



CODE OF BUSINESS ETHICS AND CONDUCT

We Are Battelle

Solving What Matters Most
Through Our Mission and Core Values.

BATTELLE



Unity | We do what's right for our customers, employees, our communities and Battelle's future—always with safety and integrity at the forefront of everything that we do.



Creativity | We use our diversity and curiosity to rapidly deploy science and technology solutions for the world.



Collaboration | We work together and are accountable to each other, taking personal responsibility for our customers' and Battelle's success.



Excellence | We are defined by a winning spirit, coaching each other to be at our best and acting with urgency to create a thriving organization.



Appreciation | We value one another and recognize each other's contributions.



Message from our CEO

At our core, we are driven by our founding mission to translate scientific discovery and technology advances into societal benefits. The people of Battelle make an impact on the world by solving the most difficult challenges of today and tomorrow. We invest our profits for the betterment of our communities and the advancement of science, technology, and engineering. This is who we are and what inspires us in what we do.

For nearly a century, we have served clients with trust and excellence. We will continue to hold ourselves accountable to the highest standards of integrity. All employees must follow the laws, regulations and policies as outlined in our Code of Business Ethics and Conduct.

As a Battelle employee, you are expected to read and understand these materials and ask questions if something is unclear.

We thrive as “One Battelle” through our values and should all stay committed to leading by example with respect to ethical behavior.

A handwritten signature in white ink, reading "Lou F. Von Thaer". The signature is fluid and cursive, with the first name "Lou" and last name "Thaer" being more prominent than the middle initial "F".

Lou Von Thaer

President and Chief Executive Officer

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ABOUT BATTELLE

Will of Gordon Battelle & Ohio Attorney General Agreement | BPM 1.1

Our mission is defined by the Will of Gordon Battelle. Battelle is a charitable trust organized as an Ohio nonprofit corporation. As an Ohio charitable trust, Battelle is subject to oversight by the Ohio Attorney General. In 1997, Battelle and the Ohio Attorney General executed an agreement that amends the Will of Gordon Battelle and governs Battelle's operations. Together, these documents establish parameters for Battelle's business and charitable activities. Please direct any questions regarding the Will of Gordon Battelle and the Ohio Attorney General Agreement to Battelle's Legal Counsel.

Tax Exempt Status | BPM 1.2

Battelle is a tax exempt public charity under Section 501(c) (3) of the Internal Revenue Code. As such, Battelle and its employees are subject to the following limitations:

- Battelle must primarily engage in activities that directly support its charitable, scientific and educational purposes;
- Battelle's scientific activities must be conducted in the public interest to further its scientific purposes;
- Battelle may not engage in more than an "insubstantial" amount of lobbying activity; and
- Battelle may not engage in any prohibited political activity.

Failure to abide by these requirements could result in forfeiture of Battelle's tax exempt status and/or the imposition of fines or penalties upon Battelle and those individuals who may have participated in, or authorized, the prohibited activity. Please direct any questions regarding Battelle's tax exempt status to the Associate General Counsel-Chief Tax Officer.

EMPLOYEE RESPONSIBILITIES | BPM 1.4

This Code of Conduct describes the standards that we live by at Battelle. Every employee of Battelle is expected to fully comply with these standards. Throughout this booklet, the word employee is used to describe employees of Battelle. Battelle takes its legal and ethical obligations seriously. Employees are responsible for their conduct and must act in accordance with these standards every day.

Employees are expected to understand the laws and policies that apply to their work, and are encouraged to speak with their managers and/or Battelle Legal Counsel regarding the application of a specific law or policy. Employees performing certain activities funded by the Centers for Medicare & Medicaid (CMS) are responsible for understanding and complying with Battelle's CMS Compliance Plan. A copy of this plan is maintained on the Ethics SharePoint Site. Employees violating any law or policy may be subject to disciplinary action up to and including termination of employment.

Reporting Concerns | BPM 1.4

The timely and appropriate resolution of ethical problems within Battelle is essential to maintaining our reputation and fulfilling our legal responsibilities. For convenience and confidentiality purposes, Battelle maintains the following Business Ethics Hotlines:

External Business Ethics Hotline and Website: NAVEX (855) 296-2232, Battelle.alertline.com

PNNL Business Ethics Hotline: (509) 375-3999

Concerns may be reported on an anonymous basis to any of these Business Ethics Hotlines. However, if an employee member chooses to report a concern anonymously through the internal hotline, Battelle will be unable to correspond with the employee member. The external hotline allows the employee member to retain anonymity and correspond with Battelle through a third party about the concern.

Employees are expected to immediately report any suspected instances of improper conduct, violations of law or policy, or other irregularities to their management, one of the confidential Business Ethics Hotlines, or Battelle Legal Counsel. Managers must promptly report possible violations of these standards raised by their employees to one of the Business Ethics Hotlines or Battelle Legal Counsel.

All reported incidents or concerns are reviewed to determine whether an investigation is appropriate. Battelle has a formal process for conducting internal investigations that is overseen by senior management. This process is designed to identify whether a violation of law or policy has occurred and to determine what (if any) disciplinary action should be taken.

Mandatory Disclosure | BPM 1.4

As a Government contractor, we must timely disclose to the appropriate government official(s) credible evidence of certain violations of Federal criminal law including fraud, conflict of interest, bribery, and gratuities found in Title 18 of the United States Code; violations of the civil False Claims Act; and significant overpayments on Government contracts. In order for Battelle to comply with these obligations, it is critical that employees promptly report any concerns regarding such matters to their manager, one of the confidential Business Ethics Hotlines or Battelle Legal Counsel. Managers must promptly report possible violations of these standards raised by their employees to one of the Business Ethics Hotlines or Battelle Legal Counsel.

Retaliation Will Not be Tolerated | BPM 3.6 & 3.7

Managers are expected to foster an environment in which their employees feel free to express concerns and to raise issues without fear of retaliation. Retaliation for the good faith reporting of a concern regarding any suspected instances of improper conduct, violation of law, regulation, or policy, or for participating in an investigation, is unacceptable and will not be tolerated by Battelle. Any suspicion of such behavior must be promptly reported to one of the Business Ethics Hotlines or Battelle Legal Counsel.

LAWS AND POLICIES OF GENERAL APPLICABILITY

Equal Employment Opportunity | BPM 3.7

Battelle provides employment and opportunities for advancement, compensation, training, and growth according to individual merit, without regard to race, color, religion, sex, national origin, sexual orientation, marital status, veteran status, age, genetic information, gender identity or disability. We comply with all U.S. Government immigration laws and regulations, including those relating to work visas and hiring foreign persons.

Harassment | BPM 3.6

Battelle is committed to providing a work environment that is free of harassment. Harassment of any type, including sexual harassment and harassment based on race, color, religion, gender, national origin, age, disability, or sexual orientation, is strictly prohibited by Battelle. All employees have an affirmative duty to maintain a work environment free of harassment to ensure that all employees are treated with respect and dignity.

Human Trafficking | BPM 1.5

Battelle has a zero tolerance policy regarding trafficking in persons. Battelle opposes any form of prostitution and related activities because these activities are inherently harmful, dehumanizing, and contribute to human trafficking. No employee nor any Battelle consultant, contractor, subcontractor, vendor or supplier shall be involved in the following activities: trafficking in persons, soliciting or obtaining prostitution or any commercial sex act, or using debt bondage, slave, forced or child labor. Employees must report possible violations of this policy by any employees or any consultant, contractor, subcontractor, vendor or supplier to one of the Business Ethics Hotlines.

Safe Workplace | BPM 2.10, 3.6, 3.7, 3.8, & 3.9

All employees are responsible for working safely, protecting the safety and health of others, promptly reporting at-risk behaviors or conditions, and stopping work when observing imminent danger. Employees are expected to notify management or an ES&H representative of any issues or concerns regarding health, safety practices, and environmental issues. Managers are responsible for providing an environment where work can be performed safely and where environmental, safety and health concerns can be readily brought forward without fear of retaliation.

Battelle does not tolerate any type of workplace violence. Workplace violence includes all actions or threats, by employees or non-employees, which are violent in nature. Employees should try to protect one another from the dangers of any illegal activity in or near the workplace by immediately reporting any suspicious activity to their Security Office.

Drug-Free Workplace | BPM 3.11

Battelle maintains a workplace free of drug or other substance abuse. Employees are prohibited from illegally manufacturing, distributing, dispensing, possessing, using, or being under the influence of a controlled substance, prescription drugs or alcohol while on Battelle's premises or conducting Battelle business. Battelle is committed to fully cooperating with government authorities on such issues, including compliance with applicable regulations, contract requirements, and the requirements to notify the government of drug-related violations by employees.

Scientific Integrity | BPM 2.4

Scientific excellence is a foundational element of Battelle's mission and dependent upon objective, honest observation, analysis, and reporting. Scientific misconduct involving the fabrication, falsification, or plagiarism in proposing, performing, or reviewing research, or in reporting research results will not be tolerated by Battelle. Employees must perform their work with integrity in accordance with the highest ethical and professional standards.

The following definitions have been provided by the U.S. Office of Science and Technology Policy.

- Fabrication: Making up data or results
- Falsification: Manipulating research materials, equipment, or processes, or changing or omitting data or results such that the research is not accurately represented
- Plagiarism: The appropriation of another person's idea, processes, results, or words without giving appropriate credit

Battelle also offers iThenticate®, a software tool that helps employees check authorship of their text. It has been added to My Process for the preparation of proposals, publications, reports and other deliverables. Before publishing, authors or peer reviewers should perform an automated check of the manuscript to guard against inadvertent plagiarism.

Objectivity | BPM 2.7

Battelle protects its reputation for objectivity by not endorsing other companies' products, services or investments and not allowing others to use Battelle's name or information in any advertising, sales promotion, efforts to raise capital, investment activities, sale of securities or in any way that implies an endorsement by Battelle. Battelle does not (a) certify or approve others' products, processes, or services, (b) provide marketing, sales or investment advice or services, technology commercialization services or competitive intelligence services for others.

Cyber Security | BPM 2.12

The protection of Battelle's computing and network resources, and the information that resides therein, is of critical importance to Battelle. Use of Battelle network and computing resources is a privilege extended to our employees to allow them to do their work more efficiently and effectively. Employees are responsible for understanding the rules that apply to their use of Battelle's computing and network resources and for complying with those rules.

Time Recording | BPM 3.2 & 3.9

The primary cost to Battelle's clients is the direct labor of our employees which highlights the importance of timely and accurately recording time worked by each employee member. Knowingly mischarging the time that you work or falsifying your time keeping violates Battelle policy and the law. No employee member shall knowingly charge an incorrect account or cost objective, shift costs to improper accounts, or knowingly approve such mischarging.

A large, faint, light blue icon in the background depicts a group of stylized human figures standing together, representing unity or a community. The figures are simplified, with circular heads and rectangular bodies, arranged in a cluster.

Unity

Daily completion of time records is required except when on travel, leave or other exceptional circumstances. No facsimile or duplicate time records are permitted to be used by employees. Employees are personally responsible for their own time recording. Except in unusual circumstances, and if permitted by Battelle time recording procedures, no one may fill out another employees member's time record.

By signing your timecard, you are certifying that your time is being charged in accordance with Battelle's time charging policies and procedures. Managers are responsible for reviewing and approving the time charges made by employees. Questions regarding time recording procedures or the proper account or cost objective for a specific activity should be discussed with the employees member's manager. Questions about utilizing the time recording system should be directed to the Timecard Helpline at (614) 424-4115.

Travel and Other Expenses/Costs | BPM 4.3 & 4.4

Employees must properly document and charge applicable expenses, purchases, facilities charges, and equipment usage rates to the correct account or cost objective for which they were incurred by employees. Battelle only reimburses authorized, reasonable and actual expenses incurred while conducting business on behalf of Battelle. Battelle does not pay a "per diem." Employees are responsible for ensuring that travel, hotel, meal, business development, and other business expenses are consistent with Battelle policies on reimbursement.

Requests for reimbursement must be submitted promptly with full supporting documentation in the form of a completed expense report, required receipts, and appropriate approvals. False, inflated, or transferred costs (such as charges for alcohol reported as food charges) submitted for reimbursement are in violation of Battelle policy. Questions regarding the appropriateness of a business expense should be directed to management.

Conflict Minerals

Battelle supports the ending of the violence and human rights violations emanating from mining operations in the Democratic Republic of the Congo or adjoining countries (Conflict Region). If a Battelle supplier discloses that its product contains a conflict mineral (gold, tin, tantalum, and tungsten), Battelle will attempt to identify an alternate supplier.

Personal Conflicts of Interest | BPM1.3

All employees agreed in their employment agreements to serve Battelle faithfully and to the best of their ability. To accomplish this goal, employees must be free of any influence, interest, or relationship that actually or potentially conflicts with the best interests of Battelle or its clients, could cause embarrassment or public criticism of Battelle, or could interfere with employee's ability to perform his or her job duties. Employees must always consider the following principles:

- Employees may not have a compensated or uncompensated employment or professional relationship in another organization or business, including a sole proprietorship, without a prior written approval of Battelle.
- Employees must not render services or work for any entity that renders services that are the same as or compete with any services offered by Battelle.
- Employees may not be a principal or significant investor, directly or indirectly, in an organization that either contracts with or competes against Battelle, its affiliates, or any Battelle client.
- If employees are involved in any business negotiations, contracting, purchasing, or other role where they could influence any Battelle business transaction, employees may not have a relationship with or an interest in any other party or parties to the transaction.
- Employees may not use Battelle property, their position or other resources for personal gain or to compete with Battelle.

In addition to these general principles, employees are required to comply with specific rules regarding personal conflicts of interest in connection with Battelle's work for the government.

Stewardship of Property | BPM 5.2 & 6.1

Battelle has made a substantial investment in its property, equipment, and facilities which are dedicated to, and must be used for, charitable, educational and scientific purposes. Additionally, Battelle has valuable property of its clients in our care, custody, and control. Use of Battelle or client resources may be accessed and/or monitored by or at the direction of management at any time. Employees should not have an expectation of privacy when using any such resources. Employees are expected to use such property with proper care for authorized purposes only.

Personal use of Battelle property, equipment, facilities, and resources is permitted only with the specific prior approval of your manager and only in an appropriate manner. Any permitted personal use must be on your personal time. Client-owned property shall be used only in furtherance of the client's project and should never be used for personal purposes or for the benefit of other clients.

Special rules apply to the use of government property.

Records Management | BPM 2.3

Employees are responsible for creating accurate, complete and reliable records, and maintaining any business records in their care. Battelle's clients and regulatory authorities require that our records be maintained and retained in accordance with applicable laws and regulations. To ensure Battelle's compliance with these requirements, Records Management Office must receive a copy of the final deliverable(s) to our clients.

Battelle's Records Retention Schedule defines how long to retain particular records. Employees shall not remove, destroy, mutilate, damage or dispose of, in whole or in part, any Battelle records unless the records have met the retention requirements listed in the Records Retention Schedule. Questions regarding records management should be directed to the Records Management Office.

Delegations of Authority | BPM 2.2

Only employees with written delegations of signature authority may make commitments or sign documents which bind Battelle. Employees without such authority must be careful not to give the impression to third parties that they have such authority by making oral or written commitments or signing documents which bind Battelle or affect Battelle's legal rights. Memoranda of Understanding, Letters of Intent, Term Sheets, and any other documents which purport to memorialize the terms of any business arrangement are examples of documents that could bind Battelle.

Bribes, Kickbacks, Gifts and Gratuities | BPM 1.3

Bribery is a crime and is defined as the offering, giving, receiving, or soliciting of any item of value to influence the actions of an official or other person in discharging his or her public or legal duty. A kickback is an improper or illegal payment or "cut" of a transaction made to a person in a position of trust to obtain or maintain a contract or transaction. Offering, giving, soliciting, or accepting a bribe or kickback is strictly prohibited under all circumstances. Employees may never solicit any gift or gratuity (i.e., anything of value) from a person or organization in any way related to Battelle and their employment.

Employees may accept unsolicited gifts and ordinary business entertainment from those with whom Battelle does business. However, employees may not accept any gift or gratuity if it is of such value, or occurs with such frequency, that a reasonable person would interpret the acceptance to place employees in a position of present or future obligation to the donor, or the acceptance gives the appearance that the employee's relationship with the donor is improper.

Employees should exercise care in paying for meals or entertainment when transacting business with our commercial clients so as to avoid even the appearance of impropriety. Generally, employees should limit these expenditures to normal business courtesies. When entertaining commercial clients, the entertainment must never be excessive or extravagant and only reasonable expenses consistent with Battelle policy will be reimbursed by Battelle. Special gift and gratuity rules apply to our work for the government. Questions regarding the appropriateness of any gifts or gratuities should be directed to Battelle Legal Counsel.

Lobbying | BPM 1.2

Lobbying activity covers a broad range of formal and informal contacts and communications with members of the legislative and executive branches of government at the Federal, state and local level. Lobbying involves any attempt to influence the introduction, enactment or modification of Federal, state, or local legislation, or any attempt to improperly influence, either directly or indirectly, an employee or officer of the executive branch of the Federal, state or local government to give consideration to or act regarding a regulatory or contract matter.

A faint, light blue illustration of a person's upper body and head, positioned behind the word 'Creativity'. Above the person's head is a sunburst or lightbulb shape, composed of a central circle and several radiating lines, symbolizing an idea or creative spark.

Creativity

Lobbying activities must be charged to specified unallowable accounts. Only employees specifically authorized by a Battelle corporate officer may engage in lobbying activity on Battelle's behalf. Such activity must be coordinated with Battelle's Office of Government Relations and fully comply with the various Federal and state laws that govern such activities.

Political Activity | BPM 1.2 & 6.1

With respect to political activity, Battelle resources may not be used to support any political candidate's campaign for election to any Federal, state, local or foreign public office. No Battelle funds can be used to make contributions to any candidate for public office, nor may Battelle reimburse any employees for their personal campaign contributions. Employees are prohibited from implying, or permitting others to imply, Battelle's endorsement, support or opposition to any candidate and/or using or permitting others to use any Battelle resources with respect to any political activities. Partisan comments may not be made in any Battelle publication, at any official Battelle function, or at any general gathering of employees. While employees are encouraged to personally participate in the political process as a matter of good citizenship, they must do so on their own time and expense without the use of any Battelle resources.

Rights to Intellectual Property | BPM 5.2

Employees must respect all intellectual property (IP) laws and the IP rights of others. Battelle requires compliance with the conditions of any license agreement entered into by Battelle. With respect to copyrighted software, only authorized and properly licensed copies of software shall be installed on any Battelle or client owned computer in Battelle's possession or control.

The results of employee's intellectual and creative efforts are the property of Battelle or, as defined by contract, its clients or other third parties with whom Battelle does business. Employees assigned these rights to Battelle in their employment agreements. Employees are responsible for identifying and reporting to Battelle IP Counsel any potentially patentable inventions that are conceived of or first reduced to practice during their Battelle employment. Patent applications and ancillary paperwork (declarations, assignments, etc.) are legal documents that must be reviewed by Battelle's IP Counsel. Questions regarding IP should be directed to Battelle's IP Counsel.

Proprietary Information | BPM 2.3, 2.14, & 5.2

Employees must take the appropriate steps to protect Battelle's confidential or sensitive information. These steps include, but are not limited to, marking documents with appropriate protective markings. Employees are expected to use appropriate restrictive legends in proposals and other communications to third parties containing Battelle proprietary information and the distribution should be limited to those with a need to know.

If employees have access to information about Battelle employees or personally identifiable information of other individuals, this information shall be protected in accordance with Battelle policy. Employees must return records upon their termination or retirement and are prohibited from retaining or using any Battelle proprietary information for any reason unless specifically authorized by Battelle to do so.

Employees are prohibited from improperly soliciting, obtaining, using, or disseminating third party proprietary information, or condoning such actions. Employees may not use consultants, subcontractors, or others to improperly access confidential or privileged third party information. Third party information may be used only within the terms of our contractual commitments (including non-disclosure or confidentiality agreements), applicable laws and regulations, and ethical business practices. Confidential disclosure agreements must be utilized to define Battelle and third party rights and obligations when an authorized exchange of proprietary information or third party information is contemplated by the parties.

In the event that employees have knowledge of third-party proprietary information as a result of prior employment experiences, employees shall ensure that the third-party proprietary information is not brought into Battelle or used by Battelle without the third party's prior authorization. Employees are cautioned that proprietary information obtained from third parties may not be marked consistently with Battelle's system for marking proprietary information. Employees should consider the perspective of the owner of the information. Questions regarding the status of third party information should be directed to Battelle's IP Counsel.

Securities Regulations | BPM 2.7

Battelle does not participate in any activities for clients or other third parties that involve raising capital, attracting investors or offering or selling securities of any kind. Contacts on behalf of Battelle to the investment community (i.e., investment bankers, commercial bankers, venture capitalists, potential third party investors, financial advisors, valuation firms, or other financial organizations) must be coordinated through Battelle's Chief Financial Officer and General Counsel, or their designee(s).

As Battelle participates in more strategic and collaborative relationships with our commercial clients, it is imperative that employees recognize any exposures to insider trading. Insider trading involves using inside information to conduct stock transactions. "Inside information" is information not available to the public that could affect either the market value of a stock or a reasonable investor's decision to buy, sell, or hold a stock. Examples include plans to enter a new line of business, a proposed merger or acquisition, the introduction of a new product, the award of a significant contract, or the loss of an important customer.

Employees with inside information pertaining to a company whose stock is publicly traded must not use that information for their own gain and cannot disclose the information to others who might use it for their gain. Insider trading or disclosure of inside information violates Battelle policy and any person who trades in or recommends to others the stock of a publicly held company while in possession of inside information violates the insider trading rules of the Federal securities laws and could be subject to civil and criminal sanctions.

Antitrust | BPM 1.4 & 2.7

Employees are responsible for ensuring that Battelle business is conducted in compliance with state and Federal antitrust laws, as well as the antitrust laws of any applicable foreign jurisdiction. Generally, antitrust laws prohibit joint action, by means of conspiracies, agreements and other understandings between two or more competitors, regarding prices, customers, territories, and other policies or conduct that unreasonably restrain competition. Employees must not engage in any discussions, exchanges of information, or make any agreements that are anticompetitive in nature. Questions regarding possible antitrust situations should be directed to Battelle Legal Counsel.

LAWS AND POLICIES APPLICABLE TO GOVERNMENT PROCUREMENTS

Accurate Cost and Pricing Data | BPM 2.7

Employees involved in preparing proposals for a U.S. Government procurement must ensure that the cost and pricing data submitted to the U.S. Government is current, accurate and complete. Subject to limited exceptions, the Truthful Cost or Pricing Data Act requires the submission of certified cost and pricing data for any negotiated contract or subcontract, including any changes, that exceeds a certain threshold. Failure to submit current, accurate, and complete cost and pricing data could have serious consequences for Battelle and the employee member involved with the data. Questions regarding application of this Act should be directed to Battelle Legal Counsel.

Procurement Integrity | BPM 2.7

Battelle's success depends on our upholding the integrity of the procurement process in bidding, negotiating and performing contracts for our government customers. If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. Once awarded, all contracts must be performed in compliance with specifications, requirements, and contract terms and conditions.

Battelle is expressly prohibited from knowingly obtaining any "contractor bid or proposal information" or "source selection information" regarding an ongoing procurement. Likewise, Government personnel with access to such information cannot knowingly disclose any contractor bid or proposal information or source selection information to any person other than those authorized to receive such information.



Collaboration

“Contractor bid or proposal information” is nonpublic information, in any form, which is submitted to the Government in a proposal, including specifically cost or pricing data, indirect costs and direct labor rates, proprietary information regarding processes, techniques, and any other information marked with a restrictive legend. “Source selection information” is information, in any form, which was not previously available to the public and was prepared or developed for use by the Government for the purpose of evaluating a bid or proposal to enter into a procurement contract.

Battelle employees must refuse any offers to provide Battelle with any unauthorized contractor bid and proposal information or source selection information and immediately report the offer to the Legal Department or a Business Ethics Hotline. You may not use, obtain, accept or receive any information to which Battelle is not clearly and legitimately entitled. If you ever have reason to believe that the release or receipt of any information is unauthorized, or you are uncertain as to Battelle’s legal right to use the information, do not copy, distribute or use it until you have obtained guidance from Battelle Legal Counsel.

Battelle employees must comply with the laws and regulations pertaining to employing or acquiring the services of government employees. These rules apply to contact or negotiations with current government employees to discuss their potential employment by the company or their use as consultants or subcontractors. These rules may restrict the roles and responsibilities that former government employees may perform on our behalf after joining the company. The laws and regulations governing the hiring and employment of former government employees can be difficult to follow. Prior to entering into these situations, you should seek the advice of your supervisor, manager, Human Resources Representative, or Battelle Legal Counsel.

Government Property

Government Property includes both property provided to Battelle by the Government and property that Battelle has purchased under certain types of agreements with the Government. There are specific regulations and mandatory procedures pertaining to acquisition, possession, use, transfer, and disposal of Government Property. Generally, Government Property must be properly identified, tracked and/or monitored by Battelle, segregated from other property, and specifically accounted for by Battelle. Government Property or material acquired for one project cannot be used for any other purpose without prior Government authorization.

Organizational Conflicts of Interest | BPM 1.3

Organizational Conflict of Interest (OCI) requirements in U.S. government contracting opportunities must be examined thoroughly before investing in proposal efforts because these limitations may preclude Battelle, its affiliates and subsidiaries, from undertaking future activities. Some contracts may require individual employees to disclose conflicts, such as family relationships or financial interests, which may conflict with their ability to provide impartial services. Some government agencies, such as the United States Environmental Protection Agency and the Centers for Medicare & Medicaid Services, require contract/program specific OCI compliance programs.

Two primary principles underlie the concept of OCI: (1) preventing the existence of conflicting roles that might bias a contractor’s judgment, and (2) preventing unfair competitive advantage. Federal Acquisition Regulation (FAR) Section 9.5 contemplates three situations in which conflicts may arise:

- A “bias” situation where a contractor has the opportunity to draft specifications or a statement of work for a later procurement, thus creating the possibility that it could skew the competition in its favor.
- An “impaired objectivity” situation where a contractor has some relationship or interest, such as a share of the proceeds on the sale of a product or an equity or ownership interest, or where the contractor may be called upon to review its own work or the work of a closely related entity.
- An “unequal access to information” situation where the contractor may gain a competitive edge because of its access to information that is not available to other competitors.

In an effort to quickly identify possible OCIs, Battelle developed the Scope Clearance System. The Scope Clearance System is a tool that can assist in identifying possible conflicts with current and prior work, proposed intellectual property and commercialization transactions, and pre-existing contracting limitations. To fully utilize this tool and protect Battelle, scope statements are required to be submitted for all proposed projects and other third-party transactions.



Excellence

These scope statements must be both precise and informative in order for the system to identify possible conflicts and cleared as soon as possible prior to any commitment being made or legal obligation created on behalf of Battelle.

Certain non-binding preliminary communications with domestic commercial clients that contain approved language and disclaimers may be sent to potential clients without clearing Scope. Commitments that would place limitations on future contracting or contain exclusive scopes, non-competition clauses or impose other restrictions on Battelle's future business activities must be avoided whenever possible. Acceptance of these types of restrictive commitments requires concurrence from all business units and components. The Corporate Scope Office coordinates reviews of all such limitations.

Personal Conflicts of Interest | BPM 1.3

As a government contractor, Battelle is required to ensure that no employee or self-employed subcontractors have any "personal conflict of interest" (PCI) when they are performing certain acquisition related project activities. To ensure that no PCIs exist, Battelle must take the following actions:

- obtain and maintain PCI disclosure statements from employees and self-employed subcontractors with any PCIs, including those of close family members or other members of the person's household, such as financial interests, prospective employment opportunities or business opportunities and gifts, including travel;
- require employees and self-employed subcontractors to update PCI disclosure statements when circumstances change;
- obtain signed non-disclosure agreements prohibiting disclosure of information derived from government contract performance; and
- block assignments of employees and self-employed subcontractors to tasks when relevant PCIs cannot be mitigated by the parties.

Employees responsible for the design, conduct or reporting of a research project involving funding by the Public Health Service (PHS) are required to disclose all significant financial interests (SFI) that would reasonably appear to be related to the research and complete required training. Prior to the submission of a proposal or application involving PHS funding, applicable employees shall review Battelle's Policy on Financial Conflicts of Interest in Public Health Service (PHS) Funded Research and comply with the applicable disclosure and training requirements.

Subcontractors and consultants retained by Battelle who are responsible for the design, conduct or reporting of a research project funded by PHS are required to demonstrate their compliance with these requirements. In addition to applying to PHS-funded research, Battelle's Policy on Financial Conflicts of Interest in Public Health Service (PHS) Funded Research also applies to all other organizations or agencies, such as the National Science Foundation (NSF), that substantively have requirements equivalent to or less restrictive than the PHS financial conflict of interest requirements.

Conflicts of interest can be subtle and the requirements can vary depending upon the organization or entity. Questions regarding conflicts of interest should be directed to Battelle Legal Counsel.

Gifts and Gratuities

Federal Executive Branch employees (including the military) are prohibited from seeking or accepting gifts from "prohibited sources" like Battelle and our employees. A "gift" is broadly defined to include any gratuity, favor, discount, entertainment, hospitality, loan, forbearance or other item having monetary value.

The following items are excluded entirely from the definition of a gift and are permissible: (a) modest items of food and refreshment (not meals) such as soft drinks, coffee and donuts; (b) items with little intrinsic value, such as greeting cards, plaques, certificates, and trophies, which are intended solely for presentation purposes; and (c) anything for which the government employee pays full market value.

Unless the gift falls within one of these exclusions, the total value of gifts given on a single occasion cannot exceed \$20. The value of all gifts given by Battelle employees to an individual Government employee are aggregated, and the total value of these gifts may not exceed \$50 in a calendar year. Meals, or anything else, that cost more than \$20, are improper gifts.

If the gift is over the \$20 limit for Federal employees, the entire amount is improper and will not be reimbursed by Battelle. Further, Battelle must report violations of Federal gratuity law to the cognizant Agency Inspector General and Contracting Officer.

By Executive Order, every appointed official in the Executive branch is barred from accepting a gift of any kind “from lobbyists or lobbying organizations.” These rules essentially prohibit all gifts, with some specific and complex exceptions. Employees are not to provide any gift, including any meals or entertainment, to these recipients without prior legal review to determine the legality of the proposed gift.

Most state and local governments and many other countries also have restrictions on gifts to their employees. Questions about gifts and gratuities should be directed to Battelle Legal Counsel.

Government Classified Information | BPM 2.3

Battelle is required to establish and maintain policies and procedures to protect all classified information received from its Government clients. Pursuant to this requirement, employees must remember these key points:

- Access to classified information is to be allowed only to authorized persons who have been cleared for the level of information, such as Confidential, Secret, or Top Secret for the Department of Defense and “L” or “Q” for the Department of Energy. Classified information should be released only to authorized individuals on a “need to know” basis.
- Review of classified information must take place only in secured areas and removal of classified information from the facility must be specifically authorized by the Government.
- Employees must properly handle classified information, including its storage, shipping, reproduction, and destruction, in accordance with applicable Government rules and Battelle policies.

Employees authorized to have access to classified information are required to be familiar with the applicable security restrictions under Government regulations and the relevant contract. Additional information regarding the proper use and handling of classified information can be obtained by employees from Battelle’s Security Office.

The Byrd Amendment

Battelle is subject to restrictions on lobbying activities relating to Federal procurements under a statute known as the Byrd Amendment. This law prohibits Battelle and its subcontractors at all tiers from charging the Government for the costs of influencing or attempting to influence any Federal agency or the Congress in connection with contract, grant or cooperative agreement actions. Most routine marketing interactions with Federal agencies by Battelle employees will fall into the types of activities that are exempt from the Byrd reporting requirements.

When it is not related to a specific solicitation, it is permissible to have discussions regarding the qualities, characteristics, and capabilities of Battelle’s products or services, or the terms and conditions of sale, and technical discussions and other activities regarding the application or adaptation of Battelle’s products or services. If conducted prior to a formal solicitation, it is acceptable to provide unsolicited information necessary for an agency to make an informed decision about the initiation of a contract action and to have technical discussions regarding the preparation of an unsolicited proposal prior to submission.

Battelle must certify its compliance with the Byrd Amendment through submission of a certificate submitted with its proposals to the Federal Government and obtain disclosures and certifications from our subcontractors at all tiers with subcontracts over \$100,000. Violations of the Byrd Amendment may result in civil penalties for Battelle and/or employees violating the amendment or making a false certification. Questions about the Byrd Amendment should be directed to Battelle Legal Counsel.

Appreciation

A faint, light blue background illustration featuring two stylized human figures standing side-by-side, holding hands. Between their hands is a five-pointed star. The figures are composed of simple, rounded shapes, and the entire graphic is centered on the page.

Antitrust

Antitrust issues may arise in competitive Government procurements in certain circumstances. The potential for an antitrust violation may be present if one or a combination of the companies participating in an exclusive teaming arrangement is the sole provider of a product or service that is essential for contract performance; thereby, potentially eliminating effective competition. The “Certificate of Independent Price Determination” clause in fixed priced Government contracts requires that the person responsible for the prices being bid or proposed certify that Battelle has prepared its price independently and not in collusion with other competitors. A false certification could give rise not only to antitrust liability, but also liability for making a false statement to the Government. The “Restrictions on Subcontractor Sales to the Government” clause prohibits a prime contractor from entering into an agreement with a subcontractor that unreasonably restricts direct sales by the subcontractor to the Government.

LAWS APPLICABLE TO INTERNATIONAL BUSINESS

Export Laws and Regulations

Employees may need a license to export certain kinds of goods outside the U.S. An export license may also be required to transmit technology (“technical data”) or provide services to a Foreign Person even when the disclosure or service occurs within the United States, or when the Foreign Person is Battelle employees acting within the scope of their employment. All exports of technical data, goods, materials or services by Battelle must be made in compliance with applicable export laws and regulations.

Exports are generally subject to either the International Traffic in Arms Regulation (ITAR), which governs military items, or the Export Administration Regulation (EAR), which governs commercial or dual-use technologies. Nuclear materials and technology are subject to Department of Energy and/or Nuclear Regulatory Commission regulations. The need for an export license can sometimes be avoided by careful planning and limiting disclosures to “public domain” information. Seek advice from Battelle Legal Counsel before making any determination to send technical data to any Foreign Person.

Exports can occur through conversations, presentations, training, consulting services, visual disclosures, or any other manner of communication regardless of where it occurs. As a result, employees must be vigilant and strictly comply with Battelle’s foreign visitor practices when dealing with Foreign Persons. Employees should consult with a manager or Battelle Legal Counsel prior to allowing any Foreign Person to access a Battelle facility or network that would allow the Foreign Person to visually inspect items that may be subject to export controls. Questions regarding export laws and regulations should be directed to Battelle Legal Counsel.

Foreign Corrupt Practices Act & Anti-Corruption Laws | BPM 5.1

The Foreign Corrupt Practices Act (FCPA) makes it illegal for Battelle, directly or through others (such as foreign representatives, consultants, or business partners), to give or offer any payment, gift, bribe, or anything else of value to a foreign official, political party, or candidate for the purpose of influencing an official act, or a failure to act, or inducing the foreign official or party to use influence to affect the decision of a foreign government or agency. The prohibition also applies to officers and employees of foreign state-owned businesses. Bribes or gratuity payments are common in some countries. Employees engaging in international business must exercise caution to avoid corrupt practices that might result in personal, as well as corporate, liability. Even an extremely small payment or gift to a foreign official can result in a violation of the FCPA.

Other countries have similar laws to the FCPA and some are even more stringent. Bribery or other improper payments are strictly prohibited under all circumstances. Under no circumstances may employees enter into representation agreements with any foreign business or foreign national without first contacting Battelle Legal Counsel. Appropriate due diligence must be performed on any potential foreign representatives or business partners. Questions regarding the FCPA and other similar laws should be directed to Battelle Legal Counsel.

Boycotts

It is illegal for U.S. persons to cooperate with the Arab boycott of Israel, or any other unsanctioned international boycott. In particular, without prior written approval from the U.S. Government one may not:

- refuse to do business or request another to refuse to do business with a boycotted country or any blacklisted company;
- refuse to employ or otherwise discriminate against any U.S. person or corporation on the basis of race, religion, sex, or national origin;
- furnish information about the race, religion, sex, or national origin of any U.S. person;
- furnish information about past, present, or proposed business relationships with a boycotted country or its nationals or corporations, or any blacklisted persons; or
- furnish information concerning association with charitable or fraternal organizations.

Requests for such actions may be written or oral, and often are included in the terms of a bid qualification, purchase order, letter of credit, or shipping instructions. Occasionally, they are found in long-term purchase/sale contracts or in questionnaires. Do not provide any response to a document or other inquiry containing boycott-related requests. All boycott-related requests must be reported to Battelle Legal Counsel for appropriate disclosure to the U.S. Government.

Excluded Parties

In certain circumstances, it is illegal for U.S. business and citizens to conduct business with specific individuals and entities. The U.S. Office of Foreign Assets Control (OFAC) maintains lists of embargoed countries and specific individuals and entities with which U.S. companies and citizens are forbidden to conduct business. Similarly, the U.S. Commerce Department and U.S. State Department maintain lists of individuals and entities who may not participate in regulated transactions. Under no circumstances may any employees deal with any party appearing on any of the lists discussed above unless the U.S. Government provides prior written approval. Employees are responsible for submitting the names of potential new business associates and entities to be checked against these lists prior to proceeding with any aspect of a contemplated transaction.

U.S. Customs and U.S. Immigration Regulations

These regulations govern the movement of commodities and people across the U.S. borders. Information required under these regulations allows the agencies to properly assess duties; collect accurate statistics; determine whether goods are subject to quotas, restraints, embargoes, or other restrictions; and take enforcement actions by deterring, interdicting, and investigating threats arising from movement of commodities and people across borders.

Questions?

Department	Corporate Operations	PNNL
Battelle CMS Compliance Officer	cmscomplianceofficer@battelle.org	Not Applicable
Corporate Accounting	(614) 424-7600	Not Applicable
CyberSecurity	CyberSecurity@battelle.org	(509) 375-6968
Environment, Safety, Health	(614) 424-3622	(509) 372-6503
Ethics SharePoint Site	http://my.battelle.org/Pages/ethics.aspx	
Government Accounting	(614) 424-4010	(509) 371-7503
Property Accounting	(614) 424-7465	(509) 371-7522
Human Resources	(614) 424-5000	(509) 375-2322
	HumanResources@battelle.org	
Human Subjects Program	(614) 424-7648	(509) 375-3610
Internal Audit	(614) 424-7333	(509) 375-2486
Legal	(614) 424-4425	(509) 375-2633
PHI Privacy Officer	(614) 424-7648	Not Applicable
Records Management Office	(614) 424-7897	(509) 371-7158
Timecard Helpline	(614) 424-4115	(509) 371-7570
Travel Accounting Helpline	(614) 424-3125	(509) 372-4293
	TravelAccounting@battelle.org	

Remember to Always Do the Right Thing and Report Concerns to One of Battelle's Business Ethics Hotlines:

External Business Ethics Hotline and Website:

NAVEX (855) 296-2232

Battelle.alertline.com

PNNL Business Ethics Hotline:

(509) 375-3999

Every day, the people of Battelle apply science and technology to solving what matters most. At major technology centers and national laboratories around the world, Battelle conducts research and development, designs and manufactures products, and delivers critical services for government and commercial customers. Headquartered in Columbus, Ohio since its founding in 1929, Battelle serves the national security, health and life sciences, and energy and environmental industries. For more information, visit www.battelle.org.

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