

## MLS CODE OF BUSINESS ETHICS AND CONDUCT

(Effective May 2022)

This Code of Business Ethics and Conduct applies to all directors, officers, and employees of all MLS Companies (collectively, the "Company" or "MLS"), as well as to its agents, subcontractors, or representatives engaged to act on behalf of the Company. Its purpose is to affirm the Company's strong dedication to the highest standards of business ethics and conduct.

### A MESSAGE FROM THE CEOs

As Chief Executive Officers of the MLS group of companies, we want to express our personal commitment to the standards of ethics and integrity set forth in our Code of Business Ethics and Conduct. Our goal at MLS is to deliver products and services of the highest quality. We have a well-deserved reputation for doing so. Our continued success and ability to achieve our financial goals—as a company and as individuals—depend on conducting our business responsibly, while adhering to the highest standards of ethical business conduct.

This Code of Business Ethics and Conduct sets forth the standards by which all employees, representatives, subcontractors, and agents are expected to conduct themselves. Adhering to these standards will ensure the long-term success of MLS.

All of us are responsible for protecting and maintaining the reputation of MLS. The MLS Code of Business Ethics and Conduct is designed to help clarify the ethical and legal standards to which we should adhere in performing our work. No concise written policy can cover every ethical or legal issue that we may face. A good foundation for ethical behavior consists of individual conscience, common sense, good judgment, and compliance with governmental laws and regulations. This Code, however, will help us understand some of the basic principles within which we must all operate. We are confident the Code will help in resolving any ethical or compliance issues that may arise as we perform our jobs. We are relying on all our employees, agents, and subcontractors, to embrace the standards set forth in this Code of Business Ethics and Conduct and make a personal commitment to uphold them.

Carlo Greco  
CEO, MLS-Multinational Logistic Services Ltd

Michael Darby  
CEO, MLSUSA Corp. and Multinational Logistics Services Inc.

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## **I. Statement of MLS's Code of Business Ethics and Conduct**

### **A. MLS's Commitment to Business Ethics**

MLS is committed to the highest standards of integrity and is dedicated to conducting business in an ethical manner and in compliance with all applicable laws and regulations. MLS is also committed to delivering products and services of the highest quality to our customers at fair and reasonable prices and in compliance with all contract requirements.

### **B. MLS's Code of Conduct**

MLS officers, directors, employees, representatives, agents, and subcontractors (collectively, "MLS personnel") must conduct business in strict compliance with all applicable U.S. Federal, state, and local laws and regulations, as well as any applicable international laws and regulations. In addition, MLS personnel must comply with all Company policies, procedures, and work rules, including this Code of Conduct.

All MLS personnel have a personal obligation to comply with the MLS Code of Conduct and each person is responsible for reading and understanding the MLS Code of Conduct and abiding by it. To assist in their understanding and compliance with the MLS Code of Conduct, all MLS personnel must attend mandatory compliance training within two months of the implementation of this Code of Conduct and receive annual training thereafter.

All MLS personnel must foster a free and open atmosphere that allows and encourages employees to make inquiries, or to report possible business ethics violations or violations of law, regulations, policies or procedures without fear of retribution or retaliation for making such reports or inquiries to the MLS Ethics and Compliance Officer.

The MLS Code of Conduct provides a guide to ethical practices in working with customers, suppliers, the general public, and other MLS personnel. The Code of Conduct sets forth the standards all MLS personnel are expected to follow when carrying out their responsibilities for or on behalf of the Company. In addition to those standards, Federal and state laws may impose legal requirements regulating your conduct and behavior on behalf of the Company. You should keep in mind that statements of policy, laws, and regulations cannot cover every ethical question that may arise. Your own personal integrity, common sense, and good judgment are the best guides to ethical and responsible conduct.

If you are uncertain about the ethics, propriety, or legality of any of your actions or decisions, you must request guidance from the Interim MLS Ethics and Compliance Officer. The Interim Ethics and Compliance Officer is Mike Ferrara. The Interim Ethics and Compliance Officer may be reached at +1-773-710-9938 or [michael.ferrara@dinsmore.com](mailto:michael.ferrara@dinsmore.com).

### **C. "Zero Tolerance" and Disciplinary Action**

Unethical or illegal behavior will not be condoned or tolerated. Any employee who violates the Code of Conduct shall be subject to appropriate disciplinary action, which may include dismissal.

Disciplinary action may also be taken against supervisors or Company managers who knowingly condone or permit illegal or unethical conduct by those reporting to them. Appropriate action will be taken also against recalcitrant agents and subcontractors. Violations of certain laws or regulations may also lead to criminal prosecution of individuals by government authorities, with convictions resulting in fines and/or imprisonment.

#### **D. Annual Business Ethics Awareness and Compliance Training Program**

MLS provides its employees with annual training on business ethics and conduct. Attendance at such training is mandatory for all employees, and all employees will be required to certify their attendance at such training. Additionally, employees will be required to review and acknowledge this policy on an annual basis.

At the end of the training, employees will be tested on what they learned and will review and respond to hypotheticals to test and apply their knowledge to real world examples. This training will go beyond informing MLS employees of their compliance obligations to teach them how to intervene effectively to prevent prohibited conduct before it occurs.

New hires will also receive this training and will be required to review and acknowledge this policy before assuming their job responsibilities at MLS.

## **II. Employment Practices**

As an employer, the Company shall provide a fair, professional, and mutually respectful work environment for all.

#### **A. Equal Opportunity**

MLS is an equal opportunity employer and complies with all applicable Federal, state, and local fair employment practices laws. As an equal opportunity employer, we will provide equal employment opportunity to qualified individuals regardless of race, color, religion, creed, sex (including gender, pregnancy, sexual orientation, and gender identity), national origin or ancestry, ethnicity, age, or physical or mental disability, or any other characteristic protected under applicable Federal, state, or local law. This Policy embraces all aspects of the employment relationship, including application and initial employment; promotion and transfer; selection for training opportunities; wage and salary administration; and the application of service, retirement, seniority, and employee benefit plan policies. MLS will also provide employees a workplace free from any form of sexual or other types of harassment.

#### **B. Immigration Law Compliance**

The Company is committed to employing only people who are legally authorized to work in the locations where they are employed. MLS complies with all applicable immigration laws and regulations concerning verification of employment eligibility for all employees. Failure to comply with applicable immigration laws, submission of any false or misleading documents or information, or any other misconduct concerning immigration compliance may result in denial or revocation of

any offer of employment or immediate termination. Violations of those laws and regulations may subject MLS and individuals to civil and criminal liability. As a condition of employment, every U.S. employee must provide satisfactory documentation of his or her identity and legal authorization to work in the United States and complete a Form I-9.

### **C. Post Government Employment Restrictions**

MLS must comply with various U.S. post-government employment restrictions (commonly known as “revolving door” restrictions) designed to avoid conflicts of interest. Generally, these restrictions apply to U.S. government officials who have been “personally and substantially” involved in one or more contracts or who, through the chain of command, have in some sense been responsible for the award or administration of one or more contracts. Such individuals may be banned from later representing MLS interests with respect to the contracts in which they were involved as government officials. These employment bans could range from a one-year ban to a potential lifetime ban depending on the government employee’s roles with respect to these contracts and their proposed duties at the Company.

MLS employees should not advocate for the hiring of a current or former government official outside of standard human resources channels. Employees may not engage in hiring discussions with a government employee (whether initiated by the employee or by a government employee) without first obtaining the review and approval of the Ethics and Compliance Officer. Employees should promptly report all hiring discussions with government employees, including instances in which a government employee initiates conversations around possible employment, to the Ethics and Compliance Officer.

MLS employees who are former government officers or employees (at the federal, state, or local level) are responsible for complying with all applicable post-retirement or post-employment restrictions established by statute or regulation. All such employees must notify the Company’s Ethics and Compliance Officer of any such restrictions before beginning work for MLS.

### **D. Whistleblower Protection**

Employees are expected to report violations of this Code of Conduct, MLS policies, and all laws and regulations to their immediate supervisor and to the Company’s Ethics and Compliance Officer.

Retaliation in any form against an individual who has raised a concern (sometimes referred to as a “whistleblower”) is a serious violation of this Policy and of law. It is therefore the Company’s policy not to retaliate in any way against any employee who has raised a concern in good faith.

### **E. Drug-Free Workplace and Drug-Free Work Force**

MLS is committed to providing a safe, quality-oriented, and productive work environment, wherever we work globally. Alcohol and drug abuse pose a threat to the health and safety of MLS employees and to the security of MLS’s equipment and facilities. For these reasons, MLS is

committed to the elimination of drug and alcohol use and abuse in the workplace. Employees must report to work fit for duty and free of any adverse effects of illegal drugs or alcohol.

### **III. Anti-Corruption**

MLS is committed to maintaining the highest standards of business ethics and conduct everywhere it does business. MLS personnel must comply with global anti-corruption laws in all of their interactions with customers, partners, other employees, consultants, or anyone else they interact with on behalf of MLS. The Company is also committed to ensuring that the business practices of its business partners meet the same ethical standards.

If you have any questions about the application of anti-corruption laws or any related issues, immediately seek advice from the Company's Ethics and Compliance Officer.

#### **A. Bribery**

MLS strictly forbids its employees, directors, representatives, agents, subcontractors, and business partners from offering or giving to any person, or soliciting or accepting from any person, bribes or other improper payments or benefits. Neither you, nor our business partners, may offer or give anything of value to any person in order to influence that person so that MLS may obtain or retain business or gain any other improper business advantage. "Anything of value" literally means anything, including money, travel expenses, meals, gifts, entertainment, offers of employment, in-kind use of company resources, personal favors, and other items or services of value. If you have any questions about the application of anti-corruption laws or any related issues, immediately seek advice from the Company's Ethics and Compliance Officer.

While the anti-corruption laws prohibit bribery to any person, we must remain especially careful and vigilant when it comes to our interactions with government officials (both foreign and domestic). Bribery can have very serious consequences for the individuals involved and for MLS. If you become aware of any such situation, you must immediately notify the Company's Ethics and Compliance Officer.

To avoid unauthorized payments in violation of this Code, MLS' officers, employees, agents, and other representatives must obtain the approval of the Ethics and Compliance Officer prior to reimbursement for any expenses (other than standard, documented contractual payments to approved vendors or suppliers) over \$5,000.

#### **B. Kickbacks**

A "kickback" is defined as any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or subcontract. Federal law prohibits companies from soliciting or accepting kickbacks in connection with any U.S. government contract or subcontract. MLS could face serious consequences if it were involved in the offering or acceptance of a kickback. Employees are strictly prohibited from offering, accepting, or soliciting kickbacks of any kind.

If you become aware of any such situation, you must immediately notify the Company's Ethics and Compliance Officer.

### **C. Gifts, Gratuities, Meals, Entertainment, and Hospitality for U.S. Government Officials**

With certain very modest exceptions, gift restrictions prohibit government employees and officials from receiving anything of value from a company with whom it is or may be working. The Company thus takes a very conservative approach: the Company and its employees may not offer or provide anything of value, whether in the form of gifts, entertainment, meals, transportation, travel reimbursement, etc., to any government official or employee. If you have questions or concerns regarding this policy, consult the Company's Ethics and Compliance Officer.

### **D. Foreign Corrupt Practices Act (FCPA)**

MLS personnel may not promise, offer, or make any payments in money, products, or services to any foreign official in exchange for, or in order to induce, favorable business treatment.

The Foreign Corrupt Practices Act (“FCPA”) and other United States laws prohibit offers, promises, authorizations of payment, and payments of money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purpose of obtaining, retaining, or directing business, or influencing any act or decision of the foreign official in his or her official capacity. The FCPA also contains provisions on record keeping and internal accounting controls, which require the maintenance of accurate books and records and a system of internal accounting controls sufficient to provide reasonable assurances as to the proper execution and recording of transactions and the protection of assets.

Regardless of local practices or competitive intensity, you must avoid even the appearance of bribery when dealing with government officials, as well as officials of international organizations and political parties, and employees of state-owned or controlled enterprises. As a Company and as employees, we must strictly abide by these laws. Any violation or any solicitation to violate the FCPA must be reported to the Company's Ethics and Compliance Officer immediately.

### **E. Office of Foreign Asset Controls (OFAC) Compliance**

The Office of Foreign Asset Controls (“OFAC”) of the U.S. Treasury Department is responsible for administering the U.S. trade embargoes in effect against various countries. As part of its enforcement efforts, OFAC publishes a list of individuals and companies owned or controlled by, or acting for or on behalf of, targeted countries. It also lists individuals, groups, and entities, such as terrorists and narcotics traffickers designated under programs that are not country-specific. Collectively, such individuals and companies are called “Specially Designated Nationals” or “SDNs.” Their assets are blocked and U.S. persons are generally prohibited from dealing with them.

MLS and MLS personnel are prohibited from dealings with the U.S. embargoed countries and individuals and entities identified by OFAC as Specially Designated Nationals. OFAC maintains a public list of Specially Designated Nationals (the “SDN list”) at: <https://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx>.

To prevent violations of U.S. sanction laws, it is MLS’s policy to screen all parties to any transaction potentially involving a foreign entity against the SDN list and to limit transactions with countries listed in the “Country-Based Sanctions” section. No MLS employee shall engage in, facilitate, or approve any transaction involving a designated country, organization, or entity without written prior authorization from the Ethics Compliance Officer.

The United States regularly updates the lists of countries and individuals that may be subject to sanctions. These sources must be checked regularly. On no less than a quarterly basis, the Ethics and Compliance Officer shall cross reference MLS’s records of the entities with which and countries where MLS does business against the most current guidance promulgated by OFAC. If a previously screened MLS customer or shipping destination is subsequently designated by OFAC, the Ethics and Compliance Officer shall take immediate action to halt all MLS business with that entity or location.

## **F. Human Trafficking**

Human trafficking is a serious worldwide problem, and the U.S. Federal Government takes a very strong stance against it. In line with the Government’s position, MLS has a zero tolerance policy concerning human trafficking. MLS personnel are prohibited from engaging in or supporting any trafficking in persons, use or procurement of commercial sex acts, or use of forced or child labor.

Examples of human trafficking may include:

- Supporting or procuring commercial sex acts;
- Use of forced labor;
- Denying an employee access to that employee’s identity or immigration documents, including passports;
- Misleading or fraudulent recruitment practices. This may include failing to disclose contract terms in the employee’s native language or a format understood by the employee, material misrepresentations of terms and conditions of employment, or costs charged to the employees;
- Use of recruiters known to engage in prohibited practices; and
- Charging recruitment fees to employees.

Employees must immediately report any violation or suspected violation of this Policy to the Company’s Ethics and Compliance Officer. Any employee found to be in violation of this Policy is subject to disciplinary action, including termination of employment.

## **IV. Ethics in Contracting**

### **A. Procurement Integrity**

Under the U.S. Procurement Integrity Act, a person shall not knowingly obtain contractor bid or proposal information or source selection information prior to award of a procurement contract to which the information relates. Procurement information that is knowingly obtained either from a federal government source or from a third party (e.g., competitor, subcontractor, or teammate), may violate the Act.

Contractor bid or proposal information is information submitted to a government agency in connection with a bid or proposal, including cost or pricing data, indirect costs, direct labor rates, proprietary information, and other information marked by the contractor as “contractor bid or proposal information.”

Source selection information is information not previously made available to the public that is prepared for use by a government agency to evaluate bids or proposals, such as source selection plans, technical evaluation plans, the results of technical evaluations, cost or price evaluations, competitive range determinations, rankings of bids or proposals, and reports and evaluations of source selection panels, boards, or advisory councils.

### **B. Organizational Conflicts of Interest**

The U.S. Government is concerned with organizational conflicts of interest (“OCIs”), which arise when the Company does work that may give it an unfair competitive advantage with respect to future opportunities, or may put the Company in a position where it is evaluating itself or its affiliates, or that allows the Company to set the standards for an opportunity that it later may seek. Government procurement regulations restrict businesses from participating in a procurement or activity where there is an OCI, absent an acceptable mitigation plan. If you come across a situation that may give rise to an OCI, consult the Company’s Ethics and Compliance Officer immediately.

### **C. Personal Conflicts of Interest**

A personal conflict of interest may exist where the government expects objective judgment from you but you have a financial interest, personal activity, or relationship that may impair your ability to act impartially and in the best interest of the government when exercising that judgment.

A personal conflict of interest, or the appearance of a conflict, may arise in a variety of circumstances. Some examples are:

- having a personal financial interest in a customer or a competitor that could affect the employee’s objectivity or judgement carrying out one’s job responsibilities;
- using confidential information for personal gain or enrichment;
- accepting fees, commissions, or any other personal benefit from any person involved in any transaction with the Company;
- having a family or personal relationship with a government official.

If you have any concern that a particular activity or relationship may give rise to a conflict of interest with your employment at MLS, discuss the matter with the Company's Ethics and Compliance Officer.

#### **D. Time Card Reporting**

While the majority of MLS's work does not involve time card reporting, in any setting in which a customer is entitled to time card information, such as Time & Materials contracts, the integrity of our timekeeping system is essential to the success of MLS. It is an employee's responsibility to understand the Company's timekeeping requirements and to ensure that the requirements are accurately and appropriately applied in recording labor hours. Employees who file timecards must do so in a complete, accurate, and timely manner. Employees performing government contracts must be particularly careful to ensure that hours and costs are applied to the account for which they were incurred and that the hours charged specifically relate to the activity or work performed and reflect actual time worked on a particular contract. No cost may be charged or allocated to a government contract if the cost is unallowable by regulation or contract provision, or is otherwise improper. Any employee who fails to charge his or her time accurately and correctly may be subject to disciplinary action up to and including termination of employment, and may be subject to civil and/or criminal liabilities.

#### **E. Prohibition on Contracting with Suspended or Debarred Entities**

MLS shall not knowingly hire as a subcontractor, employee, or consultant, with or without pay, an individual or entity who is listed by a government entity as debarred, suspended, or otherwise ineligible to participate in federal, state or local procurements. If you are responsible for hiring, you should make a reasonable effort to confirm that potential employees or consultants are not debarred or suspended, including checking for excluded parties, available on the U.S. Federal Government's System for Award Management website at: [www.sam.gov](http://www.sam.gov).

Before entering into any supplier or subcontract relationship in connection with a government contract, you must determine whether the prospective supplier or subcontractor is debarred, suspended, or otherwise ineligible to participate in federal programs.

If you become aware of a current supplier or subcontractor that has been debarred, suspended, proposed for suspension or debarment, or has had any other action taken against them that might impact their eligibility to perform work under their current contracts with MLS, you must contact the Company's Ethics and Compliance Officer.

If you are debarred, suspended, proposed for suspension or debarment, or have any other action taken against you that might affect your eligibility to perform work on government programs, you must promptly contact the Company's Ethics and Compliance Officer. Depending on the circumstances giving rise to the adverse action, employees suspended or debarred from government contracting may be temporarily removed from their position, transferred to a different position, or terminated from employment. Failure to provide notice to the Company is also grounds for termination.

Additionally, MLS will undertake reasonable efforts not to include as a principal any person whom due diligence would have exposed as having engaged in conduct that is in conflict with the Company's Code of Conduct.

## **V. Ethics and Compliance Responsibilities and Reporting**

All MLS personnel are responsible for ensuring the Company adheres to the highest standards of ethical and compliant conduct. As described below, MLS has implemented a robust compliance structure that is dedicated to ensuring the Company lives up to these standards and investigates and reports any lapses.

### **A. Compliance Committee**

The MLS Board of Directors has a Compliance Committee that is responsible for overseeing all matters that involve the Company's adherence to the highest standards of business ethics and conduct, including but not limited to all matters addressed in this Code of Conduct. In addition to reporting to the CEO, the Company's Ethics and Compliance Officer shall provide periodic reports to the Chair of the Compliance Committee on matters within his purview, and shall also report on an as-needed basis on any significant new ethics or compliance matters that may arise. Although the Ethics and Compliance Officer has primary responsibility to matters covered by this Code and should be the first option for raising ethics and compliance concerns, Company personnel may also contact the Chair of the Compliance Committee if their concerns have not been adequately addressed. The Chair of the Compliance Committee is Madhu Gopinath, who may be reached at +9 (714) 451-6633 or [mgopinath@mlscorporation.com](mailto:mgopinath@mlscorporation.com).

### **B. Ethics and Compliance Officer**

The Ethics and Compliance Officer shall be responsible for all aspects of corporate compliance and has the necessary authority to implement compliance policies and procedures, including those related to timely discovery and disclosure of improper conduct. The Ethics and Compliance Officer is responsible for:

- Overseeing the completion of ethics training for new hires and annual ethics training for all MLS employees;
- Receiving any reports of violation, written or oral, in confidence;
- Conducting an investigation to determine whether or not a violation has occurred;
- Reporting to senior management and the Compliance Committee the results and recommendations of such investigations;
- Ensuring that corrective measures are carried out;
- Periodically conducting an evaluation of the effectiveness of the Company's compliance program to consider the evolving and dynamic nature of the business (including revisions to this Code of Conduct and the annual training program);
- Creating a hotline response plan, responding to hotline complaints, and analyzing patterns in hotline complaints;
- Ensuring the implementation of regular internal audits and reviews for compliance; and

- Periodically conducting an assessment of risk of criminal conduct within the Company.

The MLS Ethics and Compliance Officer is available to answer questions and provide guidance regarding ethical matters. The Ethics and Compliance Officer is also available to anyone who wishes to express concerns regarding the Company's business practices.

Anyone who brings concerns to the Ethics and Compliance Officer may do so without fear of retaliation. All reports of alleged violations will be promptly investigated by the Ethics and Compliance Officer and will be treated confidentially to the extent consistent with the Company's interests and its legal obligations. Employees are required to cooperate in the investigation of alleged violations. Failure to cooperate with the Company's investigation or to provide accurate, timely, and complete information may be a basis for termination.

The Company's Ethics and Compliance Officer shall report directly to the CEO. He or she will also have a direct line of communication with the Chair of the Compliance Committee of the Board of Directors, including through the reports described in Section V.A. above.

The Company's Interim Ethics and Compliance Officer is Mike Ferrara. He is available at +1-773-710-9938 or [michael.ferrara@dinsmore.com](mailto:michael.ferrara@dinsmore.com).

### **C. Reporting Obligations**

In the areas of ethics, legality, and propriety, every person working with or for MLS has an obligation to the Company that transcends a normal reporting relationship. Everyone shall conduct his or her work in compliance with this Code of Conduct and shall report any potential or actual violation of the Code of Conduct, intentional or otherwise, to his or her Supervisor or to Senior Management, and to the Ethics and Compliance Officer. Anyone who fails to report violations will be subject to disciplinary action, including dismissal. Additionally, all employees are required to cooperate in Company investigations, including, if necessary, participation in interviews.

### **D. Hotline and Display of Hotline Posters**

Reports of violations of the Code of Conduct can also be made anonymously, if desired, by calling the Company Ethics Hotline at (202) 463-1055. All such calls will be treated in confidence to the extent possible, consistent with the Company's legal obligations and its duty to investigate and report violations.

Each facility within MLS will prominently display in common work areas and on its website (a) a poster informing employees of the Company Hotline number; and (b) any government agency or other hotline poster required by applicable regulations or contract provisions.

### **E. Company Reporting of Violations**

Consistent with its obligations under applicable procurement regulations and contract clauses, MLS shall timely disclose in writing to its clients whenever, in connection with the award, performance, or closeout of a prime contract or any subcontract thereunder, MLS has credible

evidence that a principal, employee, representative, agent, or subcontractor of MLS has committed a breach of the Company's legal obligations.

MLS and its personnel shall cooperate fully with any Government agency responsible for audits, investigations, or corrective actions relating to any disclosure of violations.

#### **F. Mandatory Disclosures**

The Company and its employees must timely disclose, in writing, to the pertinent U.S. Government Office of the Inspector General ("OIG"), with a copy to the Contracting Officer, whenever, in connection with the award, performance, or closeout of a U.S. Government contract or any subcontract thereunder, the Company has credible evidence that a principal, employee, agent, or subcontractor has committed a violation either of federal criminal law involving fraud, conflict of interest, bribery, or gratuities or of the civil False Claims Act, or has received a significant overpayment under the contract.

### **VI. Company Relations with the Government**

As a government contractor, MLS has a special obligation to comply with procurement laws, regulations, and contract clauses. This places upon each of us a special duty to understand and live up to the standards of conduct and codes of business ethics applicable to government contractors. MLS is dedicated to meeting this duty and complying with all applicable legal and ethical requirements imposed by the laws of the countries to which it may be subject by virtue of its business operations.

Company employees and representatives shall comply with laws, regulations, and the terms and conditions of contracts. We will administer and perform our contracts in a manner that satisfies both legal obligations and our own high standards.

MLS personnel must not engage in any conduct in violation of law or otherwise inconsistent with the MLS Code of Conduct. To further this goal, each employee or Company representative shall follow the policies set forth below.

#### **A. Financial Records**

All Company business data, books, records, and reports must be accurate, truthful, and timely, including your expense reports, entries into the Company's accounting systems, forecasts, and cost estimates. Falsifying any Company record is prohibited.

The Company's financial records must be maintained in a manner that provides for an accurate and auditable record of all financial transactions in conformity with generally accepted accounting principles and the cost principles and standards applicable to government contracts. No false or misleading entries may be made. All reports, vouchers, bills, invoices, and other records must be prepared accurately and honestly.

MLS personnel must ensure that all costs are accurately recorded and charged to the contract for which they were incurred. Any necessary changes to cost records must be proper and must be adequately documented, explained, and approved. Only costs that are properly allowable under applicable regulations or contract provisions may be charged to the Government. The intentional mischarging of costs to a government contract may result in substantial criminal and financial penalties to the Company and to the individuals involved. Cost mischarging may result from the improper allocation or transfer of costs, including overhead and indirect costs.

#### **B. Conformance of Products and Services**

All MLS products and services must conform to contract requirements. It is imperative that any person involved discloses any material deviations from the requirements of a government contract, and seek and obtain approval for any such deviation in goods or services supplied to the government.

#### **C. Use of Government Owned Property and Facilities**

MLS employees are prohibited from using government property or facilities for the Company's commercial work or for work not related to the purpose for which the government facilities were provided.

#### **D. Company Contract Performance Reporting Requirements**

Governmental reporting is one of the keys to maintaining the cooperative working relationships that MLS has developed with its commercial and governmental customers. The Company shall comply with all applicable reporting requirements on an accurate and timely basis.

It is essential that a complete copy of every report filed on behalf of the Company be retained until destroyed in accordance with established records disposition procedures.

#### **E. Contract Administration**

The MLS Companies provide goods and services to U.S. Government customers under a number of different contract types. Every MLS employee is expected to fully comply with all contract terms and conditions and always ensure complete transparency to the Government.

The company's major contractual effort with the U.S. Government is through the U.S. Navy "Global MAC" ship husbanding contract. Administration of this contract is clearly laid out in the Global MAC contract document. Every MLS employee engaged with this contract is required to fully understand the mechanics of ensuring each task order is completed in accordance with the contract's terms and conditions. These include:

- When submitting offers on task orders, all pricing is to be fair and reasonable and if requested MLS will supply the pricing breakdown to the Government to assist with their fair and reasonableness determination.

- At no time will MLS offer supplies/services that are known to not be available. MLS will always provide accurate offers to the Government and will not engage in “bait and switch” tactics. If an item is not available, clearly state this and if possible offer a suitable substitute. If after task order award a service/supply becomes unavailable, the Government Contracting Officer is to be contacted immediately.
- MLS employees will strictly adhere to the contract administrative procedures in place to ensure quantities of services and supplies are accurately recorded on daily tracker forms. Any disputes should be brought to the attention of MLS management immediately.
- In instances where additional services are required after a task order award to MLS, all employees will ensure pricing provided for the items is fair and reasonable. If the cost of the item is expected to be higher than the current Government Micro-Purchase threshold (currently \$10,000), MLS will provide competitive quotes for review by the Government. Prices offered to the Government will include indirect costs based upon an overhead rate set by MLS Accounting on an annual basis plus a reasonable profit. The indirect cost and profit rates will be disclosed to the Government if requested.
- Invoices will be prepared utilizing the quantities recorded on the daily tracker forms. If there are any discrepancies in invoiced amounts or prices, these discrepancies will be resolved with the Government prior to invoice submission.

It is the duty of all MLS employees to ensure that goods and services are billed to government customers using the appropriate cost or pricing mechanism called for by the contract or task order. It is further required that MLS employees communicate effectively and accurately with government customers to ensure that the customer can make informed procurement decisions.

Under the Truthful Cost or Pricing Data Act (more commonly known as the Truth in Negotiations Act or “TINA”), MLS is required to submit cost or pricing data and certify that it is accurate, complete, and current for the award of any negotiated contract expect to exceed \$2,000,000, unless an exception applies. It also provides for contract price adjustments as a result of submission of defective cost or pricing data. All MLS personnel communicating with the government regarding a negotiated contract under FAR Part 15 must ensure that they are providing accurate, complete, and current cost or pricing data.

In instances where MLS is providing a cost reimbursable item, it must give the government the benefit of any credits or discounts. In other words, for cost reimbursable items, the government customer is entitled to the full benefit of any rebate or discount received by MLS. Cost-reimbursable goods and services must be passed along to the government at MLS’s actual cost.

## **VII. Company Relations with Our Suppliers and Customers**

The Company shall procure all materials, supplies, equipment, consulting, and other goods or services from qualified suppliers at the lowest overall cost available within the requirements for quality performance and the vendor's ability to meet delivery schedules.

### **A. Integrity in the Selection of Suppliers**

As a Company and as individuals, we will always employ the highest ethical business practices in source selection, negotiations, determinations of award, and administration of purchasing activities to ensure the continued confidence of our customers, suppliers, and vendors. Procurement actions will be based on fair and impartial selection of capable and responsible sources of supply, maximum use of competition where practicable, in conformance with all applicable laws, regulations and contractual obligations, and monitored by an effective system of procurement procedures and management controls to prevent fraud or other misconduct.

### **B. Gratuities**

MLS does not seek to gain an improper competitive advantage by offering gifts or other things of value to our customers or potential customers. Business courtesies such as meals, refreshments, or modest entertainment while discussing business with private sector customers may be provided, so long as such courtesies do not violate the standards of conduct of the recipient's company or organization. If you have any doubts about what these standards are, you must ask the Company's Ethics and Compliance Officer. Such business courtesies should be avoided if they might create even the appearance of impropriety or cause embarrassment to the Company.

Employees may not accept gifts or gratuities from the Company's suppliers, vendors, or subcontractors, except for promotional items of nominal value. MLS employees may accept business courtesies such as meals, refreshments, or modest entertainment while discussing business with customers, provided such courtesies are reasonable in value and are extended in the proper course of business. Gifts or favors should never be solicited by any Company employee, agent, or subcontractor from any individual or any organization that does business with the Company, or seeks to do so.

As discussed above, Government agencies have strict rules describing when their employees can, and cannot, accept gifts, entertainment, meals, transportation, and other things of value from companies and people they regulate or with whom they do business. The Company's policy is very simple — MLS personnel may not give, or offer to give, anything of value, whether in the form of gifts, entertainment, meals, transportation, travel reimbursement, etc., to any government official or employee. At all times, Company representatives are strictly prohibited from giving government employees gratuities in the form of cash, loans, or investment interests such as stocks, bonds, or certificates of deposit.

### **C. Competition and Antitrust**

The Company shall comply fully with all applicable antitrust and trade regulation laws. These laws foster fair competition and prevent artificial restraints on the economic system. MLS personnel shall not participate in collusive bidding, nor shall they discuss or exchange information with a competitor on prices or terms and conditions of sales or services. Nor shall they discuss or exchange any other competitive information or engage in any other conduct in violation of any of the antitrust laws.

## **VIII. Company Relations with the Community**

The Company desires to help promote the well-being of the communities in which it maintains operations. To that end, MLS personnel have an obligation to obey all laws and to behave in a responsible and ethical manner.

The Company is also committed to the protection of the environment and the conservation of natural resources. The Company shall fully comply with environmental laws and regulations and closely monitor its processes to ensure the Company's practices conform to those laws and regulations.

Employees are also encouraged to take an active role in civic and community activities of an educational, charitable, religious, or social nature, provided those activities do not interfere with their work assignments.

## **IX. Employee Obligations to the Company**

As an employee, you have the following obligations to MLS.

### **A. Conflicts of Interest**

MLS personnel have an obligation of loyalty to the Company. We expect MLS personnel to avoid any activity that might detract from or conflict with the Company's interests. Examples of potential conflicts of interest are:

- Employment by a competitor while employed by MLS;
- Acting as an officer or director for another company while employed by MLS;
- Acting as a consultant to our customers or suppliers;
- Employment of relatives of our customers or suppliers.

Conflicts of interest arise when a person is involved in a private interest that can affect, in any way, the decisions he or she is responsible for making at the Company. Certain situations are particularly sensitive because perceptions of conflicts can sometimes be as damaging as real conflicts. Therefore, we must be careful to avoid even the appearance of a conflict of interest. The Company expects all MLS personnel to avoid any outside business, financial interest, or other activity that may interfere with the proper performance of his or her responsibilities to the Company.

Any Company representative or employee who feels he or she may have knowledge of an actual or potential conflict should report all pertinent facts to the Ethics and Compliance Officer.

## **B. Company Assets and Financial Transactions**

You are personally responsible and accountable for the proper expenditure of funds and the use of Company property under your control, including Company vehicles, accounts, and all funds and property of customers in the Company's custody. The Company's property is not to be used for personal benefit, sold, loaned, given away, damaged, misused, or otherwise disposed of, regardless of condition or value, without proper authorization. Persons spending or committing corporate funds must be certain that the transaction is legal and properly documented, and that the Company receives appropriate value in return.

Equipment and vehicles essential in accomplishing job duties are expensive and may be difficult to replace. When using company property, employees are expected to exercise care, perform required maintenance, and follow all operating instructions, safety standards, and guidelines. Employees are expected to promptly report any damage, defects, or need for repairs to company equipment or vehicles to their manager or supervisor.

## **C. Confidential and Proprietary Information**

You must not disclose the Company's confidential or proprietary information to anyone outside the Company or use such information for your own personal benefit. Confidential or proprietary information includes information on the Company's decisions, planning, business strategy, pricing, competitive bids, existing or potential customers, suppliers, financial results or operations, trade secrets, patents, research studies, construction and fabrication techniques, marketing strategies, and any other information that is of a confidential or proprietary nature regardless of the paper or electronic media used to store the information.

You must mark or label confidential or proprietary information and limit its access to authorized persons with a need to know that particular information. Unauthorized disclosure is prohibited. You must take special care to assure that the receipt, use, and disclosure of confidential or proprietary information belonging to others is handled properly.

Employees who handle confidential information, including but not limited to Social Security numbers, health records, and financial records and transactions, have an extra duty of care to safeguard this information against theft or misuse and must handle such information accordingly.

Proprietary information also includes inventions and other information employees may create or develop which relate to the Company's business. You are required to report these inventions and information to the Company as the first step toward possible patent or copyright protection of these valuable assets. When you leave the Company, you are required to return all confidential or proprietary documents and records in your possession to your Supervisor. Even after leaving the Company, you have a continuing legal obligation not to disclose the Company's confidential and proprietary information.

If any reporter, lawyer, investigator, or other outside non-governmental party contacts you regarding any Company business or information, you must promptly contact your Supervisor before discussing any such matter. Unless there are unusual circumstances, the Company will not consent to provide any such information in response to non-governmental requests. If you are contacted by an authorized government investigator, the Company recommends notifying and seeking advice from your Supervisor and the Company's Ethics and Compliance Officer before engaging in any discussions or providing any documents or information. However, Company personnel shall not withhold or conceal information legally requested by any regulatory or law enforcement authority or knowingly furnish incorrect or misleading information to any such authority.

An employee, agent, subcontractor or company representative who suspects a compromise of confidential or proprietary information, or improper access to a competitor's proprietary data or government source selection data, must report immediately to the Ethics and Compliance Officer.

#### **D. Political Activities**

Participation in political activities should be in your role as a private citizen and never on behalf of the Company. This includes contributions to any political party, politician, or candidate for public office or political action committee. Payments to government officials and personnel designed to influence any governmental decision that may affect the Company are forbidden.

No Company funds, assets, or facilities may be used, directly or indirectly, for the support or opposition of any political party or candidate. This prohibition includes reimbursement from Company funds for personal contributions, including the purchase of tickets to fundraising events.

#### **E. Workplace Safety**

You are personally responsible for ensuring and promoting a work environment free from recognized hazards that could cause physical injury or death. You are required to comply with all safety and environmental laws and regulations as well as all Company safety manuals and rules. You must report all unsafe conditions and any workplace injuries, however slight, immediately to your Supervisor.

You are expected to cooperate with the Company in all safety and health procedures and to make proper use of all equipment and devices provided for such purposes. The Company will provide additional safety training as needed and may post rules and regulations on the Company's electronic or physical bulletin boards.