

Code of Business Ethics and Conduct

Effective January 2022

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PREFACE

Kitware prides itself on the high standards of excellence embodied by our operating principles. Kitware expects employees and suppliers to personify these ideals in their dealing with persons both inside and outside the company. The purpose of this policy is to provide guidelines for the professional, ethical, legal and socially responsible behavior expected of each Kitware employee, consultant and supplier.

It is not practical for this policy to cover every situation that may arise. If an employee has a question, they should ask for clarification and direction from their manager or company management. In circumstances where consulting with an appropriate person in the company is not possible, the employee should use common sense and good judgment. Employees should always, however, inform their manager and compliance@kitware.com of any concerns, issues or violations regarding Kitware's operating principles. No one will be penalized for reporting issues, violations, or concerns.

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Kitware Mission Statement

Our mission is to develop and deliver cutting-edge software products and services utilizing advanced software quality methods and technologies. By understanding customer requirements, employing top researchers, and utilizing a test-driven quality management system we are able to produce high-quality, advanced software products including: the development of turn-key, end-user applications; creation of customized applications and algorithms for clients; porting and extending our open-source tools to specialized platforms; and the support of our open source software tools with documentation, professional consulting services and software training.

Preamble and Statement of Intent

Kitware provides products and services to our customers that impact their security, operations, reputation and performance. As such it is crucial that we provide these services in the most trustworthy and ethical manner practical. We therefore comply with all laws, regulations and contract schedules, terms and conditions.

Kitware Core Values represent who we are and provide, without question, the standard of behavior by which we conduct business. These values are the heart, soul, and character of Kitware. Our Code embodies the vision of our company founders and encompasses the values that have been and will continue to be vital to the future success of the Company. Our Core Values represent how we treat each other, how we deal with our customers, how we respond to our stakeholders, and how we hold each other and ourselves accountable.

Core Values

Honesty and Integrity

- Be truthful, accurate and straightforward.
- Maintain consistency between the principles set forth in this code of Conduct and your behavior.

Fairness

- Endeavor to be reasonable, open-minded, impartial, even-handed, and nondiscriminatory in all your dealings.
- Genuinely partner and actively collaborate within and outside the Company.
- Maintain, without deviation, an attitude of sincerity, tolerance, consideration, and assistance towards others, regardless of position.

Accountability and Reliability

- Accept responsibility for your own actions or inactions and for those whom you supervise and take constructive steps to correct any mistakes or defects in your work.
- Promote teamwork by holding each other accountable and rejecting behaviors inconsistent with this Code of Conduct.
- Only make realistic commitments and follow-through on those commitments.
- Be prompt and responsive in business dealings within and outside the company.

Pursuit of Excellence

- Consistently apply diligence, perseverance, attention to detail, and good work habits to assure quality projects, products and excellent customer service.
- Build capabilities through continuous learning, coaching, mentoring and teaching.
- Never accept complacency or indifference but remain flexible and open to possibilities.

Social Responsibility

- Strive to make a positive impact in our communities and the world.
- Strive to make a positive effort to preserve our natural environment.
- Show consideration for the safety and welfare of others.

Ethical Performance, Behavior, and Standards

Expectation

Kitware values its employees; they are the first line of contact between Kitware and our customers. Their performance drives the customer's perception of Kitware as a valued contractor and member of the community.

Scope of Policy

The Kitware Code of Business Ethics and Conduct applies to all Kitware Subsidiaries, Employees, and Consultants.

Time Reporting

Kitware is required to maintain accurate records of each employee's time worked. To properly account for each employee's time, we must assure that our timekeeping procedure is accurate. Falsification of time records constitutes grounds for immediate dismissal and/or criminal/civil prosecution under the Federal False Claims Act. See the [Time Charging Policy](#) for procedures.

ACTION REQUIRED: If you suspect or know of inaccuracies in time keeping, notify the Compliance Team immediately.

Disciplinary Action for Falsifying Time Records

Each employee is personally accountable for understanding and following this policy. Because of the importance of proper timekeeping, intentionally falsifying timesheets with the intent to defraud will result in immediate dismissal. In addition to company actions, intentionally falsifying time records is a violation of the False Claims Act, which carries penalties of fines, imprisonment, or both.

Kitware Facilities

Solicitation

Solicitation for causes is permitted in Kitware facilities with management's approval. Gambling, selling chances or conducting a lottery is not permitted.

ACTION REQUIRED: Seek guidance and permission from your manager if you are uncertain whether soliciting for a particular cause is permitted. If you are asked to participate in a cause by someone else, understand that you are never required to do so.

Kitware Identification Badge

You will be provided an identification badge by the Office Administration Team which you are required to produce when asked while on Kitware premises. More details regarding badges can be found in the [Visitor and Office Access Policy](#), [Export Control Policy](#), and [CUI Physical Protection Policy](#).

ACTION REQUIRED: Report lost badges to the Security team immediately. If you discover any unknown person in Kitware facilities and they cannot produce a Kitware issued Identification Badge and cannot justify their visit then report immediately to management. If a member of management is not available then contact the local police.

Facility Use and Information Technology Services

Kitware facilities, Information Technology services, and equipment are made available for business use. IT services are tools to be used for business-related purposes, i.e., to communicate with customers and suppliers, to research relevant topics, obtain useful business information and conduct daily business activities. Improper use of Kitware provided IT services wastes time and can create legal liability and embarrassment for both Kitware and the employee.

Kitware employees may use company resources for management approved activities and limited personal use when the use of such systems does not involve illegal activity and does not interfere with or degrade system or business performance. The use of such equipment or services is allowed only under the direct supervision of each Kitware employee, who then assumes responsibility for such equipment. Users are responsible to assure IT services are used in accordance with company policy guidelines, and reasonable measures are taken to prevent loss or damage of computer information and equipment. See Kitware's [Technology Control Plan](#) and the [Employee Handbook](#) for additional guidance.

ACTION REQUIRED: If you observe or suspect misuse of Kitware facilities, IT services or equipment notify your Manager and the Chief Technology Officer (CTO).

Drug Use

A negative relationship exists between being under the influence of drugs or alcohol and the ability to perform a job with regard to judgment, interpersonal relationships and the utilization of skills. The use of illegal drugs or alcohol abuse by an employee indicates less than complete reliability, stability and good judgment. For these reasons, and to comply with government policies, Kitware maintains a drug-free workplace.

It is a violation of Kitware policy to use, possess, sell, trade, and/or offer for sale illegal drugs or intoxicants. See the [Employee Handbook](#) for further guidance on Kitware's Drug Free Workforce Policy.

ACTION REQUIRED: If you observe or suspect drug or alcohol abuse notify your manager or HR. Employees seeking guidance on how to locate resources that can provide assistance are encouraged to notify HR or your manager.

Anti-Harassment

As addressed by Kitware's [Anti-Harassment Policy](#), Harassment of employees is strictly prohibited. Further, Kitware is committed to maintaining a workplace free from sexual harassment as this is a form of workplace discrimination. Kitware has a zero-tolerance policy for any form of sexual harassment.

Workplace Violence

Workplace violence, defined as behavior in which an employee or visitor to the workplace inflicts or threatens to inflict serious harm, injury or death to others at the workplace or intentional damage to property, is prohibited and will not be tolerated. See Kitware's [Employee Handbook](#) for the Workplace Violence Prevention policy.

ACTION REQUIRED: If you observe or suspect behavior is in violation of this policy then notify HR or your manager. In situations that may pose imminent danger, such as a credible threat of violence, employees should immediately notify the appropriate authorities by calling 9-1-1. Employees seeking guidance on how to locate resources that can provide assistance are encouraged to notify HR.

Conflict of Interest (COI)

Our actions must always be above suspicion and taken with a view as to how they may be perceived. Our ultimate goal is to maintain our customers' and business partners' confidence in our ability and integrity.

Gift Policy

Business entertainment and small business courtesies can build goodwill and are a part of normal business relations. However, the giving and receiving of gifts to or from customers, subcontractors, consultants and vendors can create a perception of conflict of interest that can undermine the integrity of our business relationships, and are subject to potential abuse. This section of the Code of Conduct covers our Policy over Gift Giving and Gift Receiving.

What is a gift?

A "Gift" means anything of value, including, but not limited to, meals, lodging, loans, cash, favorable terms or discounts on any product or service, services, equipment, prizes, products, transportation, use of vehicles, vacation or other facilities, stocks or other securities, home improvements, tickets, discount

cards, memberships and employment or consulting relationships. The potential list is endless; these are just examples. Gifts to any family member or relative, including, but not limited to payments to a family member or relative or employment of a family member or relative, are deemed Gifts received by you, the employee.

A Gift does not include:

- Sponsorships, scholarships, or donations to people or entities that are not customers, vendors, employees, or subcontractors of Kitware. These types of financial bestowments are acceptable and not prohibited by this policy.
- Discounts offered to or from Kitware in the standard course of business.

Guidelines

The following guidelines are intended to assist employees in determining the appropriateness of various kinds of Gifts. Gifts fall into two categories: “Appropriate” and “Inappropriate”.

Appropriate Gifts

Accepting or offering social amenities or business courtesies with aggregate values of less than \$100 can, in appropriate circumstances, create goodwill and enhance business relationships. Using good judgment and moderation, occasionally exchanging Gifts or entertainment of nominal value with employees of a non-governmental entity is appropriate.

Considerations

In determining whether a Gift is appropriate, the employee should consider the following:

- Whether the Gift or entertainment would likely influence the employee’s or business partner’s objectivity (i.e, Gifts that would influence an employee or business partner’s objectivity are inappropriate).
- Whether there is a substantial business purpose for accepting the Gift.
 - The gift is appropriate if business will be discussed as part of the event. For example, attending a dinner, where the primary purpose is to discuss future work would be appropriate, but attending a professional baseball game during which business *may* be discussed, is not appropriate.
- Whether the gift would create an appearance of impropriety.
 - Two things to consider here is how the gift will be perceived by other employees and how the gift will be perceived by those outside the company. An example of a gift that would be perceived as improper would be cash in any amount. Examples of gifts that would likely be perceived as proper are nominally valued items provided as common business courtesies, such as a cup of coffee and items with the customer’s logo.

Gifts to All Employees

Kitware will occasionally receive a perishable gift from a vendor or a thankful client, such as flowers or food baskets, for sharing with all of the company employees. To be accepted, the gift should be reasonable. These food gifts will be placed in a common area (such as the office kitchen) for all employees to access and partake in.

Inappropriate Gifts

Other types of favors, Gifts and entertainment are never permissible, and no one can accept or approve these Gifts, regardless of value. Employees and employee family members, may never engage in the following activities in connection with the employee's work at Kitware:

- Offer to accept favors, Gifts or entertainment that would be illegal, including but not limited to, bribes, kickbacks and similar matters.
- Offer, accept or request anything as part of an agreement to do anything in return for favors, Gifts or entertainment.

Gifts and Entertainment to Public Sector/Government Officials

It is very important that when working with any public sector official – regardless of location, department or agency, and including but not limited to government-controlled organizations – that you know the specific rules related to giving and receiving of favors, Gifts and entertainment to that official. No employee may give or receive a Gift to a public sector employee without the prior approval of Kitware's General Counsel. In all cases, the exchange of Gifts must be conducted so there is no appearance of impropriety. Gifts may only be given in accordance with all applicable laws, including but not limited to the U.S. Foreign Corrupt Practices Act.

Personal Interests

In performance of duties, employees will not engage in any personal business or retain any direct or indirect financial interest that places them in a position where there is a conflict of interest between their private interests and the interests of Kitware or in the discharge of their duties under government contracts. Violations have resulted in determinations of ineligibility for award of Government contracts. Particular care must be exercised in hiring of family members of current Government employees. All employees are required to comply with Kitware's [Conflict of Interest Policy](#).

Kickbacks

The Anti-Kickback Act prohibits any person from providing, attempting to provide, or offering to provide gratuities to subcontractors or consultants. It also prohibits the soliciting, accepting, or attempting to accept any kickback. The term "kickback" means: "money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly, to any prime contractor, prime contractor employee, subcontractor, consultant, or subcontractor/consultant employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or in connection with a subcontract relating to a prime contract." What is perfectly acceptable in the commercial environment may constitute a violation in the area of government contracts.

Soliciting, accepting, or attempting to accept any money, fee, commission, or other compensation, or any credit, gift, gratuity, or other item of value, provided, directly or indirectly, for the purpose of improperly obtaining or rewarding favorable treatment in connection with a subcontract under a United States Government contract is a violation of Federal Law. The maximum statutory penalty for a willful violation is ten (10) years imprisonment and a \$1,000,000 fine. As a matter of Kitware policy, offending employees will be terminated. In addition, our policy is that all offers of any such kickbacks must be reported to Leadership and the Compliance Team.

Responsibility

All employees must reflect the highest degree of integrity, honesty and professional standards. If doubt exists with regard to any action or activity, it is the responsibility of the employee to seek clarification prior to engaging in such action.

Disciplinary Action

Violation of this policy as outlined above, may result in disciplinary action, including but not limited to termination of employment depending on the severity of the violation. The offering or accepting of kickbacks can also result in criminal action and civil fines.

ACTION REQUIRED: COI violations should be reported to your Manager and Compliance.

Procurement

Kitware strictly avoids any situation that gives rise to an impropriety or the appearance of an impropriety in contract relationships. All actions must be above suspicion and in consideration of perceptions. Our goal is to maintain the customer's confidence in our ability and to maintain the integrity of our reputation. See Kitware's [Procurement Integrity Policy](#).

Source Information and Data

Extra care must be taken to avoid situations where the recipients of government source information that is generally unknown to the general public would place Kitware in a competitive advantage in future competitive solicitation by the government. Such information includes government acquisition plans, source selection plans, cost estimates, estimates of other competitors, and other data generally not releasable to the general public or the premature release of data prior to receipt by all competitors.

Particular care must be exercised to readily identify such source information, and if offered to any employee from any source, Kitware requires the submission of a complete report to your Manager and through supervisory channels.

Standards of Conduct

Kitware's [Conflict of Interest Policy](#) is in compliance with federal acquisition guidelines (FAR). This policy applies to all personnel assigned to projects involving: contracts with suppliers or potential suppliers, including consultants; direct or indirect participation in the selection of suppliers, evaluation of their material, properties, or services; or the awarding of (or having the potential to influence the awarding of) purchase orders, subcontracts, or other contracts, and the administration, management, closeout and payment of purchase orders and subcontracts including leases to them.

Competition among suppliers, vendors and subcontractors is encouraged. Whenever possible, Kitware employees shall not enter into agreements that have the effect of reducing competition. Businesses will be invited to enter teaming agreements for competitive procurements that Kitware will act as prime based on the ability of the team member to improve our win probability. There are times when a subcontractor may be the only source qualified to perform the work. In these instances employees must follow Kitware's policy for preparing sole source justifications.

Regulatory Compliance

Business will be conducted in compliance with the laws of all countries in which the Company does business. Specifically, this policy requires compliance with the Export Administration Act (EAA), The Export Administration Regulations (EAR), the Arms Export Control Act, the International Traffic in Arms Regulations (ITAR), The Foreign Corrupt Practices Act (FCPA) and all other applicable statutes and regulations that impact performance of duty. Employees will not become involved in any arrangement that results in prohibited acts.

ACTION REQUIRED: Violations should be reported to your Manager AND the Compliance Team.

Administration

All levels of management, to the best of their ability, are required to listen, counsel, and inform employees on matters affecting their work. An employee has the right to appeal decisions in resolution of problems and complaints without fear of retribution or prejudice. Although it is important to preserve the immediate supervisor's authority, management will do nothing to undermine the employee's confidence in the company's desire to be fair and act in good faith.

If an employee has information that an employee or Kitware has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the employee is expected to immediately report such information to Kitware's Human Resource Team, General Counsel, or the Compliance Team. If an employee believes that their report is not being addressed by the company they should file a report with one of the contacts posted publicly within Kitware's office locations or one of the contacts listed below.

- Inspector General of the agency concerned (e.g., Inspector General for the Department of Defense)
- The Government Accountability Office
- A member of Congress
- An authorized official of the Department of Justice or other law enforcement agency ➤ A court or grand jury
- For federal contracts, the employee responsible for contract oversight or management at the relevant agency

Department of Labor
Telephone: 1-800-321-OSHA (6742)
https://www.osha.gov/whistleblower/WBComplaint.html

Department of Defense Hotline
The Pentagon
Washington, DC 20301-1900
Telephone: 800-424-9098 or 703-693-5080

www.dodig.mil/rechot/
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Office of Inspector General
245 Murray Drive, Building 410 Stop: 2600
Washington, DC 20528
1.800.323.8603
DHSOIGhotline@DHS.GOV

Confidentiality

Management, Compliance, and Human Resources representatives will hold in strictest confidence information concerning an employee's problem/complaint and will discuss it only with individuals who are involved in the processing of the complaint. Action will be taken on all issues raised under this policy. Kitware will not retaliate, punish or criticize an employee or supplier for making a report under this code.

Assurance, Reporting, and Reviews

Kitware will execute Code of Business Ethics and Conduct training annually and communicate issues with Leadership. Kitware employees will annually review this Code of Business Ethics and Conduct policy. If an employee feels that they cannot discuss ethics related matters with their manager they should contact the Compliance Team at compliance@kitware.com. Kitware will not retaliate, punish or criticize an employee or supplier for making a report under this code.