



## Code of Business Conduct and Ethics

WidePoint has adopted policies on Business Conduct and Ethics. Failure to comply with these policies could result in direct and often significant harm to WidePoint, and will lead to disciplinary action up to and including termination, depending on the circumstances. Employees are responsible for reporting potential or actual violations of WidePoint's standards of business conduct and ethics to his or her supervisor and alternative escalation points as described below.

### Standards of Business Conduct

We are committed to conducting our business in an ethical way and in compliance with applicable laws and regulations. Accordingly, the work rules and standards of conduct for WidePoint are very important, and the Company regards them seriously. All employees are required to become familiar with these rules and standards and acknowledge our business conduct and ethics policies. In addition, employees are expected to follow the rules and standards faithfully in doing their own jobs and conducting WidePoint's business. Please note that any employee who deviates from these rules and standards will be subject to corrective action, up to and including immediate termination of employment. The following examples of inappropriate conduct are in no way a limitation on or intended to change the Company's at-will employment policy:

- Theft or inappropriate removal or possession of property
- Falsification of timekeeping records
- Working under the influence of alcohol or illegal drugs
- Possession, manufacture, distribution, sale, transfer, dispensation or use of alcohol or illegal drugs in the workplace
- Fighting or threatening violence in the workplace
- Immoral actions or intimidating others
- Boisterous or disruptive activity in the workplace
- Negligence or improper conduct leading to damage of Company-owned or customer-owned property
- Insubordination or other disrespectful conduct
- Violation of safety or health rules
- Smoking in the workplace
- Sexual or other unlawful or unwelcome harassment and touching
- Excessive absenteeism or any absence without notice
- Unauthorized use of telephones, or other Company-owned equipment
- Using Company equipment for purposes other than business (e.g., playing games on computers or personal Internet usage)
- Unauthorized disclosure of business "secrets" or confidential information
- Violation of personnel policies
- Unsatisfactory performance or conduct

We cannot anticipate every possible situation that may arise and for that reason, when one of our employees is confronted with a matter that is not specifically covered by the WidePoint Code of Business Conduct, we expect that employee to ask himself or herself two questions before proceeding: (1) does it feel right, (2) how would I feel

if my actions were the subject of a front-page news report or a direct inquiry from a regulatory agency and 3) did I consider existing policies and procedures and consult with subject matter experts?

These rules apply to any and all interactions with customers, fellow employees or anyone else associated with the workplace.

## Relationships and Responsibilities Within the Company

### *Maintaining a Safe and Productive Work Environment*

We expect that each WidePoint employee conduct themselves as required by WidePoint's business conduct standards. We must stress that, as a company the issue of avoiding a hostile workplace environment deserves special comment. While it is a principal responsibility of C-Level executives and they're appointed Managers to exercise personal behavior and oversight that maintains a productive, non-hostile work environment, every employee shares a responsibility.

It is WidePoint's policy to provide a workplace that is safe and free from all threatening and intimidating conduct. Therefore, WidePoint will not tolerate violence or threats of violence of any form in the workplace, at work-related functions, or outside of work if it affects the workplace. This policy applies to WidePoint employees, customers, guests, vendors, and persons doing business with WidePoint. It will be a violation of this policy for any individual to engage in any conduct, verbal or physical, which intimidates, endangers, or creates the perception of intent to harm persons or property. Examples include but are not limited to:

- Physical assaults or threats of physical assault, whether made in person, visual or by other means (i.e., in writing, by phone, fax, or e-mail).
- Verbal conduct that is intimidating and has the purpose or effect of threatening the health or safety of a co-worker.
- Any other conduct or acts which management believes represents an imminent or potential danger to work place safety/security.

WidePoint as an employer and the employee bear a joint responsibility to enforce this policy. As such each of us must clearly communicate our disinterest in or offense taken regarding any discrimination or perceived verbal, physical, visual or other method of harassment. We are all responsible for upholding this policy and commitment. Supervisors should immediately report any incidents of harassment, but the responsibility does not end there. It is the responsibility of every employee, at every level, to report any incident he/she believes violates this policy without fear of reprisal or recrimination. Workforce safety considerations:

- Any employee who feels that (s) he has been threatened should immediately report their concern to their manager and the Director of Human Resources.
- If you observe anyone exhibiting threatening behavior or making threatening statements, warn others in the area and immediately notify the Director of Human Resources. Stay away from the person exhibiting the threatening behavior. Depending upon the level of concern, (9) 9-1-1 may be called immediately.

**Never attempt to confront any person exhibiting threatening behavior.**

- If you have reason to believe that events in your personal life could result in acts of violence occurring at work, you are strongly urged to confidentially discuss the issue with the Director of Human Resources so that a prevention plan can be developed.

Employees who anonymously report suspected violations should give a sufficiently detailed description of the factual basis for the allegations so that an appropriate investigation can be made.

Anyone with questions or complaints about workplace behaviors, which fall under this policy, may discuss them with a supervisor or a Human Resources representative. WidePoint will promptly and thoroughly investigate any reported occurrences or threats of violence. Violations of this policy will result in disciplinary action, up to and including immediate termination of employees.

### *Confidential Information and Company Property*

During your employment by WidePoint, you may have access to confidential and proprietary data that is not known by competitors or within the Company's industries and lines of business generally. This information (hereinafter referred to as "Confidential Information") includes, but is not limited to, data relating to the Company's marketing and servicing programs, procedures and techniques; the criteria and formulae used by the Company in pricing its products and services; the structure and pricing of special packages that the Company has negotiated; lists of customers and prospects; the identity, authority, and responsibilities of key contacts at Company accounts; the composition and organization of accounts' businesses; the peculiar risks inherent in their operations; sensitive details concerning the structure, conditions, and extent of their existing products and services; contract expiration dates; commission rates; service arrangements; proprietary software, Web applications and analysis tools; and other data showing the particularized requirements and preferences of the accounts.

To protect the Company's interest in this valuable asset, you must (a) not use any such Confidential Information for your personal benefit or for the benefit of any person or entity other than the Company, and (b) use your best efforts to limit access to such Confidential Information to those who have a need to know it for the business purposes of the Company. In addition, you should minimize those occasions on which you take documents, computer disks, or a laptop containing such Confidential Information outside the office. On those occasions where it is necessary, consistent with the best interests of the Company and doing your job effectively, to take documents, a computer disk, or a laptop containing Confidential Information outside the office, all appropriate precautionary and security measures should be taken to protect the confidentiality of the information.

Any and all employee inventions created during an employee's work hours, or from the use of the company's equipment or facilities is a work for hire and is the property of the company. Any employee who intends to maintain property rights in any invention that relates to the company's products or services must discuss this matter with the CEO at the inception of any such effort.

Upon termination of your employment at the Company, you are required to return all such records to the Company and may not retain any copy of any such records or make any notes regarding any such records. We reserve the right to search for such information and property in personal items while on Company premises such as vehicles, purses, briefcases, etc.

This Confidential Information constitutes a valuable asset of the Company, developed over a long period of time and at substantial expense.

## Relationships and Responsibilities Outside the Company

### *Exchange of Information with Competitors*

Communication with competitors would be an infringement of antitrust laws, specifically if the communication were accompanied by some action. The prohibitions of this policy are intended to avoid antitrust infringements. Under this policy, no employee shall discuss information on any subject with a competitor or another third party acting on behalf of a competitor to remain compliant with Section I of the Sherman Antitrust Act, unless WidePoint legal counsel determines that such communication would not violate antitrust laws.

When participating in trade associations and other meetings with competitors, employees shall not attend:

- Unauthorized meetings with competitors.
- Meetings where the communication with competitors are in violation of the paragraph above.
- Meetings for trade associations held to discuss business without adhering to the formal rules established by the trade association for its meetings.

Employees must recognize that participating in development and product certification events impacting competitors or suppliers may initiate antitrust violations. Consult legal counsel before attending any organization, which may develop standards or certify products with competitors.

### *Non-Disclosure Policies*

The protection of confidential business information and trade secrets is vital to the interests and the success of WidePoint. Such confidential information includes, but is not limited to, the following examples:

- material non-public information
- computer processes
- computer programs and codes
- customer lists
- customer preferences
- financial information
- marketing strategies
- new materials research
- pending projects and proposals
- proprietary production processes
- research and development strategies
- policies and procedures

C-Level executives and certain key personnel may be required to sign a more detailed non-disclosure agreement as a condition of employment. **Employees who improperly use or disclose trade secrets or confidential business information will be subject to disciplinary action, including termination of employment, and potentially subject to civil and/or criminal action, even if they do not actually benefit from the disclosed information.**

Our professional ethics requires that each employee maintain the highest degree of confidentiality when handling customer affairs as well.

### *Prohibitions of Improper Payments*

WidePoint requires all employees to only use lawful practices involving governmental authorities. As a result, kickbacks and bribes offered with the intent of inducing or rewarding specific buying decisions and/or actions are strictly prohibited. No employee of WidePoint shall offer to make direct or indirect payments of value in the form of compensation, gifts or contributions or otherwise to any of the following:

- Persons or Companies employed by or acting on behalf of a customer (private or governmental) for the purpose of rewarding favorable actions in a transaction.
- Any governmental officials, political parties or officials of a party or candidate for political office, for the purpose of rewarding favorable actions or influence of the official, party or candidate.

The stipulations of this section are not applicable to ordinary, reasonable business entertainment expenses and gifts of no substantial value. Management should exercise sound judgment and discretion with regard to controlling and authorizing such business expenses on a regular basis.

### *Political Contributions*

WidePoint will not make any contributions to any political party or candidate for political office. Federal law does not allow corporations in the United States to contribute to the political process in any significant amount. There are, however, various states that do allow corporate contributions to political parties and candidates in conjunction with state and local elections.

Any employee who must authorize, make or agree to a payment, which may be contrary to this policy, must report this information to his/her supervisor or WidePoint's legal counsel immediately. If an employee learns that another coworker is engaging in conduct contrary to this policy, he/she must report this information immediately to his/her supervisor or WidePoint's legal counsel. Management personnel who receive a report will promptly discuss the issue with legal counsel for further investigation.

### *Antitrust Laws*

Antitrust laws are relevant to many business decisions, and those who engage in illegal actions against such laws are subject to fines and imprisonment, or both. Management shall guide the employee in abiding by antitrust decrees applicable to the organization. The following policies have been put in place to provide compliance tips to our employees:

- (i) No employee shall enter into an agreement (expressed or implied; formal or informal; written or oral) with any competitor restricting any of the following conditions or business offering:

- Prices
- Costs
- Profits
- Offerings of products and services
- Terms of sale conditions
- Production or sales volume
- Production capacity
- Market share
- Quote decisions
- Customer selection
- Sales territories
- Distribution methodology

(ii) No employee shall enter into an agreement with a purchaser/lessee restricting the right of the purchaser/lessee to determine the price to resell or lease the product in question. Employees may also not enter in such agreements when WidePoint is the purchaser/lessee in the agreement.

(iii) The following situations may be in violation of antitrust laws under certain circumstances. Employees may not enter into these agreements without consulting legal counsel in advance, and obtaining clearance to enter into such agreements.

- Agreements with customers or suppliers regarding the sales or purchases of reciprocal purchases or sales by customers and/or suppliers.
- Agreements with purchasers or lessees of products of WidePoint, which would restrict customers from using or reselling products as they choose to do so.
- Agreements with any party that would restrict all parties involved manufacturing a product or providing a service to a third party.

WidePoint adheres that it will comply with all U.S. anti-trust laws<sup>1</sup> and foreign antitrust laws applicable to normal business operations and will hold employees responsible for abiding by these legislations as well.

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<sup>1</sup> U.S. anti-trust laws enforced include the Sherman Act, Scott-Rodino Anti-trust improvements act of 1976, national cooperative research and production act, webb-pomerene act, export trading company act of 1982, wilson tariff act, antidumping act of 1916, taffic act of 1930, trade act of 1974, among other relevant international agreements and guidelines.