



# Code of Business Conduct & Ethics

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**January 1, 2022**

Our Code of Business Conduct & Ethics (the “Code”) represents a set of guidelines for individual and business conduct which are not intended to capture or address all aspects of all applicable laws or regulations, and, in some cases these guidelines exceed the requirements of applicable laws and regulations.

Business conduct and ethics are important to the Company and its management. We are committed to the highest ethical standards and to conducting our business with the highest level of integrity.

All officers, directors and employees are responsible for maintaining this level of integrity and for complying with the policies contained in the Code. If you have a question or concern about what is proper conduct for you or anyone else, please raise these concerns with any member of the Company’s management, or follow the procedures outlined in applicable sections of this Code.

The Code does not alter anyone’s “at will” employment status, and compliance with the Code does not guarantee continued employment.

## THE PURPOSE OF OUR CODE

The Company is committed to the highest standards of business conduct in our relationships with each other, our customers, and our suppliers, vendors, and business affiliates. This commitment requires that each of us strive to conduct business safely, and in accordance with the highest standards of ethics and business conduct. The Code helps each of us by providing a guide to the fundamental principles that govern how we will do business.

The Code is intended to:

- help you recognize ethical issues and take the appropriate steps to resolve these issues;
- deter ethical violations;
- assist you in reporting any unethical or illegal conduct; and
- reaffirm and promote our commitment to a corporate culture that values honesty and accountability.

Our business reputation depends on how we behave and interact with our fellow employees, customers, vendors, and competitors, so, in many cases, the policies referenced in this Code go beyond the requirements of the law.

All employees will acknowledge in writing that they have received a copy of this Code, read it, and understand that the Code contains our expectations regarding their conduct.

### **WE SHARE AN OBLIGATION TO EACH OTHER**

Each of us is integrally bound to each other in our daily operations and we are responsible to each other to know and follow the Code. If you are unsure what to do in a situation, you should seek help. If you have questions, ask them; if you have ethical concerns, raise them; if you observe problems, report them. To help you, we have implemented an anonymous Hotline (the "Hotline") for you to seek help and report problems. In addition, you can get answers and report problems to your supervisor or the Human Resources department. ***{The Hotline number and contact information for these resources is set forth in the "Questions & Reporting" section of this Code}.***

Our conduct should always reflect our core values of safety, quality, commitment, and reputation. We promote a business culture that fosters those values and exhibits the highest levels of trust, communication, constructive criticism, accountability, and attention to results. Familiarizing yourselves with this Code will help you express those values and behaviors in your daily work. Lack of familiarity with the Code will detract from our success and is not an acceptable excuse for failing to maintain our high safety and ethical standards. In addition to other obligations described below and throughout this document, your responsibilities include:

- reading, understanding, and complying with all provisions of this Code and
- reporting safety concerns and Code violations as well as any other unethical activity that may jeopardize our business reputation.

### *FOLLOWING THE SPIRIT OF OUR CODE*

If you are ever unclear as to what you should do, apply these questions to the situation:

- ***Could it harm the Company's reputation?***
- ***Could it be illegal, or is it just the wrong thing to do?***
- ***Would it reflect negatively on us in the media?***
- ***Would your friends, family, neighbors, or community view it negatively?***
- ***Is it inconsistent with our values, policies, and guidelines?***
- ***Should I check?***

If you answer "yes" to any of the above questions, you should contact your supervisor, the Hotline, and/or another appropriate resource to discuss or report concerns. Our reputation, and your conscience and good name, are far too valuable for you to do anything that may raise an issue under our ethical standards.

Many people do not like to report problems when they see them due to uncertainty or fear of retaliation, we assure you that it is OK to report uncertain matters. None of us are perfect. Sometimes we make mistakes, and we should all rely upon each other to ask questions, and report concerns of potentially inappropriate activity. Otherwise, problems can go unaddressed and what may have been a minor mistake at first, can compound into a terrible problem. You have access to many resources to help you if you have questions about our Code or if you notice inappropriate activity. Please familiarize yourself with those resources as well as our non-retaliation policy.

**There will be no reprisal, retaliation or adverse action taken against any employee who, in good faith, reports or assists in the investigation of, a violation or suspected violation, or who makes an inquiry about the appropriateness of an anticipated or actual course of action.**

### **WHISTLEBLOWER PROTECTION POLICY**

The Company will not retaliate against any employees who take certain lawful actions when they suspect wrongdoing on the part of the Company or its employees. In furtherance of the Company's commitment to this policy, neither the Company nor any of our officers, employees, contractors, subcontractors, or agents, may discharge, demote, suspend, threaten, harass, or in any other manner, discriminate against an employee because of any lawful act done by the employee to:

(a) provide information to or otherwise assist in an investigation by a federal, state, or local regulatory or law enforcement agency, any member of Congress or committee of Congress, or any person with supervisory authority over the employee (or such other person working for the Company who has the authority to investigate, discover or terminate an employee), where such information or investigation relates to any conduct that the employee reasonably believes constitutes fraud (financial or otherwise), or a violation of any applicable laws; or

(b) file, testify, participate in, or otherwise assist in a proceeding relating to alleged violations of any applicable law as described in (a) above.

# LIVING OUR CODE

## WHAT'S REQUIRED OF YOU?

- **Act with Integrity.** Your personal integrity is more important to you and the Company than anything else. When applied to work, your integrity becomes ours as a collective. There's no goal or reward worth compromising your or the Company's integrity – do the right thing even when no one is watching.
- **When in Doubt, Seek Clarification.** When the right course of action isn't clear, consult the Code. If the right answer still isn't clear, seek help. Questions are an indicator of progress, ask them often and seek clarification when in doubt.
- **Put Our Team First.** Our employees, officers and directors are expected to dedicate their best efforts to advancing our interests and to make decisions that affect us based on our best interests, independent of outside influences.
- **Certify Your Compliance.** All employees must complete training and acknowledge receipt of the Code on an annual basis. Each year, you will receive a copy of the Code along with an outline of anything new to the Code and directions on how to complete training. Within 30 days of a start date, new employees will be provided a copy of the Code and training as part of their onboarding/orientation.
- **Complete Your Ethics Training.** Ethics training will help you understand the spirit of the Code with real-world scenarios. New employees are required to successfully complete ethics training within 30 days of the start of employment. Existing employees must complete annual online ethics training each year.
- **Report Concerns and Cooperating with Investigations.** You are obligated to report ethical problems and Code violations as well as violations of our safety policies and procedures. We understand that you may not have all the facts around a given concern, but it is imperative that you do **not** conduct your own preliminary investigation. All reports and all concerns will be investigated appropriately and treated confidentially to the extent reasonably possible. Employees who are asked to cooperate or participate in an investigation are required to maintain confidentiality regarding the investigation. Violation of or failing to report violations of any laws, Company policies or ethical standards, including failure to cooperate, or obstructing or interfering with an investigation, may result in disciplinary action, including termination.

## FOLLOWING THE SPIRIT OF OUR CODE

I can only control my behavior. Why should I care about this Code? Why should I ask questions or report problems?

It is our shared duty to each other to ensure everyone abides by this Code. Sometimes, one of us might commit an innocent mistake. If our colleagues see this and don't report it, that innocent mistake could become a big problem. Reporting is helping, not hurting our colleagues. None of us want our reputation to be hurt by an innocent mistake and failing to report even one deliberate violation hurts all of us. If we allow our colleagues to violate the Code, we put our future success at risk. It is important that we all see it as our collective duty to ensure everyone follows this Code. This is especially important in matters involving safety in the workplace. Never, ever, turn and walk the other way when you see a safety concern. **STOP WORK UNTIL THE SAFETY CONCERN HAS BEEN ADDRESSED.** None of us want you to live with the knowledge that you could have prevented an accident if you had only spoken up.

## **ASKING QUESTIONS AND REPORTING PROBLEMS**

You have several options for asking questions and reporting problems. You may ask for guidance or report problems to your supervisor. You may also report problems and seek guidance through the Hotline or the Human Resources department by mail, phone, or email.

Under some circumstances, it may be impractical, or you may feel uncomfortable raising a matter with your supervisor. In those instances, you are encouraged to contact the Human Resources department and/ or the Hotline, who will investigate and report the matter appropriately, as the circumstances dictate.

All reports will be investigated and whenever possible, requests for confidentiality shall be honored. And, while anonymous reports will be accepted, please understand that anonymity may hinder or impede the investigation of a report. All cases of questionable activity or improper actions will be reviewed for appropriate action, discipline, or corrective actions. Whenever possible, we will keep confidential the identity of employees, officers or directors who are accused of violations, unless or until it has been determined that a violation has occurred.

## **YOU HAVE THE AUTHORITY AND THE OBLIGATION TO STOP WORK FOR SAFETY**

NOTHING justifies unsafe work. ***EACH AND EVERY ONE OF US, REGARDLESS OF OUR POSITION, HAS THE AUTHORITY AND OBLIGATION TO STOP WORK AT ANY TIME AND UNDER ANY CIRCUMSTANCE IF YOU OBSERVE A SITUATION THAT COULD RESULT IN UNSAFE WORK CONDITIONS.*** No one has the authority to relieve you of this obligation or override your ability to stop-work; and your authority to stop work extends to the obligation to refuse to continue working if the stop-work command is ignored or the risk is not properly abated. ***NO ONE WILL RETALIATE AGAINST ANY EMPLOYEE FOR STOPPING WORK OR REFUSING TO WORK IN GOOD FAITH (EVEN IN SITUATIONS WHERE THE EMPLOYEE'S STOP WORK COMMAND WAS LATER DETERMINED TO NOT HAVE BEEN NECESSARY).*** We would rather stop work, regroup as a team, discuss your concern, and conclude that everything is well and/or take appropriate action(s) to mitigate the risk(s) you have identified, than take a chance that your hunch or observation could have prevented an accident. If you ever question the safety of any situation or circumstance, you ***must*** stop work.

## **HOW CAN YOU GET HELP OR REPORT A PROBLEM?**

You can get help or report a problem through any of the following options. Please note that these are not emergency assistance numbers. In an emergency, please call 911 and make yourself and others safe before contacting the options listed below.

### **DISCUSS THE MATTER WITH YOUR SUPERVISOR**

#### **CONTACT OUR HUMAN RESOURCES DEPARTMENT**

MAIL: 3100 Interstate North Circle, Suite 300, Atlanta, GA 30339  
PHONE: (678) 208-6421  
EMAIL: HR@artera.com

#### **CONTACT THE HOTLINE\***

PHONE: 1 (833) RPT-LINE (1 (833) 778-5463)  
WEBSITE: <https://hotline.artera.com>

\*Reporting to the Hotline is available 24 hours a day, seven days a week. You can use these methods to report violations of our policies or to seek guidance anonymously. All reports or inquiries will be documented and investigated as necessary and appropriate.

We will not tolerate any retaliatory action against any individual for stopping work to resolve a safety concern or reporting of violations or perceived violations of the Code or any, law, regulation, or Company policy and procedure. Allegations of retaliation will be investigated and, if substantiated, appropriate disciplinary action will be taken, up to and including termination of the party who initiated the retaliatory conduct. You should feel that you can stop work or report problems without fear of reprisal. Please contact your supervisor, the Human Resources department, or the Hotline, if you fear retaliation, or if you believe an instance of retaliation has occurred.

# APPLYING THE CODE WITHIN OUR WORKPLACE

## RESPECT ONE ANOTHER

The way we treat each other, and our work environment affects the way we do our jobs. All of us want and deserve a workplace where we are respected and appreciated. Therefore, we must contribute to the creation and maintenance of a culture of respect and inclusion. Communicating openly, sharing ideas, voicing concerns, and reporting problems contributes to that culture. While we often think of supervisors and managers as the people responsible for establishing those qualities in the workplace, its every one of us who is responsibility for fostering a workplace that supports our values and our culture.

## VALUE PRIVACY & HUMAN DIGNITY

- ***Our Pledge.*** We respect the privacy and the dignity of all individuals. When we collect and maintain personal information that relates to your employment, we take special care to limit access to your personal information to personnel who need to know such information to perform their jobs.
- ***Don't Snoop.*** Employees should not search for or retrieve items from another employee's workspace without prior approval of that employee or management.
- ***Rumors are Bad.*** Rumors have the propensity of spreading false information. They hurt your coworkers and the Company, destroy trust, and challenge your integrity if they turn-out to be false. We want to build our culture on the bedrock of truth. If you hear a rumor or hear someone spreading a rumor, stop them. Those rumors will ultimately hurt us by creating animosity and dissent among us, so encourage people who spread rumors to report their concerns so that the matter can be investigated and resolved before false information causes anyone to make poor decisions.
- ***Communications on Work-Place Phones and Computers is NOT Private.*** Your communications on Company owned or sponsored communications devices, or systems, and materials stored on Company owned or sponsored equipment are not private. While you may use Company owned or sponsored computers, tablets, phones, smart phones, and any other Company owned communication or information technology equipment ("Devices") or information systems ("Systems") for personal use, ***your personal use is not private.*** The Company reserves the right, to the fullest extent permissible under the law, to access all information or communications made or stored on Company property, Company owned or sponsored Devices, and Company Systems. If you choose to use, your Company email, or Company owned or sponsored cell phone or telephone systems, computers or email systems, office systems, offices, workspaces, desks, credenzas, or file cabinets to make private calls or store anything, the Company does not deem this information to be private.

We provide an email and internet access to certain employees to help them do their work. You may use the email system and the internet only for legitimate business purposes in the course of your duties. Incidental and occasional personal use is permitted, but never for personal gain or any improper use. Further, you are prohibited from discussing or posting information regarding the Company on any external electronic forum, including websites, internet chat rooms, social media platforms or electronic bulletin boards, except as otherwise allowed under the Code.

## EQUAL EMPLOYMENT OPPORTUNITY AND NON-DISCRIMINATION

We are an equal opportunity employer. We will not tolerate discrimination against any person on the basis of race, color, religion, sex, sexual orientation, gender identity, gender expression, age, national origin, citizenship status, disability, genetic information, family status, pregnancy, military/veteran status or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable

accommodation), or any other category protected by federal state or local law in recruiting, hiring, training, placement, promotion, benefits, pay, or any other condition of employment. Similarly, we will not tolerate discrimination against any customer, potential customer, supplier, or independent contractor on the basis of those categories mentioned here. We must treat all our fellow employees, as well as our customers, suppliers and visitors with respect and courtesy deserving of ourselves.

### **SEXUAL HARASSMENT**

Our policy strictly prohibits any form of harassment in the workplace, including sexual harassment. We will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy.

Sexual harassment consists of unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made a term or condition of employment;
- submission to or rejection of such conduct is used as a basis for employment decisions; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive or hostile work environment.

Forms of sexual harassment include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes, or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking movement; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings, or gestures.

### **OTHER FORMS OF HARASSMENT**

Harassment based on other characteristics is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of characteristic protected by law, which:

- has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: nicknames, epithets, slurs, negative stereotyping, threatening, intimidating or hostile acts, and written or graphic material that ridicules or shows hostility or aversion to an individual or group and that is posted in our premises or circulated in the workplace.

#### **FOLLOWING THE SPIRIT OF OUR CODE**

A coworker keeps telling jokes or making comments that you find offensive. Most people just laugh, but you know others are uncomfortable with it too. Your supervisor knows about it, but nothing has changed. What should you do?

If you are comfortable doing so, it is appropriate to tell your coworkers when you are offended by their comments and ask them to stop. If they fail or refuse to stop, you may decide to report the matter to your supervisor. If, as may be the case in this example, you are not comfortable reporting the problem to your supervisor, you may report the problem to the next-level Manager, your Human Resources generalist, the CLO, or our Hotline. Once the matter is reported, the Company will conduct a prompt and thorough investigation. Never allow the conduct to go unreported. It is our policy to eliminate harassment in the workplace whenever it is identified. That may be as simple as counseling your coworker on how to avoid saying or doing offensive things in the workplace.



## **REPORTING HARASSMENT**

If you believe that you have been subjected to harassment of any kind, you must promptly report the incident pursuant to this Code. You are encouraged to report the incident to your supervisor or any other member of management, including the Human Resources department, the Hotline and/or President. If you feel comfortable doing so, you may also wish to confront the offender and state that the conduct is unacceptable and must stop. Complaints of harassment, abuse or discrimination will be investigated promptly and thoroughly and will be kept confidential to the extent possible. We will not in any way retaliate against any employee for making a complaint or report of harassment or participating in the investigation of such a complaint or report.

The Company requires prompt reporting of all incidents of harassment, regardless of who the offender may be, or the offender's position in the Company. This procedure should also be followed if you believe that a non-employee with whom you are required or expected to work has engaged in harassing conduct. Any employee who is found to be responsible for harassment, or for retaliating against any individual for reporting a claim of harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including termination. Remember that, regardless of legal definitions, we expect all employees to interact with each other in a professional and respectful manner.

## **SAFETY IN THE WORKPLACE**

Your safety and the safety and security of all our employees is one of our core values. You are responsible for following all our safety policies and procedures, including your stop-work obligation, and maintaining work sites and facilities which are free from recognized safety hazards. Work sites and locations should be maintained in a clean and orderly state to encourage efficient operations and promote safe work practices. For more information about safety in the workplace and how you can help assure that we maintain safe work and job sites, please reference the Employee Handbook and our Safety Manual.

## **WEAPONS AND WORKPLACE VIOLENCE**

No employee may bring firearms, knives, bows, explosives, incendiary devices, or any other weapons into the workplace or any work-related setting, regardless of whether or not the employee is licensed to carry such weapons. Please note when used correctly, Company provided tools are not considered weapons. Police officers, security guards and other individuals who have been given consent by us to carry a weapon on Company property will be allowed to do so. We will not tolerate any level of violence in the workplace or in any work-related setting. Violations of this policy must be reported to the Hotline, referred to your supervisor, and/or the Human Resources department immediately. Threats or assaults that require immediate attention should be reported to the police using 911.

## **DRUGS AND ALCOHOL**

We intend to maintain an alcohol and drug-free work environment. You may not use, possess or be under the influence of alcohol or drugs on Company premises, job sites, or while performing any work functions (on or off premises). For the purpose of *this policy*, *drugs include prescription drugs which may interfere with your judgment or ability to perform your work safely*. This prohibition is a condition of employment. Any employee found in violation of this condition of employment is subject to immediate termination.

# AVOIDING THE APPEARANCE OF IMPROPRIETY

## CONFLICTS OF INTEREST

A conflict of interest occurs when your private interests interfere, or even appear to interfere, with the best interests of the Company. A conflict of interest can arise when you take actions or have interests that make it difficult, or even appear to make it difficult, for you to perform your work objectively and effectively. Your obligation to conduct our business in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest as set forth below.

Everyone should report potential conflicts of interest. Special rules apply to executive officers and directors who engage in conduct that creates an actual, apparent or potential conflict of interest. Before engaging in any such conduct, executive officers and directors must make full disclosure of all facts and circumstances to the President, who shall inform and seek the prior approval of our parent company's Board if appropriate.

Although we cannot list every conceivable conflict, what follows are some common examples of actual, apparent and potential conflicts of interest. If you are involved in a conflicts situation that is not described below, you should discuss your situation with the Human Resources department.

- ***Improper Personal Benefits from the Company***

- Conflicts of interest arise when an employee, officer or director, or a member of their family, receives improper personal benefits as a result of their position with us. It's not proper to award work to businesses owned by a family member without prior written approval, which you should obtain through use of the Hotline, the Human Resources department and/or President.
- You may not accept any benefits from anyone outside the Company that have not been duly authorized and approved pursuant to the applicable Company policy and procedure, including, without limitation, Company loans, guarantees of your personal obligations, or payments and gifts other than those permitted by our gift policy. Business should be won based on the benefit to the Company, not the nature of a gratuity to you.
- We will not make any personal loans to, nor guarantee the personal obligations of, directors and executive officers.

- ***Financial Interests in Other Businesses***

- You may not own or otherwise possess an interest in a company that competes with us unless the company is publicly traded on a recognized US Stock Exchange and your interest in the competitor is 5% of less of the company's equity. You may not own or otherwise possess an interest in a company that does business with us without the prior written approval of President in consultation with the legal department.

### FOLLOWING THE SPIRIT OF OUR CODE

I work full time for the Company, and I have a part-time position with another company that provides the same services to different customers on the weekends. Can I keep my part-time job without first obtaining approval from the President & Human Resources department?

No. Employees must avoid any conflict, or the appearance of a conflict, between their personal interests and the Company's interests. While every situation is evaluated on a case-by-case basis, working for a competitor organization presents a conflict of interest. Additional outside employment opportunities should be disclosed prior to starting such employment, or prior to starting work with us.

- ***Business Arrangements with Us***
  - Without prior written approval from the President, you may not participate in a joint venture, partnership or other business arrangement with us.
- ***Outside Employment or Activities with a Competitor***
  - Simultaneous employment with or serving as a director of our competitor is strictly prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests.
  - You may not market products or services in competition with our current or potential business activities.
  - It is your responsibility to consult with the President to determine whether a planned activity will compete with any of our business activities before you pursue the activity in question.
- ***Outside Employment with a Vendor, Credit Bank, Lending Bank or Supplier***
  - Without prior written approval from the President, you may not be employed by, serve as a director of or represent a vendor, competitor, or creditor, of the Company.
  - Without prior written approval from the President, you may not be a supplier or vendor to the Company.
  - You may not accept money or benefits of any kind as compensation or payment for any advice or services that you may provide to a customer, credit bank, lending bank, vendor, supplier, or anyone else in connection with its business with us.
- ***Working with Family Members***
  - Employees cannot make decisions to enter into business transactions with any vendor or competitor of the Company if the employee or a family member of the employee may directly or indirectly benefit from the transaction. Accordingly, in the event that such situation arises, immediately report the matter to the Human Resources department and/or the Hotline so that you will not be involved in making decisions on our behalf that could benefit or be detrimental to your family member or their company.
  - If the Company is contemplating doing business with another company that might create a conflict of interest for you, you must disclose your specific situation to us so that we may assess the nature and extent of any concern and how it can be resolved.
  - Potential conflicts, no matter how harmless they may appear, could arouse suspicions among your teammates that might affect your working relationships. The very appearance of a conflict of interest can create problems, regardless of the propriety of your behavior.

## **CORPORATE OPPORTUNITIES**

Employees, officers, and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. If you learn of a business or investment opportunity in the course of your employment with the Company, such as information you might learn from a competitor, supplier, or business associate of ours, you may not participate in the opportunity or make the investment without first presenting the opportunity to the Company and obtaining the prior written approval of the President. You may not use corporate property or information or your position within the Company for improper personal gain, and you may not compete, or prepare to compete, with the Company for such opportunities.

## ENTERTAINMENT, GIFTS AND GRATUITIES

There are certain circumstances under which acceptance of gifts or other gratuities are acceptable. While each instance of providing or receiving a gratuity should be carefully reviewed with the President before accepting or giving the gift, provided there is no intent or appearance of intent to influence a business decision (for example, an upcoming bid award) by either the giving or the receiving the gift, the following may be acceptable depending upon the circumstances:

- meals, refreshments, entertainment (including sporting events and concerts), accommodations or travel arrangements of reasonable value in the course of a meeting or other occasion where the purpose is to hold bona fide business discussions or to foster better business relations, provided your host is present, your attendance is related to your job duties, the level of expense is reasonable and customary in the context of your business and the relationship with the host, and the frequency of such invitations from one host, is not unreasonable given the circumstances;
- other gifts (including gift cards), not to exceed \$150, that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holidays or birthdays;
- advertising or promotional material of reasonable value, such as pens, pencils, note pads, key chains, calendars and similar items;
- discounts or rebates on merchandise or services that are available to other customers under similar circumstances;
- awards of a reasonable value from civic, charitable, educational, or religious organizations for recognition of service and accomplishment;
- gifts awarded as part of a random drawing where it is clear that no possible inference can be drawn that acceptance of the gift could influence you in the performance of your duties for us.

### FOLLOWING THE SPIRIT OF OUR CODE

One of my business contacts represents an important vendor that is currently competing for our business. Recently, after a meeting, he handed me two \$250 tickets to a sporting event and said, "keep us in mind for that next purchase." Should I keep the tickets?

No, you should not keep the tickets. In this case, the vendor is attempting to influence your purchasing decision. Moreover, it does not appear that the vendor is going to be attending the event with you. The Company's Code prohibits gifts that may appear to influence decisions involving our business. Politely refusing the gift will ensure compliance with our ethics policies. If you are unsure, seek guidance through the Hotline.

The Company may make exceptions to these general rules and allow or even encourage employees or directors to attend events that exceed this policy if the Company is sponsoring an event for a significant customer, a significant vendor sponsors an event, or attendance at an event is important to maintaining our relationship with that customer or vendor. However, employees must consult with their supervisor and/or the Human Resources department regarding appropriateness of such an exception before attending any such event.

# MANAGING COMPANY INFORMATION

## COMPANY BOOKS AND RECORDS

It is our policy to make full, fair, accurate, timely and understandable disclosures in compliance with all applicable laws and regulations in all reports and documents that we file with, or submit to, our Board of Directors, independent auditors, and any regulatory agency, including OSHA, state and federal law enforcement or environmental agencies, and any other public communications we make. We must complete all our documents accurately, truthfully, and in a timely manner, including all expense reports. When applicable, documents must be properly authorized. Everyone must record their financial activities in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documentation.

## PROTECTION AND PROPER USE OF COMPANY ASSETS

We each have a duty to protect the assets of the Company that have been entrusted to us and ensure their efficient use. Theft, carelessness, and waste have a direct impact on our profitability. All of us must take measures to prevent damage, theft or misuse of Company property. When you leave us, all the Company's property that has been entrusted to you must be returned to the Company. Except as specifically authorized, our assets, including our credit, time, equipment, materials, resources, vehicles, and proprietary information, must be used for Company business purposes only. Some of you may be given the privilege of using a Company vehicle for personal use. For limitations and other information related to your use of Company vehicles for personal purposes, please see our Personal Use of Company Vehicles Policy.

## RECORD RETENTION

In the course of our business, we produce and receive large numbers of records. Numerous laws require the retention of certain records for various periods of time. We are committed to compliance with all applicable laws and regulations relating to the preservation of records. Our policy is to identify, maintain, safeguard, and destroy or retain all records in our possession on a systematic and regular basis. Under no circumstances are our records to be destroyed selectively or to be maintained outside our premises or designated storage facilities.

*FOLLOWING THE SPIRIT OF OUR CODE*

*I was at a grocery store, shopping for my family, and accidentally used the wrong card to pay for my purchases. I mentioned it to a coworker, and they said that so long as I pay my corporate credit card off each month, is it acceptable for me to use the card for personal purchases. Is this true?*

No. Your corporate credit card and other corporate expense reports are issued and paid out strictly for the purpose of charging business-related expenses. We understand that accidents may happen, but in the event, you mistakenly use your Company credit or gas card for personal purchases, you must notify your supervisor immediately and make arrangements to repay the unintended personal charges. Take care to assure that you use personal credit cards to pay for personal expenses.

For detailed information about when you should destroy business records, please consult our Record Retention Policy. Please note that if you learn of a subpoena or a pending or contemplated litigation or government investigation, you should immediately contact the Hotline and report the matter to the Human Resources department, and:

- You must maintain, preserve, and refrain from altering ALL records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised by the Company as to how to proceed.
- You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as emails and voicemail messages). Destruction or alteration of such records, even if inadvertent, could seriously prejudice the Company.
- If you have any questions regarding whether a particular record pertains to a pending or contemplated investigation or litigation or may be responsive to a subpoena or regarding how to preserve particular types of records, you should preserve the records in question and seek advice through the Hotline.

### **ACCURACY OF FINANCIAL REPORTS AND OTHER INFORMATION**

The Company's policies require the disclosure of accurate and complete information regarding the Company's business to its auditors and Board of Directors. Inaccurate, incomplete, or untimely reporting will not be tolerated and can severely damage the Company's reputation and result in legal liability.

The Company's senior financial officers are responsible for ensuring that the disclosure in the Company's periodic reports is full, fair, accurate, timely and understandable. In doing so, senior financial officers shall take such action as is reasonably appropriate to (i) establish and comply with disclosure controls and procedures and accounting and financial controls that are designed to ensure that material information relating to the Company is made known to them; and (ii) confirm that the Company's periodic reports fairly present in all material respects the financial condition and results of operations of the Company.

### **CONFIDENTIAL INFORMATION**

All employees may learn, to a greater or lesser degree, facts about our business, plans, operations or "secrets of success" that are not known to the general public or to competitors. Sensitive information such as financial information, benefit plans, salary, business research data, customer data, marketing, and strategic plans are examples of our confidential information and/or proprietary trade secret information. The Company's confidential information includes, without limitation, all non-public information that might be of use to competitors, or harmful to us or the customers we serve, if disclosed. In addition, during the course of performing your responsibilities, you may obtain confidential information concerning possible transactions with other companies or receive information concerning other companies which we may be required to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by us or our customers, unless disclosure is necessary to prevent an injury or accident, authorized by the Company or the owner of the information, or legally mandated by a court or governmental agency. Employees who possess or have access to confidential information or trade secrets must:

- Not use the information for their own benefit or the benefit of persons inside or outside of the Company.
- Carefully guard against disclosure of that information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard.

- Not disclose confidential information to another Company employee unless the employee needs the information to carry out business responsibilities.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, *you must return everything that belongs to us, including all documents, Company issued devices, and other materials containing our and customers' confidential information*. You must not disclose or use confidential information to or for a new employer or to or for others after your employment with us ends. This obligation remains regardless of the reason for termination of your employment. Likewise, you may not disclose your previous employer's confidential information to us, but you should use the general skills and knowledge that you acquired during your previous employment.

### **TRADEMARKS, COPYRIGHTS AND OTHER INTELLECTUAL PROPERTY**

Our logos and business names are examples of Company trademarks and or copyrighted materials. You must always properly use our trademarks and advise us of infringements by others. Similarly, the trademarks of third parties must be used properly, without violating their rights. If you have any questions about the use of trademarks, please seek guidance through the Hotline.

Works of authorship such as books, articles, drawings, computer software and other such materials may be covered by copyright laws. It is a violation of those laws and of our policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted. We license the use of much of our computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire, or use unauthorized copies of computer software. If you create anything for us while you are employed by us, we own all intellectual rights to such creation, including the moral rights as well as the patent, copyrights, and trademark rights therein. Any questions concerning copyright laws or ownership should be directed to the Hotline.

It is our policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos, or printed materials of another company, including any such uses on our websites, you must do so properly, and with the consent of such company, and in accordance with applicable law.

### **PRESS, SOCIAL MEDIA, AND OTHER COMMUNICATIONS**

In general, off-duty or personal activities are your business except where such activities negatively affect your job performance, the performance of others, your work environment, or our brand or business interests. Employees who choose to communicate about us externally, including in online forums, bulletin or message boards, chat rooms, blogs, Facebook, Instagram, LinkedIn, Twitter, etc. (collectively, "online social media"), are expected to comply with our Code. The following principles apply to your external communications using online social media:

- **Personal Responsibility** - Employees are personally responsible for the content they publish or communicate. You may not indicate or imply that the personal views expressed by you are endorsed or condoned by the Company.
- **Confidential Information** - Employees may not use or disclose our, our employees, or our customers confidential and/or proprietary information.
- **Respect** - Employees should respect their audience and avoid any offensive language or sentiments such as ethnic slurs, personal insults, obscenity, or any conduct that would not be acceptable in our workplace.
- **Disclaimer** - Employees who identify themselves as our employees and comment on Company-related topics must make clear that their views and positions are not those of the Company.

- **Logos and Trademarks** - Unless expressly authorized by the President, employees may not use our logos or trademarks, and must respect copyright, privacy, fair use, financial disclosure, and other applicable laws.
- **Media Relations** - If a member of the news media or a news or social blogger contacts you about any matter concerning the Company's business, you are NOT authorized to speak on behalf of the Company and must refer such inquiries to the Human Resources department or President.
- **Compliance with laws** - Employees must be mindful not to engage in any unlawful conduct, such as invasion of privacy, violations of security laws, defamation, etc.

You must be explicitly authorized by appropriate management to conduct business for the Company using online social media. Any Company content posted to online social media requires prior authorization by appropriate management. You are expected to comply with our Code and any other applicable policies related to your business activities and online social media. If you are uncertain about whether your use of online social media and other external communications comply with this policy, you should consult with your supervisor, the Human Resources department and/or our legal department.

#### **INTERNAL COMPUTER AND COMMUNICATION RESOURCES**

Our computers and communication resources, including Company owned and sponsored desktop & laptop computers, tablets, smart phones, cell phones, desk phones, voicemail and email, thumb drives, external hard drives and other Company-provided or sponsored devices provide substantial benefits to our ability to get things done, but they also present significant security and liability risks to you and the Company. It is extremely important that you take all necessary measures to secure your computer, phone, electronic devices and any computer or voicemail passwords.

- All sensitive, confidential, or restricted electronic information must be password protected; and never leave any devices in an unattended vehicle.
- If you have any reason to believe that your password or the security of a Company computer or communication resource has in any manner been compromised, you must change your password immediately and report the incident to your supervisor.
- When you are using our resources to send email, voicemail or to access internet services, you are acting as our representative. Any improper use of these resources may reflect poorly on us, damage our reputation, and expose you and us to legal liability.

All network resources used to provide computing and internet connections throughout the organization are our property and are intended for use by Company employees to conduct our business. All email, voicemail and

#### **FOLLOWING THE SPIRIT OF OUR CODE**

I need to send an email outside of the Company to one of my vendors that contains confidential information of the Company or one of our customers. Can I go ahead and send it?

Maybe. Before sending such information to someone, make sure that you know who you are sending it to, and make sure the receiver is authorized to receive the information. This usually means contacting the Hotline to seek guidance on how to make sure that the party to whom you are sending the information has signed a Non-Disclosure Agreement whereby they have agreed in writing to keep it confidential. Once you've verified that the person is authorized to receive the information, you must ensure you have the correct email address and use encryption to assure that the information being transmitted cannot be intercepted by someone who is not authorized to receive it. Send only what the authorized receiver needs to complete the task or request. Don't send information the receiver should already have such as an account number or a social security number.



personal files stored on our computers are our property. You should therefore have no expectation of personal privacy in connection with your use of these resources. We may, from time to time and at our sole discretion, review any files stored or transmitted on our computers and communication resources, including voice mail and email messages, for compliance with our policy. Incidental and occasional personal use of email and telephones is permitted but should be limited and is not private.

You should not use our resources in a way that may be disruptive or offensive to others or unlawful. At all times when sending email or transmitting any other message or file, you should not transmit comments, language, images, or other files that you would be embarrassed to have read by any person. Remember that your "private" email messages are easily forwarded to a wide audience. In addition, do not use these resources in a wasteful manner. Unnecessarily transmitting messages and other files wastes not only computer resources, but also the time and effort of each employee having to sort and read through their own email. Use of computer and communication resources must be consistent with all other Company policies, including the Employee Handbook and those policies relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

### **RESPONDING TO PRESS OR AGENCY INQUIRIES**

Company employees who are not designated as official Company spokespersons may not speak with the press, government agency representatives, members of the financial community (banks, investment bankers, etc.), shareholders or shareholder groups or organizations about Company business or as a Company representative without express permission from the President after consultation with the Company's legal department. This prohibition does not restrict you from cooperating with governmental investigations conducted by agencies such as OSHA. Requests from any third party for comments about the Company should be referred to the Human Resources department.

## **CONDUCTING OUR BUSINESS**

### **OUR RESPONSIBILITY TO OUR CUSTOMERS**

The Company depends on its reputation for safety, quality, and commitment. The way we deal with customers, competitors, and suppliers molds that reputation, builds long-term trust and ultimately determines our success. You should always deal fairly with the Company's customers, suppliers, competitors, employees, subcontractors, and the public. We must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Remember, we owe it to our customers to deliver safe, efficient, and high-quality solutions. Always strive to meet those goals.

### **DON'T USE UNDUE INFLUENCE**

It is not appropriate for you to influence, or attempt to influence, anyone for the purpose of having them handle a transaction or process in a way that results in an improper personal benefit to you, your friends, relatives, or even to that particular team member. Such improper benefit may result from using a relationship (whether personal, social, or professional) to prevail upon another person, such as a coworker, vendor, or someone who reports to you, to do something for you that is outside the scope of standard business practice. In addition, undue influence may take the form of pressuring, intimidating, or threatening another person in an attempt to persuade them to take an action that is inconsistent with standard business practice. The services of others should be selected on the basis of quality, price, and other factors that may be appropriate in particular cases and family relationships or friendships should never be a factor. Team members should not attempt to influence selection of a vendor based on a family relationship or friendship. Neither you, a family member, nor any entity in which you or your family member has a financial interest or by which you or your family member is employed, may supply goods or services to us without prior approval of the President.

## **COMPETE WITH INTEGRITY**

We will compete vigorously and tirelessly in all of our business activities. However, we will do so with integrity, and our competitive efforts must be conducted in accordance with all applicable antitrust and competition laws. While it is impossible to describe antitrust and competition laws fully in any code of business conduct, the following provides some common scenarios that are particularly likely to raise antitrust concerns. If you are or become engaged in activities similar to those identified in the Code, you should immediately seek guidance through your supervisor, the Human Resources department, and/or the Hotline.

All employees are required to comply with antitrust and related competition laws in jurisdictions in which we do business. These laws in the United States and other countries typically restrict and/or regulate competitive business practices in order to preserve fair, honest and vigorous competition. Violations of these laws can result in damage to our reputation, severe monetary penalties, and criminal penalties for those involved.

It is important to collect information about our competitors to compete effectively; however, such collection must be done in a lawful and ethical manner. Employees are prohibited from engaging in illegal business practices, including entering into agreements, reaching "understandings" or exchanging information with competitors about how we do business and sharing confidential and proprietary business information with or requesting such information from competitors.

- **Avoid Conspiracies with Competitors** - One of the primary goals of antitrust laws is to promote and preserve each competitor's independence when making decisions on price, output, and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices or to divide markets. You should not agree with any competitor on any of these topics, as these agreements are virtually always unlawful. If you find yourself in such a conversation with a competitor. Inform them that such agreements are illegal, leave the conversation, and report the incident to your supervisor, Human Resources department and/or the Hotline.
- **Avoid "Loose Talk"** - Unlawful trade agreements need not take the form of a written contract or even express commitments or mutual assurances. Courts can -- and do -- infer agreements based on "loose talk," informal discussions, or the mere exchange between competitors of information from which pricing or other collusion could result. Any communication with a competitor's representative, no matter how innocuous it may seem at the time, may later be subject to legal scrutiny and form the basis for accusations of improper or illegal conduct. You should take care to avoid involving yourself in situations from which an unlawful agreement could be inferred.
- **Use Caution** - The antitrust laws are extremely complex. Because antitrust lawsuits can be very costly, even when a company has not violated the antitrust laws and is cleared in the end, it is important to seek guidance through the Human Resources department and/or the Hotline before engaging in any conduct that even appears to create the basis for an allegation of wrongdoing. It is far easier to structure your conduct to avoid erroneous impressions than to have to explain your conduct in the future when an antitrust investigation or action is in progress. For that reason, when in doubt, seek guidance through the Human Resources department and/or the Hotline to address your concerns.
- **Gathering Information About Our Competitors** - It is entirely proper for us to gather information about our marketplace, including information about our competitors and their products and services. However, there are limits to the ways that information should be acquired and used, especially information about competitors. In gathering competitive information, you should abide by the following guidelines:

- We may gather information about our competitors from sources such as published articles, advertisements, brochures, other non-proprietary materials, surveys by consultants and conversations with customers, as long as those conversations are not likely to suggest that we are attempting to (a) conspire with our competitors, using the customer as a messenger, or (b) gather information through other wrongful means. You should be able to identify the source of any information about competitors.
- If there is any indication that information that you obtain was not lawfully received by the party in possession, you should refuse to accept it. If you receive any competitive information anonymously or that is marked confidential, you should not review it and should immediately seek guidance through your supervisor, the Human Resources department and/or the Hotline.

The improper gathering or use of competitive information could subject you and us to criminal and civil liability. When in doubt as to whether a source of information is proper, you should seek guidance through your supervisor, the Human Resources department and/or the Hotline.

### **ANTI-MONEY LAUNDERING AND THE USA PATRIOT ACT**

The Company is committed to compliance with laws and regulations regarding money laundering and terrorist financing. Also understand your obligations to:

- know your customers and your customers' use of our products and services – for instance, if you are selling unwanted equipment, we should know the details of each person to whom the equipment is sold;
- get proper training if you are identified as being in a job that poses a risk of money laundering or terrorist financing; and
- be alert to and report unusual or inappropriate activity through the Hotline.

### **COMPLIANCE WITH THE FOREIGN CORRUPT PRACTICES ACT**

The Foreign Corrupt Practices Act (the “FCPA”) prohibits companies from offering bribes or favors in exchange for business. All our employees, agents, and affiliates are required to conduct themselves in accordance with our FCPA Policy. If you have any questions regarding your compliance with the FCPA Policy, please seek guidance through your supervisor, the Human Resources department and/ or the Hotline.

It is against our policy, U.S. law and the foreign laws of countries where we do business to offer a bribe to a foreign official for a business favor or when otherwise intended to gain an improper business advantage. The term “foreign official” includes employees of any government agency, government-owned business (such as state-owned enterprises), or political party, plus any political candidate. Bribes go beyond giving cash payments and may also include giving gifts or other items of value. The Code also prohibits giving facilitating or expediting payments to foreign officials. Since the Company can be held liable for payments made by third parties, outside parties engaged directly or indirectly by the Company who may interact with foreign officials on the Company’s behalf must undergo a thorough legal screening before being hired.

### **INTERACTING WITH GOVERNMENT AGENCIES AND OFFICIALS**

From time to time, we will find ourselves doing business with local, state, and federal government officials, and the agencies and governmental bodies which they represent. It is essential that we do not provide anything to these officials that could be construed as a favor in exchange for receiving work from the agency or governmental body which they represent.

- **Do Not Make Gifts to Government Officials** - The various branches and levels of government have different laws restricting gifts, including meals, entertainment, transportation, and lodging, which may be

provided to government officials and government employees. Avoid providing any gifts or gratuities to government officials without first seeking guidance through your supervisor, the Human Resources department and/or the Hotline.

- **Compliance with the Foreign Corrupt Practices Act** – While it is rare that we might be working with foreign governments or customers, it is extremely important that all our employees, agents, affiliates, liaisons, vendors, and third parties with whom we conduct business conduct themselves in accordance with the FCPA. If you ever find yourself working with a foreign government, official, or customer not located within the United States, first seek guidance through the Hotline to stay within the bounds of the FCPA.
- **Making Political Contributions and Engaging in Political Activities** - Laws of certain jurisdictions prohibit the use of our funds, assets, services, or facilities on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate, or campaign (including fundraisers benefitting such political parties or candidates, may not be made unless they are made in accordance with applicable law and approved in advance by **both** the President and legal department. Your work time may be considered the equivalent of a contribution by us. Therefore, you will not be paid by us for any time spent running for public office, serving as an elected official, or campaigning for a political candidate. Nor will we compensate or reimburse you, in any form, for a political contribution that you intend to make or have made. To ensure compliance with applicable laws and regulations, all employees of the Company must comply with the following requirements:
  - Any proposed political contribution or expense incurred by us on behalf of any candidate, campaign, political party, political committee (e.g., a political action committee (“PAC”) or ballot measure committee), or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code must be approved in advance by **both** the President and legal department.
  - No corporate assets, funds, facilities, or personnel may be used to benefit any candidate, campaign, political party, or political committee (e.g., a PAC or ballot measure committee), or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code without advance approval by **both** the President and legal department.
  - You may not make a political contribution to obtain or retain business or to obtain any other improper business advantage.
  - You may not use or threaten force or reprisal against an employee to contribute to, support, or oppose any political group or candidate.
- **Lobbying Activities** - Laws of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, you may not lobby for the Company unless specifically and expressly authorized to do so by the Board of Directors. Lobbying includes:
  - communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation;
  - communicating with certain government officials for the purpose of influencing government action; or
  - engaging in research or other activities to support or prepare for such communication.

So that we may comply with lobbying laws, you must notify **both** the President and legal department before engaging in any activity on behalf of us that might be considered "lobbying" as described above.

#### **LIMITED WAIVERS TO THE CODE**

From time-to-time, there may be a compelling reason to warrant a waiver of one or more of the requirements contained in the Code. Only the Company's Board of Directors may authorize such waivers. If you believe that the circumstances surrounding a given matter merit a waiver of the Code, then you must request an exception from **both** the President and legal department. Either of them may, depending upon the circumstances, consult with the Board of Directors to obtain a waiver or deny the request. The request for exception must set forth all relevant facts. If any relevant facts change (either before or after the exception/waiver has been approved), the executive or employee must immediately update their request.

#### **DISCIPLINE FOR VIOLATIONS**

We intend to use every reasonable effort to prevent the occurrence of conduct not compliant with this Code and to halt any conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and contractual arrangements, personnel who violate this Code and other Company policies and procedures may be subject to disciplinary action, up to and including termination.

#### **ADMINISTRATION OF THE CODE**

The President and Chief Legal Officer have overall responsibility for administering the Code and reporting on the administration of and compliance with the Code and related matters to our Board of Directors.

#### **REVISIONS AND AMENDMENTS**

This Code may be revised, changed, or amended at any time by the Audit Committee of the Company's Board of Directors. Following any material revisions or updates, an updated version of this Code will be distributed to you and will supersede the prior version of this Code effective upon distribution. We may ask you to sign an acknowledgement confirming that you have read and understood the revised version of the Code, and that you agree to comply with the provisions.

#### **ENVIRONMENTAL RESPONSIBILITY**

We are committed to obeying environmental laws and regulations and acting responsibly to conserve and preserve natural resources. Due to our unique position in the marketplace, we work to use our influence to minimize impacts on the environment by supporting and promoting innovation in the responsible use of our resources. We continue to promote recycling, conservation of energy and natural resources, safe use and disposal of hazardous materials and the development of environmentally sound alternatives. We expect our employees and other business partners to join in our efforts to preserve our environment, and we encourage our customers to do likewise.