



Working With Ethical Business Intermediaries Policy

SPONSORING ORGANIZATION: Legal, Ethics & Compliance

INTRODUCTION

Booz Allen has zero tolerance for, and does not engage in, bribery or corruption. We expect our business partners to operate in a manner that is consistent and compliant with the law, our values, and the Booz Allen Hamilton Code of Business Ethics and Conduct. We conduct appropriate anticorruption due diligence of potential business intermediaries that engage in certain activities on our behalf, and we do not engage in business activities with these business intermediaries without the appropriate approvals.

The purpose of this policy is to establish requirements for (i) reviewing business intermediaries prior to doing business with them to confirm that their ethical standards align with Booz Allen's, and (ii) reviewing billing statements from business intermediaries to ensure they are operating on our behalf in a manner consistent with our ethical standards.

SCOPE

The Business Continuity Program policy applies to all employees, officers, directors, independent contractors, subsidiaries, and affiliates of the company (referred to as "Booz Allen people").

POLICY

All Booz Allen people must obtain approval before engaging with business intermediaries, must sign written agreements with business intermediaries, and must actively manage business intermediaries.

What are Business Intermediaries, Business Development Agents, and Government Officials?

A **business intermediary** is an individual or company, including business development agents, subcontractors, alliance partners, teaming partners, resellers and suppliers, that:

- provides services outside of the U.S. and that we expect to interact with a current or prospective Booz Allen client in the course of its work outside of the U.S.;
- we expect to interact with a non-U.S. government official or agency on behalf of Booz Allen or our clients in the course of its work for us (for example, securing a license, business permit, visa or other form of government-issued authorization, or influencing legislative or judicial action); or
- is a government official of any non-U.S. country.

A **business development agent** is a business intermediary Booz Allen retains and compensates to assist us market, win, or maintain work with a new or existing client. A business development agent may also provide access to and build relationships with potential or existing clients on our behalf.

A **government official** is any director, officer, or employee of an entity wholly or partially owned by a government and includes any member of the government official's family. Government officials include elected or appointed officials even if they are part-time, officers, and employees of federal, state, or local agencies, outside directors of government-owned entities, royal family members, political candidates, and officers of public international organizations such as the World Bank, United Nations, and the International Monetary Fund. Finally, government officials also include political parties and officers of political parties.

Anticorruption Due Diligence Process

Before Booz Allen will make any commitment (verbal or written) to a prospective business intermediary, and as a pre-condition to entering into any agreement, making any payment under any such agreement, or entering into an amendment to any agreement that changes the scope of services or financial terms, the company must (1) conduct an anticorruption due diligence review of the business intermediary designed to assess its reputation, as well as any contacts it may have with government officials and (2) provide written approval to the Booz Allen person responsible for engaging with or managing the business intermediary.

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To commence the anticorruption due diligence process, contact the anticorruption due diligence team with the identity of the business intermediary and a brief description of the nature of the services to be provided. The Legal, Ethics & Compliance team will (1) determine whether the business intermediary has already been reviewed, (2) provide guidance on what additional information must be submitted, which may include questionnaires, policy materials, and answers to specific questions, (3) review these and other materials, and (4) communicate its formal approval or additional guidance.

Depending on the business intermediary and the nature of Booz Allen's relationship with it, anticorruption due diligence can take from two business days to, in the case of higher risk business intermediaries (such as business development agents), several weeks from the time all information is provided.

Until Booz Allen has completed this anticorruption due diligence review and approves use of the business intermediary:

- Booz Allen will not enter into a verbal or written agreement with a proposed business intermediary;
- No work or service may be performed by the proposed business intermediary (including any contact with a Booz Allen client or government agency on the company's behalf);
- No promise to pay for such work or service may be made by Booz Allen; and
- No payment by Booz Allen for such work or service may be made to a proposed business intermediary.

Agreements with Business Intermediaries

Business intermediaries must have written agreements before doing any work on behalf of Booz Allen, and may be paid only pursuant to the terms of their written agreement. All written agreements with business intermediaries must include reasonable and appropriate compensation and compliance terms, including Booz Allen's right to audit, to terminate for violations of law, and a representation by the business intermediary of its compliance with anticorruption laws. For assistance with agreements with business intermediaries, please contact the contract administrator, subcontract administrator, or purchasing agent you are working with to retain the business intermediary.

Agreements which include contingency payments, commissions or other success-based fees for the business intermediary in exchange for securing client referrals or projects or based on Booz Allen winning work require the prior written approval of Legal, Ethics & Compliance. To seek approval to engage a business intermediary using a contingency payment, commission or other success-based fee, please contact Legal, Ethics & Compliance. Legal, Ethics & Compliance will then review the proposed arrangement and provide written approval or further guidance.

Ongoing Requirements for Using Business Intermediaries

Once a business intermediary other than a business development agent is approved, the business intermediary may work for Booz Allen for three years without additional anticorruption due diligence review, unless there is a significant change to the scope of work, compensation arrangement, or geographic location of performance. After three years, the business intermediary will automatically go through the due diligence review and approval process again if it still has an active relationship with Booz Allen. Business development agents will automatically go through the due diligence review and approval process annually.

Managing Business Intermediaries

The Booz Allen person responsible for reviewing and approving the payment of a business intermediary's fees and expenses for a project must, prior to approving an invoice for payment, confirm that:

- The fees invoiced are permitted by the terms of the contract and services have been performed to justify payment of the fees;
- The expenses invoiced were actually incurred, are appropriate given the nature of the services and are permitted by the terms of the contract; and
- The invoice includes adequate supporting documentation, such as an explanation of the services provided during the period covered by the invoice. Itemization of expenses invoiced and copies of receipts (or other documentation if a receipt is unavailable) are required for expenses incurred.

REPORTING CONCERNS

Booz Allen maintains the highest standards of ethical behavior and integrity. Our policies, procedures, trainings, and communications form a robust Ethics & Compliance program, promoting a culture of integrity that shapes all facets of employee conduct.

Anyone can report an ethics concern to our Ethics HelpLine at +1-800-501-8755 (US) or +1-888-475-0009 (International) or [Speakup.bah.com](https://speakup.bah.com). Concerns may be raised anonymously.

We take all allegations of misconduct seriously, investigate them promptly, and strictly prohibit retaliation against any person who raises a good faith ethical or legal concern.