

CODE OF BUSINESS CONDUCT AND ETHICS

KITWARE

PREFACE

Kitware prides itself on the high standards of excellence embodied by our operating principles. Kitware expects employees and suppliers to personify these ideals in their dealings with persons both inside and outside the company. The purpose of this policy is to provide guidelines for the professional, ethical, legal, and socially responsible behavior expected of each Kitware employee, consultant and supplier.

It is not practical for this policy to cover every situation that may arise. If an employee has a question, they should ask for clarification and direction from their supervisor or company management. In circumstances where consulting with an appropriate person in the company is not possible, the employee should use common sense and good judgment. Employees should always, however, inform their manager and the Compliance Department (compliance@kitware.com) of any concerns, issues or violations regarding Kitware's operating principles. No one will be penalized for reporting issues, violations or concerns.

APPROVED: W. J. Schuchman DATE: 12/12/2012

Chief Executive Officer

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1. KITWARE MISSION STATEMENT

Our mission is to develop and deliver cutting-edge software products and services utilizing advanced software quality methods and technologies. By understanding customer requirements, employing top researchers, and utilizing a test-driven quality management system we are able to produce high-quality, advanced software products including: the development of turn-key, end-user applications; creation of customized applications and algorithms for clients; porting and extending our open-source tools to specialized platforms; and the support of our open source software tools with documentation, professional consulting services and software training.

PREAMBLE AND STATEMENT OF INTENT

Kitware provides products and services to our customers that impact their security, operations, reputation and performance. As such it is crucial that we provide these services in the most trustworthy and ethical manner practical. We therefore comply with all laws, regulations and contract schedules, terms and conditions.

Kitware Core Values represent who we are and provide, without question, the standard of behavior by which we conduct business. These values are the heart, soul, and character of Kitware. Our Code embodies the vision of our company founders and encompasses the values that have been and will continue to be vital to the future success of the Company. Our Core Values represent how we treat each other, how we deal with our customers, how we respond to our stakeholders, and how we hold each other and ourselves accountable.

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1.2 CORE VALUES

1.2.1. *HONESTY AND INTEGRITY*

- Be truthful, accurate and straightforward.
- Maintain consistency between the principles set forth in this code of Conduct and your behavior.

1.2.2 *FAIRNESS*

- Endeavor to be reasonable, open-minded, impartial, even-handed, and non-discriminatory in all your dealings.
- Genuinely partner and actively collaborate within and outside the Company.
- Maintain, without deviation, an attitude of sincerity, tolerance, consideration, and assistance towards others, regardless of position.

1.2.3 *ACCOUNTABILITY AND RELIABILITY*

- Accept responsibility for your own actions or inactions and for those whom you supervise and take constructive steps to correct mistakes or defects.
- Promote teamwork by holding each other accountable and rejecting behaviors inconsistent with this Code of Conduct.
- Only make realistic commitments and follow-through on the commitments you make.
- Be prompt and responsive in business dealings within and outside the company.

1.2.4 *PURSUIT OF EXCELLENCE*

- Consistently apply diligence, perseverance, attention to detail, and good work habits to assure quality projects, products and excellent customer service.
- Build capabilities through continuous learning, coaching, mentoring and teaching.
- Never accept complacency or indifference but remain flexible and open to possibilities.

1.2.5 *SOCIAL RESPONSIBILITY*

- Strive to make a positive impact in our communities and the world.
- Strive to make a positive effort to preserve our natural environment.
- Show consideration for the safety and welfare of others.

2. ETHICAL PERFORMANCE, BEHAVIOR, STANDARDS

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2.1 EXPECTATION

Kitware values its employees; they are the first line of contact between Kitware and our customers. Their performance drives the customer's perception of Kitware as a valued contractor and member of the community.

2.2 SCOPE OF POLICY

The Kitware Code of Ethics and Business Conduct applies to all Kitware Subsidiaries, Employees, and Consultants. Subcontractors must agree to our policy or attest to having something similar which is in compliance with federal regulations.

2.3 REFERENCES

2.3.1 EMPLOYEE HANDBOOK

- Export Control
- Conflict of Interest
- Confidentiality
- Procurement Integrity

2.3.2 TECHNOLOGY CONTROL PLAN

- Export Control
- Information Security Plan

2.3.3 HUMAN RESOURCE PUBLICATIONS

- Strategic Growth
- Career Paths

2.4 TIME REPORTING

Kitware is required to maintain accurate records of each employee's time worked. To properly account for each employee's time, we must assure that our time keeping procedure is accurate. Falsification of time reporting records constitutes grounds for immediate dismissal and/or criminal/civil prosecution under the Federal False Claims Act. See the *Employee Handbook* for procedures.

ACTION REQUIRED: If you suspect or know of inaccuracies in time card keeping notify your supervisor or the Compliance Department immediately.

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Disciplinary Action for Falsifying Time Records:

Each employee is personally accountable for understanding and following this policy. Because of the importance of proper timekeeping, intentionally falsifying timesheets with the intent to defraud will result in immediate dismissal. In addition to company actions, intentionally falsifying time records is a violation of the False Claims Act, which carries penalties of fines, imprisonment, or both.

2.5 KITWARE FACILITIES

2.5.1 SOLICITATION

Solicitation for causes is permitted in Kitware facilities with management's approval. Gambling, selling chances or conducting a lottery is not permitted.

ACTION REQUIRED: Seek guidance and permission from your manager if you are uncertain whether soliciting for a particular cause is permitted. If you are asked to participate in a cause by someone else, understand that you are never required to do so.

2.5.2 KITWARE IDENTIFICATION BADGE

As described in the Employee Handbook, you will be provided an identification badge by the Office Administration Team (specifically the Office Manager), which you are required to produce when asked while on Kitware premises. Report lost badges to the Vice President of Commercial Operations or an Officer Manager immediately.

ACTION REQUIRED: If you discover any unknown person in Kitware facilities and they cannot produce a Kitware issued Identification Badge and cannot justify their visit then report immediately to management. If a member of management is not available then contact the local police.

2.5.3 FACILITY USE AND INFORMATION TECHNOLOGY SERVICES

Kitware facilities, Information Technology services, and equipment are made available for business use. IT services are tools to be used for business-related purposes, i.e., to communicate with customers and suppliers, to research relevant topics, obtain useful business information and conduct daily business activities. Improper use of Kitware provided IT services wastes time and can create legal liability and embarrassment for both Kitware and the employee.

Kitware employees may use company resources for management approved activities and limited personal use when the use of such systems does not involve illegal activity and does not interfere with or degrade system or business performance. The use of such equipment or services is allowed only under the direct supervision of each Kitware employee, who then assumes responsibility for such equipment. Users are responsible to assure IT services are used in accordance with company policy guidelines, and reasonable measures are taken to prevent loss or damage of computer information and equipment.

See Kitware's Technology Control Plan and the Employee Handbook for additional guidance.

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ACTION REQUIRED: If you observe or suspect misuse of Kitware facilities, IT services or equipment notify your supervisor or the Chief Technology Officer (CTO).

2.5.4 *DRUG USE*

A negative relationship exists between being under the influence of drugs or alcohol and the ability to perform a job with regard to judgment, interpersonal relationships and the utilization of skills. The use of illegal drugs or alcohol abuse by an employee indicates less than complete reliability, stability and good judgment. For these reasons, and to comply with government policies, Kitware maintains a drug-free workplace.

It is a violation of Kitware policy to use, possess, sell, trade, and/or offer for sale illegal drugs or intoxicants. See the Employee Handbook for further guidance on Kitware's Drug Free Work Force Policy.

ACTION REQUIRED: If you observe or suspect drug or alcohol abuse notify your manager or HR. Employees seeking guidance on how to locate resources that can provide assistance are encouraged to notify HR or your manager.

2.5.5 *HARASSMENT AND WORK PLACE VIOLENCE*

Harassment of employees is prohibited by any other employee, supervisor, or third party for any legally recognized basis, including but not limited to: race, color, religion, national origin, sex, age, veteran status, uniformed service member status, genetic pre-disposition to any condition, and physical or non-physical disability. Actions, words, jokes or comments based upon the above characteristics will not be tolerated.

Sexual harassment is defined as unwanted sexual advances or visual, verbal or physical conduct of a sexual nature. This definition includes many forms of offensive behavior and includes gender-based harassment of a person of the same sex as the harasser. The following is a partial list of examples of sexual harassment: unwanted sexual advances; offering employment benefits in exchange for sexual favors; making or threatening reprisals after a negative response to sexual advances; visual conduct that includes leering, making sexual gestures or displaying of sexually suggestive objects or pictures, cartoons or posters; verbal conduct that includes making or using derogatory comments, epithets, slurs or jokes, verbal sexual advances or propositions; verbal abuse of a sexual nature, graphic verbal commentaries about an individual's body, sexually degrading words used to describe an individual, or suggestive or obscene letters, notes or invitations; and physical conduct that includes touching, assaulting or impeding or blocking movements.

Workplace violence, defined as behavior in which an employee or visitor to the workplace inflicts or threatens to inflict serious harm, injury or death to others at the workplace or intentional damage to property, is prohibited and will not be tolerated. The following is a partial list of examples of workplace violence: direct threats or physical intimidation; implications or suggestions of violence; stalking; assault of any form; physical restraint or confinement; or blatant or intentional disregard for the safety and well-being of others.

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ACTION REQUIRED: If you observe or suspect behavior is in violation of this policy then notify HR or your manager. In situations that may pose imminent danger, such as a credible threat of violence, employees should immediately notify the appropriate authorities by calling 9-1-1. Employees seeking guidance on how to locate resources that can provide assistance are encouraged to notify HR or your manager.

2.6 CONFLICT OF INTEREST

Our actions must always be above suspicion and taken with a view as to how they may be interpreted. Our ultimate goal is to maintain our customers' and business partners' confidence in our ability and integrity.

2.6.1 GRATUITIES/GIFTS

2.6.1.1 Giving of Gifts: When people exchange gifts in a business context, it can look as if favors were granted in order to influence business judgment. In a business context, offering any gratuity to customer personnel or their immediate families or households is prohibited. Gratuity is defined as any gift, favor, entertainment, hospitality, meal, transportation, loan, or other tangible item, and any intangible benefits such as discounts, passes, promotional training for which fair market value is not paid by the recipient or the government. Excluded from this prohibition are unsolicited gratuities that are \$75.00 or less in retail value which could include, but not limited to, coffee, doughnuts, sandwiches, and similar refreshments offered as a normal courtesy incidental to the performance of official business.

2.6.1.2 Receiving gifts: Employees should not accept gifts, meals or entertainment from those with whom we do business unless this activity serves a legitimate business purpose and is appropriate for the relationship. Employees may accept small gifts that are of modest value only. Employees must follow the rules set out in Kitware's travel policy regarding meals provided while on business trips.

2.6.2 ENTERTAINMENT

Kitware policy is not to accept or provide any form of entertainment from or to clients, or their personnel or other company representatives. Entertainment includes, but is not limited to, dinners (non-business), cocktails, golfing fees, theater, sporting events, entertainment tickets, etc. In this context, entertainment does not include Kitware employee outings.

This does not mean, however, that we may not associate after working hours with personnel or other representatives of our clients. It does mean that if we do have "after hours" associations other than in the home, we must pay our share of the costs in relative proportion to the amount of our participation just as most of us normally do. Such associations must not be susceptible to being construed as an inducement to favor the provider.

2.6.3 PERSONAL INTERESTS

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In performance of duties, employees will not engage in any personal business or retain any direct or indirect financial interest that places them in a position where there is a conflict of interest between their private interests and the interests of Kitware or in the discharge of their duties under government contracts. Violations have resulted in determinations of ineligibility for award of Government contracts. Particular care must be exercised in hiring of family members of current Government employees. All employees are required to comply with Kitware's Conflict of Interest Policy (provided in the Employee Handbook).

2.6.4 KICKBACKS

The Anti-Kickback Act prohibits any person from providing, attempting to provide, or offering to provide gratuities to subcontractors or consultants. It also prohibits the soliciting, accepting, or attempting to accept any kickback. The term "kickback" means: "money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly, to any prime contractor, prime contractor employee, subcontractor, consultant, or subcontractor/consultant employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or in connection with a subcontract relating to a prime contract." What is perfectly acceptable in the commercial environment may constitute a violation in the area of government contracts.

Soliciting, accepting, or attempting to accept any money, fee, commission, or other compensation, or any credit, gift, gratuity, or other item of value, provided, directly or indirectly, for the purpose of improperly obtaining or rewarding favorable treatment in connection with a subcontract under a United States Government contract is a violation of Federal Law. The maximum statutory penalty for a willful violation is ten (10) years imprisonment and a \$250,000 fine. As a matter of Kitware policy, offending employees will be terminated. In addition, our policy is that all offers of any such kickbacks must be reported to Management and the Compliance Department and that failure to do so will be subject to appropriate disciplinary action, including possible termination of employment.

2.6.5 AUTHORIZED ACCEPTANCE OF BUSINESS COURTESIES

Corporate Leadership may authorize employees to accept or to provide business courtesies, which are neither lavish nor frequent, to maintain good business relationships. This authorization will be in writing.

2.6.6 RESPONSIBILITY

All employees must reflect the highest degree of integrity, honesty and professional standards. If doubt exists with regard to any action or activity, it is the responsibility of the employee to seek clarification prior to engaging in such action.

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2.6.7 DISCIPLINARY ACTION

Violation of this policy pertaining to entertainment, gifts, and gratuities as outlined above, may result in disciplinary action, including but not limited to termination of employment depending on the severity of the violation. The offering or accepting of kickbacks can result in criminal action and civil fines.

ACTION REQUIRED: Conflict of interest violations should be reported to your supervisor or HR.

3. PROCUREMENT

Kitware strictly avoids any situation that gives rise to an impropriety or the appearance of an impropriety in contract relationships. All actions must be above suspicion and taken with a view as to how they may be interpreted. Our goal is to maintain the customer's confidence in our ability and to maintain the integrity of our reputation.

3.1 SOURCE INFORMATION AND DATA

Extra care must be taken to avoid situations where the recipients of government source information that is generally unknown to the general public would place Kitware in a competitive advantage in future competitive solicitation by the government. Such information includes government acquisition plans, source selection plans, cost estimates, estimates of other competitors, and other data generally not releasable to the general public or the premature release of data prior to receipt by all competitors.

Particular care must be exercised to readily identify such source information, and if offered to any employee from any source, Kitware requires the submission of a complete report through supervisory channels.

See Kitware's Procurement Integrity Policy.

3.2 STANDARDS OF CONDUCT

Kitware's Conflict of Interest Policy is in compliance with federal acquisition guidelines (FAR). This policy applies to all personnel assigned to projects involving: contracts with suppliers or potential suppliers, including consultants; direct or indirect participation in the selection of suppliers, evaluation of their material, properties, or services; or the awarding of (or having the potential to influence the awarding of) purchase orders, subcontracts, or other contracts, and the administration, management, closeout and payment of purchase orders and subcontracts including leases to them.

Competition among suppliers, vendors and subcontractors is encouraged. Whenever possible, Kitware employees shall not enter into agreements that have the effect of reducing competition. Businesses will be invited to enter teaming agreements for competitive procurements that Kitware will act as prime based on the ability of the team member to improve our win probability. There are times when a subcontractor may be the only source

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qualified to perform the work. In these instances employees must follow Kitware's policy for preparing sole source justifications.

3.3 REGULATORY COMPLIANCE

Business will be conducted in compliance with the laws of all countries in which the Company does business. Specifically, this policy requires compliance with the Export Administration Act (EAA), The Export Administration Regulations (EAR), the Arms Export Control Act, the International Traffic in Arms Regulations (ITAR), The Foreign Corrupt Practices Act (FCPA) and all other applicable statutes and regulations that impact performance of duty. Employees will not become involved in any arrangement that results in prohibited acts.

ACTION REQUIRED: Violations should be reported to your supervisor AND the Compliance Department.

4. ADMINISTRATION

All levels of management, to the best of their ability, are required to listen, counsel, and inform employees on matters affecting their work. An employee has the right to appeal decisions in resolution of problems and complaints without fear of retribution or prejudice. Although it is important to preserve the immediate supervisor's authority and dignity, management will do nothing to undermine the employee's confidence in the company's desire to be fair and act in good faith.

Employees may utilize the Defense hotline for reporting fraud, waste, abuse, and security violations concerning a Department of Defense (DoD) contract without fear of being discharged, demoted, or otherwise being discriminated against as a reprisal for disclosing information related to a violation. The Defense hotline address and telephone number is as follows:

Defense Hotline
The Pentagon
Washington, DC 20301-1900
Telephone: 800-424-9098 or 703-693-5080

5. CONFIDENTIALITY

Management and human resources representatives will hold in strictest confidence information concerning an employee's problem/complaint and will discuss it only with individuals who are involved in the processing of the complaint. Action will be taken on all issues raised under this policy. Kitware will not retaliate, punish or criticize an employee or supplier for making a report under this code.

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6. ASSURANCE, REPORTING, AND REVIEWS

Kitware will include Business Conduct and Ethics training periodically throughout the year and communicate issues in management meetings. Kitware employees will annually review Conflict of Interest (COI) and the Business Conduct and Ethics policies. If an employee feels that they cannot discuss ethics related matters with their manager they should contact the Compliance Department at compliance@kitware.com. Kitware will not retaliate, punish or criticize an employee or supplier for making a report under this code.