



## TELOS CORPORATION

### Code of Ethics and Standards of Conduct

Telos Corporation and its subsidiaries (the “Company”) strive to conduct its business in a manner that is lawful, ethical and fair to all concerned, and always with integrity. Thus, the Company cares about how it gets results and not just the results. Fair dealings with all employees, customers, competitors, shareholders, governmental regulators and other stakeholders are absolutely essential.

This Code of Ethics and Standards of Conduct (the “Code”) has been adopted by the Board of Directors of Telos Corporation to ensure that the Company adheres to ethical standards and obeys all applicable laws. Consequently, its employees, consultants, officers and directors (together hereinafter “employees”) should clearly understand what is required of them in that regard. The Code applies to Telos Corporation and to all of its subsidiaries, domestic and foreign.

The General Counsel is responsible for the implementation and administration of the Code. Each manager is responsible for ensuring that all employees under their supervision are thoroughly familiar with the Code and are applying it consistently in all of their business dealings.

The Code does not purport to address every ethical or legal issue that an employee may face. The Code is not a substitute for the exercise of good judgment. The Company may from time to time adopt more detailed policies and procedures with regard to certain areas covered by the Code and other matters not mentioned in the Code. Compliance with the Code and Company policies and procedures are a condition of employment.

- 1. Accurate Business Records.** The Company is required to keep books, records and accounts that accurately and fairly reflect all transactions and to maintain an effective system of internal controls. The improper alteration, destruction, concealment or falsification of records or documents may result in criminal penalties.

Proper recording of all transactions is essential to the Company’s control of its affairs and the accuracy of its financial reporting. To maintain the integrity of the accounting records, all entries in the Company’s books and records must be prepared carefully and honestly and must be supported by adequate documentation to provide a complete, accurate and auditable record. All employees have a responsibility to ensure that their work is complete and accurate. No false or misleading entry may be made for any reason, and no employee may assist any other person in making a false or misleading entry.

Employees must provide accurate and complete information to the Company’s officers, legal counsel, internal auditors, independent auditors, and any other person authorized to receive the information.

Secret activities invite misconduct, while full disclosure reinforces responsibility and acts as a powerful deterrent to wrongdoing. Therefore, undisclosed or unrecorded transactions are not allowed for any purpose. Any employee having information or knowledge of any undisclosed or unrecorded transaction or the falsification of records should report it promptly in accordance with Section 18.

- 2. Antitrust Compliance.** It is the Company’s policy to comply with the antitrust laws of the United States and those nations in which its products and services are sold. Generally, these laws prohibit practices that might unreasonably restrict competition. Agreements with competitors regarding such subjects as price fixing, market division, and output limitations are generally prohibited by these laws and criminal sanctions in the form of fines and imprisonment are frequently imposed for violations.



- 3. False Claims and False Statements.** Submitting a false statement or claim to the U.S. Government strictly prohibited and is an offense under federal law, punishable up to five years in prison and a \$1,000,000 fine for each offense. Such conduct is also subject to civil penalties, such as monetary penalties, debarment and suspension of companies and individuals from government contracts. “False statements” include any false, fictitious or fraudulent oral or written statement, including signing a form which contains false information. “False claims” include any request for money from the government that is based on false or misleading information. Therefore, all employees should be particularly sensitive to how claims or statement are made.
- 4. Compliance with Laws.** It is the Company’s policy to comply with all laws, rules and regulations that are applicable to its business, both in the United States and in other countries. To that end, the use of the Company’s funds or assets for an unlawful or improper purpose is strictly prohibited. Where applicable laws, rules and regulations are ambiguous, management shall obtain legal advice from the General Counsel to clarify their meaning and ensure compliance.
- 5. Confidentiality.** All employees shall maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or is legally mandated. Confidential information is all non-public information about the Company and its business. All employees must be careful not to disclose non-public information to unauthorized persons, either within or outside the Company, and must exercise care to protect the confidentiality of such information received from another party. If employees are unsure whether information may be disclosed, they should ask their manager or seek advice from the General Counsel. The unauthorized disclosure of confidential information will be considered a serious violation of the Code and may subject the violator to disciplinary action, up to and including termination of employment.
- 6. Conflicts of Interest.** While the Company respects the privacy of its employees in the conduct of their personal affairs, it insists that they fully discharge their employment obligations to the Company. Employees should avoid any activity in which their personal interests may come into conflict, or may appear to conflict, with the interests of the Company in its relations with current or prospective suppliers, customers, or competitors. Employees must report actual or potential conflicts of interest to the General Counsel.

Two factors that will be considered when determining whether a conflict of interest exists are: (a) whether the employee is or could be in a position to influence the Company’s relationship with the competitor, supplier, or customer; and (b) whether the employee’s judgment could be affected, or could appear to be affected, as it relates to the competitor, supplier, or customer because of the significance of the employee’s personal interest. Without limiting the general scope of this policy, the following relationships and courses of conduct are some examples of situations that involve a conflict of interest unless in special circumstances they are specifically approved and waived by the Company.

- Award of Company business of any kind to a supplier, which is owned or controlled by the employee or the employee’s immediate relative, unless the award was the result of open competitive bidding and fully disclosed to the Company’s management.
- Buying or selling any Company products or services in exchange for direct or indirect compensation to an employee or an employee’s immediate relative.
- Doing business with a company merely because that company employs a relation or acquaintance of the employee.



- Concurrent employment by the Company and by any other firm or person if the employment encroaches materially on time or attention that should be devoted to the Company's affairs, and has not been disclosed.
- Concurrent employment of employees by the Company and by a current or potential competitor, supplier, or customer of the Company.
- Holding by an employee or immediate relative of an employee of a significant financial interest in any current or potential competitor, supplier or customer of the Company. The term "financial interest" refers to any form of ownership or amount of ownership. Generally, an employee's financial interest will not be considered "significant" if the employee and the employee's immediate relatives own less than 5% of a publicly held company. Any ownership interest exceeding 5% of any company's stock is required to be disclosed in writing to the General Counsel. This information will be kept in confidence and will be used only to evaluate whether there is a potential conflict of interest with the employee's duties and responsibilities to the Company.
- Acceptance by an employee or an immediate relative of an employee of membership on the board of directors of a current or potential competitor, supplier, or customer of the Company.
- Acting as a consultant or advisor to a current or potential competitor of the Company.
- Lending money to, guaranteeing debts of, or borrowing money from a current or potential competitor, supplier or customer of the Company by or for an employee or an immediate relative of an employee. The borrowing of money from a financial institution that provides services to the Company is not prohibited if the loan is of a type generally made available by the financial institution to all, or a specific group, of Company employees.
- Participation by an employee in any charitable organization is encouraged except where the employee may be expected to divulge privileged or confidential information or trade secrets of the Company or take any other action that may subvert the Company's interest, reputation, or goodwill or whether the participation encroaches materially on time or attention that should be devoted to the Company's affairs.

**7. Corporate Opportunity.** Employees must not take for themselves personally opportunities that could reasonably be available to the Company. An employee is prohibited from directly or indirectly acquiring rights to any property that the employee knows the Company may also be interested in acquiring. Employees should advance the legitimate interests of the Company when the opportunity to do so arises.

## **8. Employment Matters.**

- a. Discrimination and Harassment.** While employees and applicants for employment must be qualified and meet job requirements established by the Company, it is the Company's policy to ensure that no employee or applicant for employment is discriminated against in recruitment, hiring, training, assignment, compensation, benefits, promotions, demotions, transfers, discipline or termination because of age, race, color, religion, gender, national origin, citizenship, sexual orientation, disability, marital status, military/veteran status, genetic information, or any other characteristic protected by law. It is also the policy of the Company to provide a work place free of harassment based on these factors. A violation of these policies may also be a violation of applicable law that exposes both the Company and the guilty individual to liability. Violations must be reported per Section 18.



- b. In General.** It is the policy of the Company to comply with applicable employment laws, including those governing working conditions, wages, hours, benefits, and minimum age for employment, wherever it conducts business. The use of prison, forced, or compulsory labor is not permitted. Employees have the right to join any legal organization for the purpose of collective bargaining or to refrain from joining any such organization, and employees will not be penalized for exercising this right. Violations must be reported to Human Resources.
- 9. Employment Discussions.** Some U.S. Government employees, civilian and military, are subject to restrictions and limitations on their employment after they leave government service. Depending on a government employee's duties, even preliminary employment discussions while an individual is still a government employee could have a significant negative effect on both the Company and the individual. Therefore, any employee involved in recruiting or hiring employees should be familiar with the laws and regulations in this area.
- 10. Fair Dealings.** When interacting with the Company's employees, competitors, suppliers or customers, each employee should strive to act with integrity and honesty and avoid taking advantage of anyone through any unfair dealing practice.
- 11. Anti-Bribery Compliance/Improper Payments.** It is the Company's policy that all employees must comply with all applicable federal, state and local anti-bribery laws, including but not limited to the United States Foreign Corrupt Practices Act ("FCPA"), the U.S. Federal Procurement Integrity Act, and the U.K. Bribery Act of 2010. No employee may, directly or indirectly, make, offer or issue authorization to pay any money, gifts, bribes, kickbacks or anything of value to anyone (this includes gifts, travel, meals and entertainment, or promise of such), including foreign or government officials, employees, or representatives of any government, company, or public or international organization, a private person, or to any other party, that is or could be perceived as intended, directly or indirectly, to improperly influence or obtain an unfair competitive advantage to obtain or retain business related in any way to the Company's products or services. This also applies to soliciting charitable or political contributions. All employees must fully comply with any rules regarding tender and bid processes. No employee may offer employment to government employees or officials if doing so would violate applicable laws.
- a. Business.** No payment may be made by or on behalf of the Company, directly or indirectly, to officers, agents, or employees of customers, suppliers, or competitors of the Company. Payment includes unearned commissions or refunds, the donation or loan of the Company's property or services of the Company's personnel, the incurring or payment of expenses on behalf of another, and the reimbursing of officers, employees or agents of the Company for payments made by them on the Company's behalf. Payment does not include (i) any incentive program that is approved by a customer or supplier and is consistent with industry practice; (ii) a rebate or discount on the Company's products offered to all employees, or a specific group of employees, of a customer or supplier; (iii) authorized and reasonable entertainment of customers, potential customers or others involved with the Company's business in a manner appropriate to the business relationship and the discussion of business matters; or (iv) gifts of sales promotion items. While these transactions are not prohibited by this policy, they must be accurately disclosed in the Company's books of accounts. Employees must always exercise good judgment, discretion, and moderation when giving or accepting gifts or entertainment in business settings.
- b. Government.** In general, no payment may be made by or on behalf of the Company either directly or indirectly to government officials, political candidates, or political parties, or any employee or official of a commercial or nonprofit entity in which a government body has any ownership interest or ability to control, or any official or employee of a public international organization, if that payment is prohibited



by law. Payments include, but are not limited to, kickbacks, gratuities, payoffs, bribes, or the payment of anything of value. Where the local custom requires, payment of small gratuities may be made to minor government functionaries to secure the routine processing of paperwork (for example, gratuities to minor customs officials for processing import documents) provided that the payments (i) are not either individually or in the aggregate significant in amount; (ii) are fully disclosed in the Company's records; and (iii) are approved by the manager of the local operation. This policy does not affect the right of employees, acting in an individual capacity and not as a representative of the Company, to support political parties or candidates of their choice.

Strict adherence to this policy is required. It is the responsibility of management at all levels to enforce this policy and of all employees to report violations to, or, in doubtful cases, to seek advice from, their superiors or from the General Counsel.

- 12. Gifts, Gratuities, and Entertainment.** Receiving business gifts, including the acceptance of meals and transportation, of nominal value is permissible where customary. Receiving cash or gifts of significant value is strictly prohibited. Customary business entertainment, including meals or transportation, is proper unless the value, cost, or frequency of the business entertainment is such that it could be interpreted as affecting an otherwise objective business decision. When determining if a gift could be interpreted as affecting an employee's otherwise objective business decision, the position of the employee and whether the employee is or could be in a position to influence the Company's relationship with the competitor, supplier, or customer will be taken into account.
- 13. Insider Trading.** Employees may not trade in the Company's securities or the securities of other companies, including customers, suppliers, and others, on the basis of material non-public information. Information is material if it may affect an investor's decision to buy, sell or hold securities of a company. The use of material non-public information, regardless of how the information was obtained, to buy or sell the Company's stock, or to advise others to do so, could have serious legal consequences. Further instruction to all employees may be found in the Company's Insider Trading Policy.
- 14. International Boycotts.** Employees may not engage in or support a restrictive trade practice or boycott by any foreign country against any country, person, firm, or corporation. Examples of prohibited conduct include supplying information regarding race, religion, gender or national origin of a person; refusing to do business with a boycotted firm or country; or acting on any document that contains boycott language. The law requires that solicitations to support such restrictive trade practices or boycotts be reported to the United States government. Consequently, employees should immediately report any of these solicitations to the General Counsel.
- 15. Occupational Safety.** It is the policy of the Company to provide its employees with a place of employment that is free from recognized hazards, to comply with all applicable safety laws and regulations, and to reduce the frequency, severity, and costs of lost time occurrences at its operations worldwide. The Company expects all of its employees to abide by all applicable laws and established safety procedures.
- 16. Protection and Proper Use of Company Property.** Employees should protect the Company's assets and ensure their efficient use. Theft of Company assets will not be tolerated. The unauthorized personal use of any Company property is strictly prohibited.
- 17. Implementation of the Code.** Each manager is responsible for the distribution of the Code to appropriate personnel within the manager's function or organization and for providing knowledge, education, and understanding of its importance and meaning. Each employee must acknowledge in writing receipt of the Code.



Employees violating the Code will be subject to disciplinary action, up to and including termination of employment.

**18. Reporting Violations of the Code.** An employee who becomes aware of a violation of the Code or believes that a violation may take place in the future must report the matter. Ordinarily, the report may be made to the employee's immediate supervisor who, in turn, must report it to the General Counsel. The employee also may bring the matter to the attention of any person identified in the text of the Code or to those identified below. To ensure that a reporting employee is protected from reprisal, a request for anonymity will be respected to the extent that it does not result in the violation of the rights of another employee.

General Counsel

Hutch Robbins

703-726-2270 (office)

Human Resources

Donna Hill

703-723-2129 (office)

Audit Committee Chairman

Brad Jacobs

321-201-8180 (cell)

*For confidential and anonymous reporting, contact Alertline at: 1-866-448-3567 or via the following website: <https://telos.navexone.com>.*

**19. Non-Retaliation Policy.** A person making a good-faith report of a possible violation of the Code will not be subject to retaliation. Any attempt at reprisal, directly or indirectly, against the reporting employee will be subject to disciplinary action. In addition, it is a Federal offense to retaliate against any person who provides a law enforcement officer with any truthful information relating to the commission or possible commission of a Federal offense.

**20. Cooperating with the Government.** It is the policy of the Company to cooperate with federal, state and local investigators seeking information from or about the Company for purposes of enforcing the laws and regulations they are responsible for administering. At the same time, the Company is entitled to the safeguards available to any person under investigation, including representation by legal counsel. If a government agency initiates an investigation of the Company or its employees, all employees should cooperate fully with the government representatives. Subject to criminal prosecution, the following actions are strictly prohibited:

- a. Destroying Company documents in anticipation of a request for those documents from any government agency or court;
- b. Altering any Company documents or records;
- c. Making any false or misleading statements to any government investigator (this includes routine and special investigations); or
- d. Attempting to cause another Company employee, or any other person, to withhold information from any government investigator or to provide false or misleading information.

**21. Waiver.** If an employee believes that a waiver of the Code is necessary or appropriate, including, but not limited to any potential or actual conflict of interest, or any waiver of the Company's policies or procedures, a request for a waiver and the reasons for the request must be submitted in writing to the General Counsel. An officer or director must submit the request for a waiver to the Chairman of the Audit Committee for approval by the Board of Directors.