



## Code of Business Conduct







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## To All Employees of KBR, Inc. and its Subsidiaries:

KBR has built a rich heritage on a cornerstone of integrity. As KBR President and CEO, I am committed to conducting our business safely within the law and with honesty and integrity – and that every KBR director, officer, employee, contractor and agent does the same. There are no substitutes.

KBR's Code of Business Conduct (COBC) is for everyone at KBR – every director, officer, employee and agent. It establishes a common set of ethical standards and legal principles that we all are expected to exhibit when dealing with clients, communities and each other. The COBC was developed to help you apply legal and ethical practices to your everyday work-life and also to help you follow the law.

Ethics is a vital part of who KBR is as a company. Our ethical principles demonstrate our commitment to ensure we carry out our mission with integrity. Our principles are contained in the COBC, which consists of the policies relating to the ethical and legal standards of conduct to be followed by all in the conduct of our business.

While the Code is designed to address ethical and legal issues of various scopes, there may be instances where you have a question regarding a certain situation. If that occurs, you should contact the Ethics Hotline, the Director of Business Conduct or another attorney within KBR's Law Department.

We will continue to deliver through compliance with the law, dealings evidencing fairness and integrity and with a commitment to safety, quality and execution. I expect your wholehearted continued support of these company values and principles as we move forward.

**Stuart Bradie**

**President and Chief Executive Officer  
KBR, Inc.**







# KBR Code of Business Conduct

The KBR Board of Directors has adopted this Code of Business Conduct (the “Code”) to establish a common set of ethical standards and legal principles that the Company expects every Employee<sup>1</sup> to exhibit when dealing with clients, communities and each other. The Company also expects third parties working on behalf of the Company to adhere to these same ethical standards.

The Company will not condone any illegal or unethical actions.

The Company will conduct its business in compliance with all applicable laws and in accordance with ethical standards. In some situations, the applicable laws of the United States may conflict with the applicable laws of another country. In such cases, the Company will endeavor to resolve such conflict following the guidance of its Law Department. Where such a conflict cannot be resolved, the applicable laws of the United States will be observed and complied with by the Company.

It is the personal responsibility of each Employee to adhere to the standards and restrictions applicable to his or her assigned duties and responsibilities, whether imposed by applicable laws or the Code of Business Conduct. Each Employee must avoid any activities which would involve the Company in any practice that is not in compliance with the Code of Business Conduct. Any Employee who does not adhere to such standards and restrictions is acting outside the scope of his or her employment, responsibilities or agency.

Beyond legal compliance, all Employees are expected to observe high standards of business and personal ethics in the discharge of their assigned duties and responsibilities. This requires the practice of fair dealing, honesty and integrity by Employees in every aspect of dealing with Company Employees, the public, the business community, shareholders, customers, suppliers, competitors and governmental and regulatory authorities. Employees, when acting on behalf of the Company, shall not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair-dealing practices.

Employees have the responsibility to read, understand, and comply with the Code of Business Conduct and to participate in any Company-mandated training relating to the Code of Business Conduct.

Any Employee who compromises or violates the provisions of the Code of Business Conduct may be subject to disciplinary action including termination and, if applicable, to criminal or civil proceedings.

Examples of conduct that may result in disciplinary action include violating Code of Business Conduct policy, requesting others to violate Code of Business Conduct policy, or failing to promptly report a known or suspected violation of the Code of Business Conduct policy.

When in doubt about the propriety of a particular course of action, Employees are encouraged to contact the Ethics Hotline or any member of the Law Department.

<sup>1</sup>This Code of Business Conduct applies to all KBR operations and group entities globally. The term “Employees” that is used throughout should be read to include all officers and employees, as well as agency personnel and members of the Board of Directors of KBR, Inc.



## Your Responsibilities as an Employee:

- Act honestly and ethically in all business dealings
- Comply with the law and the Code, as well as KBR's policies and business procedures
- Promptly report any suspected or actual violations of the Code to your manager, the Code of Business Conduct Department, or [www.ethics.kbr.com](http://www.ethics.kbr.com)
- Seek guidance from your manager or Law Department when faced with an ethical or legal challenge
- Be accountable for adherence with the law and the Code

## Your Responsibilities as a Supervisor:

As a supervisor or manager of Employees, your responsibilities with respect to the Code are:

- Model ethical behavior
- Encourage open communication with Employees and provide guidance and feedback in response to their questions and concerns
- Know when to report violations, escalate issues or seek help from company experts
- Ensure that no Employee is retaliated against for reporting suspected or potential violations of the Code of Business Conduct or applicable law

## Corporate Social Responsibility

KBR recognizes that in order to succeed in our strategy for continued growth and to secure greater long-term shareholder value, we must build a company whose business philosophy is based upon sustainability and balances economic prosperity, environmental stewardship, and social responsibility.

KBR contributes sustainable solutions to the projects undertaken on behalf of our customers, underpinning their policies and commitments with the systems, technologies, and culture of the KBR organization and its personnel.

KBR evaluates economic, environmental, and social issues in its decision-making processes and in the management systems governing our business activities.

KBR implements sustainable strategies to guide the stewardship and management of our people; our business and social relationships; structures and communities where we live and work; our infrastructure and material; and our economic prosperity. These strategies include sustainable design, procurement, construction, technologies, supplier and employee diversity, local content, human rights, anti-corruption, training, pollution prevention, health and safety, charitable giving, and volunteerism.





## HEALTH, SAFETY, SECURITY AND ENVIRONMENT

The Company will comply with all applicable laws and relevant industry standards of practice concerning protection of health, safety and security of its Employees in the work place and other persons affected by its business activities including the prevention of environmental pollution. Protection of health, safety, security and the prevention of pollution to the environment is a primary goal of the Company and the management of the Company shall take such actions as are reasonable and necessary to achieve such goal.

The Company will continuously evaluate the Health, Safety, Security and Environment (“HSSE”) aspects of its products and services. The goal is to develop and provide products and services that have no undue environmental impact and are safe in their intended use, efficient in their consumption of energy and natural resources and can be recycled, re-used or disposed of safely.

All Employees will conduct their duties and responsibilities in a manner which is compatible with achieving these goals.

The Company believes that effective HSSE management is good business. We acknowledge that a safe environment and a motivated workforce also help to increase productivity and ultimately business success. With this in mind, KBR has embarked on the Zero Harm initiative that incorporates three dynamic components – Zero Harm, 24/7 and Courage to Care.

### Be Accountable!

#### All Employees shall:

- ✓ Develop good safety habits;
- ✓ Improve safety performance of their area;
- ✓ Help identify common factors and causes of incidents;
- ✓ Prevent incidents







## EQUAL EMPLOYMENT OPPORTUNITY AND HARASSMENT

In its hiring and promotion policies, the Company is committed to providing equal opportunity to all qualified individuals. The Company will endeavor to create a workforce that is a reflection of the diverse population of the communities in which it operates.

The Company will, in all its operations and employment practices, comply with applicable law governing equal employment opportunities to assure that there is no unlawful discrimination against any Employee or applicant. The Company will provide Employees with a working environment free of discrimination, harassment, intimidation or coercion relating directly or indirectly to race, color, religion, disability, sex, sexual orientation and gender identity or expression, age, national origin, veteran's status or genetic information.

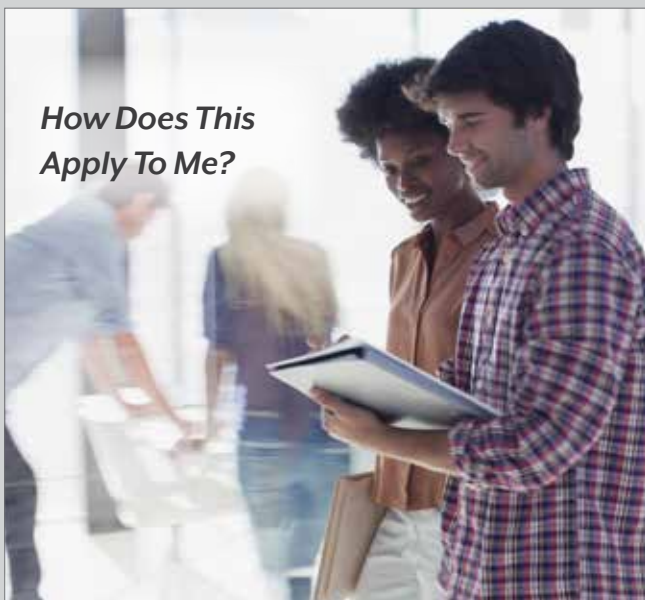
An Employee who believes he or she has been or is subjected to discrimination, or who believes he or she has observed discrimination, and who reports the matter pursuant to this Policy shall not be retaliated against or adversely treated because of the making of the report.

The Company believes that all Employees should be treated with dignity and respect.

It is the policy of the Company to provide a work environment which is free from harassment. The Company prohibits all forms of harassment of its Employees by other Employees, including supervisors or other members of management.

It is the responsibility of every Employee to cooperate in reaching this goal. Harassment is considered a serious act of misconduct and may subject an Employee to disciplinary action, including immediate discharge. As used in this Policy, the term "harassment" includes sexual, racial, ethnic, and other forms of harassment, including harassment based upon disability.

All complaints will be investigated promptly and discreetly. The Company prohibits imposing adverse consequences against Employees as a result of reporting any act of harassment, including sexual harassment.



**How Does This  
Apply To Me?**

### Be Accountable!

**Q:** *What should I do if I believe I am being harassed?*

**A:** *First, consider telling the offending party that you object to the conduct. However, if you are not comfortable confronting the offending party (or if the conduct continues), you should advise your immediate supervisor. If you are more comfortable discussing the issue with someone other than your immediate supervisor, or if your immediate supervisor has not taken appropriate action to solve the problem, you should contact someone in Human Resources or the Law Department. All such complaints will be investigated promptly and discreetly.*





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## CONFLICTS OF INTEREST

All Employees have a duty to the Company to advance the Company's legitimate interests. The Company is concerned when outside business or personal interests or other relationships of its Employees might possibly conflict or interfere with the interests of the Company. The Company prohibits conflicts of interest unless specifically approved by the Chief Executive Officer or his or her designee.

### Potential Conflicts of Interest

There are many ways in which conflicts of interests can arise including Employees:

1. Serving as a director or consultant of or for a non-KBR entity;
2. Holding certain investments or having a financial interest in an existing or potential competitor, customer or supplier; or
3. Having a second job that conflicts with the interests of the Company or impairs the Employee's ability to perform his/her responsibilities to the Company.

Jobs and affiliations of close relatives may also create actual, apparent or potential conflicts of interest.

The Company expects and requires Employees to be honest and ethical in the handling of actual, apparent or possible conflicts of interests. If any Employee has a possible conflict of interest, the situation should be promptly and fully disclosed by the Employee to his or her manager or supervisor, who is required to seek the approval of the Chief Executive Officer or his or her designee. If any member of the Board of Directors or the Chief Executive Officer has a possible conflict of interest, the situation should be promptly and fully disclosed to the Audit Committee of the Company.

Certain Employees who can direct or influence the use or disposition of any significant amount of funds or other assets of the Company are required to submit an annual statement of compliance regarding any actual, apparent or possible conflicts of interest.

### Be Accountable!

**Q:** *John works as an engineer and is booking a team retreat. John's brother owns a hotel that could host the retreat. Can John sign the contract with his brother's hotel?*

**A:** *No, because it could create a conflict of interest. John can't do anything to influence the Company to use his brother's business, but he can introduce his brother to the department that is responsible for Travel or Event Planning if he discloses the relationship.*



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## INTERNAL ACCOUNTING CONTROLS

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The Company shall maintain a system of internal accounting controls that is sufficient to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles or any other criteria applicable to such statements and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are executed in accordance with management's general or specific authorization; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets.

No transaction will be recorded in the accounts of the Company unless it is within the scope of written policies and procedures or is specifically and formally approved by an appropriate and designated Employee. Such approval requires the determination that the transaction: (i) has been authorized in accordance with this Corporate Policy and (ii) is supported by documentary evidence to verify the validity of the transaction.

All transactions entered into by the Company will be recorded in the accounts of the Company in accordance with normal, standard procedures. Accounting records will be maintained at a reasonable level of detail in order to:

- Accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Comply with applicable regulatory requirements, including the U. S. Foreign Corrupt Practices Act (FCPA) and other statutory requirements; and
- Be processed in a manner which will permit timely preparation of financial statements, reports and data for purposes of internal, public and regulatory reporting.

The implementation and maintenance of internal accounting controls, procedures and records that are adequate in all respects to satisfy the requirements of this Corporate Policy will be the primary responsibility of the Chief Accounting Officer. In addition, the Chief Executive Officer and Chief Financial Officer are responsible for ensuring compliance with all aspects of Sections 302 and 404 of the Sarbanes-Oxley Act, which requires that management assess and report on the effectiveness of the Company's system of internal controls over financial reporting at specified intervals. The Chief Financial Officer and the General Counsel are responsible for ensuring compliance with the Foreign Corrupt Practices Act , including its requirement that the Company maintains a robust system of internal controls.

### Be Accountable!

*Q: Jose, a coworker of Peter's, asks Peter to enter a transaction into the accounting system. Peter has questions regarding the validity of the transaction that Jose could not answer. What should Peter do?*

*A: Peter should raise his concerns to his manager and ensure that only valid and accurate information is entered into the company's books.*







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## **BRIBERY AND CORRUPTION**

Employees and third parties acting on KBR's behalf are prohibited from making, offering, authorizing or promising to make any Improper Payments. The term "Improper Payments" is used to describe a broad range of unlawful payments of money or anything of value that are usually in the nature of kickbacks, bribes or payoffs made in order to influence favorably some decision affecting a company's business or for the personal gain of an individual. These types of payments are illegal, unethical and prohibited by this Code of Business Conduct.

The Company prohibits all Employees and third parties acting on KBR's behalf from paying, offering, promising or authorizing any bribe, kickback or other similar unlawful payment of money or anything of value to any public official, government employee, political party or party official, candidate for public office, or employee of a public international organization in any country.

All transactions must be executed, and access to assets is permitted, only in accordance with management's authorization.

Employees are also prohibited from receiving, directly or indirectly, from a third party any Improper Payments or anything of significant value in connection with a transaction entered into by the Company.

The Company, its Employees and third parties acting on its behalf are prohibited from making any "facilitating" or expediting payments to any government official or employee, the purpose of which is to expedite or to secure the performance of non-discretionary routine governmental action by such official.

In very rare circumstances, an Employee may deem it necessary to make a payment to a government official or employee to avoid an imminent threat to personal health, safety or freedom in a situation where the Employee is unable to obtain the necessary prior approval given the situation. If a payment is made under these circumstances, as soon as possible, the Employee who made the payment must contact the Vice President – Compliance or his or her delegate for further direction.

Because actions of third parties acting on behalf of KBR, like actions of Employees, can create liability for the company and damage its reputation, all third parties who may interact with non-U.S. government officials or employees on behalf of the Company and other designated high-risk third parties shall be:

- (i) Subject to appropriate risk-based due diligence prior to being engaged;
- (ii) Prohibited from making Improper Payments; and
- (iii) Subject to additional anti-corruption terms and conditions as appropriate.

Depending on the circumstances, donations to charitable organizations or community organizations could be considered to be Improper Payments.

KBR's Anti-Corruption Procedures provide further guidance on the processes required to engage third parties and make donations.



## GIFTS, TRAVEL & ENTERTAINMENT

Any payment or provision of anything of value to any public official, government employee, political party or party official, candidate for public office, employee of a public international organization, client or potential client, including excessive entertainment, travel, or gifts of significant value, could be considered to be an Improper Payment and/or a violation of an applicable anti-corruption law. Accordingly, Employees are prohibited from providing extravagant or frequent gifts, hospitality, travel or entertainment (also called business courtesies) to third parties. To provide further guidance, KBR's Procedures for Implementation of KBR's Anti-Corruption Policies specify the circumstances in which gifts may be given or hospitality provided to certain third parties, including public officials and government employees.



Employees are also prohibited from soliciting or receiving, directly or indirectly, anything of significant value, including extravagant gifts, hospitality, travel or entertainment from third parties.

This provision does not prohibit the giving or receipt of reasonable and customary business meals, entertainment, and gifts as long as the receipt of which does not create the appearance of impropriety and are in accordance with all Company policies and procedures. All such activities must be reported and approved by Company policy or, in the absence of a specific policy or procedure, the Employee's supervisor.



### Be Accountable!

**Q:** *Does this mean I can't take a client to dinner after a business meeting?*

**A:** *You may take a client to dinner to discuss business or develop the relationship. You must ensure that the meal is reasonable and customary and that you follow KBR's procedures for pre-approval and expense reimbursement.*





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## **POLITICAL CONTRIBUTIONS**

The Company encourages participation in the political process. The United States federal government, states, localities, and some other countries have, however, enacted laws regulating political contributions, political activities and gifts in order to prevent improper influencing of public officials. Political contributions to such individuals or entities could be deemed to be Improper Payments. Participating in political activities at the international, or U.S. federal, state or local level may raise legal implications and liability for the Company. For these reasons, Employees should become familiar with relevant laws and always consult the Government Relations department before engaging in such political activities.

The Company will comply with applicable laws regulating political influence and campaign contributions.

The Company believes strongly in the democratic political process and that its Employees should take an active interest in fostering principles of good government in the nations, states and communities in which they live. Employees may spend their own time and funds supporting political candidates and issues, but they will not be reimbursed by the Company in any way for such time or their funds used for political contributions. Employees are urged to be sure that their personal political contributions and activities are in compliance with applicable laws. For example, persons who are not United States citizens are not permitted to make political contributions to candidates in federal, state or local elections in the United States. Other countries also have laws regulating political contributions.

No Employee or other third person who represents the Company in political and governmental matters shall apply any pressure, direct or implied, on any Employee that infringes upon an individual's right to decide whether, to whom and in what amount a personal political contribution is to be made.

Employees and other third persons who represent the Company in political and governmental matters must comply with all laws that regulate corporate participation in public affairs. Under various statutes, certain conduct, which is permitted and encouraged for individuals, is prohibited on the part of corporations. It is the Company's policy to comply fully with these prohibitions.

No contribution of Company funds, property or services can be made in support of any political candidate for elective office or any political party or party official in the United States (either at the state or federal level) or in any other country by the Company, or in the name of the Company designee, without pre-approval of KBR Government Relations. Such approval is subject to the General Counsel's review and approval. KBR's General Counsel will verify that the proposed contribution is legal and proper under applicable laws.

Federal, state and local laws restrict the offering of gifts to public officials. Employees, when acting on behalf of the company, are, therefore, generally prohibited from offering anything of value to U.S. public officials or employees.





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## EXPORT & TRADE COMPLIANCE

It is the policy of KBR to fully comply with U.S. and all other applicable laws and regulations governing international trade. These laws and regulations cover the export and re-export of products, services, software, technology, and technical data, as well as sanctions and anti-boycott requirements. It is the responsibility of all Employees to ensure that under no circumstance should a transaction occur contrary to KBR's policy of full compliance.

International trade controls, including export regulations, are designed to protect the national security and foreign policy interests of governments that impose export control requirements. Exports include physical exports as well as oral, visual, or electronic exports of data, software and technology. In the context of U.S. export control law, exports also include technical data transfers to foreign nationals in the United States, disclosures of U.S. technical data in a foreign country to persons of a third country nationality, re-exports of U.S. origin items from one foreign country to another, and exports of foreign-made items that incorporate more than 10% U.S. content. U.S. trade controls apply not only to KBR's U.S. operations but also to KBR's non-U.S. businesses.

The U.S. imposes sanctions on a number of countries in which U.S. persons, U.S. companies, and their foreign subsidiaries may not do business. The Office of Foreign Assets Control (OFAC) of the United States Department of Treasury frequently modifies the list of countries and/or the degree of restrictions in place with respect to any such country and employees engaged in international trade have responsibility for consulting the most current list which can be found at <http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>. It is KBR policy that KBR shall not, in any form, do business, undertake any work in, or conduct product sales in countries subject to OFAC embargoes or sanctions, except as permitted under U.S. law.

This prohibition also applies to undertaking work in or selling products to any entity that is located in any of these countries, or to any entity that is owned or controlled by the government of any of these countries regardless of where the entity is located. Other countries in which KBR conducts business may impose similar trade sanctions and restrictions with respect to one or more of the same countries. It shall be the responsibility of each Employee to consult with KBR's Law Department - International Trade Compliance Office if there are any questions in respect to a particular jurisdiction.

U.S. laws and regulations also impose less restrictive trade limitations for a number of other countries. The U.S. and other governments maintain several lists of entities with which their companies cannot do business, and Employees involved in international trade should routinely check those lists when doing international trade business.

In addition, KBR requires strict compliance with the U.S. anti-boycott regulations, which prohibit the transaction of any business that would support the Arab boycott of Israel. While not as common, the U.S. anti-boycott regulations also prohibit the transaction of business that would support any country's boycott of any other country unless the underlying boycott is consistent with U.S. law.





## ANTITRUST

The Company will comply in all respects with applicable antitrust and competition laws.

No Employee shall enter into any understanding, agreement, plan or scheme, express or implied, formal or informal, with any competitor in regard to prices, terms or conditions of sale or service, production, distribution, territories or customers; nor exchange or discuss with a competitor prices, terms or conditions of sale or service, or any other competitive information; nor engage in any other conduct which violates any applicable antitrust or competition laws.

Normal subcontracting arrangements or joint proposals with competitors which are not in violation of applicable antitrust or competition laws and which have been approved by the KBR Law Department are not prohibited by this Policy.

Guidance from the KBR Law Department should also be sought prior to engaging in information exchanges with competitors through trade associations or industry meetings to ensure compliance with applicable antitrust and competition laws.

Agreements made between joint venture members about the operations of the joint venture are considered to be partner rather than competitor agreements—even if the partners are competitors outside of the joint venture. But anti-competitive agreements between competing joint venture partners beyond the scope of the joint venture are prohibited. Also, the exchange of competitively sensitive information between KBR, its joint ventures or joint venture partners may be problematic; therefore, prior to the exchange of such information, you should consult the Legal Department.



### Be Accountable!

**Q:** Jaime works in the Proposals Department. While Jaime was attending an industry conference, a former colleague who now works for a competitor, asked Jaime to meet separately with an industry group and exchange benchmarking information. Should Jaime attend the meeting?

**A:** Jaime should seek guidance from the Law Department before attending and exchanging any KBR information to ensure compliance with all antitrust and competition laws.



## FRAUD

### The Company prohibits all Fraud.

The term “Fraud” includes, but is not limited to, misappropriation of funds and other irregularities including such things as any:

- dishonest or fraudulent act;
- misuse or misappropriation of funds;
- embezzlement;
- forgery or alteration of negotiable instruments such as Company checks and drafts;
- misappropriation of Company, Employee, customer, partner or supplier assets;
- conversion to personal use of cash, securities, supplies, property or any other Company asset;
- unauthorized handling or reporting of Company transactions; and
- falsification of Company records or financial statements for personal or other reasons.



The above list is not all-inclusive but is intended to be representative of situations involving fraud.

Employees are obligated to protect the Company’s assets and ensure their efficient use. The theft, carelessness and waste of Company assets by Employees are prohibited since such actions and conduct have a direct and negative impact on the Company’s reputation and profitability. All Company assets shall only be used for the legitimate business purposes of the Company.

### Be Accountable!

**Q:** A Sales Director and his Supervisor have worked together for many years and are good friends outside of work. After an expensive night out with their spouses, the Sales Director suggests they charge the meal on his corporate credit card and state that the meal was a business meeting with clients. The Supervisor, who approves the Sales Director’s expense reports, agrees. Is there a problem?

**A:** The actions of the Sales Director and the Supervisor violate the Code of Business Conduct because the use of company funds for personal reasons is strictly forbidden and the submission and approval of a false expense report is fraud.







## **USE AND PUBLIC DISCLOSURE OF MATERIAL NONPUBLIC INFORMATION**

The Company will make prompt and complete disclosure of material nonpublic information to the public when and as required by law and/or the rules of the SEC or the NYSE. Determinations regarding “materiality” involve subjective judgments; therefore, questions of materiality will be determined by the General Counsel and Chief Financial Officer. Any disclosures made by the Company in reports and documents filed with or submitted to the SEC and other public communications made by the Company shall be full, fair, accurate, timely and understandable.

Material nonpublic information must not be disclosed to anyone other than persons within the Company whose positions require them to know the information until it has been publicly released by the Company.

No Employee shall place a purchase or sale order, or recommend that another person place a purchase or sale order, in the Company’s securities (or related derivative securities, such as put or call options) when he or she has knowledge of material information concerning the Company that has not been disclosed to the public. Any Employee who possesses material nonpublic information shall wait until the end of business on the second business day after the information has been publicly released before trading or recommending that others trade.

Because of their access to confidential information on a regular basis, certain Employees (“Insiders”) are subject to additional restrictions on trading in Company securities.





## CONFIDENTIAL AND PROPRIETARY INFORMATION

In carrying out the Company's business, Employees often learn confidential or proprietary information about the Company, its customers, suppliers or joint venture partners.

No Employee entrusted with or otherwise knowledgeable about information of a confidential or proprietary nature shall disclose or use that information outside the Company or for personal gain, either during or after employment or other service to the Company, without the valid and proper written Company authorization to do so given by a manager or Employee with the authority to release confidential or proprietary information. An unauthorized disclosure could be harmful to the Company or helpful to a competitor.

The Company also works with joint venture partners', suppliers' and customers' proprietary data. The protection of such data is of the highest importance and must be discharged with the greatest care for the Company to merit the continued confidence of such persons. No Employee shall disclose or use confidential or proprietary information owned by someone other than the Company to nonemployees without Company authorization, which authorization shall not impede Employee reporting rights noted herein, nor shall any such person disclose the information to others unless a need-to-know basis is established.





## **GOVERNMENT CONTRACTING**

The Company will comply with all regulations applicable to United States and other governmental contracts.

All Employees involved in the performance of work under governmental contracts are to be adequately informed and sufficiently trained in the policies and practices contained in this Code of Business Conduct and other Company policies specifically relating to government contracting. Each business unit with contracts with the United States or other government is responsible for ensuring that Employee training regarding these policies is conducted and that such training is properly documented.





## REPORTING SUSPECTED VIOLATIONS OF THE CODE OF BUSINESS CONDUCT

Employees must promptly report any suspected violation of the Code of Business Conduct to an appropriate reporting outlet, which may include but is not limited to:

- **www.ethics.kbr.com**
- **The Ethics Hotline**
  - U.S. (800) 461-9330
  - TEXT 'REPORT' TO 832-479-1340 (US only)
  - For all other countries, the toll-free telephone number can be found at **www.ethics.kbr.com**
- Code of Business Conduct post office box
  - **P.O. Box 2464, Houston, TX 77252-2464, USA**
- The Director of the Code of Business Conduct at **fhoukbrcode@kbr.com**
- Appropriate representative of the **KBR Law Department; Audit Services; Human Resources, Health, Safety, Security & Environment;** or other compliance-related department
- The Employee's **supervisor or manager**
- Member of the executive senior management

**In addition, Employees may exercise their legal right or duty to report possible violations of law to the appropriate governmental authorities at any time, without reporting the matter to, or seeking prior authorization from, the Company.**

The Company prohibits retaliation in any form for reporting, in good faith, suspected violations of the Code of Business Conduct. Disciplinary action will be taken against anyone who retaliates directly or indirectly against any Employee who reports actual or suspected violations. Discouraging other Employees from making a report is prohibited and could result in disciplinary action.

Employees are expected to fully cooperate with any investigation conducted pursuant to a suspected violation of the Code of Business Conduct.

### Be Accountable!

**Q:** Frank sees his supervisor do something that he thinks may be a violation of the Code of Business Conduct, but he is not certain it is a violation and Frank does not want to get involved. What should he do?

**A:** Frank should report the situation to the hotline or through another reporting channel. The COBC department can investigate and determine if in fact a violation has occurred. It is Frank's responsibility to report the conduct he witnessed.







**Notes**

A series of 22 horizontal blue lines for taking notes.





# Code of Business Conduct

