



# Overview of KBR's Code of Business Conduct Program

KBR is committed to conducting business ethically and with integrity. KBR's Code of Business Conduct (COBC) 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 COBC 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. Ethical behavior and compliance with KBR's Code of Business Conduct are a factor in each employee's annual performance reviews, which are used to determine incentive compensation.

## 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 Conduct 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 COBC areas.

## Reporting Allegations

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

Employees are also encouraged to report issues to their supervisors, Management, Legal or Human Resources. All reports of possible violations of the COBC that are received from these internal reports are forwarded to the Director of Business Conduct or the Chief Compliance Officer. All bribery and corruption allegations as well as other allegations of violations of KBR's Code of Business Conduct, however they are received including those received through both whistleblowing and internal channels, are forwarded to the Director of Business Conduct for evaluation. These allegations are entered into KBR's case management system (currently NAVEX's EthicsPoint program) and are assigned a COBC Case number.

Employees may raise complaints about the handling of internal investigations through all available reporting methods (internal reporting and whistleblower channels). If a complaint is raised through the NAVEX EthicsPoint system that names a member of the COBC 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/about-us/our-company/corporate-governance>.

## Investigating

The Director of Business Conduct documents and evaluates allegations that are received and assigns the allegations to be investigated. COBC 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 COBC investigations without authorization.

The investigations are typically assigned to COBC investigators that have extensive experience and training in conducting sensitive investigations based on their tenure with Federal investigative agencies and corporations. The COBC investigators have completed investigative training at several premier training centers (FBI, DEA, Federal



Law Enforcement Training Center, Inspector General Academy, and the US Postal Inspector Academy). COBC investigators also have training and experience in conducting workplace investigations. From time to time, the Director of Business Conduct may assign an investigation to KBR personnel outside of the COBC Team, including in-house attorneys or KBR personnel with expertise in specialized areas (for example, Anti-Corruption Compliance, Internal Audit, HR, Quality Assurance, Procurement). In such cases, the Director of Business Conduct 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 Conduct 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 Conduct 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 COBC Group, reports directly to the General Counsel, to ensure that the COBC program operates independently and with the autonomy necessary to effectively perform their mission with integrity.

The status of significant COBC 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 COBC 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 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 to benefit the company. Whether it is stopping unsafe work practices, reporting misconduct, or prohibiting retaliation against employees who report wrongdoing. KBR supports these employees that are working in the best interests of KBR to encourage the reporting of suspected COBC violations.

KBR does not tolerate retaliation against employees that report suspected COBC violations in good faith. Retaliation allegations involving previously disclosed COBC violations are also thoroughly investigated by COBC investigators. All allegations of non-compliance with the anti-retaliation policy are investigated thoroughly and enforced rigorously. Substantiated cases of retaliation can result in employee termination. The Director of Business Conduct 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 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 interests 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 a KBR subcontractors, vendors, or service provider.
- Receiving or offering gifts or entertainment designed or appearing to influence the performance of duties.
- 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 type 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 Conduct. 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 Conduct 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, procurement) are also required to report any outside business or financial interests or to provide a negative declaration during the Annual Compliance Certification process. These reports and certifications are reviewed (and in some cases further investigated) by the Director of Business Conduct 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 COBC program to promote an ethical culture and to identify and remediate any noncompliance.