

Brighton Cromwell Code of Business Ethics and Conduct.

1.0 Policy

1.1 We will conduct our business with honesty and integrity. We will comply with the laws and regulations of the United States and each country in which we operate, except to the extent inconsistent with U.S. law. Any real or apparent inconsistency between U.S. and international law must be referred to Brighton Cromwell legal team for resolution.

1.2 We are committed to the highest standards of ethical conduct in our dealings with our constituencies—employees, customers, partners, suppliers, and stakeholders. We will rigorously enforce compliance with our Code of Ethics.

1.3 We will communicate our standards of ethical conduct to our employees, agents, and others who represent or act for us, and will hold them accountable for their conduct.

1.4 We will promote a work environment that is positive, diverse, open, and inclusive—where employees and others can ask questions, express work-related personal concerns about ethics issues, make inquiries, or report violations without fear of retaliation.

2.0 Applicability

2.1 The Brighton Cromwell ethics and business conduct program applies to all Brighton Cromwell entities, employees, ownership, and others who represent or act for us. The program is implemented through this document.

3.0 The Brighton Cromwell Ethics Program

3.1 The business ethics and conduct program includes this document as well as references in the Brighton Cromwell Employee Employment Policies Binder (ie. Company Handbook). These program elements are described below. This program has been established to facilitate timely discovery of improper conduct in connection with Government Contracts and to ensure corrective measures are promptly instituted and carried out.

The Code and the Supplier Code

3.2 This code establishes the principles by which we maintain our commitment to

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ethical business practices. Brighton Cromwell ownership has adopted the Code. The Code will be distributed to all employees and other non-employees who represent or act for us. All employees must acknowledge that they have read, understand, and will abide by the Code. The Code, along with all company business practices, procedures, policies, risk of criminal conduct, and internal controls for ethics and compliance will be reviewed at a minimum every three years, but may be revised more frequently, for example, to reflect a change in law or regulation. A copy of this document is posted on the Brighton Cromwell website.

3.2.1 Brighton Cromwell shall exercise due diligence to prevent and detect criminal conduct and promote an organizational culture that encourages ethical conduct and a commitment to compliance with the law.

3.2.2 In the event of a suspected violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code or a violation of the civil False Claims Act, Brighton Cromwell shall timely disclose, in writing, to the appropriate authorities within the specified timeline per FAR 52.203-13.

3.2.3 Full cooperation is expected with any Government agencies responsible for audits, investigations, or corrective actions.

3.2.4 Periodic reviews shall consider the following inputs within the framework of how it applies to this document:

- Ethics
- Finance and Business Operations
- Communications
- Legal
- Human Resources
- Strategy and Business Development.

Periodic reviews shall be performed by HR and members of the Brighton Cromwell Executive Management Team and involve other staff, as necessary, to address the inputs listed above. Action Plans, if needed, will be determined and presented to Brighton Cromwell ownership for final guidance.

3.2.5 See the Employee Employment Policies Binder (ie. Company Handbook), paragraph 4.13 titled Ethical Standards for additional guidance and examples of reportable behavior such as bribes, kickbacks, gifts, etc...

3.3 The Supplier Code expresses the expectations we hold for our suppliers and mirrors the standards we set for our employees, Brighton Cromwell ownership, and other non-employees who represent or act for us. This document outlines

those expectations and policies.

3.3.1 Brighton Cromwell suppliers, except those providing exclusively commercial items as defined at FAR 2.101 are considered United States Government subcontractors and are therefore bound to the requirements of FAR 52.203-13, which this document is intended to address.

3.3.2 Suppliers wishing to make a disclosure of potential violation of the civil False Claims Act or Feder criminal law shall contact the agency Office of the Inspector General, with a copy to the Contracting Officer, if known. If feasible, contact Brighton Cromwell as early as possibly in the process.

Assignment of Responsibility

3.4 The Executive Vice President and HR Generalist manage the ethics and business conduct program and report to Brighton Cromwell ownership.

Brighton Cromwell Ownership & the Executive Leadership Team

3.5 The Brighton Cromwell Ownership & Executive Leadership Team guides the ethics and business conduct program by enabling all departments to create and foster a working environment where it is universally recognized that good ethics is good business.

Ethics Awareness Training and Business Conduct Compliance Training

3.6 All employees will receive ethics awareness and business conduct compliance training.

3.7 Ethics awareness training discusses our business conduct standards and prepares you, as a Brighton Cromwell employee, to recognize and react to situations that may require ethical decision making. It includes an ethics orientation for new employees via the company handbook and periodic awareness training. Business conduct compliance training focuses on the ethical, contractual, and legal responsibilities that apply to your job and the potential consequences of violations. It is required in areas that present substantial risk to the company. This training also helps prevent and detect criminal conduct and reinforces legal compliance.

Making Inquiries and Reporting Violations

3.8 If you are unsure what to do in a particular situation or need guidance on the Code, policies, procedures, or the law - consult your supervisor, manager, HR, Legal Counsel, or the Executive Vice President. It is recommended to obtain guidance

before acting.

3.9 If you have good reason to believe that a violation of laws, regulations, policies, procedures, or the Code has occurred, or you are asked to violate the same, you should not remain silent. You are responsible for reporting the violation or suspected violation, or any instances of significant employee misconduct, directly to your supervisor, manager, Human Resources, Legal Counsel, or other appropriate organization. If your supervisor or manager is personally involved, the violation can always be reported to HR or the Executive Vice President. Depending on the circumstances, failure to report a violation or a suspected violation may itself violate the Code.

3.10 Furthermore, other Brighton Cromwell policies and procedures require employees immediately to report information or concerns about potential violations of law, misconduct, or overpayments by the government. The reported conduct will be subject to review and possible investigation. Brighton Cromwell will disclose such matters to governmental entities when required by law or Brighton Cromwell policy.

3.11 Questions, concerns, and reports may be directed to:

Call: 973-252-4100, option 4 from main menu

E-mail: ethicsandcompliance@brightoncromwell.com

In Person: HR Generalist or Executive Vice President or Supervisor for escalation

3.12 There is never a penalty for reporting an issue in good faith. Reports are handled with the highest degree of confidentiality possible, except, for example, where disclosure is required by law, regulation, or legal process, or when it is necessary to allow investigation of the complaint.

3.13 Brighton Cromwell prohibits retaliation against anyone who makes an inquiry or reports misconduct in good faith, believing the information provided is truthful. Retaliation is unfair or inappropriate treatment against an employee for reporting misconduct, filing a complaint, assisting another in making a complaint, participating in a company internal investigation, or making an ethics-related inquiry. Brighton Cromwell will not tolerate retaliation against anyone who makes an inquiry, participates in an investigation, or reports misconduct in good faith. If you retaliate, you will be subject to disciplinary action, up to and including termination of employment. If you believe you have been the subject of retaliation, you should contact HR or the Executive Vice President.

3.14 Every Brighton Cromwell employee has all the rights and protections against

reprisals as provided by law and regulation. These rights and protections include, for example, those in [41 U.S.C. 4712](#) (implemented by [FAR 52.203-17](#), Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights), [10 U.S.C. 2409](#) (implemented in [DFARS 203.9](#), Whistleblower Protections for Contractor Employees), and [18 U.S.C. 1833\(b\)](#) (Immunity from Liability for Confidential Disclosure of a Trade Secret to the Government or in a Court Filing). Brighton Cromwell does not require employees or subcontractors seeking to report fraud, waste, or abuse to sign or comply with confidentiality agreements or statements that prohibit or otherwise restrict such employees or subcontractors from lawfully reporting such fraud, waste, or abuse to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information.

3.15 Employees are required to cooperate in internal investigations. You must never destroy or alter any documents or electronic records, lie to or mislead an investigator, or obstruct the collection of information relating to an investigation or any legal action brought on behalf of, or against, the Corporation. If you do not cooperate, or provide false, deliberately deceptive, intentionally misleading, or intentionally incomplete information, you may be subject to disciplinary action, up to and including termination of employment.

4.0 Violations

Violations of laws, regulations, policies, procedures, or this Code may result in disciplinary action, up to and including termination of employment. This includes failing to take reasonable steps to prevent or detect improper conduct

5.0 Responsibilities

Employees

5.1 Read, understand, and abide by this document.

5.2 Complete required ethics awareness training and business conduct compliance training.

5.3 Consult your supervisor, manager, Human Resources, Legal Counsel, Executive VP or the ownership if you are unsure what to do in a particular situation or for guidance on the Code, policies, procedures, or the law.

5.4 Report violations and suspected violations of laws, regulations, policies, procedures, or the Code.

Leaders

5.5 Foster a positive work environment, free from retaliation, that encourages high standards of ethical behavior.

5.6 Discuss the importance of ethics with employees and stress the need to report ethical concerns. Always seek guidance on ethical conduct when you or your employees are unsure.

5.7 Respond promptly and appropriately to employee concerns and requests for guidance on ethics issues.

5.8 Ensure your employees complete required ethics awareness and business conduct compliance training in a timely manner.

Internal Review

5.9 Internal Review periodically will assess the company, assuring compliance with this policy. When necessary, external resources may be used to ensure an independent appraisal of compliance with this policy and will report significant audit matters to ownership.

6.0 Deviations

Any deviation from this policy requires the prior approval of Brighton Cromwell ownership or designee.