



J29, INC.

CODE OF BUSINESS ETHICS & CONDUCT

A Message from J29's Founder & CEO



Dear Team,

J29 was built upon the simple but powerful idea that a company could do great things if it truly valued its team members. Since our beginnings in 2017, we certainly have done great things. We've grown immensely: in the number of employees, contracts awarded, new partnerships and areas of expansion. Part of this growth comes with it the responsibility to ensure we always do the right thing. This Code of Business Ethics & Conduct reflects how serious we take this responsibility. This document not only sets clear ethical guidelines, but also explains how we should conduct ourselves when acting on behalf of J29. This document should empower you to speak up if you suspect any behavior inconsistent with our values and expectations. I encourage you to contact our President Nick Vass, our Human Resources department, or me directly, if you ever have any concerns or questions related to ethics or our code of conduct. As is more fully described in this document, we have also instituted procedures where you can report instances if you feel our high standards have been deviated from.

Thank you for your efforts to uphold the standards that make J29 such a special place. Together, we will ensure the highest degree of ethics and integrity are never compromised at J29.

Tracy Mills

What is the J29 Code of Ethics & Business Conduct

J29's Code of Ethics & Business Conduct is a policy document that, in conjunction with our employee handbook and other related policies, serves several key purposes for J29:

- **Guiding Principles & Standards:** This document contains principles and standards that establish clear guidelines and expectations of ethical behavior and decision-making within J29. It helps ensure that all J29 employees and agents understand what is considered acceptable and unacceptable conduct.
- **Legal & Regulatory Compliance:** This document also ensures that J29 adheres to relevant laws, regulations, and industry standards.
- **Accountability:** Guidelines in this document hold each other accountable for our actions by clearly defining the consequences for violating this Code.
- **Trust Building:** The goal of this document is to build and maintain trust between various stakeholders, including employees, customers, vendors, partners, the government entities we serve – in addition to the general public.
- **When to Speak Up:** At J29, we always do the right thing, and this document drives home the fact that we want every team member, at every level, to speak up if they see something that deviates from our standards outlined here.
- **Corporate Culture:** J29 is built on culture and this document helps reinforce that by embedding ethical considerations into our values and everyday operations, which leads to a more positive and productive environment.

Overall, this Code of Ethics & Business Conduct is a crucial policy document for fostering an ethical workplace, ensuring compliance with legal and regulatory standards, protecting our reputation and guiding all employees in their professional conduct.

This document applies to all officers and employees of J29 and its subcontractors and “team” members and to all of its business activities – without exception. Individual consultants whom the Company engages to perform services for its customers shall be expected to comply with this Code of Conduct. As used in this Code of Conduct, “employees” shall also include individual consultants. Amendments to this document may only be made with the approval of J29's CEO or President.

When in Doubt: Seek Advice

No policy can capture every possible scenario and there will no doubt be grey areas with respect to certain situations. Therefore, not only is it your obligation to use your best sound judgment, but if you are in doubt: seek guidance from your manager or an executive at J29. You will never be faulted for asking a question in order to do the right thing.

Reporting Obligations

You have an obligation to Report Actual or Suspected Violations of Conduct or Ethics

Every employee, officer, consultant, vendor, subcontractor, or other representative of J29 (“Company” or “J29”) having information or knowledge of any actual or contemplated conduct or transaction(s) which appears to violate J29’s Code of Conduct, Policies and Procedures, or standards is expected to report the matter promptly to their supervisor or manager, Human Resources, the General Counsel, or to any member of J29’s Management Team.

Reporting may be written or oral, telephonic, or via email. In addition, reporting may be anonymous – if requesting anonymity, J29 will consider keeping the identity of the person disclosing such information confidential in so far as doing so does not impede an investigation or resolution of the matter. Confidentiality cannot be guaranteed. Failure to report actual or suspected Code of Conduct violations subjects such persons to disciplinary action up to and including immediate termination of employment without notice.

There are several ways to anonymously submit a report. J29 has partnered with Report It® to allow for team members to send an anonymous report. It can be done in three convenient ways:

- 1) Over the phone: (877) 700-2020 and the code to the call taker will be “J29INC”
- 2) Online at: www.reportit.com using the code “J29INC”
- 3) Texting J29INC to 63975

Duty to Investigate

Potential violations of J29’s Code of Conduct, Policies and Procedures, or standards will be investigated promptly at the direction of the General Counsel.

No Tolerance for Retaliation

It takes courage to speak up when something is not right. J29 understands that you might be uncomfortable or anxious. That is why we do not tolerate any form of retaliation for speaking up and reporting an actual or potential violation of our code of conduct or ethics. No one will face any adverse consequences or retaliation for:

- Refusing to do something that violates this Code of Conduct, J29’s policies, or the law, even if your refusal results in the loss of business to J29.
- Raising a concern in good faith about potential misconduct.
- Cooperating with an investigation.

Anyone who retaliates against an employee for engaging in any of these activities will be subject to disciplinary action, up to and including termination. J29 employees should refer to the Employee Handbook for more information about J29's Policy against Retaliation.

J29's Role in Ensuring Success

Among other activities, J29 works to ensure adhering to this Code of Conduct and Ethics by:

Training:

- Providing annual training on to all employees
- Providing specific/directed compliance & ethics training to employees based on risks and roles

Hiring:

- Conducting thorough background investigations
- Not knowingly allowing someone who has engaged in unethical conduct to act as a Principal for the Company. "Principal" includes anyone authorized to represent J29 before current or potential clients—not just officers or senior managers.
- Not knowingly hiring—whether as an employee or a contractor—anyone who is suspended or debarred by any agency of the federal government, or who otherwise is not eligible to participate in federal programs.

Employee Resources:

- Maintaining channels for employees to confidentially report unethical behavior or other concerns
- Investigating possible violations of the Code of Conduct, Policies and Procedures, or standards.
- Providing a safe and healthy work environment for our employees, clients, and visitors, and complying with all applicable federal, state, and local laws and regulations.
- Prohibiting any retaliatory action against employees who report violations or suspected violations of the Code of Conduct, Policies and Procedures, or standards. Employees determined to have engaged in retaliatory behavior will be subject to disciplinary action up to and including termination without notice.

Code of Business Conduct Policy Statement

J29 commits to:

- Conducting business according to highest ethical and legal standards;
- Insisting that employees avoid business activities and situations that may create — or appear to create — an appearance of impropriety;
- Maintaining accurate and reliable corporate records in accordance with generally accepted accounting principles and practices and other required or appropriate internal controls and recordkeeping requirements; and
- Engaging in business activities in an ethical manner and in accordance with all applicable laws and regulations.

Providing Employee Support

J29 recognizes that employees must have access to reliable, predictable, and supportive resources that help them comply with the Code of Conduct. This is why J29 provides:

- An “open door” policy that gives every employee access to higher levels of management, including the CEO and President;
- A work environment that expressly prohibits retaliation and retribution, discrimination, bullying, and harassment of any kind;
- A General Counsel who will investigate any and all instances of potential or actual violations of this Code of Conduct

Role Of J29 Team Members in Ensuring Program Success

J29’s employees (whether full time, part time, seasonal, etc.) are the heart and face of J29. It is our employees who, day in and day out, interact with our customers, vendors, suppliers, one another, and the general public. Consistent with guidance provided in this Code of Conduct, each of us must be committed to living our values, acting always with integrity and fairness, and serving as role models, through our words and actions, of upstanding ethical behavior.

To better understand and appreciate the behaviors expected of J29 employees, each J29 employee is responsible for reading and abiding with this Code of Conduct and participating in compliance and ethics trainings. J29 employees must also know and follow the J29 Employee Handbook and all J29’s Policies and Procedures, as well as laws, and regulations that apply to our work.

Regardless of your position with J29, if you have information about or knowledge of any actual or contemplated misconduct, conduct, or transaction that appears to violate J29’s Code of Conduct, Policies and Procedures, or standards, you are expected to report the matter promptly to your supervisor or manager, to Human Resources, or to any member of J29’s Management. You can make such reports in person, by telephone, or in writing (including email). Requests for anonymity from reporting employees will be honored to the extent reasonably possible, but anonymity cannot be guaranteed.

You can also report anonymously through Report It® in the following ways:

- 1) Over the phone: (877) 700-2020 and the code to the call taker will be “J29INC”
- 2) Online at: www.reportit.com using the code “J29INC”
- 3) Texting J29INC to 63975

In addition to this, you may always report a concern, issue or suspected code of conduct policy or ethics violation by:

- Speaking with your Supervisor or a member of Human Resources.
- Speaking with any J29 Executive.
- Speaking with the General Counsel

Role of J29's Management in Ensuring Program Success

Though we view all J29's employees as leaders, our Managers and Supervisors have more formalized leadership expectations and, therefore, additional responsibilities in ensuring the success of our Program. In particular, they are expected to:

- Promote and demonstrate upstanding ethical tone and behavior;
- Communicate compliance and ethics concerns and issues – up and down the chain of command;
- Hold employees accountable for completing all certification and training requirements;
- Foster work environments that encourage open and honest communications and raising of concerns;
- Report known or suspected ethical misconduct, Code of Conduct or Policy and Procedures violations, or illegal actions promptly and to the appropriate J29 personnel;
- Honor and respect the confidentiality, to the greatest extent practical and legally allowed, of those who, in good faith, raise concerns or participate in internal investigations;
- Ensure that those who report concerns are not retaliated against and report any concerns about such retaliation immediately.

Laws and regulations are complex and subject to change often. They can also vary from State to State, Country to Country, or by nature of the client (private or governmental). Accordingly, all J29 employees must be aware of and familiar with our Code, Policies and Procedures, and the laws and regulations applicable to each persons' job responsibilities and functions. All new policies or changes to existing Policies and Procedures will be communicated to all employees in a timely manner and a copy made available. When in doubt, consult first a supervisor and/or J29's General Counsel. If you have further questions, please contact the General Counsel or Human Resources.

Role Of J29's Partners in Ensuring Program Success

J29 expects that our teaming partners, subcontractors, contractors, agents, consultants, suppliers, and others working on our behalf conduct themselves in a manner consistent with this Code of Business Ethics & Conduct, as well as any applicable J29 Policies and Procedures, laws, and regulations. J29 exercises caution when considering whom we may engage or retain to act on our behalf. If you know of or suspect any such parties to be acting unethically or involved in misconduct, please report it to J29 Management, HR, or the General Counsel.

Guidelines for Business Conduct & Ethics

Acting with Integrity

Employees are expected to exercise good judgment and maintain high ethical standards and personal integrity while conducting business on behalf of J29, including while they are traveling on Company business.

Accounting Policies

J29's operations must be accounted for and recorded in accordance with legal requirements, such as the Federal Acquisition Regulation ("FAR") and Generally Accepted Accounting Principles. The integrity of the Company's accounting is based on the validity, accuracy, and completeness of its systems and records. Every employee — regardless of position — who is involved in creating, processing, or recording accounting information for J29, including, if applicable, time-keeping, is responsible for the integrity of that information. No false or intentionally misleading entries may be made in J29's systems, records, or related documentation.

Accurate Recording of Expenses

Employees must properly record and document any expenses made by or on behalf of J29. This includes expenses related to any client, supplier, or other entity doing business with J29, as well as their employees or agents. Please direct any questions on how to properly record expenses and other relevant limitations directly to J29's Finance and Accounting Department.

Timekeeping

Each employee must record accurately his or her time on a daily basis in accordance with the Company's established timekeeping Policies and Procedures. Each employee is expected to read, fully understand, and follow those Policies and Procedures. In reporting your time electronically, you are certifying that your time is being charged accurately and in accordance with those Policies and Procedures. Improperly shifting cost from one contract to another, improperly charging labor or materials, and falsifying timecards are strictly prohibited. If you have any questions or doubts regarding how to charge time or record costs, it is your responsibility to seek guidance. J29 employees may refer to the Employee Handbook for additional guidance.

Reporting Practices

If employees are asked for information during audits (internal and external), by the General Counsel, or by J29's accountants or legal counsel, they must provide complete and accurate information. No one in the company may conceal information that is necessary for the preparation of accurate books, records, accounts, and financial statements.

Legal Obligations

Anti-Corruption

All employees, agents, subcontractors, consultants, and representatives acting on behalf of J29 must fully comport with the provisions of the Foreign Corrupt Practices Act (FCPA) and no violations will be tolerated. All third-parties who interact on J29's behalf with a foreign government or government-controlled entity must be provided with a copy of this Code of Conduct which includes our J29's Anti-Corruption policy, which they must agree to comply with.

The rule at J29 is very simple: We do not pay bribes. J29 considers a "bribe" to be anything that has a value and is offered, promised, or given to influence a decision to do business with J29. This includes obtaining new business, retaining existing business, or gaining any other improper advantage.

Be aware that a "bribe" may be something other than a payment (e.g., cash) offered to improperly influence a decision. It can take the form of a gift, favor, job, or offer of entertainment or travel. This applies not just to a person himself or herself, but to that person's family members, business interests, etc. – anyone that might influence that person's decision-making. For example, helping a foreign official's son to get an internship or paying costs for that person to attend a conference could be considered a "bribe."

J29 does not discourage individual employees, officers, or directors from participating in the political process in their own right, including the making of voluntary contributions to candidates or parties of their choosing. But outside of the U.S., J29 may not make political contributions and you must ensure that your own political contributions are never conditioned upon any agreement or understanding to take or not take any particular governmental action on behalf of J29.

This same caution also applies when considering contributions for charities, communities, or social responsibility projects when someone associated with such activities is also associated with the government. Such contributions should be approved in advance by J29's CEO, President or General Counsel.

The FCPA is a complex law, with many "grey areas" (e.g., "facilitating payment") that can be encountered. Similar laws in other jurisdictions, such as the UK Bribery Act, are similarly complex and may be applicable to J29 in certain situations. If you have any questions regarding J29's Anti-Corruption Policy, contact J29's General Counsel or HR Department.

Gifts and Gratuities

Employees must be careful about giving or receiving gratuities, gifts, and other business courtesies, because even gestures that seem simple and innocent can be harmful to J29's reputation and ability to conduct business. They may also violate laws and/or regulations, or third-party codes of conduct or policies or procedures. Employees are advised to review J29's HR Policy and to contact a member of senior management or the General for additional clarification or questions.

A gift can be a gratuity, favor, discount, cash, gift certificate, entertainment, hospitality, loan, promise to not collect a debt, or other item having monetary value. Keep in mind that this also applies to services as well as gifts of training, transportation, local travel, lodging, and meals

J29 serves both commercial and governmental clients, which requires particular attention as it concerns gifts. Accordingly, J29's Gifts and Gratuities Policy distinguishes and directs gift giving and receiving as it applies to our federal government clients, our state and municipal government clients, and our commercial clients.

- **Federal Government**
 - With Federal government employees and our Federal clients, gift giving and receiving is prohibited unless approved in writing by J29 Management.
- **States & Municipalities**
 - With state and municipal government employees and clients, we follow specific state or municipal rules regarding gift giving and receiving. If you would like assistance with researching specific state or municipal rules, contact J29's HR.
- **Commercial (Non-Governmental)**
 - With commercial clients and employees, J29 respects each clients' gifting rules and, if such rules allow gifts, of a reasonable / nominal value, to enable legitimate business development activities while ensuring adequate monitoring and auditing efforts.

Lobbying Activities

J29 is prohibited from using federal funds to pay persons, such as lobbyists or consultants, to influence or attempt to influence executive or legislative decision-making in connection with the award or modification of any Government contract. No employee may hire such a lobbyist or consultant without the CEO's prior written authorization.

Political Contributions

J29 respects the right of employees to be involved in political activity and to contribute their own time and resources. Such activity, however, must not take place on Company time or property, nor involve the Company's name, and the Company will not reimburse employees for any contributions they may make. Laws and regulations governing contributions to state and local candidates vary from state to state, and all employees shall act in accordance with all such laws and regulations. Questions concerning political contributions should be directed to J29's Human Resources or General Counsel.

Outside of the U.S., J29 employees shall not use either J29 funds or their own funds to make direct or indirect payments or give Gifts, whether in the form of money or any other thing of value, to a political party or member of a political party without prior written approval from J29's CO.

Loans

With the exception of common business transactions with banks or other financial institutions, employees may not make loans to or borrow from individuals or organizations that do business with J29.

Fraud and Misrepresentations

Never make false or deceptive claims to promote J29 or its services. J29's employees must not engage in or permit any activities that involve fraud or misrepresentation(s) regarding any aspect of J29's business. Also, as noted above in this Code of Conduct, J29 employees have a duty to report such concerns.

Hiring Practices Involving Current or Former Federal Employees

Special restrictions apply to hiring or retaining a government or former government employee (including military officers) as an employee or consultant of the Company. In addition, there are special constraints regarding any communication(s) concerning possible employment of government employees who are designated as “procurement officials” during the conduct of any procurement action and otherwise. In order to be sure that you do not violate any of these restrictions, contact Human Resources for advice before discussing the possibility of employment with any government official.

Authorization from Human Resources must be obtained before entering into any talks relating to proposed employment with current government employees. Such talks should begin only after the government official has publicly announced that they leaving government service.

Organizational Conflicts of Interest

An Organization Conflict of Interest (“OCI”) may result when factors create an actual or potential conflict of interest on an instant contract, or when the nature of the work to be performed on the instant contract creates an actual or potential conflict of interest on a future acquisition or in another area of business. In the latter case, some restrictions on the future activities of J29 may be required and/or controls may be necessary in order to ensure there is no conflict. Furthermore, in certain instances, applicable representatives, i.e., government contract program leads, agency representatives, etc., may be notified to alert them of a potential OCI.

Following are some examples of types of OCI’s:

- **Biased Ground Rules** – May occur when the contractor has input into setting the ground rules for a competition in which it (or an affiliate) may participate, for example:
 - Contractor helps Government write the Statement of Work or other specifications for an upcoming procurement.
 - Contractor has the ability to specify goods or services that can only be provided by itself (or an affiliate).
- **Unequal Access to Information** – May occur when a contractor has access to nonpublic information that may provide it with a competitive advantage in future competitions, for example:
 - Contractor in the course of its work gains access to financial or technical information related to competitors.
 - Contractor gains access to Government needs or procurement strategy.
- **Impaired Objectivity** – Involves situations where a contractor’s work under one contract could entail evaluating itself, a related entity, or a competitor. Also occurs where a contractor could have the ability to steer work to itself or a related company or away from a competitor.
Examples:
 - Contractor has responsibility for determining where particular work is conducted.
 - Contractor does quality assurance/quality control on an affiliate or competitor.
 - Contractor provides administrative personnel in procurement sensitive areas (e.g., overhearing procurement discussions).

Government Contracting

J29 is absolutely committed to complying with the requirements of applicable Federal Acquisition Regulations and all other relevant laws and regulations when conducting business with the U.S. Government.

We promote procurement integrity by, among other things:

- Not allowing gifts of any kind or value with federal government employees;
- Never attempting to obtain or use: 1) government confidential information or source selection information or 2) other contractor's nonpublic bid or proposal information, such as costs, pricing, or proprietary information;
- Not discussing job or business opportunities with current or former government officials or employees, military personnel or their family members unless properly authorized by J29;
- Ensuring that all information submitted in government contract proposals and negotiations is accurate, complete, and current;
- Ensuring that we fully comply with all requirements for each federal government contract we have and report complete and truthful information about our performance on a federal government contract when required or requested;
- Ensuring that, if applicable, we account for our hours, expenses, and costs in accordance with all federal government contracting laws and regulations;
- Ensuring that our subcontractors are qualified and understand that there are requirements in our federal government contracts applicable to their subcontract with J29, including their agreement to abide by J29's Code of Conduct and applicable Policies and Procedures.

J29 employees must understand and appreciate that violations occurring in serving federal government agencies bear substantial penalties. In addition to criminal prosecution, civil penalties, and fines, any federal agency can suspend or debar J29 from all federal government contracting (not just with the agency at issue). The decision to suspend or debar an organization from federal government contracting is essentially an issue of trust – can that agency trust you to do business with them? We must never take any action(s) that violates the trust that we have earned and honor with the federal government customers J29 serves.

FAR Mandatory Disclosure Rule

Federal Government Contractors must timely disclose to the affected federal government agency's Office of Inspector General and Contracting Officer whenever, in connection with a contract award, performance, or closeout of a contract, the contractor has credible evidence that a Principal, employee, agent, or subcontractor has committed certain crimes or engaged in certain misconduct. To not do so is a crime itself, and subjects the contractor to numerous and severe penalties, including possible prosecution and suspension/debarment from federal government contracting.

It is J29's responsibility to make such disclosures. Therefore, it is imperative and required that you report any suspected fraud, waste, abuse, or misconduct to J29's General Counsel, HR, or a member of J29's Management immediately. Your concerns will be investigated in accordance with J29's Policy and, if required, disclosure will be made to the affected federal government agency.

Truth in Negotiations Act

J29 must comply fully with the Truth In Negotiations Act (TINA) in the conduct of its U.S. Government business. The purpose of TINA is to give the Government an effective means of negotiating a fair and reasonable price. TINA requires disclosure of cost or pricing data and certification that such data are accurate, complete, and current. Employees involved in negotiating Government contracts and subcontracts must ensure that all cost and pricing data, communications and representations of fact are accurate, complete, current, and truthful.

Antitrust Laws

Antitrust laws prohibit business practices that restrain fair trade, such as price-fixing conspiracies, corporate mergers that weaken the competitiveness of a market, and predatory practices designed to achieve and/or maintain monopoly power. J29 strictly complies with antitrust laws.

Enacted in 1890, the Sherman Anti-Trust Act prohibits agreements among competitors to fix prices, manipulate bids, or engage in other anticompetitive activity. The Antitrust Division of the U.S. Department of Justice prosecutes Sherman Anti-Trust Act violations.

Following are common types of Antitrust Violations:

Price Fixing

Price fixing is an agreement among competitors to agree on prices for their goods or services. This restricts price competition and is against the law. Price fixing can take different forms. Competitors do not have to charge exactly the same price, and not every competitor in an industry must join the conspiracy.

Price fixing can be agreements to:

- Establish or adhere to price discounts. Hold prices firm.
- Eliminate or reduce discounts.
- Adopt a standard formula for calculating prices.
- Maintain price differentials between different types, sizes, or quantities of products or services.
- Adhere to a minimum fee or price schedule. Fix credit terms.
- Not advertise prices.

Bid Rigging

Through bid rigging, conspiring competitors can manipulate prices in a competitive bid situation. Competitors agree in advance who will submit the winning bid on a contract. Just as with price fixing, it is not necessary that all bidders participate in the conspiracy.

Bid rigging conspiracies usually fall into one or more of the following categories:

- **Bid Suppression:** Competitors who would normally bid for work, or who have previously bid for work, agree to not bid or withdraw a bid so that only one competitor—the one that the competitors all agree upon—wins the work.
- **Complementary Bidding:** This occurs when competitors agree to submit bids that the buyer will not accept because the bids are too high and/or involve unacceptable terms. Such bidding may appear to be genuinely competitive, but it is not. Such schemes are designed to conceal secretly inflated prices. This is also sometimes referred to as “cover” or “courtesy” bidding.

- **Bid Rotation:** In a bid rotation scheme, all the conspirators submit bids, but take turns being the lowest bidder. Such schemes can vary. For example, competitors may take turns on contracts according to the size of the contract and/or the size of each conspirator company.
- **Subcontracting Scheme:** In a subcontracting arrangement, competitors who agree to not bid or submit a losing bid receive subcontracts from the successful bidder. In some schemes, a low bidder will agree to withdraw its bid in favor of the next low bidder in exchange for a secret subcontract that divides the contract revenue(s) between them.

Market Division

In market division or allocation schemes, competitors agree to divide markets by customers, products, or territories. Each conspirator can sell to customers or bid on contracts involving certain customers or types of customers, certain products or types of products, or certain territories. But they cannot sell to customers or bid on contracts allocated to the other competitors in the scheme. In other market division schemes, competitors agree to quote intentionally high prices, or to not sell to, clients in geographic areas allocated to conspirator companies.

Employee Obligations

Compliance With All Applicable Laws and Regulations

Violating the law can have a devastating and lasting effect on the persons involved, as well as J29. Employees who break the law may be subject to disciplinary action, including termination. They may also subject themselves individually, as well as J29 corporately, to criminal and civil liability, fines, a compromised record, and possible imprisonment.

For government clients served by J29, violating the law or certain regulations may result in J29's suspension or debarment from all federal contracting or contracting with a particular client. One person's misconduct puts all of J29, and its employees, at risk.

Conflicts of Interest

As an employee of J29, it is important not to place yourself in a position where your actions or personal interests are, or are reasonably likely to be perceived to be, in conflict with the interests of the Company. A conflict of interest occurs when you advance a personal interest at the expense of J29's interests. It is up to you to avoid any activity that creates, or appears to create, a conflict between your personal interests and the interests of J29. Employees in doubt about a potential conflict should speak with their manager, the General Counsel, HR, the President, or the CEO.

The following examples of conflicts of interest are guidelines and not meant to be all-inclusive:

- No employee may engage in an independent business venture or perform work or services for another organization to the extent that the activity prevents the employee from devoting the time and effort to the business of J29 as required by his or her position or if it would create an appearance or actual impropriety and/or a perceived or actual conflict of interest.
- No employee or family member may have, directly or indirectly, a significant financial interest in, involvement with, or obligation to any business organization which does or seeks to do business with J29 unless the interest or obligation has been fully disclosed in writing to the Company, and it has been

determined that the employee's duties for J29 will not require him or her to make decisions or take actions that could be influenced by such interest, involvement, or obligation.

- No employee may appropriate or divert a business opportunity of J29 to herself/ himself or any other person or organization.
- No employee may participate in a decision-making process involving circumstances that present a conflict of interest. This includes employment and/or assignment related decisions regarding a family member or other person with whom the employee has a close personal relationship.

Employees are to maintain independence and objectivity with clients, the community and J29. Before entering into any employment, contractual, creditor, consulting and consumer relationship, an employee must ensure that no express or implied conflict of interest exists. Employees are called upon to maintain a sense of fairness, civility, ethics, and personal integrity in all business transactions.

Access to Information

Employees who possess access to non-public and/or confidential information, whether it be from governmental systems or otherwise, may not use that information to assist any other employee or agent for their own benefit or for the benefit of J29. Moreover, no employee shall solicit information or advice with respect to non-public and/or confidential information another J29 employee is privy to as part of their specialized role. No employee will access any non-public information for personal gain or for the improper gain of J29 or a J29 employee.

Insider Trading

Persons who possess material, non-public information concerning Company business or that of Company customers, suppliers, vendors, business partners, or competitors may not trade in the Company's securities or those of such customers, suppliers, vendors, business partners, or competitors nor reveal the information to anyone (or provide trading "tips" based upon such information) until the information has been effectively disclosed to the public. These prohibitions are based on federal securities laws, and as used in those laws, "material" information is information that a reasonable investor likely would consider important in deciding to purchase or sell a security and that could affect the price of the security.

Primary Employment

If you are a full-time employee, we expect you to consider J29 to be your primary employer. Any outside employment or business activities must be secondary to your position at J29 and you must provide notice to J29 of any such activities. Whether or not your employment with J29 is full time, you must refrain from engaging in activities outside the scope of your employment if such activities would detract from, or interfere with, the fulfillment of your responsibilities as an employee of the Company.

Exercise caution when developing independent business opportunities with other companies. You and J29 may need to use teaming agreements, non-compete agreements, and/or nondisclosure agreements to minimize the potential for conflicts between your interests and the interests of J29. Contact HR, General Counsel, President or the CEO if you have questions about your individual business relationships with other companies.

Restrictions on Conducting Similar Business

J29 employees must have prior written approval of J29's CEO to:

Engage in the same or similar lines of business as conducted by J29 while employed by J29; or volunteer at or work for, including as an outside consultant, to another entity (company, firm, business) that conducts the same or similar business as J29. This includes serving on the board of directors or similar advisory board of an entity (company, firm, or business) that either does business with J29 or that competes or could reasonably compete with J29.

Restrictions on Endorsements

J29 employees may not endorse any product, service, or organization on behalf of J29 unless specifically authorized by an authorized official of the Company.

Protecting J29's Intellectual Property

Every employee of J29 has a fiduciary relationship to J29. All information relating to the internal operations of the organization is strictly confidential. This section is meant to supplement J29's Non-Disclosure and Confidentiality Agreement and Employee Handbook are incorporated herein by reference.

Private Information

J29 respects the legitimate privacy interests of its employees and complies with laws regarding releases of personnel information. Such information may include but is not limited to, medical and insurance records; benefit information; personnel files; discipline reports; employment agreements; drug test reports; credit and criminal checks; and disability and accommodation information and requests.

Customer Privacy

J29's business is largely based upon information. You may have access to sensitive, confidential, or proprietary data about our customers or individuals. We earn trust by protecting the privacy of all information, especially sensitive information, including healthcare and personal data.

Intellectual Property

The systems, processes, and software designs prepared by J29 are the Company's intellectual property. We may grant licenses to our intellectual property to other parties. In some cases, J29 may have acquired intellectual property from third parties through development, purchases, or licensing agreements.

All designs, inventions, techniques, or other intellectual property created by J29 employees during their employment are considered "work for hire" that belongs to J29. J29 owns the rights, titles, and privileges that accompany the authorship of intellectual property, including the right to copyright, publish, copy, and make derivative works of that property.

Trade Secrets

A trade secret is information that gives J29 an advantage over its competitors. Trade secrets can be formulas, patterns, devices, programs, methods, techniques, processes, or compilations of information that are valuable because only J29 knows about them. If another organization or individual learns about a trade secret, it loses its value as a source of competitive advantage. Trade secrets are legally protected and J29 can pursue action against parties that try to obtain them. Therefore, employees who know J29 trade secrets must take steps to protect them.

Practical Steps to Keep J29 Trade & Business Secrets Protected

Employees with access to J29's trade and business secrets must protect the information from accidental or purposeful disclosure:

- If you are responsible for either J29's or a client's trade or business secrets, ensure that they are physically and/or electronically secure.
- If you review such trade or business secrets on your computer monitor, particularly on a laptop while traveling or outside of the office, ensure that others cannot view your computer screen.
- Never leave files of J29 or client trade or business secrets open and unattended.
- Do not take J29's or a client's trade or business secret information from your place of work unless specifically authorized by your manager.
- If those you supervise work with trade or business secrets, make sure that they understand the importance of protecting that information and how to do so properly and effectively.

Regulation and Competition

Fair competition is the basis of the private enterprise system, and J29 supports laws that ensure equitable competition in the markets we serve. Through our business practices, we strive to increase sales by providing the best possible quality, price, service, and value to our clients, and not through any questionable means. We know that quality work, reasonable prices, and excellent service will help us to continue our success and growth. Employees should be aware of the laws and regulations that govern competition, so that they can help maintain J29's fair business practices and reputation as a fair market competitor.

J29's Commitment to a Safe, Healthy & Productive Work Environment

J29 strives to create and maintain a work environment in which people are treated with dignity, decency, and respect and believe that each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits bullying and discriminatory practices, including harassment. J29's work environment should be characterized by mutual trust and the absence of intimidation, oppression, and exploitation.

Other prohibited conduct, because of its adverse impact on the work environment, includes the following:

- Threats or violent behavior. Possession of weapons of any type.
- A manager having a romantic relationship with a subordinate.
- Discrimination against any employee on the basis of any element of diversity.

- Use, distribution, sale, or possession of illegal drugs or any other controlled substance, except for approved medical purposes.
- Being under the influence of illegal drugs, controlled substances used for non-medical purposes, or alcoholic beverages in the workplace.
- Consumption of alcoholic beverages on J29's premises, unless approved in advance by your manager.

Safe Work Environment

We are committed to a safe, healthy, and violence-free work environment. Behavior that poses risk to the safety, health, or security of J29 employees, our extended workforce, or visitors is prohibited. If you become aware of a risk to the safety, health, or security of our workplace, you should notify your supervisor or any member of management immediately. To be able to respond effectively, J29 needs to know about such actions as soon after they occur as possible. However, if it is an emergency or life-threatening situation, first contact emergency services by dialing 911, and then notify an J29 official.

J29 prohibits discrimination, harassment, and bullying in any form – verbal, physical, or visual, as discussed more fully in our Employee Handbook. If you believe you have been bullied, harassed, or discriminated against by anyone at J29, or by a J29 partner, vendor, or affiliate, we strongly encourage you to immediately report the incident to your supervisor, Human Resources, or both. Similarly, supervisors and managers who learn of any such incident should immediately report it to HR. HR will promptly and thoroughly investigate any complaints and take appropriate action. For more information on a Safe Work Environment, see the J29 Employee Handbook.

Drug-Free Workplace

J29 prohibits the misuse/abuse of prescription drugs, and reporting to work with detectable amounts of alcohol in one's body is prohibited. These activities constitute serious violations of J29's rules, jeopardize J29, and can create situations that are unsafe or that substantially interfere with job performance. Employees in violation of J29's policies are subject to appropriate disciplinary action, up to and including termination of employment.

Employee Conduct and Disciplinary Action(s)

As stated earlier, this Code of Conduct provides guidelines for employee conduct. However, please keep in mind that as a J29 employee, you are always responsible for your own conduct and for complying with the J29 Employee Handbook. This includes your behavior while traveling on company business.

J29 will address violations of this Code of Conduct and any other violations of J29 Policies and Procedures on an individual basis. Pursuant to its at-will employment policy, J29 reserves the right to impose whatever forms of discipline it chooses in a particular instance. Disciplinary action may include an oral or written warning and/or reprimand, suspension with or without pay, demotion, or termination. A negative performance evaluation will count as a written warning. There is no standard series of disciplinary steps J29 must follow. In certain circumstances, the employee's conduct may lead to immediate discharge. Employees who have had formal written warnings may not be eligible for salary increases, bonus awards, promotions, or transfers during the warning period. *J29 Employees should refer to the Employee Handbook for more information about J29's Disciplinary Guidelines.*

Employee Privacy

Employees have no reasonable expectation of privacy in their use of J29's resources, whether those resources are equipment or devices, or the software that runs on those devices. This includes not only the email and telephone systems, but also Internet access, video equipment, copy machines, fax machines, and scanning devices.

To protect its assets and ensure compliance with business conduct and ethics, J29 reserves the right to:

- Monitor personal communications made using Company resources;
- Monitor email accounts, text messaging, and other communications on Company resources; and
- Search personal computers or cellular phones/hand-held devices used for Company purposes; and
- Physically search offices, lockers, desks, file cabinets, and any other similar property of J29.

Any monitoring and searching activities will follow applicable laws and regulations.

Social Media Usage

J29 supports the usage of social media by our employees, but we expect that each and every employee act responsibly and in accordance with this Code of Conduct, the J29 Employee Handbook, and all other applicable J29 policies.

Social media should never be a channel for retaliation, which J29 strictly prohibits.

"Social Media" includes blogs, wikis, social networks, virtual worlds, and other media yet to be identified or created that are used to connect you with larger communities and or the rest of the world. Common examples include, but are not limited to:

- Blogs.
- Microblogging and/or Microblogging sites such as Twitter or Instagram.
- Multimedia and social networking sites such as Facebook, YouTube, or LinkedIn.
- Forums such as Yahoo! Groups or Glassdoor.
- Wikis such as Wikipedia and any other site where text can be publicly posted.

When using or engaging in social media, we recommend that you consider some simple guidelines:

- Be Honest and Accurate - Integrity is at the heart of J29's Code of Conduct. Always communicate information or facts that are true. When giving an opinion, ensure that your opinion is clearly identified as such and not as a fact.
- Be Positive and Respectful – If you don't have something nice to say or a kind way and respectful way of saying it, think twice before you say it.
- Be Yourself – Do not impersonate someone else and do not create a link from your blog, website, or other social networking site to an J29 website without identifying yourself as an J29 employee.
- Know Your Audience – Consider the appropriateness of your messages and/or posts, including photos, in light of whom might see them (i.e., J29 customers, employees, competitors, etc.).
- Correct Mistakes – If you share something that is incorrect, make sure to correct or retract it. If you want to correct something someone else has said, consider doing so privately rather than in a public forum.

- **Don't Make Illicit Statements** – Though this should be common sense, do not make statements that are unlawful, threatening, abusive, libelous, defamatory, obscene, vulgar, hateful, pornographic, profane, racist, sexist, sexually explicit, or indecent.
- **Maintain Confidentiality** – Maintain the confidentiality of J29's trade secrets and private or confidential information. Confidential information includes, but is not limited to, contracts, customer data, contract terms, customer security arrangements, locations, and posts. Trade secrets may include information regarding the development of systems, processes, products, know-how, and technology. Do not post internal reports, policies, procedures, or other internal business-related confidential communication.

J29 Employees should refer to the Employee Handbook for more information about J29's social media Policy.

Information Systems and Equipment

J29 supplies, services, office equipment, and electronic communications systems (including its computers, websites, Internet connections, cell phones, handheld portable electronic communications devices, telephone and fax systems) are for J29's business and may not be used for personal needs, except on an incidental and occasional basis that does not interfere with an individual's job performance or otherwise violate J29's policies. Under no circumstance may J29's property be used for advertising, promotion, or solicitation of business other than for J29.

J29's electronic communication systems may not be used for any unlawful or improper purposes including, but not limited to, posting, copying, downloading, viewing, or transmitting any material that violates the rights of others or is illegal, infringing, threatening, abusive, defamatory, sexually explicit or offensive, harassing, or otherwise objectionable.

If you leave J29 for any reason, including retirement, you must return all J29's assets to J29, including J29 assets on BYO devices. Never disclose or use J29 assets for any purpose that violates the Code of Conduct. J29 continues to own intellectual property that you create as an J29 employee even after you leave J29.

J29 Employees should refer to the Employee Handbook for more information about J29's policies for company property.

For more information, please visit www.j29inc.com.