its primary customer is the United States Department of Defence (DoD) and that it provides products and services to all three branches of the military. There is evidence that this information is published and updated for the most recently reported financial year.

Evidence

[1] Ethical Commitments (Document)
Accessed 06/09/2019
https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
[p.5] In compliance with U.S. laws, Vectrus discloses its significant holdings, ventures, and contracts. These disclosures include a breakdown of its defense sales by customer in the form of the value of total sales to each customer per financial year. Further, because all Vectrus' contracts are with the U.S. federal Government, they are publicly available and disclosed by the U.S. federal Government. All defense-related contract awards may be found at https://dod.defense.gov/News/Contracts/. Vectrus discloses its ownership and financial holdings through its annual report and SEC filings. To access these filings, please see our investor page at http://investors.vectrus.com/.

[16] Annual Report 2019 (Document)
Accessed 07/04/2020
http://investors.vectrus.com/Cache/397364281.PDF?O=PDF&T=&Y=&D=&FID=397364281&iid=4649403
[p.4] Our primary customer is the U.S. Department of Defense (DoD), with a large concentration in the U.S. Army. For the years ended December 31, 2019, 2018 and 2017, we had total revenue of $1.4 billion, $1.3 billion and $1.1 billion, respectively, substantially all of which was derived from U.S. government customers. We operate as one segment.

[p.8]

Revenue by U.S. government customer for the periods presented below was as follows:

	Year Ended December 31,		
(In thousands)	2019	2018	2017
Army	$ 948,235	$ 934,427	$ 915,554
Air Force	317,701	259,511	177,338
Navy	56,241	38,802	21,896
Other	60,465	46,564	—
Total revenue	$ 1,382,642	$ 1,279,304	$ 1,114,788

10. State-Owned Enterprises (SOEs)

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

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

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

List of Evidence & Sources

No.	Type *(Webpage or Document)*	Name	Download Date	Link
01	Document	Ethical Commitments	06/09/19	https://vectrus.com/sites/default/files/VectrusEthicalCommitments.pdf
02	Webpage	Ethics and Compliance	07//04/2020	https://www.vectrus.com/who-we-are/ethics-and-compliance
03	Document	Code of Conduct	06/09/19	https://vectrus.com/sites/default/files/CodeOfConductBook-2019_English.pdf
04	Document	Audit Committee Charter	06/09/19	https://vectrus.com/sites/default/files/Audit%20Committee%20Charter_0.pdf
05	Document	Corporate Governance Principles	06/09/19	https://vectrus.com/sites/default/files/Corporate%20Governance%20Principles.pdf
06	Webpage	Anti-Corruption Efforts and Policies	06/09/19	https://vectrus.com/anti-corruption-efforts-and-policies
07	Webpage	Hotline	06/09/19	https://secure.ethicspoint.com/domain/media/en/gui/40228/index.html
08	Document	Complaint Resolution Process	06/09/19	https://secure.ethicspoint.com/domain/media/en/gui/40228/complaint.pdf
09	Document	Reporting Concerns FAQs	06/09/19	https://secure.ethicspoint.com/domain/media/en/gui/40228/faq.pdf
10	Document	Anti-Corruption Policy	06/09/19	https://vectrus.com/sites/default/files/Policy%20CM%201.3%2025%20May%202016.pdf
11	Document	Conflict of Interest Policy	06/09/19	https://vectrus.com/sites/default/files/Policy%20CM%201.5%2025%20May%202016_1.pdf
12	Document	Gifts Charity Sponsorships Policy	06/09/19	https://vectrus.com/sites/default/files/Policy%20CM%201.4%2025%20May%202016_0.pdf
13	Document	Accepting Gifts Policy	06/09/19	https://vectrus.com/sites/default/files/Policy%20CM%201.6%2025%20May%202016.pdf
14	Document	Supplier Code of Conduct	06/09/19	https://vectrus.com/sites/default/files/Supplier%20Code%20of%20Conduct%2005-2016%20Rev%2007.pdf
15	Webpage	Reporting Concerns	06/09/19	https://vectrus.com/reporting-concerns
16	Document	Annual Report 2018	07/04/2020	http://investors.vectrus.com/file/4649403/Index?KeyFile=1001250827
17	Document	Proxy Statement 2018	07/04/2020	http://investors.vectrus.com/file/Index?KeyFile=392865659&Output=3&OSID=9
18	Document	Form 10-K 2018	07/04/2020	http://investors.vectrus.com/Cache/IRCache/b79e9076-cf52-44d6-5cab-e494eb5dc3e5.pdf
19	Webpage	All Employee Resources	09/09/19	https://vectrus.com/all-employee-resources
20	Webpage	SVP and General Counsel Biography	09/09/2019	https://vectrus.com/kevin-t-boyle
21	Webpage	Hotline – Make an Online Report	10/09/19	https://secure.ethicspoint.com/domain/media/en/gui/40228/report.html

22	Document	Form 10-K 2017	10/09/19	http://investors.vectrus.com/Cache/IRCache/842a0602-2de0-d341-c2dc-36230055a0ff.PDF?O=PDF&T=&Y=&D=&FID=842a0602-2de0-d341-c2dc-36230055a0ff&iid=4649403
23	Webpage	Institutional Ownership	08/04/2020	http://investors.vectrus.com/InstitutionalOwnership
24	Webpage	Open Ownership Search	10/09/19	https://register.openownership.org/entities/59b97db367e4ebf3409d1389
25	Webpage	Financial Times Markets Data	23/09/2019	https://markets.ft.com/data/equities/tearsheet/summary?s=VEC:NYQ
26	Webpage	Code of Conduct Introduction	24/01/2020	https://vectrus.com/code-conduct
27	Document	Annual Report 2019	07/04/2020	http://investors.vectrus.com/Cache/397364281.PDF?O=PDF&T=&Y=&D=&FID=397364281&iid=4649403
28	Document	Proxy Statement 2020	07/04/2020	http://investors.vectrus.com/Cache/IRCache/cea7e394-9ad4-9784-b0c8-75c4b7303e8d.PDF?O=PDF&T=&Y=&D=&FID=cea7e394-9ad4-9784-b0c8-75c4b7303e8d&iid=4649403
29	Document	Form 10-K 2019	07/04/2020	http://investors.vectrus.com/Cache/IRCache/7c41afe6-ae97-282d-9da6-89ee1986727c.pdf
30	Webpage	United States Lobbying Disclosures – Search “Vectrus”	21/12/2020	https://disclosurespreview.house.gov/?index=%22lobbying-disclosures%22&size=10&matches=[{%22query%22:%22vectrus%22,%22fields%22:[%22client.name%22]}]&filters={%22reportYear%22:[%222019%22]}&sort=[{%22_score%22:true},{%22field%22:%22registrant.name%22,%22order%22:%22asc%22}