



SINCERUS

Sincerus: (Latin) candid, genuine, pure, and sound.

Code of Ethics and Business Conduct

VERSION 2.0

EMPLOYEE RECEIPT AND ACCEPTANCE

By electronically accepting, I hereby acknowledge receipt of the Sincerus Global Solutions, Inc. (Sincerus) Code of Ethics and Business Conduct. I understand that it is my continuing responsibility to read and know its contents. I also understand and agree that the Code of Business Conduct is not an employment contract for any specific period of employment or for continuing or long-term employment. Therefore, I acknowledge and understand that unless I have a written employment agreement with Sincerus that provides otherwise, I have the right to resign from my employment with Sincerus at any time with or without notice and with or without cause, and that Sincerus has the right to terminate my employment at any time with or without notice and with or without cause.

I have read, understand and agree to all of the above. I have also read and understand the Sincerus Code of Ethics and Business Conduct.

CONFIDENTIALITY POLICY AND PLEDGE

Any information that an employee learns about Sincerus or its members or donors, as a result of working for Sincerus that is not otherwise publicly available constitutes confidential information. Employees may not disclose confidential information to anyone who is not employed by Sincerus or to other persons employed by Sincerus who do not need to know such information to assist in rendering services.

The disclosure, distribution, electronic transmission or copying of Sincerus' confidential information is prohibited. Any employee who discloses confidential Sincerus information will be subject to disciplinary action (including possible separation), even if he or she does not actually benefit from the disclosure of such information.

By electronically accepting, I state I understand the above policy and pledge not to disclose confidential information.

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I. MISSION

“Your mission is the heart of what we do and who we are: providing the knowledge and skills that foster stability and growth for those we support. For us this is a calling and a profession, the true core of our guiding principles. Our unique approach is built on years of experience providing innovative solutions with thoughtful application and deep cultural knowledge. It is not enough to provide short-term answers; we seek out lasting impact and true partnerships.”

The Sincerus Global Solutions Inc. (Sincerus) Code of Ethics and Business Conduct (the “Code”) has been developed to provide general guidelines about Sincerus policies and procedures for employees. It is a guide to assist you in becoming familiar with some of the privileges and obligations of your employment, including Sincerus' policy of voluntary at-will employment. None of the policies or guidelines in the Code are intended to give rise to contractual rights or obligations, or to be construed as a guarantee of employment for any specific period of time, or any specific type of work. Additionally, with the exception of the voluntary at-will employment policy, these guidelines are subject to modification, amendment or revocation by Sincerus at any time, without advance notice. The Code is always available through Employee Self Service on iSolved.

The personnel policies of Sincerus are established by the Office of the CEO (Chief Executive Officer). The Office of the CEO delegates authority for administering specific policies. Employees are encouraged to consult their supervisor for additional information regarding the policies, procedures, and privileges described in this Code.

The highest standards of personal and professional ethics and behavior are expected of all Sincerus employees. Further, Sincerus expects each employee to display good judgment, diplomacy and courtesy in their professional relationships all staff, and the general public.

III. VOLUNTARY AT-WILL EMPLOYMENT

Unless an employee has a written employment agreement with Sincerus, which provides differently, all employment at Sincerus is “at-will.”

That means that employees may be terminated from employment with Sincerus with or without cause, and employees are free to leave the employment of Sincerus with or without cause. Any representation by any Sincerus officer or employee contrary to this policy is not binding upon Sincerus unless it is in writing and is signed by the Office of the CEO.

IV. EQUAL EMPLOYMENT OPPORTUNITY

Sincerus shall follow all federal, state and local employment law and is committed to equal employment opportunity. To that end, Sincerus will not discriminate against any employee or applicant in a manner that violates the law. Sincerus is committed to providing equal opportunity for all employees and applicants without regard to race, color, religion, national origin, sex, age, marital status, sexual orientation, disability, political affiliation, personal appearance, family responsibilities, matriculation or any other characteristic protected under federal, state or local law. Each person is evaluated on the basis of personal skill and merit. Sincerus' policy regarding equal employment opportunity applies to all aspects of employment, including recruitment, hiring, job assignments, promotions, working conditions, scheduling, benefits, wage and salary administration, disciplinary action, termination, and social, educational and recreational programs. The Office of the CEO shall act as the responsible agent in the full implementation of the Equal Employment Opportunity policy.

Sincerus will not tolerate any form of unlawful discrimination. All employees are expected to cooperate fully in implementing this policy. In particular, any employee who believes that any other employee of Sincerus may have violated the Equal Employment Opportunity Policy should report the possible violation to the Office of the CEO or utilize the toll-free hotline number (833-222-1739) or visit the hotline website (www.lighthouse-services.com/sincerusglobal).

If Sincerus determines that a violation of this policy has occurred, it will take appropriate disciplinary action against the offending party, which can include counseling, warnings, suspensions, and termination. Employees who report, in good faith, violations of this policy and employees who cooperate with investigations into alleged violations of this policy will not be subject to retaliation. Upon completion of the investigation, Sincerus will inform the employee who made the complaint of the results of the investigation.

Sincerus is committed to complying fully with applicable disability discrimination laws and ensuring that equal opportunity in employment exists at Sincerus for qualified persons with disabilities. All employment practices and activities are conducted on a non-discriminatory basis. Reasonable accommodations will be available to all qualified disabled employees, upon request, so long as the potential accommodation does not create an undue hardship on Sincerus. Employees who believe that they may require an accommodation should discuss these needs with their supervisor.

V. POLICY AGAINST WORKPLACE HARASSMENT

Sincerus is committed to providing a work environment for all employees that is free from sexual harassment and other types of discriminatory harassment. Employees are required to conduct themselves in a professional manner and to show respect for their co-workers. That

commitment includes professional, collegial, inclusive, and respectful behavior that frees the members of our team to do their very best in an environment of trust and respect.

Sincerus' commitment begins with the recognition and acknowledgment that sexual harassment and other types of discriminatory harassment are, of course, unlawful. To reinforce this commitment, Sincerus has developed a policy against harassment and a reporting procedure for employees who have been subjected to or witnessed harassment. This policy applies to all work-related settings and activities, whether inside or outside the workplace, and includes business trips and business-related social events. Sincerus' property (e.g. telephones, copy machines, facsimile machines, computers, and computer applications such as e-mail and Internet access) may not be used to engage in conduct that violates this policy. Sincerus' policy against harassment covers employees and other individuals who have a relationship with Sincerus which enables Sincerus to exercise some control over the individual's conduct in places and activities that relate to Sincerus' work (e.g. directors, officers, contractors, vendors, volunteers, etc.).

Prohibition of Sexual Harassment: Sincerus' policy against sexual harassment prohibits sexual advances or requests for sexual favors or other physical or verbal conduct of a sexual nature, when: (1) submission to such conduct is made an express or implicit condition of employment; (2) submission to or rejection of such conduct is used as a basis for employment decisions affecting the individual who submits to or rejects such conduct; or (3) such conduct has the purpose or effect of unreasonably interfering with an employee's work performance or creating an intimidating, hostile, humiliating, or offensive working environment.

While it is not possible to list all of the circumstances which would constitute sexual harassment, the following are some examples: (1) unwelcome sexual advances -- whether they involve physical touching or not; (2) requests for sexual favors in exchange for actual or promised job benefits such as favorable reviews, salary increases, promotions, increased benefits, or continued employment; or (3) coerced sexual acts.

Depending on the circumstances, the following conduct may also constitute sexual harassment: (1) use of sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life; (2) sexually oriented comment on an individual's body, comment about an individual's sexual activity, deficiencies, or prowess; (3) displaying sexually suggestive objects, pictures, cartoons; (4) unwelcome leering, whistling, deliberate brushing against the body in a suggestive manner; (5) sexual gestures or sexually suggestive comments; (6) inquiries into one's sexual experiences; or (7) discussion of one's sexual activities.

While such behavior, depending on the circumstances, may not be severe or pervasive enough to create a sexually hostile work environment, it can nonetheless make co-workers uncomfortable. Accordingly, such behavior is inappropriate and may result in disciplinary action regardless of whether it is unlawful.

It is also unlawful and expressly against Sincerus policy to retaliate against an employee for filing a complaint of sexual harassment or for cooperating with an investigation of a complaint of sexual harassment.

Prohibition of Other Types of Discriminatory Harassment: It is also against Sincerus' policy to engage in verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his or her race, color, gender, religion, sexual orientation, age, national origin, disability, or other protected category (or that of the individual's relatives, friends, or associates) that: (1) has the purpose or effect of creating an intimidating, hostile, humiliating, or offensive working environment; (2) has the purpose or effect of unreasonably interfering with an individual's work performance; or (3) otherwise adversely affects an individual's employment opportunities.

Depending on the circumstances, the following conduct may constitute discriminatory harassment: (1) epithets, slurs, negative stereotyping, jokes, or threatening, intimidating, or hostile acts that relate to race, color, gender, religion, sexual orientation, age, national origin, or disability; and (2) written or graphic material that denigrates or shows hostility toward an individual or group because of race, color, gender, religion, sexual orientation, age, national origin, or disability and that is circulated in the workplace, or placed anywhere in Sincerus' premises such as on an employee's desk or workspace or on Sincerus' equipment or bulletin boards. Other conduct may also constitute discriminatory harassment if it falls within the definition of discriminatory harassment set forth above.

It is also against Sincerus' policy to retaliate against an employee for filing a complaint of discriminatory harassment or for cooperating in an investigation of a complaint of discriminatory harassment.

Reporting of Harassment: If you believe that you have experienced or witnessed sexual harassment or other discriminatory harassment by any employee of Sincerus, you should report the incident immediately to your supervisor or to the Hotline (833-222-1739). Possible harassment by others with whom Sincerus has a business relationship, including customers and vendors, should also be reported as soon as possible so that appropriate action can be taken.

Sincerus will promptly and thoroughly investigate all reports of harassment as discreetly and confidentially as practicable. Hotline reports will be investigated by the Office of the CEO, unless the allegation of harassment is against the Office of the CEO. If the report is against the Office of the CEO, a designated supervisor will conduct the investigation. The investigation would generally include a private interview with the person making a report of harassment. It would also generally be necessary to discuss allegations of harassment with the accused individual and others who may have information relevant to the investigation. Sincerus' goal is to conduct a thorough investigation, to determine whether harassment

occurred, and to determine what action to take if it is determined that improper behavior occurred.

If Sincerus determines that a violation of this policy has occurred, it will take appropriate disciplinary action against the offending party, which can include counseling, warnings, suspensions, and termination. Employees who report violations of this policy and employees who cooperate with investigations into alleged violations of this policy will not be subject to retaliation. Upon completion of the investigation, Sincerus will inform the employee who made the complaint of the results of the investigation. Compliance with this policy is a condition of each employee's employment. Employees are encouraged to raise any questions or concerns about this policy or about possible discriminatory harassment with the Office of the CEO or their supervisor.

VI. SOLICITATION

Employees are prohibited from soliciting (personally or via electronic mail) for membership, pledges, subscriptions, the collection of money or for any other unauthorized purpose anywhere on Sincerus property during work time, especially those of a partisan or political nature. "Work time" includes time spent in actual performance of job duties but does not include lunch periods or breaks. Non-working employees may not solicit or distribute to working employees. Persons who are not employed by Sincerus may not solicit or distribute literature on Sincerus' premises at any time for any reason.

Employees are prohibited from distributing, circulating or posting (on bulletin boards, refrigerators, walls, etc.) literature, petitions or other materials at any time for any purpose without the prior approval of the Office of the CEO or his/her designee.

VII. NON-DISCLOSURE OF CONFIDENTIAL INFORMATION

Any information that an employee learns about Sincerus, or its members or donors, as a result of working for Sincerus that is not otherwise publicly available constitutes confidential information. Employees may not disclose confidential information to anyone who is not employed by Sincerus or to other persons employed by Sincerus who do not need to know such information to assist in rendering services.

The protection of privileged and confidential information, including trade secrets, is vital to the interests and the success of Sincerus. The disclosure, distribution, electronic transmission or copying of Sincerus' confidential information is prohibited. Such information includes, but is not limited to the following examples:

- Compensation data.

- Program and financial information, including information related to vendors, customers, partners, donors, and pending projects and proposals.
- Employee records and information.
- Customer Lists.
- Unpublished goals, forecasts and initiatives.
- Inventions.

Employees are required to sign a non-disclosure agreement as a condition of employment. These agreements are legally binding and directly align with Sincerus' values, mission and our commitment to information privacy and security. Any employee who discloses confidential Sincerus information will be subject to disciplinary action (including possible separation), even if he or she does not actually benefit from the disclosure of such information.

Discussions involving sensitive information should always be held in confidential settings to safeguard the confidentiality of the information. Conversations regarding confidential information generally should not be conducted on cellular phones, or in elevators, restrooms, restaurants, or other places where conversations might be overheard.

Employees handling confidential information must:

- Lock or secure information at all times.
- Shred confidential documents when they are no longer needed.
- Make sure to view confidential information on secure work devices only.
- Only disclose information to other employees when necessary.
- Keep confidential document in your company premise unless absolutely necessary.

VIII. COMPUTER AND INFORMATION SECURITY

Sincerus has provided these systems to support its mission. Although limited personal use of Sincerus' systems is allowed, subject to the restrictions outlined below, no use of these systems should ever conflict with the primary purpose for which they have been provided, Sincerus' ethical responsibilities or with applicable laws and regulations. Each user is personally responsible to ensure that these guidelines are followed.

All data in Sincerus' computer and communication systems (including documents, other electronic files, e-mail, recorded voice mail messages and text messages) are the property of Sincerus. Sincerus may inspect and monitor such data at any time. No individual should have any expectation of privacy for messages or other data recorded in Sincerus' systems. This includes documents or messages marked "private," which may be inaccessible to most users but remain available to Sincerus. Likewise, the deletion of a document or message may not prevent access to the item or completely eliminate the item from the system.

Sincerus' systems must not be used to create or transmit material that is derogatory, defamatory, obscene or offensive, such as slurs, epithets or anything that might be construed as harassment or disparagement based on race, color, national origin, sex, sexual orientation, age, physical or mental disability, medical condition, marital status, or religious or political beliefs. Similarly, Sincerus' systems must not be used to solicit or proselytize others for commercial purposes, causes, outside organizations, chain messages or other non-job-related purposes.

Security procedures in the form of unique user sign-on identification and passwords have been provided to control access to Sincerus' host computer system, networks and voice mail system. In addition, security facilities have been provided to restrict access to certain documents and files for the purpose of safeguarding information. The following activities, which present security risks, should be avoided.

- Passwords should not be shared between users. If written down, password should be kept in locked drawers or other places not easily accessible.
- Document libraries of other users should not be browsed unless there is a legitimate business reason to do so.
- Individual users should never make changes or modifications to the hardware configuration of computer equipment. Requests for such changes should be directed to computer support or the Office of the CEO.
- Additions to or modifications of the standard software configuration provided on Sincerus' PCs should never be attempted by individual users (e.g., autoexec.bat and config.sys files). Requests for such changes should be directed to computer support or the Office of the CEO.
- Individual users should never load personal software (including outside email services) to company computers. This practice risks the introduction of a computer virus

into the system. Requests for loading such software should be directed to computer support or the Office of the CEO.

- Users should not attempt to boot PCs from floppy diskettes. This practice also risks the introduction of a computer virus.
- Sincerus' computer facilities should not be used to attempt unauthorized access to or use of other organizations' computer systems and data.
- Computer games should not be loaded on Sincerus' PCs.
- Company software (whether developed internally or licensed) should not be copied onto floppy diskettes or other media other than for the purpose of backing up your hard drive. Software documentation for programs developed and/or licensed by the company should not be removed from the company's offices.
- Individual users should not change the location or installation of computer equipment in offices and work areas. Requests for such changes should be directed to computer support or management.

There are a number of practices that individual users should adopt that will foster a higher level of security. Among them are the following:

- Turn off or lock your computer when you are leaving your work area or office for an extended period of time.
- Exercise judgment in assigning an appropriate level of security to documents stored on the company's networks, based on a realistic appraisal of the need for confidentiality or privacy.
- Remove previously written information from external data devices before copying documents on such devices for delivery outside Sincerus.

- Back up any information stored locally on your personal computer (other than network-based software and documents) on a frequent and regular basis.

Should you have any questions about any of the above policy guidelines, please contact the Office of the CEO.

IX. INTERNET ACCEPTABLE USE POLICY

At this time, desktop access to the Internet is provided to employees when there is a necessity and the access has been specifically approved. Sincerus has provided access to the Internet for authorized users to support its mission. No use of the Internet should conflict with the primary purpose of Sincerus, its ethical responsibilities or with applicable laws and regulations. Each user is personally responsible to ensure that these guidelines are followed. Serious repercussions, including termination, may result if the guidelines are not followed.

Sincerus may monitor usage of the Internet by employees, including reviewing a list of sites accessed by an individual. No individual should have any expectation of privacy in terms of his or her usage of the Internet. In addition, Sincerus may restrict access to certain sites that it deems are not necessary for business purposes.

Sincerus' connection to the Internet may not be used for any of the following activities:

- The Internet must not be used to access, send, receive or solicit sexually-oriented messages or images.
- Downloading or disseminating of copyrighted material that is available on the Internet is an infringement of copyright law. Permission to copy the material must be obtained from the publisher. For assistance with copyrighted material, contact computer support or the Office of the CEO.

- Employees should safeguard against using the Internet to transmit personal comments or statements through e-mail or to post information to news groups that may be mistaken as the position of Sincerus.
- Employees should guard against the disclosure of confidential information through the use of Internet e-mail or news groups.
 - Employees should not download personal e-mail or Instant Messaging software to Sincerus computers.
- The Internet should not be used to send or participate in chain letters, pyramid schemes or other illegal schemes.
- The Internet should not be used to solicit or proselytize others for commercial purposes, causes, outside organizations, chain messages or other non-job related purposes.

The Internet provides access to many sites that charge a subscription or usage fee to access and use the information on the site. Requests for approval must be submitted to your supervisor.

If you have any questions regarding any of the policy guidelines listed above, please contact your supervisor.

X. INTERNATIONAL TRADE COMPLIANCE

It is the policy of Sincerus to comply fully with U.S. laws and regulations governing international trade. As an International Company, Sincerus may employ personnel of many nationalities who support a variety of programs and tasks around the world. Likewise, Sincerus may export its services around the world and must comply with U.S. Export Laws as it applies to the provisions of technical data, defense articles and defense services to Foreign Persons. These laws and regulations cover the export and re-export of products, services, software, technology and technical data, sanctions, and anti-boycott requirements. It is the responsibility of all Sincerus employees to ensure that no transaction should occur, under any circumstance that is contrary to the Company full compliance policy.

XI. ANTI-CORRUPTION POLICY

The Company and its directors, officers, employees and agents shall conduct business operations and activities in compliance with the provisions of all US and international anti-

corruption regulations and the anti-corruption or bribery laws of host countries. No person has the authority to offer, approve, or make payments or gifts to a foreign official to induce that official to take or cause any governmental act or decision in a manner that will assist the Company to obtain or retain business.

Sincerus takes corruption and bribery very seriously. Any violation of this policy will be regarded as a serious matter by the Company and is likely to result in disciplinary action, including termination, consistent with local law.

Bribery is a criminal offense. As an employee you will be accountable whether you pay a bribe yourself or whether you authorize, assist, or conspire with someone else to violate an anti-corruption or anti-bribery law. Punishment for violating the law are against you as an individual and may include imprisonment, probation, mandated community service and significant monetary fines which will not be paid by Sincerus.

It is the policy of the Company that financial records will be maintained in accordance with accounting principles generally accepted in the United States and in such a manner as to clearly reflect the nature of any payments or other items of value provided to foreign officials.

XIII. Combating Human Trafficking (CTIPS)

The responsibility to respect human rights is a global standard of expected conduct for all business enterprises wherever they operate. It exists independently of States' abilities and/or willingness to fulfill their own human rights obligations. Further, it exists over and above compliance with national laws and regulations protecting human rights. Addressing adverse human rights impacts requires taking adequate measures for their prevention, mitigation and, where appropriate, remediation. Business enterprises may undertake other commitments or activities to support and promote human rights, which may contribute to the enjoyment of rights. But this does not offset a failure to respect human rights throughout their operations.

To demonstrate our commitment to honest and responsible conduct, decrease the likelihood of unlawful and unethical behavior, and encourage employees to report potential problems to allow for appropriate internal inquiry and corrective action, Sincerus has a CTIPS Compliance Plan and performs regularly scheduled compliance audits.

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Approved by the Sincerus Office of the CEO

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