



Structure Tone Organization

CODE OF CONDUCT AND BUSINESS ETHICS

A Message From The Chairman

Structure Tone's core mission is to provide our clients with industry-leading expertise and unparalleled dedication to service in a manner consistent with the highest ethical business practices. The honesty, integrity, and commitment of our people are vital to this mission. Our leadership fosters a culture in which ethical conduct is valued and rewarded. Our employees represent the Company with distinction and pride. We do the right thing—every day, for every client, on every job site. We consider this "The Structure Tone Way."

Structure Tone is committed to maintaining the highest standards of business ethics and corporate conduct. As an employee, you are required to do the same. Responsibility for the company's commitment to ethical business conduct rests with you. As long as you are part of the Structure Tone family, you are a caretaker of the Company's most precious asset – its reputation.

Common sense, good judgment, and appropriate personal behavior are the responsibility of each and every employee. Conflicts of interest must be scrupulously avoided. You must perform all aspects of your work with the utmost honesty and transparency. You must keep complete records that accurately reflect the business of the company. In short, your daily activities on behalf of Structure Tone must reflect a personal commitment to conducting business in "The Structure Tone Way."

This Code of Conduct and Business Ethics (the "Code") identifies the fundamental requirements for compliance with Structure Tone's standards. All employees must familiarize themselves with the ethical and legal principles contained in the Code and make a personal commitment to abide by them. The Code applies to all employees of the Structure Tone organization, and to members of the board of directors, agents, consultants, contracted labor, and others when they are acting for, or on behalf of, Structure Tone. This Code also applies to the Company's vendors, subcontractors, suppliers, and other business partners. We must only work with companies that uphold our values.

The purpose of the Code is to help all of us understand the legal and ethical guidelines that must govern the way we conduct our business. This Code (which we will update periodically so that it remains current) is complemented by a suite of other policies and procedures that further guide our corporate behavior. Structure Tone recognizes that the complexity of everyday business life is such that a code of conduct can only provide the framework for our corporate responsibility. Questions and issues will arise that will require the exercise of prudent judgment and common sense.

Under the direction of our Board of Directors, Brian J. Fields, the Company's Chief Ethics and Compliance Officer, will administer the Company's Ethics and Compliance Program and this Code. Mr. Fields has my and the entire Executive Management team's full support. I also expect that all of our officers and managers will ensure that this Code is effectively implemented and enforced. If you have a concern about what is proper conduct, you are required to seek guidance and clarification from your supervisors. You are also encouraged to contact Mr. Fields or the Company's General Counsel, David Cahill, if the need should arise. Please know that I also maintain an open door policy for any employee who has comments or concerns regarding the Company or employee practices. You should be assured that the Company will treat all concerns seriously and will help you make the right choice.

Conducting our business with integrity and ethics is the only way to ensure the long-term success of our Company, our clients, and our employees around the world. I cannot stress strongly enough that Structure Tone does not, and will not, tolerate any form of unethical or unlawful behavior by any person or entity associated with the Company. Violations of this Code, applicable laws, and of the Company's policies and procedures, as well as the failure to report any such violations, can be grounds for disciplinary action, including termination.

You have my personal commitment and the commitment of the entire Executive Management team that we will do everything to ensure that the standards and principles of this Code are honored and observed throughout the Company. Thank you for your continued dedication to conducting business in "The Structure Tone Way."

Sincerely,



James K. Donaghy

Chairman

“Ethics is knowing the difference between what you have a right to do and what is right to do.” —Potter Stewart



POLICY TITLE

Code of Conduct and Business Ethics

POLICY NUMBER

STO 001.04

CONTACT

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EFFECTIVE DATE

August 9, 2018

FUNDAMENTAL PRINCIPLES

At Structure Tone, we are committed to doing the right thing every day, for every client, and on every job site. We believe that conducting our business with integrity has fostered the Company's growth into an industry leader and maintaining that core business principle will continue to promote our growth in the future. This Code has been approved by Structure Tone's Board of Directors and Executive Management team, and sets forth the Company's professional, ethical, and social values. The Code states the minimum standards of conduct expected of the corporate entities of the Structure Tone Organization (collectively, "Structure Tone" or the "Company")¹. The Code applies to all Structure Tone employees, and to members of the board of directors, agents, consultants, contracted labor, and others when they are acting for, or on behalf of, Structure Tone (collectively, "employees") and operates in conjunction with other Company policies and procedures.

This Code is meant to provide guidance on our core values. Of course, one document cannot provide complete guidance on all of your daily actions and interactions. This Code should be read and followed in conjunction with the Company's other policies and procedures under

¹ The Structure Tone Organization refers to a group of separate legal entities including Structure Tone, LLC; Structure Tone Southwest, LLC; ST Tech Services, LLC; STO Holdings, Inc.; Structure Tone Ltd. (UK); Structure Tone Limited (Ireland); Pavarini North East Construction Co., LLC; Pavarini McGovern, LLC; L.F. Driscoll Company, LLC; and Govan Brown & Associates Limited, as well as their subsidiaries, joint ventures, divisions, or affiliates. Each member company is an independent legal entity operating and providing services solely under its own name.

the guidance of your supervisors. The Code is not a substitute exercising common sense and prudent judgment, and for asking for support when you need it.

Employees receive a copy of the Code and training regarding its contents and application. All employees must know, understand, and comply with the requirements of the Code. Your compliance with this Code will factor into your performance evaluations, and non-compliance may have serious consequences, including termination.

Likewise, supervisors are held responsible for ensuring that the Code is observed, and their own performance evaluations will incorporate their subordinates' records of compliance. Our leaders serve as role models and resources for proper business conduct, and they will be held accountable for subordinate conduct that they know or should have known exists and violates this Code. For those reasons they have enhanced responsibilities and must promote a culture of integrity. Our leaders must:

1. Lead by example.
2. Ensure their subordinates are knowledgeable about this Code and receive appropriate training.
3. Foster an environment of integrity, transparency, honesty, and open communication.
4. Promote respect for and compliance with applicable laws and the Company's policies and procedures.
5. Deter non-compliant behavior, and report suspected violations of the law and the Company's policies and procedures.

All employees have a duty to speak up and promptly report any suspected violation of this Code, the Company's other policies and procedures, and applicable laws and regulations, including violations by the Company's business partners. Supervisors have a duty to ensure that reports of suspected violations made to them are promptly escalated and otherwise handled in accordance with this Code.

Depending on their type and seriousness, and in accordance with this Code, you may report suspected violations to (i) your immediate supervisor; (ii) your local human resources representative; (iii) the Company's General Counsel; (iv) any member of the Compliance Department (including the Company's Chief Ethics and Compliance Officer ("CECO")); (v) the Compliance Department's intake email address: compliance@structuretone.com; (vi) your Business Unit leader, or any member of the Executive Management team; or (vii) the Company's third-party reporting vendor, Navex Global.

The Company will maintain confidentiality to the greatest extent possible. While the Company cannot guarantee confidentiality in every circumstance, it will make every effort to protect the identity of any employee (where the identity is known) making a report in good faith, as well as any individual involved in an investigation.

Employees may report anonymously through the Company's third-party



**YOU HAVE A DUTY TO
ACT WHEN YOU SUSPECT
SOMETHING IS WRONG.**



reporting vendor, Navex Global. Such matters can be reported anonymously via telephone by calling (866) 593-6479 in the United States and Canada, 0800-032-8483 in the United Kingdom, or 1-8006-15403 in Ireland. Employees worldwide can visit the Company's reporting portal at structuretone.ethicspoint.com. Navex Global allows for anonymous reporting 24 hours a day, seven days a week. Any reports made, whether anonymous or not, should include as much detail as possible in order to allow the Company to investigate the matter appropriately.

You have a duty to act when you suspect something is wrong. The Company takes this obligation very seriously. Disregard of this duty and failing to act when doing so is required may have serious consequences. Remaining silent in the face of a suspected violation of this Code simply is not an option.

Retaliation of any type against an employee for reporting a suspected violation of this Code will not be tolerated and may result in immediate disciplinary action. The Company prides itself on maintaining an environment where employees are encouraged to speak up.

If you have any questions concerning your responsibilities under this Code, you should contact your immediate supervisor, your local HR representative, the Company's General Counsel, or the Company's CECO. You may also visit the Ethics and Compliance page on the Company's website at structuretone.com/compliance, for more information concerning the Company's Ethics and Compliance Program and policies and procedures.

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

It is Structure Tone's policy to comply with the letter and spirit of all regional and national laws and regulations governing its operations, including laws and regulations relating to extortion, bribery, fraud, collusion, and conflicts of interest. There are also laws about exporting products and information from one country to another, and we must comply with those laws as well. Employees are expected to understand and respect the laws and regulations relevant in their jurisdiction. Where local laws and regulations differ from the requirements of this Code, employees must apply the higher legal or ethical standard.

If you are ever unsure about how to comply with any regional or national law or regulation, you should contact the Company's General Counsel or CECO.

ANTI-CORRUPTION

Improper or Illegal Payments: No Bribes, Kickbacks, or Rebates

Structure Tone's policy against making and receiving corrupt payments is governed by this Code and the Company's Global Anti-Corruption Manual (the "Anti-Corruption Manual"). In sum, no improper or illegal payment from Company funds or assets will be made directly or indirectly by any officer, director, employee, or agent of the Company. This includes, but is not limited to, responses to extortionate demands,

kickbacks, and political or commercial bribery.

Bribery is the giving or receiving of anything of value intended to improperly influence business judgment. Employees must not engage in, induce, or facilitate another to engage in, or permit an agent or representative of the Company to engage in, any form of bribery or corruption. Employees are prohibited from soliciting or accepting anything of value, either directly or indirectly, intended to improperly influence their judgment. Likewise, employees are prohibited from offering or providing anything of value, either directly or indirectly, intended to improperly influence the business judgment of another. This includes, but is not limited to, kickbacks, rebates, and “under the table” payments, whether they be in the form of cash, services, gifts, or merchandise. Payments will not be made for purposes other than those described by the records supporting payment or for the benefit of persons whose identity and interests are not disclosed.

Structure Tone’s anti-corruption policies apply to all employees and business partners, including intermediaries of the Company. An intermediary is a person or entity retained by the Company and authorized to act on its behalf in furtherance of specified business interests, such as consultants and advisors. The Company’s anti-corruption policies prohibit illegal payments made through or by business partners and intermediaries for the purpose of obtaining or retaining Company business. Any commission or other fee paid to an intermediary must be: (i) reasonable in amount in relation to the services actually performed; (ii) properly recorded in the Company’s records; and (iii) governed by a written agreement that specifically prohibits illegal payments and provides for immediate termination of the agreement in the event of a violation of this Code or the Company’s Anti-Corruption Manual.

You are under an affirmative duty to promptly report to your immediate supervisor and the Company’s CECO any attempted or contemplated improper payment. Failure to report an attempted or contemplated improper payment may result in disciplinary action up to and including termination.

Gifts and Entertainment

The providing and receiving of gifts and entertainment is governed by this Code, the local Gifts and Entertainment Policy applicable to your region (“Gifts and Entertainment Policy”), and any applicable regional or company-wide expense policies. Employees in North America should consult the North American Operations Gifts and Entertainment Policy. Employees in Europe and Asia should consult the European and Asian Operations Gifts and Entertainment Policy. All employees are required to review, understand, and abide by the policy applicable to their region.

Structure Tone employees must avoid situations that create the appearance of impropriety or present an actual or perceived conflict of interest.



**AS A GENERAL RULE,
STRUCTURE TONE
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CONFLICT OF INTEREST.**

“One of the truest tests of integrity is its blunt refusal to be compromised.” —Chinua Achebe

You should not offer or accept anything of value, including money, services, gifts, meals, or entertainment, to or from any person who conducts business with the Company, its affiliates, business partners, or clients without consulting the Gifts and Entertainment Policy. Additionally, the Company prohibits anyone representing the Company from giving any unlawful gift to any union, union representative, or union official.

Additional restrictions apply when dealing with local, regional, national, or foreign government officials (“Government Officials”)² or when dealing with subcontractors, suppliers, or vendors doing business with or seeking to do business with Structure Tone on a project for a local, regional, national, or foreign government (“Public Projects”).³ Although limited gifts and gratuities may be permissible in connection with certain private commercial relationships (as long as they are offered for a legitimate reason), the rules are much stricter when dealing with Government Officials or working on Public Projects. United States federal law prohibits a person from offering as a gratuity anything of value to a Government Official “for or because of an official act[.]” While a bribe is an improper offer for future consideration, a gratuity is an offer of a reward for some future act or for a past act that has already taken place. Also, while a bribe typically involves a *quid pro quo*, a gratuity requires only that the gratuity be given or accepted “for or because of” an official act. This includes giving or accepting meals, entertainment, or gifts to or from Government Officials.

Structure Tone prohibits anyone representing the Company from offering or providing anything of value to a Government Official or anyone working on a Public Project. It is never appropriate, nor does the Company permit employees, to provide gifts, meals, merchandise, personal services, entertainment, or other things of value to any Government Official associated with a past, current, sought after, or contemplated project without first contacting the General Counsel or CECO.

Likewise, employees are prohibited from giving or receiving anything of value from a party (including subcontractors and suppliers) working or seeking to work with Structure Tone on a Public Project. This includes subcontractors that are currently under subcontract on a Public Project or who are bidding on a Public Project, until such time that the award is made to another subcontractor.

This prohibition also applies to anyone associated with a Government

² For the purposes of this Code, Government Officials include the following individuals and their immediate family members (parents, children, spouses, and siblings): (1) any employee, official, officer, or person acting for or on behalf of a (a) foreign, domestic, regional, or local government, or any department, agency, organization, or instrumentality thereof, (b) commercial or nonprofit entity in which a government body has any ownership interest or the ability to control (“Instrumentality”), (c) public (quasi-governmental) international organization, such as the United Nations, World Bank, or World Health Organization, or (d) political party; (2) any judge, ambassador, or First Nations (Indigenous Canadian) official; or (3) any holder of, or candidate for, political or public office.

³ Employees should also exercise caution when working on a project funded by a local, regional, national, or foreign government and be mindful that they may deal with individuals acting for or on behalf of the government. Such individuals may be considered “Government Officials,” and employees and other Company representatives should consult the General Counsel or CECO before offering or providing anything of value to them.

Official or a party working on a Public Project (such as a friend or family member) in which the gift, gratuity, entertainment or service is provided because of the relationship with the Government Official or party working on the Public Project.

For further guidance, please refer to your regional Gifts and Entertainment Policy, or contact the Company's General Counsel or CECO.

Broker's Fees, Finder's Fees, and Commissions

In the course of conducting the Company's business, you may be called upon to solicit clients or potential clients for the purpose of providing construction management or general contracting services. Likewise, you may be called upon to solicit proposals from contractors and sub-contractors in the various building trades in bidding on the applicable scope of work for services to be performed.

In each instance, the offer, solicitation, payment, or receipt of finder's fees, broker's fees, commissions, or any other recompense or inducement is strictly prohibited. If you have a question or concern regarding the application of this policy, seek the advice of the General Counsel or the CECO prior to taking any action.

Anti-Money Laundering

Money laundering is the use of otherwise legal enterprises or transactions to obscure or disguise the proceeds of criminal activity. Structure Tone follows all regional and national laws in this arena and is committed to detecting and deterring money laundering of any kind.

In furtherance of this policy, employees should be wary of the following:

1. Offers to consummate transactions in cash or cash equivalents.⁴
2. Transactions that are not properly recorded on the books of Structure Tone or the relevant party.
3. Attempts to pay invoices with multiple checks or from multiple sources.
4. Attempts to pay invoices with third-party checks.
5. Payments involving accounts the beneficial owners of which are obscured, or accounts not belonging to those party to the transactions.
6. Payments involving accounts not typically associated with established business partners.

If you suspect that a Company transaction may involve money laundering, you must notify your immediate supervisor, your local or regional comptroller, and the Company's CECO.

Internal Investigations, Audits, and Government Queries

You may be asked by the CECO or his designees to participate in an internal investigation or audit. If asked, you must cooperate honestly and to the best of your ability.



⁴ As a general matter, Structure Tone does not conduct any business in cash or cash equivalents.

the HR Department to deviate from them.⁵

1. Business with the Company
 - a. An employee may not engage in direct business transactions with the Company, with the exception of transactions for goods or services provided by the Company as an employee benefit or through the Company store.
 - b. An employee may not indirectly, through family members, friends, or other associates, transact business with the Company, with the exception of transactions for goods or services provided by the Company as an employee benefit or through the Company store.
2. Engaging with Company Competitors
 - a. An employee may not directly (or indirectly through family members, friends, or other associates) engage in business transactions with any entity that competes with the Company.
 - b. An employee may not work for or hold a financial interest⁶ in any entity that competes with the Company.
 - c. If an employee's close family member⁷ works for or holds a financial interest in an entity that competes with the Company, the employee must disclose that to his or her Department Head or Business Unit Leader, or a member of the HR Department.
3. Engaging with Company Business Partners
 - a. An employee may not work for or hold a financial interest in any entity with which the Company does business, including clients, vendors, subcontractors, and consultants (collectively, "Business Partners"), unless the employee obtains approval from his or her Department Head or Business Unit Leader, or a member of the HR Department.
 - b. If an employee's close family member works for or holds a financial interest in a Company Business Partner, the employee must disclose that to his or her Department Head or Business Unit Leader, or a member of the HR Department, if: (i) the employee can influence, or has the appearance of influence over, business dealings or decisions affecting that Business Partner; or (ii) the employee's close family member deals with Structure Tone on behalf of that Business Partner.
 - c. An employee seeking to hire a Company Business Partner in

⁵ Members of the board of directors, while not required to seek approval as described in this section, also have an obligation to act in the best interests of the Company. Board members should disclose to the chair of the Audit, Finance, and Risk Committee of the board any situation, including an outside business interest, activity, or investment, that they believe could influence or appear to influence them in the performance of their duties for the Company.

⁶ The term "financial interest" excludes ownership of less than 5% of a company's stock publicly traded on a national securities exchange and investment in a mutual fund or similar investment in which the employee does not have direct control over the particular companies included in the fund.

⁷ "Close family members" include your spouse, domestic partner, parents, stepparents, children, stepchildren, siblings, step-siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, grandparents, any family member who lives with you or is financially dependent on you or on whom you are financially dependent, and each such close family member's spouse or domestic partner.

“To know what is right and not do it is the worst cowardice”. —Confucius



a personal capacity to supply goods or perform services must in all circumstances pay fair market value for any goods or services received. Additionally, if the employee can influence, or has the appearance of influence over, business dealings, or decisions affecting that Business Partner the employee must obtain advance approval from his or her Business Unit Leader or Department Head, or a member of the HR Department.

4. Outside Employment/Financial Interests
 - a. An employee may not have any outside financial interests that pose a material risk of influencing the employee's professional judgment, conduct, or decisions.
 - b. An employee may not have a personal or financial interest in any transaction that is, or reasonably could be, materially adverse to the Company.
 - c. An employee may not hold outside employment of any kind without the approval of his or her Department Head or Business Unit Leader, or a member of the HR Department.
 - d. An employee may not accept a position on a Board of Directors of another company or organization if the position interferes with the employee's work at Structure Tone. Moreover, serving on a Board of Directors of a Company Business Partner or any entity that competes with the Company requires advance approval from the Company's General Counsel or CECO. Advance approval from the Company's General Counsel or CECO is also needed before an employee can run for elected office or accept a political appointment.

Employees also may be subject to local conflicts of interest laws in the jurisdictions in which they conduct business, such as New York City's Conflict of Interest Laws, which are codified in New York City Charter Chapter 68 and the Rules of the City Conflicts of Interest Board. Under this Code, if you become aware of any violation of the City's Conflicts of Interest Law or any activities relating to violations, such information must be reported promptly to the Company's General Counsel or CECO so that it can be addressed with the City's Department of Investigation.

You have a duty to disclose any potential conflict of interest to your Department Head or Business Unit Leader, or a member of the HR Department. Failure to report a potential conflict of interest may result in disciplinary action.

Employees are also expected to conduct themselves in their outside activities in a manner that does not adversely affect their job performance or reflect negatively on the Company. Employees must avoid outside activities that: (i) present excessive or conflicting demands on their time; (ii) interfere or conflict with the business interests of the Company, its clients, or its business partners, including subcontractors; (iii) cause embarrassment to, or reflect poorly on, the Company, its clients, or its employees;

or (iv) generate unfairly negative attention to the Company.

For further guidance, please contact the Company's General Counsel or CECCO.

FAIR DEALING

Antitrust/Fair Competition

It is in Structure Tone's best interest to promote free and open competition. Antitrust laws are designed to ensure that competition exists and that free enterprise is preserved. While it is beyond the scope of this policy to explain the antitrust laws in detail, Structure Tone considers compliance with these laws of vital importance. The following principles must be observed by each employee conducting business on Structure Tone's behalf.

The Company strictly prohibits the making of agreements, arrangements, or understandings with competitors or other businesses, whether written or unwritten, on such matters as price, terms and conditions of bidding or construction services, division of customers or territories, and boycotting of third parties in any manner that violates regional or national law. These practices will not be tolerated no matter how well intentioned. The Company will not enter into arrangements that unlawfully restrict its ability to compete with other businesses or other businesses' ability to compete freely with the Company.

Employees may not disclose to competitors, or seek competitors to disclose, commercially sensitive and non-public information, including price, bidding, or contract terms. It is a violation of the Code for Structure Tone or any of its employees to participate, or attempt to participate, in any scheme that seeks to rig bids, restrain trade by collusion or unfair trade or labor practices, or interfere with the lowest qualified and responsible bidder obtaining a contract.

In addition to the prohibitions against exchanging pricing and other types of proprietary information with competitors, only legal and ethical means may be used to gather general business information. Competitive information should be collected only from legitimate industry sources. You must refuse improper access to confidential information of another company or business.

Moreover, while Structure Tone employees are expected to vigorously pursue business opportunities, they must avoid any marketing, advertising, or sales practices that could be characterized as unfair or deceptive.

Because the antitrust laws and other statutes regulating the manner in which the Company advertises and sells its services are complex, all employees with responsibility for marketing and sales must take special care in this area. If you are in doubt about compliance with these laws, you should seek the advice of Structure Tone's General Counsel.

Dealing with Suppliers and Subcontractors

Dealings with suppliers and subcontractors must be honest and



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TONE'S BEST INTEREST TO
PROMOTE FREE AND OPEN
COMPETITION.**

ACCURATE RECORDKEEPING IS CRITICAL TO STRUCTURE TONE'S BUSINESS OPERATIONS AND REPUTATION.



straightforward. Business decisions are to be made exclusively on the basis of price, service, and the ability to meet the Company's and clients' needs. Employees are reminded that the offering, accepting, and receiving of gifts, meals, entertainment, merchandise, personal services, gratuities, or other things of value to or from suppliers, subcontractors, agents, or others with whom the Company does business is governed by this Code and your regional Gifts and Entertainment Policy.

For more information on dealing with suppliers and subcontractors, please review the Supplier Code of Conduct applicable to your region. If you are unsure of how to deal with a subcontractor or purchase a subcontract, or if you are aware of any potential violations, contact your immediate supervisor and the Company's CECO.

RECORDKEEPING AND TRANSPARENCY

Accurate Completion and Retention of Company Documents and Records

Accurate recordkeeping is critical to Structure Tone's business operations and reputation. Structure Tone requires all reports, records, and other documents to be prepared carefully, completely, and accurately. All information that employees prepare must accurately reflect the business of the Company. In particular, Structure Tone documents must honestly and precisely reflect actual services performed and the parties served. Records must be prepared in accordance with regional and national laws, and applicable commercial contracts in place. Contract prices and invoices must accurately and fully reflect the cost of work without duplication or waste.

Moreover, the Company must maintain all records, both paper and electronic, in accordance with the Company's internal procedures and applicable regional and national law. Structure Tone's document retention policies are governed by this Code, Structure Tone's Construction Management Guidelines, and the Company's Data Management Policy applicable to your region. Proper document retention is required for the Company to comply with applicable laws, internal or independent audits, and other investigations. You must also comply with any legal hold notices you receive from the General Counsel's office. Legal hold notices, which apply to records connected with actual or anticipated litigation, may alter the normal procedures for maintaining records.

When applicable, employees must also strictly follow the Company's M/WBE-DBE Policy. Any business partner that represents that it is an M/WBE or DBE must provide adequate certification of its status and alert the Company if that status changes in any fashion. The Company must ensure these records are received and properly maintained.

Falsifying or intentionally creating inaccurate, incomplete, or misleading documents can constitute fraud. It is a direct violation of this Code for any employee to (i) create a Company record that is intentionally misleading or untruthful; (ii) fail to create a Company record when doing so is mandated by another Structure Tone policy or applicable law; or (iii) file with a government office a written document that intentionally contains a false statement or false information.

Employees have an affirmative duty to act if they suspect that Company records contain intentionally misleading or incorrect information, or that Company records have been improperly maintained, concealed, or destroyed. You should report any suspected violations to your immediate supervisor and the Company CECO.

Compliance with Generally Accepted Accounting Principles

It is the policy of Structure Tone to abide by Generally Accepted Accounting Principles. No false or misleading entries may be made in any Company book, record, or report for any reason whatsoever. Structure Tone's record keeping must be consistent to provide a uniform basis for measuring, managing, and reporting Company operations. All transactions must be properly and accurately recorded on the books and records of the Company and its associated entities. Payments will not be made for purposes other than those described by the records supporting the payment or for the benefit of persons whose identity and interests are not disclosed to the Company. In addition, no unrecorded funds will be established or maintained for any purpose.

Transparency

Structure Tone is committed to operating in a fair and transparent fashion. The Company strives to engage its business partners and clients throughout the lifecycle of an engagement. Material terms and conditions of Structure Tone's engagement must be disclosed fairly so that our business partners and clients may make informed and intelligent decisions.

Employees must follow all of the Company's policies and procedures related to transparency, disclosure, and fair dealing. Employees must disclose pertinent project files and information to clients in accordance with Company policies and client contracts, and clients must make informed decisions about their projects. For all projects, employees must follow the relevant Company Construction Management Guidelines. These Guidelines embody the Company's dedication to client collaboration and transparency, and are critical to our long-term success.

Company employees have an affirmative duty of fair and honest dealing in all Company transactions. Employees must compete vigorously, but also honorably, in the marketplace. We must also charge our time in an appropriate and ethical manner. All employees are required to complete time sheets in accordance with Company policy and client contracts. Our time sheets must accurately reflect the hours actually worked on a specific project. Hours worked on one project may not be billed to a different project. Charging time worked on one project to a different project is a serious offense that can expose the Company and the offending individual to criminal and civil liability. Supervisors must approve their subordinates' timesheets and are responsible for ensuring that the time records are accurate.

Any concerns regarding the transparency of any business practice or suspected violations of this Code's transparency requirements should be reported to your immediate supervisor, the Company's General Counsel or the Company CECO.



EMPLOYEES MUST COMPETE VIGOROUSLY, BUT ALSO HONORABLY, IN THE MARKETPLACE.



CONTRACTING WITH THE UNITED STATES GOVERNMENT AND POLITICAL SUBDIVISIONS

When Structure Tone performs work as a contractor or subcontractor on public contracts (“Public Projects”) with the United States government (“U.S. government” or “federal government”), its political subdivisions (including state and local governments), or agencies thereof (collectively, the “Government”), or on contracts that are funded by the Government, Structure Tone and its employees are subject to a complex set of laws and regulations. Many of these laws and regulations are intended to prevent and punish fraud, waste, and abuse. Violations of these laws may result in imprisonment for individuals and heavy fines and debarment for the Company.

Structure Tone periodically conducts audits of compliance with Government regulations, including time records and expense reports. External auditors such as the U.S. Defense Contract Audit Agency, the Inspector General, U.S. government customer organizations, and customer auditing firms may also audit compliance from time to time. If you are facing an issue or have any questions related to contracting with the Government, you must immediately consult the Company’s General Counsel or CECO.

The following sections describe certain of the laws and regulations that apply to the types of Public Projects in which Structure Tone may engage. The complexity of these laws and their application makes it impossible to address every particular detail in this Code. Accordingly, it is critical that you inform the Company’s Executive Management and General Counsel before the Company bids on or participates in a Public Project in any fashion.

Anti-Kickback Act of 1986

The United States Anti-Kickback Act of 1986 (the “Anti-Kickback Act”) defines a kickback as “any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind that is provided to any prime contractor, prime contractor employee, subcontractor, or subcontractor employee to improperly obtain or reward favorable treatment[.]” The Anti-Kickback Act generally applies to all contracts awarded or funded by the U.S. government.

Employees engaged in Public Projects must adhere to the following guidelines:

1. All business transactions must be conducted on an “arms-length” basis. Care must be exercised in the relationships, both personal and professional, that employees establish with subcontractors and suppliers.
2. Bundling subcontracts (awarding multiple subcontracts to the same subcontractor to achieve more favorable pricing) is prohibited absent the express approval of the General Counsel. Such practices must be carefully monitored to ensure that the federal government is receiving a benefit from the business practice.

3. Employees must seek the review and approval of their managers before awarding a subcontract or purchase order to a supplier that is not the low bidder. The approved justification for the award must be documented in the purchasing file.

Accurate Statements, Invoicing, and Records

Just as with any other client, Structure Tone employees must be truthful and accurate in all communications with the Government. This applies to oral as well as written communications including letters, emails, reports, bids, notices, and resumes submitted to the Government. Structure Tone may also be required to submit certifications attesting to the Company's eligibility for contract awards or the Company's adherence to mandatory contract conditions, including performance standards and completion of socio-economic benchmarks.

The U.S. government and more than 30 states have adopted False Claims laws that specifically address false statements made in connection with government contracting. Generally speaking, these laws prohibit the improper receipt of money or property from, or the avoidance of payment to, the Government.

A common source of false claims is misleading or fraudulent progress payment requests in which a contractor bills for work that has not been performed, or is defective, or bills for costs that are not allowable. False claims can also arise when a contractor substitutes material but invoices the Government for the material specified in the contract. Even if the substituted material is equal to or better than the specified materials, a false claim may have been committed because the Government has been invoiced for something it has not received.

Public Project contracts may require the contractor and subcontractor to certify that claims for additional compensation are made in good faith, truthful and accurate, and made in accordance with the operative contract provisions. The contractor also may be required to certify that subcontractor claims have been reviewed and are accurate to the best of the contractor's knowledge.

Depending on the jurisdiction at issue, a False Claims statute may cover not only the intentional submission of false information but also claims that are submitted with (i) deliberate ignorance of the falsity of the information; or (ii) reckless disregard for the truth or falsity of the information.

Structure Tone employees must vigilantly scrutinize communications with the Government to ensure accuracy and completeness. The guidelines below must be followed by all employees engaged in Public Projects.

1. Before submitting a progress payment request to the Government or to the owner on a federally funded project, employees must ensure that all of the information is truthful and accurate, including the status of payments to subcontractors, and that invoiced work has been performed in accordance with the requirements of the contract.



JUST AS WITH ANY OTHER CLIENT, STRUCTURE TONE EMPLOYEES MUST BE TRUTHFUL AND ACCURATE IN ALL COMMUNICATIONS WITH THE GOVERNMENT.

“Action indeed is the sole medium of expression for ethics.” —Jane Addams

2. Progress payment requests should be consistent with certified payrolls and the Schedule of Values in the contract.
3. Project Managers are responsible for ensuring that project documents accurately record the labor expended on contracts. Each progress payment request must be reviewed and approved by the Project Manager before submission to the Government.
4. Before certifying and submitting a subcontractor claim, the factual and legal basis for the claim must be carefully reviewed for accuracy, substantiation must be provided by the subcontractor, and the claim must be approved by the Project Manager.
5. Employees cannot invoice for work that has not been performed or for subcontractor work before an invoice has been submitted by the subcontractor to the Company. Also, employees cannot invoice for any amount that the Company intends to withhold or retain from a subcontractor.
6. Billing the U.S. government for bond premiums presents special concerns. On fixed-price contracts, only bond premiums that have been actually paid may be invoiced.
7. Payments must be made to subcontractors within seven days of Structure Tone’s receipt of payment from the government when the federal Prompt Payment Act applies.

False Claims statutes can also cover Government overpayments that are not timely returned. On occasion, the Government may make an erroneous overpayment or duplicate payment for services provided by Structure Tone. Overpayments and duplicate payments must be promptly reported and refunded to the Government unless the Project’s Contracting Officer has provided written authorization for Structure Tone to make an adjustment on a subsequent invoice.

Failure to follow these guidelines can have serious consequences, including immediate termination from the Company. Violations of False Claims statutes may also subject the offending employee to criminal penalties including incarceration.

Truth in Negotiations

As part of negotiating a contract or a change order, Structure Tone may be required by the Government to submit certified cost or pricing data. Any cost or pricing data submitted to the Government must be accurate, complete, and current as of the time when Structure Tone and the Government have reached a final agreement on price. Structure Tone must disclose material facts that prudent buyers and sellers would reasonably expect to affect price negotiations. This includes accurate disclosure of subcontractor prices.

Products from Eligible Sources

The Trade Agreements Act, Buy American Act, and other federal laws generally require that certain products and services provided to federal agencies under government contracts must be manufactured in the United States or in another country with which the United States has a reciprocal trade agreement. Although the United States has such agreements

with many countries, there are many other countries whose products and services are ineligible. These laws may be imposed in contracts that are funded by the federal government. Employees working on projects with such requirements must work in conjunction with the Company's General Counsel to implement mechanisms to ensure compliance.

Procurement Integrity

Under the federal Procurement Integrity Act, employees and representatives of competing contractors and government procurement officials are prohibited from knowingly soliciting or discussing future employment or business opportunities. Contractors are also prohibited from soliciting, obtaining, or disclosing proprietary or source selection information in connection with a federal procurement. This is intended to prohibit contractors from gaining unfair competitive advantages by obtaining the bid or proposal information of a competitor before a contract is awarded.

Organizational Conflicts of Interest

When acting as a U.S. government contractor, Structure Tone must adhere to U.S. government organizational conflicts of interest ("OCI") restrictions. OCI in this context means that because of other activities or relationships with other persons or entities, Structure Tone is unable or potentially unable to render impartial assistance or advice to the U.S. government, that Structure Tone's objectivity in performing the contract work is or might be otherwise impaired, or that Structure Tone has an unfair competitive advantage.

U.S. government solicitations and contracts may include various requirements or restrictions regarding OCI, including the disclosure of any potential or actual OCI to the U.S. government, having plans to mitigate any such potential or actual OCI, and ensuring that similar OCI requirements are followed in subcontracts.

Working with Classified or Restricted Information

When working on a project that involves classified or restricted information, you have a responsibility to safeguard emails, electronic documents, and printed information pertaining to the project. Use appropriate security measures with regard to passwords, keeping track of equipment, locking files containing confidential data, and taking particular care to keep systems and sensitive data secure from unauthorized access. It is also important that you securely dispose of unnecessary confidential information in an approved manner.

Immigration Laws

Structure Tone follows all regional and national immigration and nationality laws and regulations. The Company takes reasonable steps to ensure that it only employs persons authorized to work in the countries in which it does business. In the United States, prospective employees are required to provide accurate and complete Employment Eligibility Verification I-9 Forms, or such other information as Structure Tone may require to comply with regional and national immigration laws and regulations.

Ineligible Subcontractors and Suppliers





WE ARE ALL RESPONSIBLE FOR ENSURING THAT STRUCTURE TONE'S COMPUTER RESOURCES, NETWORKS, AND INTERNET AND EMAIL SYSTEMS ARE USED APPROPRIATELY AND SECURELY.

Contracts for Public Projects funded by the federal government typically prevent contracting with subcontractors and suppliers who have been debarred, suspended, proposed for debarment, or are otherwise ineligible for the award of a subcontract or purchase order in connection with government work. It is incumbent on employees to obtain certifications from all proposed subcontractors and suppliers confirming that they are not debarred, suspended, proposed for debarment or otherwise ineligible.

Managing Projects Outside of the United States

Employees engaged in projects outside of the United States must comply with foreign anti-bribery laws and regulations, including, without limitation, the United States Foreign Corrupt Practices Act, the U.K. Bribery Act of 2010, the Canadian Corruption of Foreign Public Officials Act, the Canadian Criminal Code, any laws enacted to comply with the UN Convention Against Corruption and the OECD Convention, and such laws and regulations of any foreign countries in which the Company is chartered, incorporated, licensed, or operates any of its business. Employees' compliance with these regulations is governed by this Code and the Company's Global Anti-Corruption Manual. For more information on managing projects in foreign countries, please consult the Company's General Counsel or CECCO.

CONFIDENTIALITY AND USE OF COMPANY'S COMPUTER SYSTEMS AND NETWORKS

Data Privacy and Confidentiality

Structure Tone abides by all regional and national data privacy laws. The Company is committed to protecting the confidentiality of Company information, including sensitive information relating to our business interests, our employees, our business partners, and our clients. Personal data and non-public information must be treated in accordance with applicable law and consistent with contractual obligations.

In the course of your employment with Structure Tone, you may be entrusted with confidential information concerning pending projects and proposals, proprietary business data (i.e., trade secrets), or sensitive biographical or financial information. As a Structure Tone employee, you have an affirmative duty to maintain the confidentiality any such data. This duty extends beyond Structure Tone data to include any confidential information received through the course of employment and may include data entrusted to the Company by our business partners and clients. Employees must not seek access to sensitive data for which there is no business purpose.

The unauthorized disclosure of confidential information concerning the operation of Structure Tone, its business partners, or its clients is strictly prohibited. You must take care to not discuss confidential information in public. When the ordinary course of business requires the distribution of confidential information, you must first seek the approval of your immediate supervisors and ensure that appropriate safeguards are in place. This may include the use of confidentiality agreements or non-disclosure agreements.

Company employees must also not engage in trading in the public securities of a company whose inside information they acquire. For information to be considered “inside,” it must be both material (meaning a reasonable investor would consider the information important to making an investment decision) and unavailable to the public. Information on which you cannot trade may either be positive or negative. Examples include a client’s expansion or retraction, change in executive management, and projected financial earnings or losses.

Because it is vital to the interest and success of the Company that business information and trade secrets be protected, certain individuals may be asked to sign non-disclosure agreements as a condition of employment.

The right to data privacy is highly regulated and may vary depending on jurisdiction. Issues relating to data privacy and confidentiality, and whether or not you can trade a current or former client’s or business partner’s stock, should be directed to the General Counsel or CECO.

Use of Company’s Computer Systems

We are all responsible for ensuring that Structure Tone’s computer resources, networks, and internet and email systems are used appropriately and securely. Structure Tone’s computer systems and networks are intended for business use only and should be used accordingly. Structure Tone permits incidental personal use of its computer systems and networks, but any personal use must be minimal and must not detract from your work. You must also at all times avoid engaging in the following improper activity:

1. Communicating offensive, sexually explicit, or inappropriate statements inconsistent with the Company’s core principles and values expressed in this Code.
2. Viewing or sharing sexually explicit materials.
3. Spreading profane, derogatory, discriminatory, or abusive remarks.
4. Downloading unlicensed, sexually explicit, or illegal materials.

You should also take care not to use the Company’s computer systems, networks, and internet and email systems to send, receive, or store private materials. To the extent permitted by national and regional law, all information on Structure Tone’s computer systems and networks belongs to the Company, including passwords created by employees to access the Company’s computer systems and any personal information entered by employees into the Company’s computer systems. To the extent permitted by applicable law, the Company reserves the right to monitor the use of its computer systems and networks and disclose any materials without notice.

Because the Company must maintain proper records of its business transactions, private email accounts may not be used to conduct Company business. Likewise, Company materials should not be saved to, or stored on, personal computer systems.

“Relativity applies to apples, not ethics.” —Albert Einstein



For more information on the Company's computer system, please consult the Company Employee Handbook and the Company data management policies applicable to your region. If you observe the improper use of Structure Tone's computer systems and networks, please notify your immediate supervisor and local HR representative.

Social Media

Social media has become a ubiquitous part of life in the 21st century. Employees who engage in communications across social media must do so only in their individual capacity. You are not permitted to speak or act on the Company's behalf unless specifically authorized to do so. Likewise, Company records or information should not be posted through social media without authorization.

Even when communicating in your individual capacity, you must be mindful that your communications may impact the Company. Communications across social media should be considered permanent and every effort should be made to respect the Company's reputation.

For more information on the appropriate and prohibited uses of social media, please consult the Company's Social Media Policy. If you are aware of the inappropriate use of social media, contact your immediate supervisor or local HR representative.

Responding to Media Inquiries

We must ensure that our Company speaks with a consistent voice. Therefore, only those employees who have been internally designated may make public statements about our Company. Any such statements must also be pre-approved by Executive Management. Similarly, requests for legal or financial information must be directed to the appropriate department or individual for response. These requirements apply even to informal requests for information. Finally, any contacts or communications from law enforcement personnel must be forwarded to the General Counsel and CECO immediately. For more information in this area, please consult the Company's Press Response Guidelines and Policies.

WORKPLACE SAFETY

Every employee has the right to work in the safest environment possible. Establishing and maintaining a safe environment is a shared responsibility. Structure Tone complies with all applicable regional and national safety laws and regulations requiring maintenance of a safe work environment. Additionally, the Company employs regional Health and Safety directors who institute and maintain various Company programs designed to maximize employee and workplace safety.

We expect employees to obey all applicable laws and regulations, as well as our own internal requirements, related to safety and health aspects of the work we perform and the facilities we control. Employees are required to immediately report any unsafe condition or work procedure to their immediate supervisor so that it can be corrected, and if the condition persists, to their regional Health and Safety representative. Regardless of their official role at a jobsite, employees are obligated to halt work deemed unsafe, and no employee will be punished for

exercising reasonable judgment in doing so. In addition, employees are required to report all accidents without regard to severity, including those that may seem minor.

A safe and secure environment is also one that is free from violence. Threatening behavior, even in jest, will not be tolerated. If you are subject to or witness a threat, report it to your immediate supervisor and local HR representative. If you or a colleague face imminent threat, immediately report it to the appropriate law enforcement personnel and then report the incident internally.

Similarly, substance abuse jeopardizes workplace safety and will not be tolerated. Employees are prohibited from working under the influence of alcohol or drugs, including improperly used prescription medication that could impair one's ability on the worksite.

For more information on workplace safety, please consult the Company Employee Handbook applicable to your region or contact your regional Health and Safety representative or local HR representative.

PROTECTING THE ENVIRONMENT

Structure Tone takes its environmental responsibilities extremely seriously, and the Company complies with all laws related to protecting the environment in the construction context. All of our employees also must be focused on protecting the environment. When performing your work, understand and follow procedures to avoid the misuse of hazardous materials, including dangerous chemicals, or the contamination of air, land, or sea.

COMMITMENT TO EQUAL EMPLOYMENT OPPORTUNITIES

Structure Tone is committed to ensuring equal access to all employment opportunities and promoting a professional, diverse, and healthy working environment. We must all follow the Company's policy on Equal Employment Opportunity, detailed in your regional Company Employee Handbook. All personnel decisions must be based on individual qualifications and made without regard to race, sex, ethnicity, age, disability, sexual orientation, or any other status protected under regional or national law. The Company will not tolerate conduct that jeopardizes these principles. Under no circumstances may employees intimidate, humiliate, harass, or denigrate another employee, client, or business partner. All stakeholders must be treated equally and with respect and dignity. Employees may not participate in, incite, or condone racist, sexist, or other discriminatory behavior. Reports of conduct contrary to these requirements should be made to your immediate supervisor and local HR representative.

POLITICAL CONTRIBUTIONS AND ACTIVITIES

Structure Tone complies with all applicable regional and national electoral regulations. The Company's political contributions and other activities are reviewed by the Company's General Counsel, CECO, and, where applicable, local outside counsel.

Although Structure Tone encourages all employees to participate in the political process, the laws of various jurisdictions restrict the use of





Company funds and facilities in certain situations. Accordingly, the Company has adopted the following guidelines applicable to all employees.

1. Employees must comply with regional and national laws applicable to political contributions and activity, including campaign finance laws.
2. Employees may participate in political activities, including Political Action Committees, only in their individual capacities.
3. Employees must consult with the Company's General Counsel or CECO before soliciting political contributions or political participation from Business Partners or other Company employees.
4. Employees are prohibited from using any political means, including donations, services rendered, and fundraising activity, to solicit or obtain any benefit from a Government Official, government agency, or political subdivision.
5. Absent Executive Management approval, employees are prohibited from using Company funds or facilities for political purposes.
6. Structure Tone will not reimburse employees for political contributions, including fundraising tickets for political functions. Attempts to recover these or related costs (i.e., transportation to or from political functions) through the Company's expense reimbursement systems are prohibited.

Certain national and regional laws may restrict political contributions from high-ranking employees of entities conducting business with a particular government agency or political subdivision. As circumstances require and so that the Company can comply with any such restrictions, when permitted under applicable law, it may become necessary for certain employees to disclose their historical political contributions to the Company. The Company takes seriously its ethical obligation to safeguard employee confidences acquired in complying with national and regional campaign finance laws.

CHARITABLE FUNDRAISING AND CONTRIBUTIONS

Structure Tone has a proud tradition of supporting civic and charitable organizations active in our communities. The Company encourages employees to participate in worthy causes that are important to them. All civic and charitable activity, however, must conform to the requirements of this Code.

Charitable contributions can take various forms, including (i) donating funds or facility access; (ii) using work time to assist charitable organizations; and (iii) fundraising in support of such organizations.

Unfortunately, certain charitable activity can raise anti-corruption concerns. For this reason, caution should be exercised when engaging in any type of charitable activity.

Unless approved by their Business Unit leaders, employees may engage in such activity only in their individual capacity and during non-work hours. Company-sponsored fundraising should be administered only by Executive Management, Business Unit leaders, or their designees.

In order to prevent even the mere appearance of impropriety, extreme caution should be taken if charitable or civic contributions are ever solicited from those doing business, or seeking to do business, with the Company. Employees involved in the procurement process, and in particular those employed in the Estimating and Purchasing Departments, must not solicit or collect charitable contributions from our business partners. Under no circumstances can a business partner or prospective business partner receive any consideration, reward, or business advantage as a result of its support, financial or otherwise, of a Company-sponsored civic or charitable organization. Likewise, no business partner or potential business partner will suffer any negative consequence for declining or otherwise not supporting a Company-sponsored fundraising effort.



CAUSE FOR TERMINATION OR DISCIPLINARY ACTION

Structure Tone expects its employees' conduct to be governed by the highest ethical standards, good judgment, and consideration for others. Any act by an employee that may be considered contrary to the policy and purposes of the Code, or harmful to another employee or the Company, may be cause for disciplinary action.

The following are some examples of inappropriate behavior that may result in disciplinary action up to and including immediate termination of employment without warning. This list provides examples only and is not exhaustive. Please contact your immediate supervisor, your local HR department, the General Counsel's Office, or the CECO, in accordance with this Code, if you have any concern that contemplated conduct may violate this Code or other policies or procedures of the Company.

1. Engaging in criminal conduct of any kind.
 - ◆ The Company will not tolerate illegal behavior. This includes conduct perpetrated through Company employment as well as personal conduct that interferes with workplace responsibilities or reflects poorly on the Company.
2. Engaging in theft of any kind.
 - ◆ This includes theft from any source, including the Company, its affiliates, its business partners, and its clients.
 - ◆ Examples include the misappropriation and misuse of Company or client property.
3. Offering or taking bribes or kickbacks.
 - ◆ This includes offering, paying, soliciting, or receiving finder's fees, broker's fees, commissions, or any other recompense or inducement in connection with the solicitation of clients and/or subcontractors, unless authorized by this Code and the Company's Gifts and Entertainment policy. Other than as outlined in the Company's Gifts and Entertainment policy applicable to your region, you may not receive anything of value (other than company-recognized salary and benefits) in connection with the performance of job responsibilities.
4. Creating false records.
 - ◆ This includes preparing false or intentionally inaccurate documents, or failing to create or keep records otherwise required to be maintained.

“A true leader has the confidence to stand alone, the courage to make tough decisions, and the compassion to listen to the needs of others. He does not set out to be a leader, but becomes one by the equality of his actions and the integrity of his intent.” —Douglas MacArthur

It covers any document maintained or required to be maintained by the Company or provided by the Company to a third-party.

- ♦ The document is false if it contains any fact that you know to be untrue.
 - ♦ Examples range from forging a co-worker’s timesheet signature to entering false information in internal or external project paperwork, including project budgets, trade scope documentation, and subcontractor purchase orders.
5. Perpetrating a fraud.
 - ♦ Examples include issuing or using falsified trade scope documentation, purchase orders, vendor invoices, insurance claims, internal reporting forms, or other records.
 6. Failure to report a violation of this Code.
 - ♦ Employees have a duty to act when they suspect something is wrong. Remaining silent in the face of a suspected violation of this Code simply is not an option.
 7. Failing to maintain a professional and safe work environment
 - ♦ The Company will not tolerate employee conduct that adversely affects the work environment. Employees may not intimidate, harass, or coerce other employees under any circumstances. Employees may not participate in, incite, or condone racist, sexist, or other discriminatory behavior. Employees may not create or contribute to any form of unhealthy or hostile work environment. Conduct that humiliates or denigrates another employee will be disciplined accordingly.
 - ♦ Additional examples include (i) any violation of this Code, the other policies and procedures of the Company, or the Employee Handbook; (ii) reporting to work under the influence of drugs or alcohol; (iii) possessing illegal items, including illegal drugs or weapons; (iv) creating (or failing to remedy) unsafe work conditions at a jobsite; (v) persistent, unexcused absenteeism or tardiness; and (vi) insubordination.
 8. Failure to maintain professional standards of conduct with clients, competitors, and coworkers.
 - ♦ This includes any unfair business practices or other professional conduct that reflects poorly on the Company.
 - ♦ Examples include (i) engaging in unfair business practices; (ii) displaying violent, extortionate, or threatening behavior; (iii) intentionally failing to document business transactions or material elements of business transactions; and (iv) intentionally failing to document material information concerning the amount, source, or expenses associated with any payment or financial transaction.
 9. Failure to maintain Company or client confidentiality.
 - ♦ This covers the unauthorized disclosure of non-public information about the Company, its affiliates, its business partners, or any of its clients.
 10. Engaging in conduct that presents a material risk of creating a genuine or perceived conflict of interest.
 - ♦ Employees must disclose any potential conflict of interest.

WAIVER

Under extremely rare and limited circumstances, and only on a case-by-case basis, certain provisions of this Code may be temporarily waived. To seek a waiver, you must contact the Company CECO. Only the Company's Board of Directors may issue a waiver for Executive Management or a Company director. Any waiver must be documented and maintained in the Company's books and records.

EMPLOYEE PARTICIPATION, REPORTING, AND ANTI-RETALIATION

Responsibility to maintain the high standards outlined in this Code is shared by the Company, its Executive Management and Board of Directors, and all of its employees. It is critical that every employee embraces this responsibility and actively promotes a safe, professional, and highly ethical work environment.

Employees are encouraged to seek advice and clarification on this Code, other Company policies and procedures, and the local laws and regulations relevant in their jurisdiction. Each employee is responsible for promptly reporting information regarding a suspected violation of this Code, other Company policies and procedures, or applicable law, whether by a fellow employee or a business partner, such as consultants, subcontractors, or suppliers.

Employees may seek advice or report suspected or potential policy or legal violations internally through any one of various channels, including: (i) their immediate supervisor; (ii) their local human resources representative; (iii) the Company's General Counsel; (iv) any member of the Compliance Department (including the CECO); (v) the Compliance Department's intake email address: compliance@structuretone.com; (vi) their Business Unit leader, or any member of the Executive Management team; or (vii) the Company's third-party reporting vendor, Navex Global. All claims received from external sources, including former employees (or on behalf of former employees), current or former government employees, or attorneys, must be referred to the Compliance Department and/or the Legal Department as promptly as possible.

Concerns about suspected violations involving supervisory personnel should be made directly to the Company's CECO. The Company will treat all reports confidentially to the extent the Company is able to do so under applicable law, Company policy, and the requirements for conducting a thorough investigation.

Employees who wish to remain anonymous may report suspected violations through Navex Global, the Company's third-party reporting vendor, by calling (866) 593-6479 in the United States and Canada, 0800-032-8483 in the United Kingdom, or 1-8006-15403 in Ireland. Employees worldwide can visit the Company's reporting portal at structuretone.ethicspoint.com. This resource is available 24 hours a day, seven days a week.

The Company will investigate all reports promptly, thoroughly, and consistent with applicable law. Investigations will be kept confidential to the extent possible and consistent with applicable law. When necessary and consistent with applicable law, investigations or the results of investigations may be reported to law enforcement or to a client. The Company will take appropriate disciplinary action if a report is substantiated and a Code, Company policy, or legal violation is found.

Structure Tone maintains a strict non-retaliation policy to protect those who report in good faith suspected violations of this Code, Company policies and procedures, or applicable law. "Good faith" does not require that the conduct be substantiated; rather, it means only that you came forward with all of the information you had and made a sincere and honest report. Structure Tone will not tolerate conduct that deters employees from raising genuine concerns or interferes with employees' duty to report violations. Allegations of intimidation or retaliation will be investigated and, where substantiated, met with severe discipline up to and including immediate termination. If you suspect that you have been the victim of retaliatory behavior, you should report the matter immediately to the Company's CECO.

Structure Tone's success and reputation is ultimately defined by the conduct of its employees. Please act at all times with honesty and integrity. Use the channels identified in this Code if you have any questions or to report suspected misconduct. Remember, we all share the obligation to ensure the Company lives up to this Code and continues its success in the years to come.

ACKNOWLEDGMENT

I have received and read the Company's Code of Conduct and Business Ethics (the "Code"). I understand the standards and policies contained in the Code and understand that there may be additional policies, laws and regulations specific to my job.

I further agree to comply with the letter and spirit of the Code and any additional policies, laws, and regulations specific to my job and hold myself to the standards articulated in the Code.

I understand that if I have questions concerning the meaning or application of the Code, any Company policies, or the legal and regulatory requirements application to my job, I know I can consult my manager, the Human Resources Department, the Company's General Counsel, or the Company's Chief Ethics and Compliance Officer.

Signature: _____

Name (printed): _____

Title: _____

Date: _____