

HUNTINGTON INGALLS INDUSTRIES

# Code of Ethics and Business Conduct





**Dear HII Employees:**

Always doing the right thing, even when no one is looking, is a foundational principle for Huntington Ingalls Industries. The ethical tone of our business starts at the top and then proceeds to all parts of our company to make our ethical culture what it is today and what it will be in the future. At HII, our Code of Ethics and Business Conduct is fundamental — it defines who we are, what we stand for and how we act. It is a set of core values, standards and

behaviors that guide the commitment of our employees to the highest ethical standards. We must be ethical and act ethically.

Our values continue to lead us to ensure that our decisions and actions demonstrate the highest standards of ethics and integrity. It is important to note that we have revised our values to include Respect. Respecting others is one of the most central components of an ethical culture. Treating each other with dignity, compassion and empathy, and valuing the diverse perspectives that each person brings to the table, is what we expect of all employees. By adding Respect as a value, we are emphasizing the personal responsibility that each of us must take to ensure that our interactions with others sustain our ethical culture. With this change also comes the merger of Integrity and Honesty, now captured under the single value of Integrity. These two values have always complemented one another, and combining them into one strengthens our emphasis on Performance with Integrity.

HII's non-retaliation policy reinforces our long-standing commitment to a safe reporting environment. HII has zero tolerance for retaliation and activities that impact good-faith reporting. We can only grow and improve by becoming aware of when we are not living up to our principles. The goal of speaking up is to help everyone understand what is required to do the right thing.

Please read this book as if your success depends on it — because it does. Keep it close to you in mind as well as location. Though it may not speak to the details of each situation, it provides the proper guidance to enable you to navigate each situation ethically and ensure that Hard Stuff Done Right always includes living our values and following the rules. For any issues or questions you may have, please speak to your supervisor, manager, Human Resources, Labor Relations representative or Business Conduct Officer for assistance. You can also call anonymously through the company's toll-free 24/7 OpenLine number: 1-877-631-0020.

Thank you for everything you do every day to support and enhance the culture of ethics and compliance at HII.

A handwritten signature in black ink that reads "Mike Petters". The signature is fluid and cursive, with a long horizontal stroke at the end.

Mike Petters  
President and CEO

# Table of Contents

## **Introduction**

The Purpose .....	4
Our Values .....	4
Our Commitments .....	6
Our Expectations .....	6
Ethical Decision-Making .....	8
International Business .....	9

## **Our Commitment to Our Employees**

Refer to the Code and Ask Questions .....	10
The OpenLine Process .....	11
Investigating and Addressing Concerns .....	13
Retaliation and Coercion .....	14
Diversity, Inclusion, Equal Opportunity and Respect .....	15
Preventing Harassment .....	16
Ensuring a Non-Violent Workplace .....	16
Maintaining a Drug-Free and Alcohol-free Workplace .....	17
Respecting Employee Privacy .....	17
Workplace Health and Safety .....	17
Solicitation and Fund-Raising .....	18
Gambling on Company Property .....	18
Personal Relationships .....	18
Misconduct Off the Job .....	19
Preventing Theft and Fraud .....	19
Communicating Responsibly .....	19
Professional Conduct .....	19

## **Our Commitment to our Customers**

Relationship with Customer .....	20
Confidentiality of Information .....	20
Avoiding Conflicts of Interest .....	21
Proper Use of Company Resources and Information Technology .....	22
Responsible Business Travel .....	24
Contracting Authority .....	24
Giving and Accepting Gifts and Entertainment .....	26

**Our Commitment to Our Stockholders**

Integrity of Financial Statements and Regulatory Filings ..... 27

Corporate Opportunities ..... 27

Outside Employment and Business Ventures ..... 27

Avoiding Insider Trading ..... 28

Speaking on HII’s Behalf ..... 28

**Our Commitment to Our Community**

Political Contributions and Activities ..... 29

Charitable Contributions and Activities ..... 30

Protecting the Environment ..... 30

Promoting Human Rights ..... 30

**Our Commitment to Our Suppliers**

Supplier Relationship ..... 31

Revolving Door ..... 32

Compliance with Trade Laws ..... 32

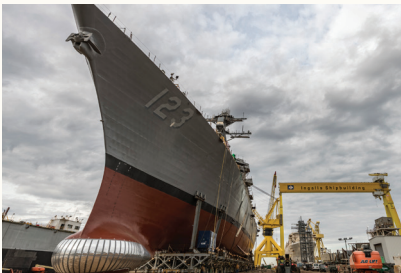
Anti-Bribery and Anti-Corruption ..... 33

Preventing Money Laundering and Terrorist Financing ..... 34

**Waivers of this Code of Ethics and Business Conduct** ..... 35

**A Final Word** ..... 35

**Summary of Changes** ..... 36



# Introduction

## THE PURPOSE

The purpose of the Code of Ethics and Business Conduct is to provide officers, members of the Board of Directors, and employees with guidelines for making ethical decisions in the conduct of their work. The Code is a set of core values, standards and behaviors within the organization that guide employees' commitment to the highest ethical standards. Abiding by these standards and strictly observing all U.S. and foreign laws and regulations are not only legal requirements, but also ethical obligations for all of us at Huntington Ingalls Industries, Inc. and Huntington Ingalls Industries Australia Pty Ltd (HII).

The Code does not cover every legal or ethical question you may face at HII. The Code contains the general standards of conduct that have always been and continue to be expected of all of us at HII. Remember, when confronted with ethical uncertainty, you should seek advice from your supervisor, manager, Business Conduct Officer (BCO), Human Resources, Labor Relations, Law Department, or call the OpenLine (1-877-631-0020) to ensure all actions you take on behalf of the company honor this commitment.

Behavior consistent with the Code of Ethics and Business Conduct is one of our most important workplace responsibilities whether we are working onsite, remotely, or while on business travel. We have set high ethical standards. The Code applies to everyone: officers, members of the Board of Directors, and all employees regardless of position or level of responsibility. The Code also applies to non-employees who act on the company's behalf in any capacity. We are all responsible for the integrity and consequences of our actions.

Company policies, procedures and publications on ethics, the ethics website, the HII ethics and compliance app and your local BCO can provide further information on our expectations and answers to your questions regarding ethical standards.



## OUR VALUES

We, the people of HII, are guided by our company values.

These values describe our company as we want it to be. We want our decisions and actions to demonstrate the highest standards of professional and ethical behavior. We believe that putting our values into practice creates long-term benefits for employees, customers, shareholders, communities and suppliers.

## At Huntington Ingalls Industries, we value:



### **INTEGRITY**

Integrity is at the heart of who we are and what we do. We are each personally accountable for the highest standards of ethics and integrity. We will fulfill our commitments as responsible citizens and employees. We will consistently treat customers, suppliers and company resources with the respect they deserve. We are committed to being honest and fair with our customers, our employees, our stockholders and each other. We will be truthful, trustworthy and honorable in all aspects of our work. We will always do the right thing even when it may be difficult.



### **SAFETY**

We value our employees above all else and will not compromise on maintaining a safe and healthy work environment for them. We expect everyone to actively participate and take responsibility for their own safety and the safety of those around them. Employees can report safety concerns without fear of reprisal and are empowered to stop work if an operation presents significant risk or danger. We continuously evaluate and improve our operations to understand and mitigate risk.



### **RESPECT**

We value people, knowing we must show fairness and equal treatment for all. We will continuously build a collaborative culture of inclusion where treating each other with empathy, dignity and compassion is the expected behavior. We do this by actively listening to all perspectives and treating everyone in a courteous and professional manner.



### **ENGAGEMENT**

We are committed to fostering an engaged workforce. Our employees are very involved in what they do and take ownership of their work and work processes. Engagement is a heightened level of ownership where employees want to do whatever they can for the benefit of their internal and external customers and for the success of the organization as a whole.



### **RESPONSIBILITY**

We seek and accept personal responsibility for our actions and results. We keep promises and commitments made to others. We are responsible for ensuring quality is a component of everything we do. We take pride in providing outstanding customer service.



### **PERFORMANCE**

We hold ourselves to a very high standard of performance. We are committed to improving our company performance while upholding our strong values. We always perform in a way that is aligned with our values and procedures, because meeting a performance goal is never justification for unethical behavior. Superior performance and quality ensure future trust and confidence in our products and services. We promote continuous improvement, innovation and creativity.

## OUR COMMITMENTS

At Huntington Ingalls Industries, we are committed to:

### ■ Our Employees

We are committed to a work environment that encourages employees to raise concerns, speak up and report suspected misconduct without fear of retaliation. Our employees demonstrate their integrity, dedication and commitment to quality in their daily work and are committed to improving performance and creating success.

### ■ Our Customers

We are committed to supporting our customers. It's a job we take very seriously, and we are intently focused on meeting or exceeding customer expectations.

### ■ Our Stockholders

We are committed to sustaining long-term value growth in our company through improved performance and an intense focus on delivering excellent results.

### ■ Our Community

We are committed to being a visible and positive corporate citizen in every community where we do business.

### ■ Our Suppliers

We are committed to and engaged with our suppliers. They are an integral part of our team and essential to our ability to achieve our business objectives.

## OUR EXPECTATIONS

As a Huntington Ingalls Industries employee, you are required to:

### ■ Ethics and Business Conduct

Do the right things even when no one is looking. Conduct internal and external business fairly and ethically and to maintain the highest standards of ethical behavior.

### ■ Compliance

Abide by the laws, regulations, policies and procedures that apply to our business wherever we operate.

### ■ Civility

Treat others with dignity and respect, and communicate in a courteous and professional manner. Be respectful of the perspectives and opinions of others.



### ■ **Misconduct**

Report known or potential violations of our Code of Ethics and Business Conduct, policies and procedures and laws using available reporting channels. Cooperate with all investigations.

### ■ **Training**

Complete all mandatory ethics and compliance training requirements in a timely manner.

### ■ **Security**

Be vigilant in protecting our facilities, classified information, computer network and electronic systems we install and construct.

### **Every supervisor/manager is required to:**

- Serve as an ethical model for others by exercising and acting on our Company Values.
- Ensure employees who report to them directly or indirectly:
  - Understand where and how to report misconduct or violations of this Code.
  - Understand how to enter their time and the applicable timekeeping policies.
  - Complete all ethics and compliance training requirements in a timely manner.
- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code of Ethics or legal requirements.
- Maintain an “open door” policy with regard to employee questions about business conduct, ethics and compliance.
- Encourage employees to challenge and report questionable misconduct.
- Encourage open and honest dialogue without retaliation.

**“ Leaders at all levels must be committed to live the company values and adhere to the highest ethical standards. We must continue to do everything in our power to keep the culture of the company grounded in our integrity. ”**

*— Mike Petters*

## ETHICAL DECISION-MAKING

Ethical dilemmas may not always be readily resolved by referring to the Code of Ethics and Business Conduct. With every business decision our leadership makes, they are expected to ask themselves and their staff, “What unforeseen ethical implications might arise from this decision?”

If you are ever unsure of what to do, ask yourself these five questions:



**If the answer to any of these questions  
is “No,” don’t do it!**

If you are unsure, ask your supervisor, manager, Human Resources, Labor Relations, BCO, Law Department or call the OpenLine at 1-877-631-0020 for assistance.

## INTERNATIONAL BUSINESS

You must follow the laws and regulations of all countries and jurisdictions where HII conducts business. You may encounter unfamiliar rules, regulations, business customs, manners and cultures during business travel. Become familiar with practices in other countries so that you do not misrepresent or harm the reputation of our company, our business partners, or yourself. If there is a conflict between the laws of two or more countries, contact the Law Department for assistance.

When conducting business in any country, you have the following responsibilities:

- Remain current with all laws and regulations that apply to your work.
- Work with your business unit's contracts organization to ensure compliance with all applicable corporate and business unit procedures.
- Know and follow the laws regarding export and import of our products, technical data and services, including those restricting the release of technical data.
- Be careful when using third parties to represent our interests. Consultants, sales representatives, distributors, and contractors must be under a written agreement with our company and properly vetted through our internal due diligence process and must comply with HII's standards of conduct.



# Our Commitment to Our Employees

Our commitment to you requires that we take all credible good faith reports of suspected misconduct seriously, investigate them fairly and confidentially to the extent practical, and take appropriate corrective action where warranted.

## REFER TO THE CODE AND ASK QUESTIONS

Please read this Code of Ethics and Business Conduct and refer to it often. It is not something you read one time and forget about. It is your guidebook for performing with integrity. You must be able to ask questions and raise issues without fear of retaliation, and feel secure in the knowledge that your concerns will be treated seriously, fairly and in a timely manner. You are encouraged to promptly raise ethics and compliance questions and immediately report suspected unethical, illegal or suspicious behavior. HII will not tolerate direct or indirect retaliation against anyone who makes a good faith report of a violation of the Code of Ethics and Business Conduct or suspected misconduct, or who otherwise assists with an audit or investigation.

■ **Speak Up!** If you suspect that someone is behaving illegally or unethically, please speak up right away. If you also have concerns about your own behavior, speak up about that as well. Admitting mistakes and taking corrective action is the responsible thing to do.

■ **Reporting:** You are encouraged to raise questions, concerns and issues with your supervisor or manager first. In the event that is not possible or you are uncomfortable doing so, contact the local BCO, Law Department, Human Resources, Labor Relations or the OpenLine. HII will treat such reports as confidential to the extent possible, except where disclosure is required to investigate a report or by applicable law or legal process.

■ **Reporting Anonymously:** You may make an anonymous good faith report if you desire. While making an anonymous report is allowable, please note that failure to provide all of the information and knowledge you may have about the situation may prevent HII from conducting as thorough an investigation as possible. In addition, be sure to routinely follow up via the OpenLine number or web portal for follow-up questions related to your report to ensure a timely investigation.

■ **Making False Accusations:** HII will protect any employee who raises a concern in good faith, but it is a violation of this Code of Ethics and Business Conduct to knowingly make a false accusation, lie to investigators, provide false or misleading information, or to interfere or refuse to cooperate with an investigation.

■ **Responsibility:** In addition to the Chief Executive Officer, the Chief Financial Officer and all other managers and employees, this Code of Ethics and Business Conduct applies to members of the Board of Directors, third party representatives, consultants, agents, contract labor and anyone who represents the company in any capacity.

If you believe in good faith that a violation of this Code of Ethics and Business Conduct has occurred, or you are asked to engage in conduct that violates the Code, it is your responsibility to report such violations or suspected violations immediately. Failure to report may violate this Code. As stated above, you have many different channels to report violations or potential violations.

■ **Consequences:** If you violate this Code of Ethics and Business Conduct, you are subject to disciplinary action, up to and including termination of employment. Violations may also result in civil or criminal penalties. If you witness a violation and fail to report it, you may be subject to disciplinary action. Additionally, a supervisor or manager may be subject to disciplinary action to the extent that the violation reflects inadequate supervision or lack of diligence.

## THE OPENLINE PROCESS

Open communication is especially important when our integrity as a company is compromised. The company's OpenLine process offers a confidential way to ask questions, voice concerns or report a suspected violation of the Code of Ethics and Business Conduct. Contact the OpenLine to raise concerns, especially those about the following:

- Time reporting (intentionally falsifying or misstating time worked)
- Mischarging (intentionally charging to an incorrect bill or hull)
- Misuse of company resources/information
- Government overpayments
- Procurement fraud or contract fraud
- Accounting issues
- Conflicts of interest (organizational, financial or personal)
- Customer or supplier issues
- Quality/manufacturing issues
- Other ethical violations
- Export/import control compliance issues
- Retaliation
- Progressing and work completion issues
- Mishandling of classified information or personal information
- Health and safety violations
- Suppliers not complying with applicable laws or their contractual obligations
- Bribery
- Gratuities
- Discrimination
- Harassment

### **Huntington Ingalls Industries OpenLine: 1-877-631-0020**

The toll-free number is answered 24 hours a day, 7 days a week, by an independent third party. OpenLine callers may identify themselves openly or remain anonymous. Retaliation against any individual who, in good faith, reports a concern will not be tolerated.

Additionally, web reporting is available at: <https://secure.ethicspoint.com/domain/media/en/gui/47460/index.html>. You can also access the OpenLine by using the HII Ethics and Compliance app, or you can send an email to [reportmisconduct@hii-co.com](mailto:reportmisconduct@hii-co.com). While the OpenLine is one alternative for reporting misconduct, if you have a concern about misconduct such as fraud, waste and abuse, you can write directly to the Audit Committee at:

Chair, Audit Committee  
Huntington Ingalls Industries, Inc.  
4101 Washington Avenue, Bldg. 909-7  
Newport News, VA 23607

Although you can report potential violations through the channels above, you can also contact the relevant government body directly, including the Department of Defense and the Department of Energy in the U.S. and the Department of Defence in Australia.

### **IN THE U.S.**

**Department of Defense (DOD) Hotline:** The DOD Hotline provides a confidential avenue for individuals to report allegations of wrongdoing pertaining to programs, personnel, and operations that fall under the purview of the DOD, pursuant to the Inspector General Act of 1978. Anyone, including members of the public and DOD employees (military members, civilian employees, and DOD contractor employees) may file a complaint with the DOD Hotline.

### **Reporting Fraud, Waste and Abuse to the Office of Inspector General:**

Under Department of Energy (DOE) Order 221.1A, you have a duty to report allegations of fraud, waste, abuse, misuse, corruption, criminal acts or mismanagement. You can report to your supervisor, any level of management or directly to the DOE office of Inspector General.

**Department of Homeland Security (DHS) Hotline:** The DHS Hotline provides a confidential avenue for individuals to report allegations of wrongdoing pertaining to programs, personnel, and operations that fall under the purview of the DHS. For such allegations, you may contact:

DHS Office of Inspector General/MAIL STOP 0305  
Attn: Office of Investigations – Hotline  
245 Murray Lane SW  
Washington, DC 20528-0305  
Hotline: 1-800-323-4357 | Online reporting at: [www.oig.dhs.gov/hotline](http://www.oig.dhs.gov/hotline)

### **IN AUSTRALIA:**

In respect of violations in Australia related to the Australian Department of Defence, you may contact:

Head, Defence Legal  
Department of Defence  
CP2-4-044  
PO Box 7911  
CANBERRA BC ACT 2610  
Fax: (02) 6266 3093

You may also contact the Commonwealth Ombudsman on:

Phone: 1300 362 072  
Post: Commonwealth Ombudsman, GPO Box 442,  
Canberra ACT 2601  
Online form: <http://www.ombudsman.gov.au/contact-us>.

Or the Defence Force Ombudsman on:


Phone: 1300 395 776 or +61 2 6276 0111

Please note, although these options are available, a more expeditious route to resolution is to first contact your supervisor, manager, Ethics Office, BCO, Human Resources, Labor Relations, or the HII OpenLine. In situations involving imminent threat of personal harm, you should immediately notify SECURITY or other emergency services as appropriate under the circumstances.

## **INVESTIGATING AND ADDRESSING CONCERNS**

The Ethics Office is responsible for managing the OpenLine process and works with Human Resources, Labor Relations, the Law Department and other organizations to ensure OpenLine reports have been properly investigated and closed out. Investigations will be conducted in an ethical and objective manner. HII may employ a variety of methods to conduct investigations. You are required to fully cooperate with an investigation and to promptly, completely and truthfully comply with all requests for information, interviews or documents during the course of the investigation. HII treats all reports of alleged misconduct confidentially, and only those persons with a need to know are informed and involved in an investigation.

**Disciplinary Action:** HII promotes consistency in the application of disciplinary action. Factors considered in determining



appropriate disciplinary action may include the relevant facts and circumstances, violations of laws, the Code of Ethics and Business Conduct or any policies or procedures, HII's responses to similar situations and disciplinary history. At the end of an investigation, appropriate disciplinary action will be taken if necessary. In addition, HII may report civil or criminal violations to the relevant authorities.

HII will take disciplinary action against any employee who is found to have:

- Authorized, condoned, participated in or concealed actions that violate law or regulation, this Code or HII's policies, procedures or business standards;
- Disregarded or approved a violation;
- Through lack of diligent supervision, failed to prevent or report violations; or
- Retaliated, directly or indirectly, or encouraged others to retaliate against an employee who reported a potential violation.

## **RETALIATION AND COERCION**

HII prohibits any form of retaliation, coercion or other attempt to discourage or interfere with an employee making a good faith report of misconduct or illegal act or assisting in the conduct of an investigation. If you feel that you were retaliated against, please talk to your supervisor or manager, Human Resources, Labor Relations, your BCO or the Law Department. You may also call the OpenLine.

Violators will be subject to disciplinary action, up to and including termination.

HII and its employees are expected and required to comply with all federal and state "whistleblower protection" laws and regulations including:

### **IN THE U.S.:**

The federal Whistleblower Protection Act (WPA): The WPA prohibits employers from retaliating against employees who make good faith reports, internally or externally, of suspected misconduct. Retaliation against those employees could, in some cases, be illegal and subject the individual engaging in retaliation to criminal prosecution.

In conjunction with DOD contracts, 10 U.S.C. § 2409 prohibits contractors from discharging, demoting or otherwise discriminating against an employee as a reprisal for disclosing information that the employee reasonably believes is evidence of gross mismanagement of a DOD



contract, a gross waste of DOD funds, a substantial and specific danger to public health or safety or a violation of law related to a DOD contract (including the competition for or negotiation of a contract) to any of the following persons or entities:

- A member of Congress.
- A representative of a committee of Congress.
- An Inspector General that receives funding from or has oversight over contracts awarded for or on behalf of DOD.
- The Government Accountability Office.
- A DOD employee responsible for contract oversight or management.
- An authorized official of an agency or the Department of Justice.

Any employee who believes that he or she has been discharged, demoted or otherwise discriminated against in violation of the prohibition set forth above may file a complaint with the DOD Inspector General.

### **IN AUSTRALIA:**

The Public Interest Disclosure Act 2013 (PID Act) provides protection to current and former public officials reporting wrongdoing or maladministration in the Commonwealth government sector.

In accordance with this Act, Defence has implemented the Defence PID Scheme which replaces the former Defence Whistleblower Scheme.

Information can be found at:

<http://www.defence.gov.au/afc/disclosurescheme.asp> or

<http://www.ombudsman.gov.au/about/making-a-disclosure>.

Contact is at: PID Scheme Hotline: 1800 673 502


Email: [Defence.PID@defence.gov.au](mailto:Defence.PID@defence.gov.au)

Or via the Commonwealth Ombudsman on 02 6276 3777.

The Corporations Act 2001 makes it a criminal offence to victimise a whistleblower because of a protected disclosure made by the whistleblower. This relates to officers, employees or contractors of a company who report on wrongdoing within that company. Information can be found at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/guidance-for-whistleblowers/>.

## **DIVERSITY, INCLUSION, EQUAL OPPORTUNITY AND RESPECT**

Having a diverse workforce made up of employees who bring a wide variety of skills, abilities, experiences and perspectives is essential to HII's success. We are committed to ensuring equal employment opportunity, inclusion and respect.



We are dedicated to creating work environments in which all employees have the opportunity to perform quality work. We want to be known as a company where the diversity of all of our employees and the diversity of their thoughts and experiences are recognized, understood and valued. Through fair, equitable, inclusive treatment of every employee, we foster an environment of respect and one that values our employees as our most important asset.

## **PREVENTING HARASSMENT**

**Work Environment:** HII is committed to providing a safe and respectful work environment free from threats, violence, harassment, bullying and discrimination. You must act with honesty and integrity in all company dealings, comply with laws that govern our business, maintain an ethical and professional work environment and comply with company policies and procedures. Employees whose behavior is found to violate ethical standards will be subject to disciplinary action, up to and including termination.

**Discrimination and Harassment:** HII has a policy of zero tolerance for discrimination, sexual harassment, bullying or other harassment based on race, color, religion, gender, sexual orientation, gender identity, age, national origin, disability, military status, veteran status, marital status, citizenship status or any other unlawful discrimination or harassment based on categories protected under applicable laws. Harassment includes, but is not limited to, racist, sexist, religious or ethnic comments, jokes or gestures or any conduct or statement creating an intimidating, hostile or offensive work environment. Any discrimination or harassment must be brought immediately to the attention of your supervisor, manager, BCO, Human Resources, Labor Relations, EEO Office, the Law Department or the OpenLine.

## **ENSURING A NON-VIOLENT WORKPLACE**

HII will not tolerate any workplace violence, threatening, hostile, abusive, obscene, immoral, or indecent language or behavior in the workplace. HII also prohibits such behavior while operating company vehicles, on company business or by any persons on company property. Immediate and appropriate disciplinary action will be taken against offenders, up to and including termination of employment and referral for criminal prosecution. Possession of a dangerous weapon or damage to company property is also prohibited. You must report any instance of violence, hostile behavior or possession of weapons on company property to Security or Human Resources and a supervisor or manager immediately.

## MAINTAINING A DRUG-FREE AND ALCOHOL-FREE WORKPLACE

**Substance Abuse:** Illegal Drugs and Controlled Substances: HII is committed to maintaining a safe and drug-free environment. While on company time, company property or while operating company equipment or vehicles, the use, transfer, sale, manufacture or possession of illegal drugs or drug paraphernalia is strictly prohibited. You may not report to work under the influence of any illegal drug or refuse to cooperate with fitness-for-duty evaluations, including testing procedures. HII provides an Employee Assistance Program to help employees with personal and/or medical problems, especially those that relate to job performance. You should seek assistance before substance abuse leads to attendance or performance problems. You must notify the relevant Security organization or Human Resources of any conviction or guilty plea for violating any drug-related laws no later than five days after such conviction or guilty plea.


**Alcohol:** HII prohibits the introduction, manufacture, possession, sale, purchase, distribution, solicitation for sale or use of alcohol on company premises. You may not report to work under the influence of alcohol or refuse to cooperate with fitness-for-duty evaluations, including testing procedures. As previously noted, HII provides an Employee Assistance Program to help employees with personal and/or medical problems, especially those that relate to job performance. You should seek assistance before alcohol abuse leads to attendance or performance problems. You must notify the relevant Security organization or Human Resources of any conviction or guilty plea for any alcohol-related violation, including driving under the influence, driving while intoxicated, open container laws, and public intoxication no later than five days after such conviction or guilty plea.

## RESPECTING EMPLOYEE PRIVACY

HII acquires and retains personal information about its employees in the normal course of operations, such as for employee identification purposes and provision of employee benefits. You must take appropriate steps to protect all personal employee information, including Social Security numbers, identification numbers, passwords, financial information and residential telephone numbers and addresses. You should never access, obtain or disclose another employee's personal information to persons inside or outside of the company, unless you are acting for legitimate business purposes and in accordance with applicable laws, legal process and company policies and procedures.

## WORKPLACE HEALTH AND SAFETY

HII is committed to providing a safe workplace for all employees and meeting its environmental responsibilities. You must perform your job in a safe and environmentally responsible manner in compliance with applicable policies,



practices and the law. If you believe that a safety, health or environmental hazard exists, that there has been a release of any hazardous substance, or that safety, health or environmental requirements are not being followed, you must immediately report the situation to your supervisor, safety office or the OpenLine. HII is also required to record and report work-related injuries and illnesses. If you are involved in a work-related accident, you must immediately report it to a supervisor and follow the company's policies for reporting accidents and injuries.

## **SOLICITATION AND FUNDRAISING**

Solicitation and fundraising distract from work time productivity and may be perceived as coercive. Solicitation and fundraising during work time, the distribution of non-business literature in work areas at any time, or the use of company resources at any time (emails, fax machines, copiers, computers, telephones, etc.) to solicit or distribute is prohibited. The only exception to this policy is where HII has authorized activities in connection with company-sponsored charitable organizations or other authorized company-sponsored events or activities. To determine whether a particular activity is authorized by the company, contact Human Resources or Labor Relations.

## **GAMBLING ON COMPANY PROPERTY**

Gambling or participating in any games of chance that require an employee to pay money to participate (raffles, sports pools or lotteries) on company premises, using company resources, or while conducting company business is prohibited. This includes not using these types of initiatives to raise funds for company-sponsored events and charitable solicitations. HII prohibits visiting gambling sites on electronic communication devices such as mobile phones, computers and tablets supplied by the company for the purpose of work.

## **PERSONAL RELATIONSHIPS**

HII permits the employment of individuals in the same family or those who have a personal relationship. However, employment within the chain of command normally is prohibited for individuals of the same family or for those who have a personal relationship. To avoid a conflict of interest or an appearance of a conflict of interest, you may not initiate or participate in, directly or indirectly, employment-related decisions (e.g., hiring, promotion, demotion, supervision, determination of salary, performance appraisals, termination or work assignments) involving family members or members of your household, including domestic partners or persons with whom you have a romantic/intimate relationship. It is the responsibility of both you and your manager to disclose to management or to Human Resources or Labor Relations potential or actual conflicts that might arise.

## **MISCONDUCT OFF THE JOB**

You must avoid conduct off the job that could impair work performance or affect the company's reputation or business interests. HII's reputation and brand are among its most valuable assets. You are expected to conduct yourself in a manner that reflects positively on the company's image and identity at all times.

## **PREVENTING THEFT AND FRAUD**

Theft and fraud will not be tolerated. When you steal or commit fraud, it damages our reputation and brand and hurts us all. Any employee who engages in or assists others with theft or fraud will be subject to disciplinary action up to and including termination and can be subject to prosecution. Always report suspicious activity immediately.

## **COMMUNICATING RESPONSIBLY**

Our communications help us connect with each other, our customers and other stakeholders. What we say reflects who we are and what we stand for. We should always communicate in ways that demonstrate our company values and enhance our reputation and brand.

Be careful with your communications with others especially in any form of written communication, which includes electronic and online communications such as email, text, instant messaging, online chats, blogs or posts on social networking sites. Be objective and professional. Avoid offensive, intolerant, inflammatory or aggressive language, as well as anything that would embarrass or disparage HII. Violations of these requirements may result in disciplinary action up to and including termination of employment.

To ensure the accuracy of information that we provide to the public, you should not make any statement (written or verbal) on behalf of HII or any of its business units to the media, news publications, trade publications or any other media source without prior approval from Communications and in compliance with applicable policies and procedures.

## **PROFESSIONAL CONDUCT**

HII's reputation and identity are among its most valuable assets. As part of keeping and furthering the corporate image locally and around the globe, HII believes in conducting business in accordance with the law and the highest standards of business conduct. You are expected to conduct yourself in a manner that reflects positively on HII's image and identity. You must be professional and courteous when interacting with other employees and coworkers, customers, business associates, government employees, guests and visitors.

# Our Commitment to Our Customers

Our customers rely on us to listen and provide solutions that will help them succeed. To earn and maintain their trust, we are committed to doing business fairly, honestly, legally and ethically wherever we operate in the world.

## **RELATIONSHIP WITH CUSTOMER**

We will endeavor to deal fairly with HII's customers and suppliers. To this end, we will not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other practice involving unfair dealing.

We conduct our business in an open and transparent manner, and we do not seek any improper influence. Our policies, procedures and practices are designed to prevent even the appearance of such influence. Our products and services are expected to conform to the customer's requirements. Changes to these requirements must comply with applicable contract procedures and requirements.

## **CONFIDENTIALITY OF INFORMATION**

You are expected to maintain the confidentiality of information entrusted to you by HII, its customers and others, except when disclosure is authorized or legally mandated. You should not discuss internal company matters or developments with anyone, whether inside or outside of the company, except as authorized or required in the performance of regular company duties with those who have a need to know the information or as legally required.

You are expected to maintain the confidentiality of non-public information concerning third parties, whatever the source of such information may be, in the course of performing their responsibilities for the company.

This prohibition on disclosing confidential information also applies to inquiries about HII that are made by the financial press, investment analysts or others in the financial community. Unless expressly authorized to the contrary, if you receive any inquiries of this nature, you should decline comment and refer the inquirer to either HII's Executive Vice President of Communications or Corporate Vice President of Investor Relations.

Our contracts with the Australian Department of Defence contain particularly stringent obligations in respect of protection of Defence's confidential, and security classified, information. Employees may be required to sign personal Deeds of Confidentiality in which they personally undertake to comply with those obligations. Failure to comply with those

Deeds by an employee may lead to action being taken against HII by the Department of Defence, which may result in disciplinary action up to and including termination of employment from HII.

The obligation to preserve confidential information continues even after employment ends.

## **AVOIDING CONFLICTS OF INTEREST**


Each member of HII's Board of Directors and each officer and employee occupies a position of trust and is responsible for complying with this Code of Ethics and Business Conduct, as well as the Conflicts of Interest, Business Courtesies and other related corporate procedures. We must be particularly sensitive to any situation on or off the job that could erode that trust or cause others to doubt our fairness or question the good faith of our acts and decisions.

A conflict of interest may occur when your interests or activities affect your ability to make objective decisions. Potential conflicts can involve customers, suppliers, current or prospective employees, stockholders or members of the communities in which we live and work.

Our contracts with the Australian Department of Defence contain particularly stringent obligations in respect of avoidance of conflicts of interest. Employees may be required to sign personal declarations of no conflict. Failure to comply with those declarations by an employee may lead to action being taken against HII by the Department of Defence, which may result in disciplinary action up to and including termination of employment from HII.

Avoiding the appearance of a conflict can be as important as avoiding an actual conflict because others tend to judge a situation by what they think it is. If you have any questions in this area, ask for help and guidance.

**Financial Interests:** Situations in which personal or financial interests involving you or your immediate family conflict with the interests of HII must be carefully avoided. If you or any member of your family has a substantial financial interest in any firm that is supplying goods or services to HII or that is bidding on or proposes to do work for HII, you must promptly advise your supervisor and disclose in writing the nature of your interest on the Conflict of Interest (C-196) form. A substantial interest is defined on the form and in the Conflict of Interest corporate procedure. If you are an executive officer or director and you are or may be involved in a transaction covered by the HII policy and procedure regarding transactions with related persons, you must promptly advise the Office of the Corporate Secretary.



**Personal Relationships:** As noted in section 2.13, a personal relationship with another employee who can influence decisions, such as salary, performance rating or promotion, can create a conflict of interest that should be disclosed.

The relevant BCO, in consultation with the Law Department and management, as necessary, will consider and resolve any conflict of interest questions concerning employees. The Governance and Policy Committee of the Board of Directors will consider and resolve any related party transaction issues concerning executive officers or members of the Board of Directors.

## **PROPER USE OF COMPANY RESOURCES AND INFORMATION TECHNOLOGY**

HII resources made available to help you do your job include time, material, facilities, equipment, information and services. These resources are to only be used for authorized business purposes, unless a specific exception is approved by management. This is applicable at all times, including unpaid lunch and break periods.

**Time:** When you sign your timecard or report your time electronically, you are certifying that your time is being charged in accordance with your business unit's time charging policies and procedures. Improperly shifting cost from one contract to another, improperly charging non-contractual technical activity, improperly charging labor or materials and falsifying timecards are strictly prohibited.

The accuracy of your time directly affects the accuracy of the data upon which our cost systems depend. Willful or careless false reporting or mischarging will result in disciplinary action up to and including termination.

**Property:** Government-owned and company-owned equipment, including telephones, mobile devices and computers, should be used for authorized business purposes only. Exceptions must be specific and approved by management. Such equipment must never be used for purposes that are disruptive or to communicate messages that could be considered offensive or that violate company policies or procedures in some other way.

Accountability for company-owned property means that it should be used, maintained, accounted for and, when necessary, disposed of properly as directed in company procedures. The unauthorized removal of company or government property may be considered theft.



In addition, you must treat the resources of prospective or current customers or suppliers as you are required to treat company resources. Customer-owned property must be used for purposes specified in the appropriate contract requirements and/or government regulations.


**Information:** Any information, knowledge or know-how that gives a competitive advantage is considered intellectual property under U.S. and Australian laws and those of most other countries. Intellectual property is an asset as valuable as money, property, time or skill and must be used for authorized company business purposes only. You must protect HII proprietary or private information, which can include technical designs, employee records or information learned in a partnership or teaming arrangement.

In conducting our business, we will not seek any information to which we are not entitled, especially information pertaining to the integrity of any competitive bidding involving the company. We will respect copyrights and honor the licensing requirements of computer software.

HII complies with DOD, DOE and other U.S. and Australian government agency requirements for the handling of government classified information. All classified documents must be handled and safeguarded in strict compliance with the requirements stated in your business unit's security procedures.

Our contracts with the Australian Department of Defence contain particularly stringent obligations in respect of protection of Defence's security classified information. Employees may be required to obtain and maintain security clearances in which process they will be required to personally undertake to comply with those obligations. Failure to comply with those obligations by an employee may lead to action being taken against HII by the Department of Defence, which may result in disciplinary action up to and including termination of employment from HII.

**Expenses:** HII will reimburse you for reasonable expenses incurred in the conduct of your work. Such expenses must be permitted in company procedures and be adequately documented. Reports must be accurate and submitted promptly. Special attention must be paid to any expenses involving business conferences or meetings with customers and suppliers.



**Records:** The use, expenditure and disposal of company resources must be documented as required by company procedures. You are prohibited from taking any action to circumvent HII's system of internal controls or to provide misleading information on company documents. See Corporate Procedure F101 on Internal Control.

## **RESPONSIBLE BUSINESS TRAVEL**

You are expected to record business travel expenses accurately. Use HII funds only for legitimate business purposes and do not spend more than necessary. Follow company policies regarding the use of corporate credit cards, preferred travel vendors, necessary management approvals, receipts, expense reports and other travel-related matters.

Be honest and accurate when submitting expense claims for reimbursement and never use HII funds for personal travel, entertainment or to supplement your income. Do not go to places that would reflect negatively on you or HII.

Reimbursement of meals and lodging may be different for employees supporting government or commercial work. Please refer to your local policies and procedures as they relate to business travel.

## **CONTRACTING AUTHORITY**

The U.S. and Australian governments require their contractors to operate under and to comply with complex laws and regulations that govern business activities with the federal government. The following summaries of some of those laws are not comprehensive. You should look to your business unit procedures, consult the Law Department or your BCO, or contact the OpenLine if you have any questions.

**Procurement Integrity:** The Procurement Integrity Act places restrictions on employment discussions with current and former federal officials with regard to future non-government employment. You should avoid such discussions and refer any questions or requests to Human Resources. In addition, subject to the exceptions noted below, you may not use, distribute, copy, discuss or cause to be brought into any HII facility or equipment any information that, to the best of your knowledge and belief, is the proprietary, trade secret or competition sensitive information of another company, firm, organization or individual, including, but not limited to: (i) any of your previous employers; (ii) any competitor of HII, its business units and affiliates; or (iii) any current or prospective customer of HII, its business units and affiliates. This prohibition will not apply if HII has a written agreement with the owner of, or a person with a right to license, the

proprietary information, trade secret, or competition sensitive information, or has received the prior written permission of his or her supervisor and the Law Department. To the extent you have possession of or access to such proprietary information, other than under a written agreement referred to above, you will contact your business unit's Contracts Department and Law Department to report exposure to such proprietary information.

There is no directly equivalent regulation in Australia. Proprietary information is protected either by the common law or, when applicable, by intellectual property statutes.

**Restrictive Trade/Boycotts:** A request to participate in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the U.S. or against a U.S. person, firm or corporation must be reported promptly to the Law Department.


**Anti-Trust Laws:** The anti-trust laws in the U.S. and Australia prohibit and make unlawful any contract, combination or conspiracy with any competitor, potential competitor or representative of same that restricts interstate commerce or competition in the marketplace like price fixing, boycotts or limitation of product end sales.

**Truthful Cost or Pricing Data Act (formerly known as the Truth in Negotiations Act or TINA):** Employees involved in the negotiation of contracts or other business transactions related to U.S. government procurement must ensure that all cost and pricing statements, communications and representations of fact to customer representatives are complete, current, accurate and truthful.

**Crimes Act 1914 in Australia:** Under the Crimes Act persons are prohibited from making false or misleading statements to an Australian government body. Employees involved in the negotiation of contracts or other business transactions related to Australian Government procurement must ensure that all cost and pricing statements, communications and representations of fact to customer representatives are complete, current, accurate and truthful. Making misleading or deceptive statements, and various types of false statements, in trade or commerce is also prohibited by the Competition and Consumer Act 2010 and the common law.

#### **Federal Acquisition Regulation (FAR)**

**Mandatory Disclosure Rule:** The rule requires that contractors and subcontractors make a timely disclosure to the relevant government agency Office of Inspector General, with a copy to the contracting officer, when they become aware of credible evidence



of certain types of wrongdoing relating to a U.S. government prime contract or subcontract. The rule further requires that contractors and subcontractors make a timely disclosure to the government when they become aware of a significant U.S. government overpayment.

## **GIVING AND ACCEPTING GIFTS AND ENTERTAINMENT**

You can appropriately exchange gifts and entertainment if done in accordance with this Code and the policies applicable to your business unit.

You may accept occasional unsolicited business courtesies that are not frequent or lavish as measured by reasonable standards in the relevant business community, such as meals, refreshments or promotional items. See Corporate Procedure A203, Business Courtesies for specific guidance.

You may provide a business courtesy to anyone other than a government official as long as it is not frequent or lavish, is properly recorded, and is not given to improperly influence any official act of the recipient in his or her professional capacity. If you are providing business courtesies to any person valued at more than \$100, you must also obtain proper pre-approval as described in Corporate Procedure A203.

A business courtesy must never be provided to a government official without prior written approval of the Law Department. (See Corporate Procedure A203, Business Courtesies for specific guidance.) Be careful to understand who may be a government official, which can include people who work at companies partially owned by governments or people who serve even part-time as a local elected official or on a quasi-government board. In Australia, provision of gratuities to Defence officials may breach Defence policies (DI(G) PERS 25-7) and the Public Service Act 1999, Defence Act 1903, or Defence Force Discipline Act 1982 and applicable regulations.

Soliciting or accepting tangible or intangible business courtesies (gifts, meals, gratuity, entertainment, or other favors) that are given expressly or implied in exchange for securing HII business or providing favorable business terms, or that might create or give the appearance of influencing or creating a sense of obligation on your part is prohibited. Never give or accept business courtesies that are illegal, immoral or would reflect negatively on HII.



# Our Commitment to Our Stockholders

We are committed to sustaining long-term enterprise value growth through improved performance and an intense focus on delivering excellent results.

## **INTEGRITY OF FINANCIAL STATEMENTS AND REGULATORY FILINGS**

We are committed to full, fair, accurate, timely and understandable disclosure in reports and documents that we file with or submit to the Securities and Exchange Commission in the U.S. and the Australian Securities and Investment Commission in Australia and other government and regulatory agencies, as well as in other public communications. Therefore, all officers and employees involved in preparing such reports, documents and communications establish and manage our reporting systems and procedures with due care and diligence to ensure that:

- Reports filed with or submitted to the Securities and Exchange Commission, Australian Securities and Investment Commission and other government and regulatory agencies, as well as other public communications, contain information that is full, fair, accurate, timely and understandable and does not misrepresent or omit material facts.
- Business transactions are properly authorized and completely and accurately recorded in all material respects on our books and records in accordance with generally accepted accounting principles and our established financial policies.
- Retention or disposal of company records is in accordance with applicable legal and regulatory requirements.

## **CORPORATE OPPORTUNITIES**

You are prohibited from taking for yourself opportunities that are discovered through the use of company property, information or position and are prohibited from using company property, information or position for personal gain. You may not compete with HII and owe a duty to the company to advance its legitimate interests when the opportunity to do so arises.

## **OUTSIDE EMPLOYMENT AND BUSINESS VENTURES**

Secondary employment, outside business ventures or other commercial or financial activities may not take away from your responsibilities to the company or interfere with your job duties in any way. Do not use HII or government equipment or resources (including confidential information or intellectual property) in connection with outside

activities and ensure such outside activities do not reduce your productivity or ability to perform your duties for HII. Never engage in any outside employment or other activity that competes with HII, violates your confidentiality or other obligations to HII or that is illegal, immoral or would otherwise reflect negatively on HII.

## **AVOIDING INSIDER TRADING**

You may not provide material nonpublic information to a person who is not authorized to have the information or suggest to a person that they purchase or sell any company's securities while you are aware of material nonpublic information about that company and/or its securities.

Persons who possess material, non-public information concerning company business or that of company suppliers or partners may not trade in HII securities or the securities of such suppliers or partners.

## **SPEAKING ON HII'S BEHALF**

As a publicly traded company, HII's public statements must be carefully managed to ensure accuracy, fairness and compliance with legal requirements, as well as to protect our reputation and ensure consistency with our purpose, values and brand.

Only authorized individuals may communicate the company's official position on certain topics, such as financial performance, strategic business plans, legal matters and public policy issues.

If you receive an inquiry from the media, industry or financial analysts, or elected official, receive a request for HII to participate in a public relations event, are invited to participate in a survey or invited to speak publicly on behalf of HII at conferences, seminars, trade shows or other events, contact your local or Corporate Communications office.



# Our Commitment to Our Community



We are dedicated to being a visible and positive corporate citizen in every community where we do business.

## POLITICAL CONTRIBUTIONS AND ACTIVITIES

**Personal Political Activities:** HII encourages individual participation by employees in the political process. This includes service on governmental bodies and participation in political activities. However, such activities should not interfere with your job responsibilities or create a conflict of interest. It is important that you review the company's Employee Political Activity corporate policy. You should seek immediate advice from the Law Department or your BCO whenever you have a question concerning political activities.

**Political Contributions:** HII respects the right of employees to be involved in political activity, contributing their own time and resources. Such activity, however, must not take place on company time or property nor involve the company name. Laws governing contributions to local candidates vary from state to state. Employees in the U.S. who meet certain federal law requirements may be able to participate in HII PAC, an employee Political Action Committee.

**Lobbying:** Lobbying activities are subject to corporate policy and law, and are highly scrutinized. As such, we follow the spirit and letter of the law when engaging in lobbying activity, regardless of whether it is direct or indirect.

In the U.S., in order to facilitate compliance with legal requirements and ensure that a single, consistent message is provided to our Washington D.C. based customer community, only HII's registered lobbyists are authorized to lobby Congressional Members, Executive Branch Covered Officials, or their employees or staffs. If you receive an inquiry from a Congressional Member, Executive Branch covered official, or their employees or staffs, contact HII's Government and Customer Relations office in Washington, D.C.

In Australia, any lobbying activities must be in accordance with the Australian Government's Lobbying Code of Conduct (available at [https://lobbyists.pmc.gov.au/conduct\\_code.cfm](https://lobbyists.pmc.gov.au/conduct_code.cfm)).



## **CHARITABLE CONTRIBUTIONS AND ACTIVITIES**

Hill is committed to giving back to the communities where our employees live and work. We make charitable contributions and encourage employees to support their communities through appropriate volunteer activities.

Many Hill employees volunteer their time, talents and energy to support charitable causes and non-profit organizations. Hill is proud of the generous spirit of our employees and encourages these kinds of activities provided they do not conflict with Hill's interests or reflect negatively on Hill.

## **PROTECTING THE ENVIRONMENT**

We are environmentally responsible in the design and provision of our products and services, in the operation of our facilities, in the selection of suppliers and while engaging in other business activities. We comply with all applicable environmental laws and regulations, as well as our voluntary commitments to sustainable practices and environmental protection.

## **PROMOTING HUMAN RIGHTS**

At Hill, we respect the rights of our coworkers, customers, suppliers and members of the communities in which we live through the consistent application of our values and this Code of Ethics and Business Conduct.

All human beings should be treated with dignity and respect. Conduct that is specifically prohibited or restricted by applicable laws, regulations and policies, such as the use of child labor and trafficking in humans should be reported to the Law Department immediately.





# Our Commitment to Our Suppliers



Suppliers are an integral part of our team and essential to our ability to achieve our business objectives.

## SUPPLIER RELATIONSHIPS

Helpful, friendly, professional relationships are essential to any business. While cultivating such relationships with our suppliers, we must also maintain an honest, objective and efficient procurement process. The purchase of materials and services must comply with HII's procurement policies and procedures.

Neither you nor your immediate family members may solicit or accept gifts, payment or gratuities with a value of more than \$20 from our suppliers. See Corporate Procedure CO A203, Business Courtesies for additional guidance. You are required to report any substantial financial interest that you or your family members hold in an HII supplier or someone seeking to become a supplier.

HII policies in this area go beyond the laws prohibiting kickbacks. We must avoid even the appearance of improper conduct in all our business dealings. Exceptions to this Code of Ethics and Business Conduct are not allowed unless specifically provided in HII's written policies or procedures. Should you have any questions, please consult your supervisor or manager, BCO, Ethics Office, or Law Department.

**Consultant:** Before serving as a consultant to, or a director, trustee, officer or employee of a company, organization or government agency that competes, deals with or is a supplier to HII or that is involved in national defense work, you must contact Human Resources or Labor Relations and obtain management's written approval.

If you are recommending or approving the recommendation of a particular supplier or taking any similar action and you know that a member of your family or that of another HII employee is employed by or controls a substantial interest in that supplier, you shall disclose this fact in writing to the head of the organization in your business unit as soon as you learn of it. Close personal relationships that are not familial, but that could lead to questions about the objectivity of your judgment, should also be disclosed.

## REVOLVING DOOR

Hill adheres to U.S. and Australian conflict-of-interest laws regarding the recruitment and employment of current and former government employees.

You must refrain from discussing possible employment with any current government employee, high-ranking military officer, or member of the external auditor. Refer employment inquiries to the Hill Careers website or Human Resources where potential applicants can receive employment information and apply for employment through appropriate channels and controls.

Human Resources will consult with the Law Department to ascertain any applicable restrictions before engaging in employment discussions and before any offer of employment is extended to any employee of a local, state, federal or international government entity.

Further, Hill does not provide employment or compensation or assign duties or responsibilities to any current or former government employee in circumstances that would violate these laws.

## COMPLIANCE WITH TRADE LAWS

Employees and consultants or agents representing the company abroad or engaging in international business in the United States should be aware that this Code of Ethics and Business Conduct applies to them anywhere in the world. Less than strict adherence to laws and regulations that apply to the company's conduct of international business would be considered a violation of this Code of Ethics and Business Conduct.

**U.S. Export Controls:** Specific laws and regulations apply to exports, which are items or knowledge provided to foreign persons in the United States or abroad and to U.S. citizens in foreign countries. Covered items or knowledge can be provided physically or verbally in conversation or by telephone, electronically by e-mail, internet or fax, or by any other means. Exports require government permission in the form of a license or written approval. The license is issued for a fixed period of time, and must be specific and identify the items, services or data to be exported.

**U.S. Import Controls:** These regulations apply to the permanent and temporary import of any type of hardware, material, piece parts or systems. All imports must be cleared through U.S. Customs for inspection prior to release into the U.S. commerce system. Various U.S. government agencies

have an interest in items that are imported into the U.S. ranging from weapons of mass destruction to hazardous material and contraband.

Specific paperwork must be filed with U.S. Customs at time of entry of imports for review and release. U.S. companies must act with reasonable care in completing all paperwork filed with U.S. Customs and must establish a system that captures evidence of compliance with the various import regulations.

**Australian Export Controls:** Specific laws and regulations apply to certain exports, which are items or knowledge provided to foreign persons in Australia or abroad and to Australian citizens in foreign countries. Covered items or knowledge can be provided physically or verbally in conversation or by telephone, electronically by e-mail, internet or fax, or by any other means. Exports require government permission in the form of a licence or written approval.

**Australian Import Controls:** These regulations apply to the permanent and temporary import of any type of hardware, material, piece parts or systems. All imports must be cleared through Australian Customs for inspection prior to release into Australia. Various Australian government agencies have an interest in items that are imported into Australia ranging from weapons of mass destruction to hazardous material and contraband.

Military Import and export in Australia is regulated by the Weapons of Mass Destruction (Prevention of Proliferation) Act 1995, Customs Act 1901 and the Defence and Strategic Goods List. For information on Export controls see: <http://www.defence.gov.au/ExportControls/Policy.asp>.

**Laws of Other Countries:** Abiding by this Code of Ethics and Business Conduct and strictly observing all U.S., Australian and foreign laws and regulations is not only a legal requirement but also an ethical obligation for all employees and anyone who represents the interests of HII anywhere in the world.

## **ANTI-BRIBERY AND ANTI-CORRUPTION**

HII seeks to ensure that its business success remains based on our competitiveness and performance and the quality of our products, services and technologies. We do not and will not seek success through bribery or improper influence in any form. HII strictly prohibits bribery and corruption in all business dealings in every country where we operate or do business with both the government and private sector.

You are prohibited from offering, giving or accepting a bribe or kickback in any form, direct or indirect, from or to any person or party including customers, representatives, contractors,

suppliers and government officials. You must not offer, promise or give money, services, gifts or other items of value (including business courtesies) in order to obtain or retain business or otherwise benefit HII; and must not receive money, services, gifts or other items of value (including hospitality) for giving HII business to an individual or organization.

## **PREVENTING MONEY LAUNDERING AND TERRORIST FINANCING**

HII abides by all laws designed to deter criminal enterprise, keep us safe from terrorism and protect the national security of the countries where we do business. Money laundering is the process by which funds generated from criminal activity such as drug trafficking are moved through legitimate businesses in order to hide their criminal origin. Terrorist financing refers to funding for terrorist activities and can come from legitimate or criminal sources.

You must never knowingly facilitate either money laundering or terrorist financing and must take steps to prevent inadvertent use of HII's business activities for these purposes.



# Waivers of this Code of Ethics and Business Conduct



Waivers of provisions of this Code of Ethics and Business Conduct will be granted only in exigent circumstances. Any waiver of this Code of Ethics and Business Conduct for an executive officer or member of the Board of Directors may only be made by the Board of Directors or one of its committees and must be promptly disclosed in a filing with the Securities Exchange Commission, as required by law. Waivers for other individuals must be approved in writing by HII's Chief Executive Officer, Chief Legal Officer, or BCO.

## A Final Word

This Code of Ethics and Business Conduct provides an introduction to the responsibilities and expectations of all employees, along with an overview of certain important policies. Following this Code is an important part of your employment with HII. This Code of Ethics and Business Conduct and the policies of HII may be modified at HII's sole discretion, without notice, at any time, consistent with applicable law. Violations of this Code of Ethics and Business Conduct can result in disciplinary action up to and including termination.



# Summary of Changes

- Updated Mike Petters' introduction letter to employees.
- Section 1.2 "Our Values"
  - Merged Integrity and Honesty.
  - Added Respect.
- Section 1.4 "Our Expectations" added SECURITY: Be vigilant in protecting our facilities, classified information, computer network and electronic systems we install and construct.
- Section 1.6 "International Business" added: Work with your business unit's contracts organization to ensure compliance with all applicable corporate and business unit procedures.
- Section 2.1 "Reporting Anonymously" added: In addition, be sure to routinely follow up via the OpenLine number or web portal for follow-up questions related to your report to ensure a timely investigation.
- Section 2.2 "The OpenLine Process" added: discrimination, harassment, progressing and work completion issues, mishandling of classified information or personal information, health and safety violations, and suppliers not complying with applicable laws or their contractual obligations to list of concerns to be reported.
- Section 2.2 "The OpenLine Process" added contact information for Department of Homeland Security Hotline.
- Section 3.4 "Proper Use of Company Resources and Information Technology" added: This is applicable at all times, including unpaid lunch and break periods.
- Section 3.7 "Giving and Accepting Gifts and Entertainment" partially rewritten for clarity to describe when business courtesies are acceptable.
- Section 6.4 "Anti-Bribery and Anti-Corruption" rewritten to remove reference to specific laws and instead reinforce that bribery, improper influence, and corruption are prohibited.
- Throughout the document
  - Changed Huntington Ingalls Industries to HII.
  - Added Labor Relations as a point of contact for questions or concerns.
  - Added references to Australian laws, policies, and agencies where appropriate.
  - Made minor changes to wording and punctuation where needed.



**“There’s no level of performance that can outperform an ethics or compliance failure.”**

— *Mike Petters*





## **HII OpenLine**

Anonymous and Confidential, 24/7

Toll-free 1-877-631-0020

