

QOMPLX Policy #103 Code of Business Conduct and Ethics

Effective Date: 21 July 2021

This policy describes QOMPLX's commitment to conduct its business in strict compliance with all applicable laws and regulations; it is the company's policy to do so.

Introduction

The Board of Directors (the "Board") of QOMPLX, Inc. (the "Company") adopted this code of business conduct and ethics (the "Code"), which is applicable to all directors, officers and employees of the Company, to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote the full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the "SEC"), as well as in other public communications made by or on behalf of the Company;
- promote the protection of Company assets, including corporate opportunities and confidential information, software, computers, office equipment and supplies;
- promote fair dealing practices;
- promote compliance with applicable governmental laws, rules and regulations;
- deter wrongdoing; and
- require prompt internal reporting of breaches of, and accountability for adherence to, this Code.

This Code may be amended only by resolution of the Company's Board. In this Code, references to the "Company" mean QOMPLX, Inc. and, in appropriate context, its subsidiaries. For purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, this Code shall be the code of ethics for the Company's Chief Executive Officer, Chief Financial Officer, controller or other chief accounting officer, and any other senior executive or financial officers of the Company performing similar functions and so designated from time to time by the Chief Executive Officer of the Company (collectively, the "Senior Executive and Financial Officers").

Honest, Ethical and Fair Conduct

Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. In particular, Senior Executive and Financial Officers hold an important and elevated role in maintaining a commitment to (a) honest and ethical

conduct, (b) full, fair, accurate, timely and understandable disclosure in the Company's public communications, and (c) compliance with applicable governmental rules and regulations.

Each person must:

- act with integrity, including being honest and candid while still maintaining the confidentiality of the Company's information where required or in the Company's interests;
- observe all applicable governmental laws, rules and regulations, including all applicable international laws whenever they travel on Company business;
- maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or mandated by law. Confidential information includes all nonpublic information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed, such as information about business, marketing, product and service plans, business and pricing strategies, financial information, forecasts, designs, databases, personnel information, customer and supplier lists and data and similar types of information provided by clients, suppliers and business partners;
- comply with the requirements of applicable accounting and auditing standards, as well as Company policies, in order to maintain a high standard of accuracy and completeness in the Company's financial records and other business-related information and data; adhere to a high standard of business ethics and not seek a competitive advantage through unlawful or unethical business practices;
- endeavor to deal fairly with the Company's customers, suppliers, competitors and employees; refrain from taking advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice;
- protect the assets of the Company and ensure their proper and efficient use for legitimate business purposes;
- refrain from copying Company and thirty party technology and software, unless with specific authorization and only to perform assigned responsibilities;
- ensure all third party technology and software is properly licensed. The license agreements for such third party technology and software may place various restrictions on the disclosure, use and copying of such technology and software which shall be complied with at all times;
- refrain from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position or by using corporate property, information or position for personal gain outside the scope of employment with the Company or competing with the Company; and
- avoid "related-party transactions" or conflicts of interest, wherever possible, except under guidelines or resolutions approved by the Board (or the appropriate committee of the Board). For purposes of this Code, "related-party transactions" means those transactions as defined as such in the Company's Policy on Related Party Transactions. A "conflict of interest" occurs when an individual's private interest interferes in any way – or even

appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Anything that would be a conflict of interest for a person subject to this Code will also be a conflict of interest if it is related to a member of his or her family or a close relative. Examples of conflict of interest situations include, but are not limited to, the following:

- loans to, or guarantees of obligations of such person;
- any significant ownership interest in any supplier or customer;
- any consulting or employment relationship with any customer, supplier or competitor;
- any outside business activity that detracts from an individual’s ability to devote appropriate time and attention to his or her responsibilities with the Company;
- the receipt of any money, non-nominal gifts or excessive entertainment from any company with which the Company has current or prospective business dealings;
- being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any close relative; or
- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable officers or directors are permitted to so purchase or sell; and any other circumstance, event, relationship or situation in which the personal interest of a person subject to this Code interferes – or even appears to interfere – with the interests of the Company as a whole.

Third Party Dealings

Company Interests. Employees, officers and directors are expected to devote their best efforts and substantially full business time to the performance of their duties and the advancement of the business and affairs of the Company. The Company’s resources and information should not be used for personal gain, whether financial or otherwise. No employee or director shall use their position or contacts to further private interests.

Avoid Conflicts. Employees, officers and directors shall avoid any personal relationship, activity, investment or association that competes with the Company, impairs such employee’s or director’s ability to fulfill his or her responsibility to the Company, could appear to interfere with such employee’s or director’s good judgment concerning the Company’s best interests or involves or may involve an actual or potential conflict between his or her personal interest and the interest of the Company.

Moonlighting. Employees wishing to engage in any “moonlighting” activities should notify their supervisor in writing prior to beginning the activity. The Company will review any such employee’s proposed activity and advise whether approval is given to proceed. The Company shall not approve proposed “moonlighting” activity that (a) involves use of the Company’s facilities, information or materials, (b) is conducted during the employee’s hours of employment with the Company, (c) involves the Company’s clients or business partners, (d) relates to the Company’s current or proposed business activities, or (e) is in an area of the employee’s expertise at the Company. The Company will not approve any activity that it believes to be in conflict with any such employee’s duties to the Company, and any approved moonlighting

activities must not adversely impact any such employee's ability to fulfill his or her job responsibilities at the Company.

Honest Competition. The Company has a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Employees, officers and directors should endeavor to deal fairly with the Company's customers, vendors, service providers, suppliers, competitors and employees. Employees, officers and directors or director should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

Antitrust Laws. The Company complies with all antitrust laws. Antitrust laws are designed to protect customers and the competitive process. These laws generally prohibit the Company from establishing price fixing arrangements with competitors, sharing pricing information or other competitive marketing information with competitors or allocating markets or clients with competitors, entering into agreements with competitors or clients to boycott particular clients or competitors and establishing a monopoly or attempted monopoly through anticompetitive conduct. Noncompliance with antitrust laws can have extremely negative consequences for the Company.

Gifts. Employees, officers and directors must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. In general, gifts, favors and payments may not be offered or provided, unless they are consistent with accepted business practices, sufficiently limited in value, in a form not construed as a gratuity, bribe or payoff, not in violation of applicable law and generally accepted ethical standards, and of a type such that public disclosure of the facts surrounding such gift would not cause embarrassment or harm to the Company. Government employees and contractors are subject to varied and complex rules regarding acceptance of gratuities, often prohibiting them from accepting anything of value unless expressly authorized by applicable statute or regulation, and certain commercial enterprises may be subject to Government limitations or gratuities. Further, under certain statutes, such as the United States Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction.

Employees, officers and directors may not accept for themselves and members of their family any gifts, favors, entertainment or payments without a legitimate business purpose and without disclosure to the Company. Such prohibited gifts also include items such as hats, clothing or other promotional products. Any gifts valued or perceived to be valued at more than \$25 can not be accepted without first obtaining approval from the Company's legal department. In addition, no employee or director shall seek or accept personal loans (other than conventional loans at market rates from lending institutions) from any person or business organization that does or seeks to do business with or that is a competitor of the Company.

Political Contributions. No Company funds may be given directly to political candidates, political parties or political intermediary organizations. Employees, officers and directors may, however, engage in political activity with his or her individual resources and on his or her personal time. Any such political activity shall not be conducted in a way that might appear to be an endorsement or contribution by the Company. The Company will not reimburse its directors or employees for political contributions.

Financial Records and Disclosure

The Company strives to ensure that the contents of and the disclosures in the reports and documents that the Company files with the SEC and other public communications shall be full, fair, accurate, timely and understandable in accordance with applicable disclosure standards, including standards of materiality, where appropriate. Each person must:

- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators, self-regulating organizations and other governmental officials, as appropriate; and
- in relation to his or her area of responsibility, properly review and critically analyze proposed disclosure for accuracy and completeness.

In addition to the foregoing, the Senior Executive and Financial Officers of the Company and each subsidiary of the Company (or persons performing similar functions), and each other person that typically is involved in the financial reporting of the Company must familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.

In support of the Company's commitment to full, fair, accurate, timely and understandable disclosure, the Company has, among other measures, (a) designed and implemented disclosure controls and procedures (within the meaning of applicable SEC rules) and (b) required the maintenance of accurate and complete records, the prohibition of false, misleading or artificial entries on its books and records, and the full and complete documentation and recording of transactions in the Company's accounting records. In addition to performing their duties and responsibilities under these requirements, all employees involved in the Company's SEC reporting process, including each of the Senior Executive and Financial Officers, will establish and manage the Company's reporting systems and procedures with due care and diligence to ensure that:

- reports filed with or submitted to the SEC and other public communications contain information that is full, fair, accurate, timely and understandable and do not misrepresent or omit material facts;
- business transactions are properly authorized and completely and accurately recorded in all material respects on the Company's books and records in accordance with generally accepted accounting principles and the Company's established financial policies; and
- retention or disposal of Company records is in accordance with applicable legal and regulatory requirements.

Each person must promptly bring to the attention of the chair of the Audit Committee of the Board (the "Audit Committee") any information he or she may have concerning (a) significant deficiencies in the design or operation of internal and/or disclosure controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

Compliance

Code of Business Conduct and Ethics

It is the Company's obligation and policy to comply with all applicable governmental laws, rules and regulations. It is the personal responsibility of each person to adhere to the standards and restrictions imposed by those laws, rules and regulations, including those relating to accounting and auditing matters and insider trading laws.

Specifically, the Company expects each of our employees, officers and directors to consider and comply with all applicable anti-money laundering, mail and wire fraud, conspiracy laws and anti-corruption laws, including, but not limited to, the US Foreign Corrupt Practices Act and any additional local laws of the countries in which the Company conducts business. The Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities. In addition to being subject to the Company's disciplinary policies (including termination), individuals who violate these laws may also be subject to imprisonment and fines.

Reporting and Accountability

The Audit Committee is responsible for applying this Code to specific situations in which questions are presented to it and has the authority to interpret this Code in any particular situation. Any person who becomes aware of any existing or potential breach of this Code is required to take the appropriate action (as described below) to notify the Company promptly. Failure to do so is itself a breach of this Code.

Specifically, any employee who is aware of possible violations should notify his or her manager, a Company officer, a human resources representative or the Company's legal department. If you are not sure whether there is an ethical problem, it is better to ask. Each manager, director, officer or other human resources or legal department personnel who is themselves aware of possible violations or to whom possible violations are reported shall:

- notify the chair of the Audit Committee promptly of any existing or potential violation of this Code; and
- not retaliate against any other person for reports of potential or suspected violations that are made in good faith.

The Company will follow the following procedures in investigating and enforcing this Code and in reporting on the Code:

- The Audit Committee will take all appropriate action to investigate any breaches reported to it.
- If the Audit Committee determines (by majority decision) that a breach by an employee who is not a director or executive officer has occurred, it will take or authorize such disciplinary or preventive action as it deems appropriate.
- If the Audit Committee determines (by majority decision) that a breach by a director or executive officer has occurred, it will inform the Board.
- Upon being notified that a breach has occurred, the Board (by majority decision) will take or authorize such disciplinary or preventive action as it deems appropriate, after consultation with the Audit Committee, up to and including dismissal or, in the event of

criminal or other serious violations of law, notification of the SEC or other appropriate law enforcement authorities.

No person following the above procedure shall, as a result of following such procedure, be subject by the Company or any officer or employee thereof to discharge, demotion, suspension, threat, harassment or, in any manner, discrimination against such person in terms and conditions of employment.

Waivers

The Board and the chair of the Audit Committee, or in the case of a violation by a director, the appropriate independent committee of the Board, may waive (as defined below) any violation of this Code, provided that any waiver of the Code for executive officers (including the Senior Executive and Financial Officers) or directors of the Company may be granted only by the Board or a committee thereof. Any waiver from a provision of this Code for a director or an executive officer of the Company shall be disclosed as required by SEC and the applicable New York Stock Exchange rules.

A “waiver” (which includes an “implicit waiver”) means the approval by the Company of a material departure from a provision of the Code. An “implicit waiver” means the Company’s failure to take action within a reasonable period of time regarding a material departure from a provision of the Code that has been made known to an executive officer of the Company. All persons should note that it is not the Company’s intention to grant or to permit waivers from the requirements of this Code. The Company expects full compliance with this Code.

Other Policies and Procedures

Any other policy or procedure set out by the Company in writing or made generally known to employees, officers or directors of the Company prior to the date hereof or hereafter are separate requirements and remain in full force and effect.

Inquiries

All inquiries and questions in relation to this Code or its applicability to particular people or situations should be addressed to the Legal Department.

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Revision History

Author	Date	Note
King & Spaulding LLP	21 July 2021	Redrafted to incorporate obligations as a public entity.
John Ferrari	1 May 2020	Initial version; released as the <i>Code of Business Ethics and Conduct</i> .