



CiPro Technology Solutions, LLC

Ethics & Conflict of Interest Policy

CiPro maintains and follows a code of ethics designed to ensure integrity is foremost in all our business dealings – not only with our Clients, but also between our Clients and their customer base – the Government.

Our policy is simple and paramount in our daily business:

- Loyalty to our Clients
- Transparency in our business dealings
- Refuse outcome-based compensation for Government procurements
- Follow both the spirit and intent of all laws and regulations
- Do not knowingly misrepresent a Client to the Government

Accordingly, we have adopted the following Ethics & Conflict of Interest (COI) Policy:

CiPro will not work for any direct competitor of a current Client during the course of any contract – unless both the current Client and the prospective Client are in agreement regarding our performing work for both firms. A tie goes to our current Client – always.

When contacted by a prospective Client (prospect), we review our current arrangements for potential conflicts before allowing discussions to progress. If a conflict appears to exist, we notify both the prospect and our existing Client of the potential conflict (note: we will not divulge our existing Client's name until it becomes necessary). If the prospect still desires to engage CiPro, we will not do so until after our existing Client has been notified in writing and agreed to the engagement and has participated in drafting a COI Mitigation Plan that will guide future business dealings with both firms.

CiPro will not conduct work for a Client that plans to, or takes, any future action in conflict with laws and regulations of the United States or its various States and Territories.

CiPro will not participate in the creation, publication, or submission of any document or communication to the U.S. Government that we know to be fraudulent or substantially untrue.

This policy applies to all CiPro Partners, as well as contractual third parties or partners doing business with the company. All are expected to abide by the provisions that are applicable to them.

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It is important that all CiPro Partners refrain from engaging in any activity or having a personal interest that presents a real or potential “conflict of interest.” A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of CiPro. A conflict of interest can arise whenever a CiPro Partner takes an action or has an interest that prevents the Partner from performing the company’s duties and responsibilities honestly, objectively and effectively. While it is not possible to describe all activities that could create a conflict of interest, some common examples of potential conflicts include:

- **Financial Interests.** It may be a conflict if a CiPro Partner (or a member of his or her family) has a financial interest in a company that does business or competes with CiPro or could otherwise affect CiPro’s business.
- **Outside Employment or Consulting Services.** CiPro Partners should not work for or consult with any company or business that competes with CiPro or does a material amount of business with CiPro or otherwise creates the appearance of a conflict of interest, or that negatively impacts Partner’s work for CiPro.
- **Outside Board Service.** CiPro Partners should not serve as Partners for a significant competitor, or any other company that creates a material conflict of interest.
- **Personal Relationships.** Working with relatives or others with whom CiPro Partner has a close personal relationship can, in some instances, present a conflict of interest. CiPro’s Partners should avoid situations where loyalty to another individual may impair objective decision making, internal controls, or increase the risk of unauthorized exchange of confidential information.