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Approved By:	Approved By:		
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1. POLICY STATEMENT.

The Vectrus values of integrity, respect, and responsibility, are the foundation for the way Vectrus conducts business. In line with the vision and values, corruption is never permitted. Vectrus has a zero tolerance policy for corruption and bribery and all employees and partners are expected to adhere to all applicable anti-corruption laws and regulations, which include the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and similar laws in the countries where we operate. Specifically, employees and partners must not:

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

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

2. APPLIES TO.

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

3. DEFINITIONS.

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

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joint venture or any other type of Third Party retained by Vectrus who interacts with non-U.S. government officials and/or non-U.S. commercial customers.

e. U.S. Government Officials includes any person working for a local, municipal, state, or federal government agency, entity, or body (including executive, legislative, judicial, and regulatory agencies/bodies) in the United States.

f. Non-U.S. Government Official includes:

- Non-U.S. government official (includes municipal, provincial, central, federal, or any other level of government),
- Officer or employee of a foreign (non-U.S.) government or any department, agency, ministry, or instrumentality thereof (includes executive, legislative, judicial, and regulatory agencies/departments),
- Person acting in an official capacity on behalf of a foreign (non-U.S.) government or any department, agency, ministry, or instrumentality thereof,
- Officer or employee of a company or business owned or controlled in whole or in part by a foreign (non-U.S.) government (“state owned enterprise”),
- Officer or employee of a public international organization such as the United Nations or the World Bank,
- Member of a royal family,
- Non-U.S. political party, member, or official thereof,
- Candidate for foreign (non-U.S.) political office,
- Elected officials of foreign (non-U.S.) countries, civil servants and military personnel, and
- Children, spouses, or other close relatives of non-U.S. Officials.

g. Anything of Value includes cash and cash equivalents to include anything the recipient would find interesting or useful and is not limited to tangible items or economic value. Includes, but is not limited to:

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

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h. Routine Governmental Action. A “routine governmental action” is one that is ordinarily and commonly performed by a non-U.S. Official where Vectrus is as a legal matter entitled to the action in question; and the non-U.S. Official has no discretion as to whether or not to perform the action in question. The term includes:

- Obtaining permits, licenses or other official documents to qualify a person to do business in a foreign (non-U.S.) country;
- Expediting lawful customs clearances;
- Obtaining the issuance of entry, work, or exit visas;
- Providing police protection, mail pick-up and delivery; or scheduling inspections associated with contract performance or inspections related to the transit of goods across country; and
- Providing telephone service, power and water supply, unloading cargo and protecting perishables products and commodities from deterioration.

4. ROLES AND RESPONSIBILITIES.

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

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

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

b. Vectrus CEO and President. The Vectrus CEO and President is responsible for assigning responsibility at all levels and insuring adequate resources and authority of the Anti-Corruption Program.

c. SVP, Programs, Department VPs, and Program Managers. Management is responsible for the full implementation of this Policy and in particular for:

- (1) Incorporating this policy in local policies and procedures;
- (2) Fostering an open environment for employees to discuss possible violations of this policy;
- (3) Confirming that contractual and financial / accounting records, gifts and entertainment registers, and appropriate controls align to these policy requirements;
- (4) Informing employees about the requirements set out in this policy and insuring selected higher risk employees complete periodic training on anti-corruption;

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

(6) Tracking compliance with this policy and applicable laws and regulations;
and

(7) Taking appropriate action when breaches of this policy are identified.

d. Department VPs are responsible for:

(1) Acquainting themselves with the legal standards and restrictions applicable to their assigned duties including, where applicable, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, the standards of the employee's country of origin and the standards of the country where work is performed, and to conduct business in concert with those standards.

(2) Establishing and maintaining Anti-Corruption policies, procedures, and conducting assessments in their areas of responsibility. In particular, Business Development, Contracts, Finance, Legal, Communications, and Human Resources have specialized responsibilities within the Anti-Corruption Program.

(3) Conducting functional technical training of employees in their areas of responsibility.

(4) Confirming that contractual and financial / accounting records, gifts and entertainment registers, and appropriate controls align to these policy requirements;

e. The Legal Department is responsible for:

(1) Ensuring records are kept of circumstances where a Third Party has requested a bribe or facilitation payment or otherwise indicated that a bribe or facilitation payment should be paid;

(2) Reporting substantiated anti-corruption allegations to the appropriate U.S. Government authorities (OIG, SEC, etc.);

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

(4) Approving, in writing, any exceptions to this policy; and

(5) Monitoring implementation of and compliance with this policy.

f. Ethics and Compliance is responsible for:

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- (1) Overseeing the overall Anti-Corruption Program;
- (2) Briefing the Vectrus CEO and President on a quarterly basis on the status of the Anti-Corruption Program;
- (3) Conducting periodic Anti-Corruption annual risk assessments;
- (4) Conducting investigations of potential violations of Anti-Corruption laws, regulations, and policies on behalf of the Ethics and Compliance Review Board.
- (5) Monitoring implementation of and compliance with this policy.

g. Employees are responsible for:

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

5. POLICY.

At Vectrus, corruption and bribery are never permitted, regardless of whether you are dealing with a government or commercial customer or employee. We compete on the merits and not through bribes, kickbacks, improper payments or other undue influence of any kind. All Vectrus employees, agents, representatives, consultants and any other type of Third Party must follow national legal and ethical standards including all applicable anti-corruption laws and regulations in every country in which we do business, including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and similar anti-corruption laws worldwide.

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

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

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

a. Bribery of Government Officials – directly or indirectly (through an agent, any type of Third Party, relative or other person) offer, authorize, promise, or give bribes, kickbacks, payoffs, or other payments or transfers of anything of value to any U.S. or foreign (non-U.S.) government officials for the purpose of obtaining or retaining business or securing any improper advantage;

b. Commercial Bribery – directly or indirectly offer, authorize, promise, or give bribes, kickbacks, payoffs, or other payments or transfers of anything of value to commercial (non-government) customers for the purpose of obtaining or retaining business or securing any improper advantage; or

c. Taking Bribes and Kickbacks – directly or indirectly request, agree to receive, or accept kickbacks, payoffs or other payments or transfers of anything of value in connection with business.

6. USE OF THIRD-PARTIES AND BUSINESS PARTNERS.

Improper payments made on behalf of Vectrus by third-parties such as agents, consultants, intermediaries, distributors, and joint venture, consortium, teaming and other project partners are strictly prohibited. No one shall ever be used as an instrument to make improper payments in connection with Vectrus business. Vectrus cannot do indirectly what it is prohibited from doing directly. Appropriate due diligence must be performed by Vectrus before engaging any Third Party, including enhanced due diligence for Third Parties who will have contact with foreign (non-U.S.) government customers and other government employees and officials on behalf of Vectrus.

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

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

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

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

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(2) Include anti-corruption provisions.

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

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

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

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

7. DUE DILIGENCE REQUIREMENTS.

The actions of third party business partners can be considered actions of Vectrus and therefore their actions can implicate U.S. legally and affect our reputation. Therefore, Vectrus will conduct due diligence on Third Parties. The minimum level of due diligence required will be based upon risk categorization of the third party using Vectrus' internal risk assessment systems. Enhanced due diligence screening as defined below is required for any third party rated as low, medium, or high risk determined by the Vectrus' Third Party Anti-Corruption Risk Determination.

- a. Due diligence for Low Risk Third Parties** consists of:
 - Designated employees conduct screening of the party using a commercial third party due diligence and risk management screening provider.
Third Party completion of the annual Anti-Corruption compliance certification.
- b. Due diligence for Medium Risk Third Parties** consists of:
 - Third Party completion of the annual Anti-Corruption compliance certification.
 - Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
 - The assigned Vectrus HQ Contracts Department personnel conducting a more thorough commercial third party due diligence and risk management screening provider screening of the company and subsidiary names, names of directors, officers, owners, and principals based upon the information contained in the Anti-Corruption Addendum.
- c. Due diligence for High Risk Third Parties** consists of:
 - Due Diligence investigation conducted by an enhanced outside due diligence provider.
 - Use of the Third Party must be approved by the Vectrus Chief Legal Officer after receipt of report from enhanced due diligence provider.
 - Third Party completion of the Anti-Corruption Addendum to the Annual Supplier Certification.
 - Third Party completion of the annual Anti-Corruption compliance certification.

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8. FACILITATING PAYMENTS.

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

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

There are two exceptions to this general prohibition:

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

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

- (1) The name and title of the non-U.S. Official(s)
- (2) The names and titles of the Vectrus employees submitting the request to provide the facilitating payment
- (3) The value of the facilitating payment both in U.S. dollars and local currency
- (4) A detailed description of the routine governmental action sought to be expedited or secured by the facilitating payment
- (5) The Legal Department shall determine whether the requested payment is permissible and in accordance with the FCPA, other relevant anti-corruption laws, and the local law of the country in which the non-U.S. Official is located.

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

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

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

9. CHARITABLE DONATIONS, CONTRIBUTIONS, AND SPONSORSHIPS

Charitable contributions or donations and sponsorships shall be made in accordance with Vectrus, POLICY CM 1.4 BUSINESS COURTESIES, DONATIONS, ENTERTAINMENT, GIFTS, AND SPONSORSHIPS and other Vectrus Policies.

10. POLITICAL CONTRIBUTIONS.

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

11. USE OF VECTRUS FUNDS AND ASSETS AND MAINTENANCE OF A SYSTEM OF INTERNAL CONTROLS.

a. All Vectrus employees must promptly and accurately account for all expenditures made to, for the benefit of, or on behalf of a non-U.S. Official in the Vectrus books and records. Approved expenditures must be made and recorded on the basis of adequate supporting documentation, for the purpose described by the documents supporting the payment, and in accordance with appropriate Vectrus accounting procedures. For further information on the approval and reporting requirements for these expenditures, consult corporate financial policies.

b. Unless otherwise approved in writing by the Vectrus Legal Department, all payments for products or services must be paid:

- (1) In the name of the third-party named as a party in the signed agreement.
- (2) In the location where products or services were performed, unless an out-of-country payment is approved in advance by the Vectrus Assistant Controller after appropriate diligence and legal review.
- (3) In local currency. No cash payments may be made without the prior approval of the Vectrus Assistant Controller.
- (4) By bank check or wire transfer.

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c. SVP Programs, Program Managers, and Department VPS are responsible for having in place appropriate controls for corporate funds and assets. Vectrus funds and assets shall only be used for lawful and proper purposes. No Vectrus fund or asset shall be used unless the stated purpose is the actual purpose of the expenditure and unless the use is authorized in writing, if authorization is required. Vectrus will not have any undisclosed or unrecorded fund or asset. No false entries shall be made in any records.

d. Programs VP, Program Managers, and Department VPs/Directors shall maintain an adequate system of internal controls which provides reasonable assurance that: assets are safeguarded; transactions are executed in accordance with management's authorization and properly recorded; financial records are accurate; and violations are detected and corrected.

12. TRAINING.

Training is the foundation of any successful Anti-Corruption Program. All Vectrus employees regardless of location will receive annual training on the Vectrus Code of Conduct that includes a section of training on anti-corruption. Vectrus Corporate Board members and employees who are involved in or supervise employees involved in business development, finance, purchasing, procurement and government contracts, compliance, and any others who have or may have contact with foreign (non-U.S.) officials must participate in anti-corruption training tailored to their duties on an annual basis.

13. REPORTING ALLEGATIONS OF CORRUPTION AND RELATED CONDUCT.

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

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

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

15. ASSISTANCE.

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

—End of Policy—