

## Code of Business Ethics and Standards

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## 1. COMMITMENT STATEMENT

Consistent with these standards, DCX-CHOL and each of its affiliated companies has adopted the following commitments to:

*Emphasize honesty, fairness, confidentiality and a sense of responsibility to our subcontractors and suppliers that will enable us to be a good contractor, and understand and meet the expectations of our customers and other professionals with whom we work.*

*Treat employees fairly, implementing employment practices and programs related to compensation, education, training, recreation, and health on the basis of equal opportunity for all employees. Provide safe and healthy working conditions and maintain formal programs intended to prevent work-related injuries and accidents. Protect each other's privacy and conduct ourselves with the dignity and respect due all human beings.*

*Demonstrate a commitment to corporate citizenship in the many communities in which we reside and work and to society as a whole.*

## 2. CONFIDENTIALITY STANDARDS

Information about DCX-CHOL, its employees, clients, suppliers, and vendors is to be kept confidential and divulged only to individuals within the Company with both a need to receive and authorization to receive the information.

If you are in doubt as to whether information should be divulged discuss the situation with your supervisor.

### ***Paper, Electronic Records and Files***

All paper and electronic records and files maintained by DCX-CHOL are confidential and remain the property of the Company.

Records and files are not to be disclosed to any outside party without the express permission of your immediate supervisor.

Confidential information includes, but is in no way limited to the following:

- ❖ Financial records and information;
- ❖ Procurement and operating procedures;
- ❖ Client preferences;
- ❖ New product announcements;
- ❖ Technology, formulas, inventions, and processes;
- ❖ Business, marketing, and strategic plans and projections;
- ❖ Personnel, payroll records and compensation data regarding current and former employees;
- ❖ The identity of, contact information for, and any other information on current, past or prospective clients, their procurement personnel, procurement policies, requirements and preferences;
- ❖ Any other documents or information regarding the Company's operations, procedures, or practices

Except in performing your work at DCX-CHOL, confidential information may not be removed from DCX-CHOL premises without express authorization.

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Confidential information obtained during or through employment with the Company may not be used by any employee for the purpose of furthering current or future outside employment or activities for obtaining personal gain or profit.

Upon termination of employment at DCX-CHOL for any reason, an employee must promptly return to his or her department head or supervisor all Company documents and materials in the employee's possession, which contain any confidential information.

### **3. CONFLICTS OF INTEREST**

Potential conflicts of interest may create doubt on the part of clients, subcontractors, suppliers or employees and, accordingly, must be avoided. Examples of actual or potential conflicts of interest include the following:

- ❖ Ownership of, or any other interest in, a firm that has done or desires to do business with DCX-CHOL
- ❖ Acceptance of payments or services from those seeking to do business with DCX-CHOL
- ❖ Placement of business with a firm that will result in a direct economic benefit to an employee or any member of his or her family

The appearance of a conflict of interest must also be avoided. Any employee who feels that he or she may have an actual or potential conflict of interest should report all related details to Human Resources.

### **4. ANTITRUST POLICY**

It is DCX-CHOL's policy that all employees, officers, members, managers and directors must comply with all antitrust/competition laws of the United States and those of any other country in which DCX-CHOL is doing business.

It is absolutely forbidden for anyone:

- ❖ To communicate with any competitor regarding the present or contemplated business activities of DCX-CHOL or any of its competitors is strictly prohibited.
- ❖ To discuss bidding or pricing decisions, business plans, procedures or policies with a DCX-CHOL competitor or subcontractor.

### **5. POLITICAL CONTRIBUTIONS**

DCX-CHOL does not make political contributions. Further, when an employee speaks on public issues, it must be made clear that comments or statements made are those of the individual and not of DCX-CHOL.

### **6. PROTECTION OF COMPANY ASSETS AND INFORMATION**

Employees are required to protect DCX-CHOL's assets. These assets include, but are not limited to:

- all information,
- passwords to access automated information/computer systems,
- computer hardware,
- computer software,
- reports, records,
- analyses,
- plans,
- drawings, and

- official papers

Any use of DCX-CHOL's assets for any reason other than company related business is prohibited.

## **7. RECEIPT OR GIVING OF ITEMS BY EMPLOYEES**

Employees may accept token gifts, meals, refreshments, or entertainment in connection with business discussions where the acceptance of such is not illegal, is of nominal value, and is clearly appropriate under the circumstances.

It is the personal responsibility of every employee to ensure that his or her acceptance of such token gifts, meals, refreshments, or entertainment is proper and could not reasonably be construed as an attempt by the offering party to secure favorable treatment.

All matters involving bribery, kick-backs, favors, should be report to DCX's Whistleblower Hotline [WB Inbound] Number: 310-359-6023 immediately.

## **8. STOCK OWNERSHIP**

DCX-CHOL employees should not purchase or retain ownership of stock in any privately owned company or hold a material percentage of stock in any public firm that is a subcontractor or supplier or has another contractual or business relationship with DCX-CHOL

If you do it must be disclosed

Federal securities laws restrict or prohibit persons who receive material, nonpublic information as a result of a business relationship with a public company from trading in that company's stock. Such information may be obtained directly or indirectly from the company such as by rumors, gossip and the like. Employees should keep all such information confidential and employees who become substantially involved in a project that DCX-CHOL is building for a publicly traded company should not trade in the stock of the public company while DCX-CHOL is involved in any aspect of the project. To "trade" means to buy or to sell. If you already own stock in the public company and then become substantially involved in the project, you may sell the stock immediately, or hold it until the project is completed.

## **9. COPYRIGHT/PATENT AGREEMENT**

While employed by the Company, employees assign to DCX-CHOL all rights and interests in copyrights and/or patents concerning work performed during the course of employment with DCX-CHOL or in any way connected with or relating to duties performed on behalf of DCX-CHOL. In addition, at DCX-CHOL's request, employees must secure a patent and/or copyright at DCX-CHOL's expense and assign all rights and interests in the copyright and/or patent to DCX-CHOL.

## **10. COPYRIGHT COMPLIANCE**

Plagiarism is not permitted. When using the Internet, copyright law applies. Therefore employees should not copy or distribute copyrighted material through the e-mail system, photocopy machines or by any other means.

Failure to observe a copyright may result in disciplinary action by DCX-CHOL as well as legal action by the copyright owner.

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## **11. FEDERAL GOVERNMENT PROCUREMENT INTEGRITY**

### **Prohibited Conduct**

Pursuant to Section 27 (a) of the Act, during the conduct of a federal procurement (which commences with the development of a solicitation), DCX-CHOL employees may not, directly or indirectly:

- ❖ Make an offer or promise of future employment or business opportunity, or engage in discussions concerning future employment or business opportunities, with a procurement official.
- ❖ Offer, give or promise to a procurement official any money, gratuity or other thing of value.
- ❖ Solicit or obtain, prior to contract award, any proprietary or source selection information from any officer or employee of the subject agency.
- ❖ Disclose proprietary or source selection information to any person other than an individual authorized by the contracting officer to receive such information.
- ❖ Any other information submitted to the government and designated as proprietary by an offeror other than DCX-CHOL

## **12. FALSE CLAIMS ACT**

The Federal “False Claims Act” provides that a Contractor is liable to the Government – for triple damages plus a separate penalty of \$11,000 per violation– if the Contractor knowingly

1. submits a false or fraudulent claim to the Government for payment or approval,
2. makes a false statement in order to get a false or fraudulent claim paid or approved by the Government,
3. conspires with any other party to submit a false or fraudulent claim, or
4. makes or uses a false record to avoid or decrease a monetary obligation to the Government.

A company can also violate the False Claims Act when a subcontractor submits a false billing to the prime contractor, the subcontractor violates the False Claims Act whenever the Federal Government is ultimately paying the bill.

False claims can include basically any type of improper invoice or progress payment request, submitted knowingly, that charges the Government for more money than is properly due.

“Reverse” false claims include situations where a contractor knowingly understates an amount that is due to the Government, e.g., the contractor improperly low-balls a credit proposal on a deductive change order.

## **13. FOREIGN CORRUPT PRACTICES ACT**

All of our officers, directors, members, managers and employees are expressly required by Company policy to comply with all applicable laws and regulations, including any applicable foreign laws and regulations.

The Company expects its employees and agents to ensure that payments made by or on behalf of the Company are made only for legitimate and legal business purposes. No payment of any kind may be offered or made to a Foreign Official, politician, and political party or to an official of a public international organization, with a view toward aiding, obtaining, or maintaining a business relationship within or having to do with a foreign country.

All employees and agents must keep financial records that accurately record business transactions and the disposition of the Company’s assets and property, both outside and inside the United States.

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No employee may make or offer to make on behalf of the Company gifts or entertainment or benefits to any foreign official if its purpose is to influence an individual improperly to award business to the Company.

In their dealings with people outside of the Company, employees are expected to remain alert to possible business corruption problems and to report such possible problems promptly.

#### **14. ENVIRONMENTAL POLICY**

Our Company is committed to protecting human health and the environment. This commitment requires that we integrate employee health and safety and environmental consideration into all aspects of our facilities, operations and processes.

Employees are responsible for conducting their work activities in a safe and environmentally responsible manner and for bringing to management's attention any actual or potentially dangerous condition.

#### **15. COMPLIANCE AND DISCIPLINE**

Violation of any of the Ethics Policies will result in disciplinary action up to and including termination of employment.

#### **16. QUESTIONS AND REPORTING**

If you have any questions regarding the policies please contact Human Resources at 310-516-1692 Ext. 111 or the Whistleblower Hotline [WB Inbound] Number: 310-359-6023.

DCX-CHOL's employees must report any incidents of unlawful or unethical conduct, conflicts of interest, unsafe conditions, lack of proper security for information or property, or other conduct inconsistent with DCX-CHOL policy. Reporting suspected violations of the DCX-CHOL's Ethics policy will not adversely affect your employment at DCX-CHOL (i.e. employees will not be demoted, transferred, suspended, or terminated for reporting a violation). In order to foster a comfortable reporting environment, you may report any violation or suspected violation directly in person or anonymously using any of the following reporting avenues;

- ❖ Your supervisor or manager,
- ❖ All levels of management,
- ❖ Human Resources, or
- ❖ Whistleblower Hotline



## Acknowledgement Statement

<b>SUBJECT/PROCEDURE:</b> <i>Code of Business Ethics and Standards</i>		<b>DATE:</b>
<b>TRAINER:</b>		<b>LOCATION:</b>

### EMPLOYEE ACKNOWLEDGMENT:

This is to acknowledge that I have received training as indicated above. I have received a copy of training notes for the Code of Business Ethics and Standards. I have received information regarding the company's confidential Whistleblower Hotline. I attest that I understand the training that I have received and feel comfortable with the information.

(PRINT NAME)	(SIGNATURE)	(DATE)