

DAI CODE OF BUSINESS CONDUCT AND ETHICS

June 2021

A Message from Our President and CEO



Colleagues,

Thanks for taking to time to review this latest iteration of our *Code of Business Conduct and Ethics*.

Regularly updating the guidelines by which we do business is crucial to our continued success as a global development company. Our core values of integrity, excellence, responsibility, and global citizenship are unwavering, but the world we work in is always in flux and constantly offering new tests and applications for the principles we live by. At the same time,

DAI is expanding into new technical areas and markets with new kinds of services, such as our work through DAI Capital and the Sustainable Business Group. Accordingly, we find ourselves encountering new kinds of questions and facing new kinds of choices. And the societies in which we work are themselves evolving, leading them—quite rightly—to demand ever-higher standards of all enterprises.

Our commitment to global citizenship, to take just one of our core values, is absolute and non-negotiable: “We depend on our diversity and inclusiveness, respect the cultures in which we work, and treat everyone, everywhere with professionalism and dignity.” But like organizations all over the world, we have chosen to take a hard look at this and other values we espouse and make sure we are living up to them.

While we have made real progress on gender equity, for example, the journey is not complete, and the broader aid and development industry has not been spared its share of shameful incidents of sexual exploitation, abuse, and harassment (SEAH). At DAI, we responded to the call for heightened awareness and vigilance around SEAH by appointing a full-time Global Director of Safeguarding.

Similarly, the movement for racial and social justice—initially sparked by police malfeasance in the United States but reflecting much deeper social inequalities and extending beyond America’s borders—caused us to launch a Racial and Social Justice Initiative that will lead to a much sharper focus on issues of diversity, equity, and inclusion at DAI. We’re proud to respond to the moral imperatives of our time, and some of the changes in the *Code* reflect these new points of emphasis.

Just as the *Code* will never be “finished”—we will always be looking for ways to refine our guidelines, adapt to new circumstances, plug holes, address unexpected challenges—it can never be exhaustive. You will always be able to find something we should have anticipated or a novel case where you will have to apply principles rather than established precedent. But this document is the working model of how we expect you to conduct business here at DAI. As always, if you have any questions about how to apply the *Code* in your everyday work, or suggestions about how we might improve it, please contact Chief Ethics and Compliance Officer Mike Walsh.

And finally, please remember: If you see something, say something. If you’re aware of anybody, or any group, or any process or system that is not living up to DAI standards, let us know. The mechanisms for reporting are listed in this document, and you have our word that you will be treated respectfully, in confidence, and with the assurance that you will face no retaliation of any kind.

A handwritten signature in black ink, appearing to read 'Jim Boomgard'. The signature is fluid and cursive, with a long horizontal line extending to the right.

Jim Boomgard
President and CEO



Our Mission and Values

DAI's mission is to make a lasting difference in the world by helping people improve their lives. We envision a world in which communities and societies become more prosperous, fairer and better governed, safer, healthier, and environmentally more sustainable.

To achieve this mission, we must be a great place to work and we must be a successful business. We need to attract and retain extraordinary talent, and provide our team with professional opportunity, fair salary and benefits, and a healthy work-life balance. We also must perform as a business so that we can meet our obligations and invest in our future. The more successful we are as a business, the greater development impact we can have.

In everything we do, we live by four core values:

Global Citizenship

We are a global company with a global outlook. We depend on our diversity, respect the cultures in which we work, and treat everyone, everywhere with professionalism and dignity. We thrive on collaboration with our partners around the world, and share with them the hope that our work will leave the world a better place.

Integrity

We have an uncompromising commitment to civility and ethical behavior. We play by the rules and do the right thing.

Excellence

We demand of ourselves the highest technical and professional standards. We celebrate innovation, learning, and service. We have an unwavering desire to "stretch," as individuals and as an organization.

Responsibility

We are accountable to our clients, our colleagues, and the communities where we work. If we fall short, we own up, fix the problem, and get it right the next time.



GLOBAL CITIZENSHIP



Respect: No Harassment and No Bullying

At DAI, we expect everyone to treat each other with respect. Whether a colleague, a manager, or supervisor—or even someone we work with outside DAI—respect underpins everything we do. It is an essential part of the right to decent work, enshrined in all our core values and in international standards. It is a cornerstone of our professional practice.

Respect in the workplace is about being fair, abandoning discriminatory behaviors, and valuing everyone's contribution. It means that we treat other people and their work with the respect due to them as human beings and as colleagues, regardless of our personal opinions. At its most basic, it means being treated as we would wish to be treated ourselves. Racism and other discriminatory behaviors, bullying, and harassment are the very opposite of respect.

So how do we define harassment? How do we know the difference between harassment and bullying?

Firstly, harassment is always linked to some form of discrimination. This can be discrimination based on race, sex, gender, age, sexual identity, disability, religion, or any other characteristic that is protected by law or regulation, such as veteran status in the United States. Even if a form of discrimination isn't prohibited in one country, if it is prohibited anywhere, then it falls within this **Code**. Harassment can be verbal or non-verbal communication (including writing or pictures), physical conduct, threats, retaliation, or repeated small actions of micro-aggressions. Harassment has the intention and/or the consequence of creating an intimidating, hostile, or offensive work environment. It unreasonably interferes with an individual's work performance and can adversely affect an individual's employment opportunities. It damages the victim's self-esteem and confidence and can even have long-lasting physical or mental health consequences.

Bullying is behavior which is: repeated, hurtful, abuses power, and intentional. It can include belittling or excluding someone; picking on a person; criticizing them publicly or unreasonably; or shouting at someone. Like harassment, it can take place in a physical location or online. Like harassment, bullying is bad for the individual, bad for the work environment, and bad for DAI.

Bullying and harassment can be one-on-one or involve people ganging up on an individual to make them feel belittled or excluded.

If you are experiencing harassment, bullying, or other forms of disrespect at DAI, you can tell Human Resources, your line manager, the Ethics and Safeguarding team (ethics@dai.com; safeguarding@dai.com), a trusted colleague, or the client. If you witness harassment, or bullying at DAI, you must tell someone, and you should support the victim.

Don't be a bystander.





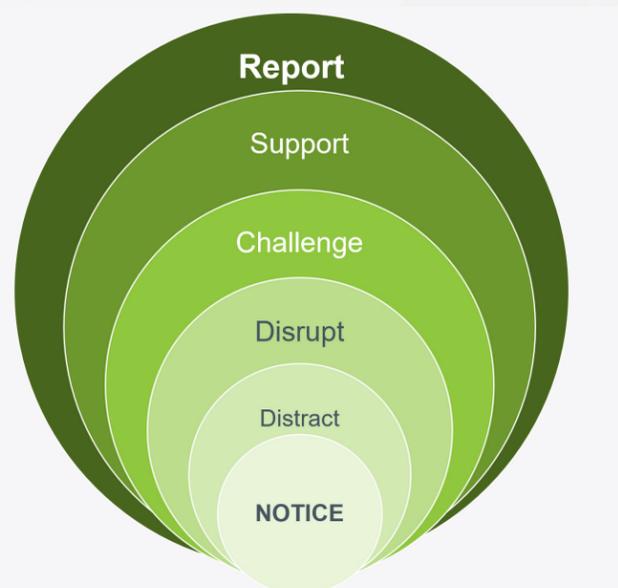
Bystander Behavior

Fraud, corruption, human rights abuses, and exploitation only happen because other people remain silent. Almost always, someone could have noticed and acted. At DAI, we believe we all have responsibility to take action, whenever we see, hear, or suspect any behavior that contradicts our core values.

In cases of discrimination, abuse, exploitation, harassment, or bullying, we ask everyone to put themselves in the position of the victim and think: "What would I want someone to do?" In cases of fraud or corruption, we ask everyone to remember that the money should be spent on helping shape a more livable world, not to go into the pockets of wrongdoers.

If you see, hear, or suspect something, you must speak up. If it's safe to do so, you can take immediate action such as disrupting the behavior, supporting the victim (even just going and standing by them can be effective), or letting the perpetrator know that you have witnessed what they're doing. If it's not safe at the time, you can still support the victim and you must report what you have witnessed. Choose to be an ally, not a bystander.

If you see something, say something.



Safe, Secure, and Healthy Work Environment

The safety and security of employees and affiliates are DAI's top priorities. The company will ensure that appropriate arrangements, processes, and procedures are in place to provide a secure workplace, taking account of the operating environment and level of risk involved in the performance of DAI's work. In preparing for international work travel and especially for travel to countries determined by DAI to be high or very high risk, and as required by DAI's Global Security policy, staff should coordinate with DAI Global Security (DAIsecurity@dai.com). In countries where DAI has an existing presence, travelers should also coordinate with in-country Security Focal Point staff members who are based with projects. DAI staff are required to follow the procedures and guidance outlined in DAI's Global Security policy and in project security plans.

DAI is also committed to providing a work environment free from illegal drugs, violence, threats of violence, and the influence of alcohol. The illegal use, sale, purchase, transfer, or possession of any controlled substance while on DAI premises or conducting DAI business is strictly prohibited. We all have a duty to comply with health and safety rules. While we must also be responsibly alert to our surroundings to avoid taking unnecessary risks, we must all report any risks, threats, or incidents as soon as possible.



"Our lives begin to end the day we become silent about things that matter."

— Martin Luther King Jr.





Non-Retaliation and Whistleblower Protection

The willingness of employees and the understanding of the need to report concerns is essential to the enforcement of this **Code**. In fact, it is your duty to raise breaches of this **Code** to management's attention. Failure to notify management may itself, in some circumstances, be a basis for disciplinary action. Accordingly, anyone may submit a responsible concern or complaint regarding ethics or compliance without fear of dismissal or retaliation of any kind.

DAI will not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any person in terms and conditions of employment based upon any lawful actions that person may take in making a good-faith report of ethics or compliance concerns.

Supervisors are trained and expected to listen to allegations in a respectful manner. If you have questions or concerns about possible retaliation or any other obstacle to reporting, please contact the Ethics and Compliance Officer, Global Director of Safeguarding, Human Resources, or the ethics hotline.



Non-Discrimination and Equalities Policy

DAI's success hinges on its people and the diverse perspectives and approaches they bring to our work. We are an equal employment opportunity/affirmative action employer. We are committed to equal opportunity for all, in every aspect of our work. If you have any questions or concerns about possible discrimination or violations of the equalities policy, please contact your Chief of Party/Team Leader, Ethics and Compliance Officer, Human Resources, or the ethics hotline.



Diversity, Equity, Engagement, and Inclusion

To truly shape a more livable world, DAI is directly confronting racism and racial discrimination and holding ourselves accountable for positive change within the company and in the communities, cultures, and countries where we live and work. In our commitment to anti-racism, we commit to taking deliberate actions to provide equal opportunities for DAI staff on an individual and systemic level. As such, DAI's Diversity, Equity, Engagement, and Inclusion (DEEI) program has been established to assure racial equity is at the core of DAI—as reflected in our operations, strategy, practices, policies, decisions, and behaviors—through institutionalizing internal assessment, planning, and change processes.



Disability

DAI recognizes the value of all employees and everyone's abilities. We expect all employees to respect the rights of people with disabilities, whether employees or not. In our employment practices, we take reasonable steps to accommodate the particular needs of people with disabilities. DAI recognizes that people with disabilities are represented in all groups and communities so may face multiple forms of discrimination. Any form of harassment or other discrimination based on disability is against DAI's core values, this **Code** and applicable legislation.



Safeguarding Against Sexual Exploitation, Abuse, and Harassment (SEAH)

DAI has an unswerving commitment to preventing children, women, and other vulnerable adults from any form of SEAH. This policy sits alongside other DAI policies and practices such as those relating to child protection, modern-day slavery, whistleblowing, and dispute resolution (disciplinary and grievance) procedures. When any form of SEAH is committed by someone working for, or with, DAI, it is a breach of all our core values, our clients' values, and the foundation on which the international development sector is built. DAI strives to incorporate and lead best global practice. For instance, we base our definitions of sexual exploitation, sexual abuse, and sexual harassment closely on those used by the United Nations.



“**By that point in the party, he was clearly intoxicated. He was all over her and she was visibly uncomfortable with the way he was touching her.**”

—
How would you respond?

”

Safeguarding Against Sexual Exploitation, Abuse, and Harassment (SEAH)

DAI operates a zero-tolerance policy towards any form of SEAH, in accordance with international practice and our main clients' policies. This means that all DAI personnel and consultants, subcontractors, and grantees must adhere to the following standards of behavior. Any allegations or concerns raised will be investigated and action taken as appropriate.

- No sexual activity with any child: A child is defined as age 18 or under, regardless of the age of consent locally—by statute or practice. Mistaken belief about the age of a child is not a defense.
- No buying sex: This includes buying any form of sexual activity from adults, whether during office hours or non-business time. It applies even if prostitution is legal locally. The prohibition includes obtaining sexual favors in return for non-monetary items such as goods or services and it includes obtaining or accepting sexual favors in return for jobs, contracts, connections, or qualifications.
- Sexual harassment or bullying of any nature that includes sexual harassment or abuse, in or outside the workplace is considered a breach of DAI's policies.

DAI aims to **prevent** SEAH by minimizing opportunity (e.g., prohibiting one-on-one contact with children) through robust and repeated training (including an emphasis on reporting concerns); creating a culture where SEAH in any form is not tolerated; and maintaining a work environment where all employees feel respected, valued, and free of harassment.



Reporting Safeguarding Concerns

If you have been subjected to any form of SEAH, or you think you have seen or heard any indication of SEAH, we want to hear from you. The willingness of employees and others to report safeguarding concerns is essential to the enforcement of this policy. Unless you are the victim/survivor, you must report all incidents, suspected incidents, or reports of incidents to the appropriate channels.

The protection of the victim/survivor and the person who raised the concern is our paramount consideration. If something happened a long time ago, we still want to know about it and if you are the victim/survivor, no one will criticize you for not raising it earlier.

Safeguarding concerns can be raised in the following ways:

- Directly to the Global Director of Safeguarding: safeguarding@dai.com
- Directly to the Ethics and Compliance Officers: ethics@dai.com
- The ethics hotline: www.dai.ethicspoint.com and ethics@dai.com
- Directly to Human Resources at headquarters or on projects
- To a Chief of Party/Team Leader or supervisor
- To a safeguarding focal point on a project or DAI office
- Employees can always report directly to the client

DAI will not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any person in terms and conditions of employment based upon any lawful actions that person may take in making a good-faith report of ethics or compliance concerns. Supervisors are trained and expected to listen to allegations in a respectful manner. If you have questions or concerns about possible retaliation or any other obstacle to reporting, please contact the Ethics and Compliance Officer, Global Director of Safeguarding, Human Resources, or the ethics hotline.

Any report, allegation, or suspected activity that breaches the above will be immediately investigated by people who are trained and experienced. DAI applies a victim/survivor-centered approach to all safeguarding concerns or allegations and investigations.



Child Protection

DAI believes that all children—everyone under the age of 18—have the right to be protected from abuse, neglect, exploitation, and violence, as stated in the United Nations Convention on the Rights of the Child, the African Charter on the Rights and Welfare of the Child, and other instruments.

This means that we take all possible steps to protect children from:

- Physical abuse
- Sexual abuse or exploitation
- Emotional abuse
- Neglect and negligent treatment
- Trafficking
- Commercial exploitation—including child labor and modern slavery

While different countries have different definitions and understanding of what child abuse is, the basic principle will always remain that the rights and welfare of the child are paramount. Even if the local environment permits behavior which constitutes abuse, this permission will **not** apply to anyone associated with DAI's work.

If you think a child is in danger of any form of abuse or neglect, you must report it through the appropriate channels. Do not investigate it yourself. If you're not sure what to do, talk to your supervisor, Chief of Party or Team Leader, Human Resources, or the Ethics and Safeguarding team. If you think that another DAI employee is abusing or neglecting a child, you must report it. In an emergency—if you think a child is in imminent danger, you must inform the local authorities.

It is not DAI's role to decide whether a child has been abused or not. Where there is any cause for concern, DAI will ensure that the correct authorities are notified.



Anti-Human Trafficking

We believe that all human beings should be treated with dignity, fairness, and respect, and we are committed to upholding fundamental human rights. DAI will only engage with vendors, suppliers, consultants, subcontractors, grantees, and clients that demonstrate a serious commitment to the health and safety of their workers and operate in compliance with human rights laws. DAI does not use or condone the use of slave labor, nor will we tolerate the procurement of commercial sex acts or any other form of human trafficking, nor the degrading treatment of individuals, including their employment in unsafe working conditions.

Any DAI employee, vendor, supplier, consultant, subcontractor, or grantee that engages in any form of human trafficking is subject to termination. Immediately contact your supervisor, Chief of Party/Team Leader, Human Resources, Chief Ethics and Compliance Officer, or the Global Director of Safeguarding if you suspect you have witnessed any form of human trafficking.



"DAI takes the strongest possible stance against all forms of human trafficking. Trafficking happens because of poverty, injustice, and inequalities—everything that DAI strives to eliminate."

—Sarah Maguire,
Global Director of Safeguarding



Political Activities

As a citizen, you have the right to engage as an individual in the political process and make political donations, as long as you do not represent that DAI is making the contribution and provided there is no conflict of interest involved with your job or your association with DAI or the client.

DAI does not fund political contributions, in cash or in kind, anywhere in the world. This prohibition includes support of political activity, political parties or their representatives, political campaigns, and candidates or any of their affiliated organizations. Any questions or concerns about political activities may be directed to your supervisor, Chief of Party/Team Leader, Human Resources, or the Ethics and Compliance Officer.





Communicating with Media and the Public

Routine program-related media relations (e.g., publicizing workshops) are managed by the Team Leader or Chief of Party. If you are contacted by the news media on matters that are out of the ordinary or may involve reporting on DAI or the client, please contact the head of DAI Corporate Communications to coordinate a response. If you have any questions about your use of social media and how it might affect DAI, please contact the head of Corporate Communications or the Chief Ethics and Compliance Officer.



Using Information, Email, and Social Media Responsibly

DAI uses global electronic communications and resources as a routine part of business activities. Do not use electronic media to initiate, save, or send items that are hostile, harassing, offensive, threatening, or inappropriate; to initiate, save, or send chain letters or other widespread non-business distributions; or to initiate or participate in any malicious, unauthorized, or fraudulent use of company resources. Also, avoid soliciting for commercial, charitable, religious, or political causes and interfering with or disrupting network users, services, or equipment. Gaining unauthorized access to databases or information sources or damaging computer equipment, software, or data are grounds for termination.



Data Privacy

DAI recognizes the importance of protecting personal information and data. We have adopted the requirements of the European Union's General Data Protection Regulations (GDPR) as our global standard for data privacy as reflected in our privacy policy (<https://www.dai.com/privacy-policy>). We only collect personal information when the data is necessary for business purposes. We collect it in a lawful and fair manner, relying primarily on the consent of individuals to collect, process, and hold data. DAI will only share your personal information with others when we are legally permitted to do so, and it will only be retained for as long as is reasonably required.

Any accidental or unlawful breach of personal data must be reported immediately to your supervisor, Team Leader/Chief of Party, the OIMT support desk (support@dai.com), or the Chief Ethics and Compliance Officer as soon as possible.





INTEGRITY



Preventing Bribery and Corruption

You must avoid any activity that would breach the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act (UKBA), Austrian Criminal Law Code, Belgium Criminal Code, local law, or international standards of best practice. DAI holds itself accountable to the UKBA across all projects and activities. You are responsible for assisting DAI to prevent bribery and corruption:

- **Bribery.** Do not directly, or indirectly, solicit, accept, offer, promise, or give a bribe or other improper payment, gift, favor, or hospitality to obtain or retain business, approvals, or other improper business advantage.
- **Facilitation Payments.** Do not make small payments to “grease” approvals or actions on the part of government officials. Facilitation payments are prohibited under the UKBA. Under certain circumstances, DAI may pay for the commercial services of an expeditor to process goods through customs. The terms of reference in the associated contract must be explicit and must prohibit payments to “grease” approvals on the part of a government official.
- **Kickbacks.** Never ask for or accept anything of value from vendors, grantees, or contractors that do business with DAI. You may accept gifts and hospitality of nominal value (a meal offered during a business meeting, for example, or a notepad with an organization’s logo on it).
- **Sexual Exploitation.** Never make sexual favors a condition for support to beneficiaries.
- **Gratuities.** Never pay or provide gifts, favors, or hospitality to a government official after you receive a favorable action or decision.
- **Contributions.** Do not make contributions to candidates for public office or to political parties or other political organizations on behalf of DAI. Personal contributions are permissible.



Exceptions

- **Personal Safety Payments.** When confronted with a demand for payment from the police, military, or paramilitary or there is an imminent threat to health or safety, a personal safety payment may be made. Report the incident as soon as possible through the ethics reporting channels.
- **Hospitality, Nominal Gifts, and Honoraria.** DAI-approved advertising items of nominal value (pens, hats, T-shirts, and so on), plaques, and certificates of recognition may be offered to government officials. Modest meals, refreshments, and nonalcoholic beverages in accordance with local customs and practices are also allowed. However, in no event should the value of the courtesy exceed \$20 per person/per occasion or \$50 per person annually. Honoraria to host government officials must be nominal and occasional for work outside normal duties and working hours to avoid conflicts with official duties and must be consistent with local laws and policies.



Examples or indicators of possible procurement fraud:

- Shared addresses and phone numbers of bidders
- Unjustified or inflated costs in post-award modifications
- Multiple awards for similar work to same contractor
- Unreasonably short time limit to bid
- Failure to meet contract specifications
- False, inflated, or duplicate invoices
- False statements and claims
- Product substitution
- Leaking bid price information
- Fictitious vendors
- Manipulation of bids
- Purchase for personal use or resale
- Rigged specifications to favor vendor
- Split purchases to avoid review limits
- Unbalanced bids
- Unjustified sole-source awards
- Unnecessary purchases
- Collusion
- Diverting purchases or payments to unintended parties



Preventing Personal Conflicts of Interest

DAI's success depends upon our ability to make objective, prudent decisions, and to act with integrity. An actual or apparent conflict of interest occurs when an individual's personal interest biases his or her professional judgement. You must not put yourself in a position where decisions or actions would be influenced by outside employment/directorships, or close personal or family relationships. You are responsible for assisting DAI to prevent conflicts of interest based on bias by promptly and fully informing your supervisor, Human Resources, or Ethics and Compliance Officer of any situation that may appear to be a potential conflict of interest or to raise any questions or concerns regarding personal conflicts of interest.

The following are common examples of potential personal conflicts of interest that should be disclosed to your supervisor, Human Resources, or Ethics and Compliance Officer:

- **Outside Employment:** Holding a second job while working fulltime for DAI that affects your ability to do your regular job.
- **Financial Interest:** Owning a financial interest in a business that competes with or seeks subcontracts or purchase orders from DAI.
- **Board Memberships:** Serving on the board of a competitor, client, supplier, or other service provider.
- **Employment of Relatives and Friends:** Hiring or supervising a friend or relative. Awarding or overseeing a subcontract, purchase order, or grant to an entity that is owned by or employs a friend or relative.
- **Gifts and Entertainment:** Soliciting or accepting any cash, gifts, loans, entertainment, or benefits that are more than modest in value from any competitor, subcontractor, vendor, or grantee.
- **Proprietary Information:** DAI employees are often entrusted with proprietary information that must not be used for personal gain.



Preventing Organizational Conflicts of Interest

DAI plays by the rules. We take pride in competing fairly and performing top-quality work, untainted by conflicting roles or unfair advantages. Appearances are important when anticipating and managing a conflict of interest. Your intuition is a useful guide in how to respond to possible bias or an unfair advantage. Act immediately so that quick action can be taken to limit any conflict or appearance of a conflict. You are responsible for assisting DAI to prevent conflicts of interest based on unfair advantage by promptly and fully informing your supervisor, Team Leader/Chief of Party, or Ethics and Compliance Officer of any situation that may appear to be a potential organizational conflict of interest, or to raise any questions or concerns regarding conflicts of interest.

The following are common examples of potential organizational conflicts of interest that should be immediately disclosed or discussed with your supervisor, Chief of Party/Team Leader, or Ethics and Compliance Officer:

- **Procurement-Sensitive Information:** Nonpublic information related to a competitive solicitation, such as draft terms of reference/statements of work and client budgets may be considered an unfair advantage and must not be accepted or accessed. Similarly, DAI procurement-sensitive information associated with subcontracts and grants must also be protected from disclosure to assure a fair and trustworthy solicitation process.
- **Designing or Developing Activities for Clients:** Providing input directly into a competitive solicitation may lead to perceptions that the activity is designed to favor DAI.
- **Evaluating Our Own Performance:** Evaluations should be conducted by a third party to assure objectivity.
- **Proprietary or Business-Sensitive Information of Competitors:** Information on our competitors, including proposal budgets, indirect cost rates, salaries, and technical approaches must not be asked for and if received inadvertently, must be protected from further exposure.



Promoting Fair Competition and Good-Faith Dealings

In soliciting for equipment, supplies, and services, we promote fair competition to ensure that DAI and its clients obtain the best value for money and are best positioned to achieve the smooth implementation of development projects. We treat vendors, subcontractors, consultants, and awardees fairly, in accordance with DAI values. DAI policies and procedures are designed to quickly and fairly select those vendors, subcontractors, and other implementing partners most likely to succeed, considering price, quality, and ability to deliver. DAI's procurement process includes opportunities for vendors and offerors to ask questions about the solicitation and to report concerns to the Chief of Party/Team Leader, Ethics and Compliance Officer, or ethics hotline.

Effective management of solicitations—with clear prohibitions on kickbacks, bribes, or conflicts of interest—strengthens the relationship with our vendors and subcontractors. Such practice sets a standard for fair competition and good-faith dealings that is essential to effective contracting. Contact your project support team for guidance on best practices and procurement policies.

In addition, DAI complies with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly, and they prohibit conduct seeking to reduce or restrain competition. If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, contact DAI's General Counsel.



Gifts and Entertainment

DAI employees, members of their families, and DAI subcontractors must comply with the FCPA, the UKBA, and local anti-corruption laws in not giving or offering gifts (including equipment, money, unusual discounts, or favored personal treatment) to government officials for the purpose of receiving approvals, government services, or obtaining or keeping business.



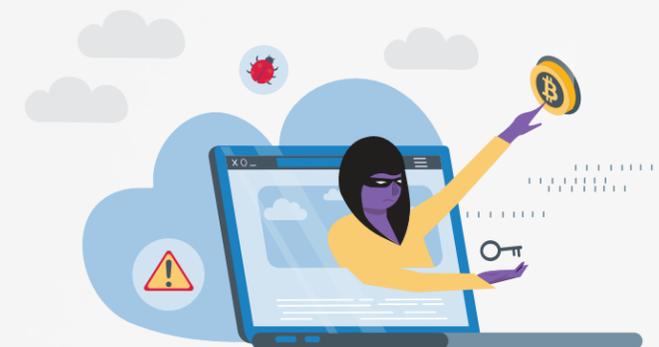
Making the Right Decision—and Documenting It

Ethics are the foundation of successful performance. While it may sometimes seem tempting to take shortcuts for the sake of expediency in the pursuit of project goals, this can be avoided with timely and proper project planning. If you are confronted with an urgent problem that appears to necessitate making an exception to a DAI policy, immediately consult with your senior managers and Chief of Party/Team Leader. Do not delay in documenting the reasons for the policy exception, making sure to describe the issue, circumstances, and outcome of the decision.



Protecting Information and Data

You must be vigilant in protecting proprietary and confidential information obtained in the performance of DAI's work. Any information which, if released, would have an adverse impact on an individual's privacy or a business/organization's competitiveness, or on client programs or their foreign relations, is considered proprietary or confidential and must be controlled and restricted. Examples include proprietary or confidential information, nonpublic procurement-sensitive information, financial reports, financial performance documents, financial plans, medical and personal information, and DAI proposal details. You may not disclose any nonpublic information related to the client, implementing partners, or beneficiaries for any reason. If you need to send confidential information outside DAI, use appropriately encrypted emails or websites. Sharing such information outside of DAI may require senior management approval or a nondisclosure agreement (available from the General Counsel), so please consult senior management before acting.





Handling Nonpublic, Procurement-Sensitive Information

Fair procurement competition requires a level playing field in which no firm has an unfair advantage by virtue of having more information than competitors. Good procurement practice requires that all potential bidders/offerors have the same information to prepare well-informed and responsive proposals. Unfair receipt of information or access to data—such as DAI budget estimates, procurement plans, bids and bidders, and other nonpublic information—distorts the solicitation process and may result in an inappropriate award. Accordingly, you must control procurement-related information internally so that its release is managed fairly and appropriately.

You must also be aware that receipt of nonpublic, procurement-sensitive information from potential clients may also give the appearance of an unfair advantage, which may in turn jeopardize DAI's eligibility to compete on solicitations. If you receive information on funding levels, program design documents, draft solicitations, or other procurement-sensitive information that is not publicly available, do not forward it within DAI. Immediately contact your supervisor, Chief of Party/Team Leader, or the Ethics and Compliance Officer to discuss next steps.

Confidential Information

If your answer to any of these following questions is “yes,” the information is confidential and should be protected.

- Is this information a company's trade secret?
- Would DAI be disadvantaged or harmed if others knew this information?
- Would your project be jeopardized if the information was not held in confidence?
- Does the information include personal identifications that may jeopardize an individual's privacy?



Ethical Decision-Making Tool

When time does not permit you to consult with senior management, this tool will help you make an ethical decision.

- What is the specific problem and possible solutions?
- Is your preferred solution legal?
- Is it the right thing to do?
- Does it reflect DAI values and comply with DAI policies and this code of conduct?
- Would you discuss your actions without hesitation with colleagues, friends, or family?
- How will the decision look if published in a newspaper or covered by the media?



Complying with International Trade Sanctions

Carrying and sending goods from one country to another is subject to the customs laws of the transit nations. Certain goods and services including, but not limited to, electronic equipment, food products, chemical substances, and valuable items can be subject to heightened customs and export controls. When you carry or ship items abroad on behalf of DAI, do your research about the country of origin, any countries through which the items will be transported, and the destination country. Make sure you only carry or ship goods abroad if you are sure there are no restrictions at any location throughout your itinerary. Additionally, certain activities or transactions with specified countries and regimes, entities, or individuals can be subject to sanctions. Make sure you do your due diligence on all partners, customers, clients, etc., prior to undertaking business activities. Questions can be directed to exportcontrol@dai.com or DAI's General Counsel.



Exercising Due Diligence and Vetting/Screening

At DAI, you play an important part in how we manage projects, comply with client/donor requirements, and mitigate risks, and that responsibility entails ensuring the eligibility, responsibility, and capability of subcontractors, consultants, or grantees to perform and finance the assigned work (or must be able to obtain the necessary capacity and financing) given their current workload. Depending on the nature of the award, it should have adequate accounting and operational controls; a satisfactory record of performance, integrity, and business ethics, including safeguarding against SEAH; and must be otherwise qualified and eligible to receive an award under applicable laws and regulations.

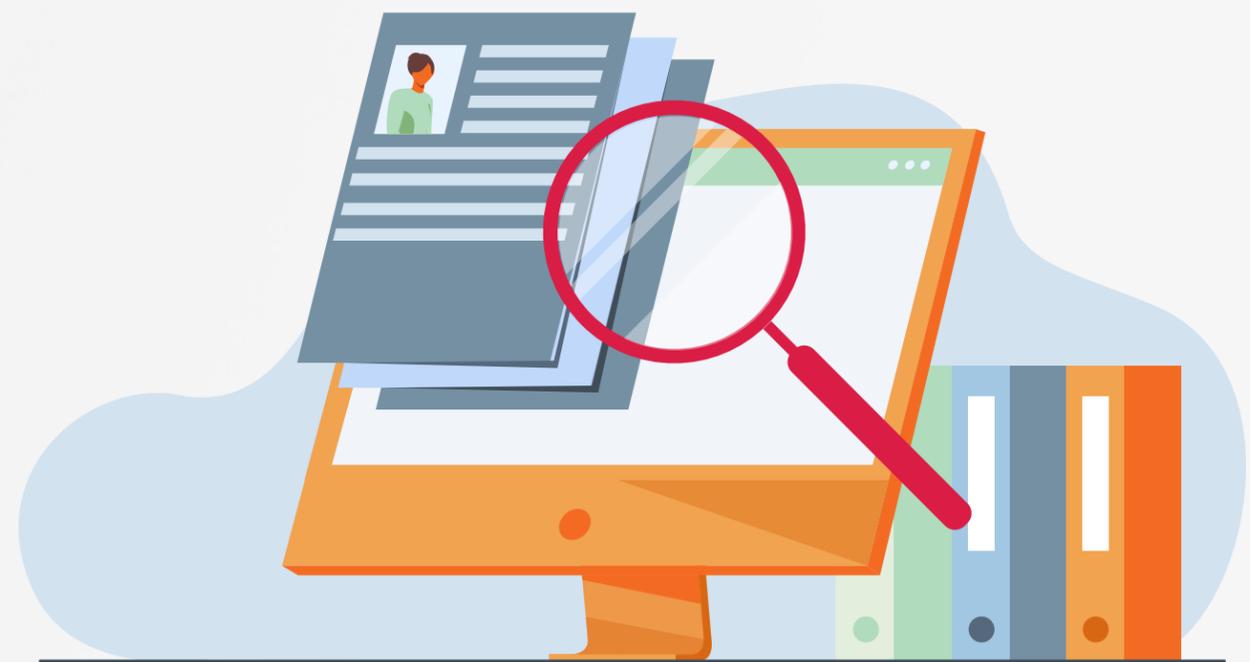
Individuals, companies, and organizations are subject to eligibility restrictions from various governments and/or clients. Part of the eligibility determination may include excluded parties/restricted parties screening, vetting of recruitment candidates, consultants, grantees, subcontractors, and vendors against established web-based databases, as well as due diligence to determine the suitability and capability of an organization to perform work. Clients may also require specific vetting of individuals and entities. It is our responsibility to comply with the spirit and letter of these requirements to prevent client funds from use by terrorists, drug traffickers, criminals, and other prohibited entities, and align our risk mitigation decisions with DAI's core values and our ethics and safeguarding policies.

Failure to exercise comprehensive due diligence, screening, and vetting can result in significant penalties, may damage DAI's ability to win future projects, and may result in loss of project funds, time, or benefits to beneficiaries. Contact DAI's General Counsel if you have questions.



Cooperating with Audits and Investigations

Audits and investigations are an important oversight responsibility of DAI and our clients. You are expected to cooperate with audit and investigation efforts and provide timely and reasonable access to personnel for interviews and documents for review. When contacted by an outside auditor or investigator, please notify your supervisor, senior management, Human Resources, or your Chief of Party/Team Leader, as well as the Internal Audit office or Director for Risk Management, and the Ethics and Compliance Officer.





EXCELLENCE



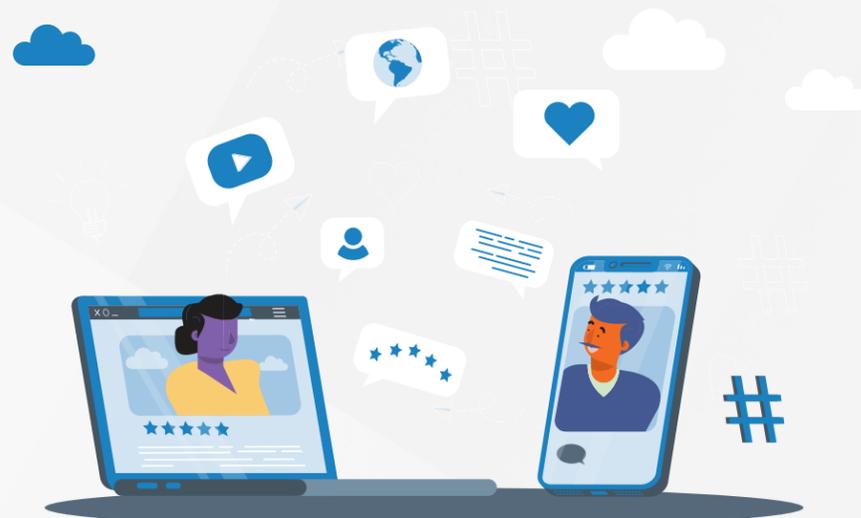
Ensuring Quality

DAI is committed to achieving the highest technical and professional standards. We ensure that services performed and products provided meet or exceed the quality specifications in contracts and other customer agreements by establishing and monitoring oversight systems, maintaining substantiating evidence, documenting authorizations and approvals, and conducting training and regular reviews of performance. We don't sacrifice excellence for expediency. An important part of excellence is holding ourselves accountable as individuals and as a company to our values and our commitments to safeguarding and actively countering racism and social inequality.



Managing Client Relationships

Maintaining a constructive and collaborative business relationship with DAI's clients is essential to our success. You are expected to assist in this process by responsibly managing contractual, legal, policy, and professional matters, and meeting all ethical requirements. Our clients rely on us for appropriate solutions and responsible management of their resources. You should bring to the immediate attention of senior management any concerns raised by client representatives so that we can take control of the issue and respond appropriately.



“Innovation has always been at the heart of DAI. But innovation without integrity is a hollow foundation. From our relentless emphasis on ethics training to our leadership on safeguarding or our commitment to more consistently demand racial and social equity, DAI’s employees know that how we conduct ourselves in the world is part and parcel of the good work we do.”

—Maria Otero, DAI Board





RESPONSIBILITY



Your Duty to Seek Advice and to Report

If you have concerns about improper or questionable behavior or suspected violations of this *Code*, you should consult quickly with your supervisor, Chief of Party/Team Leader, their deputies, Human Resources, the Global Director of Safeguarding, or the Ethics and Compliance Officer. Unless you are a victim, you are **expected** to report your concerns or allegations as soon as possible. Remember that you can also do this confidentially and anonymously—without fear of retaliation—through DAI’s ethics hotline or ethics website. If you fail to report suspected ethical violations committed against someone else or against DAI, you could be considered culpable.

Timely notification is best as it permits DAI to address issues expeditiously—before any more harm is done—and it allows us to inform our clients if we need their involvement. We recognize that fear of retaliation is a serious concern in reporting incidents and allegations. But it’s better to report late than not at all.

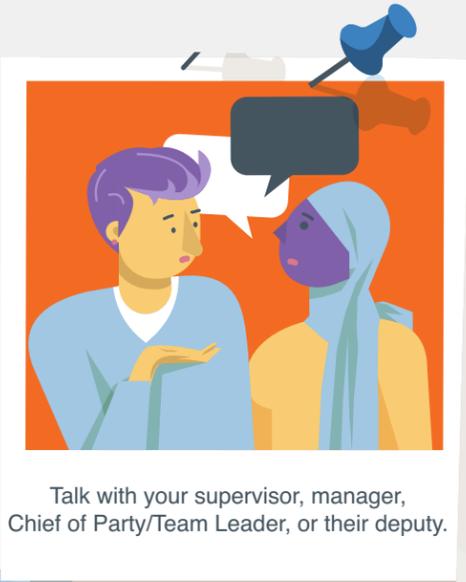
If you are a victim, for example of sexual exploitation or bullying, DAI recognizes that reporting can be more difficult. The protection of the victim is our paramount concern. By reporting your concern, you enable DAI to take appropriate action and to put a stop to the misconduct. Please remember that you can report anonymously through the ethics hotline or the ethics website as well as to Human Resources, your supervisor, Chief of Party/Team Leader, the Global Director of Safeguarding, or the Ethics and Compliance Officers. How you report is your choice.

HOW TO REPORT ETHICS ISSUE AT DAI

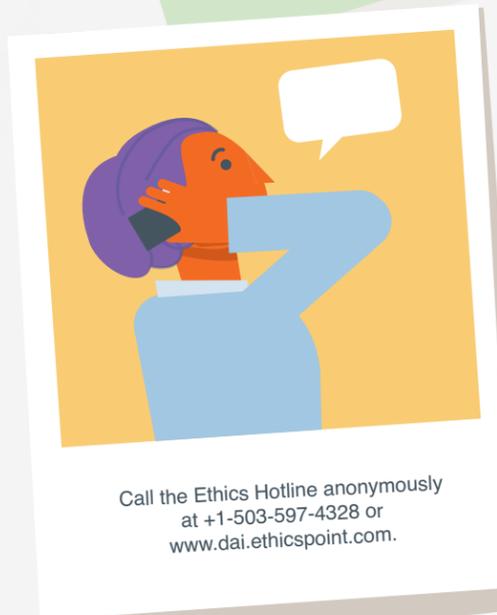
All reports ultimately go through the Ethics and Compliance Officer for review and next steps.

Contact the Ethics & Compliance Officer (ECO) at ethics@dai.com

Global Director of Safeguarding at safeguarding@dai.com



Talk with your supervisor, manager, Chief of Party/Team Leader, or their deputy.



Call the Ethics Hotline anonymously at +1-503-597-4328 or www.dai.ethicspoint.com.

Reach out to management, Human Resources, or other project support staff.

Alert the client directly or email the client’s hotlines, such as USAID’s at ighotline@usaid.gov or FCDO’s at reportingconcerns@fcdo.gov.uk, or EU’s at comp-whistleblower@ec.europa.eu

Additional Resources

- How to Report Ethics & Safeguarding Issues at DAI
- Investigation Process (What Happens After a Report is Received)
- Ethics for Supervisors Guide for Receiving Reports



Training Requirements

Periodically, you will be required to take DAI training on ethics, anti-harassment, and safeguarding during on-boarding and annually as well as other training related to the *Code*. At the completion of the annual training, you are required to provide a written certification that you have reviewed, understand, and agree to comply with *DAI's Code of Business Conduct and Ethics*. This certification is your pledge to honor and fully comply with the *Code's* provisions. You are subject to disciplinary action, up to and including termination, if you fail to do so.



Your Responsibility as an Employee

You should feel safe in reporting concerns and/or allegations, and confident that DAI will respond appropriately. You can, and should, make decisions and take actions on issues when it falls within your authority to do so. When you see something, say something. You are also responsible for:

- Following DAI's *Code of Business Conduct and Ethics*.
- Taking annual ethics, anti-racism, anti-harassment, and safeguarding training and participating in supplemental reviews and meetings to ensure that you are fully aware of the issues involved.
- Notifying your supervisor, senior leadership, Ethics and Compliance Officer, or the ethics hotline if you suspect fraud, conflict of interest, bribery, facilitation payments, kickbacks, gratuities, or other corrupt practices, or any violations of the *Code*.
- Notifying the Global Director of Safeguarding, senior leadership, the ethics hotline, your supervisor, Human Resources, or Ethics and Compliance Officer if you suspect violations of DAI's anti-harassment or safeguarding policies.
- Seeking assistance or clarification to avoid unethical or illegal conduct prior to taking any action that may be questionable.

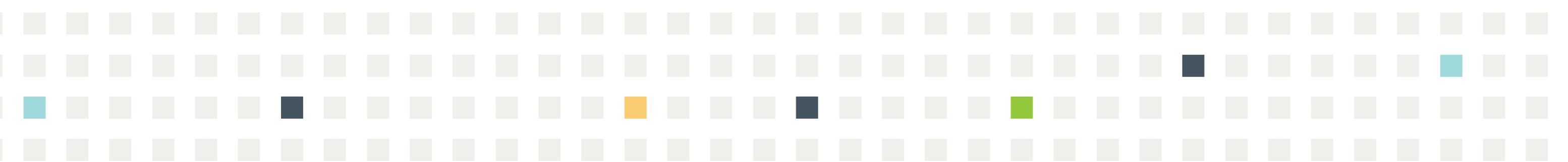


Your Responsibility as a Manager, Supervisor, or Chief of Party/Team Leader

If you are a DAI manager, supervisor, or Chief of Party/Team Leader—or deputy—you are responsible for ensuring that your direct and indirect reports understand and follow the *Code*. You must establish and maintain a workplace culture of respect in which employees feel comfortable doing what's right and uncomfortable doing wrong. Make yourself available for questions and elevate issues or allegations immediately to the proper level. You must take great care in handling ethical, racism, and safeguarding reports to protect the reporter from threats of retaliation. No investigative steps should be taken until the matters is elevated to the Ethics and Compliance Officer, Global Director of Safeguarding, or appropriate manager and next steps have been agreed upon. Leaders must be ethical role models, demonstrating integrity, accountability, and respect for everyone, and regularly communicate DAI's expectations for ethical conduct while professionally and personally supporting these expectations. DAI employees must regularly hear that their leaders take ethical behavior and compliance seriously.

When an employee reports an ethical issue to a manager, supervisor, Chief of Party/Team Leader:

- Listen to the employee
- Ask: Can I resolve the issue myself within my job's authority?
- Ask: Should I immediately escalate the possible ethical or safeguarding issue?
- Consult with a senior leader, Ethics and Compliance Officer, Global Director of Safeguarding, or contact the hotline
- Help to resolve the issue as instructed by a senior leader
- Conclude the issue by informing the reporting employee of action taken



Ethics and Compliance Officers

Ethics and Compliance Officers are the primary point of contact for questions, concerns, and allegations related to possible ethics or compliance violations, and for the receipt of any such allegations. They monitor and log all issues, coordinate reviews and investigations, communicate with individuals making allegations, ask follow-up questions as necessary, and provide information on the resolution of ethics issues.

The Chief Executive Officer has delegated authority to the Chief Ethics and Compliance Officer to make necessary disclosures to U.S. Government clients; the Ethics and Compliance Officers in Europe are responsible for disclosure of matters pertaining to their clients' projects. When there is disagreement on the necessity for disclosure, the Chief Executive Officer makes the final decision. The Chief Ethics and Compliance Officer reports to the General Counsel and has a "dotted-line" reporting relationship to the Chair of the Finance, Audit, and Compliance Committee of the DAI Board of Managers.

Global Director of Safeguarding

The Global Director of Safeguarding is the primary point of contact for questions, concerns, and allegations relating to SEAH. The Global Director of Safeguarding conducts or oversees investigations into SEAH and provides technical support to projects so they can better prevent and respond to SEAH. The Global Director of Safeguarding reports to the Chief Ethics and Compliance Officer.

Ethics and Safeguarding Committees

An Ethics and Safeguarding Action Committee is convened in response to ethics, safeguarding, and racism allegations. It is chaired by the Chief Ethics and Compliance Officer, or Global Director of Safeguarding and its members may include Internal Audit, Human Resources, Contracts, General Counsel, the Diversity, Equity and Inclusion Lead, project management, and others as necessary.

The Global Ethics and Safeguarding Committee provides input to the Global Ethics and Safeguarding Program and is chaired by the Chief Ethics and Compliance Officer. The committee includes Ethics and Compliance Officers, the General Counsel, the Diversity, Equity and Inclusion Lead, and representatives from across the global organization.

Executive Leadership and Board of Managers

DAI's Global Executive Team (GXT) is responsible for setting and reinforcing a culture of ethical behavior and compliance. The GXT ensures that all employees are trained and meet the ethical standards laid out in the *Code* and holds them accountable for compliance. GXT members monitor risks and issues to inform changes needed in policy and practice. The General Counsel is a member of the GXT and has a direct reporting line to the Chair of DAI's Board of Managers.

The Board oversees DAI's Global Ethics and Safeguarding Program and ensures it is appropriate and effective. It ensures that DAI employs best practices, benchmarked against other firms, and promulgates up-to-date policies and procedures in response to evolving risks and regulations. The fact that most members of the Board are external to DAI contributes to its independent perspective. Ethics and Compliance Officers and heads of Internal Audit report regularly to the Finance, Audit, and Compliance Committee and the full Board of Managers.

CONTACT

Ethics & Compliance Officer at
ethics@dai.com

Global Director of Safeguarding at
safeguarding@dai.com

Data Protection Officer at
data_privacy@dai.com

DAI Global Security at
DAIsecurity@dai.com

**Comply with International
Trade Sanctions at**
exportcontrol@dai.com

IT support & reporting at
support@dai.com

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