

Code of Business Conduct



Code of Business Conduct

Preface

This Code of Business Conduct (CBC) sets forth standards of conduct for all employees of Asplundh Tree Expert, LLC and all its subsidiaries. In this document we will refer to all entities collectively as the Company. While this code is to be followed by all employees, this document is meant to be used as a guide for management employees. Management will be responsible for both following and enforcing the CBC with all non-management employees reporting to them.

This code also applies to any third parties working as business partners with the Company, such as; vendors, consultants, sub-contractors, and employment agency personnel. Managers who supervise these third parties are responsible for ensuring they understand their compliance obligations with respect to the CBC.

The Code of Business Conduct is to be used as a guide, but is not meant to be an all-encompassing document. It is not designed to take the place of the Employee Handbook, Region Policy Manual, or any Safety Manual. In some cases policies will be summarized in the CBC and the actual policy may be referenced. If any questions arise, the full policy will be used as the final determination.

CEO Message on Following Ethical Standards

As an organization which is based on being a contractor to customers in the utility and commercial landscape sectors, our “product” is our services. Therefore, retaining existing business and acquiring additional business is the life blood of our Company and can be best achieved if we are an ethical organization. Our continued success depends on all of us doing the right thing at all times and maintaining the highest ethical standards. Compliance with all applicable laws, rules, and standards is paramount to our business. However, we must exceed mere compliance and strive to be known as an organization that acts in an ethical and trustworthy manner.

That means all employees must resist any temptation to cut corners or take “short-cuts”. Employees, who “get results” at the cost of violating a law, or through dishonest dealings, do more than violate our standards; they undercut the Company’s ability to grow our business by undermining our reputation.

We give employees multiple avenues to report illegal or unethical behavior, which will be outlined in this Code. For the health of the organization, it is important for employees to come forward with any concerns, which can be done anonymously. We will investigate every concern brought to our attention and will take the appropriate action to resolve the issue. By upholding our legal and ethical responsibilities, by using good judgement, and by doing the right thing, our legacy of integrity will endure.



A handwritten signature in black ink, which appears to read "Matthew B. Asplundh". The signature is written in a cursive, flowing style.

Matthew B. Asplundh
Chief Executive Officer

Reporting Concerns

All employees are directed to report any instances they believe to be illegal or unethical behavior. Employees should also report the concern, or seek guidance, if they are not clear about what the right thing to do is in a specific situation. We urge employees to first report the concern to their immediate Supervisor or Manager, however this is not required. Employees can report their concern anonymously if they do not feel comfortable giving their name. We will investigate all concerns brought to the attention of the Company and will take any required corrective action.

The Company has appointed a Chief Compliance and Business Ethics Officer (CBEO) to oversee the Compliance Department and manage all investigations. The CBEO should be the primary point of contact for all employees seeking guidance for compliance and ethics related questions. The CBEO has the ability and authority to report concerns directly to the CEO and Board of Directors.

Reporting these instances can be done in multiple ways:

1. Report by phone by calling the CBEO directly at 215-784-4122.
2. Report the concern anonymously by calling 215-784-4154. Please note that to effectively investigate an anonymous concern, the CBEO will need as much information as possible, including the Region, work location, and specific names of any employees involved.
3. Report by e-mail to Compliance@asplundh.com or Compliance@utilservllc.com
4. Report by mail by writing to:

Compliance Department
708 Blair Mill Rd
Willow Grove, PA 19090

Non-Retaliation

Our commitment to being an ethical company includes a responsibility to foster an environment where employees can report violations or concerns without fear of retaliation. No one should be discouraged from using any of the methods to report a concern. Simple questioning of someone can lead to claims of retaliation, although that is usually not the intent.

Anyone who retaliates against another employee for reporting suspected violations of our legal or ethical obligations is in violation of the CBC and is subject to discipline up to and including dismissal. Retaliation also may be a violation of the law, and as such, could subject both the Company and the offender to legal liability.

The same rules apply with regard to retaliation or retribution against employees related to Company sponsored solicitations, such as for charity or political action committees.

Employee Honesty and Obligation to Report Violations

We require honesty and integrity from our people.

Integrity is fundamental to how we run our business and is essential to maintain compliance with our policies and legal requirements. Operating with integrity means we provide an atmosphere in which our people can, and do, perform their jobs in an ethical manner. We present our Company honestly and in turn, expect all employees to be truthful with us.

We expect honesty from our people in all their duties, including their handling of Company property and assets with which they are entrusted. We insist that employees prepare all reports in an ethical and accurate manner. Intentionally misrepresenting any event or business practice will not be tolerated. Management employees who review and approve such reports are required to check them for accuracy before approval.

For our company to be known for its integrity, each of us must meet high standards. Each employee has an obligation to report any activity by others which they believe to be unethical or illegal. Any such activity can be reported to your immediate Supervisor or Manager or by any method listed previously in this document.

Failure to report such activity, when aware of it, could result in disciplinary action if it is later determined you were aware of the activity. Additionally, each employee has an obligation to cooperate with any review, audit, or investigation undertaken by the Company.

Section 1 – Our Company

The Work We Do and Our Responsibilities to Our Customers

The majority of our activities relate to being a contractor in the utility and commercial landscape businesses. Whether conducting line clearance (the trimming and removal of trees along power and telephone lines to prevent service interruptions), building, maintaining or designing utility infrastructure, or mowing vegetation and other related activities, we work with employees and equipment on our customers' property or rights-of-way.

In order to have continued success in these areas we must maintain the highest standards of quality in our services. All employees and customer representatives must work together with mutual respect and cooperation. We do this by competing fairly and in accordance with the highest standards in all of our customer relationships. We want to earn business on the basis of superior services and competitive prices, not through improper, unethical, or questionable business practices.

Our credibility with customers depends on our ability to fulfill the commitments we make. To preserve these customer relationships:

- We do not misrepresent our services in sales or promotional efforts.
- We communicate clearly, so both we and our customers understand the terms of our contracts, performance criteria, schedules and pricing.
- We protect any and all of our customers' confidential information.
- We only sign contracts or make agreements with customers that we believe we can and will fulfill.

Company Property and Equipment

The use of all Company property, vehicles, equipment, tools, buildings, or other assets for personal gain is prohibited. All tools and equipment used in the course of work for the Company remain Company property and must be returned upon request and upon the termination of employment. Protecting Company property and assets against loss, damage, misuse, or theft is a key responsibility of every employee.

The following are considered to be Company property and should not be used for personal benefit or gain:

- Compensated Company Time
- Cash, Checks, and Charge Cards*
- Land and Facilities
- Vehicles and Fuel
- Tools and Equipment, including but not limited to: chain saws, landscape equipment, copiers, fax machines, etc.
- Materials and Supplies, including customer materials entrusted to us
- Computer Equipment including hardware, software, electronic data, and cell phones or mobile devices.
- Scrap Materials or Obsolete Equipment

These and other Company-owned items cannot be used for non-Company related reasons without prior approval of the appropriate manager. Some employees have approval for the limited personal use of a Company-owned vehicle; only these approved employees are allowed this privilege.

*See the *Corporate Disbursement Policy and Cardholder Agreement* for the approved use of Company credit and fuel cards.

Private Work & Outside Employment

The Company does not perform private tree, electrical, or landscape services without prior Sponsor approval. Anyone who solicits or does unauthorized private work during working hours, who misrepresents themselves as doing private work for the Company, or who uses Company-owned tools or equipment to do such work is subject to discharge.

We recognize that some employees may engage in private work on their own behalf and on their own time. If you do this, remember that you do so at your own risk. In the case of injury to yourself, you are not covered by workers' compensation, and you may not be covered by your group medical and life insurance. Also, you would be liable for any injury or damage to others or their property.

Employees are also prohibited from accepting simultaneous employment with a Company supplier, customer, or competitor; or from taking part in any activity that enhances or supports a competitor's position.

Use of Company Credit Cards & Purchasing*

Company credit cards, fuel cards, and other means of disbursement (Supplier Payment, etc.) are to be used strictly for business purposes. Employees should never use Company cash, credit or accounts to purchase items for personal use or use by a non-Company entity without prior Manager/Sponsor approval.*

Equipment, tools, and supplies should be purchased through the Procurement Services / Supply Chain Department procurement procedures whenever possible. Doing so reduces organizational costs due to volume pricing. When purchasing must be done on a local level, the best possible pricing/value should be obtained. In no circumstances should Company pricing with suppliers be disclosed to non-Company personnel or to other suppliers in the marketplace.

Company Credit Cards are issued to individual employees and should not be shared or used by anyone other than the employee to whom the card is issued.

*See the *Corporate Disbursement Policy and Cardholder Agreement* for the approved use of Company credit and fuel cards.

Information Technology*

The Company provides computer equipment, both hardware and software, to employees in order to perform their required work. This equipment is owned by the Company and is intended to be used for business purposes. All employees need to be aware that all electronic communications sent/received using Company equipment including e-mail and text messages are not private. All communications are archived for legal purposes and can be viewed or printed by the IT System Manager with approval of the CIO and Legal Department. Using Company equipment for personal reasons gives the Company consent to view and retain any such material.

Due to security issues, no hardware should be purchased outside of Company defined processes. No software should be downloaded or installed on Company-owned computers or mobile devices, or web-based software solution (SAAS) used, without approval of the IT Department. All notices sent by the IT Department with regard to updates or virus protection must be followed. User IDs and passwords are designated for authorized users. They are individualized and should not be shared with others.

Information on the various Company systems is the property of the Company and is not to be disseminated or shared with unauthorized individuals. Employee and Company information is considered private and should never be shared with anyone who does not have a "need to know" for a legitimate business purpose. Customer information including scope of work or pricing should also never be shared with anyone outside the Company or anyone who does not have a need to know. Any questions regarding the dissemination of information should be brought to the attention of the CIO or Legal Department before information is shared or forwarded.

Business communications or electronic material should not be forwarded to personal e-mail addresses except with permission of the IT Department or a senior manager. Forwarding of such information shall be considered consent to access and search such personal accounts, in order to respond to formal legal proceedings served on the Company.

Internet usage is supplied to individuals for business use. Every employee is expected to use the Company's access to the internet in a responsible and productive manner that reflects well on the Company. The Company recognizes that there will be occasional and limited personal use of the internet during breaks and non-working hours. The Company does monitor internet usage patterns.

The Company has a formal Records Retention & Disposal Policy that outlines the length of time all records relating to the Company's business must be maintained. Records include; paper documents, files, computer hard drives, CDs, e-mail, and any other form of media. Any questions relating to Records Retention & Disposal should be brought to the Legal Department.

All Company-owned computer equipment and hardware must be disposed of properly with all information properly removed. Devices that are at the end of their usable lifespan should be sent to the local Information Technology office for disposal.

**This is a Summary and is not an all-encompassing list of IT Policies. The complete set of IT Policies can be found on the Information Technology Portal and supersede this document.*

Social Media*

Social media is increasingly changing how we communicate in our professional and personal lives. In many ways, social media platforms have changed the way we work and offer new ways to engage with customers, colleagues, and communities. While the Company embraces using social media as a tool to promote products, services, and employee engagement it is important to understand that there is potential for confidential data leakage and employee misconduct.

Personal social media usage should be limited to breaks and non-working hours as well. Confidential information should never be shared over social media. Additionally, threats to an individual or disparagement of individuals, customers, the Company, or general public over social media could violate the Workplace Harassment Policy and may subject the sender to disciplinary action, up to and including termination.

The Company respects the free speech rights of all employees and associates, but everyone must remember that as a Company team member we are all viewed by customers and the general public as a representative of the organization. Employees will not post, access, or engage with any material that is inappropriate or illegal. This includes, but is not limited to; posts, links, photos, GIFs, or emojis that are insulting, threatening, discriminatory, bullying, embarrassing, obscene, defamatory, profane, fraudulent, or of a sexual nature.

Nothing in this policy is meant to limit an employee's use of social media to speak about political or religious views, lifestyle or personal issues, working conditions, wages, union related topics, or activities with others both inside and outside the Company, or to restrict any other legal rights.

**This is a Summary of the Social Media Policy and is not meant to be all encompassing. The full Social Media Policy is available from the HR Department.*

Section 2 – Our Customers and the Public

Communications Outside the Company

The Corporate Communications Department in the Corporate Office is responsible for developing all external and many internal methods of communications. These include: the Company magazine, websites, press releases, advertising, videos and promotional materials. Company communication materials, including logos, are trademarked items. Corporate Communications should be contacted prior to any of these materials being reproduced.

From time-to-time we are faced with requests for information from members of the press or the general public. Any request for such information, or request for an interview, must be submitted to the Corporate Communications Department. No employee is to speak on the Company's behalf to the press without prior authorization by Corporate Communications.

Day-to-day operations require communications with our customers and the general public. All such communications should be done in a professional manner. Only authorized employees should discuss pricing and other confidential items with the customers. Matters of pricing or “cost” should never be shared with the general public or other customers.

Supplier Relations

We strive to be fair in our choice of suppliers, consultants, and sub-contractors, and honest in all business interactions with them. We choose our suppliers based on appropriate criteria such as qualifications, competitive price, and reputation. Any employee responsible for buying or leasing materials/services on behalf of the Company must maintain their objectivity. We do not engage in giving or receiving any article of value which may be considered a bribe, a kickback, or a facilitation payment.

It is considered a conflict of interest for any employee responsible for choosing suppliers to have an ownership stake in a particular supplier. This includes ownership by a family member. Any such supplier relationships must be brought to the attention of their Sponsor, and approved by the appropriate President, CPO, and CFO, prior to goods or services being purchased. If uncertain, the employee must disclose the relationship to the Compliance or Legal Department in order to protect both the Company and themselves.

We also expect our suppliers to be in compliance with all applicable laws and regulations and to conduct their business in accordance with the highest ethical standards.

Anti-Corruption, Bribery, and Money Laundering

The Company is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), regulations set by the Australian Independent Commission Against Corruption, and similar laws in other countries that prohibit improper payments to obtain a business advantage.

The Company strictly prohibits bribery or other improper payments in any of its business operations. This prohibition applies to all business activities, anywhere in the world, whether involving government officials or other commercial enterprises. A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and the Company to possible criminal prosecution, reputational harm or other serious consequences.

Improper payments prohibited by this policy include bribes, kickbacks, excessive gifts or entertainment, or any other payment made or offered to obtain an undue business advantage. This includes facilitation payments or “grease” payments in all operations both U.S. based and in foreign operations. Also included under this provision are payments made to or by third parties on the Company’s behalf.

These payments should not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of Company business, which are covered in the Gifts & Entertainment Section of this document.

All employees are required to immediately report if they are solicited for a bribe, kickback, gift, or any other type of payment for a customer and/or government official.

Due to the nature of our operations and the fact that the work we do is performed for established utility or commercial customers; transactions with our customers do not involve cash payments of any type. Select operations occasionally perform private tree trimming services to members of the public. Operations that perform this type of work only do so with the prior approval of the Region Manager and applicable Vice President.

If performing private work is approved, payment for such work must be made in form of check, wire-transfer, credit card payment, or money order made out to the Company. Cash payments will not be accepted. All payments received for this type of work must immediately be sent to the Corporate Accounts Receivable Department for deposit.

Antitrust / Fair Competition

Our policy is to compete vigorously and aggressively with our competitors. However, we do so in accordance with antitrust laws in each country that we do business. We do not share our pricing, costs, or structure with the competition, nor do we share this information from one customer to the next. Additionally, we will not give or accept any gifts, bribes, or other inappropriate items in order to receive business, or to ensure that our competitors do not receive business.

Doing Business with the Government

Doing business with the government (federal, state, or local) is not always the same as doing business with private parties. Activities that might be appropriate when working with private sector customers may be improper, or even illegal, when a national, state, or local government is the customer. For example, business courtesies like paying for meals or drinks may not be appropriate when working with government officials. It is the responsibility of the employee to know what rules/laws are in place in this area. Those involved with any government contract or sub-contract must contact the Compliance or Legal Department for guidance in this area. This is required to ensure our transactions with Government entities are in strict compliance with the contractor responsibility provisions of the Federal Acquisition Regulation (FAR), section 52.203.13, where applicable.

Due to complex legal requirements, some types of bid-related information, which may be proper in a transaction with a private party, may not be requested or received when dealing with governments or their officials. Other examples of complex legal requirements include procurement integrity, fraud, mischarging, product/service substitution, workplace behavior, civil rights and anti-discrimination, timekeeping, and accounting among others.

The Company has developed a Government Contracting Policies and Procedures Manual. Any Manager or Supervisor who is submitting a bid, or otherwise attempting to obtain a Government Contract, must contact the Compliance Department to receive this manual and be trained in its use.

Political Activities and Contributions

The Company encourages all employees to be informed voters, but personal participation in the political process, including contributions of time or financial support, is completely voluntary. While individuals within the organization may support political parties or candidates, the Company does not support one party or candidate over another.

Company property or equipment including phones, copiers, and other equipment is not to be used for political purposes. Additionally, employees are not permitted to work or campaign for parties or

candidates during work hours or in Company workplaces. Such activities are permitted off-site during employees' personal time.

U.S. election laws provide for corporations to establish and maintain political action committees, which may lawfully make contributions to candidates. The Company has created such a committee which makes contributions to political candidates who support our business goals. Participation in, and contributions to, the political action committee are entirely voluntary. These contributions are used for political purposes. Any employee has the right to refuse to contribute without reprisal.

Any employee who wishes to hold or seek a political office must do so on their own time, whether on vacation, weekends, leave, or after hours. Where permitted by law, the Company requests that employees seeking political office notify Corporate Compliance before running for office to avoid any conflict of interest. Any employee who currently holds a public office should also contact Corporate Compliance.

Environmental Protection

The Company is committed to conducting our business in a manner that protects the environment. We comply with all applicable environmental laws.

Our environmental responsibilities include:

- Properly storing, handling, and using any hazardous chemicals and other products, including herbicides and pesticides, that may be part of our business.
- Properly labeling any products or chemicals used.
- Ensuring proper disposal of all products and chemicals, including automotive products (waste oil, antifreeze, etc.), as well as any unused chemicals, such as herbicides or pesticides.
- Managing wastewater and stormwater in compliance with applicable regulations.
- Protecting against, and appropriately responding to, any spills and releases.
- Having the appropriate fire prevention plans where required.
- Ensuring all regulations are followed with respect to the protection of fish and wildlife.
- Following established vegetation management practices when conducting line clearance or spraying operations.

In addition, we must provide timely and accurate information required in conjunction with applications for environmental permits and other reports called for under permit or regulatory requirements.

Confidential Information

Situations may occasionally arise where you are made aware of confidential information while the Company is in the process of an acquisition or other discussion with a customer/competitor that could possibly affect the price of the stock in that company. If you become aware of such information, you are absolutely prohibited from trading in stock of that company or providing that information to induce any other person to trade in that stock. Violation of this rule will result in civil and/or criminal penalties for you, the person who traded the stock, or the Company under applicable Securities and Exchange Commission regulations and related state or federal law.

Company pricing and other customer information, such as scope and/or amount of work to be completed, is also to be considered confidential and should never be shared with anyone who does not need to know. This may include employees of the Company, employees of the customer who are not

part of the bidding/pricing process, or other customers. Company pricing with suppliers of products, tools, equipment, or services is also considered confidential and should not be shared out of the organization.

Section 3 – Our People

Workplace Health and Safety

The health and safety of our employees is of the utmost importance to the Company. We are committed to protecting the health and well-being of every employee as stated in our “*Safety First ... No One Gets Hurt!*” motto.

We strive to protect our people, customers, and the public from injury and illness through our Safety Management Process. Our commitment to health and safety is fundamental to our business culture. In our operations, we focus on maximizing value and controlling costs, but we will never compromise on safety. Our primary goal is to conduct safe operations and to be committed to continuously improving our health and safety performance, thus keeping our employees and members of the public from incurring injury or illness. Our focus on health and safety puts people first and is the right thing to do – period.

When we care for people, it is reflected in the care employees take for each other and in every aspect of their work. Region, department, and division managers are responsible for upholding and enforcing all health and safety rules and policies in their operations. These policies are to be followed and enforced without exception. At no time should an employee put themselves or others at risk by shortcutting or not following the prescribed rule or procedure. No task is worth the risk of an injury.

If an injury or vehicle incident does occur, employees are required to report the incident to their direct supervisor immediately. Management must then follow the prescribed steps for reporting the incident to the Corporate Office and any required authorities/agencies. Management is also responsible for ensuring proper treatment is obtained for all those involved.

Equal Opportunity Employer

It is the policy of our Company and management to work continually toward improving recruitment, employment, development, and promotional opportunities for minority group members and women. It is the Company’s intent to provide equal opportunity in all areas of employment practices and to ensure that there is no discrimination against any applicant or employee on the grounds of race, color, religion, sex, age, disability, citizenship status, national origin, veteran status, marital status, sexual orientation, gender identity, or any other protected characteristic.

This policy extends to recruiting and hiring, working conditions, training programs, use of Company facilities, and all other terms, conditions, and privileges of employment. Management will continue to be guided and motivated by this policy, and with the cooperation of all employees, will actively pursue the related goals of equal and affirmative action throughout the Company.

Diversity and Inclusion

The Company seeks to attract, develop, retain, and promote employees who can provide competitive advantage and who best represent our customers and the communities we serve. We believe an inclusive culture results in sustainable competitive advantage through better problem-solving, better decision-making, greater innovation, increased brand value, and increased opportunities for growth.

The Company unequivocally condemns any intolerance, including racism, discrimination, and any other form of hatred. We have policies in place that reflect our commitment to equal employment opportunity and the right to be respected at work.

No Harassment Policy*

The Company is committed to maintaining a work environment that is free from discrimination and in which employees at all levels can devote their full attention and best efforts to the job. Harassment has no place in the work environment. The Company does not authorize and will not tolerate any form of harassment based on the following factors: race, color, religion, sex, age, disability, citizenship status, national origin, veteran status, marital status, sexual orientation, gender identity, or any other protected characteristic. This policy applies to all employees and even to non-employees who harass employees of the Company.

Every employee has a duty to immediately report harassment to senior management and/or Human Resources so the Company can try to resolve the situation, whether the employee believes that they or another employee has been harassed.

**See full No Harassment Policy for examples of harassment and procedures for reporting harassment. The full policy can be found in the Employee Handbook or on the Human Resources Portal.*

Workplace Violence Policy

Workplace violence is defined as a single behavior or a series of behaviors which constitute actual or potential assault, battery, harassment, intimidation, threats or similar actions, or destruction or attempted destruction of Company or personal property; which occur in a Company workplace, Company vehicle, work location, or while an individual is engaged in Company business.

Employees are prohibited from violent acts or threats of violence toward other employees, customers, or members of the general public. Weapons of any kind are strictly prohibited from the workplace including: Company property, Company vehicles, work locations, rights-of-way, Company paid lodging or anywhere while engaging in Company business.

Threats of violence over any type of electronic communication, including social media, will be considered to be a violation of this policy.

Human Trafficking / Anti-slavery

The Company is committed to a work environment that is free from human trafficking and slavery, which for purposes of this policy includes forced labor and unlawful child labor. The Company will not tolerate or condone human trafficking or slavery in any part of our global organization. Employees, subsidiaries, contractors, subcontractors, suppliers, partners, and others with whom the Company conducts business must avoid complicity in any practice that constitutes trafficking in persons or slavery.

Human trafficking is defined as including, but not limited to:

- Engaging in any form of trafficking in persons.
- Procuring commercial sex acts.
- Using forced labor in the performance of any work.
- Destroying, concealing, confiscating, or otherwise denying access by an employee to the employee's identity or immigration documents, such as passports or drivers' licenses, regardless of issuing authority.
- Using misleading or fraudulent practices during the recruitment of employees or offering of employment/contract positions, such as failing to disclose basic information in a format and language understood by the employee or applicant; or making material misrepresentations during the recruitment of employees regarding the key terms and conditions of employment, including wages and fringe benefits, the location of work, the living conditions, housing, and associated costs (if provided by the employer or agent), any significant cost to be charged to the employee or applicant, and, if applicable, the hazardous nature of the work.
- Using recruiters that do not comply with local labor laws of the country in which the recruiting takes place.
- Charging applicants recruitment fees.
- If required by law or contract, failing to provide or pay for return transportation upon the end of employment.
- If required by law or contract, failing to provide or arrange housing that meets the host country's housing and safety standards.
- If required by law or contract, failing to provide an employment contract, recruitment agreement, or other required work document in writing with legally required information and in a language the employee or applicant understands.

Employee Identity and Documentation Policy

Federal law requires that all individuals provide valid documentation of their authorization to work in the United States at the time of hire. The Company is firmly committed to fully complying with such laws and to compliance with the employment eligibility verification requirements of FAR section 52.222.54, where applicable.

Individuals found working at the Company in violation of the law will be immediately terminated and referred to the Immigration and Customs Enforcement ("ICE") division of the Department of Homeland Security. Moreover, any employee knowingly allowing undocumented workers to work for the Company will be subject to immediate discipline up to and including immediate discharge and reference to ICE. The Company will also cooperate with ICE in the civil or criminal prosecution of any individual knowingly violating federal law.

Any management employee who is or becomes aware, of any employee who is employed using fraudulent information, is using an identity that is not their own, or is not authorized to work in the U.S., is required to notify their Manager or the Corporate Compliance Department immediately.

Conflicts of Interest

A conflict of interest exists when employees and/or their immediate family members have a direct or indirect personal interest or derive a benefit, financial or otherwise, from transactions to which the Company or our customers are also a party. In other words, no employee of the Company can receive any gain, financial or otherwise, because of business transactions with suppliers, sub-contractors, etc.

These situations include, but are not limited to:

- Doing business with an entity in which a family member or other close personal relation has an interest.
- Leasing or renting personally-owned equipment to the Company, either individually by the employee, or through a family member, spouse, or significant other.
- Buying, leasing, renting, or acquiring services, labor, or other property from any business in which the employee or family member has an interest.
- Receiving any “kick-back” or percentage for using a particular supplier.

Any transaction that is described above, otherwise presents a potential conflict of interest, or constitutes a benefit that that would not be given to the “general public”, must be reviewed with Corporate Compliance or the Legal Department prior to the transaction. Approval of the appropriate President, CPO, and CFO may be required for the transaction to move forward.

Gifts and Entertainment

With regard to both giving and receiving gifts and entertainment, it is imperative that employees who engage in such practices be familiar with, and adhere to, the Business and/or Ethics Policy of the organization/customer you are dealing with. Take the time to obtain and read those policies, many of which are contained in customer contracts.

Gifts of cash, pre-paid credit cards, or gift cards are absolutely prohibited. Other gifts to selected customers or suppliers must not exceed \$500 per year in total, provided they are also in compliance with the customers’ or suppliers’ policies. Again, refer to specific customer policies. Entertainment expenses must have a legitimate business purpose and any anticipated entertainment expenses over \$1,000 must have Sponsor approval in advance. This includes air travel, lodging, and meals. Employees of the various local, state, and federal governments/entities may have much lower gift allowances, and in some cases are prohibited from accepting any item or gift. Additional guidelines in this area are outlined in the Government Contracting Policies and Procedures Manual. As previously stated, any Manager or Supervisor attempting to acquire a Government Contract must contact the Compliance Department to receive additional training in this area.

Accepting gifts and entertainment from customers or suppliers can be problematic as it could create the impression that some favorable treatment is expected in return. Gifts of nominal value can be accepted to enhance business relationships; however, gifts of cash, pre-paid credit cards, or gift cards are strictly prohibited. Any gift with a stated or estimated value of over \$100 must be disclosed to the Sponsor and Compliance Department as soon as possible. The Compliance Department will maintain a log of all reported gifts.

Employment of Relatives

The Company understands the relationship that family has to the work environment. Under most conditions, having a family member employed in the work group can bring a sense of camaraderie. However, employing family members can raise the potential for favoritism or a conflict of interest.

Region/Department Managers and equivalent positions are required to have prior Sponsor approval before employing a spouse or significant other anywhere in their operation. Additionally, Region/Department Managers are required to obtain approval before an immediate family member (parent, sibling, or child) is promoted into a management-level position. Managers should always

attempt to review reporting structures any time a management-level person would have immediate relatives reporting to them, in order to reduce real or perceived favoritism. Additionally, for these same reasons, Region/Department Managers should not permit immediate family members of management employees to report directly to their family member (For example: The spouse/daughter/son/sister/brother of a General Foreperson, should not report to that General Foreperson).

Drug Free Workplace*

The Company is committed to maintaining a safe, productive work environment for all employees. The use of either drugs or alcohol on the job is strictly prohibited. The use of a controlled substance can undermine employee performance and morale or result in impairment on the job, even when used off the job. Because of these reasons the Company has established a Substance Abuse Policy.

This policy applies to all employees of the Company on the job, as well as to situations where an employee's off-the-job conduct might impair employee safety, work performance, or the safety of the public. The Company will not tolerate or condone substance abuse that affects its operations. Employees who engage in the sale, use, possession, or transfer of illegal drugs or controlled substances, or who are under the influence of drugs or alcohol during work hours, are in violation of the policy.

**See the full Substance Abuse Policy for additional information in this area. The full policy can be found in the Employee Handbook or on the Human Resources Portal.*

Code of Business Conduct Certification

By signing this document I certify:

1. I have received a copy of the Code of Business Conduct.
2. I have carefully reviewed the document and agree to comply with the responsibilities and standards it describes and with all Company policies.
3. I will report any violations I become aware of to my manager or to the Corporate Compliance Department.
4. I understand that no reason, including the desire to meet business goals, should ever be an excuse for violating laws, regulations, or Company policies.
5. I understand that I am subject to discipline, up to and including termination, if I violate the Code of Business Conduct or other Company policies.
6. I will not retaliate against any employee for reporting a perceived violation of the Code.

Region / Work Location: _____

Print Name: _____

Signature: _____

Position: _____

Date: _____

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