



# Overview of KBR's Business Integrity Program

KBR is committed to conducting business ethically and with integrity. KBR's Code of Business Conduct establishes a common set of ethical standards and legal principles that all KBR employees and business partners are expected to exhibit when dealing with clients, communities, and each other. The Code is essentially a road map for employees to follow to ensure personal accountability with the ethical and legal standards expected by KBR.

All employees are responsible for promoting a culture and work environment based on ethics, integrity, and accountability. Employees are expected to treat others with dignity and respect.

## Ethics Training

The annual Ethics training is an example of how KBR communicates employee expectations and promotes an ethical culture. All KBR employees worldwide and Board members are required to complete the annual Ethics training, which includes a module regarding applicable anti-corruption laws and compliance. The Director of Business Integrity evaluates the effectiveness of the Ethics training by reviewing the "Knowledge Check" questions, survey responses, and other metrics and uses the data to target specific groups to fill any knowledge gaps in areas related to the Code of Business Conduct.

## Reporting Allegations

Employees and others can report allegations of suspected violations of the Code through a variety of reporting channels. Allegations can be reported through KBR's third-party vendor that operates the phone and web-based Ethics Hotline. Allegations, concerns, or questions can also be submitted to the Director of Business Integrity at [fhoubrcode@kbr.com](mailto:fhoubrcode@kbr.com). Allegations can be reported anonymously.

Employees are also encouraged to report issues to their supervisors, management, the Legal department, or the People function (HR). All reports of possible violations of the Code of Business Conduct that are received from these internal reports are forwarded to the Director of Business Integrity or the Chief Compliance Officer. All bribery and corruption allegations as well as other allegations of violations of KBR's Code, regardless of how they are received (including through both whistleblowing and internal channels), are forwarded to the Director of Business Integrity for evaluation. These allegations are entered into KBR's case management system and are assigned a Business Integrity case number.

The Ethics Hotline also has an "Ask a Question" function, where employees can ask ethics-related or other questions directly to the Business Integrity Team.

Employees may raise complaints about the handling of internal investigations through all available reporting methods (i.e., internal reporting and whistleblower channels). If a complaint is raised through the Ethics Hotline that names a member of the Business Integrity Team, it will be directed to other members and/or superiors not named in the complaint. Employees may also raise complaints about the handling of internal investigations, including internal investigations relating to bribery and corruption, to the Chief Compliance Officer, General Counsel, and to the Board via several options provided on our external website at <https://www.kbr.com/en/who-we-are/our-company/corporate-governance>.

## Investigating

The Director of Business Integrity documents and evaluates allegations that are received and assigns the allegations to be investigated. Business Integrity investigations are considered privileged and confidential and safeguards are in place to promote the integrity of the investigation as well as to protect the parties to the investigations. Employees are instructed not to disclose the existence or details of Business Integrity investigations without authorization.

The investigations are typically assigned to Business Integrity investigators that have extensive experience and training in conducting sensitive investigations. From time to time, the Director of Business Integrity may assign an



investigation to KBR personnel outside of the Business Integrity Team, including in-house attorneys or KBR personnel with expertise in specialized areas (for example, Anti-Corruption Compliance, Internal Audit, the People Team (HR), Quality Assurance, or Procurement). In such cases, the Director of Business Integrity ensures the investigation is conducted independently and by qualified personnel. All matters that are designated as Anti-Corruption matters are referred by the Director of Business Integrity to the Chief Compliance Officer and the Chief Counsel for Anti-Corruption Compliance. In consultation with the Chief Compliance Officer and General Counsel, the Director of Business Integrity and/or the Chief Counsel for Anti-Corruption Compliance may engage external counsel to assist with or conduct internal investigations.

### **Reporting Structure**

The Chief Compliance Officer, who oversees the Business Integrity Team, reports directly to the General Counsel, to ensure that the Business Integrity program operates independently and with the autonomy necessary to effectively perform its mission with integrity.

The status of significant Business Integrity investigations, including all matters relating to allegations of a violation of anti-corruption laws or fraud, are reported to the General Counsel on a monthly basis and to the Audit Committee on a quarterly basis through scheduled reporting. Time-sensitive information is also reported to the General Counsel and Audit Committee outside of the scheduled meetings. KBR's Business Integrity Investigative Procedures require findings of substantiated misconduct (including findings related to fraud and corruption) to be reported to the appropriate management, KBR's General Counsel, and the Audit Committee of the Board of Directors and to be appropriately remediated. KBR's Chief Compliance Officer and General Counsel are responsible for evaluating reports of fraud, corruption, and criminal misconduct and recommending appropriate action, including evaluating whether disclosure of such information to relevant authorities is appropriate or warranted. The Audit Committee, to the extent necessary, reviews with the General Counsel legal matters that may have a material impact on the Corporation's financial statements, the Corporation's compliance policies, and any material reports or inquiries received from regulators or governmental agencies.

### **Retaliation**

KBR supports employees who make ethical decisions such as stopping unsafe work practices or reporting misconduct. KBR encourages employees to report suspected violations of the Code of Business Conduct.

KBR does not tolerate retaliation against employees that report suspected Code violations in good faith. Retaliation allegations involving previously disclosed Code violations are also thoroughly investigated by Business Integrity investigators. All allegations of non-compliance with the anti-retaliation policy are taken very seriously and thoroughly investigated. Substantiated cases of retaliation can result in serious consequences including employee termination. The Director of Business Integrity also conducts periodic reviews concerning whistleblower allegations to identify trends and implements any corrective measures to ensure employees are confident in the reporting system without fear of retaliation.

### **Conflicts of Interest**

Conflicts of interest may arise when KBR employees have personal interests that are in competition or divergent to KBR's interests. These personal interests can unduly influence the employee's business judgments, decisions, or actions by not having the employee perform in the best interests of KBR.

A non-exhaustive list of situations and relationships for the employee that can create a possible or actual conflict of interest includes:

- Personal workplace relationships (e.g., hiring or supervising a closely related person or engaging in a personal relationship with a direct or indirect subordinate employee);
- Serving as a director or consultant for a non-KBR entity;
- Holding certain investments or having a financial interest in an existing or potential competitor, customer, or supplier;



- Holding outside employment that conflicts with KBR's interests or impairs the employee's ability to perform their KBR responsibilities;
- Personal relationships that may affect a business decision or favor a non-KBR entity;
- Conducting personal financial transactions with or receiving personal benefits from KBR subcontractors, vendors, or service providers;
- Receiving or offering gifts or entertainment designed or appearing to influence the performance of duties; and/or
- Holding a position in any government or government department or ministry, particularly those that do business with KBR.

The employee can also be placed in these types of situations as a result of a close personal relationship. For example, a conflict of interest may exist if an employee's spouse holds a procurement position with a government agency that does business with KBR.

KBR employees are required to report apparent, possible, and actual conflicts of interest to their supervisor and to the Director of Business Integrity. The reporting form includes a mitigation section, where the supervisor can reference actions, including recusal from certain business activities or processes that would negate any conflict of interest. The Director of Business Integrity reviews the requests to ensure adequate mitigation has been implemented or disapproves of the requested activity.

Executive Leadership Team members, employees in Positions of Substantial Authority, and employees in designated job families (i.e., finance or procurement) are also required to report any outside business or financial interests or to provide a negative declaration during the Annual Conflict of Interest Certification process. These reports and certifications are reviewed (and in some cases further investigated) by the Director of Business Integrity and the Chief Compliance Officer to ensure there are no unmitigated conflicts of interest. All reported potential conflicts of interest and outside business or financial interests are also presented to the Chief Executive Officer and Audit Committee for further review and in some cases approval.

In addition, individuals hired or promoted to any position of substantial authority, defined as Director-level positions and above in all job functions, as well as Manager and Senior Manager positions in functions with financial oversight, such as finance, procurement, tax, or internal audit, undergo a background check. Positions of substantial authority are reviewed throughout the year as jobs are added and modified.

KBR is committed to continuously improving its Business Integrity program to promote an ethical culture and to identify and remediate any noncompliance.