



SUBCONTRACTOR AND SUPPLIER CODE OF ETHICS AND BUSINESS CONDUCT

As a leader in developing affordable, high-performance spacecraft, our business is built upon the principles of fair dealing and ethical conduct. To maintain our reputation for integrity and excellence, Millennium is dedicated to complying with all laws and regulations governing its business operations. This Subcontractor and Supplier Code of Ethics and Business Conduct (the “Code”) applies to Millennium’s subcontractors and suppliers and their directors, agents, officers and employees (collectively, “Vendors”).

Millennium Vendors must adhere to this Code while working for or conducting business with or on behalf of Millennium. Vendors must promptly inform their Millennium contact (or a member of Millennium management) when any situation develops that causes the Vendor to operate in violation of this Code. While Millennium Vendors are expected to self-monitor and demonstrate their compliance with this Code, Millennium may audit Vendors or inspect Vendors’ facilities to confirm compliance. Millennium may require the immediate removal of any Vendor representative(s) or personnel who behave in a manner that is unlawful or inconsistent with this Code.

MAY 26, 2015

Updates and revisions to this code may be made periodically



Contents

SECTION I. Responsibility and Accountability.....	1
SECTION II. How to Report Violations/Non-Retaliation/Investigation of Misconduct.....	1
SECTION III. The Workplace Environment.....	1
Equal Employment Opportunity.....	1
Immigration Law Compliance.....	1
Disability Accommodation.....	1
SECTION IV. Vendor Conduct	2
Illegal/Controlled Substances.....	2
Sexual & Other Unlawful Harassment and Violence Prevention	2
Avoiding Conflicts of Interest	3
Business Confidentiality	3
Conducting International Business.....	4
Accepting and Providing Gifts, Gratuities and Entertainment	4
Dealings with Suppliers, Vendors, Business Partners and Competitors.....	5
SECTION V. Policies Relating to U.S. Government Funded Contracts	5
False Claims/False Statements	5
Gifts and Gratuities to U.S. Government Officials.....	5
Classified Information.....	6
Procurement Integrity	6
Hiring of Government and Former Government Employees	6
Vendor Compliance	7

SECTION I. Responsibility and Accountability

Vendors are charged with communicating this Code to their directors, officers and employees, ensuring the understanding of and compliance with the Code, making reasonable efforts to detect and prevent violations of law and the Code, and taking prompt remedial action when required to assure continuing compliance. Questions regarding the Code should be promptly addressed to the Vendor's Millennium contact.

SECTION II. How to Report Violations/Non-Retaliation/Investigation of Misconduct

It is the responsibility of any individual and entity ("person") subject to this Code who has knowledge of any activity that is or may be in violation of this Code or any law, rule or regulation applicable to Millennium's business to promptly disclose such activity to Millennium.

Millennium will maintain confidentiality to the extent possible and will not tolerate any retribution or retaliation taken against any person who has, in good faith, sought out advice or reported questionable behavior or a possible violation of this Code.

SECTION III. The Workplace Environment

Equal Employment Opportunity

Millennium is committed to complying with all applicable laws providing equal employment opportunities. This commitment applies to all persons involved in our business, including all Vendors. Vendors shall provide equal employment opportunities to all employees and applicants without regard to race, color, religious creed, sex (including pregnancy, childbirth or related medical conditions), marital status, national origin or ancestry, physical or mental disability, age, military status or status as a Vietnam-era or special disabled veteran, gender, genetic information or sexual orientation, all in accordance with applicable local, state and federal laws. In addition, Vendors shall comply with applicable local, state and federal laws governing nondiscrimination in employment.

Immigration Law Compliance

Vendors shall employ only individuals who are legally authorized to work in the United States, and shall not unlawfully discriminate on the basis of citizenship or national origin, and shall comply with the Immigration Reform and Control Act of 1986.

Disability Accommodation

Vendors shall comply fully with the Americans with Disabilities Act (ADA) and ensure equal opportunity in employment for qualified persons with disabilities. Vendors shall follow any local, state or federal law that provides individuals with disabilities greater protection than the ADA. Reasonable accommodation shall be provided when necessary to allow a disabled individual to perform the essential functions of a job, except when providing the accommodation would create an undue hardship.

SECTION IV. Vendor Conduct

As part of a business community, Millennium expects and requires all employees, consultants, independent contractors and Vendors to follow general standards of conduct. The following acts are prohibited and will not be tolerated. This list is illustrative only. Other types of conduct detrimental to security, personal safety, employee welfare and Millennium's interests may also be prohibited.

- a. Falsifying records or information;
- b. Theft of or deliberate or careless damage to Millennium property or the property of any employee or service provider;
- c. Taking Millennium property without prior authorization or unauthorized or inappropriate use of Millennium equipment, time, materials or facilities;
- d. Provoking a fight or fighting on Millennium time or property;
- e. Engaging in criminal conduct;
- f. Committing a fraudulent act or a breach of trust in any circumstances;
- g. Violating Millennium security procedures; and
- h. Disruptive or dangerous activities (horseplay)

Illegal/Controlled Substances

It is Millennium's desire to provide a drug-free, healthful and safe work environment. Consultants, independent contractors and Vendors are prohibited from engaging in the following conduct:

- a. Manufacturing, distributing, dispensing, transferring, purchasing, selling, possessing or using an illegal drug while performing services under contract with Millennium, or at a Millennium or client place of business;
- b. Manufacturing, distributing, dispensing, transferring, purchasing, selling, possessing, or using alcohol while performing services under contract with Millennium, or at a Millennium or client place of business, except in connection with authorized activities; and
- c. Being under the influence of an illegal drug or alcohol while performing company business or while on company property.

Sexual & Other Unlawful Harassment and Violence Prevention

Millennium is committed to providing a safe work environment free of unlawful harassment and violence. All persons should be treated with courtesy and respect at all times. This anti-harassment and anti-violence policy prohibits harassment or threats of (or actual) violence by any officer, employee or client of Millennium's, or by any consultants, independent contractor or Vendors. These prohibitions include, without limitation:

- a. Verbal conduct, such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments;
- b. Visual conduct, such as derogatory and/or sexually oriented gestures, posters, photography, cartoons, drawings, emails or electronic downloads;

- c. Physical conduct, such as assault, unwanted touching, blocking normal movement or interfering with work because of gender, race or other protected basis;
- d. Threats and demands to submit to sexual requests as a condition of continued employment, or to avoid some other loss, and offers of employment benefits in return for sexual favors;
- e. The use, possession or distribution of firearms on Millennium property; and
- f. Retaliation for having reported or threatened to report harassment or threats of (or actual) violence.

Reported or suspected occurrences of harassment or threats of (or actual) violence will be promptly and thoroughly investigated. The identity of the individual making a report will be protected as much as is practical. In order to maintain safety and the integrity of its investigation, Millennium may suspend the services of Vendors, pending investigation. Where a violation is determined to have occurred, Millennium will immediately take appropriate action against the person(s), which may include written warnings, possible suspension, transfer and/or termination of employment, contract or subcontract.

Avoiding Conflicts of Interest

Millennium's employees, consultants, independent contractors and Vendors have certain fiduciary responsibilities to Millennium, including an obligation to conduct business within guidelines that bar actual or potential conflicts of interest.

An actual or potential conflict of interest occurs when an employee is in a position to influence a decision that may result in a personal gain for that employee or for a relative as a result of Millennium's business dealings. For the purposes of this Code, a relative is any person who is related by blood or marriage, or whose relationship with the employee is similar to that of persons who are related by blood or marriage.

No presumption of conflict is created by the mere existence of a relationship with outside firms. However, if employees have any influence on transactions involving purchases, contracts or leases, it is imperative that they disclose to an executive (CEO, CFO, or COO) as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Personal gain may also result when not only in cases where an employee or relative has a significant ownership in a firm with which the company does business, but also when an employee or relative receives any inappropriate monetary gain, substantial gift or special consideration as a result of any transaction or business dealings involving Millennium.

Business Confidentiality

Safeguarding of confidential information of Millennium and its clients is vital to Millennium's business. Such confidential information includes but is not limited to the following examples: compensation data, computer processes, client lists, financial information, intellectual properties, marketing strategies, pending projects and proposals, research and development strategies and technological data.

Vendors who improperly use or disclose confidential information will be subject to disciplinary action, up to and including termination of employment, as well as legal action, even if they do not actually benefit from the disclosed information. Vendors' obligation to safeguard confidential information continues to apply after the completion or termination of any subcontract.

In addition, all persons subject to non-disclosure/confidentiality are reminded that all work and documentation they create or have access to while under the terms of Millennium subcontract provisions, is intellectual and/or company property that belongs only to Millennium or its clients.

Conducting International Business

To the extent that Vendors are involved in any business activities outside the United States in performance of services for Millennium, it is critical that Vendors be mindful of complying with both U.S. laws and the foreign laws governing the place where Millennium is conducting its international business activities, as well as import and export regulations relating to shipment of items and/or information. In addition to other areas of potential concern, the following U.S. laws apply and must be strictly observed:

Vendors shall not participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. Millennium is committed to observing the standards of conduct set forth in the U.S. Foreign Corrupt Practices Act (FCPA). Vendors must comply with all applicable anti-corruption and anti-money laundering laws, including the FCPA, as well as laws governing lobbying, gifts and payments to public officials, political campaign contribution laws and other related regulations. Vendors must not, directly or indirectly, offer or pay anything of value (including travel, gifts, hospitality expenses and charitable donations) to any official or employee of any government, government agency, political party, public international organization or any candidate for political office to (i) improperly influence any act or decision of the official, employee or candidate for the purpose of promoting the business interests of Vendor in any respect, or (ii) otherwise improperly promote the business interests of Vendor in any respect.

Numerous Export Control laws and regulations apply to the export of materials, equipment, weapons, technology, data, software, information and services ("items") to foreign governments, businesses and individuals. Export controls may also restrict the sale of items to U.S. companies abroad and foreign corporations in the U.S. A sampling of relevant laws includes: Foreign Asset Control legislation, the U.S. Department of Defense's International Traffic in Arms Regulations (ITAR) and the U.S. Department of Commerce's Export Administration Regulations (EAR). Prior to transfer of any item outside of the United States or to a foreign company within the United States, consult Millennium's CEO for a full review of the matter in accordance with applicable export laws and requirements.

Accepting and Providing Gifts, Gratuities and Entertainment

Millennium business transactions should always be free from even a perception that favorable treatment was sought, received or offered by gifts, favors, hospitality, entertainment or similar gratuities. While there are certain circumstances in which it is permissible to furnish or accept such items, Vendors must follow the below guidelines.

In no event should Vendors accept or offer a gift where it would be prohibited by law or is known by the Vendor to be contrary to law or the corporate business practices of the company employing the person offering or receiving the gift.

Due to the nature of Millennium's business, the giving and receiving of gifts, gratuities or entertainment (considered "business courtesies") requires the use of good business judgment by employees and careful monitoring by managers. For commercial, non-government clients, business courtesies, including meals, entertainment, gifts, promotional items, services and favors, may be extended or received, provided they are reasonable, not extravagant in value or number, infrequent enough not to become expected, and not offered

or received in exchange for favorable consideration or treatment. A business courtesy is simply that—a courtesy—and should not be given or accepted if doing so would create even the appearance of an impropriety on Vendor's or Millennium's part. For governmental clients, Millennium's policies below should be followed.

Dealings with Suppliers, Vendors, Business Partners and Competitors

Integrity and fair dealing are core components of Millennium business practices. Vendors shall conduct all business in fully compliance with antitrust laws (including without limitation boycotting, price-fixing, refusal to deal, price discrimination or disparate treatment of suppliers) and fair competition laws that govern the jurisdiction in which Millennium business is conducted. Paying bribes, accepting kickbacks, and obtaining and using third-party insider information in dealings with suppliers, vendors and business partners are strictly prohibited.

SECTION V. Policies Relating to U.S. Government Funded Contracts

As a government contractor, Millennium has a special obligation to the U.S. Government, and to the general public, to ensure that we administer our contracts and deliver our products and services in a manner that fully satisfies both our legal obligations and our own high standards of integrity and quality.

Contracting with the U.S. Government imposes requirements not traditionally associated with purely commercial business transactions. Millennium is committed to compliance with the letter and spirit of the laws and regulations governing U.S. Government contracting. Summarized below are a number of key requirements affecting Millennium and its subcontractors.

False Claims/False Statements

It is a felony to knowingly make a false claim or false statement to the government. Violations of these and other statutes can subject Millennium to damaging publicity, expensive and time-consuming investigations and litigation, reduction of negotiated contract rates and the revocation of contracts.

Vendors may not knowingly and willfully falsify or conceal a material fact, make any materially false, fictitious or fraudulent statements or representations or use any false writing in connection with any matter within the jurisdiction of the executive, legislative or judicial branch of the U.S. Government. A "material" fact is defined as any fact that is capable of influencing the decision of a decision-making body to which it is addressed.

Vendors may not submit or cause the submission of false claims to the U.S. Government or to a U.S. Government higher-tier contractor.

Gifts and Gratuities to U.S. Government Officials

With few exceptions, U.S. Government agencies have strict prohibitions against their employees accepting any business courtesies ([click here for additional information](#)). Therefore, except as otherwise permitted by law or regulation, Vendors are prohibited from offering or providing any business courtesies, including meals, entertainment, travel or lodging expenses for any U.S. Government employee or representative. Modest refreshments, such as soda, tea coffee and fruit offered on an occasional basis in conjunction with business activities, are acceptable.



U.S. state and local government officials often are subject to strict rules regarding the acceptance of gifts similar to U.S. Government employees. Vendors must respect and adhere to these rules. In addition, there are significant legal prohibitions associated with providing business courtesies in the context of international activities.

When in doubt regarding the appropriateness of a gift or extension of business courtesy, consult the Millennium contact, and always err on the side of caution.

Classified Information

Government information that is national security classified, procurement sensitive or proprietary shall not be solicited or accepted from (or provided to) any source, either directly or indirectly, in circumstances where there is reason to believe that the release is not authorized.

All classified information shall be treated in strict compliance with U.S. Government-mandated procedures for such classified information.

Procurement Integrity

Millennium and Vendors must be particularly concerned with obtaining sensitive procurement information from federal government agencies. The U.S. Government has a number of laws designed to protect the integrity of the procurement process, including "Procurement Integrity" laws and regulations, which require the following:

During the conduct of any procurement action, Vendor will not solicit or accept from any officer or employee of the agency, or any other source, any proprietary or source selection information regarding that procurement. This prohibition begins with the development, preparation, and issuance of a solicitation and concludes with award of a contract, a contract modification or extension. As used herein, proprietary data includes information contained in a bid or proposal, cost or pricing data, and any information submitted to the Government by a contractor and properly designated as proprietary. Source selection information includes information designated as government sensitive, such as listings of offerors and prices, listings of bidders prior to bid opening, source selection plans, technical evaluations of proposals, competitive range determinations, rankings (except for sealed bidding), source selection board reports and evaluations, source selection advisory board recommendations, and other information determined by the head of the agency or contracting officer to be information which would jeopardize the integrity or successful completion of the procurement if disclosed.

Hiring of Government and Former Government Employees

Special concerns apply to hiring or retaining a government or former government employee as an employee or consultant of Millennium. In addition, there are special constraints regarding any communication concerning possible employment of government employees who are designated as "procurement officials" during the conduct of any procurement action and otherwise. Vendors shall not conduct any discussions regarding, or make any offer or promise of, future employment or business opportunity to any procurement official during the conduct of any procurement. Vendor shall adhere to all regulations regarding the hiring of Government and former Government employees.

Vendor shall not knowingly employ an individual nor contract with a company or individual, by any means, if the individual or company is on the General Services Administration's (GSA) Consolidated List of Debarred,



Suspended and Ineligible Contractors, and shall not knowingly employ an individual who has been convicted of an offense related to government contracting.

Nor will Vendor knowingly contract with an individual or entity identified on the Office of Foreign Asset Control's (OFAC's) "Specially Designated" list of nationals or persons who are subject to trade restrictions.

Vendor Compliance

Millennium consultants, independent contractors and Vendors shall be required by contract to comply with all laws and regulations to U.S. Government contracting.