

**POLICY TITLE**

Global Anti-Corruption Manual

POLICY NUMBER

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Structure Tone Organization

GLOBAL ANTI-CORRUPTION MANUAL

At Structure Tone, we are committed to doing the right thing—every day, for every client, on every job site. We act with honesty and integrity in our interactions with clients, business partners, and each other. We also act with honesty and integrity in our efforts to obtain work and in our interactions with government officials. We never provide or receive anything of value, including gifts or entertainment, when doing so would (or even appear to) improperly influence a business decision. Likewise, our conduct with government employees and agents is always beyond reproach.

Corruption occurs when someone abuses their position at Structure Tone for personal gain or to secure an improper benefit for the company, often in the form of a bribe, kickback, or illegal gratuity. Employees are prohibited from receiving or providing anything of value intended to compromise their business judgment or the business judgment of another. Corruption in any form directly conflicts with Structure Tone's core values and will not be tolerated. It is the Company's policy to comply with all national, regional, and local anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act of 2010 (the "U.K. Bribery Act"), and any other anti-corruption laws in any jurisdiction in which we do business. Violations of the FCPA, U.K. Bribery Act, and other anti-corruption laws carry severe penalties, including fines and imprisonment, and may irreparably tarnish the Company's reputation and ability to conduct business. Structure Tone wins when

decisions are based on the quality of goods and services, and we will not tolerate a marketplace based on anything less.

This Global Anti-Corruption Manual (the "Anti-Corruption Manual" or the "Manual") has been approved by Structure Tone's Executive Management Team. The Manual sets forth the minimum standards of conduct expected of the corporate entities of the Structure Tone organization, including Structure Tone Southwest, LLC, Structure Tone International Limited, Pavarini Construction Co., LLC, Pavarini McGovern, LLC, and L.F. Driscoll Company, LLC (collectively, "Structure Tone" or the "Company")¹. The Manual applies to all directors, officers, and employees of the Structure Tone organization, and any others who act for, or on behalf of, Structure Tone (collectively, "employees"), and operates in conjunction with other Company policies and procedures.

This Manual is meant to provide guidance on Structure Tone's anti-corruption policies. Employees receive a copy of the Manual and training regarding its contents and application. All employees must know, understand, and comply with the requirements of the Manual, and compliance will be audited periodically. Still, the Manual is only one component of a more comprehensive Anti-Corruption Program and should be followed under the guidance of your supervisors. The Manual is also not a substitute for exercising common sense and prudent judgment, and for asking for support when you need it.

GLOBAL ANTI-CORRUPTION PROGRAM

Employees and Company Business Partners (as the term is defined below) are required to comply with the FCPA, the U.K. Bribery Act, any laws enacted to comply with the UN Convention Against Corruption and the OECD Convention on Combating Bribery of Foreign Officials, as well as local anti-corruption laws in each jurisdiction in which business is done (collectively, "Anti-Bribery Laws").

It is Structure Tone's policy to comply with the letter and spirit of all Anti-Bribery Laws, including laws and regulations relating to extortion, bribery, fraud, collusion, and conflicts of interest. Structure Tone employees are also bound by a suite of Company policies and procedures that govern corporate conduct. Where local laws and regulations differ from corporate policy requirements, employees must apply the higher legal or ethical standard.

Structure Tone's multi-dimensional, global Anti-Corruption Program is designed to ensure that the Company operates according to the highest ethical standards. Among other elements, the Program includes a comprehensive suite of written policies and procedures (including this Manual), a full curriculum of geographic-specific anti-corruption training, third-party due diligence, and internal compliance and anti-fraud controls.

The companies of the Structure Tone organization refers to a group of separate legal entities including Structure Tone, LLC, Structure Tone Southwest, LLC, Structure Tone International Limited (UK), Structure Tone Limited (Dublin), Pavarini Construction Co., LLC, Pavarini McGovern, LLC, and L.F. Driscoll Company, LLC, 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.



“Structure Tone wins when decisions are based on the quality of goods and services”



FAQS

Q: What role do I play in the Company's anti-corruption program?

A: The Company's anti-corruption program is an integrated platform of different components that work together to protect the Company from threats of corruption. Employees play an important role in that network by being knowledgeable about and vigilantly following the anti-corruption rules, monitoring our vendors and other subcontractors for anti-corruption compliance, and raising any questions or concerns they may have about possible violations of our rules.

APPLICABILITY TO THIRD PARTIES ACTING ON STRUCTURE TONE'S BEHALF

Structure Tone may be responsible not only for the business practices of its employees but also for the conduct of its agents, vendors, contracted labor, subcontractors, consultants, advisors, suppliers, strategic partners, service providers, intermediaries, and other third party business partners (collectively, "Business Partners"). Under certain circumstances, Structure Tone could be liable for failing to take appropriate steps to prevent corrupt practices by its Business Partners.

The Company believes that partnering with ethical and socially-responsible businesses positively impacts the Company's worldwide clients, employees, and the communities in which we do business. Therefore, and in accordance with Structure Tone's Supplier Code of Conduct and Business Ethics (STO 003.02) (the "Supplier Code of Conduct"), this Manual also applies to all of Structure Tone's Business Partners when they act for or on behalf of the Company. The Company's Anti-Corruption Manual and Supplier Code of Conduct prohibit illegal payments made through or by Business Partners (including intermediaries) for the purpose of obtaining or retaining Company business.

The Company conducts diligence on Business Partners to ensure that we are only working with companies that uphold our values. Structure Tone's obligations in managing third parties begin with selecting Business Partners that operate in an ethical and legally compliant fashion. The Company implements a multi-tiered and risk-based approach to prequalification and due diligence, which increases the Company's visibility into our Business Partners and reduces regulatory and reputational risk. Structure Tone partners with certain third-party vendors to maximize data assessment.

In addition to whether the Business Partner is qualified to render the services required, elements of the diligence matrix include:

1. Any relationship between the Business Partner and any Government Official (as the term is defined below), including whether the Business Partner's affiliated companies are Government Officials or whether the Business Partner's employees or relatives of employees are Government Officials;
2. The degree to which the Business Partner's responsibilities involve acting as an intermediary or interacting with any Government Official;

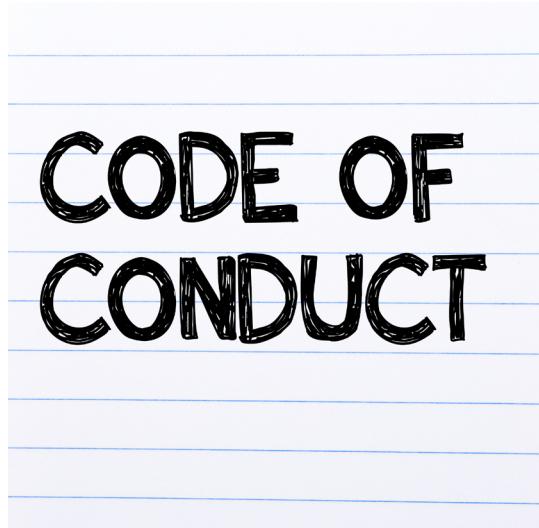
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- 3. The geographic location, nature, and value of the goods or services to be provided;
 - 4. Any relevant regulatory history of the prospective Business Partner; and
 - 5. The monetary value of the goods or services to be provided.

Once an appropriate Business Partner has been selected, Structure Tone has a continuing duty to properly manage and oversee their activities to prevent misconduct. Particular attention must be paid to Business Partners performing work in high-risk jurisdictions and those whose engagement requires interaction with Government Officials. Engagement contracts should include a full and complete articulation of the services to be provided by the Business Partner, including, where appropriate, a complete scope of any proposed interaction with Government Officials. In addition to the Company's standard requirements, engagements with Business Partners should legally obligate Business Partners to adhere to, and affirmatively report non-compliance with, Structure Tone's Code of Conduct and Business Ethics, the Supplier Code of Conduct, and Structure Tone's Anti-Corruption Manual.

Previously conducted diligence should be updated periodically and employees should continuously be on alert for suspicious activity or financial arrangements that, if discovered, may warrant additional diligence or termination of Structure Tone's relationship with the Business Partner. In particular, employees should be wary of the following:

- 1. Transactions not properly recorded or described in unusually general or opaque language. Goods and services should be described in sufficient detail so as to provide no doubt as to the legitimacy of the transaction;
- 2. Requests to conduct transactions in cash or cash equivalents;
- 3. Requests to pay invoices from an unusual source or a source not party to the documented transaction;
- 4. Requests to pay invoices with multiple checks or to locations with no connection to the documented transaction;
- 5. Requests to provide payments to an obscured party or an entity not party to the transaction;
- 6. Requests to provide payment to an account not typically associated with an established Business Partner; and
- 7. Request to backdate invoices.

While appropriate under many circumstances, the use of intermediaries raises unique anti-corruption concerns. 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. Particular caution must be exercised whenever the Company engages an intermediary to act on our behalf. 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



CODE OF CONDUCT



For more on Structure Tone's Prequalification and Due Diligence Program, please contact Semos Epitropakis, Prequalification Manager.

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Prequalification Manager

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For more on Structure Tone's M/W/DBE Program, please contact Paul Crilly, Diversity Compliance Manager

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prohibits illegal payments, requires that payments for services and reimbursements of expenses comply with this Manual, and provides for termination of the agreement in the event of a violation of the Company's anti-corruption policies. As indicated above, particular attention must be paid to certain Business Partners, including intermediaries, operating in high-risk jurisdictions or whose engagement responsibilities require interaction with government agencies.

Enhanced due diligence associated with engaging Minority/Woman/Disadvantaged-Owned Business Enterprises ("M/W/DBEs") is governed by this Manual and the local M/W/DBE Policy applicable to your region.

FAQS

Q: Can Structure Tone be held liable for the actions of our subcontractors?

A: Yes. Under certain circumstances, we can be held liable for the improper actions of subcontractors under our control and acting on our behalf. It is important that we take appropriate steps to ensure we only work with companies that uphold our values, and that they are representing us with the utmost integrity.

Q: What about other business relationships such as joint ventures or strategic partners?

A: The actions of these types of Business Partners can also be attributed to Structure Tone. Most Anti-Bribery Laws draw little distinction between a principal and an agent when it comes to assessing culpability. It is imperative that we engage our Business Partners on important matters such as preventing corruption and that we play an active role in monitoring compliance.

Q: How do I know if a third-party, such as an intermediary, is spending funds properly?

A: Properly managing third-parties requires careful oversight by Structure Tone employees. As a first step, you need to make sure that proper diligence in accordance with Structure Tone's Prequalification and Due Diligence Program and this Manual has been done to ensure that the third party can be trusted to represent Structure Tone with integrity. You also need to make sure that the engagement is properly recorded and that the services to be performed by the third party are described with adequate specificity so as to leave no doubt as to role the third party will play. You then need to actively participate in the engagement to ensure that the third party is performing its role according to the terms of the agreement. Finally, all payments to third parties must be vetted to ensure that the payments are for services performed or reimbursements for legitimate expenses incurred. If you are ever unsure about how to properly manage the third party, or if you ever suspect that something might be amiss, you need to contact your supervisor or a member of the Compliance Department.

BRIBERY AND IMPROPER PAYMENTS

Structure Tone strictly prohibits any form of bribery, illegal gratuity, kick-back, or similar payment. No improper or illegal payment from Company funds or otherwise will be made directly or indirectly by any employee or agent of the Company. This includes, but is not limited to, responses to extortionate demands, kickbacks, and political or commercial bribery.

Generally, bribery is the giving or receiving of anything of value intended to improperly influence business or professional judgment. Depending on the circumstances, bribery laws may also capture simply offering (as to the prospective giver) or seeking (as to the prospective receiver) something of value with the intent to improperly influence another. Bribes may include any direct or indirect benefit, including money, gifts, travel expenses, services, entertainment, vacations, below-market loans or products, business opportunities, or political or charitable contributions. *Quid pro quo*—the giving of one thing for another in return—are strictly prohibited.

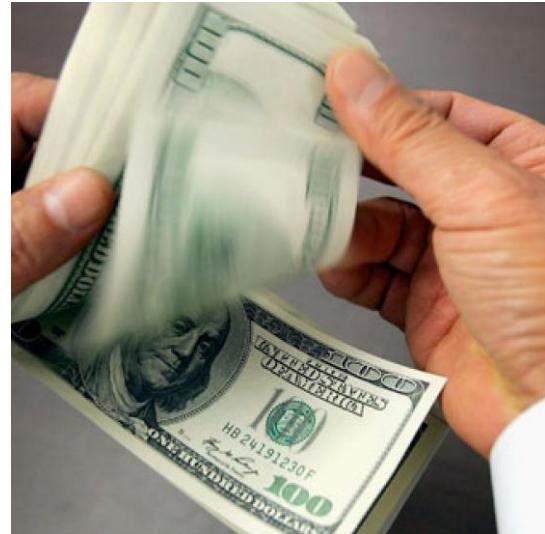
Employees must not engage in, induce, or facilitate another to engage in, or permit an agent or representative of the Company to engage in, any form of bribery or corruption. Employees are prohibited from soliciting or accepting anything of value, either directly or indirectly, intended to improperly 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, illegal gratuities, and “under the table” payments, whether they be in the form of cash, services, gifts, or merchandise.

Bribes, kickbacks, and similar payments are strictly prohibited under any circumstances. **This ban applies even if local laws or practices permit or condone such activity.** 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.

Employees are under an affirmative duty to promptly report to their immediate supervisor and the Company's Chief Ethics and Compliance Officer ("CECO") any attempted or contemplated improper payment. Failure to report an attempted or contemplated improper payment may result in discipline by the Company, up to and including termination of employment.

Government Officials and Public Sector Employees

It is a crime under Anti-Bribery Laws to pay a bribe to or receive a bribe from any domestic or foreign government official or public sector employee ("Government Official"), defined further below. Structure Tone is a global company and may do business in jurisdictions where corruption-related activities are common and enforcement standards are lax. In these types of high-risk jurisdictions, a heightened sense of caution is required in order to ensure compliance with Anti-Bribery Laws.



“The services to be provided by third parties must be described specifically so as to leave no doubt as to the role the third party will play”



For the purposes of this policy, Government Official includes the following individuals and their immediate family members (parents, children, spouses, and siblings):

1. Any employee, official, or officer of a domestic or foreign government, or any department, agency, organization, or instrumentality thereof;
2. Any person acting in an official capacity for or on behalf of a domestic or foreign government or any department, agency, organization, or instrumentality thereof;
3. Any employee or official of a commercial or nonprofit entity in which a government body has any ownership interest or the ability to exert control ("Government Instrumentality");
4. Any employee, official, or other person acting on behalf of a government or Government Instrumentality;
5. Any official, partner, or employee of a public international organization, such as development banks or funds;
6. Any holder of, or candidate for, political or public office; and
7. Any official, partner, or employee of a political party.

Anti-Bribery Laws prohibit directly or indirectly paying, offering, promising, or authorizing the giving of any money or anything of value to any Government Official either:

- ◆ for the purpose of influencing any act or decision of a Government Official in his or her official capacity or inducing such Government Official to do or omit to do any act in violation of the lawful duty of such Government Official; or
- ◆ for the purpose of (i) inducing such Government Official to use his or her influence with a government or any organization or Government Instrumentality thereof; or (ii) assisting in obtaining business, retaining business, directing business, or securing any improper business advantage.

The FCPA defines "anything of value" broadly and includes, among other things:

- ◆ cash or gift cards;
- ◆ vehicles;
- ◆ art;
- ◆ contractual rights;
- ◆ personal gifts;
- ◆ travel expenses;
- ◆ excessive discounts.
- ◆ accommodations;
- ◆ meals and entertainment;
- ◆ donations to charity;
- ◆ per diem allowances;
- ◆ services; and
- ◆ jobs for relatives or others;

The FCPA also 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 can include giving or accepting meals, entertainment, or gifts to or from Government Official.

When interacting with Government Officials, a heightened sense of caution and awareness of Anti-Bribery Laws is required. Employees should alert the Legal Department or the Compliance Department before engaging in any business with Government Officials.

Private Sector Employees

Often, corruption is only thought of as something that involves Government Officials. The prohibitions described in this Manual and the Company's Code of Conduct, however, apply equally to improper transactions with private sector individuals, often called "commercial bribery."

Many Anti-Bribery Laws, such as the U.K. Bribery Act, prohibit bribes among private sector employees as well as Government Officials. The reach of the U.K. Bribery Act, in particular, is vast: it applies to improper transactions involving private citizens (no Government Official need be involved); it applies to all companies domiciled in the U.K. (England, Scotland, Wales, and Northern Ireland) and foreign organizations conducting business in the U.K.; and it applies to bribery performed outside of the U.K. As you can see, the U.K. Bribery Act can capture corrupt transactions having virtually nothing to do with the United Kingdom.

The U.K. Bribery Act criminalizes both giving and receiving a bribe, defined broadly to include a "financial or other advantage" given or received in exchange for "improperly" performing a "relevant function or activity." Likewise, "relevant function or activity" is also defined broadly to capture "any activity connected with a business, trade or profession [and] any activity performed in the course of a person's employment[.]" The law prohibits the use of payments both to induce (bribe) or reward (gratuity) improper conduct.

The U.K. Bribery Act also creates an additional organizational crime of failing to prevent bribery. This component extends to third parties ("associated persons") performing services on behalf of the company. Liability for the actions of an "associated person" can attach where they actually represent the company and the company benefits from their bribery.

Many jurisdictions within the United States also have laws prohibiting commercial bribery. Generally, commercial bribery involves (i) providing or receiving anything of value, or conferring or receiving any type of benefit; (ii) upon any employee or agent; (iii) without the consent of the employee's employer or the agent's principal; (iv) with intent to influence the conduct of the employee or agent in the affairs of the employer or principal.

Facilitation Payments

Although many Anti-Bribery Laws, including the U.K. Bribery Act, prohibit facilitation payments, the FCPA allows "facilitating or expediting" payments for non-discretionary, administrative functions under certain limited circumstances. The FCPA considers "routine government action" as something that is not discretionary.



WHEN IN DOUBT, ASK YOUR SUPERVISOR OR A MEMBER OF THE COMPLIANCE DEPARTMENT FOR HELP.



It is exceedingly difficult to distinguish between a violation of the law (bribe) and a possibly-legal facilitation payment. The distinction, though, is of little consequence to Structure Tone employees, agents, and Business Partners as **Structure Tone prohibits all facilitation payments**.

While prohibited under most Anti-Bribery Laws and Structure Tone policy, requests to provide facilitation payments remain fairly common in certain regions of the world. **Structure Tone prohibits these payments even when they are customary and legal in the jurisdiction in which the transaction takes place.** Employees must be alert to spot such requests and be vigilant about rejecting them in all circumstances. Employees should be on alert for requests for payment:

- ◆ To cover unforeseen costs, taxes, or fees;
- ◆ To expedite government services; or
- ◆ That are not supported by adequate documentation.

Employees should contact the Compliance Department promptly if ever confronted with a situation in which a facilitation payment is requested. If confronted with an immediate and credible threat of physical harm, you should make the requested payment and contact the Compliance Department at your next opportunity.

FAQS

Q: What should I do if confronted with a situation that may involve corruption?

A: Seek guidance if you are ever unsure about whether a transaction or business practice is appropriate. If you suspect something might be wrong, you should take the time to contact your manager, the Legal Department, or the Compliance Department.

Q: Are employees of a company owned by a foreign country considered "Government Officials" for purposes of this Policy and the Anti-Bribery Laws?

A: Yes, our dealings and the dealings of our Business Partners with employees of companies that are owned, even partly, by foreign countries or are otherwise controlled by foreign countries would be covered by the FCPA, the U.K. Bribery Act, and other Anti-Bribery Laws.

Q: How can I spot an improper facilitation payment?

A: Facilitation payments are not always easy to identify, which is why you should seek assistance from the Legal Department or Compliance Department. Facilitation payments are typically requested by a government official, often in fields like customs, tax or duty collection, utility service, and law enforcement. The payment request is usually made to "speed up" or "secure" routine government action. Often, these requests are either not documented or documented only generally. Be sure to ask for help if you are ever unsure about whether an expense is a legitimate governmental fee or an improper facilitation payment. As an overarching rule, the Legal Department or Compliance Department must be involved whenever you transact business with a Government Official.

Q: What is “commercial bribery”?

A: “Commercial bribery” addresses corrupt payments among private sector employees. While almost all Anti-Bribery Laws address improper transactions involving Government Officials, many—including many local laws in the United States—specifically address bribery among private sector employees.

Q: My job responsibilities are confined only to private industries within the United States. Do I need to be concerned about bribery?

A: Yes. Although United States federal law is concerned primarily with bribery involving Government Officials, many U.S. states have laws specifically prohibiting private sector bribery, so-called “commercial bribery.” Also, the reach of the U.K. Bribery Act is vast and could capture improper private sector transactions having virtually no connection to the United Kingdom.

Q: Do Anti-Bribery Laws capture bribe receiving, or are they concerned only with punishing the person providing the bribe?

A: Many Anti-Bribery Laws criminalize both giving and receiving improper payments. Employees need to be cautious both when they provide things to third parties and when they receive them. Not only do Anti-Bribery Laws address the giving and receiving of improper payments, but they can also capture the “offering” (as to the giver) and “soliciting” (as to the receiver) of corruption payments.

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 national, regional, and local 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 equivalences.²
2. Transactions that are not properly recorded.
3. Payments involving multiple checks to (or from) multiple sources.
4. Payments to or from entities or individuals not party to the transaction.
5. Payments involving accounts the beneficial owners of which are obscured, or accounts not belonging to parties 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.

FAQS

Q: What role do I play in preventing money laundering?

A: Structure Tone relies on its employees to be on alert for suspicious financial activity. If something does not look right, take the time to ask important questions and get support when you need it.



² As a general matter, Structure Tone does not conduct any business in cash or cash equivalences



IF SOMETHING DOES NOT LOOK RIGHT, TAKE THE TIME TO ASK IMPORTANT QUESTIONS AND GET SUPPORT WHEN YOU NEED IT.

GIFTS & ENTERTAINMENT

At Structure Tone, we want our clients and stakeholders to judge us and award us business solely on the quality of the services we provide. With that being said, certain Corporate Hospitality (gifts, meals, or entertainment)³ is entirely appropriate to strengthen working relationships or provide the forum in which to discuss our Company's services.

The providing and receiving of Corporate Hospitality is governed primarily by 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 the United States should consult the United States Gifts and Entertainment Policy (STO 004.02). Employees in Europe and Asia should consult the European and Asian Operations Gifts and Entertainment Policy (STO 006.02). All employees are required to review, understand, and abide by the policies 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. While most of us recognize the need for caution in providing Corporate Hospitality, employees must be watchful in receiving it as well. Indeed, certain Anti-Bribery Laws criminalize the receipt of improper Corporate Hospitality. Particular vigilance is needed from employees in the Company's procurement fields—those responsible for selecting Business Partners. Structure Tone's reputation for awarding work to the most qualified parties must never be jeopardized. We must not accept Corporate Hospitality when doing so could give the impression that business decisions are made on any basis other than strict merit.

If you are offered Corporate Hospitality that you suspect may be improper, the appropriate course of action is to politely decline. If declining is not possible, you may accept the Corporate Hospitality and promptly report the matter to the Compliance Department.

While the specific rules are outlined in the Gifts and Entertainment Policy, when deciding whether Corporate Hospitality is appropriate, employees should consider its ***nature, purpose, and effect***.

1. If the ***nature*** of the Corporate Hospitality is reasonable given the business relationship and generally-accepted business practices, it is probably permitted. If, however, the Corporate Hospitality is excessive or lavish, it is likely prohibited by Company policy. When evaluating the nature of Corporate Hospitality, employees should consider the following:
 - ***Value***: Corporate Hospitality the value of which exceeds reasonable business conduct raises concerns about improper influence. Hospitality that is disproportionate in value also raises concerns about its perception to outside parties.

³ Corporate Hospitality extends beyond gifts, meals, and entertainment to include anything of value provided between a Structure Tone employee and an employee of another entity. This includes, but is not limited to: tangible items; services, discounts, prizes, reimbursements, favors, meals, entertainment, or other business courtesies; tickets to events; lodging; use of any facility, property, or service; and transportation.

- Transparency: Legitimate Corporate Hospitality is conducted transparently and properly recorded in the Company's records. Hospitality that is conducted secretly or otherwise disguised raises serious questions about its propriety and is contrary to the Company's core values.
 - Timing: Corporate Hospitality that is given at or around the time decisions are made on Structure Tone business could improperly influence the recipient or create the perception of impropriety.
 - Frequency: Corporate Hospitality that may be acceptable in isolation may raise concerns when provided to the same recipient frequently.
2. If the **purpose** is to strengthen working relationships or provide a forum to discuss Company services, the Corporate Hospitality is likely permitted. If, on the other hand, the purpose is to improperly influence the recipient's decision making or to gain an unfair business advantage, it will always be prohibited. Employees are absolutely prohibited from providing Corporate Hospitality in exchange for business or a business advantage. We want clients to select Structure Tone because of the quality of our services—not because we provide their employees with gifts or entertainment.
3. If the likely **effect** of the Corporate Hospitality is the legitimate promotion of Company services and enhancement of business relationships, the Corporate Hospitality is probably permitted. On the other hand, if the effect is to create an obligation or expectation that something may be returned, the Corporate Hospitality is improper. Likewise, the Corporate Hospitality may not create the appearance of impropriety. We must be thoughtful about how others may perceive the Corporate Hospitality. Structure Tone's reputation for conducting business with the utmost integrity must not be put in jeopardy under any circumstances.

Employees are reminded that Corporate Hospitality must conform to both their regional Gifts & Entertainment Policy and the applicable policies of the party giving or receiving the Corporate Hospitality.

Public Sector Employees

Additional restrictions apply when dealing with Government Officials, or when dealing with Business Partners doing business with or seeking to do business with Structure Tone on a project for or funded by a local, regional, or national government ("Public Projects"). 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.

Structure Tone has adopted a strict policy that prohibits anyone representing the Company from offering or providing anything of value to a Government Official or anyone working on a Public Project without first contacting the General Counsel or CECO. It is never appropriate 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 to or from a party (including subcontractors and suppliers) working or seeking to work with Structure Tone on a Public Project.

This prohibition also applies to anyone associated with a Government Official or a party working on a Public Project (such as a friend or family member) in which the Corporate Hospitality is provided because of the relationship with the Government Official or a party working on a Public Project.

Except as prohibited by a lawful collective bargaining agreement, anyone found to have violated these policies will be disciplined up to and including possible termination. For further guidance, please refer to your regional Gifts and Entertainment Policy, or contact the Company's General Counsel or CECO.

Promotional and Marketing Expenses that Benefit a Government Official

In some circumstances, the payment of promotional or marketing expenses that benefit a domestic or foreign Government Official may be permissible under the Anti-Bribery Laws. For example, certain reasonable, bona fide expenses incurred while promoting the Company, hosting a tour at a Company facility, or entertaining employees in connection with a demonstration of the Company's products may also be legitimate expenses under the Anti-Bribery Laws. Company employees, however, should ensure that no promotional expenses go toward inappropriate forms of entertainment that would tarnish the public image of the Company or toward lavish entertainment that could create an appearance of impropriety. Most importantly, these expenses can never be paid as a *quid pro quo* for obtaining or retaining business.

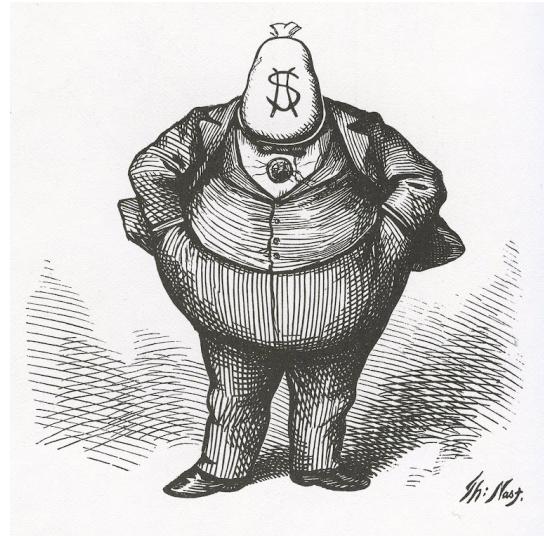
Employees must obtain advance approval from the General Counsel or CECO for such promotional and marketing expenses. As a general matter, the promotional expenses should never be in cash or cash equivalents such as gift cards, should be infrequent, should be of nominal value, and must otherwise comply with this Manual. Additional guidelines include:

- ◆ The expense must have a legitimate purpose as opposed to just "relationship building."
- ◆ The Government Official must not be provided with any type of financial allowance.
- ◆ Lodging expenses must only cover the actual costs incurred for lodging.
- ◆ Travel expenses should only cover the Government Official's cost of traveling to a Structure Tone facility. No side trips are allowed.
- ◆ Structure Tone may not pay for the travel or entertainment expenses of a Government Official's family member.
- ◆ Structure Tone employees must observe internal guidelines on

expenses when paying promotional and marketing expenses of Government Officials. First class travel is not allowed.

- ◆ Entertainment expenses must be limited to meals and cannot include recreational activities such as golf outings or lavish entertainment.
- ◆ Wherever possible, vendors should be paid directly for the expenses of a Government Official. If direct payment is not possible in a given circumstance, the Government Official's agency or entity, not the Government Official him or herself, should be reimbursed, and only on presentation of sufficient documentation for the reimbursable expense incurred.
- ◆ The Government Official's agency or entity should be notified of any reimbursable marketing and promotional expenses in advance and Structure Tone should only agree to pay for these expenses if the government agency or entity approves.

Moreover, these expenses must be fully and accurately described in the Company's books and records and will be audited periodically. The Company employee requesting the payment must certify that the payment is in compliance with applicable local law.



Record Keeping

Unrecorded Corporate Hospitality creates an appearance of misconduct. It is each employee's responsibility to track their Corporate Hospitality expenditures. Employees must keep accurate records of all Corporate Hospitality provided to a third party and a reasonably detailed description of the hospitality provided.

In addition, whenever this Policy requires management approval for Corporate Hospitality, such approval should be obtained in advance (when possible, otherwise immediately after) in writing. Fully and accurately accounting for Corporate Hospitality transactions is one of the most important ways to ensure compliance with the G&E Policy and other Structure Tone policies. It is the responsibility of the employee relying on the approval to obtain appropriate records and written approvals, which must be retained for audit purposes.

FAQS

Q: I want to take a client out to dinner. How do I know what the reasonable limits are?

A: Spending time with Business Partners outside of work is an important part of client service and business development. Although our rules on Corporate Hospitality are comprehensive, there is no replacement for common sense and good judgment. Take the time to analyze the prospective Corporate Hospitality before you engage in it. Use this resource to assess the nature, purpose, and effect of the Corporate Hospitality and apply your common sense. If you are ever unsure, use your support network and ask for help.

Q: As an employee in the Estimating Department of my local business unit, I regularly get invited to lunch by subcontractors. Am I allowed to go?

A: The first thing you need to do is speak with your Department Head to see if you are permitted to engage in Corporate Hospitality. Local



IF YOU ARE EVER UNSURE, USE YOUR SUPPORT NETWORK AND ASK FOR HELP.

Department Heads, in consultation with their Business Unit Leaders, are empowered to decide whether their employees may engage in any type of Corporate Hospitality. Even if permitted by the local Department Head, you must follow the rules in this Manual and your local Gifts and Entertainment Policy. Take the time to assess the nature, purpose, and effect of going to lunch with the subcontractor. For example, if the lunch were lavish or intended to improperly curry favor with Structure Tone, the lunch would be prohibited. On the other hand, if the lunch were at a reasonably priced restaurant and intended to provide you with a deeper understanding of the subcontractors' services, it very well might be appropriate. When in doubt, ask your supervisor or a member of the Compliance Department.

Q: A client has asked for tickets to a local baseball game. Can I provide them?

A: Use this Manual to assess the nature, purpose, and effect of the Corporate Hospitality. If you are going to attend the game with the client, you should assess the Corporate Hospitality as "entertainment." If you are simply giving the tickets to the client, you should assess the Corporate Hospitality as a "gift," in which case you need to get your Business Unit leader's approval if the face value of the tickets exceeds \$100. Your Business Unit leader's approval should be in writing.

Q: Why are "gifts" assessed differently than "entertainment"?

A: Entertainment in which you participate provides an opportunity to develop the types of strong business relationships that are important to providing exceptional client service. It gives you the opportunity to discuss business issues in a more comfortable environment and should promote a stronger working relationship. Gift giving does not afford the same type of personal access and raises unique anti-corruption concerns. As such, gift giving requires a more controlled environment.

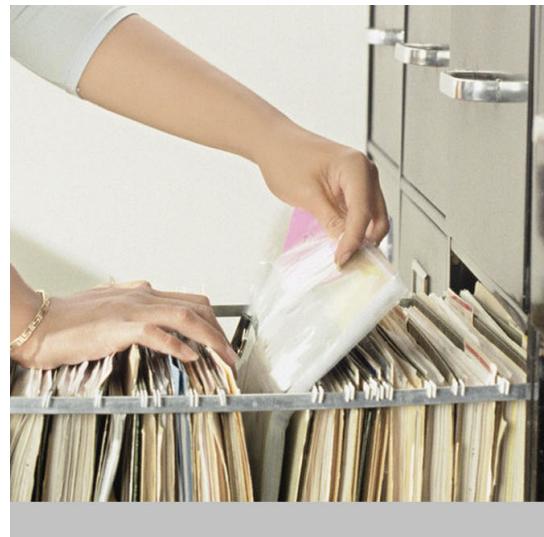
ACCURATE COMPLETION AND RETENTION OF COMPANY DOCUMENTS AND RECORDS

Accurate record keeping 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. Compliance with the recordkeeping requirements of this Manual will be audited periodically.

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. 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 Legal Department. Legal hold notices, which apply to records connected with actual or anticipated litigation, may alter the normal procedures for maintaining records.

Falsifying or intentionally creating inaccurate, incomplete, or misleading documents can constitute fraud. It is a direct violation of Company policy 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.

For more on Structure Tone's policies concerning documentation accuracy and retention, please refer to the Company Code of Conduct, Structure Tone's Construction Management Guidelines, and the Company's Data Management Policy applicable to your region.



Q: Why is it so important to keep accurate records?

A: Maintaining accurate records is a part of providing exceptional client service. We need to document our clients' involvement in their projects and be prepared to show them that their money was properly spent. Additionally, many jurisdictions have laws that require that business records accurately reflect company transactions. For these reasons and many more, it is critically important that we create complete and accurate records of the Company's business.

Q: What role do I have in keeping accurate corporate records?

A: You have an obligation to accurately document the business relevant to your corporate role. Specific guidance can be found in the Construction Management Guidelines relevant to your office. Take the time to review them thoroughly and understand not just which critical documents need to be generated but also where they need to be stored in the Company's electronic files.

Q: What should I do if I suspect a Company record is not accurate?

A: You have a number of options, including contacting your immediate supervisor, if you ever suspect a Company record is not accurate. Remaining silent, however, is not one of those options. You must speak up if you suspect something is wrong.

POLITICAL CONTRIBUTIONS AND ACTIVITIES

Political contributions and activities are governed by the Company's Code of Conduct and this Manual. 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.

Political contributions must not serve as a cover for bribes or violate the law. Funds contributed on behalf of the Company must be fully and accurately described in the Company's books and records. While employees may participate in political activity in their individual capacity, they may not do so on terms prohibited by this Manual. Employees may not contribute funds to political candidates or Political Action Committees—even in their individual capacity—when their doing so could be interpreted as bribery or another form of misconduct.



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 under certain situations. Accordingly, the Company has adopted the following guidelines applicable to all employees.

1. Employees must comply with regional and national laws, including campaign finance laws.
2. Employees may participate in political activities, including Political Action Committees, only in their individual capacities.
3. Even in their individual capacities, employees may not contribute funds to political candidates or Political Action Committees for an improper purpose, such as to influence a political candidate or secure an unfair business advantage.
4. Employees may not solicit political contributions or political participation from Business Partners or other Company employees.
5. Employees are prohibited from using any political means, including donations, services rendered, and fund-raising activity, to solicit or obtain any benefit from a Government Official, government agency, or political subdivision.
6. Absent Executive Management approval, employees are prohibited from using Company funds or facilities for political purposes.
7. Structure Tone will not reimburse employees for political contributions, including fund-raising tickets, for political functions.

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 always, employees should consult with the Company's Legal Department or Compliance Department if they have any questions about Company policy in this area.

FAQS

Q: Why are there restrictions on engaging in political activity in my personal capacity?

A: Our Global Anti-Corruption Program is intended to protect the Company and its employees. Engaging in political activity in your personal capacity does not shield you from anti-corruption exposure. You should never engage in political activity in your personal capacity that would be prohibited by this Manual or another Company policy.

Q: What should I do if I am approached by a client or Business Partner to support a politician or Political Action Committee?

A: You need to take the time to make sure that the support is permitted under this Manual and other Company policies. You should consult the Legal Department or Compliance Department for assistance. While under certain circumstances engaging in political activity is acceptable, we need to avoid situations in which such activity could be misconstrued a subterfuge for misconduct.

CHARITABLE CONTRIBUTIONS AND FUNDRAISING

Charitable Contributions and Fundraising is governed by the Company Code of Conduct and this Manual. 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. Contributions must not be used to solicit or obtain any benefits and must comply with this Manual and applicable law. Funds donated on behalf of the Company must be fully and accurately described in the Company's books and records.

Unless approved by their Business Unit leaders, employees may engage in fund raising 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.

Whenever the Company plans to make a charitable donation associated with a Government Official or charity based outside of the United States, the United Kingdom or the Republic of Ireland, the Compliance Department must first perform a comprehensive due diligence investigation in order to determine whether the donation is appropriate. The Compliance Department will consider, among other things (i) who controls the charity; (ii) whether any Government Official or relative of a Government Official participates in the operation of or controls the charity; (iii) whether the donation was solicited by a Government Official; (iv) the charity's reputation and any regulatory history; and (v) whether the charity will certify compliance with Anti-Bribery Laws. Any charitable donations associated with a Government Official or charity based outside of the United States, the United Kingdom or the Republic of Ireland may not be made without the prior approval of the General Counsel or CECO.



FAQS

Q: Why is charitable giving an anti-corruption issue?

A: Supporting worthy causes is a Structure Tone tradition. Unfortunately, even legitimate charitable giving can be scrutinized as subterfuge for bribery. At Structure Tone, we support charitable and civic groups because of the good work they perform in our communities. We never promote these groups as a way to curry favor with a client or other



Business Partner.

Q: How do I know if a charity is a legitimate organization?

A: You need to perform an adequate level of due diligence before proposing a charity for corporate support. The Compliance Department can assist you in assessing the legitimacy of the proposed charity. Remember, unless approved by your Business Unit leader, you can only engage in charitable activity in your personal capacity.

Q: What should I do if I am approached by a client or Business Partner to support a charitable cause?

A: You need to take the time to make sure the support is permitted under this Manual and other Company policies. Consult your Business Unit leader and, if needed, the Legal Department or Compliance Department. While charitable giving is a Structure Tone tradition, we need to avoid situations in which such giving could be misconstrued a subterfuge for misconduct.

Q: Are there any restrictions on engaging in charitable conduct in my personal capacity?

A: Yes. Our Global Anti-Corruption Program is intended to protect the Company and its employees. Engaging in charitable activity in your personal capacity does not shield you from anti-corruption exposure. You should never engage in charitable activity in your personal capacity that would be prohibited by this Manual or another Company policy.

EMPLOYEES' OBLIGATION TO REPORT MISCONDUCT

Preventing corruption is a responsibility shared by Structure Tone and all of its employees. All employees have a duty to speak up and promptly report any suspected violation of the Company's policies or applicable laws. Employees have a duty to act when they suspect something is wrong. Likewise, supervisors are held responsible for ensuring that this policy 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 Company policy. For these reasons they have enhanced responsibilities and must promote a culture of ethics and compliance.

The Company takes these obligations seriously. Disregard of these duties and failing to act appropriately when doing so is required may have serious consequences both for the individual and for the Company. Remaining silent in the face of illegal or unethical conduct simply is not an option.

Likewise, Structure Tone will not tolerate retaliation of any kind against an employee who reports potential misconduct in good faith. Any employee who engages in retaliation will be subject to discipline, including termination.

FAQS

Q: What should I do if I suspect that a co-worker engaged in

improper conduct?

A: As a Structure Tone employee, you have a duty to speak up. Do not try to resolve the situation yourself. From the Executive Management team, to the Compliance Department, to your managers in the field, you have a strong support network. It is incumbent upon you to use that network if you are ever unsure about how to proceed.

Q: Can I get in trouble for not reporting an incident?

A: Yes. At Structure Tone, we expect our employees to act at all times in the best interests of the Company and our clients. Remaining silent can harm the Company and our clients, and it will not be accepted.

Q: What if I am unsure about whether observed conduct is improper?

A: Your support network is here to help you work through the situation and take appropriate steps. Employees should never fear raising legitimate questions and asking for help when they are unsure about how to proceed. When in doubt, ask for help.

Q: Can I get in trouble for reporting something if it turns out later that I was mistaken?

A: No. As long as you raised the question or concern in good faith, you will not be in any trouble. The Company's success relies on having engaged employees willing to raise questions or concerns in good faith. "Good faith" does not require that the conduct be substantiated; it means only that you came forward with all of the information you had and made a sincere and honest effort to bring the issue to the Company's attention.

REPORTING CHANNELS

Prompt reporting of suspected misconduct through the appropriate channels provides the Company the opportunity to undertake an investigation and remedy any wrongdoing.

Employees should consult the Company Code of Conduct for guidance on situation-specific reporting channels. Generally speaking, employees must 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. Such reporting provides the Company the opportunity to undertake a prompt investigation and remedy any wrongdoing. 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. Note that if your complaint concerns an immediate emergency involving physical safety or security, you should call 911.

The Company will maintain confidentiality to the greatest extent possible. While the Company cannot guarantee confidentiality in every





ETHICS HOTLINE

Employees can report suspected violations 24/7 through:

- ◆ **866-593-6479 (United States)**
- ◆ **0800-032-8483 (United Kingdom)**
- ◆ **1-8006-15403 (Ireland)**
- ◆ **www.structuretone.ethicspoint.com** or
- ◆ **compliance@structuretone.com**

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. Such information will be shared only on a need-to-know basis as the investigative circumstances dictate. Investigations or the results of investigations may be reported to regulatory or law enforcement officials or clients when necessary under the Company's policies, contractual obligations with clients, or applicable law, or if there is an imminent threat to person or property.

Employees may report anonymously through the Company's third-party reporting vendor, Navex Global. Such matters can be reported anonymously via telephone by calling **(866) 593-6479** in the United States, **0800-032-8483** in the United Kingdom, or **1-8006-15403** in Ireland. Employees worldwide can visit the Company's reporting portal at **www.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.

FAQS

Q: Do I have a choice about how I ask for help or report misconduct?

A: As a general matter, yes. Employees have a number of options when seeking guidance or reporting possible misconduct. Read our Code of Conduct and this Manual carefully because they provide guidance on who you should contact to address specific concerns.

Q: Will my identity be kept confidential if I raise an issue?

A: Structure Tone maintains confidentiality to the greatest extent possible. While the Company cannot guarantee confidentiality in every circumstance, it will make every effort to protect your identity. The Compliance Department can explain the steps taken to preserve your confidentiality and the limited circumstances under which your identity might be shared.

Q: What if I want to remain completely anonymous?

A: Anyone (Company employees, Business Partners, or members of the general public) can ask a question or raise a concern completely anonymously by contacting our third-party reporting vendor, Navex Global, at the phone numbers or website identified above. If you choose to remain anonymous, Structure Tone will not have access to your identity.

ACKNOWLEDGMENT

I have received and read the Company's Global Anti-Corruption Manual. I understand the standards and policies contained in this Manual 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 Manual and any additional policies, laws, and regulations specific to my job and hold myself to the standards articulated in the Manual.

I understand that if I have questions concerning the meaning or application of the Manual, 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: _____