

BMS 6.5.2

STANDARDS OF CONDUCT FOR SUBCONTRACTORS AND SUPPLIERS

TekSynap Corporation (“TekSynap”) is committed to operating with the highest standard of integrity and ethics. We require our subcontractors, suppliers, distributors, dealers, sales/marketing representatives, intermediaries, agents, partners, consultants, systems integrators, or resellers (collectively “Suppliers”) to comply with all applicable laws and regulations, both domestic and foreign.

TekSynap’s Standards of Conduct for Suppliers (“Standards”) reflects the standards of conduct required of Suppliers when delivering services or products to TekSynap and/or its end customers, including the United States Government (“Government”). These Standards are in addition to, and is not intended to conflict with or modify, the terms and conditions of any 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, followed by the terms of these Standards.

1. Compliance with Law

Suppliers must fully comply with all applicable laws and regulations, including local laws and regulations outside the United States where the Supplier conducts business or maintains a place of business.

2. Sustainable Business Practices

TekSynap expects all Suppliers to undertake reasonable efforts to enhance economic, social and environmental conditions. Suppliers should seek to reduce the environmental impact of their products and services, including:

- a. ruling out wasteful practices, improving energy efficiency, minimizing and reducing greenhouse gas emissions, minimizing transportation, reducing water use, and implementing a solid waste management program;
- b. reducing the total cost of ownership of services and products by using more sustainable packaging, and planning for product reuse, restoration, regeneration, and recyclability;
- c. creating end-of-life recycling alternatives; and
- d. minimizing or eliminating the use of toxic or hazardous substances in products supplied to TekSynap and ensure the adequate treatment of hazardous waste.

3. Ethics

All Suppliers are expected to institute and maintain effective systems that ensure Supplier complies with all laws, regulations, and standards set forth in the Contractor Code of Business Ethics and Conduct requirements found at FAR 52.203-13. All Suppliers should implement its own written code of conduct and flow down the principles of that code to its lower-tier suppliers. All Suppliers are expected to provide the ability for its employees to raise legal or ethical concerns without fear of retaliation.

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4. Anti-Bribery

Suppliers must not pay bribes or engage in corrupt practices to advance any interests with TekSynap. This includes directly or indirectly offering, promising to pay, or authorizing the payment or provision of money or anything of value to government officials, political parties, or candidates for political office for the purpose of inducing acts or decisions or to obtain an unfair competitive advantage. All Suppliers 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.

5. Anti-corruption

All Suppliers must 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 US Foreign Corrupt Practices Act and the UK Bribery Act. Suppliers are required to refrain from promising, offering, or making, or authorizing or enabling any third party to offer or make on a 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 all Suppliers to implement necessary controls and conduct appropriate due diligence to prevent and detect corruption in its business arrangements and contracts.

6. Conflict of Interest

Suppliers must avoid all actual or apparent conflicts of interest when working with TekSynap. Suppliers must immediately notify TekSynap in the event of any circumstances or interests that give rise to an organizational conflict of interest, or a personal conflict of interest, that affects or may appear to affect the employee's judgment.

7. Human Rights and Labor Practices

All Suppliers are expected to encourage diversity, promote equal opportunities, and treat all employees with respect and dignity. Suppliers shall not use any illegal forced labor when performing work on behalf of TekSynap. 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. Suppliers shall not use any illegal child labor (as defined in the location where the work is to be performed) when performing work on behalf of TekSynap. Suppliers shall comply with applicable regulations prohibiting human trafficking including, without limitation, FAR Subpart 22.17, the UK Modern Slavery Act, and all applicable local laws in the countries and locales in which a Supplier conducts business. Suppliers shall train its employees on prohibited activities and notify TekSynap of any violations that occur when performing work on behalf of TekSynap.

8. Employment Practices

Suppliers must comply with all applicable labor, wage and hour laws, and regulations, including, but not limited to, those relating to minimum wage, overtime, piece rates and other elements of compensation, and legally mandated benefits.

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Suppliers are expected to have an Equal Opportunity and Harassment Policy, which affords its employees an employment environment free from use of corporal punishment, threats of violence, physical abuse or other forms of physical coercion, harassment, or intimidation. Suppliers' employment, wage and benefits practices cannot be based on color, race, caste, religion, age, maturity, nationality, social or ethnic origin, status, sexual orientation, gender, gender identity or expression, marital status, pregnancy, political affiliation, union membership, or disability. Suppliers must also maintain a workplace free from illegal use, possession, sale, or distribution of controlled substances.

9. Anti-trust

Suppliers must not participate in price fixing, bid rigging, division of markets, or other such activity. Suppliers must not exchange current, recent, or projected pricing information or other sensitive or non-public information with competitors. Similarly, supplier must not share such information of its competitors with TekSynap, except as authorized by the owner of the information.

10. Environmental Health and Safety

We expect Supplier 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.

11. Counterfeit Parts Detection

Suppliers must develop, implement, and maintain policies, procedures, and methods to detect and avoid counterfeit electronic parts. Supplier will comply with DFARS 252.246-7007 as applicable.

12. Enforcement of Standards

Suppliers are expected to comply with these standards and provide any documentation reasonably requested by TekSynap to demonstrate Supplier's compliance with applicable laws and regulations. In the event a Supplier violates these Standards, TekSynap reserves the right to terminate any contractual relationship with Supplier under the terms of a subcontract, purchase order or task order. In the case of a violation of law or regulation, TekSynap may be required to report such violations to the proper authorities.

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