

POLICY NUMBER  
STOBG 001.05

CONTACT

STOBG Chief Ethics &  
Compliance Officer

EFFECTIVE DATE

February 24, 2021

# CODE OF CONDUCT & BUSINESS ETHICS

**STO** BUILDING  
GROUP

# TABLE OF CONTENTS

---

<b>A MESSAGE FROM OUR EXECUTIVE CHAIRMAN.....</b>	<b>1</b>
<b>OUR VALUES: Who We Are.....</b>	<b>2</b>
<b>INTRODUCTION TO OUR CODE: Our Blueprint for Doing the Right Thing .....</b>	<b>3</b>
What Is Our Code?.....	3
Who Must Follow Our Code?.....	3
<b>YOUR RESPONSIBILITIES: How We Do the Right Thing.....</b>	<b>4</b>
We Follow Our Code.....	4
We Follow the Law .....	4
We Expect Managers to Lead.....	4
We Seek Guidance and Speak Up.....	5
Contact a Company Resource .....	5
Another Resource: Our 24/7 Anonymous Helpline .....	5
What Happens Next? .....	5
We Prohibit Retaliation.....	6
<b>WE DO THE RIGHT THING IN THE WORKPLACE .....</b>	<b>7</b>
We Celebrate Diversity, Equity, and Inclusion.....	7
We Are Committed to a Discrimination- and Harassment-Free Workplace.....	8
Non-Discrimination.....	8
Anti-Harassment.....	9
We Foster a 360° View of Safety .....	10
We Keep Drugs and Alcohol Off the Job .....	11
We Have Zero Tolerance for Workplace Violence.....	11
<b>WE DO THE RIGHT THING FOR OUR ORGANIZATION.....</b>	<b>12</b>
We Avoid Conflicts of Interest and Disclose Them When We Can't.....	12
We Keep Accurate Records .....	17
We Keep Private Information Private .....	17
We Protect Company Assets .....	19
We Use Our Information Technology Systems Appropriately.....	19
We Cooperate in Audits and Investigations .....	19
We Don't Speak on Behalf of Our Organization .....	19
We Use Social Media Responsibly .....	20
<b>WE DO THE RIGHT THING IN THE MARKETPLACE .....</b>	<b>22</b>
We Are Transparent .....	22
We Compete Fairly.....	22
We Market Our Services Honestly .....	23
We Know the Rules When It Comes to Working with the Government .....	24
We Do Our Due Diligence .....	25
<b>WE DO THE RIGHT THING IN OUR BUSINESS ACTIVITIES .....</b>	<b>26</b>
We Don't Engage in Corrupt Practices.....	26
No Bribery.....	26
No Facilitation Payments.....	27
No Broker's Fees, Finder's Fees, or Commissions .....	27
No Money Laundering .....	27
We Exchange Appropriate Gifts and Entertainment.....	27

We Conduct Ourselves Appropriately with Business Partners ..... 28

**WE DO THE RIGHT THING IN OUR COMMUNITIES ..... 29**

We Respect Human Rights..... 29

We Look for Ways to Build That Protect Our Environment ..... 29

We Give Back Responsibly ..... 30

We Participate in the Political Process Responsibly ..... 30

**ADMINISTERING OUR CODE ..... 32**

STOBG’s Compliance & Ethics Department..... 32

Issuance of and Amendments to Our Code..... 32

Violations of the Code ..... 32

The Code Is Not a Contract ..... 33

Waiver ..... 33

**CLIENTS FIRST. INTEGRITY ALWAYS..... 34**

**ACKNOWLEDGMENT ..... 35**

STOBG BUILDING GROUP

CODE OF CONDUCT AND BUSINESS ETHICS

STOBG 001.05



# AMESSAGEFROMOUREXECUTIVECHAIRMAN

At STO Building Group, we build the amazing places that define communities. We provide our clients with industry-leading expertise and unwavering dedication to service, while maintaining the highest ethical standards. Our reputation is built on doing business the right way.

As a member of the STO Building Group family, you are a caretaker of that reputation—one of our organization’s most precious assets. It is our reputation that has earned our clients’ trust, made us a marketplace leader, and driven our growth across the globe.



But while a good name takes years of hard work to build, it can be lost quickly and easily. That’s why it’s critical that we act with the utmost integrity in every aspect of our work, just as we hold ourselves to the highest standards of excellence when we build.

We must embrace our culture of integrity every day. That starts with making a personal commitment to uphold the values outlined in our Code of Conduct and Business Ethics. Our Code is the cornerstone of our commitment to doing the right thing—every day, for every client, on every job site. Being devoted to our clients, while operating ethically and responsibly, is the only way to safeguard the long-term success of our organization. In all that you do for STOBG, be guided by this principle: Clients first. Integrity always.

Thank you,

A handwritten signature in black ink that reads "James Donaghy". The signature is written in a cursive, flowing style.

James Donaghy  
Executive Chairman



## OUR VALUES: Who We Are

STOBG Building Group is a family of construction companies committed to setting the highest standards of excellence in everything we do. Each of our companies has its own cherished values, but these three core values bind us together. We believe the key to success is building lasting relationships and upholding our core values every day.



### Client-Devotion

We put our clients first. We build deep relationships and consistently raise the bar to ensure excellence in our service and delivery.



### Genuine

Our word is our bond: we deliver what we promise, and we build with integrity.



### Collaborative

We are stronger together. We work as a team and encourage curiosity and ingenuity. As partners we foster a culture of safety, respect, and trust.

As an employee-owned enterprise of builders, we serve as a foundation and center of excellence for our companies to learn, expand, and propel themselves into the future. Defined by authenticity and transparency, we celebrate our people, their local knowledge, dedication to craftsmanship, and the strong relationships they have with their communities.

# INTRODUCTION TO OUR CODE:

## Our Blueprint for Doing the Right Thing

### What Is Our Code?

This Code of Conduct and Business Ethics (“Code”) is our blueprint for doing business the right way. That means acting consistently with integrity and with the law, our policies and values, and our commitments to our clients. We count on every employee to follow our Code and make decisions on the job that will preserve the trust that our clients and others have placed in us. The Code applies to each of the member companies of STO Building Group, and when we refer to “STOBG,” the “company” or “organization,” “we,” “us,” or “our” in this Code, we mean the member companies of STO Building Group, both individually and collectively.

The Code lays out guidance and principles to apply when you’re conducting STOBG’s business. These standards help ensure that we do business ethically and treat our stakeholders—including fellow STOBG employees, clients, subcontractors, suppliers, competitors, communities, and the public—with fairness and honesty.

You should consult our Code whenever you need guidance on how to uphold our core values. Additional guidance can be found in other company policies referenced throughout the Code, all of which are available on our intranet. The Code is to be read together with these other policies and any regional or business-unit specific supplements. The Code also identifies a number of resources, both within and outside of our organization, that can help steer you in the right direction.

Our Code is an indispensable resource, but it cannot address every situation that may arise—no policy can. We rely on you to exercise common sense and good judgment in applying the principles contained in the Code, and to ask for help when you need it.

### Who Must Follow Our Code?

All employees of STO Building Group, its member companies, subsidiaries, and affiliates must follow the Code. Members of STOBG’s board of directors must also follow the Code when acting on behalf of our organization.

We expect our suppliers, subcontractors, agents, consultants, intermediaries, and all third parties acting on our behalf (our “business partners”) to be committed to our values and sign on to our Supplier Code of Conduct and Ethics (“Supplier Code”), which mirrors our own Code. Our joint venture and alliance partners are also expected to uphold the principles in our Code when working with us.

## DO THE RIGHT THING

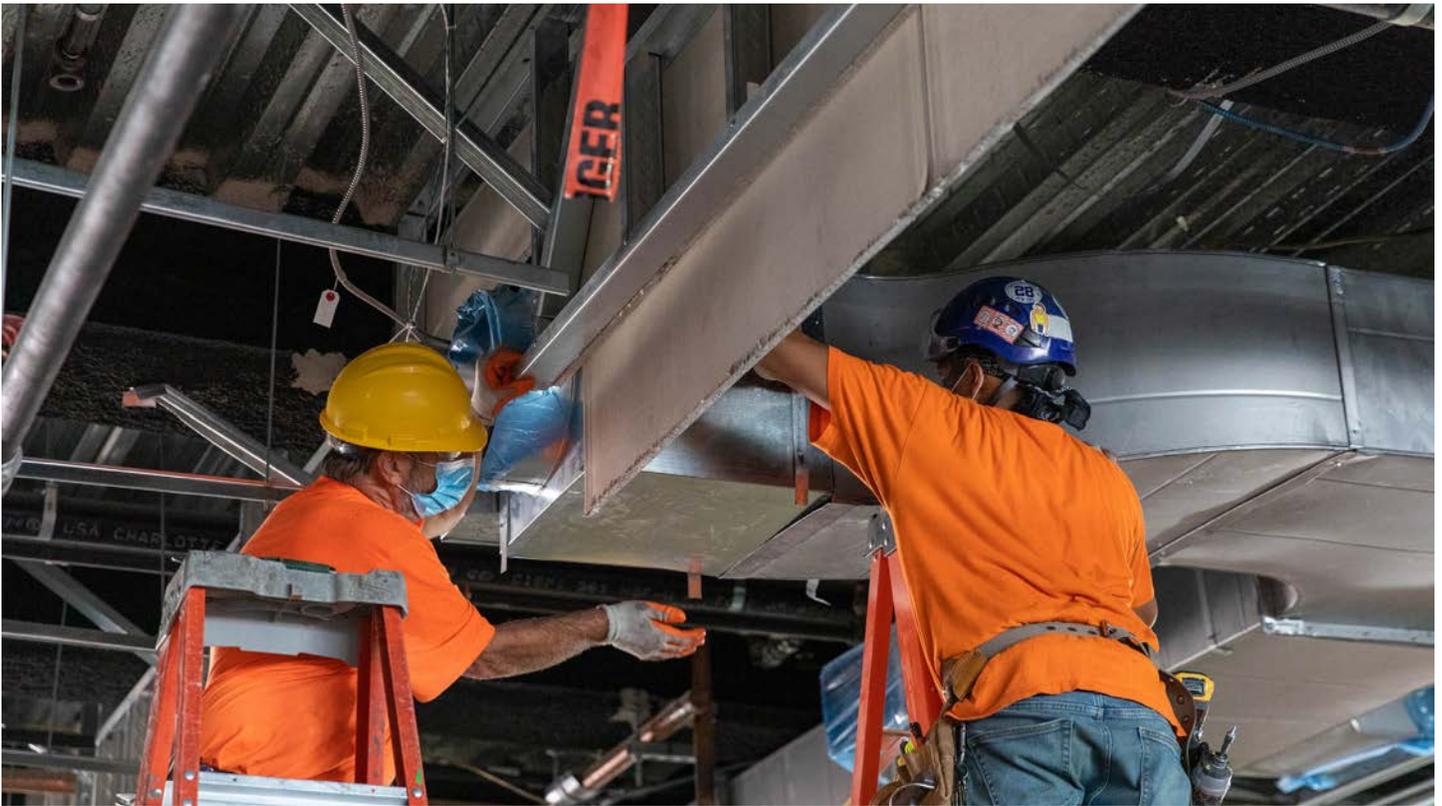
Unsure about a course of action? Ask yourself:

1. Is it consistent with the law, our policies, and our values?
2. Is it fair to our stakeholders, like clients and business partners, shareholders, and members of our community?
3. Would it look appropriate if published online or in the newspaper?
4. Will you be proud of how you handled it? Would your friends or family be proud of you?

**No or Not Sure**  
Stop.  
Seek guidance  
before acting.

**Yes**  
Seems like  
you’re doing  
the right thing.





## **YOUR RESPONSIBILITIES: How We Do the Right Thing**

### **We Follow Our Code**

The Code is your resource for performing your job with integrity. It's your responsibility to know, understand, and comply with the Code and all other policies that apply to your role at STOBG.

### **We Follow the Law**

We comply with the letter and spirit of all laws and regulations applicable to our business. Customers or local practices may never take precedence over legal requirements. You are responsible for understanding and complying with the laws and regulations relevant to your role and location. Where applicable laws and regulations differ from the requirements of this Code, you must apply the higher legal or ethical standard. If you're unsure about how to comply with the law, contact the Compliance & Ethics Department or the Legal Department.

### **We Expect Managers to Lead**

While all employees are expected to act ethically, managers have the enhanced responsibilities of ensuring that their team members follow the Code and promoting a culture of integrity. Our leaders serve as role models and resources for proper business conduct, and they will be held accountable for misconduct that they know or should have known exists within their team.

## DO THE RIGHT THING

### If you're a manager, the company expects you to:

- Lead by example. Show honesty and integrity in everything you say and do. Encourage employees to achieve business goals consistent with our core values.
- Talk about compliance. Make ethics and compliance part of the conversation with your team. Ensure that your employees complete compliance & ethics training.
- Keep an open door. Encourage employees to come to you with questions or concerns. Listen to them, take their concerns seriously, and offer guidance or help them find the right company resource.
- Recognize ethical behavior. This includes hiring for integrity and rewarding employees who do what is right.
- Take action. Report suspected violations of the law, our policies, or our client commitments. Fully support any investigation, and prevent retaliation against those who speak up.

## We Seek Guidance and Speak Up

You may find yourself in a situation that isn't covered by our Code or other policies, or maybe you have a question about how to interpret the law or our policies. Seek guidance any time you have a question or concern. There are no silly questions, and every question gives the company the opportunity to address concerns before they become problems.

The same goes for a situation where you see or suspect something unlawful or unethical has occurred. Our commitment to doing business with the highest standards of integrity depends on every one of us speaking up when we suspect something is wrong—whether it's a violation of this Code, other company policies, the law, or our word to our clients. The company can't address something if it doesn't know about it.

As a member of the STOBG family, you have a duty to let the company know about any potential misconduct. No concern is too minor to report. Disregard of this duty may have serious consequences. Managers have a duty to act and to ensure that reports of potential misconduct made to them are promptly escalated and handled in accordance with this Code.

### Contact a Company Resource

You can seek guidance from or report potential misconduct to any of the following (referred to in this Code as "company resources"):

- Your manager, department head, or business unit leader
- A member of STOBG executive management
- Your compliance liaison or the Compliance & Ethics Department
- The Human Resources Department
- The Legal Department

### Another Resource: Our 24/7 Anonymous Helpline

You may also report potential misconduct anonymously through our 24/7 helpline, operated by a third party unaffiliated with STOBG, by calling the below toll-free numbers or visiting the online portal.

#### Call toll-free:

**866.593.6479** in the United States & Canada

**0800.032.8483** in the United Kingdom

**1.8006.15403** in Ireland

#### Online:

[structuretone.ethicspoint.com](https://structuretone.ethicspoint.com)

Any reports made, whether anonymous or not, should include as much detail as possible to allow the company to investigate the matter appropriately.



### What Happens Next?

Regardless of who you contact to make a report of potential misconduct, your concern will be handled promptly, thoroughly, and consistent with applicable law.

Investigations, and the identities of those involved, will be kept confidential to the extent possible. The company will take action as warranted based on the findings of its investigation.

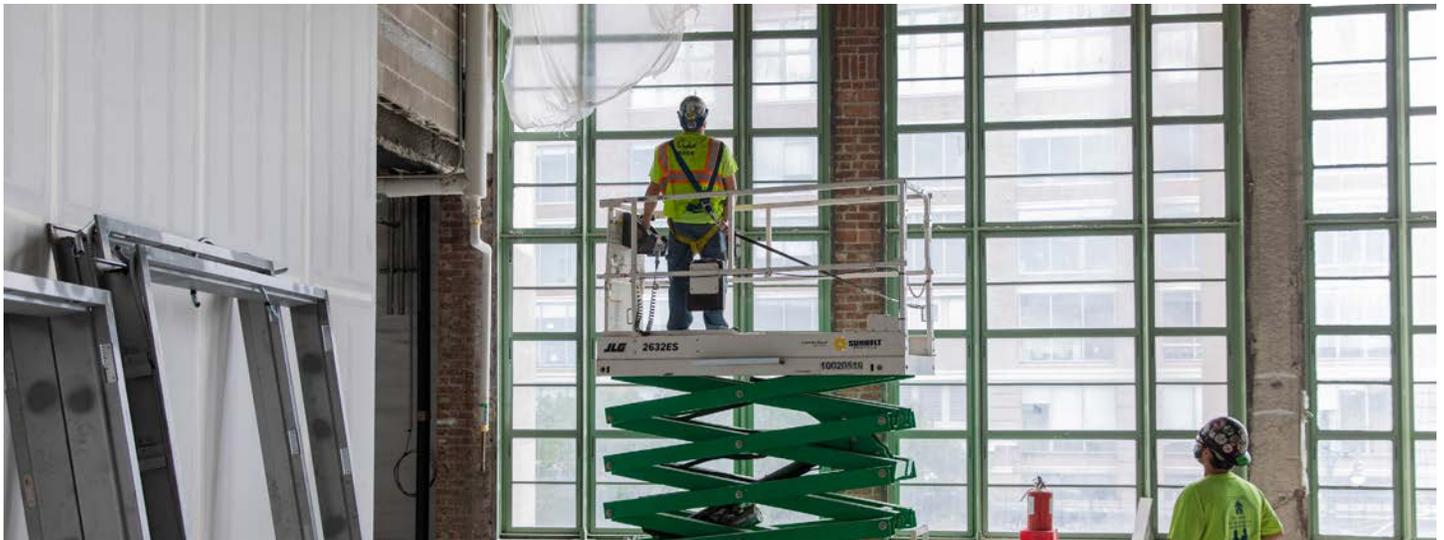
## We Prohibit Retaliation

We pride ourselves on maintaining an environment where employees are encouraged to speak up. We have a strict Anti-Retaliation Policy to protect those who:

- Make a good faith report about potential misconduct. “Good faith” means the person brought forward what they know in a sincere and honest report, regardless of whether the conduct turns out to be unethical.
- Raise a concern or seek guidance about an issue.
- Cooperate in an investigation of potential misconduct.

Allegations of retaliation will be investigated and, where substantiated, met with disciplinary action, up to and including termination. If you know or suspect that retaliation has occurred, report the matter immediately to a company resource. If you prefer to submit a written report, you can use STOBG’s internal complaint form for reporting harassment, discrimination, and retaliation, which is available on our intranet.

LEARN MORE: *see our Anti-Retaliation Policy.*



## FAQs

### **Where can I find our compliance and ethics policies?**

All of our compliance and ethics policies can be found on the Compliance page of our intranet, and many are also available on STOBG’s website.

### **What if I get a report of potential misconduct from someone outside of STOBG?**

You must immediately refer any report of potential misconduct received from external sources, including former STOBG employees, government agencies, and outside attorneys, to the Compliance & Ethics Department.

### **My manager has asked me to do something that I’m uncomfortable doing, and I think it may violate our Code. What should I do?**

You should raise your concern with a company resource. If you’re comfortable talking to your manager first, that’s often a good place to start. If not, or if you’ve talked to your manager and still have concerns, contact any of the other company resources listed above. You should always feel comfortable seeking guidance from your human resources representative or any member of the compliance team.

**I think there's been a violation of our policies but I'm not certain because I don't have enough information. What should I do?**

If you suspect a violation of our policies, notify a company resource. You don't need to have proof of a violation to report potential misconduct; you just need a good faith belief that something may be wrong.

**I reached out to a company resource with a compliance concern, but I don't think they're doing anything about it. What should I do?**

If you're not satisfied with the response you received from a company resource, you should follow up with STOBG's Chief Ethics and Compliance Officer (CECO) by phone, email, or in person—whatever you're comfortable with.

**What happens when I call the helpline?**

Reports to the helpline are received by an independent

company, which sends the relevant facts to STOBG for a confidential review and investigation. It's important to provide as much information as possible so that STOBG can conduct an appropriate investigation. The company takes the confidential nature of this process very seriously and will disclose information only to those necessary to resolve the issue.

**Can I remain completely anonymous through the helpline?**

Yes. Calls received anonymously through the helpline stay that way. The helpline is operated by an independent third-party that does not record or provide STOBG with your identity if you make an anonymous report.

**What happens if someone knowingly makes a false report to the helpline or another company resource?**

The company will not tolerate knowingly false reports, which can damage reputations and employee morale.

---

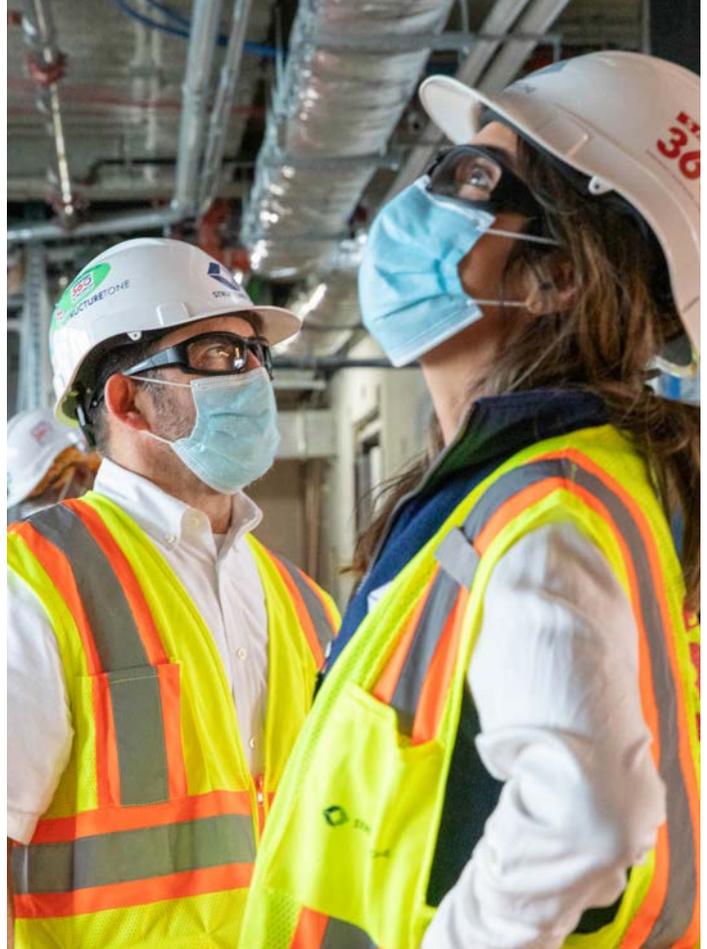
## WE DO THE RIGHT THING IN THE WORKPLACE

### We Celebrate Diversity, Equity, and Inclusion

We're committed to promoting and valuing diversity—all of the unique characteristics that make us who we are. We are one organization, but represent many different backgrounds, experiences, and ideas. Diversity helps drive innovation and makes our workforce more reflective of the clients that we serve and the communities in which we build. We succeed when we are inclusive—when we embrace the strengths of our differences and recognize the contributions that we each make to our organization. And we believe that fairness is the strongest foundation on which to build a trusting and equitable workplace.

#### DO THE RIGHT THING

Each of us has a role to play in promoting diversity, equity, and inclusion in all aspects of our business. You do your part by:



- Treating others as they would like to be treated
- Respecting the wealth of knowledge, experience, and ability that your colleagues bring to the workplace
- Being receptive to different points of view and valuing the input of others
- Fostering an atmosphere of trust and openness

## We Are Committed to a Discrimination- and Harassment-Free Workplace

STOBG strives to provide a work environment in which all individuals are treated equally and with dignity and respect, free from discrimination or harassment based on race, color, ethnicity, national origin, immigration status, gender, gender identity, gender expression, sexual orientation, age, religion, disability, or any other characteristic protected by law. Discrimination and harassment based on any legally protected characteristic or class are strictly prohibited.

You must treat everyone you interact with as part of your role at STOBG—whether a colleague, client, or vendor—respectfully and professionally, whether you’re in the office or offsite on STOBG business. Anything less than professional conduct undermines our mission as an organization, hinders productivity, and weakens our reputation.

If you have a concern about discrimination or harassment in the workplace, you must promptly raise it with a company resource. If you prefer to submit a written report, you can use STOBG’s internal complaint form for reporting harassment, discrimination, and retaliation, which is available on our intranet.

*LEARN MORE: see our Equal Employment Opportunity and Affirmative Action Policy and your local non-discrimination and anti-harassment policy.*



### Non-Discrimination

Each of us should have equal opportunity to develop our talents, advance within our organization, and contribute to its success. That means we must treat our colleagues, as well as any applicants for employment at STOBG, fairly and without prejudice or bias.

All employment decisions that you make—including those regarding recruitment, hiring, training, job assignments, promotions, transfers, and termination—must be based on merit, without regard to any legally protected characteristic. Making employment decisions based on any such characteristic constitutes unlawful discrimination and violates our policies.

## Anti-Harassment

Harassment can take many forms, including unwelcome verbal, visual, or physical conduct directed towards someone because of their actual or perceived membership in a legally protected class. The harasser can be a supervisor, co-worker, or anyone in the workplace, such as a client, vendor, or visitor.

While the legal definition of harassment varies by location, harassment always has the purpose or effect of creating an intimidating, hostile, humiliating, or offensive work environment. Regardless of how the law views the conduct, we consider the following non-exhaustive list to be unacceptable behavior:

- Epithets, slurs, or negative stereotyping
- Degrading comments, written, or graphic material
- Jokes of a racial, offensive, or insensitive nature
- Hostile, intimidating, or threatening behavior

Sexual harassment is a particular form of discriminatory harassment that can occur between any individuals, regardless of their sex or gender. Sexual harassment can take many forms, including:

- Sexual advances
- Requests for sexual favors
- Jokes with sexual or harassing overtones
- Inappropriate comments about one's appearance
- Display of sexually suggestive pictures or pornography
- Unwanted touching

Any form of discriminatory harassment is a violation of our policies and possibly the law, and could subject the company, as well as the harasser, to liability. Remember that harassment is determined not by your intentions, but by your actions and how they impact others. You should never engage in conduct that could cause others in the workplace to feel uncomfortable.

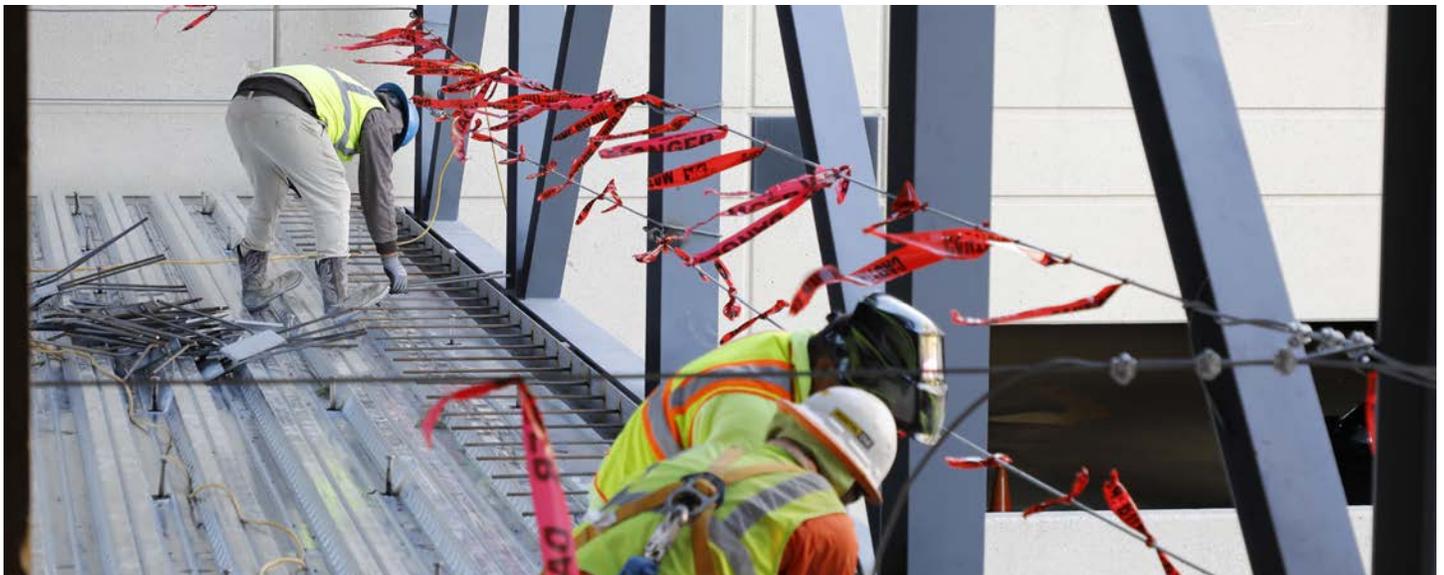


## We Foster a 360° View of Safety

At STOBG, we are passionate about safeguarding the health and safety of our employees, clients, and business partners, as well as the people in the communities where we build. No one should ever worry about whether they would be able to return home safely.

Our Safety 360° initiative is a pillar of our identity as a company. Our approach is to create a culture of safety, focusing on changing behavior and keeping safety top of mind. Our goal is to create a durable, positive culture of safety by inspiring our employees and workforce to become safety champions through:

- 1. Awareness** – We expect all employees to be actively engaged in their environment, to look out for one another, and speak up about potential issues.
- 2. Shared Responsibility** – Every employee should be as engaged in safety as our dedicated Safety Department members.
- 3. Behavior** – A key component of our approach is avoiding risky behaviors altogether.
- 4. Positive Reinforcement** – We use a recognition program to inspire employees at all levels to achieve the highest level of safety.



LEARN MORE: *see your local safety manual or contact your local health and safety representative.*

### DO THE RIGHT THING ☑

Each of us must put safety first. We expect you to:

- Comply with all applicable health and safety laws and regulations, as well as STOBG's own internal requirements
- Perform all work with a commitment to eliminating or mitigating health and safety hazards or impacts
- Look out for the safety of your colleagues and those around you
- Immediately put a stop to any unsafe or unhealthy activity, and report unsafe conditions to your supervisor

## We Keep Drugs and Alcohol Off the Job

Working under the influence of drugs or alcohol compromises everyone's well-being. You must never work under the influence of any substance, including alcohol, that could negatively affect your judgment or interfere with your ability to do your job safely, nor may you possess, sell, use, or distribute drugs or alcohol while you are working. Drugs include illegal drugs and controlled substances, as well as the abuse of prescription medication and over-the-counter drugs. If you are concerned about drug or alcohol use, we have resources to help you. Contact the Human Resources Department for more information.



## We Have Zero Tolerance for Workplace Violence

The safety of our employees and those in our workplace is of paramount importance. Acts or threats of violence in the workplace—whether that conduct occurs on company premises or offsite while an employee is working on behalf of STOBG—will not be tolerated. Threatening behavior, even if meant in jest, is never acceptable.

You must never engage in any activity that could cause someone to feel threatened or unsafe. This includes verbal assaults, threats, or any expressions of hostility, intimidation, or aggression. You are also prohibited from possessing weapons while on company property or working offsite. Weapons include guns, knives, explosives, and other items with the potential to inflict harm.

Be alert to your surroundings and speak up about threats of violence. If you or a colleague are faced with an imminent threat to your safety, contact local law enforcement immediately and then report the incident internally.

*LEARN MORE: see your local safety manual and employee handbook.*





---

## WE DO THE RIGHT THING FOR OUR ORGANIZATION

### We Avoid Conflicts of Interest and Disclose Them When We Can't

Each of us has an obligation to make business decisions on behalf of the company based on what's best for STOBG, not what's best for us personally. That means avoiding conflicts of interests, which occur when your personal interests interfere or appear to interfere with your STOBG duties. This includes outside activities and interests that could negatively affect your job performance or ability to make unbiased business decisions, or that could reflect poorly on the company.

When we refer to conflicts of interest, we mean:

- actual conflicts (your personal interests actually conflict with those of the company)
- potential conflicts (you are in or could be in a situation that may result in a conflict), and
- perceived or apparent conflicts (you are in a situation that may be perceived as or appear to be a conflict, even where a conflict may not in fact exist).

Conflicts of interest in the workplace happen and, if managed appropriately, they generally don't pose a problem. But if they aren't handled correctly, they can quickly turn into a serious matter and result in a range of negative consequences for both the company and the employee involved.

If you think you may have a conflict of interest that can't be avoided, disclose it to a company resource so that we can help you figure out the appropriate course of action. Many conflicts of interest can easily be addressed through open and honest discussion. Other situations may require some controls, like reassignment of roles or recusal from certain business decisions.

Having a conflict of interest isn't necessarily a violation of our Code, but failing to disclose it is.

We've developed guidelines to follow in specific situations where conflicts of interest commonly arise. You must follow these guidelines unless you obtain approval from your department head or business unit leader to deviate from them. (Board members should consult with the chair of the Audit, Finance, and Risk Committee before deviating from these rules.)

Any disclosures that you're required to make under our Code should also be made in your annual conflict of interest questionnaire.

**Outside Employment.** Having an outside job—whether you're employed by another company or are in business for yourself—can interfere with your ability to effectively perform your STOBG job duties, tempt you to use STOBG resources for that job, or impair the business decisions you make on behalf of STOBG.

- Outside employment of any kind requires approval from your department head, business unit leader, or HR.
- Working for an STOBG competitor is prohibited.
- Using company resources (such as facilities, equipment, supplies, and personnel) for your outside employment is prohibited.

**Serving on a Board and Other Appointments.** You must also exercise caution before accepting outside appointments, such as serving on an outside board of directors or sitting on a public commission.

- Approval from our CEO and either STOBG's General Counsel or executive management is required if you want to:
  - Serve on the board of directors of an STOBG competitor, client, or business partner
  - Hold public office, whether elected or appointed
  - Accept a position with a government entity

**Financial Interests.** Some financial interests may improperly influence, or be perceived by others to improperly influence, the decisions you make for STOBG. These include investments in our competitors, clients, and business partners, depending on the nature of the investment and your role with respect to those parties. For purposes of our Code, "financial interest" excludes ownership by you of less than 5% ownership in a publicly-traded company, as well as investment in a mutual fund

or similar investment where you don't control which companies are in the fund.

- The following are prohibited:
  - Financial interests in STOBG competitors
  - Financial interests in transactions that are, or reasonably could be, materially adverse to the company
- The following financial interests require disclosure and approval by your department head or business unit leader. Even if you obtain approval to hold such a financial interest, you must recuse yourself from participating in or influencing any STOBG business decision that could affect your financial interest.
  - Financial interests in STOBG clients or business partners.
  - Financial interests that could impair, or appear to impair, your judgment in carrying out your responsibilities at STOBG.

**Personal Relationships.** Our personal relationships can also lead to conflicts of interest. You may have close family members who work for or have ownership in third parties we deal with, like competitors, clients, or business partners. That situation could suggest to others that you're not able to be objective when it comes to those parties, particularly when you have discretionary authority—the authority to influence business decisions—over them. For purposes of our Code, "close family members" include your spouse, domestic partner, person to whom you're engaged to be married, parents, grandparents, children, grandchildren, siblings, and any family member or other person who lives with or is financially dependent on you or on whom you are financially dependent.

- The following must be disclosed to your department head or business unit leader:
  - Your close family member works for, or has a financial interest in, an STOBG competitor.
  - Your close family member works for, or has a financial interest in, an STOBG client or business partner, and
    - you have discretionary authority in dealing with that third party, or
    - your close family member interacts with STOBG on the third party's behalf.

You also may have close family members who work for, or are interested in working for, STOBG, or you may be in a romantic relationship with a co-worker. Following these guidelines can help lessen any appearance of favoritism and tension in the workplace:

- Avoid any situation where you're the direct supervisor of a close family member or someone with whom you're in a romantic relationship. If you find yourself in such a situation, promptly disclose it to the Human Resources Department.
- While it's perfectly fine to recommend a close family member for employment at STOBG, disclose the relationship to the Human Resources Department and don't get involved in the hiring process.

**Transactions with STOBG, Competitors, Clients, and Business Partners.** Conducting business with STOBG outside of your employment with the company, or with its competitors, clients, and business partners can also call into question your ability to act in STOBG's best interests.

- The following are prohibited:
  - Engaging in business transactions with STOBG (outside of your employment with the company), either directly or indirectly through family members, friends, or associates. This doesn't include transactions for goods or services provided by the company as an employee benefit or through the company store.
  - Engaging in business transactions with a competitor, either directly or indirectly through family members, friends, or associates.
  - Engaging in personal financial transactions, such as making or accepting a loan, with employees of STOBG clients or business partners.
- The following is generally discouraged and requires specific approval from your department head or business unit leader:
  - Hiring an STOBG business partner in a personal capacity (for example, you want to hire a company subcontractor to perform work on your home), if you have any discretionary authority in dealing with that business partner. And you must always pay fair market value (i.e., what you'd pay for that work on the open market) when hiring an STOBG business partner in a personal capacity, regardless of whether you have discretionary authority.

**Political and Charitable Activities.** The company encourages you to participate in political and charitable causes that are important to you. Such activities, however, can present a conflict if they interfere with your STOBG duties. These activities are permissible only if they:

- Do not detract you from your work performance

- Do not use company time, personnel, or resources, such as facilities, equipment, and supplies
- Do not cause you to solicit participation from other employees during work hours or on company premises
- Do not create the appearance that STOBG endorses or subsidizes those activities (for example, using your STOBG email address to solicit contributions could suggest STOBG's involvement)
- Do not negatively affect STOBG's relationship with its clients or business partners
- Do not involve matters that directly affect the company's business
- Do not otherwise violate our Code

For more information on the company's political and charitable activities, see the *We Do the Right Thing in Our Communities* section of this Code.

**Gifts and Entertainment.** The exchange of gifts or entertainment can be a way to express gratitude and build relationships. But overly generous or inappropriate gifts and entertainment can risk influencing the recipient's business decisions, creating a conflict of interest or the appearance of a conflict of interest. Each of us has to avoid exchanging gifts or entertainment that look like an attempt to improperly influence a business decision. We do that by complying with our company policies, including our Global Anti-Corruption Policy and Gifts and Entertainment Policy.

For more information on appropriate gifts and entertainment, see the *We Do the Right Thing in Our Business Activities* section of this Code.

**Corporate Opportunities.** You may learn of business opportunities through the course of your work for STOBG. When that happens, you must put STOBG's interests first. That means you can't take advantage of such an opportunity, or pass the opportunity on to someone else, unless STOBG has had the chance to evaluate it and declines to pursue it. Even if the company turns down the opportunity, you may not be able to pursue it yourself because of a conflict of interest. For example, you cannot take advantage of a business opportunity that would cause you to compete with STOBG.

## DO THE RIGHT THING

**Of course, it isn't possible to list every scenario that can give rise to a conflict. To determine if a situation creates a conflict of interest, ask yourself**

the following questions. If the answer to any of them is yes, promptly disclose the situation to a company resource.

1. **Personal interest** – is there a tension between what may be best for me and what’s best for the company?
2. **Potential personal benefit** – is there likely to be a potential personal benefit to me now or at some point in the future?
3. **Perception** – would the situation look suspicious to others or embarrass the company?
4. **Promises** – have any promises been made or obligations assumed that could get in the way of an unbiased decision on company business?

## FAQs

### What are some of the negative consequences that can result from a conflict of interest?

If not managed properly, a conflict of interest can lead to:

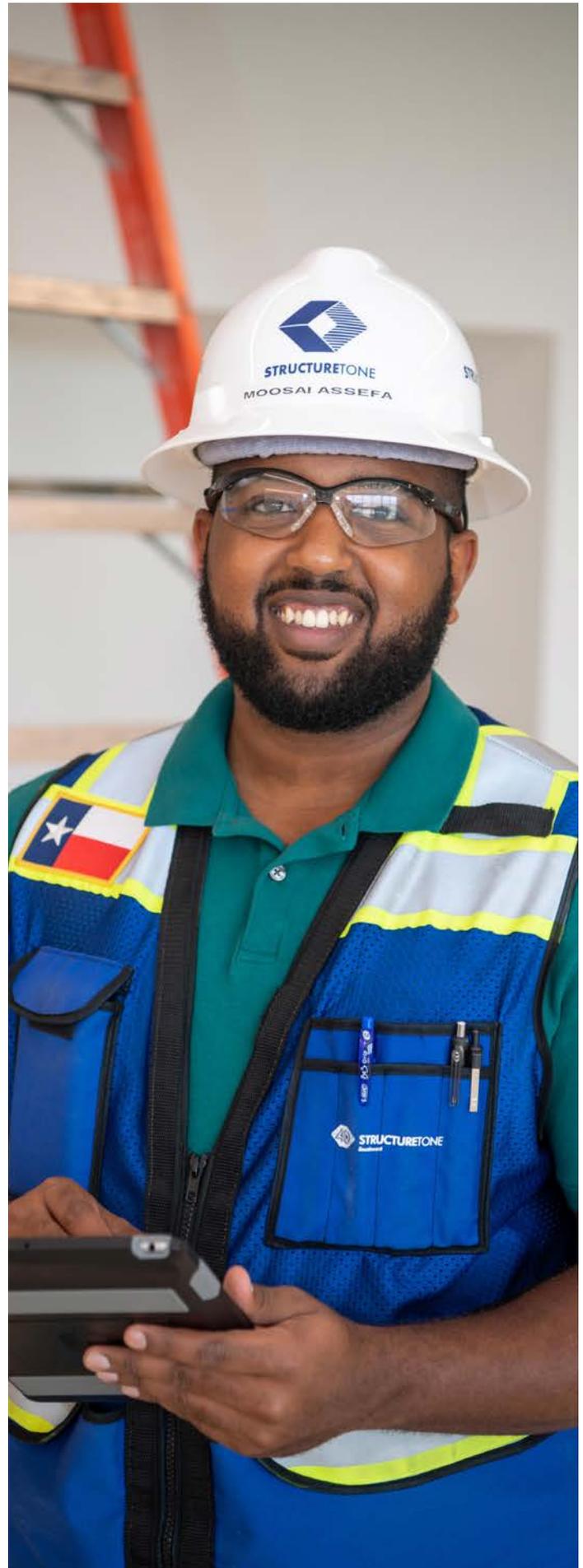
- The company and/or an employee failing to comply with legal or regulatory obligations, or failing to meet an obligation owed to a client or other stakeholder
- An employee’s professional judgment and objectivity being compromised and/or interfering with the proper discharge of their job duties and responsibilities
- An employee engaging in unethical or illegal conduct
- The company obtaining an improper advantage or treatment
- The appearance of impropriety and reputational damage

### What companies are considered “competitors” under the Code? What about “clients” and “business partners”?

A competitor is any general contractor or construction management company that you know performs substantially similar services as STOBG in any geographic location in which we perform work or have performed work within the last two years.

A client is any person or entity for which STOBG performs services or reasonably could perform services in the future.

Business partners include current or prospective vendors, subcontractors, consultants, and any other third party with which STOBG does business or reasonably could do business. Our joint venture and alliance partners are also considered business partners when working with us on projects. The term business partner does not include clients.



**Do STOBG board members have to obtain the approvals required under the conflicts of interest guidelines in our Code?**

Independent members of STOBG’s board of directors (those not also working as STOBG employees) have an obligation to act in the best interests of the company and go through a separate process to manage potential conflicts of interest. Independent board members must disclose to the chair of the Audit, Finance, and Risk Committee of the board any situation, including an outside business interest, activity, or investment, that they believe could influence or appear to influence them in the performance of their duties for STOBG.

**Am I prohibited from hiring a company business partner? I have some tree limbs that fell onto my property after a recent storm, and there are only a few tree service companies in town—all of which do work for STOBG.**

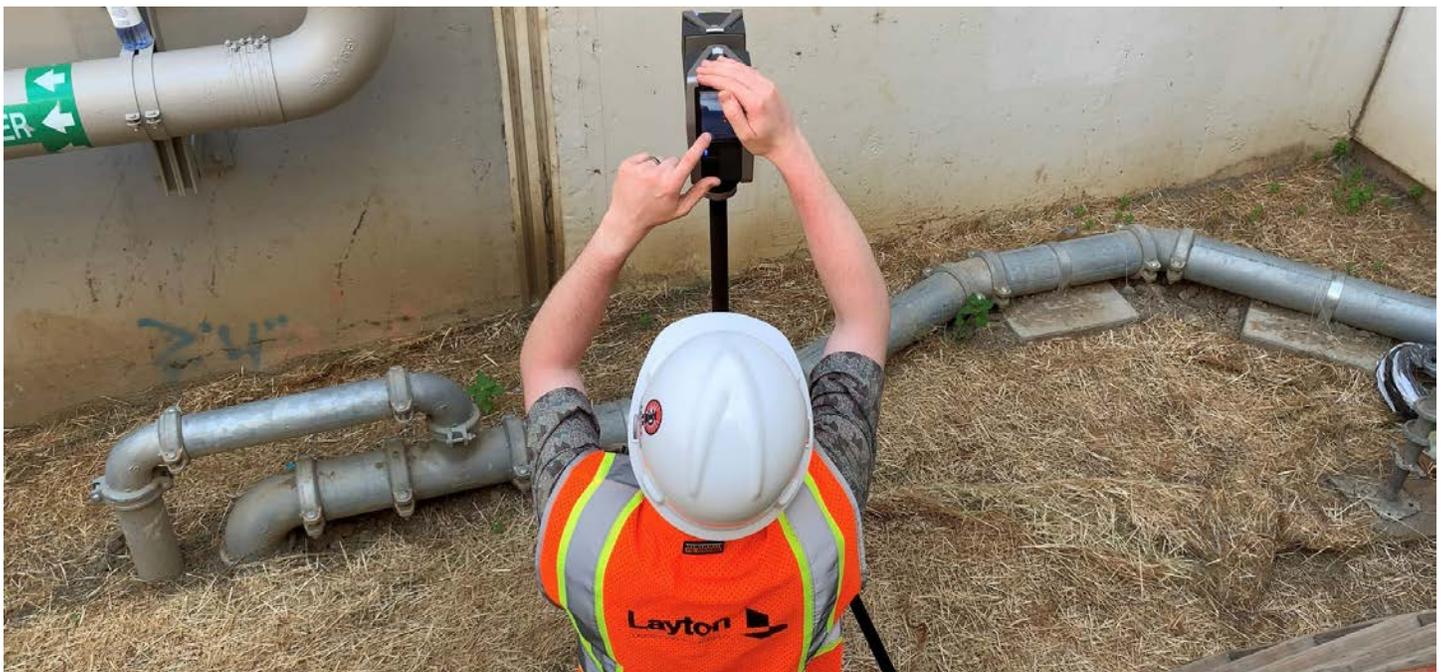
No, there is no outright prohibition on hiring a company business partner for personal projects. But if you want to hire a company business partner, you must (1) pay fair market value for the goods or services received, and (2) get advance approval from your department head or business unit leader if you have influence—or others may think you have influence—over business decisions regarding that business partner.

**My son works for an STOBG supplier and my sister works for a competitor. Is this a problem for me in my job here? I can’t control where they work.**

Probably not. Many potential conflicts of interest can be resolved and managed, but they must be disclosed so that the company can take steps to make sure that the situation doesn’t affect or appear to affect your duty to make objective decisions on behalf of the company.

You must disclose the fact that your sister works for a competitor to your department head or business unit leader so that, if necessary, the company can take steps to minimize any potential conflict. Because your son works for a business partner rather than a competitor, different rules apply: you must disclose the fact to your department head or business unit leader if: (1) you can influence, or it appears you can influence, business decisions affecting the supplier; or (2) your son deals with STOBG on behalf of that supplier.

LEARN MORE: see our *Global Anti-Corruption Policy*, *Political Activities Policy*, and your *Local Gifts & Entertainment Policy*.



## We Keep Accurate Records

Having clear, complete, and accurate records is critical to our operations and reputation. Our records tell us how our business is doing, inform the everyday and long-term strategic decisions we make, and help us fulfill our commitments to our clients, employees, business partners, and other stakeholders.

Keeping accurate records isn't the role of any particular department at STOBG—it's a responsibility we all share. In every company record you prepare, you must be honest and complete to ensure that our records accurately and fairly reflect all transactions. You must follow any applicable laws, contracts, and STOBG internal processes and controls, including our Construction Management (CM) Guidelines.

You also are responsible for storing and disposing of documents, including email and other electronic documents, in accordance with our data management and records retention policies. Proper document retention is required for the company to comply with the law, internal or independent audits, other investigations, and our contractual commitments. Don't dispose of records that might be relevant to any actual or anticipated litigation or investigation, unless the Legal Department instructs you otherwise.

If you suspect that a company record contains false or misleading information or has been improperly maintained, concealed, or destroyed, contact a company resource.

LEARN MORE: *see your local records retention policy and CM Guidelines.*

### DO THE RIGHT THING

**We must never misreport or mischaracterize information that relates to STOBG's business. We expect you to:**

- Ensure that company records are complete and accurate. They should never contain false or misleading information.
- Never destroy or alter any record or data that must be kept for legal or contractual purposes, or that is required for an audit or investigation.



## FAQs

### What is a “company record” or “business record”?

These terms refer to any document or communication, whether paper or electronic, that is maintained in the course of our business. This covers a wide range of information and includes virtually everything you record on paper or electronically. If you have questions about maintaining or disposing of records, contact the Legal Department.

## We Keep Private Information Private

At STOBG, we are serious about privacy and confidentiality. You must protect the confidential information of STOBG, our employees, our clients, and our business partners.

You may not share confidential information unless you have authorization from the company to do so. Consult the Compliance & Ethics Department for more information on receiving appropriate authorization.

To keep confidential information secure, practice good data security. Follow IT policies, such as those regarding passwords, mobile devices, data backup, network and computer access, and remote access. It is your responsibility to safely store, transmit, and destroy data in accordance with these policies. Don't save company materials to your personal computer or device, and don't use personal email accounts to transmit company information.

In the course of your work for STOBG, you may learn confidential information about public companies that, if it were known to the public, could influence someone to buy, sell, or hold stock. That kind of information is considered “insider information,” meaning it's unavailable to the public and a reasonable investor would consider it important to making an investment decision. If you come into insider information, you can't trade in that company's stock nor may you give the information to others.

If you have questions about keeping information private, or if you suspect there has been a release of confidential information, contact the Compliance & Ethics Department. Questions about whether information is “insider” or whether you can trade in a company’s stock should be directed to the Compliance & Ethics Department or the Legal Department.

LEARN MORE: *see your local IT, records retention, and data management policies.*

## DO THE RIGHT THING

Protect STOBG’s confidential information. That means:

- Don’t seek access to information unless you have a specific business purpose for doing so.
- Don’t share the information with outside parties or other STOBG employees unless you’re authorized to do so.
- If you have a business need and authorization to share the information outside of STOBG, make sure the appropriate safeguards are in place, which may include the use of confidentiality agreements or non-disclosure agreements.
- Don’t discuss the information in public.

## FAQs

### What kind of information is “confidential information”?

Confidential information is any information not known to the general public, and can include:

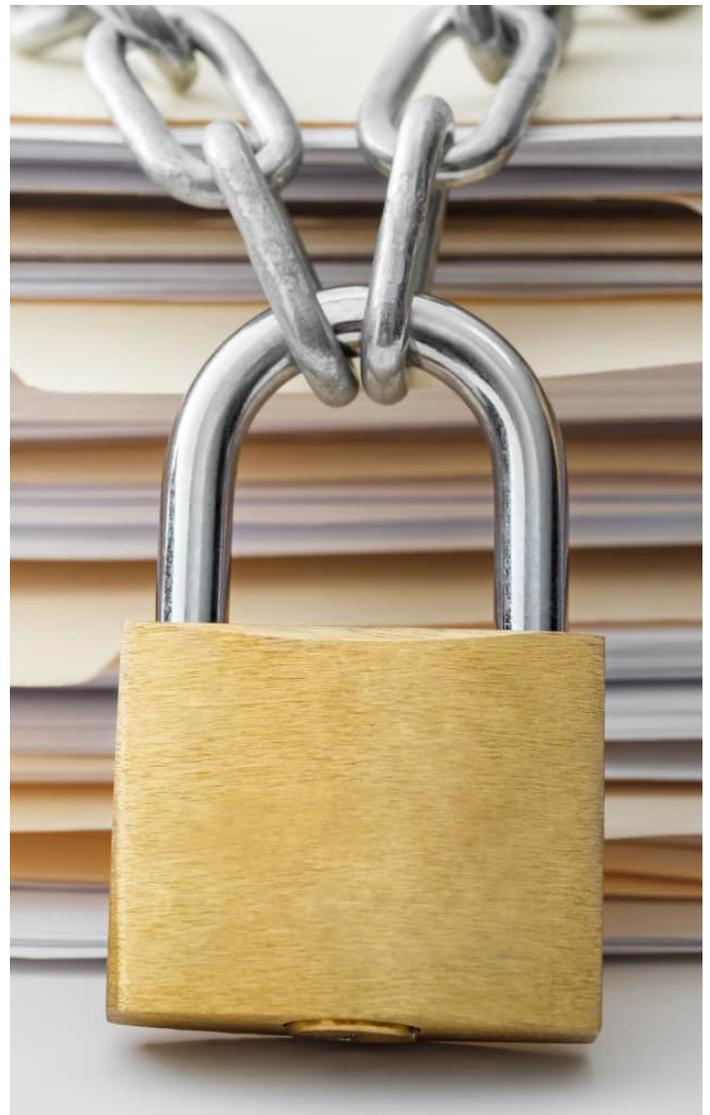
- Intellectual property
- Business plans
- Designs
- Financial information
- Pending projects/proposals
- Proprietary business data (i.e., trade secrets)
- Employee work product
- Employee information, including personal data (e.g., social security number, address, date of birth), health and medical information, and information related to the employee’s hiring, performance, and compensation and benefits.

**A potential vendor wants to send everyone in my department a promotional code for a discount on their products. The vendor asked for a list of everyone’s names and email addresses. Is this information OK to share?**

No. Even if the intent behind the vendor’s request is well-meaning, and even if your colleagues might appreciate the promotional code, supplying this information might violate our commitment to keeping private information private. Consult the Compliance & Ethics Department before doing anything.

**My brother owns stock in one of our clients, and I learned some information that might lead him to sell some of his stock. Can I share what I know, since my own investment decisions won’t be affected?**

No. Insider trading laws not only prohibit you from buying or selling stock based on inside information, they also prohibit you from tipping off others in order for them to trade.



## We Protect Company Assets

Each of us is entrusted with protecting STOBG's assets, both physical and intangible. Everything that the company owns or uses to carry out its business is an asset and must be safeguarded against loss, theft, damage, waste, and improper use. The company's physical assets include its offices, equipment, supplies, tools, phones, corporate credit cards, computer systems, and records. STOBG provides these assets so that we can carry out our job responsibilities, and you must use them only for legitimate business purposes.

Our intangible assets include our intellectual property and all of the information we maintain in conducting business. These assets—which may include business plans, proposals, client lists, and other results of our hard work and investment—are key to our competitive advantage and likewise must be protected. We don't reveal them outside of the company unless we have express authorization or a legal obligation to do so. Always exercise good judgment when using company assets and consult with your manager or other company resource if you have questions about how to handle or protect our assets.

## We Use Our Information Technology Systems Appropriately

You have a duty to use our IT systems, including our computer resources, networks, phones, and internet and email systems, responsibly and to protect their security. You must also make sure that your use of the company's IT systems doesn't violate the law or our policies. Don't use our systems for inappropriate communications, including activity that could be considered illegal, discriminatory, offensive, or harassing.

Be aware that anything you write, send, download, receive, or store on our systems is company property, including passwords you create and personal information you enter. To the extent permitted by law, the company reserves the right to monitor your use, and you shouldn't have an expectation of personal privacy when using our systems.

LEARN MORE: *see your local employee handbook and IT and data management policies.*

## We Cooperate in Audits and Investigations

We all have a duty to fully cooperate with audit and investigation requests by the company. That means promptly responding to these requests; making yourself available for meetings; providing full, accurate, and truthful information; preserving relevant documents; and keeping confidential information you learn during an investigation. This helps the company meet its responsibility to ensure that its processes and controls are operating effectively.

If you receive a request for information or documents about STOBG from a government or regulatory agency, law enforcement, or an outside lawyer, you should immediately contact our CECO or General Counsel for assistance.

## We Don't Speak on Behalf of Our Organization

Our organization must speak with one voice. To do that, and to ensure that information shared about STOBG is accurate and complete, we have designated individuals to serve as our official company spokespersons. Unless you are authorized to do so, don't make public statements on behalf of STOBG.

LEARN MORE: *see our Press Response Policy or contact the STOBG corporate marketing team.*

### DO THE RIGHT THING

1. Refer all media inquiries to STOBG corporate marketing.
2. Refer all requests for financial information to STOBG corporate finance.
3. Refer all requests for legal information to the Legal Department or our General Counsel.
4. Refer all inquiries from government and regulatory agencies or law enforcement immediately to our CECO and General Counsel.
5. Refer all requests for employment verification or requests concerning the job performance of a current or former employee to the Human Resources Department.

## We Use Social Media Responsibly

Social media has become a ubiquitous part of life, and it provides invaluable opportunities for us to connect with our stakeholders. At the same time, we must take care not to engage in any social media activity that could jeopardize our organization's reputation or compromise client confidentiality. When using social media, we aim to be transparent, protect our clients' privacy, and respect the intellectual property and other rights of third parties.

Only employees specifically authorized by the company may speak on STOBG's behalf through social media. All STOBG corporate social media accounts and related postings are managed solely by STOBG corporate marketing, and all local company accounts are managed by the related local marketing teams.

LEARN MORE: *see our Social Media Policy or contact STOBG corporate marketing.*

### DO THE RIGHT THING ✓

When you use social media on your own time, make sure you:

- Post from your own account. You may not set up a social media account on behalf of or related to STOBG and our companies.
- Post in your personal capacity only. You may not speak on behalf of STOBG without explicit permission from the company.
- Maintain your reputation and the company's. Remember that social media is an entirely public forum. Always exercise good judgment and common sense.
- Respect confidentiality. If you're not sure if you're allowed to mention an STOBG client, project, or initiative on social media, check with local leadership or your marketing team.
- Let our marketing experts respond to negative posts about STOBG.
- Act in accordance with our policies, values, and our legal obligations. Even in your personal social media activity, you're expected to represent the core values that make us all proud to be part of STOBG. Don't put something on social media that would reflect badly on you or the company.



---

## FAQs

### **I'm working on a project that I'm really proud of, and I took some photos of the work we're doing with my personal phone. Is it OK to post the pictures on my personal social media account?**

You must consult the project team to see if we have client permission and then reach out to STOBG corporate marketing or your local marketing representative. We may have an agreement with the client that requires authorization before sharing information or photos about the project.

### **Someone who used to work at STOBG has been posting things on social media that are critical of the company. These posts contain inaccurate statements about our work, and I want to respond to them with the truth. Is that OK?**

No. Unless you're authorized to speak on behalf of STOBG, don't respond. Instead, notify someone in STOBG corporate marketing immediately. Even though your intentions are good, it's best to let a designated company spokesperson handle the situation.

### **Is it OK for me to "like" or share posts our client has posted on social media about their work or our project? What about "liking" or sharing posts from official STOBG accounts?**

Yes, you can engage with these types of posts. Be mindful, though, that any comments you make are public and the rules about responsible social media apply.

### **I took photos at a company/industry social event. May I post them on my personal accounts?**

Yes, so long as you do not post as if it's on behalf of the company, the photos do not portray you or STOBG in a negative light, and your post complies with the other guidance above. Remember that even on your personal social media accounts, you are a representative of our organization and your activity should not conflict with our core values.





## WE DO THE RIGHT THING IN THE MARKETPLACE

### We Are Transparent

Our clients and business partners place a great deal of trust in us. That trust must be honored every day and on every project. You must follow all of the company's policies and procedures related to transparency, disclosure, and fair dealing. Material terms and conditions of our engagement must be disclosed fairly so that our clients and business partners can make informed and intelligent decisions. You must share pertinent project files and information with clients in accordance with our policies and contractual obligations, and, for all projects, you must follow the relevant CM Guidelines. These guidelines embody our dedication to client collaboration and transparency.

LEARN MORE: *see your local CM Guidelines.*

### We Compete Fairly

We believe in competing vigorously, but also honorably, in the marketplace. We value fair and open competition and follow all applicable antitrust and competition laws. We will not enter into any practice that discourages fair competition or confers an inappropriate competitive advantage. This includes any agreement—whether formal or informal, written or verbal—to fix prices, rig bids or set the terms and conditions of bidding or contracts, allocate territories or markets, boycott particular suppliers or clients, or prevent another company from entering the market.

To ensure that we're competing fairly, you must refrain from discussing or exchanging information with competitors about topics such as:

- Prices
- Bids or proposals
- Clients, subcontractors, or suppliers

- Sales territories
- Terms or conditions of deals
- Costs, profits, or margins
- Market share
- Marketing or business development strategies

You must also avoid any activities that may appear to violate antitrust or competition laws. For example, we must never use unfair practices or make false statements about our competitors in our attempts to win work. Our own excellence must drive our success.

While we have to stay informed about the markets in which we operate, we must gather competitive intelligence ethically and lawfully. Information about our competitors must be gathered only from legitimate industry sources, such as media reports, trade journals, governmental filings, company publications, and information presented at trade associations or industry conferences. You may use information from clients only if it's not confidential and avoids anti-competitive practices. Competitive information must never be obtained through misrepresentation or other improper means, and you must refuse improper access to confidential information. If you're unsure about whether you can use competitive information that you've obtained, consult the Legal Department.

## DO THE RIGHT THING

1. Always comply with antitrust and competition laws.
2. Don't comment on STOBG's competitors in an inaccurate or untruthful manner.
3. Obtain competitive information only from legitimate sources.
4. Respect the confidential information and intellectual property rights of our competitors and other third parties.

## FAQs

**I received information marked "confidential" about a competitor's pricing for a project that we're bidding on. The information was sent to me in the mail from an anonymous source. What should I do?**

Stop reading it. This is confidential information, and in no circumstance should you act upon it. Don't make copies of the document or forward it to anyone. Immediately notify your manager, the Compliance & Ethics Department, or the Legal Department.

**Before coming to STOBG I worked for one of our competitors. I have knowledge about their business that isn't publicly available that could be beneficial to us. I also have some of their internal procedures manuals. Are these things I can share?**

No. If the insight you have is most likely confidential or proprietary information, then you must maintain it as private. Any procedures manuals or other written product should be returned or destroyed. Competitive information should only be collected from legitimate industry sources.

**I was at an industry event and a representative from one of our competitors started casually talking to me about an upcoming project that both of our companies are bidding on. I politely excused myself from the conversation. Did I do the right thing?**

Yes. Even casual conversations with competitors about an upcoming or ongoing bid process could be viewed as anti-competitive behavior. Keep conversations with competitors high-level and non-specific. Be mindful that simply having a conversation with a competitor can appear improper.

**We have joint ventures with companies that are also our competitors. What topics do I need to steer clear of when I'm in conversation with them?**

You should not discuss any commercially sensitive and non-public information, including price, business strategies or plans, and contract, bid, or proposal terms and conditions. Avoid discussing business matters that are not relevant to the joint venture.

## We Market Our Services Honestly

At STOBG, client-devotion is one of our core values. So is being genuine. That means that while the company expects employees to vigorously pursue business opportunities, they must avoid any marketing, advertising, or sales practices that could be characterized as unfair or deceptive.

Our marketing must reflect our organization's commitment to integrity and always be truthful, understandable, and compliant with applicable law. We must never overstate or misrepresent the nature of our capabilities, experience, or qualifications. Because the laws regulating sales and advertising are complex, all employees with responsibility for sales and marketing must take special care in this area. If you need guidance on complying with these laws, contact our General Counsel.

## We Know the Rules When It Comes to Working with the Government

When STOBG performs work as a contractor or subcontractor on a project with a government entity, the company and its employees are subject to an additional complex set of laws and regulations. These laws are considerably stricter than those that govern our work for private sector clients. Violation of these laws may result in serious consequences for the company and the employees involved, including civil and criminal sanctions and suspension or debarment of the company from doing government work.

You must consult your business unit leader before pursuing any project for a government entity. Additionally, unless your local minimum operating standards provide otherwise, STOBG executive management must also approve any such project. If you're working on a project for a government entity, you must know and abide by all laws and regulations that pertain to the project and all company policies that apply to working with the government. These include our State and Local Government Projects Policy and our Gifts and Entertainment Policy. And you must ensure we perform all of our obligations in strict accordance with the terms of the contract.

If you have questions about how to comply with these rules, contact the Legal Department or the Compliance & Ethics Department.

LEARN MORE: *see our State and Local Government Projects Policy.*

---

### FAQs

#### What is a "government entity"?

A government entity includes any:

- foreign, domestic, federal, national, state, regional, provincial, local, tribal, or other government, including every branch—executive, judicial, legislative, or administrative—and any agency, authority, board, bureau, commission, committee, corporation, council, department, division, office, organization, political subdivision, or instrumentality thereof
- government-owned or -controlled entity (such as a university, school system, hospital, utility, laboratory, financial institution, or defense contractor)
- private entity acting on behalf of a government entity or



performing a government function, even if temporarily

- a public international organization, such as the United Nations, World Bank, or World Health Organization
- political party

### **What about projects that are funded by government entities?**

Employees should exercise caution when working on a project funded in part or in whole by a government entity and be mindful that they may deal with individuals acting on behalf of the government. Such individuals may be considered “government officials” and, unless your local gifts & entertainment policy states otherwise, you should consult the CECO before offering or providing anything of value to them.

If you have questions about whether an entity is governmental, contact the Compliance & Ethics Department.

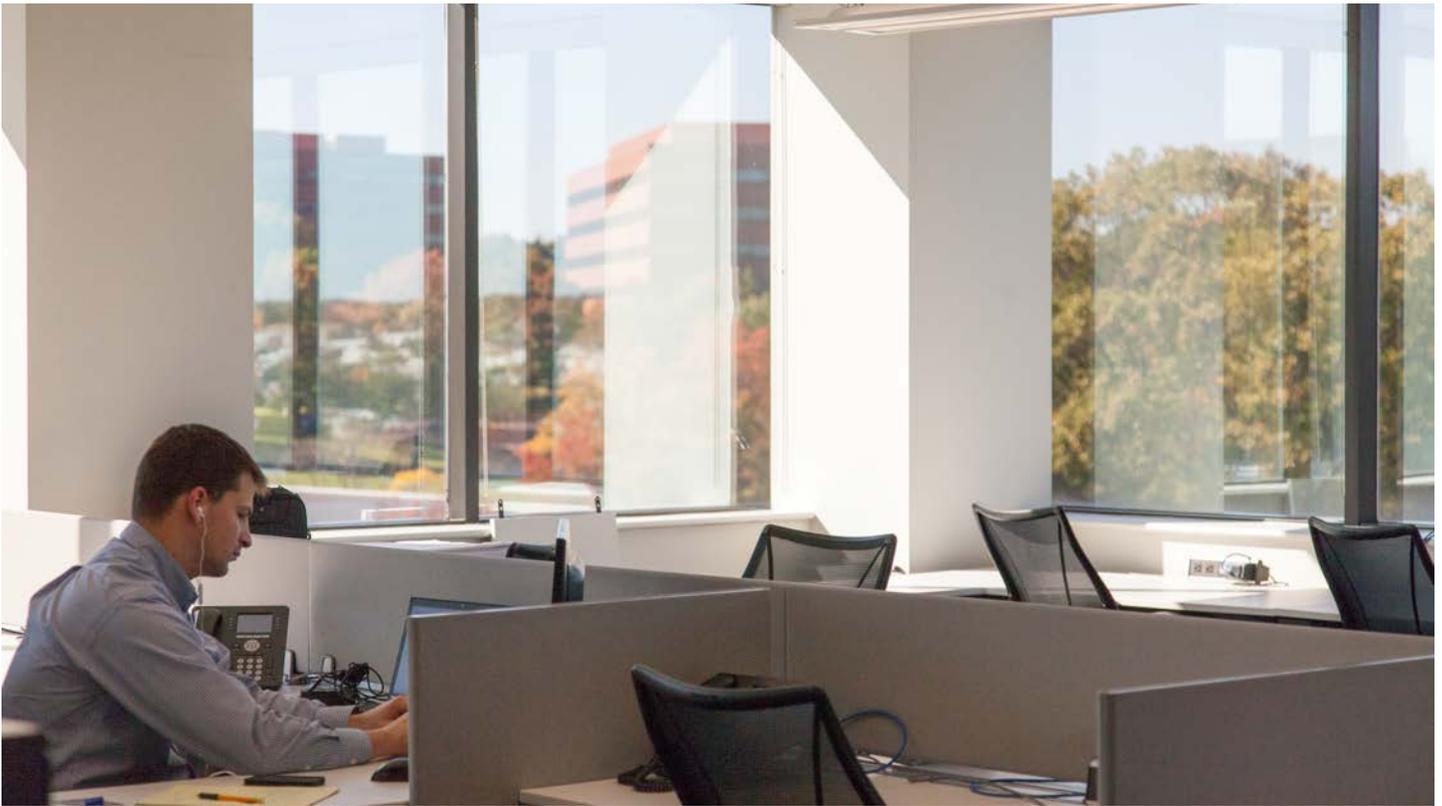
## **We Do Our Due Diligence**

Putting our clients first means we staff their projects with vendors, suppliers, and subcontractors that adhere to the same standards of integrity to which we hold ourselves. Partnering with ethical and socially responsible businesses positively impacts not only our clients, but also our employees and the communities in which we build. An unethical or illegal act of one of our business partners can harm our company’s reputation and our standing with our stakeholders.

Our business partners are expected to commit to our Supplier Code as a condition of doing business with us. They are responsible for providing their own vendors with the Supplier Code and ensuring adherence. Prospective STOBG business partners undergo rigorous prequalification and due diligence screening. The company uses a multi-tiered and risk-based approach, which increases our visibility into our business partners and reduces regulatory, reputational, safety, and financial risk. We also engage various third-party professionals to maximize data assessment. If you are responsible for selecting company business partners, you should be familiar with our prequalification and due diligence procedures.

*LEARN MORE: see your local Supplier Code; contact your local prequalification manager or the Compliance & Ethics Department.*





## WE DO THE RIGHT THING IN OUR BUSINESS ACTIVITIES

### We Don't Engage in Corrupt Practices

At STOBG, our success is based on our own excellence, never on unethical behavior. Our Global Anti-Corruption Policy reinforces our commitment to acting honestly and ethically in all of our business dealings. Corruption—which occurs when someone in a position of trust or authority abuses that position in exchange for a personal benefit or business advantage—is completely contrary to our policies and core values. It is also illegal and can expose both our employees and our company to serious fines, penalties, and reputational damage.

We prohibit all forms of corruption, including bribery, kickbacks, facilitation payments, and other improper payments. We must never engage, or appear to engage, in corrupt practices, regardless of where we're working and regardless of whether we're dealing with government officials or individuals in the private sector. And we don't allow others acting on our behalf to do so either. Third parties working on STOBG's behalf must uphold the same anti-corruption principles that apply to our employees.

### No Bribery

Bribery means offering, giving, promising, authorizing, soliciting, or accepting anything of value (financial or non-financial) to someone, directly or indirectly through a third party, to improperly influence that person in the performance of a duty or to obtain or retain business or secure any undue business advantage.

If you're ever asked to give or accept a bribe, you must decline and immediately report the situation to the Compliance & Ethics Department, your business unit leader, or a member of STOBG executive management. We don't want business that is won this way. And while some laws make a distinction between bribing someone who's a government

official and someone who isn't, there's no difference under our policies. All bribes are prohibited.

### No Facilitation Payments

Facilitation payments are small payments made to speed up routine government actions, like processing paperwork, issuing permits or licenses, or providing utilities like phone service, water, and power. Even where local law or custom allows facilitation payments, STOBG does not. All facilitation payments, regardless of amount and regardless of local law or custom, are prohibited.

### No Broker's Fees, Finder's Fees, or Commissions

In your role at the company, you may be called upon to solicit clients for STOBG, or to solicit proposals from trade contractors and subcontractors to perform work on STOBG projects. In each instance, you may not offer, solicit, pay, or accept broker's fees, finder's fees, commissions, or any other recompense or inducement. If you have a question regarding this policy, consult the CECO or General Counsel.

### No Money Laundering

Money laundering is the use of otherwise legal enterprises or transactions to obscure or disguise the proceeds of criminal activity. We comply with all laws prohibiting money laundering or financing for illegal or illegitimate purposes. Only deal with clients and suppliers that are involved in legitimate business activities and whose funds come from legitimate sources, and check for "red flags" such as requests for cash payments or other unusual payment terms. If you suspect that a company transaction may involve money laundering, you must immediately notify your manager, your local or regional comptroller, and our CECO.

LEARN MORE: *see our Global Anti-Corruption Policy, State and Local Government Projects Policy, and your Local Gifts & Entertainment Policy.*

## DO THE RIGHT THING

Each of us can help prevent corrupt practices at STOBG:

- Learn how to spot a bribe. Bribes aren't always obvious, and they can come in many forms other than cash. Gifts, offers of entertainment or travel, the promise of a job, and political and charitable contributions can all be considered bribes. Immediately report any demand for a bribe to the Compliance & Ethics Department, your business unit leader, or a member of STOBG executive management.
- Check with a company resource before offering or accepting anything of value that you're unsure about.

- Remember that as a company, we're not only responsible for the actions of our own employees, but also for the actions of third parties we authorize to act on our behalf, like consultants, lobbyists, and advisors. Be sure to follow our due diligence procedures when hiring and managing third parties.
- Be suspicious of any requests for unusual payment arrangements, such as making a payment to a person or country unrelated to the transaction at hand.

## FAQs

### What is "anything of value"?

*Anything of value* is broadly defined under anti-corruption laws and could include cash, cash equivalents like gift cards, services, meals, entertainment, hospitality, travel expenses and perks, special favors or privileges such as employment opportunities for friends and family



members, charitable donations, loans, and discounts.

## We Exchange Appropriate Gifts and Entertainment

Giving or receiving the occasional gift or offer of entertainment can be a normal part of doing business and a way to express gratitude, build relationships, and discuss business outside of the office. But we need to make sure that the exchange of any gift or entertainment is lawful and appropriate. Overly generous or frequent gifts or entertainment, no matter how well-intentioned, can create a sense of obligation or compromise the recipient's professional judgment (or appear to do so).

That's why we need to know the rules when it comes to exchanging gifts and entertainment, which can vary depending on your location and who's on the other end of the exchange. The rules we have in place are set out in this Code, your local gifts and entertainment policy, our



State and Local Government Projects Policy, and any local or company-wide expense policies. Make sure you follow the rules, including any special restrictions. Pay particular attention to interactions with government officials. Giving anything of value to a government official—including meals and entertainment—can be illegal and, unless permitted by your local gifts and entertainment policy and business unit leader, you are prohibited from doing so. Read our policies carefully to learn what is and is not acceptable.

## DO THE RIGHT THING

As set out in our gifts and entertainment policies, any gift or entertainment that you provide or accept must meet these ten criteria:

1. It must be permitted by law.
2. It must be permitted by the policies of any involved or affected third parties.
3. Entertainment must be business-related, and employees of our company and our client or business partner must be in attendance.
4. It must be appropriate.
5. It must never improperly influence—or appear to improperly influence—business decisions.
6. It must never create the appearance of impropriety or a conflict of interest.
7. It must never be exchanged as part of a quid pro quo (offered for something in return) or to obtain an improper advantage.
8. It must never be cash or cash equivalents, such as gift cards.
9. It must never be solicited on your own behalf or on behalf of a third party.
10. It must never be in poor taste.

## We Conduct Ourselves Appropriately with Business Partners

Our dealings with our business partners must be honest and straightforward. The business decisions we make regarding our partners must be made exclusively on the basis of price, service, and the ability to meet the company's and our clients' needs. You must never solicit or accept anything of value from an STOBG business partner that could influence, or be perceived as influencing, your business judgment when it comes to that partner. Any gift or entertainment offered or provided to you by a company business partner must comply with the law and our policies. If you need guidance on dealing with one of our business partners, contact a company resource.

**LEARN MORE:** *see our Global Anti-Corruption Policy, State and Local Government Projects Policy, and your Local Gifts & Entertainment Policy.*



# WE DO THE RIGHT THING IN OUR COMMUNITIES

## We Respect Human Rights

Through our actions and policies, we are committed to fair employment practices and to preserving fundamental human rights everywhere we build. We follow all applicable employment laws, and we operate under policies that promote a discrimination- and harassment-free workplace, fair and equitable wages, and safe working conditions.

We have zero tolerance for any form of modern slavery, including child labor, physical punishment, forced or compulsory labor, and human trafficking—and we hold our business partners to the same standards. We have put in place policies and controls to identify and manage modern slavery risk in our own business and in our supply chains. Our Supplier Code and Anti-Slavery and Trafficking Policy reflect our commitment to upholding human rights as well as our expectations of our business partners.

We all have a responsibility to help ensure that STOBG employees and individuals working on our behalf are treated with dignity and respect. Be alert to potential human rights abuses and speak up if you suspect something is wrong.

LEARN MORE: *see your local Supplier Code and our Anti-Slavery and Trafficking Policy.*

## We Look for Ways to Build That Protect Our Environment

We actively work to manage environmental impact as an integral part of our operations. It is STOBG's policy to assure the environmental integrity of our processes and facilities at all times by:

- Employing management systems and Lean principles and procedures to reduce our environmental footprint
- Continually seeking opportunities to improve our environmental performance by establishing objectives and targets, measuring progress, and reporting our results
- Supporting our employees, clients, and business partners to be environmentally responsible

## We Give Back Responsibly

STOBG has taken an active role in supporting our corporate family and the greater community from the day we started doing business. Since our founding, we've been honored to give back to our communities in lasting and positive ways. Our organization supports a wide array of philanthropic causes, and we strongly encourage our employees to participate in pursuits that are meaningful to them.

At the same time, we're mindful that certain charitable activities can raise anti-corruption concerns. We don't make charitable contributions to improperly influence business decisions or seek favor from decision makers. And we must be sure to follow company policy when considering making charitable contributions associated with government entities or officials. That includes contributing to a government entity that's raising funds to support a public service associated with its core mission (such as buying tickets to an event supporting a public hospital) or to a charity linked to a government official (such as making a donation to a charity run by the family member of a government official). We must also ensure that the company's contributions are made to legitimate charities and strictly accounted for in our books and records. Consult the Compliance & Ethics Department and our Global Anti-Corruption Policy and State and Local Government Projects Policy for more information on making sure the company's charitable contributions conform to our values.

Soliciting our business partners for charitable contributions also presents heightened risks of corruption. Inviting business partners to support worthwhile causes may be appropriate under certain circumstances, but we can never allow charitable contributions to influence business decisions. Out of an abundance of caution, employees with involvement in the procurement process, including those in the estimating and purchasing departments, are prohibited from soliciting or collecting charitable contributions from our business partners.

We also support, encourage, and recognize our employees' efforts outside of work to address important causes and improve their communities. However, unless approved by your business unit leader or STOBG executive management (or their designees), your participation in any community and charitable initiative outside of those sponsored by STOBG must be in your own name and on your own time and expense.

**LEARN MORE:** see our *Global Anti-Corruption Policy and State and Local Government Projects Policy*.

## FAQs

**A friend of mine is on the board of a local charity that is building homes in an area ravaged by a recent storm and asked if STOBG would donate services. Can I commit to doing so?**

No. While STOBG has a proud tradition of supporting charitable organizations, all company-sponsored charitable activity must be administered by STOBG executive management, business unit leaders, or their designees. You should forward the request to your business leader or a member of STOBG executive management.

## We Participate in the Political Process Responsibly



As a company, we may participate in the political process to help government officials and legislators better understand issues that are important to us. Political activities may include contributing to local or national political candidates, hosting political fundraisers, or engaging lobbyists. Regardless of their nature, all political activity must comport with our core values. It must be conducted with honesty, integrity, and transparency, in compliance with all laws and regulations, including electoral, campaign finance, and lobbying laws.

There are significant legal limitations on a corporation's political activities, and the use of company funds, property, and other assets for political purposes may be prohibited or highly restricted under the law. Accordingly, you may not offer or provide STOBG funds or other company resources for political purposes, or authorize or engage in lobbying activity, absent approval from STOBG executive management or those specifically authorized by STOBG executive management to engage in political activity. If you wish to solicit STOBG clients or business partners for political contributions, you must first consult

our CECO. Any costs incurred in connection with the company's political activities must be properly accounted in the company's books and records. Be sure to consult our Political Activities Policy before engaging in any political activity on the company's behalf.

While we encourage our employees to participate in political activities, you may not use STOBG resources or the STOBG name, or receive company reimbursement, for your personal political activities. You must avoid even the appearance of doing so. Depending on your role at the company and your location, you also may be required to report political contributions made by you and your close family members. In limited circumstances, local law may restrict or prohibit certain political contributions. For more information, consult the Compliance & Ethics Department.

LEARN MORE: *see our Global Anti-Corruption Policy and Political Activities Policy.*

---

## FAQs

**One of my employees brought a petition to work opposing a controversial ballot proposition that she says will seriously restrict the construction of new buildings where the company does business. Is she allowed to collect signatures around the office?**

No. Employees are free to engage in political activity, but on their own time. Because this measure potentially could affect STOBG, you should notify STOBG executive management so that the company may decide whether and how to respond to the ballot proposition.

**I'm very active in several political organizations and am proud to say that I am an STOBG employee. I have strong personal views on a variety of public policy issues. Is there a problem sharing them with others?**

You can share your personal views with others so long as you convey that you're speaking only in your individual capacity and are not speaking on behalf of STOBG. Keep in mind, however, that others may find it hard to perceive you outside of your role at the company, depending on your role at STOBG.





## ADMINISTERING OUR CODE

### STOBG's Compliance & Ethics Department

STOBG's Compliance & Ethics Department is responsible for developing, implementing, and interpreting our Code. The department can be reached at [compliance@structuretone.com](mailto:compliance@structuretone.com). You can also reach out directly to our CECO or any other member of the department. Postal mail can be sent to STOBG's Chief Ethics & Compliance Officer at 330 W. 34th St., New York, NY 10001.

### Issuance of and Amendments to Our Code

STOBG's board of directors approves and issues our Code. Our Compliance & Ethics Department periodically reviews the Code to determine whether revisions are required to reflect changes in the law, our business, or our policies and practices. The most recent version of the Code can be found on our intranet and on STOBG's website.

### Violations of the Code

The company will take appropriate corrective or disciplinary action for violations of this Code or other company policies. Such action may include termination of employment and, if the violation is also against the law, referral to the appropriate authorities.

## The Code Is Not a Contract

Our Code is not a contract. The Code doesn't create any contractual rights between you and STOBG, nor does it convey any specific employment rights or guarantee any employment for any specific period of time.

## Waiver

Under extremely rare and limited circumstances, and only on a case-by-case basis, certain provisions of this Code may be temporarily waived. To seek a waiver, you must contact our CECO. Only STOBG's board of directors may issue a waiver for a member of STOBG executive management or a director of the company. Any waiver must be documented and maintained in our books and records.



---

## CLIENTS FIRST. INTEGRITY ALWAYS.

Upholding our values means we put our clients first, while always ensuring that integrity remains at the heart of what we do. That means fulfilling our obligations under this Code—including our duty to:

- comply with the law and company policy
- lead by example
- treat those we work with respectfully
- act honestly, fairly, and transparently in our business dealings and in the marketplace
- be good corporate citizens
- speak up when we suspect something is wrong

If you have any questions about our Code, contact the Compliance & Ethics Department or another company resource. Help is always available.

---

# ACKNOWLEDGMENT

I acknowledge that I have received and read a copy of the STO Building Group (“STOBG”) Code of Conduct and Business Ethics (“Code”), and I understand and agree to comply with the Code.

I understand that STOBG has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this Code at any time, and that no statement or representation by a manager or other employee, whether oral or written, can supplement or modify this Code. I also understand that any delay or failure by STOBG to enforce any company policy or rule will not constitute a waiver of STOBG’s right to do so in the future. I further understand that the Code is not a contract of employment and does not create any contractual rights between me and STOBG.

I understand that if I have questions about the Code, other company policies, or the legal and regulatory requirements applicable to my job, I can consult a company resource such as my manager, my department head, my business unit leader, a member of STO executive management, my compliance liaison or the Compliance & Ethics Department, the Human Resources Department, the Legal Department, or STOBG’s 24/7 helpline.

**Signature:** \_\_\_\_\_

**Name (printed):** \_\_\_\_\_

**Title:** \_\_\_\_\_

**Date:** \_\_\_\_\_



STOBG BUILDING GROUP  
CODE OF CONDUCT AND BUSINESS ETHICS  
STOBG 001.05