



Code of Business Ethics and Conduct

Statement of Our Core Values

Company Vision

Making Cents International envisions thriving societies where all individuals fulfill their potential to work, innovate, enrich their communities, and profit from the global marketplace.

Values

- Encouraging teamwork
- Continuous Learning
- Advancing development practice
- Emphasizing quality
- Understanding the environment
- Contextualizing services and materials
- Encouraging innovation

Mission

Making Cents International advances the social and economic well-being of youth and adults globally. Our capacity-building products and services enable positive youth development and adult participation in profitable markets. We employ our collaborative monitoring, evaluation, research, and learning services to understand project results; design innovative products and strategies; and advance the youth development and economic opportunity fields.

Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our employees, clients, and partners. We gain credibility by adhering to our commitments, displaying honesty and integrity, and reaching company goals solely through honorable conduct. It is easy to *say* what we must do, but the proof is in our *actions*. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: will this build trust and credibility for Making Cents? Will it help create a working environment in which Making Cents can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering “yes” to those questions and by working every day to build our trust and credibility.

Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. Making Cents is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone’s talents go to waste.

Making Cents is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behavior.

Specifically, we will treat all employees and job applicants fairly and objectively, based on their skills and job performance. We will not discriminate against anyone on the basis of race, color, religion, sex (including pregnancy and gender identity), national origin, disability, age, veteran's status, sexual orientation, genetic information, marital status, parental status, political affiliation, or any other status, characteristic, or conduct that does not adversely affect the performance of the employee or job applicant.

Making Cents will not tolerate harassment in any form. This includes, but is not limited to, unwelcome sexual suggestions or comments; requests for sexual favors; other types of verbal, nonverbal or physical conduct that is discriminatory or sexual in nature; discriminatory or sexually suggestive posters, screensavers, photographs, or other displays; threatening or intimidating behavior; abusive language; comments or jokes that make others feel uncomfortable; an offensive or disrespectful tone of voice; and any other conduct that creates a hostile work environment or offends another person's dignity. Behaviors other than these may be considered offensive in some countries. We will be sensitive to cultural differences in the countries where we work.

Any employee who feels harassed or discriminated against – or who has seen anyone behave in a way that creates a discriminatory or hostile work environment for another employee – should report the incident to his or her manager or to Human Resources. Reports may be made without fear of reprisal. In accordance with the whistleblower policy described below, Making Cents will not take any adverse action against an employee in retaliation for reporting discrimination or harassment.

Create a Culture of Open and Honest Communication

At Making Cents everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Making Cents will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

For your information, Making Cents' whistleblower policy is as follows:

Making Cents International Whistleblower Policy

A whistleblower – as defined by this policy – is an employee of Making Cents who reports an activity that he/she considers to be illegal or dishonest or to otherwise violate this Code to one or more of the parties specified in this policy. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate managerial staff are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state or local laws, or fraudulent financial reporting.

If an employee has knowledge of or a concern of illegal or dishonest activity or other misconduct, the employee is to contact his/her immediate manager or Human Resources. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or Human Resources, s/he should speak with the Vice President, Projects and Operations or the President.

The employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to discipline up to and including termination. Any employee who knowingly fails to report misconduct in accordance with this Code may also face disciplinary action up to and including termination.

Whistleblower protections are provided in two important areas – confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained.

However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense.

Making Cents will not retaliate against a whistleblower who reports misconduct in good faith. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact Human Resources immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

All reports of misconduct that are received by a supervisor or Human Resources will be promptly forwarded to the Vice President, Projects and Operations, who is responsible for investigating and coordinating corrective action.

In addition to the rights described above, you have whistleblower rights under 41 USC § 4712. You may not be discharged, demoted, or otherwise discriminated against as a reprisal for “whistleblowing”, which is defined for this purpose as making a disclosure that you reasonably believe is evidence of any of the following:

- Gross mismanagement of a Federal contract or grant;
- A gross waste of Federal funds;
- An abuse of authority relating to a Federal contract or grant;
- A substantial and specific danger to public health or safety; or
- A violation of law, rule, or regulation related to a Federal contract or grant (including the competition for, or negotiation of, a contract or grant).

These statutory rights apply to disclosures made by you to any of the following:

- A management official or other employee of Making Cents who has the responsibility to investigate, discover, or address misconduct;
- A Member of the US Congress, or a representative of a US Congressional committee;
- A cognizant US Inspector General;
- The US Government Accountability Office;
- A Federal employee responsible for contract or grant oversight or management at the relevant agency; or
- A US court or grand jury.

If you believe you have been retaliated against in violation of 41 U.S.C. § 4712, you are encouraged to report it to the Vice President, Projects and Operations. You also have the right to file a complaint with the Inspector General of the agency concerned. (See FAR § 3.908 for further information.)

Employees with any questions regarding this whistleblower policy should contact Human Resources.

Mandatory Disclosure Rule

As a US Government contractor, Making Cents is required to disclose certain types of illegal or improper conduct in connection with the award, performance, or closeout of a contract or subcontract. Disclosure to the US Government in a timely manner is required whenever Making Cents has credible evidence that a principal, employee, agent, or subcontractor of Making Cents has committed a violation of Federal criminal law involving fraud, conflict of interest, bribery or gratuities, or a violation of the US False Claims Act.

(The False Claims Act prohibits, among other things, knowingly presenting to the US Government a false claim for payment or approval, making or using a false record or statement material to a false or fraudulent claim, and making or using a false record to avoid or decrease an obligation to pay or transmit property to the US Government.)

Employees should promptly report to their supervisor or the Vice President, Projects and Operations any circumstances that may be considered a violation of these or similar laws.

Encouraging Open Communication by Others

Making Cents will not require any employee or subcontractor to sign or comply with internal confidentiality agreements or statements prohibiting or otherwise restricting such an employee or subcontractor from lawfully reporting waste, fraud, or abuse to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information – including, for example, USAID’s Office of the Inspector General. Any such prohibitions or restrictions that appear in existing agreements are no longer in effect and will not be enforced.

Full Cooperation with Investigations and Audits

It is the policy of Making Cents to cooperate fully with any US Government agencies responsible for audits, investigations, or corrective actions. This includes disclosure to the US Government of information sufficient for law enforcement to identify the nature and extent of any alleged offense and the individuals who may be responsible for the conduct in question. It also includes providing timely and complete responses to US Government auditors’ and investigators’ requests for documents and access to employees with information.

However, neither Making Cents nor any of its officers, directors or employees is required to waive any applicable rights or privileges, including attorney-client privilege, protections afforded by the attorney work product doctrine, and the Fifth Amendment right against self-incrimination.

In order to ensure that Making Cents and its personnel cooperate fully with investigations and audits – but without inadvertently waiving any applicable rights and privileges – employees should notify their supervisor and the Vice President, Projects and Operations immediately upon receiving any request for documents or information in connection with an investigation or audit.

Employees will also fully cooperate with any internal investigations or audits conducted by Making Cents or its authorized representatives.

Set Tone at the Top

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees’ ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Making Cents, we want the ethics dialogue to become a natural part of daily work.

Uphold the Law

Making Cents’ commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Making Cents policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

Because of the nature of our business and our status as a US Government contractor, some legal requirements warrant specific mention here.

a. Bribes and Gratuities to US Officials

It is a criminal offense to give, offer, or promise to give money or anything else of value to a US Government official in order to influence official action or as a gratuity for or because of any official act performed or to be performed by an official. See “Gifts, Gratuities and Business Courtesies”, below, for specific policies to

safeguard against bribes and gratuities.

b. US Lobbying and Political Activities

As a US Government contractor, Making Cents is subject to restrictions on lobbying Federal agencies or Congress in connection with Federal contracts, grants, or cooperative agreements. In addition, the costs of lobbying and political activities are generally not allowable under Federal contracts and grants. To ensure compliance with these restrictions, no employee of Making Cents shall engage in lobbying or political activity on behalf of Making Cents unless approved in advance by the President. An employee may communicate with Congress or the Executive Branch in his/her personal capacity, but such communications must not pertain to Making Cents in any manner, and no staff time, equipment, or other resources of Making Cents may be used to support such personal communications.

c. Anti-Kickback Act

US law prohibits giving or accepting any kickback in connection with a US Government contract or subcontract. A kickback is any money, fee, commission, credit, gift, gratuity, thing of value, loan, entertainment, service or compensation of any kind that is provided to any prime contractor or subcontractor (or an officer, employee, or agent) for the purpose of improperly obtaining or rewarding favorable treatment in connection with a US Government-funded prime contract or subcontract. See "Gifts, Gratuities and Business Courtesies", below, for specific policies to safeguard against kickbacks. You should promptly notify the Vice President, Projects and Operations if you believe that an illegal kickback has been solicited, offered, provided, or accepted.

d. Foreign Corrupt Practices Act:

Prohibitions against official bribery are by no means unique to the United States. What is unique to the United States is that its concern with corruption does not stop with its own officials but extends to the corruption of foreign officials as well. By far the most important, and certainly the best known, reflection of this concern is the Foreign Corrupt Practices Act of 1977 (the FCPA or "Act"), which imposes criminal penalties on American enterprises that bribe officials of foreign governments.

Whether you are Making Cents employee based in the United States or based abroad, you must understand and abide by the Foreign Corrupt Practices Act, which prohibits giving money or anything of value, directly or indirectly, to a foreign official for the purpose of improperly influencing an official act or decision, or securing any improper advantage, in order to obtain or retain business. It also prohibits unlawful political contributions to obtain or retain business overseas. Finally, this Act prohibits the use of false records or accounts in the conduct of foreign business. Before offering money or anything of value to foreign public officials (or candidates for office), including payments to facilitate routine government action, you must get advance approval from the President.

e. Suspension and Debarment

Making Cents will not knowingly employ an individual or enter into a contract with a company if the individual or company is suspended, debarred, or otherwise excluded from participating in Federal contracts. Making Cents will not knowingly employ an individual who has been convicted of an offense related to government contracting.

f. Executive Order No. 13224 on Terrorist Financing; OFAC Sanctions

US Executive Orders and US law prohibit transactions with and the provision of resources and support to individuals or organizations associated with terrorism, as well as certain other individuals and entities covered by sanctions administered by the Department of Treasury's Office of Foreign Assets Control ("OFAC"). It is the legal responsibility of all Making Cents employees, partners, vendors, and consultants to be in compliance with these Executive Orders and laws. Making Cents will not knowingly contract with an individual or entity that appears on the Specially Designated Nationals and Blocked Persons List maintained by OFAC (online at <http://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx>). Employees must check this list to ensure that any prospective employee, consultant, or other individual or entity with which Making Cents is considering doing business does not appear on this list. Any concerns in this regard should be reported immediately to the Vice President, Projects and Operations.

Competition

We are dedicated to ethical, fair and vigorous competition. We will sell Making Cents products and services based on their merit, superior quality, functionality, and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Making Cents or the sales of its products or services. We will not engage or assist in unlawful boycotts of any company, country or the nationals of any country. If you receive any boycott request, you should report it to the Vice President, Projects and Operations.

Proprietary Information of Third Parties

It is important that we respect the property rights of others. We will not acquire or seek to acquire by improper means, or make any unauthorized disclosure of, any trade secrets or other proprietary or confidential information of any other party. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Bid and Proposal Information; Source Selection Information

It is generally prohibited for anyone to knowingly obtain contractor bid or proposal information or source selection information before the award of a Federal agency procurement contract to which the information relates. This includes, for example, an offeror's cost or pricing data, indirect costs and direct labor rates, and proprietary information about manufacturing processes, operations, or techniques. It also includes evaluations of proposals, competitive range determinations, and rankings of proposals or competitors. We will not seek to obtain any such information before the award of a Federal contract. If you come into possession of such information, you must immediately notify the Vice President, Projects and Operations.

Classified Information

Special care is required in the handling of any information that has been classified by the US Government. Whenever such information is entrusted to Making Cents, we will follow Federal laws, regulations and policies regarding the protection and disclosure of classified information. No employee should accept or solicit classified information if there is reason to believe that its release was not authorized.

Confidentiality of Personal Information

Making Cents is committed to keeping the confidentiality of every employee's personal information. We limit access to your information and use it only for legitimate business purposes, such as the administration of human resources or benefits programs. Similarly, when personally identifiable information pertaining to others is entrusted to us, we will protect such information from unauthorized use or disclosure.

Selective Disclosure

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to Making Cents, its business operations, plans, financial condition, results of operations, or any development plan. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

Workplace Safety

Making Cents is dedicated to maintaining a healthy and safe work environment. Safety is a personal responsibility; each employee must know and comply with all applicable health and safety rules and procedures and work safely at all times. Employees must promptly report all injuries, incidents, illnesses, safety violations, and unsafe conditions as well as any safety concerns to the Vice President, Projects and Operations. Employees should:

- Look out for their own safety and the safety of others, especially visitors and new employees;
- Follow all laws and company standards regarding safety; and
- Immediately report all accidents, particularly those involving injury, and all unsafe conditions as required by law and company policy.

Drug- and Alcohol-Free Workplace

As a Federal contractor, Making Cents is required to make a good faith effort to maintain a drug-free workplace. Toward that end, the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in our workplace. In addition, employees must not come to work, or operate company vehicles, when they are under the influence of alcohol, illegal drugs, narcotics, or other unlawful substances. As a condition of continued employment, each employee must abide by the terms of this policy, and notify Making Cents in writing within five days if the employee is convicted under a criminal drug statute for a violation occurring in the workplace. Any violation of the requirements of this paragraph may result in disciplinary action, up to and including termination.

Using Mobile Devices and Texting While Driving

While operating a motor vehicle for business purposes, employees are required to be familiar with and comply with local laws regarding the use of mobile devices. In addition, while on Making Cents property or on Making Cents business, you may not use cell phones (including hands-free devices) or any other mobile electronic devices while operating a motor vehicle. If you need to make or answer a phone call, or use your mobile device for other purposes, safely pull over to the side of the road or to another location before doing so.

Avoid Conflicts of Interest

Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of Making Cents may conflict with our own personal or family interests. We owe a duty to Making Cents to advance its legitimate interests when the opportunity to do so arises. We must never use Making Cents property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Making Cents.

Here are some other ways in which conflicts of interest could arise:

1. Being employed (you or a close family member) by, or acting as a consultant to, any actual or potential competitor, supplier, contractor or customer, regardless of the nature of the employment, while you are employed with Making Cents.
2. Hiring or supervising family members or closely related persons.
3. Serving as a board member for an outside commercial company or organization.
4. Owning or having a substantial interest in any actual or potential competitor, supplier, contractor or customer.
5. Having a personal interest, financial interest, or potential gain in any Making Cents transaction.
6. Placing company business with a firm owned or controlled by a Making Cents employee or his or her family.
7. Accepting gifts, discounts, favors, or services from any actual or potential customer, competitor or supplier, unless equally available to all Making Cents employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or Human Resources.

Gifts, Gratuities and Business Courtesies

Making Cents is committed to competing solely on a merit of our products and services. We should avoid any actions that create a perception that favorable treatment of outside entities by Making Cents was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment, discounts, or other benefits from persons or companies with whom Making Cents does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of Making Cents or our customers, or would cause embarrassment or reflect negatively on Making Cents' reputation.

Employees should be especially vigilant to avoid offering or accepting gifts, entertainment, or anything else of value that may be considered an illegal bribe, gratuity or kickback. See “Bribes and Gratuities to US Officials”, “Anti-Kickback Act”, and “Foreign Corrupt Practices Act” above.

Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at Making Cents. We should not feel any entitlement to accept and keep a business courtesy. We may not use our position at Making Cents to obtain business courtesies, and we must never ask for them. We may accept unsolicited business courtesies that (1) comply with all restrictions stated in this Code and (2) promote successful working relationships and good will with the firms that Making Cents maintains or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business, or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company’s reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when Making Cents is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain Making Cents’ business.

We may accept occasional meals, refreshments, gifts, entertainment and similar business courtesies that are shared with the person who has offered to pay, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy conforms to the reasonable ethical practices of the marketplace, and is not prohibited by law or the policies that apply to any of the parties involved.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

In addition to the specific restrictions discussed above, employees must comply with the following:

- Exchanging gifts and sharing entertainment in connection with a legitimate business purpose can foster constructive relationships with third parties. However, gifts and entertainment should never affect, or appear to affect, impartial decision-making by Making Cents employees or anyone else. They should never be offered or received in exchange for preferential treatment.
- Certain gifts and entertainment can erode others’ trust in Making Cents and must be avoided. These include any gifts or entertainment that might appear to be bribes, raise questions about conflicts of interest for you or Making Cents, or would damage Making Cents’ reputation.

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom Making Cents does or may do business.

Employees with questions about accepting gifts and other business courtesies should talk to their managers or Human Resources.

“Hosting” is another strictly regulated activity. It involves paying for travel, accommodation, or daily living expenses for a third party (such as a government official or an employee of a commercial entity) in conjunction with their visit to a Making Cents office, site, or other location for the purposes of promoting, demonstrating, or explaining the benefits of Making Cents’ services. We must always follow the applicable laws and rules concerning the hosting of government officials and employees and our business partners. To ensure compliance, all hosting arrangements must be approved in advance by the Vice President, Projects and Operations.

Offering Business Courtesies

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Making Cents. An employee may never

use personal funds or resources to do something that cannot be done with Making Cents' resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to our customers. Further, the President may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The courtesy does not create the appearance of an attempt to influence business decisions.
- The customer accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her colleagues or having the courtesies known by the public.
- The business courtesy is properly reflected on the books and records of Making Cents.

Set Metrics and Report Results Accurately

Accurate Public Disclosures

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees with any responsibility for the preparation for such reports, including drafting, reviewing, and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform the President and Human Resources if they learn that information in any filing or public communication was untrue or misleading at the time it was made, or if subsequent information would affect a similar future filing or public communication.

Corporate Recordkeeping and Retention

We create, retain and dispose of our company records as part of our normal course of business in compliance with all Making Cents' policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate, and complete, and company data must be promptly and accurately entered in our books in accordance with Making Cents' and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Making Cents books, records, processes, or internal controls.

All emails, documents, and other records pertaining to the business and operations of Making Cents must be retained in accordance with Making Cents' record retention policy. It is especially important to preserve any and all records that may be relevant to any actual or potential audit, investigation, claim or dispute by or against Making Cents.

Avoiding False Claims; Correcting Overpayments

When preparing reports, budgets, statements, or other submissions required or requested by the US Government, employees must take utmost care to insure that information provided is accurate, complete, clear, and presented in a manner designed to enlighten and not mislead. Under no circumstances may an employee make a claim for payment for amounts not properly due to Making Cents for work performed, or any other false statement, representation, or certification on behalf of Making Cents, in either written or oral form. This includes charging all material, labor costs, and other expenses accurately, ensuring that unallowable costs are excluded from reported amounts, and complying with all required disclosures and representations.

In addition, if we become aware that the US Government has overpaid on an invoice, we are required to disclose this and remit the overpayment amount to the US Government. Knowing failure to timely disclose credible evidence of a significant overpayment may lead to Making Cents being suspended or debarred from US Government contracts.

If you become aware that any invoice, claim, statement, or report submitted to the US Government or any other customer is inaccurate, you should immediately notify your supervisor or the Vice President, Projects and Operations.

Compliance with Internal Controls

Making Cents has instituted a system of internal controls to ensure compliance with legal and contractual requirements, the integrity of our financial management systems, and the prudent stewardship of resources of Making Cents and our customers. Employees must support these internal controls and must not permit any attempt to avoid or evade them.

Promote Substance Over Form

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At Making Cents, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that Making Cents is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean we *should* do so.

Although Making Cents' guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact Human Resources.

Making Cents takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

Be Loyal

Confidential and Proprietary Information

Integral to Making Cents' business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

Use of Company Resources

Company resources, including time, material, equipment, and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Making Cents are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their teams and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, printers, and fax machines in the conduct of an outside business or in support of any religious, political, or other outside daily activity, except for company-requested support to nonprofit organizations. We will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the Making Cents network and our fellow employees, Making Cents reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or Making Cents' shared electronic resources. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager.

Intellectual Property

All works of authorship, inventions, discoveries and processes that are created, developed or produced by Making Cents' personnel during their employment are the sole property of Making Cents (subject to any rights that the US Government or another party may have under a contract or other agreement). In order to facilitate compliance with patent reporting requirements under US Government contracts, employees must promptly report any patentable inventions or processes to their supervisors. All computer software and other intellectual property owned by or licensed to Making Cents shall be used solely for authorized purposes and in furtherance of the business of Making Cents.

Media Inquiries

From time to time, Making Cents employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the Vice President, Business Development. No one may issue a press release without first consulting with the Vice President, Business Development or the President.

Other Legal Restrictions

Combatting Trafficking in Persons

Making Cents is committed to full compliance with the US Government's policy prohibiting trafficking in persons, as described in FAR 22.1703 and 52.223-50. Accordingly, no director, officer, employee, independent contractor, or other agent of Making Cents (or of any subcontractor of Making Cents) may engage in any conduct that is prohibited by that policy. Prohibited conduct includes, but is not limited to, the following:

- Engaging in severe forms of trafficking in persons during the contract performance period,
- Procuring commercial sex acts during the contract performance period,
- Using forced labor in the performance of the contract,
- Destroying, concealing, confiscating, or otherwise denying an employee access to his/her identity or immigration documents, such as a passport or driver's license,
- Using misleading or fraudulent practices during recruitment or offering employment,
- Using recruiters that do not comply with local labor laws of the country in which the recruiting takes place,
- Charging employees recruitment fees,
- Failing (when required) to provide or pay for return transportation upon the end of employment,
- Providing or arrange housing that fails to meet the host country housing and safety standards, and
- Failing to provide (if required by law or contract) a written employment contract, recruitment agreement, or other required work document.

(For a full description of prohibited conduct, see paragraph (b) of FAR 52.222-50, which is available online at <https://www.acquisition.gov/?q=/browse/far/52.>)

Any employee or agent who violates this policy will be subject to disciplinary action, up to and including termination of employment (or, in the case of an independent contractor, termination of his/her contract).

Making Cents has a legal duty to report to the US Government any credible information it receives from any source (including host country law enforcement) alleging that a Making Cents employee, subcontractor, subcontractor employee, or their agent has engaged in conduct that violates this policy. If you receive or become aware of any such information, report it immediately to the Vice President, Projects and Operations.

Child Safeguarding Standards

Under the terms of its contracts with the US Agency for International Development, Making Cents will comply with the following child safeguarding standards:

- (1) Ensure compliance with host country and local child welfare and protection legislation or international standards, whichever gives greater protection, and with US law where applicable;
- (2) Prohibit all personnel from engaging in child abuse, exploitation, or neglect; and
- (3) Consider child safeguarding in project planning and implementation to determine potential risks to children that are associated with project activities and operations.

Do the Right Thing

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with this Code and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- What would I tell my child to do?
- Is this the right thing to do?

Reporting Hotline

In addition to the reporting procedures discussed above, any employee who wishes to report instances of suspected misconduct on a confidential or anonymous basis may do so by sending an e-mail to BusinessConduct@makingcents.com.

What's at Stake?

Unethical conduct by employees, contractors, partners, or suppliers impairs the ability of Making Cents to do our work effectively, it harms our reputation, and it impairs our ability to get new work in the future. It may even result in the termination of Federal contracts, suspension or debarment of Making Cents from receiving new Federal contracts, fines, and criminal penalties.

Therefore, any employee who fails to comply with this Code may be subject to disciplinary action, up to and including termination for cause.

Accordingly, whenever you face any circumstances that may lead to a violation of this Code, we urge you to consult your supervisor or the Vice President, Project and Operations as soon as possible to seek advice on the appropriate course of action. It is imperative that advice be sought BEFORE any action is taken that may result in a violation of this Code.

Waivers

From time to time, in its sole discretion, Making Cents may determine to waive compliance with certain policies stated in this Code. Waivers will only be granted on a limited basis, and generally will be considered case by case. Waivers may be prospective or retroactive. Waivers must be approved in writing by the President..

Information and Resources

Ethics Hotline

BusinessConduct@makingcents.com

President: Timothy Nourse

202-577-1368 or tim@makingcents.com

Vice President, Projects and Operations: Susan Masse

202-783-4090 or susan@makingcents.com

Human Resources: Kathy Day

202-783-4090 or hr@makingcents.com

CODE OF BUSINESS ETHICS AND CONDUCT ACKNOWLEDGMENT: EMPLOYEE

Code of Business Ethics and Conduct

I have read Making Cents International's Code of Business Ethics and Conduct. I understand and agree to abide by the Code. I realize that any violations of the Code may lead to disciplinary action, up to and including termination of my employment.

Name (please print)

Signature

Date

CODE OF BUSINESS ETHICS AND CONDUCT ACKNOWLEDGMENT: CONTRACTOR

Code of Business Ethics and Conduct

I have read Making Cents International's Code of Business Ethics and Conduct. I understand and agree to abide by the Code. I realize that any violations of the Code may lead to disciplinary action, up to and including termination of my contractual relationship with Making Cents International.

Name (please print)

Signature

Date

CODE OF BUSINESS ETHICS AND CONDUCT ACKNOWLEDGMENT: SECONDEE

Code of Business Ethics and Conduct

I have read Making Cents International's Code of Business Ethics and Conduct. I understand and agree to abide by the Code. I realize that any violations of the Code may lead to disciplinary action, up to and including termination of my placement with Making Cents International.

Name (please print)

Signature

Date