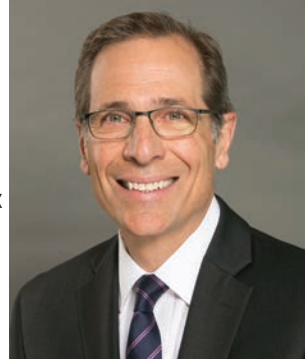


Code of Conduct



A Letter from Flatiron CEO John DiCiurcio.

Over the course of 70 years, Flatiron has grown from a materials aggregate company to becoming one of the largest infrastructure contractors in North America. Throughout our history, we've managed to endure and adapt to an ever-evolving industry, all the while honoring our commitment to doing what's right. As a result, we're known and respected for solving some of the most complex infrastructure challenges.



Our Code of Conduct serves as our guiding compass when choosing to do what is right. It reflects our values and guiding principles. It steers our actions and behaviors, mandates that we follow the law, and challenges us to exceed the regulations whenever possible. Perhaps most importantly, it reminds us to do the right thing—always. Take time to read and understand it as you go about your daily work at Flatiron.

I encourage you to refer to the Code in order to gain sound guidance or whenever unsure if something is being done the right way. If you're unsure, ask. When raising a question or concern, be confident that you have full support to speak up without fear of retaliation or retribution. Flatiron embraces a zero tolerance policy for retaliation. Speaking up and doing so timely is the only way to ensure our high standards are maintained and our future success is secured.

We expect our employees, vendors, partners, and all who we do business with to conduct themselves in accordance with these standards or in a manner that exceeds the standard in order to create an environment that ensures we're always doing what's right. Our success through the years and into the future is attributed to our culture of ethical, disciplined and professional business conduct no matter the circumstance.

Together we will pave our future success. Thank you for your commitment to Flatiron and adherence to our Code as you consistently choose to do what's right.

A handwritten signature in black ink, reading "J DiCiurcio". The signature is fluid and cursive, with a long horizontal stroke extending from the end of the name.

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Compliance Cornerstones.

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- The logo for Flatiron ONE is centered in the background. It features the word "ONE" in large, bold, blue letters, with "FLATIRON" in smaller, grey letters below it. The entire logo is enclosed within a light blue circular border.
- 1.** We obey the law.
 - 2.** We compete strategically and fairly.
 - 3.** We treat each other with dignity and respect.
 - 4.** We champion and provide a safe and secure workplace.
 - 5.** We avoid conflicts of interest.
 - 6.** We safeguard Flatiron assets and use technology appropriately.
 - 7.** We embrace ethics, honesty, and transparency.
 - 8.** We hold each other accountable for our actions.

About the Code.

Why do we have a Code?

At Flatiron, we are committed to maintaining the highest ethical standards when performing our business to create a work environment that encourages productivity, teamwork, and respect. Flatiron employees and business partners are expected to conduct business with professionalism and uncompromising ethics. The Code of Conduct serves as a guide when you have questions or face issues where the right choice is not clear.

Our Code is the foundation of our One Flatiron: Compliance Cornerstones platform – the building blocks of Flatiron’s uncompromising integrity standards that drive all aspects of our business behaviors, both as a company and as individuals engaged in daily activities. The Code highlights these Compliance Cornerstones and is designed to help you preserve and enhance your reputation as a representative of Flatiron and the reputation of our company. It also summarizes key compliance policies, emphasizing topics that can have substantial legal and ethical impacts if handled improperly and provide guidelines for appropriate action. A collective understanding of and adherence to the Code and other Flatiron policies is essential to the growth and success of Flatiron.

Does the Code apply to me?

Yes. All employees of Flatiron and its affiliates and subsidiaries, are required to abide by the Code and all other Flatiron policies, procedures and practices, at all times, as a condition of and throughout their employment. The Code also seeks to hold subcontractors, suppliers and other business partners who do business with Flatiron to the same high standard.

What does the Code expect from employees?

As employees of Flatiron, we are each accountable for reading, understanding, and following our Code and applying good judgment consistent with it. Flatiron has developed an ethics and compliance training program to educate all employees on our Code and its requirements. This training aims to raise everyone’s

level of awareness and sensitivity to key compliance-related issues. All employees are expected to participate in and certify understanding of all required training programs as assigned. Employees are encouraged to seek guidance from appropriate resources if they have general or situational questions. If at any time you believe a violation of the Code has occurred, whether you experienced it directly or learned about it, you are required to report it immediately. Employees who fail to comply with our Code, including those who fail to report Code violations, may face disciplinary action, up to and including termination.

What does the Code expect of managers?

Being a manager comes with added responsibility. Managers are expected to lead with integrity and model behavior consistent with our Code. As a result, managers are expected to:

- Promote Code awareness and compliance in daily interactions with employees.
- Set a model example of integrity and ethical conduct.
- Ensure those who report to you know and understand what is expected of them.
- Support the time needed to provide training, education and resources to aid employees in complying with the Code and other Flatiron policies.
- Provide feedback and guidance to employees.
- Encourage employees to speak up if they have questions or concerns.
- Be aware of and address any misconduct on your teams in a timely manner, escalating to appropriate resources when necessary.
- Never retaliate or allow retaliation, in any form, against those who come forward or participate in an investigation in good faith.

Core Values.

People	Accountability	Innovation	Excellence
Integrity Cooperation Fulfilling careers	Reliability & Sustainability Transparency Commitment	Technical solutions Creativity Continuous learning	Partnerships Quality Project Execution
Safety			

Our core values are the foundation that our company is built upon. All actions we take, all jobs we work on, all people we conduct business with, must reflect these core values: Safety, People, Accountability, Innovation, Excellence. They motivate and lead us in a unified direction.

As a member of the Flatiron family, you are expected to embody our core values at all times. In addition, they guide our business conduct and strengthen our partnerships and reputation.


RESOURCES

To ask a Code-related question or report a concern or violation, please contact the following resources:

- Your Human Resources representative.
- Business Unit manager or any manager in your supervisory command.
- The Ethics and Compliance Department at flatironcompliance@flatironcorp.com.

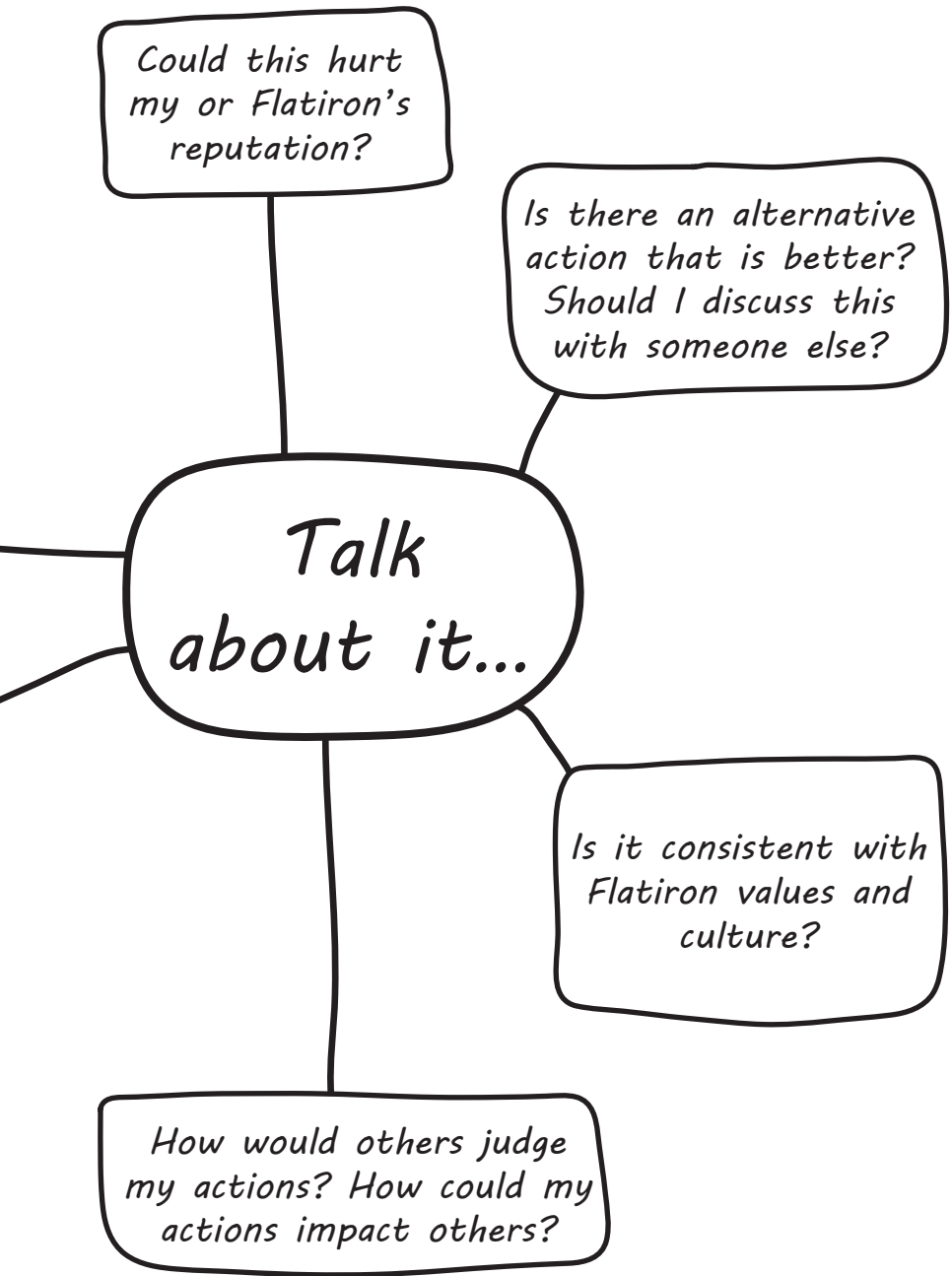
Always Ask, Always Question.

The Code represents a summary of some of our most important ethical guidelines and is meant to provide you with a broad and clear understanding of the conduct that we expect. However, it is not all-inclusive and cannot predict every situation or list every requirement. Sometimes, the difference between right and wrong is black and white. But other times, there are many shades of gray, and this can make it more complicated to know exactly what's right. Our Code is never a substitute for common sense and good judgment. If you're ever unsure about the right course of action and don't find the answer you need in the Code, stop, think and talk with your manager and ask:



Am I doing the right thing?

Is it legal? Is it against company policy?



Resources.

What should I do if I suspect or learn about a violation?

Speaking up is the right way to demonstrate your commitment to our values and to protect you and Flatiron from action that could harm our reputation and continued success. We all share a responsibility to speak up about any known or suspected violation of the Code, company policies, or the law as soon as we notice or learn about it. Those who fail to report observed misconduct may face disciplinary action.

Flatiron does not tolerate and strictly prohibits retaliation against any individual who, in good faith, reports misconduct or participates in an investigation. Employees who intentionally make false accusations, fail to cooperate with or knowingly provide false information may face disciplinary action, up to and including termination. Flatiron treats all concerns, questions, and complaints seriously, and promptly, thoroughly and fairly investigates all reports, taking appropriate action whenever necessary. All reports are treated confidentially, only sharing information on a need-to-know basis or as required by law. Any employee involved in an investigation who fails to maintain required confidentiality may be subject to disciplinary action, up to and including termination.

Where do I start?

Flatiron promotes and maintains an open door policy regarding ethics and compliance issues. Employees who have a Code-related question or concern should first speak with their manager or any manager in the supervisory command. If you're not comfortable doing so, or if your manager doesn't properly address the situation, reach out to any of the following resources:

- Your Human Resources representative or your department, divisional or functional leader.
- The Flatiron Ethics and Compliance Department by sending an email to: flatironcompliance@flatironcorp.com. Emails sent to this email address will reach the Corporate Ethics and Compliance Officer and the Ethics and Compliance Manager.
- The Third-Party Ethics Hotline at (877) 860-1081.

Contact Ethics & Compliance.

How do I report a suspected violation?

- Contact your Human Resources representative or your department, divisional or functional leader.
- Reach out to the Flatiron Ethics and Compliance Department at (844) **ONE-FLATIRON** or (844) 663-3528.
- Or, call the Third-Party Ethics Hotline 24/7 in the United States or Canada, dial (877) 860-1081. Callers have the option to remain anonymous. Your identity will be kept confidential to the extent possible and consistent with applicable laws. Multiple language options are available.
- Operated by an independent, third-party ethics partner that notifies the Flatiron Ethics and Compliance Department of questions and reports. If utilizing the third-party resource, please keep in mind that providing contact information along with the report assists any investigation that may follow. It is often more difficult to investigate an anonymous report as it prevents follow-up questions or information.

ETHICS & COMPLIANCE RESOURCES




To call the Flatiron Ethics and Compliance Hotline:

Dial (844) **ONE-FLATIRON** / (844) 663-3528

To call the Third-Party Ethics Hotline in the United States or Canada: Dial (877) 860-1081.



To send a message to the Flatiron Ethics and Compliance Department: Email flatironcompliance@flatironcorp.com.



The relationships between our employees, partners, and the communities in which we work are critical to the continued success of our business.



1. We obey the law.

Flatiron has a duty to comply with all laws, rules and regulations that are applicable to our business in all locations we operate. It's our obligation to maintain our reputation as a law-abiding corporate citizen and to protect Flatiron and our employees from serious consequences, including criminal or civil prosecution. If you are unsure about the legal impact of an action, always err on the side of caution and contact resources provided to you.

Anti-Bribery and Anti-Corruption

Many countries, including the United States and Canada, have passed laws and regulations that prohibit bribery of government officials and in commercial settings. Sanctions for violating these laws and regulations can be severe, including individual and corporate fines and imprisonment.

As such, Flatiron strictly prohibits the giving, offering, promising or accepting offers, promises or acceptance of bribes, kickbacks or any other payments, things of value, regardless of local practice or perceived customs, for the purpose of obtaining or retaining business or any other advantage.

We are committed to complying with all anti-bribery and anti-corruption laws. A bribe is giving or offering to give something of value to someone in exchange for getting or keeping business or for any other business advantage. A 'thing of value' means anything in any amount that might have value to the recipient, including cash, gifts, meals, entertainment, business, or employment. Corruption is any dishonest or illegal behavior. Never directly or indirectly offer, give, solicit, or accept any form of bribe, benefit, kickback, disallowed gift or other corrupt payment that could reasonably be assumed to have a potential impact on business decisions or transactions.

Additionally, Flatiron's prohibition of any form of bribery or corruption related behavior also applies to all third parties who act on our behalf. We must never engage with or allow a third party or business partner to offer, give, promise or accept a bribe of any type, as you and Flatiron may be held responsible for their actions.

We must also be careful in our interactions with any government officials. What might be permitted in normal business dealings may not be permitted when the recipient is a government official.

Government departments and agencies are often governed by laws and regulations concerning entertainment, meals, gifts, gratuities and other things of value given by entities with whom those government departments and agencies do business or over whom they have regulatory authority.

It is our policy to comply strictly with those laws and regulations. In addition, dealings with foreign government officials are also regulated by U.S. anti-corruption rules and laws that are especially strict. Under the U.S. Foreign Corrupt Practices Act (FCPA), it is a crime to offer or give anything of value, either directly or indirectly, including facilitation payments, to a government official in order to improperly influence the official. All laws regulating dealings with domestic and foreign government officials apply to all Flatiron employees and third parties acting on our behalf.

Questions regarding the legality of any proposed action should be referred to the Ethics and Compliance Department for research and review. Keep in mind that Flatiron's ethical standards always meet the minimum of the law, but our standards may exceed the law when in the best interest of Flatiron and its reputation.



Who is considered a government official?

Examples include:

- Employees of government agencies
- Employees of government-owned or government-controlled companies or public international organizations
- Political parties, officials, candidates and office holders

Third Parties and Legal Conduct

Our commitment to conduct all business lawfully and ethically extends to third parties. Using or aiding a third party to participate in illegal activities can hurt our reputation and end in serious legal penalties for both you and Flatiron, including criminal charges that we assisted or conspired with the third party. We must not engage in actions that we know, or should know, will aid a third party in violating the law. We are each responsible for recognizing signs that indicate third parties are engaging in potentially illegal activities and using Flatiron to assist them.

Contacts or Requests by Government

Flatiron recognizes the need to develop and deliver strategic, coordinated messages to various entities on certain matters. If you are contacted by any domestic or foreign government agency about Flatiron and/or any related business, you must report the contact.

This includes being subject to audit, being subpoenaed, interviewed, or questioned by any government agency, even if their inquiry addresses our business partners, subcontractors, vendors, and current and former employees. You must also report if you are aware of or believe a business or agency associated with Flatiron was contacted by a government agency.



2. We compete strategically and fairly.

Our strategy and commitment to excellence drive Flatiron to strongly compete for business opportunities. However, it's just as important that we compete lawfully and with integrity.

Fair Competition and Antitrust Laws

Competition laws, known as antitrust laws, are designed to protect the free market and encourage competition. They control how we can compete in the market and aim to stop unfair business practices. In general, antitrust laws prohibit competitors from working together to restrain competition and disallow efforts to monopolize markets or arrange prices. Antitrust and competition laws apply to both corporations and individuals, and can be violated by both corporations and individuals. Violating or even the threat or appearance of violating these laws can have very severe consequences, including civil and criminal penalties.

Overall, antitrust laws prohibit unreasonable restrictions on competition. So, your best course of action is to engage in conduct that provides for vigorous and fair competition against our competitors, and reasonable treatment of our business partners.

Competition Dos and Don'ts



DO

- **Honest Competition.** Accurately describe and sell solutions on the basis of quality and value.
- **Honor Agreements.** Pay attention to existing agreements and legal obligations.
- **Protect Secrets.** Respect all Flatiron trade secrets and protect them as appropriate. Be cautious when disclosing commercially sensitive information and check with appropriate Flatiron individuals prior to disclosure. Be careful when interacting with competitors in connection with trade organizations and benchmarking.
- **Competitive Intelligence.** Only collect, use and preserve competitive information in a legal and ethical manner. It is never acceptable to engage in fraud, misrepresentation, trespassing or other illegal or unethical methods to obtain competitive intelligence.



DON'T

- **Set Prices.** Don't agree with competitors about prices we charge. Avoid exchanging price or other competitively sensitive information with competitors and only do so after checking with the Legal department.
- **Bid Rig.** Never engage in any complementary bidding, fraudulent bidding or coordinated bidding with competitors, owners, business partners or customers.
- **Allocate Markets or Customers.** Never divide up markets or customers where we would otherwise be in competition with our competitors.
- **Boycott.** Don't agree with competitors to exclude other competitors from the market. Never agree with competitors to boycott or refuse to deal with suppliers or customers.
- **Defame.** Refrain from unfairly disparaging competitor products, personnel, or services, either directly or indirectly.



3. We treat each other with dignity and respect.

Flatiron is committed to cultivating a work environment in which fairness, equity, trust and diversity are valued. In order to achieve this, employees must always treat each other with dignity and respect. We are dedicated to the principles of equal employment opportunity and affirmative action and prohibit discrimination, harassment or bullying of any kind. Flatiron believes that talented and dedicated employees are our most valuable assets.



Equal Employment Opportunity

The strength of our company is in its diversity of employees. At Flatiron, we provide equal opportunities in employment to all employees. We value a diverse and inclusive workplace, and we prohibit discrimination based on race, color, sex, national origin, ancestry, age, religion, disability, sexual orientation, gender identity, gender expression, genetic information, military and veteran status, marital status, pregnancy, or any other characteristic protected by law. In addition, Flatiron complies with all applicable local, state, and federal anti-discrimination laws.

Every decision made at Flatiron concerning recruitment, hiring, promotion, compensation, benefits, training, assignment of job responsibilities, transfer, termination, or any other aspect of the employment relationship is to be made without regard to any characteristic legally protected by federal, state, or local laws. At our company, everyone is given an equal opportunity to succeed.



Equal Employment Opportunity

Flatiron will not tolerate and prohibits conduct that is contrary to applicable federal or provincial human rights legislation. Canadian legislation covers varying areas of prohibited grounds of discrimination in each provincial jurisdiction, and includes race, color, ancestry, place of origin, ethnic or linguistic background, political belief/convictions, religion or creed, marital status, family status, social condition, source of income, physical or mental disability, sex including pregnancy, sexual orientation, gender, age, criminal record or summary conviction offence unrelated to the employment or intended employment of that person, and actual or presumed association with any of these grounds.

Commitment to Affirmative Action

Flatiron is committed to taking affirmative action to employ and advance in employment qualified individuals with personal characteristics protected by federal, state or local laws. Through the support of each member of management, we are responsible for ensuring that employment upgrading, promotion, demotion, transfer, termination, compensation, benefits, training and selection for training, and all other actions concerning personnel is taken solely on the basis of merit, qualification, and our commitment to affirmative action.



Is it true that having an affirmative action program means that I won't get a promotion unless I'm a diverse employee?

No. All employees at Flatiron have the same opportunity if they meet the qualifications. Promotion and other role-related decisions will be based on skills, experience and ability for the position. No employment decisions should be made on the basis of race, gender or any other discriminatory factor.

Harassment-Free Workplace

Flatiron supports a workplace that is free from unlawful harassment of any kind. Flatiron strictly prohibits anyone from encouraging, condoning, or otherwise permitting harassment. Unwelcomed conduct that could create an intimidating, hostile or offensive work environment has no place at Flatiron.

Harassment on the basis of protected characteristics such as race, color, sex, national origin, ancestry, age, religion, disability, sexual orientation, gender identity, gender expression, genetic information, military and veteran status, marital status, pregnancy, or as otherwise prohibited under applicable law, will not be tolerated and is strictly prohibited. Harassment includes, without limitation, verbal harassment (derogatory statements, slurs, jokes, epithets), physical harassment (assault, physical interference), visual harassment (cartoons, drawings, postings, email), and innuendo (indirect verbal comment, gesture, or a hint), which ridicules or denigrates people with protected characteristics.



Harassment Policy in Canada

Flatiron prohibits any harassment which is contrary to applicable human rights legislation.

Sexual Harassment Policy

Flatiron has zero tolerance for sexual harassment and inappropriate sexual conduct of any kind. All employees, both male and female, are strictly prohibited from sexually harassing others. Sexual harassment is any improper or unwelcome sexual advances, requests for sexual favors or other inappropriate conduct or expressions of a sexual nature that (1) is made a term or condition of employment, (2) is used as the basis of employment or advancement decisions, or (3) has the purpose or effect of unreasonably interfering with work or creating an intimidating, hostile or offensive work environment.



What is sexual harassment?

- Unwelcome or unwanted sexual advances
- Promises of special treatment in return for sexual conduct
- Inappropriate touching, grabbing, fondling, kissing, massaging, brushing up against another's body or other intentional conduct sexual in nature
- Requests or demands for dates, sexual conduct or sexual favors
- Sexually oriented visual, written or verbal comments that are considered unacceptable or unwelcomed including cartoons, posters, calendars, notes, letters, emails, statements, jokes, language of a sexual nature, obscene sexual language, and gossiping
- Any type of sexually oriented conduct that unreasonably interferes with another person's work performance or creates an intimidating, hostile or offensive workplace

We must conduct ourselves in a professional, dignified and respectful manner at all times. This prohibition applies not only to employee-employee or manager-subordinate actions but also to conduct between employees or others with whom employees have regular business contact, such as subcontractors, customers and vendors. Additionally, the prohibition also applies any time employees are conducting business for Flatiron, including after hours and at customer sites.

Workplace Bullying

Flatiron prohibits bullying of any kind. Bullying is inappropriate behavior or assertion of power intended to intimidate that could mentally or physically hurt, or isolate a person whether verbal, physical or otherwise. For your safety and to promote a healthy, productive workplace, we do not tolerate this behavior. Appropriate and immediate action will be taken against employees who engage in this prohibited conduct including disciplinary action up to and including termination.



What does bullying look like?

- Verbal bullying: slandering, ridiculing, badmouthing a person, name calling, insulting, or humiliating
- Physical bullying: pushing, shoving, kicking, poking, tripping, damaging a person's work area or property
- Gesture bullying: non-verbal, threatening gestures or glances
- Exclusion: socially or physically excluding a colleague in work-related activities
- Unacceptable or unwelcomed conduct including cartoons, posters, calendars, notes, letters, emails, statements, jokes, language of a sexual nature, obscene sexual language, and gossiping
- Any type of sexually oriented conduct that unreasonably interferes with another person's work performance or creates an intimidating, hostile or offensive workplace



Flatiron is committed to cultivating a work environment in which fairness, equity, trust and diversity are valued. In order to achieve this, employees must always treat each other with dignity and respect.

Frequently Asked Questions

What is meant by innuendo?

“Innuendo” is an indirect verbal comment, gesture, or a hint. The use of this word in this context is intended to convey that harassment can take many forms.

Is profane language that is not directed at any particular person considered “harassment” or “bullying”?

Using slang or profanity with respect to a protected classification, such as gender or race, could be considered harassment. Additionally, use of language against anyone, protected class or not, that can be considered inappropriate in the workplace could be considered bullying. You are expected to act professionally when expressing yourself in the workplace.

What is an “intimidating, hostile, or offensive” work environment?

An “intimidating, hostile or offensive” work environment is one in which the harassment is so severe or pervasive as to create an abusive work environment.



4. We champion and provide a safe and secure workplace.

At Flatiron, safety and security are a top priority. A successful work environment goes hand-in-hand with a safe and secure one. It would be impossible to sustain our fast-paced atmosphere if we didn't take the time to focus on our physical well-being. Flatiron strives to provide a workplace free from hazards or harm.

Anti-Violence Policy

Flatiron's position on violence is simple: we will not tolerate any intimidation, threats, or acts of violence in the workplace. We have a zero-tolerance approach for such conduct. Our zero tolerance of violence also extends to customers, subcontractors, vendors, business partners and others who interact with our employees. You should immediately report any behavior that may constitute a potentially violent situation. We also reserve the right to conduct searches and inspections of any employee or company property without notice.

Physical Safety

Flatiron is strongly committed to providing a safe work environment that preserves the health and safety of our employees. To that end, operations are evaluated to identify potential health and safety hazards, and we then develop and implement measures to minimize risk. When we are working, we all need to exercise an appropriate level of care, understand and comply with established safe work practices, and observe appropriate safety precautions.

Flatiron complies with all health and safety laws in addition to our own strict health and safety requirements. We insist that all work, however urgent, be done safely. All employees are responsible for following health and safety laws and company requirements that apply to their jobs. Employees must also take precautions to protect themselves, their fellow

employees, and visitors to our facilities and report any incidents or unsafe practices they witness. Managers must provide people with training, programs and resources to do their jobs safely and design and maintain our processes and facilities in a manner that ensures safe working conditions.



What constitutes violence?

- Physical and/or verbal intimidation
- Threatening or violent conduct or remarks
- Vandalism, sabotage, or arson
- Use of weapons, and/or carrying weapons onto company property

Drug- and Alcohol-Free Workplace

It is widely recognized that being under the influence of drugs or alcohol while on the job poses serious safety and health risks, not only for the individual involved but for all those who work with or otherwise come into contact with that individual. Flatiron believes that maintaining a drug- and alcohol-free workplace and minimizing work-related accidents are crucial steps to ensuring that employees, contractors, subcontractors, and the families and communities that depend on them remain safe.

Flatiron maintains a zero tolerance policy for the use, manufacture, sale or possession of alcohol, narcotics, illegal drugs, or controlled substances while on the job, company property, or a company jobsite. These behaviors are prohibited and are dischargeable offenses. Employees are prohibited from reporting to work, or being at work while under the influence or effects of alcohol, narcotics, illegal drugs, or controlled substances or with any amount of these substances in his or her system.

An employee demonstrating impairment that is suspected to be drug related will be required to submit to testing in conformance with this policy. Off the job, any drug activity that could adversely affect an employee's job performance or that could jeopardize the safety of other employees, the public, or equipment may be cause for disciplinary action up to and including termination of employment. Employees who decide to self-declare and voluntarily participate in a treatment program may be granted leave to do so with a conditional right to return to work dependent upon the employee's successful completion of the appropriate regimen as determined by a Substance Abuse Professional (SAP).

Any employee using a prescribed or over-the-counter medication should check with their physician to make certain the drug will not impair their ability to work. In circumstances

where the use of a prescribed or over-the-counter drug is inconsistent with safe and efficient performance of duties, the employee must disclose the use of such substance and may take sick leave, a leave of absence, or other action deemed appropriate.

Frequently Asked Questions

I live in a state that has legalized marijuana use for recreational and/or medicinal purposes. Can Flatiron discipline me if I test positive for marijuana use?

Yes. Regardless of state laws that have decriminalized the use of marijuana, Flatiron is a U.S. federal contractor and the use of marijuana remains illegal under federal law. As with other controlled substances, employees who test positive for marijuana will be disciplined up to and including termination of employment, whether or not the use was during work hours. As a company, we won't follow employees to concerts or peer over fences to see if marijuana use is occurring. But, if something occurs that causes a drug test per company policy (i.e., pre-employment, post-accident or reasonable suspicion), and an employee tests positive for marijuana use or any other controlled substance, Flatiron will issue discipline up to and including termination of employment. The possession or distribution of marijuana or other controlled substances on company property is also a violation of policy.



I observed a co-worker not wearing proper PPE while working on a job. When I brought this to the team's attention, they blew me off, stating that in the time it would take to put on PPE, they'd be done working on their task. I just want all of us to be safe. What should I do?

Our safety is a top priority. That's why we have safety rules and procedures in place – to ensure a safe work environment. Failure to follow safety rules and procedures can result in serious injury and even death. Not following safety rules is a violation of the Code and can result in disciplinary action including termination of employment and, in some cases, is a violation of the law which can result in fines and penalties for the company. You should immediately report this so that the situation can be appropriately addressed.

Flatiron believes that maintaining a drug- and alcohol-free workplace and minimizing work-related accidents are crucial steps to ensuring that employees, contractors, subcontractors, and the families and communities that depend on them remain safe.



What about Flatiron-approved gatherings where alcohol is served?

From time to time, Flatiron may approve an event where alcohol is served. It is up to each employee to use his or her best judgment and to decide when they have had enough to drink. The abuse of alcohol at such events is strictly prohibited. Consumption of alcohol at lunch or during other break-times is a violation of this policy. Returning to a safety-sensitive position following the consumption of alcohol is prohibited in all circumstances.

What if an employee tampers with a testing sample or refuses to submit to a drug test?

Any employee who intentionally tampers or dilutes a testing sample or who refuses to submit to a drug or alcohol test when requested to do so will be immediately terminated for cause.

What do I do if I believe a co-worker is under the influence of drugs or alcohol?

Out of a concern for the safety of all employees, you must immediately report any employee who you believe is under the influence of drugs or alcohol using any of the reporting methods available.



5. We avoid conflicts of interest.

Ethical practices are critical to our business. Our success relies on our ability to act solely with Flatiron’s best interests in mind. As a result, it is very important that we avoid any conflict between our personal interests and the interests of Flatiron.

We also must avoid the appearance of such conflicts of interests since perceived conflicts can be as damaging as actual conflicts. All actual or perceived conflict of interests must be reported. We need to make sure our business decisions are smart business decisions, never influenced by external or personal interests.

Duty of Loyalty

Employees owe a duty of loyalty and responsibility to Flatiron. Consequently, all business decisions and actions taken must be based on the best interests of the company. Company assets must be protected from abuse, misuse, and theft. The use of corporate assets or funds for any unlawful or improper purpose is prohibited. Employees must not defame Flatiron, its services or employees, or act in a way that damages the reputation or goodwill of the company.

COMPANY
Interests & Loyalties

Duty of Loyalty
Personal Relationships
Outside Employment
Outside Activities

Corporate Opportunities
Gifts and Entertainment
Political/Charitable
Solicitations

PERSONAL
Interests & Loyalties

Personal Relationships at the Workplace

It's not unusual for employees to have relatives, significant others, friends or non-related members of your household who also work in other parts of the company or industry. By and large, this does not result in conflict. But sometimes, situations in this area can be troublesome.

To ensure the absence of an actual or perceived conflict of interest, Flatiron has established several guidelines covering relationships in the workplace. For these guidelines, relatives are defined as husband, wife, domestic partner, father, mother, father-in-law, mother-in-law, grandfather, grandmother, son, son-in-law, daughter, daughter-in-law, uncle, aunt, nephew, niece, brother, sister, brother-in-law, sister-in-law, step relatives, cousins, and domestic partner relatives. We reserve the right to apply this policy to situations where there is a conflict or the potential for conflict, even if there is no direct-reporting relationship or authority involved.

Personal Relationship within Flatiron: In all Flatiron business dealings, including employee hiring, promotion and transfer, no preference will be given and the decision to employ or contract with your relatives, significant others, friends or non-related members of your household will be based solely on the best business decision. To avoid an actual or perceived conflict of interest, the following guidelines must be adhered to:

- Employees must not hire or seek to inappropriately influence another employee to hire any individual with whom they have a personal relationship;
- Employees must not have any reporting relationship with or work on the same team as any individual with whom they have a personal relationship;
- Employees must not be involved in any performance management evaluation or review of any individual with whom they have a personal relationship;
- Employees must not seek to inappropriately influence any business decision at the direction of or to the benefit of any individual with whom they have a personal relationship.

Personal Relationship outside of Flatiron: It could also be a conflict if you, on behalf of Flatiron, do business with any Flatiron competitor, business partner, customer, or vendor that an individual with whom you have a personal relationship has a financial interest in or works at. To avoid an actual or perceived conflict of interest, Flatiron employees must not inappropriately influence any business decisions impacting Flatiron or share any of Flatiron's proprietary and confidential information by discussing Flatiron business with any individual with whom they have a personal relationship who works for a competitor, business partner, customer or vendor.

Outside Employment or Activities

All employees are judged by the same performance standards and will be subject to Flatiron scheduling needs, regardless of any requirements of outside work or activity. If your outside work or activities interferes with your performance or ability to meet the requirements of your job, you may be asked to terminate either the outside work or activities, or your job with Flatiron. Further, you may not receive any compensation from outside sources for work performed in connection with your job with Flatiron.

Trade Associations, Board of Director Positions and Charitable Work: There may be serious responsibilities and obligations associated with becoming a member of any trade association, another company's or organization's board of directors or performing charitable work. These could include potential financial liability, time and travel commitments, public relations issues, and potential expectations of helping to make contacts within Flatiron. To avoid an actual or perceived conflict of interest associated with these situations, these type of activities must not:

- Be performed during work hours, when an employee should instead be devoting their efforts to Flatiron job responsibilities;
- Adversely affect the quality of an employee's work or have a potential impact on the employee's Flatiron business decisions;
- Involve any use of Flatiron equipment, facilities, supplies, or proprietary and confidential information;
- Imply Flatiron's sponsorship or support.

Outside Employment: Doing work for or otherwise receiving compensation from another company could create a conflict of interest. Flatiron employees must not solicit or perform any work at any time in competition with Flatiron. As a result, no Flatiron employee may be employed by any company that competes with Flatiron, does business with Flatiron or that does work on any Flatiron project. Managers should ensure that Flatiron trade workers and laborers are not employed on Flatiron projects by our subcontractors or vendors. In addition, even if there is no actual or apparent conflict with other types of outside employment, the satisfactory performance of your job duties at Flatiron must remain paramount. Outside employment must not:

- Be performed during work hours, when an employee should instead be devoting their efforts to Flatiron job responsibilities;
- Adversely affect the quality of an employee's work or have a potential impact on the employee's Flatiron business decisions;
- Involve any use of Flatiron equipment, facilities, supplies, or proprietary and confidential information;
- Imply Flatiron's sponsorship or support.

Investments in Other Companies

Flatiron employees may buy stock or hold investments in other companies. If an employee, however, holds a substantial interest in a competitor, business partner, customer or vendor, there may be a conflict between Flatiron's interests and the employee's financial interest and it should be disclosed for review. Prohibited investments that would rise to the level of an actual conflict of interest include investing in a competitor, business partner, customer or vendor if, through your position with Flatiron, you have access to any material, nonpublic information or may be able to influence Flatiron's decision to do business with the competitor, business partner, customer or vendor.

Corporate Opportunities

Employees may from time to time be offered a business opportunity that conflicts with the duty of loyalty to Flatiron. Employees may not appropriate for themselves any opportunity that rightfully belongs to Flatiron. Determining whether an opportunity rightfully belongs to Flatiron depends on a number of factors and circumstances and employees are required to fully disclose all information about any such opportunity. If Flatiron decides not to pursue such opportunity, the employee will be informed and may pursue the opportunity for his or her personal benefit, subject to there being no conflict with any other aspect of the employee's duty of loyalty to Flatiron.

Gifts and Entertainment

When you consider giving or accepting gifts, gratuities, favors or entertainment, keep in mind that perceptions matter. Even if you think that a particular gift is not improperly influencing your business judgment or the judgment of a competitor, business partner, customer or vendor, others might have a different perception. The perception of undue influence can affect Flatiron's and your reputation. Gifts or entertainment must not be accepted where doing so might result in an obligation or the appearance of an obligation to conduct business in a manner other than an independent relationship.

Bribes, payoffs, kickbacks or trades out of service are prohibited. You must never give or accept gifts, favors, gratuities, or entertainment to or from any competitor, business partner, customer or vendor other than gifts or entertainment of insignificant or nominal value which is consistent with ordinary business courtesy or practice, and that are provided in connection with the promotion or demonstration of Flatiron's products and services. Further, as a general rule you may never accept cash or cash equivalents including gift cards, debit cards or gift certificates, unless it is pursuant to a program that has been approved by appropriate Flatiron personnel. Gifts or entertainment more than \$250 must be approved by your Division or Functional leader. Gifts or entertainment more than \$1,000 must be approved by the CEO.



Is it a conflict?

To help you determine if a situation is a conflict, ask yourself the following questions:

- Does it interfere with your ability to do your job?
- Does it influence your judgment about what's best for Flatiron?
- Does it affect business outcomes or relationships?

Keep in mind: While it's not a violation of the Code to have a conflict of interest, it's critical that you promptly disclose it. In most cases, the conflict can be easily managed and resolved.

Social relationships or sharing a meal with competitors, business partners, customers or vendors are acceptable and encouraged, as long as care is taken that the social relationship does not improperly influence business relations or give the appearance of doing so. However, lavish entertainment or substantial favors must not be offered or accepted.

Even if the gift is nominal and in the reasonable course of business, consider the frequency of the gift.

For example, if a current or potential business partner pays for your lunch 25 times over two months, it could be viewed as seeking to improperly influence your decision even if each lunch costs a nominal amount. Use reasonable judgment, being mindful of Flatiron's costs, for example, when considering the frequency of such gifts and entertainment.



When should I say "no" to entertainment?

- Is the entertainment being offered in the normal course of our business?
- Will a representative of the business partner, customer or vendor be attending?
- Is the entertainment taking place at a location and in a manner that does not violate any other provisions of the Code or risk damaging your or Flatiron's reputation? For example, adult entertainment is never acceptable.

If you cannot answer "yes" to all of these questions, you should decline the invitation.

Political Activities

All Flatiron employees are free to make political contributions, support candidates, parties or organizations, and advocate for causes so long as you do so in your own name and not on behalf of the company or using company funds. In addition, any activities engaged in must be kept separate from Flatiron work activities, cannot be during business hours, use Flatiron assets (including telephones, electronic information resources including email, photocopiers and fax machines), or impact employee performance. No employee shall exert undue influence to compel another employee to pay money or anything of value or contribute personal time to any political party, candidate, campaign or organization.

Flatiron does not reimburse employee political contributions. In addition, political contributions made in the company's name must be approved by the Division Vice President, COO, and CEO. You may not sign any documents that will associate Flatiron with a political action committee unless you received permission from the CEO. Remember, we are a federal contractor; thus, we are prohibited by law from making political contributions, in most cases, in federal elections. Our Legal department must review and approve any contribution or political activity in the company's name — including attendance at a political event or solicitation of political contributions. The contribution must be legal, or it may hurt our ability to get federal contracts.



Prohibited Behavior

- **Government and Public Officials** - You are prohibited from offering gifts, meals, or anything of value to public employees (government officials, for example), foreign government officials or foreign government employees (including an employee of a company owned or controlled by a foreign government or an employee of an international organization), or employees of an institution that receives funds for construction from any federal, state, or local government and/or authority/agency.
- **Government Agency Representative** - You must not entertain or give anything of value to a representative of the government agency owner (owner's representative, program manager, architect, engineer or similar person), as well as subcontractors or vendors working on any public project. If a design firm is working with Flatiron, the design firm's employees working on a public project may not be entertained.
- **Union Officials** - You are prohibited from giving any meal, gift or thing of value to a union official for an unlawful purpose. Any gifts or entertainment must be nominal, lawful and in the course of ordinary business.

In some states, there are special reporting requirements for political contributions. These state laws may apply to officers, employees, and even their families, particularly in the context of potential “pay-to-play” situations. We could lose work if we fail to follow state laws for political contributions. Some jurisdictions, for example, limit how much company officers can contribute and some prohibit them from making contributions. Because of these issues and the consequences of not following the law, we may need to ask you to provide information about political contributions you or your family made. All Flatiron employees must cooperate with these requests.

Lobbyists and lobbying activity is highly regulated and must be approved by the CEO. Use of lobbyists must also comply with our policy on the retention and use of consultants.



Warning: Foreign Political Contribution

You are prohibited from making political contributions in countries where your office is not based. However, Flatiron employees who are citizens of a country where they work can make political contributions in their own names, if permitted to do so by laws in that jurisdiction.

Charitable Activities

Flatiron encourages its employees to serve their community and engage in charitable organizations of their personal choosing so long as you do so in your own name and not on behalf of the company. In addition, any activities engaged in must be kept separate from Flatiron work activities, cannot be during business hours, use Flatiron assets (including telephones, electronic information resources including email, photocopiers and fax machines), or impact employee performance. No employee shall exert undue influence to compel another employee to pay money or anything of value or contribute personal time to any charitable organization.

Flatiron does not reimburse employee charitable contributions. Contributions of Flatiron funds or in-kind donations to charitable or community service organizations or to local community activities in amounts up to \$1,000 must be pre-approved by your Division or Functional leader. Contributions more than \$1,000 must be approved by the CEO.

Solicitations

Any solicitation by a Flatiron employee (cookie sales, racing team donations, raffle sale, etc.) within the workplace must not be or appear to be a coercive solicitation. A coercive solicitation is one that suggests that the decision to contribute, or that the amount of the contribution, will affect the employee's standing with the company, either favorably or unfavorably. The employee must be informed that his or her contribution is entirely voluntary and that a failure to contribute will not result in any reprisal or other discriminatory treatment.

Frequently Asked Questions

I'm thinking about taking a part-time job. Is this allowed?

Working for another company could create a conflict of interest. To keep that from happening, you should steer clear of jobs that interfere with Flatiron work. Don't conduct outside business during work hours, use Flatiron property, equipment or information for another business or take employment with a Flatiron competitor.

I have a friend/family member/spouse who is looking for a job and I think he/she would be an excellent fit at Flatiron. Can I help him/her get the job?

Many Flatiron employees know other individuals in our industry who would be great candidates for employment at Flatiron. If the position your friend/family member/spouse is interested in is in your department and you have no managerial duties for your division or function, you may utilize the Referral Program to submit his or her resume for the position. However, you may not participate in the hiring process or be involved with interviews for the position.

If the position your friend/family member/spouse is interested in is in your division or function and you sit in a managerial or supervisory role, directly or indirectly, for the position, your friend/family member/spouse should not apply for the role and should not be selected for the position.

Finally, if the position they are interested in is not in your division or function, you may utilize the Referral Program to submit his or her resume for the position. However, you may not participate in the hiring process or be involved with interviews for the position.

A co-worker and I, both employed at Flatiron, recently started dating. Is this allowed?

While intimate relationships among co-workers is not prohibited, they must not present an actual or perceived conflict of interest. Therefore, co-workers in these situations must disclose their relationship for analysis (see “Resources”). To avoid any business interruption or the appearance of inappropriate influence, co-workers in an intimate relationship cannot report to the same direct manager. Additionally, managers or supervisors cannot be engaged in an intimate relationship with a subordinate. In either of these scenarios, Flatiron expects one member of the relationship to seek new employment either within Flatiron if available or outside of the company.

My mutual funds hold stocks of a Flatiron competitor, business partner, customer or vendor. Is this a conflict of interest?

You may freely invest in mutual funds that are registered under the Investment Company Act of 1940 without causing a conflict of interest. In general, mutual funds that are quoted in the Wall Street Journal and other major newspapers are registered under the Investment Company Act.

I'm thinking of running for a local political position. Is this allowed?

Maybe. Holding a public office that may require voting or ruling on an issue that directly relates to Flatiron could create a conflict of interest. In addition, if an employee were to become a government official, several rules and restrictions concerning Flatiron's relationship with the employee would kick in. Employees must disclose their intentions to run for a political office prior to doing so to avoid any conflict.

A business partner has invited me and a few other industry representatives to join him and his colleagues for business meetings, golf and dining. The invitation includes airfare and hotel accommodations. Can I accept?

You should not accept the offered travel and accommodations. While entertainment can help foster our relationships with business partners, we want to avoid conflicts of interest or the appearance of one. When a legitimate business purpose for travel presents itself, it should be booked and paid for by Flatiron. Provided there is no pending (or impending) bid process or contract negotiation involving the supplier, you can accept offers of reasonable entertainment like golf and dining. You should also obtain manager approval for the business trip before accepting and booking travel and accommodations.



Ethical practices are critical to our business. Our success relies on our ability to act solely with Flatiron's best interests in mind.



6. We safeguard Flatiron assets and use technology appropriately.

We are all responsible for protecting Flatiron's physical and intangible resources to ensure our continued success. To this end, we have a duty to protect our physical and financial assets from damage, misuse, theft, fraud, waste or abuse. These assets include our equipment, materials, funds, facilities, vehicles and computers. We also have a duty to protect all confidential and proprietary information. This information gives Flatiron a competitive advantage we must safeguard.

Using and Protecting Physical Company Assets

Each of us is responsible for safeguarding company property and resources made available to us in the course of our jobs. In our industry, our property includes physical assets, such as our facilities, materials and equipment, as well as our communication systems, such as our computers, portable electronic devices, internet service, telephones and email. You must prevent the loss, damage, misuse, or theft of company property. It is a personal responsibility all of our employees must accept and abide by. We need to safeguard company assets, as well as protect our employees by regulating use.

Flatiron property can only be used for conducting business and never for personal activity. Theft or misuse of physical property is a violation of these guidelines. In addition, company property must never be sold or given away without proper authorization. All Flatiron employees are responsible for securing and protecting company assets from theft or misuse. Computers, cell phones, tablets and other company property, including tools and materials, must be kept secure at all times, whether on or off a Flatiron location. Company property must not be left in automobiles overnight, where applicable, or for extended periods of time.

Confidential and Proprietary Information

Flatiron's business is highly dependent on adequate protection of its confidential or proprietary information. This information is a valuable asset that must not be taken and shared with others outside of the company. Flatiron's proprietary and confidential information is not publicly disclosed. In short, it's a company secret and we must exercise great care to protect this information.

No employee shall at any time, either during or after employment, disclose to any third party, any confidential or proprietary information, or trade secrets of the company and its subsidiaries without prior approval or unless required to do so by law or pursuant to a valid subpoena. Additionally, this information is the property of Flatiron and may not be copied or otherwise taken by employees, even if the employee created the information. Flatiron's confidential or proprietary data and trade secrets must never be used for any personal gain in any way. All employees are required to take reasonable measures to protect all confidential or proprietary information. This includes locking drawers and cabinets containing such information, not leaving information where it may be accessed by unauthorized persons and refraining from discussing matters involving trade secrets and confidential or proprietary information in any public place where the discussion may be overheard by third parties.



Be Aware: A Rule of Thumb on Confidentiality

As a general rule, what you hear and see at Flatiron should stay at Flatiron and not be shared with others outside the company – not even family members.

Confidential or proprietary information and trade secrets means all information and materials of Flatiron, its affiliates and subsidiaries, including but not limited to, any information pertaining to work product, inventions, discoveries, concepts, ideas, know-how, plans, strategies, developments, technologies, computer programs, formulas, compilations, data, devices, designs, prototypes, drawings, diagrams, schematics, practices, processes, methods, products, procedures, manuals, techniques, personnel, staffing practices, bidding practices, customer, subcontractor and supplier lists and data, price lists, policies, records, forms, specifications, trade secrets, research, notes, analysis, reports, studies, budgets, projections, bids, costs, financial reports and information, financing materials, training programs, sales and marketing programs, plans and strategies, regulatory filings, and correspondence, whether or not expressed in tangible form, and in any format: (a) relating to the business of the company; or (b) otherwise relating to the company's past, present, or future businesses, properties, research, products, or services. Moreover, any inventions,

discoveries, creations (including, but not limited to, software, writings, drawings and other works), improvements, and other intellectual property that are developed and created within the scope of employment at Flatiron, whether or not patented or patentable or copyrighted or copyrightable, are the exclusive property of Flatiron.

Confidential information should only be used for its intended purpose and not shared with others whose work doesn't require it or those outside the company like family, former employees, friends or neighbors.



How do I know it's confidential?

To help you determine if information is confidential, ask yourself the following questions:

- Is this information known outside of Flatiron?
- Is it proprietary to us or to one of our business partners, suppliers or customers?
- Would Flatiron or an employee be disadvantaged or harmed if others knew this information?

If you're still unsure, then ask your manager for guidance and take the appropriate steps to protect the information.

Employee Data Privacy

In our jobs, some of us at Flatiron may have access to personal information of employees that we must protect. During the course of our employment, we provide sensitive personal, medical and financial information to the company. If your job or the project you're working on involves such information, you must safeguard other employees' private personal data.

Flatiron is committed to protecting this information, whether in paper or electronic format. We may not access our co-workers' sensitive information without specific authorization based on a business-related need. If you do have access to this information because of the nature of your job, you must take special care to guard it and to use it only to the extent necessary to do your work in accordance with the law.

Electronic Communications and Internet Use

Safeguarding our assets also means using our Flatiron provided technology appropriately at all times. This includes our computers, portable electronic device, and other technology. We take necessary measures to protect our systems. That includes blocking offensive, illegal and non-business-related sites. You must use computers, the internet, portable electronic devices, and email in an appropriate, ethical, and professional manner. These guidelines exist not only to discourage inappropriate use, but also to safeguard the security, performance and integrity of our information technology and the information it stores.

Remember, all data residing on Flatiron technology belongs to the company. That includes data created and transmitted — such as an email you sent — as well as data received and stored. With that in mind, technology assets and services should be used to conduct business in a positive, legal, and professional manner and be consistent with all relevant laws, the guidelines throughout this Code, and other company policies. You must not use Flatiron technology or internet services to harass or to release confidential information. You must also not use Flatiron email or internet services to download any non-business related material. You must not remove or disable any virus or malware protection installed on your Flatiron computer or Flatiron electronic devices.

All emails are considered business records and may be subject to discovery in the event of litigation. Be aware of this



Jim often works after hours from home.

Sometimes, when he's home late at night, he uses his Flatiron laptop to read personal emails that some may find obscene and forwards them along to his friends. Jim figures that he's not disturbing anyone, and he doesn't think he's harming Flatiron since he's doing this after operating hours. Is Jim right?

No. It's never OK to use Flatiron computers or network systems, even on your phone or tablet, to view or forward inappropriate emails, even if you're alone in the office, at home or on a business trip. Also, Jim shouldn't expect any privacy when using the Internet or sending emails using company equipment and systems.

Is it OK to share my user ID and password with a co-worker?

No, this is not OK and would be a violation of the Code. We must protect our technology and systems at all times. We must not share or allow the use of our user ID outside of Flatiron and must not share our password with anyone internal or external to the company or use someone else's password to gain system or file access. Also, we are accountable for all work saved or retrieved, messages sent or received, or transactions carried out under our user ID and password.

possibility when sending email to anyone. Also keep in mind Flatiron may review or monitor company resources, assets and property without an employee's prior approval, knowledge or consent. This includes monitoring and retrieving information stored or transmitted on Flatiron devices and systems. We reserve the right to monitor or review communication and data at any time, with or without notice.

Unauthorized access to or disruption of Flatiron networks and computers and unauthorized access, copying, printing, destroying, deleting, tampering with, distributing, revising, or selling data and information on Flatiron's networks, computers and storage media is strictly prohibited.

Third-Party Intellectual Property Rights

To ensure continued trust and open communication with our business partners, suppliers and customers, Flatiron must respect and protect the confidentiality and ownership rights of intellectual property entrusted to us. We must protect all information of any third parties we deal with as diligently as we protect our own. Just as with our own data when used by a third party, Flatiron's business is highly dependent on adequate protection of its business partners', suppliers' and customers' confidential or proprietary information and we must ensure we do not disclose or misuse information provided to us. Employees must remember that Flatiron is contractually obligated under its standard agreements with its business partners, suppliers and customers to treat their confidential or proprietary information with the same duty and care as we do our own.

In addition, there may be times when a Flatiron employee, due to no inappropriate behavior of their own, inadvertently comes into possession of competitor information. It is key to our moral and ethical standings to ensure we do not use any information, no matter how helpful it may be, that was not intended to reach us. Any Flatiron employee who is given competitor information, either accidentally or purposefully, that has not been made public, must immediately contact the Legal department or corporate Compliance personnel.

Social Media Guidelines

When using social media, you must exercise good judgment and abide by other applicable Flatiron guidelines such as those concerning confidential or proprietary information, harassment, bullying, conflicts of interest, employee data privacy, and third-party intellectual property rights. When discussing Flatiron on social media, you must identify yourself as an employee and you may not make statements on behalf of the company. We may also not ask family or friends to post content online that we, ourselves, are not allowed to post.

We are all responsible for protecting our physical and intangible resources to ensure our continued success. To this end, we have a duty to protect our physical and financial assets from damage, misuse, theft, fraud, waste or abuse.



Media Relations

The Marketing and Communications department must approve all press releases and media statements, with some exceptions. This ensures we do not provide confidential or incorrect information to the media.

As a general rule of thumb, all media statements must be made by a designated company spokesperson, in consultation with the Marketing and Communications department. However, project managers and their superiors can provide general information to local media so long as necessary approvals from the owner or project partners have been obtained. Confidential information of Flatiron or any business partner, supplier or customer must never be disclosed.

Media inquiries should be referred to the Marketing and Communications department. Employees should refrain from making media statements about the company or its projects that exceed their expertise or position. Never comment on financial, business, or related concerns of the parent company, Flatiron, business partners, suppliers or customers.



Is it OK if I post something to social media?

Sure, just consider these tips before you post and know the Code:

- Be respectful.
- Be transparent about who you are and make it clear that your views do not represent those of Flatiron.
- Only post appropriate content.



7. We embrace ethics, honesty, and transparency.

On a daily basis, we must each strive to ensure our records completely and honestly reflect our business and provide reliable information. We all play a role in accurately maintaining Flatiron books, because every business transaction becomes a part of our company's records. We require full, fair, accurate, timely and understandable disclosure in all Flatiron records. Each of us must be committed to the integrity and completeness of our corporate recordkeeping.

Accounting Controls and Accurate Records

Flatiron employees must properly account for the use of company time and resources, particularly financial resources. This proper accounting includes creating truthful supplier invoices and keeping accurate expense reports, time sheets, and records related to construction projects. In addition, we are legally obligated to comply with U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards unless otherwise specified.

When we make entries in our records, we must support those entries with appropriate documentation to provide an accurate and auditable record. We will only enter into transactions pursuant to appropriate authorization or established policies and procedures. Projects can only be charged for actual time worked by employees, as part of the approved cost allocation method developed and managed by the Finance department. Absolutely no costs can be charged to a project unless those costs relate to the project and are costs that are permitted by the contract. All of our accounting entries will be coded into an account that accurately and fairly reflects the true nature of the transaction. Secret activities invite

misconduct, while full disclosure reinforces responsibility and acts as a powerful deterrent to wrongdoing. Therefore, we strictly prohibit any undisclosed or unrecorded transaction.

Records Retention

In our day-to-day work, many of us create communications, documents or records that need to be retained to achieve our business objectives and ensure we are in compliance with applicable law. All employees who create and use any records and information as part of our business activities are responsible for maintaining these records in accordance with the requirements of our Record Retention Policy.

If management, auditors, or government agencies request information or documentation from us, we must cooperate. This means we may not conceal, alter or destroy such information. Falsifying business records, destroying documents or lying to management auditors or government officials is a serious offense. This behavior may lead to discipline, up to and including termination, as well as potential criminal prosecution for both the individuals involved and Flatiron.



Lee's business unit is falling short of its financial targets. Lee's manager approaches him while he's closing the books for the quarter and asks him not to record certain supplier invoices that were just received, even though the supplier's work was completed weeks ago. Lee knows that this is improper and would overstate his business unit's operating income. What should he do?

Lee should not act on his manager's request. His manager is violating Flatiron's accounting policies, as all known expenses must be recorded in the company's financial records at the end of a reporting period. Lee should report this matter to any of the Resources listed in this Code.



Expense Reports

Flatiron expects all employees to act responsibly and professionally when incurring and submitting costs. We must keep accurate and complete expense reports. Flatiron employees must only be reimbursed for actual, reasonable, and appropriate expenses. Generally, you should be made financially "whole" — no gain or loss after you are reimbursed for reasonable expenses. You must exercise ethical and careful judgment when deciding on what expenses to incur and submit for reimbursement. When incurring expenses, you must also keep accurate documentation, including receipts and invoices. Entertainment for clients and customers should be reasonable and proper. A reasonable business expense would be to establish, enhance, or preserve business relationships. However, you must not spend money to gain an unethical advantage, nor ever to "pay to play."

Confidential Financial Information

You must keep Flatiron financial information confidential. This information is a trust — and we all must honor that trust. Flatiron employees must not disclose any information relating to the company's financial records to anyone outside the company or to anyone who does not have a legitimate business right to such information. Sensitive financial information can only be disclosed after receiving approval from a Division leader or the CFO.

On the Company's Dime

 DO	 DON'T
<ul style="list-style-type: none">• Submit actual, reasonable and proper expenses• Keep and submit detailed and itemized receipts for all expenses• Submit your expense report in a timely manner• Know our travel and personal expense reimbursement policies	<ul style="list-style-type: none">• Round up expenses• Expense costs related to members of an employee's family unless pre-authorized by a Division or Functional leader as a bona fide business purpose• Take advantage

Fraud and False Statement

We specifically prohibit fraud in any transaction or communication by any of us. The improper alteration, destruction, concealment or falsification of records or documents is strictly forbidden.

Fraud is any intentional act committed by an employee or a third party that results or may result in the company's financial loss, theft of assets, or misstatements in company records, for the gain of the employee or a third party. In simple terms, fraud consists of lying, cheating and stealing. Acts of fraud include but are not limited to knowing misrepresentations, forgery, attempts to cheat, deceive, or withhold material information for personal gain.

In addition, false statements are not tolerated in any context. Entering false information—or leaving out any critical details—is strictly prohibited. Flatiron reports and documents, ranging from job applications, resumes, time sheets, and expense reports to corporate financial statements, must be prepared honestly and with care, and should present an accurate and complete picture of the facts.

No false, artificial or misleading statement or entries should be made in Flatiron books, records, account documents, or financial statements for any reason.

When our company enters into a contract, we must make sure that the terms of that contract accurately reflect the nature of the transaction. Side-deals or side-agreements are strictly prohibited.

Insider Trading

Flatiron's parent company is HOCHTIEF A.G., a German corporation whose shares are publicly traded in Europe. A majority of the shares of HOCHTIEF are owned or controlled by ACS, also a publicly traded company in Europe. For Flatiron employees to avoid violation of securities laws and the potential appearance of any improprieties, Flatiron employees may not buy or sell those shares on the basis of non-public information or information acquired as a result of their employment at Flatiron.

In addition, while employed at Flatiron, you might acquire non-public information about companies we work with. Keep in mind that U.S. and state securities laws forbid you to trade securities of any company while you are in possession of non-public information of such companies. Information is non-public if it is not available to the general public. You are also not permitted to entice or encourage any person to trade in securities of the company.

You may not offer stock tips, trade in, purchase or sell, for your own account or for the account of others, securities of a company that you know is doing business with Flatiron or any of its affiliates in a material respect and when this business, or any part of it, is derived from non-public information. Non-public information is privileged, insider financial information.

In addition, except in the course of your duties as a Flatiron employee, you must not communicate information regarding a potential or actual transaction between Flatiron or its affiliates and any publicly-traded company to any other person, including family and friends.



On a daily basis, we must each strive to ensure our records completely and honestly reflect our business and provide reliable information.

False or Deceptive Claims, Estimates or Bids

Flatiron employees are prohibited from knowingly submitting or endorsing the submission of any payments, claims, or estimates that are false or fraudulent.

On public and private projects, we must always submit true and accurate payment applications, claims or estimates as well as documents submitted on behalf of a subcontractor or supplier. This rule is necessary to maintain our standing as a good corporate citizen and respected industry leader. In addition, Flatiron will never engage in unlawful or unethical antitrust practices, including bid rigging, complementary bidding or price fixing to exclude, restrict or distort competition.



8. We hold each other accountable for our actions.

We have each made a pledge to operate ethically and to lead with integrity. Personal accountability goes a long way in showing our colleagues, business partners, suppliers and customers they can rely on us. Accordingly, the rules need to be enforced for them to be effective.

Disclosures and Employment At-Will

This Code represents a summary of some of the more important Flatiron ethical guidelines. But no single document can anticipate every situation or outline every requirement. It is not all-inclusive and should be used only as a guideline. Most importantly, our Code is never a substitute for common sense and good judgment.

Flatiron retains the right to modify, suspend, interpret or cancel in whole or in part at any time with or without notice, any of the guidelines of the Code, as well as Flatiron policies or procedures.

While the Code offers guidance on some important business and legal matters, it is not intended to be a written contract or agreement of employment. For U.S. employees, employment with Flatiron is “at-will,” which means that either you or Flatiron may terminate the employment relationship at any time with or without notice or cause. The at-will employment relationship cannot be altered except by a written and executed agreement.

Disciplinary or Corrective Action

Appropriate disciplinary or corrective action, pursuant to company policy, will be taken for any violation of this Code, other Flatiron policies or procedures or unsatisfactory work performance. The disciplinary or corrective action's extent and severity will be judged by the seriousness and frequency of the violation. Potential disciplinary or corrective actions may include coaching, training, verbal warning, written warning, suspension (with or without pay), termination (with or without cause), repayment or restitution, civil prosecution or referral for criminal prosecution. Depending on the nature, severity or frequency of the violation, any or all of the steps listed above may be repeated or bypassed.

Disciplinary or corrective action may be taken, not only against individuals who authorize or participate directly in a violation, but also against employees who fail to report a violation or who withhold relevant information. Violations will never be justified or excused because an employee was directed to perform them by management or other employees. If you report your own violation, discipline or corrective action will be applied in a just and equitable manner as warranted by the circumstances.

Waivers

Waivers of or amendments to any portion of this Code are granted only in rare circumstances and after careful deliberation. If you believe you have an exception, situation, or instance that does not conform to any section of the Code and believe that a waiver should be considered, contact flatironcompliance@flatironcorp.com.

Flatiron's decision to not enforce or strictly enforce any section of this Code, whether intentionally or by oversight, does not result in a waiver of those rights or remedies for their violation.

Guiding Principles.

-  I will deal with others honestly, respectfully and fairly.
-  I will act in a professional and ethical manner.
-  I will maintain a positive attitude.
-  When I compete for business, I will compete to win. I will not, however, take unfair or unethical advantage of others nor will I allow others to take unfair advantage of me or Flatiron.
-  I will recognize and value the employees of Flatiron with whom I work. I will expect every employee to give his or her absolute best effort on each assignment. In return, I will do everything reasonably possible to help other employees develop their skills, take ownership of their jobs, and maximize their rewards and personal job satisfaction.
-  I will show respect for the differences of others.
-  I will only criticize the work of others constructively and only when I can offer legitimate help or alternatives.
-  I will solicit and openly listen to the ideas of others. I will always be receptive to new ways of doing things.
-  I will do everything I can to help Flatiron become a leader in its industry.
-  I will promote a partnership philosophy with other employees, owners, business partners and vendors.
-  I will conduct myself consistently and professionally in ways that will establish and maintain a positive image of the company within its industry and our community.

Acknowledgment and Disclosures

I have received a copy of the Flatiron Code of Conduct and understand my responsibility to read, understand and know its contents. I agree to abide by its terms at all times.

I acknowledge that I have a duty to report any actual or future non-compliance or violation of the law or to this Code or Flatiron policy. Additionally, should I be involved in an investigation, I understand my requirement to fully and timely cooperate and maintain strict confidentiality with the investigation.

I have read the conflicts of interest policy herein and agree to abide by its terms at all times. In addition, I agree to disclose any current potential or actual conflict of interest below or inform the Ethics and Compliance department of any future potential or actual conflict of interest as it occurs.

A conflict of interest may relate to you, or a relative defined as husband, wife, domestic partner, father, mother, father-in-law, mother-in-law, grandfather, grandmother, son, son-in-law, daughter, daughter-in-law, uncle, aunt, nephew, niece, brother, sister, brother-in-law, sister-in-law, step relatives, cousins, and domestic partner relatives.

CHECK ALL THAT APPLY	DESCRIPTION OF POTENTIAL CONFLICT	FLATIRON USE ONLY
	I (or a relative) have a personal relationship with someone within Flatiron (e.g., dating, spouse).	
	I (or a relative) have a personal relationship with a Flatiron competitor, business partner, owner, customer, or vendor or someone employed by the same that does business with Flatiron.	
	In addition to my employment with Flatiron, I am engaged in an outside activity (e.g., volunteer fire respondent) or outside employment.	
	I receive compensation for work performed in connection with my job at Flatiron from sources outside of Flatiron.	
	I have responsibilities and obligations associated with my membership in a trade association or participation on the board of directors for another organization.	
	I perform charitable work for an organization where I have certain responsibilities and/or obligations associated with my charitable work.	
	I have financial interests in a competitor, business partner, owner, customer or vendor that does business with Flatiron.	
	OTHER:	

I hereby certify that the information set forth above is true and complete to the best of my knowledge:
 Entiendo que este documento está disponible en español bajo petición. Je comprends que ce document est disponible pour moi en français canadien sur demande.

Print Name: _____

Signature: _____

Date: _____



Flatiron Ethics & Compliance Hotline:
(844) ONE-FLATiron / (844) 663-3528
flatironcompliance@flatironcorp.com

Third-Party Ethics Hotline: (877) 860-1081

www.flatironcorp.com