

CODE OF BUSINESS CONDUCT OF THE BOARD OF DIRECTORS

Ethics and integrity of action are core values at Leidos. This document defines the code of business conduct of the directors of Leidos and embodies their commitment to pursue the highest standards of ethical conduct. This Code is intended to describe areas of ethical risk, provide guidance to directors and help foster a culture of honesty and accountability.

Conflicts of Interest

Directors should avoid any conflicts between their own personal or business interests and the interests of Leidos. A conflict of interest can arise when a director takes actions or has interests that may make it difficult to perform his or her work for Leidos objectively and effectively, or when a director, or a member of his or her immediate family* receives improper personal benefits as a result of his or her position as a director of Leidos. Even the appearance of a conflict of interest should be avoided. If a director becomes aware of an actual or potential conflict of interest with Leidos, he or she should promptly inform the Chair of the Ethics and Corporate Responsibility Committee. If the director's independence could be impaired, the director should also notify the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee to consider what action, if any, may be required. In the case of a material conflict of interest, the director may be required to tender his or her resignation.

Some of the more common conflicts that directors should avoid are listed below:

- ***Relationship with third-parties doing business with Leidos.*** Directors may not receive a personal benefit from a person or firm that is seeking to do business with Leidos. A director should recuse himself or herself from any Board decision involving another firm or company with which the director has a business relationship.
- ***Organizational conflicts of interest.*** Directors involved with multiple organizations should avoid situations that are, or appear to be, organizational conflicts of interests. Such situations may arise, for example, when a director simultaneously serves on the board of directors of a customer, supplier or competitor.
- ***Compensation from non-Leidos sources.*** Directors may not accept payment for services performed for Leidos from any source other than Leidos.
- ***Personal use of Leidos assets.*** Directors may not use Leidos information or assets (including employee labor) for their own personal benefit unrelated to their role as an Leidos director.
- ***Gifts.*** Directors may not offer, give or receive gifts from those who deal with Leidos where the gift is being made to influence the directors' actions as members of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

* The New York Stock Exchange rules define "immediate family" to include a director's spouse, parents, children, siblings, mothers-in-law, fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone who shares the director's home.

Confidentiality

Directors must maintain the confidentiality of information not generally known to the public and entrusted to them as directors, except when disclosure is appropriate in light of the context or is legally required.

Directors must not take for themselves or their companies business opportunities that they learn about as a director of Leidos and must not compete with Leidos for business.

Compliance with Laws, Rules and Regulations; Fair Dealing

Directors must comply with laws, rules and regulations applicable to their role as a director of Leidos, including the following:

- **Insider Trading.** Directors are expected to comply with Leidos' Insider Trading and Disclosure Policy and applicable laws prohibiting trading in securities of Leidos or its business partners if the director has material, non-public information about them.
- **Communications with Government Personnel.** A director's discussions with current or former federal government employees, including military personnel, must comply with applicable restrictions on recruiting them to work for Leidos or serve on Leidos' board.
- **Participation in the Political Process.** Directors are expected to conduct their political activities and interactions with government officials in accordance with applicable law. Certain states and localities have "pay-to-play" laws, which may restrict and/or require disclosure of political donations by Leidos, its employees, or its directors. These laws may also apply to political contributions by certain family members of directors. The scope of family members covered depends on the jurisdiction and circumstances, but generally covers spouses and dependent children. Directors should avoid, and should attempt to ensure that their covered family members avoid, making political contributions that could restrict Leidos' business or violate these laws.
- **Procurement Integrity and Use of Competitive Information.** Directors should avoid knowingly obtaining bid or proposal-related information about a competitor. If a director obtains confidential information about a competitor, customer or supplier of Leidos, the director should not convey that information to Leidos. Directors should avoid discussions with Leidos' competitors that could restrain competition or otherwise violate antitrust laws, such as discussions involving non-public or sensitive information about Leidos' or a competitor's costs, profits, pricing, bids, markets and similar competitive information.
- **Gifts, Gratuities and Bribes.** Directors should not offer or give a gift or gratuity to any customer or U.S. or foreign government official, or accept or solicit a gift from any supplier, where doing so could influence a government official or create a perception that favorable treatment is being sought, received or given, except as permitted by law.
- **Compliance with U.S. Export and Sanctions Regulations.** In accordance with U.S. export regulations, directors are responsible for protecting export-controlled information received in their capacity as a director from unauthorized disclosure to foreign persons or entities.

In addition to complying with laws and regulations, directors should deal fairly with Leidos' customers, suppliers, competitors and employees. Directors are encouraged to consult with Leidos'

General Counsel if they have any questions about their compliance with applicable rules or about Leidos' business practices.

Waiver of Code of Ethics

Any waiver of this Code may be made only by the Board of Directors and must be promptly disclosed to Leidos' stockholders.

Reporting Misconduct and Seeking Guidance

Directors should promptly inform the **Chair of the Ethics and Corporate Responsibility Committee of any violations of this Code that come to their attention.** Violations will be investigated and the Board will take appropriate action. Directors may consult with the **Chair of the Ethics and Corporate Responsibility Committee, the General Counsel or the Senior Vice President, Ethics and Compliance if they have any questions about this Code.**

No code or policy can anticipate every situation that may arise, or replace thoughtful and ethical behavior. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair of the Ethics and Corporate Responsibility Committee, the General Counsel or the Senior Vice President, Ethics and Compliance. All information required to be reported or disclosed by this Code is based on the best knowledge of the director.