

**Standards and Guidelines**  
**DOING BUSINESS WITH DAY & ZIMMERMANN**

**This document will provide information for the conduct of supplier personnel in performance of Subcontracts with Day & Zimmermann. It is the Subcontractor's responsibility to make sure that all of their employees are familiar with these requirements and follow them fully.**

**To report a violation of this policy you should call our hotline: (877)319-0270. Information can be provided anonymously. For further information, please visit our website at:**

<https://dayzim.alertline.com>

### **Introduction**

We at Day & Zimmermann believe that you, an employee of our supplier and like our own employees, must act with honesty and integrity when your employer assigns you to work at our direction. Further, you should know that this is a contractual requirement between Day & Zimmermann and your employer.

You should also understand that although you are acting under Day & Zimmermann's contract with your employer, you are not a Day & Zimmermann employee and you should do nothing to suggest to any customer of ours or any other party that you are. As a contract worker assigned by your employer to work at our direction, you remain solely an employee of your employer.

Standards and guidelines in the following broad areas of business activity are explained herein to help you understand your responsibility as a contract worker at Day & Zimmermann and to guide you if you are faced with an ethical issue:

- Workplace Environment
- Information Reporting and Recording
- Protecting Resources
- Conflicts of Interest
- Corporate Relations

If, after reading this material, you come to know or think an action is unethical, don't take it. If you believe there are potential or actual breaches of these standards, or if any matter gives you concern about its legality or propriety, or if you are just not sure, contact your employer and the Day & Zimmermann Ethics Officer for the facility where you are assigned or the Day & Zimmermann toll-free help line. The details as to how to contact Day & Zimmermann are set forth in your employer's contract with Day & Zimmermann and were provided to you by your employer before you began work. Finally, as you perform your assignments, take note of the following fundamentals:

- You are never authorized to take any steps on behalf of Day & Zimmermann that may violate the law or be unethical. No one, including Day & Zimmermann's own employees, has the authority to require or approve such action.
- Your continued assignment as a contract worker at Day & Zimmermann depends upon your adherence to these standards and guidelines.
- The standards and guidelines do not constitute legal advice. For that, you should look to your employer's legal counsel.

- The standards and guidelines do not cover everything you need to know about your assignment under Day & Zimmermann's contract with your employer. You, of course, need to follow the terms of that contract and any other rules that may be established by Day & Zimmermann and your employer.

## **Workplace Environment**

**Standard:** Day & Zimmermann is committed to providing a safe, environmentally sound workplace in which employees are encouraged to excel. As a contract worker, you are responsible to do your best, to follow procedures to do your job safely, to treat others with respect and to protect the environment from potential negative effects from our business activities.

**Guideline—Safety:** A safe workplace starts with you. You are responsible for knowing potential risks and hazards involved in the performance of your job and for taking whatever steps are prescribed to minimize those risks to you and your fellow workers. You must know, understand and follow procedures for safety and wear all necessary protective equipment.

**Guideline—Quality:** You are responsible for the quality of your own work and for your contribution toward meeting Day & Zimmermann's and your employer's standards for performance. You must always try to correct or report a defect or error in your work and always follow specified procedures, quality checks and contractual agreements.

**Guideline—Drug Free Workplace/Workforce:** Day & Zimmermann supports a drug-free workplace. You are prohibited from the illegal use, sale, purchase, transfer or possession of drugs, or the misuse of prescription drugs that impair your ability to perform your job, while in our workplace and you may be subject to random and/or for cause drug and alcohol testing. You will not be allowed to perform your job while under the influence of drugs or alcohol.

**Guideline—No Discrimination or Harassment.** Day & Zimmermann does not permit any form of illegal employment discrimination by its contractors in performing government contract work. We also prohibit any form of illegal harassment, including sexual harassment and harassment based on any protected category such as age, disability, gender or race. While performing services for Day & Zimmermann you must treat with respect all those with whom you work.

**Guideline—Environmental Protection:** Day & Zimmermann is committed to minimize, ease or eliminate any negative impact on the environment from its operations. It is your duty to avoid environmental contamination as you perform your job. You are also encouraged to conserve natural resources. You must follow all applicable laws, regulations and industry standards for protection of the environment.

## **INFORMATION RECORDING AND REPORTING**

**Standard:** All of Day & Zimmermann's records, reports, pricing data, invoices and other business documents must be prepared accurately and honestly. It is a federal crime to present a false claim to the U.S. government knowingly. It is fraud in the private sector. Be sure that any document that you prepare is correct. You must also honestly assist government auditors who are checking our records and not block their efforts.

**Guideline—Time and Attendance Reports:** You are personally responsible for accurately reporting the time you spend working for your employer on Day & Zimmermann's behalf.

**Guideline—Test/Training Records:** If you are responsible for conducting tests and recording results, whether on people or on materials, you are responsible for recording accurately the

actual results of the test. Day & Zimmermann, Day & Zimmermann's customer, and your employer must be able to rely on the truthfulness and accuracy of test results and any follow-up corrective action. Rejecting a lot is better than risking someone's safety. Repeating a course is easier than being unprepared to do the job.

**Guideline—Cost or Pricing Data:** All of our clients have a right to accurate pricing. If you are involved with preparing federal government bids or proposals, or negotiating resulting contracts, you are responsible for providing "accurate, complete and current cost or pricing data" under the Truth in Negotiations Act. Any information that would affect the price negotiations must be revealed as soon as it is known. It is better to work all weekend to refigure a bid based on updated information than to be disqualified from doing business with the government.

**Guideline—Accounts Payable and Receivable:** If you are responsible for preparing invoices or for providing information to people who do, you must be sure that the invoice correctly reflects the product or service sold and the terms of the sale. If you are responsible for making payments to consultants, subcontractors or suppliers, you must make certain that the product or service received is exactly what the purchase agreement says it is. Both of these transactions must be handled so that there is no opportunity to hide kickbacks, bribes or other improper payments or receipts. Pay special attention to this area when dealing with international agreements. It is better to take the time to check information than to find yourself in the headlines in a scandal.

**Guideline—Business Accounting:** If you are responsible for preparing information for Day & Zimmermann, either actual or anticipated, on a project, group of projects or for your activity as a whole, be sure that what you provide represents an accurate picture of the way things are going or are likely to go. Day & Zimmermann must be able to rely on your information to plan for its and its customers' future needs. Arrangements with financial institutions are founded on the accuracy of this information. It is better to get help for an activity that is experiencing difficulties than to hope it will fix itself and let it get out of hand.

**Guideline—Government Contract Costs:** If you are responsible for assigning costs to their appropriate project or overhead accounts, be sure that costs that are not allowed to be charged to government projects are kept separate from those that are. The government will not reimburse its contractors for money spent for advertising, entertainment or certain other expenses. It is easier to assign the expenses to the right account in the first place than to pay the government back for a charge it should not have been asked to pay.

## PROTECTING RESOURCES

**Standard:** Property, money and information that belong to Day & Zimmermann or its clients must be preserved, protected and accounted for. As a contract worker, you have a duty to be aware of costs, since in working for our customers, cost control is imperative.

**Guideline—Physical Property:** If you are working with materials and equipment that belong to Day & Zimmermann or its customers, you are personally responsible for those items in your possession. You must make sure that property in your care is used properly, by authorized personnel, and only for the purpose intended. Day & Zimmermann property may not be used for personal benefit, sold, loaned, given away or otherwise disposed of without proper authorization. It is easier to keep track of tools than to buy replacements.

**Guideline—Money:** When working at the direction of Day & Zimmermann you are responsible for the sensible use of available funds, whether Day & Zimmermann's or its customers'. You should try to find the best value for the price. If you travel on business and Day & Zimmermann or

its customer is paying, you should always try to find the most economical airfare and hotel accommodations that are appropriate. If you are buying goods or services for Day & Zimmermann or its customers, you should try to get the best value at a reasonable price. It is better to shop for a good value than to pay an inflated price and overrun the budget.

**Guideline—Private Information and Intellectual Property:** If you have access to technical, financial or commercial information that is sensitive and belongs to Day & Zimmermann or its customers or suppliers, you are responsible for safeguarding it. You must make sure that only those people with a legitimate need to know have access to it. This information includes trade secrets, cost data, marketing plans, computer programs, new development projects and other business matters. If you have access to personnel data of Day & Zimmermann or its customers, such as personnel files, it is your duty to protect the privacy of all such data.

You must also protect any patents, trademarks or copyrights and must not infringe on the patents, trademarks and copyrights of others. You should not share protected information with others unless they have a legitimate need to know, and you should not accept access to any information that you don't have a need to know or that you think may have been acquired improperly.

**Guideline—Classified Information:** You are required by law to safeguard U.S. Government classified information and much unclassified technical data as well. Day & Zimmermann's security manual tells you how to handle this information, and you must follow these procedures every time. The responsibility to protect information, both private and classified, continues even after you are no longer assigned to Day & Zimmermann, and you must return any such documents (including any copies or any media containing any such information) to Day & Zimmermann before you go.

## **CONFLICTS OF INTEREST**

**Standard:** When you are conducting business for or with Day & Zimmermann, the interest of Day & Zimmermann, its employees, its suppliers and its customers must not be in conflict. Your loyalty as a contract worker must be to your employer and you must comply with the terms of your employer's contract with Day & Zimmermann. You must avoid any action or behavior that may put you or Day & Zimmermann in a position of conflict of interest or of divided loyalty and you must avoid actions or relationships that might give even the appearance of such conflict. You must not give or offer to give anything of value to Day & Zimmermann employees which conflicts with Day & Zimmermann's standards on gifts and conflicts of interest. And, when you are acting on Day & Zimmermann's behalf you must also follow these standards.

**Guideline—Offering Bribes, Kickbacks or Favors:** It is illegal to ask for special treatment by offering something of value in return. No government employee, for example, may accept such an offer and you must not make one. With business associates who are not government employees, reasonable meals and entertainment, or small, inexpensive gifts may be exchanged, but you must make sure that the exchange does not mean that favorable treatment might result. It is easier to decline an invitation than to explain the appearance of favorable treatment.

**Guideline—Personal Gain:** Neither you nor your family and friends may receive personal gain from knowledge or situations that result from your assignment with Day & Zimmermann beyond your employer's compensation to you. As long as you are doing work under contract with Day & Zimmermann, you may not accept gifts, meals, transportation, entertainment or other benefits that might suggest that the person giving them to you is seeking favorable treatment. Day &

Zimmermann may require that you disclose any material financial interest in a supplier, customer or competitor of Day & Zimmermann (other than that of your employer) and may request that you be removed from working for Day & Zimmermann if Day & Zimmermann concludes that such interests create an unacceptable conflict of interest. In order to assure compliance with U.S. securities laws, you may not buy or sell any securities based on information you know is not public, that came to you through your work under your work assignment at Day & Zimmermann. It is better to pass up a short-term gain that creates a conflict than to risk damaging your employer's relationship with Day & Zimmermann.

**Guideline— Your Time and Attention:** When conducting work for Day & Zimmermann you should use your time productively. Personal business should be conducted on your own time, and not while performing services under contract to Day & Zimmermann.

**Guideline—Procurement Integrity:** Government procurement must rely on fair and equal competition. If you are involved in a government procurement action you must not ask for any information that is not available to all competitors. It is important to avoid even the appearance of unfair advantage. It is better to pass up an opportunity to bid than risk causing you, your employer, Day & Zimmermann's customer or Day & Zimmermann being debarred from doing business with the government.

**Guideline—Political Activity:** Any involvement by you in civic affairs or political activities is a personal choice. If you speak out on public issues, you must make it clear that you are speaking only for yourself and not for Day & Zimmermann.

## **CORPORATE RELATIONS**

**Standard:** Day & Zimmermann operates in a larger community of business, government and other organizations and people. Its reputation can be affected by the actions of those in the employ of others working at Day & Zimmermann's direction. Remember that and behave accordingly.

**Guideline—Customer, Subcontractor, Supplier and Agent Relations:** In anything you do on behalf of Day & Zimmermann you must be fair and ethical and understand the laws and moral obligations of good business practice. You should have an unquestionable sense of the right thing to do when faced with situations in the workplace. If you are entering an unfamiliar aspect of business, you must learn the applicable laws and regulations, and try to work out potential problems in advance.

**Guideline—Competitor Relations:** Day & Zimmermann believes in free market competition and supports laws that protect competition. Anti-trust laws—federal, state and those of foreign governments—are designed to keep markets open to competition. Violations of those laws lead to severe consequences—enormous corporate and individual fines and individual prison sentences, as well as treble damage liability. Day & Zimmermann and all those acting for this company must always obey these laws and avoid even the appearance of improper activity.

Remember that coverage of laws in these guidelines, including this section on antitrust laws, is only a summary and you should consult your employer's legal counsel for further advice. You should also contact the Day & Zimmermann Ethics Officer at the site where you are assigned immediately if you have any concerns about questionable conduct in this area.

Certain types of conduct between competitors are always illegal: When acting on behalf of Day & Zimmermann, you must never, directly or indirectly:

- Agree on prices
- Agree on any other term of sale
- Allocate or divide up customers or markets
- Agree on production limits
- Agree on, or rig competing bids.

Types of conduct that may be illegal always require prior review by the Day & Zimmermann Law Department:

- Requirements contracts
- Exclusive dealing arrangements
- Customer or supplier boycotts or joint purchasing arrangements
- Tying or bundling together different products and services.

Generally, you as a contract worker should avoid contact with Day & Zimmermann competitors that involve discussion of competitive matters. In those circumstances where contacts are appropriate, such as approved joint ventures, limit discussions to permissible subjects. Use special care in attending trade association meetings on Day & Zimmermann's behalf. Before you attend any meeting where Day & Zimmermann's competitors will be present, be sure you know well the antitrust do's and don'ts.

Competing fairly also means Day & Zimmermann does not try to control or monopolize markets. Contract workers must also avoid unfair business practices, such as:

- Defamation and lying about a Day & Zimmermann competitor's business, products and services
- Inducing breach of contract, or causing a customer to break a contract with a Day & Zimmermann competitor
- Fraud and false statements and claims about Day & Zimmermann's products and services that are not backed up with factual support
- Industrial spying, accepting or using a Day & Zimmermann competitor's trade secrets
- Bribing a Day & Zimmermann customer's agents and employees.

**Guideline—Exports and International Trade:** Doing business outside the United States, or with foreign nationals, requires special expertise. Before you as a contract employee do any such work, you must first:

- Consult the Day & Zimmermann Ethics Officer for the site where you are assigned
- Receive training on the Foreign Corrupt Practices Act, export control and other legal requirements, usually through your own employer.

**Guideline—Marketing and Other Public Communications:** If you are involved in advertising, marketing or selling Day & Zimmermann's services and products anywhere in the world, you should make sure that these services and products are sold honestly. You must not belittle a Day & Zimmermann competitor nor make unfounded claims about Day & Zimmermann's abilities to perform. If you are asked about Day & Zimmermann or its business by someone outside the company, you should not try to answer unless you know the answer and you are authorized to do so.