
Code of Business Conduct



vectorCSP
exceeding expectations

Version 1.1

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MESSAGE FROM THE CEO

Team,

This Code of Business Conduct, our “Code,” expresses our enduring mission which shapes a culture that will distinguish us in the marketplace and govern our interactions with each other, our customers, and our communities.

Our mission establishes and reflects our deep commitment to our employees, our intense focus on our customers’ critical missions, and our commitment to comply with the law and operate with the highest ethical standards.

The values and expectations contained in our Code both encapsulate “the right thing to do” and create real value for our customers. Our daily behavior, in conformance with the Code, will allow us to maintain a culture that attracts and retains the best employees who know they are valued and recognized for their efforts. We will cultivate an environment where employees speak up, raise ideas, questions, and concerns without fear of retaliation, and where failure to adhere to our high standards will not be tolerated. Adherence to our Code allows us to build customer confidence by helping to avoid, prevent, and detect fraud, waste, and abuse of public funds.

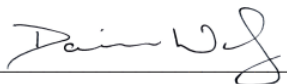
In order to uphold our commitment to the Code and demonstrate the highest ethical standards, you, as an employee, manager, officer, or director must:

- Know, embrace and follow our Code and all policies and applicable law;
- Use common sense, think before you act, and ask questions when you are unsure of the proper legal or ethical action;
- Remain watchful and alert, and report any conduct that does not adhere to our Code;
- Fully cooperate with internal investigations;
- Refrain from any retaliation against those who bring forward concerns or participate in internal investigations; and,
- Promptly complete compliance training to supplement your education and awareness.

If you become aware of circumstances or conduct that do not comport with the standards set forth in our Code, whether on the part of someone else or your own, come forward as quickly as possible. Failing to do so leads to increased risk to our reputation, business dealings, and employee morale.

Our Code and policies prohibit any form of retaliation for making good faith reports of suspected misconduct or participating in internal investigations.

Thank you for your commitment to our mission and our values and for embodying the spirit of the Code. Together, we will put people first and continue to perform on behalf of our customers, bolstered by our ethical culture which reflects our core values.



Damien Walz, Chief Executive Officer

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1.0 Our Vision and Mission

VectorCSP's Vision, *to be the dominant force for good in U.S. Government contracting*, reflects our aspirations to be recognized as the company committed to always doing the right, and righteous, thing for our employees, our customers, and our communities.

Our Mission *to boldly support our customers' missions and positively impact the wellbeing of our employees* reflects our purpose to deliver superior services and solutions to our U.S. Government customers, and to do so as an outstanding company for those who support our customers' missions... our employees.

2.0 Purpose of the Code and Our Commitment to Ethical Behavior

VectorCSP's Code of Business Conduct reminds us of our corporate values and the standards by which we conduct our operations and business affairs. The Code sets expectations and provides direction on our obligations; however, it is not intended to address every possible scenario. The Code provides some examples of situations that may occur in our work environment and identifies resources to consult for help when confronted by ethical dilemmas. Detailed guidance on topics covered in the Code can be found in specific corporate policies, procedures and other guidance documents, each of which carry the same weight and significance as the Code. The Code applies to all employees, managers, officers and directors of VectorCSP and its direct and indirect subsidiaries and affiliates.

We are all expected to be knowledgeable about applicable law and corporate policy, lead by example and be accountable for our actions. When we see something that gives us pause, we are committed to ask questions before acting and encourage others to do the same. Any questions about the Code, VectorCSP's mission, compliance with VectorCSP policies or procedures, or related questions may be directed to VectorCSP's Ethics and Compliance Office (ECO) in the first instance.

3.0 We Care about People First

We recognize that our employees make our company thrive. We promote and continually reinforce a work environment where each employee feels valued and respected.

3.1 Equal Treatment, Non-discrimination, Non-harassment, and Workplace Safety

We recruit and hire the best – people of all ages, races, ethnicities, economic situations, religious and cultural backgrounds, veteran status, abilities, genders, sexual orientations, and gender identities become valued employees of VectorCSP. We hire knowledgeable and experienced people who possess a strong work ethic and the highest personal integrity. We treat all employees with dignity and respect regardless of their position, and do not tolerate discrimination or harassment of any kind. We expect employees to behave in a friendly, courteous and professional manner, and to never commit or threaten violence against others in the workplace.

3.2 We Value Straight Talk

We emphasize teamwork and collaboration to achieve our customer missions and corporate goals. We value straight talk – management and executives maintain an “Open Door” policy and we expect them to foster an environment where employees feel comfortable offering constructive criticism, asking questions, or expressing concerns. We expect that employees will ask clarifying questions in case of doubt or concern about the right course of action. Supervisors and employees at all levels should have frank and open discussions and respect dissenting opinions.

4.0 We Comply with Applicable Laws

As a responsible government contractor, VectorCSP (and each VectorCSP employee) works diligently to comply at all times with applicable federal, state, local, and foreign laws of the jurisdictions in which VectorCSP conducts business including, but not limited to, the Procurement Integrity Act, Truthful Cost and Pricing Data, Anti-Kickback Act of 1986, Foreign Corrupt Practices Act, and Sarbanes-Oxley Act.

4.1 We Obtain Proper Authorization in the Jurisdictions in Which We Work

Prior to commencing performance, we obtain and maintain all necessary business licenses, permits, certifications, and accreditations required to perform our contracts, and require our subcontractors and suppliers to do the same.

4.2 We Observe Applicable Labor and Human Rights Laws

We observe requirements that we:

- Verify the employment eligibility of candidates for hire;
- Hire only individuals who are authorized to work in the United States in compliance with the Immigration Reform and Control Act of 1986, the Patriot Act, and regulations thereunder;
- Comply with federal and state rules regulating the employment of minors; and
- Respect human rights and do not engage in or allow anywhere within our supply chain any forms of human trafficking, forced labor or indentured servitude.

4.3 We Satisfy Labor Category Requirements

We only place or source individuals on government contracts who meet all experience, education, certification, clearance, suitability, and other applicable contract qualifications.

5.0 We Demonstrate Corporate Citizenship at All Times

As dedicated corporate citizens, each employee observes VectorCSP's system of internal controls and procedures, limits personal use of corporate resources, maintains complete and accurate financial records, and refrains from illegal insider trading and money laundering activities.

5.1 Observing Financial, Audit and Other Internal Controls

We have implemented a system of internal controls to enable accurate financial accounting and the prevention, avoidance, and detection of fraud, waste, and abuse. We expect all employees to strictly follow all internal processes – they are there for a reason. For example, employees must complete their timecards and expense reports timely and accurately, satisfy all assigned training, promptly provide required employee certifications, and avoid theft, misuse, or abuse of company funds.

5.2 Appropriate Use of VectorCSP and Government-Furnished Assets

VectorCSP and, as appropriate, our government customers provide equipment and resources, such as desktop or laptop computers, mobile devices, phones, fax and copy machines, network and internet connectivity, email, and office supplies for the purpose of accomplishing VectorCSP and government business only. VectorCSP employees may use VectorCSP (but not government) equipment and resources for minimal personal use that does not detract from the normal operation of business, create a conflict of interest, or cause the company to incur additional cost. Government-issued equipment and resources must

only be used to perform work on the contracts for which they were provided to us. Theft, misuse, misappropriation or waste of VectorCSP or Government assets is not tolerated.

5.3 We Maintain Complete and Accurate Financial Records

Our CEO, CFO, and other senior financial representatives have an obligation to ensure material information regarding VectorCSP's financial condition and performance is timely, thoroughly, and accurately reported. VectorCSP's financial books, records, cost accounts, and financial statements must properly document all assets and liabilities, accurately reflect all transactions, and be maintained in accordance with company policy and applicable laws. No false entries may be made on the books and records of the company or its subsidiaries and undisclosed or unrecorded funds or assets will not be established. All company books and records must be maintained in accordance with generally accepted accounting principles. The company maintains an effective internal control system to provide reasonable assurances that transactions receive proper management authorization and are properly recorded in the company's financial records.

Our executive personnel rely on each of us to help them fulfill their obligations – we must each maintain accurate records, follow our internal financial and auditing controls, and report any questions or concerns with respect to our financial reporting, internal controls, auditing practices, or any other potential misconduct.

5.4 We Report Time and Expenses Completely and Accurately

Employee time and expense reports constitute vital financial records that provide key data that affect our invoicing to our customers, our financial projections, our assessments of project success, our allocations of labor resources, and our pricing on future bids. Each of us must timely and accurately complete our time and expense reports and we must never misrepresent or inflate the time or cost incurred on a project, task, or contract line item.

5.5 Insider Trading Restrictions

VectorCSP directors, officers, and employees must not buy or sell securities of any other public company while in possession of material, non-public information. They must also not engage in sharing a public company's material, non-public information with other employees, friends, relatives, or anyone else. Information is non-public if it has not been released to the general public. Information is material if it would influence a reasonable investor's decision to buy or sell securities. Material information may include, but is not limited to:

- Key business data;
- Merger, acquisition, or divestiture discussions;
- Award or cancellation of a major contract;
- Changes in key management; and
- Forecasts of unanticipated financial results.

5.6 Prohibitions Against Money Laundering

Money laundering is the process by which the monetary proceeds of criminal conduct are disguised by making those proceeds appear to have been derived from a legitimate source. VectorCSP does not support or condone money laundering and complies with money laundering laws worldwide. Employees must be alert for any unusual financial transactions that may indicate money laundering, such as irregularities in the way payments are made, third party payments for the benefit of another party, or payments from offshore bank accounts.

6.0 We Conduct All Business Transactions Fairly and at Arms' Length

We are committed to transacting with our customers, subcontractors, suppliers and consultants in full compliance with the law. We do not participate in any unfair dealing or practice or seek or exploit any unfair competitive advantage. We only make promises on which we can deliver; we stand by the promises we make.

6.1 Offering, Providing and Receiving Gifts, Hospitality or Entertainment

We comply with all applicable laws which govern on the offering, providing, and receiving of gifts, hospitality, or entertainment, including the Antikickback Act of 1986. We never promise, provide, or accept anything of value in exchange for furnishing or receiving goods and services. "Anything of value" includes money, gift cards, or "Business Courtesies" such as meals, entertainment, training or other services (including personal services or services clearly beyond those required under a customer contract), transportation, and lodging. None of us should ever use our standing as a VectorCSP employee to request money, loans, gifts, or hospitality or suggest that the provision of such items will influence our business decisions. Employees who perform procurement or financial functions for VectorCSP, as well as those of us who are in a position, or can be perceived to be in a position, to evaluate or recommend the procurement or continued use of goods or services, must be especially sensitive to the perceptions of accepting anything from someone who does or seeks to do business with us.

Employees must NEVER offer or provide to any employee of the government, at any level, gifts or Business Courtesies that are not explicitly permitted by VectorCSP policy and government regulations. Employees should always err on the side of caution and contact the ECO before offering or providing any Business Courtesies aside from those situations explicitly permitted by applicable Company policies.

6.2 "Revolving-Door" Restrictions for Government Officials

We must be especially mindful before engaging for potential employment or a consulting relationship current or former government officials. While we deeply value the important public service these persons have provided, there are several applicable rules which can limit our ability to engage them. We must not engage in any employment discussions with current government officials involved in any procurement decisions that may affect us or who are in a role to, in any way, impact or benefit VectorCSP. Certain current and former government officials are also subject to post-employment restrictions. Hiring or contracting with certain of these officials should also be weighed against organizational conflict of interest considerations and the limitations the rules place on what they can do with respect to representing VectorCSP before the government. It is important that we work with appropriate resources in Human Resources, Legal, or ECO prior to engaging or working with these individuals.

6.3 Authorized Engagement in Political Process and Political Contributions

Voluntary involvement by employees in the political process is encouraged, but participation must be conducted on the employee's own time without the use of company facilities or assets.

6.4 We Maintain Procurement Integrity

Our employees must not seek, use or disclose for their own or VectorCSP's benefit, any competitor proprietary information or nonpublic information belonging to the government. Such information includes, among other things:

- Competitor pricing information, labor rates, fringe, wrap rates, or indirect costs;
- Competitor technical and past performance information;

- Intentionally or unintentionally disseminating unofficial information related to source selection information;
- Information from competitors marked as “Proprietary” or “Confidential;” and
- Government information marked or identified as Source Selection Information.

Subject to any applicable security classification or privacy rules, we may exchange Information with competitors as necessary to jointly pursue business opportunities under signed Non-Disclosure Agreements but must use such information strictly for the purposes expressed therein.

6.5 We Observe Anti-Trust Rules and Avoid Anti-Competitive Behavior

We deal with prospective teammates and business partners on an opportunity-by-opportunity basis. We never enter into formal or informal agreements or otherwise cooperate with competitors to forego or divide up certain opportunities, fix terms or prices, or participate in other efforts that could even appear to be collusive or anti-competitive in nature.

7.0 We Avoid Conflicts of Interest to the Greatest Extent Possible

We each have a duty to advance the business interests of VectorCSP at every opportunity. A conflict of interest is any situation where an individual’s private interest interferes, or can be perceived to interfere, with the interests of VectorCSP. We are committed to avoiding situations that may divide our loyalty or impair our ability to act in the best interests of VectorCSP or our customers. These situations include business and financial interests as well as personal relationships which raise, or could appear to raise, an actual or potential conflict of interest. It is not only the interests of employees, but also those of their close relatives, that may give rise to a conflict of interest. We have a duty to promptly notify the company of new or changed circumstances that may give rise to a conflict of interest.

7.1 Self-Dealing is Prohibited

We must not, for our own personal benefit or that of any third party, take opportunities that are discovered through the performance of VectorCSP duties or through the use of VectorCSP resources or information. We may not use our position with the company or VectorCSP resources or information for personal gain or to compete with VectorCSP.

7.2 Outside Employment and Business Ownership

We must not engage in outside employment, whether paid or unpaid, directly or indirectly with any customer or prospective customer (including any federal or state or local agency), or with any subcontractor or supplier. We must not own, control or provide services to any business which competes with VectorCSP. We must obtain permission prior to seeking outside employment, including business ownership or participation on any outside Board of Directors, which may conflict with our duties or VectorCSP’s business.

8.0 We Protect Company Proprietary Information and Information Protected by Law

We are committed to protecting information which provides us a competitive advantage. We also adhere to all restrictions on use, disclosure and publication of classified or sensitive information of the government, as well as those applicable to personal privacy data. Finally, we take appropriate steps to secure our networks to ensure information and cyber security.

8.1 Protecting VectorCSP Proprietary Information

Information, technology, data, knowledge, and work product provided by or developed for the benefit of VectorCSP provides us with a competitive advantage and is a valuable asset that must be used for authorized Company business purposes only. Employees must protect VectorCSP's proprietary information from unnecessary or unauthorized use disclosure or misappropriation. Employees must be especially cautious when providing such information to an outside entity. VectorCSP's proprietary information must be returned to the company when an employee leaves the company. Proprietary Information can include, but is not limited to:

- Bid and proposal information;
- Non-public financial information;
- Strategic plans;
- Proprietary products; and
- Details of our computer systems.

Employees must be aware of relevant policies and requirements for communicating company information to others authorized to receive such information. Making company information public requires prior review and approval by Chief Executive Officer (CEO). Employees must exercise care and good judgement when using social media and expressing opinions about the company when connecting with others.

8.2 We Retain Records in Accordance with Applicable Schedules and Preservation Orders

Virtually everything we create in the course of our VectorCSP duties including, without limitation, written work product, internal or external reports, emails, financial records, and invoices, constitutes a business record. Business records must be retained in accordance with, and in the period specified in, the appropriate VectorCSP records retention schedule. Records subject to a litigation hold or preservation order (Legal Hold) must be preserved regardless of whether they are otherwise due to be destroyed under the applicable retention schedule. We will preserve all such records and halt any destruction thereof, in the event we receive direct or indirect notice of a Legal Hold.

8.3 Protecting Government Classified or Sensitive Material

Due to the nature of our business, VectorCSP's customers may entrust our employees holding appropriate security clearances with classified, controlled unclassified, or other sensitive national security information. Employees must strictly observe all rules and regulations regarding the disclosure of such information outside of the company or to unauthorized individuals. Unauthorized access, dissemination, acceptance, or handing of classified or protected information is strictly prohibited and could not only result in harm to our national security, but also fines and penalties, and/or suspension or debarment from receiving future contracts awarded by the U.S. government.

8.4 Protecting Privacy Data

The company is the custodian of personal data belonging to employees, customers, and other business partners. We are committed to protecting personal data and only using it for authorized purposes.

Personal data may only be collected if there is a specified, legitimate business purpose for such collection and in compliance with applicable laws and regulations. Those entrusted with access to company-controlled personal data must safeguard the data and not disclose the information without proper authorization. Employees must comply with any applicable laws, such as the Health Insurance Portability and

Accountability Act of 1996 (HIPAA), which govern the storage, protection, and transfer of certain categories of personal or private data.

8.5 Cyber Security

At VectorCSP, we have a strong commitment to information security and the prevention of cyber-attacks. This commitment is vitally important to sustaining compliance and competitiveness and protecting our reputation in the marketplace. We are personally responsible for knowing and complying with VectorCSP information security policies and practices and those of our customers that apply to us. We are careful not to share our credentials with anyone who is unauthorized to access our network and IT assets.

9.0 We Comply with Export Controls and Anti-Boycott Rules

VectorCSP is committed to uphold all trade laws, particularly U.S. export laws and regulations, including the International Traffic in Arms Regulations (ITAR) and the Export Administration Regulations (EAR), that require U.S. Government approvals for transfers of certain technical data, equipment, or technology to non-US persons. We abide by the terms and conditions of all of our export licenses and exemptions. Applicable laws and license terms regarding both the export and import of goods and services can be complex and consultation with company experts is necessary to understand compliance requirements and avoid even inadvertent violations. Please remember that the transfer of export controlled technical data that requires an authorization to non-US Persons, even if such persons are also VectorCSP employees, is prohibited without proper authorization under the U.S. export regulations.

Any request to refuse to deal with potential or actual customers or suppliers, or otherwise participate in a foreign economic boycott, must be reported to the ECO and no action may be taken on such request except as directed by the ECO.

10.0 We Cooperate with Inquiries from Governmental Authorities

Each employee is expected to reasonably cooperate with government audits and investigations. Certain information lawfully requested, such as agreements or communications with business partners under non-disclosure agreements, as well as VectorCSP records that are or may be subject to attorney-client or attorney work-product privilege, may be exempted from disclosure or subject to certain notification or consent requirements prior to disclosure. Whenever any of us receives formal or informal notice of an audit, investigation, or other review of VectorCSP business by any government agency, or any request for documents in connection with any such review, we are required to notify the Office of the General Counsel immediately for further instruction.

11.0 Corporate Sustainability and Environmental Responsibility

We have responsibilities to the communities where we operate and are committed to following all environmental rules, regulations, and laws that govern our operations. We are accountable for our actions and we take all reasonable measures to ensure that we have minimal impact on the environment.

12.0 We Require Adherence to the Same Standards by Our Business Partners

We expect that, in their dealings with VectorCSP, our business partners both large and small will perform to the same expectations we demand of ourselves. VectorCSP contracts with highly ethical companies and does not perform work with individuals or entities that are denied, suspended, or subject to similar prohibitions on working directly or indirectly with our government customers. Employees are expected to

confirm proper diligence has been performed on prospective business partners and consult with company experts if they have any doubts about the ability to do business in certain countries or with certain parties.

13.0 We Face Real Consequences If We Fail to Comply

Failure to obey applicable laws and regulations can carry significant consequences for the company and its personnel. Complying with the Code and applicable law is not only the right thing to do, our continued financial success and industry reputation depend upon it. Violations can expose employees to serious civil and criminal penalties, such as fines and imprisonment. Additionally, violation of law or regulation may subject the company to considerable financial or reputational damage, such as:

- Fines and Penalties (including disgorgement of profits);
- Delayed or cancelled contracts;
- Loss of trust of our customers, business partners, fellow employees, and candidates for employment;
- Termination for Default (which may be required to be reported on subsequent proposal submissions for a considerable period); and
- Suspension and Debarment (i.e. ineligibility to receive or perform government contracts).

Because we are strongly committed to observing our values and complying with the law, violations of law, regulation, this Code, or other VectorCSP policies will be met with appropriate employee discipline, up to and including termination of employment.

14.0 We All Have a Duty to Uphold the Code

Our success depends on each employee's compliance with the Code, applicable laws, and corporate policy. Employees are always expected to be alert, report suspected behavior that is not in compliance with our standards and cooperate in internal investigations.

14.1 Reporting Violations of the Code

As employees, we take seriously our values and commitment to the Code, as well as our obligation to report known or suspected violations of the Code or other potential misconduct. If you become aware of a violation of this Code, have a question or concern, or are seeking advice about the Code's requirements, the following channels are available:

- Your Manager, skip-level manager, or any other individual in your management chain;
- The CEO or any other officer of the corporation;
- The Chief Ethics & Compliance Officer or any other member of the Ethics & Compliance Office;
- Any member of the Human Resources department;
- Facility Security Officer (FSO); and
- ethics.hotline@vectorcsp.com.

14.2 Cooperating with Internal Investigations; Non-Retaliation

Employees must cooperate with internal investigations, which may be conducted by the ECO, Human Resources, or an external law firm or representative of VectorCSP. VectorCSP does not tolerate retaliation in any form - employees are protected against any adverse action taken or threatened against them on the basis of reporting a concern in good faith or cooperating in an internal investigation. The company takes

all reports, questions and concerns seriously and is committed to conducting an appropriate internal investigation in each case.

15.0 Special Considerations for VectorCSP’s CEO and Financial Officers

The CEO and our senior financial officers have a special and unique responsibility regarding VectorCSP’s financial statements, disclosures, conflicts of interest, compliance with applicable governmental laws, rules, and regulations, prompt internal reporting of violations of the Code, and accountability for adherence to the Code. More specifically, the CEO and our senior financial officers—including the CFO must:

- Take all the steps reasonably necessary to promote full, fair, accurate, timely, and understandable disclosure in all public regulatory filings;
- Never overlook any known or suspected misconduct or dishonest or illegal act of any management or other employee who has a significant role in VectorCSP’s financial reporting, disclosure, or internal control functions;
- Disclose promptly any actual or apparent conflict of interest between their personal and professional relationships;
- Ensure VectorCSP’s books and records are maintained in accordance with, and report any known material violation of, the securities or other laws, rules, or regulations applicable to VectorCSP; and
- Ensure there are adequate procedures—including for anonymous reporting—for employees to raise questions or to report suspected accounting, internal control, or audit violations, or any other issue or violation.

16.0 Waiver of the Code

Any waiver of the Code for executive officers or directors of VectorCSP may only be made by VectorCSP’s CEO.