

**Standards and Guidelines**  
**DOING BUSINESS WITH DAY & ZIMMERMANN**

**This document will provide information for the conduct of supplier, contractor and subcontractor personnel in performance of their work with Day & Zimmermann. It is your or your employer's responsibility to be familiar with these requirements and follow them fully.**

**To report a violation of these guidelines, you should call our Ethics hotline: (877) 319-0270. Information can be provided anonymously. For further information, please visit our website at:**

<https://dayzim.alertline.com>

## **Introduction**

We at Day & Zimmermann believe that you, your employer or the company that you represent, like our own employees, must act with honesty and integrity. Because of this, be aware that these guidelines are a contractual requirement between Day & Zimmermann and you, your employer or the company that you represent.

Also understand that although you are providing goods or services to Day & Zimmermann, or on behalf of Day & Zimmermann's clients, you are not a Day & Zimmermann employee and you should do nothing to suggest to any customer of ours or any other party that you are.

Standards and guidelines in the following broad areas of business activity are explained herein to help you understand your responsibility as a supplier, contractor or subcontractor to Day & Zimmermann or our clients and to guide you if you are faced with an ethical issue:

- Workplace Environment
- Information Reporting and Recording
- Protecting Resources
- Conflicts of Interest
- Community Relations

If, after reading this material, you believe there are potential or actual breaches of these standards or if any matter gives you concern about its legality or propriety, or if you are just not sure, contact your employer and the Day & Zimmermann toll-free help line by dialing 877-319-0270. If filed, your ethics concern will be handled in a confidential manner, consistent with any legal requirements and the need to investigate, report and correct misconduct. Anonymous reports are accepted.

There will be no retribution or reprisals for good faith reports, even if unfounded. We have zero tolerance for retaliation by anyone in Day & Zimmermann. In addition, Day & Zimmermann will not retaliate against any supplier, contractor or subcontractor personnel who disclose to governmental officials, Inspector Generals, Members of Congress, or to the Law Department or Ethics Officer, information that the person reasonably believes is evidence of waste, mismanagement, abuse of authority or violations of law related to U.S. Government contracts, grants or funds; or evidence of a substantial and specific danger to public health and safety.

If it is determined that an ethical violation has occurred, Day & Zimmermann will take appropriate action which could include disclosures to our customers or law enforcement officials or disciplinary action against individuals, ranging from verbal reprimand to termination and civil or criminal prosecution.

You are encouraged to report violations even if you are involved in the misconduct. Your voluntary report will be considered in your favor when determining appropriate discipline.

The details as to how to contact Day & Zimmermann are also set forth in the contract, subcontract or purchase order that was issued to your employer by Day & Zimmermann prior to beginning work.

Finally, as you perform under any respective Day & Zimmermann agreement, take note of the following fundamentals:

- You are never authorized to take any steps on behalf of Day & Zimmermann that may violate the law or be unethical. No one, including Day & Zimmermann's own employees, has the authority to require or approve such action.
- Your continued assignment, if you are performing as a contract worker for Day & Zimmermann, depends upon your adherence to these standards and guidelines.
- The standards and guidelines do not constitute legal advice. For that, you should look to your own or to your employer's legal counsel.
- The standards and guidelines do not cover everything you need to know about work under Day & Zimmermann's contract, subcontract or purchase order. You will need to follow the terms of that agreement and any other rules that may be established by Day & Zimmermann and you or your employer.

## WORKPLACE ENVIRONMENT

***Your behavior helps Day & Zimmermann create a safe, productive and congenial workplace.***

**STANDARD:** Day & Zimmermann is committed to providing a safe, environmentally sound workplace in which employees, suppliers, contractors and subcontractor personnel are encouraged to excel. You are responsible for delivering your best work and for following procedures that foster workplace safety, mutual respect and congeniality.

**Guideline—Safety:** A safe workplace starts with you. Learn the safety risks and hazards involved in the performance of your job and minimize those risks. Learn, understand and follow sound safety practices. Wear necessary protective gear. Part of our commitment to safety is that we are all in this together and we help one another to be safe on the job, as well as off the job. *You should understand that workplace safety is a priority requirement in the performance of your Work under Day & Zimmermann.*

**Guideline—Quality:** Do your best work and help Day & Zimmermann establish and achieve high performance standards. Correct or report defects and errors that you discover in your work, and follow (don't bypass) applicable procedures, quality checks and specifications. In providing services of any kind to Day & Zimmermann, including advice and consultation, whether technical or professional, you shall exercise the highest degree of care and provide such services with the highest and best quality.

**Guideline—Drug Free Workplace/Workforce:** Day & Zimmermann prohibits the unlawful use, sale, attempted sale, conveyance, distribution, manufacture, purchase, attempted purchase, possession, cultivation and/or transfer of drugs or inhalants, regardless of whether the individual is working on Day & Zimmermann or our customer's premises. "Illegal drugs" mean all drugs for which the use or possession is regulated or prohibited by federal, state or local law, and includes "medical marijuana" and prescription medication for which the individual does not have a valid prescription, or which is used in a manner inconsistent with the prescription.

Day & Zimmermann also strictly prohibits the use of alcohol while on the job, while on Day & Zimmermann property, while operating a Day & Zimmermann-provided vehicle and/or while representing Day & Zimmermann in any way. As a supplier, contractor or subcontractor personnel, you are prohibited from working or coming onto Day & Zimmermann premises (including vehicles) with any amount of alcohol in your system.

You must also abide by customer and/or location-specific guidelines, which may include:

- A requirement that you permit an inspection of your vehicle and personal effects when entering onto Day & Zimmermann or customer property;
- A prohibition on possessing alcohol or illegal drugs on customer property.

**Guideline—Workplace Violence:** Day & Zimmermann does not tolerate violence at any workplace. Making threatening remarks, causing physical harm to someone else, intentionally damaging someone else's property or acting aggressively or abusively in a way that causes someone else to fear injury constitutes violence.

**Guideline—Employment Practices:** Day & Zimmermann is committed to the principle of equal employment opportunity for all. It is policy to ensure that all of your employees and applicants for employment are treated without regard to their race, creed, color, religion, citizenship, national origin, age, marital status, disability status, gender, sexual orientation, military service or other characteristic protected by law. All decisions regarding employment and all other personnel actions are made or administered in accordance with these principles. The policy of Day & Zimmermann is consistent with the requirements of, and objectives set forth in, the various U.S. statutes, regulations and executive orders relating to equal employment opportunity.

**Guideline—Work Environment:** Day & Zimmermann is committed to a work environment that respects the dignity and worth of each individual. Inappropriate workplace behavior and unlawful harassment create conditions that are wholly inconsistent with this commitment. Day & Zimmermann's goal is to foster a work environment that is free from all forms of harassment, whether that harassment is because of race, gender, religion or other characteristics.

**Guideline—Environmental Protection:** Day & Zimmermann seeks to minimize any adverse impact on the environment from its operations. You shall be responsible for compliance with all applicable federal, state and local natural resource and environmental protection requirements, codes and regulations.

## INFORMATION RECORDING AND REPORTING

***Day & Zimmermann's records must be reliable. Ensure that the information you collect, record, report or approve is up-to-date and accurate.***

**STANDARD:** All Day & Zimmermann records, reports, pricing data, invoices and other business documents must be prepared accurately and honestly. The U.S. False Claims Act exacts treble damages for claims made directly or indirectly to the U. S. Government where data we know (or should know) to be inaccurate is used to obtain the contract or support the claim. False claims may also constitute criminal fraud. Be sure that any document you prepare is correct. Do not impede or mislead any auditor who is checking our records and do not make false statements to other Government officials or investigators.

**Guideline—Time and Attendance Reports:** Accurately report the time you spend on Day & Zimmermann work. Both you and your supervisors are responsible to ensure that time charges are assigned to the correct project or overhead account without regard for the remaining available budget.

**Guideline—Test/Training Records:** If you are responsible for conducting tests and recording results, record accurately the actual results of the test. Both Day & Zimmermann and its customers must be able to rely on the truthfulness and accuracy of test results and any follow-up corrective action.

**Guideline—Cost or Pricing Data:** When preparing bids or proposals that require a Cost & Pricing Certificate under the Truth in Negotiations Act, ensure that the certified data is current, accurate and complete. Any information that would affect the price negotiations must be revealed at the time we reach agreement on price.

**Guideline—Contract Costs:** Day & Zimmermann must assign costs to certain projects and overhead accounts in accordance with a Government-approved Disclosure Statement. If you record costs for Government contracts, your work must be timely, accurate and complete.

**Guideline—Records Retention:** Retain records related to Day & Zimmermann business dealings. It is unethical and unlawful to destroy, conceal, alter, or falsify Day & Zimmermann records, documents or objects for the purpose of obstructing or influencing any lawsuit or other legal, regulatory or governmental proceeding or investigation.

## PROTECTING RESOURCES

***As a supplier, contractor or subcontractor personnel, you are responsible for preserving and protecting the property, money and information of Day & Zimmermann and its customers.***

**STANDARD:** Property, money and information that belong to Day & Zimmermann or its customers must be preserved, protected and accounted for. Work should be performed efficiently, avoiding unnecessary expense, to preserve Day & Zimmermann's reputation.

**Guideline—Physical Property:** You are personally responsible for customer-furnished property used in your work. You must make sure that it is used properly, by authorized personnel, and only for the purpose intended. Day & Zimmermann property may not be used for personal benefit, or sold, loaned, given away or otherwise disposed of without proper authorization.

**Guideline—Money:** Be frugal when spending Day & Zimmermann or customer funds. Find the best value for the price, such as economical airfare and hotel accommodations. Smart spending can help avoid budget overruns.

**Guideline—Sensitive Information:** If you have access to technical, financial, commercial or personal information that is sensitive, you are responsible for safeguarding it. In most circumstances, you should not share Day & Zimmermann sensitive information with anyone outside of Day & Zimmermann. Likewise, you should request and accept sensitive information from others only if you are authorized and have a legitimate need to know. Sensitive information may concern Day & Zimmermann, its employees, customers, business partners and suppliers. Examples include employment records, internal investigations, legal matters, salary information, trade secrets, financial data, cost and pricing data, potential business relationships and transactions and strategic plans. ***You are to receive and retain all Proprietary Information of Day & Zimmermann or its clients in a safe and secure place.*** You shall use Proprietary Information solely for the purpose of performing your Services hereunder and for no other purpose whatsoever.

**Guideline—Intellectual Property:** You must not infringe on the patents, trademarks and copyrights of others. You should not use another company's trademark without that company's permission. You should not copy or redistribute copyrighted materials without the permission of the copyright owner.

**Guideline—Classified or Sensitive but Unclassified Information:** You are required to safeguard U.S. Government classified information and sensitive but unclassified information in accordance with Day & Zimmermann-issued directives and Government rules, such as the National Industrial Security Program Operating Manual and U.S. Export Control laws. Technical data controlled by the International Traffic in Arms Regulation (ITAR) must be handled in accordance with that regulation and Day & Zimmermann policies. The responsibility to protect classified information and ITAR technical data will continue after you leave your company. You must return documents or electronic files containing such information to Day & Zimmermann as required before you leave.

**Guideline—Information Security:** Inappropriate use of information technology resources can affect the security of those resources. As a result, every supplier, contractor and subcontractor personnel has a direct impact on the overall health and security of your own company's information technology resources.

Installing unauthorized software, responding to requests by unknown or unauthorized people via email or even speaking about your company's business on social media can have far-reaching effects, some of which may have the potential to affect your relationship with Day & Zimmermann.

## CONFLICTS OF INTEREST

***Conflicts of interest arise when, as a result of financial interests or gifts or the prospect of other gains or favors (outside of those conferred by legitimate contract performance), obligations of loyalty, fairness, impartiality or objectivity appear to have been undermined or divided. You should use common sense to identify and avoid apparent conflicts of interest.***

**STANDARD:** When you are seeking or performing work for Day & Zimmermann, you may not seek personal financial gain for your relatives or yourself outside of Day & Zimmermann-provided compensation. You must not corrupt a customer, vendor or supplier (or any of their employees or relatives) by offering improper rewards or kickbacks for favoring Day & Zimmermann. Avoid actions or relationships that create the appearance of a conflict of interest, even if there is no actual conflict.

**Guideline—Offering Bribes, Kickbacks or Favors/Gratuities:** Companies working on behalf of Day and Zimmermann or its customers shall not, at any time, take any action which violates, and shall at all times comply with, any and all applicable laws, rules and regulations of the United States of America (including, without limitation, the Export Administration Act of 1979, as amended, and the Foreign Corrupt Practices Act of 1977, as amended).

Do not offer a customer, vendor or supplier a bribe, kickback or personal favor in order to win work or favorable treatment for Day & Zimmermann. Reasonable meals and entertainment, and small, inexpensive gifts may be exchanged with commercial business contacts, but you must ensure that the exchange is not given to secure improper favors for Day & Zimmermann.

**Guideline—Personal Gain:** You may not receive personal gain, beyond your compensation, from situations or knowledge that result from your employment as a Day & Zimmermann supplier, contractor or subcontractor, either directly or indirectly through family or friends. For instance, you may not accept gifts, meals, transportation, entertainment or other benefits from a vendor to Day & Zimmermann that might suggest that the vendor is seeking favorable treatment. Do not buy or sell any securities based on non-public information that came to you through your job. Do not accept loans or loan guarantees from suppliers, customers or competitors.

**Guideline—Loyalties to a Customer, Supplier or a Competitor:** Until you complete the work, you agree not to communicate directly with Day & Zimmermann's client representatives unless otherwise agreed to by Day and Zimmermann. You must disclose any relationship with an outside entity that could impact your work with Day & Zimmermann. The types of relationships that you are required to disclose include, but are not limited to, relationship as an owner, part owner, employee, consultant, as well as family and close personal relationships with customers, suppliers, competitors and those who own and manage them.

**Guideline—Organizational Conflicts of Interest:** Where Day & Zimmermann pursues new business with the U.S. Government, and has an unfair competitive advantage because of one of the following scenarios, Day & Zimmermann may be subject to an Organizational Conflict of Interest (OCI) that will either disqualify it from the new work or that will need to be disclosed to the Government and mitigated in an acceptable manner.

- 1) Impaired Objectivity - Day & Zimmermann has a financial interest that could be affected by its performance of the new work (e.g., the new work would evaluate the performance of a Day & Zimmermann affiliate and thus the impartiality of that advice could be called into question).

- 2) Unequal Access to Information – As a result of work for the Government on unrelated contracts, Day & Zimmermann has access to procurement-sensitive data furnished by the Government or others that would not be available to other bidders for the new work.
- 3) Biased Ground Rules – Day & Zimmermann was involved in writing a specification that favors its own products.

Potential OCIs that could affect your business with Day & Zimmermann should be immediately brought to our attention.

**Guideline—Procurement Integrity:** Both commercial and government procurements must rely on fair and equal competition. If you are involved in proposals, bids preparation or contract negotiations, you must be certain that all statements, communications and representations to prospective customers and suppliers are accurate and truthful.

If you are involved in U.S. Government procurement, the provisions of the Procurement Integrity Act apply and you must not ask for or accept any unauthorized contractor bid, proposal information or source selection information that is not available to all competitors. It is important to avoid even the appearance of unfair advantage.

**Guideline—Current and Former Government Employees:** Procurement officials and certain other U.S. Government officers and employees are subject to restrictions on who they may work for and what they may do in the private sector for a period of time after they leave Government employment. Some must disclose to their Government supervisors any employment discussions with private employers and recuse themselves from participation in procurements involving such employers. Before you discuss potential employment, or a consulting or representational relationship with a present or former Government employee (or with members of their immediate families), for business that affects a Day & Zimmermann contract, please immediately contact us.

## COMMUNITY RELATIONS

***Relations with customers, competitors, suppliers, agents and other business associates are to be conducted in a manner that is above reproach.***

**STANDARD:** Day & Zimmermann operates within larger social, economic and political communities. Day & Zimmermann employees and representatives including our suppliers, contractors and subcontractor personnel are encouraged to contribute and required to abide by the laws of those communities. Please recall that to those communities, you *are* Day & Zimmermann.

**Guideline—Compliance with Laws and Regulations:** You are expected to perform all of your duties on behalf of Day & Zimmermann in compliance with applicable laws, regulations and Day & Zimmermann requirements. If you perform work internationally, you will be subject to the laws and regulations of the countries in which you do business. Before accepting an international assignment or new international work, review Day & Zimmermann requirements and contact us should you have questions or concerns about applicable legal or regulatory requirements.

**Guideline—Customer, Subcontractor, Supplier, and Agent Relations:** In all of your business dealings with your own customers, subcontractors, suppliers and agents, learn and honor established norms of business ethics. If you are unsure whether a proposed action is ethically right or wrong, raise the issue and seek guidance.

**Guideline—Competitor Relations:** Day & Zimmermann honors laws that protect and foster fair and open competition, such as anti-trust and unfair competition laws.

While general guidance on antitrust principles is provided below, please contact your Law Department with specific questions. It is always an anti-trust violation to collude with a competitor explicitly or tacitly to:

- Agree on prices
- Agree to insist upon other terms of sale
- Allocate or divide up customers or markets
- Agree on production limits
- Agree on or rig competing bids

Requirements contracts, customer or supplier boycotts, exclusive deal arrangements, and tying or bundling for sale different products and services may, depending upon the circumstances, violate anti-trust laws.

Avoid discussing competition-sensitive issues concerning Day & Zimmermann with a competitor. When discussing lawful joint ventures and teaming arrangements with competitors, limit discussions to permissible subjects. When attending trade association events and other meetings where competitors will be present, do not let conversations stray.

Also, avoid unfair competitive practices such as:

- Attempting to control or monopolize markets
- Defaming or lying about a competitor's business, products or services
- Inducing a customer to fail to honor a contract with a competitor
- Intentionally misrepresenting or concealing information about Day & Zimmermann products and services, or making deceptive, misleading or false statements or claims about them that have no factual basis
- Industrial spying, or improperly accepting or using a competitor's trade secrets
- Bribing a customer's agents and employees

**Guideline—Exports, Import and International Trade:** The U.S. Government and many foreign countries have laws that govern the export and import of certain products and services as well as any associated technical data. You are expected to know all applicable U.S. and host country laws and regulations, including host country laws and regulations concerning the importation of labor and materials, taxes or otherwise bearing on the performance of the work. You are required to strictly comply with all export and import laws that govern the transfer between countries of products, services and technical data. Exporting and importing such items without proper approvals may have severe business consequences.

In addition, the U.S. Government imposes trade restrictions that prohibit Day & Zimmermann from engaging in certain business activities in specific countries and with specific individuals and entities. You may not obligate Day & Zimmermann to engage in any business activities contrary to these restrictions.

The U.S. Government also has laws that prohibit Day & Zimmermann from participating in or supporting restrictive international trade practices or boycotts that are not sanctioned by the U.S. Government. Any request to engage in such restrictive practices should be reported to your Law Department.

**Guideline—Anti-Corruption:** Day & Zimmermann and its suppliers, contractors and subcontractor personnel will comply fully with the Foreign Corrupt Practices Act (FCPA). This law limits what may be given to or what may be done for foreign officials, both directly and indirectly. We are also committed to complying with the United Kingdom Bribery Act and other anti-corruption laws and regulations of the countries where we conduct our business.

Day & Zimmermann does not provide or offer to provide anything of value, including cash, to a foreign Government official, foreign political candidate or foreign political party, in order to obtain or retain business. It is also against Day & Zimmermann policy to make facilitation or “grease” payments in order to expedite or secure routine governmental functions, including, but not limited to, the issuance or processing of permits, licenses, registrations, visas, other official documents or approvals, scheduling appointments, clearing goods through customs and obtaining municipal services.

Day & Zimmermann suppliers, contractors and subcontractor personnel working under or for our company are also prohibited from making any facilitation payments on Day & Zimmermann’s behalf or that would benefit our company. Facilitation payments must be authorized by the Law Department in certain circumstances such as safety and protection of life.

We have zero tolerance for corruption. Any violation of this policy by an employee or agent of Day & Zimmermann may lead to disciplinary action, including termination of employment or contract.

**Guideline—Human Rights:** Day & Zimmermann is committed to the principles of protecting and advancing human rights in all of our operations. We promote respect for human rights through our own actions and by abiding by the fundamental principles of human rights, such as those set forth in the United Nations Universal Declaration of Human Rights, the Voluntary Principles on Security and Human Rights, and the United Nations Guiding Principles on Business and Human Rights. We have ZERO tolerance for human trafficking, including the use of forced labor and child labor.

We respect the customs, labor practices and laws of the countries in which we operate. At the same time, we are mindful that our example can elevate the principles of others in the markets where we do business and can promote the protection of human rights through our actions and commitment to our principles. We carefully evaluate each country and community in which we operate in order to protect our employees and other stakeholders, to avoid or mitigate any adverse impact on human rights relating to our operations, and to ensure we can do business while maintaining our own standards.

**Guideline—Marketing and Other Public Communications:** If you advertise, market or sell Day & Zimmermann’s services or products, do so honestly. Do not belittle a competitor or make unfounded claims about Day & Zimmermann’s experience or products. If someone asks about Day & Zimmermann or its business, answer accurately, or refer the person to someone who can. *You may not represent that you are associated with Day & Zimmermann for your own promotional purposes without the express prior written permission of Day & Zimmermann.*

**Guideline—Responding to Investigations and Legal Action:** Day & Zimmermann’s response to Government audits and investigations, and to lawsuits and other legal proceedings, are carefully reviewed and approved by our Law Department. When an investigation or legal proceeding that involves Day & Zimmermann is underway, you may receive notice from our Law Department that records related to it are to be preserved.

You must not destroy or alter any documents or electronic records related to such investigations or proceedings, and you may not lie to or mislead or seek to obstruct the work of any Government or Day & Zimmermann investigator or auditor.

**Guideline—Political Activity:** Political and civic activities are a personal choice. If you speak out on public issues, do not state or imply that you are speaking for Day & Zimmermann.