



# **STANDARDS OF CONDUCT**

for Subcontractors and Suppliers

**Booz  
Allen®**



## PREAMBLE

At Booz Allen, our success comes from living our values every day. This focus on values, operating with integrity, and always complying with the law helps us provide outstanding service to our clients while delivering upon our commitment to always doing the right thing. It's what our customers and shareholders expect. We are committed to meeting those expectations, and we in turn expect our Suppliers will honor the same values. This Supplier Code of Conduct ("Code") lays out the standards of conduct required of our Suppliers in the delivery of services to Booz Allen and/or its ultimate customers, including the United States Government ("Government"), and mirrors the standards set for our own employees in our Code of Business Ethics and Conduct.

Thank you for your shared commitment to meeting these principles. Working together, we can achieve great success by doing the right thing.

Note: The terms and conditions herein are in addition to, and are not intended to conflict with or modify, the terms and conditions of any Supplier contract, subcontract, purchase order, or other applicable agreement ("Agreement"). In the event of any conflict, applicable law or regulation shall take precedence, followed by the terms and conditions of any applicable Agreement (including other attachments thereto), followed by the terms of this Code.

## Scope

This Code applies to all Booz Allen Suppliers, which includes subcontractors, suppliers, distributors, dealers, sales/marketing representatives, intermediaries, agents, partners, consultants, systems integrators, or resellers (collectively, “Suppliers”).

### 1. Compliance with Law

Our Suppliers are required to perform all services in compliance with all laws and regulations applicable to their business, including local laws and regulations outside of the United States where the Supplier conducts business or maintains a place of business.

## 2. Human Rights

We expect our Suppliers to treat all people with respect, encourage diversity, promote equal opportunity for all, and foster an inclusive and ethical culture.

**Child Labor:** We expect our Suppliers to ensure that illegal child labor (as that term is defined in the location where the work will be performed) is not used in the performance of work on behalf of Booz Allen.

**Forced Labor:** We expect our Suppliers to ensure that illegal forced labor is not used in the performance of work on behalf of Booz Allen. Forced labor includes work or services that is coerced by way of threat or penalty, such as slavery, involuntary servitude, peonage, debt bondage, or forced recruitment.

**Combatting Trafficking in Persons:** Our Suppliers are required to comply with applicable regulations prohibiting human trafficking including, without limitation, Federal Acquisition Regulations (FAR) 22.17, the U.K. Modern Slavery Act, and all applicable local laws in the countries and locales in which the Supplier conducts business. The following activities are expressly prohibited:

- Destroying, concealing, or confiscating identity or immigration documents;
- Using misleading or fraudulent tactics in recruiting;
- Charging recruitment fees or providing inadequate housing based on local standards, laws, and directives;
- Failing to provide employment contracts and documentation in the employee's native language; and
- Failing to provide return transportation at the end of employment in the case of employees brought in-country for the purpose of working directly or indirectly on a Government contract.

We expect our Suppliers to educate employees on prohibited activities, discipline employees who violate applicable law, and notify the contracting officer of violations and actions taken against employees responsible for such violations. Suppliers must also notify Booz Allen of violations under a Booz Allen contract.



### 3. Employment Practices

We expect our Suppliers to ensure its employees are afforded an employment environment free from physical, psychological, and verbal harassment, or other inappropriate sexual or abusive conduct. We also expect our Suppliers to maintain a workplace free from illegal use, possession, sale, or distribution of controlled substances.

### 4. Non-Discrimination

We expect our Suppliers to provide equal employment opportunity to all employees and candidates for employment without regard to race, ethnicity, religion, color, sex, pregnancy, national origin, age, military veteran status, ancestry, sexual orientation, gender identity or expression, marital status, family structure, genetic information, or any other legally protected characteristic.



## 5. Anti-Corruption

At Booz Allen, we have zero-tolerance for bribery and corruption. Our Suppliers, therefore, are required to comply with the anti-corruption laws, directives, and regulations that govern operations in the countries in which they do business either directly or indirectly, including without limitation, the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. Likewise, our Suppliers are prohibited from promising, offering, or making, or authorizing or enabling any third party to offer or make on the Supplier's behalf, any improper payments of money or any other thing of value to government officials, political parties, or candidates for public office. Facilitating payments, intended to expedite or ensure performance of routine governmental actions, are also prohibited regardless of whether they are permitted under local law. We expect our Suppliers to have implemented the necessary controls and conduct appropriate due diligence to prevent and detect corruption in its business arrangements and contracts.

## 6. Gifts & Business Courtesies

At Booz Allen, we compete on the merits of our services and do not use the exchange of gifts and business courtesies to gain an unfair competitive advantage. We expect the same of our Suppliers. Our Suppliers, therefore, must never engage in the exchange of a gift or business courtesy to secure an improper advantage or to advance any other improper purpose, and must ensure that the offering or receipt of any gift or business courtesy is permitted by law and regulation, of reasonable value and pursuant to a legitimate business purpose, and that these exchanges do not violate the rules and standards of the recipient's organization and are consistent with reasonable marketplace customs and practices.

## 7. Fair Competition/Antitrust

Our Suppliers are required to comply with all applicable anti-trust or competition laws and regulations. Suppliers, therefore, must not participate in arrangements that unlawfully restrain competition, price fixing, bid rigging, division of markets, or cartel activity, nor exchange current, recent, or projected pricing information or other sensitive or non-public information (“Protected Information”) with competitors. Similarly, the Supplier must not share with Booz Allen the Protected Information of its competitors except as authorized by the owner of the information.





## 8. Insider Trading

Our Suppliers are prohibited from using material non-public information obtained in the course of our business relationship as the basis for trading or for enabling others to trade in the securities of our company or any other company, and are expected to have implemented processes to prevent their employees from trading in our securities or the securities of any other company while in possession of material nonpublic information about such company.

## 9. Money Laundering

We expect our Suppliers to accurately record, maintain, and report financial documentation, and maintain appropriate mechanisms to ensure neither it nor its employees use the Supplier's relationship with Booz Allen to disguise the sources of illegally obtained funds.

## 10. Conflict of Interest

We expect our Suppliers to avoid all actual or apparent conflicts of interest in its dealings with Booz Allen. We expect our Suppliers to notify Booz Allen in the event of any circumstances or interests that give rise to that any such conflict, whether organizational or personal (including interests of employees or their close relatives, friends, or associates) in nature.



A person wearing a VR headset and holding a controller, sitting at a desk with a keyboard and mouse.

## 11. Information Governance

**Personally Identifiable, Confidential and Proprietary Information:** Our Suppliers are required to comply with applicable data privacy laws. To this end, we expect our Suppliers to properly handle, store, and secure sensitive information, including confidential, proprietary, or personal information. Such information should not be used for any other purpose than the specific business purpose for which it was provided.

**Access:** We expect our Suppliers to maintain information on physical and electronic systems that will protect against cyber intrusions and other unauthorized use or access, and to utilize appropriate physical and electronic security measures to protect such information against unauthorized access, use, destruction, modification, or disclosure and ensure compliance with the Defense Federal Acquisition Regulation Supplement (DFARS) Clause 252.204-7012: “Safeguarding Covered Defense Information” and other similar civilian agency information safeguarding regulations where applicable. For additional resources on DFARS cybersecurity compliance, please refer to <https://www.boozallen.com/tools/utility-navigation-pages/government-contract-vehicles/subcontractor-cybersecurity.html>.

**Records:** We expect our Suppliers to create and maintain complete and accurate records. Suppliers should not alter any records to conceal or misrepresent the underlying transaction to which the record pertains. Our Suppliers must also retain records based on applicable retention requirements. In circumstances where the Supplier is performing work for Booz Allen under a Government contract, the Supplier must comply with the applicable retention requirements in the FAR as well as the applicable requirements of the customer federal agency and any relevant National Archives and Records Administration requirements applicable to that agency.

**Intellectual Property Protection:** We expect our Suppliers to comply with all laws governing the use, disclosure, and protection of intellectual property, including patents, copyrights, trademarks, and service marks.



## 12. Environmental Health and Safety

We expect our Suppliers to comply with all applicable environmental, health, and safety laws, regulations, and directives, and to protect the health, safety, and welfare of its employees and other impacted individuals or entities.





## 13. Trade Compliance

**Import/Export:** We expect our Suppliers to ensure that its business practices are in accordance with all applicable laws, regulations, and directives governing the import or export of parts, components, technical data, and defense items or services, including the requirement to register with the U.S. State Department's Directorate of Defense Trade Controls if the Supplier is either a manufacturer or an exporter of defense articles.

**Anti-Boycott:** Consistent with the requirements of the 1977 Export Administration Act and the 1976 Tax Reform Act, our Suppliers must not participate in, cooperate with, submit to, or otherwise further the cause of any unsanctioned boycott.

**Conflict Minerals:** We expect our Suppliers to have effectively implemented appropriate due diligence processes to identify sources of conflict minerals and support efforts to eradicate the use of these minerals in order to allow Booz Allen to meet its obligations to report or certify as to the use of conflict minerals that may have originated in the Democratic Republic of the Congo or adjoining country.

**Prohibited Technology:** Our Suppliers must not provide to Booz Allen, either directly or embedded in other products, any "covered telecommunications equipment or services" as defined in FAR 52.204-25. Our Suppliers are required to notify Booz Allen in the event it becomes aware that it has provided covered telecommunications equipment or services to Booz Allen, and Suppliers must cooperate with Booz Allen to address the matter.

## 14. Quality

We expect our Suppliers to ensure their work product meets Booz Allen's quality standards and to have effectively implemented quality assurance processes to identify defects and implement corrective actions, and to facilitate the delivery of a product whose quality meets contract requirements.

We further expect our Suppliers to develop, implement, and maintain policies, procedures, and methods to detect and avoid counterfeit electronic parts. Our Suppliers are required to promptly notify Booz Allen and recipients of counterfeit parts when appropriate. We also expect our Suppliers to hold those in its supply chain accountable for the same obligations with respect to work performed for Booz Allen. Provided that the Supplier is performing for Booz Allen under a Government contract, the Supplier must comply with DFARS 252.246-7007.

## 15. Ethics Program & Sub-Tier Suppliers

Commensurate with the size and nature of its business, we expect our Suppliers to have effective systems in place to comply with the laws, regulations, and standards set forth in this Code. We encourage our Suppliers to, at a minimum, (i) implement its own written code of conduct and flow down the principles of that code to its own suppliers (including any entities that furnish goods and/or services to the Supplier), and (ii) provide its employees and suppliers with appropriate training on its business ethics and compliance program. In addition, we expect our Suppliers to provide its employees with reasonable avenues to raise legal or ethical concerns without fear of retaliation and take preventive or corrective action when warranted. Where applicable, we expect our Suppliers to comply with the Contractor Code of Business Ethics and Conduct (FAR 52.203-13).



## 16. Audit and Enforcement

We expect our Suppliers to implement and maintain measures to audit its compliance with these standards and to take appropriate corporate or personnel action to correct identified deficiencies. We further expect our Suppliers to maintain the documentation necessary to demonstrate compliance with applicable laws and regulations, and to provide Booz Allen with reasonable access to business records to enable evaluation of compliance with applicable laws and regulations with respect to Booz Allen work.

## 17. Consequences for Violating Code

Booz Allen reserves the right to pursue corrective action to remedy any violation of this Code. In the case of a violation of law or regulation, Booz Allen may be required to report such violations to the proper authorities. We reserve the right to terminate our relationship with any Supplier under the terms of the existing applicable Agreement.





