

CODE OF ETHICS AND BUSINESS CONDUCT

Message from Our President and CEO

To our employees, directors, customers and business partners:

As a leading provider of enterprise solutions and services to U.S. defense, intelligence, health and civilian government agencies, Empower AI is committed to achieving the highest moral, ethical and legal standards in conducting our business. Empower AI's executive management team fosters a business climate built on a framework of ethical behavior. The cornerstone of this framework is this Code of Ethics and Business Conduct ("Code"), which guides us by providing the standards and procedures for us to follow and applies to Empower AI, Inc., including all of its subsidiary companies (collectively, "Empower AI" or the "Company").

Empower AI's continued success in executing our business strategy depends on each of us adhering to this Code every day and without exception. This provides the appropriate environment from which to serve our employees, directors, customers, business partners and the communities in which we live and work.

Empower AI's excellent reputation is a direct result of our tradition of customer satisfaction, superior work environment and the technical excellence of our employees — all fundamental contributors to our success. Our ability to compete successfully greatly depends upon you and your understanding and support of our Code.

Thank you for your cooperation.

A handwritten signature in black ink that reads "JEFF".

Jeff W. Bohling
President and CEO

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INTRODUCTION

Empower AI's greatest strength resides in the ability, energy, expertise, and integrity of its employees and directors. The success of the Company depends on all Empower AI employees and directors conducting the Company's business in the most ethical manner possible and in a manner that complies fully with all laws, including the special ethics laws that are unique to interacting with and doing business with the U.S. Government. This Code applies to all employees of Empower AI and its affiliates, including officers as well as directors of the company. Empower AI has developed this Code both to educate all employees and directors on key ethics laws applicable to our conduct as a contractor to the government and to express corporate policies designed to further the ethical conduct of Company business generally.

Applicable law includes not just federal ethics rules, but other federal laws and the laws of states and localities in which we do business. The legal and practical consequences of legal noncompliance for Empower AI, and for individuals responsible for the noncompliance, can be significant. An important basic step, therefore, is for each of us to have an appreciation for the prevailing federal ethics rules and corporate ethics policy and act in a manner consistent with these rules and policy. We are asking each of you to do your part, beginning with carefully reading this Code.

Be advised that statutes and regulations change. Empower AI will try to keep you abreast of pertinent changes in ethics law, but, at all times, you will be individually responsible for acting in a lawful manner whenever representing Empower AI. This document also does not create any sort of contract between you and Empower AI. Empower AI reserves the right to change the Code or to waive any policies set forth herein. One policy that Empower AI will not change, however, is our commitment to you that you will not be subject to any sort of retaliatory treatment by Empower AI on the basis of your reporting a possible violation of the Code. The Company needs to know when inappropriate behavior occurs.

Immediately following is a section, "Ethics Rules," which discusses the substance of the main ethics rules to which Empower AI subscribes and any special Company policy for implementation of each rule. After this discussion is a section, "General Procedures," which discusses Empower AI's policies on obtaining clarification of the Code, the need to report possible violations, Empower AI's commitment to investigating reports of possible violations, the range of disciplinary action that could be appropriate in the event of a violation, and the employee certification of compliance.

Because of Empower AI's commitment to ethical and lawful business conduct, you are required to certify that you have read and will comply with the Code. The certification is found at the end of this Code. To ensure that all employees and directors remain familiar with the Code over the course of their employment or directorship, Empower AI expects it will also ask employees and directors to review this Code on an annual basis and certify that they have done so. We are instituting this requirement because it is essential to our mutual success that Empower AI have a high degree of confidence that every employee and director understands and is committed to the ethical and lawful operation of our business.

As discussed in the last section of the Code, if you have any questions about the Code, the best person to address them to is Empower AI's Ethics Compliance Officer. Empower AI's General Counsel serves as our Ethics

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Compliance Officer.

Empower AI's Ethics Compliance Officer, if you so request, will keep your discussion confidential to the maximum extent practicable.

ETHICS RULES

Business Conduct

Empower AI's policy is that you be honest and act with integrity in all your business interactions, both with fellow Empower AI employees, directors and outside parties. It is both illegal and unethical to knowingly make any false statements to outside parties, particularly to government officials. You should never misrepresent any Empower AI product or service or the product or service of a competitor.

As a government contractor, Empower AI's compliance with contract terms and conditions also is critical to the success of our business. Not only will Empower AI abide by the terms and conditions of our contractual agreements, Empower AI will also be fair, honest, and ethical in all of our business relationships and will strive to avoid even the appearance of impropriety in all of our business practices. Empower AI depends on you to deal fairly and honestly with Empower AI's customers, teammates, vendors, and coworkers. Empower AI expects you to comply fully with applicable law, the Company's contract requirements, and Empower AI's policy of honesty and integrity.

Gifts to Customers (including Gratuities and Bribery)

Gifts are a normal part of commerce, but all employees must be very careful in complying with applicable law and Empower AI policy in this area. A "gift," for purposes of this Code, is defined broadly as anything of value exchanged without payment of fair compensation for the item or service. Many gifts to potential and current customers are perfectly legal. Others, depending on the circumstances, can constitute illegal gratuities or bribery. The following two subsections contain slightly different rules for gifts made to, respectively, government and commercial customers.

Gifts to Government Officials

Under applicable law, any gift offered or given to an employee of the U.S. Government, where no consideration of equal or greater value is received, may be an improper gift, an illegal gratuity, or a bribe. The items or services involved can take almost any form, including meals, tickets or invitations to performances, golf outings, discounts, loans, forbearances, lodging, transportation, honoraria, or any other thing of value. Federal criminal law prohibits the offering, promising, or giving of anything of value to a government employee for (or because of) an official act performed or to be performed by the public official (i.e., a "gratuity") or with an intent to influence such individual in the performance of an official act (i.e., a "bribe"). Even a seemingly innocent gift to a government official might be improper under the federal gift rules. What is and is not permitted is not always intuitive.

To steer clear of possible violations, Empower AI expects its employees not to offer or give anything of value to any government official or to do anything that may have even an appearance of improperly influencing a

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government official. Employees may, however, offer government officials:

- Modest refreshments (such as coffee, soft drinks, and snacks); and
- Advertising or promotional items, e.g., paperweight, key chain, tote bag, coffee mug, with a clear market value of \$20 or less per occasion, not to exceed \$50 per calendar year. Meals valued at \$20 or less also are not illegal, but employees should exercise sound judgment in determining whether such gifts are appropriate and be sensitive to the possible appearance of impropriety.

Gifts to Commercial Customers

The strict \$20/\$50 limits applicable to gifts to government officials are not applicable to commercial customers. However, Empower AI always seeks to win business on the basis of quality, price, excellent service, and fair contract terms and conditions. Empower AI expects all employees to exercise moderation and prudent judgment in offering gifts to customers. In this regard, employees must abide by the following policies:

- The gift may not be in the form of cash, stocks, or bonds. No employee may ever offer cash under any circumstance.
- The gift should not be lavish and should not pose a potential embarrassment to Empower AI.
- The gift must be in accordance with normally accepted business practices (e.g., business lunches, holiday gifts, promotional items), and to the best of our knowledge comply with the customer's corporate policy.
- The gift must be legal and consistent with any generally accepted ethical practices in the governing jurisdiction.
- Employees wishing to make a gift in excess of \$20 should coordinate those actions with their immediate supervisor or the Ethics Compliance Officer before doing so.

By these rules, the Company does not intend to eliminate normal business entertainment. However, the cost and nature of the entertainment should be planned and carried out in a way that appropriately and reasonably furthers the conduct of the business of Empower AI.

These rules also do not mean that customers may not, at Empower AI's expense, be transported to and shown Company facilities as part of a normal sales effort.

Kickbacks and Other Gifts between Companies

It is also normal for companies to make gifts to other companies apart from the ultimate customer, such as business meals and promotional items. Again, many such gifts are perfectly legal and appropriate. Others, depending on the circumstances, can constitute an illegal kickback or otherwise interfere with sound business judgment in the best interest of the Company.

In dealing with higher-tiered contractors and subcontractors, including vendors/suppliers, in the context of a government contract, Empower AI must comply with the Anti-Kickback Act of 1986. This law, among other things, prohibits government subcontractors and prime contractors from providing or receiving anything of value (the "kickback") for the purpose of obtaining or rewarding favorable treatment, including influencing a procurement action. Federal law also requires the Company to report any possible kickback activity. Therefore, in this area of the law in particular, the Company depends on its employees to report to supervisors, Executive Management

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Team members, or the Ethics Compliance Officer any activity of which an employee becomes aware that appears to be a kickback, in order to help keep Empower AI in compliance with the law.

Because so much of Empower AI's business is with government customers, the Anti-Kickback Act of 1986 controls much of our collective conduct. Even purchases made to support operations generally (e.g., overhead and general and administrative) largely affect our government contracts, albeit indirectly. Kickbacks can also be illegal even outside the government contract context. Company policy forbids kickbacks in any business context.

For employees who place orders or have influence over decisions regarding orders with subcontractors/vendors/suppliers, Empower AI requires these employees to base all prices, terms, conditions, and agreements on sound business judgment. These employees must show no favoritism or preference to anyone at the expense of the Company.

Empower AI expects all employees to exercise moderation and prudent judgment in offering and receiving gifts to/from other companies. In addition to the prohibition against kickbacks, employees must abide by the following policies:

- The gift may not be in the form of cash, stocks, or bonds. No employee may ever offer or receive cash under any circumstance.
- The gift should not be lavish and should not pose a potential embarrassment to Empower AI.
- The gift must be in accordance with normally accepted business practices (e.g., business lunches, holiday gifts, promotional items), and to the best of our knowledge comply with the recipient's corporate policy.
- The gift must be legal and consistent with any generally accepted ethical practices in the governing jurisdiction. Employees must report gifts received of a value greater than \$20 to their supervisor or the Ethics Compliance Officer.
- Employees wishing to make a gift in excess of \$20 must coordinate those actions with their supervisor or the Ethics Compliance Officer.

To help ensure the Company does business fairly and impartially, Empower AI depends on the good judgment of its employees to be sensitive to the provision of meals and other gifts to ensure that they do not constitute kickbacks or otherwise interfere with sound business judgment. Empower AI expects its employees to anticipate situations that might arise, and to discuss any issues with supervisors or the Ethics Compliance Officer.

By these rules, the Company does not intend to eliminate normal business entertainment. However, the cost and nature of the entertainment should be planned and carried out in a way that appropriately and reasonably furthers the business of Empower AI.

Contingent Fees

A "contingent fee" is any commission, percentage, brokerage, or other fee payable contingent on the success that Empower AI has in securing a contract. In the realm of government contracts, contingent fees can be illegal in some circumstances. Even outside the context of government contracts, Empower AI must exercise a high level of due diligence in its transactions with agents to ensure that the agent is a reputable individual who does not resort to improper means to influence a customer's source selection decision.

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Because the law pertaining to contingent fees is complex, Empower AI does not permit its employees to arrange for any contingent payments to any consultant or other outside party without the written approval of the Ethics Compliance Officer.

Hiring Government Employees

A number of complex laws govern the hiring of U.S. Government employees. Generally, there are restrictions that apply to a group of government officials – primarily those who were “personally and substantially” involved in one or more of Empower AI’s contracts or who, through the chain of command, were in some sense responsible for one or more of Empower AI’s contracts. Such individuals are banned from later representing Empower AI’s interests with respect to the Empower AI contracts in which they were involved as government officials.

One provision of the Procurement Integrity Act prohibits a former government official from accepting any compensation from a contractor as an employee, officer, director, or consultant of the contractor within one year after such former official took certain actions or served in certain roles with regard to a procurement in which that contractor was selected for award of certain contracts. This one-year ban on accepting compensation relates to a former: procuring contracting officer; source selection authority; member of a source selection evaluation board; chief of a financial or technical evaluation team in the procurement; program manager or deputy program manager; administrative contracting officer; or other government official who made any of various significant decisions with respect to the contract. This prohibition applies to hiring the former government official to work for Empower AI in any capacity.

There are fairly detailed regulations describing exactly what sort of activity is and is not permitted of former government officials, and, as with any other aspect of the Code, the unique circumstances you face should be discussed with your supervisor or the Ethics Compliance Officer, to determine how the law applies in your particular situation. Because of the potential complexity of the law in this area, Empower AI’s policy is as follows: you should not advocate the hiring of a former government official without fully disclosing the particulars of the situation to, at a minimum, your supervisor or the Ethics Compliance Officer; you should report immediately to a supervisor or the

Ethics Compliance Officer any attempt by a government official to initiate such discussions; and you may not engage in any discussion with a current government official on the subject of possible employment with the Company without the approval of the Ethics Compliance Officer.

Conflicts of Interest

Empower AI policy, the Federal Acquisition Regulations, and the terms of certain contracts prohibit you from having even an appearance of a conflict of interest between your personal (including family) interests and responsibilities as an Empower AI employee or director. A conflict of interest can arise, for example, where you:

- Have a personal financial interest in, for example, an Empower AI supplier, customer, competitor, or another contractor that might appear to affect your objectivity or judgment in carrying out your job or director responsibilities;
- Gain, or appear to gain, personal enrichment through access to confidential information obtained on the job or as a director;

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- Misuse, or appear to misuse, your position at Empower AI in a way that could result in personal gain; or
- Inappropriately handle non-public contract information.

It is sometimes difficult to be certain whether a relationship or financial interest creates a personal conflict of interest. Therefore, if you have any doubts about your compliance in this regard, you are required to bring the pertinent facts to the attention of the Ethics Compliance Officer. In addition, certain contracts require that covered employees complete a conflict of interest disclosure form prior to commencing work. This information will be reviewed and any potential conflicts will be mitigated before an employee may start work on such contracts. You will be notified if your contract requires this and you will be provided the required documents to complete.

Information Protection

■ Proprietary and Source Selection Information

Seeking to obtain, obtaining, or accepting the proprietary information of a competitor or source selection information during the course of a federal procurement can constitute a violation of the Procurement Integrity Act. "Source selection information" includes proposed prices, source selection and technical evaluation plans, evaluations of proposals, competitive range determinations, rankings of proposals, source selection reports, or other information explicitly labeled as source selection information. Empower AI's policy is to avoid even the appearance of impropriety during the course of a procurement. Therefore, you should be very sensitive to situations whereby you may be afforded access to the proprietary information of competitors or any sort of source selection information.

■ National Security Information

As a contractor with the Department of Defense, U.S. intelligence agencies, and other federal agencies, Empower AI has a special obligation to comply with those government laws that protect our nation's security and safeguard our nation's secrets. The unauthorized possession of classified documents or classified information in any form or the failure to properly safeguard such information can endanger the security of our country and may be punishable under the espionage laws.

Employees possessing a valid security clearance and requiring access to specific classified information must ensure they handle such information strictly in accordance with the procedures and guidelines set forth by the applicable department or agency for safeguarding classified information.

■ Sensitive Business Information

In addition to our legal duty to safeguard classified material, you must safeguard the Company's sensitive business information. As a general matter, this information belongs to the corporation as a whole, not to any particular employee or director. Each employee and director receives the Company's sensitive business information in confidence. You are not authorized to use the information for your own personal use or gain, without express authorization to do so. The Employee Handbook sets forth detailed handling instructions for Empower AI's sensitive business information. As a general matter, however, you should disclose this information internally only on a need-to-know basis and should not disclose this information to outside parties except in furtherance of Empower AI's legitimate business interests and, then, typically should do so only pursuant to a written nondisclosure agreement with the recipient organization. You must take care to avoid

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inadvertent disclosure of such information. Similarly, you must protect the confidential and proprietary information of Empower AI's teaming partners, suppliers, customers (both government and commercial), and joint venture partners with at least the same degree of care as you would the Company's sensitive business information. Empower AI also expects you not to seek out or accept proprietary information from any competitor or customer unless the Company is contractually entitled to receive it.

Proprietary Information/Product Rights

As a condition of employment with Empower AI, you are required to sign a document regarding intellectual property ownership. It requires that during the term of your employment you will reveal and assign to Empower AI all works, inventions, know-how, trade secrets, discoveries, and all other intellectual property (collectively called "works"), whether or not such works are considered "works for hire" under the US Copyright Act, and which pertain to the business interest of Empower AI that are created, developed, made, or conceived by you alone, or with others, during your employment with Empower AI.

Export Control

Empower AI maintains a strong commitment to comply with the U.S. export control laws. This policy is being distributed to inform all employees of the importance of compliance with relevant export control laws. All employees of Empower AI and its subsidiaries must adhere to this policy.

The U.S. government maintains controls on the transfer of certain products, technical information and services to foreign destinations and to foreign nationals in the United States without green cards. These controls are administered by the Department of State through the International Traffic in Arms Regulations ("ITAR"), 22 C.F.R. §§ 120-130, and by the Department of Commerce through the Export Administration Regulations ("EAR"), 15 C.F.R. §§ 730-774.

The ITAR controls exports of "Defense Articles," "Technical Data," and "Defense Services." Defense Articles are designated in Section 121.1 of the ITAR, and generally include articles specifically designed, developed, configured, adapted, or modified for military applications. Technical Data are generally defined under the ITAR as information required for the design, development, production, manufacture, assembly, operation, repair, testing, maintenance or modification of Defense Articles. Defense Services are generally defined as the furnishing of military training, Technical Data or assistance related to Defense Articles to a non-U.S. person, whether in the United States or abroad.

The EAR controls the export of items and technical information ("Technology") related to articles that may have both civilian and military applications. These "dual use" articles and Technologies are identified on the Commerce Control List ("CCL"), EAR Section 774. Many commercially available items and Technologies are included on the CCL, but the export requirements for such items and Technologies generally depend on their national security implications and the countries to which they will be shipped.

An export of controlled articles, technical information or services can include physically sending the articles or information out of the United States, transferring the articles or information to a foreign government entity, releasing controlled technical information or providing Defense Services to a foreign national without a green card in the United States or abroad, or releasing or disclosing technical information in a foreign country or to someone

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(including U.S. persons) located in a foreign country. Technical information and Defense Services can be exported in many ways, including by providing training or technical services, offering oral advice, permitting visual inspections of equipment or facilities, sending information via email or fax, providing information through a telephone conversation, or participating in discussions at a seminar. U.S.-origin articles and technical information can remain subject to U.S. export controls even when they have been re-drawn, used, incorporated into, or otherwise commingled with foreign articles or technical information.

In particular, the following types of activities related to controlled articles and technical information may require approval by the Department of State or the Department of Commerce:

- Technical sales discussions, marketing presentations, or proposals which could be used for design, development, production, or manufacture;
- Shipment or carrying of controlled articles or technical information overseas in company shipments, personal baggage or on laptops;
- Hardware demonstrations to a foreign national without a green card (even if that person is in the United States);
- Disbursement of promotional publications and scientific papers not in the public domain;
- Visits by foreign nationals without green cards where controlled technical information is to be discussed; and
- Providing foreign national employees who are not green card holders with access to technical information that is controlled under the ITAR or EAR.

Employees who participate in any transaction involving the export of controlled items or technical information must ensure that such transaction is conducted in full compliance with all applicable export control laws and regulations. It is the responsibility of those involved in export transactions to:

- Know, understand, and follow Empower AI export control procedures;
- Ensure that, where necessary, all appropriate licenses and approvals have been obtained from the U.S. Government pursuant to the ITAR and the EAR; and
- Ensure that recipients of the export and all intermediaries in the distribution process are eligible to receive the export.

Sanctions for non-compliance with export control laws are severe and can include imprisonment and the imposition of criminal and administrative penalties against both individuals and companies. Consequently, compliance with the export laws is of the utmost importance.

All employees of Empower AI and its subsidiaries must comply fully with this policy. If you have a need to engage in exports as part of the scope of your work, contact the Export Administrator (“EA”) in the Office of the General Counsel to ensure that the appropriate procedures are followed. If an employee of Empower AI or one of its subsidiaries has reason to believe that a violation is about to occur or has occurred, the EA must be contacted immediately. All reported incidents will be promptly investigated.

Antitrust Laws

Antitrust laws are designed to protect free economic competition. For most employees, compliance with antitrust laws is met by simply adhering to the fundamental principle that, in all competitions, Empower AI independently determines the pricing, delivery dates, fees, and other contractual terms offered to customers.

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To help employees unfamiliar with antitrust laws recognize anti-competitive conduct, the following is an illustrative list of illegal activities:

- **Bid Rigging:** Any agreement to refrain from bidding, to bid at a certain price, or to submit a bid that is obviously less favorable than a competitor's bid.
- **Price Fixing:** Any agreement, even oral agreements or implicit understandings, to adhere to certain prices. Almost any communication among competitors relating in any way to current or future prices or other terms and conditions of sale or purchase is problematic.
- **Reciprocity:** A practice of purchasing from a vendor because it agrees to make purchases from the Company.
- **Refusal to Deal:** Any agreement among competitors to refuse to sell to or purchase from any person.
- **Territorial or Customer Allocation:** Any agreement among competitors that contemplates or results in a division or allocation of geographic regions or customers to be served.

Empower AI's policy is to make sales and purchases on the basis of the excellence of our products and services, fair pricing, and honest salesmanship. Empower AI employees may not seek, obtain, or retain business by engaging in any illegal anti-competitive conduct.

Note that there is nothing improper in selling Empower AI services to companies that happen to be Company suppliers, or in buying from suppliers who happen to use Empower AI services, provided this does not result from the practice of reciprocity.

Trade Associations

Empower AI encourages participation in trade associations, but participants should be sensitive to certain ethical issues that could arise in that context. Trade associations, by their nature, involve meetings and discussions with competitors, and employees must take care to avoid antitrust problems, as well as the disclosure of the Company's unclassified but sensitive business information.

Employees should be aware that joint action that is illegal under the antitrust laws is not made legal because it occurs as an outgrowth of trade association participation. Employees should not answer trade association questionnaires asking for information relating to prices or other terms and conditions of sale or purchase.

Employees should forward all such questionnaires to their supervisor or the Ethics Compliance Officer. Employees certainly may attend trade association meetings. However, if the subject of bidding, pricing, illegal reciprocity, refusal to deal, or territorial or customer allocation is mentioned in any form or manner, any employee in attendance must leave the meeting immediately without comment. The employee must then report the circumstances in accordance with the procedures set forth in this Code so that proper action may be taken. All employees attending conferences, trade conventions, or any other meeting where competitors are present must adhere to Empower AI guidelines regarding trade associations.

Books, Records, and Accounts

All financial transactions must be recorded in accordance with generally accepted accounting principles in the United States ("GAAP"), government procurement regulations, applicable tax laws and established practices. Our

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accounting records should accurately reflect the true nature and current condition of the transactions represented. The Company must classify and allocate costs in accordance with applicable cost accounting standards, cost principles governing which costs are allowable, and relevant contract clauses.

Federal and state laws require the Company to retain certain records for various periods of time, including, but not limited to, tax, export, employment, health and safety records, and government contracts. Additionally, when a subpoena has been served or litigation or a government investigation or audit is anticipated or pending, relevant records cannot be destroyed or otherwise disposed of until the litigation is finally concluded or settled or the investigation or audit is closed and then only when doing so is otherwise permitted. Destruction of records relevant to a subpoena, legal proceeding, audit, or investigation can subject you and the Company to substantial criminal and civil liability, fines and penalties. Accordingly, all document destruction must be conducted in strict compliance with the Company's Corporate Record Retention Policy and Procedures.

As a publicly traded company, Empower AI is subject to securities laws and regulations at the federal and state levels, including the statutory and regulatory requirements of the Sarbanes-Oxley Act of 2002. It is the duty of every employee to help Empower AI ensure the full, fair, accurate, timely and understandable disclosure of financial and nonfinancial developments that could have a material effect on our operations or financial condition. If you become aware of such information, you must ensure that the information is passed up through your chain of command and to the Chief Financial Officer and the Controller as soon as it is noted. Additionally, employees must comply with our internal control policies and procedures. If you observe or learn of a failure to comply with such controls and procedures, you must promptly notify the Chief Financial Officer or the Ethics Compliance Officer. If you are engaged in the preparation and filing of documents with the Securities and Exchange Commission and/or with public news releases or other public communications made by the Company, you are expected to fully, fairly, accurately, timely and understandably disclose all information that is required in connection with these filings and communications.

Timekeeping

All employees are expected to help in the crucial task of maintaining the integrity, effectiveness, and accuracy of our timekeeping system. To ensure that costs are allocated and charged in accordance with government regulations, each employee is responsible for recording his or her time accurately and on a daily basis. The Employee Handbook contains details on Empower AI's timekeeping procedures.

Government Investigations of Business Activities

Many of Empower AI's business activities are in areas that, from time to time, may be the focus of written or oral inquiries or investigations by government agencies. In each instance, the General Counsel will coordinate the response to such inquiries or investigations, including any government requests to interview Company employees or directors.

Empower AI's policy is to respond promptly and truthfully to, and cooperate fully with, all government investigations. You must refer all written inquiries or requests for documents to the General Counsel for response. If a government official makes what appears to be an investigational inquiry by telephone or in a visit or a meeting, Empower AI expects you to respond cordially that you will contact him or her after consulting with the appropriate

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Empower AI personnel.

Investigations of this kind are very serious, and the government may consider any response from an employee to be the official position of the Company. As soon as possible after the contact, you should notify a supervisor or the General Counsel of the government's request.

Note that requests from government or contractor personnel performing U.S. Government security clearance background investigations do not constitute government investigations into business activities for the purposes of this section.

GENERAL PROCEDURES

This section of the Code discusses Empower AI policies on seeking clarifications of the Code, the need to report possible violations, Empower AI's commitment to investigating reports of possible violations, the range of disciplinary action that could be appropriate in the event of a violation, and employee and director certifications.

Seeking Clarification

You are strongly encouraged to seek clarification of this Code whenever you have a doubt or an uncertainty on its meaning or application. Ethics rules can be complex and this Code cannot expressly address all situations that may arise. You are free to discuss the Code with your supervisor or any Executive Management Team member, but the ultimate source of interpretation at Empower AI is the Ethics Compliance Officer. The Ethics Compliance Officer also is the individual to address if you feel as though this Code conflicts in some way with any other professional code of ethics to which you subscribe. One of the key functions of the Ethics Compliance Officer is to answer questions about the Code and you are encouraged to use this corporate resource.

Reporting Possible Violations

Empower AI's policy concerning reporting and investigating possible violations of the Code is as follows. The Company depends on you to be alert and sensitive to situations that could involve suspected violations of this Code. Prompt reporting of suspected violations is ultimately in the best interest of both the Company and the employee or director making the report. If you become aware of a possible violation of the Code, including any illegal practice, you **must** report the suspect activities. The sooner the report is made the better. A report may be made to a supervisor, to any Executive Management Team member, directly to the Ethics Compliance Officer, or by using the NCI Ethics Hotline. Your cooperation is vital to the success of our ethics program.

Because Empower AI employees and directors desire to assume the best of their colleagues, because an employee or a director rarely has all the facts, and because ethics rules can be complex, often you will not know whether particular behavior is reportable. In those situations, you are encouraged to raise the matter with a supervisor, an Executive Management Team member, or the Ethics Compliance Officer, in order to ensure that you discharge your obligation to report potential ethical violations.

All supervisors, Executive Management Team members and directors will abide by an open door policy regarding

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the reporting of any possible violation of the Code. It is the responsibility of every supervisor, Executive Management Team member and director who receives a report of a possible violation to report that matter to the Ethics Compliance Officer. To the greatest extent possible, all Empower AI supervisors, Executive Management Team members and directors will protect the confidentiality of employees who report violations of this Code.

Additionally, reports made on the Empower AI Ethics Hotline may be made anonymously.

THE ETHICS HOTLINE PHONE NUMBER IS 1-703-707-6903.

An important Empower AI policy is that any employee who reports actions under the Code will be free from retaliation by the Company for having made the report.

Response to Reports

The Ethics Compliance Officer is responsible for the review, investigation, and response to all reported possible Code violations. The Ethics Compliance Officer will keep the Nominating/Governance Committee of the Empower AI Board of Directors apprised of all substantiated reports of suspected violations, and may consult with one or more Executive Management Team members in the course of reviewing, investigating, and responding to such reports.

The response to a report of a suspected unethical or illegal practice will consist, in every instance, of a review and/or investigation of the report. The scope and nature of the review or investigation and report will depend on the nature of the possible violation and other facts relevant to the matter at hand. The Ethics Compliance Officer then will report his or her findings, conclusions, and recommendations to at least one Executive Management Team member, and the Ethics Compliance Officer, together with the Executive Management Team member, will decide what actions to take.

The actions will include any steps necessary to correct or prevent any actions judged to be illegal, unethical, or otherwise unwarranted. No waiver of the Code for an executive officer or director is permitted unless made by the NCI Board of Directors and promptly disclosed to shareholders along with the reasons for the waiver.

Disciplinary Action

You should recognize that it is in our collective interest that Empower AI treat any violation of the Code of Ethics and Business Conduct with the utmost seriousness. The Company will take disciplinary action against any individual who participates in, authorizes, condones, or conceals actions that violate these standards.

The Company will also take disciplinary action against any supervisor, Executive Management Team Member, or director who:

- Fails to notify the Ethics Compliance Officer of a report of a violation; or
- Retaliates against an employee who reports a violation of these standards.

Violations of this Code may result in one or more of the following actions:

- Verbal warning or written reprimand

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- Probation
- Demotion
- Reduction in pay
- Suspension
- Termination of employment or removal as a director
- Damage or loss reimbursement
- Referral for civil action or criminal prosecution

Certification

Because of the importance of ethical and lawful business conduct at Empower AI, you are required to sign the “Initial Compliance Certification,” which states that you have read and will comply with the Code. To ensure that you remain familiar with the Code over the course of your employment or directorship with Empower AI, you will also be expected periodically to review this Code and recertify annually or at such times as may be designated by Empower AI. These certifications are important in ensuring that we have the confidence that each of our colleagues understands and is fully committed to Empower AI’s ethical and lawful operation.

Employees should deliver the signed certification to their immediate supervisor. Directors should deliver each signed certification to the Corporate Secretary and General Counsel. You should keep copies of your signed certifications for your own records. The Ethics Compliance Officer will review all certifications and will keep all of them on file in a secure location. Ethics training assignments as well as recertifications will be maintained in Empower AI’s online training venue.

Thank you for your support and commitment to the success of Empower AI’s ethics compliance program.

COMPLIANCE CERTIFICATION

| Please Print or Type Clearly | | |
|------------------------------|------------------------------------|------------------------------------|
| Name (Last, First, MI) | Employee Number (if applicable) | Office Location (if applicable) |
| | | |

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|---|
| <p>INITIAL COMPLIANCE CERTIFICATION <i>(to be signed initially by all Empower AI employees and directors and by all new Empower AI employees and directors)</i></p> |
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CODE OF ETHICS AND BUSINESS CONDUCT

I have received and carefully read Empower AI's Code of Ethics and Business Conduct. I understand the purpose and the content of this document and acknowledge that it sets forth the ethical guidelines Empower AI requires me to follow in conducting Company business. I acknowledge my responsibility to comply with this document in conducting Empower AI's business. I confirm that to the best of my ability I will uphold and apply these guidelines in all respects. If I am ever in doubt regarding the obligations placed on me by the Code, I will seek advice and guidance as provided in the Code before proceeding to act. I understand that failure to comply with these guidelines will subject me to disciplinary action. I understand that each Empower AI employee, director or representative is responsible for knowing and adhering to this Code of Ethics and Business Conduct.

| | |
|------------------|-------------|
| | |
| Signature | Date |