

# Allied Universal Policy Statement

## WHISTLEBLOWER PROTECTIONS

REVISION DATE: April 22, 2019

Policy:	Y
Procedure:	N

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### GENERAL

#### **Purpose:**

Allied Universal (the Company) requires its employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The purpose of this policy is to encourage and enable Company directors, officers, and employees to report any action or suspected action taken within the Company that is illegal, fraudulent or in violation of Company policies or applicable procurement law. This policy applies to any matter which is related to the Company's business and does not relate to private acts of an individual not connected to the business of the Company. It is intended to supplement but not replace existing policies that contain reporting elements.

Specifically, this Policy provides that:

- The Company maintains a reporting system whereby its employees, as well as third parties—where permitted by law— (such as competitors, vendors, and consumers) can and are encouraged to report suspected legal and ethical concerns, including workplace illnesses, injuries, and safety hazards, as well as concerns related to accounting, internal accounting controls, or auditing matters;
- All reported concerns should be submitted in a manner consistent with this Policy;
- Except where prohibited by local law, Company employees, officers, and directors may report their concerns confidentially and anonymously;

The Company is committed to protecting anyone who makes a report from retaliation, retribution, or harassment. The Company will investigate each complaint of retaliation and take appropriate disciplinary action, up to, and including, termination of employment.

**Background:**

Federal statutes and regulations protect contractor employees from reprisal by a Government contractor for disclosing information related to substantial violations of a Federal contract law. No Company director, officer, or employee who in good faith reports any referenced action shall suffer harassment, retaliation, or adverse consequence.

**Scope of Company Covered:**

- All directors, officers, and employees

**Statutory and Regulatory References:**

- FAR Subpart 3.9 (Whistleblower Protection for Contractor Employees)
  - FAR 52.203-15 (Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009)
  - FAR 52.203-17, Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights
  - 10 U.S.C. 2409
  - 41 U.S.C. 4705
  - 18 U.S.C. 1831-1839 (including the Defend Trade Secrets Act of 2016)
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**POLICY****No Retaliation**

Company directors, officers, and employees are encouraged to report any action or suspected action taken within the Company that is illegal, fraudulent, in violation of any adopted policy of the Company, or in violation of any law related to a Federal Government contract. Anyone reporting a violation must act in good faith, without malice to the Company or any individual in the Company, and have reasonable grounds for believing that the information shared in the report indicates that a violation has occurred. Any report which the complainant has made maliciously or any report which the complainant has good reason to believe is false will be viewed as a serious disciplinary offense.

The Company does not tolerate retaliation against any individual who submits a report of a violation or possible violation of law, Company policies or this Policy. Employees, officers, and directors must never intimidate, harass, or take any retaliatory action against an employee who makes a report of a potential violation of law, regulation, or the Code, or who cooperates with an investigation of any such report. For purposes of this Policy,

“retaliation” includes, but is not limited to, any adverse action taken against an employee because he or she:

- Submitted a report of a violation or suspected violation of the Code, other Company policies or procedures, or applicable law (including those regarding accounting irregularities);
- Reported a work-related injury, illness, fatality, safety hazard, or complaint to Company (Company encourages officers and managers to promptly report safety hazards and unsafe acts);
- Participated or provided information or otherwise assisted in an investigation of any suspected violation of Company policies or procedures, or applicable law; or
- Provided truthful information to any regulatory or law enforcement agency regarding the commission or possible commission of any federal or state offense, or regarding potential violations of anti-corruption, workplace safety, or anti-discrimination, anti-harassment, or other laws.

Examples of prohibited retaliation, retribution, and harassment include:

- Attempting to intimidate an employee into withdrawing or altering his/her report;
- Punishing a person who has made a good faith report by taking adverse action concerning the employee’s work or shift assignments, salary, evaluation, vacation, and/or other terms of employment;
- Terminating, demoting, suspending, or disciplining an employee for making a good faith report; or
- Threats of any of the above.

Any individual within the Company who retaliates against another individual who in good faith has reported a violation or has cooperated in the investigation of a violation, is subject to discipline, including termination of employment. If an individual believes that someone who has made a report of a violation or who has cooperated in the investigation of a violation is suffering from harassment, retaliation or other adverse employment consequences, the individual should contact the Vice President/Deputy General Counsel. Any employee who reasonably believes he or she has been retaliated against in violation of this policy shall follow the same procedures as for filing a complaint.

### **Reporting Process for Issues Related to Federal Government Contracts**

For suspected violations of laws related to Federal Government contracts, employees should first file a report with the SVP/Deputy General Counsel. For other types of violations, the individual is encouraged to share his or her questions, concerns, suggestions or complaints with their supervisor informally through a meeting or an on-the-job discussion. In most cases, this should resolve the concern. If not resolved, or if the employees believe that the matter cannot be raised with a supervisor, the Concern

Resolution Process in the Employee Handbook provides that the employee take the matter to his/her supervisor's supervisor. If the concern remains unresolved or if the employee is uncomfortable speaking with his/her supervisors, the employee should contact the branch or region Human Resources Manager/Director or contact Corporate Human Resources to discuss the situation and desired solution.

### **Confidentiality**

The Company encourages anyone reporting a violation to identify himself or herself when making a report in order to facilitate the investigation of the violation. However, reports may be submitted on a confidential basis by the complainant or may be submitted anonymously by contacting:

**Allied Universal Ethics Hotline**

1-888-260-5948

or

[aus.ethicspoint.com](http://aus.ethicspoint.com)

*If you are a new user, you will need to create a username and password*

Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation, to comply with all applicable laws, and to cooperate with law enforcement authorities. Additionally, the Company will explore anonymous allegations to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

### **Escalating and Handling Reports**

Any manager or other individual who receives a report of a violation or a possible violation should refrain from conducting any independent investigation, and promptly forward the report to the Vice President/Deputy General Counsel, who will advise on next steps. The Company has established procedures for the receipt, investigation and resolution of all reports of possible violations of Company policies or applicable laws. Any such report will be evaluated promptly and investigated as appropriate. Except in the case of an anonymous report, the complainant will be informed that follow-up has or is occurring promptly after the report has been received and processed.

### **External Reporting**

It is Company policy that, unless otherwise impractical, employees first exhaust internal reporting mechanisms before attempting to report violations externally. However, if internal reporting mechanisms have been exhausted to no avail, Company employees are protected under Federal laws from reprisals for external reporting. Specifically, FAR 3.903 prohibits the Company from discharging, demoting or otherwise discriminating against an employee as a reprisal for disclosing information to a Member of Congress, or an authorized official of an agency or of the Department of Justice, relating to a

substantial violation of law related to a contract (including the competition for or negotiation of a contract).

Employees that improperly face reprisal in response to whistleblowing may file a complaint with the Inspector General of the agency that awarded the contract. In such a scenario, the Inspector General will conduct an initial inquiry and, if it is determined that the complaint merits further investigation, will then conduct an investigation and provide a written report of findings to the head of the agency (or designee).

If the head of the agency or designee determines that the Company has subjected one of its employees to an unlawful reprisal, the head of the agency (or designee) may take one or more of the following actions:

- Order the Company to take affirmative action to abate the reprisal.
- Order the Company to reinstate the person to the position that the person held before the reprisal, together with the compensation (including back pay), employment benefits, and other terms and conditions of employment that would apply to the person in that position if the reprisal had not been taken.
- Order the Company to pay the complainant an amount equal to the aggregate amount of all costs and expenses (including attorneys' fees and expert witnesses' fees) that were reasonably incurred by the complainant for, or in connection with, bringing the complaint regarding the reprisal.

### **Disclosure of Trade Secrets – Immunity From Prosecution**

Consistent with the Defend Trade Secrets Act of 2016 ( See 18 U.S.C. § 1831 *et seq.*) employees will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of Company trade secrets, so long as such disclosure is made in confidence to a federal, state, or local government official (either directly or indirectly), or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law by the Company or in connection with a complaint or other court document that is filed under seal in a lawsuit or other legal proceeding.

Further, if an employee files a lawsuit alleging retaliation by the Company for reporting a suspected violation of law, the employee may disclose the Company's trade secrets to his or her attorney and use such Company trade secret information in the court proceeding, so long as: (a) any document containing Company trade secrets is filed under seal; and (b) it does not publicly disclose any Company trade secrets, except pursuant to court order.